

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members of ICICI Bank Limited

We have examined the compliance of conditions of corporate governance by ICICI Bank Limited ('the Bank'), for the year ended on 31 March 2014, as stipulated in clause 49 of the Listing Agreement of the said Bank with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Bank for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Bank.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Bank has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Bank nor the efficiency or effectiveness with which the management has conducted the affairs of the Bank.

For S.R. BATLIBOI & CO. LLP  
Chartered Accountants  
CAI Firm registration number: 301003E

*Shrawan Jalan*

per Shrawan Jalan  
Partner  
Membership No.: 102102

Place: Mumbai  
Date: 15 May 2014

CERTIFIED TRUE COPY

*V. Shan*  
Shanthi Venkatesan  
Deputy General Manager  
ICICI Bank Limited

