

This Disclosure Document is not intended to be an offer to the public



Dated: February 13, 2020

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

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(We were originally incorporated in Vadodara as ICICI Banking Corporation Limited on January 5, 1994 and subsequently renamed as ICICI Bank Limited on September 10, 1999)

PRIVATE PLACEMENT OF UNSECURED, SUBORDINATED, TIER 2, BASEL III COMPLIANT NON CONVERTIBLE BONDS IN THE NATURE OF DEBENTURES (HEREIN REFERRED TO AS THE "BONDS") AGGREGATING TO ₹5,000 MILLION WITH A RIGHT TO RETAIN OVER – SUBSCRIPTION OF ₹5,000 MILLION, UPTO A TOTAL ISSUANCE AMOUNT OF ₹10,000 MILLION ("ISSUE")

NOTE: This Disclosure Document dated February 13, 2020 ("Disclosure Document") is for issue by way of private placement of unsecured subordinated tier 2 Bonds in the nature of debentures. Unless otherwise specified, information contained in this Disclosure Document is updated as of December 31, 2019. This Disclosure Document is not intended to constitute any offer to the public to subscribe to the Bonds.

GENERAL RISKS: For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue including the risks involved. The Bonds have not been recommended or approved by Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the section titled "Risk Factors" on page 27 of the Disclosure Document which needs to be considered by the investors while investing in the Bonds.

CREDIT RATING OF THE BONDS:

CARE "CARE AAA; Stable" – Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

ICRA "[ICRA]AAA (hyb); Stable" – Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

The rating is not a recommendation to buy, sell or hold securities and investors should take their own decisions in relation to investing in the Bonds. The ratings may be subject to revision or withdrawal or suspension at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The ratings obtained are subject to revision at any point of time in the future. The rating agencies have a right to suspend or withdraw the rating at any time on the basis of new information, etc. and therefore, a prospective investor should check the current ratings before purchasing the Bonds.

Listing: Listing of the Bonds is proposed to be carried out on the relevant debt segment of the NSE and/or BSE.

**REGISTRAR & TRANSFER AGENT
3i INFOTECH LIMITED**

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Definitions and Abbreviations

Term	Description
Articles of Association	Articles of Association of the Bank
Board of Directors	Board of Directors of the Bank
Bondholders	Bondholders means the several persons who are, for the time being, holders of the Bonds and who are identified in the Register of Bondholders as holders of the respective Bonds for the time being.
BSE	BSE Limited
Corporate Office	ICICI Bank Towers, Bandra-Kurla Complex, Mumbai 400 051
Depository	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 2018 as amended, modified or supplemented from time to time.
Depository Participant/DP	A depository participant as defined under the Depositories Act, 1996
ESOS	The Employee Stock Option Scheme as approved and adopted by Bank's shareholders in January 2000 and as amended, modified or supplemented from time to time.
FPI	Foreign portfolio investors
GDP	Gross Domestic Product
I.T	Income Tax
I.T. Act	The Income-tax Act, 1961 as amended, modified or supplemented from time to time.
Issuer, we, us, our, the Bank, ICICI Bank	ICICI Bank Limited
Memorandum	Memorandum of Association of the Issuer
NRI/Non Resident Indian	An individual resident outside India who is citizen of India, as defined under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019.
NSE	National Stock Exchange of India Limited
RBI	The Reserve Bank of India
Registered Office	Our registered office, being ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara 390 007
RTGS	Real Time Gross Settlement
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992 (as amended, modified or supplemented from time to time).
SEBI Regulations	SEBI (Issue and Listing of Debt Securities) Regulations, 2008

Technical and Industry Terms

Term	Description
ATM	Automated Teller Machine
CRR	Cash Reserve Ratio
DRR	Debenture Redemption Reserve
SLR or Statutory Liquidity Ratio	Statutory Liquidity Ratio prescribed by RBI

Conventional/General Terms

Term	Description
AS	Accounting standards issued by the Institute of Chartered Accountants of India
EPS	Earnings per Equity Share
Indian GAAP	Generally accepted accounting principles in India

DISCLAIMERS

1. DISCLAIMER CLAUSE OF THE ISSUER

This Disclosure Document is neither a Prospectus nor a Statement in Lieu of Prospectus and is prepared in accordance with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide circular no. LAD-NRO/GN/2008/13/127878 dated June 06, 2008, as amended from time to time. This Disclosure Document shall not be deemed to and does not constitute an offer or invitation to public in general to subscribe for or otherwise acquire the Bonds to be issued by ("ICICI Bank Limited"/ the "Issuer"/ the "Bank"). This Disclosure Document is for the exclusive use of the addressee and it should not be circulated or distributed to third party(ies). This Issue is made strictly on private placement basis. Apart from this Disclosure Document, no offer document or prospectus has been prepared in connection with the offering of this bond Issue or in relation to the Issuer.

The bond issue will be under the electronic book mechanism as required in terms of the SEBI circular SEBI/HO/DDHS/CIR/P/2018/05 dated January 05, 2018 and SEBI circular SEBI/HO/DDHS/CIR/P/2018/122 dated August 16, 2018 and any amendments thereto ("**SEBI EBP Circular**") read with "Operational Guidelines for issuance of Securities on Private Placement basis through an Electronic Book Mechanism" issued by BSE vide their Notice No. 20180928-24 dated September 28, 2018 and any amendments thereto.

This Disclosure Document and the contents hereof are for the benefit of only the identified investors who have been specifically addressed through a communication by the Issuer, and only such identified investors are eligible to apply for the Debentures. All identified investors are required to comply with the relevant regulations/ guidelines applicable to them, including but not limited to the aforesaid operational guidelines for investing in this Issue. The contents of this Disclosure Document and any other information supplied in connection with this Disclosure Document or the Bond are intended to be used only by those identified investors to whom it is distributed. It is not intended for distribution to any other person and should not be reproduced or disseminated by the recipient.

This Disclosure Document is not intended to form the basis of evaluation for the prospective subscribers to whom it is addressed and who are willing and eligible to subscribe to the Bonds issued by the Bank. This Disclosure Document has been prepared to give general information regarding the Bonds, to parties proposing to invest in this issue of Bonds and it does not purport to contain all the information that any such party may require. The Bank believes that the information contained in this Disclosure Document is true and correct as of the date hereof.

The Bank does not undertake to update this Disclosure Document to reflect subsequent events and thus prospective subscribers must confirm the accuracy and relevancy of any information contained herein with the Bank. However, the Bank reserves its right for providing the information at its absolute discretion. The Bank accepts no responsibility for statements made in any advertisement or any other material and anyone placing reliance on any other source of information would be doing so at his own risk and responsibility. Prospective subscribers must make their own independent evaluation and judgment before making the investment and are believed to be experienced in investing in debt markets and are able to bear the economic risk of investing in Bonds. It is the responsibility of the prospective subscriber to have obtained all consents, approvals or authorizations required by them to make an offer to subscribe for, and purchase the Bonds. It is

the responsibility of the prospective subscriber to verify if they have necessary power and competence to apply for the Bonds under the relevant laws and regulations in force. Prospective subscribers should conduct their own investigation, due diligence and analysis before applying for the Bonds. Nothing in this Disclosure Document should be construed as advice or recommendation by the Issuer or by the Lead Arranger, if any to the Issue to subscribers to the Bonds. The prospective subscribers also acknowledge that the Lead Arranger, if any to the Issue do not owe the subscribers any duty of care in respect of this private placement offer to subscribe for the Bonds. Prospective subscribers should also consult their own advisors on the implications of application, allotment, sale, holding, ownership and redemption of these Bonds and matters incidental thereto.

This Disclosure Document is not intended for distribution. It is meant for the consideration of the person to whom it is addressed and should not be reproduced by the recipient. The Bonds mentioned herein are being issued on private placement basis and this offer does not constitute a public offer/ invitation. The Issuer reserves the right to withdraw the private placement of the Issue prior to the issue closing date(s) in the event of any unforeseen development adversely affecting the economic and regulatory environment or any other force majeure condition including any change in applicable law in such an event, the Bank will refund the application money, along with interest payable on such application money, if any.

The eligible investors should carefully read this Disclosure Document. This Disclosure Document is for general information purposes only, without regard to specific objectives, suitability, financial situations and needs of any particular person and does not constitute any recommendation and the eligible investors are not to construe the contents of this Disclosure Document as investment, legal, accounting, regulatory or tax advice, and the eligible investors should consult with its own advisors as to all legal, accounting, regulatory, tax, financial and related matters concerning an investment in the Bonds.

This Disclosure Document should not be construed as an offer to sell or the solicitation of an offer to buy, purchase or subscribe to any securities mentioned therein, and neither this document nor anything contained herein shall form the basis of or be relied upon in connection with any contract or commitment whatsoever. This Disclosure Document is confidential and is made available to potential investors in the Bonds on the understanding that it is confidential. Recipients are not entitled to use any of the information contained in this Disclosure Document for any purpose other than in assisting to decide whether or not to participate in the Bonds. This document and information contained herein or any part of it does not constitute or purport to constitute investment advice in publicly accessible media and should not be printed, reproduced, transmitted, sold, distributed or published by the recipient without the prior written approval from the Lead Arranger and the Bank.

2. Disclaimer of the Securities and Exchange Board of India (SEBI):

This Disclosure Document has not been filed with the SEBI. The Bonds have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this Disclosure Document. It is to be distinctly understood that this Disclosure Document should not, in any way, be deemed or construed to mean that the same has been cleared or vetted by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the Issue is proposed to be made, or for the correctness of the statements made or opinions expressed in this Disclosure Document. The Issue of Bonds being made on private placement basis, filing of this Disclosure Document is not required to be filed with SEBI.

3. Disclaimer of the Lead Arranger to the Issue:

The role of the Lead Arranger in the Issue is confined to marketing and placement of the Bonds on the basis of this Disclosure Document as prepared by the Bank. The Arranger has neither scrutinized nor vetted nor reviewed nor has it done any due-diligence for verification of the contents of this Disclosure Document. The Arranger shall use this Disclosure Document for the purpose of soliciting subscription(s) from eligible investors in the Bonds to be issued by the Bank on a private placement basis. It is to be distinctly understood that the aforesaid use of this Disclosure Document by the Arranger should not in any way be deemed or construed to mean that the Disclosure Document has been prepared, cleared, approved, reviewed or vetted by the Arranger; nor should the contents to this Disclosure Document in any manner be deemed to have been warranted, certified or endorsed by the Arranger so as to the correctness or completeness thereof.

This Disclosure Document has not been approved and will or may not be reviewed or approved by any statutory or regulatory authority in India or by any stock exchange in India. This document may not be all inclusive and may not contain all of the information that the recipient may consider material.

The Arranger: (a) is not acting as trustee or fiduciary for the investors or any other person; and (b) is under no obligation to conduct any "know your customer" or other procedures in relation to any person. The Arranger is not responsible for (a) the adequacy, accuracy and/or completeness of any information (whether oral or written) supplied by the Issuer or any other person in or in connection with this Disclosure Document; or (b) the legality, validity, effectiveness, adequacy or enforceability of this Disclosure Document or any other agreement, arrangement or document entered into, made or executed in anticipation of or in connection with this Disclosure Document; or (c) any determination as to whether any information provided or to be provided to any investor is non-public information the use of which may be regulated or prohibited by applicable law or regulation relating to insider dealing or otherwise.

The Arranger or any of their directors, employees, affiliates or representatives do not accept any responsibility and/or liability for any loss or damage arising of whatever nature and extent in connection with the use of any of the information contained in this document. By accepting this Disclosure Document, investor(s) agree(s) that the Arranger will not have any such liability.

4. Disclaimer of the Stock Exchange:

As required, a copy of this Disclosure Document may be submitted to BSE Limited (hereinafter referred to as "BSE") and National Stock Exchange of India Limited (hereinafter referred to as "NSE") for hosting the same on its website. It is to be distinctly understood that such submission of the Disclosure Document with BSE and NSE or hosting the same on its website should not in any way be deemed or construed that the Disclosure Document has been cleared or approved by BSE and/or NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Disclosure Document; nor does it warrant that this Issuer's securities will be listed or continue to be listed on the exchange; nor does it take responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of the Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the exchange whatsoever by reason of any loss which may be suffered by such person consequent to

or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

5. Disclaimer of the Rating Agencies:

Ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. The rating agencies have based its ratings on information obtained from sources believed by it to be accurate and reliable. The rating agencies do not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by the rating agencies have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

6. Disclaimer of the Trustees

Investors should carefully read and note the contents of this Disclosure Document/Disclosure Documents. Each prospective investor should make its own independent assessment of the merit of the investment in Bonds and the Bank. Prospective investors should consult their own financial, legal, tax and other professional advisors as regards the risks and investment considerations arising from an investment in the Bonds and should possess the appropriate resources to analyze such investment and suitability of such investment to such investor's particular circumstance. Prospective investors are required to make their own independent evaluation and judgement before making the investment and are believed to be experienced in investing in debt markets and are able to bear the economic risk of investing in such instruments.

7. DISCLAIMER BY RESERVE BANK OF INDIA:

The Bonds have not been recommended or approved by the Reserve Bank of India nor does RBI guarantee the accuracy or adequacy of this document. It is to be distinctly understood that this document should not, in any way, be deemed or construed that the Bonds have been recommended for investment by the RBI. RBI does not take any responsibility either for the financial soundness of the Issuer, or the Bonds being issued by the Issuer or for the correctness of the statements made or opinions expressed in this document. Potential investors may make investment decision in the Bonds offered in terms of this Disclosure Document solely on the basis of their own analysis and RBI does not accept any responsibility about servicing/ repayment of such investment.

8. DISCLAIMER IN RESPECT OF JURISDICTION

The private placement of Bonds is made in India to various classes of investors. The Disclosure Document does not, however, constitute an offer to sell or an invitation to subscribe to the Bonds offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Disclosure Document comes is required to inform him about and to observe any such restrictions. All information considered adequate and relevant about the Issuer has been made available in this Disclosure Document for the use and perusal of the potential investors and no selective or additional information would be available for a section of investors in any manner whatsoever.

FORWARD-LOOKING STATEMENTS

We may have included statements in this Disclosure Document, that contain words or phrases such as “will”, “would”, “aim”, “aimed”, “will likely result”, “is likely”, “are likely”, “believe”, “expect”, “expected to”, “will continue”, “will achieve”, “anticipate”, “estimate”, “estimating”, “intend”, “plan”, “contemplate”, “seek to”, “seeking to”, “trying to”, “target”, “propose to”, “future”, “objective”, “goal”, “project”, “should”, “can”, “could”, “may”, “will pursue” and similar expressions or variations of such expressions, that may constitute “forward-looking statements”. These forward-looking statements involve a number of risks, uncertainties and other factors that could cause actual results, opportunities and growth potential to differ materially from those suggested by the forward-looking statements. These risks and uncertainties include, but are not limited to:

- ⤴ General economic and business conditions in India and other countries (including where we have a presence);
- ⤴ Our ability to successfully implement our strategy, our growth and expansion plans and technological changes;
- ⤴ Our ability to manage the increased complexity of the risks that the Bank faces following its rapid growth;
- ⤴ Changes in the value of the Rupee and other currency changes;
- ⤴ Changes in Indian or international interest rates, credit spreads and equity market prices;
- ⤴ Changes in laws and regulations that apply to banks in India and in other countries where we are carrying on business;
- ⤴ Changes in political conditions in India and in other countries where we are carrying on business; and
- ⤴ Changes in the foreign exchange control regulations in India and in other jurisdictions where we are carrying on business.

The Bank undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date thereof. In addition, other factors that could cause actual results to differ materially from those estimated by the forward-looking statements contained in this Disclosure Document include, but are not limited to general economic and political conditions in India and the other countries which have an impact on the Bank’s business activities or investments, political or financial instability in India or any other country caused by any factor including any terrorist attacks in India, the United States or elsewhere or any other acts of terrorism world-wide, any anti-terrorist or other attacks by the United States, the monetary and interest rate policies of India, political or financial instability in India or any other country caused by tensions between India and Pakistan related to the Kashmir region or military armament or social unrest in any part of India, inflation, deflation, unanticipated turbulence in interest rates, changes in the value of the Rupee, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets and level of internet penetration in India and globally, changes in domestic and foreign laws, regulations and taxes, changes in competition and the pricing environment in India and regional or general changes in asset valuations. For a further discussion on the factors that could cause actual results to differ, see the discussion under “Risk Factors” contained in this Disclosure Document.

AVAILABLE INFORMATION

You should read the information in this Disclosure Document together with our annual report for the year ended March 31, 2019 and financial results of for the quarter ended December 31, 2019 which accompanies this Disclosure Document.

PART A
(FORM PAS-4)

PRIVATE PLACEMENT DISCLOSURE DOCUMENT

[Pursuant to section 42 and rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014]

THIS DISCLOSURE DOCUMENT FOR PRIVATE PLACEMENT IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF THE PROSPECTUS. THIS IS ONLY AN INFORMATION BROCHURE FOR PRIVATE USE AND SHOULD NOT BE CONSTRUED TO BE A PROSPECTUS AND/OR AN INVITATION TO THE PUBLIC FOR SUBSCRIPTION IN THE BONDS UNDER ANY LAW FOR THE TIME BEING IN FORCE.
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1. GENERAL INFORMATION

Name of the Issuer	ICICI Bank Limited
Registered Office	ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara 390 007
Corporate Office	ICICI Bank Towers, Bandra-Kurla Complex, Mumbai 400 051
Website	www.icicibank.com
Date of incorporation	January 5, 1994
Contact details	022-40088820/40087889

Business carried on by the Bank and its subsidiaries with the details of branches or units:

Overview

We are a diversified financial services group offering a wide range of banking and financial services to corporate and retail customers through a variety of delivery channels. We also undertake treasury operations and offer treasury-related products and services to our customers. We are also engaged in insurance, asset management, securities business and private equity fund management through specialized subsidiaries.

Commercial Banking for Retail Customers

Our commercial banking operations for retail customers consist of retail lending and deposits, credit, debit and prepaid cards, depository share accounts, distribution of third party investment and insurance products, other fee-based products and services, and the issuance of unsecured redeemable bonds.

Retail Lending Activities

Our retail lending activities include home loans, automobile loans, commercial business loans, business banking loans (including dealer funding and small ticket loans to small businesses),

personal loans, credit cards, loans against time deposits, loans against securities, loans against jewelry and retail lending in rural markets. We also fund dealers who sell automobiles and commercial vehicles. Our retail portfolio increased from Rs. 3,332.08 billion constituting 59.0% of net loans as at December 31, 2018 to Rs. 3,976.46 billion at December 31, 2019 constituting 62.6% of the portfolio. Including non-fund based outstanding, the share of retail portfolio was 52.0% of the total portfolio at December 31, 2019.

Home loans

Our home loan portfolio includes both loans for the purchase and construction of homes as well as loans against property. Our policies for home loans are based on certain stipulated ratios such as the loan-to-value ratio and the ratio of fixed debt obligations to a borrower's income. The initial repayment term of such loans is 15 to 20 years with payments in the form of equated monthly installments. We follow robust credit appraisal processes for loan-against-property. Lending is based on cash flows of business/individuals and not just the value of the collateral. We also provide loans to customers belonging to economically weaker sections and customers buying homes in the low-cost affordable housing segment. Our home loan portfolio primarily comprises floating rate loans, where any change in the benchmark rate to which the rate of interest on the loan is referenced is passed on to the borrower on the interest reset date at periodic intervals.

Automobile loans

We finance the purchase of new and used automobiles. Automobile loans are fixed rate products repayable in equal monthly installments. The interest rate is based on factors such as customer relationship, car segment and tenure of loan, among others, for new automobiles and age and segment of car, tenure of loan and product variant like top up or refinance, for used automobiles.

Commercial business loans

We finance the purchase of commercial vehicles and equipment. Commercial business loans are fixed rate products repayable in equal monthly installments. Our commercial business customers include large fleet operators in the medium commercial vehicle and heavy commercial vehicle categories.

Business banking

Our business banking customers include proprietorship firms, partnership firms and private limited companies. We also fund dealers who sell automobiles and commercial vehicles. The loans are generally secured by collateral in the form of property apart from a charge on current assets.

Personal loans and credit cards

We also offer unsecured products such as personal loans and credit cards to our customers. Since fiscal 2013, we have been growing our personal loans and credit card lending portfolio, primarily by offering these products to our existing customers. Our personal loans portfolio increased from Rs. 277.85 billion at December 31, 2018 to Rs. 420.41 billion at December 31, 2019. The credit card receivables portfolio increased from Rs. 114.19 billion at December 31, 2018 to Rs. 163.07 billion at December 31, 2019. The proportion of unsecured retail loans in the total retail portfolio was 14.7% at December 31, 2019.

Retail lending for rural customers

Our rural banking operation caters to the financial requirements of customers in rural and semi-urban locations. We offer a product suite covering the rural value chain including farmers, commodity traders, seed and farm input dealers, processors, consumer product dealers and rural entrepreneurs. Our products include working capital loans for growing crops, financing post-harvest activities, farm equipment loans, financing against warehouse receipt and loans against gold jewelry along with personal loans, affordable housing finance and auto loans. We also provide consumption loans for low-income customers. We offer financial solutions to micro-finance institutions, self-help groups, co-operatives constituted by farmers, corporations and medium enterprises engaged in agriculture-linked businesses.

We provide financing to farmers for agriculture and allied activities in the form of working capital loans through the kisan credit card. In fiscal 2018 and fiscal 2019, some state governments announced agriculture loan waiver schemes for farmers which resulted in non-repayment of loans by some farmers residing in those states. While the cost of such schemes is borne by the state governments, such schemes or borrowers' expectations of such schemes have resulted in higher delinquencies in the kisan credit card portfolio for banks, including us.

Rural banking services are offered through multiple channels including branches, micro ATMs, point of sale terminals and mobile branches. Our rural customers can also avail themselves of basic banking facilities at retail outlets like grocery shops and customer service points through business correspondents. In fiscal 2017, the Bank launched a mobile application, Mera iMobile, which allows users, including non-ICICI Bank customers, in rural areas to access banking services as well as information on agricultural services, crop prices, news and weather.

Rural banking presents significant challenges in terms of geographical coverage and high unit transaction costs. We continuously explore various models for operating through cost effective structures in rural locations, including technology-based channels and have opened branches in villages that were previously unbanked. We have also pursued initiatives focused on building banking habits and creating wealth for rural customers. We have pursued initiatives to empower villages, along with ICICI Foundation for Inclusive Growth, that has focused on promoting a cashless ecosystem and skill development of villagers.

Retail Deposits

Our retail deposit products include time deposits and savings account deposits. We also offer targeted products to specific customer segments such as high net worth individuals, defense personnel, trusts and businessmen. We also offer corporate salary account products and current account (i.e., checking accounts for businesses) products to our small enterprise customers, who maintain balances with us. Further, we offer an international debit card in association with VISA International. At December 31, 2019, we had a debit card base in excess of 45 million cards.

Fee-Based Products and Services

Through our distribution network, we offer various products including Government of India savings bonds, insurance policies, bullion and public offerings of equity shares and debt securities by Indian companies. We offer several card-based products such as credit cards, debit cards, prepaid cards, travel cards and commercial cards. We also offer a variety of mutual fund products. We levy services charges on deposit accounts.

We also offer foreign exchange products to retail customers including sale of currency notes, traveler's checks and travel cards. We also facilitate retail inward remittances from foreign geographies.

As a depository participant of the National Securities Depository Limited and Central Depository Services (India) Limited, we offer depository share accounts to settle securities transactions in a dematerialized mode. Further, we are one of the banks designated by the Reserve Bank of India for issuing approvals to non-resident Indians and overseas corporate bodies to trade in shares and convertible debentures on the Indian stock exchanges.

Commercial Banking for Small and Medium Enterprises

We offer a comprehensive suite of banking products and solutions to small and medium enterprises. We are also providing tailored products and services for enabling wide-ranging support to small and medium enterprises. We have strengthened our capabilities in assessing credit risks across various sectors with risk management practices focused on enhancing the portfolio quality by reducing concentration risk and to focus on granular and collateralized-lending based growth. With a view to increasing the risk adjusted operating profit from the portfolio, reliance is also placed on harnessing opportunities across transaction banking, foreign exchange and personal banking solutions with the small and medium enterprises.

We offer online end-to-end supply chain financing solutions and vendor bill discounting through funding to the channel partners of large corporate clients to meet the working capital needs of small businesses. We are offering transaction banking, foreign exchange and personal banking solutions to small and medium enterprises. We are also focusing on harnessing available digital data and scaling-up digital lending to small and medium enterprises. We have specialized teams for current accounts, trade finance, cash management services and door-step banking.

We are also proactively reaching out to small and medium enterprises through various initiatives. We conduct knowledge sessions and have created a platform "Beyond Banking" that gives exposure to sectoral insights, global best practices, business expansion opportunities and media recognition. "SME Empower" is an online business-to-business marketplace that enables them to buy and sell products online; the "SME toolkit" is an online business and advisory resource for small and medium enterprises; and the "Emerging India Awards" and "SME Elite 50"—a recognition platform for small and medium enterprises.

Commercial Banking for Corporate Customers

We provide a range of commercial and investment banking products and services to India's leading corporations and middle market companies. Our product suite includes working capital and term loan products, fee and commission-based products and services, deposits and foreign exchange and derivatives products. The Corporate Banking Group focuses on origination and coverage of all corporate clients. The Corporate Banking Group comprises relationship and credit teams. The Commercial Banking Group is responsible for growing the trade services and transaction banking business through identified branches, while working closely with the corporate relationship teams. The Markets Group provides foreign exchange and other treasury products to corporations. The Project Finance Group focuses on management of the project finance portfolio and evaluation of new project financing proposals. We seek to syndicate corporate debt among domestic and international banks and institutions.

Corporate Loan Portfolio

Our corporate loan portfolio consists of project and corporate finance (including structured finance and cross-border acquisition financing) and working capital financing.

Historically, project financing has constituted a significant portion of our loan portfolio, though we have now adopted a cautious and selective approach to project financing. Our project finance portfolio consists principally of extending medium-term and long-term rupee and foreign currency loans to the manufacturing and infrastructure sectors. We also provide financing by way of investment in marketable instruments such as fixed rate and floating rate debentures. We generally have a security interest and first charge on the fixed assets of the borrower. Our working capital financing consists mainly of cash credit facilities, overdraft, demand loans and non-fund based facilities including bill discounting, letters of credit and guarantees.

We have adopted a cautious approach in incremental lending by focusing on lending to higher rated corporates and adopting a revised framework for management of concentration risk. We believe that the significant improvement in our deposit franchise and funding costs in the last five years enables us to pursue lending to higher rated corporates profitably. We continue to focus on financing opportunities in the corporate sector based on appropriate risk assessment and pricing.

Fee and Commission-Based Activities

We generate fee income through our lending, transaction banking, syndication and foreign exchange related solutions provided to our corporate customers. We also offer our corporate customers a wide variety of fee and commission-based products and services including documentary credits and standby letters of credit (called guarantees in India).

We offer commercial banking services such as cash management services (such as collection, payment and remittance services), escrow, trust and retention account facilities, online payment facilities, custodial services and tax filing and collection services on behalf of the government of India and the governments of Indian states. At December 31, 2019, total assets held in custody on behalf of our clients (mainly foreign institutional investors, offshore funds, overseas corporate bodies and depository banks for GDR investors) were Rs. 3,402.72 billion. As a registered depository participant of National Securities Depository Limited and Central Depository Services (India) Limited, the two securities depositories operating in India, we also provide electronic depository facilities to investors.

Corporate Deposits

We offer a variety of deposit products to our corporate customers including current accounts, time deposits and certificates of deposits.

Foreign Exchange and Derivatives

We provide customer specific products and services, which cater to risk hedging needs of corporations at domestic and international locations, arising out of currency and interest rate fluctuations. The products and services include:

- *Foreign Exchange Products*

Products include cash, tom, spot and forwards transactions. We offer customized hedging and trading solutions to clients, on the basis of their business needs. These products are offered in India and across our international locations.

- *Derivatives*

We offer derivative products including interest rate swaps, currency swaps and options in all major currencies.

Commercial Banking for International Customers

Our strategy for growth in international markets is based on leveraging home country links and technology for international expansion in selected international markets. Our international strategy has focused on building a retail deposit franchise in geographies where we have such licenses, making loans to global multi-national corporations, meeting the foreign currency needs of our Indian corporate clients, taking select non-India trade finance exposures, and lending to corporations in the local jurisdiction. We have also focused on building stable wholesale funding sources and strong syndication capabilities to support our corporate and investment banking business, and to expand private banking operations for India-centric asset classes. We are repositioning our international business strategy to sharpen our focus on the non-resident Indian community and India-linked trade.

At December 31, 2019, we had subsidiaries in the United Kingdom and Canada, branches in Bahrain, Dubai International Finance Center, Hong Kong, China, Singapore, Sri Lanka, South Africa and the United States and representative offices in Bangladesh, Indonesia, Malaysia and the United Arab Emirates. Our subsidiary in the United Kingdom had established one branch each in Antwerp, Belgium and Frankfurt, Germany under the European Union Passporting Arrangement. Following the United Kingdom voting to withdraw from the European Union, and while negotiations are yet to be concluded, our subsidiary has obtained a third-country license for its branch in Frankfurt, Germany. The subsidiary closed its branch in Belgium during fiscal 2019.

Many of the commercial banking products that we offer through our overseas branches and subsidiaries, as well as to international customers from our domestic network, such as debt financing, trade finance and letters of credit, are similar to the products offered to our customers in India. Some of the products and services that are unique to international customers are:

- **Remittance services:** We continue to maintain a significant position in remittances from abroad through our diversified products and service offerings to meet the requirements of the non-resident Indian diaspora. We have been expanding access to services through our wide branch network, internet-based remittance solutions and new partnerships and channels with correspondents all over the world. We have partnerships with over 200 correspondent banks and exchange houses across 40 countries worldwide to facilitate inward remittances into India. We have pursued greater integration of our systems with our partners to enable seamless processing and faster fund transfers. In fiscal 2016, we launched “Money2World”, a fully-online outward remittance service. Through this service, even non-account holders of ICICI Bank can transfer money online from any bank account in India to any bank account overseas in 16 major currencies. The Bank’s key platform for inward remittances, Money2India, has a host of features to make the platform more user friendly,

reduce transaction time and offer seamless experience on a single interface (login) for non-resident Indians customers to transfer money to India. ICICI Bank became the first bank in India and one of the first few globally to successfully execute remittance transactions using blockchain technology.

- TradeWay: An Internet-based document collection product to provide correspondent banks access to real-time online information on the status of their export bills collections routed through us.
- Remittance Tracker: An Internet-based application that allows a correspondent bank to check on the status of its payment instructions and to get various information reports online.
- Offshore banking deposits: Multi-currency deposit products in U.S. dollar, pound sterling and Euro.
- Foreign currency non-resident deposits: Foreign currency deposits offered in nine main currencies—U.S. dollar, pound sterling, Euro, yen, Canadian dollar, Singapore dollar, Australian dollar, Hong Kong dollar and Swiss franc.
- Non-resident external fixed deposits: Deposits maintained in Indian rupees.
- Non-resident external savings account: Savings accounts maintained in Indian rupees.
- Non-resident ordinary savings accounts and non-resident ordinary fixed deposits.

Total assets (net of inter-office balances) of ICICI Bank’s overseas branches at December 31, 2019 were Rs. 732.66 billion and total advances were Rs. 565.87 billion. Our overseas branches are primarily funded by bond issuances, syndicated loans from banks, money market borrowings, inter-bank bilateral loans and borrowings from external commercial agencies.

Delivery Channels

We deliver our products and services through a variety of channels, ranging from traditional bank branches to ATMs, call centers, the Internet and mobiles. At December 31, 2019, we had a network of 5,275 branches across several Indian states.

The following table sets forth the number of branches broken down by area at December 31, 2019.

Particulars	Number of branches and extension counters	% of total
Metropolitan/urban	2,648	50.2
Semi-urban/rural	2,627	49.8
Total branches and extension counters	5,275	100.0

At December 31, 2019, we had 15,589 ATMs, of which 5,496 were located at our branches. We view our branch as key points of customer acquisition and service. The branch network serves as an integrated channel for deposit mobilization and selected retail asset origination.

We believe that developments in technology are changing the way customers engage with banks and meet their banking needs. We offer our products and services through a number of technology-enabled channels. We are expanding our suite of services through mobile telephones, including mobile banking applications for account access and various transactions, and a mobile wallet. We have enhanced the features in our mobile banking application by introducing an intuitive interface, 'Discover', which enables customers to track personal spends and deliverables. The mobile application, iMobile was also enhanced to enable setting limits on cards, get instant digital credit of up to Rs. 20,000 and save frequently made transactions as favorites. The mobile application also allows customers to manage their entire investment journey through 'Money Coach', an automated personal finance management and mutual fund platform. Our customers can perform a wide range of transactions at our ATMs. We are also deploying automated devices, such as cash acceptance machines and insta-banking kiosks to improve customer experience as well as efficiency of our operations. Our employees open new customer accounts by using tablets to capture customer information digitally. Through our website, www.icicibank.com, we offer our customers, both retail and corporate, online access to account information, payment and fund transfer facilities and various other services including purchase of investment and insurance products. We provide telephone banking facilities through our call centers. Our customers can also access their accounts and perform transactions via social media platforms. During fiscal 2017, we introduced Chatbots, an artificial intelligence enabled chat feature to perform various banking transactions. iPal, an artificial intelligence powered virtual personal assistant was launched by us in fiscal 2018, which is available on both website and mobile application.

We worked closely with the National Payments Corporation of India for the development of the Unified Payment Interface, a payment platform which allows instant fund transfer to any bank account using a virtual payment address, without requiring bank account details. The Unified Payment Interface has been promoted by us through various platforms, such as our mobile application and our digital wallet. In fiscal 2018, we entered into an arrangement as a financial partner with web-based service providers, such as cab aggregators and an online food delivery platform, for enabling digital transactions for customers through our mobile application, iMobile, and digital wallet, Pockets. We developed a mobile application for merchants in India, 'Eazypay', which allows merchants to accept payments on mobile phones through multiple modes including credit/debit cards of any bank, internet banking and our digital wallet.

Investment Banking

Our investment banking operations principally consist of ICICI Bank's treasury operations and the operations of ICICI Securities Primary Dealership Limited and ICICI Securities Limited.

Treasury

Through our treasury operations, we seek to manage our balance sheet, including the maintenance of required regulatory reserves, and to optimize profits from our trading portfolio by taking advantage of market opportunities. Our domestic trading and securities portfolio includes our regulatory reserve portfolio, as there is no restriction on active management of our regulatory reserve portfolio. Our treasury operations include a range of products and services for corporate and small enterprise customers, such as forward contracts and interest rate and currency swaps, and foreign exchange products and services.

Our treasury undertakes liquidity management by seeking to maintain an optimum level of liquidity,

complying with the cash reserve ratio requirement and seeking to maintain the smooth functioning of all our branches. We maintain a balance between interest-earning liquid assets and cash to optimize earnings and undertake reserve management by maintaining statutory reserves, including the cash reserve ratio and the statutory liquidity ratio. At January 31, 2019, ICICI Bank was required to maintain the statutory liquidity ratio requirement percentage at 18.25% of its domestic net demand and time liabilities by way of approved securities such as government of India securities and state government securities. We maintain the statutory liquidity ratio through a portfolio of government of India securities that we actively manage to optimize the yield and benefit from price movements. Further, as a prudent liquidity management strategy, we generally maintain excess investments in securities eligible for classification under the statutory liquidity ratio requirement. We maintain liquidity coverage ratio, as required under Basel III, both on a standalone basis and at the group level. The minimum requirement is 100% since January 1, 2019. The liquidity coverage ratio requirement is met by investment in high quality liquid assets which are primarily in the form of government securities and better-rated corporate bonds. During the three months ended December 31, 2019, we maintained a liquidity coverage ratio at a standalone and at a consolidated group level above the stipulated requirement. The average liquidity coverage ratio of the ICICI Group for the three months ended December 31, 2019 was 26.81%. In order to align the statutory liquidity ratio requirement with the liquidity coverage requirement, the Reserve Bank of India has proposed to reduce the statutory liquidity ratio by 25 basis points every quarter until the statutory liquidity ratio reaches 18.0% of net demand and time liabilities. The first reduction of 25 basis points took effect from January 1, 2019.

ICICI Bank engages in domestic investments and foreign exchange operations from a centralized trading floor in Mumbai. As a part of our treasury activities, we also maintain proprietary trading portfolios in domestic debt and equity securities and in foreign currency assets. Our treasury manages our foreign currency exposures and the foreign exchange and risk hedging derivative products offered to our customers and engages in proprietary trading in currencies. Our investment and market risk policies are approved by the Board of Directors.

Principal Non-Banking Subsidiaries

Insurance

We provide a wide range of insurance products and services through our subsidiaries, ICICI Prudential Life Insurance Company and ICICI Lombard General Insurance Company. ICICI Prudential Life Insurance Company is a joint venture with Prudential Corporation Holding Limited, a part of the Prudential PLC group of the United Kingdom. ICICI Lombard General Insurance Company was formed as a joint venture with Fairfax Financial Holdings of Canada. The joint venture was terminated on July 3, 2017.

In fiscal 2015, the Indian parliament approved legislation increasing the foreign shareholding limit in the insurance sector from 26.0% to 49.0%, and removing the requirement that Indian promoters of insurance companies eventually reduce their shareholding to 26.0% following the completion of 10 years of commencement of business by the insurance company. Final regulations were issued by the government of India in fiscal 2016. Subsequently, we sold 6.0% stake in our life insurance subsidiary, ICICI Prudential Life Insurance Company, during fiscal 2016. In September 2016, we sold a further of 12.6% out of our shareholding in ICICI Prudential Life Insurance Company through an offer for sale in an initial public offering of the company's shares. ICICI Prudential Life Insurance Company was listed on the National Stock Exchange of India Limited and BSE Limited on September

29, 2016. In June 2018, we sold an additional 2.0% of our shareholding in ICICI Prudential Life Insurance company through an offer for sale. After these sales, our share ownership in ICICI Prudential Life Insurance Company has now decreased from 73.71% at March 31, 2015 to 52.87% at December 31, 2019.

ICICI Prudential Life Insurance Company Limited had a market share of 10.3% based on retail weighted new business received premium basis in fiscal 2019. It also had a market share of 17.7% in the private sector based on retail weighted new business premium in fiscal 2019 compared to 20.9% in fiscal 2018 according to the Life Insurance Council. The company made a net profit of Rs. 8.89 billion during the nine months ended December 31, 2019 compared to a net profit of Rs. 8.79 billion during the nine months ended December 31, 2018. Our life insurance subsidiary's strategy emphasizes unit-linked, pure protection and annuity products, and does not prioritize non-unit linked insurance products. The demand for unit-linked products may be influenced by any volatility or downturn in capital markets. Further, our life insurance subsidiary is primarily focused on growth in the value of new business, as a key profitability metric. ICICI Prudential has a wholly owned subsidiary, ICICI Prudential Pension Funds Management Company Limited, one of the fund managers for the pension assets of Indian citizens (other than the mandated pension funds of government employees) under the National Pension System.

We also sold a 9.0% stake in our general insurance company, ICICI Lombard General Insurance Company, during fiscal 2016 to our then joint venture partner, Fairfax Financial Holdings (through its affiliate). Following the transaction, the share ownership in ICICI Lombard General Insurance Company of ICICI Bank and Fairfax Financial Holdings Limited was approximately 64% and 35%, respectively. In July 2017, Fairfax Financial Holdings (through its affiliate) sold equity shares comprising 12.18% of the issued and paid-up capital of the company to three investors. On July 3, 2017 our joint venture agreement with Fairfax Financial Holdings was terminated. In September 2017, we sold a further 7% of our shareholding and Fairfax Financial Holdings (through its affiliate) further sold 12% of its shareholding in ICICI Lombard General Insurance Company through an offer for sale in an initial public offering of the company's shares. ICICI Lombard General Insurance Company was listed on the National Stock Exchange of India Limited and BSE Limited on September 27, 2017. After this sale, our share ownership in ICICI Lombard General Insurance Company came down from 63.82% at March 31, 2016 to 55.86% at December 31, 2019. ICICI Lombard General Insurance Company was the largest private general insurer with an overall industry market share of about 8.5% in gross direct premium income amongst all general insurance companies during the year-ended fiscal 2019 according to the General Insurance Council of India. The company made a net profit of Rs. 9.12 billion during the nine months ended December 31, 2019 compared to a net profit of Rs. 8.22 billion during the nine months ended December 31, 2018.

The Insurance Regulatory and Development Authority of India has issued guidelines on bancassurance (i.e., the practice of banks selling insurance products in a marketing arrangement with insurance companies). As per the guidelines, banks can partner with three insurance companies each in life, non-life and health insurance sectors. We distribute life and general insurance products through our branches, phone banking and digital channels. We have entered into an agreement with our insurance subsidiaries, ICICI Prudential Life Insurance Company Limited and ICICI Lombard General Insurance Company Limited, and operate as a corporate agent for these companies. ICICI Bank earns commissions and fees from these subsidiaries as a distributor for sales of life and general insurance products. ICICI Bank accounts for a significant portion of the business volumes of its life insurance subsidiary. The growth of the life insurance subsidiary's business is thus significantly dependent on the Bank's distribution strategy, including the Bank's choice of and

focus on specific life insurance products, and the relative emphasis on sales of insurance and banking products.

Asset Management

We provide asset management services through our subsidiary, ICICI Prudential Asset Management Company. ICICI Prudential Asset Management Company is a joint venture with Prudential PLC of the United Kingdom. We have 51.0% interest in the entity. ICICI Prudential Asset Management Company also provides portfolio management services and advisory services to clients. ICICI Prudential Asset Management Company had average mutual fund assets under management of Rs. 3,207.9 billion during fiscal 2019. ICICI Prudential Asset Management Company earned a net profit of Rs. 8.29 billion during the nine months ended December 31, 2019 compared to a net profit of Rs. 4.66 billion during the nine months ended December 31, 2018 (as per Ind AS).

ICICI Securities Limited

ICICI Securities Limited is engaged in investment banking, broking and financial product distribution. ICICI Securities Limited has an online trading portal called icicidirect.com. ICICI Securities Limited has a subsidiary in the United States, ICICI Securities Holdings Inc., which in turn has a subsidiary in the United States, ICICI Securities Inc., which is registered as a broker dealer with the Securities and Exchange Commission. ICICI Securities Inc., which is a member of the Financial Industry Regulatory Authority in the United States; also has a branch office in Singapore that is registered with the Monetary Authority of Singapore where it holds a capital markets services license for dealing in securities in Singapore. ICICI Securities Inc. is also registered as an international dealer in Canada in the provinces of British Columbia, Ontario and Quebec. ICICI Securities Limited (consolidated) earned a net profit of Rs. 3.86 billion during the nine months ended December 31, 2019 compared to a net profit of Rs. 3.69 billion during the nine months ended December 31, 2018 (as per Ind AS). ICICI Securities Limited was listed on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited on April 04, 2018 following an offer for sale in an initial public offering of the company. After this sale, our share ownership in ICICI Securities Limited came down from 100% to 79.22% at December 31, 2019.

ICICI Securities Primary Dealership

ICICI Securities Primary Dealership is engaged in the primary dealership of Indian government securities. It also deals in other fixed income securities. In addition to this, it has underwriting, portfolio management services and placement of debt and money market operations. ICICI Securities Primary Dealership earned a net profit of Rs. 3.06 billion during the nine months ended December 31, 2019 compared to a net profit of Rs. 0.54 billion during the nine months ended December 31, 2018 (as per Ind AS). The revenues of the business are directly linked to conditions in the fixed income market.

Private Equity

Our subsidiary ICICI Venture Funds Management Company Limited is a diversified specialist alternative asset manager with a presence across private equity, real estate, infrastructure and special situations. ICICI Venture earned a net profit of Rs. 0.21 billion during the nine months ended December 31, 2019 compared to a net profit of Rs. 0.01 billion during the nine months ended December 31, 2018.

Brief particulars of the management of the Issuer; names, addresses, DIN and occupations of the directors:

Details of current directors as on January 31, 2020:

Sr. No.	Name, Designation, Occupation and DIN	Age	Address	Director since	Details of other Directorships
1	Mr. Girish Chandra Chaturvedi ¹ , Non-executive part-time Chairman, Advisor DIN: 00110996	67	P-2, Gaurav Adhikari Society Plot No. C-58/6, Sector 62 Noida-201309 Uttar Pradesh	01.07.2018 (Appointed as part-time Chairman effective July 17, 2018)	Chairman IL and FS Energy Development Company Limited National Stock Exchange of India Limited Director Infrastructure Leasing and Financial Services Limited
2	Rama Bijapurkar Non-executive Director, Advisor 00001835	62	8/CD Mona Apts. 46 F Bhulabhai Desai Road Cumballa Hill Mumbai 400026	14.01.2019	Chairperson People Research on India's Consumer Economy Director Mahindra and Mahindra Financial Services Limited Emami Limited Nestle India Limited VST Industries Limited
3	Mr. Uday Chitale, Non-executive Director, Advisor 00043268	70	Navdurga, Flat no.1204, Govandi Station Road, Deonar, Mumbai 400 088	17.01.2018	Director Axis Mutual Fund Trustee Limited ICICI Lombard General Insurance Company Limited India Infradebt Limited Indian Council for Dispute Resolution
4	Ms. Neelam Dhawan, Non-executive Director, Advisor 00871445	60	C3/10 DLF Phase I, Gurgaon, Haryana-122002	12.01.2018	Director Yatra Online Inc Member - Supervisory Board Royal Philips NV Head - India Advisory Board IBM
5	Mr. S. Madhavan Non-executive Director, Advisor 06451889	63	D-1063, First Floor New Friends Colony Delhi 110 025	14.04.2019	Director CBIX Technology Solutions Private Limited Glaxosmithkline Consumer Health Care Limited HCL Technologies Limited Scrabble Entertainment Limited Shopkhoj Content Private Limited Transport Corporation of India Limited UFO Moviez India Limited Regime Tax Solutions Private Limited

6	Mr. Hari L. Mundra, Non-executive Director, Advisor 00287029	70	B2201, Omkar 1973 Worli Hind Cycle Lane Off Dr. Annie Besant Road Worli Mumbai 400 030	26.10.2018	Director Allcargo Logistics Limited Tata Autocomp Systems Limited Indian Cancer Society
7	Mr. Radhakrishnan Nair, Non-executive Director, Advisor 07225354	64	J 1403, Raheja Vista Raheja Vihar Chandivali Andheri (East) Mumbai 400 072	02.05.2018	Director ICICI Securities Primary Dealership Limited Touchstone Regulatory Advisors Private Limited ICICI Prudential Life Insurance Company Limited Inditrade Microfinance Limited Geojit Financial Services Limited Inditrade Housing Finance Limited Inditrade Fincorp Limited Axis Mutual Fund Trustee Limited Geojit Credits Private Limited Geojit Techloan Private Limited
8	Mr. B. Sriram Non-Executive Director, Advisor 02993708	61	B1904, Bridgewood House of Hiranandani 5/63 Rajiv Gandhi Salai Egattur Chennai 600 130	14.01.2019	Director Unitech Limited TVS Credit Services Limited
9	Mr. Lalit Kumar Chandel, Government Nominee Director, Government Service, 00182667	52	Department of Financial Services Ministry of Finance Government of India Jeevan Deep Building, 2 nd Floor Sansad Bhavan New Delhi	04.12.2018	Director Oriental Insurance Company limited
10	Mr. Sandeep Bakhshi Managing Director & CEO, Company Executive, 00109206	59	ICICI Bank Limited ICICI Bank Towers Bandra-Kurla Complex Mumbai 400 051	31.07.2018	None
11	Ms. Vishakha Mulye Executive Director, Company Executive, 00203578	50	ICICI Bank Limited ICICI Bank Towers Bandra-Kurla Complex Mumbai 400 051	19.01.2016	Chairperson ICICI Bank Canada Director ICICI Lombard General Insurance Company Limited
12	Mr. Anup Bagchi Executive Director, Company Executive, 00105962	49	ICICI Bank Limited ICICI Bank Towers Bandra-Kurla Complex	01.02.2017	Chairman ICICI Home Finance Company Limited Director ICICI Prudential Asset Management

			Mumbai 400 051		Company Limited ICICI Securities Limited ICICI Prudential Life Insurance Company Limited Comm Trade Services Limited ICICI Home Finance Company Limited
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1. Pursuant to the orders of the National Company Law Tribunal dated October 1, 2018 and October 3, 2018, the respective Boards of Infrastructure Leasing and Financial Services Limited and Infrastructure Leasing and Financial Services Limited Energy Development Company Limited appointed Mr. G. C. Chaturvedi as the Director and as Chairman of Infrastructure Leasing and Financial Services Limited Energy Development Company Limited.
2. None of the current directors of the company are appearing in the RBI defaulter lost and/or ECFC default list.

Management's perception of risk factors:

Investors should carefully consider the risks described below, together with the risks described in the other sections of this Offering Circular before making any investment decision relating to the Bonds. The occurrence of any of the following events could have a material adverse effect on the Bank's business including the quality of its assets, its liquidity, its financial performance, its stockholders' equity, its ability to implement its strategy and its ability to repay the interest or principal on the Note in a timely fashion or at all.

Before making an investment decision, prospective investors should carefully consider all of the information contained in this Offering Circular, including the financial statements included in this Offering Circular.

Risk relating to the Bonds

All Bonds being offered under this Offer Document are unsecured and RBI prescribes certain restrictions in relation to the terms of these Bonds.

All Bonds being issued under this Offer Document are unsecured which means that they are not secured by any of our assets. The claims of the investors in the Bonds being issued as Long Term Bonds shall rank pari passu along with claims of other uninsured, unsecured creditors of the Bank and senior to (a) the claims for payment of any obligation that, expressly (as permitted under law) or by applicable law, are subordinated to these Bonds, (b) the claims of holders of preference and equity shares of the Issuer and (c) the claims of investors in other instruments eligible for capital status. For further details please refer "Terms and Conditions of the Bonds

The Bonds shall not be redeemable at the initiative of the holder at any time during the tenure of the Bonds or otherwise. These Bonds do not have any special features like Put option. Thus investors would not be able to withdraw their investments in the Bonds by exercise of put option.

These Bonds are being issued under various rules, regulations and guidelines issued by the RBI. Further, we may be forced to redeem the Bonds prior to maturity or to take such other action in relation to these Bonds as may be required pursuant to the law and regulations.

We have appointed a Trustee to protect the interest of all the investors. In the event of default/liquidation, the Bondholders may proceed against us in the manner as may be stipulated under the Trustee Agreement to be entered into for the Issue between the Trustee and the Issuer. The Bondholders would be restricted under the Trustee Agreement from initiating proceedings against the Issuer, individually, and would need to act through the Trustee in relation thereto. The Trustee may refuse to take any action upon the instructions of the Bondholders under the Trustee Agreement unless suitably indemnified.

There has been no prior public market for the Bonds.

Any issue of Bonds carried out hereunder will be a new issue of bonds and the Bonds have no established trading market. There is no assurance that a trading market for the Bonds will exist and no assurance as to the liquidity of any trading market. Before this offering, there has been no public market for these Bonds. Although an application will be made to list the Bonds on the National Stock Exchange and / or Bombay Stock Exchange, there can be no assurance that an active public market for the Bonds will develop, and if such a market were to develop, there is no obligation on us to maintain such a market. The liquidity and market prices of the Bonds can be expected to vary with changes in market and economic conditions, our financial condition

and prospects and other factors that generally influence market price of such instruments. Such fluctuations may significantly affect the liquidity and market price of the Bonds, which may trade at a discount to the price at which you purchase the Bonds.

The Bank is not required to maintain a debenture redemption reserve in relation to the Bonds.

Rule 18 (7)(b)(i) of the Companies (Share Capital and Debentures) Rules, 2014 provides that no debenture redemption reserve is required for debentures issued by All India Financial Institutions (AIFIs) regulated by RBI and banking companies for both public as well as privately placed debentures. Therefore we will not be maintaining debenture redemption reserve in respect of the Bonds issued herein and the Bondholders may find it difficult to enforce their interests in the event of a default.

Debentures may be illiquid in the secondary market.

The Bank intends to list the Debentures on the WDM segment of BSE. The Bank cannot provide any guarantee that the Debentures will be frequently traded on the Stock Exchange and that there would be any market for the Debentures. The current trading of the Bank's existing listed non-convertible debentures, if any, may not reflect the liquidity of the NCDs being offered through the Issue. It is not possible to predict if and to what extent a secondary market may develop for the Debentures or at what price the Debentures will trade in the secondary market or whether such market will be liquid or illiquid. The fact that the Debentures may be so listed or quoted or admitted to trading does not necessarily lead to greater liquidity than if they were not so listed or quoted or admitted to trading.

Further, the Bank may not be able to issue any further Debentures, in case of any disruptions in the securities market.

Risks Relating to India and Other Economic and Market Risks

A prolonged slowdown in economic growth or rise in interest rates in India could cause our business to suffer.

