

ICICI BANK LTD
Form 6-K
April 25, 2016

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Issuer

**Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

For the month of April, 2016

Commission File Number: 001-15002

ICICI Bank Limited
(Translation of registrant's name into English)

ICICI Bank Towers,
Bandra-Kurla Complex
Mumbai, India 400 051
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file
annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Edgar Filing: ICICI BANK LTD - Form 6-K

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

Indicate by check mark whether by furnishing the information contained in this Form, the Registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g 3-2(b): Not Applicable

Table of Contents

Item

1. Other news
2. Information as per the prescribed format under Indian Listing Regulations
3. Scrutinizer's Report

Item 1

OTHER NEWS

Subject: Declaration of results of postal ballot

IBN

ICICI Bank Limited (the ‘Company’) Report on Form 6-K

Pursuant to the provisions of Section 110 of the Companies Act, 2013 and the underlying rules, the Bank sought approval of shareholders through postal ballot for the following matters:

1. Appointment of Mr. M. K. Sharma as an Independent Director.
2. Appointment of Mr. M. K. Sharma as Non-Executive (part-time) Chairman.
3. Appointment of Ms. Vishakha Mulye as a Director.
4. Appointment of Ms. Vishakha Mulye as a Wholetime Director (designated as Executive Director).
5. Amendment to the Employees Stock Option Scheme.

The last date for receipt of physical postal ballot forms and for e-voting was April 22, 2016.

Mr. Alwyn D’Souza, Practicing Company Secretary, who was appointed as the scrutiner for the postal ballot process, has submitted his report on the same dated April 25, 2016. Based on the report, we confirm that all the resolutions as contained in the postal ballot notice dated March 10, 2016 were approved by requisite majority of shareholders. We enclose the voting results in the format as sent to the Indian stock exchanges alongwith the scrutiner’s report.

ICICI Bank Limited Tel.: (91-22) 2653 1414

ICICI Bank Towers Fax: (91-22) 2653 1122

Bandra-Kurla Complex Website www.icicibank.com

Mumbai 400 051, India CIN.: L65190GJ1994PLC021012

Regd. Office: "Landmark"

Race Course Circle,

Vadodara 390007. India

Item 2

Date of the Postal Ballot Notice dated March 10, 2016

Total number of shareholders on record date (March 11, 2016) 988,816

No. of shareholders present in the meeting either in person or through proxy
 Promoters and Promoter Group : Not Applicable
 Public : Not Applicable

No of shareholders who attended the meeting through video conferencing:
 Promoters and Promoter Group : Not Applicable
 Public : Not Applicable

Agenda-wise disclosure (to be disclosed seperately for each agenda item) As disclosed below

Whether promoter/promoter group are interested in the agenda resolution Not applicable

**Details
of
Agenda**

**Item No.1 - Appointment of
Mr. M.K. Sharma as an
Independent Director
Resolution
required :
Ordinary
Resolution
Whether
promoter/
promoter
group
and Not Applicable
interested in
the
agenda/
resolution**

| Category | Mode of Voting | 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 | E-Voting | - | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | - | - | - | - | - | - | - |
| | Total | - | - | - | - | - | - | - |
| Public -Institutional holders | E-Voting | - | 3,546,032,915 | 67.37 | 3,473,137,686 | 72,895,229 | 97.94 | 2.06 |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | - | 2,423,000 | 0.05 | 2,423,000 | - | 100.00 | - |
| | Total | 5,263,501,861 | 3,548,455,915 | 67.42 | 3,475,560,686 | 72,895,229 | 97.95 | 2.05 |
| Public-Others | E-Voting | - | 33,361,167 | 6.06 | 33,250,174 | 110,993 | 99.67 | 0.33 |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | - | 1,753,102 | 0.32 | 1,679,866 | 73,236 | 95.82 | 4.18 |
| | Total | 5,263,501,861 | 3,548,455,915 | 67.42 | 3,475,560,686 | 72,895,229 | 97.95 | 2.05 |

Edgar Filing: ICICI BANK LTD - Form 6-K

| | | | | | | | |
|--------------|----------------------|----------------------|--------------|----------------------|-------------------|--------------|-------------|
| Total | 550,563,269 | 35,114,269 | 6.38 | 34,930,040 | 184,229 | 99.48 | 0.52 |
| Total | 5,814,065,130 | 3,583,570,184 | 61.64 | 3,510,490,726 | 73,079,458 | 97.96 | 2.04 |

