September 18, 2026

BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051

Dear Sir/Madam,

**Subject : Filing of Annual Securities Report with Director of Kanto Regional Finance Bureau**

ICICI Bank Limited (the Bank) is required to file Annual Securities Report (ASR) with Kanto Regional Finance Bureau in Japan in accordance with Financial Instruments and Exchange Law of Japan. Consequently, today, the Bank has filed ASR for the Fiscal Year from April 1, 2025 through March 31, 2026 with Director of Kanto Regional Finance Bureau. The filing is available at https://disclosure2.edinet-fsa.go.jp/WZEK0040.aspx?S100YZTT, and the English translation is attached as Annexure.

Yours sincerely,
**For ICICI Bank Limited**

VIVEK RANJAN
Digitally signed by VIVEK RANJAN
Date: 2026.09.18 17:49:31 +05'30'

**Vivek Ranjan**
**Leadership Team**

Encl.: as above.

Copy to-
(i) New York Stock Exchange
(ii) Singapore Stock Exchange
(iii) Japan Securities Dealers Association
(iv) SIX Swiss Exchange Limited

[Translation]

# ANNUAL SECURITIES REPORT

(Report under Article 24, Paragraph 1 of the Financial Instruments and Exchange Law)

For the Fiscal Year

From: April 1, 2025

Through: March 31, 2026

as filed on September 18, 2026 through EDINET System

ICICI Bank Limited

(E05975)

(This translation of the Annual Securities Report has been prepared solely for reference purposes and shall not have any binding force.)

**[Form No. 8]**

**Cover Page**

| | |
|---|---|
| Document Name: | Annual Securities Report |
| Complied Article: | Article 24, Paragraph 1 of the Financial Instruments and Exchange Law |
| Filed with: | Director of Kanto Regional Finance Bureau |
| Date of Filing: | September 18, 2026 |
| Fiscal Year: | From April 1, 2025 to March 31, 2026 |
| Corporate Name: | ICICI Bank Limited |
| Name and Title of Representative: | Nilanjan Sinha<br>General Counsel |
| Location of Registered Office: | ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara 390 007, Gujarat, India |
| Personal Name or Corporate Name of Attorney-in-Fact: | Hironori Shibata, Attorney-at-Law |
| Address or Location of Attorney-in-Fact: | Anderson Mori & Tomotsune<br>Otemachi Park Building<br>1-1, Otemachi 1-chome<br>Chiyoda-ku, Tokyo |
| Telephone Number: | 03-6775-1039 |
| Name of Person to Contact with: | Satomi Umezu, Attorney-at-Law<br>Itaru Hasegawa, Attorney-at-Law<br>Shogo Toyooka, Attorney-at-Law<br>Yukako Fukumoto, Attorney-at-Law |
| Place to Contact with: | Anderson Mori & Tomotsune<br>Otemachi Park Building<br>1-1, Otemachi 1-chome<br>Chiyoda-ku, Tokyo |
| Telephone Number: | 03-6775-1247 |
| Place(s) for Public Inspection: | Not applicable |

Notes:

[*"Certain Definitions" has been inserted here from pages 3 ~ 4 of Form 20-F*.]

1. In this Annual Securities Report, all references to "we", "our", and "us" are to ICICI Bank Limited and its consolidated subsidiaries and other consolidated entities under generally accepted accounting principles in India ("Indian GAAP"). In the financial statements contained in this Annual Securities Report and the notes thereto, all references to "the Company" are to ICICI Bank Limited and its consolidated subsidiaries and other consolidated entities under Indian GAAP.

References to specific data applicable to particular subsidiaries or other consolidated entities are made by reference to the name of that particular entity. References to the "amalgamation" are to the amalgamation of ICICI, ICICI Personal Financial Services and ICICI Capital Services with ICICI Bank. References to "Sangli Bank" are to The Sangli Bank Limited prior to its amalgamation with ICICI Bank, effective April 19, 2007. References to "Bank of Rajasthan" are to the Bank of Rajasthan Limited prior to its amalgamation with ICICI Bank, effective from the close of business at August 12, 2010.

References to "ICICI Bank" and "the Bank" are to ICICI Bank Limited on an unconsolidated basis. References to a particular "fiscal" year are to the year ended on March 31 of such a year. Unless otherwise indicated, all references to the "Board of Directors" and the "Board" are to the board of directors of ICICI Bank. References to "ICICI Group" are to ICICI Bank and its subsidiaries and other consolidated entities.

All references to the "Companies Act", the "FEMA", the "Income Tax Act", the "Banking Regulation Act" and the "Reserve Bank of India Act" are, respectively, to the Companies Act, 2013, the Foreign Exchange Management Act, 1999, the Income Tax Act, 1961, the Banking Regulation Act, 1949 and the Reserve Bank of India Act, 1934 as passed by the Indian Parliament and as amended from time to time. All references to "RBI" and the "Reserve Bank of India" are to the central banking and monetary authority of India.

Pursuant to the issuance and listing of our securities in the United States under registration statements filed with the United States Securities and Exchange Commission ("SEC"), we file annual reports on Form 20-F which must include financial statements prepared under generally accepted accounting principles in the United States ("U.S. GAAP"), or financial statements prepared according to a comprehensive body of accounting principles with a reconciliation of net income and stockholders' equity to U.S. GAAP. When we first listed our securities in the United States, Indian GAAP was not considered a comprehensive body of accounting principles under the United States securities laws and regulations. However, pursuant to a significant expansion of Indian accounting standards, Indian GAAP constitutes a comprehensive body of accounting principles. Accordingly, we have included in this Annual Securities Report, as in the annual reports for fiscal years 2024 through 2026, consolidated financial statements prepared according to Indian GAAP, with a reconciliation of net income and stockholders' equity to U.S. GAAP and a description of significant differences between Indian GAAP and U.S. GAAP.

Our annual report prepared and distributed to our shareholders under Indian law and regulations include unconsolidated Indian GAAP financial statements, management's discussion and analysis of the Bank's results of operations and financial condition based on the Bank's unconsolidated Indian GAAP financial statements and our consolidated Indian GAAP financial statements.

The economic and industry data and information presented in this document are sourced from government statistical releases, press releases and notifications by the Government of India, the Reserve Bank of India and other regulators, data available on the websites of the Government of India, Reserve Bank of India, other regulators and industry bodies.

Certain terms are used interchangeably throughout this Annual Securities Report and, unless the context or a specific note indicates a distinct measurement basis, should be understood to have the same meaning wherever they appear. These include, without limitation, "term deposit" and "time deposit"; "stockholders' equity" and "shareholders' equity"; and "advances" and "loans". Any variation in the usage of such terms is a matter of terminology only and does not denote any difference in meaning, and such terms should be read accordingly.

2. In this document, references to "U.S. $" are to United States dollars, references to "Rs." are to Indian rupees, and references to "¥" or "JPY" are to Japanese yen. For convenience in reading this document, certain U.S. dollar amounts have been translated into Japanese yen at the mean of the telegraphic transfer spot selling and buying rates vis-à-vis customers at August 26, 2026 as quoted by MUFG Bank, Ltd. in Tokyo (U.S. $ 1 = ¥ 159.13), and certain rupee amounts have been translated into Japanese yen at the reference rate of Rs. 1 = ¥ 1.83 based on the foreign exchange rate as announced by MUFG Bank, Ltd. in Tokyo at August 26, 2026.

3. The fiscal year of the Company commences on April 1 and ends on March 31 of each year. References to a particular "fiscal" year are to our fiscal year ended March 31 of such year. For example, "fiscal 2026" refers to the year commenced on April 1, 2025 and ended on March 31, 2026.

4. Where figures in tables in this document have been rounded, the totals may not necessarily agree with the arithmetic sum of the figures.

[*"Forward-Looking Statements" has been inserted here from pages 4 ~ 5 of Form 20-F.*]

5. We have included statements in this Annual Securities Report which 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, the actual growth in demand for banking and other financial products and services in the countries in which we operate or where a material number of our customers reside; the level and direction of interest rates, the yield on our loans and investments and the cost of our funding; future levels of non-performing and restructured

loans and any increased provisions and regulatory and legal changes relating to those loans; our ability to successfully implement our strategies, including our growth strategy, our strategic use of technology and the internet and our strategy for resolution of non-performing assets; the resilience of our technology infrastructure; the continued service of our senior management; the outcome of any legal, tax or regulatory proceedings in India and in other jurisdictions in which we are or become a party to; the outcome of any internal or independent inquiries or regulatory or governmental investigations; our expansion or increased presence in areas such as small business and unsecured retail lending; our exploration of merger and acquisition opportunities; our ability to integrate recent or future mergers or acquisitions into our operations and manage the risks associated with such acquisitions to achieve our strategic and financial objectives; our ability to manage the increased complexity of the risks that we face in our international operations; our growth and expansion in domestic and overseas markets; our status as a systemically important bank in India; our ability to maintain enhanced capital and liquidity requirements; the adequacy of our allowance for credit and investment losses; our ability to market new products; investment income; cash flow projections; the impact of any changes in India's credit rating; the impact of any new accounting standards or new accounting framework; our ability to implement our dividend payment practice; the impact of changes in banking and insurance regulations and other regulatory changes in India and other jurisdictions on us, including changes in regulatory intensity, supervision and interpretations; the state of the global financial system and systemic risks; the bond and loan market conditions and availability of liquidity amongst the investor community in these markets; the nature of credit spreads and interest spreads from time to time, including the possibility of increasing credit spreads or interest rates; our ability to roll over our short-term funding sources and our exposure to credit, market, liquidity and reputational risks. We undertake 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 Annual Securities Report include, but are not limited to, the monetary and interest rate policies of India and the other markets in which we operate, general economic and political conditions in India, southeast Asia, and the other countries which have an impact on our business activities or investments, political or financial instability in India or any other country caused by any factor including hostilities in our region or in other parts of the world, terrorist attacks or social unrest, man-made or natural disasters and catastrophes, climate change events, inflation, deflation, unanticipated turbulence in interest rates, changes or volatility in the value of the rupee, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in general, 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 of the factors that could cause actual results to differ, see the discussion under "Part I. - III. - 3. - (1) Risks Relating to India and Other Economic and Market Risks", "Part I. - III. - 3. - (2) Risks that Arise as a Result of Our Presence in a Highly Regulated Sector", "Part I. - III. - 3. - (3) Risks Relating to Our Business", "Part I. - III. - 3. - (4) Risks Relating to Technology" and "Part I. - III. - 3. - (5) Risks Relating to Our Insurance Subsidiaries" contained in this Annual Securities Report.

6. Whenever forward-looking statements are included in this document, such statements are based on our judgement as of the end of the consolidated fiscal year of the ICICI Group ("Group") subject this document.

**TABLE OF CONTENTS**

## PART I. CORPORATE INFORMATION

## I. SUMMARY OF LEGAL AND OTHER SYSTEMS IN HOME COUNTRY

### 1. Summary of Corporate Systems, etc.

#### (1) Corporate System of Country or State, etc. in which Filing Company has been Organized

**Corporate System of the Republic of India**

The principal enactments that govern the functioning of banks in India are -

(i) The Banking Regulation Act, 1949, which is applicable to banking companies and provides the regulatory framework for the licensing and business of banks, control over the bank's management, and penal provisions for banks.

(ii) The Companies Act, 2013, is applicable to banking companies in India to the extent its provisions are not inconsistent with the Banking Regulation Act, 1949.

(iii) The Reserve Bank of India Act, 1934, which constitutes the Reserve Bank of India as the central bank of India to regulate and supervise activities of Indian banks.

As participants in the securities market, banks are also regulated in their functions by the Securities and Exchange Board of India ("SEBI") and the guidelines/regulations issued by it from time to time.

The Companies Act, 2013 -

ICICI Bank Limited is a public company, limited by shares within the meaning of the Companies Act, 2013. The Companies Act, 2013 defines a "public company" to mean a company, which is not a private company and which has a minimum paid-up share capital as may be prescribed by the Companies Act, 2013. It requires that a public company must be formed by seven (7) or more persons and can be either - (a) a company limited by shares; or (b) a company limited by guarantee; or (c) an unlimited company.

A public company can be incorporated by filing the prescribed documents and information, including memorandum of association and articles of association of the company with the Registrar of Companies within whose jurisdiction the Registered Office of the company is proposed to be situated, who then issues a certificate of incorporation. The company comes into existence as a legal entity from the date of incorporation mentioned in such certificate. In case pursuing of any of the objects of the company requires registration or approval from sectoral regulators such as the Reserve Bank of India, the Securities and Exchange Board of India, registration or approval, as the case may be, from such regulator has to be obtained by the company before pursuing such objects and a declaration in this behalf has to be submitted at the stage of incorporation of the company.

The Memorandum must mention the name of the company, the state in which the Registered Office of the company is situated and the objects of the company. The

Memorandum of a company whose liability is limited by shares shall also state that the liability of its members is limited to the amount unpaid, if any, on the shares held by them, the amount of share capital of the company at the time of registration and its division into shares of a fixed amount and the number of shares which the subscribers to the memorandum agree to subscribe and the number of shares each subscriber to the memorandum intends to take.

The Articles, on the other hand, contain regulations for management of the company and *inter-alia* must include: (a) powers, duties, rights and liabilities of directors; (b) powers, duties, rights and liabilities of members; (c) rules for meetings of the company; (d) dividends; (e) borrowing powers of the company; (f) calls on shares; (g) transfer and transmission of shares; (h) forfeiture of shares; and (i) voting powers of members.

A company limited by shares can have share capital of two kinds only, namely:

(i) Equity share capital, with voting rights or with differential rights as to including but not limited to voting and dividends.

(ii) Preference share capital, which carries a preferential right in respect of - (a) payment of dividends at fixed amount or at fixed rate; and (b) repayment, in the case of winding up or repayment of capital.

Pursuant to an amendment to the Banking Regulation Act, 1949 in 2013, private sector banks in India can now issue preference shares in accordance with the Reserve Bank of India guidelines.

**(a) Further Issue of Shares**

Under the Companies Act, 2013, a company having a share capital and proposing to increase its subscribed capital by further issue of shares, may offer the shares to the existing holders of equity shares, in proportion to the capital paid-up on their shares at the time of such further issue. Further issuance of shares may also be made to the employees as stock options by way of special resolution or to any other person(s) on preferential basis with the approval of the shareholders by way of a special resolution and subject to other compliances prescribed under the Companies Act, 2013.

An exception is however provided in case of an increase in subscribed capital of a company caused by exercise of an option to convert debentures or loans raised by the company into shares. However, the terms of such issuance or loans must be previously approved by a special resolution at a general meeting of the company.

**(b) Maintenance of Registers and Other Books and Returns**

The Bank is required to prepare and maintain its accounts and balance sheet in accordance with both the Banking Regulation Act, 1949 and the Companies Act, 2013. It must maintain its ‘Records’ (namely, the register(s), index(es), agreement(s), memorandum, minutes or any other document required by the Companies Act, 2013 or the relevant rules) as well as the ‘books of accounts’ in either physical or electronic form. The Companies Act, 2013 also prescribes additional filing requirements with the Registrar relating to the operations of the company, buy back of securities and resolutions passed at meetings of the Board of Directors.

Further, while banks are exempted from filing requirement for details regarding acceptance of deposits from the public, they must file periodic statements with the Reserve Bank of India about their assets and liabilities, and such further information that may be required to be furnished. The banks must also file copies of the annual accounts and auditor's report with the Reserve Bank of India and the Registrar.

See also "- (2) Corporate System and Organization provided for in Articles of Incorporation, etc. of Filing Company".

**(c) Regulatory Reporting and Examination Procedures**

The Reserve Bank of India is responsible for supervising the Indian banking system under various provisions of the Banking Regulation Act, 1949 and the Reserve Bank of India Act, 1934. Presently, this responsibility is discharged by the Reserve Bank of India's Department of Supervision for all scheduled commercial banks excluding regional rural banks. The supervision framework is evolving and the Reserve Bank of India has been progressively moving in line with the Basel 'Core Principles for Effective Banking Supervision'. The existing supervisory framework has been suitably modified towards establishing a risk based supervision framework.

This framework is intended to make the supervisory process for banks more efficient and effective, with the Reserve Bank of India applying differentiated supervision to each bank based on its risk profile. A detailed qualitative and quantitative assessment of the bank's risk is made by the supervisor on an on-going basis an Inspection and Risk Assessment Report is issued by the Reserve Bank of India. The Reserve Bank of India has designated a Senior Supervisory Manager for each bank under this framework who will be the single point of contact for the designated bank.

We are subject to supervision under this framework since fiscal 2013. The Inspection and Risk Assessment Report, and the Risk Mitigation Plan along with the manner of compliance and status of actions taken and proposed to be taken by the Bank are placed before the Audit Committee of the Board and the Board on a quarterly basis. Manner of compliance and the status of the action implemented by the Bank are required to be reported by the Bank to the Reserve Bank of India.

The Reserve Bank of India has established a separate enforcement department with a prospect of dealing with cases of non-compliance with its regulations and to evolve a sound framework and process for enforcement action on regulated banks. Under the Banking Regulation Act, 1949, the Reserve Bank of India may direct a bank to provide information relating to the business or affairs of its associate enterprise and can inspect the books of such enterprise of the bank.

**(d) Shareholders**

(i) Annual General Meeting - A company must convene its annual general meeting within 15 months of such previous meeting or within a period of six months of the end of the previous fiscal year, whichever is earlier, by service of notice to its shareholders. The notice must specify the place, date, day and hour of the meeting and shall contain a statement of business to be transacted at such meeting and be accompanied by the annual accounts of the company, the directors' report, auditors' report; together with an explanatory statement listing the details of interested parties to the proposed resolution/s and any other information and facts that may enable the members to understand the meaning, scope and implication of the items of business and to take decision thereon. This notice can be served through electronic mode as well, in which case the company must maintain a record of the communication.

The following matters constitute ordinary business at an annual general meeting:

- consideration of financial statements and the reports of the Board of Directors and auditors;
- declaration of any dividend;
- appointment of directors in place of those retiring; and
- appointment of, and fixing of remuneration of, the auditors.

(ii) Extraordinary General Meeting - The Board may call an extraordinary general meeting for transacting urgent business by serving a notice of not less than clear 21 days to the members. The notice period for extraordinary general meeting can be reduced with the consent of majority in number of members entitled to vote and who represent not less than 95% of such part of the paid-up share capital of the company, as gives a right to vote at the meeting.

(iii) A member who is entitled to attend and vote at a general meeting shall be entitled to appoint another person as a proxy to attend and vote at the meeting on his behalf. Such proxy however, is not entitled to speak at such meeting and can vote only on a poll.

(iv) The Companies Act, 2013 provides for a quorum of 30 members personally present (not by proxy) for a public company meeting which has total number of members more than 5,000 as on the date of the meeting. The quorum can be increased by the Articles.

(v) Resolutions passed by shareholders may be an ordinary resolution where the votes cast in favour of the resolution exceed the votes cast against the resolution by the shareholders, so entitled and voting. However, some matters are required by the Companies Act, 2013 to be passed by a special resolution, where the votes cast in favour are not less than three times the number of votes cast against the resolution by the shareholders so entitled and voting.

(vi) Voting for companies having their equity shares listed on the stock exchange will be through electronic voting. The voting rights of each member are in proportion to the share of the paid-up capital of the company held by such member on a cut-off date to be decided by the Company. Companies can also have resolutions put to vote by postal ballot subject to compliance with the provisions of the Companies Act, 2013 and the rules thereunder.

Additionally, the Reserve Bank of India, in exercise of powers conferred by the Banking Regulation Act has notified a ceiling on voting rights in a banking company for single shareholder of 26.0% of the total voting rights of a bank. However, any acquisition of shareholding/voting rights which result in the aggregate holdings (as defined in Reserve

Bank of India (Commercial Banks - Acquisition and Holding of Shares or Voting Rights) Directions, 2025) to be 5.0% or more, will require the prior approval of the Reserve Bank of India. For the purpose of determining 5.0% shareholding/voting rights, the holdings of equity shares and ADS are required to be collectively considered. If aggregate holding of a major shareholder falls below 5.0%, Reserve Bank of India approval will again be needed to raise the holding again to 5.0% or above.

**(e) Management and Operation**

*(i) Directors* - Under the Companies Act, 2013, a listed public company can have any number of directors between three and 15, with at least one woman director and one resident director. A public company listed on a stock exchange must also have at least one-third of the total number of its directors as independent Directors. All the directors of a company must be individuals. Under the Companies Act, 2013, for appointment of more than 15 directors; a special resolution would be required. A company may, by ordinary resolution, remove a director before the expiry of his/her office after giving him a reasonable opportunity of being heard, except where the company has chosen to appoint not less than two-thirds of the total number of directors according to the principle of proportional representation.

The Companies Act, 2013 provides that an independent Director shall not hold office for more than two consecutive terms of five years each provided that the director is re-appointed by passing a special resolution on completion of first term of five consecutive years and disclosure of such re-appointment is made in the Board's report. Pursuant to the provisions of the Banking Regulation Act, none of the directors other than the Chairman and whole-time Directors may hold office continuously for a period exceeding eight years. The Companies Act, 2013, also provides that in respect of banking companies, the provisions of the Companies Act, 2013 shall apply, except in so far as the said provisions are inconsistent with the provisions of the Banking Regulation Act, 1949.

Pursuant to the provisions of the Companies Act, 2013, not less than two-thirds of the total number of directors other than independent Directors are subject to retirement by rotation. One-third of the directors liable to retire by rotation must retire from office at each annual general meeting of shareholders. A retiring director is eligible for re-election.

The Bank must also adhere to the criteria laid down by the Reserve Bank of India for qualification and remuneration of the directors in a bank. It must seek approval of the Reserve Bank of India for appointment and remuneration of its chairman, managing director and any other whole-time Directors. The Reserve Bank of India can remove any such appointee on the grounds of public interest, interest of depositors or to ensure the bank's proper management. Further, the Reserve Bank of India may also order meetings of the bank's Board to discuss any matter in relation to banks, appoint observers to such meetings and may also make changes to the management of the bank. It may also order the convening of a general meeting of shareholders to elect new directors. A bank cannot appoint as a director any person who is a director of another bank. Not less than 51% of the directors in banks shall consist of persons who shall have special knowledge or practical experience in respect of one or more matters namely - accountancy, agriculture and rural economy, banking, co-operation, law, finance, economics, small-scale industry, Information Technology, Payment & Settlement Systems, Human Resources, Risk Management, Business Management and any other matter the special knowledge of, and practical experience in, which would, in the opinion of Reserve Bank of India, be useful to the bank, with at least two of them having special knowledge or practical experience in respect of agriculture and rural economy, co-operation or small-scale industry.

*(ii) Board* - Subject to the provisions of the Companies Act, 2013 or in the Memorandum or Articles or in any regulations not inconsistent therewith and duly made thereunder including regulations made by the company in general meeting, the Board may exercise all such powers, and do all such acts and things, as the company is authorized to exercise and do. However, the Board shall not exercise any power or do any act or thing, whether under the Companies Act, 2013, or by the Memorandum or Articles, or otherwise, which are required to be exercised or done by the company in a general meeting.

The Board shall *inter alia* exercise the following powers on behalf of the company by means of resolutions passed at its meetings:

- to make calls on shareholders in respect of money unpaid on their shares;
- to authorize buy back of securities under section 68;
- to issue securities, including debentures, whether in or outside India;
- to borrow monies;
- to invest the funds of the company;
- to grant loans or give guarantee or provide security in respect of loans;
- to approve financial statements and the Board's report;
- to diversify the business of the company;
- to approve amalgamation, merger or reconstruction;
- to take over a company or acquire a controlling or substantial stake in another company;
- to make political contributions;
- to appoint or remove key managerial personnel; and
- to appoint internal auditors and secretarial auditor.

**(f) Dividends**

The Banking Regulation Act, 1949 requires the Bank to completely write off capitalized expenses (including preliminary expenses, organization expenses, share-selling commission, brokerage, amounts of losses incurred and any other item of expenditure not represented by tangible assets) and transfer 20% of the disclosed yearly profit to a reserve account before declaring a dividend. However, the Reserve Bank of India mandates that all scheduled commercial banks operating in India (including foreign banks) must transfer not less than 25% of its annual profits before dividends (before appropriations) to the reserve fund.

Further, the Reserve Bank of India guidelines provide that a bank may declare dividends only if all of the following conditions are met:

- Capital adequacy ratio of at least 9.0% for the preceding two completed years and the accounting year for which the bank proposes to declare a dividend;
- Net non-performing asset ratio is less than 7.0%;
- Compliance with the prevailing regulations and guidelines issued by the Reserve Bank of India, including the creation of adequate provision for the impairment of assets, staff retirement benefits, transfer of profits to statutory reserves, etc.;
- The proposed dividend should be payable out of the current year's profit; and
- The Reserve Bank of India should not have placed any explicit restrictions on the bank for declaration of dividends.

In case a bank does not meet the said capital adequacy norms for two consecutive years, but has a capital adequacy ratio of at least 9.0% for the accounting year for which it proposes to declare a dividend, it would be eligible to do so if its net non-performing asset ratio is less than 5.0%.

Further, declaration of dividends by eligible banks is subject to the following:

- The dividend payout ratio (calculated as a percentage of the dividend payable in a year to net profit during the year) must not exceed 40.0%;
- In case the profit for the relevant period includes any extraordinary income, the payout ratio must be calculated after excluding that income for compliance with the prudential payout ratio; and
- The financial statements pertaining to the financial year for which the bank is declaring a dividend should be free of any qualification by the statutory auditors, which might have an adverse effect on the profit during that year. In case of any qualification to that effect, the net profit should be suitably adjusted while computing the dividend payout ratio.

  Addition to above, Reserve Bank of India has issued amendment direction on Reserve Bank of India (Commercial Banks – Prudential Norms on Declaration of Dividend and Remittances of Profits) Directions, 2026 dated March 10, 2026 with effective from April 1, 2026 (i.e., for fiscal year 2026-27), the Bank will declare Dividend for fiscal year 2026-27 based on the said Directions.

  As per RBI Master Direction - Classification, Valuation and Operation of Investment Portfolio of Commercial Banks (Directions), 2023 banks shall not pay dividends out of net unrealized gains recognized in the Profit and Loss Account arising on fair valuation of Level 3 investments on their Balance Sheet. Further, such net unrealized gains on Level 3 investments recognized in the Profit and Loss Account or in the AFS-Reserve shall be deducted from CET 1 capital.

In addition to the above mentioned, banks are subject to the following:

- As per the Reserve Bank of India (Commercial Banks -Prudential Norms on Capital Adequacy) Directions, 2025 subject banks to higher minimum capital requirements and require them to maintain a capital conservation buffer above the minimum requirements to avoid restrictions on capital distributions and discretionary bonus payments.

- According to the framework of Domestic Systemically Important Banks released by the Reserve Bank of India, Domestic Systemically Important Banks will be required to have additional Common Equity Tier 1 capital requirement ranging from 0.20% to 1.00% of risk weighted assets, depending upon the bucket in which they are categorized.

- The Reserve Bank of India issued guidelines for implementation of the Countercyclical Capital Buffer, as per which banks will be subject to restrictions on discretionary distributions (which may include dividend payments) if they do not meet the requirement of Countercyclical Capital Buffer.

- As per Reserve Bank of India guideline on prudential norms for classification, valuation and operations of investment portfolios by banks, profit on sale of investments from held to maturity category shall be appropriated below the line from the Profit and Loss Account to the 'Capital Reserve Account'. The amount so appropriated shall be net of taxes and the amount required to be transferred to Statutory Reserve.

**(g) Bonus Shares**

The Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 permits a company to distribute an amount from its free reserves, securities premium account or capital redemption reserve account to its members, in the form of fully paid up bonus shares. Such issue of bonus shares must be authorized by the Articles, recommended by the Board and approved at a general meeting. The issue of bonus shares is however, prohibited under certain circumstances.

**(h) Consolidation and Subdivision of Shares**

Under the Companies Act, 2013, a company can split or combine the par value of its shares through an ordinary resolution at its general meeting. The company must seek previous approval of the National Company Law Tribunal where alteration of share capital results in variation of shareholder's voting rights, and must notify the Registrar in a prescribed manner.

**(i) Register of Members, Record Dates, Transfer of Shares**

Register of Members - A company shall keep and maintain a register of members indicating the class of shares (whether preference or equity) held by each member residing in or outside India. Under the Depositories Act, 1996, the depository must also maintain a register and an index of beneficial owners. The register must be available for access during business hours, at such reasonable time on every working day as the board may decide, except when it is closed for a specified period prior to the annual general meeting to determine the shares entitled to annual dividends, beginning on the record date. Under the Companies (Management and Administration) Rules, 2014, a company must give at least seven days prior notice or such lesser period as may be specified by the Securities and Exchange Board of India, to the public, and in such manner as may be specified by the Securities and Exchange Board of India, before closing the book of members. The company cannot close the register for more than 30 days at any one time, and in no event for more than 45 days in aggregate in a year.

Transfer of shares - Under the Companies Act, 2013 read with the rules made thereunder, a company may refuse to register the transfer of shares in certain circumstances.

The shares of any member in a public company are otherwise freely transferable, subject to the provisions of the Companies Act, 2013. If a transfer of shares contravenes any of the provisions of the Securities Contracts (Regulation) Act, 1956 (42 of 1956), Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 (15 of 1992) or any other law for the time being in force, the National Company Law Tribunal may, on an application made by the company, a depository incorporated in India, depository participant, the holder of the securities or the Securities and Exchange Board of India, direct the company or the depository to set right the contravention and rectify its register or concerned records.

As per the Securities and Exchange Board of India regulations, the shares of a listed company are transferred/traded only in dematerialized form.

While the shares of the bank are freely transferable, any acquisition or sale of shares is subject to, and needs to comply with, the Ownership Restrictions described in "- II. - 3. Nature of Business - Business - (f) Supervision and Regulation".

**(j) Disclosure of Ownership Interest**

Under the Companies (Management and Administration) Rules, 2014 read with the Companies Act, 2013, the registered members of the company and the 'beneficial owner' of shares in the company must disclose details of the beneficial ownership in the shares in a prescribed manner and within a prescribed time period. In the event of any change in the beneficial ownership of shares of the company, both the registered owner and beneficial owner of the shares must declare the details of such change to the company within 30 days of such change. The beneficial owner cannot by himself or through another person claim any right in respect of a share if a declaration is not made by him. The Companies (Significant Beneficial Owners) Rules, 2018 set out additional requirements in relation to significant beneficial owners.

**(k) Audit and Annual Report**

A company must file its annual report/financial statements with the Registrar within 30 days from the date of its annual general meeting; and send copies of the annual report/financial report to the stock exchanges on which the shares of the company are listed. The company must distribute company's audited financial statements and the reports of the Board and the auditors thereon to every member and debenture trustee of the company. Alternatively listed companies can also make available copies of such audited financial statements/annual report for inspection at the company's Registered Office, during working hours for a period of 21 days before the annual general meeting of the company and provide a statement containing only salient features of such documents in prescribed form or copies of the document, as company may deem fit, to every member and debenture trustee of the company not less than 21 days before the date of the meeting unless shareholders of the company ask for full financial statements. A listed company must also publish its financial statements along with the consolidated financial statements on its official website. Under the Companies Act, 2013, a company must file:

(a) a copy of the financial statements including the consolidated financial statements along with all the documents which are required to be or attached to such financial statements under this Act, duly adopted at the annual general meeting of the company, shall be filed with the Registrar within thirty days of the date of annual general meeting; and

(b) its annual return containing the details of its shares/shareholders, debentures/debenture holders and other company information, within 60 days of the conclusion of the annual general meeting.

**(l) Company Acquisition of Equity Shares (Buy-back of Shares)**

A company can purchase its own shares or other specified securities, subject to compliance with provisions and conditions prescribed under the Companies Act, 2013 and the rules and regulations made thereunder and the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018.

The Companies Act, 2013 further requires companies to maintain a debt equity ratio of 2:1 after buy-back, whereby the ratio of the aggregate of secured and unsecured debts owed by the company must not be more than twice the paid-up capital and free reserves of the company. However, the central government can notify a higher ratio of debt to capital and free reserves for a class or classes of companies.

As per the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, the maximum limit of any buy-back shall be 25% or less of the aggregate of paid-up capital and free reserves of the company, based on standalone or consolidated financial statements of the company, whichever sets out a lower amount. However, the buy-back from the open market through stock exchanges based on the standalone or consolidated financial statements of the company, whichever sets out a lower amount, shall be less than

(i) 15% of the paid-up capital and free reserves of the company till March 31, 2023;

(ii) 10% of the paid up capital and free reserves of the company till March 31, 2024; and

(iii) 5% of the paid up capital and free reserves of the company till March 31, 2025.

Provided further that buy-back from the open market through the stock exchange shall not be allowed with effect from April 1, 2025 <u>till July 31, 2026</u>.

<u>Provided further that with effect from August 1, 2026, the buy-back from the open market through the stock exchange shall be less than fifteen percent of the paid up capital</u>

and free reserves of the company, based on both standalone and consolidated financial statements of the company.

Further, the ratio of the aggregate of secured and unsecured debts owed by the company to the paid-up capital and free reserves after buy-back shall:

(a) be less than or equal to 2:1, based on the standalone or consolidated financial statements of the company whichever is lower; provided that if a higher ratio of the debt to capital and free reserves for the company has been notified under the Companies Act, 2013, the same shall prevail; or

(b) be less than or equal to 2:1, based on the standalone or consolidated financial statements of the company whichever is lower, after excluding financial statements of all subsidiaries that are non-banking financial companies ("NBFCs") and housing finance companies regulated by the Reserve Bank of India or National Housing Bank ("NHB"), as the case may be; provided that buy-back of securities shall be permitted only if all such excluded subsidiaries have their ratio of aggregate of secured and unsecured debts to the paid-up capital and free reserves of not more than 6:1 on standalone basis.

All shares or other specified securities for buy-back shall be fully paid-up.

As per regulation 15

(i) The company shall ensure that at least 75% of the amount earmarked for buy-back, as specified in the resolution of the Board of Directors or the special resolution, as the case may be, is utilized for buying-back shares or other specified securities.

(ii) The company shall ensure that at a minimum of 40% of the amount earmarked for the buy-back, as specified in the resolution of the Board of Directors or the special resolution, as the case may be, is utilized within the initial half of the specified duration.

In the event of non-compliance with regulation 15, the Securities and Exchange Board of India may direct the Merchant Banker to forfeit the escrow account, subject to a maximum of 2.5% of the amount earmarked for buy-back as specified in the resolution of the Board of Directors or the special resolution as the case may be, except in cases as mentioned in regulation 20(viii). The company shall within two working days of the public announcement create an escrow account towards security for performance of its obligations under these regulations, and deposit in escrow account 25% of the amount earmarked for the buy-back as specified in the resolution of the Board of Directors or the special resolution, as the case may be.

Every buy-back shall be completed within a period of one year from the date of passing a special resolution at general meeting or board resolution. A buy-back not exceeding 10% of the total paid-up equity capital and free reserves of the company, based on standalone or consolidated financial statements of the company whichever sets out a lower amount, does not require a special resolution; however, it must be authorized by the board of the company by means of resolution and the Articles of Association. In excess of such limits, a company needs to pass a special resolution in general meeting and the buy-back must be authorized by its Articles of Association. Any ADS holder may participate in a company's purchase of its own shares by surrendering his or her ADSs from the depository facility, acquiring equity shares upon the surrender and then selling those shares back to the company.

While buying back shares from the existing shareholders or open market, there can be no assurance that equity shares offered by an ADS investor in any buy-back of shares will be accepted. ADS investors are advised to consult their legal advisors for advice prior to participating in any buyback by us, including advice related to any related regulatory approvals and tax issues.

**(m) Liquidation Rights**

All surplus assets after payments to the employees, secured creditors, unsecured creditors and preference shareholders are paid to the holders of equity shares in proportion to the amount paid up or credited as paid up on such shares respectively, at the commencement of winding up.

**(n) Redemption of Equity Shares**

There is no provision that permits voluntary redemption of equity shares under the Companies Act, 2013.

**(o) Discriminatory Provisions in Articles**

There are no provisions in the Articles of the Bank discriminating against any existing or prospective holder of shares as a result of such shareholder owning a substantial number of shares.

**(p) Alteration of Shareholders Rights**

Under the Companies Act, 2013, and subject to the provisions of the Memorandum or Articles of a company (with respect to variation), the rights of any class of shareholders may be altered or varied (i) with the consent in writing of the holders of not less than three-fourths of the issued shares of that class; or (ii) by special resolution passed at a separate meeting of the holders of the issued shares of that class. In the absence of any such provision in the Memorandum or Articles, such alteration or variation is permitted as long as it is not prohibited by the terms governing the issuance of the shares of that class. However, if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained, in addition to the existing conditions as stated above.

Further, the Companies Act, 2013 provides that where the holders of 10% or more of the issued shares of a class did not consent to such variation or vote in favour of the special resolution for the variation, an application can be made to the National Company Law Tribunal for cancellation of the variation.

**(q) Limitations on the Rights to Own Securities**

The limitations on the rights to own securities of Indian companies, including the rights of non-resident or foreign shareholders to hold securities, are discussed in the sections entitled "- 2. Foreign Exchange Control System - (2) Restriction on Foreign Ownership of Indian Securities" and "- III. - 3. Risks in Business, etc."

**(r) Provisions on Changes in Capital**

The company's authorized capital can be altered by an ordinary resolution of the shareholders in a general meeting and reduction of capital by a special resolution subject to confirmation by the National Company Law Tribunal. The capital of a company can be changed by any of the following methods -

1. Issue of new shares - Subject to the provisions of the Companies Act, 2013, the company may increase its subscribed capital by issuing new shares. These new shares can be offered to existing equity shareholders, in proportion to the amount paid-up on those shares at the date of the offer; or to employees under a scheme of employees' stock option, if it is authorized by a special resolution; or to any persons, whether or not those persons include existing shareholders or the employees who are offered shares under a scheme of employees' stock option, for cash or for any consideration other than cash, if the price is determined by a registered valuer and if a special resolution is passed by the shareholders.

2. Conversion into equity - The company's issued share capital may be, inter alia, increased by the exercise of warrants attached to any securities of the company, or individually issued, entitling the holder to subscribe for the company's shares, or upon the conversion of convertible debentures issued. The Companies Act, 2013 also allows for issuance of convertible debentures, which carry an option to convert such debentures into shares, wholly or partly, at the time of redemption. Such issuance must be approved by a special resolution at a general meeting.

3. Buy-back of shares - The company can also alter its share capital by way of a reduction of capital or by undertaking a buy-back of shares under the Companies Act, 2013 and the applicable Securities and Exchange Board of India regulations. One of the requirements for buy-back of shares is that the ratio of the aggregate of secured and unsecured debts owed by the company after buy-back should not be more than twice the paid-up capital and its free reserves. An exception is however provided in case the Central Government notifies a higher ratio of debt to capital and free reserves for a class or classes of companies.

4. Consolidation, division, conversion, sub-division or cancellation of shares - The Companies Act, 2013 provides that the company (if authorized by its Articles), and subject to certain conditions, may alter its memorandum in a general meeting, from time to time, to consolidate or divide its share capital into shares of a larger amount, convert shares into stock and vice versa, sub-divide its shares and cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken up or agreed to be taken by any person.

## (2) Corporate System and Organization Provided for in Articles of Incorporation, etc. of Filing Company

Set forth below is a brief summary of the material provisions of our Memorandum and Articles of Association all as currently in effect. The following description of our equity shares and the material provisions of our Memorandum and Articles of Association does not purport to be complete and is qualified in its entirety by our Memorandum and Articles of Association.

[*"Memorandum and Articles of Association" has been inserted here from pages 266 ~ 267 of Form 20-F.*]

**Memorandum and Articles of Association**

**(a) Objects and Purposes**

Pursuant to Clause III. A. 1 of ICICI Bank's Memorandum of Association, ICICI Bank's main objective is to, among other things, carry on the business of banking in any part of India or outside India.

**(b) Provisions Relating to Directors**

Certain provisions of our Articles of Association relating to directors are set forth as follows:

- Article 128 of the Articles of Association provides that no director shall be required to hold any qualification shares of the Company.
- Article 135 of the Articles of Association provides that no director of ICICI Bank shall, as a director, take any part in the discussion of or vote on any contract or arrangement if such director is directly or indirectly concerned or interested in such contract or arrangement.
- Article 137 of the Articles of Association provides that at every Annual General Meeting of the Company, one third of such Directors for the time being as are liable to retire by rotation or if their number is neither three nor a multiple of three, then the number nearest to one-third, shall retire from office. The Debenture Directors, the Government Directors and the other non-rotational Directors shall not be subject to retirement under the Articles of Association.
- Article 138 of the Articles of Association provides that the directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall (unless they otherwise agree among themselves) be determined by lot. There is no provision under the Articles of Association requiring the mandatory retirement of directors at a specified age. Pursuant to the Reserve Bank of India guidelines, a person is eligible for appointment as non-Executive Director, if he or she is between 35 and 75 years of age. After attaining the age of 75 years, no person can continue in this position. Further, pursuant to the Reserve Bank of India guidelines, no person can continue as Managing Director and Chief Executive Officer or whole-time Director beyond the age of 70 years. Within the overall limit of 70 years, individual bank's boards are free to prescribe a lower retirement age for the whole-time Directors, including the Managing Director and Chief Executive Officer.

Directors have no powers to vote in absence of a quorum.

- Article 79 of the Articles of Association provides that the directors may by a resolution passed at a meeting of the Board, borrow moneys and raise and secure the payment of amounts in a manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, redeemable debentures or debenture stock, or any mortgage or charge or other security on the undertaking or the whole or any part of the property of ICICI Bank (both present and future) including our uncalled capital.

**(c) Amendment to Rights of Holders of Equity Shares**

Any change to the existing rights of the equity holders can be made only by amending the Articles of Association which would require a special resolution of the shareholders, passed by not less than three times the number of votes cast against the resolution.

**(d) General Meetings of Shareholders**

We are required to convene our annual general meeting within a period of five months from the date of closing of the financial year. The Board may convene an extraordinary general meeting when necessary or at the request of a shareholder or shareholders holding at least 10% of our paid-up capital carrying voting rights. A general meeting of a company may be called by giving not less than clear 21 days' notice in the manner prescribed under the applicable laws/regulations.

**(e) Change in Control Provisions**

Article 56 of the Articles of Association provides that the Board of Directors may at its discretion decline to register or acknowledge any transfer of any securities in respect of securities upon which we have a lien or while any money in respect of the securities desired to be transferred on any of them remain unpaid. Moreover, the Board of Directors may refuse to register the transfer of, or the transmission by operation of law of the right to or interest in any securities if the total nominal value of any securities intended to be transferred by any person would, together with the total nominal value of any securities held in ICICI Bank, exceed 1% of the paid-up equity share capital of ICICI Bank or if the Board of Directors is satisfied that as a result of such transfer, it would result in the change in the Board of Directors or change in the controlling interest of ICICI Bank and that such change would be prejudicial to the interests of ICICI Bank. However, under the Indian Companies Act, the enforceability of such transfer restrictions is unclear.

**Takeover Code and Listing Regulations**

***(i) Takeover Code:***

ICICI Bank Limited is a listed company in India. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "Takeover Code") will apply to the Bank and to any person acquiring shares or voting rights in the Bank. The Takeover Code has two primary features - the process and the disclosure requirements for the parties.

*(1) Process:* For the acquisition of 25% or more of the voting rights of a public-listed Indian company (the "Target Company"), the acquirer (a person who directly or indirectly, acquires or agrees to acquire whether by himself, or through, or with persons

acting in concert with him, shares or voting rights in, or control over a Target Company) (the "Acquirer") is required to make a public announcement of an open offer for acquiring shares of such Target Company in accordance with these regulations.

Further, no Acquirer, who together with persons acting in concert with him, has acquired and holds in accordance with these regulations shares or voting rights in the Target Company entitling them to exercise 25% or more of the voting rights in the Target Company but less than the maximum permissible non-public shareholding shall acquire within any financial year additional shares or voting rights in such Target Company entitling them to exercise more than 5% of the voting rights, unless the Acquirer makes a public announcement of an open offer for acquiring shares of such Target Company in accordance with these regulations. However, an exemption from the aforesaid requirement has been provided for acquisition beyond 5% but up to 10% of voting rights in the Target Company for the financial year 2020-21 only in respect of the acquisition by a promoter pursuant to preferential issue of equity shares by the Target Company.

*(2) Disclosure:* Certain disclosures are required to be made to the Stock Exchanges (where the Target Company is listed) and to the Target Company (at its Registered Office) by the Acquirer. Upon receipt of disclosures, the Stock Exchange(s) must forthwith disseminate the information. Various disclosures are required to be made under Takeover Code for acquisition of shares or voting rights among others, by the Target Company, the promoter of the Target Company and the Acquirer and persons acting in concert with the Acquirer.

In the event the shares accepted in the open offer were such that the shareholding of the Acquirer taken together with persons acting in concert with him pursuant to completion of the open offer results in their shareholding exceeding the maximum permissible non-public shareholding, the Acquirer shall be required to bring down the non-public shareholding to the level specified and within the time permitted under Securities Contract (Regulation) Rules, 1957 or may get such shares delisted or may make a voluntary offer for delisting only upon expiration of 12 months from date of completion of offer period and in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

***(ii) Listing Regulations:***

The SEBI notified the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") effective December 1, 2015.

The Bank is listed on the 'National Stock Exchange of India Limited' and the 'BSE Ltd', and has entered into listing agreements with these exchanges pursuant to the commencement of the Listing Regulations. The Listing Regulations provide for disclosure of shareholding pattern and certain material events or information respectively to the stock exchanges.

Our ADSs, each representing two equity shares, were originally issued in March 2000 in a public offering and are listed and traded on the New York Stock Exchange under the symbol IBN. The equity shares underlying the ADSs are listed on the 'National Stock Exchange of India Limited' and the 'BSE Ltd'. There is a difference between India and the United States in the level of regulation and monitoring of the securities markets and the activities of investors, brokers, and other market participants. The Securities and Exchange

Board of India is responsible for improving disclosure and regulating insider trading and other matters for the Indian securities markets. There may, however, be different publicly available information about Indian companies that is regularly made available by public companies in the United States. The regulations applicable to us as a result of the listing of our ADS on the NYSE are subject to possible change and policy risks. For example, the SEC has recently issued a concept paper seeking comments on possible changes in rules relating to foreign private issuers, such as us. The continued listing of our securities in US markets is thus subject to various considerations such as applicable regulations, costs and business and financing strategies. The Bank, the Depository and the holders of ADSs have entered into a Deposit Agreement and are bound by its terms. The Bank must also report the 'Total Foreign Shareholding' which is the sum of all foreign entities (whether exercising control or not), and includes ADSs.

**Voting Rights of Deposited Equity Shares Represented by ADSs**

We filed an amendment to Form F-6 and amended the deposit agreement effective January 2, 2026 (as amended, the "Amended Deposit Agreement") to allow our ADS holders to exercise their voting rights through the depositary. Unlike in the past, the depositary will not exercise the voting rights as instructed by our Board. ADS holders are entitled to give instructions for the exercise of voting rights through the depository, and the depository will vote based on ADS holders' voting instructions. In the event that an ADS holder does not provide voting instructions to the depository, the depository will not vote those shares. The exercise of voting rights in respect of the ADSs is subject to legal and regulatory restrictions as set out in applicable laws of the Republic of India as amended or replaced from time to time. The ceiling on voting rights for any individual holder of equity shares is 26.0% of the total voting rights of a bank. Deutsche Bank Trust Company Americas holds 1,149,973,715 equity shares of the Bank constituting 16.0% of the equity share capital of the Bank at June 30, 2026. If the ADS holder wishes, they may withdraw the equity shares underlying their ADSs and seek to exercise their voting rights under the equity shares obtained from the withdrawal. However, for foreign investors, this withdrawal process may be subject to delays. ADS holders may not receive sufficient advance notice of shareholder meetings to enable them to withdraw the underlying equity shares and vote at such meetings. Except as stated above, no shareholder has differential voting rights.

Notwithstanding the foregoing, if a foreign portfolio investor, non-resident Indian ("NRI") or overseas corporate body were to withdraw their equity shares from the depository facility, their investment in the equity shares would be subject to the general restrictions on foreign ownership noted under "- 2. Foreign Exchange Control System - (2) Restriction on Foreign Ownership of Indian Securities".

The obligations of the depository are set out in a deposit agreement among Deutsche Bank Trust Company Americas, the ADS holders, and the Bank. The deposit agreement and the ADSs are governed by the laws of the state of New York.

## 2. Foreign Exchange Control System

[*"Exchange Controls" has been inserted here from pages 246 ~ 247 of Form 20-F.*]

### (1) Exchange Controls

#### (a) Restrictions on Conversion of Rupees

There are restrictions on the conversion of rupees into U.S. $. The FEMA has substantially eased the restrictions on current account transactions, with a few exceptions. However, the Reserve Bank of India continues to exercise control over capital account transactions (i.e., those which alter the assets or liabilities, including contingent liabilities, of persons).

#### (b) Issuance of Depositary Receipts, Restrictions on Sale of the Equity Shares underlying ADSs and Repatriation of Sale Proceeds

The SEBI, via circular dated October 10, 2019, has provided a framework for the issuance of depositary receipts. As per the circular, only a company incorporated in India and listed on a recognized stock exchange in India may issue permissible securities or their holders may transfer permissible securities, for the purpose of issuing depositary receipts subject to compliance with the eligibility criteria defined by SEBI. SEBI has further issued operational guidelines dated October 1, 2020, for monitoring foreign holdings in depositary receipts. Pursuant to the operational guidelines, every listed company shall appoint one Indian depository as the designated depository for the purposes of monitoring such limits. Subsequently, SEBI issued a circular dated December 18, 2020, according to which non-resident Indians shall neither subscribe to any further issue nor make any further acquisition of depositary receipts except issue of depositary receipts to non-resident Indians pursuant to share based employee benefit schemes or pursuant to bonus issue or rights issue. The Listed Company has the obligation to identify the non-resident Indian holders who are issued depositary receipts in terms of employee benefit scheme and provide such information to the designated depository for monitoring limits. There are no end-use restrictions on American Depositary Receipt issue proceeds except as provided under the extant FEMA guideline.

An ADR holder is entitled to hold or transfer ADRs or redeem them into underlying ordinary shares with the option to continue holding ordinary shares. ADR holders have the same rights in respect of bonus and rights issues as any ordinary shareholder of the company.

ADSs issued by Indian companies to non-residents have free convertibility outside India. Under current Indian laws there is a general permission for the sale or transfer of equity shares underlying ADSs obtained after conversion of ADRs by a person not resident in India to a resident of India if the sale is proposed to be made through a recognized stock exchange or when the underlying shares are being sold in terms of an offer made under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. For all other cases of sale of shares underlying the ADRs, permission of the Reserve Bank of India is required.

If a sale of securities has taken place in terms of the rules laid down by the government, the Reserve Bank of India guidelines and other applicable regulations, the sale proceeds may be freely remitted as long as (i) the securities were held on repatriation basis,

(ii) either the securities has been sold in compliance with the pricing guidelines issued by the Reserve Bank of India or the Reserve Bank of India's approval has been obtained in other cases and (iii) a no objection or tax clearance certificate from the income tax authority has been obtained.

The issuance of fresh depositary receipts and any changes or modifications in the existing terms and conditions of ADR/GDR should be in accordance with DR Scheme, 2014, and the SEBI Framework for issue of Depository Receipts, 2019 or/and be subject to approval or clarification from the Reserve Bank of India or the SEBI.

Investment in depositary receipts by a person resident outside India should be in terms of schedule IX of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 dated October 17, 2019, as amended from time to time.

**(2) Restriction on Foreign Ownership of Indian Securities**

[*"Restriction on Foreign Ownership of Indian Securities" has been inserted here from pages 248 ~ 252 of Form 20-F.]*

The Government of India regulates the ownership of Indian companies by foreigners. Foreign investment in securities issued by Indian companies, including the equity shares represented by ADSs, is governed by the FEMA, and the rules and regulations thereunder. FEMA authorizes the Reserve Bank of India to impose restrictions on inflow or outflow of foreign exchange and provides that certain transactions cannot be carried out without the general or special permission of the Reserve Bank of India or relevant departments of the Government of India. FEMA has eased restrictions on current account transactions. However, the Reserve Bank of India continues to exercise control over capital account transactions (i.e., those which alter the assets or liabilities, including contingent liabilities, of persons). The Government of India has laid down rules and the Reserve Bank of India has issued regulations under the FEMA to regulate the various kinds of capital account transactions, including certain aspects of the purchase and issuance of shares of Indian companies.

The issue or transfer of any security of an Indian company by a person resident outside of India, foreign investment in equity instruments (equity shares, compulsorily convertible debentures, compulsorily convertible preference shares and share warrants) as well as issuance of rupee denominated shares for issuing ADSs, are all governed by applicable rules and regulations issued under FEMA, the Depository Receipts Scheme 2014 and by the SEBI, and may be made only in accordance with the terms and conditions specified under such rules and regulations.

The foreign investment limit in Indian companies includes, in addition to foreign direct investments, investment by Foreign Portfolio Investors, Non-Resident Indians, Foreign Currency Convertible Bonds, American Depository Receipts, Global Depository Receipts and convertible preference shares held by foreign entities.

The Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended ("Rules") provide for, among other things, the following restrictions on foreign ownership for private sector banks:

- Foreign investors (including indirect foreign investment made by foreign portfolio investors) may own up to 74.0% of the equity share capital of a private sector bank in India subject to rules and regulations issued by the Government of India and the Reserve Bank of India. Foreign investment up to 49.0% in private sector banks does not require any specific approval, while foreign investment beyond 49.0% and up to 74.0% requires the prior approval of the Government of India, unless an exemption applies. Investments by foreign investors exempted from the requirement for Government of India approval include aggregate foreign portfolio investment (as defined in the Rules) up to 49.0% of the paid-up capital on a fully diluted basis or a sectoral cap (whichever is lower) that does not result in the transfer of ownership or control of the resident Indian company from resident Indian citizens or transfer of ownership or control to persons resident outside India, and other investments by a person resident outside India shall be subject to the conditions of Government approval and compliance of sectoral conditions as laid down in the Rules. The Rules allow Indian companies to freely issue rights and bonus shares to existing non-resident shareholders, subject to adherence to sectoral cap and fulfilling certain conditions laid out in the applicable laws and statute. The aggregate foreign investment limit of 74.0% includes investments by way of foreign direct investments, ADSs/Global Depositary Receipts (Depository Receipts), Foreign Currency Convertible Bonds (mandatorily and compulsorily convertible) and investment under the Portfolio Investment Scheme by foreign portfolio investors and non-resident Indians/Overseas Citizens of India, and also includes shares acquired by subscription to private placements and public offerings and acquisition of shares from existing shareholders. At least 26.0% of the paid-up capital would have to be held by Indian residents at all times, except in regard to a wholly owned subsidiary of a foreign bank.
- Additionally, in the case of proposals requiring prior approval of the Government of India, those proposals involving total foreign equity inflow of more than Rs. 50.0 billion, shall require the approval of the Cabinet Committee on Economic Affairs.
- An individual non-resident Indian's holding is restricted to 5.0% of the total paid-up share capital both on a repatriation and non-repatriation basis and the aggregate limit of investment by all non-resident Indians cannot exceed 10.0% of the total paid up capital both on repatriation and non-repatriation basis. However, non-resident Indian holdings can be allowed up to 24.0% of the total paid-up capital, both on repatriation and non-repatriation basis, subject to a special resolution to this effect passed by the shareholders of the bank.
- Aggregate holding by a person along with his relatives, associate enterprises and persons acting in concert with him, whether directly or indirectly, beneficial or otherwise, of shares or voting rights, of 5.0% or more of the paid-up share capital or voting rights ("Major Shareholding") in a banking company shall require prior approval of the Reserve Bank of India pursuant to Master direction Reserve Bank of India (Commercial Banks - Acquisition and Holding of Shares or Voting Rights) Directions, 2025. The persons from Financial Action Task Force non-compliant jurisdictions shall not be permitted to acquire Major Shareholding in a banking company. However, existing Major Shareholding by persons from Financial Action Task Force non-compliant jurisdiction shall be continued, provided that there shall not be any further acquisition without prior approval of the Reserve Bank of India. If aggregate holding of a person falls below 5.0%, fresh the Reserve Bank of India approval will be required for raising it again to 5.0% or above. Additionally, the

ceiling on voting rights for a single shareholder is 26.0% of the total voting rights of all shareholders of the bank. In addition, a depository may exercise voting rights on behalf of a DR holder subject to the DR holder demonstrating compliance of Section 12B of Banking Regulation Act, 1949.

- A permissible holder may purchase or sell equity shares of a public Indian company which is listed or to be listed on an International Exchange under Direct Listing of Equity Shares of Companies Incorporated in India on International Exchanges Scheme.

Under the Portfolio Investment Scheme:

- Foreign portfolio investors, as referred in SEBI (Foreign Portfolio Investors) Regulations, 2019, may hold share capital up to sectoral cap applicable to such Indian company. However, an Indian company may, with the resolution of its Board of Directors and a special resolution: (i) decrease the aggregate limit before March 31, 2020 to a lower threshold of 24.0% or 49.0% or 74.0% or (ii) increase the aggregate limit to 49.0% or 74.0% or the sectoral cap or any statutory ceiling. However, once the aggregate limit is increased, the limit cannot be reduced later. No single foreign portfolio investor may own 10.0% or more of total paid-up equity capital on a fully diluted basis on behalf of itself or its investor group.
- Overseas corporate bodies are not permitted to invest under the Portfolio Investment Scheme, although they may continue to hold investments that have already been made under the Portfolio Investment Scheme until such time as these investments are sold on the stock exchange. Overseas corporate bodies are derecognized as a class of investor entity by the Reserve Bank of India under various routes and schemes under the foreign exchange rules and regulations.

**Foreign Portfolio Investment Scheme – Purchase of Shares or Convertible Debentures or Warrants**

A foreign portfolio investor registered with the SEBI as per the SEBI (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time can purchase shares or convertible debentures or warrants of an Indian company as per the extant SEBI and FEMA guidelines. The total holding by each foreign portfolio investor or its investor group shall be less than 10.0% of the total paid-up equity capital on a fully diluted basis or less than 10.0% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company. If the total investment exceeds the aforementioned threshold limit, the foreign portfolio investor shall divest the excess holding within five trading days from the date of settlement of the trades resulting in the breach. In the event of failure to do so, the entire investment in the company by such foreign portfolio investors including its investor group shall be considered as FDI and the foreign portfolio investor and its investor group shall not make further portfolio investment in that company. The clubbing of investment limit of foreign portfolio investors is based on common ultimate beneficial ownership. Except for the exemptions provided in these regulations, multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50.0% or common control, shall be treated as part of the same investor group and the investment limits of all such entities shall be clubbed at the investment limit as applicable to a single foreign portfolio investor.

### Transfer of Equity Instruments by a Person Resident Outside India

A person resident outside India (other than a non-resident Indian/overseas citizen of India or a former overseas corporate body) may transfer by way of sale or gift the equity instruments of an Indian company or units held by him or it to any person resident outside India provided that:

- prior government approval shall be obtained for any transfer in case the company is engaged in a sector which requires government approval; and
- where the equity instruments are held by the person resident outside India on a non-repatriable basis, the transfer by way of sale where the transferee intends to hold the equity instruments on a repatriable basis, shall be in compliance with and subject to the adherence to entry routes, sectoral caps or investment limits, as specified in Rules and attendant conditionalities for such investment, pricing guidelines, documentation and reporting requirements for such transfers, as may be specified by the Reserve Bank of India from time to time.

A person resident outside India holding equity instruments of an Indian company or units:

- may transfer the same to a person resident in India by way of gift;
- may sell the same to a person resident in India on a recognized stock exchange in India through a registered broker in the manner prescribed by SEBI; or
- may sell the same to a person resident in India, subject to the adherence to pricing guidelines, documentation and reporting requirements for such transfers as may be specified by the Reserve Bank of India in consultation with the Government from time to time.

The Reserve Bank of India guidelines relating to acquisition by purchase or otherwise of shares or voting rights of a banking company, if such acquisition results in any person owning or controlling 5.0% or more of the paid-up share capital or voting rights of the banking company, are also applicable to foreign investment, whether directly or indirectly, beneficial or otherwise. For more details on the Reserve Bank of India guidelines relating to acquisition and holding of shares or voting rights in banking companies, see "- II. - 3. - (f) - *Ownership and Voting Restrictions*".

### Reporting of Foreign Investments

The Reserve Bank of India has issued guidelines on reporting of foreign investments with the objective of integrating different reporting structures for foreign investments in India. As per the guidelines, a Single Master Form must be filed online. The Single Master Form, as amended from time to time, provides a facility for reporting total foreign investments in an Indian entity as well as investments by persons residing outside India in an investment vehicle.

Indian entities not complying with this pre-requisite will not be able to receive foreign investments (including indirect foreign investments) and will be deemed non-compliant under the FEMA and regulations made thereunder, as amended from time to time.

All the reporting prescribed under 'Foreign Investment in India', except if specifically stated otherwise, is required to be done through the Single Master Form, as amended from time to time, available on the Foreign Investment Reporting and Management System platform of the Reserve Bank of India. The Reserve Bank of India through its circular dated January 4, 2023, advised that the forms submitted with respect to reporting of foreign investment in Single Master Form on Firms Portal will be auto-acknowledged and the Authorised Dealer Category I banks shall verify the same within five working days based on the uploaded documents, as specified. Further, in case of forms filed with delayed reporting of less than or equal to three years, the Authorised Dealer Category I banks will approve the same, subject to payment of late submission fee. For delayed reporting greater than three years, the Authorised Dealer Category I bank will approve the forms subject to compounding of contravention. Under the erstwhile provisions, in case of delayed reporting, the case was supposed to be referred to the Reserve Bank of India, whereas basis the recent amendment, powers have been given to Authorised Dealer to approve delayed reporting subject to payment of late submission fees/compounding, as the case may be.

Currently, an Indian entity or an investment vehicle making a downstream investment in another Indian entity which is considered as indirect foreign investment for the investee Indian entity in terms of Foreign Exchange Management (Non-Debt Instrument) Rules, 2019, shall notify the Secretariat for Industrial Assistance, DPIIT, about such investment (including modality of investment in new/existing ventures) within 30 days of such investment, even if equity instruments have not been allotted. Such entity or investment vehicle shall also file Form DI with the Reserve Bank of India within 30 days from the date of allotment of equity instruments.

**Issue of ADSs**

Indian companies are permitted to raise foreign currency resources through the issuance of shares represented by ADSs to foreign investors under the Depository Receipts Scheme, 2014, as amended from time to time. Such issuance is subject to sectoral caps, entry routes, minimum capitalization norms, pricing norms, among other things, as applicable as per the rules and regulations established by the Government of India and/or the Reserve Bank of India from time to time in this regard.

An Indian company issuing ADSs must comply with certain reporting requirements specified by the Reserve Bank of India. An Indian company may issue ADSs if it is eligible to issue shares to persons resident outside India under the FDI scheme, and shall not exceed the limit on foreign holding of such eligible securities under the extant FEMA and the rules made thereunder, as amended from time to time. Similarly, an Indian company which is not eligible to raise funds from the Indian capital markets, including a company which has been restricted from accessing the securities market by the SEBI, will not be eligible to issue ADSs. As per the Depository Receipts Scheme, 2014, if the issue or purchase of permissible securities underlying the depository receipts does not require approval under the FEMA, no Government of India approval will be required for issuance, purchase or holding of such depository receipts. Overseas corporate bodies as defined under applicable rules, which are not eligible to invest in India and entities prohibited to buy, sell or deal in securities by the SEBI are not eligible to subscribe to ADSs issued by Indian companies.

For transfer of ADSs, investors may need to seek specific approval from Government of India on a case-by-case basis. However, notwithstanding the foregoing, if any investor were to withdraw its equity shares from the ADS program, its investment would be subject to the general restrictions on foreign ownership noted above and may be subject to the portfolio investment restrictions. Secondary purchases of securities of a banking company in India by foreign direct investors or investments by non-resident Indians, and foreign portfolio investors above the ownership levels set forth above require the Government of India's approval on a case-by-case basis. It is unclear whether similar case-by-case approvals of ownership of equity shares withdrawn from the depositary facility by non-resident Indians, overseas corporate bodies and foreign portfolio investors would be required.

Furthermore, if an investor withdraws equity shares from the ADS program and its direct or indirect holding in a private Indian bank is equal to or exceeds 25.0% of its total equity, or when such holding is or exceeds 25.0% of the total equity and thereafter such investor acquires additional 5.0% equity within any financial year, such investor may be required to make a public offer for acquiring shares of the remaining shareholders under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time. For more details on the Reserve Bank of India guidelines relating to acquisition by purchase or otherwise of shares of a private bank, see "- II. - 3. - (f) - *Ownership and Voting Restrictions*".

**Depository Receipts Scheme, 2014**

An eligible person may now issue or transfer eligible securities to a foreign depository for the purpose of issuance of depository receipts in terms of Depository Receipts Scheme, 2014, as amended from time to time. Depository receipts issued under the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 shall be deemed to have been issued under the corresponding provisions of the Depository Receipts Scheme, 2014.

## 3. Taxation Treatment

[*"Taxation" has been inserted here from pages 255 ~ 258 (up to, but not including, "United States Federal Income Tax") of Form 20-F.*]

### (1) Indian Tax

The following discussion of material Indian tax consequences to investors in ADSs and equity shares who are not resident in India, regardless of whether such investors are of Indian origin or not (each, a "non-resident investor"), is based on the provisions of the Income Tax Act, including the special tax regime for ADSs contained in section 115AC of the Income Tax Act, which has been extended to cover additional ADSs that an investor may acquire in a merger or restructuring of the company, and certain regulations implementing the section 115AC regime. The Income Tax Act is amended every year by the Finance Act of the relevant year. Some or all of the tax consequences described herein may be amended or modified by future amendments to the Income Tax Act. This summary is not intended to constitute a complete analysis of the tax consequences under Indian law of the acquisition, ownership and sale of ADSs and equity shares by non-resident investors. Holders should, therefore, consult their own tax advisers regarding the tax consequences of such acquisition, ownership and sale, including the tax consequences under Indian law, the law of the jurisdiction of their residence, any tax treaty between India and their country of residence, and in particular the application of the regulations implementing the section 115AC regime.

**(a) Residence**

For the purposes of the Income Tax Act, an individual is a resident of India during any fiscal year if such individual:

(a) is in India in that year for 182 days or more or

(b) is in India for a period or periods aggregating 365 days or more during the four years preceding that fiscal year and periods aggregating 60 days or more in that fiscal year.

The period of 60 days is replaced with 120 days where an Indian citizen or person of Indian origin who, being resident outside India, comes on a visit to India during the fiscal year and having income in India other than foreign source more than Rs. 1.5 million.

The period of 60 days is replaced with 182 days in the case of:

- an Indian citizen who leaves India for purposes of employment
- as a member of the crew of an Indian ship during the fiscal year or
- an Indian citizen or person of Indian origin who, being resident outside India, comes on a visit to India during the fiscal year, having income in India other than foreign source less than Rs. 1.5 million.

A company is resident in India in any fiscal year if

(a) it is an Indian company or

(b) its place of effective management in that year is in India.

A firm or other association of persons is resident in India except where the control and the management of its affairs are situated wholly outside India.

**(b) Taxation of Distributions**

As per provision of the income tax laws, dividend received in respect of ADS will be taxable at the rate of 10% and payer of the dividend would be required to deduct tax at the rate of 10%.

**(c) Taxation on Exchange of ADSs**

The receipt of equity shares upon the surrender of ADSs by a non-resident investor would not give rise to a taxable event for Indian tax purposes.

**(d) Taxation on Sale of ADSs or Equity Shares**

Any transfer of ADSs outside India by a non-resident investor to another non-resident investor will not give rise to Indian capital gains tax in the hands of the transferor.

Gains on the transfer of ADSs by Foreign Institutional Investors to an Indian resident will be subject to capital gains tax.

Subject to any relief under any relevant double taxation treaty, gain arising from the sale of an equity share will generally give rise to liability for Indian income tax in the hands of the transferor and tax will be required to be withheld at source. Gains will either be taxable as capital gains or as business income, depending upon the nature of holding.

Where the equity share has been held for more than 12 months (measured from the date on which the request for redemption of the ADS was made), the resulting long-term capital gains will be taxable as per the provision of the Income Tax Act, at the rate of 12.5% (plus the applicable surcharge and education cess) under the provision of the Income Tax Act, if the total long-term capital gain exceeds Rs. 0.125 million and the shares are traded on a recognized stock exchange and the securities transaction tax, described below, is paid on such sale and purchase.

For computing capital gains relating to the acquisition made before February, 2018, the cost of acquisition shall be higher of actual cost of acquisition or lower of price of equity shares quoted on stock exchange on January 31, 2018 (if no trading then immediately preceding day) or sale price.

Further, an additional requirement for payment of securities transaction tax on conversion of ADSs to equity shares has been relaxed subject to certain conditions.

If the equity share has been held for 12 months or less, the resulting short-term capital gains will be taxable at a tax rate of 20% (plus the applicable surcharge and education cess). This rate of tax is applicable provided the gains are treated as capital gains and provided the shares are sold on recognized Indian stock exchanges and are subject to securities transaction tax. In other cases, the rate of tax applicable under the provisions of the Income-tax Act varies, subject to a maximum rate of 35% (plus the applicable surcharge and education cess). The actual rate depends on a number of factors, including without limitation the nature of the non-resident investor.

The above rate may be reduced under the provisions of the double taxation treaty entered into by the Government of India with the country of residence of the non-resident investors. The double taxation treaty between the United States and India (the "Treaty") does not provide U.S. residents with any relief from Indian tax on capital gains i.e., it will be taxable as per the local laws of India.

Tax on long-term and short-term capital gains, if payable, as discussed above, upon a sale of equity shares,

(a) To be deducted at source by the person responsible for paying the non-resident, in accordance with the relevant provisions of the Income Tax Act. As per the provisions of the Income Tax Act, any income by way of capital gains payable to non-residents may be subject to withholding of tax at the rate under the Income Tax Act or the double taxation treaty, whichever is more beneficial to the assessee, unless a lower withholding tax certificate is obtained from the tax authorities.

(b) To get the benefit of the applicable double taxation treaty, the non-resident investor must furnish a certificate of his or her residence in a country outside

India and such other documents as may be prescribed under the Act such as valid Permanent Account Number issued by the Indian income tax authorities or tax identification number issued by the income tax authorities of the country of tax residence along with certain other details such as name, e-mail ID, contact number, address etc.

Where Permanent Account Number is submitted, it should be linked to Aadhaar (applicable in case of individuals if Aadhaar is obtained in India). Otherwise tax will be deducted at the higher rate which may go up to 20% or more.

(c) The non-resident will be entitled to a certificate evidencing such tax deduction in accordance with the provisions of the Income Tax Act.

(d) However, as per provisions of the Income Tax Act, no deduction of tax shall be made from capital gain arising from transfer of securities, payable to a Foreign Institutional Investor.

For purposes of determining the amount of capital gains arising on a sale of an equity share for Indian tax purposes, the cost of acquisition of an equity share received upon the surrender of an ADS will be the price of the share prevailing on the BSE Limited or the National Stock Exchange of India Limited on the date a request for such redemption was made. The holding period of an equity share received upon the surrender of an ADS will commence on the date on which request for such redemption of the ADS was made.

A sale/purchase of equity shares entered into on a recognized stock exchange in India, whether settled by actual delivery or transfer, will be subject to the securities transaction tax in the hands of purchaser and seller at the rate of 0.1% on the value of the transaction at the time of sale. However, when settlement is done other than by actual delivery or transfer, it will be subject to the securities transaction tax in the hands of seller at the rate of 0.025% on the value of the transaction at the time of sale.

**(e) Rights**

Distributions to non-resident investors of additional ADSs or equity shares or rights to subscribe for equity shares made with respect to ADSs or equity shares are not subject to Indian income tax in the hands of the non-resident investor.

In case of capital gains derived from the extinguishment of rights outside India by a non-resident investor that is not entitled to exemption under a tax treaty, to another non-resident investor, the sale may be deemed by the Indian tax authorities to be situated within India (as our situs is in India), in which case, any gains realized on the sale of the rights will be subject to Indian capital gains taxation, in the manner discussed above under "- (d) Taxation on Sale of ADSs or Equity Shares".

**(f) Bonus**

The holding period in case of bonus shares will commence from the date of allotment of such bonus shares. The cost of acquisition of bonus shares acquired before January 31, 2018 will be the fair market value of the bonus shares as on January 31, 2018 but shall not exceed the sales price. The cost of acquisition of bonus shares acquired after January 31, 2018 will be considered as nil.

### (g) General Anti Avoidance Rule

The powers to invoke provisions under General Anti Avoidance of Tax are bestowed upon the Indian income tax authorities if they allege that the primary motive of a particular transaction or arrangement is to obtain a tax advantage. If provisions under General Anti Avoidance of Tax are invoked by tax authorities, then a tax benefit or benefit under the tax treaty may be denied.

### (h) Stamp Duty

Pursuant to an amendment to the Indian Stamp Act, 1899 effective July 1, 2020, stamp duty is payable on any issue/transfer of equity shares in non-physical form. Our equity shares are compulsorily delivered in non-physical form.

Upon the issuance of the equity shares underlying ADSs, we, are required to pay a stamp duty of 0.005% of the total market value of the equity shares issued. A transfer of ADSs is not subject to stamp duty under Indian law. However, transfer of equity shares (on delivery basis) by a non-resident investor is subject to stamp duty at the rate of 0.015% of the market value of the equity shares on the trade date. Such stamp duty is payable, (i) by the buyer in case the transfer of equity shares is through a stock exchange and (ii) by the seller in case the transfer of equity shares is other than through a stock exchange or is through a depository or is other than through a depository.

### (i) Other Taxes

At present, there are no taxes on wealth, gifts or inheritance which apply to the ADSs or underlying equity shares.

### (j) Goods and Services Tax

Goods and Services Tax is a single comprehensive tax levied on the manufacture, sale and consumption of goods and services at a national level. It is applicable from July 1, 2017 on all transactions of goods and services on which various indirect taxes levied by the Center and States is submersed except goods and services outside the purview of Goods and Services Tax and transactions below the threshold limit. Brokerage fees paid to stockbrokers in connection with the sale or purchase of shares which are listed on any recognized stock exchange in India are subject to Goods and Services Tax at a rate of 18%. The stockbroker is responsible for collecting the Goods and Services Tax and paying it to the relevant authority. Sale of the securities including ADS and equity shares is outside the purview of Goods and Services Tax.

## (2) Japanese Tax

Subject to compliance with and the limitations of the applicable tax convention, the Income Tax Law, the Corporation Tax Law, the Inheritance Tax Law and other current and pertinent laws and regulations of Japan, credit may be claimed as offsets to taxes payable in Japan by Japanese persons or Japanese corporations for Indian taxes to which the income (and estate, as to individuals) of such persons or corporations have been subjected as noted in the above description of Indian taxation. For further information concerning Japanese taxation, please refer to "- VIII. - (2) - (g) Tax Treatment in Japan with respect to Dividends, etc." below.

## 4. Legal Opinion

A legal opinion has been provided by Mr. Nilanjan Sinha, General Counsel, among others, substantially to the effect that:

(i) the Company has been duly incorporated and is validly existing as a company limited by shares under the laws of India with full power and authority to conduct its business and to own and operate its property as described in the Annual Securities Report; and

(ii) all statements contained in the Annual Securities Report with respect to the laws and regulations of India are true and correct in all material respects.