We are heavily dependent upon the state of the Indian economy, and a slowdown in growth in the Indian economy could adversely affect our business, our borrowers and our contractual counterparties, especially if such a slowdown were to be continued and prolonged. India's gross domestic product grew by 8.3% in fiscal 2017, 7.0% in fiscal 2018 and 6.1% in fiscal 2019. During the six months ended September 30, 2019, gross domestic product grew by 4.8% compared to 7.5% during the six months ended September 30, 2018. On gross value added basis, the agriculture sector grew by 2.1%, the industrial sector by 1.6% and the services sector by 6.8% during the six months ended September 30, 2019. The agriculture sector accounted for 14.6% of gross value added, while industry and services accounted for 31.1% and 54.3%, respectively in fiscal 2019.

From fiscal 2012, the Indian corporate sector experienced several challenges which led to lower than projected cash flows for corporates and the progress in reducing leverage in the corporate sector remained slow. The Reserve Bank of India initiated several measures from fiscal 2016 to accelerate recognition and increase provisioning towards stressed accounts in the corporate sector. As a result, there was a significant increase in the level of additions to non-performing loans, including slippages from restructured loans into non-performing status, for the banking sector, including us. In fiscal 2018, the Reserve Bank of India introduced a new framework for the resolution of stressed assets and withdrew the existing schemes for resolution, resulting in accelerated classification of assets under the resolution schemes of the Reserve Bank of India as non-performing.

Subsequently, a revised prudential framework for resolution of stressed assets was announced which retained the withdrawal status of schemes for resolution. While additions to non-performing assets of the banking sector, including us, moderated during fiscal 2019, provisions made by banks, including us, continued to be elevated, as banks continued to make additional provisions on their existing portfolios of non-performing loans. During the year, challenges emerged for non-banking financial companies and housing finance companies following a default by a large non-banking financial company involved primarily in the infrastructure sector. This resulted in tightening liquidity conditions and increase in yields on the debt of non-banking financial companies and housing finance companies, leading to funding and growth challenges. Further, challenges have emerged in certain sectors and borrower groups, such as telecom, real estate developers, and borrower groups that had borrowed against their shareholding in listed group companies and faced refinancing challenges. See also "*—Risks Relating to Our Business—Our level of non-performing assets is elevated, and if the level of our non-performing assets increases further and the overall quality of our loan portfolio continues to deteriorate, our business will suffer*".

Economic data for recent periods indicate a moderation in economic activity and consumption, with a lower rate of growth of the gross domestic product as well as a decline in high frequency indicators like vehicle sales. This has resulted in lower demand for credit from the banking system and could also adversely impact the quality of the existing portfolio. In addition, the challenges faced by non-banking financial companies and housing finance companies have led to a slowdown in lending by these companies, which could result in refinancing risks for borrowers and adversely impact the quality of the existing portfolio.

The Indian economy in general, and the agricultural sector in particular, are impacted by the level and timing of monsoon rainfall. See also, "*—Risks that arise as a result of our presence in a highly regulated sector—We are subject to the directed lending requirements of the Reserve Bank of India, and any shortfall in meeting these requirements may be required to be invested in Government schemes that yield low returns, thereby impacting our profitability. We may also experience a higher level of non-performing assets in our directed lending portfolio, which could adversely impact the quality of our loan portfolio, our business and the price of the bonds*". Investments by the corporate sector in India are impacted by demand conditions in the global and Indian economy and government policies and decisions including policies and decisions regarding awards of licenses, access to land, access to natural resources and the protection of the environment. Economic growth in India is also influenced by inflation, interest rates, external trade and capital flows. The level of inflation or depreciation of the Indian rupee may limit monetary easing or cause monetary tightening by the Reserve Bank of India. Any increase in inflation, due to increases in domestic food prices or global prices of commodities, including crude oil, the impact of currency depreciation on the prices of imported commodities and additional pass through of higher fuel prices to consumers, or otherwise, may result in a tightening of monetary policy. For instance, following an increase in inflation, the repo rate was increased by 50 basis points during the initial part of fiscal 2019, but was subsequently reduced by 135 basis points with the last reduction of 25 basis points to 5.15% in October 2019. India has, in the past, experienced sustained periods of high inflation. A return to high rates of inflation with a resulting rise in interest rates, and any corresponding tightening of monetary policy may have an adverse effect on economic growth in India.

Adverse changes to global liquidity conditions, comparative interest rates and risk appetite could lead to significant capital outflows from India.

For instance, due to concerns regarding withdrawal of quantitative easing in the U.S. in June 2013, India saw an outflow of foreign institutional investments from the debt market of about US\$ 7.5 billion during June-July 2013. Similarly, a slowdown in global growth may impact India's exports and, in the event of over-supply or sharp and sustained price reductions of globally traded commodities such as metals and minerals, may negatively impact our borrowers in these sectors. Global trade disputes and protectionist measures and counter-measures could impact trade and capital flows and negatively affect the Indian economy.

A continuation of the slowdown in the rate of growth in the Indian economy and adverse movements in global capital, commodity and other markets could result in further reduction of demand for credit and other financial products and services, increased competition and higher defaults among corporate, retail and rural

borrowers, which could adversely impact our business, our financial performance, our stockholders' equity, our ability to implement our strategy and the price of the bonds.

Financial instability in other countries, particularly emerging market countries and countries where we have established operations, could adversely affect our business and the price of the bonds.

Although the proximate cause of the 2008-2009 financial crisis, which was deeper than other financial crises, was the U.S. residential mortgage market, investors should be aware that there is a recent history of financial crises and boom-bust cycles in multiple markets in both the emerging and developed economies which leads to risks for all financial institutions, including us. Developments in the Eurozone, including concerns regarding sovereign debt default, negotiations between the United Kingdom and European policymakers and delays in ratifying the withdrawal agreement following the United Kingdom's vote to withdraw from the European Union, the exit of any other country from the European Union, recessionary economic conditions as well as concerns related to the impact of tightening monetary policy in the U.S. and a trade war between large economies may lead to increased risk aversion and volatility in global capital markets.

More specifically, on June 23, 2016, the United Kingdom held a remain-or-leave referendum on its membership within the European Union, the result of which favoured the exit of the United Kingdom from the European Union ("Brexit"). A process of negotiation will determine the future terms of the United Kingdom's relationship with the European Union, as well as whether the United Kingdom will be able to continue to benefit from the European Union's free trade and similar agreements. Given the lack of precedent, it is unclear how the United Kingdom's exit from the European Union would affect the fiscal, monetary and regulatory landscape within the United Kingdom, the European Union and globally. The political and economic instability created by Brexit has caused and may continue to cause significant volatility in global financial markets. The effects of Brexit will depend on any agreements the United Kingdom makes to retain access to European Union markets either during a transitional period or more permanently. Brexit could lead to legal uncertainty and potentially divergent national laws and regulations as the United Kingdom determines which European Union laws to replace or replicate. Furthermore, uncertainty around these and related issues could lead to adverse effects on the economy of the United Kingdom and the other economies in which we operate. The uncertainty before, during and after the period of negotiation may also create a negative economic impact and increase volatility in global markets. Such volatility and negative economic developments could, in turn, materially adversely affect our business, prospects, financial conditions or results of operations.

A loss of investor confidence in the financial systems of India or other markets and countries or any financial instability in India or any other market may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector, our business and our future financial performance. See also "*—Risks Relating to Our Business—Our international operations increase the complexity of the risks that we face*". We remain subject to the risks posed by the indirect impact of adverse developments in the global economy and the global banking environment, some of which cannot be anticipated and the vast majority of which are not under our control. We also remain subject to counterparty risk to financial institutions that fail or are otherwise unable to meet their obligations to us.

Any downgrade of India's debt rating by an international rating agency could adversely affect our business, our liquidity and the price of the bonds.

We are rated by Moody's and Standard and Poor's. While Standard & Poor's and Moody's currently have stable outlooks on their sovereign ratings for India, they may lower their sovereign ratings for India or the outlook on such ratings, which would also impact our ratings. Rating agencies may also change their methodology for rating banks which may impact us. For instance, in April 2015, Moody's revised its bank rating methodology and the assessment of government support to banks, following which the rating of several banks globally were revised, including Indian banks. The Bank's senior unsecured debt rating was downgraded by one level to Baa3 following the methodology change. Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our business and limit our access to capital markets and adversely impact our liquidity position. Following the significant

increase in non-performing loans in the Indian banking sector, including for us, rating agency Moody's revised the rating of a few public sector banks and the outlook for some public and private sector banks. While Moody's reaffirmed the Bank's senior unsecured debt rating at Baa3, the baseline credit assessment of the Bank was lowered from baa3 to ba1 and the outlook on the Bank's senior unsecured debt was changed from positive to stable in July 2017. Any changes to ratings for India, the Indian banking system or unsolicited ratings of ICICI Bank by rating agencies from whom we have not obtained ratings, may also impact investor perception of the Bank. Lately, rating agencies have started considering environment, social and governance related parameters in their rating assessment which could also have an impact on the rating of the sovereign and Indian banks, including us.

The rating of our foreign branches is impacted by the sovereign rating of the country in which the branch is located, particularly if the rating is below India's rating. Any revision to the sovereign rating of the countries in which we operate to below India's rating could impact the rating of our foreign branch in the jurisdiction and the bonds issued from these branches. See also "*Risks Relating to Our Business—Our inability to effectively manage credit, market and liquidity risk and inaccuracy of our valuation models and accounting estimates may have an adverse effect on our earnings, capitalization, credit ratings and cost of funds*".

A significant increase in the price of crude oil could adversely affect the Indian economy, which could adversely affect our business.

India imports a majority of its requirements of petroleum oil and petroleum products, with crude oil comprising around 27% of total imports in fiscal 2019. The Government of India has deregulated prices and has been reducing the subsidy in respect of certain oil products, resulting in international crude prices having a greater effect on domestic prices of petroleum products. The increase in global crude oil prices in fiscal 2018 and fiscal 2019, led to an increase in India's trade and current account deficits. Elevated oil price levels or volatility in oil prices, as well as the impact of currency depreciation, which makes imports more expensive in local currency, and the pass-through of such increases to Indian consumers or an increase in subsidies (which would increase the fiscal deficit) could have a material adverse impact on the Indian economy and the Indian banking and financial system, including through a rise in inflation and market interest rates, higher trade and fiscal deficits and currency depreciation. A prolonged period of elevated global crude oil prices could also adversely affect our business including our liquidity, the quality of our assets, our financial performance, our stockholders' equity, our ability to implement our strategy and the price of the bonds.

Current account deficits, including trade deficits, and capital flow and exchange rate volatility could adversely affect our business and the price of the bonds.

India's trade relationships with other countries and its trade deficit, may adversely affect Indian economic conditions and the exchange rate for the rupee. The current account deficit as a proportion of India's gross domestic product had improved significantly from a high of 4.7% in fiscal 2013 to 1.3% in fiscal 2015, 1.1% in fiscal 2016 and 0.7% in fiscal 2017, which was driven primarily by the sharp decline in crude oil and commodity prices and a slowdown in non-oil imports. The current account deficit increased in fiscal 2018 to 1.9% of India's gross domestic product and further to 2.2% in fiscal 2019, following the increase in global prices of crude oil and other commodities, combined with the growth in non-oil imports. Rising volatility in capital flows due to changes in monetary policy in the United States or other economies or a reduction in risk appetite or increase in risk aversion among global investors and consequent reduction in global liquidity may impact the Indian economy and financial markets. For instance, during the first half of fiscal 2014, emerging markets including India witnessed significant capital outflows on account of concerns regarding the withdrawal of quantitative easing in the U.S. and other domestic structural factors such as the high current account deficit and lower growth outlook. In fiscal 2019, concerns regarding India's current account deficit increased following the sharp rise in global oil prices and the possibility of a trade war between large economies. There was an outflow of foreign portfolio investments and the exchange rate depreciated, partly offset by, the strong inflow of foreign direct investments during the year along with stable foreign exchange reserves.

Exchange rates are impacted by a number of factors including volatility of international capital markets, interest rates and monetary policy stance in developed economies like the United States, level of inflation and interest rates in India, the balance of payment position and trends in economic activity. From the beginning of fiscal 2013 through fiscal 2016, the rupee depreciated 30.4% against the U.S. dollar. In fiscal 2017, the rupee appreciated by about 2.1% against the U.S. dollar followed by a depreciation of 0.4% in fiscal 2018. In fiscal 2019, the rupee depreciated by 14.2% against the U.S. dollar between April 1, 2018 and October 9, 2018 following an increase in global crude oil prices and concerns regarding the increase in India's current account deficit. The exchange rate subsequently appreciated by 7.0% between October 9, 2018 and March 31, 2019.

If the current account and trade deficits increase, or are no longer manageable because of factors impacting the trade deficit like a significant rise in global crude oil prices or otherwise, the Indian economy, and therefore our business, our financial performance and the price of the bonds could be adversely affected. Any reduction of or increase in the volatility of capital flows may impact the Indian economy and financial markets and increase the complexity and uncertainty in monetary policy decisions in India, leading to volatility in inflation and interest rates in India, which could also adversely impact our business, our financial performance, our stockholders' equity, and the price of the bonds.

Further, any increased intervention in the foreign exchange market or other measures by the Reserve Bank of India to control the volatility of the exchange rate, may result in a decline in India's foreign exchange reserves and reduced liquidity and higher interest rates in the Indian economy. For instance, following the depreciation of the rupee between August 2018 and October 2018, the Reserve Bank of India implemented several measures including, intervention in the foreign exchange market, which resulted in a temporary decline in foreign exchange reserves. Prolonged periods of volatility in exchange rates, reduced liquidity and high interest rates could adversely affect our business, our future financial performance and the price of the bonds. A sharp depreciation in the exchange rate may also impact some corporate borrowers having foreign currency obligations that are not fully hedged. See also "*—Risks Relating to Our Business—We and our customers are exposed to fluctuations in foreign exchange rates*".

Financial difficulty and other problems in the Indian financial system could adversely affect our business and the price of the bonds.

We were declared a systemically important bank in India by the Reserve Bank of India in August 2015, and have continued to be categorized as a systemically important bank in India in subsequent years. We are not treated as a globally systemically important bank, either by the Financial Stability Board or the Reserve Bank of India. As a systemically important Indian bank, we are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is sometimes referred to as systemic risk, may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with which we interact on a daily basis. Any such difficulties or instability of the Indian financial system in general could create an adverse market perception about Indian financial institutions and banks and adversely affect our business. For instance, in fiscal 2019 a large systemically important non-deposit taking non-banking financial company defaulted on its repayments on short-term market instruments leading to adverse market reactions including a sharp drop in share prices of non-banking financial companies, increase in yields on their debt and tightening liquidity conditions leading to refinancing challenges for these companies. Further, in August 2019, a large housing finance company defaulted on its repayments of its borrowings. These instances have resulted in a slowdown in lending by such companies which could lead to financing and refinancing challenges for their customers, who may also be customers of banks, including us. The overall impact of these developments on credit markets is uncertain and there could be an adverse impact on the loan portfolios of banks, including us, if customers are no longer able to access financing or refinancing from these entities or replace such financing or refinancing from other sources, thereby impacting their ability to conduct operations or meet their financial obligations. Our transactions with these financial institutions expose us to credit risk in the event of default by the counterparty, which can be exacerbated during periods of market illiquidity. See

also "*—Risks Relating to Our Business—There is operational risk associated with the financial industry which, when realized, may have an adverse impact on our business*".

As the Indian financial system operates in an emerging market, we face risks of a nature and extent not typically faced in more developed economies, including the risk of deposit runs notwithstanding the existence of a national deposit insurance scheme. For instance, in April 2003, unsubstantiated rumors alleged that we were facing liquidity problems. Although our liquidity position was sound, we witnessed higher than normal deposit withdrawals on account of these unsubstantiated rumors for a few days in April 2003. In 2008, following the bankruptcy of Lehman Brothers and the disclosure of our exposure to Lehman Brothers and other U.S. and European financial institutions, negative rumors circulated about our financial position which resulted in concerns being expressed by depositors and higher than normal transaction levels on a few days. We controlled the situation in these instances, but any failure to control such situations in the future could result in high volumes of deposit withdrawals, which would adversely impact our liquidity position, disrupt our business and, in times of market stress, undermine our financial strength.

We could also face risks from the inability of Indian banks in general to resolve non-performing loans and take timely decisions, particularly in the case of borrowers that may have taken loans from multiple banks. The Reserve Bank of India is addressing credit and concentration risks through measures like limiting the banking system's exposure to large borrowers, enabling a comprehensive assessment of leverage by requiring all exposures to borrowers above a specified threshold to be reported by banks into a common database, and guidelines for identifying stress in borrower accounts at an early stage and implementing a resolution plan for any overdue account within specified timelines. While these steps will reduce potential problems in borrower accounts and improve credit decisions among banks, there can be no assurance that in the event of stress, banks will be able to make timely decisions and agree on a resolution plan within prescribed timelines which could significantly reduce the value of these assets and recovery for banks. See also "*—Risks Relating to Our Business—Our level of non-performing assets is elevated, and if the level of our non-performing assets increases further and the overall quality of our loan portfolio continues to deteriorate, our business will suffer*".

Our risk profile is linked to the Indian economy and the banking and financial markets in India which are still evolving.

Our credit risk may be higher than the credit risk of banks in some developed economies. Our access to information about the credit histories of our borrowers, especially individuals and small businesses, may be limited relative to what is typically available for similar borrowers in developed economies with more established nation-wide credit bureaus. In addition, the credit risk of our borrowers is often higher than borrowers in more developed economies due to the evolving Indian regulatory, political, economic and industrial environment. The directed lending norms of the Reserve Bank of India require us to lend a certain proportion of our loans to "priority sectors", including agriculture and small enterprises, where we are less able to control the portfolio quality and where economic difficulties are likely to affect our borrowers more severely. Any shortfall may be required to be allocated to investments yielding sub-market returns. See also "*—Risks that arise as a result of our presence in a highly regulated sector—We are subject to the directed lending requirements of the Reserve Bank of India, and any shortfall in meeting these requirements may be required to be invested in Government schemes that yield low returns, thereby impacting our profitability. We may also experience a higher level of non-performing assets in our directed lending portfolio, which could adversely impact the quality of our loan portfolio, our business and the price of the bonds*". Several of our corporate borrowers have suffered from low profitability because of increased competition from liberalization, delays in project completion and cash flow generation, movements in commodity prices, high debt burden and high interest rates, legal decisions and other factors. An economic slowdown and a general decline in business activity in India could impose further stress on these borrowers' financial soundness and profitability and thus expose us to increased credit risk. Developments in the Indian economy have led to a rise in non-performing and restructured assets of Indian banks, including us, since fiscal 2014. Such conditions may lead to an increase in the level of our non-performing assets and there could be an adverse impact on our business, our future financial performance, our stockholders' equity and the price of the bonds.

In addition to credit risks, we also face additional risks as compared with banks in developed economies. We pursue our banking, insurance and other activities in India in a developing economy with all of the risks that come with such an economy. Our activities in India are widespread and diverse and involve employees, contractors, counterparties and customers with widely varying levels of education, financial sophistication and wealth. Although we seek to implement policies and procedures to reduce and manage marketplace risks as well as risks within our own organization, some risks remain inherent in doing business in a large, developing country. We cannot eliminate these marketplace and operational risks, which may lead to or exacerbate legal or regulatory actions, negative publicity or other developments that could reduce our profitability. In the aftermath of the financial crisis, regulatory scrutiny of these risks is increasing. See also "*Risks that arise as a result of our presence in a highly regulated sector—The enhanced supervisory and compliance environment in the financial sector increases the risk of regulatory action, whether formal or informal. Following the financial crisis, regulators are increasingly viewing us, as well as other financial institutions, as presenting a higher risk profile than in the past*", "*We are at increased risk for inquiries or investigations by regulatory and enforcement authorities, which may adversely affect our reputation, lead to increased regulatory scrutiny, cause us to incur additional costs or adversely affect our ability to conduct business*" "*The value of our collateral may decrease or we may experience delays in enforcing our collateral when borrowers default on their obligations to us which may result in failure to recover the expected value of collateral security exposing us to a potential loss*" and "*-Entry into new businesses or rapid growth in existing loan portfolios may expose us to increased risks that may adversely affect our business*".

Changes in the regulation and structure of the financial markets in India may adversely impact our business.

The Indian financial markets have in recent years experienced, and continue to experience, changes and developments aimed at reducing the cost and improving the quality of service delivery to users of financial services. We may experience an *adverse* impact on the cash float and fees from our cash management business resulting from the development and increased usage of payment systems, as well as other similar structural changes. Some structural changes in banking transactions in India include free access for a customer of any bank to ATMs of all other banks with restrictions on the amount and number of transactions. Furthermore, the Reserve Bank of India, from time to time, also imposes limits on transaction charges levied by banks on customers, including those on cash and card transactions. Banks were directed to remove foreclosure charges on home loans and floating rate term loans given to individual borrowers. Banks were prohibited from levying penalty on non-operative accounts for non-maintenance of minimum balance. Such developments may adversely impact the profitability of banks, including us, by reducing float balances and fee incomes, and increasing costs. See also "*Risks that arise as a result of our presence in a highly regulated sector—The regulatory environment for financial institutions is facing unprecedented change in the post-financial crisis environment*". Our subsidiaries are also subject to similar risks. Further, the Reserve Bank of India has rationalized the Merchant Discount Rate for debit card transactions, effective from January 1, 2018. The guidelines replaced the earlier slab-rate based Merchant Discount Rate on transaction value to a merchant turnover based Merchant Discount Rate structure, for which merchants have been suitably categorized, and has specified a ceiling on the maximum permissible Merchant Discount Rate. From January 1, 2020, Merchant Discount Rate on transactions through RuPay cards and the Unified Payments Interface platform was waived. The Reserve Bank of India has announced the introduction of an electronic trading platform for buying/selling foreign exchange by retail customers of banks, aimed at enhancing transparency and competition and lowering costs for retail customers. The Government of India in its budget for fiscal 2020 has proposed that business establishments above a certain size should offer low cost digital modes of payment, with no charges being levied on the customers or the merchants. These changes may affect our fee income and have an impact on the inflows and earnings of asset management companies, including our asset management subsidiary. See also "*Risks relating to our Business—While our insurance businesses are an important part of our business, there can be no assurance of their future rates of growth or levels of profitability*".

A significant change in the Indian government's policies could adversely affect our business and the price of the bonds.

Our business and customers are predominantly located in India or are related to and influenced by the Indian economy. The Indian government has traditionally exercised, and continues to exercise, a dominant influence over many aspects of the economy. The Indian Government's policies could adversely affect business and economic conditions in India, our ability to implement our strategy, the operations of our subsidiaries and our future financial performance. Since 1991, successive Indian governments have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector and encouraging the development of the Indian financial sector. While a single party achieved majority in the general elections in fiscal 2015 and fiscal 2020, India has been governed by coalition governments in previous years. The leadership of India and the composition of the government are subject to change, and election results are sometimes not along expected lines. It is difficult to predict the economic policies that will be pursued by governments in the future. In addition, investments by the corporate sector in India may be impacted by government policies and decisions, including with respect to awards of licenses and resources, access to land and natural resources and policies with respect to protection of the environment. Such policies and decisions may result in delays in execution of projects, including those financed by us, and also limit new project investments, and thereby impact economic growth.

The pace of economic liberalization could change, and specific laws and policies affecting banking and finance companies, foreign investment, currency exchange and other matters affecting investment in our securities could change as well. For instance, the Government of India has introduced a uniform Goods and Services Tax system, which has an impact on the way in which we are taxed and may have an impact on the operations and cash flows of our borrowers. There could also be one-time decisions by the Government of India that could impact our business and financial performance. For instance, the government's decision in the second half of fiscal 2017 to withdraw legal tender status of high denomination currency notes led to an increase in costs associated with the transition and the reduction in revenues due to accompanying measures such as the reduction or waiver of transaction charges for ATM and card transactions for the specified period. There was also a surge in low cost deposits resulting in a significant increase in liquidity in the banking system and a reduction in cost of funds. During fiscal 2018, the Reserve Bank of India identified specific accounts and required banks to either commence proceedings under the Insolvency and Bankruptcy Code or finalise resolution plans within specified timelines and also required banks to make higher provisions for these accounts. A new framework for the resolution of stressed assets was also introduced during the year (and subsequently modified in fiscal 2020), withdrawing existing resolution schemes and resulting in classification of majority of loans under these schemes as non-performing in fiscal 2018. Any such changes in regulations or significant change in India's economic policies or any market volatility as a result of uncertainty surrounding India's macroeconomic policies or the future elections of its government could adversely affect business and economic conditions in India generally and our business in particular and the price of the bonds could be adversely affected.

Natural calamities, climate change and health epidemics could adversely affect the Indian economy, or the economy of other countries where we operate, our business and the price of the bonds.

India has experienced natural calamities such as earthquakes, floods and droughts in the past few years. The extent and severity of these natural disasters determine their impact on the Indian economy. In particular, climatic and weather conditions, such as the level and timing of monsoon rainfall, impact the agricultural sector, which constituted approximately 14.4% of India's gross value added in fiscal 2019. Prolonged spells of below or above normal rainfall or other natural calamities, or global or regional climate change, could adversely affect the Indian economy and our business, especially our rural portfolio. Similarly, global or regional climate change in India and other countries where we operate could result in change in weather patterns and frequency of natural calamities like droughts, floods and cyclones, which could affect the economy of India, the countries where we operate and our operations in those countries.

Health epidemics could also disrupt our business. In 2018, there were outbreaks of nipah virus, in certain regions of southeast Asia, including India and several countries in which we operate. Any future outbreak of

health epidemics may restrict the level of business activity in affected areas, which may in turn adversely affect our business and the price of the bonds could be adversely affected.

If regional hostilities, terrorist attacks, or social unrest in India or elsewhere increase, our business and the price of the bonds could be adversely affected.

India has from time to time experienced social and civil unrest and hostilities both internally and with neighbouring countries. In the past, there have been military confrontations between India and Pakistan, and border disputes with neighboring countries. India has also experienced terrorist attacks in some parts of the country, including in Mumbai, where our headquarters are located. India could also be impacted by intensifying trade wars between large economies, like the U.S. increasing trade tariffs on goods imported from China, or possible import restrictions on Indian goods by trading partners that could have an adverse impact on India's trade and capital flows, exchange rate and macroeconomic stability. In addition, geopolitical events in the Middle East, Asia and Eastern Europe or terrorist or military action in other parts of the world may impact prices of key commodities, financial markets and trade and capital flows. These factors and any political or economic instability in India could adversely affect our business, our future financial performance and the price of the bonds.

Uncertainty about the future of LIBOR may adversely affect our business.

On July 27, 2017, the Chief Executive of the United Kingdom Financial Conduct Authority, which regulates the London Interbank Offered Rate or LIBOR, announced that it intends to stop persuading or compelling banks to submit rates for the calculation of LIBOR to the administrator of LIBOR after 2021. In June 2019, the Financial Conduct Authority asked banks and markets to stop using the LIBOR as a basis for pricing contracts. These announcements indicate that the continuation of LIBOR on the current basis cannot and will not be guaranteed after 2021. It is impossible to predict whether and to what extent banks will continue to provide LIBOR submissions to the administrator of LIBOR or whether any additional reforms to LIBOR may be enacted in the United Kingdom or elsewhere. At this time, no consensus exists as to what rate or rates may become accepted alternatives to LIBOR and it is impossible to predict the effect of any such alternatives on the value of LIBOR-based securities and variable rate loans or other financial arrangements, given LIBOR's role in determining market interest rates globally. Uncertainty as to the nature of alternative reference rates and as to potential changes or other reforms to LIBOR may adversely affect LIBOR rates and other interest rates. In the event that a published LIBOR rate is unavailable after 2021, the value of such securities, loans or other financial arrangements may be adversely affected, and, to the extent that we are the issuer of or obligor under any such instruments or arrangements, our cost thereunder may increase. Currently, the manner and impact of this transition and related developments, as well as the effect of these developments on our funding costs, investment and trading securities portfolios and business, is uncertain.

Risks that arise as a result of our presence in a highly regulated sector

If regulatory and legal changes continue to impose increasingly stringent requirements regarding non-performing loans and provisioning for such loans, our business will suffer.

The Reserve Bank of India has substantially expanded its guidance relating to the identification and classification of non-performing assets over the last five years, which has resulted in an increase in our loans classified as non-performing and an increase in provisions. Nevertheless, these provisions may not be adequate to cover further increases in the amount of non-performing loans or further deterioration in our non-performing loan portfolio. In addition, the Reserve Bank of India's annual supervisory process may assess higher provisions than we have made

Effective April 1, 2014, the Reserve Bank of India issued guidelines which included a framework for early identification and resolution of stressed assets. The guidelines introduced an asset classification category of "special mention accounts", which comprised cases that were not yet restructured or classified as non-performing but which exhibited early signs of stress, as determined by various parameters. Banks were required to share data with each other on a category of special mention accounts, form joint lenders' forums

and devise action plans for the joint resolution of these accounts. Any failure to do so within stipulated timeframes could result in accelerated provisioning for such cases and could materially and adversely impact our business and future financial performance. From April 1, 2015 onwards, loans that were restructured (other than due to a delay in project implementation up to specified periods) have to be classified as non-performing assets. Loans to projects under implementation that are restructured due to a delay in implementation of the project (up to a specified period) enjoy forbearance in classification as non-performing assets, subject to the fulfillment of certain conditions stipulated by the Reserve Bank of India. During the three months ended December 31, 2015, against the backdrop of continuing challenges in the corporate sector, the Reserve Bank of India articulated an objective of early and conservative recognition of stress and provisioning and held discussions with and asked a number of Indian banks, including us, to review certain loan accounts and their classification over the six months ended March 31, 2016. As a result of the challenges faced by the corporate sector and the discussions with and review by the Reserve Bank of India, non-performing loans increased significantly for the banking system, including us, during the second half of fiscal 2016. In April 2017, the Reserve Bank of India directed banks to put in place board-approved policies for making provisions for standard assets at rates higher than those prescribed by the Reserve Bank of India, based on industry sectors and an assessment of sectoral risks and trends.

In April 2017, the Reserve Bank of India required banks to disclose the divergence in asset classification and provisioning between what banks report and what the Reserve Bank of India assesses through the Reserve Bank of India's annual supervisory process. The disclosure was required if either the additional provisioning requirement assessed by the Reserve Bank of India exceeds 15.0% of the published net profits after tax for the period, or the additional gross non-performing assets identified by the Reserve Bank of India exceeds 15.0% of the published incremental gross non-performing assets for the reference period, or both. In April 2019, the Reserve Bank of India revised the disclosure requirement for divergence in asset classification and provisioning. The disclosure is required if either the additional provisioning requirement assessed by the Reserve Bank of India exceeds 10.0% of the published profits before provisions and contingencies for the period, or the additional gross non-performing assets identified by the Reserve Bank of India exceeds 15.0% of the published incremental gross non-performing assets for the reference period, or both. For fiscal 2016, as compared to our assessment, the Reserve Bank of India's assessment of gross non-performing assets was Rs. 51.0 billion higher, net non-performing assets were Rs. 40.3 billion higher and provisions for non-performing assets were Rs. 10.7 billion higher. After adjusting for these divergences, our net profit after tax for the year ended March 31, 2016 would have been Rs. 90.3 billion rather than Rs. 97.3 billion. For fiscal 2017, fiscal 2018 and fiscal 2019, the assessment of divergence in asset classification and provisioning, conducted by the Reserve Bank of India in fiscal 2018, fiscal 2019 and fiscal 2020 respectively, was lower than the prescribed thresholds and did not require any additional disclosures. For further information, see also Note 18 to Schedule 18 "Notes Forming part of the Accounts" to the standalone financial statements. There can be no assurance that such disclosures in the future will not impact us, our reputation, our business and future financial performance. There could be a possibility of the Reserve Bank of India or other regulatory bodies also taking enforcement action based on divergences in the assessment of asset classification and provisioning. Our subsidiaries are also regulated by their respective regulatory bodies. Similar to us, there may arise a requirement for additional disclosures from our subsidiaries in the future, which may have an adverse impact on us.

In June 2017, the Reserve Bank of India directed banks to commence proceedings under the Insolvency and Bankruptcy Code, enacted in 2016, in respect of certain corporate borrowers. Under the Insolvency and Bankruptcy Code, a resolution plan for these borrowers would be required to be finalized within specified timeframes, failing which the borrowers would go into liquidation. The Reserve Bank of India also specified higher provisions in respect of loans to these borrowers. In August 2017, the Reserve Bank of India identified additional accounts and directed banks to initiate insolvency resolution process under the provisions of the Insolvency and Bankruptcy Code by December 31, 2017 if a resolution plan where the residual debt was rated investment grade by two external credit rating agencies was not implemented by December 13, 2017. Further, on February 12, 2018, the Reserve Bank of India issued a revised framework for resolution of stressed assets, which required commencement of proceedings under the Insolvency and Bankruptcy Code in respect of borrowers where a resolution satisfying specified criteria could not be achieved within a prescribed

timeframe. Certain borrowers and industry associations representing affected firms filed petitions challenging the Reserve Bank of India's revised framework for resolution of stressed assets dated February 12, 2018 in various High Courts. Subsequently, the Reserve Bank of India petitioned the Supreme Court to transfer all such petitions filed before various High Courts to the Supreme Court. On September 11, 2018, the Supreme Court, while allowing the Reserve Bank of India's transfer petition, passed an order transferring all such petitions pending before various High Courts to itself and requiring the status quo as on that date to be maintained. In April 2019, the Supreme Court declared the Reserve Bank of India circular on revised framework for resolution of stressed assets, dated February 12, 2018 as unconstitutional.

Following this judgement, in June 2019, the Reserve Bank of India issued a revised prudential framework for resolution of stressed assets which allows the lenders to decide on the resolution plan and does not mandate commencement of proceedings under the Insolvency and Bankruptcy Code. Additional provisions are required in the absence of a resolution plan or initiation of insolvency proceedings. Further, the guideline requires banks to identify borrowers in financial difficulty, indications of which may include defaults, projections of cash-flows, status of accounts, etc. This could create challenges for such borrowers, including some facing temporary difficulties, in raising finances for growth and impact their repayment ability.

In August 2017, the Securities and Exchange Board of India issued a circular requiring listed companies to disclose to the stock exchanges, within one working day, any event of default in payment of interest on installment obligations on debt securities including commercial paper, medium term notes, loans from banks and financial institutions, external commercial borrowing and other forms of debt. The circular was to be effective from October 1, 2017, but has been deferred.

We are subject to the directed lending requirements of the Reserve Bank of India, and any shortfall in meeting these requirements may be required to be invested in Government schemes that yield low returns, thereby impacting our profitability. We may also experience a higher level of non-performing assets in our directed lending portfolio, which could adversely impact the quality of our loan portfolio, our business and the price of the bonds.

Under the directed lending norms of the Reserve Bank of India, banks in India are required to lend 40.0% of their adjusted net bank credit to certain eligible sectors, categorized as priority sectors. Of this, banks have sub-targets for lending to key segments or sectors. A proportion of 8.0% of adjusted net bank credit is required to be lent to small and marginal farmers and 7.5% to micro-enterprises. The balance of the priority sector lending requirement can be met by lending to a range of sectors, including small businesses, medium-sized enterprises, renewable energy, social infrastructure and residential mortgages satisfying certain criteria. The Reserve Bank of India has directed banks to maintain direct lending to non-corporate farmers at the banking system's average level for the last three years and has notified a target of 12.0% of adjusted net bank credit for this purpose for fiscal 2019. Loans to identified weaker sections of society must comprise 10.0% of adjusted net bank credit. From fiscal 2017, these requirements are assessed on a quarterly average basis compared to the earlier requirement of meeting as of the last reporting Friday of the fiscal year with reference to the adjusted net bank credit of the previous fiscal year.

These requirements apply to ICICI Bank on a standalone basis. Total average priority sector lending in fiscal 2019 was Rs. 1,891.65 billion constituting 41.5% of adjusted net bank credit against the requirement of 40.0% of adjusted net bank credit. The average lending to the agriculture sector was Rs. 749.77 billion constituting 16.5% of adjusted net bank credit against the requirement of 18.0% of adjusted net bank credit. The average advances to weaker sections were Rs. 403.47 billion constituting 8.9% of adjusted net bank credit against the requirement of 10.0% of adjusted net bank credit. Average lending to small and marginal farmers was Rs. 307.73 billion constituting 6.8% of adjusted net bank credit against the requirement of 8.0% of adjusted net bank credit. The average lending to micro enterprises was Rs. 360.10 billion constituting 7.9% of adjusted net bank credit against the requirement of 7.5% of adjusted net bank credit. The average lending to non-corporate farmers was Rs. 496.10 billion constituting 10.9% of adjusted net bank credit against the requirement of 12.0% of adjusted net bank credit.

The Reserve Bank of India has from time to time issued guidelines on priority sector lending requirements that restrict the ability of banks to meet the directed lending obligations through lending to specialized financial intermediaries, specified criteria to be fulfilled for investments by banks in securitized assets and outright purchases of loans and assignments to be eligible for classification as priority sector lending and regulate the interest rates charged to ultimate borrowers by the originating entities in such transactions. Any revision in the definition or classification of segments eligible for priority sector lending could also impact our ability to meet priority sector lending requirements. In September 2013, the Reserve Bank of India set up a committee on comprehensive financial services for small businesses and low income households which, among other recommendations, proposed a new methodology for computation of priority sector targets based on district-level credit penetration and other criteria. This recommendation has not been implemented thus far.

Any shortfall in meeting the priority sector lending requirements may be required to be invested at any time, at the Reserve Bank of India's request, in Government of India schemes that yield low returns, determined depending on the prevailing bank rate and on the level of shortfall, thereby impacting our profitability. The aggregate amount of funding required by such schemes is drawn from banks that have shortfalls in achievement of their priority sector lending targets, with the amounts drawn from each bank determined by the Reserve Bank of India. At December 31, 2019, our total investments in such schemes on account of past shortfalls in achieving the required level of priority sector lending were Rs. 275.02 billion. These investments count towards overall priority sector target achievement. Investments at March 31 of the preceding year are included in the adjusted net bank credit which forms the base for computation of the priority sector and sub-segment lending requirements. The Reserve Bank of India has also allowed banks to sell and purchase priority sector lending certificates in the event of excess/shortfall in meeting priority sector targets, which may help in reducing the shortfall in priority sector lending. However, this would depend on the availability of such certificates for trading.

Our investments in Government of India schemes are expected to increase in view of the continuing shortfall in agriculture lending sub-targets and weaker section loans.

As a result of priority sector lending requirements, we may experience a higher level of non-performing assets in our directed lending portfolio, particularly due to loans to the agricultural sector and small enterprises, where we are less able to control the portfolio quality and where economic difficulties are likely to affect our borrowers more severely. The Bank's gross non-performing assets in the priority sector loan portfolio were 2.2% each in fiscal 2016, fiscal 2017 and fiscal 2018 and 1.9% in fiscal 2019. In fiscal 2018 and fiscal 2019, some states in India announced schemes for waiver of loans taken by farmers. While the cost of such schemes is borne by the state governments, such schemes or borrower expectations of such schemes have resulted in higher delinquencies in the kisan credit card portfolio for banks, including us. Under the Reserve Bank of India's guidelines, these and other specified categories of agricultural loans are classified as non-performing when they are overdue for more than 360 days, as compared to 90 days for loans in general. Thus, the classification of overdue loans as non-performing occurs at a later stage in respect of such loans than the loan portfolio in general. Any future changes by the Reserve Bank of India to the directed lending norms may result in our continued inability to meet the priority sector lending requirements as well as require us to increase our lending to relatively riskier segments and may result in an increase in non-performing loans.

In addition to the directed lending requirements, the Reserve Bank of India has mandated banks in India to have a financial inclusion plan for expanding banking services to rural and unbanked centers and to customers who currently do not have access to banking services. Further, since August 2014, the Indian government has launched a financial inclusion mission which involves opening a bank account for every household along with credit and insurance facilities. The expansion into these markets involves significant investments and recurring costs. The profitability of these operations depends on our ability to generate business volumes in these centers and from these customers, and the level of non-performing loans in the portfolio of loans to such customers.

We are subject to capital adequacy requirements stipulated by the Reserve Bank of India, including Basel III, as well as general market expectations regarding the level of capital adequacy large Indian private sector banks should maintain, and any inability to maintain adequate capital due to changes in regulations, a lack of access to capital markets, or otherwise may impact our ability to grow and support our businesses.

Banks in India are subject to the Basel III capital adequacy framework as stipulated by the Reserve Bank of India. The Basel III guidelines, among other things, establish common equity Tier 1 as a new tier of capital; impose a minimum common equity Tier 1 risk-based capital ratio of 5.5% and a minimum Tier 1 risk-based capital ratio of 7.0% while retaining the minimum total risk-based capital ratio of 9.0%, and maintain a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets above the minimum requirements to avoid restrictions on capital distributions and discretionary bonus payments. The guidelines also establish eligibility criteria for capital instruments in each tier of regulatory capital, require more stringent adjustments to and deductions from regulatory capital, provide for more limited recognition of minority interests in the regulatory capital of a consolidated banking group, and modify the Reserve Bank of India's Basel II guidelines with respect to credit risk, including counterparty credit risk and credit risk mitigation, and market risk. The Basel III guidelines were to be fully implemented by year-end fiscal 2019. However, the Reserve Bank of India deferred the implementation of the last tranche of 0.625% of capital conservation buffer from March 31, 2019 to March 31, 2020. Accordingly, the minimum capital conservation ratios as applicable from March 31, 2018 are applicable from March 31, 2019 until the capital conservation buffer attains the level of 2.5% on March 31, 2020. In June 2019, the Reserve Bank of India issued guidelines requiring banks to maintain a minimum leverage ratio of 4.0% for domestic systemically important banks and 3.5% for other banks with effect from October 1, 2019. Applying the Basel III guidelines, our capital ratios on a standalone basis at December 31, 2019 were: common equity Tier 1 risk-based capital ratio of 13.62%; Tier 1 risk-based capital ratio of 14.98%; and total risk-based capital ratio of 16.50%.

The capital regulations continue to evolve, both globally and in India. The Reserve Bank of India requires additional capital to be held by banks as a systemic buffer. For instance, in July 2014, the Reserve Bank of India issued guidelines requiring additional common equity Tier 1 capital requirements ranging from 0.2% to 0.8% of risk-weighted assets for domestic banks that are identified as systemically important. The systemic importance of a bank would be determined based on the size, inter-connectedness, substitutability and complexity of the bank, with a larger weightage given to size. We were declared a systemically important bank in India by the Reserve Bank of India in August 2015 and in subsequent years, and were placed in the first bucket, which requires us to maintain additional common equity Tier 1 capital of 0.2% in a phased manner from April 19, 2016. Further, the Reserve Bank of India also released guidelines on implementation of counter cyclical capital buffers which propose higher capital requirements for banks, ranging from 0% to 2.5% of risk weighted assets, during periods of high economic growth. The capital requirement would be determined based on certain triggers such as deviation of long-term average credit-to-GDP ratio and other indicators. While these guidelines are already effective, the Reserve Bank of India has stated that current economic conditions do not warrant activation of the counter cyclical capital buffer. In addition, with the approval of the Reserve Bank of India, banks in India may migrate to advanced approaches for calculating risk-based capital requirements in the medium term. The Reserve Bank of India has indicated that it would increase the risk weight on unrated exposures to corporates and infrastructure financing non-banking finance companies from 100.0% to 150.0% if the aggregate exposure of the banking system exceeds Rs. 2.0 billion. This was expected to be effective from June 30, 2017, but was deferred and is effective from April 1, 2019. In April 2018, the Reserve Bank of India advised banks to create an Investment Fluctuation Reserve from fiscal 2019 with the aim of building adequate reserves to protect against sudden increase in government bond yields. A minimum amount equal to either the net profit on sale of investments during the year or net profit for the year excluding mandatory appropriations, whichever is lower, would have to be transferred to the Investment Fluctuation Reserve and would cover at least 2.0% of the held-for-trading and available-for-sale portfolio of the bank, on a continuing basis. This reserve would be eligible for inclusion in tier 2 capital. In fiscal 2019, we transferred Rs. 12.69 billion from Tier 1 capital to the investment fluctuation reserve, which is reckoned under tier 2 capital.

In December 2018, the Reserve Bank of India proposed a minimum level of loan component on fund-based working capital limits for large borrowers with the remaining to be drawn in the form of cash credit,

and a mandatory credit conversion factor of 20.0% for the undrawn portion of cash credit/overdraft limits. Such regulatory changes and evolving regulations may impact the amount of capital that we are required to hold. Our ability to grow our business and execute our strategy is dependent on our level of capitalization and we typically raise resources from the capital markets to meet our capital requirements. Further, there are uncertainties on the likely impact of the guideline on the working capital management of the corporate borrower, and there could be temporary cash-flow mismatches for the borrowers, resulting in delayed repayments to banks including us.

In December 2013, the Reserve Bank of India issued guidelines on stress testing according to which banks have to carry out stress tests for credit risk and market risk to assess their ability to withstand shocks. Banks are classified into three categories based on size of risk-weighted assets and banks with risk-weighted assets of more than Rs. 2,000.0 billion are required to carry out stress testing. The Reserve Bank of India has also issued a leverage ratio framework which is effective from April 1, 2015 and is measured as the ratio of a bank's Tier 1 capital and total exposure.

Debt and equity investors, rating agencies, equity and fixed income analysts, regulators and others would likely expect us to maintain capital adequacy ratios well above the regulatory stipulations, reflecting our position as a large private sector bank.

Any reduction in our regulatory capital ratios, increase in capital requirements applicable to us on account of regulatory changes or otherwise, or inability to access capital markets may limit our ability to grow our business or adversely impact our profitability and our future performance and strategy.

We are subject to liquidity requirements of the Reserve Bank of India, and any inability to maintain adequate liquidity due to changes in regulations, a lack of access to capital markets, or otherwise may impact our ability to grow and support our businesses.

In June 2014, the Reserve Bank of India released guidelines on liquidity coverage ratio requirements under the Basel III liquidity framework. These guidelines require banks to maintain and report the Basel III liquidity coverage ratio, which is a ratio of the stock of high quality liquid assets and total net cash outflows over the next 30 calendar days. The Reserve Bank of India has also defined categories of assets qualifying as high quality liquid assets and mandated a minimum liquidity coverage ratio of 60.0% from January 1, 2015, which has been increased in a phased manner to a minimum of 100.0% from January 1, 2019. Further, the Reserve Bank of India has issued final guidelines on the net stable funding ratio for banks and would require banks to maintain sufficient funds that are considered as reliable to cover the liquidity requirements and asset maturities coming up over the next one year on an ongoing basis. The guidelines on net stable funding ratio are applicable from April 1, 2020. These requirements together with the existing liquidity and cash reserve requirements may result in Indian banks, including us, holding higher amounts of liquidity, thereby impacting profitability. Any sudden increase in the demand for liquidity by banks to meet these regulatory liquidity requirements could have an adverse impact on the financial markets, and result in a sharp increase in short-term borrowing costs and a sudden increase in the cost of funding for banks, including us.

Any reduction in our liquidity coverage or net stable funding ratios, increase in liquidity requirements applicable to us on account of regulatory changes or otherwise, changes in the composition of liquidity and any inability to access capital markets may limit our ability to grow our business or adversely impact our profitability and our future performance and strategy.

In addition, as we and other banks manage these various liquidity requirements, there could be a sudden increase in demand for liquidity in the banking system which could have an adverse impact in the financial markets, and result in an increase in our short term borrowing costs and a sudden increase in the bank's cost of funds. Further, any tightening of liquidity and volatility in international markets may limit our access to international bond markets and result in an increase in our cost of funding for our international business. Continued volatility in international markets could constrain and increase the cost of our international market borrowings and our ability to replace maturing borrowings and fund new assets. Our overseas banking subsidiaries are also exposed to similar risks.

The opportunities for growth in our international operations and our ability to repatriate capital from these operations may be limited by the local regulatory environments.

Our banking subsidiaries in the United Kingdom and Canada have in the past focused primarily on leveraging their deposit franchises in these markets to extend financing to Indian companies for their operations in India and globally, including the financing of overseas acquisitions by Indian companies through structured transactions. In view of regulatory limitations on cross-border financing of this nature, these subsidiaries have experienced a reduction in their business, impacting their profitability and resulting in a sharp reduction in the return on the capital invested in these businesses. While both these subsidiaries are focused on growing their business within the current regulatory framework, the opportunities to do so may be limited. Further, while both these subsidiaries are focused on optimizing their capital base and have repatriated capital and made dividend payments to ICICI Bank in the past, such initiatives are subject to regulatory approvals. There can be no assurance regarding the timing or grant of such approvals in the future. We are repositioning our international business strategy to sharpen our focus on the non-resident Indian community and on India-linked trade. There can be no assurance of our successful execution of this strategy. Our overseas branches are also subject to respective local regulatory requirements, including any requirements related to liquidity, capital and asset classification and provisioning.

Our asset management, private equity, insurance and securities subsidiaries have retail and corporate customers and are subject to extensive regulation and supervision which can lead to increased costs or additional restrictions on their activities that adversely impact the Bank.

Our asset management subsidiary, ICICI Prudential Asset Management Company, is subject to supervision and regulation by the Securities and Exchange Board of India. For instance, in fiscal 2019, our asset management subsidiary, based on communication from the regulator, paid compensation with interest to certain schemes of ICICI Prudential Mutual Fund in connection with shares allotted to these schemes in the initial public offering of ICICI Securities Limited in March 2018, and also compensated the investors in these schemes who had redeemed their units since the March 2018 allotment. In the same matter, an adjudication proceeding was initiated by the Securities and Exchange Board of India, which was disposed of pursuant to an application for settlement of proceedings and payment of settlement charges by our asset management subsidiary.

Further, certain investors of a real estate investment fund, registered in Mauritius, which is an investor in a real estate fund in India managed by ICICI Venture Funds Management Company Limited, our private equity subsidiary, have initiated legal proceedings in Mauritius alleging mis-selling and mismanagement. In the same matter, ICICI Venture Funds Management Company received a notice from the Securities and Exchange Board of India, and the matter has been settled.

Our insurance subsidiaries are also subject to extensive regulation and supervision by India's insurance regulators. The subsidiaries also have a large number of retail and corporate clients, from whom claims may arise which could be determined in courts or also by regulators and result in determination against our insurance subsidiaries or us or our or our insurance subsidiaries' management and employees. The Insurance Regulatory and Development Authority of India has the authority to modify and interpret regulations regarding the insurance industry, including regulations governing products, selling commissions, solvency margins and reserving, which can lead to additional costs or restrictions on our insurance subsidiaries' activities.

Further, our insurance and securities broking subsidiaries are now publicly listed companies on the Indian stock exchanges, which has resulted in enhanced compliance requirements and regulatory oversight. There can be no assurance that increased regulatory scrutiny of our insurance and securities subsidiaries and stringent requirements, including additional disclosures, will not have a material adverse impact on the Bank. There could be instances where the regulator may find that we are not in compliance with applicable laws and regulations pertaining to listed companies or their relationship with the parent or other group companies, or with the regulators' interpretations of laws and regulations, and may take formal or informal actions against us and our subsidiaries.

The enhanced supervisory and compliance environment in the financial sector increases the risk of regulatory action, whether formal or informal. Following the financial crisis, regulators are increasingly viewing us, as well as other financial institutions, as presenting a higher risk profile than in the past.

We are subject to a wide variety of banking, insurance and financial services laws, regulations and regulatory policies and a large number of regulatory and enforcement authorities in each of the jurisdictions in which we operate. Since the global financial crisis, regulators in India and in the other jurisdictions in which we operate have intensified their review, supervision and scrutiny of many financial institutions, including us. Since the financial crisis, regulators are increasingly viewing us, as well as other financial institutions, as presenting a higher risk profile than in the past, in a range of areas. This increased review and scrutiny or any changes in the existing regulatory supervision framework, increases the possibility that we will face adverse legal or regulatory actions. In the face of difficulties in the Indian banking sector, the Reserve Bank of India has been increasing the intensity of its scrutiny of Indian banks and has been imposing fines and penalties on Indian banks that are larger than the historic norms. The Reserve Bank of India and other regulators regularly review our operations, and there can be no guarantee that all regulators will agree with our internal assessments of asset quality, provisions, risk management, capital adequacy and management functioning, other measures of the safety and soundness of our operations or compliance with applicable laws, regulations, accounting and taxation norms, listing norms or regulatory policies. See also “—Risks that arise as a result of our presence in a highly regulated sector—If regulatory and legal changes continue to impose increasingly stringent requirements regarding non-performing loans and provisioning for such loans, our business will suffer”. Regulators, including among others the Reserve Bank of India and the Securities and Exchange Board of India (SEBI), may find that we are not in compliance with applicable laws, regulations, accounting and taxation norms, listing norms or regulatory policies, or with the regulators’ revised interpretations of such laws, regulations or regulatory policies, and may take formal or informal actions against us. Such formal or informal actions might force us to make additional provisions for our non-performing assets or otherwise, divest our assets, adopt new compliance programs or policies, remove personnel including senior executives, reduce dividend or executive compensation, provide remediation or refunds to customers or undertake other changes to our business operations. Any of these changes, if required, could reduce our profitability by restricting our operations, imposing new costs or harming our reputation. Recently, pursuant to judicial orders, the Reserve Bank of India has provided copies of its supervisory inspection reports for certain banks, including us, for earlier years to an external party. The consequences of these reports being available in the public domain are uncertain. See also “—Risks that arise as a result of our presence in a highly regulated sector—The regulatory environment for financial institutions is facing unprecedented change in the post-financial crisis environment”.

