

P. Sanker

Senior General Manager (Legal)
& Company Secretary

July 1, 2014

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,

The Twentieth Annual General Meeting (AGM) of ICICI Bank Limited was held on June 30, 2014 at 1:00 p.m. at the Sir Sayajirao Nagargruh Auditorium, Vadodara Mahanagar Seva Sadan, Akota, Vadodara.

Pursuant to Section 108 of the Companies Act 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (rules), all the shareholders of the Bank were given the opportunity to exercise their right to vote on the resolutions set out in the Notice of AGM through electronic voting (e-voting) during the period commencing from June 18, 2014 9.00 AM to June 20, 2014, 6.00 PM. The rules also provide that subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of the relevant general meeting of members.

All the resolutions contained in the Notice of the above AGM was approved by a overwhelming majority of shareholders through e-voting and accordingly all the resolutions are declared to be passed on June 30, 2014 which is the date of the AGM. In accordance with Clause 35A of the listing agreement, we enclose the voting results in the prescribed format alongwith the scrutinizer's report for e-voting.

Please take the above on record.

Yours faithfully,



P. Sanker

Encl : as above

P. Sanker

Senior General Manager (Legal)
& Company Secretary

July 1, 2014

Mr. Girish Joshi
Senior General Manager – Listing
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, 1st Floor
Dalal Street
Mumbai 400 001

Dear Sir,

The Twentieth Annual General Meeting (AGM) of ICICI Bank Limited was held on June 30, 2014 at 1:00 p.m. at the Sir Sayajirao Nagargruh Auditorium, Vadodara Mahanagar Seva Sadan, Akota, Vadodara.

Pursuant to Section 108 of the Companies Act 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (rules), all the shareholders of the Bank were given the opportunity to exercise their right to vote on the resolutions set out in the Notice of AGM through electronic voting (e-voting) during the period commencing from June 18, 2014 9.00 AM to June 20, 2014, 6.00 PM. The rules also provide that subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of the relevant general meeting of members.

All the resolutions contained in the Notice of the above AGM was approved by a overwhelming majority of shareholders through e-voting and accordingly all the resolutions are declared to be passed on June 30, 2014 which is the date of the AGM. In accordance with Clause 35A of the listing agreement, we enclose the voting results in the prescribed format alongwith the scrutinizer's report for e-voting.

Please take the above on record.

Yours faithfully,



P. Sanker

Enc.

Encl : as above

Information pursuant to Clause 35A of the Listing Agreement in relation to Annual General Meeting of ICICI Bank Limited held on June 30, 2014

1. Date of the AGM: Monday, June 30, 2014

2. Total number of shareholders on record date:

The Register of Members and Share Transfer Books of the Company were closed from June 7, 2014 to June 30, 2014 (both days inclusive). The beneficiary position at the close of business hours on June 6, 2014 was considered for the purpose of payment of dividend. Total number of shareholders on June 6, 2014 were 564,869.

3. No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: Nil
Public: 420*

*For the purpose of count where multiple shareholders have given a proxy/authorized representation in favour of one individual, the count with reference to such proxies has been taken as 1 for the purpose of determining count of physical presence at the meeting.

4. No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group : Not Applicable
Public : Not Applicable

5. Agenda-wise

Details of the Agenda:

The details of the resolutions are appended below:

Mode of Voting:

The Mode of voting on all resolutions was e-voting.

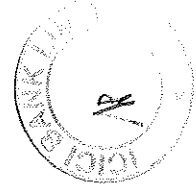


In case of Poll/Electoral ballot/E-voting:

Resolution No. 1 – Ordinary Resolution

To receive, consider and adopt the audited Profit and Loss Account for the financial year ended March 31, 2014 and Balance Sheet as at that date together with the Reports of the Directors and the Auditors.

| Promoter/Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6) = [(4)/(2)] *100 | (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | 0 | 0 | - | 0 | 0 | - | - |
| Public - Institutional holders | 426565588 | 418675527 | 98.15 | 418675527 | 0 | 100.00 | - |
| Public-Others | 12603777 | 12603577 | 100.00 | 12602733 | 844 | 99.99 | 0.01 |
| Total | 439169365 | 431279104 | 98.20 | 431278260 | 844 | 100.00 | 0.00 |