## II. OUTLINE OF COMPANY

### 1. Trends in Major Business Indices, etc.

[*"Selected Statistical Information" has been inserted here from pages 117 ~ 138 of Form 20-F.*]

The following information should be read together with our financial statements included in this report as well as "- III. - 4. Management's Analysis of Financial Position, Operating Results and Statement of Cash Flows".

**Average Balance Sheet**

The average balances are the sum of daily average balances outstanding. The yield on average interest-earning assets is the ratio of interest earned to average interest-earning assets. The cost of average interest-bearing liabilities is the ratio of interest expended to average interest-bearing liabilities. The average balances of advances include non-performing advances and are net of allowance for loan losses. We have re-calculated tax-exempt income on a tax-equivalent basis. Other interest income, which includes interest on tax refunds and income from swaps has been bifurcated into rupee and foreign currency amounts in order to facilitate the explanation of movements of rupee and foreign currency spreads and margins. These swaps are not part of our trading portfolio and are undertaken by us to manage the market risk arising from our assets and liabilities.

The following table sets forth, for the periods indicated, the average balances of the assets and liabilities, which contribute to the major components of interest earned, interest expended and net interest income.

| | Year ended March 31, | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | 2024 | | | 2025 | | | 2026 | | |
| | Average balance | Interest income/ expense | Average yield/cost | Average balance | Interest income/ expense | Average yield/cost | Average balance | Interest income/ expense | Average yield/cost |
| | (in millions, except percentages) | | | | | | | | |
| **Assets:** | | | | | | | | | |
| **Advances:** | | | | | | | | | |
| Rupee................. | Rs.11,017,318 | Rs.1,108,708 | 10.06% | Rs.12,747,775 | Rs. 1,272,610 | 9.98% | Rs. 14,127,734 | Rs.1,331,960 | 9.43% |
| Foreign currency. | 976,161 | 57,190 | 5.86 | 1,011,729 | 59,827 | 5.91 | 946,237 | 46,083 | 4.87 |
| **Total advances** | **11,993,479** | **1,165,898** | **9.72** | **13,759,504** | **1,332,437** | **9.68** | **15,073,971** | **1,378,043** | **9.14** |
| **Investments:** | | | | | | | | | |
| **Investments in Government securities:** | | | | | | | | | |
| Rupee................. | 4,471,598 | 316,780 | 7.08 | 5,170,395 | 372,849 | 7.21 | 5,303,926 | 374,088 | 7.05 |
| Foreign currency. | 45,013 | 1,391 | 3.09 | 38,601 | 1,290 | 3.34 | 50,271 | 1,487 | 2.96 |
| **Total investment in Government securities** | **4,516,611** | **318,171** | **7.04** | **5,208,996** | **374,139** | **7.18** | **5,354,197** | **375,575** | **7.01** |
| **Other investments:** | | | | | | | | | |
| Rupee................. | 875,898 | 57,784 | 6.60 | 1,456,207 | 94,060 | 6.46 | 1,813,752 | 116,523 | 6.42 |
| Foreign currency. | 109,792 | 5,223 | 4.76 | 98,455 | 4,955 | 5.03 | 109,073 | 4,933 | 4.52 |
| **Total other investments** | **985,690** | **63,007** | **6.39** | **1,554,662** | **99,015** | **6.37** | **1,922,825** | **121,456** | **6.32** |
| **Total investments:** | | | | | | | | | |
| Rupee................. | 5,347,496 | 374,566 | 7.00 | 6,626,602 | 466,909 | 7.05 | 7,117,679 | 490,611 | 6.89 |
| Foreign currency. | 154,805 | 6,614 | 4.27 | 137,056 | 6,245 | 4.56 | 159,343 | 6,420 | 4.03 |
| **Total investments** | **5,502,301** | **381,180** | **6.93** | **6,763,658** | **473,154** | **7.00** | **7,277,022** | **497,031** | **6.83** |
| **Other interest-earning assets:** | | | | | | | | | |
| **Lending with the Reserve Bank of India:** | | | | | | | | | |
| Rupee................. | 35,360 | 2,249 | 6.36 | 46,402 | 2,928 | 6.31 | 56,733 | 3,024 | 5.33 |
| Foreign currency. | - | - | - | - | - | - | - | - | - |
| **Total lending with the Reserve Bank of India** | **35,360** | **2,249** | **6.36** | **46,402** | **2,928** | **6.31** | **56,733** | **3,024** | **5.33** |
| **Repo lending:** | | | | | | | | | |
| Rupee................. | 95,537 | 6,494 | 6.80 | 106,623 | 6,977 | 6.54 | 110,468 | 6,222 | 5.63 |
| Foreign currency. | - | - | - | - | - | - | - | - | - |
| **Total repo lending** | **95,537** | **6,494** | **6.80** | **106,623** | **6,977** | **6.54** | **110,468** | **6,222** | **5.63** |
| **Deposits in other banks:** | | | | | | | | | |
| Rupee................. | 88,682 | 6,336 | 7.14 | 135,374 | 10,255 | 7.58 | 166,877 | 11,480 | 6.88 |
| Foreign currency. | 154,610 | 9,780 | 6.33 | 229,839 | 12,201 | 5.31 | 410,504 | 17,910 | 4.36 |
| **Total deposits in other banks** | **243,292** | **16,116** | **6.62** | **365,213** | **22,456** | **6.15** | **577,381** | **29,390** | **5.09** |
| **Other assets:** | | | | | | | | | |
| Rupee................. | 792,694 | 6,236 | 0.79 | 804,332 | 7,301 | 0.91 | 689,177 | 5,140 | 0.75 |
| Foreign currency. | 182,952 | 6,831 | 3.73 | 207,346 | 7,604 | 3.67 | 291,200 | 8,478 | 2.91 |
| **Total other assets** | **975,646** | **13,067** | **1.34** | **1,011,678** | **14,905** | **1.47** | **980,377** | **13,618** | **1.39** |
| **Total other interest-** | | | | | | | | | |

| | Year ended March 31, | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | 2024 | | | 2025 | | | 2026 | | |
| | Average balance | Interest income/ expense | Average yield/cost | Average balance | Interest income/ expense | Average yield/cost | Average balance | Interest income/ expense | Average yield/cost |
| | (in millions, except percentages) | | | | | | | | |
| **earning assets:** | | | | | | | | | |
| Rupee................. | 1,012,273 | 21,315 | 2.11 | 1,092,731 | 27,461 | 2.51 | 1,023,255 | 25,866 | 2.53 |
| Foreign currency. | 337,562 | 16,611 | 4.92 | 437,185 | 19,805 | 4.53 | 701,704 | 26,388 | 3.76 |
| **Total other interest-earning assets** | **1,349,835** | **37,926** | **2.81** | **1,529,916** | **47,266** | **3.09** | **1,724,959** | **52,254** | **3.03** |
| **Other interest income:** | | | | | | | | | |
| Rupee................. | | 7,886 | | | 9,643 | | | 19,686 | |
| Foreign currency. | | 2,380 | | | 942 | | | 5,315 | |
| **Total other interest income** | | **10,266** | | | **10,585** | | | **25,001** | |
| **Interest-earning assets:** | | | | | | | | | |
| Rupee................. | 17,377,087 | 1,512,475 | 8.70 | 20,467,108 | 1,776,623 | 8.68 | 22,268,668 | 1,868,123 | 8.39 |
| Foreign currency. | 1,468,528 | 82,795 | 5.64 | 1,585,970 | 86,819 | 5.47 | 1,807,284 | 84,206 | 4.66 |
| **Total interest-earning assets** | **18,845,615** | **1,595,270** | **8.46** | **22,053,078** | **1,863,442** | **8.45** | **24,075,952** | **1,952,329** | **8.11** |
| Fixed assets ........ | 117,172 | | | 142,321 | | | 165,445 | | |
| Other assets ........ | 2,422,172 | | | 2,732,224 | | | 2,551,027 | | |
| Total non-earning assets . | 2,539,344 | | | 2,874,545 | | | 2,716,472 | | |
| **Total assets** | **Rs.21,384,959** | **Rs. 1,595,270** | | **Rs.24,927,623** | **Rs. 1,863,442** | | **Rs.26,792,424** | **Rs.1,952,329** | |
| **Liabilities:** | | | | | | | | | |
| **Savings account deposits:** | | | | | | | | | |
| Rupee................. | 3,576,469 | 113,510 | 3.17 | 3,940,259 | 124,488 | 3.16 | 4,238,350 | 110,187 | 2.60 |
| Foreign currency. | 49,249 | 1,348 | 2.74 | 44,087 | 1,313 | 2.98 | 51,277 | 1,133 | 2.21 |
| **Total savings account deposits** | **3,625,718** | **114,858** | **3.17** | **3,984,346** | **125,801** | **3.16** | **4,289,627** | **111,320** | **2.60** |
| **Time deposits:** | | | | | | | | | |
| Rupee................. | 7,266,625 | 453,667 | 6.24 | 8,474,332 | 565,769 | 6.68 | 9,302,868 | 602,596 | 6.48 |
| Foreign currency. | 439,291 | 19,319 | 4.40 | 516,586 | 24,909 | 4.82 | 600,639 | 25,587 | 4.26 |
| **Total time deposits** | **7,705,916** | **472,986** | **6.14** | **8,990,918** | **590,678** | **6.57** | **9,903,507** | **628,183** | **6.34** |
| **Other demand deposits:** | | | | | | | | | |
| Rupee................. | 1,369,772 | | | 1,554,323 | | | 1,757,078 | | |
| Foreign currency. | 162,634 | | | 152,537 | | | 188,274 | | |
| **Total other demand deposits** | **1,532,406** | | | **1,706,860** | | | **1,945,352** | | |
| **Total deposits:** | | | | | | | | | |
| Rupee................. | 12,212,866 | 567,177 | 4.64 | 13,968,914 | 690,257 | 4.94 | 15,298,296 | 712,783 | 4.66 |
| Foreign currency. | 651,174 | 20,667 | 3.17 | 713,210 | 26,222 | 3.68 | 840,190 | 26,720 | 3.18 |
| **Total deposits** | **12,864,040** | **587,845** | **4.57** | **14,682,124** | **716,479** | **4.88** | **16,138,486** | **739,503** | **4.58** |
| **Long-term borrowings:** | | | | | | | | | |
| Rupee................. | 1,256,389 | 91,756 | 7.30 | 1,322,960 | 97,847 | 7.40 | 994,578 | 70,753 | 7.11 |
| Foreign currency. | 283,052 | 14,500 | 5.12 | 274,068 | 13,046 | 4.76 | 222,812 | 10,834 | 4.86 |
| **Total long-term borrowings** | **1,539,441** | **106,256** | **6.90** | **1,597,028** | **110,893** | **6.94** | **1,217,390** | **81,587** | **6.70** |

| | Year ended March 31, | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | 2024 | | | 2025 | | | 2026 | | |
| | Average balance | Interest income/ expense | Average yield/cost | Average balance | Interest income/ expense | Average yield/cost | Average balance | Interest income/ expense | Average yield/cost |
| | (in millions, except percentages) | | | | | | | | |
| **Short-term borrowings:** | | | | | | | | | |
| **Borrowings under liquidity adjustment facility with the Reserve Bank of India:** | | | | | | | | | |
| Rupee................. | 27,474 | 1,829 | 6.66 | 70,961 | 4,612 | 6.50 | 47,532 | 2,658 | 5.59 |
| Foreign currency. | - | - | - | 1,027 | 32 | 3.12 | 3,489 | 78 | 2.24 |
| **Total borrowings under liquidity adjustment facility with the Reserve Bank of India** | **27,474** | **1,829** | **6.66** | **71,988** | **4,644** | **6.45** | **51,021** | **2,736** | **5.36** |
| **Repo borrowings:** | | | | | | | | | |
| Rupee................. | 332,045 | 21,954 | 6.61 | 338,944 | 21,968 | 6.48 | 374,349 | 20,313 | 5.43 |
| Foreign currency. | 4,492 | 306 | 6.81 | 3,522 | 237 | 6.73 | 2,696 | 116 | 4.30 |
| **Total repo borrowings** | **336,537** | **22,260** | **6.61** | **342,466** | **22,205** | **6.48** | **377,045** | **20,429** | **5.42** |
| **Other short-term borrowings:** | | | | | | | | | |
| Rupee................. | 178,801 | 13,743 | 7.69 | 338,440 | 25,765 | 7.61 | 563,953 | 38,503 | 6.83 |
| Foreign currency. | 208,785 | 9,149 | 4.38 | 255,309 | 10,291 | 4.03 | 230,889 | 7,527 | 3.26 |
| **Total other short-term borrowings** | **387,586** | **22,892** | **5.91** | **593,749** | **36,055** | **6.07** | **794,842** | **46,030** | **5.79** |
| **Short-term borrowings:** | | | | | | | | | |
| Rupee................. | 538,320 | 37,526 | 6.97 | 748,345 | 52,345 | 6.99 | 985,834 | 61,474 | 6.24 |
| Foreign currency. | 213,277 | 9,455 | 4.43 | 259,858 | 10,560 | 4.06 | 237,074 | 7,721 | 3.26 |
| **Total short-term borrowings** | **751,597** | **46,981** | **6.25** | **1,008,203** | **62,905** | **6.24** | **1,222,908** | **69,195** | **5.66** |
| **Total borrowings:** | | | | | | | | | |
| Rupee................. | 1,794,709 | 129,282 | 7.20 | 2,071,305 | 150,192 | 7.25 | 1,980,412 | 132,227 | 6.68 |
| Foreign currency. | 496,329 | 23,955 | 4.83 | 533,926 | 23,606 | 4.42 | 459,886 | 18,555 | 4.03 |
| **Total borrowings** | **2,291,038** | **153,237** | **6.69** | **2,605,231** | **173,798** | **6.67** | **2,440,298** | **150,782** | **6.18** |
| **Interest-bearing liabilities:** | | | | | | | | | |
| Rupee................. | 14,007,575 | 696,459 | 4.97 | 16,040,219 | 840,449 | 5.24 | 17,278,708 | 845,010 | 4.89 |
| Foreign currency. | 1,147,503 | 44,622 | 3.89 | 1,247,136 | 49,828 | 4.00 | 1,300,076 | 45,275 | 3.48 |
| **Total interest-bearing liabilities** | **15,155,078** | **741,082** | **4.89** | **17,287,355** | **890,277** | **5.15** | **18,578,784** | **890,285** | **4.79** |
| Other liabilities... | 3,897,917 | | | 4,763,941 | | | 4,804,647 | | |
| Total liabilities.... | 19,052,995 | 741,082 | | 22,051,296 | 890,277 | | 23,383,431 | 890,285 | |
| Stockholders' equity ............ | 2,331,964 | | | 2,876,327 | | | 3,408,993 | | |
| **Total liabilities and stockholders' equity** | **Rs.21,384,959** | **Rs. 741,082** | | **Rs.24,927,623** | **Rs. 890,277** | | **Rs.26,792,424** | **Rs. 890,285** | |

(1) Previous period figures have been re-grouped/re-classified where necessary to conform to current period classification.

### Analysis of Changes in Interest Earned and Interest Expended: Volume and Rate Analysis

The following table sets forth, for the periods indicated, the changes in the components of net interest income. The changes in net interest income between periods have been reflected as attributed either to volume or rate changes. For the purpose of this table, changes which are due to both volume and rate have been allocated solely to volume.

| | Fiscal 2025 vs. Fiscal 2024 | | | Fiscal 2026 vs. Fiscal 2025 | | |
|---|---|---|---|---|---|---|
| | | Increase (decrease) due to | | | Increase (decrease) due to | |
| | Net change | Change in average volume | Change in average rate | Net change | Change in average volume | Change in average rate |
| | | | (in millions) | | | |
| **Interest earned:** | | | | | | |
| **Advances:** | | | | | | |
| Rupee.................................... | Rs. 163,902 | Rs. 172,751 | Rs. (8,849) | Rs. 59,350 | Rs. 130,102 | Rs. (70,752) |
| Foreign currency................... | 2,637 | 2,103 | 534 | (13,744) | (3,190) | (10,554) |
| **Total advances** | **166,539** | **174,854** | **(8,315)** | **45,606** | **126,912** | **(81,306)** |
| **Investment:** | | | | | | |
| **Investment in Government securities:** | | | | | | |
| Rupee.................................... | 56,069 | 50,392 | (5,677) | 1,239 | 9,418 | (8,179) |
| Foreign currency................... | (101) | (214) | 113 | 197 | 345 | (148) |
| **Total investment in Government securities** | **55,968** | **50,178** | **(5,790)** | **1,436** | **9,763** | **(8,327)** |
| **Other investments:** | | | | | | |
| Rupee.................................... | 36,276 | 37,484 | (1,208) | 22,463 | 22,970 | (507) |
| Foreign currency................... | (268) | (571) | 303 | (22) | 480 | (502) |
| **Total other investments** | **36,015** | **36,913** | **(905)** | **22,441** | **23,450** | **(1,009)** |
| **Total investments:** | | | | | | |
| Rupee.................................... | 92,343 | 90,126 | 2,217 | 23,702 | 33,849 | (10,147) |
| Foreign currency................... | (369) | (814) | 440 | 175 | 898 | (723) |
| **Total investments** | **91,974** | **89,312** | **2,657** | **23,877** | **34,747** | **(10,870)** |
| **Other interest-earning assets:** | | | | | | |
| **Lending with the Reserve Bank of India:** | | | | | | |
| Rupee.................................... | 679 | 697 | (18) | 96 | 551 | (455) |
| Foreign currency................... | - | - | - | - | - | - |
| **Total lending with the Reserve Bank of India** | **679** | **697** | **(18)** | **96** | **551** | **(455)** |
| **Repo lending:** | | | | | | |
| Rupee.................................... | 483 | 725 | (242) | (755) | 217 | (972) |
| Foreign currency................... | - | - | - | - | - | - |
| **Total repo lending** | **483** | **725** | **(242)** | **(755)** | **217** | **(972)** |
| **Deposits in other banks:** | | | | | | |
| Rupee.................................... | 3,919 | 3,537 | 382 | 1,225 | 2,167 | (942) |
| Foreign currency................... | 2,421 | 3,994 | (1,573) | 5,709 | 7,882 | (2,173) |
| **Total deposits in other banks** | **6,340** | **7,531** | **(1,191)** | **6,934** | **10,049** | **(3,115)** |

| | Fiscal 2025 vs. Fiscal 2024 | | | Fiscal 2026 vs. Fiscal 2025 | | |
|---|---|---|---|---|---|---|
| | | Increase (decrease) due to | | | Increase (decrease) due to | |
| | Net change | Change in average volume | Change in average rate | Net change | Change in average volume | Change in average rate |
| | | | (in millions) | | | |
| **Other assets:** | | | | | | |
| Rupee.................................... | 1,065 | 106 | 959 | (2,161) | (859) | (1,302) |
| Foreign currency................... | 773 | 895 | (122) | 874 | 2,441 | (1,567) |
| **Total other assets** | **1,838** | **1,001** | **837** | **(1,287)** | **1,582** | **(2,869)** |
| **Other interest-earning assets:** | | | | | | |
| Rupee.................................... | 6,146 | 2,022 | 4,124 | (1,595) | (1,756) | 161 |
| Foreign currency................... | 3,194 | 4,513 | (1,319) | 6,583 | 9,947 | (3,364) |
| **Total other interest earning assets** | **9,340** | **6,535** | **2,805** | **4,988** | **8,191** | **(3,203)** |
| **Other interest income:** | | | | | | |
| Rupee.................................... | 1,757 | - | 1,757 | 10,043 | - | 10,043 |
| Foreign currency................... | (1,438) | - | (1,438) | 4,373 | - | 4,373 |
| **Other interest income** | **319** | **-** | **319** | **14,416** | **-** | **14,416** |
| **Total interest earned:** | | | | | | |
| Rupee.................................... | 264,148 | 264,899 | (751) | 91,500 | 162,195 | (70,695) |
| Foreign currency................... | 4,024 | 5,802 | (1,783) | (2,613) | 7,655 | (10,268) |
| **Total interest earned** | **268,172** | **270,701** | **(2,534)** | **88,887** | **169,850** | **(80,963)** |
| **Interest expense:** | | | | | | |
| **Savings account deposits:** | | | | | | |
| Rupee.................................... | 10,978 | 11,494 | (516) | (14,301) | 7,750 | (22,051) |
| Foreign currency................... | (35) | (154) | 119 | (180) | 159 | (339) |
| **Total savings account deposits** | **10,943** | **11,340** | **(397)** | **(14,481)** | **7,909** | **(22,390)** |
| **Time deposits:** | | | | | | |
| Rupee.................................... | 112,102 | 80,630 | 31,472 | 36,827 | 53,669 | (16,842) |
| Foreign currency................... | 5,590 | 3,727 | 1,863 | 678 | 3,581 | (2,903) |
| **Total time deposits** | **117,692** | **84,357** | **33,335** | **37,505** | **57,250** | **(19,745)** |
| **Total deposits:** | | | | | | |
| Rupee.................................... | 123,080 | 92,124 | 30,956 | 22,526 | 61,419 | (38,893) |
| Foreign currency................... | 5,555 | 3,573 | 1,982 | 498 | 3,740 | (3,242) |
| **Total deposits** | **128,635** | **95,697** | **32,938** | **23,024** | **65,159** | **(42,135)** |
| **Borrowings:** | | | | | | |
| **Long-term borrowings:** | | | | | | |
| Rupee.................................... | 6,091 | 4,924 | 1,167 | (27,094) | (23,361) | (3,733) |
| Foreign currency................... | (1,454) | (428) | (1,026) | (2,212) | (2,492) | 280 |
| **Total long-term borrowings** | **4,637** | **4,496** | **141** | **(29,306)** | **(25,853)** | **(3,453)** |
| **Borrowings under liquidity adjustment facility with the Reserve Bank of India:** | | | | | | |
| Rupee.................................... | 2,783 | 2,826 | (43) | (1,954) | (1,310) | (644) |
| Foreign currency................... | 32 | 32 | - | 46 | 55 | (9) |
| **Total borrowings under liquidity adjustment facility with the Reserve Bank of India** | **2,815** | **2,858** | **(43)** | **(1,908)** | **(1,255)** | **(653)** |
| **Repo borrowings:** | | | | | | |
| Rupee.................................... | 14 | 447 | (433) | (1,655) | 1,921 | (3,576) |
| Foreign currency................... | (69) | (65) | (4) | (121) | (36) | (85) |

| | Fiscal 2025 vs. Fiscal 2024 | | | Fiscal 2026 vs. Fiscal 2025 | | |
|---|---|---|---|---|---|---|
| | | Increase (decrease) due to | | | Increase (decrease) due to | |
| | **Net change** | **Change in average volume** | **Change in average rate** | **Net change** | **Change in average volume** | **Change in average rate** |
| | | | (in millions) | | | |
| **Total repo borrowings** | **(55)** | **382** | **(437)** | **(1,776)** | **1,885** | **(3,661)** |
| **Other short-term borrowings:** | | | | | | |
| Rupee | 12,022 | 12,153 | (131) | 12,738 | 15,397 | (2,659) |
| Foreign currency | 1,142 | 1,875 | (733) | (2,764) | (796) | (1,968) |
| **Total other short-term borrowings** | **13,164** | **14,028** | **(864)** | **9,974** | **14,601** | **(4,627)** |
| **Short-term borrowings:** | | | | | | |
| Rupee | 14,819 | 15,426 | (607) | 9,129 | 16,008 | (6,879) |
| Foreign currency | 1,105 | 1,842 | (737) | (2,839) | (777) | (2,062) |
| **Total short-term borrowings** | **15,924** | **17,268** | **(1,344)** | **6,290** | **15,231** | **(8,941)** |
| **Total borrowings:** | | | | | | |
| Rupee | 20,910 | 20,056 | 854 | (17,965) | (6,069) | (11,896) |
| Foreign currency | (349) | 1,662 | (2,011) | (5,051) | (2,987) | (2,064) |
| **Total borrowings** | **20,561** | **21,718** | **(1,157)** | **(23,016)** | **(9,056)** | **(13,960)** |
| **Total interest expended:** | | | | | | |
| Rupee | 143,990 | 112,180 | 31,810 | 4,561 | 55,350 | (50,789) |
| Foreign currency | 5,206 | 5,235 | (29) | (4,553) | 753 | (5,306) |
| **Total interest expended** | **149,196** | **117,415** | **31,781** | **8** | **56,103** | **(56,095)** |
| **Net interest income:** | | | | | | |
| Rupee | 120,158 | 152,719 | (32,561) | 86,939 | 106,845 | (19,906) |
| Foreign currency | (1,182) | 567 | (1,754) | 1,940 | 6,902 | (4,962) |
| **Total net interest income** | **Rs. 118,976** | **Rs. 153,286** | **Rs. (34,315)** | **Rs. 88,879** | **Rs. 113,747** | **Rs. (24,868)** |

## Investment Portfolio

### *Maturity Profile Wise Yields on Debt Securities*

The following table sets forth, at the date indicated, the maturity profile wise yields of our investments in debt securities classified as available-for-sale. This maturity profile is based on repayment dates and does not reflect re-pricing dates of floating rate investments.

| | At March 31, 2025 | | | | At March 31, 2026 | | | |
|---|---|---|---|---|---|---|---|---|
| | **Up to one year** | **One to five years** | **Five to ten years** | **More than ten years** | **Up to one year** | **One to five years** | **Five to ten years** | **More than ten years** |
| Corporate debt securities | 7.2% | 7.4% | 8.2% | 6.0% | 7.1% | 7.3% | 7.7% | 7.7% |
| Government securities | 6.6 | 6.6 | 7.2 | 7.1 | 5.8 | 5.8 | 6.5 | 7.8 |
| Other securities | 7.7 | 8.3 | 8.3 | 8.3 | 7.6 | 8.2 | 8.3 | 8.3 |
| **Total debt securities(1)** | **7.0%** | **7.0%** | **7.4%** | **7.9%** | **6.5%** | **6.7%** | **6.9%** | **8.1%** |

(1) Includes securities denominated in different currencies.
(2) Maturity profile is based on residual maturity from the balance sheet date.

The following table sets forth, at the date indicated, the maturity profile-wise yields of our investments in debt securities classified as held-to-maturity. This maturity profile is based on repayment dates and does not reflect re-pricing dates of floating rate investments.

| | At March 31, 2025 | | | | At March 31, 2026 | | | |
|---|---|---|---|---|---|---|---|---|
| | **Up to one year** | **One to five years** | **Five to ten years** | **More than ten years** | **Up to one year** | **One to five years** | **Five to ten years** | **More than ten years** |
| Corporate debt securities | 7.0% | 7.0% | 7.5% | 7.1% | 7.2% | 7.6% | 7.8% | 7.7% |
| Government securities | 7.4 | 7.2 | 7.2 | 7.0 | 6.5 | 7.2 | 7.1 | 7.6 |
| Other securities | 7.6 | - | - | - | 6.8 | - | - | - |
| **Total debt securities(1)** | **7.0%** | **7.1%** | **7.2%** | **7.0%** | **6.9%** | **7.2%** | **7.1%** | **7.6%** |

(1) Includes securities denominated in different currencies.
(2) Maturity profile is based on residual maturity from the balance sheet date.

### *Investment Portfolio of our Overseas Branches and Banking Subsidiaries*

The following table sets forth a summary of the investment portfolio of our overseas branches and banking subsidiaries based on the category of investments.

| Category | At March 31 2025 | At March 31 2026 |
|---|---|---|
| | (in millions) | |
| **Bonds** | | |
| Banks and financial institutions | Rs. 18,723 | Rs. 10,824 |
| Corporate | 47,397 | 61,352 |
| **Total bonds** | **66,120** | **72,176** |
| Others(1) | 5,556 | 6,164 |
| **Total** | **Rs. 71,676** | **Rs. 78,340** |

(1) Includes investments in certificates of deposits.

Investment in India-linked securities of corporate entities was 52.6% at year-end fiscal 2026 as compared to 53.0% at year-end fiscal 2025.

The investments in these securities are governed by the respective investment policies of ICICI Bank and its banking subsidiaries. To mitigate significant concentrations in credit risk, the investment policy lays down a number of limits that need to be adhered to before investments can be made. The investment policy lays down rating and issuer wise investment limits at each of these units. Further, there are counterparty limits for individual banks and financial institutions. Country exposure limits have also been established for various countries. In addition, ICICI Bank monitors the credit spread risk arising out of such investments, and ICICI Bank UK PLC has instituted credit spread sensitivity limits on its portfolio. Any exceptions to the above limits are made with due approvals from the appropriate forums. ICICI Bank has not bought credit protection against any of its international investments.

### *Investments in Corporate and Financial Sector Debt Securities by our Overseas Branches and Banking Subsidiaries*

The following table sets forth, at the date indicated, investments in corporate and financial sector debt securities and mortgage and asset backed securities by our overseas branches and banking subsidiaries by region and the mark-to-market and realized losses thereon.

| | At March 31, 2026 | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Bonds[1] | | Others | | Total | | | | |
| | Trading | Available-for-sale and held-to-maturity | Trading | Available-for-sale and held-to-maturity | Trading | Available-for-sale and held-to-maturity | Mark-to-market gain/ (loss) in fiscal 2026 | Realized gain/(loss)/ Impairment loss in income statement for fiscal 2026 | Mark-to-market gain/ (loss) at March 31, 2026 |
| | (Rs. in millions) | | | | | | | | |
| U.S. | - | 3,024 | - | - | - | 3,024 | 74 | (26) | (39) |
| Canada | - | 24,206 | - | - | - | 24,204 | - | 241 | - |
| Europe | - | 1,836 | - | - | - | 1,836 | (2) | - | (8) |
| India | 2,218 | 40,892 | - | - | 2,218 | 40,892 | (88) | 204 | 48 |
| Rest of Asia | - | - | - | 6,164 | - | 6,164 | 11 | - | (1) |
| Others | - | - | - | - | - | - | (881) | 2 | (930) |
| **Total portfolio** | **2,218** | **69,959** | **-** | **6,164** | **2,218** | **76,120** | **(886)** | **421** | **(930)** |

(1) Includes corporate bonds classified under loans and receivables by our Canadian subsidiary.

| | At March 31, 2025 | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Bonds[1] | | Others | | Total | | | | |
| | Trading | Available-for-sale and held-to-maturity | Trading | Available-for-sale and held-to-maturity | Trading | Available-for-sale and held-to-maturity | Mark-to-market gain/ (loss) in fiscal 2025 | Realized gain/(loss)/ Impairment loss in income statement for fiscal 2025 | Mark-to-market gain/ (loss) at March 31, 2025 |
| | (Rs. in millions) | | | | | | | | |
| U.S. | - | 2,195 | - | - | - | 2,195 | 133 | (50) | (107) |
| Canada | - | 18,801 | - | - | - | 18,801 | - | 60 | - |
| Europe | - | 82 | - | - | - | 82 | 4 | - | (5) |
| India | 2,353 | 41,473 | - | - | - | 41,473 | 152 | 81 | 127 |
| Rest of Asia | - | 458 | - | 5,556 | 2,353 | 6,014 | 27 | (11) | (10) |
| Others | - | 758 | - | - | - | 758 | (46) | 1 | (46) |
| **Total portfolio** | **2,353** | **63,767** | **-** | **5,556** | **2,353** | **69,323** | **270** | **81** | **(41)** |

(1) Includes corporate bonds classified under loans and receivables by our Canadian subsidiary.

## Funding

Our funding operations are designed to ensure stability of funding, minimize funding costs and effectively manage liquidity. Our primary source of domestic funding is deposits raised from both retail and corporate customers. We also raise funds through short-term rupee borrowings, refinance borrowings and domestic or overseas bond offerings. Our domestic bond borrowings include long-term bond borrowings for financing infrastructure projects and affordable housing in accordance with the Reserve Bank of India guidelines. See also "- 3. - (b) - *(i) - Retail Deposits*".

### *Maturity Profile of Deposits*

The following table sets forth, at the date indicated, the contractual maturity profile of deposits, by type of deposit at March 31, 2026.

| | Up to one year | After one year and within three years | After three years | Total |
|---|---|---|---|---|
| | | (in millions) | | |
| Interest-bearing deposits: | | | | |
| Savings deposits[(1)] | Rs. 4,794,462 | - | - | Rs. 4,794,462 |
| Time deposits | 7,333,600 | 3,129,684 | 325,421 | 10,788,705 |
| Non-interest-bearing deposits: | | | | |
| Other demand deposits[(1)] | 2,717,034 | - | - | 2,717,034 |
| **Total deposits** | **Rs. 14,845,096** | **Rs. 3,129,684** | **Rs. 325,421** | **Rs. 18,300,201** |

(1) Savings and other demand deposits are payable on demand and hence are classified in the 'Up to one year' category.

The following table sets forth, at the date indicated, the contractual maturity profile of deposits, by type of deposit at March 31, 2025.

| | Up to one year | After one year and within three years | After three years | Total |
|---|---|---|---|---|
| | | (in millions) | | |
| Interest-bearing deposits: | | | | |
| Savings deposits[(1)] | Rs. 4,442,543 | - | - | Rs. 4,442,543 |
| Time deposits | 7,335,737 | 1,946,581 | 315,951 | 9,598,268 |
| Non-interest-bearing deposits: | | | | |
| Other demand deposits[(1)] | 2,375,563 | - | - | 2,375,563 |
| **Total deposits** | **Rs. 14,153,842** | **Rs. 1,946,581** | **Rs. 315,951** | **Rs. 16,416,374** |

(1) Savings and other demand deposits are payable on demand and hence are classified in the 'Up to one year' category.

The maturity profile in fiscal 2026 shows growth in one year and above tenor maturities. The same is mainly due to gradual increase in tenor of our peak term deposits interest rate offering from '15 months - 2 years' to '3 years & above' during the year, reflecting our strategy to increase the duration of our liabilities.

***Uninsured Deposits***

The following table sets forth, for the periods indicated, the estimated amount of time deposits that exceed the insurance limit, segregated by remaining maturity and the estimated amount of total deposits that are otherwise uninsured:

| | At March 31, 2026 | | | | |
|---|---|---|---|---|---|
| | 3 months or less | Over 3 months through 6 months | Over 6 months through 12 months | Over 12 months | Total |
| | | | (in millions) | | |
| **Uninsured time deposits** | | | | | |
| India | Rs. 2,571,972 | Rs. 1,249,275 | Rs. 2,666,865 | Rs. 2,909,439 | Rs. 9,397,551 |
| Outside India | 174,609 | 55,102 | 60,283 | 26,392 | 316,386 |
| **Total uninsured time deposits** | **Rs. 2,746,581** | **Rs. 1,304,377** | **Rs. 2,727,148** | **Rs. 2,935,831** | **Rs. 9,713,937** |

| | At March 31, 2025 | | | | |
|---|---|---|---|---|---|
| | 3 months or less | Over 3 months through 6 months | Over 6 months through 12 months | Over 12 months | Total |
| | | | (in millions) | | |
| **Uninsured time deposits** | | | | | |
| India | Rs. 2,369,068 | Rs. 1,454,244 | Rs. 2,715,002 | Rs. 1,844,031 | Rs. 8,382,345 |
| Outside India | 130,190 | 36,279 | 35,805 | 12,082 | 214,356 |
| **Total uninsured time deposits** | **Rs. 2,499,258** | **Rs. 1,490,523** | **Rs. 2,750,807** | **Rs. 1,856,113** | **Rs. 8,596,701** |

Total uninsured deposits at March 31, 2026 were Rs. 14,748,147 million and at March 31, 2025 were Rs. 13,174,634 million.

The classifications among 'in India' and 'outside India' are based on the domicile of the booking unit. In India, the insured deposit calculations are based on guidelines prescribed by Deposit Insurance and Credit Guarantee Corporation. The insured amount limit prescribed by Deposit Insurance and Credit Guarantee Corporation is up to a maximum amount of Rs. 500,000 per depositor (including all types of deposits), per insured bank. The standard insurance amount for time deposits outside India is based on the insurance limits approved by the regulator in the respective foreign jurisdiction. The insurance coverage is allocated first to savings account deposits, then to current account deposits and lastly to time deposits of a depositor. For time deposits, the highest residual maturity buckets are considered for allocation of insurance coverage.

## Risk Management

### *Asset Liability Gap*

The following table sets forth, at the date indicated, our asset-liability gap position.

| | At March 31, 2026(1) | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Less than or equal to one year | | Greater than one year and up to five years | | Greater than five years | | Total | |
| | | | | (in millions) | | | | |
| Advances (loans), net | Rs. | 14,362,382 | Rs. | 2,019,924 | Rs. | 64,274 | Rs. | 16,446,580 |
| Investments | | 1,290,126 | | 2,802,206 | | 4,614,867 | | 8,707,199 |
| Other assets(2) | | 2,192,145 | | 64,876 | | 1,564,421 | | 3,821,442 |
| **Total assets** | **Rs.** | **17,844,653** | **Rs.** | **4,887,006** | **Rs.** | **6,243,562** | **Rs.** | **28,975,221** |
| Capital | | - | | - | | 3,630,604 | | 3,630,604 |
| Borrowings | | 1,408,820 | | 532,265 | | 261,558 | | 2,202,643 |
| Deposits | | 9,937,927 | | 8,340,523 | | 21,751 | | 18,300,201 |
| Other liabilities(3) | | 31,009 | | - | | 4,980,522 | | 5,011,531 |
| **Total liabilities** | **Rs.** | **11,377,756** | **Rs.** | **8,872,788** | **Rs.** | **8,894,435** | **Rs.** | **29,144,979** |
| Total gap before risk management positions | | 6,466,897 | | (3,985,782) | | (2,650,873) | | (169,758) |
| Off-balance sheet positions(4) | | (50,487) | | (137,331) | | 124,046 | | (63,772) |
| **Total gap after risk management positions** | **Rs.** | **6,416,410** | **Rs.** | **(4,123,113)** | **Rs.** | **(2,526,827)** | **Rs.** | **(233,530)** |

(1) Includes investments in the nature of equity, cash and cash equivalents and miscellaneous assets and liabilities. Assets and liabilities are classified into the applicable categories based on residual maturity or re-pricing whichever is earlier. Classification methodologies are generally based on asset liability management guidelines, including behavioral studies,

as per local policy/regulatory norms of the entities. Items other than current and savings account deposits that neither re-price nor have a defined maturity are included in the 'greater than five years' category. Fixed assets (other than leased assets) have been excluded from the above table. Current and savings account deposits are classified based on behavior study.

(2) Includes cash and balances with the Reserve Bank of India, balances with banks and money at call and short notice and other assets.

(3) Includes minority interest, liabilities on policy in force, and other liabilities and provisions.

(4) Off-balance sheet positions comprise net notional amount of derivatives, including foreign exchange forward contracts.

| | At March 31, 2025(1) | | | |
|---|---|---|---|---|
| | **Less than or equal to one year** | **Greater than one year and up to five years** | **Greater than five years** | **Total** |
| | (in millions) | | | |
| Advances (loans), net | Rs. 12,382,050 | Rs. 1,734,238 | Rs. 91,348 | Rs. 14,206,636 |
| Investments | 1,240,362 | 2,252,623 | 5,370,784 | 8,863,769 |
| Other assets(2) | 1,476,371 | 99,165 | 1,621,939 | 3,197,475 |
| **Total assets** | **15,098,973** | **4,086,026** | **7,084,071** | **26,267,880** |
| Capital | - | - | 3,139,059 | 3,139,059 |
| Borrowings | 1,445,321 | 524,016 | 219,497 | 2,188,834 |
| Deposits | 9,344,200 | 7,056,500 | 15,674 | 16,416,374 |
| Other liabilities(3) | 16,807 | - | 4,661,340 | 4,678,147 |
| **Total liabilities** | **10,806,328** | **7,580,516** | **8,035,570** | **26,422,414** |
| Total gap before risk management positions | 4,292,455 | (3,494,490) | (952,499) | (154,534) |
| Off-balance sheet positions(4) | (51,980) | 22,270 | 86,766 | 57,056 |
| **Total gap after risk management positions** | **Rs. 4,240,475** | **Rs. (3,472,220)** | **Rs. (865,733)** | **Rs. (97,478)** |

(1) Includes investments in the nature of equity, cash and cash equivalents and miscellaneous assets and liabilities. Assets and liabilities are classified into the applicable categories based on residual maturity or re-pricing whichever is earlier. Classification methodologies are generally based on asset liability management guidelines, including behavioral studies, as per local policy/regulatory norms of the entities. Items other than current and savings account deposits that neither re-price nor have a defined maturity are included in the 'greater than five years' category. Fixed assets (other than leased assets) have been excluded from the above table. Current and savings account deposits are classified based on behavior study.

(2) Includes cash and balances with the Reserve Bank of India, balances with banks and money at call and short notice and other assets.

(3) Includes minority interest, liabilities on policy in force, and other liabilities and provisions.

(4) Off-balance sheet positions comprise net notional amount of derivatives, including foreign exchange forward contracts.

### *Impact of Interest Rate Movement*

The following table sets forth, using the balance sheet at year-end fiscal 2026 as the base, one possible prediction of the impact of adverse changes in interest rates on net interest income for fiscal 2027, assuming a parallel shift in the yield curve at year-end fiscal 2026.

| | At March 31, 2026 | | | |
|---|---|---|---|---|
| | **Change in interest rates (in basis points)** | | | |
| | **(100)** | **(50)** | **50** | **100** |
| | (in millions) | | | |
| Rupee portfolio | Rs. (59,667) | Rs. (29,834) | Rs. 29,834 | Rs. 59,667 |
| Foreign currency portfolio | (4,159) | (2,079) | 2,079 | 4,159 |
| **Total** | **Rs. (63,826)** | **Rs. (31,913)** | **Rs. 31,913** | **Rs. 63,826** |

Based on our asset and liability position at year-end fiscal 2026, the sensitivity model shows that net interest income from the banking book for fiscal 2026 would rise by Rs. 63.8 billion if interest rates increased by 100 basis points. Conversely, the sensitivity model shows that if interest rates decreased by 100 basis points, net interest income for fiscal 2026 would fall by an equivalent amount of Rs. 63.8 billion.

The following table sets forth, using the balance sheet at year-end fiscal 2025 as the base, one possible prediction of the impact of adverse changes in interest rates on net interest income for fiscal 2026, assuming a parallel shift in the yield curve at year-end fiscal 2025.

| | **At March 31, 2025** | | | |
|---|---|---|---|---|
| | **Change in interest rates (in basis points)** | | | |
| | **(100)** | **(50)** | **50** | **100** |
| | **(in millions)** | | | |
| Rupee portfolio | Rs. (41,755) | Rs. (20,878) | Rs. 20,878 | Rs. 41,755 |
| Foreign currency portfolio | (3,893) | (1,947) | 1,947 | 3,893 |
| **Total** | **Rs. (45,648)** | **Rs. (22,825)** | **Rs. 22,825** | **Rs. 45,648** |

Based on our asset and liability position at year-end fiscal 2025, the sensitivity model showed that net interest income from the banking book for fiscal 2025 would rise by Rs. 45.6 billion if interest rates increased by 100 basis points. Conversely, the sensitivity model showed that if interest rates decreased by 100 basis points, net interest income for fiscal 2025 would fall by an equivalent amount of Rs. 45.6 billion.

Sensitivity analysis, which is based upon static interest rate risk profile of assets and liabilities, is used for risk management purposes only and the model above assumes that during the course of the year no other changes are made in the respective portfolios. Actual changes in net interest income will vary from the model.

***Price Risk (Trading Book)***

The following table sets forth, using the fixed income portfolio at year-end fiscal 2026 as the base, one possible prediction of the impact of changes in interest rates on the value of our fixed income held-for-trading portfolio, assuming a parallel shift in interest rate curve.

| | **At March 31, 2026** | | | | |
|---|---|---|---|---|---|
| | **Change in interest rates (in basis points) - Rupee** | | | | |
| | **Portfolio Size** | **(100)** | **(50)** | **50** | **100** |
| | **(in millions)** | | | | |
| Government of India securities | Rs. 423,068 | Rs. 17,860 | Rs. 8,984 | Rs. (8,983) | Rs. (17,858) |
| Rupee corporate debt securities | 353,888 | 4,717 | 2,360 | (2,360) | (4,717) |
| **Total** | **Rs.776,956** | **Rs. 22,577** | **Rs. 11,344** | **Rs. (11,343)** | **Rs. (22,575)** |

| | At March 31, 2026 | | | | |
|---|---|---|---|---|---|
| | Change in interest rates (in basis points) - Foreign currency | | | | |
| | Portfolio Size | (100) | (50) | 50 | 100 |
| | | | (in millions) | | |
| Foreign government securities | Rs. 40,604 | Rs. 49 | Rs. 25 | Rs. (25) | Rs. (49) |
| Foreign corporate debt securities | 2,218 | 40 | 20 | (20) | (40) |
| **Total** | **Rs. 42,822** | **Rs. 89** | **Rs. 45** | **Rs. (45)** | **Rs. (89)** |

The following table sets forth, using the fixed income portfolio at year-end fiscal 2025 as the base, one possible prediction of the impact of changes in interest rates on the value of our fixed income held-for-trading portfolio, assuming a parallel shift in interest rate curve.

| | At March 31, 2025 | | | | |
|---|---|---|---|---|---|
| | Change in interest rates (in basis points) - Rupee | | | | |
| | Portfolio Size | (100) | (50) | 50 | 100 |
| | | | (in millions) | | |
| Government of India securities | Rs. 602,044 | Rs. 26,514 | Rs. 13,319 | Rs. (13,298) | Rs. (26,479) |
| Rupee corporate debt securities | 414,277 | 7,863 | 3,940 | (3,937) | (7,858) |
| **Total** | **Rs. 1,016,321** | **Rs. 34,377** | **Rs. 17,259** | **Rs. (17,235)** | **Rs. (34,337)** |

| | At March 31, 2025 | | | | |
|---|---|---|---|---|---|
| | Change in interest rates (in basis points) - Foreign currency | | | | |
| | Portfolio Size | (100) | (50) | 50 | 100 |
| | | | (in millions) | | |
| Foreign government securities | Rs. 35,782 | Rs. 27 | Rs. 14 | Rs. (14) | Rs. (27) |
| Foreign corporate debt securities | 2,353 | 69 | 34 | (34) | (69) |
| **Total** | **Rs. 38,135** | **Rs. 96** | **Rs. 48** | **Rs. (48)** | **Rs. (96)** |

***Value at Risk on Equity Shares (Proprietary Trading Book)***

ICICI Bank computes value-at-risk using historical simulation model for limit monitoring purposes. The value-at-risk is calculated using the previous one-year market data at a 99% confidence level and a holding period of one day.

The following table sets forth the high, low, average and period-end value-at-risk for the equities portfolio of the proprietary trading group of ICICI Bank for fiscal 2025 and fiscal 2026.

| Fiscal 2025 | | | | Fiscal 2026 | | | |
|---|---|---|---|---|---|---|---|
| High | Low | Average | At March 31, 2025 | High | Low | Average | At March 31, 2026 |
| | | | Rs. in millions | | | | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Value-at-risk | 118.2 | 0.7 | 51.1 | 24.9 | 136.6 | 3.8 | 51.6 | 35.0 |

We monitor the effectiveness of the value-at-risk model by regularly back-testing its performance. Statistically, we would expect to see hypothetical losses in the treasury portfolio in excess of value-at-risk only 1% of the time over a one-year period i.e., where hypothetical losses in the treasury portfolio exceed value-at-risk in three instances. During fiscal 2026, there were two instances of hypothetical loss exceeding the value-at-risk estimates for the equity portfolio of the proprietary trading group. As per the Basel Committee on Banking Supervision ("BCBS") framework titled 'Supervisory Framework for the Use of 'Backtesting' in Conjunction with the Internal Models Approach to Market Risk Capital Requirements', the model falls within the green zone category (i.e., up to 4 backtest exceptions in 250 trading days), which means the backtesting results do not themselves suggest a problem with the quality or accuracy of the Bank's model.

The Bank also conducts periodic internal stress testing for its treasury portfolios including its equity portfolio. Based on the results of the internal stress testing assessment conducted by the Bank, the Bank believes it is adequately capitalized.

While value-at-risk is an important tool for measuring market risk under normal market conditions, it has inherent limitations that should be taken into account, including its inability to accurately predict future losses when extreme events are affecting the markets, because it is based on the assumption that historical market data is indicative of future market performance. Moreover, different value-at-risk calculation methods use different assumptions and hence may produce different results. For example, computing value-at-risk at the close of the business day would exclude intra-day risk. There is also a general possibility that the value-at-risk model may not fully capture all the risks present in the portfolio.

***Derivatives and Foreign Exchange Risk (Trading)***

The following table sets forth, using the outstanding notional principal of trading derivatives and foreign exchange portfolio at year-end as the base, one possible prediction of the impact of changes in interest rates on the value of our trading derivatives and foreign exchange portfolio, assuming a parallel shift in interest rate curve.

| | **At March 31, 2026** | | | | |
|---|---|---|---|---|---|
| | | **Change in interest rates (in basis points)** | | | |
| | **Portfolio Size(1)** | **(100)** | **(50)** | **50** | **100** |
| | | **(in millions)** | | | |
| Interest rate derivatives | Rs. 41,670,181 | Rs. (12,760) | Rs. (6,401) | Rs. 6,401 | Rs. 12,760 |
| Currency derivatives(2) | 3,166,686 | 976 | 488 | (488) | (976) |
| Foreign exchange | 14,369,199 | 601 | 300 | (300) | (601) |
| **Total** | **Rs. 59,206,066** | **Rs. (11,183)** | **Rs. (5,613)** | **Rs. 5,613** | **Rs. 11,183** |

(1) Notional principal
(2) Includes futures, options and cross-currency interest rate swaps

| | At March 31, 2025 | | | | |
|---|---|---|---|---|---|
| | Change in interest rates (in basis points) | | | | |
| | Portfolio Size[1] | (100) | (50) | 50 | 100 |
| | (in millions) | | | | |
| Interest rate derivatives | Rs. 51,894,372 | Rs. (10,960) | Rs. (4,796) | Rs. 4,796 | Rs. 10,960 |
| Currency derivatives[2] | 6,104,786 | (99) | (49) | 49 | 99 |
| Foreign exchange | 16,813,604 | 175 | 88 | (88) | (175) |
| **Total** | **Rs. 74,812,762** | **Rs. (10,884)** | **Rs. (4,757)** | **Rs. 4,757** | **Rs. 10,884** |

(1) Notional principal
(2) Includes futures, options and cross-currency interest rate swaps

The following table sets forth the possible prediction of the impact of change in foreign exchange rates on the value of the net open position of ICICI Group.

| | At March 31, 2026 | | |
|---|---|---|---|
| | Change in foreign exchange rates on the value of the net open position (in basis points) | | |
| | Net open position[1] | (100) | 100 |
| | (in millions) | | |
| Total open position for ICICI Group | Rs. 6,494 | Rs. 11,606 | Rs. 4,634 |

| | At March 31, 2025 | | |
|---|---|---|---|
| | Change in foreign exchange rates on the value of the net open position (in basis points) | | |
| | Net open position[1] | (100) | 100 |
| | (in millions) | | |
| Total open position for ICICI Group | Rs. 9,990 | Rs. (4,764) | Rs. 13,379 |

(1) Net open position is computed as per the Reserve Bank of India regulatory requirement.

***Credit Spread Risk***

The following table sets forth, using our held-for-trading portfolio at year-end as the base, one possible prediction of the impact of changes in credit spreads on the value of the trading portfolio, assuming a parallel shift in credit spreads.

| | At March 31, 2026 | | | | |
|---|---|---|---|---|---|
| | Change in credit spread (in basis points) | | | | |
| | Portfolio Size | | (50) | 50 | 100 |
| | (in millions) | | | | |
| Corporate debt securities | Rs. 356,107 | Rs. 4,757 | Rs. 2,380 | Rs. (2,380) | Rs. (4,757) |

| | At March 31, 2025 | | | | |
|---|---|---|---|---|---|
| | Change in credit spread (in basis points) | | | | |
| | Portfolio Size | | (50) | 50 | 100 |
| | (in millions) | | | | |
| Corporate debt securities | Rs. 416,630 | Rs. 7,932 | Rs. 3,975 | Rs. (3,971) | Rs. (7,927) |

## Loan Concentration

We follow a policy of portfolio diversification and evaluate our total financing exposure to a particular industry in the light of our forecasts of growth and profitability for that industry. ICICI Bank's policy is to limit its portfolio to any particular industry (other than retail loans) to 15.0% of its total exposure. In addition, we have a framework for managing concentration risk with respect to single borrower and group exposures, based on the internal rating and track- record of the borrowers. See also "- 3. - (c) - *(i) Credit Risk*". The exposure limits for lower rated borrowers and groups are substantially lower than the regulatory limits.

The following table sets forth, at the dates indicated, the composition of our gross advances.

| | At March 31, | | | | |
|---|---|---|---|---|---|
| | 2025[3] | | 2026 | | |
| | Amount | As a % | Amount | Amount | As a % |
| | (in millions, except percentages) | | | | |
| Retail finance[1] | Rs. 7,646,497 | 53.1% | Rs. 8,527,100 | JPY 15,604,593 | 51.3% |
| Wholesale/Retail trade | 965,633 | 6.7 | 1,211,471 | 2,216,992 | 7.3 |
| Rural retail | 814,661 | 5.7 | 1,049,618 | 1,920,801 | 6.3 |
| Services-finance | 836,247 | 5.8 | 814,474 | 1,490,487 | 4.9 |
| Real Estate Activities | 484,056 | 3.4 | 600,459 | 1,098,840 | 3.6 |
| Services - Non finance | 489,742 | 3.4 | 595,104 | 1,089,040 | 3.6 |
| Road, port, telecom, urban development & other infrastructure | 387,282 | 2.7 | 380,241 | 695,841 | 2.3 |
| Crude petroleum/refining & petrochemicals | 115,090 | 0.8 | 190,967 | 349,470 | 1.1 |
| Chemicals & fertilizers | 119,869 | 0.8 | 164,560 | 301,145 | 1.0 |
| Manufacturing products (excluding metal) | 299,846 | 2.1 | 377,082 | 690,060 | 2.3 |
| Food & beverages | 144,353 | 1.0 | 169,820 | 310,771 | 1.0 |
| Construction | 216,476 | 1.5 | 243,624 | 445,832 | 1.5 |
| Iron and steel (including iron and steel products) | 186,084 | 1.3 | 234,232 | 428,645 | 1.4 |
| Textile | 201,298 | 1.4 | 231,246 | 423,180 | 1.4 |
| Gems & jewellery | 156,376 | 1.1 | 224,933 | 411,627 | 1.4 |
| Electronics & engineering | 270,246 | 1.9 | 316,445 | 579,094 | 1.9 |
| Others[2] | 1,055,538 | 7.3 | 1,289,167 | 2,359,176 | 7.8 |
| **Gross advances (loans)** | **14,389,294** | **100.0%** | **16,620,543** | **30,415,594** | **100.0%** |
| Allowance for advances (loan) losses | (182,657) | | (173,963) | (318,352) | |
| **Net advances (loans)** | **Rs. 14,206,637** | | **Rs.16,446,580** | **JPY 30,097,241** | |

(1) Includes home loans, automobile loans, commercial business loans, personal loans, credit cards, two wheeler loans and loans against securities.

(2) Primarily include developer financing portfolio, mining, cement, drugs and pharmaceuticals, shipping, metal and metal products (excluding iron and steel), power, automobiles and fast moving consumer goods.

(3) Prior period figures have been re-grouped, where necessary.

Our capital allocation is focused on building a granular portfolio and sustainably improving our portfolio quality. Gross retail finance advances increased by 11.5% in fiscal 2026 compared to an increase of 15.5% in total gross advances in fiscal 2026. As a result, retail finance decreased from 53.1% of gross loans at year-end fiscal 2025 to 51.3% of gross loans at year-end fiscal 2026.

At year-end fiscal 2026, our 20 largest borrowers accounted for 4.2% of our gross loan portfolio, with the largest borrower accounting for 0.6% of our gross loan portfolio. The largest group of companies under the same management control accounted for 1.0% of our gross loan portfolio at year-end fiscal 2026.

***Maturity Profile of Loans***

The following table sets forth, for the periods indicated, the maturity profile of loans net of allowance for losses.

| | At March 31, 2026 | | | | |
|---|---|---|---|---|---|
| | Due within 1 year | Due between 1 to 5 year | Due between 5 to 15 years | Due in more than 15 years | Total |
| | | | (in millions) | | |
| Commercial loans | Rs. 2,915,769 | Rs. 3,800,861 | Rs. 543,468 | Rs. 8,879 | Rs. 7,268,977 |
| Consumer loans | 2,088,628 | 3,663,906 | 2,988,011 | 437,058 | 9,177,603 |
| **Total** | **Rs.5,004,397** | **Rs. 7,464,767** | **Rs. 3,531,479** | **Rs. 445,937** | **Rs.16,446,580** |

| | At March 31, 2025 | | | | |
|---|---|---|---|---|---|
| | Due within 1 year | Due between 1 to 5 year | Due between 5 to 15 years | Due in more than 15 years | Total |
| | | | (in millions) | | |
| Commercial loans | Rs. 4,390,424 | Rs. 1,180,311 | Rs. 485,706 | Rs. 12,404 | Rs. 6,068,845 |
| Consumer loans | 1,636,133 | 3,000,340 | 2,690,460 | 810,859 | 8,137,792 |
| **Total** | **Rs.6,026,557** | **Rs. 4,180,651** | **Rs. 3,176,166** | **Rs. 823,263** | **Rs.14,206,637** |

***Loan Portfolio - By Fixed or Variable Interest Rate***

The following table sets forth, at the date indicated, the amount of our loans with residual contractual maturities greater than one year that had fixed and variable interest rates.

| | At March 31, 2026 | | |
|---|---|---|---|
| | Fixed rate loans | Variable rate loans | Total |
| | | (in millions) | |
| Commercial loans | Rs. 473,501 | Rs. 3,879,707 | Rs. 4,353,208 |
| Consumer loans and credit card receivable | 2,257,311 | 4,831,664 | 7,088,975 |
| Lease financing | - | - | - |
| **Total loans with maturity greater than 1 year** | **Rs. 2,730,812** | **Rs. 8,711,371** | **Rs. 11,442,183** |

| | At March 31, 2025 | | |
|---|---|---|---|
| | Fixed rate loans | Variable rate loans | Total |
| | (in millions) | | |
| Commercial loans | Rs. 126,029 | Rs. 1,552,392 | Rs. 1,678,421 |
| Consumer loans and credit card receivable | 2,175,469 | 4,326,190 | 6,501,659 |
| Lease financing | - | - | - |
| **Total loans with maturity greater than 1 year** | **Rs. 2,301,498** | **Rs. 5,878,582** | **Rs. 8,180,080** |

***Directed Lending***

The Reserve Bank of India requires banks to lend to certain sectors of the economy. Such directed lending comprises priority sector lending and export credit. ICICI Bank is required to comply with the priority sector lending requirements prescribed by the Reserve Bank of India from time to time. As prescribed in the Reserve Bank of India guideline, the Bank's priority sector lending achievement is computed on quarterly average basis. During fiscal 2026, the Bank purchased Priority Sector Lending Certificates amounting to Rs. 1,834.0 billion (fiscal 2025: Rs. 1,183.7 billion) and sold Priority Sector Lending Certificates amounting to Rs. 1,554.1 billion (fiscal 2025: Rs. 1,228.9 billion). See also "- 3. - (f) - *Priority Sector Lending*".

The following table sets forth, for the periods indicated, ICICI Bank's average priority sector lending:

| | Fiscal 2025 | | Fiscal 2026 | | | |
|---|---|---|---|---|---|---|
| | Amount | % of adjusted net bank credit | Amount | | % of adjuste d net bank credit | Target (% of adjusted net bank credit) |
| | (in billions, except percentages) | | | | | |
| Agriculture Sector | Rs. 2,025.15 | 18.00% | Rs. 2,294.06 | JPY 4,198.13 | 17.75% | 18.00% |
| - *Small and marginal farmers* | *1,197.77* | *10.65%* | *1,362.24* | *2,492.90* | *10.54%* | *10.00%* |
| - *Non-corporate farmers* | *1,627.61* | *14.47%* | *1,768.17* | *3,235.75* | *13.68%* | *14.00%* |
| MSMEs | 2,640.66 | - | 3,290.90 | 6,022.35 | - | - |
| - *Micro enterprises* | *882.04* | *7.84%* | *1,181.30* | *2,161.78* | *9.14%* | *7.50%* |
| Other priority sector | 253.86 | - | (355.86) | (651.22) | - | - |
| **Total priority sector lending** | **Rs. 4,919.67** | **43.72%** | **Rs. 5,229.10** | **JPY 9,569.25** | **40.47%** | **40.00%** |
| - *Weaker sections* | *Rs. 1,377.63* | *12.24%* | *Rs. 1,638.67* | *JPY 2,998.77* | *12.68%* | *12.00%* |

The priority sector lending master circular issued by the Reserve Bank of India requires that banks having any shortfall in lending to priority sector shall be allocated amounts for contribution to the Rural Infrastructure Development Fund established with National Bank for Agriculture and Rural Development and other Funds as decided by the Reserve Bank of India from time to time. The Bank may be required by the Reserve Bank of India to deposit with the Rural Infrastructure Development Fund and other related funds, certain amounts as specified by the Reserve Bank of India in the coming year due to the shortfall in the above-mentioned sub-categories of priority sector lending targets. At year-end fiscal 2026, our total investment in funds of government sponsored development banks due to shortfall in lending to priority sectors was Rs. 103.7 billion, which was fully eligible for consideration in overall priority sector achievement.

***Export Credit***

The Reserve Bank of India requires banks to make loans to exporters at concessional interest rates as part of directed lending. Export credit is provided for pre-shipment and post-shipment requirements of exporter borrowers in rupees and foreign currencies. Export credit in the agriculture, MSMEs sectors is permitted to be categorized as priority sector lending. Additionally, the Export credit is extended as priority sector lending basis the classification criteria specified by the Reserve Bank of India. The interest income earned on export credits is supplemented through fees and commissions earned from these exporter customers from other fee-based products and services taken by them from us, such as foreign exchange products and bill handling. As at March 31, 2026, ICICI Bank's export credit was Rs. 163.1 billion, which amounted to 1.23% of the Bank's adjusted net bank credit.

## Non-Performing Loans

The following table sets forth, at the dates indicated, gross (net of write-offs, interest suspense and derivatives income reversal) non-performing loans by borrowers' industry or economic activity and as a percentage of total non-performing loans.

| | **At March 31,** | | | | |
|---|---|---|---|---|---|
| | **2025** | | **2026** | | |
| | **Amount** | **As a percentage of non-performing loans** | **Amount** | **Amount** | **As a percentage of non-performing loans** |
| | **(in millions, except percentages)** | | | | |
| Retail finance[1] | Rs. 90,386 | 37.1% | Rs. 76,904 | JPY 140,734 | 32.8% |
| Rural finance[2] | 43,396 | 17.8 | 47,488 | 86,903 | 20.3 |
| Wholesale/retail trade | 14,257 | 5.9 | 17,125 | 31,339 | 7.3 |
| Crude petroleum/refining and petrochemicals | 16,912 | 7.0 | 17,070 | 31,238 | 7.3 |
| Electronics and engineering | 12,653 | 5.2 | 12,585 | 23,031 | 5.4 |
| Construction | 11,529 | 4.7 | 11,164 | 20,430 | 4.8 |
| Services - non finance | 6,798 | 2.8 | 7,964 | 14,574 | 3.4 |
| Roads, ports, telecom, urban development & other infrastructure | 8,654 | 3.6 | 6,283 | 11,498 | 2.7 |
| Iron/steel and products | 4,484 | 1.8 | 4,483 | 8,204 | 1.9 |
| Mining | 3,510 | 1.4 | 3,755 | 6,872 | 1.6 |
| Power | 3,857 | 1.6 | 3,688 | 6,749 | 1.6 |
| Gems & jewellery | 2,393 | 1.0 | 2,402 | 4,396 | 1.0 |
| Manufacturing products (excluding metal) | 1,417 | 0.6 | 2,208 | 4,041 | 0.9 |
| Other Industries[3] | 23,064 | 9.5 | 21,154 | 38,712 | 9.0 |
| **Gross non-performing loans** | **Rs. 243,310** | **100.0%** | **Rs. 234,273** | **JPY 428,720** | **100.0%** |
| Aggregate provision for loan losses | (181,756) | | (173,316) | (317,168) | |
| **Net non-performing loans** | **Rs. 61,554** | | **Rs. 60,957** | **JPY 111,551** | |

(1) Includes home loans, commercial business loans, automobile loans, business banking, credit cards, personal loans, loans against securities and dealer financing portfolio.
(2) Includes kisan credit card and jewel loans to customers from rural and urban areas.

(3) Other industries primarily include developer financing portfolio, automobiles, cement, shipping, food and beverages, chemical and fertilizers, textile, drugs and pharmaceuticals, metal and products (excluding iron and steel) services – finance and fast moving consumer goods.

See "- III. - 4. - (2) - Trends in Fiscal 2026".

***Restructured Loans***

The following table sets forth, at the dates indicated, gross restructured loans by borrowers' industry or economic activity and as a percentage of total gross restructured loans.

| | At March 31, | | | | |
|---|---|---|---|---|---|
| | 2025 | | 2026 | | |
| | **Amount** | **As a percentage of restructured loans** | **Amount** | **Amount** | **As a percentage of restructured loans** |
| | (in millions, except percentages) | | | | |
| Retail finance | Rs. 21,587 | 91.5% | Rs. 16,764 | JPY 30,678 | 91.7% |
| Wholesale/Retail Trade | 59 | 0.2 | 686 | 1,255 | 3.8 |
| Construction | 1,351 | 5.7 | 220 | 403 | 1.2 |
| Roads, port, telecom, urban development & other infrastructure | 255 | 1.1 | 212 | 388 | 1.2 |
| Services – Non finance | 154 | 0.7 | 208 | 381 | 1.1 |
| Others(1) | 192 | 0.8 | 183 | 335 | 1.0 |
| **Gross restructured loans** | **Rs. 23,598** | **100.0%** | **Rs. 18,273** | **JPY 33,440** | **100.0%** |
| Aggregate provision for loan losses | (900) | | (647) | (1,184) | |
| **Net restructured loans(2)** | **Rs. 22,698** | | **Rs. 17,626** | **JPY 32,256** | |

(1) Others primarily include automobile, textiles, food and beverages, wholesale/retail trade, services-non finance, services-finance, manufacturing products (excluding metal) and gems and jewellery.

(2) In addition, the Bank holds general provision amounting to Rs. 4.8 billion at year-end fiscal 2026 (year-end fiscal 2025: Rs. 6.0 billion) on these restructured loans, subject to minimum provisioning requirement as per the guidelines issued by the Reserve Bank of India.

***Key Ratios - Asset Quality***

The following table sets forth, for the periods indicated, our key ratios on asset quality.

| | At or for the year ended March 31, | |
|---|---|---|
| | **2025** | **2026** |
| | (Rs. in millions, except percentages) | |
| Gross restructured loans as a percentage of gross loans | 0.16% | 0.11% |
| *-Gross restructured loans* | *23,598* | *18,273* |
| *-Total gross loans* | *14,389,294* | *16,620,543* |
| Gross non-performing loans as a percentage of gross loans | 1.69 | 1.41 |
| *-Gross non-performing loans* | *243,310* | *234,273* |
| *-Total gross loans* | *14,389,294* | *16,620,543* |
| Net restructured loans as a percentage of net loans | 0.16 | 0.11 |
| *-Net restructured loans* | *22,698* | *17,626* |
| *-Total net loans* | *14,206,637* | *16,446,580* |
| Net non-performing loans as a percentage of net loans(1) | 0.43 | 0.37 |

| | | |
|---|---|---|
| *-Net non-performing loans* | *61,554* | *60,957* |
| *-Total net loans* | *14,206,637* | *16,446,580* |
| Provision on restructured loans as a percentage of gross restructured loans(2) | 3.81 | 3.54 |
| *-Provision on restructured loans* | *900* | *647* |
| *-Gross restructured loans* | *23,598* | *18,273* |
| Provision on non-performing loans as a percentage of gross non-performing loans | 74.70 | 73.98 |
| *-Provision on non-performing loans* | *181,756* | *173,316* |
| *-Gross non-performing loans* | *243,310* | *234,273* |
| Provision as a percentage of gross loans(3) | 2.71% | 2.41% |
| *-Provisions* | *390,090* | *400,090* |
| *-Total gross loans* | *14,389,294* | *16,620,543* |

(1) Includes loans identified as non-performing/impaired in line with the guidelines issued by regulators of the respective subsidiary.
(2) In addition, the Bank holds 25% general provision on restructured assets (including general provision required as per the guidelines issued by the Reserve Bank of India).
(3) Includes general provision on standard assets.

### *Net Loan Write-Offs and Provision on Non-Performing Loans*

The table presents net loan write-offs and percentage of average loans for the periods indicated.

| | At March 31, | | | |
|---|---|---|---|---|
| | 2025 | | 2026 | |
| **Average loan portfolio** | **Net loan charge-offs(1)** | **% of average gross loans** | **Net loan charge-offs(1)** | **% of average gross loans** |
| | **(in millions, except percentages)** | | | |
| Commercial loans | Rs. 22,684 | 0.40% | Rs. (294) | - |
| Consumer loans | 59,055 | 0.74 | 61,538 | 0.70% |
| Lease financing | - | - | - | - |
| **Total loans** | **Rs. 81,739** | **0.60%** | **Rs. 61,244** | **0.45%** |

(1) Net loan write-offs is the difference between gross loan write-offs and recoveries from written-off amounts.

Net loan write-offs as a percentage of our average total loan portfolios were 0.45% in the fiscal 2026 as compared to 0.60% in the fiscal 2025.

The following table shows an allocation of ICICI Group's total provision on non-performing loans and the percentage of loans in each category to total gross loans for the periods indicated.

| | At March 31, | | | |
|---|---|---|---|---|
| | 2025 | | 2026 | |
| | **Amount** | **% of loans in each category to total gross loans** | **Amount** | **% of loans in each category to total gross loans** |
| | **(in millions, except percentages)** | | | |
| Commercial loans | Rs. 96,741 | 42.8% | Rs. 92,086 | 44.3% |
| Consumer loans | 85,015 | 57.2 | 81,230 | 55.7 |

| | | | | |
|---|---|---|---|---|
| Lease financing | - | - | - | - |
| **Total loans** | **Rs. 181,756** | **100.0%** | **Rs. 173,316** | **100.0%** |

## 2. History of Company

[*"History" has been inserted here from page 60 of Form 20-F.*]

ICICI was formed in 1955 at the initiative of the World Bank, the Government of India and Indian industry representatives. The principal objective was to create a development financial institution for providing medium-term and long-term project financing to Indian businesses. Until the late 1980s, ICICI primarily focused its activities on project finance, providing long-term funds to a variety of industrial projects. With the liberalization of the financial sector in India in the 1990s, ICICI transformed its business from a development financial institution offering only project finance to a diversified financial services provider that, along with its subsidiaries and other group companies, offered a wide variety of products and services. ICICI Bank was incorporated in 1994 as a part of ICICI Group. ICICI and ICICI Bank merged in 2002.

## 3. Nature of Business

### Business

#### (a) Overview

[*"Overview" has been inserted here from pages 59 ~ 60 of Form 20-F.*]

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. Apart from banking products and services, we offer life and general insurance, asset management, securities brokerage, and private equity products and services through our specialized subsidiaries. Our consolidated total assets at year-end fiscal 2026 were Rs. 29,145.0 billion. Our consolidated capital and reserves and surplus including employees' stock options outstanding at year-end fiscal 2026, were Rs. 3,630.6 billion and our consolidated net profit (after minority interest) for fiscal 2026 was Rs. 542.1 billion.

Our primary business consists of commercial banking operations for retail and corporate customers. Our commercial banking operations for retail customers consist of retail lending, deposit taking, and other fee-based products and services. We provide a range of commercial banking products and services, including loan products, fee and commission-based products and services, deposit products and foreign exchange and derivatives products to large corporations, middle market companies and small and medium enterprises. We also offer agricultural and rural banking products. We earn interest and fee income from our commercial banking operations. We deliver our products and services through a variety of channels, including bank branches, ATMs, call centers, internet and mobile phones. We had a network of 7,511 branches and 12,087 ATMs and cash recycler machines in India at year-end fiscal 2026.

At year-end fiscal 2026, we had banking subsidiaries in the United Kingdom and Canada, branches in the United States (New York), Dubai International Finance Centre, Bahrain, Hong Kong, Singapore, China, Offshore Banking Unit in Mumbai and IFSC Banking Unit in Gandhinagar. In May 2026, the Bank received the no-objection letter from the Reserve Bank of India to close the Offshore Banking Unit located in the Santacruz Electronic Exports Promotion Zone, Mumbai. At year-end fiscal 2026, we had representative offices in the United Arab Emirates (Dubai, Abu Dhabi and Sharjah), the United States (Texas, California, Illinois and New Jersey), Nepal, Bangladesh, Sri Lanka, Malaysia and Indonesia. Our subsidiary in the United Kingdom has a branch in Germany. See also "- III. - 3. - (3) - (j) The exposures of our international branches and banking subsidiaries could generally affect our business, financial condition and results of operations".

Our treasury operations include the maintenance and management of regulatory reserves, proprietary trading in equity and fixed income and a range of foreign exchange and derivatives products and services for corporate customers, such as forward contracts and interest rate and currency swaps.

We are also engaged in insurance, asset management, securities brokerage business and private equity fund management through specialized subsidiaries. Our subsidiaries, ICICI Prudential Life Insurance Company Limited, ICICI Lombard General Insurance Company Limited and ICICI Prudential Asset Management Company Limited, provide a wide range of life insurance, general insurance and asset management products respectively.

Our subsidiary ICICI Securities Limited is engaged in equities underwriting, securities brokerage and distribution of financial products. Our subsidiary ICICI Securities Primary Dealership Limited is engaged in underwriting and primary dealership of government securities. Our private equity fund management subsidiary, ICICI Venture Funds Management Company Limited transferred the private equity, venture capital and real estate fund management business to ICICI Prudential Asset Management Company Limited. ICICI Venture Funds Management Company Limited would continue to undertake certain advisory activities as well as manage certain residual funds. Our subsidiary, ICICI Pension Fund Management Limited is a registered pension fund manager under the National Pension System.

Our legal name is ICICI Bank Limited, but we are known commercially as ICICI Bank. We were incorporated on January 5, 1994 under the laws of India as a limited liability corporation. The duration of ICICI Bank is unlimited. Our principal corporate office is located at ICICI Bank Towers, Bandra-Kurla Complex, Mumbai 400 051, India, our telephone number is +91 22 4008 6173 and our website address is www.icici.bank.in. None of the contents of our and our subsidiaries' websites are incorporated in this Annual Securities Report. Our agent for service of process in the United States is Mr. Atul Jain, Country Head, ICICI Bank Limited, New York Branch, 575 Fifth Avenue, 26th floor, Suite 2600, New York, New York 10017.

**(b) Overview of Our Products and Services**

[*"Overview of Our Products and Services" has been inserted here from pages 63 ~ 77 of Form 20-F.*]

***(i) Commercial Banking for Retail Customers***

Our commercial banking operations for retail customers consist of retail lending and deposits, and fee-based products and services like credit, debit and prepaid cards and depositary share accounts.