If we fail to manage our legal and regulatory risk in the many jurisdictions in which we operate, our business could suffer, our reputation could be harmed and we would be subject to additional legal and regulatory risks. This could, in turn, increase the size and number of claims and damages asserted against us and/or subject us to regulatory investigations, enforcement actions or other proceedings, or lead to increased supervisory concerns. We may also be required to spend additional time and resources on remedial measures and conducting enquiries, beyond those already initiated and ongoing, which could have an adverse effect on our business.

Despite our best efforts to comply with all applicable regulations, there are a number of risks that cannot be completely controlled. Our international expansion has led to increased legal and regulatory risks. Regulators in every jurisdiction in which we operate or have listed our securities have the power to restrict our operations, stipulate higher capital and liquidity requirements or bring administrative or judicial proceedings against us (or our employees, representatives, agents and third-party service providers), which could result, among other things, in suspension or revocation of one or more of our licenses, cease and desist orders, fines, civil penalties, criminal penalties or other disciplinary action which could materially harm our reputation, results of operations and financial condition.

The regulatory environment for financial institutions is facing unprecedented change in the post-financial crisis environment.

The global financial crisis has led to significant and unprecedented changes in the laws, regulations and regulatory policies of India and the other jurisdictions in which we operate. Changes in laws, regulations or regulatory policies, including changes in the interpretation or application of such laws, regulations and regulatory policies, may adversely affect the products and services we offer, the value of our assets or the collateral available for our loans or our business in general. Recent regulatory changes as well as changes currently under discussion, such as changes with respect to Basel III risk-based and leverage capital requirements, Basel III liquidity requirements; restrictions on cross-border capital flows; enhanced emphasis on local lending obligations in overseas jurisdictions; changes in directed lending regulations in India; using national benchmark indices for pricing bank products; fixing the proportion of loans in working capital limits approved to corporates, changes with regard to concentration of large exposures in banks and collateral management; changes in the resolution of stressed assets; continuous licensing of universal banks; and discussions on management compensation, board governance, consumer protection and risk management, among other areas, are expected to have an impact on our business and our future strategy. These changes could require us to reduce or increase our business in specific segments, increase competition, impact our overall growth and impact our return on capital.

Changes in laws, regulations and regulatory policies, or the interpretation or application thereof, have and we expect will continue to lead to enhanced regulatory oversight and scrutiny and increased compliance costs. In the aftermath of the financial crisis, regulators are increasingly viewing us, as well as other financial institutions, as presenting a higher risk profile than in the past. This increased scrutiny increases the possibility that we will face adverse legal or regulatory actions. The Reserve Bank of India and other regulators regularly review our operations, and there can be no guarantee that any regulator will agree with our internal assessments of asset quality, provisions, risk management, capital adequacy, management functioning or other measures of the safety and soundness of our operations. See also "*Risks that arise as a result of our presence in a highly regulated sector—If regulatory and legal changes continue to impose increasingly stringent requirements regarding non-performing loans and provisioning for such loans, our business will suffer*". In addition, regulators may find that we are not in compliance with applicable laws, regulations or regulatory policies, or with the regulators' revised interpretations of such laws, regulations or regulatory policies, and may take formal or informal actions against us. Our ability to predict future legal or regulatory changes is limited and we may face enhanced legal or regulatory burdens without advance notice. For instance, the Reserve Bank of India, in its guidelines for private sector banking licenses issued in February 2013, has mandated that banks established pursuant to the issuance of such licenses be set up under a financial holding company structure. In the future, such requirements may be extended to existing banks in India, including us. Also, the Reserve Bank of India has released a discussion paper on a new banking structure in India. Any such regulatory or structural changes may result in increased expenses, operational restrictions, increased competition or revisions to our business operations, which may reduce our profitability or force us to forego potentially profitable business opportunities. In April 2017, the Reserve Bank of India revised its Prompt Corrective Action framework for banks and included indicators to be tracked, like capital adequacy, asset quality, profitability and leverage, with specified risk thresholds that would result in invocation of prompt corrective action. The revised framework stipulates actions like restriction on dividend distribution/remittance of profits, restriction on branch expansion; domestic and/or overseas, higher provisions as part of the coverage regime, and restriction on management compensation and directors' fees. At year-end fiscal 2019, the Bank's financial indicators did not breach the risk thresholds prescribed by the Reserve Bank of India. There can be no assurance that we will always remain within the thresholds prescribed by the Reserve Bank of India in the future. See also "*Risks that arise as a result of our presence in a highly regulated sector—The enhanced supervisory and compliance environment in the financial sector increases the risk of regulatory action, whether formal or informal. Following the financial crisis, regulators are increasingly viewing us, as well as other financial institutions, as presenting a higher risk profile than in the past*".

Risks Relating to Our Business

Our level of non-performing assets is elevated, and if the level of our non-performing assets increases further and the overall quality of our loan portfolio continues to deteriorate, our business will suffer.

As a result of widespread economic challenges faced by the Indian economy in general and the corporate sector in particular, as well as changes to Reserve Bank of India policies and guidelines related to non-performing and restructured loans and other changes to the law affecting non-performing and restructured loans, the non-performing loans and provisions of a number of Indian banks, including us, increased significantly in fiscal 2016, fiscal 2017 and fiscal 2018. In fiscal 2019, the level of non-performing assets declined for the banking system, including us, following a reduction in additions to non-performing loans during the year. During fiscal 2019, challenges emerged for non-banking financial companies and housing finance companies following a default by a large non-banking financial company involved primarily in the infrastructure sector and a housing finance company. This resulted in tightening liquidity conditions and increase in yields on the debt of non-banking financial companies and housing finance companies, leading to funding and growth challenges for these companies. This has resulted in a slowdown in lending by these companies which could lead to financing and refinancing challenges for their customers, who may also be customers of banks, including us. The overall impact of these developments on credit markets is uncertain and there could be an adverse impact on the loan portfolios of banks, including ours, if customers of the affected non-bank financial companies and housing finance companies are no longer able to access financing or refinancing from these entities or replace such financing or refinancing from other sources, thereby impacting their ability to conduct operations or meet their financial obligations. Recently, challenges have also emerged in few sectors like telecom and automobiles. There has been a slowdown in demand for credit from the banking system, and while the impact of these developments remains uncertain it could lead to an increase in the non-performing loans of banks, including us.

In recent years, banks, including us, have focused on growing their retail (including lending to self-employed borrowers) and small business lending portfolio. While we expect the retail and small business segment to remain a key driver of growth, a slowdown in economic growth, investment, consumption or employment or any increase in unemployment could have an adverse impact on the quality of our retail loan portfolio. Our portfolio includes purchases of retail asset pools of home finance companies and non-banking finance companies that may expose us to additional risks, including the failure of the underlying borrowers to perform as anticipated, risks arising out of weakness in the financial position or operations of the originators, who are generally responsible for collections and servicing, and additional mark-to-market provisions where the purchases are structured as securitized instruments classified as investments. In addition, challenges have emerged in recent years in certain sectors and borrower groups, such as telecom and real estate developers, and for borrower groups that had borrowed against their shareholding in listed group companies and faced refinancing challenges. The inability of real estate developers to complete and deliver residential properties for which we have provided loans to customers, may impact the repayment behaviour of the customers and result in higher delinquencies and non-performing loans. See also *“—Risks Relating to India and Other Economic and Market Risks—A prolonged slowdown in economic growth or rise in interest rates in India could cause our business to suffer”* and *“—Risks Relating to India and Other Economic and Market Risks—A significant change in the Indian government’s policies could adversely affect our business and the price of the bonds”*.

The corporate credit market in India is still evolving. The Reserve Bank of India has in recent years announced several measures to improve transparency and accountability. The Reserve Bank of India is addressing credit and concentration risks through measures like limiting the banking system’s exposure to large borrowers, enabling a comprehensive assessment of borrowing levels and payment performance by requiring all exposures to borrowers above a specified threshold to be reported by banks into a common database, and providing guidelines for identifying stress in borrower accounts at an early stage and implementing a resolution plan for overdue accounts within specified timelines, or initiating insolvency proceedings in respect of such borrowers. Additional provisions are required in the absence of a resolution plan or initiation of insolvency proceedings. Further, large corporations with exposure above certain

thresholds to the banking system are required to raise a certain proportion of incremental borrowings from the capital market. These steps are changing the dynamics of banking in the country and are aimed at strengthening the credit markets in the long run by improving transparency and making the credit markets more efficient. However, in the interim, as corporates and banks are adjusting to the new borrowing and lending environment, challenges could emerge and lead to potential financing difficulties for overdue borrowers and accelerated provisioning for lenders.

Any adverse economic, regulatory and legal developments could cause the level of our non-performing assets to increase further and adversely impact the quality of our loan portfolio. If the level of our non-performing assets increases further and the overall quality of our loan portfolio deteriorates, our provisioning costs could increase, our net interest income and net interest margin could be negatively impacted due to non-accrual of income on non-performing loans, our credit ratings and liquidity may be adversely impacted, we may become subject to enhanced regulatory oversight and scrutiny, and our reputation, our business, our future financial performance and the price of the bonds could be adversely impacted. While we expect our levels of non-performing loans and provisions to decrease going forward, any adverse economic, regulatory and legal developments could cause further increases in the level of our non-performing assets or restrict the anticipated reduction in the level of non-performing loans and provisions and have a material adverse impact on the quality of our loan portfolio.

See also “—Risks that arise as a result of our presence in a highly regulated sector—If regulatory and legal changes continue to impose increasingly stringent requirements regarding non-performing loans and provisioning for such loans, our business will suffer”, “—Our loan portfolio includes long-term project finance loans, which are particularly vulnerable to completion and other risks” and “—We have a high concentration of loans to certain customers, borrower groups and sectors and if a substantial portion of these loans become non-performing, the overall quality of our loan portfolio, our business and the price of the bonds could be adversely affected”.

Our loan portfolio includes long-term project finance loans, which are particularly vulnerable to completion and other risks.

The quality of our project finance portfolio could be adversely impacted by several factors. The viability of these projects depends upon a number of factors, including market demand, government policies, the processes for awarding government licenses and access to natural resources and their subsequent judicial or other review, the financial condition of the government or other entities that are the primary customers for the output of such projects and the overall economic environment in India and the international markets. These projects are particularly vulnerable to a variety of risks, including risks of delays in regulatory approvals, environmental and social issues, completion risk and counterparty risk, which could adversely impact their ability to generate revenues. In the past, we have experienced a high level of default and restructuring in our industrial and manufacturing project finance loan portfolio as a result of the downturn in certain global commodity markets and increased competition in India.

Our loans to the power sector were 6.3% of our total loans at March 31, 2017, 5.1% at March 31, 2018, 3.3% at March 31, 2019 and 2.7% at December 31, 2019. Power projects face a variety of risks, including access to fuel such as coal and gas, volatility in pricing of power and off-take of the power produced. Coal based power projects in India have experienced delays primarily due to environmental concerns around coal mining and the de-allocation of coal blocks allocated to companies. In addition, power projects inherently have high leverage levels and volatility in capital markets and concerns about the implementation of these projects and their future cash flows may constrain the availability of equity funding for such projects. Any reduction in the output of operational power plants or the projected output of newly commissioned or under-implementation power projects due to lower availability of fuel, higher fuel costs that cannot be passed through to purchasers and inability of state-owned power distribution utilities to purchase or pay for power due to their financial condition, or a decline in the price of power, may have an adverse impact on the financial condition of power producers and their ability to service their debt obligations, including to us. We cannot be sure that these projects will begin operations as scheduled or perform as anticipated. A change in the ownership and management of these projects could further delay the commencement of operations. We may

see an increase in our non-performing assets or restructured assets in case of delays from the scheduled commercial date of operations of such projects, which are longer than that permitted by the Reserve Bank of India guidelines.

Our loan portfolio also includes project finance, corporate finance, and working capital loans to commodity-based sectors such as iron and steel and mining, which are subject to similar and additional risks, as well as global commodity price cycles. For instance, during fiscal 2016, due to a slowdown in global demand for steel, there was a sharp decline in global steel prices, which in turn impacted Indian steel companies. Capacity utilization of steel companies declined and profitability came under pressure. The Government of India announced certain policy measures, including a minimum price for procuring steel from overseas markets, which have benefited the Indian steel sector. However, we cannot be certain that such or any other measures will continue to be introduced by the government in the future. A slowdown in the Indian and global economy may exacerbate the risks for the projects that we have financed. Future project finance losses or high levels of loan restructuring could have a materially adverse effect on our profitability and the quality of our loan portfolio and the price of the bonds.

We have a high concentration of loans to certain customers, borrower groups and sectors and if a substantial portion of these loans become non-performing, the overall quality of our loan portfolio, our business and the price of the bonds could be adversely affected.

Our loan portfolio and non-performing asset portfolio have a high concentration in certain types of customers. ICICI Bank's policy is to limit its exposure to any particular industry, other than retail loans, to 15.0% of its total exposure. Our loans and advances to the retail finance segment constituted 52.0% of our gross loans and advances at December 31, 2019. Our loans and advances to the services-finance sector were 7.1%, to the infrastructure sector (excluding power) were 4.3%, to the power sector were 2.8%, to the non-finance services sector were 2.2%, and to the iron and steel sector were 2.4% of our gross loans and advances at December 31, 2019.

There are uncertainties in respect of certain sectors due to global and domestic economic conditions and high corporate leverage. The Bank's fund-based and non-fund based outstanding (excluding banks and fund-based outstanding to non-performing assets) to companies in the corporate and SME sectors internally rated below investment grade were Rs. 174.03 billion at December 31, 2019.

Pursuant to the guidelines of the Reserve Bank of India, the Bank's credit exposure to an individual borrower must not exceed 15.0% of its capital funds, unless the exposure is with regards to an infrastructure project. Capital funds refer to Tier 1 and Tier 2 capital after regulatory adjustments as per the Reserve Bank of India guideline 'Master Circular - Basel III Capital Regulations'. ICICI Bank's exposure to a group of companies under the same management control generally must not exceed 40.0% of its capital funds unless the exposure is towards an infrastructure project, as per the Reserve Bank of India guidelines. Banks may, in exceptional circumstances, with the approval of their boards, enhance the exposure by 5.0% of capital funds (i.e., aggregate exposure can be 20.0% of capital funds for an individual borrower and aggregate exposure can be 5.0% of capital funds for a group of companies under the same management).

In December 2016, the Reserve Bank of India released a framework for large exposures with limits on exposure of banks to single counterparty and a group of connected counterparties. As per this framework, the sum of all the exposure values of a bank to a single counterparty must not be higher than 20% of the bank's available eligible capital base at all times and the sum of all the exposure values of a bank to a group of connected counterparties must not be higher than 25% of the bank's available eligible capital base at all times. This framework has been fully implemented since April 1, 2019.

In August 2016, the Reserve Bank of India issued guidelines proposing that large borrowers should reduce reliance on banks for their additional funding and access market borrowings and other funding sources. The exposure of the banking system to large borrowers would attract higher risk weights and provisioning. Borrowers to be considered for this purpose would be those having an aggregate fund-based credit limit of

Rs. 250.0 billion at any time during fiscal 2018 and gradually reduced to Rs. 150.0 billion in fiscal 2019 and to Rs. 100.0 billion from fiscal 2020 onwards.

Loans from banks in excess of 50.0% of the incremental funds raised by these borrowers attracts higher risk weights and provisioning since April 1, 2018. Further, in November 2018, the Securities and Exchange Board of India released a framework that requires a company rated AA and above and with an outstanding long term borrowing of Rs. 1.00 billion and above at March 31 in any given year, to necessarily raise 25% of its incremental borrowings for the following year through the bond market. This is effective from April 1, 2019.

These guidelines, and our focus on controlling and reducing concentration risk, may restrict our ability to grow our business with some customers, thereby impacting our earnings. The Bank has significantly strengthened its enterprise risk management and risk appetite framework since fiscal 2016 for managing concentration risk, including limits/thresholds with respect to single borrower and group exposure. There can be no assurance that our strategy of reducing concentration risk will be successful and that we will be able to successfully grow our operating profits while controlling non-performing loans and provisions through this approach.

Our exposure to the securities of asset reconstruction companies could generally affect our business, financial condition and results of operations.

We also have investments in security receipts arising from the sale of non-performing assets by us to reconstruction companies registered with the Reserve Bank of India. At December 31, 2019, the Bank had an outstanding net investment of Rs. 20.87 billion in security receipts issued by asset reconstruction companies. In September 2016, the Reserve Bank of India issued a framework for sale of stressed assets. As per this framework, with effect from April 1, 2017, provisions held for investment in security receipts is subject to a floor rate applicable to the underlying loans (the provisions the bank would have had to make if the loans had continued to be held in its books), if more than 50% of the security receipts are held by the bank that sold the loans. The threshold of 50% was reduced to 10% from April 1, 2018 as per the framework. Further, the framework requires banks to maintain an internal list of stressed assets identified for sale and review assets classified as 'doubtful' above a threshold amount on a periodic basis with a view to consider a sale or other disposition. There can be no assurance that reconstruction companies will be able to recover these assets and redeem our investments in security receipts and that there will be no reduction in the value of these investments. Any such inability to recover assets or redeem our investments without a diminution in value could generally affect our business, financial condition and results of operations.

The value of our collateral may decrease or we may experience delays in enforcing our collateral when borrowers default on their obligations to us which may result in failure to recover the expected value of collateral security exposing us to a potential loss.

A substantial portion of our loans to corporate and retail customers is secured by collateral. Changes in asset prices may cause the value of our collateral to decline, and we may not be able to realize the full value of our collateral as a result of delays in bankruptcy and foreclosure proceedings, delays in the creation of security interests, defects or deficiencies in the perfection of collateral (including due to inability to obtain approvals that may be required from various persons, agencies or authorities), fraudulent transfers by borrowers and other factors, including depreciation in the value of the collateral and illiquid market for disposal of and volatility in the market prices for the collateral, current legislative provisions or changes thereto and past or future judicial pronouncements.

In India, foreclosure on collateral consisting of property can be undertaken directly by lenders by fulfilling certain procedures and requirements (unless challenged in courts of law) or otherwise by a written petition to an Indian court or tribunal. An application, when made (or a legal challenge to the foreclosure undertaken directly), may be subject to delays or administrative requirements that may result in, or be accompanied by, a decrease in the value of collateral. These delays can last for several years and might lead to deterioration in the physical condition or market value of the collateral. In the event a corporate borrower is in financial difficulty and unable to sustain itself, it may opt for the process of voluntary winding up. If a company becomes

a “sick unit” (as defined under Indian law, which provides for a unit to be so categorized based on the extent of its accumulated losses relative to its stockholders’ equity), foreclosure and enforceability of collateral is stayed. In some cases, we may repossess collateral in lieu of principal and interest dues but may experience delays in liquidating the collateral.

The Insolvency and Bankruptcy Code enacted in 2016 provides for a time-bound mechanism to resolve stressed assets. Further, the new prudential framework for resolution of stressed assets, initially introduced in February 2018 and subsequently amended in June 2019 by the Reserve Bank of India, requires banks to implement a plan to resolve any overdue account within timelines as approved by the board and may include legal proceedings for insolvency or recovery. The process of resolution of accounts referred under the Insolvency and Bankruptcy Code is still evolving, with periodic amendments being incorporated in the framework through both legislation and judicial decisions. A few large accounts were resolved under the Code during fiscal 2019 and during the nine months ended December 31, 2019. However, uncertainties continue and there are delays in the resolution of accounts referred under the Code.

Should the resolution of accounts not be achieved and the borrowers go into liquidation, the market value of the collateral may come down thus impacting the recovery of dues by lenders. There can be no assurance of the level of recovery even in cases where a resolution is achieved. In a recent judgment, the National Company Law Appellate Tribunal has treated secured and unsecured financial creditors to a borrower referred under the Code similarly with respect to the level of recovery, and has also held that there should be equal distribution of resolution proceeds between operational and financial creditors under a resolution plan. The government has, subsequently, proposed to amend the Code and among other measures also empower the Committee of Creditors, which comprises of all financial creditors, to decide on the manner of distribution of resolution proceeds.

In addition, for collateral we hold in jurisdictions outside India, the applicable laws and regulations in such jurisdictions may impact our ability to foreclose on collateral and realize its value. Failure to recover the expected value of collateral could expose us to potential losses, which could adversely affect our future financial performance, our stockholders’ equity and the price of the bonds.

Our banking and trading activities are particularly vulnerable to interest rate risk and volatility in interest rates could adversely affect our net interest margin, the value of our fixed income portfolio, our income from treasury operations, the quality of our loan portfolio and our financial performance.

Interest rates in India are impacted by a range of factors including inflation, fiscal deficit and government borrowing, monetary policy and market liquidity. For instance, in July 2013, with a view to manage the volatility in the exchange rate, the Reserve Bank of India introduced measures to reduce liquidity in the Indian banking system and increase the cost of borrowing from the Reserve Bank of India.

As a result of certain reserve requirements of the Reserve Bank of India, we are more structurally exposed to interest rate risk than banks in many other countries. These requirements result in our maintaining a large portfolio of fixed income Government of India securities, and we could be materially adversely impacted by a rise in interest rates, especially if the rise were sudden or sharp. Realized and marked-to-market gains or losses on investments in fixed income securities, including Government of India securities, are an important element of our profitability and are impacted by movements in market yields. A rise in yields on government securities reduces our profits from this activity and the value of our fixed income portfolio. In fiscal 2019, yields on government securities increased sharply due to tight liquidity conditions between September and December 2018. This resulted in significant losses in the treasury book for most Indian banks, including for us, during the quarter ended December 31, 2018. In April 2018, the Reserve Bank of India advised banks to create an Investment Fluctuation Reserve, equivalent to at least 2.0% of the held-for-trading and available-for-sale portfolio, on a continuing basis, from fiscal 2019. The requirement to maintain a large portfolio of government securities also has a negative impact on our net interest income and net interest margin because we earn interest on a portion of our assets at rates that are generally less favourable than those typically received on our other interest-earning assets. As required by the Reserve Bank of India guidelines, we

transferred Rs. 12.69 billion from tier 1 capital to the investment fluctuation reserve in fiscal 2019, which is reckoned under tier 2 capital.

We are also exposed to interest rate risk through our treasury operations as well as the operations of certain of our subsidiaries, including ICICI Lombard General Insurance Company, which has a portfolio of fixed income securities, and ICICI Securities Primary Dealership, which is a primary dealer in Government of India securities. In our asset management business, we manage money market mutual funds whose performance is impacted by a rise in interest rates, which adversely impacts our revenues and profits from this business. See also "*—Risks Relating to India and Other Economic and Market Risks—A prolonged slowdown in economic growth or rise in interest rates in India could cause our business to suffer*" and "*—Risks Relating to India and Other Economic and Market Risks—Current account deficits, including trade deficits, and capital flow and exchange rate volatility could adversely affect our business and the price of the bonds*".

If the yield on our interest-earning assets does not increase at the same time or to the same extent as our cost of funds, or if our cost of funds does not decline at the same time or to the same extent as the decrease in yield on our interest-earning assets, our net interest income and net interest margin would be adversely impacted. Any systemic decline in low cost funding available to banks in the form of current and savings account deposits would adversely impact our net interest margin. A slower growth in low cost deposits compared to total deposits would result in an increase in the cost of funds and could adversely impact our net interest margin if we are not able to pass on the increase to borrowers. The Reserve Bank of India has deregulated the interest rate on savings deposits, following which some banks in India are offering higher interest rates on their savings deposit accounts. If other banks with whom we compete similarly raise their savings account deposit rates, we may also have to do so to remain competitive and this would adversely impact our cost of funds. During fiscal 2019, the growth in deposits in the banking system was slower compared to the growth in credit, leading to tight liquidity conditions and an increase in the credit-deposit ratio, particularly during the latter part of the year. This resulted in an increase in the cost of funds for banks, but was offset by an increase in lending rates. At the same time, some banks continue to offer higher interest rates on savings bank accounts or higher interest rates on accounts with higher balances. Such revisions in deposit interest rates, or introduction of higher interest rates, by banks with whom we compete may also lead to revisions in our deposit rates to remain competitive and this could adversely impact our cost of funds.

In December 2015, the Reserve Bank of India released guidelines on computation of lending rates based on the marginal cost of funds methodology which is applicable on incremental lending from April 1, 2016. This change in the methodology for calculating cost of funds led to lower lending rates, and led to more frequent revisions in lending rates due to the prescribed monthly review of cost of funds. In October 2017, the Reserve Bank of India released the report of an internal study group which has proposed a revision to the methodology for pricing of bank loans and has recommended referencing lending rates to an external benchmark and increasing the periodicity of reset of interest rates to once a quarter. In February 2018, the Reserve Bank of India proposed to harmonize the methodology of determining benchmark rates by linking the base rate to the marginal cost based lending rate. Further, in December 2018, the Reserve Bank of India announced the linking of new floating rate retail loans and floating rate loans to micro and small enterprises to an external benchmark. This is applicable from October 1, 2019. The impact of this change on the overall market for loans and deposits is uncertain. Since our funding is primarily fixed rate, volatility in benchmarks underlying loan pricing may cause volatility in or compress our net interest margin. If there are increases in our cost of funds and if we are unable to pass on the increases fully into our lending rates, our net interest margins and profitability would be adversely impacted. Such revisions in benchmark lending rates may impact the yield on our interest-earning assets, our net interest income and net interest margin.

High and increasing interest rates or greater interest rate volatility would adversely affect our ability to grow, our net interest margins, our net interest income, our income from treasury operations and the value of our fixed income securities portfolio.

Our inability to effectively manage credit, market and liquidity risk and inaccuracy of our valuation models and accounting estimates may have an adverse effect on our earnings, capitalization, credit ratings and cost of funds.

Our risk management strategies may not be effective because in a difficult or less liquid market environment other market participants may be attempting to use the same or similar strategies to deal with difficult market conditions. In such circumstances, it may be difficult for us to reduce our risk positions due to the activity of such other market participants. Our derivatives businesses may expose us to unexpected market, credit and operational risks that could cause us to suffer unexpected losses or enhanced regulatory scrutiny. Severe declines in asset values, unanticipated credit events, or unforeseen circumstances that may cause previously uncorrelated factors to become correlated may create losses resulting from risks not appropriately taken into account in the development, structuring or pricing of a derivative instrument. In addition, some derivative transactions are not cleared and settled through a central clearing house or exchange, and they may not always be confirmed or settled by counterparties on a timely basis. In these situations, we are subject to heightened credit and operational risk, and in the event of a default, we may find the contract more difficult to enforce. Further, as new and more complex derivative products are created, disputes regarding the terms or the settlement procedures of the contracts could arise, which could force us to incur unexpected costs, including transaction and legal costs, and impair our ability to manage effectively our risk exposure to these products. Many of our hedging strategies and other risk management techniques have a basis in historic market behaviour, and all such strategies and techniques are based to some degree on management's subjective judgment. To the extent any of the instruments and strategies we use to hedge or otherwise manage our exposure to market or credit risk are not effective, we may not be able to mitigate effectively our risk exposures in particular market environments or against particular types of risk. Our balance sheet growth is dependent upon economic conditions, as well as upon our ability to securitize, sell, purchase or syndicate particular loans or loan portfolios. Our trading revenues and interest rate risk are dependent upon our ability to properly identify, and mark-to-market, changes in the value of financial instruments caused by changes in market prices or rates. Our earnings are dependent upon the effectiveness of our management of migrations in credit quality and risk concentrations, the accuracy of our valuation models and our critical accounting estimates and the adequacy of our allowances for loan losses.

To the extent our assessments, assumptions or estimates prove inaccurate or not predictive of actual results, we could suffer higher than anticipated losses and enhanced regulatory scrutiny. The successful management of credit, market and operational risk is an important consideration in managing our liquidity risk because it affects the evaluation of our credit ratings by domestic and international rating agencies. Rating agencies may reduce or indicate their intention to reduce the ratings at any time. See also "*Risks Relating to India and Other Economic and Market Risks—Any downgrade of India's debt rating by an international rating agency could adversely affect our business, our liquidity and the price of the bonds*". The rating agencies can also decide to withdraw their ratings altogether, which may have the same effect as a reduction in our ratings. Any reduction in our ratings (or withdrawal of ratings) may increase our borrowing costs, limit our access to capital markets and adversely affect our ability to sell or market our products, engage in business transactions particularly longer-term, and derivatives transactions, or retain our customers. Conditions in the international and Indian debt markets may adversely impact our access to financing and liquidity. This, in turn, could reduce our liquidity and negatively impact our operating results and financial condition.

We and our customers are exposed to fluctuations in foreign exchange rates.

Several of our borrowers enter into derivative contracts to manage their foreign exchange risk exposures. Volatility in exchange rates may result in increased mark-to-market losses in derivative transactions for our clients. Upon the maturity or premature termination of the derivative contracts, these mark-to-market losses become receivables owed to us. Consequently, we become exposed to various kinds of risks including but not limited to credit risk, market risk and exchange risk.

As discussed above, in the past, concerns over India's current account deficit and changes in capital flows due to changes in U.S. monetary policy have caused the rupee to depreciate against the U.S. dollar. During fiscal 2019, India's current account deficit increased to 2.1% of gross domestic product compared to 1.9% in

fiscal 2018, primarily due to an increase in global crude oil prices. The rupee depreciated by 14.2% against the U.S. dollar between April 1, 2018 to October 9, 2018. The exchange rate subsequently appreciated by 7.0% between October 9, 2018 and March 31, 2019. See "*Risks relating to India and Other Economic and Market Risks—Current account deficits, including trade deficits, and capital flow and exchange rate volatility could adversely affect our business and the price of the bonds*". Some of our borrowers with foreign exchange and derivative exposures may be adversely impacted by the depreciation of the rupee. These include borrowers impacted by higher rupee denominated interest or principal repayment on unhedged foreign currency borrowings; increases in the cost of raw material imports where there is limited ability to pass through such escalations to customers; and the escalation of project costs due to higher imported equipment costs; and borrowers that may have taken adverse positions in the foreign exchange markets. The failure of our borrowers to manage their exposures to foreign exchange and derivative risk, particularly adverse movements and volatility in foreign exchange rates, may adversely affect our borrowers and consequently the quality of our exposure to our borrowers and our business volumes and profitability.

In January 2014, the Reserve Bank of India issued guidelines requiring higher capital and provisioning requirements for banks on their exposures to companies having unhedged foreign currency exposure, based on an assessment of likely loss on such exposures compared to the earnings of the corporate. An increase in non-performing or restructured assets on account of our borrowers' inability to manage exchange rate risk and any increased capital or provisioning requirement against such exposures may have an adverse impact on our profitability, our business and the price of the bonds. We have adopted certain risk management policies to mitigate such risk. However, there is no assurance that such measures will be fully effective in mitigating such risks.

We plan to expand our branch network and any inability to use these branches productively may have an adverse impact on our growth and profitability.

The branch network of ICICI Bank in India increased significantly from 3,100 branches at year-end fiscal 2013 to 5,275 branches at December 31, 2019. We plan to expand our branch network to support growth in our business in fiscal 2020 and in subsequent years. Our new branches typically operate at lower productivity levels, as compared to our existing branches. See also "*We may seek opportunities for growth through acquisitions, divest our existing businesses, or be required to undertake mergers by the Reserve Bank of India and could face integration and other acquisitions risks*". We also have a substantial branch network in rural and semi-urban areas and have also established branches in villages that did not have any banking services. Any inability to achieve or substantial delays in achieving desired levels of deposits, advances and revenues from the new branches would have an adverse impact on our growth and profitability and the price of the bonds.

Our funding is primarily short-term and if depositors do not roll over deposited funds upon maturity, our business could be adversely affected.

Most of our incremental funding requirements are met through short-term funding sources, primarily in the form of deposits including deposits from corporate customers and inter-bank deposits. Our customer deposits generally have a maturity of less than one year. However, a large portion of our assets have medium or long-term maturities, creating the potential for funding mis-matches. For instance, our project finance loans typically have longer-term maturities compared to our funding profile. We have significantly expanded our branch network in recent years. Our new branches typically operate at lower efficiency levels, as compared to our existing branches, and although we intend to increase their efficiency over time, any inability to use these branches productively, or substantial delays in achieving desired levels of productivity, may have an impact on our ability to grow our deposit base to the desired extent.

Negative rumours have been previously circulated about our financial position which resulted in concerns being expressed by depositors and higher than normal withdrawal levels for a few days. Furthermore, a part of our loan and investment portfolio, consisting primarily of the loan and investment portfolios of our international branches and subsidiaries is denominated in foreign currencies, including the U.S. dollar. Our international branches are primarily funded by debt capital market issuances and syndicated/bilateral loans,

while our international subsidiaries generally raise deposits in their local markets. Volatility in the international debt markets may constrain our international capital market borrowings. There can be no assurance that our international branches and subsidiaries will be able to obtain funding from the international debt markets or other sources in a timely manner on terms acceptable to them or at all.

This may adversely impact our ability to replace maturing borrowings and fund new assets. In addition, borrowers who have taken foreign currency loans from us may face challenges in meeting their repayment obligations on account of market conditions and currency movements. See also "*—Risks Relating to India and Other Economic and Market Risks—Financial instability in other countries, particularly emerging market countries and countries where we have established operations, could adversely affect our business and the price of the bonds*", "*—Risks Relating to India and Other Economic and Market Risks—Financial difficulty and other problems in the Indian financial system could adversely affect our business and the price of the bonds*" and "*—Our international operations increase the complexity of the risks that we face*".

The exposures of our international branches and subsidiaries could generally affect our business, financial condition and results of operations.

The loan portfolio of our international branches and subsidiaries includes foreign currency loans to Indian companies for their Indian operations (where permitted by regulation) as well as for their overseas ventures, including cross-border acquisitions. This exposes us to specific additional risks including the failure of the acquired entities to perform as expected, and our inexperience in various aspects of the economic and legal framework in overseas markets. We are, through our international branches and subsidiaries, also exposed to a variety of local market credit risks, where our expertise and experience may be limited. Our banking subsidiaries in the United Kingdom and Canada are involved in corporate lending, insured and conventional uninsured mortgages in Canada and loans against property in the United Kingdom. Our international branches also have credit exposures to international companies. We are also subject to the risks posed by the indirect impact of adverse developments in the global banking environment, and any international bank failure, some of which cannot be anticipated and the vast majority of which are not under our control. See also "*—Our international operations increase the complexity of the risks that we face*".

The classification of the loan portfolio of our overseas branches and subsidiaries is also subject to the regulations of respective local regulators. Such loans that are identified as impaired as per host country regulations for reasons other than record of recovery, but which are standard as per the current Reserve Bank of India guidelines, are classified as non-performing to the extent of the amount of outstanding loan in the host country. Overseas regulators may also require higher provisions against loans held in their jurisdictions. Further, some of our branches and subsidiaries have commenced preparation of financial statements under International Financial Reporting Standards, including International Financial Reporting Standard 9—Financial Instruments, or under Indian accounting standards converging with this standard, from fiscal 2019, which has impacted asset classification and provisioning. Such classification of loans as non-performing based on host country regulations may lead to an adverse impact on our business, our future financial performance and the price of the bonds.

Our international operations increase the complexity of the risks that we face.

Our international profile in multiple jurisdictions exposes us to a variety of regulatory and business challenges and risks, including cross-cultural risk and has increased the complexity of our risks in a number of areas including price risks, currency risks, interest rate risks, credit risk, compliance risk, regulatory and reputational risk and operational risk. In the aftermath of the financial crisis and in light of enhanced regulations in many countries, we expect to face additional scrutiny in all of these areas and in the management of our international operations. We also face risks arising from our ability to manage inconsistent legal and regulatory requirements in the multiple jurisdictions in which we operate. Our businesses are subject to changes in legal and regulatory requirements and it may not be possible to predict the timing or nature of such changes. See also "*—The opportunities for growth in our international operations and our ability to repatriate capital from these operations may be limited by the local regulatory environments*". Business opportunities in these jurisdictions will also determine the growth in our operations.

The loan portfolio of our international branches and subsidiaries exposes us to specific additional risks including the failure of the acquired entities to perform as expected, and our inexperience in various aspects of the economic and legal framework in overseas markets. See also "*—The exposures of our international branches and subsidiaries could generally affect our business, financial condition and results of operations*".

Regulatory changes globally and in specific markets, including increased regulatory oversight following the global financial crisis, may impact our ability to execute our strategy and deliver returns on capital invested in our international subsidiaries.

There could be risks arising from political changes in the jurisdictions in which we operate, such as the election by a majority of voters in the United Kingdom to withdraw from the European Union in a national referendum in June 2016. While uncertainties continue on the relationship between the United Kingdom and the European Union and the final negotiations on Brexit are yet to be concluded, our subsidiary in the United Kingdom has obtained a third-country license for its branch in Germany, which would be effective post-Brexit. During fiscal 2019, our subsidiary in the United Kingdom closed its branch in Belgium. Further, recent global developments including a trade war by the United States with key large economies are expected to impact economic growth in Canada and the United Kingdom, which in turn could impact the business of our banking subsidiaries in these countries. See also "*—Risks that arise as a result of our presence in a highly regulated sector—The regulatory environment for financial institutions is facing unprecedented change in the post-financial crisis environment*". Our overseas branches and banking subsidiaries undertake select local banking businesses, including lending to multinational and local corporations, small businesses, property backed lending and insured and other mortgages, and in the event of these corporations being impacted by global and local economic conditions it could have an adverse impact on our business. They have also made investments in bonds, certificates of deposit, mortgage backed securities, treasury bills and asset-backed commercial paper. We are repositioning our international business strategy to sharpen our focus on the non-resident Indian community and on India-linked trade. There can be no assurance of our successful execution of this strategy. The global financial and economic crisis resulted in mark-to-market and realized losses on our overseas and other subsidiaries' investment and derivative portfolios, increased the regulatory scrutiny of our international operations, constrained our international debt capital market borrowings and increased our cost of funding. If we are unable to manage these risks, our business would be adversely affected.

We may be subject to fines, restrictions or other sanctions for past instances of regulatory failures, which may adversely affect our financial position or our ability to expand our activities.

Failure to comply with applicable regulations in various jurisdictions, including unauthorized actions by employees, representatives, agents and third parties, suspected or perceived failures and media reports, and ensuing inquiries or investigations by regulatory and enforcement authorities, has resulted, and may result in the future, in regulatory actions, including financial penalties and restrictions on or suspension of the related business operations. Following the release on the internet in March 2013 of videos forming part of a sting operation on banks and insurance companies in India that purported to show the Bank's frontline branch employees engaging in conversations that would violate our Group's Code of Business Conduct and Ethics and could have, if any transactions had been consummated, led to violations of anti-money laundering and 'know-your-customer' norms, the Reserve Bank of India undertook investigations at ICICI Bank and over 30 other banks in India. While the Reserve Bank of India's investigations did not reveal any prima facie evidence of money laundering, the Reserve Bank of India imposed an aggregate penalty of Rs. 665 million on 31 Indian banks, including Rs. 10 million on ICICI Bank, for instances of violation of applicable regulations, which we have paid. In February 2015, a penalty was imposed on several banks including ICICI Bank by the Financial Intelligence Unit, India for a failure to report attempted suspicious transactions, with respect to the incidents concerning the media sting operation in June 2013. The Bank was levied a penalty of Rs. 1.4 million, which was paid, and an appeal was filed against the penalty with the Appellate Tribunal. In June 2017, the Appellate Tribunal ruled that the penalty was not sustainable and asked the appellant banks to report such matters in the future. In March 2018, the Reserve Bank of India imposed a penalty of Rs. 589 million on ICICI Bank for non-compliance with directions issued by it on the sale of securities from the held-to-maturity portfolio and specified disclosure in this regard.

We are at increased risk for inquiries or investigations by regulatory and enforcement authorities, which may adversely affect our reputation, lead to increased regulatory scrutiny, cause us to incur additional costs or adversely affect our ability to conduct business.

A failure to comply with the applicable regulations in various jurisdictions by our employees, representatives, agents and third-party service providers either in or outside the course of their services, or suspected or perceived failures by them, may result in further inquiries or investigations by regulatory and enforcement authorities and in additional regulatory or enforcement action against either us, or such employees, representatives, agents and third-party service providers. Such additional actions may further impact our reputation, result in adverse media reports, lead to increased or enhanced regulatory or supervisory concerns, cause us to incur additional costs, penalties, claims and expenses or impact adversely our ability to conduct business. See also “—The board of directors of the Bank has, pursuant to an independent enquiry, headed by a former Supreme Court Judge, taken action against the former MD and CEO, Ms. Chanda Kochhar. In the event the Bank is found by any of the enquiries in the matter by government and regulatory agencies to have violated applicable laws or regulations, the Bank could become subject to legal and regulatory sanctions that may materially and adversely affect our results of operations or financial condition and reputation.” and “—We are investigating certain allegations that the Bank incorrectly classified certain assets due to claimed irregular transactions in borrower accounts, incorrectly accounted for interest income and recoveries from non-performing assets as fees, and improperly valued loan collateral”.

We cannot predict the timing or form of any current or future regulatory or law enforcement initiatives, which are increasingly common for international banks and financial institutions.

The board of directors of the Bank has, pursuant to an independent enquiry, headed by a former Supreme Court Judge, taken action against the former MD and CEO, Ms. Chanda Kochhar. In the event the Bank is found by any of the enquiries in the matter by government and regulatory agencies to have violated applicable laws or regulations, the Bank could become subject to legal and regulatory sanctions that may materially and adversely affect our results of operations or financial condition and reputation.

The Audit Committee of the Bank under direction given by the Board of Directors instituted an independent enquiry by a former Supreme Court Judge, Hon'ble Mr. Justice B. N. Srikrishna (Retd.), to consider various allegations relating to the former Managing Director and Chief Executive Officer, Ms. Chanda Kochhar. The allegations were levelled against Ms. Kochhar in media articles, a whistleblower complaint and complaints written by a private individual to senior government officials and regulators. The allegations included nepotism, quid pro quo and claims that Ms. Kochhar, by not disclosing conflicts of interest caused by certain transactions between certain borrowers of the Bank and entities controlled by Ms. Kochhar's spouse, committed infractions under applicable regulations and the Bank's Code of Conduct. The independent enquiry was supported by an independent law firm and a forensic firm.

Ms. Kochhar proceeded on a leave of absence following the institution of the independent enquiry. In the interim, Mr. Sandeep Bakhshi was appointed as wholetime Director and Chief Operating Officer and reported directly to the Board of Directors during her absence. On October 4, 2018, the Board of Directors of the Bank, accepted the request of Ms. Kochhar to seek early retirement from the Bank at the earliest. The Board accepted this request with immediate effect, while noting that the enquiry instituted by the Board would remain unaffected by this and certain benefits would be subject to the outcome of the enquiry. Ms. Kochhar also relinquished office from the boards of the Bank's subsidiaries. The Board decided to appoint Mr. Sandeep Bakhshi as Managing Director and Chief Executive Officer, which was approved by the Reserve Bank of India for a period of three years with effect from October 15, 2018.

The board of directors considered the enquiry report on its receipt at the board meeting held on January 30, 2019. The enquiry report concluded, primarily on account of ineffectively dealing with conflict of interest and due disclosure or recusal requirements, that Ms. Chanda Kochhar was in violation of the ICICI Bank Code of Conduct, its framework for dealing with conflict of interest and fiduciary duties, and in terms of applicable Indian laws, rules and regulations. It also concluded that her lack of diligence with respect to annual disclosures as required by the Bank in terms of its internal policies, the ICICI Bank Code of Conduct and

applicable Indian laws, rules and regulations on her interests (direct or indirect) towards avoidance of conflict of interest, when considered that the Bank's processes were dependent solely on the directors discharging their fiduciary duty to recuse themselves and avoid conflict, implies that the Bank's then processes were rendered ineffective by her approach to such disclosures and avoidance of conflict. Following the receipt of the enquiry report, the board of directors decided to treat the separation of Ms. Chanda Kochhar from the Bank as a 'Termination for Cause' under the Bank's internal policies, schemes and the Code of Conduct, with all attendant consequences (including revocation of all her existing and future entitlements such as any unpaid amounts, unpaid bonuses or increments, unvested and vested and unexercised stock options, and medical benefits), and require the clawback of all bonuses paid from April 2009 until March 2018.

Enquiries by government and regulatory agencies in the matter are continuing. SEBI issued a show-cause notice to Ms. Kochhar and to the Bank in May 2018 in relation to the allegations. The Bank has responded to the relevant allegations in the notice which pertain to the Bank. The Central Bureau of Investigation ("CBI") had also initiated a preliminary enquiry against various individuals and firms including unknown officers and/or officials of the Bank. In January 2019, the CBI filed a first information report against Ms. Chanda Kochhar, her spouse and certain borrowers of the Bank and their promoters, accusing them of cheating the Bank. The first information report states that certain individuals, who were on the board of directors of the Bank when the alleged transactions occurred and were part of committees that sanctioned credit facilities to the concerned borrower group, may also be investigated. These include the present Managing Director and Chief Executive Officer of the Bank and the present Managing Director of the Bank's life insurance subsidiary.

In the event that the Bank is found by the SEBI enquiry or the CBI investigation or any other investigation by any other agency to have violated applicable laws or regulations, the Bank could become subject to legal and regulatory sanctions that may materially and adversely affect our reputation and may impact results of operations or financial condition. In the event Ms. Chanda Kochhar contests the actions taken by the Board of Directors of the Bank in a court of competent jurisdiction, the Bank could incur additional costs, negative publicity and be subject to the outcome of judicial review of such actions.

We are investigating certain allegations that the Bank incorrectly classified certain assets due to claimed irregular transactions in borrower accounts, incorrectly accounted for interest income and recoveries from non-performing assets as fees, and improperly valued loan collateral.

The Bank became aware in March 2018 of an anonymous whistleblower complaint alleging incorrect asset classifications stemming from claimed irregular transactions in borrower accounts, incorrect accounting of interest income and non-performing asset recoveries as fees, and overvaluation of collateral securing corporate loans. The allegations related to fiscal 2016 and earlier. The Bank conducted an internal enquiry of these allegations under its Whistle Blower Policy, which was carried out by the Head of the Internal Audit Group and supervised directly by the Audit Committee, without the involvement of any other member of the Bank's senior management. The enquiry resulted in an Interim Report that was reviewed in detail by the Audit Committee and was disclosed to the statutory auditors before the finalization of the accounts for the year ended March 31, 2018 and has been submitted to the Reserve Bank of India. In certain loan accounts, transactions were observed that may have delayed the classification of the account as non-performing in earlier years. Therefore, the Audit Committee of the Board directed the Bank to review certain additional accounts for any similar irregular transactions as alleged in the complaint. Based on the Interim Report and review undertaken for additional loan accounts, the Bank concluded that the likely impact of these allegations was not material to the financial statements for the year ended March 31, 2018 or earlier periods included in that annual report. The Bank has, since April 2016, implemented enhanced internal controls, relating to review of loan accounts which satisfy certain threshold parameters, primarily relating to size, credit rating and days-past-due, for identification of non-performing assets. Since then, the Bank has received some additional information relating to these matters. The Bank has assessed and concluded that the likely impact of this additional information is not material to the financial statements for the year ended March 31, 2019 or for earlier periods. The Bank, at the direction of the Audit Committee and with the assistance of external counsel, is continuing to investigate all of the allegations, including the additional information. In the event that the Bank or individuals associated with the Bank are found to have violated applicable laws or regulations, the

Bank or individuals associated with the Bank could become subject to legal claims and regulatory sanctions that may materially and adversely affect our results of operations, financial condition and reputation.

In addition, as a large and internationally active bank with operations and listing of its equity and debt instruments in multiple jurisdictions, the Bank is regularly engaged with regulators, including the United States Securities and Exchange Commission ("SEC"), on a range of matters, including regarding the above allegations. Even before these allegations, the Bank has been responding to requests for information from the SEC investigatory staff regarding an enquiry relating to the timing and amount of the Bank's loan impairment provisions taken under U.S. GAAP. The Bank evaluates loans for impairment under U.S. GAAP for the purpose of preparing the annual footnote reconciling the Bank's Indian GAAP financial statements to U.S. GAAP. The Bank has voluntarily complied with all requests of the SEC investigatory staff for information and continues to cooperate with the SEC on the matter. In the event that the Bank is found by the SEC to have violated federal securities laws or regulations, the Bank could become subject to legal and regulatory sanctions that may materially and adversely affect our results of operations, financial condition and reputation.

We depend on the accuracy and completeness of information about customers and counterparties.

In deciding whether to extend credit or enter into other transactions with customers and counterparties, we may rely on information furnished to us by or on behalf of customers and counterparties, including financial statements and other financial information. We may also rely on certain representations as to the accuracy and completeness of that information and, with respect to financial statements, on reports of their independent auditors. For instance, in deciding whether to extend credit, we may assume that a customer's audited financial statements conform to generally accepted accounting principles and present fairly, in all material respects, the financial condition, results of operations and cash flows of the customer. Our financial condition and results of operations could be negatively affected by relying on financial statements that do not comply with generally accepted accounting principles or other information that is materially misleading. According to data published by the Reserve Bank of India, frauds reported in the Indian banking sector have shown an increasing trend in recent years, and the composition of the fraud amount reported is largely dominated by frauds related to loans and advances. In addition, our access to information about the credit histories of our borrowers, especially individuals and small businesses, may be limited, relative to what is typically available for similar borrowers in developed economies with more established nation-wide credit bureaus. This may affect the quality of information available to us about the credit history of our borrowers, especially individuals and small businesses. As a result, our ability to effectively manage our credit risk may be adversely affected.

Commission, exchange and brokerage income, profit on foreign exchange transactions and other sources of fee income are important elements of our profitability, and regulatory changes and market conditions could cause these income streams to decline and adversely impact our financial performance.

We earn commission, exchange and brokerage income from a variety of activities, including loan processing, syndication and advisory services for corporate clients with respect to their acquisition and project financing, distribution of retail investment and insurance products, transaction banking and retail credit products. Our commission, exchange and brokerage income is therefore impacted by the level of corporate activity including new financing proposals, the demand for retail financial products and the overall level of economic and trade activity. Our commission, exchange and brokerage income is also impacted by applicable regulations governing various products and segments of financial services and changes in these regulations may adversely impact our ability to grow in this area. For instance, in May 2014, the Reserve Bank of India directed banks to remove foreclosure charges on floating rate term loans given to individual borrowers and prohibited them from levying a penalty for non-maintenance of minimum balance in inoperative accounts. The securities regulator has issued regulations restricting charges that may be levied on depositary accounts and upfront commission paid to distributors of mutual funds. The profit on foreign exchange transactions is dependent on regulations governing foreign exchange dealings, foreign exchange market conditions and the risk management strategies of corporate clients. The Reserve Bank of India has announced the introduction of an electronic trading platform for buying/selling foreign exchange by retail customers of banks, aimed at enhancing transparency and competition and lowering costs for retail customers. The Government of India in

its budget for fiscal 2020 has proposed that business establishments above a certain size should offer low cost digital modes of payment, with no charges being levied on the customers or the merchants. Such measures could adversely impact our fee income streams in the future and adversely affect our financial performance. Volatile market conditions may also have an adverse impact on mergers and acquisitions activity by Indian companies, affecting our fee and other incomes related to such activity. Our commission, exchange and brokerage income is also impacted by the level of corporate investment activity and new financing proposals. Our fee income from distribution of third party financial products is dependent on applicable regulations, the demand for these products and our distribution strategy for banking and third party products.

Negative publicity could damage our reputation and adversely impact our business and financial results and the price of the bonds.

Reputation risk, or the risk to our business, earnings and capital from negative publicity, is inherent in our business. The reputation of the financial services industry in general has been closely monitored as a result of the financial crisis and other matters affecting the financial services industry. Negative public opinion about the financial services industry generally or us specifically could adversely affect our ability to keep and attract customers, and expose us to litigation and regulatory action. Negative publicity can result from our actual or alleged conduct in any number of activities, including lending practices and specific credit exposures, the level of non-performing loans, corporate governance, regulatory compliance, mergers and acquisitions, and related disclosure, sharing or inadequate protection of customer information, and actions taken by government, regulators, investigative agencies and community organizations in response to that conduct. The media coverage and public scrutiny of our business practices, our board of directors, key management personnel, policies and actions has increased significantly over the past few months. Although we take steps to minimize reputation risk in dealing with such events, we, as a large financial services organization are inherently exposed to this risk.

We have experienced negative publicity with respect to the allegations levelled against Ms. Kochhar and her spouse and the whistleblower complaints regarding alleged incorrect asset classification and other allegations. See also "*—The board of directors of the Bank has, pursuant to an independent enquiry, headed by a former Supreme Court Judge, taken action against the former MD and CEO, Ms. Chanda Kochhar. In the event the Bank is found by any of the enquiries in the matter by government and regulatory agencies to have violated applicable laws or regulations, the Bank could become subject to legal and regulatory sanctions that may materially and adversely affect our results of operations or financial condition and reputation.*" and "*—We are investigating certain allegations that the Bank incorrectly classified certain assets due to claimed irregular transactions in borrower accounts, incorrectly accounted for interest income and recoveries from non-performing assets as fees, and improperly valued loan collateral*". We cannot be certain how the investigations by the government and regulatory agencies will end and it is possible that the conclusions of these investigations could lead to more negative publicity.

