



ICICI Bank Limited
(CIN: L65190GJ1994PLC021012)

Registered Office: ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara - 390 007,
Phone: 0265-6722239

Corporate Office: ICICI Bank Towers, Bandra-Kurla Complex,
Mumbai - 400 051, Phone: 022-26538900, Fax: 022-26531230
Email: investor@icicibank.com, Website: www.icicibank.com

NOTICE CONVENING MEETINGS OF THE BONDHOLDERS

Dear Bondholder,

Notice is hereby given that meetings of the bondholders of unsecured, redeemable, listed debentures of following series issued by ICICI Bank Limited (the "Bank") is scheduled to be held on Saturday, 25th September, 2021 at 10:00 a.m. through Video Conference to transact the business mentioned herein below:

ISIN	BSE Code	NSE Symbol/ Series	Series	Security description
INE090A08SP8	912254	ICICI/Y1	SERIES MMB VI	ICICI BOND 1997 SERIES II
INE005A11309	912320	ICICI 1098/NB	SERIES MMB III	ICICI SAFETY BONDS AUGUST 1998
INE005A11341	912333	ICICI1298/NB	SERIES MMB III	ICICI SAFETY BONDS OCTOBER 1998
INE005A11382	912356	ICICI0199/NB	SERIES MMB III	ICICI SAFETY BONDS DECEMBER 1998
INE005A11531	912420	ICICI0699	SERIES MMB III	ICICI SAFETY BONDS MAY 1999
INE005A11697	960523	ICICI1299/NC	SERIES MMB II	ICICI SAFETY BONDS NOVEMBER 1999
INE005A11085	960580	ICICI1000/NB	SERIES MMB IV	ICICI SAFETY BONDS AUGUST 2000
INE005A11200	960590	ICICI1100/NA/UA	SERIES MMB V	ICICI SAFETY BONDS OCTOBER 2000
INE005A11440	960600	ICICI1200/NA	SERIES MMB V	ICICI SAFETY BONDS NOVEMBER 2000
INE005A11747	960615	ICICI0101/N9	SERIES MMB IV	ICICI SAFETY BONDS DECEMBER 2000
INE005A08AA6	960618	ICICI0101/NC	SERIES PENSION BOND III	

Special Business:

1. **Approval for appointment of Axis Trustee Services Limited as Debenture Trustee, in relation to the above-mentioned unsecured, Redeemable, Non-Convertible Debentures ("Debentures"/"Bonds") issued by ICICI Bank Limited ("Bank") in place of the existing Debenture Trustee, i.e. Bank of Maharashtra, upon resignation of the latter :**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to section 71 of the Companies Act, 2013 ('Act') read with rule 18 (2) (d) of the Companies (Share Capital and Debentures) Rules, 2014, and Part II, clause 2.4 (Retirement and Removal of the Debenture Trustee) of the respective debenture trust deeds / agreements of the debentures ("**Trustee Agreement**") dated, July 14, 1999, July 14, 1999, July 14, 1999, July 14, 1999, September 10, 1999, April 01, 2000, November 23, 2000, April 12, 2001, April 12, 2001, April 12, 2001 and April 12, 2001 entered into between ICICI Bank Limited (hereinafter be referred to as the "**Bank**") and Bank of Maharashtra (hereinafter be referred to as "**BOM**" or "**Trustee**"), in relation to the unsecured, non-convertible, redeemable bonds in the nature of debentures, ("**Debentures**" / "**Bonds**") issued to various investors ("**Debenture Holders**" / "**Bondholders**") under various series having the ISIN numbers listed above (Series of Debentures), and subject to other applicable laws, rules, regulations, guidelines, contracts, if any, consent of the Debenture Holders be and is hereby accorded to the Bank for appointment of Axis Trustee Services Limited (SEBI Registration No. IND000000494 , as the Debenture Trustee to fill the casual vacancy caused by resignation of BOM with respect to, severally, each of Series of Debentures issued by the Bank.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to undertake all such acts, deeds, matters and things and to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in their absolute discretion, including without limitation,

effecting any modifications or changes to the foregoing, for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors or to any other officer(s) / authorized representative(s) of the Bank to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution, and any delegation or authorisation done in this regard be and is hereby ratified and affirmed.”