*Retail Lending Activities*

Our retail lending activities include home loans, automobile loans, commercial business loans, personal loans, credit cards, consumer durable goods financing, loans against time deposits and loans against securities.

Our suite of products and services for retail customers includes savings, investment, credit and protection products, along with payment and transaction banking services. Our retail portfolio consists largely of secured lending, with growth based on proprietary data and analytics in addition to credit bureau checks. Our deposit franchise enables us to offer competitive pricing. We also leverage our existing customer database for sale of key retail asset products through cross-sell and up-sell. Our underwriting process involves a combination of key variables to assess the cash flow and repayment ability of the customer like income, leverage, customer profile, quality markers, credit bureau data and demographics. We utilize multiple data points including liability and asset relationships, transaction behavior and bureau behavior along with proprietary machine learning and statistical models for making credit decisions.

The following table sets forth, at the dates indicated, the breakdown of ICICI Group's gross retail finance portfolio.

| | At March 31, | | | |
|---|---|---|---|---|
| | **2025** | **2026** | **2026** | **2026** |
| | **Rs.** | **Rs.** | **JPY** | **(% share)** |
| | **(in billions, except percentages)** | | | |
| Home loans | Rs. 4,676.2 | Rs. 5,430.7 | JPY 9,938.2 | 63.7% |
| Automobile loans | 623.2 | 633.0 | 1,158.4 | 7.4 |
| Commercial business loans(1) | 338.3 | 377.2 | 690.3 | 4.4 |
| Others(2) | 189.3 | 216.1 | 395.5 | 2.6 |
| **Total secured retail finance portfolio** | **5,827.0** | **6,657.0** | **12,182.3** | **78.1** |
| Personal loans | 1,216.7 | 1,298.2 | 2,375.7 | 15.2 |
| Credit card receivables | 587.9 | 548.7 | 1,004.1 | 6.4 |
| Others(2) | 14.9 | 23.2 | 42.5 | 0.3 |
| **Total unsecured retail finance portfolio** | **1,819.5** | **1,870.1** | **3,422.3** | **21.9** |
| **Total retail finance portfolio** | **Rs. 7,646.5** | **Rs. 8,527.1** | **JPY 15,604.6** | **100.0%** |

(1) Includes commercial vehicles, construction equipment and health care equipment.
(2) Includes two-wheeler loans, loan against securities.

*Home Loan*

Our home loan portfolio includes loans for purchase and construction of homes and by mortgaging residential or commercial properties. We also offer instant top-up on loans to existing home loan customers. Our policies for home loans are based on certain stipulated ratios such as the loan-to-value ratio and leverage to borrower's income. The repayment term of home loans is 15 to 20 years with payments in the form of equal monthly installments over the tenor of the loan. The credit process includes a cashflow assessment of the borrower as well as evaluating the property being mortgaged against the legal and technical standards defined at the Bank.

We follow a comprehensive credit appraisal process when offering a loan-against-property. The average loan-to-value ratios of the loan-against-property portfolio are lower compared to our home loan portfolio. Lending is based on cash flows of borrowers and not just the value of the collateral.

Our home loans primarily have floating interest rates linked to the repo rate of the Reserve Bank of India. An increase in the repo rate will increase the interest rate on home loans and a decrease in the repo rate will decrease the interest rate on home loans. When interest rates on home loans increase, the tenor of the loan is extended and in instances where this is not possible, the monthly installments of the loan are increased. Borrowers are given options to increase their installments instead of tenor. When interest rates on home loans decrease, the tenor of the loan is reduced leaving the monthly installments unchanged, unless borrowers opt to reduce the installment amount. See also "- (e) Technology" and "- III. - 3. - (3) - (e) Our banking and trading activities are particularly vulnerable to interest rate risk and movements 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".

We offer home loan products primarily in India through ICICI Bank and our wholly owned subsidiary, ICICI Home Finance Company Limited. The loan portfolio of our housing finance subsidiary includes home loans, loans-against-property and loans to developers among others. We also provide loans to customers belonging to economically weaker sections and customers buying homes in the low-cost affordable housing segment. The loan portfolio of ICICI Home Finance Company Limited increased by 14.0% from Rs. 275.9 billion at March 31, 2025 to Rs. 314.6 billion at March 31, 2026. ICICI Home Finance Company Limited raises funds through term loans from banks, bonds and debentures, commercial papers, fixed deposits and refinance from National Housing Bank. During the year ended March 31, 2026, the Bank infused capital of Rs. 5.0 billion. At March 31, 2026, ICICI Home Finance Company Limited had a branch network of 246 branches and offices.

Our banking subsidiary in Canada offers residential mortgages in the local market. ICICI Bank Canada held total residential mortgages amounting to CAD 2,438 million (Rs. 166.2 billion) at year-end fiscal 2026 as compared to CAD 2,739 million (Rs. 163.4 billion) at year-end fiscal 2025. This includes mortgages of CAD 1,504 million (Rs. 102.5 billion) at year-end fiscal 2026 as compared to CAD 1,686 million (Rs. 100.6 billion) at year-end fiscal 2025 securitized under the Canadian National Housing Act - Mortgage Backed Securities program or through participation in the Canada Mortgage Bonds program. Further, the total residential mortgages also include conventional mortgages of CAD 875 million (Rs. 59.6 billion) at year-end fiscal 2026 as compared to CAD 1,011 million (Rs. 60.3 billion) at year-end fiscal 2025 and insured mortgages of CAD 60 million (Rs. 4.1 billion) at year-end fiscal 2026 as compared to CAD 41 million (Rs. 2.5 billion) at year-end fiscal 2025.

*Automobile loans*

We finance the purchase of new and used automobiles. Automobile loans are fixed rate products repayable in equated monthly installments. The interest rate is based on factors such as bureau score, customer relationship, car segment and tenure of loan, among others, for new automobiles and asset age car segment coupled with 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 equated monthly installments. Our commercial business customers include individuals to large fleet operators, contractors as well as hirers.

*Personal loans and credit cards*

We also offer unsecured products such as personal loans and credit cards to our customers. Personal loans and credit card receivables have fixed interest rates. We also offer a range of instant personal loans and credit cards that are accessible through our digital channels.

***Retail Deposits***

Our retail deposit products include time deposits and savings account deposits. We offer these products and 360-degree solutions across life stages - minor, student, professionals, senior citizen - and to specific customer segments such as high net worth individuals, defence personnel, trusts, start-ups and business owners. We offer our customers seamless account opening and activation through enhanced system-driven validations. We also offer corporate salary account and current account (i.e., checking accounts for businesses) to our large, medium and small enterprise customers. In June 2026, the Reserve Bank of India announced a U.S. $ - Rupee forex swap facility for fresh Foreign Currency Non-Resident (Bank) (FCNR (B)) deposits with a minimum tenor of 3 years and a maximum tenor of 5 years, including deposits renewed upon maturity. Subsequently, the Reserve Bank of India decided to close the facility for mobilization of fresh FCNR(B) deposits on August 31, 2026. The swaps against FCNR(B) deposits mobilized under the facility were, however, undertaken with the Reserve Bank of India up to September 11, 2026. The gross mobilization by the Bank was ~ USD 17.9 billion under this facility.

***Fee-Based Products and Services***

Through our distribution network, we offer various products including Government of India savings bonds, sovereign gold bonds, insurance policies, mutual funds, 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 foreign exchange products to retail customers including sale of currency notes and travel cards. We also facilitate retail inward remittances from outside of India.

As a depositary participant of the National Securities Depository Limited and Central Depository Services (India) Limited, we offer depositary services by opening 'demat' 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 and operating their banking and custody accounts.

### *(ii) Retail Lending for Rural Customers*

The Bank's rural banking operations aim to meet the financial requirements of customers in rural and semi-urban locations. Our products in this segment include working capital loans for growing crops, financing of post-harvest activities, loans against gold jewellery, financing against warehouse receipts and farm equipment loans. 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. The Bank's rural banking portfolio grew by 25.2% from Rs. 814.4 billion at year-end fiscal 2025 compared to Rs. 1,019.9 billion at year-end fiscal 2026.

The following table sets forth, at the dates indicated, the breakdown of the Bank's gross rural finance portfolio.

| | At March 31, | | | |
|---|---|---|---|---|
| | **2025** | **2026** | **2026** | **2026** |
| | **Rs.** | **Rs.** | **JPY** | **(% share)** |
| | **(in billions, except percentages)** | | | |
| Farmer finance[1] | Rs. 327.6 | Rs. 355.0 | JPY 649.7 | 34.8% |
| Loans against jewellery[2] | 315.2 | 483.4 | 884.6 | 47.4 |
| Others[3] | 171.6 | 181.5 | 332.1 | 17.8 |
| **Rural advances** | **Rs. 814.4** | **Rs. 1,019.9** | **JPY 1,866.4** | **100.0%** |

(1) Includes kisan credit card.
(2) Includes jewel loans to customers from rural and urban areas.
(3) Includes term loans for farm equipment, self-help groups, loans to micro finance institutions for on-lending to individuals and inventory funding etc.

Our rural banking operations primarily focus on four main ecosystems identified in the rural market, which include farmers, dealers, self-employed individuals and micro entrepreneurs.

The farmer ecosystem includes participants such as farmers, seed producers, agri-input dealers, warehouse operators, agri-equipment dealers, commodity traders and agri processors. Products offered include working capital loans through the kisan credit card and gold loan products, and term loans for farm equipment, dairy livestock purchase and farm development. See also "- 1. - *Directed Lending*".

The dealer ecosystem comprises distributors and suppliers of farm equipment and agri-related inputs. The self-employed ecosystem includes rural entrepreneurs engaged in trade and manufacturing across both agri and non-agri sectors. The micro entrepreneur ecosystem focuses on women from low-income backgrounds, non-government organizations and other institutions working at the grassroots level in the rural economy.

We have scaled-up funding of electronic negotiable warehousing receipts, which provides an opportunity for farmers to access credit quickly and with ease. Farmers can use electronic negotiable warehousing receipts to get loans against underlying commodities. This protects the farmers from volatility and gives opportunities to avail better prices for their produce. Apart from meeting the financial requirements for business purposes, we also offer products to meet the personal requirements of customers in the rural ecosystem.

Our reach in rural areas comprises a network of branches, ATMs and field staff, and business correspondents providing last-mile access in remote areas. As at year-end fiscal 2026, we had a network of 7,511 branches, of which 48.5% were in rural and semi-urban areas. See also, "- III. - 3. - (3) - (k) Entry into new businesses or rapid growth in existing loan portfolios may expose us to increased risks that may adversely affect our business".

See also "- III. - 3. - (2) - (d) We are subject to the directed lending requirements of the Reserve Bank of India, which may also involve buying related certificates at a premium to meet the annual targets, and any shortfall in meeting these requirements may be required to be invested in Government of India 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 prices of our equity shares and ADSs".

***(iii) Commercial Banking for Business Banking***

Our business banking customers include proprietorship firms, partnership firms and public/private limited companies. We offer a wide spectrum of banking products and solutions to address their evolving business needs. This involves customized offerings, faster turnaround time, transaction convenience, timely access to capital and cross-border trade and foreign exchange. Our focus in this segment is on using digital channels and ensuring granularity, obtaining adequate collateral and enhanced monitoring. The loans are generally secured by collateral in the form of property apart from a charge on current assets. Our business banking portfolio consists of clients with a turnover of up to Rs 7.5 billion. We focus on providing parameterized and programme-based lending for business banking clients, which is granular, adequately collateralized and regularly monitored. The net business banking portfolio of the Bank grew by 24.2% from Rs. 2,633.7 billion at year-end fiscal 2025 compared to Rs. 3,271.5 billion at year-end fiscal 2026.

We are focused on growing this portfolio by leveraging our distribution network and through various digital channels and platforms, tapping corporate ecosystems and ongoing efforts towards process decongestion. DigiEase is a digital onboarding platform for business banking customers to provide a seamless onboarding experience. The platform leverages integration with various public data infrastructures for procuring and processing data digitally.

***(iv) Commercial Banking for Corporate Customers***

Our product suite for corporate customers caters to all their needs including working capital and term loan products, transaction banking services, fee and commission-based products and services, deposits and foreign exchange and derivatives products across trade, treasury, bonds, commercial papers, channel financing, supply chain solutions, and various other activities. We cater to the entire ecosystem of the corporate customer, also focusing on deepening the Bank's relationship with employees and sponsors through a suite of retail products like salary, private and wealth banking, home loans, personal loans, vehicle loans, etc. Our corporate customer base includes top business houses, large private companies and public sector companies, financial institutions, banks, non-bank finance companies, private equity funds, real estate companies and capital market and custody participants. We have established relationships with multinational companies operating in India, and financial sponsors, including private equity funds and their investee companies. We offer transaction banking services to corporates to meet their day-to-day needs for smooth functioning of their businesses. The transaction banking services offered include account related services, payment and collection services, domestic and cross-border trade finance, working capital finance and supply chain finance. We offer integrated cash management and trade finance solutions to our customers. Our transaction banking solutions are delivered to our customers through physical and digital channels and a team of account managers. We also provide transaction banking services to our customers through expanded branch capabilities at various locations, many of which are in the factory/township premises of certain large conglomerates in the country.

***Corporate Loan Portfolio***

Our corporate loan portfolio consists of term loan products and working capital financing in the form of cash credit facilities, overdraft, demand loans and non-fund-based facilities including bill discounting, letters of credit and guarantees. The Bank's net domestic corporate portfolio grew by 6.3% from Rs. 2,709.4 billion at year-end fiscal 2025 compared to Rs. 2,880.3 billion at year-end fiscal 2026. For further details on our loan portfolio, see "- 1. - Loan Concentration". For a description of our credit rating and approval system, see "- (c) - *(i) Credit Risk*".

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 on the fixed assets of the borrower although some of our financing is extended on an unsecured basis.

***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, standby letters of credit (called guarantees in India), collection and payment of export/import bills and cash management services, including collection, payment and remittance services.

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 and operating their banking and custody accounts. We also offer services such as 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 year-end fiscal 2026, total assets held in custody on behalf of our clients (mainly foreign institutional investors, offshore funds, overseas corporate bodies and depositary banks for Global Depositary Receipts ("GDR") investors) were Rs. 35,599.6 billion. As a registered depositary participant of National Securities Depository Limited and Central

Depository Services (India) Limited, the two securities depositaries operating in India, we also provide electronic depositary 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. For more information on the type, cost and maturity profile of our deposits, see "- 1. - Funding".

***Foreign Exchange, Fixed Income, Bullion and Derivatives***

We provide customer-specific products and services, which cater to the fundraising, foreign exchange conversion and risk hedging needs of a varied set of customers at domestic and international locations, arising out of their foreign exchange and interest rate exposures.

The products and services include:

• *Foreign Exchange Products*

Products include cash, tom and spot transactions for foreign exchange conversion in more than 26 currencies. We offer customized foreign exchange solutions through online and offline dealing channels to clients, on the basis of their business needs. These products are offered in India and across our international locations.

• *Fixed Income Products*

Products include Commercial Papers ("CPs") and Non-Convertible Debentures ("NCDs") for market-based fundraising requirements of clients. We offer end-to-end service from origination to distribution, matching issuer and investor needs through suitable structuring of issuances.

• *Bullion Products*

Products include Gold Metal Loan ("GML") and Consignment of Gold and Silver for the gold/silver procurement requirements of clients. We offer market-leading service through a digital journey from order placement to order fulfilment.

• *Derivatives*

Products include forwards, options and swaps across permitted asset classes to meet the risk hedging needs of clients. We offer customized derivative solutions to match the specific risk profile of clients and their risk exposures.

***(v) Commercial Banking for Government and Institutions***

We provide a range of banking services including customized products and services for enhancing e-governance and financial management to government departments and bodies across various levels such as central, state, district and local bodies which include municipalities and gram panchayats. We are nominated agents by the relevant government for collection of central taxes, state taxes, goods and services tax payments and custom duty through authorized branches and digital channels. Our integrated banking platforms provide simple online tax payment options to customers. Statutory payments can also be made online through our platforms.

We also provide financial services to other institutions, including educational institutions, hospitals and cooperative societies, among others and offer a range of technology-driven collections and payment solutions.

*(vi) Commercial Banking for International Customers*

The overseas offices of the Bank complement the India business centers by providing coverage and service to Non-Resident Indians ("NRI") and India-linked businesses. These overseas offices focus on four key pillars: non-resident Indians, multinational corporations and global capability centers operating in India, institutional investment flows into India, and India-linked cross-border trade. Further, our overseas banking subsidiaries continue to serve local markets selectively with a focus on risk mitigation and granularity of business.

Many of the 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. The Reserve Bank of India, vide its 'frequently asked questions' notification dated June 23, 2026, has permitted Indian banks, including their overseas branches, to extend loans to a non-resident or issue a 'stand-by letter of credit' in favor of overseas lenders against FCNR(B) deposits mobilized on swap facility. The banks are also permitted to extend loans to the FCNR (B) account holders and mark lien on such deposits. Pursuant to Reserve Bank of India's swap facility for FCNR (B) deposits up to August 31, 2026, loans provided by international branches and subsidiaries of the Bank against such deposits were ~ USD 9.0 billion. Further, standby letters of credit issued by the Bank to other banks in respect of loans against such deposits amounted to ~ USD 3.6 billion. During July and August 2026, the Bank acting through its IFSC Banking Unit, issued foreign currency bonds of ~ USD 3.6 billion under Global Medium Term Note Programme of the Bank.

Total assets (net of inter-office balances) of ICICI Bank's overseas branches at year-end fiscal 2026 were Rs. 1,098.6 billion and total advances were Rs. 422.9 billion compared to total assets of Rs. 896.3 billion and total advances were Rs. 307.9 billion at year-end fiscal 2025. The year-on-year increase in the overseas branches loan portfolio was primarily due to market opportunities for lending to well rated Indian corporates and their subsidiaries and joint ventures. Our overseas branches are funded by bond issuances, bilateral loans from banks, loans from export credit agencies, money market borrowings, deposits and refinance from banks. The overseas loan portfolio of ICICI Bank was 2.7% of the overall loan portfolio at year-end fiscal 2026. The corporate fund and non-fund outstanding, net of cash/bank/insurance backed lending, was U.S.$ 3.9 billion at March 31, 2026. Out of U.S.$ 3.9 billion, 94.2% of the outstanding was to Indian corporates and their subsidiaries and joint ventures and 4.9% of the outstanding was to non-India companies with Indian or India-linked operations and activities and this portfolio is generally well-rated and the Indian operations of these companies are our target customers for deposit and transaction banking franchise. The Bank will continue to pursue risk calibrated opportunities in this segment. The overseas corporate portfolio, excluding Indian corporates and their subsidiaries and joint ventures, reduced by 16.1% from about U.S.$ 265 million year-on-year to U.S.$ 223 million at March 31, 2026. See also, "- III. - 3. - (3) - (g) Our funding is primarily short-term, and if depositors do not roll over deposited funds upon maturity, our business could be adversely affected".

Our subsidiaries in the United Kingdom and Canada are full-service banks offering retail, business banking, corporate banking and treasury services. These subsidiaries provide services to their customers through branch banking and digital channels, including internet and mobile banking. Our subsidiary in the United Kingdom is primarily focused on India-linked business in the United Kingdom and Europe, and towards meeting the banking needs of the Indian community. The core services include meeting local banking requirements, remittance services to India, and facilitating banking requirements in India. Our subsidiary in Canada originates residential mortgages, primarily insured and qualifying for insurance by either the Canadian federal government agency or insurance companies backstopped by the Canadian federal government and offers loans to both Canadian and U.S. corporations as well as Indian corporations seeking to develop their business overseas.

At year-end fiscal 2026, ICICI Bank UK PLC ("ICICI Bank UK") had 10 branches in the United Kingdom and a branch in Germany. At year-end fiscal 2026, the total assets of ICICI Bank UK PLC were U.S.$ 2.9 billion. ICICI Bank UK PLC made a net profit of U.S.$ 25 million during fiscal 2026, compared to U.S.$ 27 million during fiscal 2025. At year-end fiscal 2026, loans and advances of ICICI Bank UK PLC were U.S.$ 1.5 billion and investments were U.S.$ 0.9 billion.

At year-end fiscal 2026, ICICI Bank Canada had 14 branches and total assets of CAD 4.9 billion. ICICI Bank Canada earned a net profit of CAD 24 million in fiscal 2026 as compared to a net profit of CAD 72 million in fiscal 2025. At year-end fiscal 2026, net advances (net loans) of ICICI Bank Canada were CAD 4.2 billion and investments were CAD 0.5 billion.

See also "- III. - 3. - (1) - (b) Financial instability in other countries, particularly countries where we have established operations, could adversely affect our business" and "- III. - 3. - (3) - (j) The exposures of our international branches and banking subsidiaries could generally affect our business, financial condition and results of operations".

***(vii) Branch and ATM Network and Call Centers***

We deliver our products and services through a variety of channels, ranging from traditional bank branches to ATMs, cash recycler machines and call centers. In addition, our digital channels and platforms have become increasingly important to our customers. See "- (e) Technology". At year-end fiscal 2026, we had a network of 7,511 branches across several Indian states. The branch network serves as an integrated channel for deposit mobilization and selected retail asset origination. Our focus is to digitize a maximum number of processes and other touch points for customer experience in order to enhance customer engagement time for solutions. Digital services kiosks are deployed in branches with higher number of customer visits. This allows customers to use banking services like cheque deposit, get quick account credit, update passbook, transfer funds instantly and various other 'do-it-yourself' digital services, which help reduce customer wait time.

The following table sets forth the breakdown of the number of branches by area for the periods indicated.

| Branch by area[1] | At March 31, 2025 Number of branches and extension counters | % of total | At March 31, 2026 Number of branches and extension counters | % of total |
|---|---|---|---|---|
| Metropolitan | 2,079 | 29.8% | 2,356 | 31.4% |
| Urban | 1,422 | 20.3% | 1,507 | 20.1% |
| Semi-urban | 1,905 | 27.3% | 1,956 | 26.0% |
| Rural | 1,577 | 22.6% | 1,692 | 22.5% |
| **Total branches and extension counters** | **6,983** | **100.0%** | **7,511** | **100.0%** |

(1) Classification of branches as per population census 2011.

At March 31, 2026, we had 12,087 ATMs and cash recycler machines across India. Our ATMs have additional value added services such as instant fund transfer, cardless cash withdrawal.

Our phone banking is operational around the clock across multiple locations. Phone banking is equipped with interactive voice response systems, email bot solution, voice biometric authentications, automatic call distribution, telephony integration and voice recorders. We seek to use phone banking technology to provide an integrated view of customer information to the agents to get a complete overview of the customer's relationship with us. We have implemented a customer relationship management solution to capture customer service requests /grievance for all key banking products. This has been deployed across all channels in the Bank and helps in tracking and timely resolution of various customer requests or issues. The solution has been deployed in phone banking as well as at a large number of branches.

***(viii) Investment Banking***

Our investment banking operations principally consist of ICICI Bank's treasury operations and the operations of ICICI Securities Primary Dealership Limited and of 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. See also "- *(iv) - Foreign Exchange, Fixed Income, Bullion and Derivatives*".

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 year-end fiscal 2026, ICICI Bank was required to maintain the statutory liquidity ratio requirement percentage at 18.0% 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 the LCR and NSFR, as required under Basel III, both on a standalone basis and at ICICI group level. The minimum requirement for each ratio is 100.0%. The LCR requirement is met by investment in high quality liquid assets, which are primarily in the form of government securities and better-rated corporate bonds. Our average LCR for the three months ended March 31, 2026 was 125.6% on a standalone basis and was 123.6% on a consolidated basis. Both of these ratios were higher than the regulatory requirement. See also "- (f) - *Legal Reserve Requirements*".

In order to enhance liquidity resilience of the Bank, the Reserve Bank of India had issued revised guidelines on Basel III framework on liquidity standards — Liquidity Coverage Ratio — Review of haircuts on High Quality Liquid Assets and run-off rates on certain categories of deposits on April 21, 2025. Technology has facilitated ability to make instantaneous bank transfers and withdrawals, leading to an increase in liquidity risks, requiring proactive management. Based on the revised guidelines, retail deposits with internet and mobile banking facilities are assigned additional run-off factors 2.50% and level 1 high quality liquid assets denominated in government securities will attract haircuts in line with the circular for liquidity adjustment facility and marginal standing facility.

Further, funding from non-financial entities such as trusts (educational/religious/charitable), Association of Persons ("AoPs"), partnerships, proprietorships, limited liability partnerships and other incorporated entities etc., shall be categorized as funding from 'non-financial corporates' and attract a run-off rate of 40% (as against 100% currently prescribed), unless the above entities are treated as Small Business Customers ("SBCs") under the liquidity coverage ratio framework. These revised guidelines has come into force effective April 1, 2026.

ICICI Bank engages in investments and foreign exchange operations from Mumbai and overseas branches. 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 market making and proprietary trading in currency and interest rate markets. Our investment and market risk policies are approved by the Board.

In general, we pursue a strategy of active management of our equity portfolio to maximize our return on investment. To reinforce compliance with the SEBI's insider trading regulations, all dealings in our equity and debt investments in listed companies are undertaken by our treasury's equity and corporate bonds dealing desks, which are segregated from both the other groups and desks in the treasury and from our other business groups, and which do not have access to unpublished price sensitive information about these companies that may be available to us as a lender.

We deal in several major foreign currencies and take deposits from non-resident Indians in major foreign currencies. We also manage onshore accounts in foreign currencies. The foreign exchange treasury manages our portfolio through money market and foreign exchange instruments to optimize yield and liquidity.

We provide a variety of risk management solutions to our clients, including foreign currency forward contracts, currency and interest rate swaps and options. We monitor and control the market risk and credit risk on our foreign exchange portfolio through counterparty limits, position limits, stop-loss limits and limits on the loss of the entire foreign exchange trading operations and exception reporting. See also "- (c) - *(ii) - Exchange Rate Risk*".

***Securities Brokerage and Investment Banking***

ICICI Securities Limited is a financial services company operating across capital market segments including retail and institutional equity, financial product distribution, private wealth management and investment banking. ICICI Securities Limited has an online securities platform - ICICI Direct. ICICI Securities Limited assists its customers like retail investors, corporates, financial institutions and high net worth individuals in meeting their financial goals by providing them with research, advisory and execution services. 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 and is a member of the Financial Industry Regulatory Authority in the United States. ICICI Securities Inc. 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 capital market products in Singapore. The consolidated profit after tax of ICICI Securities Limited was Rs. 17.1 billion in fiscal 2026 as compared to Rs. 17.5 billion in fiscal 2025.

At March 31, 2023, the Bank held 74.7% of the equity shares of its brokerage subsidiary, ICICI Securities Limited, with the remaining 25.3% of the equity shares held by public shareholders. In June 2023, the Board and ICICI Securities Limited Board of Directors approved the Scheme for the delisting of equity shares of ICICI Securities Limited under Regulation 37 of SEBI (Delisting of Equity Shares) Regulations, 2021, subject to receipt of requisite approvals (the "Delisting Scheme"). Following the receipt of required approvals, with effect from March 24, 2025, ICICI Securities Limited has become a wholly owned subsidiary of the Bank and has been delisted from the stock exchanges. On March 26, 2025, the Bank allotted its equity shares to the public shareholders of ICICI Securities as of the record date, in accordance with a swap ratio of 67 to 100, as provided in the Delisting Scheme. In March 2025, in accordance with the Delisting Scheme, the Bank allotted 56 million equity shares of Rs. 2 each, including 52 thousand equity shares towards fractional entitlements, to the public shareholders of ICICI Securities Limited as of the record date, in accordance with the approved equity swap ratio.

***Primary Dealership***

Our subsidiary ICICI Securities Primary Dealership Limited is engaged in the primary dealership of Government of India securities. It also deals in other fixed income securities and interest rate derivatives. In addition to this, it also undertakes money market operations, underwriting and placement of debt. ICICI Securities Primary Dealership Limited earned a net profit of Rs. 4.5 billion in fiscal 2026 compared to a net profit of Rs. 5.4 billion in fiscal 2025. The revenues of the business are directly linked to conditions in the fixed income market.

***I-Process Services***

I-Process Services (India) Limited (formerly known as I-Process Services (India) Private Limited) ("iProcess") has a service provider agreement only with the Bank to provide manpower-based support services across sales, marketing, data entry, operations and collection functions. At March 31, 2023, the Bank held 19.0% of the shareholding in iProcess. During fiscal 2024, the Bank purchased the remaining equity shares of iProcess and, consequently, iProcess became a wholly owned subsidiary of the Bank effective March 22, 2024. iProcess earned a net profit of Rs. 0.1 billion during fiscal 2026 compared to a net profit of Rs. 0.3 billion during fiscal 2025.

***(ix) Private Equity***

Our subsidiary ICICI Venture Funds Management Company Limited is a diversified specialist alternative asset manager with a presence across private equity, venture capital, real estate, infrastructure and special situations. ICICI Venture Funds Management Company Limited earned a net profit of Rs. 1.5 billion in fiscal 2026 compared to a net profit of Rs. 0.2 billion in fiscal 2025.

On May 8, 2025, ICICI Venture Funds Management Company Limited's Board of Directors and ICICI Prudential Asset Management Company Limited's Board of Directors, in their respective meetings, approved, in principle, a proposal to transfer the private equity, venture capital and real estate fund management business of ICICI Venture Funds Management Company Limited to ICICI Prudential Asset Management Company Limited. Following the receipt of requisite approvals, the transaction has been completed and the requisite agreements in this regard have been executed by ICICI Prudential Asset Management Company Limited with ICICI Venture Funds Management Company Limited. Accordingly, effective April 1, 2026, ICICI Prudential Asset Management Company Limited is providing investment management services to the transferred funds. The transaction enabled the offering of an integrated full range of investment asset classes, including private equity, by ICICI Prudential Asset Management Company Limited. ICICI Venture Funds Management Company Limited continues to undertake certain advisory activities as well as manage certain residual funds.

***(x) Asset Management***

We provide asset management services through our subsidiary, ICICI Prudential Asset Management Company Limited. ICICI Prudential Asset Management Company Limited is a joint venture with PCHL. We had 53.0% interest in the entity and PCHL owned 34.6% at March 31, 2026. ICICI Prudential Asset Management Company Limited also provides portfolio management services and advisory services to clients. ICICI Prudential Asset Management Company Limited earned a net profit of Rs. 33.0 billion during fiscal 2026 compared to a net profit of Rs. 26.5 billion during fiscal 2025.

In February 2025, the Bank's joint venture partner, PCHL, made an announcement regarding a potential listing and partial divestment of its stake in ICICI Prudential Asset Management Company Limited, subject to market conditions, requisite approvals and other considerations. In June 2025, the Board approved the purchase of up to 2.0% additional shareholding in the ICICI Prudential Asset Management Company Limited. Following the receipt of requisite approvals, the Bank purchased 2.0% additional shareholding from PCHL. This purchase was primarily for the purposes of maintaining the Bank's majority shareholding in ICICI Prudential Asset Management Company Limited were it to grant stock-based compensation. Effective December 19, 2025, ICICI Prudential Asset Management Company Limited is listed on Bombay Stock Exchange and National Stock Exchange.

### *(xi) Pension Fund Manager*

ICICI Pension Fund Management Limited ("ICICI PFM") is a registered pension fund manager under the National Pension System. National Pension System is a voluntary defined contribution pension system administered and regulated by the Pension Funds Regulatory and Development Authority ("PFRDA"). PFRDA has also provided approval to ICICI PFM to act as a 'point of presence' under National Pension System for distribution and servicing through physical as well as online channels. ICICI PFM had a net loss of Rs. 0.09 billion in fiscal 2026 compared to a net loss of Rs. 0.04 billion in fiscal 2025.

The Board at its meeting held on July 19, 2025 approved the acquisition of 100% shareholding in ICICI Prudential Pension Funds Management Company Limited from ICICI Prudential Life Insurance Company Limited to make ICICI PFM a wholly owned subsidiary of the Bank, subject to the Reserve Bank of India, PFRDA and other necessary approvals. The ICICI Prudential Life Insurance Company Limited's Board of Directors have, at their meeting on July 19, 2025, approved the sale of 100% of equity shareholding held in ICICI Prudential Pension Funds Management Company Limited to the Bank, subject to approval of the regulatory and statutory authorities, as per applicable regulations. Following the receipt of requisite approvals, the Bank executed, on January 12, 2026, a share purchase agreement with ICICI Prudential Life Insurance Company Limited and ICICI PFM and the Bank acquired 100% shareholding in ICICI PFM. Accordingly, ICICI PFM is now a wholly owned subsidiary of the Bank.

### *(xii) Insurance*

We provide a wide range of insurance products and services through our subsidiaries, ICICI Prudential Life Insurance Company Limited and ICICI Lombard General Insurance Company Limited. Both ICICI Prudential Life Insurance Company Limited and ICICI Lombard General Insurance Company Limited are listed on relevant Indian stock exchanges.

At March 31, 2026, our share ownership in ICICI Prudential Life Insurance Company Limited was 50.9% while PCHL held 21.9%. The Board, at its meeting held in February 2026, approved purchase of up to 2.0% additional shareholding in its subsidiary, ICICI Prudential Life Insurance Company Limited. Following the receipt of requisite approvals, the Bank has, through multiple tranches executed between July 22, 2026 and September 2, 2026, completed the purchase of approximately 2.0% of ICICI Life's equity share capital at June 30, 2026, through the stock exchange mechanism. Following this, the Bank's shareholding in ICICI Life stands at approximately 52.8%. This purchase was primarily towards maintaining the Bank's majority shareholding in the event of exercise of stock-based compensation of ICICI Prudential Life Insurance Company Limited.

PCHL entered into definitive agreements on May 17, 2026, pursuant to which PCHL has agreed to acquire a 75% stake in Bharti Life Insurance Company Limited, subject to receipt of applicable regulatory approvals and satisfaction of certain conditions. Consequently, ICICI Prudential Life Insurance Company Limited has applied to IRDAI for the reclassification of PCHL from 'promoter' to 'investor', along with a proposal to change the name of the company from 'ICICI Prudential Life Insurance Company Limited' to 'ICICI Life Insurance Limited'. On August 7, 2026, IRDAI provided the approval for name change of 'ICICI Prudential Life Insurance Company Limited' to 'ICICI Life Insurance Limited'. The Board of Directors, at its meeting held on August 13, 2026, approved the proposed change in name of the company from 'ICICI Prudential Life Insurance Company Limited' to 'ICICI Life Insurance Limited' and the consequent alterations to the Memorandum of Association and the Articles of Association, subject to approval of the shareholders and other applicable regulatory approvals.

ICICI Prudential Life Insurance Company Limited had assets under management of Rs. 3.14 trillion at March 31, 2026. As per data published by Life Insurance Council, its sum assured market share on overall and private market basis is 11.4% and 14.1% respectively in fiscal 2026. The total premium grew by 8.5% year-on-year from Rs. 489.5 billion in fiscal 2025 to Rs. 531.2 billion in fiscal 2026. Within product segments, contribution from retail protection business on annualized premium equivalent basis, increased from 5.7% in fiscal 2025 to 7.4% in fiscal 2026 in part aided by Goods and Services Tax ("GST") reforms effective September 22, 2025. The value of new business, which is a key profitability metric, measures the present value of future profits from the new business written during the period, grew by 10.9% year-on-year from Rs. 23.7 billion in fiscal 2025 to Rs. 26.3 billion in fiscal 2026. With an annualized premium equivalent of Rs. 106.4 billion, the value of new business margin (the ratio of value of new business to annualized premium equivalent) for the same period was 24.7%. The growth in value of new business was led by improvement in new business profile and economic assumption changes and was partly offset by operating assumption changes primarily due to unavailability of input tax credit. The new business profile comprises the impact of differences in mix of product segments or distribution channel or customer profile and product repricing, amongst others. The profit after tax of ICICI Prudential Life Insurance Company Limited grew by 34.6% year-on-year from Rs. 11.9 billion in fiscal 2025 to Rs. 16.0 billion in fiscal 2026, primarily driven by higher investment income from Shareholders' funds, which includes a gain of Rs. 1.1 billion realized from sale of 100% equity shareholding in ICICI PFM. Excluding the sale transaction, PAT grew by 25.0% year-on-year for fiscal 2026.

See also "- III. - 3. - (5) - (a) Additional capital requirements of our insurance subsidiaries or our inability to monetize a part of our shareholding or make further investments in these companies as required may adversely impact our business and the prices of our equity shares and ADSs", "- III. - 3. - (5) - (b) 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" and "- III. - 4. - Operating Results Data - (10) - (f) Life Insurance".

During fiscal 2026, ICICI Lombard General Insurance Company Limited was ranked as the second largest general insurance company in the country with a market share of 8.5% based on gross direct premium as per the data published by IRDAI. Our share ownership in ICICI Lombard General Insurance Company was 51.6% at March 31, 2025. ICICI Lombard General Insurance Company Limited earned a net profit of Rs. 27.7 billion in fiscal 2026 as compared to a net profit of Rs. 25.1 billion in fiscal 2025.

In May 2023, the Board approved acquisition of up to 4.0% of ICICI Lombard General Insurance Company Limited's shareholding, to make it a subsidiary of the Bank, subject to receipt of necessary regulatory approvals. The Bank received regulatory approval and has issued letters of comfort in favor of IRDAI, on behalf of ICICI Lombard General Insurance Company Limited, wherein it has given an undertaking to infuse capital, if required by ICICI Lombard General Insurance Company Limited in proportion to its shareholding in ICICI Lombard General Insurance Company Limited, to meet the minimum regulatory solvency requirement. During fiscal 2024, through a series of stock exchanges, the Bank acquired additional stake in ICICI Lombard General Insurance Company Limited in multiple tranches, resulting in an increase in shareholding to more than 50.0%. Consequently, ICICI Lombard General Insurance Company ceased to be an affiliate and became a subsidiary of the Bank effective February 29, 2024.

IRDAI issued regulations on registration of corporate agents for the sale of insurance products. As per the regulations, a corporate agent can partner/tie-up with up to nine insurance companies each in life, non-life and health insurance sectors for the distribution of insurance products. 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 and distribute general insurance and selective life insurance products through our branches, phone banking and digital channels and earn commissions from these subsidiaries.

**(c) Risk Management**

[*"Risk Management" has been inserted here from pages 77 ~ 100 of Form 20-F.*]

As a financial intermediary, we are exposed to risks that are particular to our lending, transaction banking and trading businesses and the environment within which we operate. Our goal in risk management is to ensure that we understand, measure, monitor and manage the various risks that arise and that the organization adheres to the policies and processes which are established to address these risks.

The risk management framework forms the basis for developing consistent risk principles across the Bank and its overseas banking subsidiaries. The Board approves the Enterprise Risk Management and Risk Appetite Framework and thresholds/limits structure under which various business lines operate. The key principles underlying our risk management framework are as follows:

- The Board has oversight of all the risks assumed by us.
- Specific sub-committees of the Board have been constituted to facilitate focused oversight of various risks. For a discussion of these and other committees, see "- V. - 3. State of Corporate Governance, etc.".
    - Credit Committee: The responsibilities of the Credit Committee include review of accounts under watch, non-performing assets, incremental sanctions, developments in key industrial sectors, major credit portfolios and approval of credit proposals as per the authorization approved by the Board.
    - Audit Committee: The Audit Committee, among other things, provides direction to the audit function and monitors the quality of internal and statutory audit. The responsibilities of the Audit Committee include examining the financial statements and auditors' report and overseeing the financial reporting process to ensure fairness, sufficiency and credibility of financial statements.

    - Information Technology ("IT") Strategy Committee: The responsibilities of the IT Strategy Committee are to approve strategy for IT and policy documents, review performance with reference to IT & IS Key Risk Indicators ("KRIs") and conduct periodic review of KRIs to ensure coverage of IT & IS risks, ensure that the IT strategy is aligned with business strategy, ensure proper balance of IT investments for sustaining the Bank's growth, oversee the aggregate funding of IT at Bank-level, ascertain if the management has resources to ensure the proper management of IT risks, review contribution of IT to business, oversee the activities of Digital Council, review technology from a future readiness perspective, overseeing key projects progress and critical IT systems performance including review of IT capacity requirements and adequacy and effectiveness of Business Continuity Management and Disaster Recovery, review of special IT initiatives, review cyber risk, consider the Reserve Bank of India inspection report/directives received from time to time by the Bank in the areas of IT and Cyber Security and to review the compliance of various actionables arising out of such reports/directives as may be deemed necessary from time to time and review deployment of skilled resources within the Technology and Information Security function so as to ensure effective and efficient deliveries.
    - Risk Committee: The responsibilities of the Risk Committee are to review the Bank's risk management policies pertaining to credit, market, liquidity, operational, outsourcing, model risk management, framework for early warning signal and red flagging of accounts, reputation risks, business continuity plan, disaster recovery plan and approve the Broker Empanelment Policy and any amendments thereto. The Risk Committee is also responsible for setting limits on any industry or country; reviewing the Enterprise Risk Management, Risk Appetite Framework, stress testing framework, Internal Capital Adequacy Assessment Process and framework for capital allocation; and reviewing of the status of compliance with the Basel framework, risk dashboard covering various risks, outsourcing activities and the activities of the Asset Liability Management Committee and the proceedings of the Group Risk Management Committee. The Risk Committee also carries out the Cyber Security risk assessment.
- Policies approved from time to time by the Board/Board-level Committees form the governing framework for each type of risk. The business activities are undertaken within this policy framework.
- Independent groups and sub-groups have been constituted across our organization to facilitate independent evaluation, monitoring and reporting of various risks. These groups function independent of the business groups/sub-groups.

We are primarily exposed to credit risk, market risk, liquidity risk, operational risk, technology risk, compliance risk, Cyber Security risk and reputation risk. We have centralized groups, the Risk Management Group, the Information Security Group, the Compliance Group, the Legal Group and the Internal Audit Group with a mandate to identify, assess and monitor all of our principal risks in accordance with well-defined policies and procedures. In addition, the Operations Group and Treasury Monitoring and Reporting Group monitor operational adherence to regulations, policies, terms of limit approved and other internal approvals.

The Risk Management Group is further organized into the Credit Risk Management Group, Market Risk Management Group (including the Treasury Monitoring and Reporting Group), Operational Risk Management Group, Model Risk & Validation Group, Fraud Risk Management Group and Special Investigation Unit Group. The Risk Management Group is headed by the Group Chief Risk Officer, who reports to the Risk Committee. The Credit Monitoring Group is responsible for monitoring the credit profile of the borrowers based on the transactional data/documents. The Information Security Group is tasked with overseeing risk related to information security across the Bank. The Heads of the Compliance Group and the Internal Audit Group report to the Audit Committee of the Board of Directors. The Risk Management Group, Compliance Group and Internal Audit Group have administrative reporting to the Executive Director. The Operations Group and Information Security Group report to the Executive Director. These groups are independent of the business units.

***(i) Credit Risk***

Credit risk is the risk of loss that may occur from the failure of any party to abide by the terms and conditions of any contract, principally the failure to make required payments of amounts due to us. In its lending operations, the Bank is principally exposed to credit risk.

Credit risk management is governed by the Credit and Recovery Policy ("Credit Policy") approved by the Board. The Credit Policy outlines the type of products that can be offered, customer categories and sets forth the credit approval process, credit administration, credit limits and other relevant matters.

The Bank measures, monitors and manages credit risk at an individual borrower level and at the portfolio level for retail borrowers. The Bank has a structured and standardized credit approval process, which includes a well-established procedure of credit appraisal.

The Bank has established a risk appetite and limit structure, with respect to credit risk, and specifically concentration risk, which includes the following measures:

- limits for group and borrower exposures based on rating and track record;
- rating-based limits with respect to incremental asset origination in the corporate portfolio;
- portfolio limit for buyout and securitization;
- separate credit monitoring group for enhanced focus on monitoring of borrowers and to facilitate proactive action wherever required; and
- enhanced monitoring of retail product portfolios through periodic reviews and vintage curve analysis.

The Credit Committee of the Board reviews the portfolio and large exposure groups. The Bank has a dedicated group, namely the Financial Crime Prevention Group, for overseeing and handling the fraud prevention, detection, investigation, monitoring and awareness creation activities.

*Credit Approval Authorities*

The Board of Directors/Credit Committee has delegated credit approval authority to various committees, forums and individual officers under the credit approval authorization policy. The credit approval authorization policy is based on the level of risk and the quantum of exposure and is designed to ensure that transactions with higher exposure and higher levels of risk are sent to a correspondingly higher forum/committee for approval.

The Bank has established several levels of credit approval authorities for its corporate banking activities - the Credit Committee, the Committee of Executive Directors, the Committee of Senior Management, the Committee of Executives, and the Credit Lending Forum. For certain exposures under programs, approval under a joint authorization framework has been established.

Retail credit facilities must comply with approved product policies. All products policies are approved by the Committee of Executive Directors. The individual credit proposals are evaluated and approved by individual officers/forums on the basis of the product policies.

*Credit Risk Assessment Methodology for Standalone Entities*

All credit proposals other than retail products, program lending, score card-based lending to business banking borrowers and agricultural businesses and certain other specified products are rated internally by the Credit Risk Management Group, prior to approval by the appropriate forum.

The Credit Risk Management Group rates proposals, carries out industry analysis (through a centralized industry team), tracks the quality of the credit portfolio with regular rating reviews and reports periodically to the Credit Committee and the Risk Committee. The Bank also has a credit monitoring group, which monitors individual accounts jointly with the business and Risk Management Group on a regular basis including stock statements, bank statements and stock audit reports. For non-retail exposures, the Loan Service Operations Group verifies adherence to the terms of the approval prior to the commitment and disbursement of credit facilities. The Bank also manages credit risk through various limit structures, which are in line with the Reserve Bank of India's prudential guidelines. The Bank has set up various exposure limits, including the single borrower exposure limit, the group borrower exposure limit, the industry exposure limit, the unsecured exposure limit, and limits on exposure to sensitive sectors such as capital markets, non-banking finance companies and real estate. Based on rating and tracking of the borrower and group, limits on incremental exposures have also been put in place. Limits on countries and bank counterparties have also been stipulated.

The Bank has an established credit analysis procedure leading to appropriate identification of credit risk both at the individual borrower and the portfolio level. Appropriate appraisal and credit rating methodologies have been established for various types of products and businesses. The methodology involves assessment of quantitative and qualitative parameters. For example, for any large corporate borrower, the rating methodology entails a comprehensive evaluation of the industry, borrower's business position in the industry (benchmarking), financial position and projections, quality of management, impact of projects being undertaken by the borrower and structure of the transaction.

After conducting an analysis of a specific borrower's risk, the Credit Risk Management Group assigns a credit rating to the borrower. We have a scale of 12 ratings ranging from AAA to B. A borrower's credit rating is a vital input for the credit approval process. The borrower's credit rating and the default pattern corresponding to that credit rating, form an important input in the risk-based pricing framework of the Bank. Every proposal for a financing facility is prepared by the relevant business unit and reviewed by the Credit Risk Management Group before being submitted for approval to the appropriate approval authority other than retail products, program lending, score card-based lending to business banking borrowers and agri-businesses and certain other specified products. The approval process for non-fund facilities is similar to that for fund-based facilities.

On our current rating scale, ratings of below BBB- (i.e., BB and B ratings) are considered to be relatively high-risk categories. Our current Credit Policy does not expressly provide a minimum rating required for a borrower to be considered for a loan. All corporate loan proposals for fresh/incremental exposure with an internal rating of BB and B are sent to our Credit Committee for its approval. For corporates internally rated BBB-, fresh/incremental exposure up to a certain level is approved by the Committee of Senior Management. See also note 7 - 'Credit quality indicators of loans' of "- VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 18B - Additional Notes".

The appraisal process involves an in-depth study of the industry, financial, commercial, technical and managerial aspects of the borrower. An assessment of the financial requirements of the client is made in order to arrive at the amount of credit to be considered by the Bank. Each credit proposal is thereafter prepared in an appropriate appraisal format and placed before the approving authority as prescribed by the Board/Credit Committee from time to time.

The following sections detail the risk assessment process for various business segments:

***Assessment of Project Finance Exposures***

The Bank carries out an evaluation of technical and financial viability of the project and the sponsor's financial strength. This analysis helps the Bank identify, allocate and mitigate risks in project financing.

***Assessment of Corporate Finance Exposures (Term Loans/Fixed Maturity Loans)***

As part of the corporate loan approval procedures, the Bank carries out a detailed analysis of funding requirements, including normal capital expenses, long-term working capital requirements, and acquisition finance. The Bank's funding of long-term requirements is assessed on the basis of detailed review of the underlying transaction and an analysis of cash flows.

Our analysis enables us to identify risks in these transactions. To mitigate risks, we use various credit enhancement techniques, such as collateralization, cash collateralization, creation of escrow accounts and debt service reserves. Rating review of these exposures is done based on asset quality review framework of the Bank. The Credit Monitoring Group jointly monitors these exposures along with the business and Risk Management Group.

Corporate finance loans can be secured by fixed assets (which normally consists of property, plant and equipment), pledge of financial assets (such as marketable securities or at times non-marketable securities) and we may obtain contractual credit enhancements such as corporate guarantees or personal guarantees from the sponsors wherever appropriate. In certain cases, the terms of financing include covenants relating to sponsors' shareholding in the borrower and restrictions on the sponsors' ability to sell all or part of their shareholding.

Unsecured corporate finance loans can be extended based on creditworthiness of the applicant and nature of products offered typically to applicants, who have unsecured loans from other lenders. Unsecured incremental sanctions for corporates are extended largely to high rated borrowers and well-established corporate groups only. The Bank has Enterprise Risk Management (ERM) and Risk Appetite Framework (RAF), which stipulates a limit on unsecured non-retail exposures to overall non-retail exposures; and the same is being monitored and reviewed on a quarterly basis.

With respect to financing of cross-border corporate mergers and acquisitions, we carry out detailed due diligence on the Acquirer as well as the target's business profile.

We emphasize environmental and social risk assessment for new project financing proposals subject to internally defined criteria. These proposals are reviewed under a social and environmental management framework that integrates analysis of the environmental and social risk assessment into the overall credit appraisal process. We are also in the process of incorporating environmental, social and governance and climate risk aspects as part of the credit evaluation process. Borrower-level environmental, social and governance scores from external agencies are considered, when available, during the evaluation of a proposal. We have developed sector-specific environmental, social and governance checklists for borrower-level evaluation for exposures exceeding a certain threshold. The Bank has also developed a Framework for Sustainable Financing, which provides guidance on eligibility criteria for Sustainable/Sustainability Linked Lending, guidance on assessment of facilities, monitoring & reporting of such facilities. The Bank carries out an impact assessment of climate change on the critical infrastructure resources that support the Bank's operations. Further, the Bank considers stress testing for climate risk as part of scenario-based stress testing under annual ICAAP. This stress testing incorporates the impact of physical risk as well as transition risk on the top counterparties of wholesale banking portfolios.

***Assessment of Working Capital Finance Exposures***

We carry out a detailed analysis of borrowers' working capital requirements. Once credit limits are approved, we may calculate the amounts that can be lent on the basis of review of monthly stock statements provided by the borrower and the margins stipulated. Credit limits are reviewed on a periodic basis.

Working capital facilities are generally secured by inventories, receivables and other current assets. Additionally, in certain cases, we obtain contractual credit enhancements such as personal guarantees or corporate guarantees from sponsors, or subordinated security interests in the tangible assets of the borrower including plant and machinery.

### *Assessment of Retail Loans*

The origination and approval of retail credit exposures are segregated to ensure independence.

The Process Management Group within the Credit and Process Management Group is responsible for drafting operating guidelines and program notes outlining the norms for offering retail assets. The Credit Risk Management Group oversees the credit risk issues for retail assets including formulation of the policy norms and review of all credit policies and operating policies proposed for approval by the Board or forums authorized by the Board. These groups are also involved in portfolio monitoring of all retail assets and in suggesting and implementing policy amendments. The Data Science and Analytics Group is responsible for devising customer-segment specific strategies, portfolio tracking and monitoring reports, analytics, model and score card development and database management. The credit team is independent from the business unit and is organized geographically to support the retail sales and service structure.

The Bank's credit officers evaluate credit proposals on the basis of operating guidelines approved by the Committee of Executive Directors. The criteria vary across product segments but typically include factors such as the borrower's income, leverage, the loan-to-value ratio and demographic parameters. External agencies such as field investigation agencies facilitate a comprehensive due diligence process including visits to offices and homes of borrowers whenever required by the applicable guidelines. The Bank also draws upon a centralized database on delinquent loans and reports from the credit bureaus to review the borrower's profile. Except for personal loans and credit cards, the Bank generally requires a contribution from the borrower and its loans are secured by the asset financed. For mortgage loans and used vehicle loans, a valuation agency carries out the valuations. For certain products, the Bank has implemented a credit-scorecard, which forms one of the criteria for loan evaluation.

Unsecured loans in retail are primarily personal loans and credit cards. The retail portfolio at the Bank has been built with core principles of return of capital and ecosystem led offerings, targeting known and assessable quality customers, decongesting existing processes, all with a customer-centric approach. The Enterprise Risk Management framework stipulates limits on overall retail unsecured exposure as well as separately on personal loans and credit cards. Thresholds on unsecured retail advances have also been stipulated. The portfolio default risk is also monitored by the proportion of incremental originations of unsecured loans to borrowers across bureau score bands. The bureau score distribution of incremental sourcing as well as for the overall portfolio is reviewed and reported on a quarterly basis to the Risk Committee. Further, approval authorization is also risk-based which is linked to bureau score and product.

As part of digital credit lending, the Bank offers retail asset products to its customers through digital channels. As part of its strategy, the Bank uses multiple credit filters to segment customers and to mitigate risk. The portfolio build-up strategy is based on utilizing the pre-filtered customer database for origination of key retail asset products wherein major incremental origination is from existing liability customer relationships.

The Bank undertakes portfolio buyouts of various retail assets products. The portfolio is selected by applying filters like tenure, size, loan to value ratio and location, and meeting regulatory requirements with regard to minimum holding period and minimum retention requirement by the seller. The buyouts are in the form of direct assignment or by way of investment in securitization notes.

The Bank has established centralized operations to manage operational risk in the back-office processes of its retail assets business and also has decentralized operations to improve turnaround time for customers. A separate team under the Credit and Process Management Group undertakes review and audits of credit quality and processes across different products. The Bank has a debt services management group to manage debt recovery. The group operates under the guidelines of a standardized recovery process.

***Assessment Procedures for Borrowers under Business Banking***

Business Banking Group in the Bank caters to financing needs of micro, small and medium enterprises ("MSMEs"), which include individual entities and financing dealers and vendors of companies.

Business Banking Group credit also includes financing extended directly to small enterprises as well as lending based on parameterized product-based credit facilities, which involves a cluster-based approach wherein a lending program is implemented for a homogenous group of individuals/business entities, which comply with certain parameterized norms. Further, programs can also be made for diverse group of individuals/business entities/industries having common target market norms and go/no-go parameters as approved by the Committee of Executive Directors. The risk assessment of such a cluster involves the identification of appropriate credit norms for the target market, the use of scoring models for enterprises that satisfy these norms and a comprehensive appraisal of those enterprises, which are awarded a minimum required score in the scoring model.

The Bank has various programs for lending to business banking customers, based on various financial and non-financial parameters and target market norms. The program criteria are approved by the Committee of Executive Directors and individual credit proposals are assessed by the credit team based on these approved criteria. Further, exposure of up to Rs. 30 million can be sanctioned in the digital platform provided they meet the credit and collateral norms prescribed by the program.

For larger ticket size loans, an in-house developed statistical scoring model is being used to assess a majority of cases in the small and medium enterprise and mid-corporate segment. The underwriting process integrates various digital tools like bank statement analyzer, automatic fetching of bureau reports and enhanced business rule engine to generate probability of default scores for score-based analysis. A detailed appraisal is performed based on the financial/non-financial parameters (including information on GST/information from account aggregators) to assess the creditworthiness of the enterprise in all the cases.

The Bank also finances dealers and vendors linked to large and medium entities by implementing structures to enhance the base credit quality of the vendor or dealer. The process involves an analysis of the base credit quality of the vendor or dealer and an analysis of the linkages that exist between the vendor or dealer and the anchor corporate. The approval of limits to dealers and vendors takes place manually as well as digitally.

*Assessment Procedures for Rural and Agricultural Loans*

The rural and agricultural portfolio consists of loans to individuals and non-individuals engaged in agriculture and related activities. These loans are extended to meet crop production and maintenance, consumption, asset purchase and income generating requirements of borrowers.

The sales and credit decision-making functions are segregated. The Process Management Group within the Credit and Process Management Group is responsible for drafting program notes and operating guidelines. The Credit Risk Management Group oversees the credit risk issues for rural and agricultural loans including the ownership and review of all credit policies and operating policies proposed for approval by the Board or forums authorized by the Board. These groups are also involved in portfolio monitoring of all rural assets and in suggesting and implementing policy amendments. The Data Science and Analytics Group is responsible for devising customer-segment specific strategies, portfolio tracking and monitoring, analytics, model and score card development and database management. The credit team is independent from the business unit and is organized geographically to support the sales and service structure.

For loans against gold ornaments and gold coins, the credit norms focus on establishing authenticity (purity and weight) of the underlying jewellery with the help of Bank appointed external appraisers and assessment of the repayment ability of the borrowers. Norms with respect to loan-to-value ratio have been laid down in accordance with regulatory guidelines. The repayment ability of the borrowers is assessed through the models developed by the Data Science and Analytics Group or through the credit team.

For loans against pledge of agricultural commodities, the credit norms focus on the quality, quantity and price volatility of the underlying commodity. A dedicated group evaluates, directly or through the agencies appointed by it at the time of funding and undertakes periodic post disbursements checks. Norms with respect to price monitoring and loan-to-value ratio have been laid down.

See also "- III. - 3. - (3) - (k) Entry into new businesses or rapid growth in existing loan portfolios may expose us to increased risks that may adversely affect our business".

*Risk Monitoring and Portfolio Review*

We monitor credit facilities through a risk-based asset review framework under which the frequency of asset review is higher for cases with higher exposure balances and lower credit ratings. For corporate and business banking, the Asset and Liabilities Operations Group – Lending Services Operations Group (ALOG-LSOG) verifies adherence to the terms of the sanction approval prior to disbursement/limit set up.

The Credit Monitoring Group jointly with the business and Risk Management Group monitors corporate and business banking borrower accounts to identify triggers on the basis of account conduct and behavior. These triggers are highlighted to risk and business teams and are included in the appraisal and portfolio review process, which helps to take timely action on the exposures.

An analysis of our portfolio composition based on internal ratings is carried out and submitted to the Risk Committee on a quarterly basis as part of the risk dashboard. This facilitates the identification and analysis of trends in the portfolio credit risk.

The Credit Committee of the Bank, apart from approving proposals, regularly reviews the credit quality of the portfolio and various sub-portfolios. A summary of the reviews carried out by the Credit Committee is submitted to the Board for its information.

The Bank's Enterprise Risk Management framework defines benchmark vintage curves as delinquency triggers for key retail products. Actual delinquencies for these products are monitored against these benchmark vintage curves, to enable analysis and directed collection strategies as well as review of origination norms, where required. As part of the Enterprise Risk Management framework, a threshold on incremental origination for customers with low bureau score has also been stipulated for retail portfolio.

***(ii) Market Risk***

Market risk is the possibility of loss arising from changes in the value of a financial instrument as a result of changes in market variables such as interest rates, exchange rates, credit spreads and other asset prices. Our exposure to market risk is a function of our trading and asset-liability management activities and our role as a financial intermediary in customer-related transactions. These risks are mitigated by the limits stipulated in the Investment Policy (which includes the Derivatives Policy) and Asset Liability Management Policy, which are approved and reviewed by the Board.

***Market Risk Management Procedures***

The Asset Liability Management Policy stipulates liquidity and interest rate risk limits at an aggregate level and the Asset Liability Management Committee reviews adherence to limits and determines the strategy in light of the current and expected environment. The Investment Policy addresses issues related to investments in various treasury products and includes the Derivatives Policy which is formulated in line with the comprehensive guidelines issued by Reserve Bank of India on derivatives for banks. The policies are designed to ensure that operations in the securities and foreign exchange and derivatives areas are conducted in accordance with sound and acceptable business practices and current regulatory guidelines, laws governing transactions in financial securities and the financial environment. The policies contain the limit structures that govern transactions in financial instruments. The Board has authorized the Risk Committee, Asset Liability Management Committee and Committee of Executive Directors (Borrowing, Treasury and Investment Operations) to grant certain approvals related to treasury activities, within the broad parameters laid down by policies approved by the Board.

The Asset Liability Management Committee, comprising the Managing Director and Chief Executive Officer, whole-time Directors and senior executives, meets periodically and reviews the positions of trading groups, interest rate and liquidity gap positions, sets deposit and benchmark lending rates, reviews the pricing methodologies for various categories of advances, reviews the valuation methodologies for various treasury products, the business profile and its impact on asset liability management and determines the asset liability management strategy, as deemed fit, taking into consideration the current and expected business environment. The Asset Liability Management Policy provides guidelines to manage liquidity risk and interest rate risk in the banking book.

The Market Risk Management Group is responsible for the identification, assessment and measurement of market risk. Risk limits including position limits and stop loss limits are reported on a daily basis by the Treasury Monitoring and Reporting Group and reviewed periodically. Foreign exchange risk is monitored through the net overnight open foreign exchange limit. Interest rate risk in the banking book is measured through the use of re-pricing gap/duration analysis. Interest rate risk is further monitored through interest rate risk limits approved by the Board.

***Interest Rate Risk***

Our core business is deposit taking, borrowing and lending in both Indian rupees and foreign currencies as permitted by the Reserve Bank of India. These activities expose us to interest rate risk.

Our balance sheet consists of Indian rupee and foreign currency assets and liabilities, with a predominantly higher proportion of rupee-denominated assets and liabilities. Thus, movements in Indian interest rates are our main source of interest rate risk.

Interest rate risk is measured through earnings at risk from an earnings perspective and through duration of equity from an economic value perspective. Further, exposure to fluctuations in interest rates is also measured by way of gap analysis, providing a static view of the maturity and re-pricing characteristics of balance sheet positions. We monitor interest rate risk through the above measures on a fortnightly basis. The duration gap analysis and interest rate sensitivity gap statements for the standalone Bank are submitted to the Reserve Bank of India on a monthly basis. Additionally, the interest rate gap statements for overseas branches are submitted to the host regulator based on applicable guidelines. We also monitor sensitivities of our interest rate options portfolio.

The Bank's primary source of funding is deposits and, to a smaller extent, borrowings. In the rupee market, most of our deposit taking is at fixed rates of interest. We accept deposits for fixed periods, except for savings account deposits and current account deposits, which do not have any specified maturity and can be withdrawn on demand. Current account deposits in the domestic operations are non-interest bearing. Our borrowings are usually for a fixed period, with certain borrowings qualifying as capital instruments having European call options attached to them, exercisable by us only on specified dates, subject to regulatory approvals. On the asset side, we have a mix of floating and fixed interest rate assets. Our term loans are generally repaid gradually, with principal repayments being made over the life of the loan.

Pursuant to regulatory reserve requirements, we maintain a large part of our assets in Government of India securities and in interest-free balances with the Reserve Bank of India, which are funded mainly by deposits and borrowings. This exposes us to the risk of differential movement in the yield earned on statutory reserves and the related funding cost.

Almost all the long-tenor foreign currency loans in the overseas branches of the Bank are floating rate loans. These loans are generally funded with foreign currency borrowings and deposits in our overseas branches. We generally convert the long-tenor foreign currency borrowings into floating rate dollar liabilities through the use of interest rate and currency swaps with leading international banks. Our overseas subsidiaries in the UK and Canada have fixed rate retail term deposits and fixed/floating rate wholesale borrowings as their funding sources, with the UK subsidiary additionally having floating rate savings deposits and non-interest-bearing current deposits. They also have fixed and floating rate assets. Interest rate risk is generally managed by increasing/decreasing the duration of investments and government securities portfolio and/or by entering into interest rate derivatives whenever required. We are an active participant in the interest rate swap market and are one of the largest swap counterparties in India.

For a discussion of our vulnerability to interest rate risk, see "- III. - 3. - (3) - (e) Our banking and trading activities are particularly vulnerable to interest rate risk and movements 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" and "- III. - 3. - (3) - (f) Our inability to effectively manage credit, market or 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".

***Equity Risk***

We assume equity risk both as part of our investment book and our trading book. At year-end fiscal 2026, we had a total equity investment portfolio (excluding investment in affiliates) of Rs. 270.5 billion, primarily comprising Rs. 54.5 billion of investments by the Bank and Rs. 214.8 billion of investments by our insurance subsidiary. The Bank also acquires equity investments from loan conversion and also investment in unlisted equity which are long-term in nature. We also invest in alternate investment funds/venture capital funds, primarily those managed by our subsidiary ICICI Venture. These funds primarily invest in equity and equity linked and non-convertible instruments. Our investments in these funds are similar in nature to our other equity investments and are subject to the same risks. In addition, they are subject to risks in the form of changes in regulation and taxation policies applicable to such equity funds. ICICI Securities and ICICI Securities Primary Dealership also have a small portfolio of equity derivatives. For further information on our trading and available-for-sale investments, see "- (b) - *(viii) - Treasury*".

The risk in the equity portfolio of the proprietary trading group, which manages the equity trading book of the Bank, is controlled through position limits, value-at-risk and stop loss limits, as stipulated in the Investment Policy. The portfolio includes investments in listed equities, equity mutual funds and infrastructure and real estate investment trusts, as well as application money paid for new offerings of such investments. Value-at-risk measures the statistical risk of loss from a trading position, given a specified confidence level and a defined time horizon, see "- 1. Trends in Major Business Indices, etc.".

***Exchange Rate Risk***

We offer instruments like foreign exchange forwards, options, swaps and combinations thereof to clients, which are primarily banks and corporate customers. We use cross-currency swaps, forwards, and options to hedge against risks arising out of these transactions and for foreign currency loans that are originated in currencies different from the currencies of the borrowings supporting them. Some of these transactions may not meet the hedge accounting requirements and are subject to mark-to-market accounting. Trading activities in the foreign currency markets expose us to exchange rate risks. This risk is mitigated by setting counterparty limits, stipulating foreign exchange overnight and intra-day position limits, greek limits for options, daily/quarterly/yearly cumulative stop-loss limits and engaging in exception reporting.

***Derivative Instruments Risk***

The Bank offers various derivative products, including forwards, options, swaps and combinations thereof in foreign exchange and interest rates to clients for their risk management purposes. Profits or losses on account of market movements on these transactions are borne by the clients. For transactions which are not covered fully or partially in the interbank market the Bank runs open positions within the limits prescribed in its Investment Policy. The derivative transactions are subject to counterparty risk to the extent particular obligors are unable to make payment on contracts when due.

In view of the margin rules for non-centrally cleared derivative transactions issued by the Basel Committee on Banking Supervision, guidelines issued by the Reserve Bank of India and guidelines issued by overseas regulators, certain derivative transactions are subject to margining and collateral exchange in accordance with a Credit Support Annex. Reserve Bank of India has permitted the Bank to post and collect margin for permitted derivative contracts with covered entities. The Bank has also implemented the International Swaps and Derivatives Association's prescribed Standardized Initial Margin Model for estimating the initial margin requirements for some of the non-centrally cleared derivatives. The Bank settles certain derivatives transactions through qualified central counterparties such as Clearing Corporation of India Limited and London Clearing House Limited and posts collateral in line with the margin regulations stipulated by qualified central counterparties.

The Bank also enters into interest rate and currency derivative transactions for the purpose of hedging interest rate and foreign exchange risk and also engages in trading of derivative instruments on its own account.

***Credit Spread Risk***

Credit spread risk arises out of investments in fixed income securities. Hence, volatility in the level of credit spreads would impact the value of these portfolios held by the Bank. We closely monitor our portfolio, and risk is monitored by setting credit spread for 1 basis points (CS01) limits, investment limits, rating-wise limits, single issuer limit, maturity limits and stipulating daily and cumulative stop-loss limits.

***Liquidity Risk***

The Bank manages liquidity risk in accordance with our Asset Liability Management Policy. This policy is based on applicable regulatory guidelines and is approved by the Board. The Asset Liability Management Committee of the Bank formulates and reviews strategies and provides guidance for management of liquidity risk within the framework laid out in the Asset Liability Management Policy. The Risk Committee has oversight of the Asset Liability Management Committee.

The Bank uses various tools for the measurement of liquidity risk including the statement of structural liquidity, dynamic liquidity cash flow statements, liquidity ratios and stress testing through scenario analysis. The statement of structural liquidity is used as a standard tool for measuring and managing net funding requirements and the assessment of a surplus or shortfall of funds in various maturity buckets in the future. The cumulative utilization against gap limits laid down for each bucket is reviewed by the Bank's Asset Liability Management Committee.

We also periodically present to the Asset Liability Management Committee the dynamic liquidity cash flow statements, which in addition to scheduled cash flows, considers the liquidity requirements pertaining to incremental business and the funding thereof. As a part of the stock and flow approach, we monitor various liquidity ratios, and limits as laid down for these ratios in the Asset Liability Management Policy.

The sources of liquidity, levels of liquid assets, LCR, NSFR are set out in "- III. - 4. - Operating Results Data - (7) Liquidity Risk".

We have a Board approved liquidity stress testing framework, under which we estimate the Bank's liquidity position under a range of stress scenarios, and consider possible measures we could take to mitigate the outflows under each scenario. During fiscal 2026, the results of each of the stress scenarios were within the Board-approved limits.

The Risk Committee has approved a liquidity contingency plan, which lays down a framework for ongoing monitoring of potential liquidity contingencies and an action plan to meet such contingencies. The liquidity contingency plan lays down several liquidity indicators, which are monitored on a pre-defined (daily or weekly) basis and also defines the protocol and responsibilities of various teams in the event of a liquidity contingency.

Similar frameworks to manage liquidity risk have been established at each of the overseas banking subsidiaries of the Bank, addressing the risks they run as well as incorporating host country regulatory requirements, as applicable.

Our subsidiary in the United Kingdom has access to diverse sources of liquidity to allow for flexibility in meeting its funding requirements. In line with local regulatory requirements, ICICI Bank UK PLC has an Internal Liquidity Adequacy Assessment Process document, which is approved by its Board of Directors. The Internal Liquidity Adequacy Assessment Process outlines the stress testing framework and liquidity and funding risk limits. These limits are monitored by Asset Liability Management Committee of ICICI Bank UK PLC, at least on monthly basis. ICICI Bank UK PLC has complied with these requirements throughout fiscal 2026. It maintained a LCR above the stipulated level of 100.0% during fiscal 2026 and complied with Pillar 2 liquidity requirements, as stipulated by the Prudential Regulation Authority.

In Canada, the LCR guidelines from the Office of the Superintendent of Financial Institutions expect banks to ensure that the value of the LCR be no lower than 100.0%, in the absence of financial stress. At March 31, 2026, ICICI Bank Canada maintained a LCR above the regulatory minimum of 100.0%. The Office of the Superintendent of Financial Institutions expects each Canadian bank to have an internal liquidity policy articulating and defining the role of liquid assets within the bank's overall liquidity management system and establishing minimum targets for liquid asset holdings. ICICI Bank Canada has a Liquidity Management Policy and Market Risk Management Policy, which are approved by its Board of Directors. These limits are monitored by the Asset Liability Management Committee of ICICI Bank Canada, at least on monthly basis. ICICI Bank Canada has complied with these guidelines throughout fiscal 2026.

In addition, Net Cumulative Cash Flow information is shared with the Office of Superintendent of Financial Institutions on a monthly basis, consisting of details of maturity, pattern of assets and liabilities and net cash flows.

See also “- III. - 4. - Operating Results Data - (7) Liquidity Risk”.

***(iii) Operational Risk***

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Operational risk includes legal risk but excludes strategic and reputational risks. Legal risk includes, but is not limited to, exposure to fines, penalties or punitive damages resulting from supervisory actions, as well as private settlements.

The management of operational risk is governed by the Operational Risk Management Policy approved by the Board. The Policy is applicable across the Bank including overseas branches, ensuring a clear accountability and responsibility for management and mitigation of operational risk, developing a common understanding of operational risk and assisting the business and operation groups to improve internal controls. The Board has constituted an Operational Risk Management Committee for reviewing risks associated with the various business activities of the Bank. The Operational Risk Management Committee reviews the risk profile of various key functions, the tools used for management of operational risk and implementation of the operational risk management policies as approved by the Board. The Framework for product/product variant approval process was reviewed and approved by the Board and delegated Risk Committee to review on periodic basis on April 18, 2026. The framework outlines governance and approval mechanism for products and product variants, review process by assurance functions and independent review process by assurance functions. The COED has approved a framework for approval of processes, ‘Process Approval Framework and Operating Guidelines’. The framework outlines the process for approval, review and discontinuation of the processes for the approved products/service.

The key elements in the operational risk management process in the Bank are risk identification and assessment, risk measurement, risk monitoring and risk mitigation.

The Bank seeks to mitigate operational risk by maintaining a comprehensive system of internal controls, establishing systems and procedures to monitor transactions, maintaining key back-up procedures and undertaking regular contingency planning.

Considering the increasing importance of operational risk, we are strengthening our operational risk framework through identification of material processes, institutionalizing the process of in-depth analysis of operational risk incidents and creating a feedback loop of learnings to improve the processes.

Operational controls and procedures at the Bank are summarized below.

***Operational Controls and Procedures in Retail Banking***

The Bank has well-defined products, sales, credit and operations structures for customer sales, evaluation, servicing and monitoring. The Bank offers retail and transaction banking products to customers through various channels such as branches, phone banking, digital/online, business correspondents, and empaneled service providers. Banking transactions relating to customer accounts are processed based on built-in system checks and authorization procedures and transactions are also subjected to enhanced due diligence based on certain criteria. The Bank has designated centralized and regional processing centers located at various cities across the country as well as contact centers in multiple cities for extending banking services to customers through phone banking.

***Operational Controls and Procedures for Wholesale and Transaction Banking***

The credit risk of the wholesale banking business is independently evaluated by the credit risk management group. The legal group reviews, the security structure and documentation aspects and the operations group conducts verification and scrutiny of the loan documents vis-à-vis terms of limit approved, monitoring important covenants of the terms of limit approved, monitoring creation of the security interest and other important aspects for the facility extended by the Bank.

***Operational Controls and Procedures in Treasury***

The Bank has internal controls with respect to its treasury operations, which include the segregation of duties between the treasury front-office and treasury and securities services groups, certain control procedures, monitoring procedures through detailed reporting statements, and a well-defined code of conduct for dealers. The Bank has also set up limits in respect of treasury operations including deal size limits, product investment limits and market risk limits. In order to mitigate the potential risk of mis-selling, a customer suitability and appropriateness policy has been implemented. Similarly, in order to mitigate potential contractual risks, over-the-counter deal execution-related conversations are recorded. Some of the control measures include independence of deal validation, deal confirmation, documentation, limits monitoring, treasury accounting, settlement, reconciliation and regulatory compliance. Further, there is monitoring for unconfirmed, unsettled deals if any, delay in settlement or confirmation, and other potential issues.