Any continued unfavourable publicity may adversely impact investor confidence and affect the price of the bonds. Our subsidiaries' businesses include mutual fund, portfolio and private equity fund management, which are exposed to various risks including diminution in value of investments and inadequate liquidity of the investments. We also distribute products of our insurance, asset management and private equity subsidiaries. Investors in these funds and schemes may allege mismanagement or weak fund management as well as mis-selling and conflicts of interest which may impact our overall reputation as a financial services group and may require us to support these businesses with liquidity and may result in a reduction in business volumes and revenues from these businesses. We are also exposed to the risk of litigation by customers across our businesses.

We may seek opportunities for growth through acquisitions, divest our existing businesses, or be required to undertake mergers by the Reserve Bank of India and could face integration and other acquisitions risks.

We may seek opportunities for growth through acquisitions or be required to undertake mergers mandated by the Reserve Bank of India under its statutory powers. We have undertaken mergers and acquisitions in the past. In the most recent acquisition of the Bank of Rajasthan, a private sector bank, merged

with us effective August 12, 2010. In the past, the Reserve Bank of India has ordered mergers of weak banks with other banks primarily in the interest of depositors of the weak banks. More recently, the Government of India announced the amalgamation of 10 public sector banks into four big banks as part of a consolidation to create fewer banks that would be individually larger in scale. We may in the future examine and seek opportunities for acquisitions in countries where we currently operate. Our non-banking subsidiaries in India may also undertake mergers, acquisitions and takeovers. Any future acquisitions or mergers or takeovers, both Indian or international, may involve a number of risks, including the possibility of a deterioration of asset quality, financial impact of employee related liabilities, diversion of our management's attention required to integrate the acquired business and the failure to retain key acquired personnel and clients, leverage synergies or rationalize operations, or develop the skills required for new businesses and markets, or unknown and known liabilities including any ongoing litigation, claims or disputes concerning such acquisition, merger, its shareholders, share capital or its legal and regulatory compliance obligations or practices, some or all of which could have an adverse effect on our business.

We may also sell all or part of one or more of our businesses, including our subsidiaries, for a variety of reasons including changes in strategic focus, redeploy-ent of capital, contractual obligations and regulatory requirements.

Entry into new businesses or rapid growth in existing loan portfolios may expose us to increased risks that may adversely affect our business.

The rapid growth of our retail loan business and our rural initiative exposes us to increased risks within India including higher levels of non-performing loans in our unsecured retail credit portfolio, increased operational risk, increased fraud risk and increased regulatory and legal risk. Since fiscal 2012 we have focused on scaling up our retail lending volumes and since fiscal 2015, we have also seen an increase in our retail unsecured portfolio and our lending to small businesses and entrepreneurs. Our net domestic retail loan portfolio grew by 19.3% December 31, 2019 compared to an increase of 16.5% in our total domestic loan portfolio. Retail lending has been an important driver of growth for the Indian banking system as well, and in the last three years unsecured retail credit has grown at a rapid pace. Further, we are also focusing on scaling up our business and distribution network in rural areas. Recently, we have entered into partnerships with technology companies with large customer bases to offer co-branded credit products and as well as with non-banking financial companies for co-origination and/ or purchases of loans. We intend to continue to pursue similar partnerships.

While we have taken measures to address the risks in these businesses, there can be no assurance that the businesses would perform according to our expectations or that there would not be any adverse developments in these businesses in the future. We use data analytics extensively in our lending to retail and small business customers, and there can be no assurance that these analytical models will perform as intended. Our recent focus on partnerships with other entities to grow our portfolio may not yield the desired results and may lead to additional risks. Our inability to manage such risks may have an adverse impact on our future business and strategy, our asset quality and profitability and the price of the bonds.

Our industry is very competitive and our strategy depends on our ability to compete effectively.

Within the Indian market, we face intense competition from other commercial banks, investment banks, insurance companies, non-bank finance companies, new private sector banks like payments banks and small finance banks and non-bank entities offering retail payments services. Some Indian public and private sector banks have experienced higher growth and increase in market shares relative to us. The Reserve Bank of India has issued licenses to two new private sector banks, and in-principle licenses to 10 small finance banks and 11 payments banks. While all the small finance banks have begun operations, only six payments banks have begun operations and three payments banks have surrendered, or announced their intention to surrender, their licenses. Recently, a payment bank that had begun operations voluntarily decided to wind up its operations and is in the process of being liquidated. The Reserve Bank of India has also issued guidelines with respect to a continuous licensing policy for universal banks in the private sector. The expansion of existing

competitors or the entry of new competitors could increase competition. In addition, the moderation of growth in the Indian banking sector may lead to greater competition for business opportunities.

Further, technology innovations in mobility and digitization of financial services require banks and financial services companies to continuously develop new and simplified models for offering banking products and services. Innovations in the payments system and increasing use of mobile banking are leading to emergence of new platforms for cashless payments. This can also lead to new types of banks expanding their presence in other financial products like insurance and mutual funds. These trends in technology could increase competitive pressures on banks, including us, to adapt to new operating models and upgrade back-end infrastructure on an ongoing basis. There is no assurance that we will be able to continue to respond promptly to new technology developments, and be in a position to dedicate resources to upgrade our systems and compete with new players entering the market. Recently, non-financial companies, particularly international technology companies including large e-commerce players, are increasing their presence in the financial sector and are offering payment platforms and select services. We are currently partnering with some of these entities to jointly offer payment and credit products and services. Some or all of these entities, which have substantially more resources than us and other Indian banks, may eventually seek a larger share of the banking and financial services market in India and compete with us. Our subsidiaries also face similar risks, including enhanced competition from new, technology-led players with disruptive business models that may result in a loss of market share or reduced profitability or both, for existing players.

We face competition from non-banking finance companies that are lending in segments in which banks also have a presence, including home loans and vehicle loans. Their presence in the market may grow during periods when banks are unable to grow their advances due to challenges and stress in other businesses. There is no assurance that we will be able to effectively compete with these non-banking finance companies at all times. Further, changes in the banking sector structure due to consolidation as well as entry of new competitors may lead to volatility and new challenges and may increase pressure on banks to remain competitive.

In October 2013, the Reserve Bank of India completely deregulated branch licensing requirements and banks are permitted to open branches across Tier 1 to Tier 6 centers without the prior approval of the Reserve Bank of India, subject to them maintaining a prescribed proportion of 25% of their incremental branches in rural and semi-urban areas. Banks are also allowed to merge, close or shift a branch in metropolitan and urban centers without prior approval. In March 2017, the Reserve Bank of India issued revised guidelines on the rationalization of branch authorization. As per the revised guidelines, banks are permitted to open, unless otherwise specifically restricted, banking outlets in Tier 1 to Tier 6 centers without the need to obtain the Reserve Bank of India's permission. The opening of banking outlets during a financial year will be subject to condition that at least 25% of the total number of banking outlets opened during a financial year should be opened in unbanked rural centers. In May 2017, the description of a branch was broadened to include all service delivery points of a bank, including branches and business correspondent outlets.

The Reserve Bank of India has also released the framework for the presence of foreign banks in India, and has proposed according treatment substantively similar to domestic banks for foreign banks, based on the principles of reciprocity and subsidiary mode of presence. In May 2014, the Reserve Bank of India released the report of the committee constituted to review the governance of boards of banks in India which, among others, has proposed several measures aimed at improving the governance, ownership and board oversight of public sector banks. Following these recommendations, the Government of India split the position of chairman and managing director in public sector banks such that one person is no longer permitted to hold both positions. Any changes in the banking structure in India, including the entry of new banks, greater competition between existing players and improvement in the efficiency and competitiveness of existing banks, may have an adverse impact on our business.

Due to competitive pressures, we may be unable to successfully execute our growth strategy or offer products and services at reasonable returns and this may adversely impact our business.

In our international operations we also face intense competition from the full range of competitors in the financial services industry, both banks and non-banks and both Indian and foreign banks. We remain a small to mid-size player in the international markets and many of our competitors have resources much greater than our own.

Additional capital requirements of our insurance subsidiaries or our inability to monetize a part of our shareholding in these subsidiaries may adversely impact our business and the price of the bonds.

Although our insurance businesses are profitable and we currently do not anticipate they would require capital, additional capital may be required to support the business which may, among other reasons, arise due to regulatory requirements or increased opportunities for growth. For instance, in the past, in accordance with an order of the Insurance Regulatory and Development Authority of India, all general insurance companies in India, including our general insurance subsidiary, ICICI Lombard General Insurance Company Limited, were required to provide for losses on the third-party motor pool (a multilateral arrangement for insurance in respect of third-party claims against commercial vehicles, the results of which were shared by all general insurance companies in proportion to their overall market share). Since the losses were allocated to general insurance companies based on their overall market shares, the profitability and solvency ratio of our general insurance subsidiary were adversely impacted. Accordingly, we invested Rs. 740.0 million of capital into our general insurance subsidiary in fiscal 2013. Our ability to invest additional capital in these businesses is subject to the Reserve Bank of India's regulations on capital adequacy and its para-banking guidelines that prescribe limits for our aggregate investment in financial sector enterprises. All such investments require prior approval of the Reserve Bank of India. See also "*—Loss reserves for our general insurance business are based on estimates as to future claims liabilities and adverse developments relating to claims could lead to further reserve additions and materially adversely affect the operation of our general insurance subsidiary*".

Any additional capital requirements of our insurance subsidiaries and restrictions on our ability to capitalize them could adversely impact their growth, our future capital adequacy, our financial performance and the price of the bonds.

The Insurance Laws (Amendment) Act, 2015, increased the foreign shareholding limit in insurance companies from 26.0% to 49.0%, subject to the companies being Indian-owned and controlled, and to regulatory approval. During fiscal 2016, we sold a 6.0% stake in our life insurance subsidiary, ICICI Prudential Life Insurance Company Limited, to financial investors, thereby reducing our share ownership in ICICI Prudential Life Insurance Company Limited from approximately 74% to 68%. In fiscal 2017, we sold a further 12.63% out of our shareholding in ICICI Prudential Life Insurance Company Limited through an offer for sale in an initial public offering of its shares. ICICI Prudential Life Insurance Company Limited was listed on the National Stock Exchange of India Limited and the BSE Limited on September 29, 2016. During fiscal 2019, we sold an additional 2.0% out of our shareholding in ICICI Prudential Life Insurance Company through an offer for sale by promoters through stock exchange mechanism. Our current shareholding in our life insurance subsidiary stands at 52.88%. During fiscal 2016, Fairfax Financial Holdings and ICICI Bank agreed that Fairfax Financial Holdings (through its affiliate) would increase its shareholding in ICICI Lombard General Insurance Company by 9.0%. The transaction was completed in March 2016, resulting in our share ownership in ICICI Lombard General Insurance Company Limited reducing to 63%. In September 2017, we sold 7.0% out of our shareholding in ICICI Lombard General Insurance Company Limited in an initial public offering by the Company. ICICI Lombard General Insurance Company was listed on the National Stock Exchange of India Limited and the BSE Limited in September 2017. Further, in November 2017, the Board of Directors of the Bank approved the sale of a part of our shareholding in ICICI Securities in an initial public offering. Subsequently, in March 2018, we sold 20.78% out of our shareholding in ICICI Securities in an initial public offering by the Company. ICICI Securities was listed on the National Stock Exchange of India Limited and the BSE Limited in April 2018. In its budget for fiscal 2019, the Government of India has proposed that SEBI should consider increasing the minimum public shareholding requirement in listed companies to 35.0% from 25.0%, which may require us to sell additional shares of our life insurance and securities subsidiaries. There is no assurance that we will be able to undertake further monetization of our investments in our subsidiaries,

through public offering or otherwise, or of the level of valuation of the subsidiaries at which such monetization may take place.

While our insurance businesses are an important part of our business, there can be no assurance of their future rates of growth or levels of profitability.

Our life insurance and general insurance businesses are an important part of our business. These businesses have experienced volatility in growth rates in the past and there can be no assurance of their future rates of growth or profitability.

The Indian life insurance sector has experienced significant regulatory changes in recent years. The regulatory changes, apart from impacting the business strategy, have also resulted in reduced profit margins on life insurance products. In fiscal 2015, the Insurance Laws (Amendment) Act, 2015, amended the existing statute to provide that no policy of life insurance shall be called in to question on any grounds, including misstatement of facts or fraud, at any time after three years from the date of the policy, i.e., from the date of issuance of the policy, commencement of risk, revival of the policy or the rider to the policy, whichever is later. The total premium of our life insurance subsidiary, ICICI Prudential Life Insurance Company Limited, increased by 14.3% from Rs. 270.7 billion in fiscal 2018 to Rs. 309.3 billion in fiscal 2019. The retail renewal premium increased from Rs. 175.0 billion in fiscal 2018 to Rs. 202.3 billion in fiscal 2019 and retail new business premium decreased from Rs. 84.0 billion in fiscal 2018 to Rs. 81.4 billion in fiscal 2019.

The growth of our life insurance subsidiary was relatively lower than some of its key competitors in fiscal 2019. Our life insurance subsidiary's strategy emphasizes unit-linked, pure protection and annuity products. The demand for unit-linked products may be influenced by any volatility or downturn in capital markets. Further, our life insurance subsidiary is primarily focused on growth in the value of new business, as a key profitability metric. ICICI Bank is a corporate agent of its insurance subsidiaries and accounts for a significant portion of the business volumes of its life insurance subsidiary. The growth of the life insurance subsidiary's business is thus significantly dependent on the Bank's distribution strategy with respect to banking products and third party products. There can be no assurance of the continued growth of the subsidiary's business and profitability, including the business generated by the Bank.

ICICI Lombard General Insurance Company's gross direct premium income was Rs. 144.9 billion in fiscal 2019, a growth of 17.3% over fiscal 2018. ICICI Lombard General Insurance Company's growth and profitability depend on various factors, including the proportion of certain profitable products in its portfolio, the maintenance on its relationship with key distribution partners and reinsurers, continuation of support by the Government of India of certain insurance schemes, regulatory changes, and market movements. There can be no assurance of the future rates of growth in the insurance business. While this subsidiary has been making profits since fiscal 2013, there can be no assurance of the future profitability or rates of growth in the insurance business. See also "*—Additional capital requirements of our insurance subsidiaries or our inability to monetize a part of our shareholding in these subsidiaries may adversely impact our business and the price of the bonds*".

Further, the Insurance Regulatory Development Authority of India has from time to time proposed changes to the regulations governing distribution of insurance products by corporate agents, including banks. Any future regulatory changes or restrictions may require our insurance subsidiaries to change their distribution strategies, which may result in increased costs and lower business volumes, as well as impacting ICICI Bank's distribution of their products and the associated fee income. A slowdown in growth in the Indian economy, further regulatory changes or customer dissatisfaction with our insurance products could adversely impact the future growth of these businesses. See also "*—Risks that arise as a result of our presence in a highly regulated sector—The regulatory environment for financial institutions is facing unprecedented change in the post-financial crisis environment*". Any slowdown in these businesses could have an adverse impact on our business and the price of the bonds.

Actuarial experience and other factors could differ from assumptions made in the calculation of life actuarial reserves and other actuarial information.

The assumptions our life insurance subsidiary makes in assessing its life insurance reserves and computing other actuarial information may differ from what it experiences in the future. These assumptions include the assessment of the long-term development of interest rates, investment returns, the allocation of investments between equity, fixed income and other categories, persistency, mortality and morbidity rates, policyholder lapses, policy discontinuation and future expense levels. In addition, there is a risk that the model used to estimate life and health insurance reserves based on such assumptions could be incorrect.

Our life insurance subsidiary monitors its actual experience of these assumptions and to the extent that it considers any deviation from assumption to continue in the longer term, it refines its long-term assumptions. Changes in any such assumptions may lead to changes in the estimates of life and health insurance reserves and other actuarial information. Such changes may also impact the valuation of our life insurance subsidiary by existing or potential investors, and the valuation at which any future monetization of our shareholding in the life insurance subsidiary may take place, if at all.

Loss reserves for our general insurance business are based on estimates as to future claims liabilities and adverse developments relating to claims could lead to further reserve additions and materially adversely affect the operation of our general insurance subsidiary.

In accordance with the general insurance industry practice and accounting and regulatory requirements, our general insurance subsidiary establishes reserves for loss and loss adjustment expenses related to its general insurance business. Reserves are based on estimates of future payments that will be made in respect of claims, including expenses relating to such claims. Such estimates are made on both a case-by-case basis of claims that have been reported but not settled, based on the facts and circumstances available at the time the reserves are established, as well as in respect of losses that have been incurred but not reported. These reserves represent the estimated ultimate cost necessary to bring all pending claims to final settlement.

Reserves are subject to change due to a number of variables which affect the ultimate cost of claims, such as changes in claims handling procedures, legal environment, social attitudes, results of litigation, costs of repairs, changing trends in medical costs, minimum wages and other factors such as inflation and exchange rates. Our general insurance subsidiary's reserves for environmental and other latent claims are particularly subject to such variables. The results of operations of our general insurance subsidiary depend significantly upon the extent to which its actual claims experience is consistent with the assumptions it uses in setting the prices for products and establishing the liabilities for obligations for technical provisions and claims. To the extent that its actual claims experience is less favourable than the underlying assumptions used in establishing such liabilities, it may be required to increase its reserves, which may materially adversely affect its results of operations.

Established loss reserves estimates are periodically adjusted in the ordinary course of settlement, using the most current information available to management, and any adjustments resulting from changes in reserve estimates are reflected in current results of operations. Our general insurance subsidiary also conducts reviews of various lines of business to consider the adequacy of reserve levels. Based on current information available and on the basis of internal procedures, the management of our general insurance subsidiary considers that these reserves are adequate. However, because the establishment of reserves for loss and loss adjustment expenses is an inherently uncertain process, there can be no assurance that ultimate losses will not materially exceed the established reserves for loss and loss adjustment expenses and have a material adverse effect on the results of operations of our general insurance subsidiary. See also "*—Additional capital requirements of our insurance subsidiaries or our inability to monetize a part of our shareholding in these subsidiaries may adversely impact our business and the price of the bonds*".

The financial results of our insurance subsidiaries could be materially adversely affected by the occurrence of a catastrophe.

Portions of our general insurance subsidiary's business may cover losses from unpredictable events such as hurricanes, windstorms, monsoons, earthquakes, fires, industrial explosions, floods, riots and other man-made or natural disasters, including acts of terrorism. The incidence and severity of these catastrophes in any given period are inherently unpredictable.

In addition, our life insurance subsidiary's operations are also exposed to claims arising out of catastrophes due to increased mortality and morbidity claims of affected customers. In addition, catastrophes could result in losses in the investment portfolios of our life insurance subsidiary due to, among other reasons, the failure of its counterparties to perform their obligations or significant volatility or disruption in the financial markets.

Although our subsidiaries monitor their overall exposure to catastrophes and other unpredictable events in each geographic region and determine their underwriting limits related to insurance coverage for losses from catastrophic events, the subsidiaries generally seek to reduce their exposure through the purchase of reinsurance, selective underwriting practices and by monitoring risk accumulation. Claims relating to catastrophes may result in unusually high levels of losses and may require additional capital to maintain solvency margins and could have a material adverse effect on our financial position or results of operations.

There is operational risk associated with the financial industry which, when realized, may have an adverse impact on our business.

We, like all financial institutions, are exposed to many types of operational risk, including the risk of fraud or other misconduct by employees or outsiders, unauthorized transactions by employees and third parties (including violation of regulations for prevention of corrupt practices, and other regulations governing our business activities), misreporting or non-reporting with respect to statutory, legal or regulatory reporting and disclosure obligations, or operational errors, including non-compliance with internal processes, clerical or recordkeeping and reconciliation errors or errors resulting from faulty computer or telecommunications systems. We have experienced significant growth in a fast changing environment, and management as well as our regulators, are aware that this may pose significant challenges to our control framework. As a result of our internal evaluations, we and our regulators have noted certain areas where our processes and controls could be improved. Our growth, particularly in retail lending, our rural initiative, our international business and our insurance businesses, exposes us to additional operational and control risks.

Regulatory scrutiny of areas related to operational risk, including internal audit information, systems and data processing is increasing. The large size of our treasury and retail operations, which use automated control and recording systems as well as manual checks and recordkeeping, exposes us to the risk of errors in control, recordkeeping and reconciliation. The increasing size of our insurance business and the complexities of the products expose us to the risk that the models set up on actuarial software to compute the actuarial liabilities and deferred acquisition cost may contain errors or may require continuous improvement over a period of time. Given our high volume of transactions, certain errors may be repeated or compounded before they are discovered and successfully rectified. In addition, our dependence upon automated systems to record and process transactions may further increase the risk that technical system flaws, employee tampering, manipulation of those systems and deficiency in access control management will result in losses that are difficult to detect. We may also be subject to disruptions of our operating systems, arising from events that are wholly or partially beyond our control (including, for instance, computer viruses or electrical or telecommunication outages), which may give rise to deterioration in customer service and to loss or liability to us.

We also outsource some functions, like collections, sourcing of retail loans and management of ATMs to other agencies and hence also exposed to the risk that external vendors may be unable to fulfil their contractual obligations to us (or will be subject to the same risk of fraud or operational errors by their respective employees as we are), and to the risk that our (or our vendors') business continuity and data

security systems prove not to be sufficiently adequate. We also face the risk that the design of our controls and procedures proves inadequate, or is circumvented, thereby causing delays in detection or errors in information. We are also exposed to operational risks from transactions with other financial institutions and intermediaries. Although we maintain a system of controls designed to keep operational risk at appropriate levels, like all banks and insurance companies we have suffered losses from operational risk and there can be no assurance that we will not suffer losses from operational risks in the future that may be material in amount, and our reputation could be adversely affected by the occurrence of any such events involving our employees, customers or third parties.

In addition, regulators or legal authorities may also hold banks, including us, liable for losses on account of customer errors such as inadvertent sharing of confidential account related information. There are inherent limitations to the effectiveness of any system especially of controls and procedures, including the possibility of human error, circumvention or overriding of the controls and procedures, in a fast changing environment or when entering new areas of business or expanding geographic reach. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. We are committed to continuing to implement and improve internal controls and our risk management processes, and this remains a key priority for us. If, however, we are unable to manage operational risk in India and in the other jurisdictions in which we operate, or if we are perceived as being unable to manage such risk, we may be subject to enhanced regulatory oversight and scrutiny.

We face security risks, including denial of service attacks, hacking, social engineering attacks targeting our colleagues and customers, malware intrusion or data corruption attempts, and identity theft that could result in the disclosure of confidential information, adversely affect our business or reputation, and create significant legal and financial exposure.

Our businesses rely on our secure processing, transmission, storage and retrieval of confidential, proprietary and other information in our computer and data management systems and networks and in the computer and data management systems and networks of third parties. To access our products and services, our customers may use personal smartphones, tablets, laptops, PCs, and other mobile devices that are beyond our control systems and subject to their own cybersecurity risks. Given our reliance and focus on technology and presence in diverse geographies, our technologies, systems, networks, and our customers' devices are subject to security risks and are susceptible to cyber-attacks (such as, denial of service attacks, hacking, terrorist activities or identity theft) that could negatively impact the confidentiality, integrity or availability of data pertaining to us or our customers, which in turn may cause direct loss of money to our customers or to us, damage to our reputation and adversely impact our business and financial results. Third parties with which we do business or that facilitate our business activities could also be sources of operational and information security risk to us, including from breakdowns or failures of their own systems or capacity constraints.

We, our customers, regulators and other third parties, including other financial services institutions and companies engaged in data processing, have been subject to, and are likely to continue to be the target of, cyber-attacks. These cyber-attacks include computer viruses, malicious or destructive code, phishing attacks, denial of service or information, ransomware, improper access by employees or vendors, attacks on personal email of employees, ransom demands to not expose security vulnerabilities in our systems or the systems of third parties or other security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss or destruction of confidential, proprietary and other information of ours, our employees, our customers or of third parties, damage our systems or otherwise materially disrupt our or our customers' or other third parties' network access or business operations. Like many other large global financial institutions, we have also experienced a distributed denial of services attack which was intended to disrupt customer access to our main portal. While our monitoring and mitigating controls were able to detect and effectively respond to this incident, there can be no assurance that these security measures will be successful in the future. As cyber threats continue to evolve, we may be required to expend significant additional resources to continue to modify or enhance our protective measures or to investigate and remediate any information security vulnerabilities.

We have a governance framework in place for security and have implemented information security policies, procedures and technologies. However, considering that technology is currently in a phase of rapid evolution and that the methods used for cyber-attacks are also changing frequently or, in some cases, are not recognized until an actual attack, we may not be able to anticipate or to implement effective preventive measures against all security breaches. Cyber threats are rapidly evolving and we may not be able to anticipate or prevent all such attacks and could be held liable for any security breach or loss.

Cybersecurity risks for banking organizations have significantly increased in recent years in part because of the proliferation of new technologies, and the use of the internet and telecommunications technologies to conduct financial transactions. For example, cybersecurity risks may increase in the future as we continue to increase our mobile-payment and other internet-based product offerings and expand our internal usage of web-based products and applications. In addition, cybersecurity risks have significantly increased in recent years in part due to the increased sophistication and activities of organized crime affiliates, terrorist organizations, hostile foreign governments, disgruntled employees or vendors, activists and other external parties, including those involved in corporate espionage. Even the most advanced internal control environment may be vulnerable to compromise. Targeted social engineering attacks and "spear phishing" attacks are becoming more sophisticated and are extremely difficult to prevent. In such an attack, an attacker will attempt to fraudulently induce colleagues, customers or other users of our systems to disclose sensitive information in order to gain access to its data or that of its clients. Persistent attackers may succeed in penetrating defenses given enough resources, time, and motive. The techniques used by cyber criminals change frequently, may not be recognized until launched and may not be recognized until well after a breach has occurred. The risk of a security breach caused by a cyber-attack at a vendor or by unauthorized vendor access has also increased in recent years. Additionally, the existence of cyber- attacks or security breaches at third-party vendors with access to our data may not be disclosed to us in a timely manner.

We also face indirect technology, cybersecurity and operational risks relating to clients and other third parties with whom we do business or upon whom we rely to facilitate or enable our business activities, including, for example, financial counterparties, regulators and providers of critical infrastructure such as internet access and electrical power. As a result of increasing consolidation, interdependence and complexity of financial entities and technology systems, a technology failure, cyber-attack or other information or security breach that significantly degrades, deletes or compromises the systems or data of one or more financial entities could have a material impact on counterparties or other market participants, including us. This consolidation, interconnectivity and complexity increases the risk of operational failure, on both individual and industry-wide bases, as disparate systems need to be integrated, often on an accelerated basis.

Any third-party technology failure, cyber-attack or other information or security breach, termination or constraint could, among other things, adversely affect our ability to effect transactions, service our clients, manage our exposure to risk or expand our business. Cyber-attacks or other information or security breaches, whether directed at us or third parties, may result in a material loss or have material consequences. Furthermore, the public perception that a cyber-attack on our systems has been successful, whether or not this perception is correct, may damage our reputation with customers and third parties with whom we do business. Hacking of personal information and identity theft risks, in particular, could cause serious reputational harm. A successful penetration or circumvention of system security could cause us serious negative consequences, including our loss of customers and business opportunities, costs associated with maintaining business relationships after an attack or breach; significant business disruption to our operations and business, misappropriation, exposure, or destruction of our confidential information, intellectual property, funds, and/or those of our customers; or damage to our or our customers' and/or third parties' computers or systems, and could result in a violation of applicable privacy laws and other laws, litigation exposure, regulatory fines, penalties or intervention, loss of confidence in our security measures, reputational damage, reimbursement or other compensatory costs, additional compliance costs, and could adversely impact our results of operations, liquidity and financial condition. Our insurance coverage may be insufficient to cover all losses.

System failures could adversely impact our business.

Given the large share of retail products and services and transaction banking services in our total business, the importance of systems technology to our business has increased significantly. Our business, financial, accounting, data processing systems or other operating systems and facilities may stop operating properly or become disabled or damaged as a result of a number of factors including events that are wholly or partially beyond our control, such as surges in customer transaction volume, utility disruptions or failures, natural disasters, diseases pandemics, events arising from political or social matters and terrorist attacks. While we have procedures to monitor for and prevent system failures, and to recover from system failures in the event they occur, there is no guarantee that these procedures will successfully prevent a system failure or allow us to recover quickly from a system failure. In the event that our data center is severely impacted, while we have a secondary disaster recovery data center, recovery of some of our systems and services may be delayed, thereby adversely impacting our operations and customer service levels. Any failure in our systems, particularly for retail products and services and transaction banking, could significantly affect our operations and the quality of our customer service and could result in enhanced regulatory scrutiny and business and financial losses that would adversely affect the price of the bonds. Regulatory scrutiny in this area is increasing. See also "*Risks that arise as a result of our presence in a highly regulated sector—The enhanced supervisory and compliance environment in the financial sector increases the risk of regulatory action, whether formal or informal. Following the financial crisis, regulators are increasingly viewing us, as well as other financial institutions, as presenting a higher risk profile than in the past*".

Our business may be adversely affected by computer, internet and telecommunications fraud.

Our business operations are based on a high volume of transactions. Although we take adequate measures to safeguard against system-related and other frauds, there can be no assurance that we would be able to prevent fraud. Our reputation could be adversely affected by fraud committed by employees, customers or outsiders, or by our perceived inability to properly manage fraud-related risks. Such activity may take many forms, including check fraud, electronic fraud, wire fraud, phishing and other dishonest acts. Our inability or perceived inability to manage these risks could lead to enhanced regulatory oversight and scrutiny. Our branch network expansion, our rural initiative, our international growth and our expansion to product lines such as insurance may create additional challenges with respect to managing the risk of fraud due to increased geographical dispersion and use of intermediaries.

A determination against us in respect of disputed tax assessments may adversely impact our financial performance.

We are regularly assessed by the Government of India's tax authorities, and on account of outstanding tax demands we have included in contingent liabilities Rs. 50.83 billion in additional taxes in excess of our provisions at December 31, 2019. These additional tax demands mainly relate to income tax, service tax, sales tax and value added tax demands by the Government of India's tax authorities for past years. We have appealed against each of these tax demands. The tax related inquiries are not included in contingent liabilities as we believe that such proceedings are likely to be dropped by the tax authorities or will not be upheld by judicial authorities. As such, no provision has been made in the accounts for these contingent liabilities. The amount of Rs. 50.83 billion included in our contingent liabilities does not include further disputed tax assessments amounting to Rs. 43.21 billion, of which Rs. 28.62 billion mainly relates to bad debts written off, penalties levied and broken period interest, where the possibility of liability arising has been considered remote based on favourable Supreme Court decisions in our own/other similar cases, and Rs. 13.48 billion relating to errors requiring rectification by tax authorities. During fiscal 2019, the service tax authorities issued notices to banks, including us, regarding levy of service tax on free services provided by banks to customers maintaining specified minimum balances in their deposit accounts. The banking industry has initiated legal proceedings to contest this notice.

We have appealed all of these demands. While we expect that no additional liability will arise out of these disputed demands based on our consultations with tax counsel and favourable decisions in our own and other cases, there can be no assurance that these matters will be settled in our favor or that no further liability will

arise out of these demands. Any additional tax liability may adversely impact our financial performance and the price of the bonds.

We are involved in various litigations. Any final judgment awarding material damages against us could have a material adverse impact on our future financial performance and our stockholders' equity.

We and our group companies, or our or their directors or officers, are often involved in litigations (civil and criminal) in India and in the other jurisdictions in which we operate for a variety of reasons, which generally arise because we seek to recover our dues from borrowers or because customers seek claims against us. The majority of these cases arise in the normal course of business and we believe, based on the facts of the cases and consultation with counsel, that these cases generally do not involve the risk of a material adverse impact on our financial performance or stockholders' equity. We estimate the probability of losses that may be incurred in connection with legal and regulatory proceedings as of the date on which our unconsolidated and consolidated financial statements are prepared. We recognize a provision when we have a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. We determine the amount of provision based on our estimate of the amount required to settle the obligation at the balance sheet date, supplemented by our experience in similar situations. We review provisions at each balance sheet date and adjust them to reflect current estimates. In cases where the available information indicates that a loss is reasonably possible but the amount of such loss cannot be reasonably estimated, we make a disclosure to this effect in the unconsolidated and consolidated financial statements. In certain instances, present and former employees have instituted legal and other proceedings against us alleging irregularities. When there is only a remote risk of loss, we do not recognize a provision nor do we include a disclosure in the unconsolidated and consolidated financial statements. We cannot guarantee that the judgments in any of the litigation in which we are involved would be favourable to us and if our assessment of the risk changes, our view on provisions will also change.

We depend on the knowledge and skills of our senior management. Any inability to attract and retain them and other talented professionals may adversely impact our business.

Our continued success depends in part on the continued service of key members of our management team and our ability to continue to attract, train, motivate and retain highly qualified professionals. This is a key element of our strategy and we believe it to be a significant source of competitive advantage. The successful implementation of our strategy depends on the availability of skilled management, both at our head office and at each of our business units and international locations, continuity in the service of our directors, executives and senior managers, and our ability to attract and train young professionals.

The appointment of individuals in certain positions is subject to regulatory and shareholder approvals. Any stringent requirements by our regulator for appointing key members in the management may require us to reorganize our management structure and may affect our ability to identify, hire and appoint suitable professionals for various roles.

The loss of any member from our senior management, including directors and key personnel, can have a material impact on our business, our financial performance, our stockholders' equity, our ability to implement our strategy and the price of the bonds. If we or one of our business units or other functions fail to staff operations appropriately, or lose one or more key senior executives or qualified young professionals and fail to replace them in a satisfactory and timely manner, our business, financial condition and results of operations, including our control and operational risks, may be adversely affected. Likewise, if we fail to attract and appropriately train, motivate and retain young professionals or other talent, our business may likewise be affected. We have recently made several changes to our human resource management practices, including key performance indicators, unit-level operating flexibility and accountability and a shift from grades to functional designations at senior levels, aimed at greater agility and synergy across the organization. There can be no assurance that these measures will be successful in meeting the desired objectives.

A substantial portion of our compensation structure for middle and senior management is in the form of employee stock options, and dependent on the market price of our equity shares. Depending on market and business conditions, we may decide to reduce our employee strength in certain of our businesses. Increased competition, including the entry of new banks into an already competitive sector, may affect our ability to hire and retain qualified employees.

Adoption of a different basis of accounting or new accounting standards may result in changes in our reported financial position and results of operations for future and prior periods.

The Ministry of Corporate Affairs, which is the law making authority for adoption of accounting standards in India, has issued a roadmap for transition to Ind AS (a revised set of accounting standards, which largely converges the Indian accounting standards with International Financial Reporting Standards) by Indian companies in a phased manner starting from April 1, 2016. For banking companies, the implementation of Ind AS, which was earlier to begin from April 1, 2018, was deferred until further notice as recommended legislative amendments were still under the consideration of the Government of India. For insurance companies the implementation of Ind AS will begin from April 1, 2020. Some of our group companies have begun reporting their financials as per Ind AS from April 1, 2018.

Ind AS 109 - Financial Instruments (Standard equivalent to International Financial Reporting Standard 9) would have a significant impact on the way financial assets and liabilities are classified and measured, resulting in volatility in profit or loss and equity.

Further, banks migrating to the advanced measurement approach for operational risk and internal ratings-based approaches for credit risk under Basel II are required to follow the prescribed minimum loss given default levels for capital adequacy computation and treat restructured assets as nonperforming assets for capital adequacy purposes. Compliance with these new standards may result in an increase in loans classified as non-performing and provisioning costs, and a reduction in capital adequacy for banks, including us.

Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of:

i) Statutory dues :

There are Nil tax defaults during the quarter ended December 31, 2019 subject to following:-

The above does not include the tax contingent liability of Rs. 50.83 billion disclosed in the financial statements of the Bank as on December 31, 2019. The contingent liability represents the possible obligation, pertaining to tax demands raised by the income tax authorities, against which the Bank is in litigation with the appellate authorities. However, the Bank has favorable legal opinion/judicial precedents/assessment in respect of same and therefore in accordance with the Bank's accounting policy and AS 29, the Bank has reviewed and classified these items as possible obligation. No provision in excess of provisions already made in the financial statements is considered necessary.

ii) Other statutory dues - Nil

iii) Debentures and interest thereon: Nil

iv) Deposits and interest thereon: Nil

v) Loan from any bank or financial institution and interest thereon: Nil

Names, designation, address and phone number, email ID of the nodal/ compliance officer of the Company, if any, for the private placement offer process:

Mr. Ranganath Athreya,
Company Secretary,
ICICI Bank Limited, ICICI Bank Towers,
Bandra-Kurla Complex,
Mumbai 400 051.
Email ID: ranganath.athreya@icicibank.com
Phone number: 022 26536701

2. PARTICULARS OF THE OFFER

Date of passing of board resolution authorizing the Offer: May 6, 2019

Date of passing of resolution in the general meeting authorizing the offer of securities: June 30, 2014

Details of the Offer:

Kind & Class of Security Offered	Unsecured, Subordinated, Non-Convertible, Fully Paid-Up Basel III compliant bonds in the nature of debentures eligible for inclusion in Tier 2 Capital
Issue price	₹ 1,000,000 per bond to be offered at par, with no premium
Relevant date with reference to which the price is arrived at	Not applicable
The class or classes of persons to whom the allotment is proposed to be made	As per the term sheet
Change in control, if any which would occur consequent to the issuance of the Bonds	Not applicable
Number of persons to whom allotment on private placement basis has already been made during the year in terms of number of securities as well as price	Nil
Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable
Tenor	Redeemable after 10 years from the Deemed Date of Allotment
Coupon Rate	7.10% p.a. payable annually
Mode of payment and repayment	Payment of interest and repayment of principal shall be made by way of cheque(s)/ interest/ redemption warrant(s)/ demand draft(s)/ direct credit/ NECS/ RTGS/ NEFT mechanism
Issue Opening Date	February 13, 2020
Issue Closing Date	February 13, 2020
Pay - in - Date	February 17, 2020 (T+2 settlement)

Deemed Allotment	Date of	February 17, 2020 (T+2 settlement)
Objects of the Issue		<p>Augmenting Tier 2 Capital (as the term is defined in the Basel III Regulations) and overall capital of the Bank for strengthening its capital adequacy and for enhancing its long term resources.</p> <p>The funds being raised by the Bank through the present Issue are not meant for financing any particular project. The Bank shall utilize the proceeds of the Issue for its business activities.</p> <p>The Bank undertakes that proceeds of the Issue shall not be used for any purpose which may be in contravention of the regulations/ guidelines/ norms issued by the RBI/ SEBI/ stock exchanges.</p>
Proposed time schedule for which the offer letter is valid		Letter of offer is valid up to February 17, 2020
Name and address of the valuer who performed valuation		Not applicable as the bonds being offered are unsecured
Amount intended to be raised		Issue of unsecured subordinated Tier 2 Basel III compliant non-convertible bonds in the nature of debentures aggregating ₹ 5,000 million, with a right to retain oversubscription upto a total issuance amount of ₹ 10,000 million, through private placement.
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects		No contribution made by the director as part of the offer or separately in furtherance of such objects
Principle terms of assets charged as security		Not applicable as the bonds being offered are unsecured

3. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.

- a) **Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons:**

ICICI Bank does not have any promoter and none of the Directors, Key Managerial Personnel have any financial or other material interest in the present offer.

- b) **Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter during the last three years and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed:**

ICICI Bank does not have any promoter.

- c) **Remuneration of directors (during the current year and last three financial years):**

Whole-time Director

₹ Million

Name	FY 20 (Apr 19 to Dec 19)	FY 19	FY 18	FY 17
Mr. Sandeep Bakshi	45.72	49.06	-	-
Ms. Vishakha Mulye	41.29	52.15	44.85	38.2
Mr. Anup Bagchi	37.08	45.89	38.85	14.68
Mr. Vijay Chandok ⁽¹⁾	8.59	47.24	45.61	39.23

1. Mr. Vijay Chandok transferred to Group Company, his last working day with ICICI bank was May 6, 2019

Independent Director

Amount ₹

Name of the Director	FY2020* (April 1, 2019 to January, 2020)	FY2019*	FY2018*	FY2017*
Mr. M. K. Sharma ¹	-	59,33,334	5,496,667	4,595,000
Mr. Girish Chandra Chaturvedi ²	12,00,000	35,74,465	-	-
Mr. Uday Chitale ³	21,50,000	46,52,740	3,60,000	-
Mr. Dileep Choksi ⁷	-	56,50,000	2,920,000	2,180,000
Ms. Neelam Dhawan ³	13,00,000	28,66,438	2,40,000	-
Mr. Homi Khusrookhan ⁴	-	-	3,200,000	3,060,000
Mr. M. S. Ramachandran ³	-	-	1,180,000	3,000,000
Mr. Tushaar Shah ⁴	-	1,200,000	1,900,000	1,620,000
Mr. V. K. Sharma ⁷	-	23,00,000	1,440,000	1,460,000
Mr. V. Sridar ⁴	-	-	2,600,000	2,480,000
Mr. Radhakrishnan Nair ³	24,50,000	48,00,000	-	-

Mr. M. D. Mallya ⁵	-	-	-	-
Mr. Hari L. Mundra ⁶	19,50,000	7,00,000	-	-
Mr. B. Sriram ⁶	17,00,000	4,50,000	-	-
Ms. Rama Bijapurkar ⁶	10,50,000	3,50,000	-	-
Mr. S. Madhavan ⁶	21,00,000	-	-	-

1. *Mr. M.K. Sharma Ceased to be the Chairman of the Bank from close of business hours of June 30, 2018.*
2. *Mr. Girish Chandra Chaturvedi was appointed as an additional (Independent) Director effective July 1, 2018 and was also appointed as as non-executive part-time Chairman for the period effective from July 1, 2018 or the date of receipt of RBI approval for such appointment, whichever is later upto June 30, 2021. RBI approved the appointment of Mr. Chaturvedi as non-executive part-time Chairman effective July 17, 2018 to June 30, 2021. The shareholders at the Annual General Meeting held on September 12, 2018 approved the appointment of Mr. Chaturvedi as non-executive part-time Chairman effective July 17, 2018 to June 30, 2021.*
3. *Mr. M. S. Ramachandran ceased to be a Director of the Bank effective April 25, 2017 upon completion of the tenure as per the Banking Regulation Act, 1949. Ms. Neelam Dhawan, Mr. Uday Chitale and Mr. Radhakrishnan Nair were appointed as additional Directors by the Board at its Meetings held on January 12, 2018, January 17, 2018 and May 2, 2018 respectively. The shareholders at the Annual General Meeting held on September 12, 2018 approved the appointment of Ms. Neelam Dhawan, Mr. Uday Chitale and Mr. Radhakrishnan Nair as Independent Director effective January 12, 2018, January 17, 2018 and May 2, 2018 respectively.*
4. *Mr. Homi Khusrookhan and Mr. V. Sridar ceased to be the Directors of the Bank effective close of business hours on January 20, 2018 and Mr. Tushaar Shah ceased to be a Director effective close of business hours on May 2, 2018, upon completion of their tenure as per the Banking Regulation Act, 1949.*
5. *Mr. M. D. Mallya was appointed as an Independent Director effective May 29, 2018 and he ceased to be a Director effective October 4, 2018.*
6. *The Board, appointed Mr. Hari L. Mundra, Ms. Rama Bijapurkar, Mr. B. Sriram and Mr. S. Madhavan as additional directors effective from October 26, 2018, January 14, 2019, January 14, 2019 and April 14, 2019 respectively. The shareholders at the Annual General Meeting held on August 9, 2019 approved the appointment of Mr. Hari L. Mundra, Ms. Rama Bijapurkar, Mr. B. Sriram and Mr. S. Madhavan effective October 26, 2018, January 14, 2019, January 14, 2019 and April 14, 2019 respectively.*
7. *Pursuant to completion of their primary tenure under the Companies Act, 2013, Mr. Dileep Choksi and Mr. V. K. Sharma, ceased to be Directors effective close of business hours on March 31, 2019.*

**All Independent Directors are paid sitting fees for attending Board and Committee Meetings. Additionally, Independent Directors are paid profit linked commission as permitted under RBI guidelines except for Chairman who is paid an annual remuneration with the approval of RBI.*

Related Party Transactions for the year ended March 31, 2019

Related party transactions

The Bank has transactions with its related parties comprising subsidiaries, associates/joint ventures/other related entities, key management personnel and relatives of key management personnel.

I. Related parties

Subsidiaries

ICICI Bank Canada, ICICI Bank UK PLC, ICICI Home Finance Company Limited, ICICI International Limited, ICICI Investment Management Company Limited, ICICI Lombard General Insurance Company Limited, ICICI Prudential Asset Management Company Limited, ICICI Prudential Life Insurance Company Limited, ICICI Prudential Pension Funds Management Company Limited, ICICI Prudential Trust Limited, ICICI Securities Holdings Inc., ICICI Securities Inc., ICICI Securities Limited, ICICI Securities Primary Dealership Limited, ICICI Trusteeship Services Limited and ICICI Venture Funds Management Company Limited.

Associates/joint ventures/other related entities

Arteria Technologies Private Limited¹, India Advantage Fund-III, India Advantage Fund-IV, India Infradebt Limited, ICICI Merchant Services Private Limited, I-Process Services (India) Private Limited, NIIT Institute of Finance, Banking and Insurance Training Limited, ICICI Strategic Investments Fund², Comm Trade Services Limited and ICICI Foundation for Inclusive Growth.

1. Identified as related party effective from May 29, 2018.
2. Entity consolidated as per Accounting Standard (AS) 21 on 'Consolidated Financial Statements'.

Key management personnel

Mr. Sandeep Bakhshi¹, Ms. Vishakha Mulye, Mr. Vijay Chandok, Mr. Anup Bagchi, Mr. N. S. Kannan² and Ms. Chanda Kochhar³.

1. Identified as related party effective from June 19, 2018.
2. Ceased to be related party effective close of business hours on June 18, 2018.
3. Ceased to be related party effective from October 4, 2018.

Relatives of key management personnel

Ms. Mona Bakhshi¹, Mr. Shivam Bakhshi¹, Ms. Esha Bakhshi¹, Ms. Minal Bakhshi¹, Mr. Sameer Bakhshi¹, Mr. Vivek Mulye, Ms. Vriddhi Mulye, Dr. Gauresh Palekar, Ms. Shalaka Gadekar, Ms. Manisha Palekar, Ms. Poonam Chandok, Ms. Saluni Chandok, Ms. Simran Chandok, Mr. C. V. Kumar, Ms. Shad Kumar, Ms. Sanjana Gulati, Ms. Mitul Bagchi, Mr. Aditya Bagchi, Mr. Shishir Bagchi, Mr. Arun Bagchi, Mr. Animesh Bagchi, Ms. Rangarajan Kumudalakshmi², Ms. Aditi Kannan², Ms. Sudha Narayanan², Mr. Raghunathan Narayanan², Mr. Rangarajan Narayanan², Mr. Deepak Kochhar³, Mr. Arjun Kochhar³, Ms. Aarti Kaji³ and Mr. Mahesh Advani³.

1. Identified as related party effective from June 19, 2018.
2. Ceased to be related party effective close of business hours on June 18, 2018.
3. Ceased to be related party effective from October 4, 2018.

II. Transactions with related parties

The following table sets forth, for the periods indicated, the significant transactions between the Bank and its related parties.

₹ in million

Items	Year ended March 31, 2019	Year ended March 31, 2018
Interest income		
Subsidiaries	240.5	489.1
Associates/joint ventures/others	44.4	29.4
Key management personnel	11.7	9.0
Relatives of key management personnel	0.0 ¹	0.1
Total interest income	296.6	527.6
Fee, commission and other income		
Subsidiaries	12,225.7	12,080.3
Associates/joint ventures/others	20.0	13.9
Key management personnel	0.2	0.0 ¹
Relatives of key management personnel	0.0 ¹	0.0 ¹
Total fee, commission and other income	12,245.9	12,094.2
Commission income on guarantees issued		
Subsidiaries	30.2	35.2
Associates/joint ventures/others	0.1	0.1
Key management personnel	..	..
Relatives of key management personnel	..	..
Total commission income on guarantees issued	30.3	35.3
Income from custodial services		
Subsidiaries	16.8	26.8
Associates/joint ventures/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total income from custodial services	16.8	26.8
Gain/(loss) on forex and derivative transactions (net) ²		
Subsidiaries	665.3	44.5
Associates/joint ventures/others	0.1	(0.0) ¹
Key management personnel	..	..
Relatives of key management personnel	..	..
Total gain/(loss) on forex and derivative transactions (net)	665.4	44.5
Dividend income		
Subsidiaries	10,779.5	12,140.6
Associates/joint ventures/others	62.9	62.9
Total dividend income	10,842.4	12,203.5
Insurance claims received		
Subsidiaries	111.8	127.5
Associates/joint ventures/others	..	..
Total insurance claims received	111.8	127.5
Recovery of lease of premises, common corporate and facilities expenses		
Subsidiaries	1,732.5	1,611.1
Associates/joint ventures/others	59.7	69.2
Key management personnel	..	..
Relatives of key management personnel	..	..

Items	Year ended March 31, 2019	Year ended March 31, 2018
Total recovery of lease of premises, common corporate and facilities expenses	1,792.2	1,680.3
Payment of lease of premises, common corporate and facilities expenses		
Subsidiaries	76.9	73.1
Associates/joint ventures/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total payment of lease of premises, common corporate and facilities expenses	76.9	73.1
Recovery for secondment of employees (net)		
Subsidiaries	27.7	11.2
Associates/joint ventures/others	9.4	8.7
Total recovery for secondment of employees (net)	37.1	19.9
Reimbursement of expenses from related parties		
Subsidiaries	1.3	1.4
Associates/joint ventures/others	..	3.3
Key management personnel	..	..
Relatives of key management personnel	..	..
Total reimbursement of expenses from related parties	1.3	4.7
Interest expense		
Subsidiaries	191.3	303.6
Associates/joint ventures/others	7.8	5.4
Key management personnel	4.2	10.2
Relatives of key management personnel	1.7	3.1
Total interest expense	205.0	322.3
Remuneration to wholetime directors ³		
Key management personnel	270.5	232.9
Total remuneration to wholetime directors	270.5	232.9
Reimbursement of expenses to related parties		
Subsidiaries	45.9	784.5
Associates/joint ventures/others	0.1	0.1
Key management personnel	..	..
Relatives of key management personnel	..	..
Total reimbursement of expenses to related parties	46.0	784.6
Insurance premium paid		
Subsidiaries	5,779.0	2,869.0
Associates/joint ventures/others	..	..
Total insurance premium paid	5,779.0	2,869.0
Brokerage, fee and other expenses		
Subsidiaries	486.7	503.9
Associates/joint ventures/others	9,451.1	6,833.4
Key management personnel	..	..
Relatives of key management personnel	..	..
Total brokerage, fee and other expenses	9,937.8	7,337.3
Donation given		

Items	Year ended March 31, 2019	Year ended March 31, 2018
Subsidiaries	..	..
Associates/joint ventures/others	380.0	560.0
Total donation given	380.0	560.0
Dividend paid		
Subsidiaries	..	..
Associates/joint ventures/others	..	..
Key management personnel	6.6	8.3
Relatives of key management personnel	0.0 ¹	0.0 ¹
Total dividend paid	6.6	8.3
Purchase of investments		
Subsidiaries	35,839.6	50,279.2
Associates/joint ventures/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total purchase of investments	35,839.6	50,279.2
Investments in the securities issued by related parties		
Subsidiaries	..	..
Associates/joint ventures/others	2,740.0	6,462.0
Total investments in the securities issued by related parties	2,740.0	6,462.0
Sale of investments		
Subsidiaries	37,759.6	29,950.3
Associates/joint ventures/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total sale of investments	37,759.6	29,950.3
Redemption/buyback of investments		
Subsidiaries	..	5,065.0
Associates/joint ventures/others	175.2	190.1
Total redemption/buyback of investments	175.2	5,255.1
Unfunded risk participation		
Subsidiaries	..	1,291.6
Associates/joint ventures/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total unfunded risk participation	..	1,291.6
Sale of loans		
Subsidiaries	88.7	1,403.9
Associates/joint ventures/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total sale of loans	88.7	1,403.9
Purchase of fixed assets		
Subsidiaries	21.3	1.2
Associates/joint ventures/others	..	..

Items	Year ended March 31, 2019	Year ended March 31, 2018
Key management personnel	..	..
Relatives of key management personnel	..	..
Total purchase of fixed assets	21.3	1.2
Sale of fixed assets		
Subsidiaries	6.1	2.2
Associates/joint ventures/others	..	..
Key management personnel	7.2	..
Relatives of key management personnel	..	..
Total sale of fixed assets	13.3	2.2

1. Insignificant amount.
2. The Bank undertakes derivative transactions with its subsidiaries, associates, joint ventures and other related entities. The Bank manages its foreign exchange and interest rate risks arising from these transactions by covering them in the market. While the Bank, within its overall position limits covers these transactions in the market, the above amounts represent only the transactions with its subsidiaries, associates, joint ventures and other related entities and not the offsetting/covering transactions.
3. Excludes the perquisite value on employee stock options exercised, contribution to gratuity fund and includes performance bonus paid during the period.