Resolution No. 2 – Ordinary Resolution
Declaration of dividend on preference shares

| Promoter/Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6) = [(4)/(2)] *100 | (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | 0 | 0 | - | 0 | 0 | - | - |
| Public - Institutional holders | 426565588 | 418873642 | 98.20 | 418873642 | 0 | 100.00 | - |
| Public-Others | 12604126 | 12603826 | 100.00 | 12598047 | 5779 | 99.95 | 0.05 |
| Total | 439169714 | 431477468 | 98.25 | 431471689 | 5779 | 100.00 | 0.00 |



Resolution No. 3 – Ordinary Resolution
Declaration of dividend on equity shares

| Promoter/Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6) = [(4)/(2)] *100 | (7) = [(5)/(2)] *100 |
| Promoter and Promoter Group | 0 | 0 | - | 0 | 0 | - | - |
| Public - Institutional holders | 426565588 | 418873642 | 98.20 | 418873642 | 0 | 100.00 | - |
| Public-Others | 12597762 | 12597762 | 100.00 | 12596953 | 809 | 99.99 | 0.01 |
| Total | 439163350 | 431471404 | 98.25 | 431470595 | 809 | 100.00 | 0.00 |



Resolution No. 4 – Ordinary Resolution
Re-appointment of Mr. K. Ramkumar who retires by rotation and, being eligible, offers himself for re-appointment

| Promoter/Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6) = [(4)/(2)]*100 | (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | 0 | 0 | - | 0 | 0 | - | - |
| Public - Institutional holders | 425661303 | 417969357 | 98.19 | 414957824 | 3011533 | 99.28 | 0.72 |
| Public-Others | 12598177 | 12598177 | 100.00 | 12558544 | 39633 | 99.69 | 0.31 |
| Total | 438259480 | 430567534 | 98.24 | 427516368 | 3051166 | 99.29 | 0.71 |



Resolution No. 5 – Ordinary Resolution
Appointment of Statutory Auditors

| Promoter/Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3) = [(2)/(1)] * 100 | (4) | (5) | (6) = [(4)/(2)] * 100 | (7) = [(5)/(2)] * 100 |
| Promoter and Promoter Group | 0 | 0 | - | 0 | 0 | - | - |
| Public - Institutional holders | 424865970 | 416985053 | 98.15 | 409212805 | 7772248 | 98.14 | 1.86 |
| Public-Others | 12593495 | 12593295 | 100.00 | 12592055 | 1240 | 99.99 | 0.01 |
| Total | 437459465 | 429578348 | 98.20 | 421804860 | 7773488 | 98.19 | 1.81 |



Resolution No. 6 – Ordinary Resolution
Appointment of Branch Auditors

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------------|-----------------------|------------------------|--------------------------------------------------|-----------------------------|------------------------------|--------------------------------------------------|------------------------------------------|
| | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6) = [(4)/(2)] *100 | (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | 0 | 0 | - | 0 | 0 | - | - |
| Public - Institutional holders | 425485700 | 417558475 | 98.14 | 413572637 | 3985838 | 99.05 | 0.95 |
| Public-Others | 12600535 | 12600135 | 100.00 | 12598625 | 1510 | 99.99 | 0.01 |
| Total | 438086235 | 430158610 | 98.19 | 426171262 | 3987348 | 99.07 | 0.93 |



Resolution No. 7 – Ordinary Resolution
Appointment of Mr. V. K. Sharma as Director

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------------|-----------------------|------------------------|--------------------------------------------------|-----------------------------|------------------------------|--------------------------------------------------|------------------------------------------|
| | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6) = [(4)/(2)] *100 | (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | 0 | 0 | - | 0 | 0 | - | - |
| Public - Institutional holders | 424924995 | 417256772 | 98.20 | 412886076 | 4370696 | 98.95 | 1.05 |
| Public-Others | 12599827 | 12599527 | 100.00 | 12594779 | 4748 | 99.96 | 0.04 |
| Total | 437524822 | 429856299 | 98.25 | 425480855 | 4375444 | 98.98 | 1.02 |



