

May 15, 2024

BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra(East
Mumbai 400 051

Dear Sir/Madam,

Sub: Postal Ballot – Scrutinizer's Report

This has reference to our earlier letter dated April 12, 2024 in respect of Postal Ballot Notice dated April 5, 2024.

In this regard, please find enclosed Scrutinizer's Report dated May 15, 2024 (the Report) issued pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder. Based on the Report, we confirm that all the resolutions as contained in the Postal Ballot Notice were passed by the Members with requisite majority.

The voting results in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be submitted in XBRL mode. The same is also being uploaded on the website of the Bank and can be accessed at <https://www.icicibank.com/about-us/voting-result>.

You are requested to please take the above on record.

**Yours sincerely,
For ICICI Bank Limited**

**Prachiti Lalingkar
Company Secretary**

Encl: as above

Copy to –

(i) New York Stock Exchange (NYSE)
(ii) Singapore Stock Exchange

(iii) SIX Swiss Exchange Ltd.
(iv) Japan Securities Dealers Association

VINOD KOTHARI & COMPANY

Practicing Company Secretaries
403-406, 175 Shreyas Chambers, D. N. Road, Fort
Mumbai-400 001, India
Phone: +91 – 22 - 22614021 | 22 - 62370959
Email: corplaw@vinodkothari.com
Web: www.vinodkothari.com

To,

The Chairman,
ICICI Bank Limited,
ICICI Bank Tower,
Near Chakli Circle,
Old Padra Road,
Vadodara, Gujarat, 390007

Sub: Scrutinizer’s Report on the Results of Postal Ballot through electronic voting (e-voting) process

Dear Sir,

1. I, Vinita Nair, Senior Partner of Vinod Kothari & Company, Practicing Company Secretaries, (Membership No.: FCS 10559/C.P. No.: 11902) have been appointed as the Scrutinizer by the Board of Directors of ICICI Bank Limited (“the Bank”) on April 5, 2024 for the purpose of scrutinizing the Postal Ballot remote e-voting process, pursuant to the Notice dated April 5, 2024, issued under Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time, read with General Circular No. 14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020 and other relevant circulars, including General Circular No. 9/2023 dated September 25, 2023 and other circulars issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as (“**MCA Circulars**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the following special business as contained in the Notice of Postal Ballot.
2. In terms of Regulation 44 of the Listing Regulations and pursuant to Section 108 of the Act read with Rule 20 of the Rules in connection with all resolutions proposed in the Notice, the Bank has availed services of National Securities Depository Limited (“**NSDL**”) and provided the remote e-voting facility to the equity shareholders of the Bank.
3. In terms of the MCA Circulars, the Notice dated April 5, 2024 along with statement setting out material facts under Section 102 of the Act in respect of the resolutions mentioned in the Notice, as confirmed by the Bank, was sent via email only to the Members whose e-mail addresses were available with the Bank/Registrar & Share Transfer Agent/Depositories as on Monday, April 8, 2024 (“**Cut-off Date**”).
4. The shareholders of the Bank holding shares as on the Cut-off Date were entitled to vote on the resolutions as contained in the Notice. The remote e-voting period commenced on Monday, April 15, 2024 at 9:00 a.m. (IST) and ended on Tuesday, May 14, 2024 at 05:00 p.m. (IST) and the NSDL e-voting module was disabled thereafter. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of

two witnesses, viz., Ms. Aisha Begum Ansari and Mr. Avinash Shetty, being Senior Manager and Manager of Vinod Kothari & Company, Practicing Company Secretaries. These witnesses are not in the employment of the Bank.

5. I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Rules, as amended.
6. The management of the Bank is responsible to ensure compliance with the requirements of the Act, Rules and the MCA Circulars and the Listing Regulations relating to remote e-voting on the Resolutions contained in the Notice.
7. My responsibility as the Scrutinizer was restricted to scrutinize the Postal Ballot remote e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast "IN FAVOR" and "AGAINST" the resolutions stated in the Notice, based on the reports generated from the NSDL e-voting system.
8. For those Members whose email IDs were not available, a Public Notice with regard to the Bank's Postal Ballot Notice was published on Saturday, April 13, 2024 in Business Standard (all editions), Financial Express (all editions), Indian Express (Baroda edition) and Vadodara Samachar, providing requisite information for registering email IDs and for queries pertaining to remote e-voting.
9. The voting rights in respect of equity shares transferred to Investor Education and Protection Fund and Unclaimed Shares Suspense Account are frozen. However, the voting rights on equity shares lying in the Suspense Escrow Account are not frozen, pursuant to the SEBI Circular dated December 18, 2023. Hence, the votes cast by such shareholders, if any, have been considered while computing the voting results.
10. Holders of American Depository Receipts ("ADRs") do not have voting rights. In accordance with the approval of Ministry of Finance, Department of Economic Affairs accorded *vide* letter dated September 6, 1999, the Depository Agreement dated March 31, 2000 was executed by the Bank with Deutsche Bank Trust Company Americas ("DBTCA") wherein it has been provided that the voting rights on ADRs will be exercised in accordance with directions of the Bank's Board of Directors. The votes cast by DBTCA have been considered while computing the voting results.
11. I, now submit my Scrutinizer Report on the results of the Postal Ballot through remote e-voting process in respect of:

Sr. No.	Type	Description of Resolution
1.	Special	Appointment of Mr. Pradeep Kumar Sinha (DIN: 00145126) as an Independent Director with effect from February 17, 2024.
2.	Ordinary	Compensation payable to Mr. Pradeep Kumar Sinha (DIN: 00145126) as Non-Executive Part-time Chairman with effect from July 1, 2024 or the date of approval from Reserve Bank of India, whichever is later.
3.	Ordinary	Revision in compensation in the form of fixed remuneration payable to the Non-Executive Directors (other than part-time Chairman and the Director nominated by the Government of India).

4.	Ordinary	Revision in fixed remuneration of Mr. Girish Chandra Chaturvedi (DIN: 00110996), Non-Executive (Part-time) Chairman.
5.	Ordinary	Appointment of Mr. Ajay Kumar Gupta (DIN: 07580795) as a Director and Whole-time Director (designated as Executive Director) with effect from March 15, 2024 and payment of remuneration to him.

Resolution No. 1: Special Resolution**Appointment of Mr. Pradeep Kumar Sinha (DIN: 00145126) as an Independent Director with effect from February 17, 2024**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9174	5,98,46,53,128	99.7066

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
498	1,76,08,644	0.2934

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution No. 2: Ordinary Resolution**Compensation payable to Mr. Pradeep Kumar Sinha (DIN: 00145126) as Non-Executive Part-time Chairman with effect from July 1, 2024 or the date of approval from Reserve Bank of India, whichever is later**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8974	5,99,64,73,643	99.9566

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
643	26,02,668	0.0434

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution No. 3: Ordinary Resolution**Revision in compensation in the form of fixed remuneration payable to the Non-Executive Directors (other than part-time Chairman and the Director nominated by the Government of India)**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8896	5,99,46,05,996	99.9151

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
702	50,91,187	0.0849

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution No. 4: Ordinary Resolution**Revision in fixed remuneration of Mr. Girish Chandra Chaturvedi (DIN: 00110996), Non-Executive (Part-time) Chairman**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8899	5,99,93,42,389	99.9941

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
697	3,54,787	0.0059

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution No. 5: Ordinary Resolution

Appointment of Mr. Ajay Kumar Gupta (DIN: 07580795) as a Director and Whole-time Director (designated as Executive Director) with effect from March 15, 2024 and payment of remuneration to him

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9064	5,94,05,75,833	99.0189

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
548	5,88,59,686	0.9811

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

12. Figures have been taken upto four decimal places.

13. In view of the above scrutiny, I hereby certify that all the above Resolutions have been passed with requisite majority on May 14, 2024.

14. The electronic data and all other relevant records relating to voting by electronic means are under my safe custody and will be handed over after the Chairman considers, approves and signs the minutes of the Postal Ballot, to Ms. Prachiti Lalingkar, Company Secretary, for safe keeping.

Mumbai, May 15, 2024

**For Vinod Kothari & Company
Practicing Company Secretaries
Firm Registration No.: P1996WB042300**

VINITA
VENUGOPAL NAIR

Digitally signed by VINITA
VENUGOPAL NAIR
Date: 2024.05.15 15:48:50
+05'30'

**Ms. Vinita Nair
Senior Partner**

**FCS: 10559, COP: 11902
UDIN: F010559F000374659**

Countersigned by:

Prachiti
Deepak
Lalingkar
Prachiti Lalingkar
Company Secretary
ICICI Bank Limited
ACS: 20744

Digitally signed by Prachiti Lalingkar
DN: cn=Prachiti Lalingkar, o=ICICI Bank Limited, ou=Prachiti Lalingkar, email=prachiti.lalingkar@icicibank.com, c=IN

Mumbai, May 15, 2024