III. Material transactions with related parties

The following table sets forth, for the periods indicated, the material transactions between the Bank and its related parties. A specific related party transaction is disclosed as a material related party transaction wherever it exceeds 10% of all related party transactions in that category.

₹ in million

Particulars		Year ended March 31, 2019	Year ended March 31, 2018
Interest income			
1	ICICI Home Finance Company Limited	171.6	368.5
2	ICICI Securities Primary Dealership Limited	66.6	111.6
3	India Infradebt Limited	41.1	29.4
Fee, commission and other income			
1	ICICI Prudential Life Insurance Company Limited	9,822.6	8,818.7
2	ICICI Lombard General Insurance Company Limited	1,440.7	1,213.7
3	ICICI Prudential Asset Management Company Limited	330.6	1,360.8
Commission income on guarantees issued			
1	ICICI Bank UK PLC	28.2	33.3
Income from custodial services			
1	ICICI Prudential Asset Management Company Limited	12.7	23.7
2	ICICI Securities Primary Dealership Limited	4.0	3.1
Gain/(loss) on forex and derivative transactions (net)¹			
1	ICICI Home Finance Company Limited	1,244.3	(7.9)
2	ICICI Securities Primary Dealership Limited	(472.6)	(565.1)
3	ICICI Bank UK PLC	(177.4)	535.3

Particulars		Year ended March 31, 2019	Year ended March 31, 2018
4	ICICI Prudential Life Insurance Company Limited	30.2	54.0
5	ICICI Lombard General Insurance Company Limited	16.4	8.7
6	ICICI Prudential Asset Management Company Limited	3.2	14.8
Dividend income			
1	ICICI Prudential Life Insurance Company Limited	3,719.6	5,435.9
2	ICICI Securities Limited	1,939.6	1,771.8
3	ICICI Prudential Asset Management Company Limited	1,656.5	2,268.6
4	ICICI Bank Canada	1,373.6	1,092.3
5	ICICI Lombard General Insurance Company Limited	1,269.2	404.6
Insurance claims received			
1	ICICI Prudential Life Insurance Company Limited	60.9	85.3
2	ICICI Lombard General Insurance Company Limited	50.9	42.2
Recovery of lease of premises, common corporate and facilities expenses			
1	ICICI Home Finance Company Limited	373.5	377.5
2	ICICI Securities Limited	291.1	288.0
3	ICICI Prudential Life Insurance Company Limited	289.8	232.7
4	ICICI Lombard General Insurance Company Limited	269.4	226.4
5	ICICI Bank UK PLC	248.0	260.6
Payment of lease of premises, common corporate and facilities expenses			
1	ICICI Venture Funds Management Company Limited	68.1	66.3
Recovery for secondment of employees			
1	ICICI Securities Limited	22.7	10.1
2	I-Process Services (India) Private Limited	9.4	8.7
3	ICICI Prudential Life Insurance Company Limited	5.4	1.2
Reimbursement of expenses from related parties			
1	ICICI Home Finance Company Limited	1.3	1.4
2	India Infradebt Limited	..	3.3
Interest expense			
1	ICICI Securities Limited	107.6	87.1
2	ICICI Prudential Life Insurance Company Limited	41.8	190.0
3	ICICI Bank UK PLC	39.4	24.6
Remuneration to wholtime directors²			
1	Mr. Sandeep Bakhshi ³	47.2	N.A.
2	Ms. Vishakha Mulye	50.2	43.1
3	Mr. Vijay Chandok	45.5	44.1
4	Mr. Anup Bagchi	44.1	37.3
5	Mr. N. S. Kannan ⁴	9.4	45.1

Particulars		Year ended March 31, 2019	Year ended March 31, 2018
6	Ms. Chanda Kochhar ⁵	74.1	63.3
Reimbursement of expenses to related parties			
1	ICICI Bank UK PLC	28.7	27.9
2	ICICI Bank Canada	12.6	6.7
3	ICICI Lombard General Insurance Company Limited	4.5	193.6
4	ICICI Securities Limited	..	553.8
Insurance premium paid			
1	ICICI Prudential Life Insurance Company Limited	3,876.5	1,169.5
2	ICICI Lombard General Insurance Company Limited	1,902.5	1,699.5
Brokerage, fee and other expenses			
1	I-Process Services (India) Private Limited	5,327.1	4,516.6
2	ICICI Merchant Services Private Limited	4,112.9	2,303.1
Donation given			
1	ICICI Foundation for Inclusive Growth	380.0	560.0
Dividend paid			
1	Mr. Sandeep Bakhshi ³	0.7	N.A.
2	Ms. Vishakha Mulye	1.3	1.5
3	Mr. Vijay Chandok	0.0 ⁶	0.0 ⁶
4	Mr. N. S. Kannan ⁴	..	1.1
5	Ms. Chanda Kochhar ⁵	4.6	5.7
Purchase of investments			
1	ICICI Securities Primary Dealership Limited	32,457.9	42,642.3
2	ICICI Prudential Life Insurance Company Limited	3,325.9	6,045.6
Investments in the securities issued by related parties			
1	India Infradebt Limited	2,740.0	6,462.0
Sale of investments			
1	ICICI Prudential Life Insurance Company Limited	19,144.6	16,353.3
2	ICICI Securities Primary Dealership Limited	16,598.0	12,379.0
Redemption/buyback of investments			
1	India Advantage Fund-III	119.4	108.2
2	India Advantage Fund-IV	55.8	81.9
3	ICICI Bank Canada	..	5,065.0
Unfunded risk participation			
1	ICICI Bank UK PLC	..	1,291.6
Sale of loans			
1	ICICI Home Finance Company Limited	88.7	..
2	ICICI Bank UK PLC	..	1,403.9
Purchase of fixed assets			
1	ICICI Prudential Life Insurance Company Limited	20.7	..
2	ICICI Home Finance Company Limited	..	1.1
Sale of fixed assets			
1	ICICI Home Finance Company Limited	4.0	..

Particulars		Year ended March 31, 2019	Year ended March 31, 2018
2	ICICI Prudential Asset Management Company Limited	..	2.2
3	Ms. Chanda Kochhar ⁵	7.2	..

1. The Bank undertakes derivative transactions with its subsidiaries, associates, joint ventures and other related entities. The Bank manages its foreign exchange and interest rate risks arising from these transactions by covering them in the market. While the Bank, within its overall position limits covers these transactions in the market, the above amounts represent only the transactions with its subsidiaries, associates, joint ventures and other related entities and not the offsetting/covering transactions.
2. Excludes the perquisite value on employee stock options exercised, contribution to gratuity fund and includes performance bonus paid during the period.
3. Identified as related party effective from June 19, 2018.
4. Ceased to be related party effective close of business hours on June 18, 2018.
5. Ceased to be related party effective from October 4, 2018.
6. Insignificant amount.

IV. Letters of comfort

The Bank has issued letters of comfort on behalf of its banking subsidiary ICICI Bank UK PLC to Financial Services Authority, UK (now split into two separate regulatory authorities, the Prudential Regulation Authority and the Financial Conduct Authority) to confirm that the Bank intends to financially support ICICI Bank UK PLC in ensuring that it meets all of its financial obligations as they fall due.

The Bank has issued an undertaking on behalf of ICICI Securities Inc. for Singapore dollar 10.0 million (March 31, 2018: Singapore dollar 10.0 million) (equivalent to ₹ 510.4 million at March 31, 2019 and ₹ 498.2 million at March 31, 2018) to the Monetary Authority of Singapore (MAS) and has executed six indemnity agreements including one issued during the year on behalf of ICICI Bank Canada to its independent directors for a sum not exceeding Canadian dollar 2.5 million each, aggregating to Canadian dollar 15.0 million (March 31, 2018: Canadian dollar 17.5 million) (equivalent to ₹ 773.1 million at March 31, 2019 and ₹ 886.4 million at March 31, 2018). The aggregate amount of ₹ 1,283.5 million at March 31, 2019 (March 31, 2018: ₹ 1,384.6 million) is included in the contingent liabilities.

The letters of comfort in the nature of letters of awareness that were outstanding at March 31, 2019 issued by the Bank on behalf of its subsidiaries in respect of their borrowings made or proposed to be made, aggregated to ₹ 7,060.0 million (March 31, 2018: ₹ 12,363.0 million).

In addition to the above, the Bank has also issued letters of comfort in the nature of letters of awareness on behalf of its subsidiaries for other incidental business purposes. These letters of awareness are in the nature of factual statements or confirmation of facts and do not create any financial impact on the Bank.

Related Party Transactions for the year ended March 31, 2018

Related party transactions

The Bank has transactions with its related parties comprising subsidiaries, associates/joint ventures/other related entities, key management personnel and relatives of key management personnel.

I. Related parties

Subsidiaries

ICICI Bank Canada, ICICI Bank UK PLC, ICICI Home Finance Company Limited, ICICI International Limited, ICICI Investment Management Company Limited, ICICI Lombard General Insurance Company Limited, ICICI Prudential Asset Management Company Limited, ICICI Prudential Life Insurance Company Limited, ICICI Prudential Pension Funds Management Company Limited, ICICI Prudential Trust Limited, ICICI Securities Holdings Inc., ICICI Securities Inc., ICICI Securities Limited, ICICI Securities Primary Dealership Limited, ICICI Trusteeship Services Limited and ICICI Venture Funds Management Company Limited.

Associates/joint ventures/other related entities

ICICI Merchant Services Private Limited, ICICI Strategic Investments Fund¹, India Advantage Fund-III, India Advantage Fund-IV, India Infradebt Limited, I-Process Services (India) Private Limited, NIIT Institute of Finance, Banking and Insurance Training Limited, Comm Trade Services Limited and ICICI Foundation for Inclusive Growth.

1. Entity consolidated as per Accounting Standard (AS) 21 on 'Consolidated Financial Statements'.

Akzo Nobel India Limited and FINO PayTech Limited ceased to be related parties effective from April 30, 2016 and January 5, 2017 respectively.

Key management personnel

Ms. Chanda Kochhar, Mr. N. S. Kannan, Ms. Vishakha Mulye, Mr. Vijay Chandok¹, Mr. Anup Bagchi², Mr. K. Ramkumar³ and Mr. Rajiv Sabharwal⁴.

1. Identified as related party effective from July 28, 2016.

2. Identified as related party effective from February 1, 2017.

3. Ceased to be related party effective close of business hours on April 30, 2016.

4. Ceased to be related party effective close of business hours on January 31, 2017.

Relatives of key management personnel

Mr. Deepak Kochhar, Mr. Arjun Kochhar, Ms. Aarti Kaji, Mr. Mahesh Advani, Ms. Rangarajan Kumudalakshmi, Ms. Aditi Kannan, Ms. Sudha Narayanan, Mr. Raghunathan Narayanan, Mr. Rangarajan Narayanan, Mr. Vivek Mulye, Ms. Vridhhi Mulye, Dr. Gauresh Palekar, Ms. Shalaka Gadekar, Ms. Manisha Palekar, Ms. Poonam Chandok¹, Ms. Saluni Chandok¹, Ms. Simran Chandok¹, Mr. C. V. Kumar¹, Ms. Shad Kumar¹, Ms. Sanjana Gulati¹, Ms. Mitul Bagchi², Mr. Aditya Bagchi², Mr. Shishir Bagchi², Mr. K. Jayakumar³, Ms. J. Krishnaswamy³, Ms. Sangeeta Sabharwal⁴, Mr. Kartik Sabharwal⁴ and Mr. Arnav Sabharwal⁴.

1. Identified as related party effective from July 28, 2016.

2. Identified as related party effective from February 1, 2017.

3. Ceased to be related party effective close of business hours on April 30, 2016.

4. Ceased to be related party effective close of business hours on January 31, 2017.

II. Transactions with related parties

The following table sets forth, for the periods indicated, the significant transactions between the Bank and its related parties.

₹ in million

Items	Year ended March 31, 2018	Year ended March 31, 2017
Interest income		
Subsidiaries	489.1	691.9
Associates/joint ventures/others	29.4	43.5
Key management personnel	9.0	10.7
Relatives of key management personnel	0.1	0.2
Total	527.6	746.3
Fee, commission and other income		
Subsidiaries	12,080.3	11,198.9
Associates/joint ventures/others	13.9	17.6
Key management personnel	0.0 ¹	0.2
Relatives of key management personnel	0.0 ¹	0.0 ¹
Total	12,094.2	11,216.7
Commission income on guarantees issued		
Subsidiaries	35.2	25.5
Associates/joint ventures/others	0.1	0.0 ¹
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	35.3	25.5
Income on custodial services		
Subsidiaries	26.8	10.4
Associates/joint ventures/others	..	1.5
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	26.8	11.9
Gain/(loss) on forex and derivative transactions (net) ²		
Subsidiaries	44.5	478.6
Associates/joint ventures/others	(0.0) ¹	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	44.5	478.6
Dividend income		
Subsidiaries	12,140.6	14,190.3
Associates/joint ventures/others	62.9	..
Total	12,203.5	14,190.3

₹ in million

Items	Year ended March 31, 2018	Year ended March 31, 2017
Insurance claims received		
Subsidiaries	127.5	116.4
Associates/joint ventures/others	..	..
Total	127.5	116.4
Recovery of lease of premises, common corporate and facilities expenses		
Subsidiaries	1,611.1	1,474.9
Associates/joint ventures/others	69.2	64.5
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	1,680.3	1,539.4
Payment of lease of premises, common corporate and facilities expenses		
Subsidiaries	73.1	85.5
Associates/joint ventures/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	73.1	85.5
Recovery for secondment of employees		
Subsidiaries	11.2	29.3
Associates/joint ventures/others	8.7	8.0
Total	19.9	37.3
Reimbursement of expenses from related parties		
Subsidiaries	1.4	1.6
Associates/joint ventures/others	3.3	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	4.7	1.6
Interest expense		
Subsidiaries	303.6	339.3
Associates/joint ventures/others	5.4	15.6
Key management personnel	10.2	6.7
Relatives of key management personnel	3.1	2.9
Total	322.3	364.5
Remuneration to wholetime directors ³		
Key management personnel	232.9	223.5
Total	232.9	223.5
Reimbursement of expenses to related parties		

₹ in million

Items	Year ended March 31, 2018	Year ended March 31, 2017
Subsidiaries	784.5	543.5
Associates/joint ventures/others	0.1	0.2
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	784.6	543.7
Insurance premium paid		
Subsidiaries	2,869.0	1,830.5
Associates/joint ventures/others	..	..
Total	2,869.0	1,830.5
Brokerage, fee and other expenses		
Subsidiaries	503.9	951.7
Associates/joint ventures/others	6,833.4	5,919.6
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	7,337.3	6,871.3
Donation given		
Subsidiaries	..	..
Associates/joint ventures/others	560.0	475.0
Total	560.0	475.0
Dividend paid		
Subsidiaries	..	..
Associates/joint ventures/others	..	..
Key management personnel	8.3	17.7
Relatives of key management personnel	0.0 ¹	0.0 ¹
Total	8.3	17.7
Purchase of investments		
Subsidiaries	50,279.2	7,074.0
Associates/joint ventures/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	50,279.2	7,074.0
Investment in certificate of deposits (CDs)/bonds issued by the Bank		
Subsidiaries	..	5,018.9
Associates/joint ventures/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	..	5,018.9

₹ in million

Items	Year ended March 31, 2018	Year ended March 31, 2017
Investments in the securities issued by related parties		
Subsidiaries	..	..
Associates/joint ventures/others	6,462.0	5,779.5
Total	6,462.0	5,779.5
Sale of investments		
Subsidiaries	29,950.3	15,486.1
Associates/joint ventures/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	29,950.3	15,486.1
Redemption/buyback of securities		
Subsidiaries	5,065.0	5,862.2
Associates/joint ventures/others	190.1	566.1
Total	5,255.1	6,428.3
Unfunded risk participation		
Subsidiaries	1,291.6	2,075.2
Associates/joint ventures/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	1,291.6	2,075.2
Sale of loans		
Subsidiaries	1,403.9	..
Associates/joint ventures/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	1,403.9	..
Purchase of fixed assets		
Subsidiaries	1.2	10.8
Associates/joint ventures/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	1.2	10.8
Sale of fixed assets		
Subsidiaries	2.2	1.2
Associates/joint ventures/others	..	..
Key management personnel	..	..

₹ in million

Items	Year ended March 31, 2018	Year ended March 31, 2017
Relatives of key management personnel	..	..
Total	2.2	1.2

1. Insignificant amount.
2. The Bank undertakes derivative transactions with its subsidiaries, associates, joint ventures and other related entities. The Bank manages its foreign exchange and interest rate risks arising from these transactions by covering them in the market. While the Bank, within its overall position limits covers these transactions in the market, the above amounts represent only the transactions with its subsidiaries, associates, joint ventures and other related entities and not the offsetting/covering transactions.
3. Excludes the perquisite value on account of employee stock options exercised.

III. Material transactions with related parties

The following table sets forth, for the periods indicated, the material transactions between the Bank and its related parties. A specific related party transaction is disclosed as a material related party transaction wherever it exceeds 10% of all related party transactions in that category.

₹ in million

Particulars		Year ended March 31, 2018	Year ended March 31, 2017
Interest income			
1	ICICI Home Finance Company Limited	368.5	558.7
2	ICICI Securities Primary Dealership Limited	111.6	89.3
Fee, commission and other income			
1	ICICI Prudential Life Insurance Company Limited	8,818.7	9,675.3
2	ICICI Prudential Asset Management Company Limited	1,360.8	86.6
3	ICICI Lombard General Insurance Company Limited	1,213.7	937.3
Commission income on guarantees issued			
1	ICICI Bank UK PLC	33.3	24.1
Income on custodial services			
1	ICICI Prudential Asset Management Company Limited	23.7	8.1
2	ICICI Securities Primary Dealership Limited	3.1	2.3
Gain/(loss) on forex and derivative transactions (net) ¹			
1	ICICI Securities Primary Dealership Limited	(565.1)	(258.0)
2	ICICI Bank UK PLC	535.3	825.0
3	ICICI Prudential Life Insurance Company Limited	54.0	11.8
4	ICICI Prudential Asset Management Company Limited	14.8	10.6
5	ICICI Lombard General Insurance Company Limited	8.7	14.7
6	ICICI Home Finance Company Limited	(7.9)	(113.1)
Dividend income			
1	ICICI Prudential Life Insurance Company Limited	5,435.9	5,449.1
2	ICICI Prudential Asset Management Company Limited	2,268.6	1,629.5
3	ICICI Securities Limited	1,771.8	2,050.3
4	ICICI Securities Primary Dealership Limited	672.3	2,782.9
Insurance claims received			
1	ICICI Prudential Life Insurance Company Limited	85.3	85.1
2	ICICI Lombard General Insurance Company Limited	42.2	31.3
Recovery of lease of premises, common corporate and facilities expenses			
1	ICICI Home Finance Company Limited	377.5	346.7
2	ICICI Securities Limited	288.0	269.8
3	ICICI Bank UK PLC	260.6	275.2
4	ICICI Prudential Life Insurance Company Limited	232.7	183.7
5	ICICI Lombard General Insurance Company Limited	226.4	201.3
Payment of lease of premises, common corporate and facilities expenses			

₹ in million

Particulars		Year ended March 31, 2018	Year ended March 31, 2017
1	ICICI Venture Funds Management Company Limited	66.3	66.5
2	ICICI Home Finance Company Limited	2.0	10.5
Recovery for secondment of employees			
1	ICICI Securities Limited	10.1	9.8
2	I-Process Services (India) Private Limited	8.7	8.0
3	ICICI Investment Management Company Limited	..	17.6
Reimbursement of expenses from related parties			
1	India Infradebt Limited	3.3	..
2	ICICI Home Finance Company Limited	1.4	1.4
3	ICICI Bank Canada	..	0.1
Interest expense			
1	ICICI Prudential Life Insurance Company Limited	190.0	93.5
2	ICICI Securities Limited	87.1	218.4
Remuneration to wholetime directors ²			
1	Ms. Chanda Kochhar	63.3	58.7
2	Mr. N. S. Kannan	45.1	40.7
3	Ms. Vishakha Mulye	43.1	36.7
4	Mr. Vijay Chandok ³	44.1	26.1
5	Mr. Anup Bagchi ⁴	37.3	8.5
7	Mr. K. Ramkumar ⁵	N.A.	11.1
6	Mr. Rajiv Sabharwal ⁶	N.A.	41.7
Reimbursement of expenses to related parties			
1	ICICI Securities Limited	553.8	0.3
2	ICICI Lombard General Insurance Company Limited	193.6	..
3	ICICI Prudential Life Insurance Company Limited	2.4	509.9
Insurance premium paid			
1	ICICI Lombard General Insurance Company Limited	1,699.5	1,271.0
2	ICICI Prudential Life Insurance Company Limited	1,169.5	559.5
Brokerage, fee and other expenses			
1	I-Process Services (India) Private Limited	4,516.6	3,572.8
2	ICICI Merchant Services Private Limited	2,303.1	2,318.4
Donation given			
1	ICICI Foundation for Inclusive Growth	560.0	475.0
Dividend paid			
1	Ms. Chanda Kochhar	5.7	11.7
2	Mr. N. S. Kannan	1.1	2.1
3	Ms. Vishakha Mulye	1.5	2.6
4	Mr. Vijay Chandok ³	0.0 ⁷	..
5	Mr. Anup Bagchi ⁴	..	..

₹ in million

Particulars		Year ended March 31, 2018	Year ended March 31, 2017
6	Mr. Rajiv Sabharwal ⁶	N.A.	1.4
Purchase of investments			
1	ICICI Securities Primary Dealership Limited	42,642.3	2,124.0
2	ICICI Prudential Life Insurance Company Limited	6,045.6	4,685.2
Investment in certificate of deposits (CDs)/bonds issued by the Bank			
1	ICICI Prudential Life Insurance Company Limited	..	3,250.0
2	ICICI Bank UK PLC	..	1,018.9
3	ICICI Securities Primary Dealership Limited	..	750.0
Investments in the securities issued by related parties			
1	India Infradebt Limited	6,462.0	5,779.5
Sale of investments			
1	ICICI Prudential Life Insurance Company Limited	16,353.3	10,700.3
2	ICICI Securities Primary Dealership Limited	12,379.0	2,512.4
3	ICICI Lombard General Insurance Company Limited	1,218.0	2,273.4
Redemption/buyback of investments			
1	ICICI Bank Canada	5,065.0	5,862.2
2	India Advantage Fund-III	108.2	41.3
3	India Advantage Fund-IV	81.9	35.6
Unfunded risk participation			
1	ICICI Bank UK PLC	1,291.6	2,075.2
Sale of loans			
1	ICICI Bank UK PLC	1,403.9	..
Purchase of fixed assets			
1	ICICI Home Finance Company Limited	1.1	..
2	ICICI Securities Primary Dealership Limited	0.1	4.0
3	ICICI Securities Limited	..	4.3
4	ICICI Prudential Life Insurance Company Limited	..	1.9
5	ICICI Prudential Asset Management Company Limited	..	0.5
Sale of fixed assets			
1	ICICI Prudential Asset Management Company Limited	2.2	..
2	ICICI Securities Limited	..	1.2

1. The Bank undertakes derivative transactions with its subsidiaries, associates, joint ventures and other related entities. The Bank manages its foreign exchange and interest rate risks arising from these transactions by covering them in the market. While the Bank, within its overall position limits covers these transactions in the market, the above amounts represent only the transactions with its subsidiaries, associates, joint ventures and other related entities and not the offsetting/covering transactions.
2. Excludes the perquisite value on account of employee stock options exercised.
3. Identified as related party effective from July 28, 2016.
4. Identified as related party effective from February 1, 2017.
5. Ceased to be related party effective close of business hours on April 30, 2016.

6. Ceased to be related party effective close of business hours on January 31, 2017.
7. Insignificant amount.

IV. Letters of comfort

The Bank has issued letters of comfort on behalf of its banking subsidiary ICICI Bank UK PLC to Financial Services Authority, UK (now split into two separate regulatory authorities, the Prudential Regulation Authority and the Financial Conduct Authority) to confirm that the Bank intends to financially support ICICI Bank UK PLC in ensuring that it meets all of its financial obligations as they fall due.

The Bank has issued an undertaking on behalf of ICICI Securities Inc. for Singapore dollar 10.0 million (currently equivalent to ₹ 498.2 million) to the Monetary Authority of Singapore (MAS) and has executed indemnity agreement on behalf of ICICI Bank Canada to its independent directors for a sum not exceeding Canadian dollar 2.5 million each (currently equivalent to ₹ 126.6 million), aggregating to Canadian dollar 17.5 million (currently equivalent to ₹ 886.4 million). The aggregate amount of ₹ 1,384.6 million at March 31, 2018 (March 31, 2017: ₹ 1,314.5 million) is included in the contingent liabilities.

The letters of comfort in the nature of letters of awareness that were outstanding at March 31, 2018 issued by the Bank on behalf of its subsidiaries in respect of their borrowings made or proposed to be made, aggregated to ₹ 12,363.0 million (March 31, 2017: ₹ 12,363.0 million).

In addition to the above, the Bank has also issued letters of comfort in the nature of letters of awareness on behalf of its subsidiaries for other incidental business purposes. These letters of awareness are in the nature of factual statements or confirmation of facts and do not create any financial impact on the Bank.

Related Party Transactions for the year ended March 31, 2017

Related party transactions

The Bank has transactions with its related parties comprising subsidiaries, associates/joint ventures/other related entities, key management personnel and relatives of key management personnel.

I. Related parties

Subsidiaries

ICICI Bank Canada, ICICI Bank UK PLC, ICICI Home Finance Company Limited, ICICI International Limited, ICICI Investment Management Company Limited, ICICI Lombard General Insurance Company Limited, ICICI Prudential Asset Management Company Limited, ICICI Prudential Life Insurance Company Limited, ICICI Prudential Pension Funds Management Company Limited, ICICI Prudential Trust Limited, ICICI Securities Holdings Inc., ICICI Securities Inc., ICICI Securities Limited, ICICI Securities Primary Dealership Limited, ICICI Trusteeship Services Limited and ICICI Venture Funds Management Company Limited.

Associates/joint ventures/other related entities

ICICI Merchant Services Private Limited, ICICI Strategic Investments Fund¹, India Advantage Fund-III, India Advantage Fund-IV, India Infradebt Limited, I-Process Services (India) Private Limited, NIIT Institute of Finance, Banking and Insurance Training Limited, Comm Trade Services Limited and ICICI Foundation for Inclusive Growth.

1. Entity consolidated as per Accounting Standard (AS) 21 on 'Consolidated Financial Statements'.

ICICI Equity Fund, I-Ven Biotech Limited, Akzo Nobel India Limited and FINO PayTech Limited ceased to be related parties effective from December 31, 2015, March 31, 2016, April 30, 2016 and January 5, 2017 respectively.

Key management personnel

Ms. Chanda Kochhar, Mr. N. S. Kannan, Ms. Vishakha Mulye¹, Mr. Vijay Chandok², Mr. Anup Bagchi³, Mr. K. Ramkumar⁴ and Mr. Rajiv Sabharwal⁵.

1. Identified as related party effective from January 19, 2016.

2. Identified as related party effective from July 28, 2016.

3. Identified as related party effective from February 1, 2017.

4. Mr. K. Ramkumar ceased to be the whole-time director of the Bank effective from April 30, 2016.

5. Mr. Rajiv Sabharwal ceased to be the whole-time director of the Bank effective from January 31, 2017.

Relatives of key management personnel

Mr. Deepak Kochhar, Mr. Arjun Kochhar, Ms. Aarti Kaji, Mr. Mahesh Advani, Ms. Rangarajan Kumudalakshmi, Ms. Aditi Kannan, Ms. Sudha Narayanan, Mr. Raghunathan Narayanan, Mr. Rangarajan Narayanan, Mr. Vivek Mulye¹, Ms. Vriddhi Mulye¹, Mr. Gauresh Palekar¹, Ms. Shalaka Gadekar¹, Ms. Manisha Palekar¹, Ms. Poonam Chandok², Ms. Saluni Chandok², Ms. Simran

Chandok², Mr. C. V. Kumar², Ms. Shad Kumar², Ms. Sanjana Gulati², Ms. Mitul Bagchi³, Mr. Aditya Bagchi³, Mr. Shishir Bagchi³, Ms. Jaya Ramkumar⁴, Mr. R. Shyam⁴, Ms. R. Suchithra⁴, Mr. K. Jayakumar⁴, Mr. R. Krishnaswamy⁴, Ms. J. Krishnaswamy⁴, Ms. Pushpa Muralidharan⁴, Ms. Malathi Vinod⁴, Ms. Sangeeta Sabharwal⁵, Mr. Kartik Sabharwal⁵ and Mr. Arnav Sabharwal⁵.

1. Identified as related party effective from January 19, 2016.
2. Identified as related party effective from July 28, 2016.
3. Identified as related party effective from February 1, 2017.
4. Mr. K. Ramkumar ceased to be the whole-time director of the Bank effective from April 30, 2016.
5. Mr. Rajiv Sabharwal ceased to be the whole-time director of the Bank effective from January 31, 2017.

II. Transactions with related parties

The following table sets forth, for the periods indicated, the significant transactions between the Bank and its related parties.

₹ in million

Items	Year ended March 31, 2017	Year ended March 31, 2016
Interest income		
Subsidiaries	691.9	1,037.5
Associates/joint venture/others	43.5	48.2
Key management personnel	10.7	1.6
Relatives of key management personnel	0.2	0.8
Total	746.3	1,088.1
Fee, commission and other income		
Subsidiaries	11,198.9	9,009.8
Associates/joint venture/others	17.6	9.9
Key management personnel	0.2	0.0 ¹
Relatives of key management personnel	0.0 ¹	0.0 ¹
Total	11,216.7	9,019.7
Commission income on guarantees issued		
Subsidiaries	25.5	38.1
Associates/joint venture/others	0.0 ¹	0.0 ¹
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	25.5	38.1
Income on custodial services		
Subsidiaries	10.4	11.3
Associates/joint venture/others	1.5	1.6
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	11.9	12.9
Gain/(loss) on forex and derivative transactions (net) ²		
Subsidiaries	478.6	(848.3)
Associates/joint venture/others	..	..

₹ in million

Items	Year ended March 31, 2017	Year ended March 31, 2016
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	478.6	(848.3)
Dividend income		
Subsidiaries	14,190.3	15,352.1
Associates/joint venture/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	14,190.3	15,352.1
Insurance claims received		
Subsidiaries	116.4	167.1
Associates/joint venture/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	116.4	167.1
Recovery of lease of premises, common corporate and facilities expenses		
Subsidiaries	1,474.9	1,321.2
Associates/joint venture/others	64.5	63.9
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	1,539.4	1,385.1
Lease of premises, common corporate and facilities expenses paid		
Subsidiaries	85.5	92.6
Associates/joint venture/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	85.5	92.6
Recovery for secondment of employees		
Subsidiaries	29.3	57.0
Associates/joint venture/others	8.0	7.7
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	37.3	64.7
Reimbursement of expenses from related parties		
Subsidiaries	1.6	4.2
Associates/joint venture/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..

₹ in million

Items	Year ended March 31, 2017	Year ended March 31, 2016
Total	1.6	4.2
Interest expenses		
Subsidiaries	339.3	402.9
Associates/joint venture/others	15.6	102.6
Key management personnel	6.7	3.8
Relatives of key management personnel	2.9	3.0
Total	364.5	512.3
Remuneration to whole-time directors ³		
Subsidiaries	..	..
Associates/joint venture/others	..	..
Key management personnel	223.5	219.0
Relatives of key management personnel	..	..
Total	223.5	219.0
Reimbursement of expenses to related parties		
Subsidiaries	543.5	108.1
Associates/joint venture/others	0.2	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	543.7	108.1
Insurance premium paid		
Subsidiaries	1,830.5	1,406.8
Associates/joint venture/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	1,830.5	1,406.8
Brokerage, fee and other expenses		
Subsidiaries	951.7	786.0
Associates/joint venture/others	5,919.6	5,248.6
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	6,871.3	6,034.6
Donation given		
Subsidiaries	..	..
Associates/joint venture/others	475.0	450.0
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	475.0	450.0

₹ in million

Items	Year ended March 31, 2017	Year ended March 31, 2016
Dividend paid		
Subsidiaries	..	..
Associates/joint venture/others	..	..
Key management personnel	17.7	13.8
Relatives of key management personnel	0.0 ¹	0.0 ¹
Total	17.7	13.8
Purchase of investments		
Subsidiaries	7,074.0	9,506.5
Associates/joint venture/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	7,074.0	9,506.5
Investment in certificate of deposits (CDs)/bonds issued by the Bank		
Subsidiaries	5,018.9	..
Associates/joint venture/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	5,018.9	..
Investments in the securities issued by related parties		
Subsidiaries	..	..
Associates/joint venture/others	5,779.5	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	5,779.5	..
Sale of investments		
Subsidiaries	15,486.1	5,146.7
Associates/joint venture/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	15,486.1	5,146.7
Redemption/buyback of securities		
Subsidiaries	5,862.2	7,023.2
Associates/joint venture/others	566.1	587.8
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	6,428.3	7,611.0
Purchase of loans		
Subsidiaries	..	5,650.3

₹ in million

Items	Year ended March 31, 2017	Year ended March 31, 2016
Associates/joint venture/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	..	5,650.3
Funded risk participation		
Subsidiaries	..	6,876.2
Associates/joint venture/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	..	6,876.2
Unfunded risk participation		
Subsidiaries	2,075.2	588.0
Associates/joint venture/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	2,075.2	588.0
Sale of loans		
Subsidiaries	..	2,091.2
Associates/joint venture/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	..	2,091.2
Purchase of fixed assets		
Subsidiaries	10.8	2.0
Associates/joint venture/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	10.8	2.0
Sale of fixed assets		
Subsidiaries	1.2	0.1
Associates/joint venture/others	..	..
Key management personnel	..	..
Relatives of key management personnel	..	..
Total	1.2	0.1

1. Insignificant amount.

2. The Bank undertakes derivative transactions with its subsidiaries, associates, joint ventures and other related entities. The Bank manages its foreign exchange and interest rate risks arising from these transactions by covering them in the market. While the Bank within its overall position limits covers these transactions in the market, the above amounts represent only the transactions with its subsidiaries, associates, joint ventures and other related entities and not the offsetting/covering transactions.

3. Excludes the perquisite value on account of employee stock options exercised.

III. Material transactions with related parties

The following table sets forth, for the periods indicated, the material transactions between the Bank and its related parties. A specific related party transaction is disclosed as a material related party transaction wherever it exceeds 10% of all related party transactions in that category.

₹ in million

Particulars		Year ended March 31, 2017	Year ended March 31, 2016
Interest income			
1	ICICI Home Finance Company Limited	558.7	721.9
2	ICICI Securities Primary Dealership Limited	89.3	61.1
3	ICICI Venture Funds Management Company Limited	35.5	161.0
Fee, commission and other income			
1	ICICI Prudential Life Insurance Company Limited	9,675.3	7,712.4
Commission income on guarantees issued			
1	ICICI Bank UK PLC	24.1	36.2
Income on custodial services			
1	ICICI Prudential Asset Management Company Limited	8.1	8.8
2	ICICI Securities Primary Dealership Limited	2.3	2.5
Gain/(loss) on forex and derivative transactions (net) ¹			
1	ICICI Bank UK PLC	825.0	(1,097.4)
2	ICICI Securities Primary Dealership Limited	(258.0)	6.8
3	ICICI Home Finance Company Limited	(113.1)	(41.5)
4	ICICI Bank Canada	(1.8)	245.5
Dividend income			
1	ICICI Prudential Life Insurance Company Limited	5,449.1	8,744.0
2	ICICI Securities Primary Dealership Limited	2,782.9	1,219.5
3	ICICI Securities Limited	2,050.3	1,610.7
4	ICICI Prudential Asset Management Company Limited	1,629.5	540.2
Insurance claims received			
1	ICICI Prudential Life Insurance Company Limited	85.1	94.1
2	ICICI Lombard General Insurance Company Limited	31.3	73.0
Recovery of lease of premises, common corporate and facilities expenses			
1	ICICI Home Finance Company Limited	346.7	332.3
2	ICICI Bank UK PLC	275.2	180.2

₹ in million

Particulars		Year ended March 31, 2017	Year ended March 31, 2016
3	ICICI Securities Limited	269.8	247.6
4	ICICI Lombard General Insurance Company Limited	201.3	201.2
5	ICICI Prudential Life Insurance Company Limited	183.7	187.9
Lease of premises, common corporate and facilities expenses paid			
1	ICICI Venture Funds Management Company Limited	66.5	68.4
2	ICICI Home Finance Company Limited	10.5	8.5
3	ICICI Securities Limited	5.8	13.3
Recovery for secondment of employees			
1	ICICI Investment Management Company Limited	17.6	44.0
2	ICICI Securities Limited	9.8	10.1
3	I-Process Services (India) Private Limited	8.0	7.5
Reimbursement of expenses from related parties			
1	ICICI Home Finance Company Limited	1.4	2.7
2	ICICI Bank Canada	0.1	0.7
3	ICICI Lombard General Insurance Company Limited	..	0.8
Interest expenses			
1	ICICI Securities Limited	218.4	351.7
2	ICICI Prudential Life Insurance Company Limited	93.5	23.2
3	India Infradebt Limited	11.1	88.0
Remuneration to whole-time directors²			
1	Ms. Chanda Kochhar	58.7	68.8
2	Mr. N. S. Kannan	40.7	47.2
3	Ms. Vishakha Mulye ³	36.7	10.1
4	Mr. Vijay Chandok ⁴	26.1	N.A.
5	Mr. Anup Bagchi ⁵	8.5	N.A.
6	Mr. K. Ramkumar ⁶	11.1	48.1
7	Mr. Rajiv Sabharwal ⁷	41.7	44.8
Reimbursement of expenses to related parties			
1	ICICI Prudential Life Insurance Company Limited	509.9	..
2	ICICI Bank UK PLC	30.9	102.6
Insurance premium paid			
1	ICICI Lombard General Insurance Company Limited	1,271.0	1,180.3
2	ICICI Prudential Life Insurance Company Limited	559.5	226.5

₹ in million

Particulars		Year ended March 31, 2017	Year ended March 31, 2016
Brokerage, fee and other expenses			
1	I-Process Services (India) Private Limited	3,572.8	2,830.9
2	ICICI Merchant Services Private Limited	2,318.4	2,341.3
3	ICICI Home Finance Company Limited	403.6	652.5
Donation given			
1	ICICI Foundation for Inclusive Growth	475.0	450.0
Dividend paid			
1	Ms. Chanda Kochhar	11.7	11.1
2	Mr. N. S. Kannan	2.1	2.1
3	Ms. Vishakha Mulye ³	2.6	..
4	Mr. Vijay Chandok ⁴	..	N.A.
5	Mr. Anup Bagchi ⁵	..	N.A.
6	Mr. Rajiv Sabharwal ⁷	1.4	0.6
Purchase of investments			
1	ICICI Prudential Life Insurance Company Limited	4,685.2	2,332.2
2	ICICI Securities Primary Dealership Limited	2,124.0	2,936.7
3	ICICI Bank UK PLC	..	4,237.6
Investment in certificate of deposits (CDs)/bonds issued by the Bank			
1	ICICI Prudential Life Insurance Company Limited	3,250.0	..
2	ICICI Bank UK PLC	1,018.9	..
3	ICICI Securities Primary Dealership Limited	750.0	..
Investments in the securities issued by related parties			
1	India Infradebt Limited	5,779.5	..
Sale of investments			
1	ICICI Prudential Life Insurance Company Limited	10,700.3	845.8
2	ICICI Securities Primary Dealership Limited	2,512.4	..
3	ICICI Lombard General Insurance Company Limited	2,273.4	2,942.9
4	ICICI Securities Limited	..	1,358.0
Redemption/buyback of securities			
1	ICICI Bank Canada	5,862.2	7,023.2
Purchase of loans			
1	ICICI Bank UK PLC	..	5,650.3
Funded risk participation			
1	ICICI Bank UK PLC	..	6,876.2

₹ in million

Particulars		Year ended March 31, 2017	Year ended March 31, 2016
Unfunded risk participation			
1	ICICI Bank UK PLC	2,075.2	..
2	ICICI Bank Canada	..	588.0
Sale of loans			
1	ICICI Bank UK PLC	..	2,091.2
Purchase of fixed assets			
1	ICICI Securities Limited	4.3	1.8
2	ICICI Securities Primary Dealership Limited	4.0	..
3	ICICI Prudential Life Insurance Company Limited	1.9	..
4	ICICI Prudential Asset Management Company Limited	0.5	..
Sale of fixed assets			
1	ICICI Securities Limited	1.2	..
2	ICICI Prudential Asset Management Company Limited	..	0.1

1. The Bank undertakes derivative transactions with its subsidiaries, associates, joint ventures and other related entities. The Bank manages its foreign exchange and interest rate risks arising from these transactions by covering them in the market. While the Bank within its overall position limits covers these transactions in the market, the above amounts represent only the transactions with its subsidiaries, associates, joint ventures and other related entities and not the offsetting/covering transactions.
2. Excludes the perquisite value on account of employee stock options exercised.
3. Identified as related party effective from January 19, 2016.
4. Identified as related party effective from July 28, 2016.
5. Identified as related party effective from February 1, 2017.
6. Mr. K. Ramkumar ceased to be the whole-time director of the Bank effective from April 30, 2016.
7. Mr. Rajiv Sabharwal ceased to be the whole-time director of the Bank effective from January 31, 2017.

IV. Letters of comfort

The Bank has issued letters of comfort on behalf of its banking subsidiary ICICI Bank UK PLC to Financial Services Authority, UK (now split into two separate regulatory authorities, the Prudential Regulation Authority and the Financial Conduct Authority) to confirm that the Bank intends to financially support ICICI Bank UK PLC in ensuring that it meets all of its financial obligations as they fall due.

The Bank has issued an undertaking on behalf of ICICI Securities Inc. for Singapore dollar 10.0 million (currently equivalent to ₹ 464.1 million) to the Monetary Authority of Singapore (MAS) and has executed indemnity agreement on behalf of ICICI Bank Canada to its independent directors for a sum not exceeding Canadian dollar 2.5 million each (currently equivalent to ₹ 121.5 million), aggregating to Canadian dollar 17.5 million (currently equivalent to ₹ 850.4 million). The aggregate amount of ₹ 1,314.5 million at March 31, 2017 (March 31, 2016: ₹ 1,389.2 million) is included in the contingent liabilities.

The letters of comfort in the nature of letters of awareness that were outstanding at March 31, 2017 issued by the Bank on behalf of its subsidiaries in respect of their borrowings made or proposed to be made, aggregated to ₹ 12,363.0 million (March 31, 2016: ₹ 12,486.1 million). During the year ended March 31, 2017, borrowings pertaining to letters of comfort aggregating ₹ 123.1 million were repaid.

In addition to the above, the Bank has also issued letters of comfort in the nature of letters of awareness on behalf of its subsidiaries for other incidental business purposes. These letters of awareness are in the nature of factual statements or confirmation of facts and do not create any financial impact on the Bank.

e) Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the Company and the corrective steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remark

No reservations or qualifications or adverse remarks of auditors in the last five financial years. However, for financial year ended March 31, 2015 and March 31, 2016, the auditors have reported an emphasis of matter which relates to the creation of provision relating to funded Interest Term Loan through reserves.

f) Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last three years immediately preceding the year of circulation of disclosure document in the case of Company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offenses in the last three years immediately preceding the year of the disclosure document and if so, section wise details thereof for the Company and all of its subsidiaries:

ICICI Bank Limited and other subsidiaries: Nil

g) Details of acts of material frauds committed against the Company in the last three years, if any, and if so, the action taken by the Company:

- 1) A Debtor of ICICI Bank has perpetrated a fraud by diverting funds to shell companies shown as suppliers and misrepresentation of inventories. The estimated fraud amount is ₹ 445.3 million. Legal proceedings have been initiated and complaint has been filed with authorities. (Reported to RBI on September 29, 2017)
- 2) A Debtor of ICICI Bank has perpetrated a fraud by diverting funds to non-existent/shell entities. Customers of the borrower were non-existent/non-operative/shell entities. The estimated fraud amount is ₹ 593.4 million. Legal proceedings have been initiated and complaint has been filed with authorities. (Reported to RBI on August 2, 2017)
- 3) A Debtor of ICICI Bank has perpetrated a fraud by showing fictitious debtors being squared-off against creditors without receipt or payment of funds and higher LCs from multiple banks

than the amount of purchases recorded in the books of accounts, which devolved on the due date. The estimated fraud amount is ₹ 168.1 million. Legal proceedings have been initiated. (Reported to RBI on November 10, 2017)

- 4) A Debtor of ICICI Bank has perpetrated a fraud by diverting funds to non-existent/shell entities. The estimated fraud amount is ₹ 320.5 million. Legal proceedings have been initiated and complaint has been filed with authorities. (Reported to RBI on November 10, 2017)
- 5) A Debtor of ICICI Bank has perpetrated a fraud by diverting funds to non-existent/shell entities. The estimated fraud amount is ₹ 410.0 million. Legal proceedings have been initiated and complaint has been filed with authorities. (Reported to RBI on November 10, 2017)
- 6) A Debtor of ICICI Bank has perpetrated a fraud by falsification of financial statement by way of over-stating sales and debtors. The estimated fraud amount is ₹ 685.2 million. Legal proceedings have been initiated and complaint has been filed with authorities. (Reported to RBI on November 10, 2017)
- 7) A Debtor of ICICI Bank has perpetrated a fraud by showing fictitious debtors equivalent to almost a fifth of the combined sales for FY2014 to FY2016 being squared-off against creditors without receipt or payment of funds. The estimated fraud amount is ₹ 2,494.6 million. Legal proceedings have been initiated and complaint has been filed with authorities. (Reported to RBI on January 5, 2018)
- 8) A Debtor of ICICI Bank has perpetrated a fraud by falsification of financial statement by way of over-stating of sales and profits from the year 2009, adjusting three-fourth of the sales against purchases without receipt of cash and disposing stock worth ₹ 10.45 billion without intimation to lenders. The estimated fraud amount is ₹ 262.1 million. Legal proceedings have been initiated. (Reported to RBI on March 23, 2018)
- 9) A Debtor of ICICI Bank has perpetrated a fraud by fraudulent practices adopted by the group companies, including utilisation of funds raised through fraudulently issued Letter of Undertakings (LOUs) and FLCs, not paying the import bills and using them to retire earlier buyer's credit. The estimated fraud amount is ₹ 1,215.4 million. Legal proceedings have been initiated. (Reported to RBI on May 10, 2018)
- 10) A Debtor of ICICI Bank has perpetrated a fraud by fraudulent practices adopted by the group companies, including utilisation of funds raised through fraudulently issued Letter of Undertakings (LOUs) and FLCs, not paying the import bills and using them to retire earlier buyer's credit. The estimated fraud amount is ₹ 1,237.2 million. Legal proceedings have been initiated. (Reported to RBI on May 10, 2018)
- 11) A Debtor of ICICI Bank has perpetrated a fraud by fraudulent practices adopted by the group companies, including utilisation of funds raised through fraudulently issued Letter of Undertakings (LOUs) and FLCs, not paying the import bills and using them to retire earlier buyer's credit. The estimated fraud amount is ₹ 5,593.5 million. Legal proceedings have been initiated. (Reported to RBI on May 10, 2018)
- 12) A Customer of the Bank has perpetrated a fraud by fraudulently availing overdraft facility against a third party Fixed Deposit (FD). The estimated fraud amount is ₹ 193.4 million. Complaint has been filed with authorities. (Reported to RBI on July 19, 2018)
- 13) A Debtor of ICICI Bank has perpetrated a fraud by conniving with counterparty suppliers, furnished fictitious Lorry Receipts (LRs) and invoices, and thereby opened LCs which devolved without any underlying movement of goods. The estimated fraud amount is ₹ 232.7 million. Legal proceedings have been initiated. (Reported to RBI on August 13, 2018)
- 14) A Debtor of ICICI Bank has perpetrated a fraud by non-routing of transactions through consortium banks and holding accounts with other non-consortium banks, huge difference in stock values as reported in the stock audit report and company's dealings with sister

- concerns/associate companies. The estimated fraud amount is ₹ 3,647.1 million. Legal proceedings have been initiated. (Reported to RBI on August 14, 2018)
- 15) A Debtor of ICICI Bank has perpetrated a fraud by showing fictitious sales to related parties without receipts or payments of funds through book entries. The estimated fraud amount is ₹ 1,717.3 million. Legal proceedings have been initiated. (Reported to RBI on August 14, 2018)
 - 16) A Debtor of ICICI Bank has perpetrated a fraud by transfer of loan funds to the vendors which were related entities, re-routing the funds back from one of the vendor's account into the accounts of group entities and potential non-utilisation of funds for purchase of machinery. The estimated fraud amount is ₹ 1000.0 million. Legal proceedings have been initiated. (Reported to RBI on November 2, 2018)
 - 17) A Debtor of ICICI Bank has perpetrated a fraud by overstatement of sales and purchases, overvaluation of stock by including slow moving stock, showing imports despite being in Denied Entry List of customs, substantial increase in work in progress (WIP) inventory from 92 days to 302 days and showing abnormal capitalisation of inventory with no supporting documentation and not utilising payments received from projects for repaying loans to banks which had sanctioned loan against these specific projects and utilising the receipts for other purposes. The estimated fraud amount is ₹192.3 million. Legal proceedings have been initiated. (Reported to RBI on October 30, 2018)
 - 18) A Debtor of ICICI Bank has perpetrated a fraud by floating 56 shell companies by making its junior employees as directors and through cross holding in one another, falsifying books of account by overstating sales and inflating profit/hiding losses. The estimated fraud amount is ₹ 5,335.6 million. Legal proceedings have been initiated. (Reported to RBI on November 2, 2018)
 - 19) A Debtor of ICICI Bank has perpetrated a fraud by making misrepresentation to the Bank that beneficiary of LC was an unrelated entity, from which it was purchasing loose diamonds and had falsified monthly Borrowing Base Certificates misrepresenting un-eligible receivables as eligible. The estimated fraud amount is ₹ 1,374.5 million. Legal proceedings have been initiated. (Reported to RBI on November 19, 2018)
 - 20) A Debtor of ICICI Bank has perpetrated a fraud by overstatement of receivables, fund diversion through other related parties and recognising revenue without contracts. The estimated fraud amount is ₹716.3 million. Legal proceedings have been initiated. (Reported to RBI on December 28, 2018)
 - 21) A Debtor of ICICI Bank has perpetrated a fraud by falsification of books of accounts and diversion of funds through related/linked parties. The estimated fraud amount is ₹ 116.4 million. Legal proceedings have been initiated. (Reported to RBI on December 31, 2018)
 - 22) A Debtor of ICICI Bank has perpetrated a fraud by payments to related parties towards purchases/loans/advances/deposits or subsequently adjusted against payables and diversion of funds by investing through related parties in irrecoverable assets. The estimated fraud amount is ₹ 64,282.2 million. Legal proceedings have been initiated. (Reported to RBI on April 30, 2019)
 - 23) A Debtor of ICICI Bank has perpetrated a fraud by potential mis-utilisation of loan amount by way of payment to related parties, potentially related parties, other entities and disposed of mortgaged assets without approval of the Bank and the proceeds were siphoned off. The estimated fraud amount is ₹1,393.6 million. Legal proceedings have been initiated. (Reported to RBI on August 9, 2019)
 - 24) A Debtor of ICICI Bank has perpetrated a fraud by write off of receivables aggregating to ₹ 6,136.0 million from debtors and discrepancies in stock transfer forms and VAT return acknowledgement forms of certain debtors etc. The estimated fraud amount is ₹1,868.7

- million. Legal proceedings have been initiated. (Reported to RBI on August 9, 2019)
- 25) A Debtor of ICICI Bank has perpetrated a fraud by potential misuse/siphoning off/diversion of Bank loan by way of unrecoverable capital advances, advances without supporting purchase transactions, transactions with related entities without underlying business rationale, payment to dummy/ shell entities etc. The estimated fraud amount is ₹7,120.4 million. Legal proceedings have been initiated. (Reported to RBI on August 6, 2019)
 - 26) A Debtor of ICICI Bank has perpetrated a fraud by diversion of funds on account of round tripping in equity/subordinate debt infusion, diversion of mobilization and material advances and not utilising for the purpose of Project. The estimated fraud amount is ₹999.7 million. Legal proceedings have been initiated. (Reported to RBI on August 8, 2019)
 - 27) A Debtor of ICICI Bank has perpetrated a fraud by potential misutilisation of funds for purposes other than construction, such as payment to other financial institutions and transfer to personal accounts of a partner and disposal of security mortgaged with the Bank without prior consent. The estimated fraud amount is ₹378.1 million. Legal proceedings have been initiated. (Reported to RBI on September 25, 2019)
 - 28) A Debtor of ICICI Bank has perpetrated a fraud by potential diversion of funds and removal of entire pledged stocks without the notice of lenders. The estimated fraud amount is ₹388 million. Legal proceedings have been initiated. (Reported to RBI on October 18, 2019)
 - 29) A Debtor of ICICI Bank has perpetrated a fraud by manipulation in accounting of inventory and siphoning of funds through scrap sales. The estimated fraud amount is ₹103.5 million. Legal proceedings have been initiated. (Reported to RBI on October 23, 2019)
 - 30) A Debtor of ICICI Bank has perpetrated a fraud by potential siphoning off/diversion/misuse of funds through payment to potentially shell/fictitious entities controlled by a group of related individuals and misrepresentation in disclosures related to stock. The estimated fraud amount is ₹1,206.2 million. Legal proceedings have been initiated. (Reported to RBI on December 27, 2019)
 - 31) A Debtor of ICICI Bank has perpetrated a fraud by overstatement of inventory and subsequent write off of inventory hypothecated to lenders (Multiple Banking arrangement) and potential diversion of fund through overseas transactions. The estimated fraud amount is ₹573.6 million. Legal proceedings have been initiated. (Reported to RBI on December 27, 2019)
 - 32) A Debtor of ICICI Bank has perpetrated a fraud by huge deposit & withdrawal transactions as per bank statement were not traceable in the books of account. The estimated fraud amount is ₹1,417.5 million. Legal proceedings have been initiated. (Reported to RBI on December 27, 2019)
 - 33) A Debtor of ICICI Bank has perpetrated a fraud by manipulation in accounting of revenue, potential inflation of revenue from projects and maintenance. The estimated fraud amount is ₹538.5 million. Legal proceedings have been initiated. (Reported to RBI on December 27, 2019)
 - 34) A Debtor of ICICI Bank has perpetrated a fraud by manipulation in inventory losses and overvaluation of inventory and overstatement of debtors in stock statements. The estimated fraud amount is ₹530.1 million. Legal proceedings have been initiated. (Reported to RBI on December 27, 2019)

4. FINANCIAL POSITION OF THE COMPANY

The capital structure of the company in the following manner in a tabular form-

(a) Details of Share Capital as on December 31, 2019:

Share Capital	(Amount ₹)	31-December-19 (Amount ₹)
Authorised Capital		
12,500,000,000 equity shares of Rs.2 each		25,000,000,000
Issued, Subscribed and Paid-up Share Capital		
6,446,239,653 equity shares of Rs. 2 each as on March 31, 2019	12,892,479,306	
Add 23,114,319 equity shares of Rs.2 each fully paid up issued pursuant to exercise of employees stock options	46,228,638	
Total 6,469,353,972 equity shares of Rs.2 each	12,938,707,944 12,905,192,592	
Less Call unpaid	114	
Add 266,089 equity shares forfeited	2,118,864.13	
Total Share Capital		12,940,826,694.13

The present issue of Unsecured Subordinated Tier 2 Bonds in the nature of Debentures will not have any impact on the paid up capital after the offer.