Resolution No. 8 – Ordinary Resolution
Re-appointment of Mr. Rajiv Sabharwal as Executive Director effective June 24, 2015 upto June 23, 2020

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------------|-----------------------|------------------------|--------------------------------------------------|-----------------------------|------------------------------|--------------------------------------------------|------------------------------------------|
| | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6) = [(4)/(2)] *100 | (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | 0 | 0 | - | 0 | 0 | - | - |
| Public - Institutional holders | 425661303 | 417969357 | 98.19 | 417969357 | 0 | 100.00 | - |
| Public-Others | 12600240 | 12600240 | 100.00 | 12594251 | 5989 | 99.95 | 0.05 |
| Total | 438261543 | 430569597 | 98.24 | 430563608 | 5989 | 100.00 | 0.00 |



Resolution No. 9 –Special Resolution
Special Resolution for amendment to Articles of Association of the Bank pursuant to The Banking Laws (Amendment) Act, 2012

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------------|-----------------------|------------------------|--------------------------------------------------|--------------------------------|------------------------------|--------------------------------------------------|------------------------------------------|
| | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6) = [(4)/(2)]*100 | (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | 0 | 0 | - | 0 | 0 | - | - |
| Public - Institutional holders | 426565588 | 418873642 | 98.20 | 368913072 | 49960570 | 88.07 | 11.93 |
| Public-Others | 12584431 | 12584181 | 100.00 | 12582330 | 1851 | 99.99 | 0.01 |
| Total | 439150019 | 431457823 | 98.25 | 381495402 | 49962421 | 88.42 | 11.58 |



Resolution No. 10 – Special Resolution
Special Resolution for borrowing limits under Section 180(1)(c) of the Companies Act, 2013

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------------|-----------------------|---------------------------|--------------------------------------------------|-----------------------------|------------------------------|--------------------------------------------------|------------------------------------------|
| | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6) = [(4)/(2)] *100 | (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | 0 | 0 | - | 0 | 0 | - | - |
| Public - Institutional holders | 426565588 | 418791644 | 98.18 | 416264969 | 2526675 | 99.40 | 0.60 |
| Public-Others | 12600377 | 12600377 | 100.00 | 12595303 | 5074 | 99.96 | 0.04 |
| Total | 439165965 | 431392021 | 98.23 | 428860272 | 2531749 | 99.41 | 0.59 |



Resolution No. 11 – Special Resolution
Special Resolution for private placement of securities under Section 42 of the Companies Act, 2013

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------------|-----------------------|---------------------------|--------------------------------------------------|--------------------------------|------------------------------|--------------------------------------------------|------------------------------------------|
| | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6) = [(4)/(2)] *100 | (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | 0 | 0 | - | 0 | 0 | - | - |
| Public - Institutional holders | 426565588 | 418791644 | 98.18 | 416264969 | 2526675 | 99.40 | 0.60 |
| Public-Others | 12603119 | 12602919 | 100.00 | 12595637 | 7282 | 99.94 | 0.06 |
| Total | 439168707 | 431394563 | 98.23 | 428860606 | 2533957 | 99.41 | 0.59 |

Percentage figures have been rounded off to nearest decimal.

Note: Section 12(2) of the Banking Regulation Act, 1949 caps the voting rights of shareholders of a bank upto 10% of the total voting rights of all shareholders. In line with the same, the shareholding of Deutsche Bank Trust Company Americas (Depositary to the ADS holders) which was 33,67,13,170 equity shares and which formed 29.14% of the total equity shares (1,15,53,42,164 equity shares) as on the relevant date i.e. May 16, 2014 was reckoned only to the extent of 11,55,34,216 equity shares i.e. 10% of the total equity shares for the purpose of electronic voting.

All resolutions were approved with overwhelming majority.



ICICI BANK LIMITED

Registered Office: Landmark, Race Course Circle, Vadodara 390 007.

