



**Related Party Transactions Policy  
(Effective from April 1, 2022)**

## I. Background

The section 177 and 188 of the Companies Act, 2013 ('Companies Act' or 'the Act'), along with relevant Rules framed thereunder contain compliance and approval requirements regarding the related party transactions. Further, Regulation 23 of Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Regulation 23) also contain certain approval requirements regarding the related party transactions. Regulation 23 requires the listed companies to formulate a policy on dealing with related party transactions.

Accordingly, ICICI Bank Limited (the Bank) has adopted the following policy with regard to related party transactions. Any changes in the provisions, clarifications, Frequently Asked Questions (FAQs) issued under the Companies Act or SEBI Regulations, regarding related party transactions will be applicable to the Policy from the date the changes, clarifications or FAQs are effective. The Policy will be reviewed at least once in three years.

## II. Definitions

### **"Arm's length basis":**

In terms of the Companies Act, the expression 'arm's length transaction' means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.

A transaction with a related party will be considered to be on arm's length basis if the key terms, including pricing of the transaction, taken as a whole, are comparable with those of similar transactions if they would have been undertaken with unrelated parties.

It may be noted that this policy framework, including the definitions above, is meant solely for the purposes of compliance with related party transaction requirements under Companies Act, 2013 and Regulation 23. The above terms may have different connotations for other purposes like disclosures in the financial statements, which are governed by applicable regulations, accounting standards, regulatory guidelines etc.

**"Associate company"** in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.

**"Joint venture"** means a joint arrangement whereby the parties that have joint control of the arrangement have rights to net assets of the arrangement.

**“Material related party transaction”** as per Regulation 23 means a transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 10.00 billion or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower.

Transaction(s) involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank.

**“Material modification”** as per Regulation 23 means, subsequent to entering into a contract or arrangement for a related party transaction, would mean change in overall pricing or rate under a contract by more than 20.0%. Provided further that the aggregate value of transactions under the contract during the previous financial year or current financial year till the date of modification was more than ₹ 1.00 billion. Provided further, a contract or arrangement where same pricing or rates are offered uniformly to all customers/service providers will be exempt from the scope of material modification.

**“Ordinary course of business”** includes but not limited to a term for activities that are necessary, normal, and incidental to the business. These are common practices and customs of commercial transactions. The ordinary course of business covers the usual transactions, customs and practices related to the business.

The following factors are indicative of a transaction being in the ordinary course of business:

- i. The transaction is normal or otherwise unremarkable for the business.
- ii. The transaction is frequent/regular
- iii. The transaction is a source of income for the business
- iv. Transactions that are part of the standard industry practice, even though the Bank may not have done it in the past.

These are not exhaustive criteria and the Bank will have to assess each transaction considering its specific nature and circumstances.

**“Related party”** would include:

- i. a director or his relative;
- ii. a key managerial personnel (KMP) or his relative;
- iii. a firm, in which a director, manager or his relative is a partner;
- iv. a private company in which a director or manager or his relative is a member or director;
- v. a public company in which a director or manager is a director and holds along with his relatives, more than two per cent of its paid-up share capital;
- vi. any body corporate whose board of directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;
- vii. any person on whose advice, directions or instructions a director or manager is accustomed to act:  
Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity;
- viii. any body corporate which is-
  - a. a holding, subsidiary or an associate company of such company;
  - b. a subsidiary of a holding company to which it is also a subsidiary; or
  - c. an investing company or the venturer of the company;
 The "investing company or the venturer of a company" means a body corporate whose investment in the company would result in the company becoming an associate company of the body corporate.
- ix. a director other than an independent director or key managerial personnel of the holding company or his relative with reference to a company (as per Companies (Meetings of Board and its Powers) Rules, 2014);
- x. any person or entity belonging to the promoter or promoter group of the listed entity
- xi. any person or any entity, holding equity shares of 20.0% or more (10.0% or more with effect from April 1, 2023) in the Bank either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding financial year

**"Related party transaction"** reference to the Bank means a transaction involving a transfer of resources, services or obligations between:

- The Bank or any of the subsidiaries of the Bank on one hand and a related party of the Bank or any of subsidiaries of the Bank on the other hand; or
- The Bank or any of the subsidiaries of the Bank on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the Bank or any of the subsidiaries of the Bank, with effect from April 1, 2023;

regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Provided that the following shall not be a related party transaction:

- the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- the following corporate actions by the listed entity which are uniformly applicable/offered to all shareholders in proportion to their shareholding:  
Payment of dividend, subdivision or consolidation of securities, issuance of securities by way of a rights issue or a bonus issue and buy-back of securities.
- acceptance of fixed deposits at the terms uniformly applicable/offered to all shareholders/public

Provided further the units issued by mutual funds which are listed on a recognised stock exchange(s) will not be considered as related party transactions.

**“Subsidiary company” or “subsidiary”**, in relation to any other company (that is to say the holding company), means a company in which the holding company:

- (i) controls the composition of the Board of Directors; or
- (ii) exercises or controls more than one-half of the total voting power either at its own or together with one or more of its subsidiary companies.

Provided that such class or classes of holding companies as may be prescribed shall not have layers of subsidiaries beyond such numbers as may be prescribed.