The details of the existing share capital of the issuer company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration

Equity Share Capital History of the Company:

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of Payment	Reasons of Allotment	Cumulative Capital
January 27, 1994	700	10.00	10.00	Cash	Signatories to the Memorandum of Association.	7,000
April 28, 1994	150,000,000	10.00	10.00	Cash	Promoter's contribution	1,500,007,000
June 7, 1997	15,000,000	10.00	35.00	Cash	Promoter's contribution	1,650,007,000
March 31, 2000	31,818,180	10.00	239.91	Cash	ADR Issue.	1,968,188,800
April 17, 2001	23,539,800	10.00	10.00	Other than cash	Issue of shares to shareholders of Bank of Madura upon merger with ICICI Bank in ratio of 2:1	2,203,586,800
June 11, 2002	392,672,724	10.00	10.00	Other than Cash	Issue of shares to shareholders of ICICI upon amalgamation with ICICI Bank in the ratio of 1:2	6,130,314,040
December 11, 2002	3,000	10.00	105.00	Cash	Allotment of shares issued on exercise of options, under the Employee Stock Option Scheme	6,130,344,040
April 1, 2003 -March 31, 2004	3,370,604	10.00	-	Cash	Allotment of shares issued on exercise of options, under the Employee Stock Option Scheme	6,164,050,080
March 2, 2004*	-13,103	10.00	-		Forfeiture of Equity Shares for non payment of allotment/ call money	6,163,919,050
April 21, 2004	100,157,271	10.00	280.00	Cash	Fully paid shares under public issue – April 2004	7,165,491,760
April 21, 2004	8,771,300	10.00	280.00	Cash	Partly paid Equity Shares of face value of ₹ 10/- each, on which ₹ 150 paid up (₹ 5/- towards share capital and ₹ 145/- towards share premium) issued under the public issue. The balance amount of ₹ 130/- (₹ 5/- towards share capital and ₹ 125/- towards share premium) payable on call	7,253,204,760

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of Payment	Reasons of Allotment	Cumulative Capital
May 24, 2004	6,992,187	10.00	280.00	Cash	Fully paid Equity Shares of face value of ₹ 10/- each issued under the Green Shoe Option of public issue in April 2004	7,323,126,630
April 1, 2004 -March 31, 2005	4,457,651	10.00	-	Cash	Allotment of shares issued on exercise of options, under the Employee Stock Option Scheme	7,367,703,140
March 28, 2005*	-54,220	10.00	-		Forfeiture of Equity Shares for non payment of allotment /call money	7,367,160,940
December 16, 2005	66,275,828	10.00	525.00	Cash	Fully paid Equity Shares of face value of ₹ 10/- each issued at ₹ 525/- per Equity Share under the public issue and allotted to QIBS and Non-Institutional Bidders	8,029,909,220
December 16, 2005	12,988,820	10.00	498.75	Cash	Fully paid Equity Shares of face value of ₹10/- each issued at ₹498.75/- per share (After discount of 5% on the issue price of ₹525/- per share) under the public issue and allotted to Existing Retail Shareholders and Retail Bidders	8,159,807,420
December 16, 2005	15,905,240	10.00	498.75	Cash	Partly paid Equity Shares of face value of ₹ .10/- each issued at ₹ 498.75/- per share (After discount of 5% on the issue price of ₹ 525 per share) on which ₹ 150/- per share has been paid up (₹ 9/- towards share capital and ₹ 141/- towards share premium) issued under the public issue and allotted to Existing Retail Shareholders and Retail Bidders. The Balance amount of ₹ 348.75/- per share ₹.1/- towards share capital and ₹ 347.75/- towards share premium) payable on allotment.	8,318,859,820

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of Payment	Reasons of Allotment	Cumulative Capital
December 16, 2005	37,237,460	10.00	611.37	Cash	Issue and allotment of 18,618,730 ADSs at US 26.75 per ADS equivalent to ₹604.42 per share (including a Green Shoe Option of 2,428,530ADSs), representing 37,237,460 Equity Shares of face value of ₹10 each (each ADS represents two Equity Shares)	8,691,234,420
December 20, 2005	1,511,494	10.00	525.00	Cash	Fully paid Equity Shares of face value of ₹ 10/- each issued at ₹ 525/- per share under the public issue and allotted to QIBs	8,706,349,360
January 21, 2006	14,285,714	10.00	525.00	Cash	Fully paid Equity Shares of face value of ₹ 10/- each issued under the Green Shoe Option of public issue of December 2005	8,849,206,500
April 1, 2005 -March 31, 2006	4,903,251	10.00	-	Cash	Allotment of shares issued on exercise of options, under the Employee Stock Option Scheme	8,898,239,010
April 1, 2006 -March 31, 2007	9,487,051	10.00	-	Cash	Allotment of shares issued on exercise of options, under the Employee Stock Option Scheme	8,993,109,520
December 29, 2006*	-44,280	10.00	-		Forfeiture of Equity Shares for non payment of allotment /call money	8,992,666,720
May 28, 2007**	3,455,008	10.00		Other than cash	Allotment to Sangli Bank shareholders pursuant to amalgamation with us	9,027,216,800
July 5, 2007	42,650,365	10.00	₹ 940.00	Cash	42,650,365 fully paid up equity shares allotted to Qualified Institutional buyers and Non-institutional buyers.	9,453,720,450
July 5,2007	15,510,066	10.00	₹ 890.00	Cash	15,510,066 fully paid-up equity shares to the Retail Bidders and Existing	9,608,821,110

Retail Shareholders

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of Payment	Reasons of Allotment	Cumulative Capital
July 5, 2007	19,273,154	10.00	940.00	Cash	19,273,154 partly paid up equity shares of the face value of ₹10 each at a price of ₹ 940 per equity share, on which ₹ 250 has been paid (₹ 9.50 towards face value and ₹ 240.50 towards share premium) to Non- Institutional Bidders and the balance amount of ₹ 690 is payable on allotment	9,801,552,650
July 5, 2007	17,385,564	10.00	890.00	Cash	17,385,564 partly paid up equity shares of ₹ 10 each at a price of ₹ 890 per equity share, on which ₹ 250 has been paid (₹ 9 towards face value and ₹ 241/- ₹ wards share premium) and the balance amount of ₹ 640/- per ₹ equity share payable as per the following: -On allotment ₹ 250 be paid (₹ 0.25 towards face value and ₹ 249.75 towards share premium) Balance of ₹ 390 be paid on one call to be made within 6 months from the date of allotment to the Retail Bidders and Existing Retail Shareholders	9,975,408,290
July 5, 2007	16,608	10.00	890.00	Cash	16,608 partly paid up equity shares of ₹ 10 each at a price of ₹ 890 per equity share, on which ₹ 500 has been paid (₹ 9.25 towards face value and ₹ 490.75 towards share premium) and the balance amount of ₹ 390 per Equity Share payable on one call to be made within 6 months from the date of allotment to the Retail Bidders and Existing Retail Shareholders.	9,975,574,370
July 5, 2007	99,898,476	10.00	1,002.50	Cash	49,949,238 ADS's at US\$49.25 per ADS equivalent to ₹ 1,002.50 per share (including a Green Shoe Option of 6,497,462 ADS's), representing 99,898,476 Equity Shares of face value of ₹ 10 each (each ADS represents two Equity Shares)	10,974,559,130

Date of Allotment Shares	Number of Equity	Face Value (₹)	Issue Price (₹)	Nature of Payment	Reasons of Allotment	Cumulative Capital
April 1, 2007– March 31, 2008	1,468,713	10.00		Cash	Allotment of shares issued on exercise of options, under the Employee Stock Option Scheme	11,126,874,950
April 1, 2008 – March 31, 2009	563,147	10.00		Cash	Allotment of shares issued on exercise of options, under the Employee Stock Option Scheme	11,132,506,420
April 1, 2009 – March 31, 2010	1,594,672	10.00		Cash	Allotment of shares issued on exercise of options, under the Employee Stock Option Scheme	11,148,453,140
April 1, 2010 – June 30, 2010	613,369	10.00		Cash	Allotment of shares issued on exercise of options, under the Employee Stock Option Scheme	11,154,586,830
July 1, 2010 – September 30, 2010	1,137,103	10.00		Cash	Allotment of shares issued on exercise of options, under the Employee Stock Option Scheme	11,479,197,370
August 26, 2010	***31,323,951	10.00		Cash	Upon the merger of Bank of Rajasthan with ICICI Bank as per the swap ration	313,239,510
October 1, 2010- November 22,2010	438,619	10.00		Cash	Allotment of shares issued on exercise of Options, under the Employee Stock Options Scheme	11,483,583,560
November 25, 2010	2,860,170	10.00		Cash	Upon the merger of Bank of Rajasthan ICICI Bank as per the Swap ratio	11,512,183,260
November 26, 2010 – March 31, 2011	554,046	10.00		Cash	Allotment of shares issued on exercise of Options, under the Employee Stock Options Scheme	11,517,723,720
April 1, 2011 December 31, 2011	792,285	10.00		Cash	Allotment of shares Issued on exercise of Options, under the Employee Stock Options Scheme	11,525,646,570
January 1, 2012 March 31, 2012	149,785	10.00		Cash	Allotment of shares Issued on exercise of Options, under the Employee Stock Options Scheme	11,527,144,420

Date of Allotment Shares	Number of Equity	Face Value (₹)	Issue Price (₹)	Nature of Payment	Reasons of Allotment	Cumulative Capital
April, 2012 to September 30, 2012	313,200	10.00		Cash	Allotment of shares Issued on exercise of Options, under the Employee Stock Options Scheme	11,530,276,420
October 1, 2012 to December 31, 2012	275,390	10.00		Cash	Allotment of shares Issued on exercise of Options, under the Employee Stock Options Scheme	11,533,030,320
January 1, 2013 to March 31, 2013	278,683	10.00		Cash	Allotment of shares Issued on exercise of Options, under the Employee Stock Options Scheme	11,535,817,150
April, 2013 to March, 2014	1,405,540	10.00	--	Cash	Allotment of shares Issued on exercise of Options, under the Employee Stock Options Scheme	# 11,548,327,690
April 1, 2014 to June 30, 2014	1,178,960	10.00	--	Cash	Allotment of shares Issued on exercise of Options, under the Employee Stock Options Scheme	11,560,117,290
July 1, 2014 to November 10, 2014	1,442,531	10.00		Cash	Allotment of shares Issued on exercise of Options, under the Employee Stock Options Scheme	11,574,542,600
November 11, 2014 to December 2, 2014	481,079	10.00		Cash	Allotment of shares Issued on exercise of Employee Stock Options Scheme	11,579,353,390
December 3, 2014 to December 31, 2014	1,846,625	2.00		Cash	Allotment of shares Issued on exercise of Employee Stock Options Scheme	11,583,046,640
January 1, 2015 to June 30, 2015	12,490,815	2.00		Cash	Allotment of shares Issued on exercise of Employee Stock Options Scheme	11,608,028,270
July 1, 2015 to September 30, 2015	3,667,000	2.00		Cash	Allotment of shares Issued on exercise of Employee Stock	11, 615,362,270
October 1, 2015 to December 31, 2015	4,503,595	2.00		Cash	Allotment of shares Issued on exercise of Employee Stock Options Scheme	11,624,369,460
January 1, 2016 to February 1, 2016	461,100	2.00		Cash	Allotment of shares Issued on exercise of Employee Stock Options Scheme	11,625,291,660

Date of Allotment Shares	Number of Equity	Face Value (₹)	Issue Price (₹)	Nature of Payment	Reasons of Allotment	Cumulative Capital
February 2, 2016 March 31, 2016	2,122,600	2.00		Cash	Allotment of shares Issued on exercise of Employee Stock Options Scheme	11,629,536,860
April 1, 2016 August 30, 2016	3,129,175	2.00		Cash	Allotment of shares Issued on exercise of Employee Stock Options Scheme	11,635,795,210
September 1, 2016 December 19, 2016	2,605,450	2.00		Cash	Allotment of shares Issued on exercise of Employee Stock Options Scheme	11,641,006,110
December 23, 2016 January 23, 2017	722,275	2.00		Cash	Allotment of shares Issued on exercise of Employee Stock Options Scheme	11,642,450,660
February 2, 2017 June 9, 2017	8,620,110	2.00		Cash	Allotment of shares Issued on exercise of Employee Stock Options Scheme	11,659,690,880
June 24, 2017	582,984,544	2.00			Allotment of Bonus shares In the ration of 10:1	12,825,659,968
July 1, 2017 September 30, 2017	4,014,193	2.00		Cash	Allotment of shares Issued on exercise of Employee Stock Options Scheme	12,833,688,354
October 1, 2017 December 31, 2017	5,467,649	2.00		Cash	Allotment of shares Issued on exercise of Employee Stock Options Scheme	12,844,623,652
January 1, 2018 to September, 30 2018	12,820,233	2.00		Cash	Allotment of shares Issued on exercise of Employee Stock Options Scheme	12,870,264,118
October 1, 2018 to March 31, 2019	1,107,594	2.00		Cash	Allotment of shares Issued on exercise of Employee Stock Options Scheme	12,872,479,306
April 1, 2019 to December 31, 2019	23,114,319	2.00		Cash	Allotment of shares Issued on exercise of Employee Stock Options Scheme	12,938,707,944
Total	6,469,353,972					12,938,707,944

* Date of forfeiture

** Consequent to the amalgamation of Sangli Bank, the shareholders of Sangli Bank were issued 100 Equity Shares of ICICIBank Limited (ICICI Bank) of face value ₹ 10/- each for every 925 shares of the face value of ₹ 10/- each of Sangli Bank held by them. Accordingly on May 28, 2007, ICICI Bank allotted 3.5 million Equity Shares of ₹ 10/- each, credited as fully paid up, to the shareholders of Sangli Bank.

*** Please note that 200 shares extinguished at the time of amalgamation.

154,486 equity shares have been forfeited during the said period.

Prior to the amalgamation with ICICI Ltd., ICICI was our promoter. There are now no identifiable promoters, hence the

details regarding the shareholding of the promoters and the transactions by them in our securities are not applicable.

The shareholders of the Bank had approved sub-division of equity shares of face value Rs.10/- each into face value of Rs.2/- each and consequential amendments to the Memorandum and Articles of Association through postal ballot on November 20, 2014. A record date of December 5, 2014 was fixed to determine the shareholders eligible to receive equity shares of face value of Rs.2/- each in lieu of equity shares of face value of Rs 10/- each and equity shares of face value Rs 2/- each were accordingly issued to all the shareholders who were holding equity shares of Rs 10/- each on December 5, 2014

(b) Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of disclosure document;

Profit before provision for tax amount in ₹

FY2019 – 37,767.6 million

FY2018 – 74,345.5 million

FY2017 – 112,786.1 million

Profit after Provision for tax amount in ₹

FY2019 – 33,633.0 million

FY2018 – 67,774.2 million

FY2017 – 98,010.9 million

(c) Dividends paid by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid)

Dividend paid :

FY2019- ₹ 9,651.3 million

FY2018 - ₹ 14,574.6 million

FY2017 - ₹ 9.5 million

Interest coverage ratio

FY2019 – 1.65

FY2018 – 1.65

FY2017 – 1.58

(d) A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of circulation of disclosure document;

Standalone Financial Information for last three years:

₹ in million

Unconsolidated Balance Sheet	As at	As at	As at
CAPITAL AND LIABILITIES	March 31, 2019	March 31, 2018	March 31, 2017
CAPITAL AND LIABILITIES			
Capital	12,894.6	12,858.1	11,651.1
Employees stock options outstanding	46.8	55.7	62.6

Reserves and surplus	1,070,739.1	1,038,675.6	987,797.1
Deposits	6,529,196.7	5,609,752.0	4,900,390.6
Borrowings	1,653,199.7	1,828,586.2	1,475,561.5
Other liabilities and provisions	378,514.6	301,964.0	342,451.6
TOTAL CAPITAL AND LIABILITIES	9,644,591.5	8,791,891.6	7,717,914.5
ASSETS			
Cash and balances with RBI	378,580.1	331,023.8	317,024.1
Balances with banks and money at call and short notice	424,382.7	510,670.0	440,106.6
Investments	2,077,326.8	2,029,941.8	1,615,065.4
Advances	5,866,465.8	5,123,952.9	4,642,320.8
Fixed assets	79,314.3	79,035.1	78,052.1
Other assets	818,521.8	717,268.0	625,345.5
TOTAL ASSETS	9,644,591.5	8,791,891.6	7,717,914.5
Contingent liabilities	19,220,382.9	12,892,440.0	10,309,937.1
Bills for collection	493,919.9	285,883.6	226,231.9

₹ in Million

Unconsolidated Profit and Loss Account		Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2017
I. INCOME				
Interest earned		634,011.9	549,658.9	541,562.8
Other income		145,121.7	174,196.3	195,044.8
TOTAL INCOME		779,133.6	723,855.2	736,607.6
II. EXPENDITURE				
Interest expended		363,864.0	319,400.5	324,189.6
Operating expenses		180,890.6	157,039.4	147,550.6
Provisions and contingencies		200,746.0	179,641.1	166,856.5
TOTAL EXPENDITURE		745,500.6	656,081.0	638,596.7
III. PROFIT/(LOSS)				
Net profit for the year		33,633.0	67,774.2	98,010.9
Profit brought forward		184,952.6	187,449.4	171,321.9
TOTAL PROFIT/(LOSS)		218,585.6	255,223.6	269,332.8
IV. APPROPRIATIONS/TRANSFERS				
Transfer to Statutory Reserve		8,409.0	16,944.0	24,503.0
Transfer to Reserve Fund		7.6	10.5	9.8
Transfer to Capital Reserve		280.0	25,654.6	52,933.0
Transfer to Capital Redemption Reserve		3,500.0	--	--
Transfer to/(from) Investment Reserve Account		--	--	--
Transfer to/(from) Investment Fluctuation Reserve		12,692.0	--	--
Transfer to Revenue and other reserves		--	7,000.0	--
Transfer to Special Reserve		5,250.0	6,000.0	4,500.0
Dividend paid during the year		9,651.3	14,574.6	9.5
Proposed equity share dividend		--	--	--
Proposed preference share dividend ¹		--	--	--
Corporate dividend tax		0.0 ¹	87.3	(71.8)
Balance carried over to balance sheet		178,795.7	184,952.6	187,449.4

TOTAL	218,585.6	255,223.6	269,332.8
Significant accounting policies and notes to accounts			
Earnings per share²			
Basic (₹)	5.23	10.56	15.31
Diluted (₹)	5.17	10.46	15.25
Face value per share (₹)	2.00	2.00	2.00

1. Insignificant amount.
2. Pursuant to the issue of bonus shares by the Bank during the three months ended June 30, 2017, earnings per share have been restated for March 31, 2017.

(e) Audited Cash Flow Statement for the three years immediately preceding the date of circulation of disclosure document;

₹ in million

Unconsolidated Cash Flow Statement	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2017
Cash flow from operating activities			
Profit before taxes	37,767.6	74,345.5	112,786.1
Adjustments for :			
Depreciation and amortization	8,728.5	8,926.7	8,818.2
Net (appreciation)/depreciation on investments ¹	(228.2)	(24,564.8)	(65,121.0)
Provision in respect of non-performing assets (including prudential provision on standard assets)	168,112.0	142,445.1	147,343.3
Prudential provision for standard assets	2,553.7	2,771.1	(3,392.3)
Provision for contingencies & others	22,383.5	9,080.1	2,042.2
Income from subsidiaries, joint ventures and consolidated entities	(10,779.5)	(12,140.6)	(14,190.3)
(Profit)/Loss on sale of fixed assets	(1.9)	(38.0)	(21.2)
Employees stock options grants	--	--	--
(i)	228,535.7	200,825.1	188,265.0
Adjustments for :			
(Increase)/decrease in investments	195,917.1	23,193.1	325.9
(Increase)/decrease in advances	(906,414.8)	(648,694.3)	(475,008.9)
Increase/(decrease) in deposits	919,444.6	709,361.4	686,133.6
(Increase)/decrease in other assets	(37,800.1)	(66,412.2)	(17,190.5)
Increase/(decrease) in other liabilities and provisions	(51,681.0)	(52,290.3)	56,675.4
(ii)	222,827.9	(34,842.3)	250,935.5
Refund/(payment) of direct taxes (iii)	(67,175.7)	(32,946.3)	(46,972.3)
Net cash flow from/(used in) operating activities (i)+(ii)+(iii) (A)	384,187.9	133,036.5	392,228.2
Cash flow from investing activities			
Redemption from/(investments in) subsidiaries and/or joint ventures (including application money)	11,383.0	60,860.5	58,779.6

Income from subsidiaries, joint ventures and consolidated entities	10,779.5	12,140.6	14,190.4
Purchase of fixed assets	(8,309.2)	(8,240.9)	(7,832.2)
Proceeds from sale of fixed assets	380.3	219.1	116.3
(Purchase)/sale of held to maturity securities	(252,986.7)	(454,667.3)	5,200.1
Net cash used in investing activities (B)	(238,753.1)	(389,688.0)	70,454.2
Cash flow from financing activities			
Proceeds from issue of share capital (including ESOPs)	3,486.3	3,939.5	1,772.6
Proceeds from long term borrowings	144,363.9	339,671.1	312,175.2
Repayment of long term borrowings	(202,012.9)	(329,302.7)	(411,326.8)
Net proceeds/(repayment) of short term borrowings	(118,696.9)	341,537.0	(174,602.3)
Dividend and dividend tax paid	(9,651.3)	(14,661.9)	(31,806.5)
Net cash generated from/(used in) financing activities (C)	(182,510.9)	341,183.0	(303,787.8)
Effect of exchange fluctuation on translation reserve (D)	(1,654.8)	31.7	(451.3)
Net increase/(decrease) in cash and cash equivalents (A) + (B) + (C) + (D)	(38,730.9)	84,563.2	158,443.3
Cash and cash equivalents at beginning of the year	841,693.9	757,130.7	598,687.4
Cash and cash equivalents at end of the year	802,962.9	841,693.9	757,130.7

1. For the year ended March 31, 2019, includes gain on sale of a part of equity investment in the subsidiary, ICICI Prudential Life Insurance Company Limited, through an offer for sale on stake exchanges (year ended March 31, 2018: includes gain on sale of a part of equity investments in the subsidiaries, ICICI Lombard General Insurance Company Limited and ICICI Securities Limited, through initial public offers (IPO), (year ended March 31, 2017: includes gain on sale of a part of equity investment in the subsidiary, ICICI Prudential Life Insurance Company Limited, through IPO).

(f) Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company.

There have been no changes in significant accounting policies except as mentioned below.

Financial year	Existing	Revised
2019		
Overview		
	The Bank also has overseas branches in Bahrain, China, Dubai, Hong Kong, Qatar , Singapore, South Africa, Sri Lanka, United States of America and Offshore Banking units.	The Bank also has overseas branches in Bahrain, China, Dubai, Hong Kong, Singapore, South Africa, Sri Lanka, United States of America and Offshore Banking units.
Basis of preparation		
	Future results could differ from these estimates.	Actual results could differ from these estimates.
		The impact of any revision in these estimates is recognised prospectively from the period of change.
Revenue recognition		
	Interest income is recognised in the profit and loss account as it accrues except in the case of non-performing assets (NPAs) where it is recognised upon realisation, as per the income recognition and asset classification norms of RBI. Further, interest income was recognised upon realisation under the SDR, change in management outside SDR or S4A schemes, from the date of invocation till the end of stand-still period/implementation date. With effect from February 12, 2018, RBI has withdrawn these schemes and the interest income, for cases where the SDR, change in management outside SDR or S4A schemes were not implemented at that date, has been recognised as per the income recognition and asset classification norms of RBI.	Interest income is recognised in the profit and loss account as it accrues except in the case of non-performing assets (NPAs) where it is recognised upon realisation, as per the income recognition and asset classification norms of RBI.
Investments		
	The market/fair value of unquoted government securities which are in the nature of Statutory Liquidity Ratio (SLR) securities included in the 'Available for Sale' and 'Held for Trading' categories is as per the rates published by FIMMDA.	The market/fair value of unquoted government securities which are in the nature of Statutory Liquidity Ratio (SLR) securities included in the 'Available for Sale' and 'Held for Trading' categories is as per the rates published by FIMMDA/ FBIL .

Provision/write-offs on loans and other credit facilities	
	<p>In respect of non-retail loans reported as fraud to RBI and classified in doubtful category, the entire amount, without considering the value of security, is provided for over a period of four quarters starting from the quarter in which fraud has been detected.</p> <p>As per RBI guidelines, in respect of non-retail loans reported as fraud to RBI and classified in doubtful category, the entire amount, without considering the value of security, is provided for over a period not exceeding four quarters starting from the quarter in which fraud has been detected.</p>
	<p>In respect of non-performing loans and advances accounts subjected to restructuring, the account is upgraded to standard only after the specified period, i.e., a period of one year after the date when first payment of interest or of principal, whichever is later, falls due, subject to satisfactory performance of the account during the period. Prior to February 12, 2018, standard restructured loans were upgraded to the standard category when satisfactory payment performance was evidenced during the specified period and after the loan reverted to the normal level of standard asset provisions/risk weights. With effect from February 12, 2018, non-performing and restructured loans are upgraded to standard only after satisfaction of certain payment and rating threshold criteria specified under RBI guidelines on Resolution of Stressed Assets – Revised Framework.</p> <p>Non-performing and restructured loans are upgraded to standard as per the extant RBI guidelines.</p>
2018	
Basis of preparation	

	<p>The Bank follows the historical cost convention and the accrual method of accounting, except in the case of interest and other income on non-performing assets (NPAs) and assets under strategic debt restructuring (SDR) scheme, scheme for sustainable structuring of stressed assets (S4A) and prudential norms on change in ownership of borrowing entities (change in management outside SDR) of RBI where it is recognised upon realisation.</p>	<p>The Bank follows the historical cost convention and the accrual method of accounting, except in the case of interest and other income on non-performing assets (NPAs) where it is recognised upon realisation.</p>
Revenue Recognition		
	<p>Interest income is recognised in the profit and loss account as it accrues except in the case of non-performing assets (NPAs) where it is recognised upon realisation, as per the income recognition and asset classification norms of RBI. For assets, where SDR or change in management outside SDR schemes of RBI have been invoked, the interest income is recognised upon realisation during the period from the date of invocation till the end of stand-still period. Further, the interest income on assets is recognised upon realisation where S4A scheme has been invoked but not implemented.</p>	<p>Interest income is recognised in the profit and loss account as it accrues except in the case of non-performing assets (NPAs) where it is recognised upon realisation, as per the income recognition and asset classification norms of RBI. Further, interest income was recognised upon realisation under the SDR, change in management outside SDR or S4A schemes, from the date of invocation till the end of stand-still period/ implementation date. With effect from February 12, 2018, RBI has withdrawn these schemes and the interest income, for cases where the SDR, change in management outside SDR or S4A schemes were not implemented at that date, has been recognised as per the income recognition and asset classification norms of RBI.</p>
	<p>The annual/renewal fee on credit cards is amortised on a straight line basis over one year.</p>	<p>The annual/renewal fee on credit cards and debit cards are amortised on a straight line basis over one year.</p>

	Fees/other income related to borrowers, where SDR or change in management outside SDR schemes of RBI have been invoked, are recognised upon realisation during the period from the date of invocation till the end of stand-still period. Further, fees/other income are recognised upon realisation where S4A scheme has been invoked but not implemented.	
Investments		
	(3) Quoted investments are valued based on the closing quotes on the recognised stock exchanges or prices declared by Primary Dealers Association of India (PDAI) jointly with Fixed Income Money Market and Derivatives Association (FIMMDA), periodically.	(3) Quoted investments are valued based on the closing quotes on the recognised stock exchanges or prices declared by Primary Dealers Association of India (PDAI) jointly with Fixed Income Money Market and Derivatives Association (FIMMDA)/ Financial Benchmark India Private Limited (FBIL) , periodically.
	The market/fair value of unquoted government securities which are in the nature of Statutory Liquidity Ratio (SLR) securities included in the 'Available for Sale' and 'Held for Trading' categories is as per the rates published by FIMMDA. The valuation of other unquoted fixed income securities, including Pass Through Certificates, wherever linked to the Yield-to-Maturity (YTM) rates, is computed with a mark-up (reflecting associated credit risk) over the YTM rates for government securities published by FIMMDA.	The market/fair value of unquoted government securities which are in the nature of Statutory Liquidity Ratio (SLR) securities included in the 'Available for Sale' and 'Held for Trading' categories is as per the rates published by FIMMDA. The valuation of other unquoted fixed income securities, including Pass Through Certificates, wherever linked to the Yield-to-Maturity (YTM) rates, is computed with a mark-up (reflecting associated credit risk) over the YTM rates for government securities published by FIMMDA. The sovereign foreign securities and non-INR India linked bonds are valued on the basis of prices published by the sovereign regulator or counterparty quotes.
	Net appreciation in each category, if any, being unrealised, is ignored, while net depreciation is provided for.	Net appreciation in each category under each investment classification , if any, being unrealised, is ignored, while net depreciation is provided for.

	Depreciation on equity shares acquired and held by the Bank under SDR, S4A and change in management outside SDR schemes is provided over a period of four calendar quarters from the date of conversion of debt into equity in accordance with the RBI guidelines.	Depreciation on equity shares acquired and held by the Bank under SDR, S4A and change in management outside SDR schemes is provided over a period of four calendar quarters from the date of conversion of debt into equity in accordance with the RBI guidelines. With effect from February 12, 2018, the depreciation is provided over a period of four quarters for the schemes which have been implemented prior to that date as per extant RBI guidelines.
	(7) Equity investments in subsidiaries/joint ventures are categorised as 'Held to Maturity' in accordance with RBI guidelines.	(7) Equity investments in subsidiaries/joint ventures are classified under 'Held to Maturity' and 'Available for Sale'.
Provision/write-offs on loans and other credit facilities		
	In respect of loans classified as fraud, the entire amount, without considering the value of security, is provided for over a period of four quarters starting from the quarter in which fraud has been detected.	In respect of non-retail loans reported as fraud to RBI and classified in doubtful category , the entire amount, without considering the value of security, is provided for over a period of four quarters starting from the quarter in which fraud has been detected.
	In accounts where there has been delay in reporting the fraud to the RBI, the entire amount is provided immediately.	In respect of non-retail loans where there has been delay in reporting the fraud to the RBI or which are classified as loss accounts , the entire amount is provided immediately. In case of fraud in retail accounts, the entire amount is provided immediately.
	In respect of borrowers classified as non-cooperative borrowers, willful defaulters and NPAs covered under distressed assets framework of RBI , the Bank makes accelerated provisions as per extant RBI guidelines.	In respect of borrowers classified as non-cooperative borrowers or willful defaulters, the Bank makes accelerated provisions as per extant RBI guidelines.
	The Bank holds specific provisions against non-performing loans and advances and against certain performing loans and advances in accordance with RBI directions. The Bank also holds provisions on loans under SDR, S4A and change in management outside SDR schemes of RBI.	The Bank holds specific provisions against non-performing loans and advances and against certain performing loans and advances in accordance with RBI directions, including RBI direction for provision on accounts referred to the National Company Law Tribunal (NCLT) under the Insolvency and Bankruptcy Code, 2016.

	<p>In respect of non-performing loans and advances accounts subjected to restructuring, the account is upgraded to standard only after the specified period i.e. a period of one year after the date when first payment of interest or of principal, whichever is later, falls due, subject to satisfactory performance of the account during the period. A standard restructured loan is upgraded to the standard category when satisfactory payment performance is evidenced during the specified period and after the loan reverts to the normal level of standard asset provisions/risk weights.</p>	<p>In respect of non-performing loans and advances accounts subjected to restructuring, the account is upgraded to standard only after the specified period, i.e., a period of one year after the date when first payment of interest or of principal, whichever is later, falls due, subject to satisfactory performance of the account during the period. Prior to February 12, 2018, standard restructured loans were upgraded to the standard category when satisfactory payment performance was evidenced during the specified period and after the loan reverted to the normal level of standard asset provisions/risk weights. With effect from February 12, 2018, non-performing and restructured loans are upgraded to standard only after satisfaction of certain payment and rating threshold criteria specified under RBI guidelines on Resolution of Stressed Assets – Revised Framework.</p>
	<p>The Bank maintains general provision on performing loans and advances in accordance with the RBI guidelines, including provisions on loans to borrowers having unhedged foreign currency exposure and provision on exposures to step-down subsidiaries of Indian companies. For performing loans and advances in overseas branches, the general provision is made at higher of host country regulations requirement and RBI requirement.</p>	<p>The Bank maintains general provision on performing loans and advances in accordance with the RBI guidelines, including provisions on loans to borrowers having unhedged foreign currency exposure, provisions on loans to specific borrowers in specific stressed sectors and provision on exposures to step-down subsidiaries of Indian companies. For performing loans and advances in overseas branches, the general provision is made at higher of host country regulations requirement and RBI requirement.</p>

Property, Plant and Equipment		
	<p>The useful lives of the groups of PPE are given below.</p> <ol style="list-style-type: none"> 1. Premises owned by the Bank – 60 years 2. Leased assets and improvement to leasehold premises – 60 years or lease period whichever is lower. 3. ATMs – 8 years 4. Plant and Machinery (including office equipment) – 10 years 5. Electric installations and equipment – 10 years 6. Computers – 3 years 7. Servers and network equipment – 4 years 8. Furniture and fixtures – 6 years and 8 months 9. Motor Vehicles – 5 years <p>Others (including software and system development expenses) – 4 years</p>	<p>The useful lives of the groups of PPE are given below.</p> <ol style="list-style-type: none"> 1. Premises owned by the Bank – 60 years 2. Leased assets and improvement to leasehold premises – 60 years or lease period whichever is lower. 3. ATMs – 6 - 8 years 4. Plant and Machinery (including office equipment) – 5 - 10 years 5. Electric installations and equipment – 10 - 15 years 6. Computers – 3 years 7. Servers and network equipment – 4 - 10 years 8. Furniture and fixtures – 5 – 10 years 9. Motor Vehicles – 5 years <p>Others (including software and system development expenses) – 4 years</p>
Non-banking assets		
	<p>Non-banking assets (NBAs) acquired in satisfaction of claims are carried at lower of net book value and net realisable value.</p>	<p>Non-banking assets (NBAs) acquired in satisfaction of claims are carried at lower of net book value and net realisable value. Further, the Bank creates provision on non-banking assets as per specific RBI directions.</p>

Transactions involving foreign exchange

Both monetary and non-monetary foreign currency assets and liabilities of non-integral foreign operations are translated at relevant closing exchange rates notified by FEDAI at the balance sheet date and the resulting gains/losses from exchange differences are accumulated in the foreign currency translation reserve until the disposal of the net investment in the non-integral foreign operations. **Prior to April 1, 2016, on the disposal/partial disposal of a non-integral foreign operation, the cumulative/proportionate amount of the exchange differences which had been accumulated in the foreign currency translation reserve and which related to that operation were recognised as income or expenses in the same period in which the gain or loss on disposal was recognised. From April 1, 2016, pursuant to RBI guideline dated April 18, 2017,** the Bank does not recognise the cumulative/proportionate amount of such exchange differences as income or expenses, which relate to repatriation of accumulated retained earnings from overseas operations.

Both monetary and non-monetary foreign currency assets and liabilities of non-integral foreign operations are translated at relevant closing exchange rates notified by FEDAI at the balance sheet date and the resulting gains/losses from exchange differences are accumulated in the foreign currency translation reserve until the disposal of the net investment in the non-integral foreign operations. Pursuant to RBI guideline, the Bank does not recognise the cumulative/proportionate amount of such exchange differences as income or expenses, which relate to repatriation of accumulated retained earnings from overseas operations.

Income Tax		
		<p>Minimum Alternate Tax (MAT) credit is recognised as an asset to the extent there is convincing evidence that the Bank will pay normal income tax during specified period, i.e., the period for which MAT credit is allowed to be carried forward as per prevailing provisions of the Income Tax Act 1961. In accordance with the recommendation contained in the guidance note issued by ICAI, MAT credit is to be recognised as an asset in the year in which it becomes eligible for set off against normal income tax. The Bank reviews MAT credit entitlements at each balance sheet date and writes down the carrying amount to the extent there is no longer convincing evidence to the effect that the Bank will pay normal income tax during the specified period.</p>
Impairment of Assets		
	<p>The immovable fixed assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An asset is treated as impaired when its carrying amount exceeds its recoverable amount. The impairment is recognised by debiting the profit and loss account and is measured as the amount by which the carrying amount of the impaired assets exceeds their recoverable value.</p>	<p>The Bank follows revaluation model of accounting for its premises and the recoverable amount of the revalued assets is considered to be close to its revalued amount. Accordingly, separate assessment for impairment of premises is not required.</p>

2017		
Basis of preparation		
	<p>The financial statements have been prepared in accordance with requirements prescribed under the Third Schedule of the Banking Regulation Act, 1949. The accounting and reporting policies of ICICI Bank used in the preparation of these financial statements conform to Generally Accepted Accounting Principles in India (Indian GAAP), the guidelines issued by Reserve Bank of India (RBI) from time to time and the Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules, 2014 to the extent applicable and practices generally prevalent in the banking industry in India. The Bank follows the historical cost convention and the accrual method of accounting, except in the case of interest income on non-performing assets (NPAs) and loans under strategic debt restructuring (SDR) scheme of RBI where it is recognised upon realisation.</p>	<p>The financial statements have been prepared in accordance with requirements prescribed under the Third Schedule of the Banking Regulation Act, 1949. The accounting and reporting policies of ICICI Bank used in the preparation of these financial statements conform to Generally Accepted Accounting Principles in India (Indian GAAP), the guidelines issued by Reserve Bank of India (RBI) from time to time and the Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules, 2014 to the extent applicable and practices generally prevalent in the banking industry in India. The Bank follows the historical cost convention and the accrual method of accounting, except in the case of interest and other income on non-performing assets (NPAs) and assets under strategic debt restructuring (SDR) scheme, scheme for sustainable structuring of stressed assets (S4A) and prudential norms on change in ownership of borrowing entities (change in management outside SDR) of RBI where it is recognised upon realisation.</p>
Revenue recognition		
	<p>Interest income is recognised in the profit and loss account as it accrues except in the case of non-performing assets (NPAs) where it is recognised upon realisation, as per the income recognition and asset classification norms of RBI. Further, the interest income on loan accounts where restructuring has been approved by the Bank under SDR scheme of RBI is recognised upon realisation.</p>	<p>Interest income is recognised in the profit and loss account as it accrues except in the case of non-performing assets (NPAs) where it is recognised upon realisation, as per the income recognition and asset classification norms of RBI. For assets, where SDR or change in management outside SDR schemes of RBI have been invoked, the interest income is recognised upon realisation during the period from the date of invocation till the end of stand-still period. Further, the interest income on assets is recognised upon realisation where S4A scheme has been invoked but not implemented.</p>

	<p>Income from finance leases is calculated by applying the interest rate implicit in the lease to the net investment outstanding on the lease over the primary lease period. Finance leases entered into prior to April 1, 2001 have been accounted for as per the Guidance Note on Accounting for Leases issued by the Institute of Chartered Accountants of India (ICAI). The finance leases entered subsequent to April 1, 2001 have been accounted for as per Accounting Standard 19 – Leases.</p>	<p>Income from finance leases is calculated by applying the interest rate implicit in the lease to the net investment outstanding on the lease over the primary lease period.</p>
		<p>Fees paid/received for priority sector lending certificates (PSLC) is amortised on straight-line basis over the period of the certificate.</p>
		<p>Fees/other income related to borrowers, where SDR or change in management outside SDR schemes of RBI have been invoked, are recognised upon realisation during the period from the date of invocation till the end of stand-still period. Further, fees/other income are recognised upon realisation where S4A scheme has been invoked but not implemented.</p>

Investment	
	<p>'Available for Sale' and 'Held for Trading' securities are valued periodically as per RBI guidelines. Any premium over the face value of fixed rate and floating rate investments in government securities, classified as 'Available for Sale', is amortised over the remaining period to maturity on constant yield basis and straight line basis respectively. Quoted investments are valued based on the trades/quotes on the recognised stock exchanges, subsidiary general ledger account transactions, price list of RBI or prices declared by Primary Dealers Association of India (PDAI) jointly with Fixed Income Money Market and Derivatives Association (FIMMDA), periodically.</p>
	<p>'Available for Sale' and 'Held for Trading' securities are valued periodically as per RBI guidelines. Any premium over the face value of fixed rate and floating rate investments in government securities, classified as 'Available for Sale', is amortised over the remaining period to maturity on constant yield basis and straight line basis respectively. Quoted investments are valued based on the closing quotes on the recognised stock exchanges or prices declared by Primary Dealers Association of India (PDAI) jointly with Fixed Income Money Market and Derivatives Association (FIMMDA), periodically.</p>
	<p>Depreciation on equity shares acquired and held by the Bank under SDR scheme is provided over a period of four calendar quarters from the date of conversion of debt into equity in accordance with the RBI guidelines.</p>
	<p>Depreciation on equity shares acquired and held by the Bank under SDR, S4A and change in management outside SDR schemes is provided over a period of four calendar quarters from the date of conversion of debt into equity in accordance with the RBI guidelines.</p>
	<p>Market repurchase and reverse repurchase and transactions are accounted for as borrowing and lending transactions in accordance with the extant RBI guidelines. The transactions with RBI under Liquidity Adjustment Facility (LAF) are accounted for as borrowing and lending transactions.</p>
	<p>Market repurchase, reverse repurchase and transactions with RBI under Liquidity Adjustment Facility (LAF) are accounted for as borrowing and lending transactions in accordance with the extant RBI guidelines.</p>

Provision/write-offs on loans and other credit facilities	
	<p>The Bank holds specific provisions against non-performing loans and advances and against certain performing loans and advances in accordance with RBI directions. The Bank also holds provisions on loans under SDR scheme of RBI. The assessment of incremental specific provisions is made after taking into consideration the existing specific provision held. The specific provisions on retail loans and advances held by the Bank are higher than the minimum regulatory requirements.</p>
	<p>The Bank holds specific provisions against non-performing loans and advances and against certain performing loans and advances in accordance with RBI directions. The Bank also holds provisions on loans under SDR, S4A and change in management outside SDR schemes of RBI. The assessment of incremental specific provisions is made after taking into consideration the existing specific provision held. The specific provisions on retail loans and advances held by the Bank are higher than the minimum regulatory requirements.</p>
	<p>The Bank makes floating provision as per a Board approved policy, which is in addition to the specific and general provisions made by the Bank. The floating provision is utilised, with the approval of Board and RBI, in case of contingencies which do not arise in the normal course of business and are exceptional and non-recurring in nature and for making specific provision for impaired loans as per the requirement of extant RBI guidelines or any regulatory guidance/instructions. The floating provision is netted-off from advances.</p>
Transfer and servicing of assets	
	<p>In the case of loans sold to an asset reconstruction company, the excess provision is not reversed but is utilised to meet the shortfall/loss on account of sale of other financial assets to securitisation company (SC)/reconstruction company (RC) in accordance with RBI guideline dated July 13, 2005. With effect from February 26, 2014, in accordance with RBI guidelines, in case of non-performing loans sold to SCs/RCs, the Bank reverses the excess provision in profit and loss account in the year in which amounts are received.</p>
	<p>In accordance with RBI guidelines, in case of non-performing/special mention account-2 loans sold to securitization company (SC)/reconstruction company (RC), the Bank reverses the excess provision in profit and loss account in the year in which amounts are received. Any shortfall of sale value over the net book value on sale of such assets is recognised by the Bank in the year in which the loan is sold.</p>

Property, Plant and Equipment	
	<p>Fixed assets are carried at cost and include amounts added on revaluation of premises, less accumulated depreciation and impairment, if any. Cost includes freight, duties, taxes and incidental expenses related to the acquisition and installation of the asset. Depreciation is charged over the estimated useful life of a fixed asset on a straight-line basis.</p>
	<p>Property, Plant and Equipment (PPE), other than premises, are carried at cost less accumulated depreciation and impairment, if any. Premises are carried at revalued amount, being fair value at the date of revaluation less accumulated depreciation. Cost includes freight, duties, taxes and incidental expenses related to the acquisition and installation of the asset. Depreciation is charged over the estimated useful life of PPE on a straight-line basis.</p>
	<p>The useful lives of the groups of fixed assets, are given below.</p> <ol style="list-style-type: none"> 1. Premises owned by the Bank – 60 years 2. Leased assets and improvement to leasehold premises – 60 years or lease period whichever is less. 3. ATMs – 8 years 4. Plant and Machinery (including office equipment) – 10 years 5. Computers – 3 years 6. Furniture and fixtures – 6 years and 8 months 7. Motor Vehicles – 5 years <p>Others (including software and system development expenses) – 4 years</p>
	<p>The useful lives of the groups of PPE are given below.</p> <ol style="list-style-type: none"> 1. Premises owned by the Bank – 60 years 2. Leased assets and improvement to leasehold premises – 60 years or lease period whichever is less. 3. ATMs – 8 years 4. Plant and Machinery (including office equipment) – 10 years 5. Electric installations and equipment – 10 years 6. Computers – 3 years 7. Furniture and fixtures – 6 years and 8 months 8. Servers and network equipment – 4 years 9. Motor Vehicles – 5 years <p>Others (including software and system development expenses) – 4 years</p>
	<p>Assets purchased/sold during the year are depreciated on a pro-rata basis for the actual number of days the asset has been put to use.</p>
	<p>Assets purchased/sold during the year are depreciated on a pro-rata basis for the actual number of days the asset has been capitalised.</p>
	<p>Items costing upto ₹ 5,000/- are depreciated fully over a period of 12 months from the date of purchase.</p>
	<p>Items individually costing upto ₹ 5,000/- are depreciated fully over a period of 12 months from the date of purchase.</p>

	d) In case of revalued/impaired assets, depreciation is provided over the remaining useful life of the assets with reference to revised asset values.	d) In case of revalued/impaired assets, depreciation is provided over the remaining useful life of the assets with reference to revised asset values. In case of premises, which are carried at revalued amounts, the depreciation on the excess of revalued amount over historical cost, is transferred from Revaluation Reserve to General Reserve annually.
		Non-banking assets (NBAs) acquired in satisfaction of claims are carried at lower of net book value and net realisable value.
Transactions involving foreign exchange		
	Both monetary and non-monetary foreign currency assets and liabilities of non-integral foreign operations are translated relevant to closing exchange rates notified by FEDAI at the balance sheet date and the resulting gains/losses from exchange differences are accumulated in the foreign currency translation reserve until the disposal of the net investment in the non-integral foreign operations. On the disposal/partial disposal of a non-integral foreign operation, the cumulative/proportionate amount of the exchange differences which has been accumulated in the foreign currency translation reserve and which relates to that operation are recognised as income or expenses in the same period in which the gain or loss on disposal is recognised.	Both monetary and non-monetary foreign currency assets and liabilities of non-integral foreign operations are translated at relevant closing exchange rates notified by FEDAI at the balance sheet date and the resulting gains/losses from exchange differences are accumulated in the foreign currency translation reserve until the disposal of the net investment in the non-integral foreign operations. Prior to April 1, 2016 , on the disposal/partial disposal of a non-integral foreign operation, the cumulative/proportionate amount of the exchange differences which had been accumulated in the foreign currency translation reserve and which related to that operation were recognised as income or expenses in the same period in which the gain or loss on disposal was recognised. From April 1, 2016, pursuant to RBI guideline dated April 18, 2017, the Bank does not recognise the cumulative/proportionate amount of such exchange differences as income or expenses, which relate to repatriation of accumulated retained earnings from overseas operations.
Accounting for derivative contracts		
	The Bank enters into derivative contracts such as foreign currency options, interest rate and currency swaps, credit default swaps and cross currency interest rate swaps.	The Bank enters into derivative contracts such as interest rate and currency options, interest rate and currency futures , interest rate and currency swaps, credit default swaps and cross currency interest rate swaps.

	<p>Foreign currency and rupee derivative contracts entered into for trading purposes are marked to market and the resulting gain or loss (net of provisions, if any) is accounted for in the profit and loss account. Pursuant to RBI guidelines, any receivables under derivative contracts which remain overdue for more than 90 days and mark-to-market gains on other derivative contracts with the same counter-parties are reversed through profit and loss account.</p>	<p>Foreign currency and rupee derivative contracts entered into for trading purposes are marked to market and the resulting gain or loss is accounted for in the profit and loss account. Pursuant to RBI guidelines, any receivables under derivative contracts which remain overdue for more than 90 days and mark-to-market gains on other derivative contracts with the same counter-parties are reversed through profit and loss account.</p>
<p>Note- There is no significant impact of the above mentioned changes in significant accounting policies.</p>		

5. A DECLARATION BY THE DIRECTORS THAT-

- a. the company has complied with the provisions of the Act and the rules made thereunder;
- b. the compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government; and
- c. the monies received under the offer shall be used only for the purposes and objects indicated in the Disclosure Document.

I am authorized by the Board of Directors vide resolution dated May 6, 2019 to sign this form and declare that all the requirements of the Companies Act, 2013 and rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

Date: February 13, 2020

Place: Mumbai

Attachments :-

Copy of Board Resolution

Copy of Shareholders Resolution

PART B
(Additional Disclosures)

Disclosures under the SEBI (Issue and Listing of Debt Securities) Regulations, 2008

[Pursuant to Regulation 5 (2) (b), 19 (3) and 21 of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended]

Important Note:

- I. This Part B (*Additional Disclosures*) of the private placement disclosure document should be read in conjunction with Part A (*FORM PAS-4*) (along with the supporting attachments)
- II. For the purposes of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (as amended from time to time) the Part A and Part B together shall constitute the 'Disclosure Document'.