**Item No.2 -
Appointment of Mr.
M.K. Sharma as a
Non-Executive
(part-time) Chairman**

**Resolution
required :
Ordinary
Resolution
Whether
promoter/
promoter
group
group
are Not
are Applicable
interested in
the
agenda/
resolution**

| Category | Mode of Voting | 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 | E-Voting | - | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | - | - | - | - | - | - | - |
| | Total | - | - | - | - | - | - | - |
| Public -Institutional holders | E-Voting | - | 3,546,032,915 | 67.37 | 3,483,716,498 | 62,316,417 | 98.24 | 1.76 |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | - | 2,423,000 | 0.05 | 2,423,000 | - | 100.00 | - |
| | Total | 5,263,501,861 | 3,548,455,915 | 67.42 | 3,486,139,498 | 62,316,417 | 98.24 | 1.76 |
| Public-Others | E-Voting | - | 33,350,948 | 6.06 | 33,060,585 | 290,363 | 99.13 | 0.87 |
| | Poll | - | - | - | - | - | - | - |

Edgar Filing: ICICI BANK LTD - Form 6-K

| | | | | | | | |
|------------------------|----------------------|----------------------|--------------|----------------------|-------------------|--------------|-------------|
| Postal | | | | | | | |
| Ballot (if applicable) | - | 1,737,312 | 0.32 | 1,638,411 | 98,901 | 94.31 | 5.69 |
| Total | 550,563,269 | 35,088,260 | 6.37 | 34,698,996 | 389,264 | 98.89 | 1.11 |
| Total | 5,814,065,130 | 3,583,544,175 | 61.64 | 3,520,838,494 | 62,705,681 | 98.25 | 1.75 |

**Item No.3 -
Appointment of Ms.
Vishakha Mulye as a
Director**

**Resolution
required :
Ordinary
Resolution
Whether
promoter/
promoter
group
and Not Applicable
interested in
the
agenda/
resolution**

| Category | Mode of Voting | 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 | E-Voting | - | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | - | - | - | - | - | - | - |
| | Total | - | - | - | - | - | - | - |
| Public -Institutional holders | E-Voting | - | 3,565,236,945 | 67.74 | 3,513,396,720 | 51,840,225 | 98.55 | 1.45 |
| | Poll | - | - | - | - | - | - | - |
| | | - | 2,423,000 | 0.05 | 2,423,000.00 | - | 100.00 | - |

Edgar Filing: ICICI BANK LTD - Form 6-K

| | | | | | | | | |
|---------------|--------------|----------------------|----------------------|--------------|----------------------|-------------------|--------------|-------------|
| | Postal | | | | | | | |
| | Ballot (if | | | | | | | |
| | applicable) | | | | | | | |
| | Total | 5,263,501,861 | 3,567,659,945 | 67.78 | 3,515,819,720 | 51,840,225 | 98.55 | 1.45 |
| | E-Voting | - | 33,354,232 | 6.06 | 33,237,458 | 116,774 | 99.65 | 0.35 |
| | Poll | - | - | - | - | - | - | - |
| Public-Others | Postal | | | | | | | |
| | Ballot (if | | | | | | | |
| | applicable) | | | | | | | |
| | Total | 550,563,269 | 35,092,972 | 6.37 | 34,863,382 | 229,590 | 99.35 | 0.65 |
| Total | | 5,814,065,130 | 3,602,752,917 | 61.97 | 3,550,683,102 | 52,069,815 | 98.55 | 1.45 |

**Item No.4 -
Appointment of Ms.
Vishakha Mulye as
Wholetime Director
(designated as
Executive Director)**

**Resolution
required :
Ordinary
Resolution
Whether
promoter/
promoter
group
aNot Applicable
interested in
the
agenda/
resolution**

| Category | Mode of Voting | 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 | E-Voting | - | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | - | - | - | - | - | - | - |
| | Total | - | - | - | - | - | - | - |
| Public -Institutional holders | E-Voting | - | 3,546,032,915 | 67.37 | 3,498,877,359 | 47,155,556 | 98.67 | 1.33 |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | - | 2,423,000 | 0.05 | 2,423,000 | - | 100.00 | - |
| | Total | 5,263,501,861 | 3,548,455,915 | 67.42 | 3,501,300,359 | 47,155,556 | 98.67 | 1.33 |
| Public-Others | E-Voting | - | 33,355,954 | 6.06 | 33,225,008 | 130,946 | 99.61 | 0.39 |
| | Poll | - | - | - | - | - | - | - |