***Operational Controls and Procedures for IT***

The Bank has a governance framework for IT and security with oversight by the IT Strategy Committee, which is a Board-level committee chaired by an independent Director. The security strategy at the Bank is based on the principle of defense in depth and the IT risk framework of the Bank enunciates three lines of defense with clearly defined roles and responsibilities. The Bank has dedicated units responsible for information security and financial crime prevention, which are independent of the business units. In striving to provide high availability and continuity of services to its customers, including high availability of customer-facing IT systems, the Bank has a Business Continuity Management and Disaster Recovery Policy for timely recovery of its IT systems in the event of any disaster or contingency.

To monitor its systems, the Bank has an IT Command Center (which includes Network Operation Center). This is supported by the resilience in the design and redundancy at every layer in the Bank's IT infrastructure (servers, storage and network). The Bank has processes for change management, identity management, access management and security operations, and these processes are periodically reviewed and refined to keep them abreast of emerging risks and to implement commensurate controls to mitigate such risks. The Bank has a fully equipped disaster recovery setup in place at remote location(s), which is subject to periodic disaster recovery drills. Further, stringent gating controls are followed when introducing new applications.

The Bank continuously reviews and takes measures to enhance its IT resilience in terms of application architecture, network and infrastructure.

***Third Party Risk***

The Board has approved outsourcing policies (business and IT) to oversee the governance around outsourcing activities. Based on these policies, the Board and senior management are responsible for monitoring outsourcing risks inherent in such outsourcing activities. The Board has constituted an Outsourcing Committee, which approves new outsourcing activities, undertakes periodic reviews and implementation of the outsourcing policies, and performs other functions in support of the outsourcing policies.

***Fraud Risk***

The Fraud Risk Management Framework is governed by the Group Fraud Risk Management Policy approved by the Board. In Compliance of RBI Master Directions on Frauds, the Bank has constituted Fraud Monitoring Committee ("FMC", "the Committee"), a Board Special Committee for Monitoring and Follow-up of cases of frauds and overseeing the effectiveness of the fraud risk management in the Bank.

The FMC monitors the efficacy of fraud risk management in the Bank and suggests mitigating measures for strengthening the internal controls, risk management framework and minimizing the incidence of frauds. It monitors and reviews all the frauds involving an amount of Rs. 30 million and above along with other frauds with the objective of identifying the systemic lacunae and suggesting mitigating measures for strengthening the internal controls, risk management framework, if any. The Bank also has a dedicated group, namely, Financial Crime Prevention Group (FCPG), overseeing/handling the fraud prevention, detection, investigation, monitoring, reporting and awareness creation activities. These functions are predominantly discharged in a centralized manner, in line with regulatory guidelines.

***(iv) IT Risk***

IT risk refers to potential negative outcomes that may arise from the use of IT systems and processes. IT risk includes the risk of business disruption and the risk of data breach. The management of IT risk is governed by the information security policy and Cyber Security policy which is an annexure to the Board-approved operational risk management policy. The information security policy and Cyber Security policy is applicable across the Bank including the overseas branches, ensuring a clear accountability and responsibility for the management and mitigation of IT risk, developing a common understanding of the key IT processes and facilitating the IT group to improve internal controls in IT operations. The Board has constituted an IT Strategy Committee for reviewing risks associated with the various technology solutions of the Bank.

The key elements in the IT risk management process are developing policies and frameworks in various areas of IT operations for risk identification and assessment, risk measurement, risk monitoring and risk mitigation.

See also "- III. - 3. - (4) - (b) We face security risks, including denial of service attacks, misuse of privilege access by insiders, 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 creating significant legal and financial exposure".

### *(v) Anti-Money Laundering Controls*

The Bank has implemented Know Your Customer ("KYC")/Anti-Money Laundering ("AML")/Combating of Financing of Terrorism controls in accordance with the provisions under the Prevention of Money Laundering Act ("PMLA"), 2002, rules promulgated thereunder and directions issued by the regulators from time to time.

Implementation of these controls includes the formulation of a Group KYC, AML and Combatting Financing of Terrorism policy that establishes the standards of AML/Combating of Financing of Terrorism compliance and is applicable to all activities of the Bank including its Strategic Business Units in India, overseas branches and banking and non-banking subsidiaries; oversight by the Audit Committee on the implementation of the AML framework; appointment of a Whole-time Director to ensure overall compliance with the obligation under PMLA; appointment of a senior level officer as the Principal Officer who has the responsibility of monitoring day-to-day implementation of the AML framework; implementation of adequate KYC procedures, which includes the screening of customer names with sanctions lists and other negative lists issued by the regulators, as applicable, and customer risk categorization to classify the customers as high, medium or low risk; risk-based transaction monitoring and regulatory reporting procedures through automated applications; implementation of appropriate mechanisms to train employees' and create customer awareness of the KYC, AML and Combatting Financing of Terrorism policy. With an objective to identify, assess and understand the money laundering and terrorist financing risks faced and adopt effective risk mitigation measures following the risk-based approach, the Bank has formulated a Money Laundering/Terrorists Financing Risk Assessment Framework.

See also "- III. - 3. - (2) - (a) The enhanced supervisory and compliance environment in the financial sector increases the risk of regulatory action against us, whether formal or informal" and "- III. - 3. - (3) - (i) Negative publicity could damage our reputation and adversely impact our business and financial results and the prices of our equity shares and ADSs". See also "- VI. - 3. - (1) Legal and Regulatory Proceedings". See also "- (f) - *Regulations Relating to KYC and AML*".

### *(vi) Cyber Security*

#### *Risk Management and Strategy*

The Bank is exposed to a broad range of Cyber Security risks that have become increasingly complex, persistent and sophisticated. These include threats such as denial-of-service attacks, hacking, malware intrusions, ransomware, data corruption, identity theft and social engineering attacks - some of which specifically target our employees, customers, and third party vendors. Such incidents may result in the unauthorized access, use, disclosure, modification, or destruction of confidential information, disruption of our operations, and could have a materially adverse effect on our business operations, financial results, legal standing, and reputation.

Our business operations are critically dependent on the secure processing, transmission, and storage of confidential and proprietary information across our technology infrastructure, which includes our internal data centers and the systems of various third party service providers. Customers access our services through multiple channels, including personal computers, mobile devices and other endpoints that lie outside our managed environment and are inherently vulnerable to external Cyber Security threats. As a result, both our infrastructure and customer interfaces are exposed to evolving threats, including cyber-attacks by criminal syndicates, state-sponsored entities, insider threats, and other malicious actors.

We continue to witness heightened Cyber Security risks, driven by rapid digitalization, proliferation of emerging technologies and the increasing use of digital channels for conducting financial transactions. Our cyber-risk landscape is further complicated by technological advancements such as AI and quantum computing. While AI can be leveraged to enhance data processing, customer service, and operational efficiency, it can also be used by adversaries to identify system vulnerabilities more rapidly and launch adaptive, real-time attacks that evade conventional detection mechanisms. Quantum computing, once commercially viable, could potentially compromise existing encryption protocols, posing a significant threat to data confidentiality.

In addition, the increasing adoption of cloud-based services, open APIs, digital partnerships, and interconnected financial ecosystems has expanded the Bank's attack surface and dependency on external technology environments. Cyber threats may also arise from software supply chain compromises, vulnerabilities in widely used third party applications, and unauthorized access through compromised credentials or privileged accounts.

Cyber Security risks are further exacerbated by our reliance on third parties, including service providers, vendors, and financial market infrastructure. A technology failure, cyber incident, or breach at any of these third parties could adversely affect our ability to conduct business, manage risk exposures, or meet regulatory obligations. In addition, increased sectoral interconnectedness and consolidation amplify systemic risks, as a compromise at one institution may have cascading effects across financial ecosystems.

The Bank has established a comprehensive Cyber Security framework designed to protect the confidentiality, integrity, and availability of information assets. This includes:

- A layered 'defence-in-depth' strategy encompassing perimeter and endpoint security, application and data security, network segmentation, and privileged access controls.

- Continuous monitoring and threat detection by our 24x7 Security Operations Centre ("SOC").

- Deployment of Data Loss Prevention ("DLP") systems to protect sensitive data across endpoints, web gateways, and email infrastructure.

- Implementation of a robust cyber-incident response plan covering preparation, detection, escalation, containment, investigation, eradication, recovery, and post-incident analysis.

- Cyber-attack simulation drills (e.g., spear phishing, distributed denial-of-service ("DDoS") simulations and social engineering exercises) and disaster recovery/business continuity drills to test resilience and response readiness.

Our strategy also includes robust cyber-risk awareness programs. We have implemented customer-facing controls that allow real-time self-management of critical security parameters such as card limits and access permissions. Awareness initiatives are regularly conducted through campaigns that educate customers on safe banking practices in digital environments. Internally, the Bank runs a comprehensive Security Awareness Program to train employees on threat identification, phishing prevention, and secure data handling practices.

The Bank's Cyber Security policies and processes are benchmarked against multiple regulatory and industry frameworks, including the Reserve Bank of India's Cyber Security Framework, NCIIPC Guidelines, SEBI and IRDA Cyber Security guidelines, as well as global standards such as the NIST Cyber Security Framework. Our Cyber Security policies are reviewed and approved annually by the Board to ensure the policies remain current and effective in the context of emerging risks.

The Bank also continues to strengthen its cyber resilience capabilities in alignment with evolving regulatory expectations relating to digital operational resilience, cyber incident reporting, critical information infrastructure protection, and data protection and privacy requirements across jurisdictions in which the Bank operates.

***Governance***

The Bank has instituted a dedicated Cyber Security governance structure that clearly defines roles, responsibilities, and oversight mechanisms. The Board assumes ultimate responsibility for Cyber Security oversight, which it delegates through the IT Strategy Committee. The IT Strategy Committee is responsible for ensuring that the Bank has established effective mechanisms to identify, assess, manage, and mitigate Cyber Security risks. It also reviews updates on key risk indicators, threat landscape developments, and Cyber Security incident summaries.

The operational execution of the Bank's Cyber Security strategy is led by the Chief Information Security Officer, who brings more than 28 years of domain experience across retail banking, treasury, internet and mobile banking platforms, securities markets, and IT governance. The Chief Information Security Officer leads the Information Security Group, which comprises specialized teams in cyber defence operations, incident response, regulatory compliance, and vulnerability management.

The Chief Information Security Officer and Information Security Group leadership team provide quarterly briefings to the IT Strategy Committee, covering threat intelligence, incident trends, cyber risk assessments, and status updates on security initiatives. The Information Security Group staff undergo regular training and certification, and participate in industry-wide Cyber Security forums to stay abreast of evolving threat vectors and regulatory expectations.

Cyber Security is embedded in the Bank's Enterprise Risk Management framework and is assessed alongside operational, reputational, and third party risks. All technology implementations and digital products undergo security assessments before deployment. The

Bank also conducts periodic tabletop exercises simulating cyber incidents to validate its incident response, communication, and stakeholder coordination procedures.

Vendor and third party risk is actively managed through a formal due diligence and continuous monitoring framework, which includes evaluating a vendor or third party's Cyber Security posture, breach notification protocols, and alignment with the Bank's data protection requirements. Cyber Security obligations are embedded in contracts with service providers to ensure timely incident reporting and mitigation cooperation.

The Bank also maintains processes for assessing Cyber Security risks associated with critical vendors, outsourced arrangements, and technology partners, including periodic reviews of control effectiveness and escalation mechanisms for material incidents affecting third party services.

***Cyber Security Incidents***

During fiscal 2026, the Bank did not identify any Cyber Security incident that materially affected, or is reasonably likely to materially affect, our business strategy, operations or financial condition. However, consistent with industry-wide experience, we have faced multiple attempted attacks, including targeted phishing, credential harvesting, and DDoS attacks aimed at disrupting customer access to our digital platforms. These attempts were promptly detected and mitigated by the Bank's Cyber Security infrastructure without any known data compromise or service disruption.

Despite our preparedness and layered controls, we recognize that no security framework is immune to breach. Attack techniques are constantly evolving, often leveraging previously unknown vulnerabilities or exploiting human error. Sophisticated adversaries may possess significant resources and employ highly targeted methods that can bypass traditional security defences. Some threats may go undetected for extended periods and be discovered only after a breach has occurred.

The Bank continues to invest in strengthening its security infrastructure, improving resilience, and enhancing response capabilities. Significant resources are dedicated to modernizing defences, including AI-based analytics, behavior-driven anomaly detection, and zero-trust architecture components. We remain vigilant in identifying and addressing emerging threats, including those arising from supply chain exposures, third party dependencies, and cross-border regulatory developments.

The Bank continues to enhance its cyber resilience posture through investments in advanced security technologies, process automation, threat intelligence capabilities, and resilience testing initiatives. The Bank also continues to evaluate emerging Cyber Security risks associated with evolving technologies, geopolitical developments, and the changing regulatory environment to strengthen preparedness and response capabilities.

***(vii) Audit***

The Internal Audit Group, governed by a Group Audit Charter and Internal Audit Policy approved by the Board, provides independent, objective assurance on the effectiveness of internal controls, risk management and corporate governance and suggests improvements. It helps us accomplish our objectives by evaluating and improving the effectiveness of risk management, internal controls and governance processes, through a systematic and disciplined approach. The Internal Audit Group acts as an independent entity and reports to the Audit Committee of the Board.

The Internal Audit Group maintains staff with sufficient knowledge, skills, experience and professional certifications. It deploys audit resources with expertise in audit execution and adequate understanding of business activities. An assessment of the quality of assurance provided by the Internal Audit Group is conducted through an independent external firm once every three years.

The Internal Audit Group has adopted a risk-based audit methodology in accordance with the Reserve Bank of India guidelines. The risk-based audit methodology is outlined in the Internal Audit Policy. An annual risk-based audit plan is drawn up based on the risk-based audit methodology and is approved by the Audit Committee. Accordingly, the Internal Audit Group undertakes a comprehensive audit of all business centers, business groups and other functions in accordance with the risk-based audit plan. Resources required for implementing the risk-based audit plan are also approved by the Audit Committee.

The Internal Audit Group also has a dedicated team responsible for IT and information security (including Cyber Security) audits. The annual audit plan covers various components of IT including applications, infrastructure, IT governance/risk management and IT general controls. Cyber Security is a key focus area for audit, and activities undertaken by the information security function are also subjected to audit.

The Reserve Bank of India requires banks to have a process of concurrent audits of risk sensitive areas identified as per specific business models. Centralized Processing Centers are required to be under purview of concurrent audit. The coverage of business centers/business areas under purview of concurrent audit and scope of work to be entrusted to concurrent auditors are required to be approved by the Audit Committee. In adherence with the requirements, the Internal Audit Group has put in place a systematic and structured approach for concurrent audit covering a review of high-risk financial transactions originated by domestic business centers, throughout India. Additionally, domestic business centers having high volume of high-risk financial transactions are under purview of separate concurrent audit. Various other areas including treasury related functions and trade finance transactions are also under purview of concurrent audit. Concurrent audits are also carried out at centralized and regional processing centers and at centralized operations units with a focus on areas that are identified as needing transaction testing and also to test the existence of and adherence to internal controls. Some of the head office functions are also under purview of continuous audit. The details of the concurrent audit coverage are outlined in the annual risk-based audit plan, approved by the Audit Committee.

The audit of overseas banking subsidiaries and domestic non-banking subsidiaries is carried out by a dedicated team of resident auditors attached to the respective subsidiaries/or by an internal audit team of the Bank. These audit teams functionally report to the Audit Committees of the respective subsidiary and to the Internal Audit Group of the Bank. The audit of overseas branches and representative offices is carried out by audit teams consisting of auditors from India as well as a resident auditor based at the Singapore branch. International operations outsourced to India are audited by a team of internal auditors in India.

### *(viii) Legal and Regulatory Risk*

We are involved in various litigations and are subject to a wide variety of banking and financial services laws and regulations in each of the jurisdictions in which we operate. We are also subject to a large number of regulatory and enforcement authorities in each of these jurisdictions. Any uncertainty as to the enforceability of the obligations of our customers and counterparties, including the enforcement of collateral, creates legal risk.

Changes in laws and regulations could adversely affect us. Legal risk is higher in new areas of business or when using new means to conduct existing business where the law is often untested by the courts. We seek to minimize legal risk by our Legal Group providing/reviewing legal documentation and advising on legal risks for our transactions, products and services.

See also "- III. - 3. - (3) - (s) We are involved in various litigations. Any final judgment awarding material damages against us could have a material adverse impact on our financial performance and the prices of our equity shares and ADSs", "- III. - 3. - (2) - (a) The enhanced supervisory and compliance environment in the financial sector increases the risk of regulatory action against us, whether formal or informal" and "- VI. - 3. - (1) Legal and Regulatory Proceedings".

### *(ix) Risk Management Framework for Overseas Operations*

We have adopted a risk management framework for our overseas operations, including overseas branches, our International Financial Services Centre Banking Unit and Offshore Banking Unit. Under the framework, the Bank's credit, investment, asset liability management and AML policies apply to all the overseas branches, our International Financial Services Centre Banking Unit and Offshore Banking Unit, with modifications to meet local regulatory or business requirements. These modifications may be made with the approval of our Board or the committees designated by the Board. The overseas branches are governed by their respective Risk Appetite Framework approved by the Board and the overall bank-wide policies. In addition, there are also branch level policies, frameworks and operating credit risk limits as appropriate. Policies at the overseas banking subsidiaries are approved by Board of Directors of the respective subsidiaries and are framed in consultation with the related groups in the Bank as per the risk management framework.

The Compliance Group oversees regulatory compliance at the overseas branches, its International Financial Services Centre Banking Unit and Offshore Banking Unit. Compliance risk assessments, including the key risk indicators pertaining to domestic and overseas branches, are presented to the Risk Committee on a periodic basis. Management of regulatory compliance risk is an integral component of the governance framework at the Bank and its subsidiaries along with the internal control mechanisms.

### *(x) Risk Management in Certain Subsidiaries*

#### *ICICI Bank UK PLC*

ICICI Bank UK PLC is exposed to key risks including credit, market, interest rate risk in banking book, liquidity, operational, outsourcing, information security, climate, compliance, conduct, financial crime and reputational risks.

The Board of Directors of ICICI Bank UK PLC is responsible for oversight and control of the functioning of ICICI Bank UK PLC, and for approving major policies including the risk management framework and Risk Appetite Framework.

The Board of Directors of ICICI Bank UK PLC has oversight on all risks and has established committees with specific mandates for oversight over the various risks.

Various executive committees provide day-to-day oversight on key risks, with periodic monitoring at both the executive and Board/Board committee levels. All business activities are conducted within the approved risk appetite and policy framework.

***ICICI Bank Canada***

ICICI Bank Canada faces risks such as credit, market, operational, interest rate risk in banking book, liquidity, third party, information security, climate, compliance, conduct, fraud and reputation risks. ICICI Bank Canada has developed an Enterprise Risk Management Framework to identify, measure, and monitor these risks effectively.

The Board of Directors of ICICI Bank Canada has oversight on all risks and has established committees with specific mandates for oversight over the various risks.

Various executive committees provide day-to-day oversight on key risks, with periodic monitoring at both the executive and Board/Board committee levels. All business activities are conducted within the approved risk appetite and policy framework.

***ICICI Securities Primary Dealership***

ICICI Securities Primary Dealership is a primary dealer and has Government of India securities as a significant proportion of its portfolio. The Corporate Risk Management Group at ICICI Securities Primary Dealership has developed comprehensive risk management policies which seek to manage the risks generated by the activities of the organization. The Corporate Risk Management Group develops and maintains models to assess market risks which are constantly updated to capture the dynamic nature of the markets. The Corporate Risk Management Group also participates in the evaluation and introduction of new products and business activities.

ICICI Securities Primary Dealership has a Board-Level Risk Management Committee which is chaired by an independent Director and comprises members of its Board of Directors. The Risk Management Committee is responsible for analyzing and monitoring the risks associated with the different business activities of ICICI Securities Primary Dealership and overseeing adherence to the risk and investment limits set by its Board of Directors.

***ICICI Prudential Life Insurance Company Limited***

The risk governance structure of ICICI Prudential Life Insurance Company Limited consists of its Board, Board Risk Management Committee, Executive Risk Committee and its subcommittees. The Board, on the recommendation of the Board Risk Management Committee, has approved the risk policy which covers the identification, measurement, monitoring and control standards relating to various individual risks, namely investment (market, credit and liquidity), insurance, reputation and operational (including legal, compliance, outsourcing, customer dissonance, business continuity, information and Cyber

Security) risks. The Board periodically reviews the potential impact of strategic risks such as changes in macro-economic factors, government policies, regulatory environment and tax regime on the business plan of the ICICI Prudential Life Insurance Company Limited.

In addition to these risks, the life insurance industry faces sustainability risks related to environmental, social and governance issues, including climate change. The risk management framework of the ICICI Prudential Life Insurance Company Limited seeks to identify, measure and control its exposures to all these risks within its overall risk appetite. Accordingly, sustainability risks, including climate-related risks, are integrated in the risk management framework of ICICI Prudential Life Insurance Company Limited.

The risk policy sets out the governance structure for risk management at ICICI Prudential Life Insurance Company Limited. The Board Risk Management Committee, which consists of non-Executive Directors, formulates the risk management policy, including asset liability management, monitors all risks across various lines of business and establishes appropriate systems to mitigate such risks. The Board Risk Management Committee also defines ICICI Prudential Life Insurance Company Limited's risk appetite, reviews its risk profile, oversees the effective operation of the risk management system and advises the Board on key risk issues.

The Executive Risk Committee, which comprises senior management, is responsible for assisting the Board and the Board Risk Management Committee in their risk management duties by guiding, coordinating and overseeing compliance with the risk management policies and, in particular, is jointly responsible along with the Product Management Committee for the approval of all new products launched by ICICI Prudential Life Insurance Company Limited.

The risk management model of ICICI Prudential Life Insurance Company Limited comprises a four-stage continuous cycle, namely identification and assessment, measurement, monitoring and control of risks. ICICI Prudential Life Insurance Company Limited's risk policy details the strategy and procedures adopted to follow the risk management cycle at the enterprise level. A risk dashboard detailing the key risk exposures faced by ICICI Prudential Life Insurance Company Limited and mitigation measures is presented to the Board Risk Management Committee on a quarterly basis.

***ICICI Lombard General Insurance Company***

ICICI Lombard General Insurance Company is exposed to risks arising from its underwriting activities, market risk on its investment portfolio and credit risk associated with its counterparties, including reinsurers. In line with its Enterprise Risk Management Framework, ICICI Lombard General Insurance Company seeks to manage underwriting risks through diversification across product classes, industry segments and geographical regions, while maintaining a prudent balance between corporate and retail business. Risk retention is managed in accordance with ICICI Lombard General Insurance Company's re-insurance programme and co-insurance arrangements, with reinsurance arrangements used as a key mechanism to limit exposure to large losses. Further, risks arising from macroeconomic and geopolitical developments are identified and monitored under the strategic risk and market risk categories and are assessed across underwriting portfolios, investment exposures, reinsurance arrangements and operational resilience. Geographical exposures, including overseas business and reinsurance counterparties, are periodically reviewed by the Risk Management Committee, while potential implications for business continuity, technology resilience and information security are monitored through internal governance forums involving senior management and IT Strategy Committee of the Board, to facilitate timely identification and mitigation of material risks.

Investments of the ICICI Lombard General Insurance Company are governed by the investment policy approved by its Board of Directors within the norms stipulated by IRDAI.

ICICI Lombard General Insurance Company also has various subcommittees to monitor risks and associated mitigations related to market risks, product management risks, operational risks, outsourcing risks, IT & strategy risks and information security risks, environmental social and governance risks and other core risks. ICICI Lombard General Insurance Company continues to closely watch the evolving situation for appropriate risk mitigation and management.

***ICICI Home Finance Company Limited***

ICICI Home Finance Company Limited is exposed to various kinds of risks inherent to its lending and operational activities, including credit risk, market risk, liquidity risk, operational risk and technology/Cyber Security risk. To manage these risks in a structured and proactive manner, ICICI Home Finance Company Limited has instituted a comprehensive Risk Management Policy under the supervision of the Risk Management Committee ("RMC") and approved by the Board of Directors. ICICI Home Finance Company Limited has well-defined systems to facilitate periodic reporting of key risks to the Board of Directors, Board committees and the senior management.

ICICI Home Finance Company Limited has adopted an Enterprise Risk Management approach, enabling a holistic assessment of risks at an organizational level. The broad strategic approach is to identify and assess core perceived risks and put in place robust strategies and mitigation plans to counter the core perceived risks faced by an organization. As part of the Enterprise Risk Management, ICICI Home Finance Company Limited has formulated a Risk Appetite Statement ("RAS"), which articulates the level of risk ICICI Home Finance Company Limited is willing to assume across key business activities. The RAS serves as a guiding document for strategic planning, business growth, capital allocation and risk limits, and is reviewed periodically to reflect evolving market and regulatory dynamics.

***ICICI Securities Limited***

ICICI Securities Limited has in place a robust risk management framework encompassing the identification, measurement and mitigation of risks across the business of the ICICI Securities Limited.

The Board of Directors oversees the risk governance framework of the ICICI Securities Limited and has constituted a Risk Management Committee ("RMC"). The RMC is responsible for reviewing and monitoring ICICI Securities Limited's products/processes/policies and approving risk controls to ensure that the residual risk across ICICI Securities Limited is maintained within the defined limits. In furtherance of its mandate, the RMC is supported by three dedicated risk management functions:

Corporate Risk Management Group ("CRMG") addresses financial risks including market risk, credit risk and liquidity risk. CRMG implements and periodically reviews

Corporate Risk and Investment Policy wherein limits have been stipulated for ICICI Securities Limited's proprietary investments (such as value-at-risk limits, exposure limits, stop-loss limits and concentration limits) as well as for products and services offered to clients by ICICI Securities Limited.

In addition, CRMG evaluates the results of various stress testing scenarios from the perspective of ensuring ICICI Securities Limited's capital adequacy under unfavorable/unforeseen market circumstances and ensuring timely actions, wherever required. CRMG aims at anticipating risks including event risks, proactively planning for managing such risks and being better equipped for handling/managing uncertainties.

Operational Risk Management Group oversees the identification, assessment, measurement, monitoring, and mitigation of operational risk at the business level and has formulated an Operational Risk Management Policy to provide structured approach to manage operational risk.

Information Security Risk Management Group is responsible for managing cyber risk through the development and monitoring of information security policies, controls, cyber resilience frameworks and protection of the organization's cyberspace against cyber-attacks, threats and vulnerabilities.

**(d) Loan Portfolio**

[*"Loan Portfolio" has been inserted here from pages 100 ~ 102 of Form 20-F.*]

Our gross loan portfolio increased by 15.5% from Rs. 14,389.3 billion at year-end fiscal 2025 to Rs. 16,620.5 billion at year-end fiscal 2026. At year-end fiscal 2026, 93.1% of our gross loans were rupee loans. See also "- III. - 4. - Operating Results Data - (2) - (a) - *(vii) Advances*".

***(i) Collateral - Completion, Perfection and Enforcement***

Our loan portfolio largely consists of corporate finance and working capital loans to corporate borrowers, loans to retail customers, including home loans, automobile loans, commercial business loans, personal loans and credit card receivables and agricultural financing. Our unsecured loans primarily include personal loans, credit card receivables and loans to higher-rated corporate borrowers. For loans which are secured, we generally stipulate that the loans should be collateralized at the time of loan origination. However, it should be noted that obstacles within the Indian legal system can create delays in enforcing collateral. See also "- III. - 3. - (3) - (a) If the level of our non-performing assets increases and the overall quality of our loan portfolio deteriorates, our business will suffer". In India, there are no regulations stipulating loan-to-collateral limits, except in the case of home loans and loans against gold ornaments and jewellery.

***(ii) Secured Consumer Loan Portfolio***

Secured consumer loans for the purchase of assets, such as mortgage loans and automobile loans are secured by the assets being financed (predominantly property and vehicles).

Depending on the type of borrower and the asset being financed, the borrower may also be required to contribute towards the cost of the asset. Accordingly, the security value is generally higher than the loan amount at the date of loan origination.

For other secured consumer loans, such as loans against property and property overdrafts, we generally require collateral of 125.0% of the loan amount at origination.

***(iii) Commercial Loans***

The Bank generally requires collateral at origination for commercial loans. We may also extend unsecured facilities in certain circumstances. Such circumstances may include working capital limits outside consortium, short-term requirements of the borrower, regulatory norms/restrictions on taking security and facilities where adequate structural comforts are available to mitigate the envisaged credit risks and retail loans such as credit cards and personal loans. We also provide unsecured loans to higher rated, well-established corporates. The collateral for project and other corporate loans are usually immovable assets which are typically mortgaged in the Bank's favor, or movable assets, which are typically hypothecated or pledged in the Bank's favor, except for projects such as road/airport and other concession-based projects. These security interests must be perfected by the registration of these interests within time limits stipulated under the Companies Act with the Registrar of Companies pursuant to the provisions of the Companies Act when borrowers are constituted as companies. Security interests upon immovable property are generally required to be registered with the relevant Sub-Registrar in terms of the Registration Act, 1908. This registration amounts to a constructive public notice of the security interests. We may also take security of a pledge of financial assets like marketable securities and obtain corporate guarantees and personal guarantees and sponsors wherever appropriate. In certain cases, the terms of financing include covenants relating to sponsor shareholding in the borrower and restrictions on the sponsors' ability to sell all or part of their shareholding. Covenants involving equity shares generally have a top-up mechanism based on price triggers. See also "- III. - 3. - (3) - (d) 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".

The Bank generally requires collateral value at 150.0% of the outstanding loan amounts for loans to real estate companies and lease rental discounting facilities. Our lease rental discounting facility is a loan facility offered to borrowers where the loans are granted against confirmed future lease rental payments to be received by the borrowers. Further, the Bank also limits unsecured exposures, which restrict the exposure to unsecured facilities.

For working capital facilities, the current assets of borrowers are generally taken as collateral. Each borrower is required to declare the value of current assets periodically. The borrower's credit limit is subject to an internally approved ceiling that applies to all borrowers.

Additionally, in some cases, we may take further security on fixed assets, a pledge of financial assets like marketable securities, or obtain corporate guarantees and personal guarantees of sponsors wherever appropriate. We also accept post-dated checks or cash (by way of term deposits of the Bank duly lien-marked in our favor) as additional comfort for the facilities provided to various entities. The Bank has an internal framework for updating the collateral values of commercial loans on a periodic basis. In the case of lending under consortium banking arrangement, a valuation report is obtained as per the timelines stipulated by the lead bank. The Bank is generally entitled, by the terms of security documents, to enforce its security interest and appropriate the proceeds towards the borrower's loan obligations without reference to the courts or tribunals unless a client makes a reference to such courts or tribunals to challenge such enforcement. In addition, the Bank generally has a right of set-off for amounts due to us from these facilities. As per the Credit Policy of the Bank, we comply with the extant regulatory guidelines with respect to collateral valuation in the case of non-performing accounts.

In the case of consumer installment loans, we obtain direct debit mandates or post-dated checks towards repayment on pre-specified dates. Post-dated checks, if dishonored, may entitle us on occurrence of certain events to initiate quasi-criminal proceedings against the issuer of the checks. We are also adopting an online dispute-resolution mechanism (entailing mediation, conciliation or arbitration or combination thereof administered by an independent institution) for speedy resolution of claims and disputes of certain retail assets and services as an alternative to approaching courts or tribunals. Such online dispute-resolution mechanism and its continuing usage will be subject to changes in law or court decisions.

We recognize that our ability to realize the full value of the collateral is affected adversely by, among other things, delays in bankruptcy proceedings, delays in the legal system, objections raised by borrowers or other interested third persons, defects in the perfection of collateral (including due to inability to obtain approvals that may be required from various persons, agencies or authorities) and fraudulent transfers by borrowers and other factors, including current legislative provisions or changes thereto and past or future judicial pronouncements. The value and time to dispose of the collateral could also be impacted by policy decisions. The Bank generally requires its working capital loan customers to submit data on their working capital position on a regular basis, so that we can take any actions required before the loan becomes impaired. On a case-by-case basis, we may also stop or limit the borrower from drawing further credit from its facility.

#### *(iv) Loan Pricing*

Based on the guidelines of the Reserve Bank of India, all rupee loans extended by banks and credit limits renewed with effect from April 1, 2016 are required to be priced with reference to the marginal cost of funds based lending rate. As required by the guidelines, we publish the ICICI Bank marginal cost of funds based lending rate for various tenors on a monthly basis.

The Reserve Bank of India's Master Direction – Interest Rate on Advances mandates banks to link all new floating rate personal or retail loans (e.g., housing loans or auto loans) and floating rate loans to MSMEs extended by banks to specified external benchmarks. The interest rate of external benchmark linked floating rate loans shall be reset at least once in three months. For borrowers other than retail and MSMEs, the Bank has the option to offer floating rate loans linked to external benchmark or marginal cost of funds based lending rate. Currently, ICICI Bank links its external benchmark linked floating rate loans to the Reserve Bank of India repo rate.

### (e) Technology

[*"Technology" has been inserted here from pages 105 ~ 110 of Form 20-F.*]

### *(i) Technology Organization*

Dedicated technology teams are responsible for the implementation and support of technology platforms and solutions used across various business functions. There are specific technology verticals which are focused on specialized technology functions such as core, data, workflows, intelligence, customer engagement, employee engagement and federation. The technology infrastructure team is responsible for facilitating the technology infrastructure across data centers, networks and cloud infrastructure. The Technology Management Group is a team which is responsible for the technology strategy of the Bank including implementation of enterprise architecture. Our startup engagement and investment team seeks to leverage innovation in the startup and technology ecosystem.

In fiscal 2026, we continued to invest in key technology solutions that enhance our business and operational capabilities. Our technology priorities are driven by our objective of improving customer digital experiences across multiple touchpoints, including by revamping our internet-facing and mobile interfaces. We are focused on platform integration to enable seamless onboarding and faster processing, along with the in-housing of applications to strengthen monitoring and security controls. We are consistently upgrading and strengthening our technology infrastructure with a goal to maintain a secure, stable and resilient infrastructure and improve operational efficiency. Business process optimization is occurring through adoption of intelligent automation platforms including robotic processes and Optical Character Recognition capabilities, which has enabled efficiency across business and operational functions. These have brought about faster turnaround time as well as enabling increased capacity for handling transaction volumes and customer requirements. As part of our technology strategy, we focus on creating an enterprise architecture framework across digital platforms, data and analytics, micro services-based architecture, cloud computing, AI and other emerging technologies. This is based on the founding pillars of scalability, resilience and security, and creating delightful and digitally native customer experiences to enable sustainable profitable growth. The key priorities that dominate our technology requirements include our technology platforms, embedded banking, cloud adoption and data platforms and analytics.

We have a dedicated Data Science and Analytics Group that works across business areas on projects relating to business analytics, decision strategies, forecasting models, machine learning, rule engines and performance monitoring. We maintain a comprehensive enterprise-wide data warehouse and employ statistical and modelling tools for leading-edge analytics.

In driving an innovation and start-up mindset, we have set up an Innovation Centre to collaborate with and invest in fintech startups and co-develop products aligned with the Bank’s digital roadmap. The engagements with the startups are focused on payments, digital lending, customer experience, risk management and platforms.

### *(ii) Digital Platforms and Journeys for Retail Customers*

Our retail internet banking platform and our mobile banking application, iMobile, are designed to meet the overall needs of our customers. We are redesigning our digital interfaces across internet banking platforms, website and mobile applications to deliver simple, intuitive and visually consistent journeys.

The revamped iMobile and retail internet banking platforms, focus on simplifying digital journeys across key banking services such as accounts, deposits, loans, cards and payments. In addition, our public websites across geographies have been redesigned to deliver a consistent user experience aligned with the 'One Bank, One Experience' approach. The introduction of the 'bank.in' domain (on the Bank's India website) strengthens digital security by providing a verified banking identity. We have introduced a 'mandate management' feature on our mobile application. This functionality allows customers to manage payment mandates across Unified Payments Interface ("UPI"), cards, and bank accounts through a single dashboard, with seamless options to create, pause, modify, and delete mandates. Security feature of the iMobile app, such as SmartLock allows its customers to temporarily block/unblock various banking channels such as UPI, internet banking, iMobile app and debit/credit cards, all with a single click enhancing security. ICICI Bank's mobile app strategy aims to deliver a convenient, secure and personalized banking experience.

iLens, ICICI Bank's lending solution, is an integrated loan processing platform for retail loans. It is an end-to-end digital lending platform covering the entire loan life cycle, starting from onboarding to disbursement with the objective of providing seamless transaction experience and enhanced operational efficiency. During fiscal 2026, auto loans and farm equipment financing were also added on the iLens platform in addition to mortgage loans, personal loans, education loans and credit cards. By consolidating multiple retail lending products onto a single platform, iLens enables the Bank to deliver a simplified, consistent and scalable lending experience across the Customer 360-degree ecosystem.

***(iii) Digital Payments and Partnerships***

We have continued to strengthen our efforts in creating a seamless digital journey with user-friendly experiences. Partnerships with technology companies and platforms with large customer bases and operational excellence offer unique opportunities for growth and enhancing service delivery and customer experience.

FASTag is an electronic toll collection system in India operated by the National Highways Authority of India through prepaid radio frequency identification tags. We are one of the leading banks in electronic toll collection on highways through FASTag. We have not only pioneered the usage of FASTag for toll payments at various national and state highways but also expanded the usage of FASTag for parking payments at airports, malls, and tech parks across the country.

We have partnerships with various leading companies to offer co-branded credit cards. The traction in credit card is being driven by effective portfolio management, facilitated by digital customer onboarding processes.

***(iv) Digital Platforms and Solutions for Rural Customers***

We use imagery from observation satellites to measure an array of parameters related to the land, irrigation and crop patterns which is used in combination with demographic and financial parameters to make expeditious lending decisions for farmers. This has helped in reducing the time for credit assessment.

### *(v) Technology in Debt Service Management*

Our debt servicing practice has been built on the core of leveraging technology and advanced data analytics that enables us to reach customer using non-intrusive channels at an optimal cost. We cover over 35% of our early defaults through risk-based models using contactless channels i.e., interactive voice bot, smart interactive voice response (IVR) calls, WhatsApp and short messaging service (SMS) campaigns in more than 14 languages. We have been using various digital payment solution that help collect over 85% of payments digitally. For our rural portfolio, we use satellite-based images and data algorithms to monitor crop health progress and accordingly align our efforts and resources, which help enhance our collection efficiencies.

### *(vi) Digital Platforms and Journeys for Business Banking Customers, Merchant Ecosystem and E-commerce Ecosystem*

Our digital platform, InstaBIZ, is a one-stop solution for all business banking needs. The application enables customers to access banking and related services through a single interface, including payments, collections, trade transactions, current account services, merchant collections, business lending solutions and trade finance services. The application supports digital banking services for MSMEs, entrepreneurs and other business customers, and includes functionalities designed to support business banking and transaction management requirements. The SmartLock feature allows the customers to temporarily block/unblock various banking channels such as UPI, internet banking, iMobile app and debit/credit cards, all with a single click enhancing security.

DigiEase is a digital onboarding platform for business banking customers to provide a seamless onboarding experience. The platform leverages integration with various public data infrastructure under single workflow for seamless retrieval and validation of data digitally, ensuring data reliability and operational efficiency with reduced turnaround time. The platform aims to provide complete visibility across every stage of the customer journey, beginning with onboarding, continuing through sanctioning and disbursement and extending into portfolio monitoring. During fiscal 2026, the Bank introduced enhancements to strengthen the platform's usability and operational oversight, including the launch of the DigiEase mobile flow to improve accessibility for sourcing channels, guidance notes across tabs to support smoother case initiation and a supervisory dashboard for efficient proposal tracking.

Trade Online platform is a comprehensive digital platform that enables customers to undertake most of their trade finance and foreign exchange transactions online and manage regulatory compliance digitally. The platform facilitates wide range of services such as regularization of bill of entry and export bills, accessing letters of credit and bank guarantees including fixed deposits backed, export credit facility, and facilitating import and export bill collections digitally. We have enhanced its Trade API suite with additional security features to support our growing trade ecosystem. By integrating directly with clients' enterprise resource planning ("ERP") systems, the Trade API suite enables automated transaction initiation and reconciliation, elimination of manual intervention, and significant reduction in processing time, thereby offering clients a faster, secure, and seamless experience.

Our strategy in the merchant ecosystem space focuses on onboarding merchants with known and assessable credit worthiness through our comprehensive acquiring platforms including Point of Sale ("POS"), UPI, payment gateway and payout solutions. To support this strategy, the Bank has made strategic investments in building in-house merchant acquiring platform. This platform empowers retailers, online businesses and large e-commerce firms with omni-channel collection and payment capabilities, seamlessly integrated with the Bank. The platform also enables the Bank to integrate the latest available payment devices, ensuring merchants have access to technology for enhanced transaction experiences. We are continuously enhancing our merchant product suite in a fast-evolving competitive landscape to meet the dynamic needs of our customers. Additionally, merchants benefit from connected banking services, which enable instant reconciliation by seamlessly integrated banking with their accounting systems.

The e-commerce ecosystem lends opportunities for us to offer digital solutions to customers and merchants selling their goods through e-commerce websites. Our 'Cardless Equated Monthly Instalment' facility enables our pre-approved customers to convert their transactions into equated monthly installments at the check-out section of the e-commerce website or mobile application. Some key solutions offered to e-commerce entities and their sellers include an overdraft facility, composite pay APIs enabling payments through various channels, foreign currency fixed deposit, working capital and easy payment solutions. For customers utilizing e-commerce platforms, we offer solutions such as digital wallets, prepaid cards and co-branded credit cards.

***(vii) Digital Platforms and Solutions for Corporate and Institutional Customers and their Ecosystems***

We offer comprehensive solutions to corporates in over 20 key industries and their ecosystems, like channel partners, dealers, vendors, employees and other stakeholders, thus bringing the full range of banking services to the customer. Platforms offered to corporate customers include corporate internet banking, escrow management, Trade Online and FX Online, and other platforms. To digitize trade transactions, the Bank has strengthened its trade API suite which leverages advanced multithreading technology and offers customers a faster, secure and seamless experience. Our focus is to develop simplified digital solutions across the value chain that enhance customer journey, ensure regulatory compliance, improve operational efficiency and transparency, and reduce overall time taken.

The Digi-Escrow platform modernizes traditional escrow services by offering a seamless digital experience. The Bank is also enhancing journeys on cash management and trade digital platforms.

The Bank is offering solutions to meet the growing requirements of corporates for scalable and efficient supply chain finance solutions through its comprehensive suite of digital platforms. Our platforms such as OneSCF, FSCM, CorpConnect and DigitalLite deliver comprehensive digital solutions for onboarding supply chain partners, enable dealer/vendor financing in seamless manner, providing end-to-end visibility from payments to collections, automated data reconciliation and real-time dashboards in a secure and paperless transaction environment. These solutions also streamline credit assessments using smart engines that incorporate GST data, bureau checks and AI-driven algorithms.

Our treasury-trading infrastructure has an internet protocol telephony-based architecture. We have enhanced our existing process of automation in the treasury business, thus reducing trading risks and enhancing market competitiveness. The iTreasury feature on our corporate internet banking platforms offers a unified, intuitive, one-view dashboard to corporates to meet their treasury requirements.

### *(viii) Technology in Customer Relationship Management*

iCRM is a comprehensive cross-functional unified customer relationship management platform across internal stakeholders such as business centers, product teams and service centers. The platform connects ICICI Bank employees to data and key customer information across the Bank. Designed for both web and mobile platforms, it presents a holistic view of customer engagement history in a consolidated manner, enabling teams to better understand customer needs and preferences and offer suitable banking solutions.

### *(ix) Data Center and Disaster Recovery System*

We have two captive data centers designed to optimize energy efficiency and support high server densities. In addition, we maintain a nearby co-located facility in the same area, which acts as a near-site recovery point for critical systems. We also have a separate disaster recovery data center. Furthermore, we are enhancing our overall capacity through new data centers, hosted at co-location facilities.

Additionally, our IT infrastructure is hosted on public cloud platforms and supports critical aspects of our business, including data storage, computing capacity, and software delivery. These systems are monitored around the clock to detect anomalies and ensure prompt incident response. Disaster recovery drills, including failover and failback exercises, are conducted at regular intervals to ascertain the readiness of our systems and validate recovery time and point objectives. We have developed business continuity plans that support the continued operation of critical business functions during a disaster. These plans are aligned with the guidelines issued by the Reserve Bank of India and have been approved by our Board. These plans are tested periodically to ensure effectiveness.

### *(x) Artificial Intelligence*

We expanded the use of AI and generative AI to enhance customer communication, improve efficiency and support decision-making across business and operational functions. We continue to invest in AI use cases across areas such as portfolio monitoring, customer onboarding, fraud detection, document extraction and summarization, content generation and customer servicing, among others. These capabilities empower us to gain data insights, improve productivity, achieve faster turnaround time and deliver seamless banking experiences. The Bank has established a structured and disciplined approach to scale AI, with a focus on long-term value creation, risk management and enterprise-wide adoption. The Bank has invested in an enterprise AI platform, which serves as a secure environment for the development, hosting and deployment of AI and generative AI use cases. This architecture enables effective oversight over data, models and technology infrastructure, while facilitating controlled experimentation and scalable deployment of approved use cases.

Our approach places emphasis on information security, data privacy and responsible AI governance. We have implemented a comprehensive framework of guardrails, including defining ringfenced areas for AI usage, human-in-the-loop oversight, stringent data access controls and effective model governance protocols.

### (f) Supervision and Regulation

[*"Supervision and Regulation" has been inserted here from pages 222 ~ 245 of Form 20-F.*]

*The following description is a summary of certain sector-specific laws and regulations in India that are applicable to us. The information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below are not exhaustive and are only intended to provide general information.*

The key legislation governing banking companies in India is the Banking Regulation Act. The provisions of the Banking Regulation Act are in addition to and not, save as expressly provided in the Banking Regulation Act, in derogation of the Companies Act and any other law currently in force. Other important laws which govern banking companies in India include the Reserve Bank of India Act, FEMA, Payment and Settlement Systems Act, 2007, Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("SARFAESI Act"), Negotiable Instruments Act, 1881 and Insolvency and Bankruptcy Code, 2016 as amended from time to time. Additionally, the Reserve Bank of India, from time to time, issues guidelines to be followed by banks. Compliance with all regulatory requirements is evaluated with respect to financial statements under Indian GAAP. In April 2026, the Reserve Bank of India issued two key regulatory guidelines: (1) Reserve Bank of India (Commercial Banks - Income Recognition, Asset Classification and Provisioning) Amendment Directions, 2026 and (2) Reserve Bank of India (Commercial Banks-Capital Charge for Credit Risk- Standardized Approach) Direction, 2026, both effective from April 1, 2027. Banking companies in India are also governed by the provisions of the Companies Act, and if such companies are listed on a stock exchange in India, then various regulations of the SEBI additionally apply to such companies.

***Reserve Bank of India Regulations***

One of Reserve Bank of India's most significant regulatory measures during fiscal 2026 was the large-scale consolidation of its regulatory framework. The central bank streamlined its vast and often fragmented body of regulations by subsuming over 9,000 circulars, notifications and clarifications into around 244 Master Directions.

The Banking Regulation Act requires a company to obtain a license from the Reserve Bank of India to carry on banking business in India. This license is subject to such conditions as the Reserve Bank of India may choose to impose, such as, but not limited to, the bank having adequate capital and earning prospects, the bank having the ability to pay its present and future depositors in full as their claims accrue and that the affairs of the bank will not be or are not likely to be conducted in a manner detrimental to the interests of present or future depositors. The Reserve Bank of India may cancel the license if the bank, at any point, fails to meet the required conditions or if the bank ceases to carry on banking operations in India.

ICICI Bank is regulated and supervised by the Reserve Bank of India because it is licensed as a banking company by the Reserve Bank of India. The Reserve Bank of India requires banking companies to furnish statements and information relating to its business. It has issued, among other things, guidelines for banking companies relating to banking activities and prudential guidelines relating to recognition of income, classification of assets, provisioning, exposure norms on concentration risk, valuation of investments and maintenance of capital adequacy. The Reserve Bank of India carries out an annual risk assessment of banks under its risk-based supervision exercise. The Reserve Bank of India has also set up a Board for Financial Supervision ("BFS"), under the chairmanship of the Governor of the Reserve Bank of India. The primary objective of BFS is to undertake consolidated supervision of the financial sector, comprised of Scheduled Commercial and Co-operative Banks, All India Financial Institutions ("AIFIs"), Local Area Banks, Small Finance Banks, Payments Banks, Credit Information Companies, Non-Banking Finance Companies and Primary Dealers.

***Requirements Under the Banking Regulation Act***

The Banking Regulation Act specifies the business activities in which a banking company may engage. Banks are prohibited from engaging in business activities other than the specified activities.

***Statutory Reserve***

In order to augment capital, a banking company shall transfer not less than 25.0% of the 'net profit' before appropriations to a statutory reserve fund as per Reserve Bank of India Master Direction on Reserve Bank of India (Commercial Banks - Financial Statements: Presentation and Disclosures) Directions, 2025.

***Ownership and Voting Restrictions***

The Government of India regulates foreign ownership in Indian banks. Foreign investors (including indirect foreign investors) may own up to 74.0% of the equity of a private sector bank in India subject to rules and regulations issued by the Government of India and the Reserve Bank of India from time to time. While foreign investment of up to 49.0% in private sector banks does not require any specific approval, foreign investments greater than 49.0% and up to 74.0% require prior approval of the Government of India, unless such investments are otherwise exempted from the requirement for approval. Investments by foreign investors exempted from the requirement for Government of India approval include certain aggregate foreign portfolio investments up to 49.0% or the relevant sectoral cap (whichever is lower) that do not result in the transfer of ownership or control from Indian residents to non-resident investors, and foreign investment through rights and bonus issues fulfilling certain conditions. Proposals requiring prior approval from the Government of India that involve a total foreign equity inflow of more than Rs. 50.0 billion also require approval of the Cabinet Committee on Economic Affairs.

In November 28, 2025, Reserve Bank of India has issued Reserve Bank of India (Commercial Banks -Acquisition and Holding of Shares or Voting Rights) Directions, 2025 ("Directions"). As per the 2025 Acquisition and Holding Directions, banks are required to have board-approved 'fit and proper' criteria for major shareholders (defined as a shareholder or any relative or associate enterprise thereof, or person acting in concert therewith which holds 5.0% or more of the paid-up share capital or voting rights) and continuously monitor the fit and proper status of major shareholders, including changes in the Significant Beneficial Owner ("SBO") as defined in the Companies Act and regulations promulgated thereunder.

Voting rights are capped at 26.0% for a single shareholder. However, any acquisition of shareholding/voting rights which result in the aggregate holdings (as defined in the 2025

Acquisition and Holding Directions) to be 5.0% or more, will require the prior approval of the Reserve Bank of India. For the purpose of determining 5.0% shareholding/voting rights, the holdings of equity shares and ADS are required to be aggregated. If the aggregate holding of a major shareholder falls below 5.0%, Reserve Bank of India approval will again be needed to raise the holding again to 5.0% or above.

#### *Regulatory Reporting and Examination Procedures*

The Reserve Bank of India is responsible for supervising the Indian banking system under various provisions of the Banking Regulation Act and the Reserve Bank of India Act. The supervision framework has evolved over time and the Reserve Bank of India has been making changes consistent with the Basel Committee on Banking Supervision's ("BCBS") 'Core Principles for Effective Banking Supervision'. The existing supervisory framework has been modified towards establishing a risk-based supervision framework.

This framework is intended to make the supervisory process for banks more efficient and effective, with the Reserve Bank of India applying differentiated supervision to each bank based on its risk profile.

A detailed qualitative and quantitative assessment of the bank's risk is conducted by the supervisor on an ongoing basis and an Inspection and Risk Assessment Report ("IRAR") is issued by the Reserve Bank of India. The Reserve Bank of India has designated a senior supervisory manager for any bank subject to this framework, who serves as the single point of contact for a designated bank.

We have been subject to supervision under this framework since 2013. The Reserve Bank of India also discusses our IRAR with our management team, including the Chairperson of the Bank, the Chairperson of the Audit Committee, and the Managing Director and CEO. The IRAR, along with the report on actions taken by us, has to be placed before our Board of Directors. Upon approval by our Board of Directors, we are required to submit the report on actions taken by us to the Reserve Bank of India. See also "- *Loan Loss Provisions and Non-Performing Assets - Asset Classification*".

#### *Appointment and Remuneration of the Chairperson, Managing Director and Other Directors*

We are required to obtain prior approval of the Reserve Bank of India before we appoint our Chairperson, Managing Director and any other Executive Directors or fix their remuneration. The Reserve Bank of India has issued guidelines on 'fit and proper' criteria for Directors of banks. Our Directors must satisfy the requirements of these guidelines.

The Reserve Bank of India has issued guidelines on the compensation criteria for whole-time Directors, CEOs, material risk takers, non-Executive Directors and control function staff of private sector and foreign banks operating in India.

The Reserve Bank of India has issued guidelines on the minimum qualifications and experience required for the position of Chief Financial Officer and Chief Technology Officer in banks.

### *Penalties*

The Reserve Bank of India may impose penalties on banks and their employees for infringement of regulations under the Banking Regulation Act. The penalty may be a fixed amount or may be related to the amount involved in any contravention of the regulations. The penalty may also include imprisonment.

### *Assets to be Maintained in India*

The Reserve Bank of India requires that the book value of assets located in India plus import-export bills drawn in India and certain securities approved by the Reserve Bank of India, regardless of location, constitute at least 75.0% of its demand and time liabilities in India.

### *Restriction on Creation of Floating Charge*

Prior approval of the Reserve Bank of India is required for creating any floating charge on our undertaking or property.

### *Maintenance of Records*

Banks are required to maintain books, records and registers. The Banking Regulation Act requires banks to maintain books and records in a particular manner, and file them periodically with the Registrar of Companies. The KYC Guidelines promulgated by the Reserve Bank of India also provide for certain records to be updated at regular intervals. The PMLA requires banks to maintain records of a transaction for five years from the date of the transaction between a customer and the bank. The KYC records are required to be preserved for a period of five years from the date of cessation of the relationship with the customer. The Banking Companies (Period of Preservation of Records) Rules, 1985 requires such KYC records be preserved for a period of eight years, and requires banks to maintain records of books, accounts, and other documents relating to stock and share registers for a period of eight years.

The Reserve Bank of India has advised system providers to ensure that data relating to payment systems operated by them are stored only in systems located in India. See also "- *IT and Cyber Security*".

### *Governance of Banks*

As part of steps taken to strengthen risk management in banks, the Reserve Bank of India has issued guidelines which aim to separate the credit risk management function from the credit approval process and bring uniformity in the approach followed by banks.

In 2021, the Reserve Bank of India issued instructions regarding the Chairperson and meetings of the Board, composition of certain Board committees, age, tenure and remuneration of Directors, and appointment of bank Directors. The maximum age for non-Executive Directors, including the Chairperson, is 75 years and the total tenure of a non-Executive Director on the board of a bank cannot exceed eight years.

In 2020, the Reserve Bank of India issued guidance stating that a bank must have an effective compliance culture, independent compliance function and a strong compliance risk management programme as part of a robust compliance system. The guidance requires banks to have a compliance policy explaining its compliance philosophy, expectations on compliance culture, role of Chief Compliance Officer ("CCO"), and processes for managing and reporting on compliance risk throughout the bank which must be reviewed and approved by the bank's board at least once per year. Banks are required to develop and maintain a quality assurance and improvement program covering all aspects of the compliance function and such programs are subject to an independent external review periodically (at least once every three years). The selection of the candidate for the post of the CCO shall be done on the basis of a well-defined selection process and recommendations made by the senior executive-level selection committee constituted by the Board for this purpose. The CCO shall be appointed for a minimum fixed tenure of not less than three years.

***Appointment of Auditors***

The appointment of the statutory auditors of banks is subject to the approval of the Reserve Bank of India. In 2021, the Reserve Bank of India issued revised guidelines for the appointment of statutory auditors and statutory central auditors. For entities with an asset size of Rs. 150.0 billion and above, the statutory audit must be conducted under joint audit by at least two audit firms. The Reserve Bank of India can direct a special audit in the interest of the depositors or in the public interest. The Reserve Bank of India has also put in place a graded enforcement action framework to enable appropriate action in respect of statutory auditors where any lapses in conducting a bank's statutory audit have been observed. Lapses that would be considered for invoking the enforcement framework include misstatement of a bank's financial statements, wrong certifications, wrong information given in the Long Form Audit Report, variances in audited financial statements found during the Reserve Bank of India's inspection and non-adherence to instructions and guidelines issued by the Reserve Bank of India.

***Restrictions on Payment of Dividends***

The Banking Regulation Act requires banks to completely write off capitalized expenses and transfer a statutory minimum of 20.0% of its disclosed yearly profit to a reserve account before declaring a dividend, and Reserve Bank of India guidelines requires transfer of at least 25.0% of the 'net profit' before appropriations to the Statutory Reserve. Banks must comply with prudential requirements to be eligible to declare dividends.

***Capital Adequacy Requirements***

We are required to comply with the Reserve Bank of India's capital adequacy guidelines. The Reserve Bank of India's Prudential Norms on Capital Adequacy prescribe a minimum common equity Tier 1 risk-weighted capital ratio of 5.5%, a minimum Tier 1 risk-based capital ratio of 7.0% and a minimum total risk-based capital ratio of 9.0%. The guidelines also require banks to maintain an additional common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets above the minimum requirements.

We were designated a domestic systemically important bank by the Reserve Bank of India in 2015 and have continued to be categorized as a systemically important bank in India in subsequent years. The additional common equity Tier 1 capital ratio requirement for us, because of our designation as a domestic systemically important bank, is 0.20% of risk-weighted assets.

The Reserve Bank of India requires maintenance of a minimum leverage ratio of 4.0% for domestic systemically important banks.

See also "- III. - 3. - (2) - (e) 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" and "- III. - 3. - (2) - (f) We are subject to liquidity requirements of the Reserve Bank of India as well as those of banking regulators in our overseas locations, 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".

With respect to computation of risk-weighted assets for capital adequacy purposes, we follow the standardized approach for the measurement of credit and market risks and the basic indicator approach for the measurement of operational risk.

Under Pillar 2 of Prudential Norms on Capital Adequacy as implemented by the Reserve Bank of India, banks are required to develop and put in place, with the approval of their boards, an Internal Capital Adequacy Assessment Process commensurate with their size, level of complexity, risk profile and scope of operations. The Reserve Bank of India has also issued guidelines advising banks to put in place appropriate stress testing policies and frameworks, including sensitivity and scenario tests, for the various risk factors, the details and results of which are included in the Internal Capital Adequacy Assessment Process.

In April 2026, the Reserve Bank of India issued 'Reserve Bank of India (Commercial Banks-Capital Charge for Credit Risk- Standardized Approach) Direction, 2026'. These Directions implement the Basel III standardized approach for calculating risk-weighted assets for credit risk in a more risk-sensitive manner, covering banking book exposures to sovereigns, banks, corporates, small and medium enterprises, retail, real estate and off-balance sheet items. Risk weights are determined based on external credit ratings, exposure types and eligible collateral, and the Directions also revise the treatment of specialized lending, non-performing assets and credit risk mitigation techniques. The Directions will come into force on April 1, 2027.

In July 2026, the Reserve Bank of India issued revised requirements relating to Basel Pillar 3 disclosures for commercial banks, with the objective of aligning the regulatory disclosure framework more closely with the Basel Pillar 3 requirements. The revised framework enhances requirements relating to regulatory disclosures, assurance and internal controls, disclosure frequency and timing, and maintenance of a Regulatory Disclosure Section on the Bank's website. The revised requirements will come into effect from April 1, 2027, with the revised quarterly, semi-annual and annual disclosure requirements being applicable from the reporting periods ending June 30, 2027, September 30, 2027 and March 31, 2028, respectively.

***Prompt Corrective Action by the Reserve Bank of India***

The PCA framework subjects banks that do not meet certain financial metrics are put under watch by the Reserve Bank of India as well as subject to restrictions on operations and business. Under the PCA framework, a bank may be placed under watch at any point in time it is found to breach any of the financial or operational parameters. Under the PCA framework, the key criteria for invocation of the PCA include (i) falling below a capital adequacy ratio of 10.25% and/or below a common equity Tier 1 ratio of 6.75%, (ii) exceeding net non-performing asset ratio of 6.0% or (iii) falling below a leverage ratio of 4.0%.

***Legal Reserve Requirements***

***Cash Reserve Ratio***

The Reserve Bank of India requires a bank to maintain a specified percentage of its net demand and time liabilities, excluding interbank deposits, by way of cash reserves with itself and by way of balance in a current account with the Reserve Bank of India. In December 2024, the Reserve Bank of India reduced the cash reserve ratio of all banks by 50 basis points from 4.50% to 4.00% of net demand and time liabilities. Further, the Reserve Bank of India reduced the cash reserve ratio by an additional 100 basis points from 4.0% to 3.0% of net demand and time liabilities through four equal cash reserve ratio decreases of 25 basis points each, effective from the reporting fortnight beginning September 6, 2025, October 4, November 1 and November 29, 2025, respectively.

***Statutory Liquidity Ratio***

The Reserve Bank of India requires a bank to maintain a specified percentage of its net demand and time liabilities in liquid assets like cash, gold or approved unencumbered securities. This is referred to as the Statutory Liquidity Ratio. Investments in sovereign gold bonds may be included in the calculation of statutory liquidity ratio. Currently, the statutory liquidity ratio is 18.0%.

***Liquidity Coverage Ratio***

Under Basel III as implemented by the Reserve Bank of India, banks in India are required to maintain a minimum LCR which is a ratio of the stock of high-quality liquid assets to total net cash outflows over the next 30 calendar days under certain prescribed stressed conditions, currently set at 100%. The LCR is designed to ensure that a bank maintains an adequate level of unencumbered high-quality liquid assets to meet any acute liquidity requirements over a hypothetical stressed period lasting 30 days.

***Net Stable Funding Ratio***

Under Basel III as implemented by the Reserve Bank of India, the NSFR requires banks to fund their activities with more stable sources of funding on an ongoing basis. The NSFR is defined as the amount of total available stable funding relative to the amount of total required stable funding. Banks are required to maintain a ratio of at least 100.0%.

***Regulations Relating to Loans and Advances***

The Banking Regulation Act and regulations and guidance promulgated by the Reserve Bank of India govern the provision of loans by banks in India. Directions and guidelines issued by the Reserve Bank of India have been consolidated in the Reserve Bank of India (Commercial Banks – Credit Facilities) Directions, 2025 and Reserve Bank of India (Commercial Banks – Credit Risk Management) Directions, 2025.

A bank may determine its own lending rates but must disclose its minimum interest rate which takes into consideration all elements of lending rates that are common across borrowers.

Interest rates on all new floating rate retail loans and loans to MSMEs extended by banks are required to be linked to an external benchmark market interest rate. The external benchmark includes the Reserve Bank of India policy repo rate, Government of India 91-day treasury bill yield, Government of India 182-day treasury bill yield or any other benchmark market interest rate produced by Financial Benchmarks India Private Limited.

Banks are free to offer floating rate loans to other types of borrowers (e.g., corporate borrowers) either on external benchmark or marginal cost of funds-based lending rate which is the internal benchmark for such purposes. Banks must review and publish their marginal cost of funds-based lending rate monthly for maturities up to a year as prescribed by the Reserve Bank of India for computation of marginal cost of funds-based lending rate. Banks may not lend below the benchmark rate for a particular maturity.

The Banking Regulation Act prohibits a bank from granting any loans or advances against the security of its own shares and a banking company is prohibited from entering into any commitment for granting any loan or advance to or on behalf of any of its Directors, or any firm in which any of its Directors is interested as partner, manager, employee or guarantor, or any company (not being a subsidiary of the banking company, a company registered under Section 8 of the Companies Act or a government company) of which, or the subsidiary or the holding company of which, any of the Directors of the bank is a Director, managing agent, manager, employee or guarantor or in which he holds substantial interest, or any individual in respect of whom any of its Directors is a partner or guarantor, subject to certain exemptions.

The Reserve Bank of India has issued guidelines related to bank loans secured by equity in respect of amount, margin requirement and purpose. The Reserve Bank of India has issued guidelines requiring banks to put in place a policy for exposure to real estate with the approval of their boards. The Reserve Bank of India has recently issued amendment guidelines for acquisition financing.

The Reserve Bank of India has issued directions related to digital lending that includes guidelines on disclosure to borrowers and consumer protection, such as displaying the annual percentage rate in a prescribed format, providing a Key Fact Statement to the customer, appointing a Nodal Grievance Redressal Officer for dealing with complaints/issues related to digital lending, providing cooling off/look up periods during which a borrower can foreclose a digital lending loan without paying any penalty, providing digitally signed documents to the borrowers, and other requirements.

The Reserve Bank of India has issued directions on fair lending practices on penal charges in loan accounts requiring Regulated Entities to formulate a board-approved policy on penal charges or similar charges on loans. The guideline also require that the penalty charged for non-compliance with material terms and conditions of loan contracts be charged in the form of 'penal charges' and not 'penal interest' and there shall be no capitalization of penal charges. Penal charges should be clearly disclosed in the loan agreement, Most Important Terms & Conditions/Key Fact Statement and on the website of the Bank, etc.

The Reserve Bank of India requires all top-up loans extended by regulated entities against movable assets that are inherently depreciating in nature, such as vehicles, to be treated as unsecured loans for credit appraisal, prudential limits and exposure purposes.

The Reserve Bank of India requires regulated entities to issue a standardized Key Fact Statement for all retail and MSMEs term loans. The statement must disclose key terms, including interest rates and repayment schedules, and be acknowledged by the borrower before loan execution.

The Reserve Bank of India has directions requiring interest to be charged from the actual date of fund disbursement. For cheque disbursals, interest must be charged from the date the cheque is handed over to the borrower, encouraging online disbursement modes.

***Directed Lending***

*Priority Sector Lending*

The Reserve Bank of India has issued guidelines on lending to priority sectors, requiring commercial banks to lend a certain percentage of bank credit to specific priority sectors such as agriculture, MSMEs, education, housing, social infrastructure, renewable energy and loans to start-ups.

The Reserve Bank of India's total priority sector target is 40.0% of adjusted net bank credit or of the credit equivalent amount of off-balance sheet exposure, whichever is higher, with sub-targets of 14% to non-corporate farmers and 10.0% to small and marginal farmers within the overall target of 18.0% in agriculture. The target for lending to micro enterprises is 7.5% from fiscal 2026. The target for lending to identified economically weaker sections of society is 12.0% from fiscal 2026.

Banks falling short of their priority sector lending targets are required to contribute allocated amounts to specific Government of India funds (i.e., RIDF and other funds with National Bank for Agriculture and Rural Development/National Housing Bank/Small Industries Development Bank of India, and Micro Units Development & Refinance Agency Limited). The interest rates on contribution to RIDF or other specific Government of India funds, tenure of deposits, and other features are fixed by the Reserve Bank of India from time to time. Further, banks having shortfall in achievement of any sub-target can instead buy priority sector lending certificates to achieve their lending targets.

*Export Credit*

The Reserve Bank of India allows exporters to avail themselves of short-term working capital financing at internationally competitive interest rates. Export credit is available both in rupee as well as in foreign currency.

*Regulations Governing Overseas Direct Investment*

In August 2022, the Reserve Bank of India along with the Government of India issued a new Overseas Investment framework (i.e., Foreign Exchange

Management (Overseas Investment) Rules, Regulations and Directions) to promote the ease of doing business, cover wider economic activity and significantly reduce the need for seeking specific approvals from the Reserve Bank of India.

*Regulations on International Trade Settlement in Rupee*

In July 2022, the Reserve Bank of India notified an additional arrangement for invoicing, payment, and settlement of exports/imports in rupee in order to promote growth of global trade with emphasis on exports from India and to support the interest of global trading community in rupee.

***Credit Exposure Limits***

As a prudential measure aimed at better risk management and avoidance of concentration of credit risk, the Reserve Bank of India requires that banks and certain other lenders limit their single-counterparty exposures, including to counterparty affiliates or sponsors, as well as to set and periodically review sector-specific exposures.

Further, the Reserve Bank of India has issued guidelines on large borrowers which prescribe a limit of 20.0% and 25.0% of the eligible capital base in respect of exposures to single counterparty and groups of connected counterparties.

*Capital Market Exposure Limits*

The Reserve Bank of India has issued guidelines on capital market exposures requiring that a bank's exposure to capital markets in all forms (both fund-based and non-fund-based) by way of investments in shares, convertible bonds/debentures, units of equity-oriented mutual funds, loans against shares, and secured and unsecured advances to stock brokers, should not exceed 40.0% of its net worth on both a standalone and consolidated basis as of March 31 of the previous year.

*Limits on Intra-Group Transactions and Exposures*

The Reserve Bank of India has prescribed an intra-group entity exposure limit of 5.0% of the paid-up capital and reserves of the bank for non-financial companies and unregulated financial services companies and 10.0% in the case of regulated financial entities. The aggregate group exposure cannot exceed 20.0% of paid-up capital and reserves and surplus in case of all group entities (financial and non-financial) taken together and 10.0% in the case of all non-financial companies and unregulated financial services companies taken together. Banks' exposures to other banks/financial institutions in the group in the form of equity and other capital instruments are exempt from these limits. If the exposure exceeds these limits, any excess is be deducted from common equity Tier 1 capital of the bank.

***Master Direction on Transfer of Loan Exposure and Securitization of Standard Assets***

In order to provide banks with options to manage liquidity, rebalance their exposure or strategic sales and resolve their non-performing assets, the Reserve Bank of India issued directions, requiring securitization originators to meet certain due diligence requirements and satisfy the minimum holding period requirements (three months and six months) and the required minimum retention ratio of 10.0% .

***Credit Information Bureaus***

Pursuant to the Credit Information Companies (Regulation) Act, 2005, every credit institution, including a bank, must become a member of a credit information bureau and furnish to it such credit information as may be required of the credit institution by the credit information bureau about individuals or groups which have a credit relationship with it.

In November 2025, the Reserve Bank of India issued Master Direction on Credit Information Reporting, which includes but is not limited to a standardized framework for reporting and disseminating credit information, requirements related to safeguarding the confidentiality and security of sensitive credit data, and requirements related to consumers' access to credit information and grievance redressal.

***Loan Loss Provisions and Non-Performing Assets***

In April 2025, the Reserve Bank of India issued the Master Circular on Prudential Norms on Income Recognition, Asset Classification and Provisioning Pertaining to Advances which provides consolidated instructions and guidelines relating to income recognition, asset classification and provisioning standards.

***Asset Classification***

In particular, an advance is classified as a non-performing asset where interest and/or installment of principal remains overdue for a period of more than 90 days in respect of a term loan, the account remains 'out-of-order' in respect of an overdraft or cash credit, the bill remains overdue for a period of more than 90 days in case of bills purchased and discounted, installment of principal or interest remains overdue for two crop seasons for short duration crops or for one crop season for long duration crops and the amount of liquidity facility remains outstanding for more than 90 days, in respect of a securitization transaction.

In respect of derivative transactions the overdue receivables related to positive mark-to-market value of a derivative contract, if these remain unpaid for a period of 90 days from the specified due date for payment. A credit card transaction is classified as a non-performing asset where the minimum amount due, as mentioned in the statement, remains overdue for a period of more than 90 days from the payment due date mentioned in the statement. Interest in respect of non-performing assets is not recognized or credited to the income account unless collected. Non-performing assets are classified as described below.

*Sub-Standard Assets*: Assets that are non-performing assets for a period not exceeding 12 months. Such an asset has well-defined credit weaknesses that jeopardize the liquidation of the debt and are characterized by the distinct possibility that the bank will sustain some loss, if deficiencies are not corrected.

*Doubtful Assets*: Assets that have remained sub-standard for a period of 12 months. A loan classified as doubtful has all the weaknesses inherent in assets that are classified as sub-standard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently known facts, conditions and values, highly questionable and improbable.

*Loss Assets*: Assets on which losses have been identified by the bank or internal or external auditors during the performance of their audit procedures or during the Reserve Bank of India inspection but the amount has not been written off fully.

There are separate guidelines for classification of loans for projects under implementation which are based on the date of commencement of commercial production and date of completion of the project as originally envisaged at the time of financial closure.

The Reserve Bank of India conducts a risk-based supervisory assessment of banks on an annual basis. As a part of this assessment, it separately reviews how banks classify assets and provisioning of credit facilities given by banks to its borrowers. This assessment is initiated after the completion of the annual audit and the publication of audited financial statements for the given financial year. Any differences between how a bank and the Reserve Bank of India classify assets or account for the provisioning of credit facilities are disclosed in subsequent financial statements if the difference for a given reference period accounts for either of 5.0% of profits before provisions and contingencies or 5.0% of gross non-performing assets. The Reserve Bank of India's assessments of divergence in asset classification and provisioning for ICICI Bank did not require additional disclosures in fiscal 2021, fiscal 2022, fiscal 2023, fiscal 2024 and fiscal 2025.

In April 2026, the Reserve Bank of India issued 'Reserve Bank of India (Commercial Banks - Income Recognition, Asset Classification and Provisioning) Amendment Directions, 2026'. These Directions introduce a forward-looking expected credit loss framework for provisioning on advances, replacing the existing incurred-loss approach, while retaining the extant 90-day norms for classification of non-performing assets. Financial assets are assigned to one of three stages based on changes in credit risk since initial recognition, with 12-month expected credit losses recognized for Stage 1 assets and lifetime expected credit losses for Stage 2 and Stage 3 assets. These directions also introduce the effective interest rate framework for income recognition on financial assets. The Directions will come into force on April 1, 2027.

***Restructured Loans***

Standard restructured loans are subject to higher standard asset provisioning requirements and higher risk weights for capital adequacy purposes. The higher risk weights and provision shall continue until satisfactory performance under the revised payment schedule has been established for the specified period. If the restructured account is overdue as per the revised schedule for a period beyond the minimum period prescribed for classification of a loan as non-performing, it is required to be downgraded to non-performing status with reference to the pre-restructuring payment schedule.

***Provisioning and Write-Offs***

Provisions under Indian GAAP are based on guidelines specific to the classification of the assets. The following guidelines apply to the various asset classifications:

*Standard Assets*: The allowances on the performing portfolios are based on guidelines issued by the Reserve Bank of India. The provisioning requirement is a uniform rate of 0.4% for all standard assets except certain advances which require provision in the range of 0.25% to 3.0%.

The Reserve Bank of India has issued guidelines requiring banks to maintain provisions for standard assets at rates higher than the regulatory requirement in respect of advances to stressed sectors of the economy. For assets referred to the National Company Law Tribunal under the Insolvency and Bankruptcy Code, banks have to make provisions to the extent of 50.0% of the secured portion and 100.0% of the unsecured portion of the outstanding loans.

*Sub-standard Assets*: A provision of 15.0% is required for all sub-standard assets. A provision of 25.0% is required for accounts that are unsecured.

*Doubtful Asset*s: A 100.0% provision/write-off is required against the unsecured portion of a doubtful asset and is charged against income. For the secured portion of assets classified as doubtful, a 25.0% provision is required for assets that have been classified as doubtful for a year, a 40.0% provision is required for assets that have been classified as doubtful for one to three years and a 100.0% provision is required for assets classified as doubtful for more than three years. The value assigned to the collateral securing a loan is the amount reflected on the borrower's books or the realizable value determined by third party appraisers.

*Loss Asset*s: The entire asset is required to be written off or provided for.

***Guidelines Relating to Use of Recovery Agents by Banks***

The Reserve Bank of India has asked banks to implement due diligence processes related to the engagement of recovery agents, to communicate details of recovery agents to borrowers, and provide for grievance redressal in the context of the debt recovery process.