1. ISSUER INFORMATION

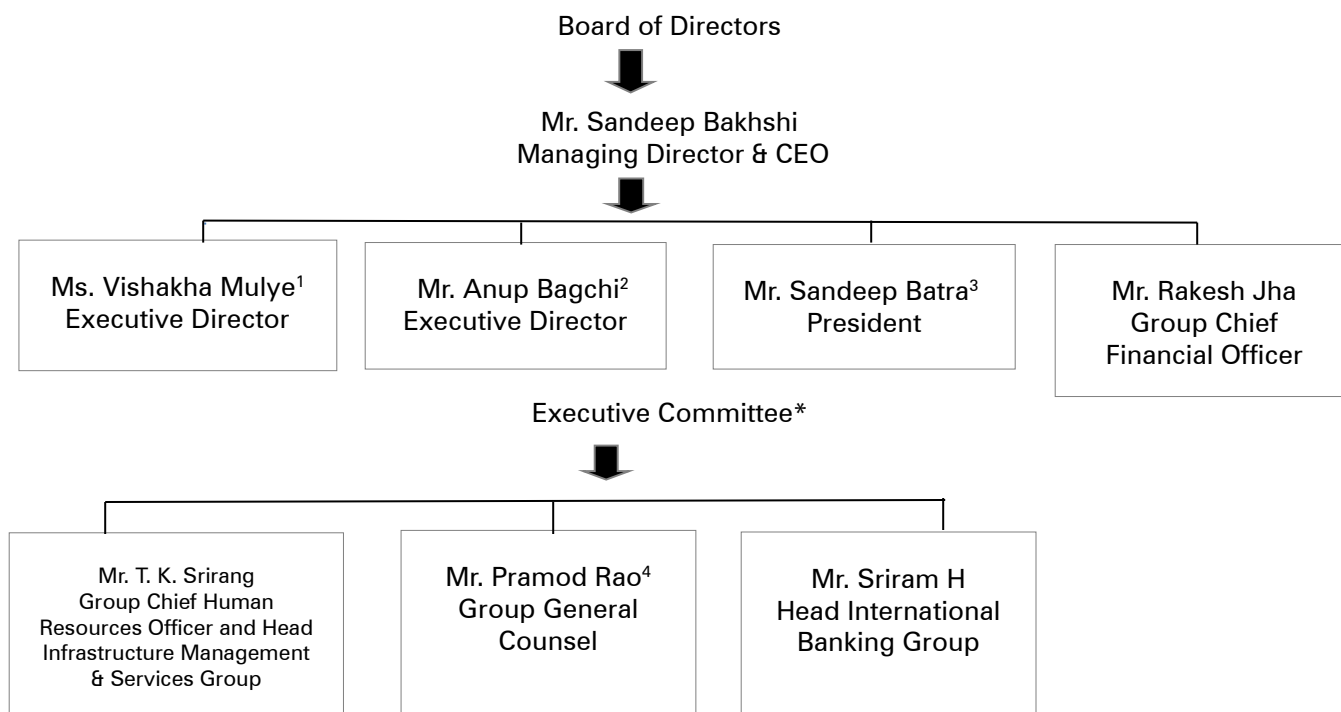
A. NAME AND ADDRESSES:

Name of the Issuer	ICICI Bank Limited
Registered Office	ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara 390 007
Corporate Office	ICICI Bank Towers, Bandra-Kurla Complex, Mumbai 400 051
Website	www.icicibank.com
Date of incorporation	January 5, 1994
Compliance Officer	Mr. Ranganath Athreya ICICI Bank Limited, ICICI Bank Towers, Bandra-Kurla Complex, Mumbai 400 051.
Chief Financial Officer	Mr. Rakesh Jha ICICI Bank Limited, ICICI Bank Towers, Bandra-Kurla Complex, Mumbai - 400 051
Lead Arrangers	ICICI Securities Primary Dealership Limited 163, Backbay Reclamation H. T. Parekh Marg, Churchgate, Mumbai - 400 020 ICICI Bank Limited. ICICI Bank Towers, Bandra Kurla Complex, Mumbai - 400 051

Trustee of the Issue	IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001
Registrar of the Issue	3i Infotech Limited Tower 5, 3rd Floor, International Infotech Park, Vashi Railway Station Complex, Vashi, Navi Mumbai 400 703
Credit Rating Agencies	Credit Analysis & Research Limited (CARE) ICRA Limited (ICRA)
Auditors for FY2019	Walker Chandiok & Co. LLP Chartered Accountants 16th Floor, Tower II, Indiabulls Finance Centre, S B Marg, Elphinstone (W), Mumbai, Maharashtra 400013
Auditors for December 31, 2019	Walker Chandiok & Co. LLP Chartered Accountants 16th Floor, Tower II, Indiabulls Finance Centre, S B Marg, Elphinstone (W), Mumbai, Maharashtra 400013

B. A BRIEF SUMMARY OF THE BUSINESS/ ACTIVITIES

Corporate Structure



¹Wholesale Banking Group, Strategic Solutions Group, Transaction Banking Group, Markets Group, Proprietary Trading Group and Structural Rate Risk Management Group

²Retail Banking Group, Rural & Inclusive Banking Group, Small and Medium Enterprise Group, Corporate Brand and ICICI Foundation for Inclusive Growth, Digital Channels and Partnerships, Startup Investments and Partnerships, Data Sciences and Analytics Group.

³Secretarial Group, Financial Crime Prevention Group, SOX, Corporate Communications, Government and Strategic Relations, Operations and Technology.

⁴Also responsible for administering the Whistle Blower Policy in the Bank and for this function reports to the Audit Committee of the Board

*Executive Committee includes Ms. Vishakha Mulye, Mr. Anup Bagchi and Mr. Sandeep Batra

Note:

- 1) Group Chief Internal Auditor reports to the Audit Committee and reports to the President for administrative purpose only
- 2) Group Compliance Officer reports to the Audit Committee and Managing Director & CEO and reports to the President for administrative purpose only
- 3) Chief Risk Officer reports to the Risk Committee and reports to the President for administrative purpose only

Key Operational and Financial Parameters for last three audited years

The financial statements of the Bank have been prepared in accordance with requirements prescribed under the Third Schedule of the Banking Regulation Act, 1949. Accordingly, the information in the below table has been provided in line with the consolidated financial statements of the Bank.

₹ in Million

Sr. No	Parameters	FY 2018-19	FY 2017-18	FY 2016-17
1	Share capital	12,894.6	12,858.1	11,651.1
2	Reserves and surplus (including employees stock options outstanding)	1,129,639.5	1,093,438.9	1,034,668.9
3	Deposits	6,813,169.4	5,857,961.1	5,125,872.6
4	Borrowings	2,103,241.2	2,294,018.3	1,882,867.6
5	Total debt (3+4)	8,916,410.6	8,151,979.4	7,008,740.2
6	Advances	6,469,616.8	5,668,542.2	5,153,173.1
7	Investments ¹	3,982,007.6	3,722,076.8	3,043,732.9
8	Net fixed assets	96,604.2	94,650.1	93,379.6
9	Total income	1,313,065.0	1,189,691.0	1,133,976.3
10	Total expenditure (interest expended + operating expenses)	1,034,364.2	900,176.8	830,058.0
11	Operating profit	278,700.8	289,514.2	303,918.3
12	Provisions and contingencies	221,809.2	198,518.8	190,515.0
13	Profit after taxation ("PAT")	56,891.7	90,995.4	113,403.3
14	Less: Minority interest	14,349.2	13,873.6	11,519.5
15	Net profit/(loss) after minority interest	42,542.4	77,121.8	101,883.8
16	Gross non- performing assets to gross customer assets (%) ¹	6.70	8.84	7.89
17	Net non- performing assets to net customer assets (%) ¹	2.06	4.77	4.89
18	Capital adequacy ratio (Basel III) (%) ²	16.89	18.42	17.39
19	Tier I capital adequacy ratio (Basel III) (%) ²	15.09	15.92	14.36
20	Tier II capital adequacy ratio (Basel III) (%) ²	1.80	2.50	3.03
21	Return on assets (%)	0.39	0.82	1.17
22	Earnings per share (in Rs.) ³			
	Basic (₹)	6.61	12.02	15.91
	Diluted (₹)	6.53	11.89	15.84
23	Networth	1,142,534.1	1,106,297.0	1,046,320.0

- Gross non-performing assets to gross customer assets (%) and net non-performing assets to net customer assets (%) is based on standalone financials of the bank.
- Including retained earnings for FY2018
- The shareholders of the Bank have approved the sub-division of one equity share of ₹ 10 into five equity shares having a face value of ₹ 2 each through postal ballot on November 20, 2014. The record date for the sub-division was December 5, 2014. All shares and per share information in the financial results reflect the effect of sub-division for each of the periods presented.

Debt Equity Ratio of the Issuer as on December 31, 2019

	(₹ in million)	
	Pre bond issue of ₹ 10,000 million	Post bond ² issue ₹ 10,000 million
Borrowings		
Short-Term Debt	602,957.3	602,957.3
Long-Term Debt	770,789.5	780,789.5
Total Debts (A)	1,373,746.8	1,383,746.8
Shareholders' Funds		
Share Capital	12,940.8	12,940.8
Reserves ¹	1,090,755.0	1,090,755.0
Less: Unamortised Deferred Revenue expenditure	-	-
Total Shareholders' Funds (B)	1,103,695.8	1,103,695.8
Long-term Debt-Equity Ratio	0.70	0.707

Notes:

1. Reserves excludes foreign currency translation reserve and revaluation reserve amounting to ₹15,835.0 million and ₹30,445.1 million respectively.
2. In post bond issue column, long-term debt is increased by ₹ 10,000 million assuming the proposed bond issue is fully subscribed including oversubscription amount is fully subscribed.

Project cost and means of financing, in case of funding of new projects

The funds being raised by the Issuer through present issue of Bonds are not meant for financing any particular project. The Issuer shall utilise the proceeds to augment the Bank's capital position and long term resources

C. A BRIEF HISTORY OF THE ISSUER SINCE ITS INCORPORATION

i. Details of Share Capital as on last quarter end:

Share Capital	(Amount ₹)	31-December-19 (Amount ₹)
Authorised Capital		
12,500,000,000 equity shares of Rs.2 each		25,000,000,000
Issued, Subscribed and Paid-up Share Capital		
6,446,239,653 equity shares of Rs. 2 each as on March 31, 2019	12,892,479,306	
Add 23,114,319 equity shares of Rs.2 each fully paid up issued pursuant to exercise of employees stock options	46,228,638	
Total 6,469,353,972 equity shares of Rs.2 each	12,938,707,944	
Less Call unpaid	114	
Add 266,089 equity shares forfeited	2,118,864.13	
Total Share Capital		12,940,826,694.13

ii. Changes in Capital Structure as on last quarter end and for last five years:

Date of Change (Postal Ballot) *	(Amount ₹)	Particulars
The Board at its Meeting held on April 2, 2018 and shareholders at their Annual general meeting held on September 12, 2018 approved the alteration to the capital clauses of the Memorandum of Association and Articles of Association of the Bank from ₹ 2500,00,00,000 (Rupees Two thousand five hundred crores only) divided into 1000,00,00,000 equity shares of ₹ 2 each, 150,00,000 shares of ₹ 100 each and 350 shares of ₹ 100,00,000 each to ₹ 2500,00,00,000 comprising 1250,00,00,000 equity shares of ₹ 2 each.		The authorised capital of the Company shall be ₹ 2500,00,00,000 comprising 1250,00,00,000 equity shares of ₹ 2 each
The Board at its meeting held on April 2, 2018 approved the redemption of 350, 0.001% Redeemable Non-Cumulative Preference Shares of ₹ 1,00,00,000 each aggregating to ₹ 3,500,000,000.	350,00,00,000	350 preference shares of ₹ 10,000,000 each were redeemed on April 20, 2018
Pursuant to the approval granted by the Board of the Bank, at its meeting held on May 3, 2017 the Shareholders of the Bank, through postal ballot on June 12, 2017 have approved the issue of bonus equity shares of ₹ 2 each in the ratio of 1:10 i.e. 1 (one) equity share of ₹ 2 each for every 10 (ten) fully paid-up equity shares of ₹ 2 each (including shares underlying American Depository Shares). Further, the Stakeholders	1,165,969,088	582,984,544 equity shares of ₹ 2 each were allotted on June 24, 2017

Relationship Committee under the authority granted by the Board approved the allotment of 582,984,544 bonus equity shares of ₹ 2 each on June 24, 2017. Accordingly, 582,984,544 equity shares were issued as bonus shares to the shareholders of the Bank during Q1-2018.		
The shares of the Bank have been sub-divided into face value of ₹ 2 each effective December 5, 2014. Prior to the said date, the shares were of face value of ₹ 10 each. The details of changes in equity share capital due to exercise of Employee Stock Option Scheme by the employees of ICICI Bank Limited from time to time are available under 3 (c) (iii) "Equity Share Capital History of the Company" of the Offer Document		

iii. Equity Share Capital History of the Company as on last quarter end, for the last five year

Please refer to share Capital History given on page no 108 to 115

iv. Details of any Acquisition or Amalgamation in the last one year:

None

v. Details of any Reorganization or Reconstruction in the last one year:

None

D. DETAILS OF THE SHAREHOLDING OF THE COMPANY AS ON THE LAST QUARTER END:

i. Shareholding pattern of the Company as on December 31, 2019

Sr. No	Particulars	Total No. of Equity Shares	No of shares in demat form	Total Shareholding as % of total no of equity shares
1	FINANCIAL INSTITUTIONS& BANKS	4,930,296	4,861,152	0.08
2	BODIES CORPORATE (INCLUDING GOVERNMENT COMPANIES AND CLEARING MEMBERS)	154,247,334	153,588,934	2.38
3	INDIVIDUALS, HINDU UNDIVIDED FAMILIES AND TRUSTS	379,951,191	363,035,837	5.87
4	INSURANCE COMPANIES	773,616,620	773,616,310	11.96
5	MUTUAL FUND/UTI	1,327,021,368	1,327,012,612	20.51
6	NBFCs REGISTERED WITH RBI	209,428	209,428	0.00
7	PROVIDENT FUND - PENSION FUND	74,937,735	74,937,735	1.16
8	ALTERNATIVE INVESTMENT FUND	23,054,793	23,054,793	0.36
9	IEPF	6,484,235	6,484,235	0.10
	Sub Total - RESIDENT HOLDINGS	2,744,453,000	2,726,801,036	42.42

10	CUSTODIAN / DR HOLDER - DEUTSCHE BANK TRUST COMPANY AMERICAS*	1,361,077,527	1,361,077,527	21.04
11	FPI, NON RESIDENT INDIANS , FORIEGN BANKS, FORIEGN COMPANIES, FIIs-DR, FOREIGN NATIONALS, OVERSEAS CORPORATE BODIES & FOREIGN BODIES – DR	2,363,823,445	2,362,554,337	36.54
	Sub Total - NON RESIDENT HOLDINGS	3,724,900,972	3,723,631,864	57.58

* Deutsche Bank Trust Company Americas holds 1,361,077,527 equity shares of the Bank constituting 21.04% of the equity share capital of the Bank at December 31, 2019 as depository for ADS holders and voting rights on these shares is exercised in accordance with the directions of the Bank's board of directors, the voting rights are capped at 15% as per the provisions of Banking Regulation Act, 1949.

There will be no change in our pre and post issuance shareholding pattern on account of this debenture issuance.

The Company does not have any promoters and as such there are no shares pledged or encumbered by a promoter.

ii. List of top 10 holders of equity shares of the Company as on December 31, 2019 :

Sr. No.	Name of shareholder(s)	No. of shares	Total share holding as % of total equity shares ¹
1	DEUTSCHE BANK TRUST COMPANY AMERICAS ²	1,361,077,527	21.04
2	LIFE INSURANCE CORPORATION OF INDIA ³	540,696,306	8.36
3	HDFC MUTUAL FUND ⁴	216,528,352	3.35
4	DODGE & COX INTERNATIONAL STOCK FUND	209,702,376	3.24
5	SBI MUTUAL FUND ⁵	200,741,630	3.10
6	ICICI PRUDENTIAL MUTUAL FUND ⁶	150,154,109	2.32
7	ADITYA BIRLA SUN LIFE MUTUAL FUND ⁷	108,332,137	1.67
8	GOVERNMENT OF SINGAPORE	106,803,712	1.65
9	RELIANCE MUTUAL FUND ⁸	105,088,601	1.62
10	KOTAK MAHINDRA MUTUAL FUND ⁹	91,301,431	1.41

Note:

- Percentage figures are rounded off to the nearest decimal point.
- Deutsche Bank Trust Company Americas holds 1,361,077,527 equity shares of the Bank constituting 21.04% of the equity share capital of the Bank at December 31, 2019 as depository for ADS holders.
- Life Insurance Corporation of India consists of 54 folios consolidated shareholding of each aggregates to 8.36% at December 31, 2019.
- HDFC MUTUAL FUND consists of 28 folios consolidated shareholding of each aggregates to 3.35% December 31, 2019.
- SBI MUTUAL FUND consists of 35 folios consolidates shareholding of each aggregates to 3.10 % at December 31, 2019.
- ICICI PRUDENTIAL MUTUAL FUND consists of 58 folios consolidated shareholding of each aggregates to 2.32% at December 31, 2019.
- ADITYA BIRLA SUN LIFE MUTUAL FUND consists of 33 folios consolidated shareholding of each aggregates to 1.67%

at December 31, 2019.

8. RELIANCE MUTUAL FUND consists of 26 folios consolidated shareholding of each aggregates to 1.62% at December 31, 2019.
9. KOTAK MAHINDRA MUTUAL FUND consists of 17 folios consolidated shareholding of each aggregates to 1.41% at December 31, 2019.
10. All the shares are in demat form.

E. Details regarding the Directors of the Company

Details of change in directors since last three year

Name, Designation and DIN	Date of Appointment / Resignation	Director since (in case of resignation)
Mr. M. K. Sharma Chairman and Non-Executive Director 00327684	30.06.2018 (completion of tenure as per Banking Regulation Act, 1949)	01.07.2015
Ms. Vishakha Mulye Executive Director 00203578	19.01.2016***	NA
Mr. K. Ramkumar Executive Director 00244711	29.04.2016 (effective close of business hours)	01.02.2009
Mr. Vijay Kumar Chandok Executive Director 01545262	06.05.2019 (effective close of business hours)	28.07.2016
Mr. Alok Tandon Government Nominee Director, 01841717	15.01.2017 (effective close of business hours)	06.06.2014
Mr. Amit Agrawal Government Nominee Director, 07117013	04.04.2018(effective close of business hours)	16.01.2017
Mr. Rajiv Sabharwal Executive Director, 00057333	31.01.2017 (effective close of business hours)	24.06.2010
Mr. Anup Bagchi Executive Director, 00105962	01.02.2017*****	NA
Mr. M. S. Ramchandran Independent Director, 00943629	24.04.2017 (completion of tenure as per Banking Regulation Act, 1949)	25.04.2009
Ms. Neelam Dhawan Independent Director, 00871445	12.01.2018	NA
Mr. Uday Madhav Chitale Additional (Independent) Director, 00043268	17.01.2018	NA
Mr. V. Sridar Independent Director, 02241339	20.01.2018 (completion of tenure as per Banking Regulation Act, 1949)	21.01.2010
Mr. Homi Khusrokhhan Independent Director, 00005085	20.01.2018 (completion of tenure as per Banking Regulation Act, 1949)	21.01.2010
Dr. Tushaar N. Shah Independent Director, 03055738	02.05.2018 (completion of tenure as per Banking Regulation Act, 1949)	03.05.2010

Mr. N. S. Kannan Executive Director, 00066009	18.06.2018 (effective close of business hours)	01.05.2009
Mr. Girish Chandra Chaturvedi, Chairman and Non-Executive Director, 00110996	01.07.2018#	NA
Mr. M. D. Mallya Independent Director, 01804955	04.10.2018 (effective close of business hours)	29.05.2018
Mr. Radhakrishnan Nair Independent Director, 07225354	02.05.2018	NA
Mr. Lok Ranjan Government Nominee Director, 07791967	04.12.2018	05.04.2018
Mr. Sandeep Bakhshi, Managing Director & CEO, 00109206	31.07.2018*****	NA
Ms. Chanda Kochhar, Managing Director & CEO, 00043617	04.10.2018	01.04.2001
Mr. Hari L. Mundra Additional (Independent) Director, 00287029	26.10.2018	NA
Mr. Lalit Kumar Chandel Government Nominee Director, 00182667	04.12.2018##	NA
Ms. Rama Bijapurkar Additional (Independent) Director, 00001835	14.01.2019	NA
Mr. B. Sriram Additional (Independent) Director, 02993708	14.01.2019	NA
Mr. Dileep Choksi Independent Director, 00016322	31.03.2019 (completion of tenure as per companies act, 2013)	26.04.2013
Mr. V. K. Sharma Independent Director, 02449088	31.03.2019 (completion of tenure as per companies act, 2013)	06.03.2014
Mr. S. Madhavan Additional (Independent) Director, 06451889	14.04.2019	NA

The Board at its Meeting held on June 29, 2018 appointed Mr. Girish Chandra Chaturvedi as an independent director effective July 1, 2018, subject to approval of shareholders. The Board at the same meeting approved the appointment of Mr. Chaturvedi as non-executive part-time chairman from July 1, 2018 or the date of receipt of RBI approval whichever is later upto June 30, 2021. RBI approved the appointment of Mr. Chaturvedi as non-executive part-time Chairman effective July 17, 2018 to June 30, 2021. The shareholders at the Annual General Meeting held on September 12, 2018 approved the appointment of Mr. Chaturvedi as an Independent Director for a period of three years effective July 1, 2018 to June 30, 2021 and as an non-executive part-time Chairman for a period of three years effective July 17, 2018 to June 30, 2021.

***** The Board had approved the appointment of Mr. Sandeep Bakhshi as an Additional Director and Wholetime Director and Chief Operating Officer of ICICI Bank effective from June 19, 2018 or the date of receipt of RBI approval for such appointment, whichever was later. RBI has approved the appointment of Mr. Bakhshi as a Wholetime Director to be designated as Chief Operating Officer (COO) of the Bank for a period of three years effective from July 31, 2018. The shareholders have approved the appointment of Mr. Bakhshi as a Wholetime Director to be designated as Chief Operating Officer (COO) of the Bank for a period of five years upto July 30, 2023. The Board at its Meeting held on October 4, 2018 appointed Mr. Bakhshi as Managing Director & CEO, subject to regulatory and other approvals. RBI vide its letter dated October 15, 2018 has

approved the appointment of Mr. Sandeep Bakhshi as Managing Director & CEO of the Bank for a period of three years with effect from October 15, 2018. The shareholders at the Annual General Meeting held on August 9, 2019 approved the appointment of Mr. Bakhshi as Managing Director & CEO of the Bank for a period of five years with effect from October 15, 2018 upto October 3, 2023.

*** Pursuant to the approval granted by RBI vide its letter dated January 15, 2016; Ms. Vishakha Mulye assumed office as an Executive Director with effect from January 19, 2016. The approval granted by RBI is upto January 18, 2021. The shareholders through a postal ballot resolution passed on April 22, 2016 have approved the appointment of Ms. Vishakha Mulye for a period of five years effective January 19, 2016 upto January 18, 2021. RBI vide its letter dated January 15, 2019 communicated its approval for re-appointment of Ms. Mulye as Executive Director of the Bank for a period of further two years from January 19, 2019 to January 18, 2021.

***** RBI vide its letter dated January 20, 2017 approved the appointment of Mr. Anup Bagchi for a period of three years effective February 1, 2017 upto January 31, 2020. The shareholders at the Annual General Meeting held on June 30, 2017 approved the appointment of Mr. Bagchi for a period of five years effective February 1, 2017 upto January 31, 2022. RBI vide its letter dated January 30, 2020 communicated its approval for re-appointment of Mr. Bagchi as Executive Director of the Bank for a period of two years from February 1, 2020 to January 31, 2022.

Pursuant to the Government of India directive, Mr. Lalit Kumar Chandel, Economic Adviser, Government of India, Ministry of Finance, Department of Financial Services, has been nominated as Government Nominee Director on the Board of ICICI Bank Limited in place of Mr. Lok Ranjan, with effect from December 4, 2018.

F. Details regarding the auditors of the Company

i. Details of the auditor of the company

Name	Address	Auditor Since
Walker Chandiook & Co. LLP Chartered Accountants	16th Floor, Tower II, Indiabulls Finance Centre, S B Marg, Elphinstone (W), Mumbai, Maharashtra 400013	Financial Year 2019
B S R & Co. LLP Chartered Accountants	5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalakshmi, Mumbai 400 011	Financial Year 2015

ii. Details of changes in auditor since last three years :

B S R & Co. LLP, Chartered Accountants were the auditors of the Bank for the year ended March 31, 2017 and year ended March 31, 2018. Walker Chandiook & Co. LLP, Chartered Accountants were the auditors of the Bank for the year ended March 31, 2019.

G. Details of borrowings of the Company, as on December 31, 2019:

Details of borrowings carried out by the Bank (not including borrowings with tenor of less than or equal to one year in India) which are outstanding at December 31, 2019 are listed in table below:

i. Details of Secured Loan facilities:

Nil

ii. Details of Unsecured Loan facilities in India:

Lender's Name	Type of Facility	Principal Amount outstanding	Original Sanctioned amount	Repayment Schedule
NATIONAL BANK FOR AGRICULTURE AND RURAL DEV	RupeeLoan -Refinance	20,00,00,00,000.00	30,00,00,00,000.00	31-Jan-23
MICRO UNITS DEVELOPMENT AND REFINANCE AGENCY LIMITED	RupeeLoan -Refinance	1,60,00,00,000.00	2,50,00,00,000.00	01-Jan-21
NATIONAL BANK FOR AGRICULTURE AND RURAL DEV	RupeeLoan -Refinance	16,00,00,00,000.00	20,00,00,00,000.00	03-Oct-23
MICRO UNITS DEVELOPMENT AND REFINANCE AGENCY LIMITED	RupeeLoan -Refinance	6,86,00,00,000.00	9,50,00,00,000.00	01-Nov-21
SMALL INDUSTRIES DEVELOPMENT BANK	RupeeLoan -Refinance	4,50,00,00,000.00	4,50,00,00,000.00	17-Nov-20
SMALL INDUSTRIES DEVELOPMENT BANK	RupeeLoan -Refinance	6,00,00,00,000.00	6,00,00,00,000.00	28-Dec-20
SMALL INDUSTRIES DEVELOPMENT BANK	RupeeLoan -Refinance	9,26,44,00,000.00	15,00,00,00,000.00	01-Sep-21
SMALL INDUSTRIES DEVELOPMENT BANK	RupeeLoan -Refinance	9,26,44,00,000.00	15,00,00,00,000.00	01-Sep-21
SMALL INDUSTRIES DEVELOPMENT BANK	RupeeLoan -Refinance	6,18,70,00,000.00	9,00,00,00,000.00	01-Oct-21
SMALL INDUSTRIES DEVELOPMENT BANK	RupeeLoan -Refinance	6,23,36,00,000.00	8,50,00,00,000.00	01-Oct-21
MICRO UNITS DEVELOPMENT AND REFINANCE AGENCY LIMITED	RupeeLoan -Refinance	5,00,00,00,000.00	7,50,00,00,000.00	01-Jan-21
SMALL INDUSTRIES DEVELOPMENT BANK	RupeeLoan -Refinance	8,18,20,00,000.00	10,00,00,00,000.00	01-Mar-22
NATIONAL HOUSING BANK	RupeeLoan -Refinance	3,25,00,00,000.00	3,25,00,00,000.00	14-Jun-22
NATIONAL HOUSING BANK	RupeeLoan -Refinance	12,50,00,00,000.00	12,50,00,00,000.00	23-Dec-20
NATIONAL HOUSING BANK	RupeeLoan -Refinance	11,00,00,00,000.00	11,00,00,00,000.00	02-May-22
NATIONAL HOUSING BANK	RupeeLoan -Refinance	15,00,00,00,000.00	15,00,00,00,000.00	30-Nov-22
NATIONAL HOUSING BANK	RupeeLoan -Refinance	3,25,00,00,000.00	3,25,00,00,000.00	27-Jun-22

SMALL INDUSTRIES DEVELOPMENT BANK	RupeeLoan -Refinance	7,42,08,00,000.00	8,52,00,00,000.00	01-Mar-22
SMALL INDUSTRIES DEVELOPMENT BANK	RupeeLoan -Refinance	12,00,00,00,000.00	12,00,00,00,000.00	31-Jul-20
SMALL INDUSTRIES DEVELOPMENT BANK	RupeeLoan -Refinance	20,00,00,00,000.00	22,50,00,00,000.00	10-Aug-22
NATIONAL HOUSING BANK	RupeeLoan -Refinance	1,68,50,00,000.00	1,75,00,00,000.00	29-Jun-26
NATIONAL HOUSING BANK	RupeeLoan -Refinance	1,68,50,00,000.00	1,75,00,00,000.00	15-Jun-26
SMALL INDUSTRIES DEVELOPMENT BANK	RupeeLoan -Refinance	3,78,53,00,000.00	3,90,00,00,000.00	09-Sep-22
SMALL INDUSTRIES DEVELOPMENT BANK	RupeeLoan -Refinance	1,55,43,00,000.00	1,60,00,00,000.00	10-Oct-22
SMALL INDUSTRIES DEVELOPMENT BANK	RupeeLoan -Refinance	20,00,00,00,000.00	20,00,00,00,000.00	22-Sep-20
SMALL INDUSTRIES DEVELOPMENT BANK	RupeeLoan -Refinance	3,00,00,00,000.00	3,00,00,00,000.00	24-Aug-20
SMALL INDUSTRIES DEVELOPMENT BANK	RupeeLoan -Refinance	10,00,00,00,000.00	10,00,00,00,000.00	10-Oct-22
TOTAL		2,25,22,18,00,000.00	2,67,52,00,00,000.00	

Note: Contractual maturity is considered for calculation of tenor

iii. Details of Unsecured Loan facilities raised at international branches of the Bank:

Facility type	Sanctioned amount (USD million)	Outstanding as at December 31, 2019 (USD million)
Term loan facilities	1,686	1,601

Note : Amount includes borrowings in South African Rand, converted to USD

iv. Details of Non-Convertible Debentures as at December 31, 2019

Public Issues in Indian currency

Series	Coupon %	Tenor	Amount Outstanding on Dec 31, 2019	Allotment Date	Redemption Date	Rating at the time of Issue	Secured/ Unsecured
1997 BONDS II	13.06 to 13.09	22yrs & 6mts to 28yrs & 5mts	836,329,152.25	22/01/1998	21/08/2020 to 21/07/2026	CARE "AAA" ICRA "LAAA" CRISIL "AAA"	Unsecured
1998 AUGUST (S4)	14.24	24yrs & 2mts	2,078,036,660.92	05/10/1998	05/12/2022	CARE "AAA" ICRA "LAAA" CRISIL "AAA"	Unsecured
1998 DECEMBER	14.08	24yrs & 5mts	602,814,606.15	11/01/1999	11/06/2023	CARE "AAA" ICRA "LAAA" CRISIL "AAA"	Unsecured
1998 OCTOBER (S5)	14.08	24yrs & 5mts	857,155,463.69	01/12/1998	01/05/2023	CARE "AAA" ICRA "LAAA" CRISIL "AAA"	Unsecured
1999 MAY	13.38	23yrs & 10mts	269,186,249.22	16/06/1999	16/04/2023	CARE "AAA" ICRA "LAAA" CRISIL "AAA"	Unsecured
1999 November	11.44	22yrs & 9mts	118,033,180.35	24/12/1999	24/09/2022	CARE "AAA" ICRA "LAAA"	Unsecured
2000 August	11.44	21yrs & 3mts	315,353,330.24	05/10/2000	05/01/2022	CARE "AAA" ICRA "LAAA"	Unsecured
2000 December	10.60 to 11.34	21yrs & 5mts to 22yrs	236,996,620.23	19/01/2001	19/06/2022 to 19/01/2023	CARE "AAA" ICRA "LAAA"	Unsecured
2000 November	11.44	21yrs & 3mts	207,674,710.28	13/12/2000	13/03/2022	CARE "AAA" ICRA "LAAA"	Unsecured
2000 October	11.63	20yrs & 11mts	223,483,834.34	14/11/2000	14/10/2021	CARE "AAA" ICRA "LAAA"	Unsecured
2001 August	10.40	21yrs	86,538,915.99	27/09/2001	27/09/2022	CARE "AAA" ICRA "LAAA"	Unsecured
2001 December	10.40	21yrs	109,773,605.63	23/01/2002	23/01/2023	CARE "AAA" ICRA "LAAA"	Unsecured
2001 February	11.29	19yrs & 5mts	274,763,032.96	22/03/2001	22/08/2020	CARE "AAA" ICRA "LAAA"	Unsecured
2001 July	10.40	21yrs	132,835,948.29	28/08/2001	28/08/2022	CARE "AAA" ICRA "LAAA"	Unsecured
2001 June	10.53	20yrs & 9mts	423,785,770.99	24/07/2001	24/04/2022	CARE "AAA" ICRA "LAAA"	Unsecured
2001 March	10.27	21yrs & 3mts	123,852,300.76	26/04/2001	26/07/2022	CARE "AAA" ICRA "LAAA"	Unsecured
2001 November	10.40	21yrs	108,675,219.77	24/12/2001	24/12/2022	CARE "AAA" ICRA "LAAA"	Unsecured
2001 September	10.40	21yrs	108,805,496.84	12/11/2001	12/11/2022	CARE "AAA" ICRA "LAAA"	Unsecured
2002 February	10.40	21yrs	205,319,312.73	27/03/2002	27/03/2023	CARE "AAA" ICRA "LAAA"	Unsecured
2002 January	10.40	21yrs	179,569,426.75	19/02/2002	19/02/2023	CARE "AAA" ICRA "LAAA"	Unsecured
2002 March	10.27	21yrs & 3mts	89,251,010.58	23/04/2002	23/07/2023	CARE "AAA" ICRA "LAAA"	Unsecured

Private Placement Issues in India currency:

Series	Coupon %	Tenor	Amount Outstanding on 31-Dec-2019	Allotment Date	Redemption Date	Rating at the time of Issue	Secured/Unsecured
DAP10LT2	8.88	10yrs	25,000,000,000.00	05/04/2010	05/04/2020	CARE "CARE AAA" ICRA "LAAA"	Unsecured
DAU14LB	9.15	10yrs	7,000,000,000.00	06/08/2014	06/08/2024	CARE "CARE AAA" ICRA "[ICRA] AAA"	Unsecured
DDB3/98	14.08	24yrs & 5mts	475,408,812.45	21/12/1998 to 29/01/1999	21/05/2023 to 29/06/2023	N.A	Unsecured
DDC05RRB	7.80	15yrs	890,000,000.00	30/12/2005	30/12/2020	CARE "CARE AAA" ICRA "LAAA"	Unsecured
DDE12LT2	9.15	10yrs	38,000,000,000.00	31/12/2012	31/12/2022	CARE "CARE AAA" ICRA "[ICRA] AAA"	Unsecured
DDE18AT	9.90	Perpetual	11,400,000,000.00	28/12/2018	28/12/2117	CARE "CARE AA+; Stable" ICRA "[ICRA]AA+ (hyb) (Stable) CRISIL "CRISIL AA+/Stable"	Unsecured
DJA10UT2	8.90	15yrs	7,800,000,000.00	12/01/2010	12/01/2025	CARE "CARE AAA" CRISIL "AAA with negative outlook"	Unsecured
DJA11LT2	9.11	10yrs	20,000,000,000.00	13/01/2011	13/01/2021	CARE "CARE AAA" ICRA "LAAA"	Unsecured
DJN10UT2	8.81	15yrs	16,000,000,000.00	29/01/2010	29/01/2025	CARE "CARE AAA" CRISIL "AAA with negative outlook"	Unsecured
DJU06RRB	8.25	15yrs	370,000,000.00	14/02/2006	14/02/2021	CARE "CARE AAA" ICRA "LAAA"	Unsecured
DJU17L1	7.42	7yrs	4,000,000,000.00	27/06/2017	27/06/2024	CARE "CARE AAA/Stable" ICRA "[ICRA] "AAA/Stable"	Unsecured
DJU17L2	7.47	9yrs & 11mts	17,470,000,000.00	27/06/2017	25/06/2027	CARE "CARE AAA/Stable" ICRA "[ICRA] "AAA/Stable"	Unsecured

DMA15LB	8.45	10yrs	22,610,000,000.00	31/03/2015	31/03/2025	CARE "CARE AAA" ICRA "[ICRA] AAA "	Unsecured
DMR17AT	9.20	Perpetual	34,250,000,000.00	17/03/2017	17/03/2116	CARE "CARE AA+; Stable" ICRA "[ICRA]AA+ (hyb)"	Unsecured
DMR18AT	9.15	Perpetual	40,000,000,000.00	20/03/2018	20/06/2116	CARE "CARE AA+; Stable" ICRA "[ICRA]AA+ (hyb)"	Unsecured
DMY16LB	8.40	10yrs	65,000,000,000.00	13/05/2016	13/05/2026	CARE "CARE AAA" ICRA "[ICRA] AAA "	Unsecured
DOT16LB	7.60	7yrs	40,000,000,000.00	07/10/2016	07/10/2023	CARE "CARE AAA" ICRA "[ICRA] AAA "	Unsecured
DOT17AT	8.55	Perpetual	4,750,000,000.00	04/10/2017	04/10/2116	CARE "CARE AA+; Stable" ICRA "[ICRA]AA+ (hyb)"	Unsecured
DSP10LT2	8.90	15yrs	14,790,000,000.00	29/09/2010	29/09/2025	CARE "CARE AAA" ICRA "LAAA"	Unsecured
DSP14LB	9.25	10yrs	38,890,000,000.00	04/09/2014	04/09/2024	CARE "CARE AAA" ICRA "[ICRA] AAA "	Unsecured
DSP17AT	8.55	Perpetual	10,800,000,000.00	20/09/2017	20/09/2116	CARE "CARE AA+; Stable" ICRA "[ICRA]AA+ (hyb)"	Unsecured
N1DQ4PC0	12.00	20yrs	118,100,000.00	22/03/2001 to 10/04/2001	22/03/2021 to 10/04/2021	N.A	Unsecured
NDDJA101	9.92 to 11.93	19yrs to 30yrs	866,783,120.16	22/02/2001 to 02/02/2002	02/02/2021 to 22/02/2031	N.A	Unsecured
NDDJA402	9.35	18yrs	170,684.78	11/04/2002	11/04/2020	N.A	Unsecured
NDDMA101	11.79 to 11.94	27yrs to 30yrs	431,529,343.78	08/03/2001 to 31/03/2001	08/03/2028 to 31/03/2031	N.A	Unsecured
NMDCSEB1	23.33	20yrs	540,000,000.00	16/10/2001	16/10/2021	N.A	Unsecured
NMDJY101	11.55	20yrs	130,000,000.00	22/06/2001 to 27/06/2001	22/06/2021 to 27/06/2021	N.A	Unsecured
NMDQ102	11.20 to 11.55	20yrs to 22yrs	5,900,000.00	04/06/2001 to 13/07/2001	13/07/2021 to 04/06/2023	N.A	Unsecured
NMDQ302R	10.20 to 11.05	18yrs to 20yrs	182,300,000.00	07/12/2001 to 30/01/2002	11/01/2020 to 22/01/2022	N.A	Unsecured

NMDQ402	9.65 to 10.60	19yrs	32,800,000.00	27/02/2002 to 09/04/2002	27/02/2021 to 09/04/2021	N.A	Unsecured
RDBDDB99	10.81 to 12.77	25yrs to 27yrs	723,398,896.76	05/07/1999 to 19/05/2000	14/07/2024 to 03/04/2027	N.A	Unsecured
RNMDDD00	10.89 to 11.45	21yrs to 26yrs & 7mts	24,225,972.83	22/09/2000 to 04/04/2001	09/10/2021 to 03/11/2027	N.A	Unsecured
RNMDDD01	9.88 to 10.89	21yrs	3,246,841.00	16/05/2001 to 12/01/2002	16/05/2022 to 12/01/2023	N.A	Unsecured

Issues in foreign currency

Debt Series	Tenor / Period of Maturity	Coupon	Amount	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured / Unsecured
STD	10	5.75%	USD 1,000 mn	16-Nov-2010	16-Nov-2020	Moody's: Baa2, S&P: BBB-	Unsecured
24	7	2.65%	CHF 100 mn	7-Jan-13	7-Jan-20	Moody's: Baa2, S&P: BBB-	Unsecured
25	7	3.65%	SGD 225 mn	14-Jan-13	14-Jan-20	Moody's: Baa2, S&P: BBB-	Unsecured
21	10	3.09%	JPY 5,000 mn	22-Dec-10	22-Dec-20	Moody's: Baa2, S&P: BBB-	Unsecured
32	5.5	3.50%	USD 500 mn	18-Sep-14	18-Mar-20	Moody's: Baa2, S&P: BBB-	Unsecured
33	10	4.20%	USD 100 mn	07-Oct-14	07-Oct-24	Moody's: Baa2, S&P: BBB-	Unsecured
33	10	4.20%	USD 50 mn	20-Nov-14	07-Oct-24	Moody's: Baa2, S&P: BBB-	Unsecured
32	5.5	3.50%	USD 200 mn	12-Dec-14	18-Mar-20	Moody's: Baa2, S&P: BBB-	Unsecured
37	5	3.125%	USD 500 mn	12-Aug-15	12-Aug-20	Moody's: Baa2, S&P: BBB-	Unsecured
41	10	3.65%	USD 50 mn	8-Dec-15	8-Dec-25	S&P: BBB-	Unsecured
42	10	4.00%	USD 700 mn	18-Mar-16	18-Mar-26	S&P: BBB-	Unsecured
50	5	3mL+140 bps	USD 10 mn	13-Dec-16	13-Dec-21	Unrated	Unsecured
Probond-1	5	MS+60 bps	JPY 10,000 mn	16-Dec-16	16-Dec-21	Unrated	Unsecured
51	5.5	3.25%	USD 300 mn	09-Mar-17	09-Sep-22	S&P: BBB-	Unsecured
42	~9	4.00%	USD 50 mn (Tap of Mar-16 bond)	13-Jul-17	18-Mar-26	S&P: BBB-	Unsecured
42	~9	4.00%	USD 50 mn (Tap of Mar-16 bond)	17-Aug-17	18-Mar-26	S&P: BBB-	Unsecured
51	~5	3.25%	USD 100 mn (Tap of Mar-17 bond)	16-Oct-17	09-Sep-22	S&P: BBB-	Unsecured

51	~5	3.25%	USD 100 mn (Tap of Mar-17 bond)	16-Oct-17	09-Sep-22	S&P: BBB-	Unsecured
51	~5	3.25%	USD 100 mn (Tap of Mar-17 bond)	17-Oct-17	09-Sep-22	S&P: BBB-	Unsecured
52	10	3.8%	USD 500 mn	14-Dec-17	14-Dec-27	S&P: BBB-	Unsecured
53	5	3mL+145 bps	USD 100 mn	09-Jul-19	09-Jul-24	NA	Unsecured

v. List of Top 10 Debenture Holders as on December 31, 2019

Note that this table contains details of bonds designated in Indian Rupees only

Sr. No.	Name of Debenture Holder	Amount(₹)
1	LIFE INSURANCE CORPORATION OF INDIA	114,500,000,000.00
2	CBT EPF	92,315,519,199.22
3	NPS TRUST- A/C SCHEMES	56,202,261,359.05
4	ICICI PRUDENTIAL FUNDS	26,502,000,000.00
5	SBI LIFE INSURANCE CO.LTD	8,599,000,000.00
6	TATA AIG GENERAL INSURANCE COMPANY LIMITED	8,352,000,000.00
7	ITC LIMITED	7,647,000,000.00
8	SBI FUNDS	7,050,000,000.00
9	STATE BANK OF INDIA EMPLOYEES PENSION FUND	6,400,000,000.00
10	HDFC LIFE INSURANCE COMPANY LIMITED	5,000,000,000.00

vi. The amount of corporate guarantee issued by the Issuer along with name of the counter-party (like name of the subsidiary, JV entity, group company, etc) on behalf of whom it has been issued

Nil

vii. Details of Commercial Paper as at December 31, 2019:

Nil

viii. Details of Rest of the borrowing (if any hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares)

Nil

ix. Details of all default/s and/or delay in payments of interest and principal of any kind of term loan, debt securities and other financial indebtedness, including corporate guarantee issued by the Company, in the past 5 years:-

ICICI Bank has carried out payments of principal and interest in respect of its existing liabilities (including debt securities issued by it and any term loans), on respective due dates and expects to continue to do so in the future.

x. Details of any outstanding borrowing taken / debt securities issued where taken / issued :

(i) for consideration other than cash, whether in whole or part

There have been no debt securities issued by ICICI Bank for consideration other than cash.

(ii) at a premium or discount

Details of debt securities issued at a premium or discount are as follows:

Series	Description	Date of Allotment	Date of Redemption	Unless otherwise specified Amount (₹ million)
*ERO Series	Securities are issued at a discount to the employees of erstwhile Bank of Madura pursuant to Voluntary Retirement Scheme (VRS)	various dates of allotment	various dates of redemption	Nil
STD	5.75% USD 1000 Mn Fixed Maturity Notes Due Nov 2020	November 16, 2010	November 16, 2020	USD 1000 Mn
32	3.50% USD 500 mn notes due Mar 2020	September 18, 2014	March 18, 2020	USD 500 mn
33	4.20% USD 100 mn notes due Oct 2024	October 7, 2014	October 7, 2024	USD 100 mn
33	USD 50 mn tap of 4.20% USD 100 mn	November 20, 2014	October 7, 2024	USD 50 mn
32	USD 200 mn tap of 3.50% USD 500 mn	December 12, 2014	March 18, 2020	USD 200 mn
37	3.125% USD 500 mn due Aug 2020	August 12, 2015	August 12, 2020	USD 500 mn
41	3.65% USD 50 mn due Dec 2025	December 8, 2015	December 8, 2025	USD 50 mn
42	4.0 0% USD 700 mn public bond under GMTN due Mar 2026	March 18, 2016	March 18, 2026	USD 700 mn
51	3.25% USD 300 mn RegS bond under	March 9, 2017	September 9, 2022	USD 300 mn

	GMTN due Sep 2022			
42	4.00% 10 yr USD 50 mn notes due March 2026(tap of Mar 2016)	July 13, 2017	March 18, 2026	USD 50 mn
42	4.00% 10 yr USD 50 mn notes due March 2026(tap of Mar 2016)	August 17, 2017	March 18, 2026	USD 50 mn
51	3.25% 5.5 yr USD 100 mn notes due Sep 2022(tap of Mar 2017)	October 16, 2017	September 9, 2022	USD 100 mn
51	3.25% 5.5 yr USD 100 mn notes due Sep 2022(tap of Mar 2017)	October 16, 2017	September 9, 2022	USD 100 mn
51	3.25% 5.5 yr USD 150 mn notes due Sep 2022(tap of Mar 2017)	October 17, 2017	September 9, 2022	USD 100 mn
52	USD 500 mn 3.80% bond due Dec 2027	December 14, 2017	December 14, 2027	USD 500 mn
53	USD 100 mn bond under GMTN	July 9, 2019	July 9, 2024	USD 100 mn

*These debt securities are issued at a discount to the employees of erstwhile Bank of Madura pursuant to Voluntary Retirement Scheme (VRS) and hence have varying Dates of Allotment and redemption dates.

(iii) in pursuance of an option

There have been no debt securities issued by the Issuer in pursuance of any options.

H. Details of Promoters of the Company:

ICICI Bank does not have any promoter.

I. Abridge version of Audited Consolidated Financial Information for last three years and auditor qualifications:

Consolidated Financial Information for last three years:

Consolidated Balance Sheet

₹ in Million

	At 31.03.2019	At 31.03.2018	At 31.03.2017
Capital and liabilities			
Capital	12,894.6	12,858.1	11,651.1
Employees stock options outstanding	46.8	55.7	62.6
Reserves and surplus	1,129,592.7	1,093,383.2	1,034,606.3
Minority interest	65,805.3	60,081.9	48,653.1
Deposits	6,813,169.4	5,857,961.2	5,125,872.6
Borrowings	2,103,241.2	2,294,018.3	1,882,867.6
Liabilities on policies in force	1,523,787.5	1,314,884.3	1,154,974.4
Other liabilities and provisions	739,401.4	609,567.9	598,558.8
Total Capital and Liabilities	12,387,938.9	11,242,810.4	9,857,246.5
Assets			
Cash and balances with RBI	380,662.8	332,726.0	318,912.6
Balances with banks and money at call and short notice	493,246.2	557,265.3	485,996.1
Investments	3,982,007.6	3,722,076.8	3,043,732.9
Advances	6,469,616.8	5,668,542.2	5,153,173.1
Fixed assets	96,604.2	94,650.1	93,379.6
Other assets	965,801.3	867,550.0	762,052.2
Total assets	12,387,938.9	11,242,810.4	9,857,246.5
Contingent liabilities	26,120,719.4	18,910,358.3	13,078,415.9
Bills for collection	495,791.7	287,054.1	227,555.5

Consolidated profit and loss account

₹ in Million

	Year ended 31.03.2019	Year ended 31.03.2018	Year ended 31.03.2017
I. Income			
Interest earned	719,816.5	621,623.5	609,399.8
Other income	593,248.5	568,067.5	524,576.5
Total income	1,313,065.0	1,189,691.0	1,133,976.3
II. Expenditure			
Interest expended	391,775.4	342,620.5	348,358.3
Operating expenses	642,588.8	557,556.3	481,699.7
Provisions and contingencies	221,809.2	198,518.8	190,515.0
TOTAL EXPENDITURE	1,256,173.4	1,098,695.6	1,020,573.0
III. Profit/(loss)			

Net profit for the year	56,891.6	90,995.4	113,403.3
Less: Minority interest	14,349.2	13,873.6	11,519.5
Net profit/(loss) after minority interest	42,542.4	77,121.9	101,883.8
Profit/(loss) brought forward	219,991.6	215,045.5	198,210.8
Total profit/(loss)	262,534.0	292,167.3	300,094.6
IV. Appropriations/transfers			
Transfer to Statutory Reserve	8,409.0	16,944.0	24,503.0
Transfer to Reserve Fund	7.6	10.5	9.8
Transfer to Capital Reserve	280.0	25,654.6	52,933.0
Transfer to Capital Redemption Reserve	3,500.0		
Transfer to/(from) Investment Fluctuation Reserve	12,692.0		
Transfer to Special Reserve	5,352.0	6,206.0	4,867.0
Transfer to Revenue and other reserves	245.2	6,454.5	446.5
Dividend paid during the year	9,651.3	14,574.6	9.5
Proposed equity share dividend	-	-	-
Proposed preference share dividend	-	-	-
Corporate dividend tax	1,933.1	2,331.4	2,280.3
Balance carried over to balance sheet	220,463.8	219,991.6	215,045.5
Total	262,534.0	292,167.3	300,094.6
Earnings per share¹			
Basic (₹)	6.61	12.02	15.91
Diluted (₹)	6.53	11.89	15.84

1. Pursuant to the issue of bonus shares by the Bank during the three months ended June 30, 2017, earnings per share has been restated

Consolidated Cash flow statement

₹ in Million

Particulars	Year ended 31.03.2019	Year ended 31.03.2018	Year ended 31.03.2017
Cash flow from/(used in) operating activities			
Profit before taxes	59,733.4	95,911.0	126,574.3
Adjustments for :			
Depreciation and amortization	10,453.7	10,390.8	10,444.4
Net (appreciation)/depreciation on investments ¹	57.9	(21,343.3)	(57,426.4)
Provision in respect of non-performing assets and other assets	176,113.9	147,516.0	157,937.0
Prudential provision for standard assets	2,414.4	2,960.4	(3,733.8)
Provision for contingencies & others	22,498.5	9,763.9	2,257.4
(Profit)/loss on sale of fixed assets	22.0	(29.0)	14.3
Employee stock options grants	79.2	131.1	180.9
(i)	271,373.0	245,301.0	236,248.1
Adjustments for :			
(Increase)/decrease in investments	33,463.6	(147,368.9)	(66,071.5)
(Increase)/decrease in advances	(972,978.4)	(687,502.2)	(411,803.2)
Increase/(decrease) in deposits	955,208.2	732,088.5	615,098.7
(Increase)/decrease in other assets	(31,691.5)	(80,169.3)	(81,035.5)

Increase/(decrease) in other liabilities and provisions		314,897.8	175,987.9	292,951.3
	(ii)	298,899.8	(6,964.0)	349,139.8
Refund/(payment) of direct taxes	(iii)	(83,562.4)	(44,507.6)	(59,032.5)
Net cash flow from/(used in) operating activities (i) + (ii) + (iii)	(A)	486,710.5	193,829.3	526,355.4
Cash flow from/(used in) investing activities				
Purchase of fixed assets		(11,481.5)	(10,421.4)	(13,167.1)
Proceeds from sale of fixed assets		468.8	265.8	156.3
(Purchase)/sale of held to maturity securities		(290,459.5)	(495,578.9)	(3,046.6)
Net cash from/(used in) investing activities	(B)	(301,472.2)	(505,734.5)	(16,057.4)
Cash flow from/(used in) financing activities				
Proceeds from issue of share capital (including ESOPs)		3,486.3	3,939.5	1,772.6
Proceeds from long term borrowings		262,388.2	430,554.4	403,761.3
Repayment of long term borrowings		(304,162.7)	(404,339.6)	(508,077.5)
Net proceeds/(repayment) of borrowings		(149,997.9)	383,766.5	(217,920.9)
Dividend and dividend tax paid		(11,688.3)	(17,161.1)	(34,230.9)
Net cash from/(used in) financing activities	(C)	(199,974.3)	396,759.7	(354,695.4)
Effect of exchange fluctuation on translation reserve	(D)	(1,346.4)	228.1	(1,053.6)
Net increase/(decrease) in cash and cash equivalents (A) + (B) + (C) + (D)		(16,082.4)	85,082.6	154,549.0
Cash and cash equivalents at the beginning of the year²		889,991.3	804,908.7	650,359.7
Cash and cash equivalents at end of the year²		873,909.0	889,991.3	804,908.7

- For the year ended March 31, 2019, includes gain on sale of a part of equity investment in a subsidiary, ICICI Prudential Life Insurance Company Limited, through an offer for sale on stock exchanges (year ended March 31, 2018: includes gain on sale of a part of equity investment in the subsidiaries, ICICI Lombard General Insurance Company Limited and ICICI Securities Limited, through initial public offers; year ended March 31, 2017: includes gain on sale of a part of equity investment in ICICI Prudential Life Insurance Company Limited, a subsidiary, in the initial public offer).
- Cash and cash equivalents include cash in hand, balances with RBI, balances with other banks and money at call and short notice.

d. Auditor's Qualifications

Financial Year	Auditor's Qualifications
Upto Q3 – 2020	Nil
2017-19	Nil
2016-18	Nil
2015-17	Nil

J Abridged version of Latest Audited / Limited Review Half Yearly consolidated (wherever available) and Standalone Financial Information (like Profit & Loss statement, and Balance Sheet) and auditors qualifications, if any Standalone Condensed Interim Balance Sheet at December 31, 2019

₹ in million	
CAPITAL AND LIABILITIES	At December 31, 2019
Capital	12,940.8

Employees stock options outstanding	36.4
Reserves and surplus	1,137,035.1
Deposits	7,163,450.8
Borrowings	1,373,746.8
Other liabilities and provisions	383,470.1
TOTAL CAPITAL AND LIABILITIES	10,070,680.0
ASSETS	
Cash and balances with RBI	362,145.6
Balances with banks and money at call and short notice	342,224.6
Investments	2,274,799.9
Advances	6,356,542.6
Fixed assets	80,878.7
Other assets	654,088.6
TOTAL ASSETS	10,070,680.0
Contingent liabilities	24,045,404.8
Bills for collection	438,056.7

**Standalone Condensed Interim Profit and Loss Account for the nine months ended
December 31, 2019**

		₹ in million
		December 31, 2019
I.	INCOME	
	Interest earned	556,096.4
	Other Income	121,936.4
	TOTAL INCOME	678,032.8
II.		
	Interest expended	312,694.6
	Operating expenses	158,226.3
	Provisions and contingencies	140,017.4
	TOTAL EXPENDITURE	610,938.3
III.	PROFIT/(LOSS)	
	Net profit for the period/year	67,094.5
	Profit brought forward	178,795.7
	TOTAL PROFIT/(LOSS)	245,890.2

IV.	APPROPRIATIONS/TRANSFERS	
	Transfer to Statutory Reserve	-
	Transfer to Reserve Fund	-
	Transfer to Capital Reserve	-
	Transfer to Capital Redemption Reserve	-
	Transfer to/(from) Investment Reserve Account	-
	Transfer to/(from) Investment Fluctuation Reserve	-
	Transfer to Revenue and other reserves	-
	Transfer to Special Reserve	-
	Dividend for the previous period/year paid during the period/year	6,453.1
	Corporate dividend tax paid during the period/year	-
	Balance carried over to balance sheet	239,437.1
	TOTAL	245,890.2
	Earnings per share	
	Basic (₹) (not annualised)	10.39
	Diluted (₹) (not annualised)	10.23
	Face value per share (₹)	2.00

Standalone Condensed Interim Cash Flow Statement for nine month ended December 31, 2019

		₹ in million
Cash flow from/(used in) operating activities		December 31, 2019
	Profit/(loss) before taxes	126,253.9
	Adjustments for :	
	Depreciation and amortization	7,779.2
	Net (appreciation)/depreciation on investments	14,928.1
	Provision in respect of non-performing and other assets	56,432.0
	General provision for standard assets	3,317.4
	Provision for contingencies & others	9,938.4
	Income from subsidiaries, joint ventures and consolidated entities	(9,352.0)
	(Profit)/Loss on sale of fixed assets	(11.4)
		(i) 209,285.6
	Adjustments for :	
	(Increase)/decrease in investments	76,775.7
	(Increase)/decrease in advances	(556,336.9)
	Increase/(decrease) in deposits	634,254.1

(Increase)/decrease in other assets		104,652.9
Increase/(decrease) in other liabilities and provisions		(8,355.1)
	(ii)	250,990.7
Refund/(payment) of direct taxes	(iii)	1,814.4
Net cash flow from/(used in) operating activities (i) + (ii) + (iii)	(A)	462,090.7
Cash flow from/(used in) investing activities		
Redemption/sale from/(investments in) subsidiaries and/or joint ventures (including application money)		-
Income from subsidiaries, joint ventures and consolidated entities		9,352.0
Purchase of fixed assets		(9,698.4)
Proceeds from sale of fixed assets		131.9
(Purchase)/sale of held-to-maturity securities		(279,326.6)
Net cash from/(used in) investing activities	(B)	(279,541.1)
Cash flow from/(used in) financing activities		
Proceeds from issue of share capital (including ESOPs)		4,764.0
Proceeds from long-term borrowings		190,511.1
Repayment of long-term borrowings		(239,178.7)
Net proceeds/(repayment) of short-term borrowings		(231,712.1)
Dividend and dividend tax paid		(6,453.1)
Net cash from/(used in) financing activities	(C)	(282,068.8)
Effect of exchange fluctuation on translation reserve	(D)	926.5
Net increase/(decrease) in cash and cash equivalents (A) + (B) + (C) + (D)		(98,592.7)
Cash and cash equivalents at beginning of the period/year		802,962.9
Cash and cash equivalents at end of the period/year		704,370.2

1. Cash and cash equivalents include cash in hand, balances with RBI, balances with other banks and money at call and short notice.