Edgar Filing: ICICI BANK LTD - Form 6-K

| | | | | | | | |
|------------------------|----------------------|----------------------|--------------|----------------------|-------------------|--------------|-------------|
| Postal | | | | | | | |
| Ballot (if applicable) | - | 1,730,205 | 0.31 | 1,613,569 | 116,636 | 93.26 | 6.74 |
| Total | 550,563,269 | 35,086,159 | 6.37 | 34,838,577 | 247,582 | 99.29 | 0.71 |
| Total | 5,814,065,130 | 3,583,542,074 | 61.64 | 3,536,138,936 | 47,403,138 | 98.68 | 1.32 |

**Item No.5 -Amendment
to Employee Stock
Option Scheme**

**Resolution
required :
Special
Resolution
Whether
promoter/
promoter
group
are
interested in
the
agenda/
resolution**

| Category | Mode of Voting | 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 | E-Voting | - | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | - | - | - | - | - | - | - |
| | Total | - | - | - | - | - | - | - |
| Public -Institutional holders | E-Voting | - | 3,565,236,945 | 67.74 | 3,420,568,635 | 144,668,310 | 95.94 | 4.06 |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | - | 2,423,000 | 0.05 | 2,423,000 | - | 100.00 | - |
| | Total | 5,263,501,861 | 3,567,659,945 | 67.78 | 3,422,991,635 | 144,668,310 | 95.95 | 4.05 |
| Public-Others | E-Voting | - | 33,357,796 | 6.06 | 32,960,593 | 397,203 | 98.81 | 1.19 |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | - | 1,672,825 | 0.30 | 1,505,995 | 166,830 | 90.03 | 9.97 |
| | Total | 550,563,269 | 35,030,621 | 6.36 | 34,466,588 | 564,033 | 98.39 | 1.61 |
| Total | | 5,814,065,130 | 3,602,690,566 | 61.97 | 3,457,458,223 | 145,232,343 | 95.97 | 4.03 |

Percentage figures have been rounded off to nearest decimal.

All the above resolutions have been passed with requisite majority.

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 1,476,690,148 equity shares and which formed 25.40% of the total equity shares (5,814,065,130 equity shares) as on the record date i.e. March 11, 2016 was reckoned only to the extent of 581,406,513 equity shares i.e. 10% of the total equity shares for the purpose of electronic voting. Hence in the column pertaining to number of shares held, the actual number of shares held by DBTCA i.e. 1,476,690,148 equity shares is included and in the number of votes polled, only 10% of the total number of equity shares i.e 581,406,513 equity shares are reckoned

Item 3

ICICI BANK LIMITED

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

SCRUTINIZER'S REPORT ON POSTAL BALLOT

ALWYN D'SOUZA

ALWYN D'SOUZA & CO.

COMPANY SECRETARIES

Annex-103, Dimple Arcade, Asha Nagar, Kandivli (E), Mumbai 400101. **Tel:** 022-28125781

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,

Mira Road (E), Thane-401107; **Mob:** 09820465195;

E-mail: alwyn.co@gmail.com ; **Website :** www.alwynjay.com

ALWYN D'SOUZA

ALWYN D'SOUZA & CO.

COMPANY SECRETARIES

Annex-103, Dimple Arcade, Asha Nagar, Kandivli (E), Mumbai 400101. **Tel:** 022-28125781

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,

Mira Road (E), Thane-401107; **Mob:** 09820465195;

E-mail: alwyn.co@gmail.com ; **Website :** www.alwynjay.com

To,

The Chairman

ICICI Bank Limited

Landmark, Race Course Circle

Vadodara 390 007.

Dear Sir,

RE : SCRUTINIZER'S REPORT

I, **Alwyn D'Souza** of Alwyn D'Souza & Co, Company Secretaries appointed as Scrutinizer by the Board of Directors of **ICICI Bank Limited** (Bank) for conducting the Postal Ballot process for seeking members assent/dissent for the following items of business specified in the Notice dated March 10, 2016.

1. Appointment of Mr. M. K. Sharma as an Independent Director.
2. Appointment of Mr. M. K. Sharma as Non-Executive (part-time) Chairman.
3. Appointment of Ms. Vishakha Mulye as a Director.