***Legislative Framework for Enforcement of Security by Banks for Non-performing Assets/Recovery of Debts Due to Banks***

The SARFAESI Act provides that a secured creditor may, in respect of loans classified as non-performing in accordance with the Reserve Bank of India guidelines, give notice in writing to the borrower requiring it to discharge its liabilities within 60 days. If a borrower fails to do so, a secured creditor may, among other actions, take possession/sell off the assets constituting the security for the loan, take over the management of the business of the borrower, appoint a person to manage the secured assets taken in possession and the like with the ultimate objective of recovering the money due to the secured borrower. See also "- *Regulations Relating to Sale of Assets to Asset Reconstruction Companies*".

The Recovery of Debts and Bankruptcy Act, 1993 establishes Debt Recovery Tribunals with the objective of expeditious adjudication and recovery of debts due to any bank or financial institution or consortium thereof. Upon establishment of the Debt Recovery Tribunal, no court or other authority can exercise jurisdiction in relation to matters covered by this Act, except the higher courts in India in certain circumstances.

We are also adopting an alternate dispute resolution mechanism both online and offline (entailing pre-litigation Lok Adalat, mediation, conciliation or arbitration or combination thereof administered by Legal Service Authorities or an independent institution) for speedy resolution of claims and disputes of certain retail assets and services as an alternative to approaching courts or tribunals. In addition, we focus on proactive management of accounts under supervision. Our strategy is aimed at early-stage solutions to incipient problems.

***Resolution of Stressed Assets***

*Insolvency and Bankruptcy Code, 2016*

The Insolvency and Bankruptcy Code, 2016, provides a corporate insolvency resolution process that can be initiated by creditors, subject to certain conditions and minimum thresholds.

***Regulations Relating to Sale of Assets to Asset Reconstruction Companies***

The Reserve Bank of India has issued guidelines to banks on the process to be followed for sale of financial assets to asset reconstruction companies in the Reserve Bank of India (Commercial Banks - Transfer and Distribution of Credit Risk) Directions, 2025. These guidelines provide that a bank may sell financial assets to an asset reconstruction company provided the asset is a non-performing asset.

Banks may also invest in security receipts or pass-through certificates issued by an asset reconstruction company or trusts set up by it to acquire the financial assets. The Reserve Bank of India has also issued guidelines governing the affairs of asset reconstruction companies.

***Framework for Fraud Risk Management including Early Warning Signal and Red Flag Accounts***

In July 2024, the Reserve Bank of India issued the Master Directions on Fraud Risk Management requiring a bank to have a fraud risk management policy. This policy must be approved by the bank's board and delineate the roles and responsibilities of a board, its committees and senior management. A bank must have a framework for early warning signals and red flagging of accounts under the overall fraud risk management policy approved by the board, which shall provide for, among other things, a system of robust early warning signals that is integrated with core banking solution or other operational systems.

See also "*- Legislative Framework for Enforcement of Security by Banks for Non-performing Assets/Recovery of Debts Due to Banks*" and "*- Legislative Framework for*

*Enforcement of Security by Banks for Non-performing Assets/Recovery of Debts Due to Banks - Resolution of Stressed Assets*".

***Regulations Relating to the Opening of Branches***

The opening and relocation of branches are governed by the provisions of Section 23 of the Banking Regulation Act.

Banks may open a banking outlet in Tier 1 to Tier 6 centers without the prior approval of the Reserve Bank of India, subject to certain financial inclusion requirements. Banks must allocate 25.0% of the total number of new banking outlets opened during a year to unbanked rural centers. A banking outlet is a fixed-point service delivery unit, manned by either a bank's staff or its business correspondent, and where services of acceptance of deposits, withdrawal, or lending services are provided for a minimum of four hours per day for at least five days a week.

***Regulations Governing Use of Business Correspondents***

To increase the outreach of banking and promote greater financial inclusion, the Reserve Bank of India allows banks to engage business correspondents for providing banking and financial services at locations other than a bank branch.

***Regulations Relating to Deposits***

The Reserve Bank of India permits banks to independently determine interest rates offered on term and saving deposits. However, banks cannot pay interest on current account deposits. Interest rates payable on savings deposits are not regulated. However, a uniform interest rate on savings deposits must be paid on deposits up to Rs. 100,000 and differential rates can be paid on deposits of over Rs. 100,000.

Domestic time deposits and rupee-denominated non-resident ordinary accounts have a minimum maturity of seven days. Rupee-denominated non-resident external rupee accounts have a minimum maturity of one year and foreign currency denominated for non-resident Indians have a minimum maturity of one year and a maximum maturity of five years.

Banks are allowed to offer differential rates of interests on domestic term deposits and for bulk term deposits of Rs. 30 million and above.

The Reserve Bank of India allows banks to offer early withdrawal facility in a term deposit as a distinguishing feature for offering differential rates of interest. All term deposits of individuals of Rs. 10 million and below should, necessarily, have a premature withdrawal facility. For all other term deposits, customers should be given the option to choose between term deposits either with or without a premature withdrawal facility. Banks will be required to disclose in advance the schedule of interest rates payable on deposits.

Banks are free to determine the interest rates on non-resident (external) rupee deposits and ordinary non-resident accounts. However, the interest rates cannot exceed the rate offered by the bank on comparable domestic rupee deposits.

The Reserve Bank of India has a framework related to green deposits. The purpose of the framework is to encourage regulated entities to offer green deposits to customers, protect the interests of the depositors, aid customers in achieving their sustainability agenda, address greenwashing concerns, and help augment the flow of credit to green activities and projects.

***Regulations Relating to Payments***

In 2021, the Reserve Bank of India introduced the Legal Entity Identifier system for single payment transactions of value Rs. 500 million and above undertaken by non-individual entities using centralized payment systems like real time gross settlement and national electronic funds transfer.

In 2021, the Reserve Bank of India also issued master directions on digital payment security controls, which provide necessary guidelines for regulated entities to set up a robust governance structure and implement common minimum standards of security controls for channels like internet, mobile banking, card payments, among others. This is to create an enhanced environment for customers to use digital payment products in a safer and more secure manner.

In September 2025, the Reserve Bank of India issued directions on authentication mechanisms for digital payment transactions requiring that all digital payment transactions be authenticated by at least two distinct factors of authentication, unless exempted specifically. Further, other than card present transactions, at least one of the factors of authentication must be dynamically created or proven.

***Regulation Related to Current Accounts***

In 2022, the Reserve Bank of India issued a consolidated circular on current accounts and Cash Credit/Overdraft accounts, setting out conditions for opening such accounts based on borrower exposure. The circular also requires banks to flag these accounts in the core banking system and review them at least once every six months to ensure compliance. In 2025, the Reserve Bank of India exempted cash credit accounts from current account restrictions and increased the threshold for unrestricted current/OD accounts from Rs. 5 crore to less than Rs. 10 crore of aggregate banking exposure.

***Regulations Relating to Customer Service and Customer Protection***

The Reserve Bank of India has issued several guidelines related to enhancing consumer protection and service:

The Reserve Bank of India has issued a charter of customer rights, which provides the broad overarching principles for the protection of bank customers. The charter describes five basic rights of bank customers: the right to fair treatment, the right to transparency, fair and honest dealing, the right to suitability, the right to privacy and the right to grievance redress and compensation.

The Reserve Bank of India has issued procedural guidelines for redressal of grievances by an internal ombudsman.

The Reserve Bank of India has issued directions to banks related to determining customer liability that arises in an unauthorized electronic banking transaction.

The Reserve Bank of India does not allow regulated entities, including banks, to deal in virtual currencies or to provide services related thereto, including maintaining accounts, registering, trading, settling, clearing, giving loans against virtual tokens, accepting them as collateral, opening accounts of exchanges dealing with them and transfer/receipt of money in accounts relating to purchase/sale of virtual currencies.

***Personal Data Protection and Privacy***

The Bank has a global presence in several jurisdictions including Hong Kong, Singapore, the United States, the United Kingdom, Canada, China, the Dubai International Financial Centre in the United Arab Emirates and Bahrain. The Bank is committed to ensuring compliance with applicable laws across these jurisdictions. It has an integrated and centralized strategy for achieving data privacy compliance across all jurisdictions.

Privacy regulations require the personal data of customers to be protected throughout its entire life cycle. Accordingly, the Bank has undertaken several comprehensive measures such as categorizing all personal data and sensitive personal data as 'Confidential Information', keeping records of all its processing activities, entering into non-disclosure and confidentiality agreements with employees and third parties who are privy to customers' personal data and providing customers the option to exercise various rights which they enjoy under applicable data protection regulations and incident handling procedures.

In August 2023, the Government of India enacted the Digital Personal Data Protection Act, 2023 ("DPDPA"), and further notified the rules on November 13, 2025. The rules provided a phased timeline for implementation of the DPDPA.

The rollout of implementation was to begin from November 13, 2025,

- Immediate effect: Provisions related to the establishment and procedures of the Data Protection Board of India.
- 12 months (by November 14, 2026): Rules concerning the registration and obligations of Consent Managers will come into force.
- 18 months (by May 14, 2027): The core operational obligations for Data Fiduciaries and Significant Data Fiduciaries will become effective.

***Regulations Governing Digital Banking Channels***

In November 2025, the Reserve of Bank India issued guidelines on digital banking channels authorization by consolidating and updating the existing instructions on use of digital channels for providing banking services. The guidelines also directed banks to put in place comprehensive policies for all digital banking channels keeping in account all statutory and regulatory requirements (including on management of liquidity and operational risks in digital banking scenario).

***Regulations Governing Credit, Debit and Co-branded Cards***

The Reserve Bank of India issued master directions for the issuance of credit and debit cards. The directions cover the general and conduct regulations relating to credit, debit and co-branded cards which shall be read along with prudential, payment and technology and Cyber Security related directions applicable to credit, debit and co-branded cards.

*Regulations Governing Prepaid Payment Instruments*

The Reserve Bank of India has issued master directions on the issuance of prepaid payment instruments and operations related to their use. Issuers of such instruments are required to have board-approved policies on: the issuance of prepaid instruments, the engagement of agents for the purpose of issuing and reloading prepaid instruments, co-branding arrangements, gift instruments and related activities.

*Deposit Insurance*

Demand and time deposits accepted by Indian banks must be insured with the Deposit Insurance and Credit Guarantee Corporation, a wholly owned subsidiary of the Reserve Bank of India. The limit on insurance coverage is Rs. 500,000 for each depositor. Banks are required to pay an insurance premium to the Deposit Insurance and Credit Guarantee Corporation on a semi-annual basis. The cost of the insurance premium cannot be passed on to the customer.

*Inoperative Accounts/The Depositor Education and Awareness Fund Scheme, 2014 - Section 26A of the Banking Regulation Act*

The Reserve Bank of India has issued guidance requiring banks to transfer the credit balance in all eligible accounts that are inoperative or unclaimed along with interest accrued to the Depositor Education and Awareness Fund after ten years. Banks must undertake at least an annual review in respect of accounts where there is no customer induced transaction for more than a year.

*Borrowings by Banks in India*

The Reserve Bank of India has permitted banks to borrow and lend in call, notice and term money markets as per internal board-approved limits that are within the prescribed prudential limits for interbank liabilities.

- The inter-bank liabilities of a bank should not exceed 200% of its net worth as on March 31 of the previous year.
- The banks whose Capital to Risk Weighted Assets Ratio ("CRAR") is at least 25% more than the minimum CRAR of (9%) (i.e., 11.25%) as on March 31, of the previous year, are allowed to have a higher limit up to 300% of the net worth for inter-bank liabilities.

The Reserve Bank of India also allows banks to borrow funds from their overseas branches and correspondent banks (including borrowings for financing export credit, external commercial borrowings and overdrafts from their head office/nostro account) up to a limit of 100.0% of unimpaired Tier 1 capital or U.S.$ 10 million, whichever is higher.

The Reserve Bank of India permits banks to issue perpetual instruments that can qualify for inclusion as additional Tier 1 capital and debt capital instruments that can qualify for inclusion as Tier 2 capital. Banks can also raise funds, by way of rupee-denominated bonds in the overseas market, and long-term bonds for financing infrastructure and affordable housing projects.

***Gold Monetization Scheme and Sovereign Gold Bonds***

The Gold Monetization Scheme ("GMS") is intended to mobilize gold held by households and institutions of the country and facilitate its use for productive purposes, and in the long run, to reduce the country's reliance on the import of gold. The minimum deposit at any one time is 10 grams of raw gold. Medium- and Long-Term Government Deposits under the GMS have been discontinued with effect from March 26, 2025. Renewal, partial renewal and partial redemption under Medium-Term Gold Deposits and Long-Term Gold Deposits for the legacy cases has also been discontinued.

Sovereign Gold Bonds are government securities denominated in grams of gold which are issued by the Reserve Bank of India on behalf of the Government of India. They are substitutes for holding physical gold.

***Regulations Relating to KYC and AML***

The PMLA and the rules promulgated thereunder seek to prevent and criminalize money laundering and terrorist financing in line with recommendations made by the Financial Action Task Force. The PMLA requires regulated entities to maintain certain records and report certain transactions to the Financial Intelligence Unit within the Government of India. It also criminalizes certain offences and provides for appointment of the Designated Director and Principal Officer and their respective obligations under the PMLA.

The Reserve Bank of India has also issued guidance related to customer acceptance policy, customer due-diligence procedures, monitoring of transactions risk management, regulatory reporting, training of employees and independent audit of AML/KYC framework. These directions are updated from time to time.

***Regulations Relating to Investments***

The Reserve Bank of India requires banks to undertake investment activities as per the terms and conditions specified in the Reserve Bank of India Master Direction on Classification, Valuation and Operation of Investment Portfolio of Commercial Banks dated November 28, 2025.

The entire investment portfolio (including statutory liquidity ratio-eligible securities and non-statutory liquidity ratio securities) is to be classified under three categories: Held-to-Maturity, Available-for-Sale and Fair Value through Profit and Loss. Held for Trading is a separate investment subcategory within fair value through profit and loss. Investments in own subsidiaries, joint ventures and associates are a separate category. The category of the investment shall be decided by the bank at the time of acquisition.

Banks shall not reclassify investments between categories without approval by its board and the Reserve Bank of India.

A bank's investment in unlisted non-statutory liquidity ratio securities shall not exceed 10% of its total investment in non-statutory liquidity ratio securities as on March 31 of the previous year.

The criterion used to classify an asset as a Non-Performing Asset shall be used to classify an investment as a Non-Performing Investment ("NPI") (i.e., an NPI is one where interest/instalment, including maturity proceeds is due and remains unpaid for more than 90 days). In the case of equity shares, in the event the investment in the shares of any company is valued at Re. 1 per company on account of the non-availability of the latest balance sheet, those equity shares shall be classified as NPI.

***Investments in Alternative Investment Funds***

The Reserve Bank of India has instructed that no regulated entity may invest more than 10.0% in any scheme of an alternative investment fund and the aggregate investment by all regulated entities in any such scheme is restricted to 20.0% of the scheme's corpus. Where a regulated entity invests more than 5.0% in a scheme of an alternative investment fund, it is required to make a provision in proportion to its investment in a debtor company made through that scheme, subject to a maximum of its direct loan and/or investment exposure to the debtor company. Investments made in subordinated units of any such scheme shall be deducted from the regulated entity's capital funds.

A banking group may invest less than 20.0% in the corpus of a Category I or Category II scheme of an alternative investment fund without the prior approval of the Reserve Bank of India, subject to the conditions stipulated in the directions. A banking group may invest 20.0% or more, but not exceeding 30.0%, in the corpus of a Category I or Category II scheme of an alternative investment fund, with the prior approval of the Reserve Bank of India. A bank is not permitted to invest in any Category III scheme of an alternative investment fund, and investment by a bank's subsidiary in a Category III scheme of an alternative investment fund is restricted to the regulatory minima prescribed by the SEBI.

Banks are required to ensure that their exposure to an investee company through investments in schemes of an alternative investment fund does not result in the circumvention of any regulation applicable to banks.

***Subsidiaries and Other Financial and Non-Financial Services Investments***

Under the provisions of Section 19(2) of the Banking Regulation Act, a bank cannot hold shares in any company whether as a pledgee, mortgagee or absolute owner of an amount exceeding 30.0% of the paid up share capital of that company or 30.0% of its own paid up share capital, whichever is less. The Act also prohibits banks from holding shares of companies in which any managing director or manager of the bank is in any manner concerned or interested.

Banks are allowed to set up subsidiaries only for undertaking activities as permitted under Section 19(1) of the Banking Regulation Act. Further, banks require prior approval for making additional investments in the equity share capital of any group entity.

Equity investment by a bank in any entity, including its group entity, individually, must not exceed 10% of the bank's paid-up share capital and reserves as per the last audited balance sheet or audited/unaudited balance sheet of the latest quarter, whichever is lower.

The aggregate equity investments made in all entities, including group entities and overseas investments, shall not exceed 20% of the bank's paid-up share capital and reserves as per the last audited balance sheet or audited/unaudited balance sheet of the latest quarter, whichever is lower.

A banking group may make an aggregate investment of less than 20% (with or without investment by the bank) in the equity share capital of an entity without prior approval, subject to the following conditions:

(1) The bank's CRAR shall not be less than the minimum prescribed capital (including Capital Conservation Buffer) post the investment; and

(2) The bank should have reported net profit in each of the preceding two financial years.

A bank is allowed to invest 20% or more in the equity share capital of a non-financial services entity but not exceeding 30% (except as subsidiary) only as per circumstances listed in para 29(A) 1 of the Reserve Bank of India (Commercial Banks – Undertaking of Financial Services) Directions, 2025 (Updated as on December 5, 2025).

***Regulations on Asset Liability Management***

The Reserve Bank of India has issued guidance related to liquidity risk management, including guidance related to liquidity risk governance, measurement, monitoring and position reporting to the Reserve Bank of India.

***Stress Testing***

The Reserve Bank of India has issued guidance on stress testing, including guidance related to overall objectives, governance, design and implementation of stress testing programmes. Banks are required to conduct stress tests which include at least baseline shocks prescribed by the Reserve Bank of India.

***Guidelines on Banks' Asset Liability Management Framework – Interest Rate Risk***

In February 2023, the Reserve Bank of India issued guidance requiring banks to submit quarterly disclosures in the prescribed format to the Reserve Bank of India.

***IT and Cyber Security***

The Reserve Bank of India has issued the Master Direction on Managing Risks in Outsourcing, 2025 ("2025 Outsourcing Direction"). One part of the 2025 Outsourcing Direction focuses on areas of managing risks while outsourcing IT related services to third parties. Banks have been extensively leveraging IT and IT enabled services to support their business models, products and services offered to their customers.

The Bank has a risk management framework for outsourcing of IT services to comprehensively deal with the processes and responsibilities for identification, measurement, mitigation/management and reporting of risks associated with outsourcing of IT services arrangements.

The Reserve Bank of India has issued Master Direction on IT Governance, Risk, Controls and Assurance Practices ("IT Direction"). The IT Direction focuses on areas of IT governance, IT infrastructure and service management, IT and information security risk management, business continuity and disaster recovery management, and information systems audit.

The Reserve Bank of India's Cyber Security Framework in Banks (the "Cyber Security Framework") requires banks to put in place a Cyber Security policy containing an appropriate approach to combat cyber threats given the level of complexity of business and acceptable levels of risk. The Cyber Security Framework focuses on areas of continuous surveillance, comprehensive security of IT, protection of customer data and the Cyber Crisis Management Plan to maintain Cyber Security preparedness.

See also "- III. - 3. - (4) - (b) We face security risks, including denial of service attacks, misuse of privilege access by insiders, 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 creating significant legal and financial exposure".

***Foreign Currency Dealership***

The Reserve Bank of India has granted us a full-fledged authorized dealers' Category I license to deal in foreign exchange through our designated branches.

Further, banks are permitted to hedge the foreign currency loan exposures of Indian corporations in the form of interest rate swaps, currency swaps and forward rate agreements, subject to certain conditions.

Our foreign exchange operations are subject to the guidelines specified by the Reserve Bank of India.

***Statutes Governing Foreign Exchange and Cross-Border Business Transactions***

Foreign exchange and cross-border transactions undertaken by banks are subject to the provisions of FEMA. Banks are required to monitor transactions of customers based on predefined rules using a risk-based approach which envisages identification of unusual transactions, undertaking due diligence on such transactions and, if confirmed as suspicious, reporting to the Financial Intelligence Unit of the respective jurisdiction.

The Reserve Bank of India issues guidelines on external commercial borrowings and trade credits from time to time.

The Reserve Bank of India issued revised directions in January 2024 on facilities for hedging exchange risk by residents and non-residents. According to the directions, derivative products can be offered to any person resident in India or resident outside India having foreign exchange risk on an anticipated or contracted basis in line with issued guidelines.

The Reserve Bank of India has permitted non-residents to undertake transactions in the rupee interest rate derivatives markets for the purpose of hedging interest rate risk or otherwise.

For purposes other than hedging, non-residents (other than individuals) are permitted to take overnight index swap transactions directly with market makers in India or by way of back-to-back arrangements through a foreign branch/parent/group entity of the market maker.

The Reserve Bank of India has issued revised guidelines for offering over-the-counter ("OTC") derivatives. It has prescribed broad principles to be adhered to by market makers with respect to governance frameworks, introduction of new products, user dealing conduct, pricing and valuation, risk management, internal control, and internal audit.

In May 2024, the Reserve Bank of India issued Master Direction – Reserve Bank of India (Margining for Non-Centrally Cleared OTC Derivatives) Directions, 2024 mandating exchange of Variation Margin and Initial Margin for non-centrally cleared OTC derivatives, thereby enhancing the counterparty risk management.

In May 2025, the Reserve Bank of India's (Forward Contracts in Government Securities) Directions came into force, permitting resident market participants to take long positions in bond forwards and permitting resident and non-resident users to take covered short positions in bond forwards for the purpose of hedging.

The Reserve Bank of India issued guideline on Participation of Indian Banks on India International Bullion Exchange IFSC Limited ("IIBX") wherein a branch, subsidiary or joint venture of an Indian bank in GIFT-IFSC is allowed to act as a trading member or is a trading and clearing Member of IIBX, and Indian banks are authorized to import gold/silver to act as special category client of IIBX.

In January 2025, the Reserved Bank of India updated its Master Direction on Deposits and Accounts by allowing all permissible current and capital transaction and allowing exporters to open foreign currency accounts with a bank outside of India.

***Consolidated Supervision Guidelines***

The Reserve Bank of India's guideline, Reserve Bank of India (Financial Statements - Presentation and Disclosures) Direction, requires banks to prepare consolidated financial statements intended for public disclosure.

The Reserve Bank of India's guideline on Consolidated Prudential Return requires banks to submit to the Reserve Bank of India consolidated prudential returns reporting their compliance with various prudential standards on a consolidated basis, excluding insurance subsidiaries and group companies engaged in businesses not pertaining to financial services.

See also "- 1. - Loan Concentration".

***Moratorium, Reconstruction and Amalgamation of Banks***

The Reserve Bank of India may apply to the Government of India to suspend the business of a banking company. The Government of India, after considering the application of the Reserve Bank of India, may order a moratorium staying commencement of action or proceedings against such banking company for a maximum period of six months. During such period of moratorium, the Reserve Bank of India may prepare a scheme for the reconstruction of the bank or merger of the bank with any other bank only if it is in: (a) the public interest; (b) the interest of the depositors; (c) order to secure the proper management of the bank; or (d) the interests of the banking system of the country as a whole.

The Reserve Bank of India has issued guidelines on amalgamation between private sector banks and between banks and non-banking finance companies, emphasizing the examination of the rationale for the merger, the systemic benefits arising therefrom and the advantages accruing to the merged entity. With respect to a merger between two private sector banks, the guidelines require the draft scheme of merger to be approved by the shareholders of both banks with a two-thirds majority after approval by the Boards of Directors of the two banks concerned. Under the Banking Regulation Act, the Reserve Bank of India must value and approve the proposed merger. With respect to a merger of a bank and a non-banking company, where the non-banking company is proposed to be amalgamated with the bank, the banking company must obtain the approval of the Reserve Bank of India after the scheme of amalgamation is approved by its board and the board of the non-banking finance company, but before it is submitted to the National Company Law Tribunal for approval as required by the Companies Act. See also "- *Other Statutes - Competition Act*".

***Other Statutes***

***Companies Act***

Companies in India, including banks, in addition to the sector-specific statutes and the regulations and guidelines prescribed by the sectoral regulators, are required to comply with relevant provisions of the Companies Act. The Companies Act includes provisions to make independent Directors more accountable, improve corporate governance practices and make corporate social responsibility mandatory for companies above a certain size and require them to spend a minimum of 2.0% of the average net profits of the preceding three years for corporate social responsibility initiatives. Any shortfall in this regard must be explained in the annual report. Any excess amount spent over and above the requirement for that year may be set off against the requirement to spend for succeeding financial years. Any unspent amount in case of an ongoing project must be transferred to the Unspent Corporate Social Responsibility Account and spent as stipulated under the Companies Act and, in other cases, transfer such unspent amount to the fund specified under Schedule VII of the Companies Act within the stipulated period.

***Competition Act***

The Competition Act, 2002 established the Competition Commission of India with the objective of promoting competition, preventing unfair trade practices and protecting the interest of consumers. The Competition Act, 2002 prohibits anti-competitive agreements and abuse of market dominance, and requires the approval of the Competition Commission for mergers and acquisitions involving companies above a certain size.

***Secrecy Obligations***

The obligations of banks relating to maintaining secrecy arise out of common law principles governing relationships with customers. Banks cannot disclose any information to third parties except under clearly defined circumstances. The following are the exceptions to this general rule:

- where disclosure is required to be made under any law;
- where there is an obligation to disclose to the public;
- where the bank needs to disclose information in its interest; and
- where disclosure is made with the express or implied consent of the customer.

Banks are also required to disclose information if ordered to do so by a court. The Reserve Bank of India may, in the public interest, publish the information obtained from the Bank. Under the provisions of the Banker's Books Evidence Act, a copy of any entry in a bankers' book, such as ledgers, day books, cash books and account books certified by an officer of the bank may be entered as evidence of the transaction in any legal proceeding.

***Regulations and Guidelines of the SEBI***

The SEBI was established to protect the interests of investors in securities markets and to promote the development of and to regulate Indian securities markets. We and our subsidiaries and affiliates are subject to SEBI's regulations for public capital issuances, private placements as well as underwriting, custodian, designated depository participant, merchant banker, depository participant, investment advisory, private equity, trading member, clearing member, asset management, portfolio management, banker to the issue, research analyst and debenture trusteeship activities. These regulations provide for the registration of the Bank and certain subsidiaries and affiliates, as appropriate, with SEBI for each of these activities, functions and responsibilities. We and our subsidiaries are required to adhere to codes of conduct applicable to these activities.

***Income Tax Benefits***

As a banking company, the Bank is entitled to certain tax benefits under the Income Tax Act. We are allowed a deduction of up to 20.0% of the profits derived from the business of providing long-term finance (defined as loans and advances extended for a period of not less than five years) for industrial or agricultural development, development of infrastructure facility in India or development of housing in India, computed in the manner specified under the Income Tax Act and carried to a Special Reserve Account. The deduction is allowed for each financial year subject to the aggregate of the amounts transferred to the Special Reserve Account for this purpose during the financial year not exceeding twice the paid-up share capital and general reserves. The amount withdrawn from such a Special Reserve Account would be chargeable to income tax in the year of withdrawal, in accordance with the provisions of the Income Tax Act. In accordance with the guidelines issued by the Reserve Bank of India in December 2013, banks are required to create deferred tax liability on the special reserve on a prudent basis. The deferred tax liability is permitted to be charged through the profit and loss account. In India, while computing taxable income, provision on non-performing loans is allowed as a deduction from income only up to 8.5% of the total income and 10.0% of the aggregate average advances made by the rural branches of the bank. The balance of the provisions, which comprises a significant majority of the provision, is allowed as a deduction from the taxable income at the time of write-off of the loans.

### *Regulations Governing Insurance Companies*

The Sabka Bima Sabki Raksha (Amendment of Insurance Laws) Act, 2025 came into effect from February 5, 2026. The Act, among other things, raised the foreign investment limit in the insurance sector from 74% to a limit of 100%.

ICICI Prudential Life Insurance Company Limited and ICICI Lombard General Insurance Company Limited, our subsidiary/associate and affiliate offering life insurance and general insurance products, respectively, are subject to the provisions of the Insurance Act, 1938 and subsequent rules and amendments notified, and the various regulatory prescriptions issued by regulations prescribed by IRDAI. These regulate and govern, among other things, registration as an insurance company, investment, solvency margin requirements, licensing/registration of insurance agents and other insurance intermediaries, advertising, sale and distribution of insurance products and services and protection of policyholders' interests.

### *Regulations Governing Mutual Funds*

ICICI Prudential Asset Management Company Limited, our asset management subsidiary, is regulated by SEBI for its asset management activity. The ICICI Prudential Asset Management Company Limited is primarily governed by SEBI (Mutual Funds) Regulations 2026, SEBI (Portfolio Managers) Regulations, 2020 and SEBI (Alternative Investment Funds) Regulations 2012 and circulars issued under the respective regulations. The branch of the ICICI Prudential Asset Management Company Limited established in International Financial Services Centre (Gift City) and Dubai International Financial Centre ("DIFC") jurisdiction, are regulated by International Financial Services Centers Authority ("IFSCA") and Dubai International Financial Services Authority ("DFSA") respectively.

### *Regulations Governing International Operations*

Our international operations are governed by regulations in the countries in which we have a presence. Further, the Reserve Bank of India has notified that the foreign branches/foreign subsidiaries of an Indian banks/can deal in financial derivative products, including structured financial products, which are not available or are not permitted by the Reserve Bank of India in the domestic market without prior approval of the Reserve Bank of India, subject to compliance with certain conditions.

#### *Overseas Banking Subsidiaries*

Our wholly owned subsidiary in the United Kingdom, ICICI Bank UK PLC, is authorized and regulated by the Prudential Regulation Authority and Financial Conduct Authority. Our subsidiary in the United Kingdom has seven branches located in the United Kingdom and one branch in mainland Europe, located in Eschborn, Germany.

Our wholly owned subsidiary in Canada, ICICI Bank Canada (a Schedule II Bank in Canada), is regulated by the Office of the Superintendent of Financial Institutions. Our subsidiary in Canada has 10 branches and 2 Customer Service Centers in Halifax and Winnipeg.

### *Offshore Branches*

Our overseas branches in Singapore, Bahrain, Hong Kong, the Dubai International Financial Centre, China and New York are regulated by the Monetary Authority of Singapore, Central Bank of Bahrain, Hong Kong Monetary Authority, Dubai Financial Services Authority, National Financial Regulatory Administration, Board of Governors of the Federal Reserve System and the Office of the Comptroller of the Currency respectively. In addition, we have an Offshore Banking Unit located in the Santacruz Electronic Exports Promotion Zone ("SEEPZ"), Mumbai. In May 2026, the Bank received a no objection letter from the Reserve Bank of India to close the Offshore Banking Unit located in the SEEPZ.

In 2021, the Reserve Bank of India released a circular regarding infusion of capital in overseas branches and subsidiaries and retention/repatriation/transfer of profits in these centers by banks incorporated in India. Under the circular, banks which meet regulatory capital requirements are permitted to engage in capital infusion or transfer (including retention/repatriation of profits) after receiving board approval and report such activity to the Reserve Bank of India.

### *Regulations Governing Banking Units in International Financial Services Centers in India*

The Reserve Bank of India has issued guidance permitting public and private sector banks dealing in foreign exchange to set up one banking unit in each international financial services center in India ("IFSC"). Banks need prior approval of the Reserve Bank of India before opening a banking unit, and this will be treated on par with a foreign branch of an Indian bank. In 2020, the Government established the IFSC Authority ("IFSCA"), under the International Financial Services Centers Authority Act, 2019, a unified authority for the development and regulation of financial products, financial services and financial institutions in an IFSC. The GIFT IFSC is the maiden international financial services center in India. Prior to the establishment of IFSCA, the domestic financial regulators, namely, the Reserve Bank of India, SEBI, PFRDA and IRDAI regulated the business in IFSCs. The main objective of the IFSCA is to develop a strong global connect and focus on the needs of the Indian economy as well as to serve as an international financial platform for the entire region and the global economy as a whole.

### *Representative Offices*

We have representative offices in various jurisdictions that are regulated by the respective regulatory authorities.

### *Foreign Account Tax Compliance Act*

The Government of India entered into a Model 1 inter-governmental agreement with respect to the Foreign Account Tax Compliance Act with the United States. ICICI Bank is registered with the Internal Revenue Service in the United States. In addition, the United States has entered into Model 1 inter-governmental agreements with respect to the Foreign Account Tax Compliance Act with the United Kingdom, Canada, Germany, Singapore, the United Arab Emirates, Bahrain and Malaysia and reached a similar agreement in substance with China and Indonesia, and a Model 2 inter-governmental agreement with respect to the Foreign Account

Tax Compliance Act with Hong Kong. ICICI Bank has taken measures to comply with the terms of applicable inter-governmental agreements with respect to the Foreign Account Tax Compliance Act and any regulations issued thereunder.

***Common Reporting Standards***

The Common Reporting Standard formally referred to as the Standard for Automatic Exchange of Financial Account Information, is an information standard for the automatic exchange of information, developed in the context of the Organization for Economic Cooperation and Development. In India requirements under the Foreign Account Tax Compliance Act/Common Reporting Standard are implemented by the Central Board of Direct Taxes. The common reporting standard has been adopted by the United Kingdom, Canada, Germany, Hong Kong, Singapore, Malaysia, Indonesia, China, the United Arab Emirates and Bahrain.

## 4. State of Affiliated Companies

[*"Subsidiaries, Associates and Joint Ventures" has been inserted here from pages 103 ~ 105 of Form 20-F.*]

The following table sets forth certain information relating to our subsidiaries, joint ventures and consolidated entities (prior to inter-company elimination) at year-end fiscal 2026.

## Subsidiaries, Joint Ventures and Consolidated Entities

| Name (Address) | Year of formation | Activity | Equity share capital | Total share capital | Ownership interest | Total income[(1)] | Net worth[(2)] | Total assets[(3)] |
|---|---|---|---|---|---|---|---|---|
| | | | (in millions, except percentages) | | | | | |
| **ICICI Venture Funds Management Company Limited.................................................** (ICICI Venture house, Ground Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai, Maharashtra, India, 400 025) | January 1988 | Private Equity/venture capital fund management | Rs. 10 | Rs. 10 | 100.00% | Rs. 2,742 | Rs. 2,392 | Rs. 2,876 |
| **ICICI Securities Primary Dealership Limited[(4)]** (501B, First International Financial Centre (FIFC) Plot No. C 54 & 55, G Block, Bandra Kurla Complex Bandra (East), Mumbai, Maharashtra, India, 400 098) | February 1993 | Securities investment, trading and underwriting | Rs. 1,563 | Rs. 1,563 | 100.00% | 28,836 | 21,524 | 366,440 |
| **ICICI Prudential Asset Management Company Limited[(4)]** (12th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi, India, 110 001) | June 1993 | Asset management company for ICICI Prudential Mutual Fund | Rs. 494 | Rs. 494 | 53.00% | 60,009 | 41,712 | 50,504 |
| **ICICI Prudential Trust Limited** (12th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi, India, 110 001) | June 1993 | Trustee company for ICICI Prudential Mutual Fund | Rs. 1 | Rs. 1 | 50.80% | 26 | 29 | 33 |
| **ICICI Securities Limited[(4)(7)]** (ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai, Maharashtra, India, 400 025) | March 1995 | Securities brokerage & Merchant Banking | Rs. 1,208 | Rs. 1,208 | 100.00% | 58,908 | 62,528 | 353,302 |
| **ICICI International Limited** (Apex Group, 6th Floor, Two Tribeca, Tribeca Central, Trianon, 72261, Mauritius) | January 1996 | Asset management | U.S. $ 0.9 | U.S. $ 0.9 | 100.00% | 112 | 252 | 269 |
| **ICICI Trusteeship Services Limited** (ICICI Bank Towers, Bandra-Kurla Complex, Mumbai, Maharashtra, India, 400 051) | April 1999 | Trusteeship Services | Rs. 0.5 | Rs. 0.5 | 100.00% | 4 | 13 | 14 |

| Name (Address) | Year of formation | Activity | Equity share capital | Total share capital | Ownership interest | Total income[1] | Net worth[2] | Total assets[3] |
|---|---|---|---|---|---|---|---|---|
| | | | (in millions, except percentages) | | | | | |
| **ICICI Home Finance Company Limited[4]** (ICICI Bank Towers, Bandra-Kurla Complex, Mumbai, Maharashtra, India, 400 051) | May 1999 | Housing Finance | Rs. 14,306 | Rs. 14,306 | 100.00% | 40,641 | 60,166 | 344,012 |
| **ICICI Investment Management Company Limited** (ICICI Bank Towers, Bandra-Kurla Complex, Mumbai, Maharashtra, India, 400 051) | March 2000 | Asset management and investment advisory | Rs. 450 | Rs. 450 | 100.00% | 322 | 441 | 528 |
| **ICICI Securities Holdings Inc.[4][5]** (1120 Avenue of the Americas, 4th Floor New York, NY 10036, United States of America) | June 2000 | Holding company | U.S. $ 17 | U.S. $ 17 | 100.00% | 4 | 133 | 135 |
| **ICICI Securities Inc.[4][5]** (1120 Avenue of the Americas, 4th Floor New York, NY 10036, United States of America) | June 2000 | Securities brokerage | U.S. $ 13 | U.S. $ 13 | 100.00% | 326 | 520 | 616 |
| **ICICI Prudential Life Insurance Company Limited** (ICICI PruLife Towers, 1089, Appasaheb Marathe Marg, Prabhadevi, Mumbai, Maharashtra, India, 400 025) | July 2000 | Life insurance | Rs. 14,493 | Rs. 14,493 | 50.89% | 654,865 | 136,312[6] | 3,197,349 |
| **ICICI Lombard General Insurance Company Limited** (ICICI Lombard House, 414, Veer Savarkar Marg, Near Siddhivinayak Temple, Prabhadevi, Mumbai, Maharashtra, India, 400 025) | October 2000 | General insurance | Rs. 4,985 | Rs. 4,985 | 51.26% | 370,709 | 160,723[6] | 761,109 |
| **ICICI Bank UK PLC** (One Thomas More Square, London E1W 1YN, United Kingdom) | February 2003 | Banking | U.S. $ 220 and GBP 0.1 | U.S. $ 220 and GBP 0.1 | 100.00% | 13,280 | 33,930 | 276,102 |
| **ICICI Bank Canada** (366 Bay Street, Toronto, Ontario, Canada M5H 4B2) | September 2003 | Banking | CAD 250 | CAD 250 | 100.00% | 14,860 | 33,318 | 333,931 |
| **ICICI Pension Fund Management Limited[7]** (Unit A, Second Floor, Cnergy Building, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025) | April 2009 | Pension fund management and Points of Presence | Rs. 900 | Rs. 900 | 100.00% | 440 | 731 | 845 |

| Name (Address) | Year of formation | Activity | Equity share capital | Total share capital | Ownership interest | Total income[(1)] | Net worth[(2)] | Total assets[(3)] |
|---|---|---|---|---|---|---|---|---|
| | | | (in millions, except percentages) | | | | | |
| **I-Process Services (India) Limited** (Unit No. 602, 6th Floor, "Centre Point", Andheri Kurla Road J.B. Nagar, Andheri (East) Mumbai, Maharashtra, India, 400 059) | April 2005 | Manpower support services | Rs. 0.5 | Rs. 0.5 | 100.00% | Rs. 9,063 | Rs. 996 | Rs. 2,147 |

(1) Total income represents gross income from operations and other income of the entity.

(2) Net worth represents share capital/unit capital (in case of venture capital funds), share application money and reserves and surplus of the entity.

(3) Total assets represent fixed assets, advances, investments and gross current assets (including cash and bank balances) of the entity.

(4) Number as per respective entity Ind AS financial statements pursuant to migration to Ind AS by these entities.

(5) ICICI Securities Holdings Inc. and ICICI Securities Inc. are a wholly owned subsidiary of ICICI Securities Limited.

(6) Includes share capital, share application money-pending allotment, securities premium and fair value reserve.

(7) On January 12, 2026, the Bank acquired 100.00% shareholding in ICICI Pension Fund Management Limited from ICICI Prudential Life Insurance Company Limited and consequently ICICI Pension Fund Management Limited has become a wholly owned subsidiary of the Bank.

* On March 25, 2026, ICICI Strategic Investments Fund has redeemed all its unit capital and accordingly ICICI Strategic Investments Fund ceased to be a consolidating entity as per Accounting Standard 21.

At year-end fiscal 2026, all of our subsidiaries and joint ventures were incorporated in India, except the following five companies:

- ICICI Securities Holdings Inc., incorporated in the United States;
- ICICI Securities Inc., incorporated in the United States;
- ICICI Bank UK PLC, incorporated in the United Kingdom;
- ICICI Bank Canada, incorporated in Canada; and
- ICICI International Limited, incorporated in Mauritius.

ICICI Securities Holdings Inc. is a wholly owned subsidiary of ICICI Securities Limited and ICICI Securities Inc. is a wholly owned subsidiary of ICICI Securities Holdings Inc.

ICICI Securities Holdings Inc. and ICICI Securities Inc. are consolidated in ICICI Securities Limited's financial statements.

The following table sets forth certain information on our affiliates at year-end fiscal 2026.

| Name[1] (Address) | Year of formation | Activity | Ownership interest | Total income[2] | Net worth[3] | Total assets[4] |
|---|---|---|---|---|---|---|
| | | | (in millions, except percentages) | | | |
| **India Infradebt Limited**[5] | | | | | | |
| (The Capital, 'B' Wing, #1101-A, Bandra-Kurla Complex, Mumbai, Maharashtra, India, 400 051) | October 2012 | Infrastructure re-finance | 42.33% | Rs. 28,214 | Rs. 41,787 | Rs. 328,654 |
| **Arteria Technologies Private Limited** | | | | | | |
| (104, Ground Floor, Prestige Omega, EPIP Zone, Near Vydehi Hospital, White Field, Bangalore, Karnataka, India - 560 066) | February 2007 | Software company | 19.02% | Rs. 640 | Rs. 1,134 | Rs. 1,385 |

(1) These entities have been accounted for as per the equity method as prescribed by AS 23 on 'Accounting for Investments in Associates in Consolidated Financial Statements'.

(2) Total income represents gross income from operations and other income of the entity.

(3) Net worth represents share capital/unit capital (in case of venture capital funds) and reserves and surplus of the entity.

(4) Total assets represent fixed assets, advances, investments and gross current assets (including cash and bank balances) of the entity.

(5) Number as per respective entity Ind AS financial statements.

(6) On April 17, 2025, FISERV Merchant Solutions Private Limited ceased to be an associate of the Bank.

(7) On June 11, 2025, NIIT Institute of Finance, Banking and Insurance Training Limited ceased to be an associate of the Bank.

(8) On July 3, 2025, India Advantage Fund - III and India Advantage Fund - IV ceased to be associates of the Bank.

## III. STATEMENT OF BUSINESS

### 1. Management Policy, Business Environment and Problems to be Coped with, etc.

### (1) Our Future Plans and Strategy

#### (a) Management Policies or Strategies Which Are Potentially Relevant to the Investment Decisions of Investors

[*"Strategy", "Principles", "Coverage" and "Delivery Framework" have been inserted here from pages 60 ~ 63 of Form 20-F.*]

**Strategy**

In fiscal 2026, we maintained our strategic focus on profitable growth in business within the guardrails of risk and compliance. We grew our credit portfolio with a focus on granularity and saw healthy growth across our retail and business banking and wholesale portfolios. We continued to focus on holistically serving our clients and their ecosystems. We sought to maintain and enhance our liability franchise. We focused on maintaining a resilient balance sheet with sufficient liquidity, prudent provisioning and healthy capital adequacy. Our capital adequacy ratios on March 31, 2026 were significantly above regulatory requirements.

Going forward, we will continue with our strategic focus on growing the profit before tax excluding treasury income (calculated as Profit before tax less Income from treasury-related activities, both reported separately in "- 4. - Operating Results Data"). Our Enterprise Risk Management ("ERM") and Risk Appetite Framework ("RAF") sets out our risk appetite, including a limit framework for various risk categories. The Bank continues to emphasize strengthening its operational resilience to facilitate the seamless delivery of services to customers. We maintain our focus on growing our loan portfolio in a granular manner based on risk and reward, with focus on return of capital and containment of provisions within targeted levels. We have no specific targets for loan mix or segment-wise loan growth. We aim to continue to grow our deposit franchise, maintain a stable and healthy funding profile and our competitive advantage in cost of funds.

The Bank's strategic approach is based on three pillars of principles, coverage and delivery framework as described below:

**Principles**

Building trust with all stakeholders is critical to the Bank's strategic objectives. Integrity, transparency and fairness continue to be core in serving customers.

***(i) Return of Capital***

The Bank is focused on the principle of 'Return of Capital' emphasizing the need to prioritize conservation of capital. The approach of onboarding quality counterparties has provided an impetus to maintain resilient growth in business while protecting capital.

***(ii) Fair to Customer, Fair to Bank***

The principle of 'Fair to Customer, Fair to Bank' emphasizes the need to deliver fair value to customers while creating value for shareholders, which would guide the Bank's operations. The Bank seeks to sell products and offer services which meet societal needs and are in the interest of its customers.

***(iii) One Bank, One Team***

The principle of 'One Bank, One Team' underscores the Bank's endeavor to harness business opportunities across ecosystems and micro markets and maximize the Bank's share in the target opportunity.

***(iv) Agile Risk Management***

The Bank recognizes that the landscape is constantly evolving and with it, the nature of emerging risks. We believe that risk management must be dynamic, data-driven and forward-looking. We seek to adopt an agile risk management approach that allows us to identify, assess and mitigate risks proactively.

***(v) Compliance with Conscience***

The Bank conducts business within the boundaries of law and regulations. The Bank is committed to fostering a risk and compliance culture to ensure a balance of risk and rewards for delivering long-term sustainable outcomes.

The Risk and Compliance Culture Policy establishes the risk and compliance culture guiding principles and the framework for implementation of the same. The effective implementation of the policy includes a governance framework with roles and responsibilities of the Board, Managing Director & Chief Executive Officer and Executive Directors and the Risk and Compliance Culture Council.

**Coverage**

The Bank has adopted a customer-centric approach, with the prime objective of serving all their banking needs in a holistic manner. The Bank continues to focus on deepening its presence and harnessing business opportunities across ecosystems and micro markets in a unified manner by leveraging business centers, digital channels and partnerships to drive growth.

***(i) 360-Degree Customer Centric Approach***

Customer-centricity is core to our strategy in growing our business and delivering customer satisfaction. The approach begins with developing a deep understanding of our customers' needs, expectations and experiences. The approach is to take the entire Bank to the customer and offer solutions that are holistic in nature and build trust that translates into a long-term relationship with our customers. The Bank aims to become the trusted financial service provider of choice for our customers.

***(ii) Focus on Ecosystems***

The Bank's objective is to serve all financial needs of customers and their ecosystems by capturing the entire value chain. In line with the objective of creating customer-oriented ecosystems, the Bank has sector-specific solutions. On international operations, the Bank has repositioned its international franchise to focus on four strategic pillars - namely, the non-resident Indian ecosystem; the multinational corporation and global capability centers ecosystem; the institutional ecosystem and the trade ecosystem.

***(iii) Focus on Micro Markets***

Micro market insights allow the Bank to focus on aligned distribution and relevant delivery models. The Bank continues to deepen its presence and strengthen the organizational structure with 'State Business Heads' to capture the 360-degree opportunity in these geographies and 'City Business Heads' covering the full spectrum of the ecosystem in cities with large concentrated market opportunities.

***(iv) Internal Cross-Functional Collaboration and External Partnerships***

Leveraging synergies within the organization and building partnerships across the value chain is a key focus area. Cross-functional teams have been created to tap into various ecosystems, enabling 360-degree coverage of customers and increasing wallet share. Partnerships with technology companies and platforms with large customer bases and operational excellence offer unique opportunities for growth and enhancing service delivery and customer experience.

**Delivery Framework**

The Bank continues to enhance delivery capabilities to provide high quality customer experiences. The Bank has emphasized continuously strengthening its operational resilience to facilitate the seamless delivery of services to customers.

***(i) Focus on Quality***

Offering quality banking services with simplicity and reliability is the key priority of the Bank. The Bank emphasizes known and assessable profiles, while maintaining stringency in counterparty selection. Thereby, the Bank continues its approach of quality onboarding by selecting the right counterparties, including partners and service providers.

***(ii) Process Decongestion***

Process decongestion in the delivery framework is an ongoing effort with the objective of eliminating complexity, streamlining operations and building efficiencies to make customer onboarding and service delivery frictionless, thereby improving the customer experience.

***(iii) Bank to Bank$^{Tech}$***

Technology is integral to the Bank's business strategy. As a part of its Bank to Bank$^{Tech}$ transformation journey, the Bank has revamped its enterprise architecture to strengthen data and digital platforms, developed cloud-based applications and adopted other emerging technologies. The Bank's efforts continue to be guided by the three pillars of scalability, resilience and security across technology solutions and to enhance Cyber Security measures. The Bank has adopted AI driven use cases across various functions to enhance operational efficiency, enable decision-making and decongest banking experience for customers. The Bank has invested in tools and created a framework to enable employees with generative AI tools for enhanced efficiency, accuracy and experience. While the Bank is working on realizing the value of AI, the use cases are selected in a measured manner to mitigate the associated risks. The Bank continues to invest in this area to drive business solutions and harness opportunities.

The Bank continues to emphasize serving customers with simplicity, transparency and offering suitable banking solution for long-term sustainability in achieving its vision 'to become the trusted financial service provider of choice for our customers', thereby creating sustainable value for our stakeholders.

**(b) Objective Indices Used to Assess Achievement of Management Goals**

The achievement of management goals is assessed on both qualitative and quantitative aspects. The key performance areas for evaluation include profit before tax excluding treasury, effective management of stakeholder relationships, implementation of risk appetite and enterprise risk management framework with a focus on portfolio quality, and maintaining a strong risk and compliance culture, develop and maintain a leadership bench for key positions. The assessment of achievement is undertaken vis-à-vis the goals defined at the beginning of the year.

**(c) Business Environment**

Please refer to "- 4. Management's Analysis of Financial Position, Operating Results and Statement of Cash Flows - Executive Summary - (2) Certain Factors Affecting Our Results of Operations", "- 4. Management's Analysis of Financial Position, Operating Results and Statement of Cash Flows - Executive Summary - (3) Business Overview", "4. Management's Analysis of Financial Position, Operating Results and Statement of Cash Flows - Executive Summary - (4) A Discussion of Our Financial Performance in Fiscal 2026 is Given Below" and "- 4. Management's Analysis of Financial Position, Operating Results and Statement of Cash Flows - Executive Summary - (5) Business Outlook".

## (2) Competition

[*"Competition" has been inserted here from pages 110 ~ 112 of Form 20-F.*]

We face competition in all our principal areas of business from Indian and foreign commercial banks, housing finance companies, non-banking financial companies, new differentiated banks in the private sector such as payments banks and small finance banks, non-bank entities offering retail payments and other services, mutual funds and investment banks. We seek to gain competitive advantage over our competitors by offering products and services that are in the interest of our customers, using technology, building customer relationships, enhancing distribution in a seamless manner and developing an aligned team of highly motivated and skilled employees. We evaluate our competitive position separately in respect of our products and services for retail and corporate customers.

Commercial banks in India meet the short-term financial needs, or working capital requirements, of industry, trade and agriculture, provide long-term financing to sectors like infrastructure and provide retail loan products.

**(a) Commercial Banking Products and Services for Retail Customers**

In the retail markets, competition has traditionally been from foreign and Indian commercial banks, non-banking financial companies and housing finance companies. In recent years, competition is also emerging from new types of banks that have entered the financial market such as small finance banks and payments banks and non-bank entities offering payments and other services.

Non-financial companies, particularly international technology companies including large e-commerce players, fintech and internet-based service providers, 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. ICICI Bank is also undertaking various initiatives in developing an enhanced technology architecture such as a focus on platforms and digitization, continuous investments in innovations and security features to be able to respond to the needs of customers with agility.

We seek to compete in the retail market through a comprehensive product portfolio and effective distribution channels, which include digital channels, branches and partnerships. We seek to build a localized understanding of market requirements through micro market and ecosystem insights to develop an efficient distribution and resource allocation strategy. We offer a comprehensive suite of products and services to customers. These include savings, investment, credit and protection products based on customer needs, along with convenient payment and transaction banking services.

**(b) Commercial Banking Products and Services for Agricultural and Rural Customers**

In our commercial banking operations for agricultural and rural customers, we face competition from public sector banks that have large branch networks in rural India. Other private sector banks and non-banking finance companies have also increased their focus on rural markets. We also face competition from specialized players such as rural-focused financial institutions, regional rural banks and micro-finance companies. The Reserve Bank of India has issued licenses to specialized small finance banks, which have higher directed lending targets compared to banks and will compete in the rural and unorganized sectors. We seek to compete in this business based on our product strategy, capturing ecosystems, technological capabilities and having multiple channels and an approach to holistically meet the financial needs of customers in this segment.

**(c) Commercial Banking Products and Services for Corporate Customers**

We seek to compete in this segment based on our service and prompt turnaround time as well as the improvement in our funding base and optimization in our funding cost in recent years which enables us to participate profitably in higher rated corporate credit. We seek to compete with the large branch networks of the public sector banks through our multi-channel distribution, ecosystem branches and technology-driven delivery capabilities.

We compete with foreign banks in cross-border trade finance based on our wider geographical reach in India relative to foreign banks and our technology-based customized trade financing solutions enabling most transactions to be undertaken digitally. We leverage our balance sheet size, wider branch network, technological capabilities and our international presence to compete in treasury-related products and services.

Other private sector banks also compete in the corporate banking market on the basis of efficiency, service delivery and technology. However, we believe that our size, capital base, established corporate relationships, wider geographical reach and ability to use technology to provide innovative, value-added products and services provide us with a competitive edge.

**(d) Commercial Banking Products and Services for International Customers**

In our international operations, we face competition from Indian public sector banks with overseas operations, foreign banks with products and services targeted at non-resident Indians and Indian businesses and other service providers such as remittance services. Foreign banks have become more competitive in providing financing to Indian businesses leveraging their strength of access to lower cost foreign currency funds. We seek to position ourselves as an Indian bank offering products and services focused on non-resident Indians, capturing the ecosystem of multinational corporates and India-linked trade and funds corridors with an extensive distribution network in India, to gain competitive advantage. We seek to leverage our technology capabilities developed in our domestic businesses to offer convenience and efficient services to our international customers. We also seek to leverage our established relationships with Indian corporations in our international business.

**(e) Insurance and Asset Management**

Our insurance and asset management businesses face competition from existing dominant public sector players as well as dominant private sector players. We believe that our subsidiaries, ICICI Prudential Life Insurance Company Limited and ICICI Prudential Asset Management Company Limited and ICICI Lombard General Insurance Company Limited, have built product, distribution and risk management capabilities, achieving competitive market positions in their respective businesses. We believe that the ability to leverage ICICI Bank's retail franchise and distribution network is a key competitive advantage for our insurance and asset management subsidiaries.

## 2. Sustainability Perspective and Measures

## (1) ESG Governance

Long-term sustainable growth of business is a critical strategic objective at ICICI Bank. The Bank's commitment towards environmental, social and governance ("ESG") was strengthened with the adoption of the Board-approved Environmental, Social and Governance Policy (ESG Policy) in April 2022.

The ESG Policy aims to make a positive impact on the environment through sustainable financing and managing environment sensitivity in the Bank's operations. It emphasizes the Bank's commitment to conduct business in a manner such that the environmental impact from own premises and operations is reduced. On the social front, it mandates ethical treatment of customers based on fair approach to business, regular engagement, policies for customer rights and grievance redressal and personal data protection. For employees, it emphasizes on fair employment practices, respecting human rights and diversity, equity and inclusion, and creating a safe workplace. There is also a focus on social initiatives like financial inclusion and corporate social responsibility. On the governance front, it stresses upon independence of the Board, adherence to the ICICI Group Code of Business Conduct and Ethics, framework for managing conflict of interest, anti-money laundering and anti-bribery, anti-corruption policies, among others.

In fiscal 2026, the Board enhanced the terms of reference of its Corporate Social Responsibility (CSR) Committee to include oversight on the Bank's ESG action plan and sustainability related disclosures. This was earlier under the remit of Risk Committee. For better focus, the Board also revised the nomenclature of the CSR Committee to 'ESG & CSR Committee'. The Risk Committee continues to have oversight on ESG risk and climate risk management and annually review the Bank's ESG Policy. The Audit Committee supports the Board in appointment of third party agency for assurance of BRSR Core included in the annual BRSR filed in accordance with SEBI's guidelines. A management-level ESG Steering Committee provides ongoing oversight and guidance on sustainability related matters to the Bank's ESG team.

The Bank has been consistently enhancing its disclosures on ESG over the past six years. More details on the Bank's progress on ESG during fiscal 2026 are available on the website through reports like the Integrated Report section of the Annual Report, the ESG Report and the Business Responsibility and Sustainability Report (BRSR). The Bank draws on the Global Reporting Initiative (GRI) standards, Task Force on Climate-Related Financial Disclosures (TCFD) and the Sustainability Accounting Standard Board (SASB) frameworks to the extent considered relevant and meaningful to the nature of our business and operations.

**(2) Risk Management**

With regard to climate-related risks, the Bank has formulated an approach to address risks emanating from climate change, as part of its Climate Risk Management Framework. The scope of the framework comprises assessment of the impact of climate change on the Bank's own operations, climate risk management of the Bank's loan book and integration of material climate risks into the existing risk management framework. The framework is periodically reviewed for aligning with regulatory guidance on climate risks in India.

During fiscal 2026, the Bank continued enhancing identification and management of ESG and climate-related risks. The Bank has initiated the process of assessment of the top counterparties in wholesale banking and selected retail portfolios, using internally developed scenarios by considering the geographical concentration of borrowers in terms of assets and operations, as well as the vulnerability of those regions to flood and cyclone events. The Bank scaled the approach by leveraging an index-based framework for evaluating the vulnerability of regions. Based on this assessment, borrowers are categorized as high, medium or low risk in terms of the potential impact of climate change.

In the area of financed emissions, the Bank undertook, for the first time, an assessment of emissions of listed corporate borrowers which disclose their Scope 1 and Scope 2 emissions using the globally followed Partnership for Carbon Accounting Financials (PCAF) framework.

The Bank has an internal framework for sustainable financing aimed at providing guidance on green/social (sustainable) sustainability-linked lending. It outlines the methodology and associated procedures to be uniformly applied to classify financial products and services offered by the Bank as sustainable finance. At March 31, 2026, the Bank's outstanding portfolio in sectors like renewable energy, electric vehicles, green certified real estate, waste management, water sanitation or supply and lending to weaker section under priority sector norms was about Rs. 993.85 billion. Of this, the green financing portfolio, which includes renewable energy and associated activities, electrical vehicles across both retail and corporate segments, and green certified real estate and financing to companies involved in water supply, sanitation and wastewater treatment was 30.9% of the portfolio.

**(3) Environmental Sustainability**

The Bank continued to work towards meeting the target to become carbon neutral in its Scope 1 and Scope 2 emissions by fiscal 2032. Reasonable assurance was conducted for certain ESG parameters and attributes as part of the SEBI mandated Business Responsibility and Sustainability Report. The Bank’s aggregate Scope 1 and Scope 2 emissions decreased during fiscal 2026. Scope 1 emissions decreased primarily due to lower refilling of refrigerants due to favourable weather conditions during the year, and a transition towards adoption of low emission products like R-32 hydrofluorocarbon (HFC) gas and zero-emission dry chemical powder based fire extinguishers. To manage Scope 2 emissions measures include enhancing access to renewable energy, purchase of International Renewable Energy Certificates (IRECs) and adopting low emission technologies/products for minimizing its greenhouse gas emissions.

Circularity initiatives included installation of Atmospheric Water Generators (AWG) at two additional locations during the year. This facility is now available at seven large premises with the potential to produce daily output of 8,750 litres of potable water. Another water conservation initiative undertaken in fiscal 2026 included installation of water aerators which have helped achieve 30% savings in water flow at the offices.

The Bank increasingly procures BIS Eco Mark-certified A4 paper and about 91% of pre-printed forms used at Business Centres are FSC-certified recycled paper. 32.15 million A4-sized papers were saved in fiscal 2026 as part of the Bank’s focus on digitization of operations.

**(4) Engagement with Stakeholders**

The Bank’s philosophy of ‘Fair to Customer, Fair to Bank’ emphasizes the need to deliver fair value to customers, including selling products and offering services which meet societal needs and are in the interest of customers. The Bank ensures continuous engagement with its customers through relationship managers, branch employees, surveys, social media and has channels for receiving queries and grievances. Key customer service initiatives are undertaken on an ongoing basis.

Several communications relating to employee well-being are disseminated through a dedicated portal, #BeFit360, which include videos and webinars focusing on areas like mental health and physical fitness. The portal is also an avenue for employee volunteering activities.

The Bank has established policies to enable a safe work environment. In fiscal 2026, the Bank received the Occupational Health & Safety Standard ISO 45001 certification for 11 sites, taking the total number of certified premises to 32. These include service centers, phone banking centers, data centers and regional offices. With this, a total of approximately 40,000 employees, representing about 30% of ICICI Bank's workforce, is currently covered by the OHSMS (Occupational Health and Safety Management Systems) ISO 45001:2018 certification.

The Bank invests in training and capability building of its employees and industry-academia engagement to equip employees with relevant skillsets. It also includes training to identify, assess and manage climate-related risks and opportunities relevant to employees’ roles. In fiscal 2026, Bank organized training programmes for employees across frontline, policy, risk, finance and leadership roles. Some of the key areas covered in the training sessions included: understanding and assessment of climate risks, financed emission methodologies, carbon accounting and reporting/disclosure requirements. The Bank also facilitated an in-person training on green finance in real estate with participation from business and risk functions from the financial sector.

The Bank believes in a culture of no discrimination and has put in place suitable policies and frameworks like human rights policy, POSH that respect and uphold individual dignity. At March 31, 2026, women employees constituted 32.1% of the Bank's workforce.

**(5) Corporate Social Responsibility**

ICICI Bank is committed to the promotion of inclusive social and economic development and is particularly focused on the empowerment of the underprivileged and the rural community in India. To facilitate this, in 2008, the Bank set up ICICI Foundation for Inclusive Growth (ICICI Foundation) as its philanthropic arm. During fiscal 2026, the key thematic areas for CSR activities have been healthcare, environmental and ecological conservation, livelihood and community development. The Bank accounted for Rs. 9.94 billion towards CSR during fiscal 2026.

**(6) Corporate Governance**

The Board is committed to maintaining the highest standards of corporate governance and continues to review and strengthen these practices. The Board approved Risk and Compliance Culture Policy articulates five guiding principles for the organization. All employees are encouraged to align with the principles while conducting their activities and underpinning the articulated objective of growing within the guardrails of risk and compliance. The Board ensures that the assurance functions have adequate independence and stature to establish values and culture that are integral to sustainable banking.

Its committees monitor implementation of several policies like the ICICI Group Code of Business Conduct and Ethics, Whistle-Blower Policy, Group Arms-Length Policy in relation to related party transactions, Anti-Bribery and Anti-Corruption Policy, Compensation Policy and Group Anti-Money Laundering Policy among others. Ensuring organizational resilience and responsiveness to evolving technological developments and Cyber Security are top priorities with strong governance mechanisms laid for fraud management and data privacy.

## 3. Risks in Business, etc.

[*"Risk Factors" (except for "Summary" and "Risks Relating to ADSs and Equity Shares") has been inserted here from pages 7 ~ 47 of Form 20-F.*]

You should carefully consider the following risk factors as well as other information contained in this Annual Securities Report in evaluating us and our business.

### (1) Risks Relating to India and Other Economic and Market Risks

**(a) A prolonged slowdown in economic growth 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, our counterparties and other constituents, especially if such a slowdown was to be prolonged. India's gross domestic product is estimated to have grown by 7.6% in fiscal 2026 (as per the

Second Advance Estimates of the National Statistical Office), compared with the 7.1% in fiscal 2025.

An economic slowdown and a general decline in business activity in India could impose stress on our borrowers' financial soundness and profitability and thus expose us to increased credit risk.

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 policy tightening. Any increase in inflation, due to increase 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.

After keeping the policy rate unchanged for two years, the monetary policy committee entered into an easing cycle, from February 2025 onwards, by a cumulative amount of 125 basis-points reduction in policy rate, of which 100 basis-points were reduced in fiscal 2026, and reduced the cash reserve ratio by 100 basis-points from 4.0% to 3.0%, implemented in four equal tranches of 25 basis points on September 6, October 4, November 1 and November 29, 2025. The policy stance was briefly changed to 'accommodative' in April 2025 and then changed back to 'neutral' in June 2025 and has been unchanged since. Daily average banking system liquidity for fiscal 2026 was at a surplus of approximately Rs. 1,793 billion. In fiscal 2026, the Reserve Bank of India injected Rs. 13.3 trillion of durable liquidity into the banking system, through various means, including by reducing the cash reserve ratio, engaging in open-market operations and conducting foreign exchange swap operations. In the June 2026 meeting, the monetary policy committee maintained the status quo on the policy rate and stance. The Reserve Bank of India, in the monetary policy meeting, announced additional measures to attract foreign capital and strengthen the balance of payments. These measures mainly included a U.S. $ - Rupee forex swap facility for fresh Foreign Currency Non-Resident (Bank) (FCNR (B)) deposits till September 30, 2026, including deposits that are renewed upon maturity, mobilized for a minimum tenor of 3 years and a maximum tenor of 5 years. A facility of concessional U.S. $ - Rupee forex swap was also announced till December 31, 2026, to incentivize external commercial borrowing by public sector undertakings and overseas foreign currency borrowing for a minimum tenor of 3 years and a maximum tenor of 5 years. At the time of maturity of these FCNR (B) deposits and foreign currency borrowings, India may experience outflow of foreign deposits, which may have an impact on exchange rates, banking sector deposits, liquidity and other related factors.

There are uncertainties in the global environment due to geopolitical tensions and trade-related issues between several major global economies. Global trade disputes, tariffs or other protectionist measures and countermeasures could impact trade and capital flows and negatively affect the Indian economy, which could adversely affect our business. Global Brent crude oil prices increased substantially following the onset of the conflict in West Asia in March 2026. India is a major oil importing country, with significant reliance on oil and natural gas imports from West Asia. Therefore, the Indian economy remains exposed to supply and price shocks. See also "- (d) Any adverse impact on India's external trade account due to continued elevated prices of oil and other petroleum products, or any widening of the current account deficit, outflow of foreign capital or exchange rate volatility, could adversely affect the Indian economy, which could adversely affect our business". Sharp and sustained price reductions of globally traded commodities such as metals and minerals may negatively impact our borrowers in these sectors. Adverse changes to global liquidity conditions, comparative interest rates and risk appetite could lead to significant capital outflows from India, which could adversely affect our business. In fiscal 2026, net outflows of foreign portfolio investments ("FPI") from India were U.S. $ 16.6 billion compared to inflows of U.S. $ 2.7 billion in fiscal 2025. Developments in technology, such as artificial intelligence ("AI"), may impact businesses, including ours and our customers', and influence global and Indian employment markets, with an impact on employment and incomes of our existing and potential customers.

Adverse economic conditions in India due to movements in global capital, commodity and other markets, changes in business due to technology or adverse impact of any tariffs or natural disasters could result in reduction of demand for credit and other financial products and services, increased competition, and higher defaults among corporate, small business, retail and rural borrowers, which could have a material adverse impact on our business, our financial performance, our stockholders' equity, our ability to implement our strategy and the prices of our equity shares and ADSs.

**(b) Financial instability in other countries, particularly countries where we have established operations, could adversely affect our business.**

There is a history of financial crises and boom-bust cycles in multiple markets in both the emerging and developed economies, which increase risks for all financial institutions, including for our business and results of operations. Global economic changes, such as ongoing geopolitical tensions, increases in tariffs and other trade disputes, as well as volatility in global markets may lead to increased risk aversion and foreign exchange rate movements, which could impact global liquidity and adversely affect our business.

Uncertainty around these and related issues could lead to adverse effects on the economies in which we operate. 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 financial performance. 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.

**(c) Any downgrade of India's debt rating or the rating of our senior unsecured foreign currency debt by an international rating agency could adversely affect our business, liquidity and the prices of our equity shares and ADSs.**

Any adverse revisions to India's credit ratings by international rating agencies may adversely impact our business and limit our access to capital markets and adversely impact our liquidity position and market perception of the Bank.

We are rated by Moody's and Standard and Poor's in international markets.

Rating agencies may also change their methodology for rating banks or their assessment of specific parameters, which may impact our ratings.

Our subsidiary in the United Kingdom is rated by Moody's and any change in our rating or outlook or in the financial position of the subsidiary could impact the rating or outlook of our subsidiary.

There can be no assurance that rating agencies will maintain their views on India's sovereign rating or that we and our subsidiaries and affiliates will be able to meet the expectations of rating agencies and maintain our credit ratings. See also "- (3) - (f) Our inability to effectively manage credit, market or 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".

**(d) Any adverse impact on India's external trade account due to continued elevated prices of oil and other petroleum products, or any widening of the current account deficit, outflow of foreign capital or exchange rate volatility, could adversely affect the Indian economy, which could adversely affect our business.**

India is vulnerable to developments in its trade account. India imports a majority of its requirements of petroleum oil and petroleum products. If elevated oil price levels or volatility in oil prices continues, 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) there could be 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. During fiscal 2026, the Rupee depreciated by 10.9% from Rs 85.46 per U.S. $ at March 31, 2025 to Rs 94.83 per U.S. $ at March 31, 2026 and further moved to a low Rs. 96.96 per U.S. $ at May 20, 2026. Thereafter, the Rupee has appreciated and moved to Rs. 94.33 per U.S. $ at June 18, 2026, supported by the measures announced by the Reserve Bank of India to attract flow of foreign currency deposits and borrowings into India and also due to moderation in crude oil prices. Following the re-escalation in West Asia in July 2026, the rupee moved to Rs. 96.40 per U.S. $ at July 17, 2026. The Indian economy remains exposed to currency depreciation risk due to trade deficits and volatility in capital flows.

India's trade relationships with other countries and its trade deficit may adversely affect Indian economic conditions and the exchange rate for the rupee. In fiscal 2024 and 2025, the current account deficit was 0.7% and 0.6% respectively of India's gross domestic product. For fiscal 2026, the current account deficit stood at 0.6% of India's gross domestic product. If current account and trade deficits increase or are no longer manageable because of factors impacting the trade deficit, such as slowing global economic growth, tariffs and supply-side constraints, the Indian economy, and therefore our business, our financial performance and the prices of our equity shares and ADSs 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 prices of our equity shares and ADSs.

See also "- (3) - (p) We and our customers are exposed to fluctuations in foreign exchange rates".

**(e) The banking and financial markets in India are still evolving, and the Indian financial system could experience difficulties, which could adversely affect our business and the prices of our equity shares and ADSs.**

As an 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 daily. 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. Any such developments may impact credit markets 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 "- (3) - (n) 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. 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 less extensive than what is typically available for similar borrowers in developed economies. 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. We also purchase priority sector lending certificates to meet directed lending requirements, and the cost of purchasing such certificates may increase substantially depending on the demand and supply scenario of the certificates. Any shortfall in meeting the priority sector lending targets and sub-targets may be required to be allocated to investments yielding sub-market returns. See also "- (2) - (d) We are subject to the directed lending requirements of the Reserve Bank of India, which may also involve buying related certificates at a premium to meet the annual targets, and any shortfall in meeting these requirements may be required to be invested in Government of India 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 prices of our equity shares and ADSs" and "- II. - 3. - (f) - *Directed Lending*".

We may face the risk of deposit runs notwithstanding the existence of a national deposit insurance scheme. 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 pursue our banking, insurance and other activities in India with all the risks that come with operating in a developing 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 market risks as well as operational risks within our own organization, some risks remain inherent in doing business in a large, developing country. We cannot eliminate these market and operational risks, which may lead to or exacerbate legal, regulatory or judicial actions, negative publicity or other developments that could reduce our profitability. See also "- (2) - (a) The enhanced supervisory and compliance environment in the financial sector increases the risk of regulatory action against us, whether formal or informal", "- (2) - (c) We and our employees are at risk of 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" and "- (3) - (k) Entry into new businesses or rapid growth in existing loan portfolios may expose us to increased risks that may adversely affect our business".

**(f) A significant change in the Government of India's policies, including economic policies, fiscal policies and structural reforms, could adversely affect our business and the prices of our equity shares and ADSs.**

Our business and customers are predominantly located in India or are related to and influenced by the Indian economy. The Government of India has traditionally exercised, and continues to exercise, a dominant influence over many aspects of the economy. The Government of India's policies could adversely affect business and economic conditions in India, our ability to implement our strategy, the operations of our subsidiaries and affiliates and our financial performance. Successive Governments of India have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector and encouraging the development of the Indian financial sector. The leadership of India and the composition of the Government of India are subject to change, and election results are not predictable. It is difficult to predict the economic policies that will be pursued by Governments of India in the future. In addition, investments by the corporate sector in India may be impacted by government policies and decisions including judicial decisions, such as with respect to awards of licenses and resources, access to land and natural resources and policies with respect to the protection of the environment. Such policies and decisions may result in delays in execution of projects, including those financed by us, and limit new project investments, thereby impacting 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. Decisions by the Government of India could impact our business and financial performance. The Government of India announced the introduction of a central bank digital currency ("CBDC") by the Reserve Bank of India. To further expand its usage, the Reserve Bank of India has proposed allowing non-bank payments system operators to offer CBDC wallets in order to make retail CBDC more accessible to a broader segment of users. Any 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, our business in particular and the prices of our equity shares and ADSs could be adversely affected.

**(g) Natural disasters, climate change and health epidemics could adversely affect the Indian economy, or the economy of other countries where we operate, which could adversely affect our business and the prices of our equity shares and ADSs.**

India has experienced natural disasters 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, climate and weather conditions, such as the level and timing of monsoon rainfall, impact the agricultural sector, which constituted approximately 17.7% of India's gross value added in fiscal 2026. Prolonged spells of below- or above-normal rainfall, other natural disasters, 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 disasters like droughts, El Niño, floods and cyclones, which could affect the economy of India, the economies of countries where we operate and our operations in those countries.

Health epidemics could also disrupt our business, our borrowers, our counterparties and other constituents. The emergence of disease pandemics like Covid-19 have caused, and could in the future cause, economic and financial disruptions. Such disruptions in India and other areas of the world in which we operate could lead to operational difficulties, including travel restrictions, that could impact our business and our ability to manage or conduct our business. Any future outbreak of health epidemics may impact the quality of our portfolio and result in an increase in our non-performing assets and restrict the level of business activity in affected areas, which may in turn adversely affect our business and the prices of our equity shares and ADSs.

**(h) If global or regional hostilities, terrorist attacks or social unrest in India or elsewhere increase, our business and the prices of our equity shares and ADSs could be adversely affected.**

India has from time-to-time experienced hostilities both internally and with neighboring countries. There have been military confrontations between India and Pakistan, and border disputes with neighboring countries, including China. We cannot predict how such geopolitical events will develop in the future and how it may impact our business, operations, reputation and financial condition.