SCRUTINIZERS' REPORT

E-VOTING FOR 20TH ANNUAL GENERAL MEETING TO BE

HELD ON 30TH JUNE, 2014

ALWYN DSOUZA
ALWYN D'SOUZA & CO.
COMPANY SECRETARIES

Annex-103, Dimple Arcade, Asha Nagar, Kandivli (E), Mumbai 400101. Tel: 022-28549355
Br Off: D-003, Gr. Flr, Indraprasta, Poonam Vihar, Mira Rd (E) Thane 401107. Tel: 28125781
Website : www.alwynjay.com ; E-mail: alwyn.co@gmail.com ; Mob: 09820465195

ALWYN D'SOUZA

ALWYN D'SOUZA & CO.
COMPANY SECRETARIES

Annex-103, Dimple Arcade, Asha Nagar, Kandivli (E), Mumbai 400101. Tel: 022-28549355

Branch Office: D-003, Gr. Flr, Indraprasta, Poonam Vihar, Mira Road (E) Thane 401107.

Tel: 022-28125781; Mob: 09820465195 ; E-mail: alwyn.co@gmail.com

To,

The Chairman
ICICI Bank Limited

Dear Sir,

RE : SCRUTINIZERS' REPORT

I refer to my appointment as Scrutinizer made on May 17, 2014 pursuant to the authority granted by the Board of Directors of **ICICI Bank Limited** to scrutinise the e-voting process in a fair and transparent manner as per the provisions of the Companies Act, 2013 and Rules thereunder for the 20th Annual General Meeting of ICICI Bank Limited to be held on June 30, 2014 at Vadodara.

I have carried out the work as Scrutinizer from the close of working hours on 20th June, 2014. In this connection I need to bring to your attention the following aspects:-

1. The Company has appointed National Securities Depository Limited (NSDL) to provide e-voting facility and the detailed instructions on e-voting process was notified to the members in the notice dated 20th May, 2014.
2. The E-voting period commenced on 18th June, 2014 from 9.00 AM and concluded on 20th June, 2014 at 6.00 PM.
3. I enclose the Scrutinizer's Report along with the relevant listings.



Alwyn D'souza

F.C.S No.5559,

Certificate of Practice No.5137

Practising Company Secretary

Place : Mumbai

Date : 21.06.2014

ALWYN D'SOUZA

ALWYN D'SOUZA & CO.
COMPANY SECRETARIES

Annex-103, Dimple Arcade, Asha Nagar, Kandivli (E), Mumbai 400101. Tel: 022-28549355

Branch Office: D-003, Gr. Flr, Indraprasta, Poonam Vihar, Mira Road (E) Thane 401107.

Tel: 022-28125781; **Mob:** 09820465195 ; **E-mail:** alwyn.co@gmail.com

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
ICICI Bank Limited

Dear Sir,

I, Alwyn D'souza of Alwyn Dsouza & Co., Company Secretaries, Mumbai, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process of **ICICI Bank Limited** ("the Company") in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 20th Annual General Meeting of the Company to be held on **June 30, 2014** submit our report as under:

1. The e-voting period commenced on 18th June, 2014 from 9.00 AM and concluded on 20th June, 2014 at 6.00 PM. The e-voting services were provided by National Securities Depository Limited (NSDL).
2. The shareholders holding shares as on the "relevant date" i.e. May 16, 2014 were entitled to vote on the proposed resolutions stated in the Notice of the Company. Section 12(2) of the Banking Regulation Act, 1949 caps the voting rights of shareholders of a bank upto 10% of the total voting rights of all shareholders. In line with the same, the shareholding of Deutsche Bank Trust Company Americas (Depository to the ADS holders) which was 33,67,13,170 equity shares and which formed 29.14% of the total equity shares (1,15,53,42,164 equity shares) as on the relevant date i.e. May 16, 2014 was reckoned only to the extent of 11,55,34,216 equity shares i.e. 10% of the total equity shares for the purpose of electronic voting.
3. The votes were unblocked on 20th June, 2014 around 6.08 p.m in the presence of two witnesses **Ms. Jelpine Angel Nadar** residing at A-102, Suyash CHS, Damodar Nagar, Viva College Road, Virar West, 401303 and **Ms. Kirti Iyer** residing at Building No.2, Room No.106, Mahadeo Complex, Ramdev Park Road, Mira Road East, Thane 401107 who are not in the employment of the Company .

