



**ICICI BANK LIMITED**

**CIN-L65190GJ1994PLC021012**

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**DISCLOSURE ON FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS IN TERMS OF REGULATION 46 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The Independent Directors of ICICI Bank Limited (the Bank) are provided every opportunity to familiarise themselves with the strategy, industry overview, performance, key regulatory developments and on their role, rights and responsibilities as a Director.

**Induction Programme**

Induction programmes are organised for every new Director wherein the Director is given an overview of the Bank, its vision and mission, the industry in which it operates, its business, strategies, risk management, organisation structure and other areas of relevance. The Director is also briefed on the regulatory requirements and legal and statutory provisions which the Director is required to be aware of. Various functional heads of the Bank brief the new Director on the different aspects of the business as well as critical support functions of the Bank.

A Welcome Kit containing various declarations and submissions required to be made to the Board and key information/policy documents such as Group Code of Business Conduct & Ethics, Memorandum and Articles of Association, Annual Report, Whistle Blower Policy, ICICI Bank Code of Conduct to regulate, monitor and report trades in securities by directors, employees and connected persons and Report of the consultative group of directors of Banks/Financial Institutions is provided to every Director inducted on the Board. A detailed letter informing the terms and conditions of appointment stating the roles, rights and responsibility in line with the requirements of the Companies Act, 2013 and RBI guidelines are provided to the Independent Directors.

**Regular Updates**

Presentations are made at quarterly Board Meetings which include updates on performance review, strategy and key regulatory developments. An exclusive meeting of the Board to discuss and approve the strategy of the Bank is convened on an annual basis which covers future strategy of the Bank and provides updates on emerging developments in the economy and banking sector.

The Independent Directors are also members of various Committees and at each Committee meeting, they are presented with the necessary information to enable them to review and grant approvals as per the terms of reference of the Committee. Presentations are made at Committee meetings which inter alia covers specific industry overview, customer service, new digital initiatives risk profile etc. A pre-briefing is organised for the Committee members to brief them on the significant aspects of the agenda. Based on specific requests, arrangements are also made for Directors to attend conferences/seminars on topics of interest relevant to them. Periodic meetings are also conducted on a one-on-one basis between the independent directors and senior functional heads for more elaborate understanding of various aspects of business.

### **Familiarisation programmes during FY2021**

Presentations on specifically focused areas, sectors and themes arising out of and in the course of Board and Board Committee meetings are given to the Directors. During the year, presentations were made on various areas including Retail, SME & business banking and rural & inclusive banking, Corporate sector portfolio, Retail portfolio, Overseas Branches portfolio, Enterprise Risk Management and Risk Appetite Framework, Technology and Processes. Update on industry outlook and strategy, data science and analytics, new digital initiatives, information security policy, cyber security policy, cyber crisis management plan, Covid related measures, RBI circular in respect of strengthening of grievance redressal mechanism in banks and other regulatory changes were also provided to the Directors.

ICICI Group is a diversified financial services group which has subsidiaries engaged in different sectors such as insurance, mutual funds, securities broking, venture capital, primary dealership, home finance etc. An update on the relevant industry and the business strategy were also presented to the Directors.

Training sessions were organized for Directors to facilitate their adaptability to attend meetings through virtual mode. During the year, some of the Independent Directors attended the webinar on Corporate Governance in Indian Commercial Banks organised by Centre for Advanced Financial Research and Learning (CAFRAL). Some of the Independent Directors attended the analyst day (virtual event) organized by the Bank in December 2020. In March 2021, meetings of Morgan Stanley Investment Management (investor) and Jefferies India Private Limited (analyst) were held with the Board of Directors where the investor and analyst shared their perspective on the global and Indian financial sectors and the Bank.

Considering all of the above, over 145 man hours of knowledge and familiarization sessions were spent on Independent Directors in the last 6 years and about 20 hours during FY2021.