Registered Office:

ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara 390 007
Website: www.icicibank.com

For ICICI Bank limited

Place: Mumbai
Date: August 23, 2021

Sd-
Authorised Signatory

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended from time to time (the “Act”), relating to the Special Business to be transacted at the Meeting(s) of the respective series of Debenture Holders (the “Meeting”) is annexed.
2. It is hereby clarified that the meeting of each of series of the Debenture holders will be held separately on the date and time given hereinabove and all necessary meeting-related matters, including quorum and voting, shall be calculated severally. Credentials for joining the meetings are provided herein below. The Debenture holders are requested to read the instructions carefully.
3. In view of the continuing COVID-19 global pandemic, social distancing is a norm to be followed and pursuant to the Ministry of Corporate Affairs (“MCA”) Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 (‘MCA Circulars’) and all other relevant circulars issued from time to time, physical attendance of the debenture-holders to the Meeting venue is not required and accordingly, in compliance with the applicable provisions of the Act, MCA Circulars, meetings of the debenture-holders be held through video conferencing (VC). Hence, debenture-holders can attend and participate in the respective meetings through VC.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxies by debenture-holders to attend and cast vote for the Debenture holders will not be available for the Meetings. Hence, proxy form and attendance slip are not attached in this Notice.
5. Corporate debenture-holders (i.e. other than Individuals / HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the Meetings through VC on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to the Scrutinizer at scrutinizer.vinodkothari@gmail.com with a copy marked to evoting@nsdl.co.in
6. The Debenture-holders can join the respective meetings through VC mode 15 minutes before and after the scheduled time of the commencement of the Meetings by following the procedure mentioned in the Notice.
7. The Debenture-holders may note that the facility of participation at the respective Meetings through VC will be made available to atleast 1000 debenture-holders for each series on first come first served basis. This will not include Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Meetings without restriction on account of first come first served principle.
8. The attendance of the Debenture Holders attending the Meeting(s) through VC will be counted for the purpose of reckoning the quorum for the respective Meetings.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Bank is providing facility of e-voting to its debenture-holders to exercise their right to vote on resolution proposed to be passed in the respective Meetings by electronic means in respect of the business to be transacted at the Meetings. For this purpose, the Bank has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means (remote e-voting), as the authorized e-Voting agency. The facility of casting votes by a debenture-holder using remote e-voting as well as the e-voting system on the date of the Meetings will be provided by NSDL.

10. In line with the MCA Circulars, electronic copy of the Notice calling the meetings of respective series of Debenture-holders *inter-alia* indicating the process and manner of e-voting has been sent only to those debenture holders whose e-mail ids are registered with the Bank or the Registrar and Share Transfer Agent or Depository Participant(s) through electronic means and physical copy of the Notice has been sent by the Bank to the Debentureholders whose email ids are not registered. Further, the Notice has also been uploaded on the website of the Bank at www.icicibank.com . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and NSE Limited at www.bseindia.com and www.nseindia.com respectively and the Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com .
11. The registered office of the Bank shall be deemed to be the place of the Meetings for the purpose of recording the minutes of the proceedings of the Meetings.
12. All relevant documents referred to in the accompanying Notice is available for inspection online during office hours on all days except Sundays and public holidays, upto the date of the Meetings, upon request.
13. Only those Debenture Holders of the Bank whose names appear in the Register of Debenture Holders/List of Beneficial Owners as received from Depositories i.e., NSDL and CDSL as on the 'cut-off' date, i.e., Saturday, September 18, 2021 (including those Debenture Holders who may not have received this Notice due to non-registration of the e-mail ID with the Bank/Depositories or change of the registered address of the Debenture Holder), shall be entitled to vote in relation to the resolution specified in this Notice.
14. Debenture Holders holding Debentures in dematerialised mode are requested to register/update their email addresses with the Bank, Registrar and Share Transfer Agents or the relevant Depository Participants. Debenture Holders holding above-mentioned debentures in physical mode and who have not registered/updated their email addresses with the Bank, Registrar and Share Transfer Agents or Depository Participant(s) are requested to register/update their email addresses.
15. Only those Debenture Holders, who are present in the respective Meetings through VC and have not cast their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the Meetings. Debenture Holders who have cast their vote through remote e-voting prior to the Meeting will be eligible to attend the Meeting. However, they will not be eligible to vote again through e-voting during the Meetings.
16. **THE INSTRUCTIONS FOR DEBENTURE HOLDERS OPTING REMOTE E - VOTING ARE AS UNDER:-**
 - (i) **The remote e-voting period will commence on Wednesday, September 22, 2021 at 9:00 A.M. (IST) and end on Friday, September 24, 2021 at 5:00 P.M.(IST). During this period, the debenture-holders holding respective series of debentures either in physical or in demat form, as on the cut-off date, i.e Saturday, September 18, 2021, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting upon expiry of the aforesaid period. Once the vote on the resolution is cast, the debenture-holder shall not be allowed to change it subsequently.**
 - (ii) **How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) **Login method for e-Voting and joining virtual meetings for Individual Debenture holders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual Debenture holders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Debenture holders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for e-voting and joining virtual meetings for **Individual Debenture holders holding debentures in demat mode** is given below:

Type of debenture holders	Login Method
Individual Debenture holders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Bank name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Bank name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Debenture holders can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; border: 1px solid black; padding: 5px; margin: 10px 0;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
Individual Debenture holders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Debenture holders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Bank name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Debenture-holders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Debenture holders holding debentures in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Debenture holders holding securities in demat mode with NSDL	Debentureholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Debenture holders holding securities in demat mode with CDSL	Debenture-holders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for debenture holders other than Individual debenture holders holding debentures in demat mode & physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding bonds i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Debenture holders who hold debentures in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Debenture holders who hold debentures in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Debenture holders holding bonds in Physical Form.	EVEN Number followed by Folio Number registered with the Bank For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for **debenture holders other than Individual debenture holders** are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Bank, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for bonds held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those debenture holders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding debentures in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding debentures in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Debentureholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join meetings on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding bonds and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Bank for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of debentures for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Debentur holders

1. Institutional debenture holders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Ms. Barsha Dikshit, Partner at Vinod Kothari & Company, Practising Company Secretaries < scrutinizer.vinodkothari@gmail.com > with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Debenture holders and e-voting user manual for Debenture holders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Mr. Anubav Saxena) at evoting@nsdl.co.in

Process for those Debenture holders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case debentures are held in physical mode please provide Folio No., Name of Debenture holder, scanned copy of the debenture certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Bank at investor@icicibank.com mentioning "Debenture holder Meeting for Change in Debenture Trustee" in Subject line latest by September 21, 2021.
2. In case bonds are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Bank at investor@icicibank.com mentioning "Debenture holder Meeting for Change in Debenture Trustee" in Subject line latest by September 21, 2021. If you are an Individual Debenture holders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meetings for Individual Debenture holders holding securities in demat mode.](#)

3. Any person holding debentures in physical form and non-individual debenture holders, who acquires debentures of the Company and becomes member of the Company after the notice is sent through e-mail and holding debentures as of the cut-off date i.e. September 18, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual debentures holders holding securities in demat mode who acquires debentures of the Company and becomes a Member of the Company after sending of the Notice and holding debentures as of the cut-off date i.e. September 18, 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Debenture holders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Debenture holders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR DEBENTUREHOLDERS ATTENDING THE MEETINGS THROUGH VC MODE AND E-VOTING DURING THE MEETING ARE AS UNDER:-

1. The procedure for e-Voting on the day of the Meetings is same as the instructions mentioned above for remote e-voting.
2. Debenture-holders will be provided with a facility to attend the Meetings through VC through the NSDL e-Voting system. Debenture-holders may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC link" placed under "Join General meeting" menu against Bank name. You are requested to click on VC link placed under **Join General Meeting** menu. The link for VC will be available in Shareholder/Member login where the EVEN of Bank will be displayed.
3. Please note that the Debenture-holders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
4. Only those Debenture-holders, who will be present in the Meetings through VC facility and have not cast their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the Meetings.
5. It is hereby clarified that Debenture-holders who have voted through Remote e-Voting will be eligible to attend the Meetings. However, they will not be eligible to vote at the Meetings.
6. Debenture-holders are encouraged to join the Meeting through Laptops for better experience.
7. Further Debenture-holders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meetings.
8. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
9. Debenture holders who would like to register as a Speaker or express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@icicibank.com mentioning "Debenture holder Meeting for Change in Debenture Trustee" in Subject line latest by September 21, 2021. The same will be replied by the Bank suitably.
10. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Meetings, shall be the same person mentioned for Remote e-voting.