India has also experienced terrorist attacks in some parts of the country, including in Mumbai, where our headquarters are located.

Global trade disputes and tariffs and other protectionist measures and countermeasures could impact trade and capital flows and negatively affect the Indian economy, which could adversely affect our business. In addition, geopolitical events in the Middle East, Asia and 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, including by leading to restrictions on countries which are among India's significant trading partners. These factors and any political or economic instability in India could adversely affect our business, our financial performance and the prices of our equity shares and ADSs.

## (2) Risks that Arise as a Result of Our Presence in a Highly Regulated Sector

### (a) The enhanced supervisory and compliance environment in the financial sector increases the risk of regulatory action against us, whether formal or informal.

We are subject to a wide variety of banking, insurance and financial services laws, regulations and policies and many regulatory and enforcement authorities in each of the jurisdictions in which we operate. Regulators in India and in the other jurisdictions in which we operate subject financial sector institutions, including us, to intense review, supervision and scrutiny. This heightened level of review and scrutiny, and the potential for changes in existing regulatory and supervision frameworks, 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, as well as restrictions on the conduct of business. 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 policies.

The Reserve Bank of India has substantially expanded its guidance relating to the identification of non-performing assets over the last decade, which resulted in an increase in our loans classified as non-performing and an increase in provisions. In addition, the Reserve Bank of India's annual supervisory process may assess higher provisions than we have made. In the event that additional provisioning is required by the Reserve Bank of India, our net income, balance sheet and capital adequacy could be affected, which could have a material adverse impact on our business, financial performance, ability to implement our strategy, shareholders' equity and the price of our equity shares and the ADSs. The Reserve Bank of India also requires banks to disclose the divergence in asset classification and provisioning between what banks report and what the Reserve Bank of India assesses through its annual supervisory process. There can be no assurance that such disclosures in the future will not impact us, our reputation, our business or financial performance. Our subsidiaries and associates are also regulated by their respective regulatory bodies. Similar to the Bank, there may arise a requirement for additional disclosures from our subsidiaries and associates in the future, which may have an adverse impact on us. New regulations and compliance and disclosure requirements relating to environment, social and governance matters, especially climate change, have been recommended or are under consideration by regulators in the jurisdictions where we have our operations.

Regulators, including, among others, the Reserve Bank of India and the Securities and Exchange Board of India ("SEBI"), as well as governmental authorities and courts in India or in the jurisdictions in which we operate, may find that we are not in compliance with applicable accounting and taxation norms, listing norms, laws, regulations, policies or with the regulators' revised interpretations of such laws, regulations or policies, and may take formal or informal actions against us. Such formal or informal actions may require us to make additional provisions for our non-performing assets, divest assets, adopt new compliance programs or policies, remove senior executives or other personnel, reduce dividend or executive compensation, provide remediation or refunds to customers or undertake other changes to our business operations, and may reduce our revenues, require us to incur additional expenses, impact our profitability or damage our reputation. See also "- II. - 3. - (f) Supervision and Regulation".

Evolving data protection, privacy and AI regulations across jurisdictions may increase compliance obligations, operational complexity and costs. Failure to comply with applicable regulatory requirements or to effectively govern the use of AI technologies may result in regulatory scrutiny, financial penalties, litigation, reputational damage and restrictions on business activities. See also "- (4) - (c) System failures or system downtime could adversely impact our business".

If we fail to effectively manage our legal and regulatory risk across the jurisdictions in which we operate, our business may be adversely affected, our reputation could be harmed and we could 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 inquiries, 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 several risks that cannot be completely controlled. Our international presence 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, our employees, representatives, agents or our 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 may materially harm our reputation, results of operations and financial condition.

**(b) We may be subject to fines, restrictions or other sanctions for regulatory compliance 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 or proceedings 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. Whenever we consider it appropriate and applicable laws or regulations so permit, we may seek to settle or compound regulatory inquiries or investigations or proceedings through a consensual process with the concerned regulator, which may entail monetary payment by us or agreeing to non-monetary terms. The non-monetary terms may include suspension or cessation of business activities for a specified period; change in key management personnel or restrictions being placed on key management personnel; disgorgement; implementation of enhanced policies and procedures to prevent future violations; appointing or engaging an independent consultant to review internal policies, processes and procedures; providing enhanced training and education; and/or submitting to enhanced internal audit, concurrent audit or reporting requirements.

**(c) We and our employees are at risk of 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 or 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 or 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 or expenses or impact adversely our ability to conduct business.

Various government and regulatory authorities have initiated inquiries against the Ex-Managing Director & CEO of the Bank and the matters are ongoing. In the event the Bank is found in any of these inquiries to have violated applicable laws or regulations, the Bank could become subject to legal and regulatory actions that may result in legal and reputation risk for the Bank.

Our international presence in multiple jurisdictions exposes us to a variety of regulatory and business challenges and risks, including cross-cultural risk, and further increases the risk of inquiries or investigations by regulatory and enforcement authorities. Presence in these jurisdictions also increases the complexity of our risks in various areas, including currency risks, interest rate risks, compliance risk, regulatory risk, reputational risk and operational risk. In addition, we, or our employees, may from time to time, and as is common in the financial services industry, be the subject of inquiries, examinations or investigations that could lead to proceedings against us or our employees.

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.

**(d) We are subject to the directed lending requirements of the Reserve Bank of India, which may also involve buying related certificates at a premium to meet the annual targets, and any shortfall in meeting these requirements may be required to be invested in Government of India 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 prices of our equity shares and ADSs.**

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. Under such lending norms, banks also have sub-targets for lending to key segments or sectors. A proportion of 10.0% and 12.0% of adjusted net bank credit were required to be lent to small and marginal farmers and identified weaker sections of society, respectively, in fiscal 2026. 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 set a target of 13.78% of adjusted net bank credit for this purpose for fiscal 2025, which has increased to 14.0% in fiscal 2026. In addition, 7.5% of adjusted net bank credit is required to be lent to micro-enterprises. 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. These requirements and achievements are assessed considering the average of the outstanding balances at the quarter end. From fiscal 2022, the priority sector achievements are computed based on the weight assigned to the incremental priority sector credit in identified districts. The necessary adjustments for weight of districts and calculation of achievement are done by the Reserve Bank of India on the basis of data submitted by banks on a quarterly basis.

These requirements apply to ICICI Bank on a standalone basis. The Reserve Bank of India allows banks to sell and purchase priority sector lending certificates in the event of excess/shortfall in meeting priority sector targets, which helps reduce shortfalls in priority sector lending. These instruments are issued by banks that have a surplus in priority sector lending or any of its individual sub-segments and are purchased by banks having a shortfall, through a trading portal, without the transfer of risks or loan assets. The Bank also purchases priority sector lending certificates to meet directed lending requirements, the cost of which may vary based on the demand for and supply of such certificates. The fiscal 2026 achievement as a percentage of the adjusted net bank credit for agricultural sector was 17.8% against the requirement of 18.0%, sub-category within agricultural sector for non-corporate farmers was 13.7% against the requirement of 14.0% and for lending to weaker sections was 12.7% against the requirement of 12.0%.

The amount of any shortfall we may have in meeting the priority sector lending requirements, after taking into account any priority sector lending certificates purchased, may be required to be invested at any time, at the Reserve Bank of India's directive, 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. At March 31, 2026, our total investments in such schemes on account of past shortfalls were Rs. 103.7 billion. These investments count towards overall priority sector target achievement. Investments at March 31 of the preceding fiscal year are included in the adjusted net bank credit, which forms the base for computation of the priority sector and sub-segment lending requirements.

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 and small enterprise sectors, 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 1.8% in both fiscal 2024 and fiscal 2025 and 1.6% in fiscal 2026. 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 result in higher delinquencies, including in the farmer loan portfolio for banks, which may affect 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 one year, as compared to 90 days for loans generally. Thus, the classification of overdue loans as non-performing occurs at a later stage with respect to these specified categories of agricultural loans as compared to the loan portfolio in general.

During fiscal 2026, following its annual supervisory review, Reserve Bank of India has directed the Bank to make a standard asset provision of Rs. 12.83 billion in respect of a portfolio of agricultural priority sector credit facilities wherein the terms of the facilities were found to be not fully compliant with the regulatory requirements for classification as agricultural priority sector lending. The Bank has undertaken an exercise to comprehensively review the current status of such loans with regards to their eligibility to be classified as agricultural priority sector lending. The Bank is in the process of completing this exercise and the additional standard asset provision will be reviewed on the completion of this exercise.

Going forward, growth in our domestic loan portfolio could lead to a significant increase in our priority sector lending target amounts. In case of the continuing shortfall in agriculture lending sub-targets and weaker section loans, the Bank may have to significantly increase the purchase of priority sector lending certificates. 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, specify 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. See also "- II. - 3. - (f) - *Directed Lending*". Any future changes by the Reserve Bank of India to the directed lending norms may result in an 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 assets.

**(e) 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 in India, among other things, require a minimum common equity Tier 1 risk-based capital ratio of 5.5%, a minimum Tier 1 risk-based capital ratio of 7.0%, a minimum total risk-based capital ratio of 9.0% and 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 Bank is also required to maintain a capital surcharge of 0.2% on account of being designated a domestic systemically important bank. The Basel III guidelines also establish eligibility criteria for capital instruments in each tier of regulatory capital, require adjustments to and deductions from regulatory capital, and provide for limited recognition of minority interests in the regulatory capital of a consolidated banking group. Applying the Basel III guidelines, our capital ratios on a consolidated basis at March 31, 2026 were: a common equity Tier 1 risk-based capital ratio of 16.25% and a total risk-based capital ratio of 17.05%.

The Reserve Bank of India has 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. This capital requirement would be determined based on certain triggers, such as a 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. The Reserve Bank of India has also issued a leverage ratio framework which is measured as the ratio of a bank's Tier 1 capital to its total exposure. The Reserve Bank of India requires domestic systemically important banks, including us, to maintain a minimum leverage ratio of 4.0% and requires other banks to maintain a minimum leverage ratio of 3.5%. Applying the Prudential Norms on Capital Adequacy, our leverage ratio on a consolidated basis at March 31, 2026 was 10.8%.

Regulatory changes may impact the amount of capital that we are required to hold. The Reserve Bank of India has issued a revised direction on Capital Charge for Credit Risk under the standardized approach, which focuses on strengthening the standardized approach for credit risk capital computation by enhancing robustness, granularity and risk sensitivity for maintaining capital as well as convergence with the international standards. These directions will be effective from April 1, 2027. Our ability to grow our business and execute our strategy is dependent on our level of capitalization and we may be required to raise resources from the capital markets or divest our stake in one or more of our subsidiaries to meet capital requirements. The Reserve Bank of India regularly reviews our operations, and there can be no guarantee that it will agree with our internal assessments of capital adequacy. Any reduction in our regulatory capital ratios, changes to the capital requirements applicable to us on account of regulatory changes or otherwise, our inability to access capital markets or otherwise increase our capital base or our inability to meet stakeholder expectations of the appropriate level of capital for us, while also meeting expectations of return on capital, may limit our ability to maintain our market standing and grow our business, and adversely impact our future performance and strategy. 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 requirements, reflecting our position as a large private sector bank. There can be no assurance that we will be successful in raising capital when required or that the timing for accessing the market or the terms of any capital raised would be attractive, and these may be subject to various uncertainties including liquidity conditions, market stability, or political or economic conditions. If we are unable to raise enough capital to satisfy our regulatory capital requirements, we could be subject to restrictions on capital distributions and discretionary bonus payments, as well as other potential regulatory actions.

The Reserve Bank of India's Prompt Corrective Action ("PCA") framework for banks defines risk thresholds for indicators like capital adequacy, asset quality and leverage. The PCA framework also stipulates actions like restrictions on dividend distribution/remittance of profits, branch expansion, domestic and/or overseas expansions and capital expenditures other than for technological upgrades. At year-end fiscal 2026, 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.

Our insurance, banking and home finance subsidiaries are also subject to solvency and capital requirements imposed by the subsidiaries' respective regulators. While we currently do not expect these entities to require significant additional equity capital, any requirement for ICICI Bank to make additional equity investments in these entities in the event of an increase in their capital requirements due to regulation or material stress could impact our capital adequacy.

**(f) We are subject to liquidity requirements of the Reserve Bank of India as well as those of banking regulators in our overseas locations, 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.**

The Reserve Bank of India has released guidelines on LCR requirements under the Basel III liquidity framework that require banks to maintain and report the Basel III LCR, which is a ratio of the stock of high-quality liquid assets to 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 LCR of 100.0%. Further, the Reserve Bank of India has issued final guidelines on the net stable funding ratio ("NSFR") for banks, which requires 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. There are similar requirements stipulated by regulators in most of our overseas locations, due to which we are required to maintain appropriate levels of liquidity in those geographies as well.

These liquidity requirements, together with the existing liquidity and cash reserve requirements, result in Indian banks, including us, holding high amounts of liquid assets, thereby impacting profitability. The Reserve Bank of India has issued LCR guidelines which require commercial banks to assign an additional 2.5% run-off factor for retail and small business deposits enabled with internet or mobile banking. These instructions came into force with effect from April 1, 2026.

Any reduction in our LCR or NSFR, increase in liquidity requirements applicable to us on account of regulatory changes or otherwise, changes in the composition of liquidity 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.

Further, any tightening of liquidity or volatility in international markets may limit our access to international funding markets, result in an increase in our cost of funding for our overseas branches and overseas banking subsidiaries and impact our ability to replace maturing borrowings and fund new assets.

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

In recent years, the Indian financial markets have 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. See also "- (a) The enhanced supervisory and compliance environment in the financial sector increases the risk of regulatory action against us, whether formal or informal".

Our subsidiaries and affiliates are also subject to similar risks. For instance, the Government of India's tax policies generally influence the purchase of insurance and investment in mutual funds by customers. See also "- (5) - (b) 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".

The Reserve Bank of India has been permitting the entry of new players in the financial sector, including through issuing licenses for universal banks and small finance banks in the private sector under the continuous licensing policy and allowing financial technology firms ("fintechs") and technology companies to offer payment and other financial services. The entry of new players has intensified competition which could impact our ability to capture business opportunities if we are not able to adapt our business strategy to new developments. See also "- (3) - (m) Our industry is very competitive, and our strategy depends on our ability to compete effectively".

In addition, changes in laws, regulations or policies, including changes in the interpretation or application of such laws, regulations or policies, may adversely affect the products and services we offer, the value of our assets or the collateral or contractual comforts available for our loans or our business in general. Changes in regulations, such as those relating to ownership, governance and corporate structure of private sector banks, management compensation, board governance, consumer protection, sustainable finance and risk management, may 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 or impact our overall growth and return on capital. We cannot predict future legal or regulatory changes. Any such regulatory or structural changes may result in increased expenses, including enhanced compliance costs, operational restrictions, increased competition or revisions to our business operations, which may reduce our profitability or force us to forego potentially profitable business opportunities.

**(h) 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 international franchise focuses on non-resident Indians for deposits, wealth and remittances businesses and on deepening relationships with well-rated Indian corporates in international markets and multinational companies to maximize the India-linked trade, transaction banking and lending opportunities within our risk management framework. Our overseas banking subsidiaries continue to serve local markets selectively with a focus on risk management and granularity of business. There can be no assurance of the successful execution of this strategy and the future growth and profitability of our international operations.

Further, while our overseas banking subsidiaries are focused on optimizing their capital base and have repatriated capital and made dividend payments to ICICI Bank in the past, such actions are subject to regulatory approvals. There can be no assurance regarding the timing or grant of such approvals in the future. Our international branches are also subject to respective local regulatory requirements, which may include requirements related to liquidity, capital, asset classification and provisioning.

**(i) Our subsidiaries are subject to supervision and regulation by various Indian financial sector regulators such as the Securities and Exchange Board of India, the Insurance Regulatory and Development Authority of India and the Pension Fund Regulatory and Development Authority.**

The SEBI, based on any observations reported in inspection reports or reports submitted by our asset management subsidiary or securities brokerage subsidiary, may take actions like issuing administrative warnings, show cause notices, penalties or initiating enforcement actions. Further, there could be claims from investors of the funds or the portfolios managed by our subsidiary, which would be determined in the court of law or by regulators and may impact the reputation and business of our subsidiary and us.

Our insurance businesses are subject to extensive regulation and supervision by India’s insurance regulator, IRDAI. Our insurance businesses have a large number of retail and corporate customers, from whom claims may arise, which could result in determinations by courts or regulators against our insurance businesses or us or our insurance businesses’ management and employees. IRDAI has the authority to specify, modify and interpret regulations regarding the insurance industry, including regulations governing products, selling commissions, solvency margins and reserves and issuance of new licenses, which can lead to additional costs or restrictions on our insurance subsidiaries’ activities.

Further, our insurance subsidiaries are publicly listed companies on the Indian stock exchanges, which has resulted in enhanced compliance requirements and regulatory oversight.

Similarly, our pension fund management subsidiary, ICICI Pension Fund Management Limited (“ICICI PFM”) is subject to supervision and regulation by Pension Fund Regulatory and Development Authority (“PFRDA”).

There can be no assurance that increased regulatory scrutiny of our subsidiaries along with stringent requirements, including additional disclosures, will not have a material adverse impact on the Bank. There could be instances where the regulator or government agency 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 ICICI Group entities, or with their interpretations of laws, regulations or policies, and may take formal or informal actions against us and our subsidiaries or affiliates.

**(j) 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 financial statements and other financial information included or incorporated by reference in this Annual Securities Report are based on our unconsolidated and consolidated financial statements under Indian GAAP. Indian corporations have transitioned to Ind AS, a revised set of accounting standards, which largely converges the Indian accounting standards with International Financial Reporting Standards, as per the roadmap provided to the Ministry of Corporate Affairs, which is the lawmaking authority for adoption of accounting standards in India. Some of ICICI Group's non-banking finance companies have transitioned to Ind AS. Currently, the implementation of Ind AS for banks has been deferred until further notice pending the consideration of some recommended legislative amendments by the Government of India. For insurance companies, Ind AS has been made applicable from April 1, 2026, with an option to the insurance companies to obtain a forbearance for a period of one year with prior approval of IRDAI. During fiscal 2023, the Reserve Bank of India issued a revised master directions on prudential norms on classification, valuation and operations of investment portfolio of commercial banks, broadly based on the principles of the International Financial Reporting Standard 9, which became effective April 1, 2024. In April 2026, the Reserve Bank of India, issued directions which introduced an expected credit loss framework for provisioning by banks, broadly based on the principles of the International Financial Reporting Standard 9, supplemented by regulatory backstops. The expected credit loss framework introduces a staging framework for asset classification while retaining an existing classification of non-performing assets and adoption of forward-looking provisioning. These directions also introduced minimum prudential floors to be maintained by banks in additions to provisions computed based on expected credit loss framework estimates. These directions shall come into force on April 1, 2027 and will likely increase provisioning requirements for banks. The Bank held contingency provisions of Rs. 131.0 billion at March 31, 2026. Adoption of these guidelines or any other guidelines proposed to be issued by the Reserve Bank of India, would have a significant impact on the way financial assets and liabilities are classified and measured, which may result in volatility in profit or loss and equity. In addition, the Reserve Bank of India's annual supervisory process may assess higher provisions than we have made. See also "- 4. - Operating Results Data - (16) Convergence of Indian Accounting Standards with International Financial Reporting Standards".

## (3) Risks Relating to Our Business

**(a) If the level of our non-performing assets increases and the overall quality of our loan portfolio deteriorates, our business will suffer.**

In recent years, banks in India, including us, have focused on growing their retail and small business lending portfolios. 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. As an example, following the outbreak of the first wave of the Covid-19 pandemic, the Government of India and the Reserve Bank of India announced several measures during fiscal 2021, including a moratorium on loan repayments for certain borrowers and an asset classification standstill benefit for overdue accounts where a moratorium had been granted, restructuring of loans to small borrowers, including individuals, small businesses and micro, small and medium enterprises ("MSMEs"), and funding under the Emergency Credit Line Guarantee Scheme for MSMEs and other stressed sectors. Our portfolio includes lending under the Emergency Credit Line Guarantee Scheme and loans where a resolution plan had been implemented and loans to borrowers who had availed moratorium, that may carry higher risks compared to our overall portfolio. The ongoing geopolitical tensions in West Asia since March 2026 have contributed to volatility and disruption in global supply chains, particularly in crude oil and related by-products, having potential direct and indirect implications on various sectors of the Indian economy and our borrowers businesses, impacting their ability to meet their obligations to lenders, including us. The Government of India has announced a new emergency credit line guarantee scheme in May 2026 to provide credit guarantee coverage to eligible enterprises, by extending support in terms of additional facilities enabling these entities to navigate any short-term liquidity mismatches. Lending under emergency credit line guarantee scheme that may carry higher risks relative to our overall portfolio and past performance may not be indicative for the future. See also "- (1) - (a) A prolonged slowdown in economic growth in India could cause our business to suffer" and "- (1) - (f) A significant change in the Government of India's policies, including economic policies, fiscal policies and structural reforms, could adversely affect our business and the prices of our equity shares and ADSs".

Recent advances in AI/machine learning, notably the emergence of large language models and of generative pre-trained transformers, have marked a leap in the ability of technology enabled solutions. Adoption of AI/machine learning in technology-driven sectors may lead to job losses resulting in an impact on asset quality of our retail portfolio.

If the level of our non-performing assets increases 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 assets, 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 financial performance and the prices of our equity shares and ADSs could be adversely impacted. The Bank held contingency provisions of Rs. 131.0 billion at March 31, 2026. There can be no assurance of the adequacy of these provisions, or the level of additional provisions that will be required.

Any adverse economic, technological, regulatory or legal developments or natural disasters like the Covid-19 pandemic could cause further increases in the level of our non-performing assets and have a material adverse impact on the quality of our loan portfolio and business.

See also "- (b) Our loan portfolio includes exposures such as long-term project finance loans, real-estate-linked loans and commodity sector loans, which are particularly vulnerable to risks such as completion risk, commodity price cycle risk and other related risks" and "- (c) We have a 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 prices of our equity shares and ADSs could be adversely affected".

**(b) Our loan portfolio includes exposures such as long-term project finance loans, real-estate-linked loans and commodity sector loans, which are particularly vulnerable to risks such as completion risk, commodity price cycle risk and other related risks.**

The viability of the projects that we have financed 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 governments 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. In the past, we have experienced a high level of default and restructuring in our industrial and manufacturing project finance loan portfolio. Our loans to the power sector as a proportion of total loans declined from 0.9% at March 31, 2025 to 0.8% at March 31, 2026. 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. In addition, power projects inherently have high leverage levels. The Reserve Bank of India has issued directions on financing of projects in infrastructure and non-infrastructure, including commercial real estate and commercial real estate-residential housing, which inter alia requires rationalization of standard asset provisioning requirement to 1.0% for projects under construction and shall gradually increase for each quarter of 'date of commencement of commercial operations' deferment. These directions shall come into force with effect from October 1, 2025.

Our loan portfolio includes project finance, corporate finance, and working capital loans to commodity-based sectors such as iron and steel and other metals and mining, which are subject to similar and additional risks, as well as global commodity price cycles. Further, the growing focus on climate change and national commitments towards a low-carbon economy may impact the flow of capital to specific sectors and could lead to structural shifts in these sectors, and the overall economy. It is difficult to assess the impact of these changes, which can expose us to new risks and challenges in managing the loan portfolio.

Our portfolio includes buy-out/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 weaknesses 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 in certain sectors like real estate, such as the inability of real estate developers to complete or deliver residential properties for which we have provided loans to customers, may impact the repayment behavior of customers and result in higher delinquencies and non-performing assets.

**(c) We have a 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 prices of our equity shares and ADSs could be adversely affected.**

Our loans and advances to the retail segment constituted 51.3% of our gross advances (gross loans) at March 31, 2026. Our gross loans and advances at March 31, 2026 were 7.3% to the wholesale/retail trade sector, 6.3% to the rural finance segment, 4.9% to the services-finance sector, 2.3% to the infrastructure sector (excluding power) and 0.8% to the power sector.

Banks are subject to the Reserve Bank of India's framework for large exposures, which places limits on exposure of banks to a single counterparty and a group of connected counterparties. As per this framework, the sum of all exposure values of a bank to a single counterparty must not exceed 20.0% of the bank's available eligible capital base (i.e., Tier 1 capital) at all times and the sum of all the exposure values of a bank to a group of connected counterparties must not exceed 25.0% of the bank's available eligible capital base at all times. At year-end fiscal 2026, our largest single counterparty accounted for 16.1% of our Tier 1 capital. The largest group of connected counterparties accounted for 16.2% of our Tier 1 capital.

Our focus on controlling concentration risk may restrict our ability to grow our business with some customers, thereby impacting our earnings. There can be no assurance that we will be successful in controlling concentration risk or will be able to successfully grow our operating profits while controlling non-performing assets and provisions.

**(d) 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 material portion of our loans to corporate and retail customers are secured by collateral. See also "- II. - 3. - (d) - *(i) Collateral - Completion, Perfection and Enforcement*". 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 the 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 by borrowers/security providers in courts of law) or otherwise by an application to an Indian court or tribunal. An application 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 the collateral. These delays can last for several years and might lead to deterioration in the physical condition or market value of the collateral.

Corporate borrowers may voluntarily or by creditor action be admitted to the insolvency resolution process under the Insolvency and Bankruptcy Code, 2016 ("Code"). During the period of resolution under the Code, there is a moratorium on foreclosure and other recovery proceedings by the lenders against the borrower.

The Code provides for a time-bound mechanism to resolve stressed assets. A few large accounts have been resolved under the Code. However, since the process was evolving, there were uncertainties and delays in the resolution of accounts referred under the Code. The process of resolution of accounts referred under the Code is still evolving, with amendments being incorporated into the framework through both legislation and judicial decisions from time to time. Through the Insolvency and Bankruptcy Code (Amendment) Act, 2026, amendments have been introduced in the Code to improve its operation, enhance its effective implementation by reducing delays, maximizing value for all stakeholders, and improve governance of all processes under the Code. Should the resolution of accounts not be achieved and the borrowers go into liquidation, the market value of the collateral may decrease and adversely impact the recovery of dues by lenders. There can be no assurance of the level of recovery, even in cases where a resolution is achieved.

Further, the Reserve Bank of India's prudential framework for resolution of stressed assets requires banks to implement a plan to resolve any overdue account within stipulated timelines and may include legal proceedings for insolvency or recovery.

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 financial performance, our stockholders' equity and the prices of our equity shares and ADSs.

**(e) Our banking and trading activities are particularly vulnerable to interest rate risk and movements 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. Due to the reserve requirements of the Reserve Bank of India, we may be more structurally exposed to interest rate risk than banks in other countries. See also "- II. - 3. - (f) - *Legal Reserve Requirements*". 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. A rise in yields on government securities reduces our realized and marked-to-market gains and the value of our fixed income portfolio. The requirement to maintain a large portfolio of government securities and other liquid assets to comply with reserve requirements and the LCR 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 favorable than those typically received on our other interest-earning assets.

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. A slower growth in low-cost deposits in the form of current and savings account 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. Introduction of higher deposit 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.

The Reserve Bank of India mandates the linking of interest rates on new floating rate retail loans and floating rate loans to micro and small enterprises, and floating rate loans to medium enterprises, to an external benchmark. Since our funding is primarily fixed rate, volatility in external benchmarks that underly 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 external benchmark lending rates may impact the yield on our interest-earning assets, our net interest income and net interest margin. At year-end fiscal 2026, approximately 56.0% of the Bank's domestic loan portfolio was linked to external benchmarks.

We are also exposed to interest rate risk through our treasury operations as well as the operations of certain of our subsidiaries and affiliates, including ICICI Prudential Life Insurance Company Limited and ICICI Lombard General Insurance Company Limited, which have a portfolio of fixed income securities, and ICICI Securities Primary Dealership Limited, which is a primary dealer in Government of India securities. In our asset management business, we manage money market, debt and hybrid mutual fund schemes whose performance is impacted by a rise in interest rates, which adversely impacts our revenues and profits from this business. See also "- (1) - (a) A prolonged slowdown in economic growth in India could cause our business to suffer".

High and increasing interest rates or greater interest rate volatility and differential movement between external benchmarks underlying loan pricing and our cost of funding may adversely affect our ability to grow, our net interest margins, our net interest income, our income from treasury operations, the value of our fixed income securities portfolio and the operations of certain of our subsidiaries. On the other hand, lower interest rates may impact margins, given the competitiveness in mobilizing deposits could entail keeping deposit rates at an attractive level.

**(f) Our inability to effectively manage credit, market or 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 or 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 behavior, 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 and 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. The risk of future pandemics, climate change, geopolitical conflicts, energy and supply chain related issues and related economic disruption have significantly complicated risk management for banks, including us, and we may not be able to effectively mitigate the changes in our risk exposures. See also "- (n) There is operational risk associated with the financial industry, which, when realized, may have an adverse impact on our business".

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 "- (1) - (c) Any downgrade of India's debt rating or the rating of our senior unsecured foreign currency debt by an international rating agency could adversely affect our business, liquidity and the prices of our equity shares and ADSs". The rating agencies can also decide to withdraw their ratings altogether, which may have the same effect as a reduction in our ratings. We are rated by certain Indian rating agencies, which include CRISIL, CARE and ICRA, with a long-term rating of AAA and a stable outlook. However, there is no assurance that we will always be able to maintain the highest rating and any significant decline in our business or capital position or increase in non-performing assets could impact our rating or outlook. Any reduction in or withdrawal of our ratings may increase our borrowing costs, limit our access to capital markets or 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 could reduce our liquidity and negatively impact our operating results and financial condition. For more information, relating to our ratings, see also "- II. - 3. - (c) - *(ii) - Liquidity Risk*".

**(g) 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 current and savings account deposits, term deposits from retail customers, term deposits from corporate customers and interbank deposits. Our customer deposits generally have a maturity of less than two years with an option of early withdrawal before contractual maturity. A large portion of our assets have medium- or long-term maturities, creating the potential for funding mismatches. For instance, our mortgage loans and corporate term loans typically have longer-term maturities compared to our funding profile.

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 acceptable terms. 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 "- (1) - (b)

Financial instability in other countries, particularly countries where we have established operations, could adversely affect our business".

**(h) 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 our contingent liabilities Rs. 148.5 billion in additional taxes in excess of our provisions as of March 31, 2026. These additional tax demands mainly relate to income tax, service tax, goods and services tax, sales tax and value added tax and do not include further disputed tax assessments considered as remote. These further disputed tax assessments, where the possibility of liability arising has been considered remote, amounts to Rs. 67.7 billion, of which: Rs. 39.9 billion has been considered remote, based on favorable Supreme Court of India/High Court decisions in our own or other similar cases and mainly relates to disallowance of provision for insurance claims, disallowance for non-deduction of tax on certain expenses, disallowance of exempt income, tax on bad debts written off, broken period interest and penalties levied; and Rs. 27.8 billion has been considered remote, based on internal assessment and relates to non-payment of goods and services tax on co-insurance premium, re-insurance commission, motor salvage and reimbursement, and errors requiring rectification by tax authorities. See also "- VI. - 3. - (1) Legal and Regulatory Proceedings". Further, we are subject to various ongoing inquiries by the tax authorities through investigations and notices that mainly consist of levy of goods and services tax on services provided by the Bank to customers maintaining specified minimum balances in their deposit accounts and denial of input tax credit availed and utilized on certain expenses pertaining to advertisement and manpower services by ICICI Prudential Life Insurance Company Limited. This is an industry-wide issue, and ICICI Group is contesting its potential liability with the tax authorities. Tax-related inquiries are usually not included in contingent liabilities as the demanded amount is not yet established. However, we believe that, based on judicial precedent, such proceedings will not be upheld by judicial authorities.

We have contested all of these issues, which are the subject matter of investigations initiated or unfavorable orders issued by the tax authorities. While we expect that no additional liability will arise out of these matters based on our consultations with tax counsel, favorable decisions in our own and other cases and as per an internal assessment conducted by ICICI Group, 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 prices of our equity shares and ADSs.

**(i) Negative publicity could damage our reputation and adversely impact our business and financial results and the prices of our equity shares and ADSs.**

Reputation risk, or the risk to our business, earnings and capital from negative publicity, is inherent in our business. 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 or regulatory action. Negative publicity can result from our actual or alleged conduct in any number of activities, including lending practices, specific credit exposures, the level of non-performing assets, 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, courts and community organizations in response to that conduct. Being a large financial services organization, we are exposed to media coverage and public scrutiny of our business practices, our Board, key management personnel, policies and actions. Although we take steps to minimize reputation risk in dealing with such events, we are inherently exposed to this risk.

Any additional unfavorable publicity may adversely impact investor confidence and affect the prices of our equity shares and ADSs. 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, claims or disputes by customers, counterparties or other constituents across our businesses.

**(j) The exposures of our international branches and banking subsidiaries could generally affect our business, financial condition and results of operations.**

The loan portfolios of our international branches and banking subsidiaries include foreign currency loans to Indian companies for their Indian operations (where permitted by regulation) and 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 relative inexperience in various aspects of the economic and legal framework in overseas markets. We are, through our international branches and banking subsidiaries, also exposed to a variety of credit risks in local markets where our expertise and experience may be limited. Our international profile has also increased the complexity of our risks in several areas, including price risks, currency risks, interest rate risks, compliance risks, regulatory and reputational risks and operational risks. 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 "- (2) - (h) 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.

Global developments, including tariffs and other trade disputes, could impact economic growth in Canada and the United Kingdom, which in turn could impact the business of our banking subsidiaries in those countries. Our international 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. Our international branches and banking subsidiaries have also made investments in bonds, certificates of deposit, mortgage-backed securities, treasury bills and asset-backed commercial paper.

Our international business strategy additionally focuses on the non-resident Indian community and on India-linked business. Our overseas banking subsidiaries will continue to serve local markets selectively with a focus on risk mitigation and granularity of business. There can be no assurance of our successful execution of this strategy. Moreover, the risk of future pandemics and financial crises may also increase challenges for our international branches and banking subsidiaries. If we are unable to manage these risks, our business would be adversely affected. The classification of the loan portfolio of our international branches and banking 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.

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

The growth of our retail, rural and small business loan portfolios expose us to increased risks within India, including higher levels of non-performing assets in our unsecured retail credit portfolio, increased operational, fraud, regulatory and legal risks. We continue to focus on scaling up our retail lending volumes and have seen an increase in our retail unsecured portfolio and our lending to small businesses and entrepreneurs. Retail lending, including unsecured retail credit, has been an important driver of growth for the Indian banking system. We have also entered into partnerships with technology companies with large customer bases to offer co-branded credit products and 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 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 prices of our equity shares and ADSs.

**(l) 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 or changes in 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 income streams and ability to grow our business. 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.

**(m) 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 expansion of existing competitors or the entry of new competitors could increase competition for products and services. There could be greater competition for business opportunities if there is a slowdown in growth in the Indian banking sector. The establishment of account aggregators, permitted by the Reserve Bank of India, facilitates sharing of customer data with different financial service providers from whom customers may be seeking loans or other products and may increase competition by making it easier for new entrants to onboard customers at a lower cost than traditional models. These moves may significantly impact competition in the industry, especially for deposits and retail products.

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. The emergence of new platforms, operating models and types of banks or other entities offering digital banking solutions, are trends that could increase competitive pressures on banks, including us. Innovations in the payments system and increasing use of mobile banking are leading to the 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. Non-financial companies, particularly international technology companies, including large e-commerce players and internet-based service providers, are increasing their presence in the financial sector and are offering payment platforms and other 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, reduced profitability or both for existing players. There is no assurance that we will be able to continue to respond promptly to new technological developments and be able to participate in new market opportunities or dedicate resources to upgrade our systems and compete with new players entering the market. See also "- (4) - (a) The growing use of technology in banking and financial services creates additional risks of competition, reliability and security".

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 and entry of new competitors may lead to volatility and new challenges and may increase pressure on banks to remain competitive.

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. See also "- 1. - (2) Competition".

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

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

Like all financial institutions, we 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, small business and rural lending, our international business and our insurance businesses, and our extensive use of digital technology, expose 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. Our inability to manage operational risk and ensure the resilience of our systems and infrastructure may lead to regulatory actions against us. 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 those 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 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 on automated systems to record, process, monitor or review 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 computer viruses or electrical or telecommunication outages, which may give rise to deterioration in customer service or loss or liability to us.

We also outsource some functions, like collections, sourcing of retail loans and management of ATMs, to other entities and hence we are 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 prove inadequate or could be 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. 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 governmental authorities or courts 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. For a discussion of how operational risk is managed, see also "- II. - 3. - (c) - *(iii) Operational Risk*".

**(o) Our failure to establish, maintain and apply adequate internal controls over financial reporting could have a material adverse effect on our reputation, business, financial condition or results of operations.**

We are responsible for establishing and maintaining adequate internal controls over financial reporting designed to provide reasonable assurance regarding the reliability of financial reporting and preparation and fair presentation of our published Indian GAAP consolidated financial statements and disclosures relating to U.S. GAAP net income reconciliation, stockholders' equity reconciliation and other disclosures as required by the SEC and applicable GAAP. Our management is required to assess the effectiveness of our internal controls over financial reporting and disclose whether such internal controls are effective. Our independent registered public accounting firm must conduct an audit to evaluate and render an opinion on the effectiveness of our internal control over financial reporting. See "- V. - 3. - (1) - (m) - *(vi) Management's Report on Internal Control Over Financial Reporting*".

We have established internal controls over financial reporting and policies and procedures for evaluating those controls to provide reasonable assurance of the reliability of our financial reporting and the preparation of financial statements. However, these controls may fail to prevent or detect errors. Any evaluation of effectiveness of future periods is subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. To the extent any issues are identified through the foregoing processes, there can be no assurance that we will be able to resolve them in a timely manner or at all. If this occurs, our reputation may be damaged, which could lead to a decline in investor confidence in us and may adversely affect our business, financial conditions and results of operations.

**(p) We and our customers are exposed to fluctuations in foreign exchange rates.**

Certain of our borrowers enter into derivatives contracts to manage their foreign exchange risk exposures. Volatility in exchange rates may result in increased mark-to-market losses in derivatives transactions for our clients. Upon the maturity or premature termination of the derivatives contracts, these mark-to-market losses become receivables owed to us. Consequently, we are exposed to various kinds of risks, including credit risk, market risk and exchange risk.

Exchange rates are impacted by various factors, including volatility of international capital markets, geopolitical events, 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. Rising volatility in capital flows due to, for example, changes in monetary policy in the United States or other economies, a reduction in risk appetite or increase in risk aversion among global investors may reduce global liquidity, and may impact the Indian economy and financial markets.

During fiscal 2026, the rupee depreciated by 10.9% from Rs 85.46 per U.S. $ at March 31, 2025 to Rs. 94.83 per U.S. $ at March 31, 2026. The U.S. $ has remained stronger owing to expectations of U.S. rates remaining higher for a longer period. Apart from this, ongoing capital outflows from October 2024 onwards have led to persistent depreciation pressure in the rupee. See also "- (1) - (d) Any adverse impact on India's external trade account due to continued elevated prices of oil and other petroleum products, or any widening of the current account deficit, outflow of foreign capital or exchange rate volatility, could adversely affect the Indian economy, which could adversely affect our business".

Some of our borrowers with foreign exchange and derivatives 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; 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 derivatives 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.

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, reduced liquidity and higher interest rates in the Indian economy. Prolonged periods of volatility in exchange rates, reduced liquidity and high interest rates could adversely affect our business, our financial performance and the prices of our equity shares and ADSs. A sharp depreciation in the exchange rate may also impact some corporate borrowers having foreign currency obligations that are not fully hedged.

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 prices of our equity shares and ADSs. 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.

**(q) 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. In the past, we have undertaken mergers and acquisitions. In some cases, the Reserve Bank of India has ordered mergers of weak banks with other banks primarily in the interest of depositors of the weak banks. For example, the Government of India announced the amalgamation of 10 public sector banks into four larger banks in 2020 as part of a consolidation measure to create fewer banks that are individually larger in scale. We may in the future examine and seek opportunities for acquisitions. Our subsidiaries in India may also undertake mergers, acquisitions and takeovers in India or internationally.

We may also increase or reduce our shareholding in our subsidiaries and affiliates, or divest other existing businesses wholly or partially, for a variety of reasons, including changes in strategic focus, redeployment of capital, contractual obligations and regulatory requirements. Mergers and acquisitions by our subsidiaries could lead to reduction in our shareholding in such subsidiaries (including to below majority ownership in certain subsidiaries), and, under applicable laws, may require us to reduce our shareholding to 30.0% or less unless we receive regulatory and governmental approval to maintain a higher level of shareholding, which may be subject to various conditions, including divestment to the required level of 30.0% within a specified timeframe.

During fiscal 2022, following the completion of an all-stock merger by ICICI Lombard General Insurance Company Limited, the Bank's shareholding in ICICI Lombard General Insurance Company Limited decreased to 48.1%. During fiscal 2024, the Bank had acquired an additional stake in ICICI Lombard General Insurance Company Limited, resulting in an increase in our shareholding to more than 50.0%. In June 2023, the Board and ICICI Securities Limited's Board of Directors approved a scheme of arrangement for the delisting of equity shares of ICICI Securities Limited ("Delisting Scheme"). With effect from March 24, 2025, ICICI Securities Limited became a wholly owned subsidiary of the Bank and has been delisted from the stock exchanges. The Bank allotted its equity shares to the public shareholders of ICICI Securities Limited, as provided in the Delisting Scheme. In February 2025, the Bank's joint venture partner, Prudential Corporation Holdings Limited ("PCHL"), made an announcement regarding a potential listing of and partial divestment of its stake in ICICI Prudential Asset Management Company Limited. ICICI Prudential Asset Management Company Limited completed the listing through the initial public offering of equity shares by way of Offer for Sale by PCHL. The Bank also purchased 2% additional shareholding in ICICI Prudential Asset Management Company Limited from PCHL, primarily towards maintaining the Bank's majority shareholding in the event of grant of stock-based compensation by the ICICI Prudential Asset Management Company Limited. On January 12, 2026, the Bank executed a share purchase agreement with ICICI Prudential Life Insurance Company Limited and ICICI Prudential Pension Funds Management Company Limited and acquired 100% shareholding in ICICI Prudential Pension Funds Management Company Limited, which is now a wholly owned subsidiary of the Bank. The Board, at its meeting held in February 2026, approved purchase of up to 2.0% additional shareholding in its subsidiary, ICICI Prudential Life Insurance Company Limited, primarily towards maintaining the Bank's majority shareholding in the event of exercise of stock-based compensation of ICICI Prudential Life Insurance Company Limited. The Bank has received the Reserve Bank of India approval in this regard. See also "- II. - 3. - (b) - *(viii) Investment*

*Banking*", "- II. - 3. - (b) - *(ix) Private Equity*", "- II. - 3. - (b) - *(x) Asset Management*" and "- II. - 3. - (b) - *(xii) Insurance*".

PCHL entered into definitive agreements on May 17, 2026, pursuant to which PCHL has agreed to acquire a 75% stake in Bharti Life Insurance Company Limited, subject to receipt of applicable regulatory approvals and satisfaction of certain conditions. Consequently, ICICI Prudential Life Insurance Company Limited has applied to the IRDAI for the reclassification of PCHL from 'promoter' to 'investor', along with a proposal to change the name of the company from 'ICICI Prudential Life Insurance Company Limited' to 'ICICI Life Insurance Limited'. See also Note 21(c) to our "-VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 18B - Additional Notes" for disclosure on accounting treatment under U.S. GAAP, "- II. - 3. - (b) - *(xii) Insurance*" and "- (5) - (b) 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".

In fiscal 2026, the Reserve Bank of India released directions covering forms of business by the banks. As a principle, any form of business must be undertaken by one entity in an entire banking group. However, if a bank undertakes a form of business through more than one entity in a banking group, it must be done so with a proper rationale, such as business segmentation or specialization, and duly approved by bank's board of directors. The directions are effective from April 1, 2026. The Bank has obtained the necessary approvals from its Board to ensure compliance with the guidelines and has also submitted the rationale to the Reserve Bank of India explaining the manner of compliance for relevant activities and entities. In the event that the Reserve Bank of India takes a different view or provides further direction, the Bank may be required to undertake and implement further changes to ICICI Group activities.

Any future mergers, acquisitions or takeovers, whether by us or our subsidiaries, may involve a number of risks that may include the possibility of a deterioration of asset quality, quality of business and business operations, financial impact of employee related liabilities, changes in economic and financial market conditions or the diversion of our management's attention required to integrate the acquired business. Other risks may include the failure to retain key acquired personnel and clients, leverage synergies or rationalize operations, or develop the skills required for new businesses and markets. We are also at risk of liabilities, including any ongoing litigation, claims or disputes concerning such merger, acquisition or takeover, with its shareholders, share capital or its legal and regulatory compliance obligations or practices. Some or all of these risks could have an adverse effect on our business or that of our subsidiaries.

**(r) 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 applicable GAAP 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 applicable GAAP or other information that is materially misleading. According to data published by the Reserve Bank of India, there is an increasing trend in frauds reported in the Indian banking sector, 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.

**(s) We are involved in various litigations. Any final judgment awarding material damages against us could have a material adverse impact on our financial performance and the prices of our equity shares and ADSs.**

We and the other entities in ICICI Group, or our or their directors or officers, are often involved in civil and criminal litigation in India and in the other jurisdictions in which we operate for various reasons, which generally arise because we seek to recover amounts due from borrowers or because customers seek claims against us or disputes may arise in connection with financial services. In certain instances, former employees have instituted legal and other proceedings 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 prices of our equity shares and ADSs. 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. Whenever we consider it appropriate and the legal or regulatory guidelines so permit, we may seek to settle or compound legal or regulatory proceedings through consensual process with the concerned claimant or regulator, which may entail monetary payment or receipt or agreeing to non-monetary terms. 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. See also "- VI. - 3. - (1) Legal and Regulatory Proceedings". We cannot guarantee that the judgments in, or the outcomes of any of the litigation or other proceedings or of any settlement or compounding of legal or regulatory proceedings in which we are involved would be favorable to us and if our assessment of the risk changes, our view on provisions will also change.

See also, "- (h) A determination against us in respect of disputed tax assessments may adversely impact our financial performance" and "- VI. - 3. - (1) Legal and Regulatory Proceedings".

**(t) We continue to expand our branch network and any inability to use these branches productively may have an adverse impact on our growth and profitability.**

The Bank's branch network in India increased from 6,983 branches at March 31, 2025 to 7,511 branches at March 31, 2026. Although we plan to leverage our extensive geographical reach to support growth in our business, our new branches typically operate at lower productivity levels, as compared to our existing branches. See also "- (q) 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 or revenues from the new branches would have an adverse impact on our growth and profitability and the prices of our equity shares and ADSs.

**(u) We depend on the knowledge and skills of our senior management. Any inability to attract them and retain them and other talented professionals or any loss of senior management or 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 prices of our equity shares and ADSs. 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 or results of operations, including our controls related to operational risks, may be adversely affected. Likewise, if we fail to attract, appropriately train, motivate or 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 promoting 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. We introduced an employee stock unit scheme aimed primarily at up to the middle-level management employees pursuant to which stock units will be issued at the face value of Rs. 2.0 per unit, with phased vesting of units based upon the continuation of the employee. However, increased competition, including the entry of new banks into an already competitive sector, may affect our ability to hire and retain qualified employees. See also "- V. - 4. - (2) State of Employees".

Future health epidemics or natural disasters could impact our employees, including senior management. There can be no assurance that this would not impact our ability to manage or conduct our business or the price of our equity shares and ADSs.

### (4) Risks Relating to Technology

**(a) The growing use of technology in banking and financial services creates additional risks of competition, reliability and security.**

Our business and operations are heavily dependent upon our ability to offer digital products and services and process large volumes of transactions. This has increased our reliance on technology in recent years. Technology innovations in financial services require banks and financial services companies to continuously develop new and simplified models for offering banking products and services. See also "- (3) - (m) Our industry is very competitive, and our strategy depends on our ability to compete effectively".

The growing demand for digital banking services has substantially increased the volume of transactions for the banking system. This has required banks to enhance their focus on the availability and scalability of their systems in the context of growing customer dependence on digital transactions and increasing volumes of such transactions and may require additional investments. The increasing adoption of cloud-based services, open application programming interface ("APIs") digital ecosystems and third party technology arrangements may further increase operational, Cyber Security, data privacy and concentration risks. Any disruption in service delivery could impact our business, our financial position or our reputation, and may lead to regulatory action, including imposing restrictions on our business. Increasing regulatory expectations relating to Cyber Security, operational resilience, data protection and privacy may also require additional investments in technology, resilience capabilities and continuous enhancements to governance, monitoring and compliance frameworks.

The emergence of technologies including, AI and generative AI, presents both potential risk and opportunities. Our failure to appropriately respond to these emerging technologies may adversely impact our business, financial results, our shareholders' equity, the prices of our equity shares and ADSs.

**(b) We face security risks, including denial of service attacks, misuse of privilege access by insiders, 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 creating 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 and subject to their own Cyber Security 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, advanced threats from large language models, 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. There are multiple employees (including outsourced employees) of the Bank who are provided privileged access to various IT systems. We have a defined process for granting employees access to our IT systems, which is reviewed periodically by the respective supervisors. However, any large-scale malicious activity by these employees (e.g., deletion of critical data, updating of malicious patches) may result in prolonged outage in the critical services of the Bank. This could result in loss of trust of depositors, leading to a widespread loss of depositor confidence and withdrawal of funds. Like many other large global financial institutions, we have experienced attacks pertaining to distributed denial of services, which were intended to disrupt customer access to our main portal. While our monitoring and mitigating controls were able to detect and effectively respond to such incidents, 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. We continue to enhance our Cyber Security governance framework through periodic risk assessments, threat intelligence, vulnerability management, incident response testing and employee awareness programs. 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.

Cyber Security 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, Cyber Security risks may increase as we continue to expand our mobile-payment and other internet-based product offerings and expand our internal usage of web-based products and applications. In addition, Cyber Security 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. Some of the newer technologies like AI and quantum computing solve problems that are too complex for classical computers. Large scale AI disruptions have the potential to improve technological advantages by swiftly processing data through real-time analytics, ultimately leading to enhanced customer experience, optimized operations and predictive risk analysis. However, cyber attacks using AI technology present a substantial threat due to their ability to identify vulnerabilities faster using sophisticated attack methods and adapt real-time, evading traditional security measures. Encryption tools are used to secure online communications between parties from any possible attackers. Newer technologies could pose a threat to the existing encryption protocols and could lead to unauthorized access to internal data.

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 employees, customers or other users of our systems to disclose sensitive information 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 Cyber Security risks which could result in direct loss of money of the Bank and/or its customers due to cyber attacks, potentially resulting in penalties and restrictions on business as well as reputational risks for the Bank.

We also face indirect technology, Cyber Security and operational risks related to clients and other third parties with whom we do business or upon whom we rely to facilitate or enable our business activities, including financial counterparties, regulators and providers of critical infrastructure such as internet access and electrical power. Cyber attacks may also target critical infrastructure providers, software supply chains, cloud environments and third party service providers, which could adversely impact our operations, customer services, data integrity and regulatory compliance obligations. 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 facilitate 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. Hacking of personal information and identity theft risks, in particular, could cause serious reputational harm. The rapid evolution of fraud techniques, including AI-enabled impersonation, deep-fakes and social engineering attacks, could increase the risk of unauthorized transactions, customer fraud and reputational harm. A successful penetration or circumvention of our system security could cause 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 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 customers could also be exposed to increased phishing and vishing attacks that could result in a financial loss to them, and in turn lead to claims for compensation from the Bank or reputation loss for the Bank.

**(c) System failures or system downtime 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. Increasing dependence on digital channels and interconnected systems may also heighten the impact of technology outages, cyber incidents or disruptions affecting critical vendors, payment infrastructure or telecommunications networks. Our business, financial, accounting, data processing systems or other operating systems or 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 downtime or 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. If 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 actions and business and financial losses that would adversely affect the prices of our equity shares and ADSs. Regulatory scrutiny in this area is increasing. See also "- (2) - (a) The enhanced supervisory and compliance environment in the financial sector increases the risk of regulatory action against us, whether formal or informal".

## (5) Risks Relating to Our Insurance Subsidiaries

**(a) Additional capital requirements of our insurance subsidiaries or our inability to monetize a part of our shareholding or make further investments in these companies as required may adversely impact our business and the prices of our equity shares and ADSs.**

At March 31, 2026, we owned 50.9% of the equity shares of our life insurance subsidiary, ICICI Prudential Life Insurance Company Limited, and 51.3% of the equity shares of our general insurance subsidiary, ICICI Lombard General Insurance Company Limited.

Although our insurance businesses are profitable, and we currently do not anticipate that 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 or changes in loss experience and actuarial assumptions. See also "- (c) Actuarial experience and other factors could differ from assumptions made in the calculation of life actuarial reserves and other actuarial information" and "- (d) Loss reserves for our general insurance subsidiary's 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". Our insurance subsidiaries may also explore mergers and acquisitions which may lead to possible issuance of equity shares. Issuance of additional equity shares for these or any other reasons would reduce our shareholding unless we invest additional capital in these businesses. Our ability to invest additional capital in these businesses is subject to the Reserve Bank of India's and various other regulations on capital adequacy and guidelines on financial services provided by banks that prescribe limits for our aggregate investment in financial sector enterprises. All such investments require prior approval of the Reserve Bank of India and/or other regulators or government institutions, as applicable.

Any additional capital requirements of our insurance companies, restrictions on our ability to capitalize them and a requirement that we reduce or increase our shareholding could adversely impact their growth, our future capital adequacy, our financial performance and the prices of their equity shares and our equity shares and ADSs. See also "- II. - 3. - (b) - *(xii) Insurance*" and "- (b) 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".

**(b) 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. See also "- II. - 3. - (b) - *(xii) Insurance*". 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 over the years. See also "- II. - 3. - (f) - *Regulations Governing Insurance Companies*". Future regulatory changes, if any, apart from impacting the business strategy, may also impact the profit margins of life insurance products. Our life insurance subsidiary's growth and profitability depend on various factors, including the mix of products in its portfolio, its relationship with various distribution partners, regulatory changes and market movements. ICICI Bank is a corporate agent of its insurance subsidiary and accounts for less than 15.0% of the business volumes of its life insurance subsidiary based on annualized premium equivalent for fiscal 2026. The life insurance subsidiary's business is well-diversified across its product mix and distribution mix. While the subsidiary has been making profits since fiscal 2010, there can be no assurance of the continued growth of the subsidiary's business and profitability, including the business generated by the Bank.

We conduct our general insurance business through our general insurance subsidiary, ICICI Lombard General Insurance Company Limited. ICICI Lombard General Insurance Company Limited's growth, profitability and return on equity depends on various factors, including the proportion of certain profitable products in its portfolio, the maintenance on its relationship with key distribution partners/intermediaries and credit-worthy reinsurers, continuation of support by the Government of India of certain insurance schemes to the extent applicable, maintenance of continued reputation and goodwill with customers including well-managed customer concentration risk, regulatory changes and their compliance/implications, climate change factors, changes to tax positions or judgements/tax orders, minimization of losses attributable to internal and external frauds and market movements. There can be no assurance of the future rates of growth, solvency and profitability in the insurance business and various global geopolitical environments and considerations may also influence the same, amongst other pertinent internal and external factors. 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 "- (a) Additional capital requirements of our insurance subsidiaries or our inability to monetize a part of our shareholding or make further investments in these companies as required may adversely impact our business and the prices of our equity shares and ADSs" and "- II. - 3. - (f) - *Regulations Governing Insurance Companies*".

Further, IRDAI has from time to time proposed changes to the regulations governing the distribution of insurance products by corporate agents, including banks. Any future regulatory changes or restrictions may require our insurance subsidiaries to change its distribution strategies, which, amongst other factors, may result in increased costs and lower business volumes, as well as impacting ICICI Bank's distribution of its products and the associated fee income. A slowdown in growth in the Indian economy, the impact from any future catastrophes and epidemics or pandemics, any adverse impact from regulatory changes in future or customer dissatisfaction with our insurance products including lack of required innovation in products could adversely impact the future growth of these businesses. See also "- (2) - (a) The enhanced supervisory and compliance environment in the financial sector increases the risk of regulatory action against us, whether formal or informal". Any slowdown in these businesses could have an adverse impact on our business and the prices of our equity shares and ADSs.

In May 2026, the Ministry of Finance amended the rules allowing to raise the Foreign Direct Investment ("FDI") ceiling under automatic route in Indian insurance companies from 74% to 100%. This regulatory change may increase foreign investment in Indian insurance companies and lead to consolidation and/or change in ownership in the sector. This may also impact the way Indian insurance company does business in India including business strategy, managerial skills and practices, technology advancement etc. and thereby may increase competition in future affecting profitability and growth in the insurance sector. Any such changes could have an adverse impact on our business and the prices of our equity shares and ADSs. See also "- II. - 3. - (b) - *(xii) Insurance*".

**(c) 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 actual experiences. These assumptions, including 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, may be incorrect. In addition, there is a risk that the model used to estimate life and health insurance reserves based on such assumptions may be incorrect.

Our life insurance subsidiary monitors its actual experience of these assumptions and if any deviation from assumption is expected to continue in the longer term, it refines its long-term assumptions. Changes in any such assumption 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.

While our life insurance subsidiary monitors its experience and assumptions, events such as the Covid-19 pandemic are not anticipated in setting life insurance reserves. Higher claims due to any such pandemic in the future can have an adverse impact on the earnings and net worth of the subsidiary.

**(d) Loss reserves for our general insurance subsidiary's 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 company 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. The estimation of the loss reserves relies on several key actuarial steps and assumptions, for example, selection of the actuarial methods by line of business, groupings of similar product lines and determination of underlying actuarial assumptions like expected loss ratios, loss development factors and loss cost trend factors. 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 that 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 including, changing trends in inflation and exchange rates. Our general insurance company's reserves for environmental and other latent claims are particularly subject to such variables. The results of operations of our general insurance company 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 favorable 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 company also conducts reviews of all lines of business to consider the adequacy of reserve levels, on a regular defined basis. Based on current information available and on the basis of internal procedures, for example, multiple diagnostics, the management of our general insurance company considers that these reserves are reasonably adequate. The management also follows a philosophy of keeping margins for adverse deviations over and above the best estimates of the ultimate liability to protect against any unknown events which are not yet reflected in the past data. 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 company. Such adverse effects may also impact the valuation of our general insurance company by existing or potential investors, and the valuation at which any future monetization of our shareholding in the general insurance company may take place, if at all. See also "- (a) Additional capital requirements of our insurance subsidiaries or our inability to monetize a part of our shareholding or make further investments in these companies as required may adversely impact our business and the prices of our equity shares and ADSs".

**(e) The financial results of our insurance companies could be materially adversely affected by the occurrence of a catastrophe and various climate change events.**

Portions of our general insurance business may cover losses from unpredictable events such as hurricanes, windstorms, epidemics, monsoons, earthquakes, fires, industrial explosions, floods, riots and other man-made or natural disasters, including acts of terrorism, and epidemics or pandemics and/or various climate change events. The incidence and severity of these catastrophes in any given period are inherently unpredictable. Although reserves are established after an assessment of potential losses relating to catastrophes covered, there is no assurance that such reserves would be sufficient to pay for all related claims of catastrophes and/or various climate change events.

In addition, our life insurance subsidiary's business may incur losses due to increased mortality and morbidity claims of customers, affected by catastrophes, epidemics or pandemics. 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.

Our general insurance company's operations are exposed to claims relating to catastrophes, epidemics, pandemics and climate change events.

Although our insurance subsidiaries monitor their overall exposure to catastrophes, epidemics and other unpredictable events in each geographic region and determine, allowing for calibration/re-calibration of their underwriting limits related to insurance coverage for losses from such events, the insurance subsidiaries generally seek to reduce their exposure through the purchase of reinsurance, selective and focused underwriting practices and by monitoring risk accumulation. Claims relating to catastrophes and epidemics or pandemics or climate change events in future 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 credit rating or the results of our operations.

## 4. Management's Analysis of Financial Position, Operating Results and Statement of Cash Flows

[*"Operating and Financial Review and Prospects" has been inserted here from pages 139 ~ 198 of Form 20-F.*]

You should read the following discussion and analysis of our financial condition and results of operations together with our audited consolidated financial statements. The following discussion is based on our audited consolidated financial statements and accompanying notes prepared in accordance with Indian GAAP, which varies in certain significant respects from U.S. GAAP. For a reconciliation of net income and stockholders' equity to U.S. GAAP, a description of significant differences between Indian GAAP and U.S. GAAP and certain additional U.S. GAAP information, see notes 21 and 22 to our "-VI. - 1.

- Schedules forming part of the consolidated financial statements - Schedule 18B - Additional Notes" included herein.

## Executive Summary

### (1) Introduction

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. Apart from banking products and services, we offer life and general insurance, asset management, securities brokerage and private equity products and services through specialized subsidiaries. Our consolidated total assets at year-end fiscal 2026 were Rs. 29,145.0 billion. Our consolidated capital and reserves and surplus, including employees' stock options outstanding at year-end fiscal 2026, were Rs. 3,630.6 billion and our consolidated net profit (after minority interest) for fiscal 2026 was Rs. 542.1 billion.

Our primary business consists of commercial banking operations for retail and corporate customers. Our commercial banking operations for retail customers consist of retail lending, deposit taking and other fee-based products and services. We provide a range of commercial banking products and services, including loan products, fee and commission-based products and services, deposit products, transaction banking and foreign exchange and derivatives products to large corporations, middle market companies and small and medium enterprises. We also offer agricultural and rural banking products.

Our international franchise focuses on non-resident Indians for deposits, wealth and remittances businesses and on deepening relationships with well-rated Indian corporates in international markets and multinational companies for maximizing the India-linked trade, transaction banking and lending opportunities within our risk management framework. Our overseas banking subsidiaries continue to serve local markets selectively with a focus on risk and granularity of business.

Our treasury operations include the maintenance and management of regulatory reserves, proprietary trading in equity and fixed income and a range of foreign exchange and derivatives products and services for corporate customers, such as forward contracts and interest rate and currency swaps.

We are also engaged in insurance, asset management, securities brokerage business and private equity fund management through specialized subsidiaries. Our subsidiaries ICICI Prudential Life Insurance Company Limited, ICICI Lombard General Insurance Company Limited and ICICI Prudential Asset Management Company Limited, provide a wide range of life insurance, general insurance and asset management products respectively.

Our subsidiaries, ICICI Securities Limited and ICICI Securities Primary Dealership Limited, are engaged in equity underwriting and securities brokerage and primary dealership in government securities and fixed income market operations, respectively. Our private equity fund management subsidiary, ICICI Venture Funds Management Company Limited transferred the private equity, venture capital and real estate fund management business to ICICI Prudential Asset Management Company Limited. ICICI Venture Funds Management Company Limited would continue to undertake certain advisory activities as well as manage certain residual funds.

Our subsidiary, ICICI Pension Fund Management Limited, is a registered pension fund manager under the National Pension System.

## (2) Certain Factors Affecting Our Results of Operations

Our loan portfolio, financial condition and results of operations have been and, in the future would be, influenced by economic conditions in India, global economic developments affecting our customers such as changes in commodity prices, oil and energy prices, global supply-chain disruptions and geopolitical risks, conditions in global financial markets, economic conditions in the United States and other foreign countries where we have a significant presence or which impact the Indian economy and global markets, evolving global and India's domestic regulations, developments in technology and their impact on banking and financial services, and global and regional natural disasters and pandemics such as Covid-19. For ease of understanding the following discussion of our results of operations, you should consider these factors and other key developments.

### Trends in Fiscal 2026

The global gross domestic product ("GDP") grew by 2.8% in calendar year 2025. The GDP of advanced economies grew by 1.9% and the GDP of emerging economies grew by 4.4% in calendar year 2025, compared to 1.8% growth in advanced economies and 4.5% growth in emerging economies in calendar year 2024. Global growth was stable through calendar year 2025.

Global inflation moderated to 4.1% in calendar year 2025 (5.8% in calendar year 2024). However, the calendar year 2026 inflation forecast for advanced economies has been revised upward by 0.6% to 2.8% year-on-year since January 2026. The inflation outlook for emerging and developing Asia markets has been revised upwards to 2.6% which is an increase from 1.1% in 2025.

However, major policy shifts are resetting the global trade system, and together with geopolitical developments, are causing uncertainty in the global economy. A key risk to inflation stems from ongoing global uncertainty, particularly the threat of new U.S. tariffs. In particular, the effects of recently imposed tariffs on inflation across countries will depend on whether the tariffs are perceived to be temporary or permanent, the extent to which firms adjust margins to offset increased import costs, and whether imports are invoiced in U.S. $ or local currency. Cross-country effects will differ as economies face a complex mix of shocks, and central banks formulate monetary policy based on domestic conditions. Global Brent crude oil prices increased substantially following the onset of the conflict in West Asia in March 2026. India is a major oil importing country, with significant reliance on oil and natural gas imports from West Asia. Therefore, the Indian economy remains exposed to supply and price shocks.

The Indian economy grew by 7.7% year-on-year and 7.1% year-on-year in fiscal 2026 and fiscal 2025 respectively, primarily driven by higher private consumption and investment.

In fiscal 2026, India's GDP growth stood at 7.7% year-on-year, mainly driven by higher private consumption, which grew by 7.7% year-on-year compared to 5.8% in fiscal 2025. This was due to support by tax cuts, goods and services tax rationalization, easing inflation, and stronger rural demand. India's gross value added grew by 7.9% year-on-year in fiscal 2026, driven by higher industrial growth of 8.5% year-on-year and buoyant services growth of 9.3% year-on-year, while agricultural growth saw a moderation at 3.0% year-on-year compared to 4.2% in fiscal 2025.

India's merchandise exports were broadly flat at U.S. $ 446.1 billion in fiscal 2026 compared to U.S. $ 442.1 billion in fiscal 2025. Merchandise imports on the other hand rose by 7.5% year-on-year to U.S. $ 783.4 billion in fiscal 2026 compared to U.S. $ 729.0 billion in fiscal 2025. The trade deficit, hence, rose to U.S. $ 337.3 billion in fiscal 2026 as compared to U.S. $ 286.9 billion in fiscal 2025. However, net services exports have seen an increase to U.S. $ 216.6 billion in fiscal 2026 as compared to U.S. $ 188.8 billion in fiscal 2025. India's current account deficit stood at U.S. $ 25.4 billion or 0.6% of GDP in fiscal 2026. India's net foreign portfolio outflows were at U.S. $ 16.4 billion in fiscal 2026 compared to inflows at U.S. $ 2.7 billion in fiscal 2025, with equity outflows at U.S. $ 19.7 billion and debt inflows at U.S. $ 3.1 billion. Gross FDI inflows into India were U.S. $ 98.3 billion during fiscal 2026 compared to inflows of U.S. $ 84.2 billion in fiscal 2025. However, the net FDI inflows were U.S. $ 6.9 billion in fiscal 2026 compared to U.S. $ 1.0 billion during fiscal 2025.

Inflation in India as measured by the Consumer Price Index came down from 3.56% year-on-year in March 2025 to 3.40% year-on-year in March 2026. The average inflation rate during fiscal 2026 was 2.06% year-on-year compared to 4.64% year-on-year in fiscal 2025. The softening in inflation was due to food inflation easing to 0.03% in fiscal 2026 compared to 3.54% year-on-year in fiscal 2025, mainly due to normal rainfall and higher food output. Core inflation was also benign at 3.80% year-on-year in fiscal 2026 compared to 3.65% year-on-year in fiscal 2025.

After keeping the policy rate unchanged for two years, the monetary policy committee entered into an easing cycle, from February 2025 onwards, by a cumulative amount of 125 basis-points reduction in policy rate, of which 100 basis-points were reduced in fiscal 2026, and reduced the cash reserve ratio by 100 basis-points from 4.0% to 3.0%, implemented in four equal tranches of 25 basis points on September 6, October 4, November 1 and November 29, 2025. The reduction in the policy rates was driven by a greater degree of certainty in the decline in headline inflation, particularly food inflation. The policy stance was briefly changed to 'accommodative' in April 2025 and then changed back to 'neutral' in June 2025 and has been unchanged since. Daily average banking system liquidity for fiscal 2026 was at a surplus of approximately Rs. 1,793.0 billion. In fiscal 2026, the Reserve Bank of India injected Rs. 13.3 trillion of durable liquidity into the banking system, through various means, including by reducing the cash reserve ratio, engaging in open-market operations and conducting foreign exchange swap operations.

Medium-term growth prospects are positive, driven by the underlying fundamental domestic drivers of the Indian economy. Supportive monetary policies, tax cuts and government spending are expected to boost consumption and growth. However, global trade uncertainties around U.S. tariffs and other trade policies and the West Asia conflict could pose a downside risk to exports and weigh on global growth, which may negatively impact Indian growth.

During fiscal 2026, the rupee depreciated by 10.9% from Rs. 85.46 per U.S. $ at March 31, 2025 to Rs. 94.83 per U.S. $ at March 31, 2026. The benchmark S&P BSE Sensex declined by 7.06% during fiscal 2026 compared to an increase of 4.39% in fiscal 2025. The yields on the benchmark 10-year government securities moved from 6.58% at March 31, 2025 to 7.04% at March 31, 2026, which was the highest for the fiscal year too.

Credit extended by the banking system to non-food sectors grew by 16.1% year-on-year at March 31, 2026 compared to 11% year-on-year at March 31, 2025. According to the sectoral breakdown of credit data available, credit growth continued to be driven by services at 19% year-on-year and personal credit at 16.2% year-on-year (aided by goods and services tax rationalization) while credit to industry also increased by 15% year-on-year.

Meanwhile, deposit growth for scheduled commercial banks has also picked up, with deposit growth at 13.5% year-on-year for the fortnight ending March 31, 2026 compared to 10.3% year-on-year growth for the same period in March 2025.

According to the Reserve Bank of India's Financial Stability Report of June 2026, gross non-performing assets of scheduled commercial banks continued to decline, with gross non-performing assets ratio at 1.8% and net non-performing assets ratio at 0.4% at March 31, 2026 compared to a gross non-performing assets ratio at 2.3% and net non-performing assets ratio at 0.5% at March 31, 2025.

### (3) Business Overview

In assessing our performance, we monitor key financial variables such as the change in profit before tax, excluding treasury, and return on equity. We also look at the changes in asset yields, cost of funds, net interest margin, fee income and cost ratios. We also monitor key business indicators, such as deposit growth, funding mix, loan growth and loan delinquency trends. We re-evaluate underwriting norms and risk management on an ongoing basis and assess the financial impact of events on our capital, revenue, credit costs and asset quality. We analyze changes in economic indicators such as interest rates, liquidity, exchange rates and the performance of various sectors and sub-sectors of the economy. In addition to these indicators, we monitor other non-financial indicators such as quality of customer service and the extent and nature of customer complaints, frauds, cyber-threats, data security and preparedness to address them and estimates of market share in key areas of business. We continue to evaluate the impact of climate change risks on the loan portfolio and the environmental, social and governance profile of our large borrowers.

See also "- (2) Certain Factors Affecting Our Results of Operations - Trends in Fiscal 2026".

We have focused on maintaining and enhancing our deposit franchise, including by leveraging technology. We have focused on opportunities in retail lending, including cross-selling additional products to our existing customers and growing our lending to small and medium businesses, to build a more granular portfolio and sustainably improve portfolio quality. We have sought to meet the holistic needs of our corporate clients and their ecosystems.

We continued to focus on maintaining capital adequacy ratios that are higher than regulatory requirements. As of March 31, 2026, we continued to hold contingency provisions on a prudent basis.

### (4) A Discussion of Our Financial Performance in Fiscal 2026 is Given Below:

Profit before tax excluding treasury income (calculated as profit before tax less income from treasury-related activities, both reported separately in "- 4. - Operating Results Data") increased by 6.6% from Rs. 638.2 billion in fiscal 2025 to Rs. 680.5 billion in fiscal 2026.

Operating profit before provisions increased by 6.3% from Rs. 777.6 billion in fiscal 2025 to Rs. 827.0 billion in fiscal 2026 primarily due to an increase in net interest income and other income, offset, in part, by an increase in operating expenses.

Net interest income increased by 9.1% from Rs. 973.0 billion in fiscal 2025 to Rs. 1,061.9 billion in fiscal 2026, reflecting an increase of 9.2% in the average volume of interest-earning assets.

Other income (including share of profit in associates) increased by 8.1% from Rs. 1,084.1 billion in fiscal 2025 to Rs. 1,171.6 billion in fiscal 2026 primarily due to an increase in net earned premium and other operating income relating to insurance business, an increase in commission, exchange and brokerage income and an increase in income from treasury related activities. Premium and other operating income relating to insurance business increased by 9.5% from Rs. 709.0 billion in fiscal 2025 to Rs. 776.2 billion in fiscal 2026. Commission, exchange and brokerage income increased by 5.6% from Rs. 277.7 billion in fiscal 2025 to Rs. 293.3 billion in fiscal 2026. Income from treasury-related activities increased by 1.0% from Rs. 91.8 billion in fiscal 2025 to Rs. 92.7 billion in fiscal 2026.

Operating expenses increased by 9.9% from Rs. 1,278.0 billion in fiscal 2025 to Rs. 1,403.9 billion in fiscal 2026 primarily due to an increase in payments to and provisions for employees and expenses relating to our insurance business.

Provisions and contingencies (excluding provision for tax) increased by 14.9% from Rs. 49.1 billion in fiscal 2025 to Rs. 56.4 billion in fiscal 2026. Provision for non-performing and other assets increased by 52.1% from Rs. 41.3 billion in fiscal 2025 to Rs. 62.8 billion in fiscal 2026. During fiscal 2025, the Bank received security receipts on sale of fully provided loans to asset reconstruction company. The Bank continued with the provisions under ‘Provision for investments’ by transferring from ‘Provisions from non-performing and other assets’. During fiscal 2026, following its annual supervisory review, the Reserve Bank of India directed the Bank to make a standard asset provision of Rs. 12.8 billion in respect of a portfolio of agricultural priority sector credit facilities wherein the terms of the facilities were found to be not fully compliant with the regulatory requirements for classification as agricultural priority sector lending. Excluding the above provision, as directed by the Reserve Bank of India, and the movement of provision on sale of loans to asset reconstruction company during fiscal 2025, the provisions for non-performing and other assets in fiscal 2026 decreased as compared to fiscal 2025 primarily due to lower additions to gross non-performing retail and rural advances. The provision coverage ratio was 74.0% at March 31, 2026 compared to 74.7% at March 31, 2025.

Gross non-performing loans (net of write-offs) decreased from Rs. 243.3 billion at year-end fiscal 2025 to Rs. 234.3 billion at year-end fiscal 2026. Net non-performing loans decreased from Rs. 61.6 billion at year-end fiscal 2025 to Rs. 61.0 billion at year-end fiscal 2026. The net non-performing loans ratio was 0.4% at year-end fiscal 2025 and fiscal 2026. See also “- 3. - (3) - (a) If the level of our non-performing assets increases and the overall quality of our loan portfolio deteriorates, our business will suffer”.

Income tax expense increased from Rs. 184.3 billion in fiscal 2025 to Rs. 193.8 billion in fiscal 2026 primarily due to an increase in profit before tax. The effective tax rate decreased from 25.3% in fiscal 2025 to 25.1% in fiscal 2026.