4. The results of e-Voting alongwith the list of shareholders who voted "For" and "Against" the below resolutions were downloaded from the e-voting website of NSDL.

The results of the e-voting are as under:

A. RESOLUTION NO.1 - ORDINARY RESOLUTION

To receive, consider and adopt the audited Profit and Loss Account for the financial year ended March 31, 2014 and Balance Sheet as at that date together with the Reports of the Directors and the Auditors.

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

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|----------------------------------------|--------------------------------------------------|---------------------------------------|
| 1690 | 43,12,78,260 | 99.9998 |

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

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|----------------------------------------|---------------------------------------------|---------------------------------------|
| 14 | 844 | 0.0002 |

- (iii) **Invalid** votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--------------------------------------------------|------------------------------------|
| Nil | Nil |

B. RESOLUTION NO.2: ORDINARY RESOLUTION

To declare dividend on preference shares.

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

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|----------------------------------------|--------------------------------------------------|---------------------------------------|
| 1630 | 43,14,71,689 | 99.999 |

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

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|----------------------------------------|---------------------------------------------|---------------------------------------|
| 73 | 5,779 | 0.001 |

AS

(iii) **Invalid** votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--------------------------------------------------|------------------------------------|
| Nil | Nil |

C. RESOLUTION NO.3: ORDINARY RESOLUTION

To declare dividend on equity shares..

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

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|----------------------------------------|--------------------------------------------------|---------------------------------------|
| 1689 | 43,14,70,595 | 99.9998 |

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

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|----------------------------------------|---------------------------------------------|---------------------------------------|
| 9 | 809 | 0.0002 |

(iii) **Invalid** votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--------------------------------------------------|------------------------------------|
| Nil | Nil |

D. RESOLUTION NO.4: ORDINARY RESOLUTION

To appoint a director in place of Mr. K. Ramkumar (DIN: 00244711), who retires by rotation and, being eligible, offers himself for re-appointment.

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

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|----------------------------------------|--------------------------------------------------|---------------------------------------|
| 1562 | 42,75,16,368 | 99.29 |

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

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|----------------------------------------|---------------------------------------------|---------------------------------------|
| 104 | 30,51,166 | 0.71 |



(iii) **Invalid** votes:

| | |
|--------------------------------------------------|------------------------------------|
| Total number of members whose votes were invalid | Total number of votes cast by them |
| Nil | Nil |

E. RESOLUTION NO.5: ORDINARY RESOLUTION

Appointment of B S R & Co. LLP, Chartered Accountants (registration No. 101248W), as statutory auditors of the Company, in place of retiring auditors S. R. Batliboi & Co. LLP, Chartered Accountants

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

| | | |
|----------------------------------------|--------------------------------------------------|---------------------------------------|
| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
| 1612 | 42,18,04,860 | 98.19 |

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

| | | |
|----------------------------------------|---------------------------------------------|---------------------------------------|
| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
| 63 | 77,73,488 | 1.81 |

(iii) **Invalid** votes:

| | |
|--------------------------------------------------|------------------------------------|
| Total number of members whose votes were invalid | Total number of votes cast by them |
| Nil | Nil |

F. RESOLUTION NO.6: 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:

| | | |
|----------------------------------------|--------------------------------------------------|---------------------------------------|
| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
| 1615 | 42,61,71,262 | 99.07 |



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

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|----------------------------------------|---------------------------------------------|---------------------------------------|
| 54 | 39,87,348 | 0.93 |

(iii) **Invalid** votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--------------------------------------------------|------------------------------------|
| Nil | Nil |

G. RESOLUTION NO.7: ORDINARY RESOLUTION

Appointment of Mr. V. K. Sharma (DIN: 02449088) as Independent Director

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

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|----------------------------------------|--------------------------------------------------|---------------------------------------|
| 1582 | 42,54,80,855 | 98.98 |