Consolidated Condensed Interim Balance Sheet at December 31, 2019

₹ in Million

CAPITAL AND LIABILITIES	At December 31, 2019
Capital	12,940.8
Employees stock options outstanding	36.4
Reserves and surplus	1,209,375.3

Minority interest	70,589.4
Deposits	7,467,868.1
Borrowings	1,893,028.3
Liabilities on policies in force	1,638,567.1
Other liabilities and provisions	756,701.5
Total Capital and Liabilities	13,049,106.9
ASSETS	
Cash and balances with RBI	363,095.5
Balances with banks and money at call and short notice	430,861.0
Investments	4,352,627.0
Advances	7,004,741.1
Fixed assets	100,799.0
Other assets	796,983.3
Total assets	13,049,106.9
Contingent liabilities	28,848,273.6
Bills for collection	439,899.4

Consolidated Condensed Interim Profit and Loss Account for nine months ended December 31, 2019

		₹ in million
		Nine months ended December 31, 2019
I.	INCOME	
	Interest earned	630,950.9
	Other Income	465,695.3
	TOTAL INCOME	1,096,646.2
II.	EXPENDITURE	
	Interest expended	336,404.3
	Operating expenses	509,971.9
	Provisions and contingencies	154,147.5
	TOTAL EXPENDITURE	1,000,523.7
III.	PROFIT/(LOSS)	
	Net profit for the period	96,122.5
	Less: Minority interest	12,972.6

		Nine months ended December 31, 2019
	Net profit/(loss) after minority interest	83,149.9
	Profit/(loss) brought forward	220,201.1
	TOTAL PROFIT/(LOSS)	303,351.0
IV.	APPROPRIATIONS/TRANSFERS	
	Transfer to/(from) Revenue and other reserves	633.4
	Dividend paid during the period/year	6,453.1
	Corporate dividend tax paid during the period	1,922.2
	Balance carried over to balance sheet	294,342.3
	TOTAL	303,351.0
	Earnings per share	
	Basic (₹)(not annualised)	12.88
	Diluted (₹) (not annualised)	12.66

Consolidated Condensed Interim Cash Flow Statement for nine months ended December 31, 2019

₹ in million

		Nine months ended December 31, 2019
Cash flow from/(used in) operating activities		
Profit before taxes		153,138.4
Adjustments for :		
Depreciation and amortization		9,357.4
Net (appreciation)/depreciation on investments		16,285.0
Provision in respect of non-performing and other assets		56,826.4
General provision for standard assets		3,499.1
Provision for contingencies & others		10,414.6
(Profit)/Loss on sale of fixed assets		(3.0)
Employees stock options grants		37.6
	(i)	249,555.5
Adjustments for :		
(Increase)/decrease in investments		(100,927.6)
(Increase)/decrease in advances		(601,778.8)
Increase/(decrease) in deposits		654,698.7
(Increase)/decrease in other assets		108,577.4
Increase/(decrease) in other liabilities and provisions		141,660.4
	(ii)	202,230.1
Refund/(payment) of direct taxes	(iii)	(8,442.3)
Net cash flow from/(used in) operating activities (i) + (ii) + (iii)	(A)	443,343.3
Cash flow from/(used in) from investing activities		
Purchase of fixed assets		(14,106.3)
Proceeds from sale of fixed assets		198.2
(Purchase)/sale of held to maturity securities		(295,937.5)
Net cash flow from/(used in) investing activities	(B)	(309,845.6)
Cash flow from/(used in) financing activities		
Proceeds from issue of share capital (including ESOPs)		4,764.0
Proceeds from long term borrowings		297,890.2
Repayment of long term borrowings		(321,151.4)
Net proceeds/(repayment) of short term borrowings		(187,894.6)

Dividend and dividend tax paid		(8,503.7)
Net cash flow from/(used in) financing activities	(C)	(214,895.5)
Effect of exchange fluctuation on translation reserve	(D)	1,445.3
Net increase/(decrease) in cash and cash equivalents (A) + (B) + (C) + (D)		(79,952.5)
Cash and cash equivalents at beginning of the period		873,909.0
Cash and cash equivalents at end of the period		793,956.5

1. Cash and cash equivalents include cash in hand, balances with RBI, balances with other banks and money at call and short notice.

K. Material Event / development or change having implication on the financials / credit quality (e.g. any material regulatory proceedings against the Issuer / promoters, tax litigation resulting in material liabilities, corporate restructuring event etc) at the time of issue which may affect the issue or the investor's decision to invest/continue to invest in the debt securities or default in Annual filing of the Company under the Companies Act, 2013 or the rules made thereunder / details of significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of the Issuer and its future operations.

Nil

L. Name of the Debenture Trustee:

IDBI Trusteeship Services Limited has given its consent for appointment under regulation 4(4) as debenture trustees for the Bond Issue.

M. Rating Rationale adopted (not older than 1 year on the date of opening of the issue) / Credit Rating Letters issued (not older than 1 month on the date of opening of issue) by the rating agencies:

Please refer to Annexure A to the Disclosure Document

N. If the security is backed by a guarantee or letter of comfort or any other document / letter with similar intent, a copy of the same shall be disclosed.

Not Applicable

O. Consent letter from the Debenture Trustee

Please refer to Annexure B

P. Names of all the stock exchanges where the debt securities are proposed to be listed
BSE and / or NSE.

Q. Terms and Conditions of the Bonds

We are seeking hereunder to offer for subscription through private placement, unsecured, subordinate bonds in the nature of debentures for inclusion as Tier 2 capital of ICICI Bank. The Bonds being offered for subscription are in an aggregate principal amount of ₹ 5,000 million with a right to retain oversubscription upto a total issuance amount of ₹ 10,000 million. The Bondholders shall be deemed to have notice of the Trustee Agreement and the Bonds are subject to the terms and detailed provisions of the Trustee Agreement and any application forms relating to the Bonds, in addition to the terms hereunder. The terms contained hereunder shall override and prevail in the case of any conflicts or repugnancy between the terms of the Trustee Agreement and the terms contained elsewhere in this Disclosure Document. The terms as contained in the application form for the Bonds shall prevail in the case of any repugnancy or contradiction of the same with the terms contained in the Trustee Agreement or in this Disclosure Document.

We further confirm that the present Issue of Tier 2 bonds is made in compliance with the applicable regulations specified by the SEBI, provisions of the Companies Act, 2013 and the Rules prescribed there under and other applicable laws and applicable RBI guidelines.

Rule 18 (7)(b)(i) of the Companies (Share Capital and Debentures) Rules, 2014 provides that no debenture redemption reserve is required for debentures issued by All India Financial Institutions (AIFIs) regulated by RBI and banking companies for both public as well as privately placed debentures. In accordance with Rule 18 (7)(b)(i) set out above, the Bank is not required to maintain a debenture redemption reserve in respect of the Bonds issued herein.

TERMS AND CONDITIONS OF THE BONDS (THE "CONDITIONS")

1. DEFINITIONS AND CONSTRUCTION

1.1. In these Conditions, the expressions listed below shall have the following meanings:-

- i. **"Act"** means the Companies Act, 2013;
- ii. **"Affiliate"** of the Issuer shall mean:
 1. any company which is the holding company or subsidiary of the Issuer,
 2. a person under the control of or under common control with the Issuer, or
 3. any person, in more than 26% of the voting securities of which the Issuer has a direct or beneficial interest.

For the purpose of this definition of Affiliate, "control" together with grammatical variations when used with respect to any Person, means the power to direct the management and policies of such Person, directly or indirectly, whether through the ownership of the vote carrying securities, by contract or otherwise howsoever;

- iii. **"Anniversary"** means the February 17 of each year (subject to business day convention);

- iv. **"Bonds"** means unsecured, subordinated, non-convertible fully paid-up Basel III compliant debt instruments in the nature of debentures eligible for inclusion in Tier 2 Capital;
- v. **"Bondholders"** means the several persons who are, for the time being, holders of the Bonds and who are identified in the Register of Bondholders as holders of the respective Bonds for the time being;
- vi. **"Business Day"** means any day other than a Sunday (excluding 2nd & 4th Saturdays, and public holidays) on which commercial banks are open for general business in Mumbai.
- vii. **"CDSL"** means the Central Depository Services (India) Limited;
- viii. **"Deemed Date of Allotment"** means February 17, 2020;
- ix. **"Extraordinary Resolution"** has the meaning given to such term under the Trustee Agreement;
- x. **"Interest Payment Date"** shall mean February 17 of each year;
- xi. **"Issuer"** means ICICI Bank Limited, and includes its successors, transferees or assignees from time to time;
- xii. **"NSDL"** means the National Securities Depository Limited;
- xiii. **"Rate of Interest"** means 7.10 % per annum;
- xiv. **"RBI"** shall mean the Reserve Bank of India;
- xv. **"Record Date"** shall, in the context of each purpose for which the said term is used in the Conditions, mean the date(s) fixed by the Issuer and designated as such in relation to the respective purpose(s) from time to time;
- xvi. **"Register of Bondholders"** means the register of holders of the Bonds as specified under Section 88 (1) (b) of the Act and for the purposes of these Bonds, the record maintained by the respective depositories under the Depositories Act, 1996 shall be deemed to be the Register of Bondholders;
- xvii. **"Registrar"** means 3i Infotech Limited;
- xviii. **"SEBI"** means the Securities and Exchange Board of India;
- xix. **"Trustee"** means IDBI Trusteeship Services Limited; and
- xx. **"PONV"** means Point of Non-Viability.

1.2 Any capitalised terms used in the Conditions and not defined in this Condition 1 shall have the respective meanings assigned to them under the remaining Conditions hereunder.

- 1.3. Words denoting singular only shall include plural and vice-versa.
- 1.4. Words denoting one gender only shall include the other gender.
- 1.5. "Persons" shall mean and include a company, corporation, a partnership, trust or any other entity or organisation or other body whatsoever.
- 1.6. All references in these presents to any provision of any statute shall be deemed also to refer to the statute, modification or re-enactment thereof or any statutory rule, order or regulation made thereunder or under such re-enactment.
- 1.7. The headings in these Conditions are inserted for convenience only and shall be ignored in construing and interpreting the Conditions.

2. INTEREST

2.1 Interest for Broken Period

In the case of redemption of any of the Bonds on a day other than an Interest Payment Date, in compliance with the terms of these Conditions (including without limitations the coupon payment discretion available to the Bank), accrued interest on the Bonds for such broken period shall be paid on a pro-rata basis.

2.2 Payment of Interest

Interest on the Bonds, if any is payable in terms of these Conditions (including without limitations the coupon payment discretion available to the Bank) shall be made by the Issuer to those persons whose names appear in the Register of Bondholders (or to first holder in case of joint-holders) as the Bondholder(s) as on the Record Date to be fixed by the Bank for this purpose from time to time. Interest payments shall be made by the Issuer in the form of NEFT/ RTGS/ Direct Transfer/ NECS/ Cheques.

In case of Bonds for which the beneficial owner is not identified by the relevant depository as on the Record Date, the Issuer would keep in abeyance the payment of interest and/or other benefits, till such time that the beneficial owner is identified by the depository and conveyed to it, whereupon the interest or benefits shall be paid to the relevant Bondholders within a period of 30 Business Days.

3. SPECIFIC RIGHTS OF BONDHOLDER(S)

3.1. Rights under the Act

The Bond(s) shall not, except as provided in the Act, confer upon the Bondholder(s) thereof any rights or privileges available to the shareholders and/or members of the Bank including the right to receive notices or annual reports of, or to attend and/or vote, at the general meeting of the Issuer. However, if any resolution affecting the rights attached to the Bond(s) is to be placed before the shareholders, the said resolution will be first placed before the concerned Bondholder(s) on the Record Date, for their consideration. Bondholder(s) shall be entitled to a copy of the annual report on a specific request made to the Issuer.

3.2. Modification of Terms of the Bonds

The rights and privileges attached to the Bonds and the Conditions may be varied, modified and /or abrogated with the consent in writing of the holders of at least three-fourths of the outstanding amount of the Bonds as of the relevant Record Date or with the sanction of a special resolution passed at a meeting of the concerned Bondholders, provided that nothing in such consent or resolution shall be operative against the Issuer, where such consent or resolution modifies or varies the Conditions or any terms of the Bonds, if the same are not acceptable to the Issuer subject to compliance with applicable laws and regulations.

3.3. Rights to Vote

The Bondholder(s) or in the case of joint-Bondholders, the one whose name stands first in the Register of Bondholder(s) shall be entitled to vote in respect of the Bond(s), either in person or by proxy, at any meeting of the concerned Bondholder(s) and every such Bondholder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights shall be in proportion to the outstanding nominal value of Bond(s) held by him/her on every resolution placed before such meeting of the Bondholder(s). The quorum for such meetings shall be at least five Bondholder(s) present in person.

3.4. Other Rights

The Bondholder(s) will be entitled to their Bond(s) free from equities and/or cross claims by the Issuer against the original or any intermediate Bondholders thereof.

4. MISCELLANEOUS

4.1 Deemed Date of Allotment

Benefits relating to the Bonds shall be available to the Bondholders from the Deemed Date of Allotment.

4.2 Dematerialisation

The Bonds shall be traded only in dematerialised form in compliance with the provisions of the Depositories Act, 1996 (as amended from time to time) and the rules made thereunder, any other applicable regulations (including of any relevant stock exchange) and these Conditions.

4.3 Conditions for applying to the issue of the Bonds

The following Conditions shall be applicable for subscribing to the Bonds:

- a) Allotment of Bonds will be made in electronic mode only.
- b) An applicant must have at least one beneficiary account with any of the Depository

Participants (“DPs”) of NSDL or CDSL prior to making the application.

- c) Applicants seeking allotment of Bonds must necessarily fill in beneficiary account number and DP’s ID in the application form.
- d) Applicants must indicate in the application form, the number of Bonds they wish to receive.
- e) Bonds allotted to an applicant will be credited directly to the applicant’s respective beneficiary account(s) with the DP.
- f) Names in the application form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- g) Non-transferable allotment advice / refund orders will be directly sent to the applicant by our Registrar and Transfer agent to this issue of Bonds.
- h) The address, nomination details and other details of the applicant as registered with their DP shall be used for all correspondence with the applicant. The applicant is responsible for the correctness of their demographic details given in the application form vis-à-vis those with their DP. In case the information is incorrect or insufficient, the Issuer would not be liable for losses, if any.
- i) Bonds can be traded under the relevant debt segment of NSE and/ or BSE.

4.4 Future Borrowings

The Issuer will be entitled to borrow/raise loans or avail of financial assistance in whatever form as also issue debentures/bonds/other securities in any manner having ranking higher in priority or *pari passu* with the Bonds or otherwise and to change its capital structure including by issue of shares of any class on such terms and conditions as the Issuer may think appropriate, without the consent of, or intimation to, the Bondholders or the Trustee.

4.5 Bondholder not a Shareholder

The Bondholders will not be entitled to any of the rights and privileges available to shareholders, unless otherwise stipulated by applicable law.

4.6 Transfer of Bonds

The Bonds held in electronic (dematerialised) form shall be transferred subject to and in accordance with the rules/procedures as prescribed by the depository/depository participant of the transferor/transferee and any other applicable laws and rules applicable in respect thereof. Transfers shall further be in compliance with the terms of the Disclosure Document.

I. Provisions for Meeting of Bondholders

The terms set out in the relevant provisions of the Trustee Agreement shall apply to the meetings of the Bondholders.

II. Disclosure of Information

The Issuer may, at its option, use as well as exchange, share or part with any financial or other information about the Bondholders available with it to its Affiliates and any other Persons and neither it nor its Affiliates nor their agents or any other recipients of the said

information shall be liable for use or disclosure of the aforesaid information.

III. Notices

All notices required to be provided by the Issuer or the Trustee to the Bondholders shall either (a) be published in one English and one regional language daily newspaper in Mumbai, Chennai, Delhi, Kolkata, and Vadodara and/or (b) may be sent by ordinary post/courier to the registered Bondholders from time to time. Notice by the Issuer to the Bondholders shall be deemed to have been effectively given, in the case of (a) above, on the date on which the same has been published in all relevant newspapers as aforesaid and in the case of (b) on the third day falling after the Issuer has dispatched the notice by ordinary post / courier, provided however that if both (a) and (b) have been carried out by the Issuer then notice shall be deemed to have been effectively provided on the earlier of the aforesaid dates.

IV. Rights, Powers and Discretions of the Trustee

The rights, powers and discretions of the Trustee shall be as stipulated in the Trustee Agreement.

V. Deposit Insurance

The Bonds Shall not be eligible for deposit insurance.

5. GOVERNING LAW AND JURISDICTION

The Conditions and any disputes between the Bondholders and the Issuer or between the Trustee and the Issuer shall be governed by the laws of India and shall be subject to the exclusive jurisdiction of the courts at Mumbai.

TAX IMPLICATION

A Bondholder is advised to consider in his own case the tax implications in respect of subscription to the Bonds after consulting his tax advisor as alternate views are possible.

PERMANENT ACCOUNT NUMBER

The applicant, should mention his/her Permanent Account Number (PAN) allotted under the I.T. Act. The copy of the PAN card or PAN allotment letter is required to be submitted with the application form. Applications without this information and documents will be considered incomplete and are liable to be rejected.

Cash Flow:

Cash Flows for each bond of ₹ 10 lacs each with Coupon rate of 7.10% p.a payable annually:

Cash Flows	Date	Day	No. of days in Coupon Period	Amount (in ₹)
1st Coupon	17-Feb-2021	Wednesday	366	71,000
2nd Coupon	17-Feb-2022	Thursday	365	71,000
3rd Coupon	17-Feb-2023	Friday	365	71,000
4th Coupon	17-Feb-2024	Saturday	365	71,000
5th Coupon	17-Feb-2025	Monday	366	71,000
Principal*	17-Feb-2025	Monday	-	10,00,000
Total				13,55,000

*Redemption of principal on account of exercise of Call Option, subject to Call Option exercise on the first call date, provided that the assumptions made in the above table are in no way indicative of any actual exercise of Call Option, nor does it create any obligation or expectation that the Call Option will be exercised. It is clarified that the Call Option exercise is subject to RBI approval and SEBI regulations, and nothing herein should be construed as creating any obligation or expectation that the Call Option will be exercised at all.

#Coupon payment falling due on Sunday / 2nd and 4th Saturday will be paid on following working day. Any other holiday except Sunday / 2nd and 4th Saturday has not been considered.

2. Issue Details

Term Sheet

Issue of unsecured subordinated Tier 2 Bonds in the nature of debentures aggregating to ₹ 5,000 million with a right to retain oversubscription upto a total issuance amount of ₹ 10,000 million through Private Placement.

** The Bank reserves its sole and absolute right to modify (pre-pone/post-pone) the above Issue schedule without giving any reasons or prior notice. In such a case, applicants shall be intimated about the revised time schedule by the Bank. The Bank also reserves the right to keep multiple Date(s) of Allotment at its sole and absolute discretion without any notice. In case if the Issue Closing Date/Pay in Dates is/are changed (preponed/postponed), the Deemed Date of Allotment may also be changed (preponed/postponed) by the Bank at its sole and absolute discretion. Consequent to change in Deemed Date of Allotment, the Coupon Payment Dates may also be changed at the sole and absolute discretion of the Bank.*

S. No	Particulars	Details
1.	General Terms & Conditions	
1.	Security Name	7.10% ICICI Basel III Tier II Bonds [Series DFE20T2]
2.	Issuer / Bank	ICICI Bank Limited
3.	Type of Instrument	Unsecured, Subordinated, Non-Convertible, Fully Paid-Up Basel III compliant bonds in the nature of debentures eligible for inclusion in Tier 2 Capital (" Bonds ")
4.	Nature of Instrument	Unsecured
5.	Issue Size	INR 5,000 million with a right to retain over-subscription
6.	Option to retain Oversubscription	The Issuer has a right to retain over-subscription up to a total issuance amount of INR 10,000 million
7.	Objects of the Issue / Details of Utilisation of Proceeds of the Issue	<p>Augmenting Tier 2 Capital (as the term is defined in the Basel III Regulations) and overall capital of the Bank for strengthening its capital adequacy and for enhancing its long term resources.</p> <p>The funds being raised by the Bank through the present Issue are not meant for financing any particular project. The Bank shall utilize the proceeds of the Issue for its business activities.</p> <p>The Bank undertakes that proceeds of the Issue shall not be used for any purpose which may be in contravention of the regulations/guidelines/ norms issued by the RBI/ SEBI/ stock exchanges.</p>
8.	Seniority of Claim	<p>The claims of the investors in the Bonds shall be:</p> <p>(i) superior to the claims of investors in equity shares, perpetual non-cumulative preference shares and instruments eligible for inclusion in Tier 1 capital if any, of the Bank whether currently outstanding or issued at any time in the future;</p> <p>(ii) subordinated to the claims of depositors, general creditors and any other securities of the Bank [that are senior to Tier 2 Capital</p>

		<p>of the Bank in terms of Basel III Regulations whether currently outstanding or issued at any time in the future;</p> <p>(iii) <i>pari passu</i> without preference amongst themselves and other subordinated debt classifying as Tier 2 Capital in terms of Basel III Regulations, whether currently outstanding or issued at any time in the future; and</p> <p>(iv) neither secured nor covered by a guarantee of the Bank or any of its related entities or any other arrangement that legally or economically enhances the seniority of such claim vis-à-vis creditors of the Bank.</p> <p>Tier 1 Capital and Tier 2 Capital shall have the meaning ascribed to such terms under Basel III Guidelines.</p> <p>Notwithstanding anything to the contrary stipulated herein, the claims of the holders of the Bonds ("Bondholders") shall be subject to the provisions of "Loss Absorbency Features" and "Treatment in Winding-Up, Amalgamation, Acquisition, Reconstitution etc." of the Bank mentioned herein below</p>
9.	Credit Rating	CARE: CARE AAA; Stable / ICRA:[ICRA]AAA (hyb); Stable
10.	Mode of Issue	Private Placement in demat form through BSE Electronic Bidding Platform
11.	Issuance Mode	In dematerialized form only
12.	Trading Mode	In dematerialized form only
13.	Security	Unsecured
14.	Face Value	INR 10.00 lakh per Bond
15.	Issue Premium	Not Applicable
16.	Discount at which security is issued and the effective yield as a result of such discount	Not Applicable
17.	Issue Price	At par i.e. INR 10.00 lakh per Bond
18.	Minimum Application	10 Bonds (i.e. INR 1 crores) and in multiples of 1 Bond (i.e. INR 10 lakhs) thereafter.
19.	Tenor	Redeemable at the end of 10 years from the Deemed Date of Allotment.
20.	Redemption Date	<p>February 17, 2030, subject to Issuer Call Option, Tax Call Option and Regulatory Call Option, if any and provided that the Bonds have not been permanently written-off on account of PONV Trigger and/or any other event pursuant to RBI guidelines.</p> <p>In case of exercise of a Call Option, redemption shall be made on the Call Option Date.</p>
21.	Convertibility	Non-Convertible
22.	Redemption Premium	Not Applicable
23.	Redemption Discount	Not Applicable

24.	Redemption Amount	<p>At par along with interest accrued till one day prior to the Redemption Date subject to adjustments and write-off on account of "Loss Absorbency Features" & "Treatment in Winding-Up, Amalgamation, Acquisition, Reconstitution etc. of the Bank" mentioned in herein.</p> <p>In case of redemption due to exercise of call option or otherwise in accordance with RBI guidelines, the Bonds shall be redeemed at par along with interest accrued till one day prior to the Call Option Date subject to adjustments and/or write-off on account of Clause 71 "Loss Absorbency Features" & Clause 77 "Treatment in Winding-Up, Amalgamation, Acquisition, Reconstitution etc. of the Bank" mentioned herein.</p>
25.	First Interest Payment Date	February 17, 2021
26.	Put Option	Not Applicable
27.	Put Option Date	Not Applicable
28.	Put Option Notification Time	Not Applicable
29.	Put Option Price	Not Applicable
30.	Issuer Call Option	The Bonds may be called upon, at the initiative of the Bank, on the 5 th anniversary from the Deemed Date of Allotment or on any Coupon Payment Date thereafter, subject to "Conditions for exercise of Call Option"
31.	Tax/ Regulatory Call Option	<p>1. Tax Call Option:</p> <p>If a Tax Event (as described below) has occurred and is continuing, then the Bank may (without prejudice to the "Issuer Call Option" mentioned above), having notified the Trustee not less than 21 calendar days prior to the date of exercise of such Tax Call Option (which notice shall specify the date fixed for exercise of the Tax Call Option, "Tax Call Date"), exercise a call on the Bonds and/or substitute the Bonds with new bonds with tax deductible coupons.</p> <p>A Tax Event shall be deemed to have occurred if, as a result of any change in, or amendment to, the laws affecting taxation (or regulations or rulings promulgated thereunder) of India or any change in the official application of such laws, regulations or rulings, the Issuer will no longer be entitled to claim a deduction in respect of computing its taxation liabilities with respect to Coupon on the Bonds.</p> <p>The exercise of Tax Call Option by the Issuer is subject to requirements set out in the Basel III Regulations. The RBI will permit the Issuer to exercise the Tax Call Option only if the RBI is convinced that the Issuer was not in a position to anticipate the Tax Event at the time of issuance of the Bonds.</p> <p>2. Regulatory Call Option:</p>

		<p>If a Regulatory Event (described below) has occurred and is continuing, then the Issuer may (without prejudice to the "Issuer Call Option" mentioned above), having notified the Trustee not less than 21 calendar days prior to the date of exercise of such Regulatory Call Option (which notice shall specify the date fixed for exercise of the Regulatory Call Option, "Regulatory Call Date"), exercise a call on the Bonds and substitute the Bonds so that the new bonds have better regulatory classification or a lower coupon with the same regulatory classification with prior approval of the RBI.</p> <p>A Regulatory Event shall be deemed to have occurred if there is a downgrade of the Bonds in regulatory classification i.e. the Bonds are excluded from the consolidated Tier 2 Capital of the Issuer.</p> <p>The exercise of Regulatory Call Option by the Issuer is subject to requirements set out in the Basel III Regulations. The RBI will permit the Issuer to exercise the Regulatory Call Option only if the RBI is convinced that the Issuer was not in a position to anticipate the Regulatory Event at the time of issuance of the Bonds.</p>
32.	Call Option Date	Please see paragraph 34 below
33.	Call Option Price	At Par i.e. INR 10.00 lakh per Bond
34.	Call Notification Time	The Issuer may redeem the Bonds on account of exercise of Issuer Call Option by giving not less than 21 (twenty-one) calendar days' prior notice to the Trustee (which notice shall specify the date fixed for exercise of the Issuer Call Option, " Call Option Date "). The Call Option shall be exercised only after a minimum period of 5 (five) years post allotment of the Bonds.
35.	Conditions for exercise of Call Option	<p>Exercise of any call option by the Bank will be subject to all the conditions mentioned below:</p> <ul style="list-style-type: none"> (i) To exercise a Call Option the Bank shall require prior approval of RBI; (ii) the Bank must not do anything which creates an expectation that the call will be exercised; and (iii) Bank shall not exercise a call unless: <ul style="list-style-type: none"> (a) The Bond is replaced with capital of the same or better quality and the replacement of this capital is done at conditions which are sustainable for the income capacity of the Bank; or (b) The Bank demonstrates that its capital position is well above the minimum capital requirements after the Call Option is exercised.
36.	Coupon Rate / Coupon	7.10% p.a. (fixed)
37.	Coupon Payment Frequency	First Interest Payment as defined and subsequent interest payments on an annual basis (subject to the RBI guidelines)
38.	Coupon Payment Date	First coupon on February 17, 2021 and subsequent coupons on anniversary of the First Interest Payment Date each year till the

		Redemption Date and in case the Call Option is exercised by the Bank, till the Call Option Date, subject to the RBI regulations.
39.	Step up / Step down Coupon Rate	Not Applicable
40.	Coupon Type	Fixed
41.	Coupon Reset Process	Not Applicable
42.	Record Date	Date falling 15 calendar days prior to each Coupon Payment Date on which Coupon or the Call Option Date on which the Call Option Price is due and payable or the Redemption Date (as the case may be).
43.	Computation of Interest / Day Count Basis	<p>Actual/Actual (as per SEBI circular no. CIR/IMD/DF-1/122/2016 dated November 11, 2016 and SEBI circular no. CIR/IMD/DF/18/2013 dated October 29, 2013), as amended or modified from time to time (“SEBI Guidelines”).</p> <p>Interest shall be computed on an “actual/actual basis”. Where the period for which such amounts are to be calculated (start date to end date) includes February 29, Coupon shall be computed on a 366 days-a-year basis.</p>
44.	Interest on Application Money	Interest at the Coupon Rate (subject to deduction of income tax under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof, as applicable) will be paid to the applicants on the application money for the Bonds for the period starting from and including the date of realization of application money in the Bank’s bank account up to one day prior to the date of allotment. Such interest would be paid on all the valid applications.
45.	Settlement mode of the Bonds	<p>The Bank shall make payment of Coupon, Call Option Price (in case of exercise of Call Option), by way of RTGS/ sign mechanism/ other electronic mode as may be allowed by SEBI Regulations from time to time, in the name of the sole/first beneficial owner of the Bonds as given by the Depository to the Bank as on the Record Date.</p> <p>The Bonds shall be taken as discharged on payment of the Call Option Price by the Bank on the Call Option Date to the sole / first beneficial owner of the Bonds as given by the Depository to the Bank as on the Record Date. Such payment will be a legal discharge of the liability of the Bank towards the Bondholders and the Bank shall not be liable to pay any interest or compensation from the Call Option Date. On such payment being made, the Bank shall inform NSDL/CDSL/Depository Participant and accordingly the account of the Beneficial Owners with NSDL/CDSL/Depository Participant shall be adjusted.</p>
46.	Business Days / Working Days	Business days /working days shall be all days (excluding 2nd & 4th Saturdays, Sundays and public holidays) on which commercial banks are open for business in the city of Mumbai.
47.	Business Day Convention	If any Coupon Payment Date, other than the one falling on the Redemption Date, falls on a day that is not a Business Day, the payment shall be made by the Bank on the immediately succeeding Business Day in line with SEBI Guidelines.

		<p>If the Call Option Date (also being the last Coupon Payment Date, in case call option is exercised) or the Redemption Date (also being the last Coupon Payment Date) of the Bonds falls on a day that is not a Business Day, the Call Option Price or the Redemption Amount, as the case may be, shall be paid by the Bank on the immediately preceding Business Day.</p> <p>In the event the Record Date falls on a day which is not a Business Day, the immediately succeeding Business Day shall be considered as the Record Date.</p> <p>Payment of interest/redemption with respect to Bonds shall be made only on Business Days.</p>
48.	Treatment in Insolvency	The Bondholders shall have no rights to accelerate the repayment of future scheduled payments (Coupon or principal) except in bankruptcy and liquidation of the Bank.
49.	Purchase/ Funding of Bonds	Neither the Bank nor any related party over which the Bank exercises control or significant influence (as defined under relevant AS) shall purchase the Bonds, nor shall the Bank directly or indirectly fund the purchase of the Bonds. The Bank shall also not grant advances against the security of the Bonds issued by it.
50.	Reporting of Non Payment of Coupons	All instances of non-payment of Coupon should be notified by the Bank to the Chief General Managers-in-Charge of Department of Regulation and Department of Supervision of the RBI, Mumbai.
51.	Compliance with Reserve Requirements	<p>(i) The funds collected by various branches of the Bank or other banks for the issue and held pending finalisation of allotment of the Bonds shall be taken into account for the purpose of calculating reserve requirements of the Bank.</p> <p>(ii) The total amount raised by the Bank by issuance of the Bonds shall be reckoned as liability for calculation of net demand and time liabilities for the purpose of reserve requirements and, as such, shall attract CRR / SLR requirements.</p>
52.	Cross Default	Not Applicable
53.	Default Interest Rate	<p>In case of default in payment of Coupon and/or principal redemption on the relevant due dates, additional interest at 2% p.a. over the Coupon Rate will be payable by the Issuer for the defaulting period.</p> <p>However, any non-payment of Coupon and / or principal on account of the terms and conditions set out under Basel III Regulations, no such default interest shall be payable.</p>
54.	Trustee	IDBI Trusteeship Services Limited
55.	Role and Responsibilities of Trustee to the Issue	The Trustee shall perform its duties and obligations and exercise its rights and discretions, in keeping with the trust reposed in the Trustee by the Bondholders and shall further conduct itself, and comply with the provisions of all applicable laws, provided that, the provisions of Section 20 of the Indian Trusts Act, 1882, shall not be applicable to the Trustee. The Trustee shall carry out its duties and perform its

		functions as required to discharge its obligations under the terms of SEBI Regulations, the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (to the extent such regulation apply to the Bonds), as amended from time to time, the [Debenture Trustee Deed], the Debenture Trustee Agreement, the Disclosure Document and all other related Transaction Documents, with due care, diligence and loyalty.
56.	Listing	The Bonds are proposed to be listed on the relevant debt segment of NSE and/or BSE.
57.	Delay in Listing	The Bank shall make an application to the stock exchanges, seek approval from the NSE and/or the BSE within 15 days from the Deemed Date of Allotment to list the Bonds and seek listing permission from the NSE and/or the BSE within 20 days from the Deemed Date of Allotment. In case of delay in listing of Bonds beyond 20 days from the Deemed Date of Allotment, the Bank shall pay penal interest at the rate of 1.00% p.a. (over and above the Coupon at the Coupon Rate) from the expiry of 30 days from the Deemed Date of Allotment till the listing of the Bonds to the Bondholders. Such penal interest shall be paid by the Bank to the Bondholders on the first Coupon Payment Date.
58.	Depositories	National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”)
59.	Transaction Documents	The Bank has executed / shall execute the necessary documents including but not limited to the following in connection with the Issue: <ul style="list-style-type: none"> (i) Letter appointing Trustee; (ii) Debenture Trustee Agreement & Debenture Trust Deed; (iii) Rating letters from CARE and ICRA; (iv) Tripartite Agreement between the Bank, Registrar and NSDL for issue of Bonds in dematerialized form; (v) Tripartite Agreement between the Bank, Registrar and CDSL for issue of Bonds in dematerialized form; (vi) Listing Agreement with NSE and/or BSE; and (vii) This Disclosure Document and the Application Form.
60.	Conditions Precedent to Disbursement	The subscription from Bondholders shall be accepted for allocation and allotment by the Bank subject to the following: <ul style="list-style-type: none"> (i) Rating letters from ICRA and CARE not being more than 1 month old from the Issue Opening Date; and (ii) Letter from the Trustee conveying its consent to act as debenture trustee for the Bondholders.

61.	Condition Subsequent to Disbursement	<p>The Bank shall ensure that the following documents are executed / activities are completed as per time frame mentioned in the Disclosure Document:</p> <ul style="list-style-type: none"> (i) Credit of demat account(s) of the allottee(s) by number of Bonds allotted within 2 working days from the Deemed Date of Allotment; (ii) Making application to the NSE and/or BSE within 15 days from the Deemed Date of Allotment to list the Bonds and seek listing permission from the NSE and/or BSE within 20 days from the Deemed Date of Allotment; and (iii) The Bank shall perform all other obligations as mentioned in the Disclosure Document.
62.	Events of Default	<p>The Bondholders shall have no rights to accelerate the repayment of future scheduled payments (coupon or principal) except in bankruptcy and liquidation of the Bank.</p>
63.	Eligible Investors	<p>Subject to regulations and circulars issued by SEBI and the Basel III Regulations, the following categories of investors may apply for the Bonds, subject to applicable laws and subject to fulfilling their respective investment norms / rules by submitting all the relevant documents along with the application form.</p> <ul style="list-style-type: none"> a) Financial institutions registered under the applicable laws in India which are duly authorised to invest in bonds / debentures; b) Insurance companies; c) Provident, gratuity, pension and superannuation funds; d) Regional rural banks authorised to invest in bonds / debentures; e) Mutual funds; f) Companies, bodies corporate authorised to invest in bonds / debentures; g) Trusts, association of persons, societies registered under the applicable laws in India which are duly authorised to invest in bonds / debentures; h) Foreign Portfolio Investors ("FPIs"); i) Scheduled commercial banks; j) QIB's defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time; k) Undertakings established by Central/State Legislature authorised to invest in bonds / debentures; l) Any other eligible investor not mentioned above. <p>Bank shall comply with the terms and conditions, if any, stipulated by SEBI / other regulatory authorities in regard to issue of the Bonds.</p>

		Investment by FPIs in these Bonds raised in Indian Rupees shall be subject to compliance with terms and conditions (including limits) stipulated by the SEBI / RBI / other regulatory authorities on investment in these Bonds.
64.	Basel III Regulations	Master circular no. DBR.No.BP.BC.1/21.06.201/2015-16 dated July 01, 2015 issued by the RBI on Basel III Capital Regulations covering terms and conditions for issue of for inclusion in Tier 2 capital (Annex 5 of the Master Circular) and minimum requirements to ensure loss absorbency of Tier 2 instruments at the point of non-viability (Annex 16 of the Master Circular), as amended from time to time. In the event of any inconsistency in terms of the Bonds as laid down in any of the transaction document(s) and terms of Basel III Regulations, the provisions of the Basel III Regulations shall prevail.
65.	Governing Law and Jurisdiction	The Bonds are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof shall be subject to the exclusive jurisdiction of the Courts at Mumbai, Maharashtra.
66.	Discount	The Bonds shall be subjected to a progressive discount for capital adequacy purposes in accordance with the Basel III Guidelines.
67.	Issue Structure*	Issue Opening Date: February 13, 2020 Issue Closing Date: February 13, 2020 Pay-in Date: February 17, 2020 (T+2 settlement) Deemed Date of Allotment: February 17, 2020 (T+2 settlement)
68.	Manner of allotment	Uniform coupon
69.	Bidding	Closed bidding
70.	Designated Bank account of ICCL	Beneficiary Name: INDIAN CLEARING CORPORATION LTD Account Number: ICCLEB IFSC Code : ICIC0000106 Mode: NEFT/RTGS
71.	Loss Absorbency	<p>These Bonds are issued subject to loss absorbency features applicable for non-equity capital instruments issued in terms of Basel III Regulations including in compliance with the requirements of Annex 5 thereof and are subject to loss absorbency features described herein and as required of Tier 2 instruments of Non Viability as provided for in Annex 16 of the Master Circular.</p> <p>Accordingly, the Bonds and the Bondholders claims, if any, against the Issuer, wherever situated, may at the option of RBI be permanently written-off, in whole or in part, upon the occurrence of a trigger event called Point-of Non-Viability (“PONV”).</p> <p>PONV trigger event shall be as defined in the abovementioned Basel III Guidelines and shall be determined by RBI.</p> <p>RBI may in its imminence alter or modify the PONV trigger whether generally or in relation to the Bank or otherwise. In any case it should be noted that following writing off the Bonds and claims and demands as noted above, neither the Bank, nor any other person acting on behalf of the Bank shall be required to compensate or provide any relief, whether absolutely or contingently, to the Bondholders or any</p>

		<p>other person claiming for or on behalf of or through such Bondholder and all claims and demands of such persons, whether under law, contract or equity, shall stand permanently and irrevocable extinguished and terminated.</p> <p>Unless otherwise specified in the Disclosure Document, the write-off of any common equity or any other regulatory capital (as understood in the terms of the Basel III Regulations or any amendments thereof), whether senior or pari passu or subordinate and whether a Tier 1 capital or otherwise shall not be required before the write off of any of the Bonds and there is no right available to the Bondholder hereof or any other person claiming for or on behalf or through such holder to demand or seek that any other regulatory capital be subject to prior or simultaneous write-off or that the treatment offered to holders of such other regulatory capital be also offered to the Bondholders.</p>
72.	<p>Permanent principal write-down on PONV Trigger Event</p>	<p>The Bonds, at the option of the RBI, can be permanently written off upon occurrence of a PONV Trigger (as described below). If a PONV Trigger (as described below) occurs, the Bank shall:</p> <ul style="list-style-type: none"> (i) notify the Trustee; (ii) cancel any Coupon which is accrued and unpaid on the Bonds as on the write-down date; and (iii) without the need for the consent of the Bondholders or the Trustee, write down the outstanding principal of the Bonds by such amount as may be prescribed by the RBI ("PONV Write-Down Amount") and subject as is otherwise required by the RBI at the relevant time. <p>PONV Trigger, in respect of the Bank means the earlier of:</p> <ul style="list-style-type: none"> (i) a decision that a principal write-down, without which the Bank would become non-viable, is necessary, as determined by the RBI; and (ii) the decision to make a public sector injection of capital, or equivalent support, without which the Bank would have become non-viable, as determined by the RBI. <p>The write-off of any CET 1 capital shall not be required before the write-off of any non-equity (Additional Tier 1 and Tier 2) regulatory capital instrument. A write-off consequent upon the trigger event shall occur prior to any public sector injection of capital so that the capital provided by the public sector is not diluted. The Bonds do not provide for any residual claims on the Bank which are senior to ordinary shares of the Bank (or banking group entity where applicable), following a PONV Trigger Event when write-off is undertaken.</p>

		<p>When Bank breaches the PONV trigger and the equity is replenished through write-off, such replenished amount of equity will be excluded from the total equity of the Bank for the purpose of determining the proportion of earnings to be paid out as dividend in terms of rules laid down for maintaining capital conservation buffer. However, once the bank has attained total CET1 Ratio of 8% without counting the replenished equity capital, that point onwards, the Bank may include the replenished equity capital for all purposes.</p> <p>Compensation if any, to be paid to the Bondholders at PONV will be as per the Basel III Regulations.</p>
73.	Criteria to Determine the Point of Non-Viability (“PONV”)	<p>The above write down mechanism with respect to PONV Trigger Event will be invoked if the Bank is adjudged by the RBI to be approaching the PONV Trigger Event, or has already reached the PONV Trigger Event, but in the view of the RBI:</p> <ul style="list-style-type: none"> (i) There is a possibility that a timely intervention in form of capital support, with or without other supporting interventions, is likely to rescue the Bank; and (ii) If left unattended, the weaknesses would inflict financial losses on the Bank and, thus, cause decline in its common equity level.
74.	A Non-Viable Bank	<p>For the purpose of the Basel III Regulations, a non-viable bank will be:</p> <p>A bank which, owing to its financial and other difficulties, may no longer remain a going concern on its own in the opinion of the RBI unless appropriate measures are taken to revive its operations and thus, enable it to continue as a going concern. The difficulties faced by a bank should be such that these are likely to result in financial losses and raising the CET 1 capital of the bank should be considered as the most appropriate way to prevent the bank from turning non-viable. Such measures would include write-off of non-equity regulatory capital in combination with or without other measures as considered appropriate by the RBI.</p> <p>In rare situations, the bank may also become non-viable due to non-financial problems, such as conduct of affairs of the bank in a manner which is detrimental to the interest of depositors, serious corporate governance issues, etc. In such situations raising capital is not considered a part of the solution and therefore, may not attract provisions of Basel III Regulations.</p> <p>The RBI would follow a two-stage approach to determine the non-viability of the Bank. The Stage 1 assessment would consist of purely objective and quantifiable criteria to indicate that there is a prima facie case of the Bank approaching non-viability and, therefore, a closer examination of the Bank’s financial situation is warranted. The Stage 2 assessment would consist of supplementary subjective criteria which, in conjunction with the Stage 1 information, would help in</p>

		determining whether the Bank is about to become non-viable. These criteria would be evaluated together and not in isolation. Once the PONV is confirmed, the next step would be to decide whether rescue of the Bank would be through write-off alone or write-off in conjunction with a public sector injection of funds.
75.	Restoring Viability	<p>The Bank facing financial difficulties and approaching a PONV will be deemed to achieve viability if within a reasonable time in the opinion of the RBI, it will be able to come out of the present difficulties if appropriate measures are taken to revive it. The measures including augmentation of equity capital through write-off / public sector injection of funds are likely to:</p> <ul style="list-style-type: none"> (i) Restore depositors'/investors' confidence; (ii) Improve rating/ creditworthiness of the Bank and thereby improve its borrowing capacity and liquidity and reduce cost of funds; and (iii) Augment the resource base to fund balance sheet growth in the case of fresh injection of funds.
76.	PONV to be evaluated both at consolidated and solo level	The trigger at PONV shall be evaluated both at consolidated and solo level and breach at either level will trigger write-off.

77.		<p>Treatment in Winding-Up, Amalgamation, Acquisition, Reconstitution etc. of the Bank</p> <p>Winding-Up of the Bank</p> <p>(i) In the event of the winding-up of the Bank prior to the Bonds and any accrued but unpaid interest thereon being written-off in accordance with the paragraphs on “Loss absorbency features of Tier 2 Instruments at the Point of Non-Viability” above, the claims of the Trustee and the Bondholders will be in accordance with the paragraph on “Seniority of claim” above and otherwise in accordance with applicable laws.</p> <p>(ii) In the event of the winding-up of the Bank after the Bonds and any accrued but unpaid interest thereon have been written-off, the Trustee and the Bondholders will have no claim in respect of the Bonds (or any such accrued but unpaid interest thereon) in such winding-up.</p> <p>Amalgamation of the Bank (Section 44A of the Banking Regulation Act, 1949)</p> <p>(i) If the Bank is amalgamated with any other bank before the Bonds have been written-down, the Bonds will become part of the corresponding categories of regulatory capital of the new bank emerging after the merger.</p> <p>(ii) If the Bank is amalgamated with any other bank after the Bonds have been written-down permanently, these cannot be written-up by the amalgamated entity.</p> <p>Scheme of reconstitution or amalgamation of the Bank (Section 45 of the Banking Regulation Act, 1949)</p> <p>If the relevant authorities decide to reconstitute the Bank or amalgamate the Bank with any other bank under Section 45 of the Banking Regulation Act, 1949, the Bank will be deemed as non-viable or approaching non-viability and the trigger at the point of non-viability for write-down of the Bonds will be activated. Accordingly, the Bonds shall be written-down permanently before such amalgamation / reconstitution.</p>
78.		<p>Order of claim of T 2 instruments at the event of Gone concern situation</p> <p>The order of claim of various types of regulatory capital instruments issued by the Bank and that may be issued in future shall be as under:</p> <p>Tier 2 debt instruments will be superior to the claims of investors in equity shares, perpetual non-cumulative preference shares and Additional Tier 1 securities if any and subordinated to the claims of all depositors and general creditors & subordinated debt (other than subordinated debt qualifying as Tier 2 Capital) of the Bank. However,</p>

		write down / claim of Tier 2 debt instruments will be on <i>pari passu</i> basis without preference amongst themselves and other debt instruments classifying as Tier 2 Capital irrespective of the date of issue.
79.	Delay in execution of Trust Deed	Where the issuer fails to execute the trust deed within the period specified in the sub-regulation (1) of Regulation 15 of SEBI (Issue And Listing Of Debt Securities) (Amendment) Regulations, 2019, without prejudice to any liability arising on account of violation of the provisions of the Act and these Regulations, the issuer shall also pay interest of at least two percent per annum to the debenture holder, over and above the agreed coupon rate, till the execution of the trust deed

* The Bank reserves the right to change the Issue Closing Date and in such an event, the Deemed Date of Allotment for the Bonds may also be revised by the Bank at its sole and absolute discretion. In the event of any change in the above Issue programme, the Bank will intimate the investors about the revised Issue programme.

All the above mentioned terms and conditions of the bonds are subject to changes in applicable laws and regulations

3. Disclosures pertaining to wilful default:

Neither ICICI Bank nor any of its directors are categorized as a wilful defaulter by any bank or financial institution or consortium thereof in accordance with the guidelines issued by Reserve Bank of India on wilful defaulters. Further, ICICI Bank does not have any promoter.