The profit after tax (after minority interest) increased by 6.2% from Rs. 510.3 billion in fiscal 2025 to Rs. 542.1 billion in fiscal 2026.

Net worth (equity share capital, reserves and surplus and employees stock options outstanding) increased from Rs. 3,139.1 billion at year-end fiscal 2025 to Rs. 3,630.6 billion at year-end fiscal 2026 primarily due to the annual accretion to reserves and surplus out of profit, offset, in part, by payment of dividend. Total assets and liabilities increased by 10.3% from Rs. 26,422.4 billion at year-end fiscal 2025 to Rs. 29,145.0 billion at year-end fiscal 2026. Total advances increased by 15.8% from Rs. 14,206.6 billion at year-end fiscal 2025 to Rs. 16,446.6 billion at year-end fiscal 2026. Total deposits increased by 11.5% from Rs. 16,416.4 billion at year-end fiscal 2025 to Rs. 18,300.2 billion at year-end fiscal 2026.

The changes in capital adequacy ratios of ICICI Bank on an unconsolidated basis (after deducting the proposed dividend for fiscal 2026 from capital funds), in accordance with the Reserve Bank of India's guidelines on Basel III, the Prudential Norms on Capital Adequacy, were as follows: common equity Tier 1 risk-based capital ratio increased from 16.0% in fiscal 2025 to 16.4% in fiscal 2026, and Tier 1 risk-based capital ratio increased from 16.0% in fiscal 2025 to 16.4% in fiscal 2026, and the total risk-based capital ratio increased from 16.6% in fiscal 2025 to 17.2% in fiscal 2026. The changes in our capital adequacy ratios on a consolidated basis in accordance with the Reserve Bank of India's guidelines on Basel III, at year-end fiscal 2026 were as follows: common equity Tier 1 risk-based capital ratio increased from 15.8% in fiscal 2025 to 16.3% in fiscal 2026; and Tier 1 risk-based capital ratio increased from 15.8% in fiscal 2025 to 16.3% in fiscal 2026; and total risk-based capital ratio increased from 16.4% in fiscal 2025 to 17.1% in fiscal 2026.

**(5) Business Outlook**

Over the medium term, the outlook for the Indian economy is positive. India's economy is expected to grow driven by increases in both investment and consumption. Favorable demographics, growing digitization and formalization of the economy, domestic demand, services exports, growing urbanization, healthy corporate and bank balance sheets and the opportunity for integration into global value chains are some of the key factors expected to drive India's growth and create opportunities for the banking and financial sector in India. Supportive monetary policies, tax cuts and government spending are expected to support consumption and growth. At the same time, the global economic environment continues to have significant uncertainties, including evolving government policies, geopolitical tensions and divergent inflation and growth profiles in different regions. Global trade uncertainties, energy prices and supply-chain issues, U.S. tariffs and other trade policies could pose a downside risk to exports and weigh on global growth, which may impact India's domestic growth. Developments in technology, such as AI may present both potential risks and opportunities. While enabling improved services, productivity and capacity for growth, they may intensify competition, and impact employment. Adverse global developments could impact the Indian economy via both trade and financial channels. But India's foreign exchange reserves and well capitalized financial sector should mitigate the impact of the global developments on the Indian domestic economy.

Our long-term strategy will continue to focus on growing profit before tax excluding treasury income (calculated as profit before tax less income from treasury-related activities, both reported separately in "- 4. - Operating Results Data") within the guardrails of risk and compliance. The Bank focuses on the principles of 'Return of Capital', 'Fair to Customer, Fair to Bank', 'One Bank, One Team', 'Agile Risk Management' and 'Compliance with Conscience'. We focus on creating holistic value propositions for our customers by adopting a 360-degree customer-centric approach and capturing opportunities across customer ecosystems and micro markets, leveraging internal synergies, building partnerships and simplifying processes. Cross-functional collaboration among teams has been facilitated to tap into key customer and market segments, enabling 360-degree coverage of customers and increasing wallet share. We emphasize deepening coverage and enhancing delivery capabilities while continuing the focus on risk-calibrated profitable growth. We have also streamlined our organizational structure and empowered teams to create flexibility and agility in capturing business opportunities. This improves our ability to engage with customers and respond to their needs. Simplifying our internal processes to better serve our customers and improve our operating efficiency is a key area of focus. The Bank is committed to strengthening sustainability practices and integrating environmental, social and governance practices in its operations and business.

We use technology in our operations. We partner with technology companies and platforms to leverage opportunities for growth and enhance the customer experience and delivery of services. We leverage technology and analytics for deeper insights into market opportunities, customer needs and behavior. We continue to invest in technology to enhance our offerings to customers as well as the scalability, flexibility and resilience of our technology architecture. We focus on continuously strengthening our operational resilience to support the seamless delivery of services to customers.

We have over the years grown our deposit franchise and improved the credit rating profile of our portfolio. We also improved cost efficiency, scaled up retail and small business loan growth, calibrated lower rated corporate loan growth and maintained healthy capital adequacy ratios. We have repositioned our international franchise to focus on non-resident Indians for deposits, wealth and remittances businesses. Further, through our international franchise we are focusing on deepening relationships with well-rated Indian corporates in international markets as well as multinational companies to maximize India-linked trade, transaction banking and lending opportunities within our risk management framework. See also "- 1. - (1) Our Future Plans and Strategy".

We believe that our deposit franchise and competitive funding costs along with our distribution network, customer base and technology-based offerings, underpinned by our focus on risk management practices, enable us to pursue growth opportunities profitably. In general, trends in systemic liquidity, interest rates and inflation influence deposit growth, especially with respect to low-cost savings and current account deposits. Deposit growth also depends on customer behavior and preferences for deposits versus other investment products. Our ability to grow our deposit base may be impacted by increasing competition for such deposits from existing banks and new entrants. Regulatory developments like the introduction of a digital currency by the Reserve Bank of India may also impact our ability to raise low-cost deposits in the medium to long-term. We continue to focus on maintaining a resilient balance sheet and strong capital levels.

Our success will be determined by our ability to respond to the evolving economic environment, maintain a strong balance sheet with adequate buffers of liquidity and capital, strong risk management, the resilience of our technology infrastructure, and business continuity planning, as well as the behavior of our loan portfolio vis-à-vis comparable banks and finance companies. Generally, the success of our strategy depends on several factors, including our ability to grow our deposit base, grow our loan book profitably, contain non-performing loans, resolve stressed assets at an early stage, maintain operational resilience, maintain regulatory compliance in an evolving regulatory environment, address regulators' assessments of and observations on our operations, respond appropriately to developments in technology and compete effectively in the Indian corporate and retail financial services market including with respect to new players and business model. Regulations governing the financial sector in India, including banking, insurance and asset management, continue to evolve, with a potential impact on the growth and profitability of financial services groups such as us. The success of our strategy is also subject to the overall regulatory and policy environment in which we operate, including the direction of monetary, fiscal and trade policies. Our ability to execute our strategy also depends on the liquidity and interest rate environment and on our ability to ensure stability and resilience while navigating the volatility and uncertainty in the macro-economic environment and factors which could affect general business and economic conditions in India in relation to the Bank's business. See also "- 3. - (3) - (e) Our banking and trading activities are particularly vulnerable to interest rate risk and movements 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". With regard to our overseas banking subsidiaries, the impact on the global economy due to geopolitical factors, inflation and monetary policy, tariffs and other global developments 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 "- 3. - (3) - (j) The exposures of our international branches and banking subsidiaries could generally affect our business, financial condition and results of operations".

For a detailed discussion of risks that we face in our business please refer to "- 3. Risks in Business, etc."

## Operating Results Data

The following table sets forth, for the periods indicated, our summary operating results.

| | Year ended March 31, | | |
|---|---|---|---|
| | 2025 | 2026 | 2026 |
| | (in millions, except per common share data) | | |
| **Selected income statement data:** | | | |
| Interest earned[1] | Rs. 1,863,315 | Rs. 1,952,185 | JPY 3,572,499 |
| Interest expended | (890,277) | (890,286) | (1,629,223) |
| **Net interest income** | **973,038** | **1,061,899** | **1,943,275** |
| Other income[2] | 1,082,555 | 1,168,999 | 2,139,268 |
| **Net total income** | **2,055,593** | **2,230,898** | **4,082,543** |
| Operating expenses | | | |
| Payments to and provisions for employees | (236,299) | (252,586) | (462,232) |
| Expenses pertaining to insurance business | (738,062) | (818,364) | (1,497,606) |
| Other operating expenses[3] | (303,639) | (332,986) | (609,364) |
| **Total operating expenses** | **(1,278,000)** | **(1,403,936)** | **(2,569,203)** |
| **Operating profit before provisions** | **777,593** | **826,962** | **1,513,340** |
| Provisions and contingencies (excluding provision for tax) | (49,058) | (56,390) | (103,194) |
| Share of profit in associates | 1,507 | 2,629 | 4,811 |
| **Profit before tax** | **730,042** | **773,201** | **1,414,958** |
| Provision for tax | (184,348) | (193,839) | (354,725) |
| **Profit after tax** | **545,694** | **579,362** | **1,060,232** |
| Minority interest | (35,402) | (37,285) | (68,232) |
| **Net profit (after minority interest)** | **Rs. 510,292** | **Rs. 542,077** | **JPY 992,001** |
| **Profitability:** | | | |
| Net profit (after minority interest) as a percentage of: | | | |
| Average total assets | 2.05% | 2.02% | |
| Average stockholders' equity | 17.74 | 15.90 | |
| **Per common share:** | | | |
| Earnings-basic[4] | Rs. 72.41 | Rs. 75.89 | JPY 138.88 |
| Earnings-diluted[5] | 71.14 | 74.77 | 136.83 |
| Book value[6] | Rs. 422.08 | Rs. 486.37 | JPY 890.06 |
| Dividend payout ratio[7] | 15.35% | 15.85% | - |
| Cost-to-income ratio[8] | 62.17 | 62.93 | - |
| Cost-to-average assets ratio[9] | 5.13 | 5.24 | - |
| **Capital** | | | |

| | Year ended March 31, | | |
|---|---|---|---|
| | 2025 | 2026 | 2026 |
| | (in millions, except per common share data) | | |
| Average stockholders' equity as a percentage of average total assets[10] | 11.54% | 12.72% | |

(1) Interest earned includes interest on income tax refunds of Rs. 2.0 billion and Rs. 7.3 billion for fiscal 2025 and 2026 respectively.

(2) Includes income from treasury-related activities (net) amounting to Rs. 91.8 billion and Rs. 92.7 billion for fiscal 2025 and 2026 respectively.

(3) Includes depreciation on fixed assets and other general office expenses.

(4) Earnings per share is computed based on the weighted average number of shares and represents net profit/(loss) per share before dilutive impact.

(5) Earnings per share is computed based on the weighted average number of shares and represents net profit/(loss) per share adjusted for full dilution. Options to purchase 10,875,037 and 8,722,239 equity shares granted to employees at a weighted average exercise price of Rs. 1,022.4 and Rs. 1,355.7 were outstanding at year-end fiscal 2025 and 2026 respectively but were not included in the computation of diluted earnings per share as these options were anti-dilutive.

(6) Represents capital, employees' stock options outstanding and reserves and surplus reduced by deferred tax asset and goodwill divided by equity shares outstanding at year-end fiscal 2026.

(7) Represents the ratio of total dividends paid on equity share capital as a percentage of net profit (after minority interest). Dividends for a fiscal year are normally paid in the following year.

(8) Represents the ratio of operating expenses to total income. Total income represents the sum of net interest income and other income.

(9) Represents the ratio of operating expenses to average total assets.

(10) Represents the ratio of average stockholders' equity to average total assets. Average stockholders' equity represents average capital, employees' stock options outstanding and reserves and surplus reduced by preference share capital. Average total assets represents total of average interest-earning assets and average non-interest earning assets.

## (1) Consolidated Income Information

### (a) Net Interest Income

The following table sets forth, for the periods indicated, the principal components of net interest income.

| | Year ended March 31, | | | |
|---|---|---|---|---|
| | 2025 | 2026 | 2026 | 2026/2025 % change |
| | (in millions, except percentages) | | | |
| Interest earned[1] | Rs.1,863,315 | Rs. 1,952,185 | JPY 3,572,499 | 4.8% |
| Interest expense | (890,277) | (890,286) | (1,629,223) | 0.0 |
| **Net interest income** | **Rs. 973,038** | **Rs. 1,061,899** | **JPY 1,943,275** | **9.1%** |

(1) Tax exempt income has not been re-calculated on a tax-equivalent basis.

### (b) Yields, Spreads and Margins

The following table sets forth, for the periods indicated, the yields, spreads and net interest margins on interest-earning assets.

| | Year ended March 31, | |
|---|---|---|
| | 2025 | 2026 |
| | (in millions, except percentages) | |
| Interest earned[1] | Rs. 1,863,442 | Rs. 1,952,329 |
| Average interest-earning assets | 22,053,078 | 24,075,951 |
| Interest expense | 890,277 | 890,286 |
| Average interest-bearing liabilities | 17,287,355 | 18,578,783 |

| | Year ended March 31, | |
|---|---|---|
| | 2025 | 2026 |
| Average total assets | 24,927,623 | 26,792,423 |
| Average interest-earning assets as a percentage of average total assets | 88.47% | 89.86% |
| Average interest-bearing liabilities as a percentage of average total assets | 69.35 | 69.34 |
| Average interest-earning assets as a percentage of average interest-bearing liabilities | 127.57 | 129.59 |
| Yield | 8.45 | 8.11 |
| *Rupee* | *8.68* | *8.39* |
| *Foreign currency* | *5.47* | *4.66* |
| Cost of funds | 5.15 | 4.79 |
| *Rupee* | *5.24* | *4.89* |
| *Foreign currency* | *4.00* | *3.48* |
| Spread(2) | 3.30 | 3.32 |
| *Rupee* | *3.44* | *3.50* |
| *Foreign currency* | *1.48* | *1.18* |
| Net interest margin(3) | 4.41 | 4.41 |
| *Rupee* | *4.57* | *4.59* |
| *Foreign currency* | *2.33%* | *2.15%* |

(1) We have re-calculated tax-exempt income on a tax-equivalent basis. The impact of re-calculation of tax-exempt income on a tax equivalent basis was Rs. 144 million for fiscal 2026 as compared to Rs. 127 million for fiscal 2025.

(2) Spread is the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities. Yield on average interest-earning assets is the ratio of interest earned to average interest-earning assets. Cost of average interest-bearing liabilities is the ratio of interest expense to average interest-bearing liabilities.

(3) Net interest margin is the ratio of net interest income to average interest-earning assets. The difference in net interest margin and spread arises due to the difference in amount of average interest-earning assets and average interest-bearing liabilities. If average interest-earning assets exceed average interest-bearing liabilities, net interest margin is greater than the spread and if average interest-bearing liabilities exceed average interest-earning assets, net interest margin is less than the spread.

Net interest income increased by 9.1% from Rs. 973.0 billion in fiscal 2025 to Rs. 1,062.0 billion in fiscal 2026, reflecting an increase of 9.2% in the average volume of interest-earning assets.

### *(i) Net Interest Margin*

The net interest margin on the rupee portfolio increased by 2 basis points from 4.57% in fiscal 2025 to 4.59% in fiscal 2026 and the net interest margin on the foreign currency portfolio decreased by 18 basis points from 2.33% in fiscal 2025 to 2.15% in fiscal 2026. Overall net interest margin was at the same level of 4.41% in fiscal 2025 and fiscal 2026. The yield on average interest-earning assets decreased by 34 basis points from 8.45% in fiscal 2025 to 8.11% in fiscal 2026. The cost of funds decreased by 36 basis points from 5.15% in fiscal 2025 to 4.79% in fiscal 2026.

The yield on the rupee portfolio decreased by 29 basis points from 8.68% in fiscal 2025 to 8.39% in fiscal 2026 primarily due to the following:

- The yield on rupee advances decreased by 55 basis points from 9.98% in fiscal 2025 to 9.43% in fiscal 2026. The yield on rupee investments decreased by 16 basis points from 7.05% in fiscal 2025 to 6.89% in fiscal 2026. The yield on rupee other interest-earning assets increased by 2 basis points from 2.51% in fiscal 2025 to 2.53% in fiscal 2026.

- The yield on rupee advances decreased primarily due to repo rate reduction and incremental lending at lower yields.

At March 31, 2026, of the total India domestic loan book of ICICI Bank on a non-consolidated basis, 31% had fixed interest rates, 56% had interest rates linked to the repo rate and other external benchmarks and 13% had interest rates linked to our marginal cost of funds based lending rate and other, older benchmarks. The differential movements in the external benchmark rates compared to cost of funds impact our net interest income and net interest margin. The Reserve Bank of India reduced the repo rate by 125 basis points from 6.50% in February 2025 to 5.25% (25 basis points in February 2025, 25 basis points in April 2025, 50 basis points in June 2025 and 25 basis points in December 2025). Our marginal cost of funds based lending rate declined by 75 basis points from 9.10% to 8.35% (25 basis points in April 2025, 10 basis points in May 2025, 25 basis points in June 2025 and 15 basis points in September 2025). These reductions resulted in reduction in yield on the Bank's loan portfolio in fiscal 2026. Future movement in the yield on advances will depend on the increase or decrease in the repo rate, our marginal cost of funds based lending rate and interest rates generally prevailing in the banking sector. See also "- II. - 3. - (d) - *(iv) Loan Pricing*".

- The yield on interest-earning rupee government securities decreased primarily due to new investment in government securities at lower market yields. The yield on investments, other than government securities, decreased primarily due to a decrease in yield on commercial papers and pass-through certificates and an increase in the proportion of certificate of deposits, which are lower yielding.
- The yield on other interest-earning rupee assets increased by 2 basis points from 2.51% in fiscal 2025 to 2.53% in fiscal 2026, primarily due to an increase in average balance with the U.S. Federal Reserve System, decrease in proportion of Rural Infrastructure Development Fund ("RIDF") deposits, which are lower yielding and decrease in average balance with the Reserve Bank of India, which does not earn any interest, offset, in part, by a decrease in yield on balance with the U.S. Federal Reserve System and increase in proportion of call and term money lending.
- Interest on tax refunds increased from Rs. 2.0 billion in fiscal 2025 to Rs. 7.3 billion in fiscal 2026. The receipt, amount and timing of such income depend on the nature and timing of determinations by tax authorities and hence are neither consistent nor predictable.

The cost of funds for the rupee portfolio decreased by 35 basis points from 5.24% in fiscal 2025 to 4.89% in fiscal 2026 primarily due to the following factors:

- The cost of rupee deposits decreased by 28 basis points from 4.94% in fiscal 2025 to 4.66% in fiscal 2026 due to a decrease in cost of savings and term deposits.

The cost of rupee term deposits decreased by 20 basis points from 6.68% in fiscal 2025 to 6.48% in fiscal 2026. The cost of savings account deposits decreased by 56 basis points from 3.16% in fiscal 2025 to 2.60% in fiscal 2026. The average rupee current account and savings account deposits as a percentage of total average rupee deposits were at a similar level of 39.3% in fiscal 2025 and 39.2% in fiscal 2026. From the last quarter of fiscal 2025 to last quarter of fiscal 2026, the Reserve Bank of India reduced the repo rate by a total of

125 basis points from 6.50% to 5.25%. This resulted in lower deposit costs in fiscal 2026 due to repricing of term deposits at lower rates and reduction of savings account interest rates.

- The cost of rupee borrowings decreased by 57 basis points from 7.25% in fiscal 2025 to 6.68% in fiscal 2026 primarily due to a decrease in the cost of rupee borrowings of ICICI Bank, ICICI Securities Primary Dealership Limited, ICICI Home Finance Company Limited and ICICI Securities Limited. The cost of rupee borrowings of ICICI Bank decreased primarily due to a decrease in the cost of interbank participatory certificate, Reserve Bank of India borrowings under the liquidity adjustment facility and the refinance and redemption of higher cost privately placed deep discount bonds. The cost of rupee borrowings of ICICI Securities Primary Dealership Limited decreased primarily due to a decrease in cost of Reserve Bank of India borrowings, repo borrowings, call, notice and term borrowings. The cost of rupee borrowings of ICICI Home Finance Company Limited decreased primarily due to maturity of higher cost borrowings and fresh borrowings at lower cost. The cost of rupee borrowings of ICICI Securities Limited decreased primarily due to a decrease in cost of commercial paper borrowings.

The total average rupee deposits of the Bank as a percentage of total average rupee funding increased from 91.4% in fiscal 2025 to 93.4% in fiscal 2026.

Net interest margin on the foreign currency portfolio decreased by 18 basis points from 2.33% in fiscal 2025 to 2.15% in fiscal 2026. Average interest-earning foreign currency assets increased by 14.0% from Rs. 1,586.0 billion in fiscal 2025 to Rs. 1,807.3 billion in fiscal 2026. Average interest-bearing foreign currency liabilities increased by 4.2% from Rs. 1,247.1 billion in fiscal 2025 to Rs. 1,300.1 billion in fiscal 2026. During fiscal 2026, the Bank continued to convert a part of its rupee liquidity into foreign currency and deploy the same in foreign currency placements/investments. This has resulted in average foreign currency assets being significantly higher than average foreign currency liabilities.

The yield on our foreign currency portfolio decreased by 81 basis points from 5.47% in fiscal 2025 to 4.66% in fiscal 2026, primarily due to the following:

- The yield on average foreign currency interest-earning assets of the Bank decreased by 92 basis points from 5.58% in fiscal 2025 to 4.66% in fiscal 2026, primarily due to a decrease in the yield on average advances and investments. The yield on advances decreased by 124 basis points from 6.18% in fiscal 2025 to 4.94% in fiscal 2026 primarily due to reduction in benchmark SOFR rate.
- The yield on average interest-earning assets of ICICI Bank UK PLC decreased primarily due to a decrease in yield on average advances and other interest earning assets, offset, in part, by an increase in yield of average investments.
- The yield on average interest-earning assets of ICICI Bank Canada decreased primarily due to a decrease in yield on average advances, investments and other interest earning assets.

The cost of funds for the foreign currency portfolio decreased by 52 basis points from 4.00% in fiscal 2025 to 3.48% in fiscal 2026, due to decrease in cost of foreign currency deposits and borrowings.

- The cost of funds of ICICI Bank Canada, ICICI Bank UK PLC and ICICI Bank decreased in fiscal 2026 as compared to fiscal 2025 primarily due to a decrease in cost of borrowings and deposits due to decreases in benchmark interest rates.

Our yield on advances, interest earned, net interest income and net interest margin are impacted by systemic liquidity conditions, movements in interest rates, the competitive environment, the level of additions to non-performing loans, regulatory developments, monetary policy and economic and geopolitical factors. These developments may have an adverse impact on the net interest margin. The timing and amount of recoveries and interest on income tax refund is uncertain.

### *(ii) Interest-Earning Assets*

The average volume of interest-earning assets increased by 9.2% from Rs. 22,053.2 billion in fiscal 2025 to Rs. 24,076.0 billion in fiscal 2026. The increase in average interest-earning assets was primarily due to an increase in average advances by Rs. 1,314.5 billion, average investments by Rs. 513.4 billion and increase in average other interest-earning assets by Rs. 195.0 billion.

The average volume of rupee interest-earning assets increased by 8.8% from Rs. 20,467.1 billion in fiscal 2025 to Rs. 22,268.7 billion in fiscal 2026 primarily due to an increase in average advances and investments. Average rupee advances increased by 10.8% from Rs. 12,747.8 billion in fiscal 2025 to Rs. 14,127.7 billion in fiscal 2026. Average rupee investments increased by 7.4% from Rs. 6,626.6 billion in fiscal 2025 to Rs. 7,117.7 billion in fiscal 2026, primarily due to an increase in investments in securities other than Government of India securities. Average other rupee interest-earning assets decreased by 6.4% from Rs. 1,092.7 billion in fiscal 2025 to Rs. 1,023.3 billion in fiscal 2026, primarily due to a decrease in balances with the Reserve Bank of India to maintain cash reserve ratio and Rural Infrastructure Development Fund deposits, offset, in part, by an increase in call money lent.

The average volume of foreign currency interest-earning assets increased by 14.0% from Rs. 1,586.0 billion in fiscal 2025 to Rs. 1,807.3 billion in fiscal 2026. Average foreign currency advances decreased by 6.5% from Rs. 1,011.7 billion in fiscal 2025 to Rs. 946.2 billion in fiscal 2026. Average other foreign currency interest-earning assets increased by 60.5% from Rs. 437.2 billion in fiscal 2025 to Rs. 701.7 billion in fiscal 2026, primarily due to an increase in balances with U.S. Federal Reserve. Average foreign currency investments increased by 16.3% from Rs. 137.1 billion in fiscal 2025 to Rs. 159.3 billion in fiscal 2026.

### *(iii) Interest-Bearing Liabilities*

Average interest-bearing liabilities increased by 7.5% from Rs. 17,287.4 billion in fiscal 2025 to Rs. 18,578.8 billion in fiscal 2026, primarily due to an increase in average deposits by Rs. 1,456.4 billion, offset, in part, by a decrease in average borrowings by Rs. 164.9 billion.

Average interest-bearing rupee liabilities increased by 7.7% from Rs. 16,040.2 billion in fiscal 2025 to Rs. 17,278.7 billion in fiscal 2026. Average rupee time deposits increased by 9.8% from Rs. 8,474.3 billion in fiscal 2025 to Rs. 9,302.9 billion in fiscal 2026. Average rupee current account and savings account deposits increased by 9.1% from Rs. 5,494.6 billion in fiscal 2025 to Rs. 5,995.4 billion in fiscal 2026. Average rupee borrowings decreased by 4.4% from Rs. 2,071.3 billion in fiscal 2025 to Rs. 1,980.4 billion in fiscal 2026. Average borrowings of ICICI Bank decreased primarily due to a decrease in interbank participatory certificates, privately placed bonds, bullion borrowings, term money borrowings and refinance borrowings.

Average interest-bearing foreign currency liabilities increased by 4.2% from Rs. 1,247.1 billion in fiscal 2025 to Rs. 1,300.1 billion in fiscal 2026 due to an increase in time deposits and current account deposits, offset, in part, by a decrease in borrowings. Average foreign currency borrowings decreased by 13.9% from Rs. 533.9 billion in fiscal 2025 to Rs. 459.9 billion in fiscal 2026, primarily due to a decrease in foreign currency borrowings of ICICI Bank. Average foreign currency deposits increased by 17.8% from Rs. 713.2 billion in fiscal 2025 to Rs. 840.2 billion in fiscal 2026. Average foreign currency deposits of ICICI Bank increased primarily due to an increase in foreign currency non-resident deposits. Average foreign currency deposits of ICICI Bank UK PLC increased primarily due to an increase in corporate deposits. Average foreign currency deposits of ICICI Bank Canada increased primarily due to foreign exchange translation effect. In Canadian dollar ("CAD") terms, deposits decreased primarily due to decrease in term deposits.

See also "- 3. - (3) - (e) Our banking and trading activities are particularly vulnerable to interest rate risk and movements 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".

**(c) Other Income**

The following table sets forth, for the periods indicated, the principal components of other income.

| | Year ended March 31, | | | |
|---|---|---|---|---|
| | 2025 | 2026 | 2026 | 2026/2025 % change |
| | (in millions, except percentages) | | | |
| Commission, exchange and brokerage | Rs. 277,662 | Rs. 293,302 | JPY 536,743 | 5.6% |
| Income from treasury-related activities (net) | 91,846 | 92,725 | 169,687 | 1.0 |
| -Profit/(loss) on exchange/derivatives transactions (net) | 39,505 | 53,072 | 97,122 | 34.3 |
| -Profit/(loss) on other treasury-related activities(1) | 52,341 | 39,653 | 72,565 | (24.2) |
| Profit/(loss) on sale of land, buildings and other assets (net) | 439 | 2,886 | 5,281 | - |
| Premium and other operating income from insurance business | 709,008 | 776,242 | 1,420,523 | 9.5 |
| Miscellaneous income | 5,107 | 6,473 | 11,846 | 26.7 |
| -Share of profit in associates | 1,507 | 2,629 | 4,811 | 74.4 |
| -Others | 3,600 | 3,844 | 7,035 | 6.8 |
| **Total other income (including share of profit in associates)** | **Rs. 1,084,062** | **Rs.1,171,628** | **JPY2,144,079** | **8.1%** |

(1) Includes profit/(loss) on the sale of investments and on revaluation of investments.

Other income primarily includes income pertaining to our insurance business, commission, exchange and brokerage income, profit/(loss) on treasury-related activities and other miscellaneous income.

Other income (including share of profit in associates) increased by 8.1% from Rs. 1,084.1 billion in fiscal 2025 to Rs. 1,171.6 billion in fiscal 2026, primarily due to an increase in net earned premium and other operating income relating to insurance business, an increase in commission, exchange and brokerage income and an increase in income from treasury related activities.

***(i) Commission, Exchange and Brokerage***

Commission, exchange and brokerage income primarily includes fees from our banking business as well as fee and brokerage income of our securities brokerage, asset management and private equity fund management subsidiaries. The fee income of our banking business includes fees from retail customers such as lending-linked fees and transaction banking fee such as credit card related fees, debit card related fees and service charges on retail deposit accounts, and commercial banking fees, such as lending linked fees, and transaction banking fees such as fees on cash management services, commission on bank guarantees, letters of credit and bills discounting.

Commission, exchange and brokerage income increased from Rs. 277.7 billion in fiscal 2025 to Rs. 293.3 billion in fiscal 2026, primarily due to an increase in transaction banking fees, lending-linked fees, and fund management fees. Transaction banking fees increased from Rs. 134.4 billion in fiscal 2025 to Rs. 137.9 billion in fiscal 2026 primarily due to an increase in fee income from debit cards. Lending-linked fees increased from Rs. 48.2 billion in fiscal 2025 to Rs. 55.3 billion in fiscal 2026. Fund management fees increased from Rs. 47.9 billion in fiscal 2025 to Rs. 59.0 billion in fiscal 2026. Securities brokerage income decreased from Rs. 20.7 billion in fiscal 2025 to Rs. 16.6 billion in fiscal 2026. Third party products distribution fees increased from Rs. 11.7 billion in fiscal 2025 to Rs. 11.9 billion in fiscal 2026.

***(ii) Income from Treasury-Related Activities (Net)***

Income from treasury-related activities includes income from the sale of investments and the revaluation of investments on account of changes in unrealized profit/(loss) in the fixed income, equity and preference share portfolio, units of venture capital and private equity funds, units of mutual funds and security receipts issued by asset reconstruction companies. Further, it also includes income from foreign exchange transactions, consisting of various foreign exchange and derivatives transactions with clients, including options and swaps.

Income from treasury-related activities increased from Rs. 91.8 billion in fiscal 2025 to Rs. 92.7 billion in fiscal 2026.

Income from our equity portfolio was at similar level of Rs. 27.3 billion in fiscal 2025 and Rs. 27.4 billion in fiscal 2026.

There was a gain of Rs. 8.4 billion in our government securities portfolio and other fixed income positions in fiscal 2026 primarily due to softening of yields on government securities and higher trading gains, as compared to a gain of Rs. 17.7 billion in fiscal 2025.

Income from foreign exchange transactions, including transactions with clients and margins on derivatives transactions with clients, increased from Rs. 39.5 billion in fiscal 2025 to Rs. 53.1 billion in fiscal 2026.

### *(iii) Premium and Other Operating Income from Our Insurance Business*

Premium and other operating income from our insurance business includes net premium income, fee and commission income, surrender charges and income on foreclosure of policies. Premium and other operating income relating to insurance business increased by 9.5% from Rs. 709.0 billion in fiscal 2025 to Rs. 776.2 billion in fiscal 2026 due to an increase in income from both our life insurance and general insurance business.

The net premium income of our life insurance subsidiary increased by 12.4% from Rs. 471.9 billion in fiscal 2025 to Rs. 530.4 billion in fiscal 2026. The premium income (gross of premium on reinsurance ceded) of ICICI Prudential Life Insurance Company Limited increased by 8.5% from Rs. 489.5 billion in fiscal 2025 to Rs. 531.3 billion in fiscal 2026 primarily due to an increase in group premiums and retail renewal premiums. Net group premiums increased by 16.4% from Rs. 134.1 billion in fiscal 2025 to Rs. 156.1 billion in fiscal 2026. The net retail renewals premium increased by 7.5% from Rs. 255.1 billion in fiscal 2025 to Rs. 274.3 billion in fiscal 2026. Premiums on reinsurance ceded increased by 5.8% from Rs. 16.9 billion in fiscal 2025 to Rs. 17.9 billion in fiscal 2026. Fee and other life insurance-related income of our life insurance subsidiary increased marginally by 1.5% from Rs. 26.6 billion in fiscal 2025 to Rs. 27.0 billion in fiscal 2026.

Income from our general insurance business increased by 12.4% from Rs. 210.5 billion in fiscal 2025 to Rs. 236.7 billion in fiscal 2026. Gross premium income of our general insurance subsidiary increased from Rs. 282.6 billion in fiscal 2025 to Rs. 306.2 billion in fiscal 2026 primarily due to an increase in health and motor line of business. Effective October 1, 2024, pursuant to the IRDAI Master Circular on General Insurance dated June 11, 2024, premium on long-term products is recognized proportionately over the policy period on a 1/n basis, rather than up-front for the full policy term. Premiums on reinsurance ceded decreased by 3.4% from Rs. 75.0 billion in fiscal 2025 to Rs. 72.4 billion in fiscal 2026.

### *(iv) Miscellaneous Income*

Miscellaneous income increased from Rs. 5.1 billion in fiscal 2025 to Rs. 6.5 billion in fiscal 2026, primarily due to increase in share of profit in associates.

## (d) Operating Expense

The following table sets forth, for the periods indicated, the principal components of operating expense.

| | Year ended March 31, | | | |
|---|---|---|---|---|
| | **2025** | **2026** | **2026** | **2026/2025 % change** |
| | (in millions, except percentages) | | | |
| Payments to and provisions for employees | Rs. 236,299 | Rs. 252,586 | JPY 462,232 | 6.9% |
| Depreciation on own property | 25,972 | 30,303 | 55,454 | 16.7 |
| Auditor's fees and expenses | 349 | 382 | 699 | 9.5 |
| Expenses pertaining to insurance business | 738,062 | 818,364 | 1,497,606 | 10.9 |
| Other operating expenses | 277,318 | 302,301 | 553,211 | 9.0 |
| **Total operating expenses** | **Rs.1,278,000** | **Rs.1,403,936** | **JPY 2,569,203** | **9.9%** |

Operating expenses primarily include expenses relating to our insurance business, payments to and provisions for employees and other operating expenses. Operating expenses increased by 9.9% from Rs. 1,278.0 billion in fiscal 2025 to Rs. 1,403.9 billion in fiscal 2026 primarily due to an increase in payments to and provisions for employees and expenses relating to our insurance business.

***(i) Payments to and Provisions for Employees***

Employee expenses increased by 6.9% from Rs. 236.3 billion in fiscal 2025 to Rs. 252.6 billion in fiscal 2026. Our employee base, including sales executives, employees on fixed-term contracts and interns, decreased from 182,665 at year-end fiscal 2025 to 174,666 at year-end fiscal 2026.

The new Labour Codes were notified by the government during November 2025, pursuant to which ICICI Group charged an amount of Rs. 2.1 billion to the profit and loss account based on certain estimates and assumptions. The supporting rules and certain key clarifications are awaited, and the interpretations and industry practices are still developing. The above impact estimates will be re-assessed and finalized based on the final rules, industry practices and any revisions to ICICI Group's staff emoluments from time to time.

The employee expenses of ICICI Bank increased by 8.7% from Rs. 165.4 billion in fiscal 2025 to Rs. 179.7 billion in fiscal 2026. Employee expenses increased primarily due to an increase in salary cost, provision for performance bonus, performance-linked retention pay, provision for retirement benefit obligations and fair value accounting of employee stock options. Salary cost increased primarily due to annual increments and promotions, offset, in part, by decrease in average staff strength. The average employee base of ICICI Bank, including sales executives, employees on fixed-term contracts and interns, decreased by 4.6% from 134,567 employees in fiscal 2025 to 128,311 employees in fiscal 2026. The provision for retirement benefit obligations increased primarily due to decrease in valuation of underlying assets, offset, in part, by increase in discount rate linked to G-Sec yields.

The employee expenses of ICICI Lombard General Insurance Company Limited increased by 13.8% from Rs. 15.2 billion in fiscal 2025 to Rs. 17.3 billion in fiscal 2026. The employee expenses of ICICI Home Finance Company Limited increased by 21.4% from Rs. 4.7 billion in fiscal 2025 to Rs. 5.8 billion in fiscal 2026.

***(ii) Depreciation***

Depreciation on owned properties increased by 16.7% from Rs. 26.0 billion in fiscal 2025 to Rs. 30.3 billion in fiscal 2026.

***(iii) Other Operating Expenses***

Other operating expenses primarily include rent, taxes and lighting, advertising and publicity, repairs and maintenance, direct marketing agency expenses, premiums paid on purchases of priority sector lending certificates and other expenditures. Other operating expenses for ICICI Group increased by 9.0% from Rs. 277.3 billion in fiscal 2025 to Rs. 302.3 billion in fiscal 2026.

Other operating expenses of the Bank increased by 13.0% from Rs. 237.0 billion in fiscal 2025 to Rs. 267.9 billion in fiscal 2026 primarily due to an increase in premiums paid towards Priority Sector Lending Certificates, repairs and maintenance, technology related expenses, direct marketing agency expenses, rents, taxes and lighting, insurance expenses, offset, in part, by a decrease in advertisement and publicity.

Other operating expenses of our asset management subsidiary increased from Rs. 7.8 billion in fiscal 2025 to Rs. 8.9 billion in fiscal 2026 primarily due to an increase in business volume linked alternative investment funds ("AIFs")/portfolio management services ("PMS") brokerage and other overheads.

Other operating expenses of our home finance subsidiary increased from Rs. 4.2 billion in fiscal 2025 to Rs. 4.7 billion in fiscal 2026 primarily due to an increase in customer acquisition expenses, professional and legal expenses, travelling and conveyance and other administrative expenses.

Other operating expenses of our life insurance subsidiary decreased from Rs. 20.2 billion in fiscal 2025 to Rs. 12.8 billion in fiscal 2026 primarily due to a decrease in advertisement expenses.

Other operating expenses of our securities subsidiary decreased from Rs. 8.8 billion in fiscal 2025 to Rs. 6.7 billion in fiscal 2026 primarily due to a decrease in partner payouts, marketing expenses and rental costs.

***(iv) Expenses Related to Our Insurance Business***

Expenses related to our insurance business include claims and benefit payouts, commission expenses and reserves for actuarial liability (including the investible portion of the premium on unit-linked policies of our life insurance business). Expenses relating to our insurance business were Rs. 738.1 billion in fiscal 2025 and Rs. 818.4 billion in fiscal 2026.

The expenses related to our life insurance subsidiary increased by 9.8% from Rs. 543.8 billion in fiscal 2025 to Rs. 597.1 billion in fiscal 2026 primarily due to an increase in claims paid from Rs. 91.4 billion in fiscal 2025 to Rs. 151.4 billion in fiscal 2026, commission paid from Rs. 48.6 billion in fiscal 2025 to Rs. 57.3 billion in fiscal 2026, offset, in part, by a decrease in provisions for policy holder liabilities (non-linked) from Rs. 171.7 billion in fiscal 2025 to Rs. 148.7 billion in fiscal 2026.

The reserves for the actuarial liability of the life insurance business for the investible portion of the premium on unit-linked policies increased by 2.6% from Rs. 233.9 billion in fiscal 2025 to Rs. 240.0 billion in fiscal 2026 in line with business number. The investible portion of the premium on linked policies of our life insurance business represents the amount of premium, including renewal premium received on linked policies of life insurance business invested, after deducting charges and the premium for risk coverage, in the underlying fund.

The expenses related to our general insurance subsidiary increased from Rs. 194.3 billion in fiscal 2025 to Rs. 221.3 billion in fiscal 2026 primarily due to an increase in commission expenses and claims and benefit payouts. Net commission expense increased from Rs. 38.4 billion in fiscal 2025 to Rs. 44.8 billion in fiscal 2026 primarily due to an increase in commission expense majorly on motor and health line of business. Claims/benefits paid increased by 13.2% from Rs. 139.9 billion in fiscal 2025 to Rs. 158.3 billion in fiscal 2026 due to an increase in net incurred claims in motor and health line of business. Loss ratio (net claim incurred/net premium earned) increased from 70.6% at year-end fiscal 2025 to 71.1% at year-end fiscal 2026 due to increase in claim for motor line of business.

See also "- II. - 3. - (b) - *(xii) Insurance*".

**(e) Provisions and Contingencies (Excluding Provisions for Tax)**

***(i) Provisions for Non-Performing Loans and Restructured Loans***

The Bank classifies its assets, including those in overseas branches, as performing and non-performing in accordance with the Reserve Bank of India guidelines. The Bank's home finance subsidiary classifies its loans and other credit facilities in accordance with the guidelines of the Reserve Bank of India. Under the Reserve Bank of India guidelines, non-performing assets are classified into sub-standard, doubtful and loss assets based on certain pre-defined criteria. Loans held at overseas branches that are identified as impaired as per host country regulations, but which are standard as per Reserve Bank of India guidelines, are identified as non-performing assets to the extent the loan amount is outstanding in the host country. Loans in the Bank's United Kingdom subsidiary are classified as impaired if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the loan(a loss event), and that loss event (or events) has an impact on the estimated future cash flows of the loans that can be reliably estimated. Loans in the Bank's Canadian subsidiary are considered credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that loan have occurred.

A loan is classified as restructuring where a concessionary modification such as changes in repayment period, principal amount, repayment installment or a reduction in rate of interest, has been made and the loan is downgraded to non-performing. The restructuring of loans in the event of a natural disaster, restructuring involving deferment of date of commencement of commercial operations for projects under implementation and restructuring for certain medium and small medium enterprises continue to be classified as standard restructured loans. Further, the Reserve Bank of India provides a prudential framework to implement a resolution plan in respect of eligible borrowers, while classifying such exposures as standard, subject to specified conditions.

The Bank has enhanced internal controls for the identification of non-performing assets, including the review of loan accounts for certain conditions primarily related to size, credit rating and number of days past due.

The Bank makes provisions on assets based on their classification as standard, sub-standard, doubtful or loss, as per internal provisioning norms, subject to minimum provisioning requirements of the Reserve Bank of India. Loss assets and the unsecured portion of doubtful assets are fully provided for or written-off as required by the Reserve Bank of India guidelines. For loans and advances of overseas branches, the Bank makes provisions as per internal provisioning norms or host country regulations, whichever is higher. The Bank holds specific provisions against non-performing loans and advances and against certain performing loans and advances in accordance with the Reserve Bank of India directions. The Bank's United Kingdom subsidiary maintains provision for loan losses at a level that management considers adequate to absorb identified credit related losses as well as losses that have occurred but are not yet identifiable. The Bank's Canadian subsidiary maintains provision for all financial assets using expected credit loss model. The expected credit loss for impaired financial assets is computed based on an individual assessment of expected cash flows from such assets.

In respect of non-retail loans reported as frauds to the Reserve Bank of India and classified in the doubtful category, the entire amount, without considering the value of any security, is provided for over a period not exceeding four quarters starting from the quarter in which fraud has been detected. In respect of non-retail loans where there has been a delay in reporting the fraud to the Reserve Bank of India or which are classified as loss accounts, the entire amount is provided for immediately. In the case of fraud in retail accounts, the entire amount is provided for immediately. We make provisions on restructured/rescheduled loans and advances in accordance with the applicable Reserve Bank of India guidelines on restructuring of loans and advances by banks.

In addition to the specific provision on non-performing assets, we maintain a general provision on standard loans and advances and restructured/rescheduled loans and advances at rates prescribed by the Reserve Bank of India. For standard loans and advances in overseas branches, we hold a general provision at the higher of host country regulatory requirements and the Reserve Bank of India requirements. The Bank also makes additional general provision on loans to specific borrowers in specific stressed sectors, exposures to step-down subsidiaries of Indian companies. Further, the Reserve Bank of India guidelines on 'Resolution Framework for COVID-19-related Stress' provide a prudential framework for resolution plan of certain loans. The Reserve Bank of India guidelines require banks to hold minimum 10% of provisions on these loans. The Bank makes general provisions on such loans at rates equal to or higher than requirements stipulated in the Reserve Bank of India guidelines.

The Bank, on a prudent basis, has made contingency provisions on certain loan portfolios. The Bank also makes additional contingency provisions on certain standard assets. The contingency provisions are included in 'Other Liabilities and Provisions'.

***(ii) Non-Performing Loans Strategy***

In respect of non-viable non-performing loans, where borrowers have lost financial viability, we adopt an approach aimed at out-of-court settlements, enforcing collateral, driving consolidation and seeking resolution under the Insolvency and Bankruptcy Code under specific circumstances, which, among other measures, includes recovery through the sale of a borrower's assets in a time-bound manner. Our focus is on time value of recovery and a pragmatic approach towards settlements. The collateral against our loan assets is the critical factor towards the success of our recovery efforts. In certain accounts where the value of collateral against our loan has been eroded, we undertake charge-offs against loan loss allowances held. However, we continue to pursue recovery efforts in these accounts, either jointly along with other lenders or individually through legal recourse and settlements. We are also adopting an online dispute resolution mechanism (entailing mediation, conciliation or arbitration or combination thereof administered by an independent institution) for speedy resolution of claims and disputes of certain retail assets and services as an alternative to approaching courts or tribunals. In addition, we focus on proactive management of accounts under supervision. Our strategy is aimed at early-stage solutions to incipient problems.

Our strategy for resolution of non-performing assets includes sales of financial assets to asset reconstruction companies in exchange for receipt of securities in the form of pass-through instruments issued by asset reconstruction companies, wherein payments to holders of the securities are based on the actual realized cash flows from the transferred assets. Under Indian GAAP, these instruments are valued at the net asset values as declared by the asset reconstruction companies and provisions are held as per internal norms, subject to minimum provisioning requirements of the Reserve Bank of India. Under U.S. GAAP, the assets we sell in exchange for security receipts are not accounted for as sales either because transfers do not qualify for sale accounting under FASB ASC Topic 860, 'Transfers and servicing', or transfers were impacted by FASB ASC Subtopic 810-10, 'Consolidation - overall', whereby, because the Bank is the 'primary beneficiary' of certain of these funds/trusts, it is required under U.S. GAAP to consolidate these entities. These assets are considered restructured assets under U.S. GAAP. See also "- II. - 3. - (f) - *Loan Loss Provisions and Non-Performing Assets*".

We monitor trends in the credit ratings of our borrowers to enable us to take proactive remedial measures. We review the industry outlook and analyze the impact of changes in the regulatory and fiscal environment. Our periodic review system helps us to monitor the health of accounts and to take prompt remedial measures. We may seek to recover loans through enforcement of our rights in collateral. However, recoveries may be subject to delays of up to several years, due to the long legal process in India. This leads to delay in enforcement and realization of collateral. We may also take as security a pledge of financial assets, including marketable securities, and obtain corporate guarantees and personal guarantees of sponsors wherever appropriate. In certain cases, the terms of financing include covenants relating to sponsors' shareholding in the borrower and restrictions on the sponsors' ability to sell all or part of their shareholding. Covenants involving equity shares have top-up mechanisms based on price triggers. We maintain the non-performing assets on our books for as long as the enforcement process is ongoing. Accordingly, a non-performing asset may continue for a long time in our portfolio until the settlement of a loan account or realization of collateral, which may be longer than that for U.S. banks under similar circumstances. See also "- II. - 3. - (d) - *(i) Collateral - Completion, Perfection and Enforcement*".

Secured loans to retail customers are secured by the assets financed (predominantly property and vehicles). We are entitled in terms of our security documents to repossess security comprising assets such as plants, equipment and vehicles without reference to the courts or tribunals unless a client makes a reference to such courts or tribunals to stay our actions. In respect of our retail loans, we adopt a standardized collection process designed to ensure prompt action for follow-up on overdue loans and recovery of defaulted amounts.

### *(iii) Non-Performing Loans*

The following table sets forth, for the periods indicated, the change in our gross (net of write-offs, interest suspense and derivatives income reversal) non-performing loan portfolio.[1]

| | At March 31, | | |
|---|---|---|---|
| **Particulars** | **2025** | **2026** | **2026** |
| | | **(in millions)** | |
| **A. Consumer loans and credit card receivables**[2] | | | |
| Non-performing loans at the beginning of the fiscal year | Rs. 119,232 | Rs. 131,554 | JPY 240,744 |
| Addition: New non-performing loans during the year | 176,661 | 156,532 | 286,454 |
| Less: Upgrade[3] | (45,869) | (40,610) | (74,316) |
| Recoveries (excluding recoveries made from upgraded accounts) | (44,182) | (47,426) | (86,790) |
| Write-offs | (74,288) | (78,048) | (142,828) |
| **Non-performing loans at the end of the fiscal year** | **Rs. 131,554** | **Rs. 122,002** | **JPY 223,264** |

| | | | |
|---|---|---|---|
| **B. Commercial[4]** | | | |
| Non-performing loans at the beginning of the fiscal year | Rs. 160,376 | Rs. 111,756 | JPY 204,513 |
| Addition: New non-performing loans during the year | 33,098 | 41,548 | 76,033 |
| Less: Upgrade[3] | (11,446) | (10,458) | (19,138) |
| Recoveries (excluding recoveries made from upgraded accounts) | (41,158) | (21,203) | (38,801) |
| Write-offs | (29,114) | (9,372) | (17,151) |
| **Non-performing loans at the end of the fiscal year** | **Rs. 111,756** | **Rs. 112,271** | **JPY 205,456** |
| **C. Leasing and related activities** | | | |
| Non-performing loans at the beginning of the fiscal year | Rs. - | Rs. - | JPY - |
| Addition: New non-performing loans during the year | - | - | - |
| Less: Upgrade[3] | - | - | - |
| Recoveries (excluding recoveries made from upgraded accounts) | - | - | - |
| Write-offs | - | - | - |
| **Non-performing loans at the end of the fiscal year** | **Rs. -** | **Rs. -** | **JPY -** |
| **D. Total non-performing loans (A+B+C)** | | | |
| Non-performing loans at the beginning of the fiscal year | Rs. 279,608 | Rs. 243,310 | JPY 445,257 |
| Addition: New non-performing loans during the year | 209,759 | 198,080 | 362,486 |
| Less: Upgrade[3] | (57,315) | (51,068) | (93,454) |
| Recoveries (excluding recoveries made from upgraded accounts) | (85,340) | (68,629) | (125,591) |
| Write-offs | (103,402) | (87,420) | (159,979) |
| **Non-performing loans at the end of the fiscal year[4]** | **Rs. 243,310** | **Rs. 234,273** | **JPY 428,720** |

(1) Includes loans identified as impaired in accordance with guidelines issued by regulators of the respective subsidiaries.

(2) Includes home loans, automobile loans, commercial business loans, two-wheeler loans, personal loans, credit card receivables, jewel loans, farm equipment loans and other rural loan products.

(3) Represents accounts that were previously classified as non-performing but have been upgraded to performing.

(4) Includes working capital finance.

Gross additions to non-performing consumer loans decreased from Rs. 176.7 billion in fiscal 2025 to Rs. 156.5 billion in fiscal 2026 primarily due to lower additions in unsecured loans (personal loan and credit card) and mortgage loans. In fiscal 2026, we upgraded non-performing consumer loans of Rs. 40.6 billion as compared to Rs. 45.9 billion in fiscal 2025. In fiscal 2026, we made recoveries against non-performing consumer loans of Rs. 47.4 billion (fiscal 2025: Rs. 44.1 billion) and wrote off non-performing loans amounting to Rs. 78.1 billion (fiscal 2025: Rs. 74.3 billion). Gross non-performing consumer loans decreased from Rs. 131.6 billion at year-end fiscal 2025 to Rs. 122.0 billion at year-end fiscal 2026.

The gross additions to non-performing commercial loans increased from Rs. 33.1 billion in fiscal 2025 to Rs. 41.6 billion in fiscal 2026 primarily due to higher additions in business banking portfolio. In fiscal 2026, we upgraded non-performing commercial loans amounting to Rs. 10.5 billion as compared to Rs. 11.4 billion in fiscal 2025 and made recoveries of non-performing commercial loans amounting to Rs. 21.2 billion in fiscal 2026 as compared to Rs. 41.2 billion in fiscal 2025. In fiscal 2026, commercial loans amounting to Rs. 9.3 billion were written-off, as compared to Rs. 29.1 billion in fiscal 2025, based on a borrower-specific evaluation of the probability of recovery and collectability of the loans.

Gross non-performing commercial loans increased from Rs. 111.7 billion at year-end fiscal 2025 to Rs. 112.3 billion at year-end fiscal 2026.

As a result of the above, our gross non-performing loans decreased by 3.7% from Rs. 243.3 billion at year-end fiscal 2025 to Rs. 234.3 billion at year-end fiscal 2026. Our net non-performing loans decreased by 1.0% from Rs. 61.6 billion at year-end fiscal 2025 to Rs. 61.0 billion at year-end fiscal 2026. The net non-performing loans ratio was 0.4% at year-end fiscal 2025 and fiscal 2026.

The total non-fund-based outstanding to borrowers classified as non-performing was Rs. 21.7 billion at March 31, 2026, as compared to Rs. 30.8 billion at March 31, 2025.

***(iv) Restructured Loans***

The following table sets forth, at the dates indicated, information regarding roll-forward and average balances of standard restructured loans.

| | At March 31, | | | |
|---|---|---|---|---|
| | **2025** | **2026** | **2026** | **2026/2025 % change** |
| | **(in millions, except percentages)** | | | |
| Opening balance (gross restructured loans) | Rs. 35,680 | Rs. 23,598 | JPY 43,184 | (33.9)% |
| Add: Loans restructured during the year | - | - | - | - |
| Add: Increase in loans outstanding in respect of previously restructured loans/borrowers | 516 | 1,968 | 3,601 | 281.4 |
| Less: Loans upgraded to standard category during the year | - | - | - | - |
| Less: Loans downgraded to non-performing category during the year | (1,964) | (896) | (1,640) | (54.4) |
| Less: Repayments/change in management/conversion to equity shares during the year | (10,634) | (6,397) | (11,707) | (39.8) |
| **Gross restructured loans** | **Rs. 23,598** | **Rs. 18,273** | **JPY 33,440** | **(22.6)%** |
| Provisions for restructured loans | (900) | (647) | (1,184) | (28.0) |
| **Net restructured loans** | **Rs. 22,698** | **Rs. 17,626** | **JPY 32,256** | **(22.3)%** |
| Average balance of net restructured loans(1) | Rs. 25,824 | Rs. 20,695 | JPY 37,872 | (19.9)% |
| Gross loans | Rs. 14,389,294 | Rs. 16,620,543 | JPY 30,415,594 | 15.5% |
| Net loans | Rs. 14,206,637 | Rs. 16,446,580 | JPY 30,097,241 | 15.8% |
| Gross restructured loans as a percentage of gross loans | 0.2% | 0.1% | | |
| Net restructured loans as a percentage of net loans | 0.2% | 0.1% | | |

(1) The average balance is the average of quarterly balances outstanding at the end of March of the previous year and June, September, December and March of the current year.

(2) In addition, the Bank holds general provision amounting to Rs. 4,765 million at year-end fiscal 2026 (year-end fiscal 2025: Rs. 5,989 million) on these restructured loans, subject to minimum provisioning requirement as per the guidelines issued by the Reserve Bank of India.

In fiscal 2026, restructured standard loans amounting to Rs. 1.0 billion were classified as non-performing due to failure of borrowers to perform as per restructured debt terms. The gross outstanding standard restructured loans decreased from Rs. 23.6 billion at year-end fiscal 2025 to Rs. 18.3 billion at year-end fiscal 2026, and the net outstanding restructured loans decreased from Rs. 22.7 billion at year-end fiscal 2025 to Rs. 17.6 billion at year-end fiscal 2026.

The Bank's outstanding non-fund-based facilities to borrowers whose loans were classified as restructured were Rs. 2.6 billion at year-end fiscal 2026.

The aggregate gross non-performing and standard restructured loans decreased by Rs. 14.4 billion, or 5.4%, from Rs. 266.9 billion at year-end fiscal 2025 to Rs. 252.5 billion at year-end fiscal 2026. The aggregate net non-performing and restructured loans decreased by Rs. 5.7 billion, or 6.7%, from Rs. 84.3 billion at year-end fiscal 2025 to Rs. 78.6 billion at year-end fiscal 2026.

### *(v) Provisions and Contingencies (Excluding Provision for Tax)*

The following table sets forth, for the periods indicated, the composition of provisions and contingencies, excluding provisions for tax.

| | Year ended March 31, | | | |
|---|---|---|---|---|
| | 2025 | 2026 | 2026 | 2026/2025 % change |
| | (in millions, except percentages) | | | |
| Provision for investments (net) | Rs. 8,001[(1)] | Rs. (6,060) | JPY (11,090) | N/M |
| Provision for non-performing and other assets | 41,272[(1)] | 62,768 | 114,865 | 52.1 |
| Provision for standard assets | 7,011 | 8,355 | 15,290 | 19.2 |
| Others | (7,226) | (8,675) | (15,875) | 20.1 |
| **Total provisions and contingencies (excluding provision for tax)** | **Rs. 49,058** | **Rs. 56,388** | **JPY 103,190** | **14.9%** |

(1) Includes movement of provision amounting to Rs. 16.0 billion on sale of loans to asset reconstruction company and receipts of security receipts.

* 'N/M' means 'Not meaningful'.

Provisions and contingencies (excluding provision for tax) increased by 14.9% from Rs. 49.1 billion in fiscal 2025 to Rs. 56.4 billion in fiscal 2026 primarily due to an increase in provision on non-performing and other assets, offset, in part, by a decrease in other provisions and contingencies.

Provision for non-performing and other assets increased from Rs. 41.3 billion in fiscal 2025 to Rs. 62.8 billion in fiscal 2026. During fiscal 2025, the Bank received security receipts on sale of fully provided loans to asset reconstruction company. The Bank continued with the provisions under 'Provision for investments' by transferring from 'Provisions from non-performing and other assets'. During fiscal 2026, following its annual supervisory review, the Reserve Bank of India directed the Bank to make a standard asset provision of Rs. 12.8 billion in respect of a portfolio of agricultural priority sector credit facilities wherein the terms of the facilities were found to be not fully compliant with the regulatory requirements for classification as agricultural priority sector lending. There is no change in asset classification or in the terms and conditions applicable to the borrowers or in the repayment behavior of borrowers as per these terms. This additional standard asset provision will continue until the loans are repaid or renewed in conformity with the priority sector lending classification guidelines. Excluding the above provision as directed by the Reserve Bank of India, and the movement of provision on sale of loans to asset reconstruction company during fiscal 2025, the provisions for non-performing and other assets in fiscal 2026 decreased as compared to fiscal 2025 primarily due to lower additions to gross non-performing retail and rural advances. During fiscal 2025, there were higher net additions to non-performing assets primarily in retail and rural loans.

Provision for investments was Rs. 8.0 billion in fiscal 2025 as compared to a write-back of Rs. 6.1 billion in fiscal 2026 primarily due to a write-back of provision in the Bank. During fiscal 2026, the Bank wrote-back provision of Rs. 5.0 billion on redemption of security receipts and Rs. 1.6 billion on debentures due to receipt of funds, units and conversion into equity shares. During fiscal 2025, ICICI Bank made a provision of Rs. 16.1 billion on security receipts received on conversion of loans, offset, in part, by a write-back of provisions amounting to Rs. 3.9 billion on its investment in alternate investment funds, Rs. 2.4 billion on redemption of security receipts and Rs. 0.4 billion on equity shares due to an increase in share price.

Provision for standard assets increased from Rs. 7.0 billion in fiscal 2025 to Rs. 8.4 billion in fiscal 2026 primarily due to an increase in provision for standard assets of the Bank. Provision for standard assets of the Bank increased from Rs. 5.8 billion in fiscal 2025 to Rs. 7.7 billion in fiscal 2026 primarily due to an increase in standard advances book.

Write-back of other provisions and contingencies increased from Rs. 7.2 billion in fiscal 2025 to Rs. 8.7 billion in fiscal 2026 primarily due to an increase in write-back of other provisions and contingencies in the Bank. Write-back of other provisions and contingencies of the Bank increased from Rs. 7.6 billion in fiscal 2025 to Rs. 9.4 billion in fiscal 2026. During fiscal 2026, the Bank primarily made a write-back of Rs. 2.8 billion due to sale of non-banking assets and a write-back of Rs. 3.4 billion held against non-fund outstanding on account of satisfactory performance of the borrower and provision for capital work in progress amounting to Rs. 0.9 billion was written-back due to change in policy. During fiscal 2025, the Bank made a write-back of provision of Rs. 3.2 billion on non-retail restructured non-performing assets upgraded to standard category, Rs. 0.9 billion due to assessment of provision held due to ongoing litigation in respect of past recovery amounts and Rs. 1.0 billion on a non-fund-based exposure due to upgrade of borrower account from stage 3 to stage 2 in overseas branches.

#### (f) Provision for Tax

The provision for income tax expense increased from Rs. 184.3 billion in fiscal 2025 to Rs. 193.8 billion in fiscal 2026 primarily due to an increase in profit before tax. The effective tax rate decreased marginally from 25.3% in fiscal 2025 to 25.1% in fiscal 2026.

### (2) Financial Position

#### (a) Assets

The following table sets forth at the dates indicated, the principal components of assets.

| | At March 31, | | | |
|---|---|---|---|---|
| | 2025 | 2026 | 2026 | 2026/2025 % change |
| | (in millions, except percentages) | | | |
| Cash and cash equivalents[1] | Rs. 2,140,235 | Rs. 2,649,807 | JPY 4,849,147 | 23.8% |
| Investments | 8,863,768 | 8,707,199 | 15,934,174 | (1.8) |
| Advances | 14,206,637 | 16,446,580 | 30,097,241 | 15.8 |
| Fixed assets | 158,124 | 174,203 | 318,791 | 10.2 |
| Other assets | 969,056 | 1,061,690 | 1,942,893 | 9.6 |
| Goodwill on consolidation | 84,594 | 105,501 | 193,067 | 24.7 |
| **Total assets** | **Rs. 26,422,414** | **Rs. 29,144,980** | **JPY 53,335,313** | **10.3%** |

(1) Includes cash and balances with the Reserve Bank of India, balances with banks and money at call and short notice.

Our total assets increased by 10.3% from Rs. 26,422.4 billion at year-end fiscal 2025 to Rs. 29,145.0 billion at year-end fiscal 2026 primarily due to an increase in net advances and cash and cash equivalents.

### *(i) Cash and Cash Equivalents*

Cash and cash equivalents increased by 23.8% from Rs. 2,140.2 billion at year-end fiscal 2025 to Rs. 2,649.8 billion at year-end fiscal 2026 primarily due to an increase in call and short money lending in India under reverse repo, balance with banks outside India, liquidity adjustment facility, standing deposit facility lending to the Reserve Bank of India, offset, in part, by a decrease in balances in current account with the Reserve Bank of India.

### *(ii) Investments*

Total investments decreased by 1.8% from Rs. 8,863.8 billion at year-end fiscal 2025 to Rs. 8,707.2 billion at year-end fiscal 2026.

Investments of the Bank decreased from Rs. 5,047.6 billion at year-end fiscal 2025 to Rs. 4,922.2 billion at year-end fiscal 2026 primarily due to a decrease in investments in Government of India securities.

Investments of ICICI Securities Primary Dealership Limited decreased from Rs. 346.4 billion in fiscal 2025 to Rs. 221.9 billion in fiscal 2026 primarily due to a decrease in position in government securities and treasury bills.

Investments of ICICI Lombard General Insurance Company Limited increased from Rs. 524.8 billion at year-end fiscal 2025 to Rs. 577.7 billion at year-end fiscal 2026, primarily due to accruals and growth in business volume.

Investments of ICICI Bank UK PLC increased from Rs. 57.3 billion at year-end fiscal 2025 to Rs. 83.5 billion at year-end fiscal 2026, primarily due to an increase in government securities and treasury bills.

Investments of ICICI Prudential Life Insurance Company Limited increased from Rs. 2,999.4 billion at year-end fiscal 2025 to Rs. 3,023.5 billion at year-end fiscal 2026. Investments held to cover linked liabilities decreased from Rs. 1,612.4 billion at year-end fiscal 2025 to Rs. 1,510.5 billion at year-end fiscal 2026, primarily due to net outflows and unrealized losses due to equity market performance during the year. Investments, other than investments held to cover linked liabilities, increased from Rs. 1,387.0 billion at year-end fiscal 2025 to Rs. 1,513.0 billion at year-end fiscal 2026 primarily due to net inflows into the fund.

Investments of ICICI Prudential Asset Management Company Limited increased from Rs. 32.9 billion at year-end fiscal 2025 to Rs. 38.6 billion at year-end fiscal 2026, primarily due to an increase in investments in the mutual fund units.

Our total investment in Government of India securities decreased by 4.5% from Rs. 5,345.8 billion at year-end fiscal 2025 to Rs. 5,105.0 billion at year-end fiscal 2026.

See also "- II. - 3. - (b) - *(viii) - Treasury*".

***(iii) Classification of Investments***

***Held-to-maturity***

The amortized cost of our held-to-maturity portfolio increased from Rs. 4,875.2 billion at year-end fiscal 2025 to Rs. 5,196.5 billion at year-end fiscal 2026, primarily due to an increase in investment in government securities and corporate debt securities. Net unrealized loss on the held-to-maturity portfolio was Rs. 16.5 billion at year-end fiscal 2026 as compared to a net unrealized gain of Rs. 121.8 billion at year-end fiscal 2025. Interest earned on the held-to-maturity debt portfolio increased from Rs. 326.5 billion in fiscal 2025 to Rs. 362.4 billion in fiscal 2026, primarily due to an increase in average portfolio.

***Available-for-sale***

The amortized cost of our available-for-sale portfolio decreased from Rs. 1,192.5 billion at year-end fiscal 2025 to Rs. 1,083.5 billion at year-end fiscal 2026. The investment in government securities decreased from Rs. 620.2 billion at year-end fiscal 2025 to Rs. 460.8 billion at year-end fiscal 2026. The investments in corporate debt securities increased from Rs. 114.8 billion at year-end fiscal 2025 to Rs. 161.8 billion at year-end fiscal 2026. Investments in other debt securities decreased from Rs. 254.1 billion at year-end fiscal 2025 to Rs. 226.7 billion at year-end fiscal 2026. Investments in equity shares increased from Rs. 190.1 billion at year-end fiscal 2025 to Rs. 217.1 billion at year-end fiscal 2026. At year-end fiscal 2026, equity shares classified as available-for-sale amounting to Rs. 104.2 billion were held by ICICI Prudential Life Insurance Company Limited, Rs. 99.1 billion were held by ICICI Lombard General Insurance Company Limited and Rs. 13.5 billion were held by the Bank. Other investments (primarily comprised of mutual fund units, security receipts, venture fund units and preference shares) increased from Rs. 13.3 billion at year-end fiscal 2025 to Rs. 17.1 billion at year-end fiscal 2026.

Net unrealized loss on debt investments was Rs. 1.6 billion at year-end fiscal 2026 as compared to a net unrealized gain of Rs. 8.1 billion at year-end fiscal 2025 primarily due to net unrealized loss on other debt securities. Net unrealized gain on equity securities decreased from Rs. 54.0 billion at year-end fiscal 2025 to Rs. 21.8 billion at year-end fiscal 2026.

Net unrealized loss on other investments was Rs. 0.4 billion at year-end fiscal 2026 as compared to a net unrealized gain of Rs. 0.4 billion at year-end fiscal 2025.

***Held-for-trading***

Investments in held-for-trading debt securities decreased from Rs. 1,054.4 billion at year-end fiscal 2025 to Rs. 819.7 billion at year-end fiscal 2026, primarily due to a decrease in investment in government securities, certificate of deposits, commercial paper and corporate bonds.

### *(iv) Advances*

Net advances increased by 15.8% from Rs. 14,206.6 billion at year-end fiscal 2025 to Rs. 16,446.6 billion at year-end fiscal 2026, primarily due to an increase in retail advances and business banking portfolio of ICICI Bank.

Net advances of the Bank increased by 15.8% from Rs. 13,417.7 billion at year-end fiscal 2025 to Rs. 15,538.9 billion at year-end fiscal 2026. Net retail advances of the Bank increased by 9.5% from Rs. 7,172.2 billion at year-end fiscal 2025 to Rs. 7,851.6 billion at year-end fiscal 2026. Net business banking advances of the Bank increased by 24.4% from Rs. 2,633.7 billion at year-end fiscal 2025 to Rs. 3,276.7 billion at year-end fiscal 2026. Net advances of the Bank's overseas branches increased by 37.4% from Rs. 307.9 billion at year-end fiscal 2025 to Rs. 423.0 billion at year-end fiscal 2026. See also "- II. - 3. - (d) Loan Portfolio".

Net advances of ICICI Bank UK PLC increased by 43.2% from Rs. 98.5 billion at year-end fiscal 2025 to Rs. 141.0 billion at year-end fiscal 2026 primarily due to an increase in loan to Indian corporates/subsidiaries and joint ventures and loan against property.

Net advances of ICICI Home Finance Company Limited increased by 14.0% from Rs. 275.9 billion at year-end fiscal 2025 to Rs. 314.6 billion at year-end fiscal 2026 primarily due to new disbursements, offset, in part, by sell-down of retail mortgage loans.

Net advances of ICICI Bank Canada increased by 6.8% from Rs. 266.9 billion at year-end fiscal 2025 to Rs. 285.0 billion at year-end fiscal 2026 primarily due to foreign exchange translation effect. In CAD terms, loans and advances decreased from CAD 4.47 billion at year-end fiscal 2025 to CAD 4.18 billion at year-end fiscal 2026 primarily due to decrease in insured and conventional mortgages.

### *(v) Fixed and Other Assets*

Fixed assets include premises, furniture and fixtures, assets given on lease and other fixed assets. Fixed assets increased by 10.2% from Rs. 158.1 billion at year-end fiscal 2025 to Rs. 174.2 billion at year-end fiscal 2026.

Other assets increased from Rs. 969.1 billion at year-end fiscal 2025 to Rs. 1,061.7 billion at year-end fiscal 2026, primarily due to an increase in mark-to-market on foreign exchange and derivative transactions, and other advances and deposits, offset, in part, by a decrease in Rural Infrastructure Development Fund deposits. The Bank is an active participant in the interest and foreign exchange derivatives market. The positive mark-to-market on such transactions are accounted in 'Other Assets' and the negative mark-to-market are accounted in 'Other Liabilities'. Other assets of our general insurance business were Rs. 147.0 billion at year-end fiscal 2025 and Rs. 154.7 billion at year-end fiscal 2026. Other assets of our asset management business were Rs. 11.6 billion at year-end fiscal 2025 and Rs. 19.0 billion at year-end fiscal 2026.

### *(vi) Goodwill on Consolidation*

Goodwill on consolidation increased from Rs. 84.6 billion at year-end fiscal 2025 to Rs. 105.5 billion at year-end fiscal 2026. During fiscal 2026, the Bank acquired an additional

2% stake in ICICI Prudential Asset Management Company Limited and increased its holdings to 53% and accordingly the Goodwill on consolidation of Rs. 20.6 billion was recognized, as difference between the consideration paid by the Bank and the carrying value of minority interest. Also, the Bank acquired an additional 49% stake in ICICI Pension from ICICI Life making it wholly owned subsidiary of the Bank and accordingly, goodwill of Rs. 0.6 billion was recognized.

**(b) Liabilities and Stockholders' Equity**

The following table sets forth at the dates indicated, the principal components of liabilities and stockholders' equity.

| | At March 31, | | | |
|---|---|---|---|---|
| | 2025 | 2026 | 2026 | 2026/2025 % change |
| | (in millions, except percentages) | | | |
| Deposits | Rs. 16,416,374 | Rs. 18,300,201 | JPY 33,489,368 | 11.5% |
| Borrowings[1] | 2,188,834 | 2,202,643 | 4,030,837 | 0.6 |
| Other liabilities[2] | 4,529,780 | 4,846,422 | 8,868,952 | 7.0 |
| **Total liabilities** | **23,134,988** | **25,349,266** | **46,389,157** | **9.6** |
| Minority interest | 148,367 | 165,110 | 302,151 | 11.3 |
| Capital | 14,246 | 14,322 | 26,209 | 0.5 |
| Reserves and surplus[3] | 3,124,813 | 3,616,282 | 6,617,796 | 15.7 |
| **Total liabilities and stockholders' equity** | **Rs.26,422,414** | **Rs. 29,144,980** | **JPY 53,335,313** | **10.3%** |

(1) Includes subordinated debt.

(2) Includes policy-holders funds.

(3) Includes employees' stock options/units outstanding.

Our total liabilities (including capital, reserves and surplus and minority interest) increased by 10.3% from Rs. 26,422.4 billion at year-end fiscal 2025 to Rs. 29,145.0 billion at year-end fiscal 2026, primarily due to an increase in deposits and net worth.

***(i) Deposits***

Deposits increased by 11.5% from Rs. 16,416.4 billion at year-end fiscal 2025 to Rs. 18,300.2 billion at year-end fiscal 2026.

Deposits of the Bank increased by 11.4% from Rs. 16,103.5 billion at year-end fiscal 2025 to Rs. 17,946.3 billion at year-end fiscal 2026. Term deposits increased by 12.2% from Rs. 9,366.2 billion at year-end fiscal 2025 to Rs. 10,510.4 billion at year-end fiscal 2026. Savings account deposits increased by 7.9% from Rs. 4,407.7 billion at year-end fiscal 2025 to Rs. 4,756.1 billion at year-end fiscal 2026 and current account deposits increased by 15.0% from Rs. 2,329.6 billion at year-end fiscal 2025 to Rs. 2,679.8 billion at year-end fiscal 2026. The current and savings account deposits increased by 10.4% from Rs. 6,737.3 billion at year-end fiscal 2025 to Rs. 7,435.9 billion at year-end fiscal 2026. Deposits of overseas branches increased from Rs. 185.7 billion at year-end fiscal 2025 to Rs. 278.6 billion at year-end fiscal 2026. The total deposits of the Bank at year-end fiscal 2026 comprised 93.5% of its funding (i.e., deposits and borrowings) as compared to 92.9% at year-end fiscal 2025. See also "- II. - 1. - Funding".

Deposits of ICICI Bank UK PLC increased from Rs. 161.3 billion at year-end fiscal 2025 to Rs. 213.2 billion at year-end fiscal 2026 primarily due to an increase in corporate deposits.

Deposits of ICICI Bank Canada increased from Rs. 175.5 billion at year-end fiscal 2025 to Rs. 180.9 billion at year-end fiscal 2026 primarily due to foreign exchange translation effect. In CAD terms, deposits decreased from CAD 2.94 billion at year-end fiscal 2025 to CAD 2.65 billion at year-end fiscal 2026 primarily due to decrease in term deposits.