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

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|----------------------------------------|---------------------------------------------|---------------------------------------|
| 76 | 43,75,444 | 1.02 |

(iii) **Invalid** votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--------------------------------------------------|------------------------------------|
| Nil | Nil |

H. RESOLUTION NO.8: ORDINARY RESOLUTION

Re-Appointment of Mr. Rajiv Sabharwal (DIN: 00057333), as a wholetime Director (designated as Executive Director) effective June 24, 2015 upto June 23, 2020

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

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|----------------------------------------|--------------------------------------------------|---------------------------------------|
| 1595 | 43,05,63,608 | 99.999 |



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

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|----------------------------------------|---------------------------------------------|---------------------------------------|
| 80 | 5,989 | 0.001 |

(iii) **Invalid** votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--------------------------------------------------|------------------------------------|
| Nil | Nil |

I. RESOLUTION NO.9: SPECIAL RESOLUTION

Alteration of Article 56(d) and Article 113(b) of Articles of Association of the Company

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

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|----------------------------------------|--------------------------------------------------|---------------------------------------|
| 1631 | 38,14,95,402 | 88.42 |

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

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|----------------------------------------|---------------------------------------------|---------------------------------------|
| 39 | 4,99,62,421 | 11.58 |

(iii) **Invalid** votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--------------------------------------------------|------------------------------------|
| Nil | Nil |

I. RESOLUTION NO.10: SPECIAL RESOLUTION

Approval for borrowing limits under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013

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

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|----------------------------------------|--------------------------------------------------|---------------------------------------|
| 1605 | 42,88,60,272 | 99.41 |



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

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|----------------------------------------|---------------------------------------------|---------------------------------------|
| 76 | 25,31,749 | 0.59 |

(iii) **Invalid** votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--------------------------------------------------|------------------------------------|
| Nil | Nil |

K. RESOLUTION NO.11: SPECIAL RESOLUTION

Approval for private placement of securities pursuant to the provisions of Section 42 and such other provisions of the Companies Act, 2013 as may be applicable

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

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|----------------------------------------|--------------------------------------------------|---------------------------------------|
| 1594 | 42,88,60,606 | 99.41 |

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

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|----------------------------------------|---------------------------------------------|---------------------------------------|
| 101 | 25,33,957 | 0.59 |

(iii) **Invalid** votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--------------------------------------------------|------------------------------------|
| Nil | Nil |

A

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 20th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.



Alwyn D'souza

F.C.S No.5559,

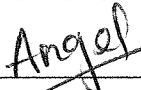
Certificate of Practice No.5137

Practising Company Secretary

Place : Mumbai

Date : 21.06.2014

We the undersigned witnesseth that the votes were unblocked from the e-voting website of National Securities Depository Limited (<http://www.evoting.nsdl.com>) in our presence at 6.08 p.m on 20th June, 2014 at the office of the Scrutinizer.



Ms. Jephine Angel Nadar

A-102, Suyash CHS, Damodar

Nagar, Viva College Road,

Virar West, 401303



Ms. Kirti Iyer

Building No.2, Room No.106,

Mahadeo Complex, Ramdev

Park Road, Mira Road East,

Thane 401107.

e-Voting

View/Authorize e-Voting Results

ISIN Name : ICICI BANK LIMITED EQ
 EVEN : 100239
 Resolution File : [Download File](#)
 Record Date : 2014-05-15
 Voting End Date : 2014-06-20

ISIN : INE990A01013
 Logo File : [Download File](#)
 Voting Start Date : 2014-05-15
 Voting Result Date : 2014-06-30

Resolution Description : Adoption of Accounts
 : Adoption of Accounts

| | |
|---------------------------------------------------|---------------|
| I/We Assent To The Resolution (For/ Yes/ For our) | 431278260.000 |
| I/We Dissent To The Resolution (Against/ No) | 844.000 |

Resolution Description : Declaration of dividend on preference shares
 : Declaration of dividend on preference shares

| | |
|---------------------------------------------------|---------------|
| I/We Assent To The Resolution (For/ Yes/ For our) | 431471599.000 |
| I/We Dissent To The Resolution (Against/ No) | 5779.000 |