Edgar Filing: ICICI BANK LTD - Form 6-K

4. Appointment of Ms. Vishakha Mulye as a Wholetime Director (designated as Executive Director).
5. Amendment to the Employees Stock Option Scheme.

I have carried out the work as Scrutinizer from the close of working hours on **April 22, 2016** to **April 24, 2016**.

My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizer's report on the voting to the Chairman on the resolutions contained in the Notice dated 10th March, 2016 based on the reports generated from the electronic voting system of the National Securities Depository Limited (NSDL) and the scrutiny of the physical ballot forms received till 5.00 p.m IST on Friday, April 22, 2016 and reports provided by Registrar and Transfer Agents (RTA) 3i Infotech Limited.

I submit my report as under

The Bank has sent emails to the Members whose e-mail ids are registered with the Depository participant/the Bank's Registrar and Transfer Agents as on March 11, 2016 (relevant date/record date) 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.

2. The postal ballot voting process/e-voting period commenced on Thursday, March 24, 2016 (9:00 a.m. IST) and ended on Friday, April 22, 2016 (5:00 p.m. IST).

3. After the time fixed for closing of the e-voting ie, 5.00 p.m IST on Friday, April 22, 2016 the votes were unblocked at 5.14 P.M IST in the presence of two witnesses on the e-voting website of the National Securities Depository Limited, (<http://www.evoting.nsdl.com>) and a final electronic report was generated by me. The data generated was diligently scrutinized.

4. The physical postal ballot forms received till the time fixed for closing of the Postal Ballot i.e, 5.00 p.m IST, Friday, April 22, 2016 were diligently scrutinized. Verification was done with the support of the Registrar and Transfer Agent of the Bank to check names of the Members, their shareholding and Specimen Signatures registered with RTA/as provided by depositories.

5. The data for the purpose of verification of the number of shares was taken as of March 11, 2016 which was the relevant date (record date) fixed for determining voting rights of the Members entitled to participate in the voting process. 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 1,476,690,148

equity shares and which formed 25.40% of the total equity shares (5,814,065,130 equity shares) as on the record date i.e. March 11, 2016 was reckoned only to the extent of 581,406,513 equity shares i.e. 10% of the total equity shares for the purpose of electronic voting.

6. In cases where the Members who have exercised their vote in physical as well as electronic mode, the vote by electronic mode only has been considered as specified in the instructions to the Postal Ballot Form.

The results of the scrutiny of the above postal ballot voting including voting by electronic means in respect to passing of resolutions contained in the Postal Ballot Notice dated March 10, 2016 through postal ballot are as under.

A. ITEM NO.1: ORDINARY RESOLUTION

Appointment of Mr. M. K. Sharma as an Independent Director.

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

| Particulars of Postal Ballot Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------|-------------------------|------------------------------|---------------------------------------|
| Physical | 2832 | 4,102,866 | 0.11 |
| E-voting | 4030 | 3,506,387,860 | 97.85 |
| TOTAL | 6862 | 3,510,490,726 | 97.96 |

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

| Particulars of Postal Ballot Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------|-------------------------|------------------------------|---------------------------------------|
| Physical | 145 | 73,236 | 0.00 |
| E-voting | 273 | 73,006,222 | 2.04 |
| TOTAL | 418 | 73,079,458 | 2.04 |

(iii) **Invalid** votes:

Edgar Filing: ICICI BANK LTD - Form 6-K

| Particulars of Postal Ballot | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|------------------------------|---|------------------------------------|
| Voting Physical | 194 | 109,230 |
| E-voting | Nil | Nil |
| TOTAL | 194 | 109,230 |

B. ITEM NO.2: ORDINARY RESOLUTION**Appointment of Mr. M. K. Sharma as Non-Executive (part-time) Chairman.**(i) Voted **in favour** of the resolution:

| Particulars of Postal Ballot Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------|-------------------------|------------------------------|---------------------------------------|
| Physical | 2725 | 4,061,411 | 0.11 |
| E-voting | 3932 | 3,516,777,083 | 98.14 |
| TOTAL | 6657 | 3,520,838,494 | 98.25 |

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

| Particulars of Postal Ballot Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------|-------------------------|------------------------------|---------------------------------------|
| Physical | 202 | 98,901 | 0.00 |
| E-voting | 353 | 62,606,780 | 1.75 |
| TOTAL | 555 | 62,705,681 | 1.75 |

