

Term Sheet

Issue of Unsecured Redeemable Subordinated Bonds in the nature of Debentures aggregating to ₹ 25,000 million with a right to retain over-subscription, through Private Placement for inclusion as Lower Tier II Capital

Issuer	ICICI Bank Limited
Type of Instrument	Lower Tier II Unsecured Redeemable Subordinated Bonds in the nature of Debentures
Nature of instrument	Unsecured
Seniority	Subordinated
Mode of Issue	Private Placement
Eligible Investors	<p>The following categories of investors may apply for the Bonds, subject to applicable laws and subject to fulfilling their respective investment norms/ rules by submitting all the relevant documents along with the Application Form.</p> <ol style="list-style-type: none"> 1. Scheduled Commercial Banks; 2. Financial Institutions registered under the applicable laws in India which are duly authorised to invest in Bonds; 3. Insurance Companies; 4. Provident, Gratuity, Pension and Superannuation Funds; 5. Regional Rural Banks; 6. Mutual Funds; 7. Companies, Bodies Corporate authorised to invest in bonds; 8. Trusts, Association of Persons, Societies registered under the applicable laws in India which are duly authorised to invest in bonds 9. NRIs / OCBs / FIIs / retail investors are not eligible to subscribe to this Issue
Listing	National Stock Exchange of India Ltd. (NSE) and or/ Bombay Stock Exchange (BSE) Issue will be listed with in 20 days from the deemed date of allotment
Credit Rating:	CARE : CARE AAA / ICRA : [ICRA] AAA
Issue Size	₹ 25,000 million
Option to retain over Subscription	Upto ₹ 13,000 million
Objects of the Issue	Enhancing our long term resources and capital.
Details of utilisation of the proceeds	The resources raised, would be utilised for our business operations and to meet the demand for financing.
Minimum Subscription	As the Issue of Bonds to be made is on private placement basis, the requirement of minimum subscription shall not be applicable
Coupon Rate	9.15 % p.a. payable annually
Step Up / Step Down Coupon Rate	No Step up and step Down option
Coupon Payment Frequency	Annual
Coupon	9.15% p.a payable annually
Coupon Type	Fixed
Coupon Reset Process	N.A
Day Count Basis	Actual /Actual
Interest on Application Money	The interest on application money payable by the Issuer would be at the applicable interest rate from the date of realisation of cheque(s)/

	Demand draft(s) upto one day prior to Deemed Date of Allotment. In case of refunds at the applicable interest rate from the date of realisation of cheque(s)/ demand draft(s) upto one day prior to date of refund on the refunded portion. This will be paid within 10 working days of Deemed Date of Allotment
Default Interest rate	As per the extent RBI and SEBI Guidelines
Tenor	120 Months from the Deemed Date of Allotment
Redemption Date	December 31, 2022 (only with prior approval of RBI)
Redemption Amount	At par, ₹ 10 lakhs per Bond
Redemption Premium / Discount	No premium / discount on redemption
Issue price	₹ 1,000,000 per bond
Discount at which the security is issues and effective yield as a result of such discount	N.A
Put option Date	No Put Option
Put option Price	N.A
Call option Date	No Call option.
Call option Price	N.A
Put Notification Time	N.A
Call Notification Time	N.A
Face Value	₹ 1,000,000 per Bond
Minimum Application	50 bonds and in multiple of 10 bonds thereafter.
Issue Timing	
Issue Opening Date	December 24, 2012
Issue Closing Date	December 28, 2012
Pay - in - Date	December 24, 2012 to December 28, 2012
Deemed Date of Allotment:	December 31, 2012
Issuance mode of the Instrument	Demat only
Trading mode of the Instrument	Demat only
Settlement mode of the Instrument	Payment of interest and repayment of principal shall be made by way of cheque(s)/ interest/ redemption warrant(s)/ demand draft(s)/ credit through direct credit/ NECS/ RTGS/ NEFT mechanism
Depository	National Securities Depository Limited and Central Depository Services (India) Limited
Business Day Convention	"Business Day" shall be a day on which commercial banks are open for business in the city of Mumbai, Maharashtra. If any coupon payment date and/or redemption date falls on a day which is not a business day, payment of interest and/or principal amount shall be made on the next business day without liability for making payment of interest for the delayed period
Record Date	For Interest and Redemption payment, record date would be 15 days prior to interest and / or redemption date.
Transaction Documents	Issue subscription application form
Role and Responsibilities of Debenture Trustees	The Trustees shall perform its duties and obligations and exercise its rights and discretions, in keeping with the trust reposed in the Trustees by the holder(s) of the Bonds and shall further conduct itself, and comply with the provisions of all applicable laws, provided that, the

	<p>provisions of Section 20 of the Indian Trusts Act, 1882, shall not be applicable to the Trustees. The Trustees shall carry out its duties and perform its functions as required to discharge its obligations under the terms of SEBI Debt Regulations, the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the Debenture Trusteeship Agreement, Disclosure Document and all other related transaction documents, with due care, diligence and loyalty.</p> <p>The Issuer shall, till the redemption of Bonds, submit its latest audited/limited review half yearly consolidated (wherever available) and standalone financial information such as Statement of Profit & Loss, Balance Sheet and Cash Flow Statement and auditor qualifications, if any, to the Trustees within the timelines as mentioned in Simplified Listing Agreement issued by SEBI vide circular No. SEBI/IMD/BOND/1/2009/11/05 dated May 11, 2009 as amended. Besides, the Issuer shall within 180 days from the end of the financial year, submit a copy of the latest annual report to the Trustees and the Trustees shall be obliged to share the details so submitted with all "Qualified Institutional Buyers (QIBs) and other existing Bondholder(s) within two working days of their specific request.</p>
<p>Governing Law and Jurisdiction</p>	<p>The Bonds are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof shall be subject to the jurisdiction of district courts of Mumbai, Maharashtra.</p>