Explanation - For the purposes of this clause:

- (a) a company shall be deemed to be a subsidiary company of the holding company even if the control referred to in sub-clause (i) or sub-clause (ii) is of another subsidiary company of the holding company
- (b) the composition of a company’s Board of Directors shall be deemed to be controlled by another company if that other company by exercise of some power exercisable by it at its discretion can appoint or remove all or a majority of the directors;
- (c) the expression “company” includes any body corporate;
- (d) “layer” in relation to a holding company means its subsidiary or subsidiaries;

**“Significant influence”** means control of at least 20% of total voting power, or control of or participation in business decisions under an agreement.

**“Turnover”** has been defined as the aggregate value of the realisation of amount made from sale, supply or distribution of goods or on account of services rendered, or both, by the company during a financial year. Accordingly, for the Bank, the ‘turnover’ is considered as the ‘Total Income’, i.e., total of interest income and other income.

### **III. Approval of related party transactions**

#### **A. Audit Committee**

All related party transactions and subsequent material modification, where Bank is one of the party to the transaction, should be pre-approved by the Audit Committee of the Bank before entering into such transaction. Further, all related party transactions and subsequent material modification, where Bank is not a party to transaction but its subsidiary is a party, should be pre-approved by the Audit Committee of the Bank, if it exceeds the threshold prescribed under Regulation 23. The Audit Committee shall consider all relevant factors while deliberating the related party transactions for its approval. The Audit Committee may not approve a transaction but may make appropriate recommendations to the Board.

Only those members of the Committee, who are independent directors, shall approve related party transactions. A related party transaction which is (i) not in the ordinary course of business, or (ii) not at arm's length price, would require approval of the Board of Directors or of shareholders as discussed subsequently.

The Audit Committee may grant omnibus approval for related party transactions of the Bank, which are repetitive in nature and subject to certain criteria/conditions as required under Regulation 23 and Companies Rules, 2014 and such other conditions as it may consider necessary in line with this policy and in the interest of the Bank. Such omnibus approval shall be valid for one financial year.

Below related party transactions would be exempted from the obtaining the approval from the Audit Committee of the Bank:

- transaction between two wholly owned subsidiaries of the Bank
- transaction entered by a listed subsidiary, if regulation 23 and sub-regulation 15(2) are applicable to listed subsidiary
- transaction entered by unlisted subsidiaries of a listed subsidiary (Prior approval of the audit committee of the listed subsidiary will suffice)

A transaction, not covered in omnibus approval, amounting upto ₹ 10.0 million, entered by a director, key managerial personnel or any other officer of the Bank, on whose directions or instructions the Board of Directors or director(s) are accustomed to act, would be voidable at the option of the Audit Committee, unless it has been ratified by the Audit Committee within three months from the date of the transaction.

Audit Committee shall review, on a quarterly basis, the details of related party transactions entered into by the Bank pursuant to the omnibus approval. In connection

with any review of a related party transaction, the Committee has authority to modify or waive any procedural requirements of this policy.

A related party transaction entered into by the Bank, which is not under the omnibus approval or otherwise pre-approved by the Committee, will be placed before the Committee for ratification.

## **B. Board of Directors**

In case any related party transactions are referred by the Bank to the Board for its approval due to the transaction being (i) not in the ordinary course of business, or (ii) not at an arm's length price, or (iii) a transaction not approved but recommended by the Audit Committee, the Board will consider such factors as, nature of the transaction, material terms, the manner of determining the pricing and the business rationale for entering into such transaction. On such consideration, the Board may approve the transaction or may require such modifications to transaction terms as it deems appropriate under the circumstances. Any member of the Board who has any interest in any related party transaction shall not vote to approve the related party transaction.

The approval of the Board of Directors is not required for a transaction, other than a transaction referred to in Section 188 of the Companies Act, 2013 with a wholly-owned subsidiary of the Bank.

## **C. Shareholders**

Material related party transaction or a subsequent material modifications will require shareholders' approval through resolution and no related parties will vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

The following material related party transactions will be exempt from the obtaining the approval from the shareholders' of the Bank:

- The Bank's transactions with its wholly-owned subsidiaries
- Transaction between two wholly-owned subsidiaries of the Bank
- Transactions entered by the listed subsidiary of the Bank (equity listed and high value debt listed), if regulation 23 and sub-regulation 15(2) are applicable to listed subsidiary will not require Bank's Audit Committee approval
- Transactions entered by the unlisted subsidiaries of a listed subsidiary of the Bank, (Prior approval of the audit committee of the listed subsidiary will suffice)

If a related party transactions, entered by the Bank, is not in the ordinary course of business, or not at arm's length price and exceeds certain thresholds prescribed under the Companies Act, 2013, it shall require shareholders' approval by a resolution. In

such a case, any member who is a related party having interest in the transaction for which resolution being proposed, shall not vote on such resolution passed for approving related party transaction. However, transaction between the Bank and its wholly owned subsidiary will be exempt from shareholders' approval.

#### **IV. Reporting of related party transactions**

The Bank will disclose every contract or arrangement, which is approved by the Board/shareholders under this Policy, in its Board's report to the shareholders along with the justification for entering into such contract or arrangement.

The Bank will include details of material related party transactions in the corporate governance reports to be submitted with the stock exchanges on a quarterly basis.

The Bank will submit the details of related party transactions to the stock exchanges in the prescribed format and publish the same on the Bank's website along with its standalone financial results for the half year.

The Bank will disclose transactions with any person or entity belonging to the promoter/promoter group of the Bank and having shareholding of 10% or more in the Bank in the annual report.