(iii) **Invalid** votes:

| Particulars of Postal Ballot Voting | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-------------------------------------|---|------------------------------------|
| Physical | 244 | 125315 |
| E-voting | Nil | Nil |
| TOTAL | 244 | 125315 |

C. ITEM NO.3: ORDINARY RESOLUTION**Appointment of Ms. Vishakha Mulye as a Director.**(i) Voted **in favour** of the resolution:

| Particulars of Postal Ballot Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------|-------------------------|------------------------------|---------------------------------------|
| Physical | 2826 | 4,048,924 | 0.11 |
| E-voting | 4048 | 3,546,634,178 | 98.44 |
| TOTAL | 6874 | 3,550,683,102 | 98.55 |

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

| Particulars of Postal Ballot Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------|-------------------------|------------------------------|---------------------------------------|
| Physical | 117 | 112,816 | 0.01 |
| E-voting | 259 | 51,956,999 | 1.44 |
| TOTAL | 376 | 52,069,815 | 1.45 |

(iii) **Invalid** votes:

| Particulars of Postal Ballot Voting | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-------------------------------------|---|------------------------------------|
| Physical | 228 | 123401 |
| E-voting | Nil | Nil |
| TOTAL | 228 | 123401 |

D. ITEM NO.4: ORDINARY RESOLUTION**Appointment of Ms. Vishakha Mulye as a Wholetime Director (designated as Executive Director).**(i) Voted **in favour** of the resolution:

| Particulars of Postal Ballot Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------|-------------------------|------------------------------|---------------------------------------|
| Physical | 2765 | 4,036,569 | 0.11 |
| E-voting | 3984 | 3,532,102,367 | 98.56 |
| TOTAL | 6749 | 3,536,138,936 | 98.68 |

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

| Particulars of Postal Ballot Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------|-------------------------|------------------------------|---------------------------------------|
| Physical | 151 | 116,636 | 0.00 |
| E-voting | 313 | 47,286,502 | 1.32 |
| TOTAL | 464 | 47403138 | 1.32 |

(iii) **Invalid** votes:

| Particulars of Postal Ballot Voting | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-------------------------------------|---|------------------------------------|
| Physical | 255 | 133116 |
| E-voting | Nil | Nil |
| TOTAL | 255 | 133116 |

E. ITEM NO.5: SPECIAL RESOLUTION**Amendment to the Employees Stock Option Scheme**(i) Voted **in favour** of the resolution:

| Particulars of Postal Ballot Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------|-------------------------|------------------------------|---------------------------------------|
| Physical | 2619 | 3,928,995 | 0.11 |
| E-voting | 3756 | 3,453,529,228 | 95.86 |
| TOTAL | 6375 | 3,457,458,223 | 95.97 |

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

| Particulars of Postal Ballot Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------|-------------------------|------------------------------|---------------------------------------|
| Physical | 221 | 166,830 | 0.00 |
| E-voting | 592 | 145,065,513 | 4.03 |
| TOTAL | 813 | 145,232,343 | 4.03 |

(iii) **Invalid** votes:

| Particulars of Postal Ballot Voting | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-------------------------------------|---|------------------------------------|
| Physical | 331 | 188,617 |
| E-voting | Nil | Nil |
| TOTAL | 331 | 188,617 |

Based on the foregoing, all the above Resolutions were passed with requisite majority.

The relevant records relating to the electronic voting alongwith the physical postal ballot forms shall remain in my safe custody and will be handed over to the Company Secretary for preserving safely after the consideration of results and the Chairman approves and signs the Minutes.

/s/ Alwyn D'souza

Alwyn D'souza

F.C.S No.5559,

Certificate of Practice No.5137

Practising Company Secretary

Mumbai dated 25th April, 2016

We the undersigned witnesseth that the votes were unblocked from the e-voting website of the National Securities Depository Limited (<http://www.evoting.nsdl.com>) in our presence at 5.14 P.M. on April 22, 2016 at the office of the Scrutinizer at B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower, Mira Road (E), Thane-401107.

/s/ Binod Singh

Mr. Binod Singh

1/402, Beena Kumari Co.op Hsg Soc. Nr. C D Garden, M P Road, Mulund East, Mumbai 400081

/s/ Jelphine Angel

Ms. Jelphine Angel

A-102, Suyash CHS Ltd, Damodar Nagar, Virar West 401 303

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorised.

For ICICI Bank Limited

Date: April 25, 2016 By: /s/ P. Sanker

Name: P. Sanker

Title: Senior General Manager (Legal) & Company Secretary