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Ministry of Corporate Affairs

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Resolution Description

- Declaration of dividend on equity shares
- Declaration of dividend on equity shares

Resolution Description

- Re-appointment of Mr. K. Ramkumar
- Re-appointment of Mr. K. Ramkumar who retires by rotation and, being eligible, offers himself for re-appointment

Resolution Description

- Appointment of Statutory Auditors
- Appointment of Statutory Auditors

Resolution Description

- Appointment of Branch Auditors
- Appointment of Branch Auditors

| | |
|-------------------------------------------------|---------------|
| I/We Assent To The Resolution(For/ Yes/ Favour) | 431470595.000 |
| I/We Dissent To The Resolution(Against/ No) | 809.000 |

| | |
|-------------------------------------------------|---------------|
| I/We Assent To The Resolution(For/ Yes/ Favour) | 427516368.000 |
| I/We Dissent To The Resolution(Against/ No) | 3051166.000 |

| | |
|-------------------------------------------------|---------------|
| I/We Assent To The Resolution(For/ Yes/ Favour) | 421804860.000 |
| I/We Dissent To The Resolution(Against/ No) | 7773489.000 |

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Ministry of Corporate Affairs | NSDL eVoting System

NSDL eVoting System

| | | | | | | |
|-------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|---------------|---------------------------------------------|-------------|
| Resolution Description | Appointment of Branch Auditors | <table border="1"> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>426171362.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>3987348.000</td> </tr> </table> | I/We Assent To The Resolution(For/ Yes/ Favour) | 426171362.000 | I/We Dissent To The Resolution(Against/ No) | 3987348.000 |
| I/We Assent To The Resolution(For/ Yes/ Favour) | 426171362.000 | | | | | |
| I/We Dissent To The Resolution(Against/ No) | 3987348.000 | | | | | |
| Resolution Description | Appointment of Mr. V. K. Sharma as Director | <table border="1"> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>425480855.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>4375444.000</td> </tr> </table> | I/We Assent To The Resolution(For/ Yes/ Favour) | 425480855.000 | I/We Dissent To The Resolution(Against/ No) | 4375444.000 |
| I/We Assent To The Resolution(For/ Yes/ Favour) | 425480855.000 | | | | | |
| I/We Dissent To The Resolution(Against/ No) | 4375444.000 | | | | | |
| Resolution Description | Re-appointment of Mr. Rajiv Sabharwal as Executive Director | <table border="1"> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>430563608.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>5989.000</td> </tr> </table> | I/We Assent To The Resolution(For/ Yes/ Favour) | 430563608.000 | I/We Dissent To The Resolution(Against/ No) | 5989.000 |
| I/We Assent To The Resolution(For/ Yes/ Favour) | 430563608.000 | | | | | |
| I/We Dissent To The Resolution(Against/ No) | 5989.000 | | | | | |
| Resolution Description | Special Resolution for amendment to Articles of Association | | | | | |

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Handwritten signature or initials.

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Resolution Description

Special Resolution for amendment to Articles of Association

Special Resolution for amendment to Articles of Association of the Bank pursuant to The Banking Law (Amendment) Act, 2012

| | |
|-------------------------------------------------|---------------|
| I/We Assent To The Resolution(For/ Yes/ Favour) | 381495402.000 |
| I/We Dissent To The Resolution(Against/ No) | 49962421.000 |

Resolution Description

Special Resolution for borrowing limits

Special Resolution for borrowing limits under Section 180(1)(c) of the Companies Act, 2013

| | |
|-------------------------------------------------|---------------|
| I/We Assent To The Resolution(For/ Yes/ Favour) | 428860272.000 |
| I/We Dissent To The Resolution(Against/ No) | 2531749.000 |

Resolution Description

Special Resolution for private placement of securities

Special Resolution for private placement of securities under Section 42 of the Companies Act, 2013

| | |
|-------------------------------------------------|---------------|
| I/We Assent To The Resolution(For/ Yes/ Favour) | 428860606.000 |
| I/We Dissent To The Resolution(Against/ No) | 2533957.000 |

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