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013 to the Notice dated August 23, 2021

Item No. 1:

ICICI Bank Limited (“Bank”) has issued non-convertible, unsecured, listed, redeemable bonds in the nature of debentures (“Debentures”/ “Bonds”) to various investors for SERIES VI MM6B (“Debenture Holders”/ “Bondholders”), in terms of various Trustee Agreement(s) dated, July 14,1999, July 14,1999, July 14,1999, July 14,1999, September 10, 1999, April 01,2000, November 23, 2000, April 12, 2001, April 12, 2001, April 12, 2001 and April 12, 2001 entered into between the Bank and Bank of Maharashtra (“BOM”) (“Trustee Agreements”/ “Debenture Trust Deeds”) as per details given below:

A. Unsecured Non – Convertible Debentures:

Sr. No.	Debenture Trust Deed with BOM dated	ISIN	Number of debentures
1	Agreement dated July 14,1999 Modified on November 18, 2011	INE090A08SP8	13,226
2	Agreement dated July 14,1999 Modified on November 18, 2011	INE005A11309	30,698
3	Agreement dated July 14,1999 Modified on November 18, 2011	INE005A11341	13,300
4	Agreement dated July 14,1999 Modified on November 18, 2011	INE005A11382	9,493
5	Agreement dated September 10, 1999 Modified on November 18, 2011	INE005A11531	4,071
6	Agreement dated April 01,2000 Modified on November 18, 2011	INE005A11697	1,587
7	Agreement dated November 23, 2000 Modified on November 18, 2011	INE005A11085	7,846
8	Agreement dated April 12, 2001 Modified on November 18, 2011	INE005A11200	5,442
9	Agreement dated April 12, 2001 Modified on November 18, 2011	INE005A11440	5,271
10	Agreement dated April 12, 2001 Modified on November 18, 2011	INE005A11747	5,998
11		INE005A08AA6	1,334

The above Debentures collectively represent 0.75% of total debt of the Bank.

BOM resigned as the Debenture Trustee for the aforementioned series on **January 1, 2020**, as it is in the process of surrendering its Debenture Trusteeship registration and has been continuing till appointment of new Debenture Trustee. Pursuant to Rule 18(2)(d) of the Companies (Share Capital and Debenture) Rules, 2014, a causal vacancy in the office of the debenture trustee, which is caused by the resignation of the debenture trustee, is to be filled with the consent of the majority of the debenture holders. The Bank, thus, seeks Debenture Holders’ consent / approval to appoint Axis Trustee Services Limited as the Trustee in place of BOM, set out at item No. 1 of the Notice. The Bank has obtained the consent of Axis Trustee Services Limited to act as Debenture Trustee for the above-stated Bonds.

In view of the continuing restrictions on the movement of people at several places in the country due COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 02/2021 dated 13th January, 2021 referring to its earlier Circular no. 20/2020 dated 5th May, 2020, Circular no. 17/2020 dated 13 th April, 2020 and Circular no. 14/2020 dated 08 th April, 2020 and the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 have allowed companies to conduct their annual general meeting through Video Conferencing (VC) without the physical presence of the Debenture-holders at a common venue till 31st December, 2021. In accordance with the aforesaid Circulars and applicable provisions of the Act and the Listing Regulations, the meetings of the respective series of the bondholders of the Bank shall be conducted through VC.

None of the Directors, Key Managerial Personnel of the Bank or their relatives are concerned or interested, financially or otherwise in the above resolution.

The Board accordingly recommends the Ordinary resolution set out at item no. 1 of the accompanying Notice for approval of the Debenture Holders.

Registered Office:

ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara 390 007
Website: www.icicibank.com

For ICICI Bank limited

Place: Mumbai
Date : August 10, 2021

Sd-
Authorised Signatory