Average term account deposits increased by 10.2% from Rs. 8,990.9 billion in fiscal 2025 to Rs. 9,903.5 billion in fiscal 2026. Average savings account deposits increased by 7.7% from Rs. 3,984.3 billion in fiscal 2025 to Rs. 4,289.6 billion in fiscal 2026. Average current account deposits increased by 14.0% from Rs. 1,706.9 billion in fiscal 2025 to Rs. 1,945.4 billion in fiscal 2026. Average current account and savings account deposits increased by 9.6% from Rs. 5,691.2 billion in fiscal 2025 to Rs. 6,235.0 billion in fiscal 2026. The average current account and savings account ratio was at 38.6% at year-end fiscal 2026 as compared to 38.8% at year-end fiscal 2025. Average current account and savings account deposits were 33.6% of the funding (i.e., deposits and borrowings) for fiscal 2026 as compared to 33.0% for fiscal 2025.

***(ii) Borrowings***

Borrowings increased by 0.6% from Rs. 2,188.8 billion at year-end fiscal 2025 to Rs. 2,202.6 billion at year-end fiscal 2026.

Borrowings of ICICI Securities Limited increased from Rs. 208.3 billion at year-end fiscal 2025 to Rs. 250.2 billion at year-end fiscal 2026 primarily due to an increase in short-term borrowings in form of commercial papers for placement of fixed deposits with exchanges as margin and to support growth in margin trading facility book.

Borrowings of ICICI Home Finance Company increased from Rs. 244.2 billion at year-end fiscal 2025 to Rs. 269.5 billion at year-end fiscal 2026 primarily due to an increase in bond borrowing, term loans from banks and financial institutions and fixed deposits, offset, in part, by decrease in commercial papers.

Borrowings of the Bank increased from Rs. 1,235.4 billion at year-end fiscal 2025 to Rs. 1,249.9 billion at year-end fiscal 2026. Net borrowings of overseas branches increased from Rs. 244.2 billion at year-end fiscal 2025 to Rs. 270.9 billion at year-end fiscal 2026.

Borrowings of ICICI Bank UK PLC increased from Rs. 9.4 billion at year-end fiscal 2025 to Rs. 22.8 billion at year-end fiscal 2026 primarily due to an increase in repo borrowings.

Borrowings of ICICI Bank Canada increased from Rs. 103.1 billion at year-end fiscal 2025 to Rs. 115.4 billion at year-end fiscal 2026 primarily due to foreign exchange translation effect. In CAD terms, borrowings decreased from CAD 1.73 billion at year-end fiscal 2025 to CAD 1.69 billion at year-end fiscal 2026 primarily due to securitized and treasury borrowings.

Borrowings of ICICI Securities Primary Dealership Limited decreased from Rs. 367.2 billion at year-end fiscal 2025 to Rs. 277.2 billion at year-end fiscal 2026 primarily due to a decrease in Reserve Bank of India borrowings, repo borrowings and call, notice and term borrowings, offset, in part, by increase in tri-party repo borrowings.

### *(iii) Other Liabilities*

Other liabilities primarily consist of sundry creditors, bills payable and liabilities on insurance policies in force pertaining to our insurance subsidiary. Other liabilities increased by 7.0% from Rs. 4,529.8 billion at year-end fiscal 2025 to Rs. 4,846.4 billion at year-end fiscal 2026. Liabilities on policies in force of our life insurance business increased by 0.7% from Rs. 2,943.1 billion at year-end fiscal 2025 to Rs. 2,965.0 billion at year-end fiscal 2026. Other liabilities of the Bank increased by 25.2% from Rs. 922.8 billion at year-end fiscal 2025 to Rs. 1,155.4 billion at year-end fiscal 2026, primarily due to an increase in mark to market on foreign exchange and derivative transactions and miscellaneous liabilities.

Other liabilities of our general insurance business increased by 10.2% from Rs. 537.4 billion at year-end fiscal 2025 to Rs. 595.6 billion at year-end fiscal 2026 primarily due to increase in gross claim outstanding, premium received in advance and balances due to other insurance companies.

### *(iv) Capital and Reserves and Surplus*

Capital and reserves and surplus increased from Rs. 3,139.1 billion at year-end fiscal 2025 to Rs. 3,630.6 billion at year-end fiscal 2026 primarily due to the annual accretion to reserves and surplus out of profit, offset, in part, by payment of dividend.

## (3) Consolidated Cash Flow Statement

Please refer to "- VI. -1. - Consolidated cash flow statements".

Cash and cash equivalents increased by 23.8% from Rs. 2,140.2 billion at year-end fiscal 2025 to Rs. 2,649.8 billion at year-end fiscal 2026.

The net cash inflow from operating activities decreased from Rs. 1,228.1 billion in fiscal 2025 to Rs. 673.3 billion in fiscal 2026 primarily due to an increase in advances and increase in other assets, offset in part by, increase in other liabilities and provisions in fiscal 2026 as compared to fiscal 2025.

The net cash outflow from investing activities decreased from Rs. 772.9 billion in fiscal 2025 to Rs. 130.1 billion in fiscal 2026 primarily due to a lower net purchase of held-to-maturity securities in fiscal 2026 as compared to fiscal 2025.

There was a net cash outflow from financing activities of Rs. 46.6 billion in fiscal 2026 as compared to a net cash inflow of Rs. 55.9 billion in fiscal 2025, primarily due to a higher repayment of long-term borrowings and lower net proceeds from short-term borrowings, offset in part by, higher proceeds from long-term borrowings in fiscal 2026.

For a discussion of our results in fiscal 2025 compared to fiscal 2024 and certain comparative numbers in fiscal 2025, please refer to "PART I. - III. - 4. Management's Analysis of Financial Position, Operating Results and Statement of Cash Flows" contained in our Annual Securities Report for fiscal 2025 filed with the Kanto Regional Finance Bureau of the Ministry of Finance of Japan on September 29, 2025.

## (4) Off Balance Sheet Arrangements

### (a) Foreign Exchange and Derivatives Contracts

We enter into foreign exchange forwards, options, swaps and other derivatives products to enable customers to manage their foreign exchange and interest rate risks and to manage our own foreign exchange and interest rate positions. These instruments are used to manage foreign exchange and interest rate risk relating to specific groups of on-balance sheet assets and liabilities. For additional details, see also note 13 to our "-VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 18B - Additional Notes" included herein.

### (b) Guarantees

We have issued guarantees to support business requirements of certain of our clients. Guarantees represent irrevocable assurances that the Bank will pay in the event a customer fails to fulfil its financial or performance obligations. The guarantees are generally for a period not exceeding 10 years. We enter into guarantee arrangements after conducting appropriate due diligence on our clients. We generally review these facilities on an annual basis. If a client's risk profile deteriorates to an unacceptable level, we may choose not to renew the guarantee upon expiry or may require additional security sufficient to protect our exposure.

Upon default by a client under the terms of the guarantee, the beneficiary may exercise its rights under the guarantees, and we are obligated to honor payments to the beneficiaries. Banks and financial institutions are beneficiaries for some of our financial guarantees, so as to enable clients to receive financial assistance from these banks and financial institutions. If our clients default on such loans, the banks and financial institutions may exercise their rights under the guarantee and we would be obligated to honor payments to them.

For additional details, see also note 22(o) to our "-VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 18B - Additional Notes" included herein.

## (5) Commitments

### (a) Securitization

ICICI Group primarily securitizes retail loans through securitization transactions involving special purpose entities, usually constituted as trusts. After securitization of the loans, we continue to act as the servicing agent, maintain customer account relationships and service these set of loans transferred to the securitization trusts.

ICICI Group acts in different capacities and under different contracts for a consideration including as originator, liquidity facility provider, servicing agent credit enhancement provider, underwriter, and senior contributor. ICICI Group has provided credit enhancements (first loss and second loss enhancement) on securitized pools originated by the Bank and guarantees (second loss enhancement) provided to the pools originated by a third party.

The total outstanding first loss credit enhancements at year-end fiscal 2026 were Rs. 0.5 billion and second loss credit enhancements were Rs. 0.7 billion for securitized pools originated by the Bank. With respect to the second loss guarantees provided to the third party originated pools, the outstanding at year-end fiscal 2026 was Rs. 1.2 billion.

**(b) Loan Commitments**

We have outstanding undrawn commitments to provide loans and financing to customers. The commitments have fixed expiration dates and are generally contingent upon the borrower's ability to continue to meet specified credit standards. For additional details, see also note 11 to our "-VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 18B - Additional Notes" included herein.

**(c) Capital Commitments**

We are obligated under several capital contracts. Capital contracts are job orders of a capital nature, which have been committed. For additional details, see also note 12 to our "-VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 18B - Additional Notes" included herein.

**(d) Long-Term Debt Obligations**

Long-term debt represents debt with an original contractual maturity greater than one year. Maturity distribution is based on contractual residual maturity, or the date at which the debt is callable at the option of the holder, whichever is earlier.

For additional details, see also note 3 to our "-VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 18B - Additional Notes" included herein.

**(e) Time Deposits**

Time deposits represent deposits with fixed maturity terms. Most of the time deposits can be withdrawn by the depositors any time before maturity, subject to certain prepayment charges.

For additional details, see also note 2 to our "-VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 18B - Additional Notes" included herein.

**(f) Life Insurance Obligations**

Life insurance obligations primarily include liabilities for life insurance policies, including both unit-linked and non-linked policies.

A unit-linked life insurance policy is a policy in which the cash value of the policy varies according to the net asset value of units (i.e., shares) in investment assets chosen by the policyholder. The unit liability is equal to the net asset value of the units in each policy as of the valuation date. The non-unit liability for linked insurance policies and the liability for non-linked life insurance policies is calculated using the gross premium method using assumptions for interest, mortality, expense and inflation. For participating policies, the assumptions are also made for future bonuses, together with allowances for taxation and allocation of profits to shareholders. These assumptions are determined as prudent estimates at the date of valuation with allowances for adverse deviations.

Total life insurance obligations at year-end fiscal 2026 was Rs. 8,806.28 billion.

**(g) Gratuity Obligations**

We provide gratuity, which is a defined benefit retirement plan covering all employees who retire or resign after a minimum prescribed period of continuous service. The plan provides a lump sum payment to eligible employees at retirement or termination of employment based on the respective employee's salary and years of employment with us.

For additional details, see also note 22(j) to our "-VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 18B - Additional Notes" included herein.

**(h) Pension Obligations**

The Bank provides pensions - deferred retirement plans - covering certain employees of the former Bank of Madura, Sangli Bank and Bank of Rajasthan. The plans provide for monthly pension payments to these employees when they retire and are based on the respective employees' years of service with the Bank, the applicable salary and a cost-of-living adjustment.

For additional details, see also note 22(j) to our "-VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 18B - Additional Notes" included herein.

**(i) Operating and Finance Lease Obligations**

We have commitments under long-term operating leases and finance leases principally for premises and office equipment.

For additional details, see also note 22(k) to our "-VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 18B - Additional Notes" included herein.

## (6) Capital Resources

We actively manage our capital to meet regulatory norms and current and future business needs, considering the risks in our businesses, expectations of rating agencies, shareholders and investors, and the available options of raising capital. Our capital management framework is administered by the Finance Group and the Risk Management Group under the supervision of the Board and the Risk Committee. The capital adequacy position and assessment is reported to the Board and the Risk Committee periodically.

**(a) Regulatory Capital**

The Bank is subject to the Basel III capital adequacy guidelines of the Reserve Bank of India, which are the Prudential Norms on Capital Adequacy.

The Basel III rules on capital consist of measures on improving the quality, consistency and transparency of capital, enhancing risk coverage, introducing a supplementary leverage ratio, reducing pro-cyclicality and promoting counter-cyclical buffers and addressing systemic risk and inter-connectedness.

At year-end fiscal 2026, ICICI Bank was required to maintain a minimum Common Equity Tier 1 capital ratio of 8.20%, minimum Tier 1 capital ratio of 9.70% and minimum total capital ratio of 11.70%. The minimum total capital requirement includes a capital conservation buffer of 2.50% and a capital surcharge of 0.20% on account of the Bank being designated as a domestic systemically important bank. Under Pillar 1 of the Reserve Bank of India guidelines on Basel III, the Bank follows the standardized approach for measurement of credit risk, the standardized duration method for measurement of market risk and the basic indicator approach for measurement of operational risk.

The Bank raised Rs. 10.0 billion on June 27, 2025 and Rs. 39.5 billion on November 28, 2025, under unsecured, subordinated, listed, non-convertible, Tier 2, Basel III compliant bonds.

### *(i) Unconsolidated Capital Adequacy Position*

The following table sets forth, at the dates indicated, regulatory capital, risk-weighted assets and risk-based capital ratios computed in accordance with the Reserve Bank of India's Basel III guidelines and based on the Bank's unconsolidated financial statements prepared in accordance with Indian GAAP.

| | As per the Reserve Bank of India's Basel III guidelines | | |
|---|---|---|---|
| | At year-end fiscal | | |
| | 2025(1) | 2026(1) | 2026(1) |
| | (in millions, except percentages) | | |
| Tier 1 capital | Rs. 2,567,375 | Rs. 2,978,178 | JPY 5,450,066 |
| *Of which: Common equity Tier 1 capital* | *2,567,375* | *2,978,178* | *5,450,066* |
| Tier 2 capital | 99,246 | 152,155 | 278,444 |
| **Total capital** | **Rs. 2,666,621** | **Rs. 3,130,333** | **JPY 5,728,509** |
| Credit risk: risk-weighted assets | Rs. 13,986,923 | Rs. 15,968,834 | JPY 29,222,966 |
| Market risk: risk-weighted assets | 592,584 | 445,248 | 814,804 |
| Operational risk: risk-weighted assets | 1,531,537 | 1,803,169 | 3,299,799 |
| **Total risk-weighted assets** | **Rs. 16,111,044** | **Rs. 18,217,251** | **JPY 33,337,569** |
| Common equity Tier 1 risk-based capital ratio | 16.0% | 16.4% | |
| Tier 1 risk-based capital ratio | 16.0% | 16.4% | |
| Tier 2 risk-based capital ratio | 0.6% | 0.8% | |
| **Total risk-based capital ratio** | **16.6%** | **17.2%** | |

(1) Post appropriation of proposed dividend.

In fiscal 2026, capital funds (net of deductions) increased by Rs. 463.7 billion from Rs. 2,666.6 billion at year-end fiscal 2025 to Rs. 3,130.3 billion at year-end fiscal 2026, primarily due to an increase in retained earnings (net of proposed dividend).

Risk-weighted assets relating to credit risk increased by Rs. 1,981.9 billion from Rs. 13,986.9 billion at year-end fiscal 2025 to Rs. 15,968.8 billion at year-end fiscal 2026, primarily due to an increase in on-balance sheet assets and off-balance sheet exposures.

Risk-weighted assets relating to market risk decreased by Rs. 147.3 billion from Rs. 592.6 billion at year-end fiscal 2025 to Rs. 445.3 billion at year-end fiscal 2026, primarily on account of decrease in investments in Government Securities, Certificate of Deposits (CDs) and Commercial Papers (CPs), offset, in part, by increase in Net Overnight Open Position (NOOP) limits during fiscal 2026.

Risk-weighted assets relating to operational risk increased by Rs. 271.6 billion from Rs. 1,531.5 billion at March 31, 2025 to Rs. 1,803.2 billion at March 31, 2026. The operational risk capital charge is computed based on 15% of the average of the previous three financial years' gross income and is revised on an annual basis and the risk-weighted assets are arrived at by multiplying the capital charge by 12.5.

### *(ii) Consolidated Capital Adequacy Position*

Consolidation for regulatory capital calculations is based on the consolidated financial statements of the Bank and its subsidiaries, in line with the standards on consolidated prudential reporting issued by the Reserve Bank of India. The entities considered for consolidation for regulatory capital calculations include subsidiaries, associates and joint ventures of the Bank, which carry on activities of a banking or of a financial nature as stated in the reporting guidelines prescribed by the Reserve Bank of India. Entities engaged in the insurance business and businesses not pertaining to financial services are excluded from consolidation for capital adequacy calculation. Under the Basel III guidelines of the Reserve Bank of India, equity and other regulatory capital investments in the unconsolidated insurance and non-financial subsidiaries are deducted from consolidated regulatory capital of ICICI group.

At year-end fiscal 2026, our total risk-based capital ratios at the consolidated level as per Basel III guidelines of the Reserve Bank of India were common equity Tier 1 risk-based capital ratio of 16.3%, Tier 1 risk-based capital ratio of 16.3% and total risk-based capital ratio of 17.1% against the current requirement of minimum common equity Tier 1 capital ratio of 8.20%, a minimum Tier 1 capital ratio of 9.70% and a minimum total capital ratio of 11.70% respectively.

### (b) Internal Assessment of Capital

Our capital management framework includes a comprehensive internal capital adequacy assessment process conducted annually which determines the adequate level of capitalization required to meet regulatory norms and current and future business needs. The Bank also performs adequate stress testing, as determined by several stress scenarios. The internal capital adequacy assessment process is undertaken at both the standalone bank level and the consolidated group level. The internal capital adequacy assessment process encompasses capital planning for a four-year time horizon, assessment of material risks and the relationship between risk and capital.

The capital management framework is complemented by our risk management framework, which covers the policies, processes, methodologies and frameworks established for the management of material risks. Stress testing, which is a key aspect of the internal capital adequacy assessment process and the risk management framework, provides an insight into the impact of extreme but plausible scenarios on the risk profile and capital position. Based on our Board-approved stress testing framework, we conduct stress tests on our various portfolios and assess the impact on our capital ratios and the adequacy of our capital buffers for current and future periods. We periodically assess and refine our stress testing framework in an effort to ensure that the stress scenarios capture material risks as well as reflect possible extreme market moves that could arise as a result of market conditions and the operating environment. The business and capital plans and the stress testing results of ICICI Group are integrated into the internal capital adequacy assessment process.

Based on the internal capital adequacy assessment process, we determine the level of capital that needs to be maintained by considering the following factors in an integrated manner:

- strategic focus, business plan and growth objectives;
- regulatory capital requirements as per the Reserve Bank of India guidelines;

- assessment of material risks and impact of stress testing;
- perception of shareholders and investors;
- future strategy with regard to investments or divestments in subsidiaries; and
- evaluation of options to raise capital from domestic and overseas markets, as permitted by the Reserve Bank of India from time to time.

We continue to monitor relevant developments and believe that our current robust capital adequacy position and demonstrated track record of access to domestic and overseas markets for capital raising will enable us to maintain the necessary levels of capital as required by regulations while continuing to grow our business.

## (7) Liquidity Risk

Liquidity risk is the current and prospective risk arising out of an inability to meet financial commitments as they fall due, through available cash flows or through the sale of assets at fair market value. It includes both the risk of unexpected increases in the cost of funding an asset portfolio at appropriate maturities and the risk of being unable to liquidate a position in a timely manner at a reasonable price. We actively monitor our liquidity position and attempt to maintain adequate liquidity at all times. Most of our incremental funding requirements are met through short-term funding sources, primarily in the form of deposits including interbank deposits. However, a large portion of our assets, primarily the corporate and home loan portfolio, have medium or long-term maturities, creating a potential for funding mismatches.

The Bank promotes a continuous information flow and an active dialogue between the funding and borrowing divisions of the Bank to enable optimal liquidity management. A separate group is responsible for liquidity management. ICICI Bank is required to submit gap reports in rupee and other major currencies for domestic operations on a fortnightly basis to the Reserve Bank of India. The Bank prepares a daily maturity gap analysis for the overseas operations and rupee book for the domestic operations. Our static gap analysis is also supplemented by a short-term dynamic cash-flow analysis, in order to provide the liability raising units with a fair estimate of our funding requirements in the near-term. In addition, the Bank monitors its LCR on a daily basis and certain other liquidity ratios on a fortnightly basis. ICICI Bank has a liquidity contingency plan in place, through which the Bank monitors key indicators that could signal potential liquidity challenges, to enable us to take necessary measures to ensure sufficient liquidity.

### Sources of Funding and Liquidity

The Bank maintains diverse sources of liquidity to facilitate flexibility in meeting funding requirements. Incremental operations in India are principally funded by accepting deposits from retail and corporate depositors. These deposits are augmented by issuance of certificate of deposits, borrowings in the short-term interbank market, through refinance agencies and through the issuance of bonds. The Bank also has recourse to the liquidity adjustment facility and marginal standing facility, which are short-term funding arrangements provided by the Reserve Bank of India. The Bank generally maintains a substantial portfolio of high-quality liquid securities that may be sold on an immediate basis to meet our liquidity needs. ICICI Bank also has the option of managing liquidity by borrowing in the interbank market on a short-term basis. The overnight market, which is a significant part of the interbank market, is susceptible to volatile interest rates. These interest rates on certain occasions have reached highs of 100.0% and above. To curtail reliance on such volatile funding sources, our Asset Liability Management Policy stipulates daily limits for borrowing and lending in this market. ICICI Securities Primary Dealership Limited also relies on the repo market and interbank money market for its funding requirements. It is therefore also exposed to similar risk of volatile interest rates. However, ICICI Securities Primary Dealership Limited being a primary dealer, also has access to the standing liquidity facility and the liquidity adjustment facility from the Reserve Bank of India.

Our gross liquid assets consist of cash, nostro balances, overnight and other short-term money market placements, government bonds and treasury bills (including investments eligible for reserve requirements and net of borrowings on account of repurchase agreements, the liquidity adjustment facility and the marginal standing facility), corporate bonds (rated AA- and above), other money market investments such as commercial papers and certificates of deposits and mutual fund investments. The Bank deducts short-term money-market borrowings (borrowings with contractual maturity up to 30 days) from the aggregate of these assets to determine net liquid assets.

The Bank maintains a significant portion of liquid assets in forms required pursuant to regulatory reserve requirements laid down by the Reserve Bank of India related to maintaining liquidity to meet our demand and time liabilities. Banks in India are required to maintain an average daily balance of 3% of their net demand and time liabilities by way of cash reserves with the Reserve Bank of India. Banks are allowed to maintain minimum cash reserves of not less than 90% of the required cash reserve on daily basis during the reporting fortnight, in such a manner that the average of cash reserve maintained daily shall not be less than the prescribed requirement by the Reserve Bank of India.

The Reserve Bank of India also stipulates a statutory liquidity ratio applicable to Indian banks, which requires us to maintain a certain percentage of demand and time liabilities in prescribed investments. At year-end fiscal 2026, the statutory liquidity ratio requirement percentage was 18.0%. Banks are permitted to make use of the Reserve Bank of India's liquidity facility, the Facility to Avail Liquidity for Liquidity Coverage Ratio, against eligible securities. Further, banks can borrow funds at their discretion by dipping into their statutory liquidity ratio to the extent allowed under the marginal standing facility. As per the Reserve Bank of India guidelines, the carve-out from the statutory liquidity ratio under the Facility to Avail Liquidity for Liquidity Coverage ratio was 16.0% of net demand and time liabilities at year-end fiscal 2026. For the marginal standing facility, the carve out is 2.0% of net demand and time liabilities.

The Reserve Bank of India has issued guidelines on the Basel III framework on liquidity standards including the liquidity coverage ratio, liquidity risk monitoring tools and LCR disclosure standards. As per the Reserve Bank of India guidelines, the LCR has been made applicable to Indian banks on a standalone as well as consolidated basis, with a minimum requirement of 100.0% at year-end fiscal 2026. The LCR requirement is met by investments in high quality liquid assets. It primarily includes government securities, in excess of the mandatory statutory liquidity ratio and better-rated corporate bonds. High-quality liquid assets also include a specified portion of mandatory statutory liquidity ratio requirements, held in the form of government securities under the Facility to Avail Liquidity for Liquidity Coverage Ratio and marginal standing facility as specified by the Reserve Bank of India from time to time. The LCR disclosure for the three months ended March 31, 2026 is based on a simple average of daily observations. For non-business days, the previous day weighted and unweighted amounts are carried forward for computation of the simple average for the quarter. The LCR of ICICI Group was 123.6% for the three months ended March 31, 2026.

The Reserve Bank of India has issued guidelines on the Basel III framework on liquidity standards - NSFR. These guidelines ensure reduction in funding risk over a longer time horizon by requiring banks to fund their activities with sufficiently stable sources of funding to mitigate the risk of future funding stress. As per the guidelines, the NSFR should be equal to at least 100% on an ongoing basis. The NSFR of ICICI Group was 122.3% at year-end fiscal 2026.

In order to enhance liquidity resilience of the Bank, the Reserve Bank of India had issued revised guidelines on Basel III framework on liquidity standards - LCR - Review of haircuts on High Quality Liquid Assets and run-off rates on certain categories of deposits on April 21, 2025. Technology has facilitated ability to make instantaneous bank transfers and withdrawals, leading to an increase in liquidity risks, requiring proactive management. Based on the revised guidelines, retail deposits with internet and mobile banking facilities are assigned additional run-off factors 2.50% and level 1 high quality liquid assets denominated in government securities will attract haircuts in line with the circular for liquidity adjustment facility and marginal standing facility.

Further, funding from non-financial entities such as trusts (educational/religious/charitable), association of persons, partnerships, proprietorships, limited liability partnerships and other incorporated entities, shall be categorized as funding from 'non-financial corporates' and attract a run-off rate of 40% (as against 100% currently prescribed), unless the above entities are treated as small business customers under the LCR framework. These revised guidelines have come into force effective April 1, 2026.

The Bank maintains liquid assets in addition to statutory liquidity ratio and cash reserve ratio requirements. Throughout fiscal 2026, the Bank maintained adequate reserves as per the regulatory requirements mentioned above.

The following table sets forth the components of ICICI Bank's average and balance sheet date liquid assets.

| | At March 31, 2025 | Fortnightly average for fiscal 2026 | At March 31, 2026 |
|---|---|---|---|
| | | (in billions) | |
| Statutory liquidity ratio eligible investments and other government securities, net of borrowings on account of repurchase agreement, liquidity adjustment facility and collateralized borrowings | Rs. 4,044.9 | Rs. 3,931.0 | Rs. 3,947.2 |
| Balance with central banks and current accounts with other banks | 1,552.8 | 1,141.5 | 1,710.0 |
| Other liquid assets | 772.3 | 997.4 | 1,472.3 |
| **Gross liquid assets** | **6,370.0** | **6,069.9** | **7,129.5** |
| (Less) Short-term borrowings | 6.5 | 2.1 | 3.9 |
| **Net liquid assets** | Rs**. 6,363.5** | **Rs. 6,067.8** | **Rs. 7,125.6** |

ICICI Bank held net liquid assets totaling to Rs. 7,125.6 billion at year-end fiscal 2026 compared to Rs. 6,363.5 billion at year-end fiscal 2025. In fiscal 2026, the Bank held fortnightly average net liquid assets of Rs. 6,067.8 billion. In addition to the amounts included in net liquid assets above, at year-end fiscal 2026, the Bank also held other fixed income non-government securities totaling to Rs. 0.46 billion compared to Rs. 8.3 billion at year-end fiscal 2025.

Under local regulations, some overseas branches of the Bank are required to maintain a 'net due' position with other ICICI Group entities (i.e., those branches need to be a net borrower above a specified amount or they cannot be a net lender beyond a specified amount). Accordingly, surplus liquidity maintained at those branches can be utilized at other ICICI Group entities only to the extent of buffer available in the 'net due' position. At year-end fiscal 2026, such overseas branches of the Bank held net liquid assets of Rs. 499.8 billion (equivalent), which are included in our overall net liquid assets of the Bank of Rs. 7,125.6 billion.

ICICI Bank also has access to other reliable sources of liquidity. The Reserve Bank of India conducts repo and reverse repo transactions with banks through its liquidity adjustment facility and marginal standing facility, to carry out monetary policy and manage liquidity for the Indian banking system. The Reserve Bank of India stipulates interest rates applicable to fixed rate repo transactions, fixed rate reverse repo transactions agreements and its marginal standing facility, which are known as the repo rate, reverse repo rate and marginal standing facility rates respectively. In addition, the Reserve Bank of India also conducts variable rate repo or reverse repo auctions, rates for which are arrived at through competitive bidding. In 2022, the Reserve Bank of India operationalized a new standing deposit facility, which replaced the fixed rate reverse repo as the floor of the liquidity adjustment facility corridor at 25 basis points below the policy repo rate. At year-end fiscal 2026, the Reserve Bank of India repo rate, fixed rate reverse repo rate, standing deposit facility and marginal standing facility rate were 5.25%, 3.35%, 5.00% and 5.50% respectively. The liquidity adjustment facility and marginal standing facility are available throughout the year. At year-end fiscal 2026, under the marginal standing facility, in addition to the eligible securities the Bank holds in excess of the statutory requirement, the Bank could borrow overnight up to 2.0% and 16% facility to avail liquidity for liquidity coverage ratio (FALLCR) after 2.0% of its net demand and time liabilities outstanding at the end of the second preceding 14-day period. Further, there is a liquid market for repo transactions with other market counterparties. Banks may enter into repo transactions with the Reserve Bank of India or other market counterparties against the statutory liquidity ratio eligible securities that they hold in excess of the statutory requirement.

At year-end fiscal 2026, ICICI Bank had government securities amounting to Rs. 3,961.2 billion eligible for borrowings through the liquidity adjustment facility and marginal standing facility and FALLCR from the Reserve Bank of India.

The loan portfolio at the Bank's overseas branches as a proportion of the total portfolio increased from 2.3% at year-end fiscal 2025 to 2.7% at year-end fiscal 2026. ICICI Bank has a well-defined borrowing program for its overseas operations. The incremental wholesale borrowings are primarily in the form of interbank and money market borrowings. The Bank also raises refinancing from other banks against eligible trade assets. Those loans that meet the export credit agencies' criteria are refinanced as per the agreements entered into with these agencies. The Bank also raises deposit liabilities, in accordance with the regulatory framework of the host country.

ICICI Bank can use its rupee liquidity in India to meet refinancing needs at its overseas branches, although this may be at a relatively high cost depending on the swap and exchange rates prevailing at the time. The terms of the Bank's bond issuances and loans from other financial institutions and export credit agencies may contain cross-default clauses, restrictions on its ability to merge or amalgamate with another entity and restrictions on the Bank's ability to prematurely redeem or repay such bonds or loans. The terms of the Bank's subordinated debt issuances eligible for inclusion in its Tier 1 or Tier 2 capital include the suspension of interest payments in the event of losses or capital deficiencies and a prohibition on redemption, even at maturity or on specified call option dates, without the prior approval of the Reserve Bank of India. The Bank is currently not, and does not expect to be, in breach of any material covenants of the Bank's borrowings that would be construed as events of default under the terms of such borrowings.

The successful management of credit, market and operational risk is an important consideration in managing liquidity risk, because the management of these risks affects the evaluation of our credit ratings by rating agencies. Rating agencies may reduce or indicate their intention to reduce the ratings at any time.

Rating agencies can also decide to withdraw their ratings of the Bank, which may have the same effect as a reduction in our ratings. Any reduction in or withdrawal of our ratings may increase our borrowing costs, limit our access to capital markets or adversely affect our ability to sell or market our products, engage in business transactions, particularly longer-term and derivatives transactions, or retain our customers. See also "- 3. - (1) - (c) Any downgrade of India's debt rating or the rating of our senior unsecured foreign currency debt by an international rating agency could adversely affect our business, liquidity and the prices of our equity shares and ADSs".

To meet expected and unexpected borrowings requirements, in respect of the Bank's domestic operations, it may enter into collateralized borrowings in the form of repo transactions with the Reserve Bank of India, through Clearing Corporation of India Limited (a centralized clearing counterparty), or with market counterparties, against securities eligible for the statutory liquidity ratio. In general, the market value of securities sold for any such repo is higher than the value of the cash received, the difference being referred to as a haircut. The Reserve Bank of India has stipulated the haircut applicable for all such repos with the Reserve Bank of India. In case of borrowings from products settled through Clearing Corporation of India Limited, members of Clearing Corporation of India Limited's repo segment are required to maintain margin contributions in relation to their borrowing/lending obligation at any point of time, which acts as a cushion against any fall in the value of the underlying collateral.

Further, the Bank is also a member in the triparty repo segment and may enter into collateralized borrowings in the form of repo transactions on the Triparty Repo Order Matching Platform provided by Clearcorp Dealing Systems (India) Ltd., a wholly owned subsidiary of Clearing Corporation of India Limited. Clearing Corporation of India Limited also performs the roles and responsibilities of a triparty repo agent, in terms of Repurchase Transactions (Repo) (Reserve Bank) Directions, 2018 as amended from time to time. The triparty repo agent has stipulated the haircuts for the eligible securities for borrowing through its platform and the market value of collateral required for any such loan is higher than the value of the loan.

The Bank holds sufficient securities to meet additional collateral requirements, if necessary, and has systems and processes in place to ensure sufficient balance in our principal-securities general ledger account, repo constituent - securities general ledger account, Clearing Corporation of India Limited Securities Guarantee Fund and tri-party repo margin account, to support the settlement of transactions.

Further, in case of any emergency requirement, additional securities may be transferred to our securities guarantee fund/collateralized borrowing and lending obligations margin account on a T+0 basis. For corporate bond repos, the value of the securities is computed after applying the minimum haircut as stipulated by the clearing house or as bilaterally agreed upon with our counterparties depending upon the credit rating of the underlying security. The Bank also deals with central counterparties for settlement of government securities outright and repo transactions, foreign exchange transactions, interest rate and currency derivatives for which it needs to contribute towards margin obligations. The Bank may be required to post additional collateral under letter of credit, stand-by letter of credit, bank guarantee and unfunded risk participation agreements if our external credit rating is downgraded.

In respect of overseas branch operations, generally, there are collateral requirements for transactions which are cleared through clearing houses, bilateral transactions executed under International Swaps and Derivatives Association Credit Support Annex and International Swaps and Derivatives Association Global Master Repo Agreement. The Asset Liability Management Committee has approved a framework for accepting covenants linked to a credit rating downgrade of the Bank and a breach in thresholds of certain financial covenants as a part of borrowing agreements. The Bank's stress testing includes a scenario linked to potential outflows due to a breach of rating downgrade covenants.

Funding commitments and other off-balance sheet items impact the liquidity of the Bank. The Bank analyzes the behavioral profile of various components of the off-balance sheet items. The behavioral analysis includes potential cash flows from off-balance sheet activities, such as draw down under loan commitments, contingent liabilities and market related transactions. We consider the impact of these cash flows in various liquidity risk reports.

In view of the margin rules for non-centrally cleared derivatives transactions issued by the BCBS and a discussion paper issued by the Reserve Bank of India, derivatives transactions are subject to margin-reset provisions and any resulting collateral exchange is governed by the Credit Support Annex entered into by the Bank, which would require the maintenance of collateral. The Bank considers the increased liquidity requirement on account of valuation changes in the transactions settled through qualified central counterparties including the clearing corporation of India and other exchange houses as well as for transactions covered under the Credit Support Annex. We consider the potential outflows on account of such transactions based on the look-back approach prescribed by Reserve Bank of India guidelines.

Volatility in the international debt markets may constrain our international borrowings. As of March 31, 2026, the Bank did not have any borrowing linked to credit downgrade covenants that would require the Bank to pay an increased interest rate on the borrowing.

There are restrictions on the use of liquidity maintained by the United Kingdom and Canada subsidiaries of the Bank to meet their overall liquidity needs. The Office of the Superintendent of Financial Institutions of Canada has prescribed a limit of 100% of Tier 1 and Tier 2 capital (as defined under Canadian regulations) on the credit exposure to any single entity or a group of connected entities. ICICI Bank Canada has internally capped this credit exposure at CAD 150 million (30.8% of the limit specified by the Office of the Superintendent of Financial Institutions, except with respect to exposure to ICICI Bank). The limit of CAD 150 million can be increased to a maximum of 75% of capital depending on the credit quality of the group of connected entities. In fiscal 2026, ICICI Bank Canada was in compliance with both regulatory and their internal limits on exposures to any single entity, including to ICICI Bank.

As per the Capital Requirements Regulation guidelines applicable to ICICI Bank UK PLC, a bank shall not incur an exposure, after taking into account the effect of the credit risk mitigation, to a client or group of connected clients the value of which exceeds 25% of its Tier 1 capital. Where that client is an institution or where a group of connected clients includes one or more institutions, that value shall not exceed 25% of the bank's Tier 1 capital or GBP 130 million, whichever is higher. ICICI Bank UK PLC has a total capital base of U.S. $ 378.4 million at year-end fiscal 2026 with Tier 1 capital of U.S. $ 328.4 million at year-end fiscal 2026 with its exposures within regulatory limits.

Additionally, ICICI Bank UK PLC stipulates various internal limits to manage exposure concentrations within the Bank. The key parameters of risk concentrations measured include sectoral, country, rating category based, counterparty and large exposures.

### (8) Capital Expenditure

The following tables set forth, for the periods indicated, certain information related to capital expenditure by category of fixed assets.

| | Fiscal 2024 | | | | | |
|---|---|---|---|---|---|---|
| | Cost at year-end fiscal 2024 | Additions/ transfers/ revaluation | Deletions/ transfers | Depreciation | Net assets at year-end fiscal 2024 | |
| | (in millions) | | | | | |
| Premises ...... | Rs. 94,340 | Rs. 9,806[1] | Rs. (1,171) | Rs. (28,099) | Rs. 74,876 | JPY 137,023 |
| Other fixed assets (including furniture and fixtures) ................ ................ | 111,003 | 42,595 | (4,553) | (94,384) | 54,661 | 100,030 |
| Assets given on lease ................ ................ | 17,902 | 1 | (3) | (15,034) | 2,866 | 5,245 |
| **Total**............ | **Rs. 223,245** | **Rs. 52,402** | **Rs. (5,727)** | **Rs. (137,517)** | **Rs. 132,403** | **JPY 242,297** |

(1) Includes gain on revaluation recorded through reserve of Rs. 1,195 million.

| | Fiscal 2025 | | | | | |
|---|---|---|---|---|---|---|
| | Cost at year-end fiscal 2025 | Additions/ transfers/ revaluation | Deletions/ transfers | Depreciation | Net assets at year-end fiscal 2025 | |
| | (in millions) | | | | | |
| Premises ...... | Rs. 102,976 | Rs. 13,407[1] | Rs. (1,557) | Rs. (30,452) | Rs. 84,374 | JPY 154,404 |
| Other fixed assets (including furniture | 149,044 | 38,214 | (8,896) | (108,203) | 70,159 | 128,391 |

| | Fiscal 2025 | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Cost at year-end fiscal 2025 | | Additions/ transfers/ revaluation | | Deletions/ transfers | | Depreciation | | Net assets at year-end fiscal 2025 | | |
| | (in millions) | | | | | | | | | | |
| and fixtures).... | | | | | | | | | | | |
| Assets given on lease .... | | 17,900 | | 1,223 | | (210) | | (15,322) | | 3,591 | 6,572 |
| **Total**........... | **Rs.** | **269,920** | **Rs.** | **52,844** | **Rs.** | **(10,663)** | **Rs.** | **(153,977)** | **Rs.** | **158,124** | **JPY 289,367** |

(1) Includes gain on revaluation recorded through reserve of Rs. 7,829 million.

| | Fiscal 2026 | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Cost at year-end fiscal 2026 | | Additions/ transfers/ revaluations | | Deletions/ transfers | | Depreciation | | Net assets at year-end fiscal 2026 | | |
| | (in millions) | | | | | | | | | | |
| Premises ...... | Rs. | 114,826 | Rs. | 12,127(1) | Rs. | (723) | Rs. | (33,749) | Rs. | 92,481 | JPY 169,240 |
| Other fixed assets (including furniture and fixtures).... | | 178,362 | | 34,303 | | (9,234) | | (126,153) | | 77,278 | 141,419 |
| Assets given on lease .... | | 18,913 | | 1,785 | | (755) | | (15,499) | | 4,444 | 8,133 |
| **Total** | **Rs.** | **312,101** | **Rs.** | **48,215** | **Rs.** | **(10,712)** | **Rs.** | **(175,401)** | **Rs.** | **174,203** | **JPY 318,791** |

(1) Includes gain on revaluation recorded through reserve of Rs. 2,969 million.

## (9) Significant Changes

Except as otherwise stated in this Annual Securities Report, we have experienced no significant changes since the date of fiscal 2026 consolidated financial statements contained in this Annual Securities Report.

## (10) Segment Revenues and Assets

The Reserve Bank of India's guidelines on 'segmental reporting' stipulate specified business segments and their definitions, for the purposes of public disclosures on business information for banks in India.

The consolidated segmental report for fiscal 2026, based on the segments identified and defined by the Reserve Bank of India, has been presented as follows:

- **Retail Banking** includes our exposures which satisfy the four qualifying criteria of 'regulatory retail portfolio' as stipulated by the Reserve Bank of India's Basel III guidelines. These criteria are as follows:

    (i) Orientation criterion: The exposure (both fund-based and non fund-based) is to an individual person or persons or to a small business; Person under this clause would mean any legal person capable of entering into contracts and would include but not be restricted to individual and HUF; small business would include partnership firm, trust, private limited companies, public limited companies, co-operative societies etc. Small business is one where the total average annual turnover is less than Rs. 500.0 million. The turnover criterion will be linked to the average of the last three years in the case of existing entities; projected turnover in the case of new entities; and both actual and projected turnover for entities which are yet to complete three years.

(ii) Product criterion: All exposures should take the form of any of the following:

- revolving credits and lines of credit (including overdrafts);
- term loans and leases (e.g., installment loans and leases, student and educational loans); and
- small business facilities and commitments.

(iii) Low value of individual exposures: The maximum aggregate retail exposure to one counterparty should not exceed the absolute threshold limit of Rs. 75 million.

(iv) Granularity criterion: The regulatory retail portfolio should be sufficiently diversified to a degree that reduces the risks in the portfolio. The aggregate exposure to one counterparty should not exceed 0.2% of the overall retail portfolio.

- **Wholesale Banking** includes all advances to trusts, partnership firms, companies and statutory bodies by the Bank which are not included in the Retail Banking segment, as per the Reserve Bank of India guidelines.

- **Treasury** includes the entire investment and derivatives portfolio of the Bank.

- **Other Banking** includes leasing operations and other items not attributable to any particular business segment of the Bank. It also includes the Bank's banking subsidiaries, i.e., ICICI Bank UK PLC and ICICI Bank Canada.

- **Life Insurance** represents results of ICICI Prudential Life Insurance Company Limited.

- **General Insurance** represents results of ICICI Lombard General Insurance Company Limited.

- **Others** include ICICI Home Finance Company Limited, ICICI Venture, ICICI International Limited, ICICI Securities Primary Dealership Limited, ICICI Securities Limited, ICICI Securities Holdings Inc., ICICI Securities Inc., ICICI Prudential Asset Management Company Limited, ICICI Prudential Trust Limited, ICICI Investment Management Company Limited, ICICI Trusteeship Services Limited, ICICI Prudential Pension Funds Management Company Limited, and I-Process Services (India) Limited.

- **Unallocated** includes items such as income tax paid in advance net of provision for tax, deferred tax and provisions to the extent estimated at the entity level.

**Framework for Transfer Pricing**

Liabilities of the retail banking and wholesale banking segments are transfer priced to a central treasury unit, which pools all funds and lends to the business units at appropriate rates based on the relevant maturity of assets being funded after adjusting for regulatory reserve requirements and a specific charge for directed lending to certain priority sectors. For deposits and borrowings, the transfer pricing is primarily based on the categories specified in the Transfer Pricing Policy. Transfer pricing to our asset creation units is based on the incremental cost of deposits (blended for current account and savings account deposits) and borrowings adjusted for the maturity of the asset (term premium) and regulatory reserve requirements. The allocated capital is also considered as a source of funding for the purpose of segmental reporting. The internal revenue and expenses arising from this framework for transfer pricing is adjusted as a part of inter-segment adjustments.

**(a) Fiscal 2026 Compared with Fiscal 2025**

The following table sets forth, for the periods indicated, profit before tax and minority interest of various segments.

| | Year ended March 31, | | | |
|---|---|---|---|---|
| | **2025** | **2026** | **2026** | **2026/2025 % change** |
| | (in millions, except percentages) | | | |
| Retail Banking | Rs. 216,210 | Rs. 232,443 | JPY 425,371 | 14.7% |
| Wholesale Banking | 215,646 | 244,890 | 448,149 | 13.6 |
| Treasury | 187,503 | 172,509 | 315,691 | (8.0) |
| Other Banking | 14,512 | 17,027 | 31,159 | 17.3 |
| Life Insurance | 13,364 | 18,077 | 33,081 | 35.3 |
| General Insurance | 33,213 | 36,590 | 66,960 | 10.2 |
| Others | 74,231 | 83,785 | 153,327 | 12.9 |
| Inter-Segment adjustments | (26,145) | (34,746) | (63,585) | 32.9 |
| Share of profit from associates | 1,507 | 2,629 | 4,811 | 74.5 |
| **Profit before tax** | **Rs. 730,040** | **Rs. 773,202** | **JPY 1,414,960** | **5.9%** |

**(b) Retail Banking**

The following table sets forth, for the periods indicated, the principal components of profit before tax for our retail banking segment.

| | Year ended March 31, | | | |
|---|---|---|---|---|
| | **2025** | **2026** | **2026** | **2026/2025 % change** |
| | (in millions, except percentages) | | | |
| Net interest income | Rs. 437,579 | Rs. 473,984 | JPY 867,391 | 8.3% |
| Other income | 154,413 | 160,253 | 293,263 | 3.8 |
| **Total income** | **591,992** | **634,237** | **1,160,654** | **7.1** |
| Operating expenses | 304,472 | 328,216 | 600,635 | 7.8 |
| **Profit before provisions** | **287,520** | **306,021** | **560,018** | **6.4** |
| Provisions | 71,310 | 73,579 | 134,650 | 3.2 |
| **Profit before tax** | **Rs. 216,210** | **Rs. 232,442** | **JPY 425,369** | **7.5%** |

The following table sets forth, for the periods indicated, the outstanding balances of key assets and liabilities for our retail banking segment.

| | Outstanding balance at March 31, | | | |
|---|---|---|---|---|
| | **2025** | **2026** | **2026** | **2026/2025 % change** |
| | (in millions, except percentages) | | | |
| Advances | Rs. 7,651,343 | Rs. 8,504,767 | JPY 15,563,724 | 11.2% |
| Deposits | 10,773,819 | 11,827,866 | 21,644,995 | 9.8 |

The profit before tax of the retail banking segment increased by 7.5% from Rs. 216.2 billion in fiscal 2025 to Rs. 232.4 billion in fiscal 2026 primarily due to an increase in net interest income and other income, offset, in part, by an increase in operating expenses and provisions.

Net interest income increased by 8.3% from Rs. 437.6 billion in fiscal 2025 to Rs. 474.0 billion in fiscal 2026 primarily due to growth in the average loan portfolio.

Other income increased by 3.8% from Rs. 154.4 billion in fiscal 2025 to Rs. 160.2 billion in fiscal 2026 primarily due to an increase in lending linked fee, transaction banking, deposit linked fees and income from foreign exchange and derivatives products.

Operating expenses increased by 7.8% from Rs. 304.5 billion in fiscal 2025 to Rs. 328.22 billion in fiscal 2026 primarily due to an increase in employee expenses, technology related expenses, direct marketing agency expenses and reward point expenses.

During fiscal 2026, the Bank has recognized the impact of new labour Codes and the provision for retirement benefit obligations were higher on account of movement in government securities yields during fiscal 2026.

Provisions (net of write-back) increased from Rs. 71.3 billion in fiscal 2025 to Rs. 73.6 billion in fiscal 2026, primarily due to higher net additions to non-performing assets.

During fiscal 2026, following its annual supervisory review, the Reserve Bank of India has directed the Bank to make a standard asset provision of Rs. 12.8 billion in respect of a portfolio of agricultural priority sector credit facilities wherein the terms of the facilities were found to be not fully compliant with the regulatory requirements for classification as agricultural priority sector lending. There is no change in asset classification or in the terms and conditions applicable to the borrowers or in the repayment behavior of borrowers as per these terms. This additional standard asset provision will continue until the loans are repaid or renewed in conformity with the priority sector lending classification guidelines.

**(c) Wholesale Banking**

The following table sets forth, for the periods indicated, the principal components of profit before tax for our wholesale banking segment.

| | Year ended March 31, | | | |
|---|---|---|---|---|
| | **2025** | **2026** | **2026** | **2026/2025 % change** |
| | (in millions, except percentages) | | | |
| Net interest income | Rs. 201,730 | Rs. 227,996 | JPY 417,233 | 13.0% |
| Other income | 81,588 | 97,565 | 178,544 | 19.6 |
| **Total income** | **283,318** | **325,561** | **595,777** | **14.9** |
| Operating expenses | 90,214 | 99,725 | 182,497 | 10.5 |
| **Profit before provisions** | **193,104** | **225,836** | **413,280** | **16.9** |
| Provisions | (22,542) | (19,054) | (34,869) | - |
| **Profit before tax** | **Rs. 215,646** | **Rs. 244,890** | **JPY 448,149** | **13.6%** |

The following table sets forth, for the periods indicated, the outstanding balances of key assets and liabilities for our wholesale banking segment.

| | Outstanding balance at March 31, | | | | | |
|---|---|---|---|---|---|---|
| | 2025 | | 2026 | | 2026 | 2026/2025 % change |
| | (in millions, except percentages) | | | | | |
| | | | | | JPY | |
| Advances | Rs. | 5,275,202 | Rs. | 6,550,838 | 11,988,034 | 24.2% |
| Deposits | | 5,269,004 | | 6,060,551 | 11,090,808 | 15.0 |

The profit before tax of the wholesale banking segment increased by 13.6% from Rs. 215.6 billion in fiscal 2025 to Rs. 244.9 billion in fiscal 2026, primarily due to an increase in net interest income, other income offset, in part, by an increase in operating expenses and lower write-backs of provisions.

Net interest income increased by 13.0% from Rs. 201.7 billion in fiscal 2025 to Rs. 228.0 billion in fiscal 2026, primarily due to a growth in average loan portfolio.

Other income increased by 19.6% from Rs. 81.6 billion in fiscal 2025 to Rs. 97.6 billion in fiscal 2026, primarily due to an increase in income from foreign exchange and derivatives transactions, commercial banking fees, lending fees and gain on sale of non-banking assets.

Operating expenses increased by 10.5% from Rs. 90.2 billion in fiscal 2025 to Rs. 99.7 billion in fiscal 2026, primarily due to an increase in employee expenses and technology related expenses.

Write-back of provisions decreased from Rs. 22.5 billion in fiscal 2025 to Rs. 19.0 billion in fiscal 2026. See also "- (1) - (e) Provisions and Contingencies (Excluding Provisions for Tax)".

**(d) Treasury**

The following table sets forth, for the periods indicated, the principal components of profit before tax for our treasury segment.

| | Year ended March 31, | | | | | | |
|---|---|---|---|---|---|---|---|
| | 2025 | | 2026 | | 2026 | | 2026/2025 % change |
| | (in millions, except percentages) | | | | | | |
| Net interest income | Rs. | 163,794 | Rs. | 165,006 | JPY | 301,961 | 0.7% |
| Other income | | 47,223 | | 48,989 | | 89,650 | 3.7 |
| **Total income** | | **211,017** | | **213,995** | | **391,611** | **1.4** |
| Operating expenses | | 24,754 | | 39,681 | | 72,616 | 60.3 |
| **Profit before provisions** | | **186,263** | | **174,314** | | **318,995** | **(6.4)** |
| Share of profit from associates | | (1,507) | | (2,629) | | (4,811) | N/M |
| Provisions | | (2,747) | | (824) | | (1,508) | N/M |
| **Profit before tax** | **Rs.** | **187,503** | **Rs.** | **172,509** | **JPY** | **315,691** | **(8.0)%** |

* 'N/M' means 'Not meaningful'.

The following table sets forth, for the periods indicated, the closing balances of key assets and liabilities for our treasury segment.

| | Closing balance at March 31, | | | |
|---|---|---|---|---|
| | 2025 | 2026 | 2026 | 2026/2025 % change |
| | (in millions, except percentages) | | | |
| Investments | Rs. 5,057,918 | Rs. 4,935,157 | JPY 9,031,337 | (2.4)% |
| Borrowings | 1,235,383 | 1,249,941 | 2,287,392 | 1.2 |

Our treasury operations include the maintenance and management of regulatory reserves, proprietary trading in equity and fixed income and a range of foreign exchange and derivatives products and services, such as forward contracts, swaps and options.

The profit before tax of the treasury segment decreased by 8.0% from Rs. 187.5 billion in fiscal 2025 to Rs. 172.5 billion in fiscal 2026, primarily due to an increase in operating expenses offset, in part, by an increase in net interest income and other income.

Net interest income increased by 0.7% from Rs. 163.8 billion in fiscal 2025 to Rs. 165.0 billion in fiscal 2026, primarily due to an increase in average investment portfolio.

Other income increased by 3.7% from Rs. 47.2 billion in fiscal 2025 to Rs. 49.0 billion in fiscal 2026. The dividend from subsidiaries and joint ventures was Rs. 34.6 billion in fiscal 2026 compared to Rs. 26.2 billion in fiscal 2025.

Operating expenses increased by 60.3% from Rs. 24.7 billion in fiscal 2025 to Rs. 39.7 billion in fiscal 2026, primarily due to an increase in premium paid towards purchase of priority-sector lending certificates along with increase in rates.

Provisions on investments decreased from Rs. 2.7 billion in fiscal 2025 to a write-back of Rs. 0.8 billion in fiscal 2026. During fiscal 2025, the Bank primarily made a write-back of provision of Rs. 3.9 billion on its investments in AIFs.

**(e) Other Banking**

The following table sets forth, for the periods indicated, the principal components of profit before tax for our other banking segment.

| | Year ended March 31, | | | |
|---|---|---|---|---|
| | 2025 | 2026 | 2026 | 2026/2025 % change |
| | (in millions, except percentages) | | | |
| Net interest income | Rs. 21,149 | Rs. 24,861 | JPY 45,496 | 17.6% |
| Other income | 7,376 | 6,910 | 12,645 | (6.3) |
| **Total income** | **28,525** | **31,771** | **58,141** | **11.4** |
| Operating expenses | 12,201 | 13,840 | 25,327 | 13.4 |
| **Profit before provisions** | **16,324** | **17,931** | **32,814** | **9.8** |
| Provisions | 1,813 | 904 | 1,654 | (50.1) |
| **Profit before tax** | **Rs. 14,511** | **Rs. 17,027** | **JPY 31,159** | **17.3%** |

The following table sets forth, for the periods indicated, the outstanding balances of the key assets and liabilities for our other banking segment.

| | Outstanding balance on March 31, | | | |
|---|---|---|---|---|
| | 2025 | 2026 | 2026 | 2026/2025 % change |
| | (in millions, except percentages) | | | |
| Advances | Rs. 856,480 | Rs. 909,314 | JPY 1,664,045 | 6.2% |

| | Outstanding balance on March 31, | | | |
|---|---|---|---|---|
| | **2025** | **2026** | **2026** | **2026/2025 % change** |
| | **(in millions, except percentages)** | | | |
| Investments | 84,943 | 118,426 | 216,720 | 39.4 |
| Deposits | 397,458 | 451,979 | 827,122 | 13.7 |
| Borrowings | Rs. 112,564 | Rs. 138,260 | JPY 253,016 | 22.8% |

Other banking business includes our leasing operations, our overseas banking subsidiaries and other items not attributable to any particular business segment of the Bank.

The profit before tax of the other banking segment increased by 17.3% from Rs. 14.1 billion in fiscal 2025 to Rs. 17.0 billion in fiscal 2026, primarily due to decrease in provision.

Net interest income increased by 17.6% from Rs. 21.1 billion in fiscal 2025 to Rs. 24.9 billion in fiscal 2026.

Other income decreased by 6.3% from Rs. 7.4 billion in fiscal 2025 to Rs. 6.9 billion in fiscal 2026, primarily due to a decrease in other income of banking subsidiaries.

Operating expenses increased by 13.4% from Rs. 12.2 billion in fiscal 2025 to Rs. 13.8 billion in fiscal 2026, primarily due to an increase in operating expenses of the banking subsidiaries.

Provisions decreased from Rs. 1.8 billion in fiscal 2025 to Rs. 0.90 billion in fiscal 2026.

**(f) Life Insurance**

The following table sets forth, for the periods indicated, the principal components of profit before tax for our life insurance segment.

| | Year ended March 31, | | | |
|---|---|---|---|---|
| | **2025** | **2026** | **2026** | **2026/2025 % change** |
| | **(in millions, except percentages)** | | | |
| Premium earned | Rs. 489,510 | Rs. 531,250 | JPY 972,188 | 8.5% |
| Premium on re-insurance ceded and accepted | (16,910) | (17,890) | (32,739) | 5.8 |
| **Net premium earned** | **472,600** | **513,360** | **939,449** | **8.6** |
| Other income | 28,960 | 29,720 | 54,388 | 2.6 |
| Investment income | 100,760 | 111,040 | 203,203 | 10.2 |
| **Total income** | **602,320** | **654,120** | **1,197,040** | **8.6** |
| Commission paid | 48,590 | 57,263 | 104,791 | 17.8 |
| Claims/benefits paid | 91,420 | 151,370 | 277,007 | 65.6 |
| Operating expenses | 43,370 | 38,700 | 70,821 | (10.8) |
| **Total expenses** | **183,380** | **247,333** | **452,619** | **34.9** |
| Transfer to linked funds | 233,870 | 239,990 | 439,182 | 2.6 |
| Provisions for policy holder liabilities (non-linked) | 171,710 | 148,720 | 272,158 | (13.4) |
| **Profit before tax** | **Rs. 13,360** | **Rs. 18,077** | **JPY 33,081** | **35.3%** |

The following table sets forth, for the periods indicated, the outstanding balance of key assets and liabilities for our life insurance segment.

| | Outstanding balance on March 31, | | | |
|---|---|---|---|---|
| | 2025 | 2026 | 2026 | 2026/2025 % change |
| | (in millions, except percentages) | | | |
| Investments | Rs. 1,387,041 | Rs. 1,513,190 | JPY 2,769,138 | 9.1% |
| Assets held to cover linked liabilities | 1,612,399 | 1,510,296 | 2,763,842 | (6.3) |
| Liabilities on life policies | Rs. 2,943,056 | Rs. 2,964,991 | JPY 5,425,934 | 0.7% |

The profit before tax of ICICI Prudential Life Insurance Company Limited increased by 35.3% from Rs. 13.4 billion in fiscal 2025 to Rs. 18.10 billion in fiscal 2026, primarily due to an increase in premium earned and an increase in investment income.

The total premium income of ICICI Prudential Life Insurance Company Limited increased by 8.5% from Rs. 489.5 billion in fiscal 2025 to Rs. 531.3 billion in fiscal 2026, primarily due to an increase in retail renewal premium and group premium. Net retail renewal premium increased by 7.5% from Rs. 255.0 billion in fiscal 2025 to Rs. 274.3 billion in fiscal 2026. Net group premium increased by 16.4% from Rs. 134.1 billion in fiscal 2025 to Rs. 156.1 billion in fiscal 2026.

Other income of ICICI Prudential Life Insurance Company Limited increased by 2.6% from Rs. 29.0 billion in fiscal 2025 to Rs. 29.7 billion in fiscal 2026.

Investment income of ICICI Prudential Life Insurance Company Limited increased by 10.2% from Rs. 100.8 billion in fiscal 2025 to Rs. 111.0 billion in fiscal 2026 primarily due to an increase in interest income, rent, dividend and profit on sale of investments.

Commission expenses of ICICI Prudential Life Insurance Company Limited increased by 17.8% from Rs. 48.6 billion in fiscal 2025 to Rs. 57.3 billion in fiscal 2026 primarily due to disallowance of Goods and Service tax input tax credit on retail business pursuant to changes in the tax regulations during fiscal 2026 and shift in product mix and channel mix.

Claims and benefit payouts of ICICI Prudential Life Insurance Company Limited increased by 65.6% from Rs. 91.4 billion in fiscal 2025 to Rs. 151.4 billion in fiscal 2026 primarily due to an increase in maturity claims and higher surrender.

Transfer to linked funds including the investible portion of the premium on linked policies of ICICI Prudential Life Insurance Company Limited increased by 2.7% from Rs. 233.9 billion in fiscal 2025 to Rs. 240.0 billion in fiscal 2026 primarily due to an increase in linked premium. The investible portion of the premium on linked policies of life insurance represents the premium income including renewal premium received on linked policies of life insurance business invested, after deducting charges and premium for risk coverage, in the underlying asset or index chosen by the policy holder. Provision for policyholder liabilities decreased from Rs. 171.7 billion in fiscal 2025 to Rs. 148.7 billion in fiscal 2026.

Employee expenses were stable at Rs. 18.8 billion in fiscal 2025 and fiscal 2026. Other operating expenses decreased from Rs. 24.7 billion in fiscal 2025 to Rs. 19.9 billion in fiscal 2026 primarily due to lower advertisement cost and reversal of provisions offset, in part, by disallowance of Goods and Service tax input tax credit on retail business pursuant to changes in the tax regulations during fiscal 2026.

### (g) General Insurance

The following table sets forth, for the periods indicated, the principal components of profit before tax for our general insurance segment.

| | Year ended March 31, | | | |
|---|---|---|---|---|
| | 2025 | 2026 | 2026 | 2026/2025 % change |
| | (in millions, except percentages) | | | |
| Gross written premium (including premium on re-insurance accepted) | Rs. 282,577 | Rs. 306,181 | JPY 560,311 | 8.4% |
| Premium on re-insurance ceded | (74,967) | (72,436) | (132,558) | (3.4) |
| Unexpired risk reserve .................. | (9,609) | (11,109) | (20,329) | 15.6 |
| **Net premium earned** ................... | **198,001** | **222,636** | **407,424** | **12.4** |
| Commission (net) .......................... | (38,380) | (44,842) | (82,061) | 16.8 |
| Investment income ........................ | 42,499 | 47,424 | 86,786 | 11.6 |
| **Total income**................................. | **202,120** | **225,218** | **412,149** | **11.4** |
| Operating expenses ....................... | 28,448 | 30,586 | 55,972 | 7.5 |
| Claims/benefits paid (net) ............. | 139,868 | 158,285 | 289,662 | 13.2 |
| Other expenses (net)...................... | 594 | (243) | (445) | N/M |
| **Total expenses**.............................. | **168,910** | **188,628** | **345,189** | **11.7** |
| **Profit/(loss) before tax.................** | **Rs. 33,210** | **Rs. 36,590** | **JPY 66,960** | **10.2%** |

The following table sets forth, for the periods indicated, the outstanding balances of key assets and liabilities.

| | Outstanding balance on March 31, | | | |
|---|---|---|---|---|
| | 2025 | 2026 | 2026 | 2026/2025 % change |
| | (in millions, except percentages) | | | |
| Investments.................................... | Rs. 524,751 | Rs. 577,681 | JPY 1,057,156 | 10.1% |
| Current liabilities including claims outstanding................................. | 427,395 | 475,854 | 870,813 | 11.3 |
| Provisions...................................... | Rs. 112,967 | Rs. 124,533 | JPY 227,895 | 10.2% |

The profit before tax of ICICI Lombard General Insurance Company Limited increased by 10.2% from Rs. 33.2 billion in fiscal 2025 to Rs. 36.6 billion in fiscal 2026 primarily due to an increase in net earned premium and investment income, offset, in part, by an increase in operating expenses and claim incurred.

The gross written premium (including premium on re-insurance accepted) income increased by 8.4% from Rs. 282.6 billion in fiscal 2025 to Rs. 306.2 billion in fiscal 2026 primarily due to an increase in fire, motor and health insurance business. The net premium income increased from Rs. 198.0 billion in fiscal 2025 to Rs. 222.6 billion in fiscal 2026 primarily due to an increase in motor and health insurance business.

Net commission expense increased from Rs. 38.4 billion in fiscal 2025 to Rs. 44.8 billion in fiscal 2026 primarily due to an increase in commission expense on motor and health insurance business.

Investment income increased by 11.6% from Rs. 42.5 billion in fiscal 2025 to Rs. 47.4 billion in fiscal 2026 primarily due to an increase in interest earned and growth in business volume. Operating expenses increased by 7.5% from Rs. 28.4 billion in fiscal 2025 to Rs. 30.6 billion in fiscal 2026.

Claims/benefits paid increased by 13.2% from Rs. 139.9 billion in fiscal 2025 to Rs. 158.3 billion in fiscal 2026. Loss ratio (net claim incurred/net premium earned) was 70.6% at year-end fiscal 2025 and 71.1% at year-end fiscal 2026.

**(h) Others**

The 'Others' segment mainly includes ICICI Prudential Asset Management Company Limited, ICICI Venture, ICICI Securities Limited, ICICI Securities Primary Dealership Limited and ICICI Home Finance Company Limited.

ICICI Prudential Asset Management Company Limited manages the ICICI Prudential Mutual Fund, a leading mutual fund in India.

ICICI Securities Limited and ICICI Securities Primary Dealership Limited are engaged in equity underwriting, brokerage and primary dealership in government securities, respectively. ICICI Securities Limited owns icicidirect.com, a leading online brokerage platform and is engaged in equities underwriting, securities brokerage and distribution of financial products.

The following table sets forth, for the periods indicated, the principal components of profit before tax for our Others segment.

| | Year ended March 31, | | | |
|---|---|---|---|---|
| | **2025** | **2026** | **2026** | **2026/2025 % change** |
| | (in millions, except percentages) | | | |
| Net interest income | Rs. 26,495 | Rs. 34,736 | JPY 63,567 | 31.1% |
| Other income | 107,174 | 108,145 | 197,905 | 0.9 |
| **Total income** | **133,669** | **142,881** | **261,472** | **6.9** |
| Operating expenses | 57,879 | 58,395 | 106,863 | 0.9 |
| **Operating profit before provisions** | **75,790** | **84,486** | **154,609** | **11.5** |
| Provision and contingencies | 1,558 | 702 | 1,285 | (54.9) |
| **Profit before tax** | **Rs. 74,232** | **Rs. 83,784** | **JPY 153,325** | **12.9%** |

The profit before tax of the Others segment increased by 12.9% from Rs. 74.2 billion in fiscal 2025 to Rs. 83.8 billion in fiscal 2026 primarily due to an increase in profit before tax of ICICI Prudential Asset Management Company Limited, ICICI Home Finance Company Limited and ICICI Venture Funds Management Company Limited.

Net interest income increased by 31.1% from Rs. 26.5 billion in fiscal 2025 to Rs. 34.7 billion in fiscal 2026 primarily due to an increase in net interest income of our securities brokerage subsidiary, housing finance subsidiary and primary dealership subsidiary.

Other income increased by 0.9% from Rs. 107.2 billion in fiscal 2025 to Rs. 108.1 billion in fiscal 2026 primarily due to an increase in management fees from equity and hybrid scheme, AIFs and PMS and advisory fees of our asset management subsidiary offset, in part, by lower trading gain in our primary dealership subsidiary.

Operating expenses increased by 0.9% from Rs. 57.9 billion in fiscal 2025 to Rs. 58.4 billion in fiscal 2026 primarily due to an increase in other operating expenses of our housing finance subsidiary and asset management subsidiary, offset, in part, by decrease in operating expenses of securities brokerage subsidiary.

The profit before tax of ICICI Securities Limited decreased from Rs. 23.9 billion in fiscal 2025 to Rs. 22.9 billion in fiscal 2026 primarily due to decrease in fee income offset, in part, by decrease in operating expenses and net interest income.

The profit before tax of ICICI Prudential Asset Management Company Limited increased from Rs. 35.3 billion in fiscal 2025 to Rs. 44.06 billion in fiscal 2026, primarily due to an increase in income from fund operations, offset, in part, by an increase in staff cost and other administrative expenses.

The profit before tax of ICICI Securities Primary Dealership Limited decreased from Rs. 7.2 billion in fiscal 2025 to Rs. 6.0 billion in fiscal 2026, primarily due to a decrease in other income and increase in staff cost and other administrative expenses offset, in part, by increase in net interest income.

The profit before tax of ICICI Home Finance Company Limited increased from Rs. 7.4 billion in fiscal 2025 to Rs. 8.9 billion in fiscal 2026, primarily due to an increase in net interest income and fee income, offset, in part, by an increase in staff cost and other administrative expenses.

For a discussion of our results in fiscal 2025 compared to fiscal 2024 and certain comparative numbers in fiscal 2024, please refer to "- PART I. - III. - 4. - Executive Summary - (5) Business Outlook" contained in our Annual Securities Report for fiscal 2025 filed with the Kanto Regional Finance Bureau of the Ministry of Finance of Japan on September 29, 2025.

### (11) Reconciliation of Net Profit (After Minority Interest) between Indian GAAP and U.S. GAAP

Our consolidated financial statements are prepared in accordance with Indian GAAP, which differs in certain aspects from U.S. GAAP. The following discussion explains the significant adjustments to our consolidated profit after tax under Indian GAAP in fiscal 2026, fiscal 2025 and fiscal 2024 that would result from the application of U.S. GAAP instead of Indian GAAP.

Consolidated net income attributable to the shareholders of ICICI Bank under U.S. GAAP increased from Rs. 513.5 billion in fiscal 2025 to Rs. 560.4 billion in fiscal 2026, while profit after tax attributable to the shareholders of ICICI Bank under Indian GAAP increased from Rs. 510.3 billion in fiscal 2025 to Rs. 542.1 billion in fiscal 2026.

The difference in accounting for the allowances of credit losses resulted in a higher net income by Rs. 7.4 billion in fiscal 2026 (fiscal 2025: lower net income by Rs. 14.1 billion) under U.S. GAAP as compared to Indian GAAP. During fiscal 2026, based on Reserve Bank of India direction the Bank had made a standard asset provision of Rs. 12.8 billion in respect of a portfolio of agricultural priority sector credit facilities wherein the terms of the facilities were found to be not fully compliant with the regulatory requirements for classification as agricultural priority sector lending. This provision was not made under U.S. GAAP where the lifetime current expected credit loss is recognized.

ICICI Group applies management overlays to its model-based estimates where appropriate. These overlays reflect adjustments to the probability of default to address limitations in the statistical models, particularly where future economic conditions may evolve differently from the historical patterns considered while developing these models. The overlays ensure that the expected credit loss estimates remain relevant and incorporate forward-looking risks that are otherwise difficult to quantify using a model, such as elevated geopolitical risks along with the attendant volatility in oil and commodity prices, expected uneven distribution of monsoon in India due to the effect of El Nino, geo-economic fragmentation, moderation expected in global as well as Indian growth, rising inflationary pressures, moderation in IT services growth and artificial intelligence (AI) developments. Accordingly, the Bank made management overlay on credit exposures under U.S. GAAP at March 31, 2026.

See also note 21(a) to our "- VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 18B - Additional Notes" included herein.

The difference in accounting for the valuation of debt and equity securities resulted in lower net income by Rs. 4.8 billion in fiscal 2026 as compared to lower income of Rs. 21.1 billion in fiscal 2025 under U.S. GAAP, as compared to Indian GAAP. This was primarily due to accounting of unrealized losses on equity investments in net income under U.S. GAAP, which were primarily recognized in the AFS reserve under Indian GAAP where these equity investments were classified as available for sale.

The difference on account of business combination accounting resulted in a lower net income by Rs. 3.6 billion under U.S. GAAP in fiscal 2026 (fiscal 2025: lower net income by Rs. 3.6 billion).

The difference in accounting for consolidation resulted in higher net income by Rs. 8.0 billion in fiscal 2026 as compared to higher net income by Rs. 11.2 billion in fiscal 2025 under U.S. GAAP, as compared to Indian GAAP. In fiscal 2026, our life insurance affiliate made a net income of Rs. 32.5 billion (fiscal 2025: net income: Rs. 33.6 billion) under U.S. GAAP as compared to net profit of Rs. 16.1 billion (fiscal 2025: Rs. 11.9 billion) under Indian GAAP. The higher net income was primarily on account of lower policyholders' liabilities and unallocated policyholders' surplus and due to amortization of deferred acquisition cost, offset in part by, marked-to-market loss on trading portfolio and equity securities. See also note 22(h) to our "- VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 18B - Additional Notes" included herein.

The total differences in amortization of fees and costs were Rs. 9.0 billion in fiscal 2026 (fiscal 2025: Rs. 8.5 billion).

We earn fees and incur costs on the origination of loans which are recognized up-front under Indian GAAP but are amortized under U.S. GAAP. Amortization of loan origination fees and costs resulted in higher income by Rs. 3.6 billion in fiscal 2026 (fiscal 2025: lower net income by Rs. 1.3 billion) under U.S. GAAP as compared to Indian GAAP. Retirement benefit cost was lower by Rs. 2.4 billion in fiscal 2026 (fiscal 2025: higher by Rs. 1.9 billion) under U.S. GAAP as compared to Indian GAAP. While under Indian GAAP, actuarial gain or loss is recognized in the profit and loss account, under U.S. GAAP, the actuarial gain/loss is recognized through other comprehensive income and thereafter amortized through the income statement. Further, the past service cost on account of change in labour code is also recognized through other comprehensive income and thereafter amortised through the income statement as compared to Indian GAAP where the same is recognized in profit and loss account. The actuarial loss for fiscal 2026 recognized through other comprehensive income were higher as compared to amortization of actuarial losses for previous years from other comprehensive income under U.S. GAAP, resulting in retirement benefit costs being lower under U.S. GAAP in fiscal 2026 as compared to Indian GAAP. See also note 21(e) to our "- VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 18B - Additional Notes" included herein.

Deferred tax expenses were lower by Rs. 3.9 billion in fiscal 2026 (fiscal 2025: Rs. 19.7 billion) under U.S. GAAP, as compared to Indian GAAP.

Deferred taxes are recognized on temporary differences related to investments in subsidiaries, branches and affiliates under U.S. GAAP while under Indian GAAP, no deferred taxes are recognized on temporary differences related to investments in subsidiaries, branches and affiliates. In fiscal 2026, there was decrease in deferred tax assets by Rs. 2.3 billion under U.S. GAAP as compared to increase in deferred tax assets by Rs. 3.7 billion in fiscal 2025.

The Bank and its housing finance subsidiary create a Special Reserve through appropriation of profits, in order to avail the tax benefits as per the Income Tax Act. Under Indian GAAP, deferred tax liability has been recognized on such Special Reserve in accordance with the guidelines issued by Reserve Bank of India. Under U.S. GAAP, deferred taxes are recognized and measured based on the expected manner of recovery and deferred taxes are not recognized if the expected manner of recovery does not give rise to tax consequences. Accordingly, a deferred tax liability was not created on the Special Reserve based on ICICI Group's continuing intention to not ever withdraw/utilize such Special Reserve and based on an opinion from the legal counsel about non-taxability of such Special Reserve in the scenario of liquidation. In fiscal 2026, deferred tax expenses were lower by Rs. 8.5 billion (fiscal 2025: Rs. 8.0 billion) under U.S. GAAP as compared to Indian GAAP.

Further, there was a difference due to the negative tax impact of Rs. 0.6 billion in fiscal 2026 on U.S. GAAP adjustments over Indian GAAP as compared to the positive tax impact of Rs. 7.3 billion in fiscal 2025. See also note 21(i) to our "- VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 18B - Additional Notes" included herein.

Consolidated net income attributable to the shareholders of ICICI Bank of Rs. 513.5 billion in fiscal 2025 under U.S. GAAP was higher than the profit after tax attributable to the shareholders of ICICI Bank of Rs. 510.3 billion under Indian GAAP. In fiscal 2025, the net income under U.S. GAAP was higher primarily due to the positive impact of amortization of loan processing fees net of costs, higher net income of our life insurance affiliate under U.S.GAAP as compared to net gain under Indian GAAP, lower deferred tax expenses under U.S. GAAP as compared to Indian GAAP offset in part by, higher loan loss provisioning under U.S. GAAP as compared to Indian GAAP.

Consolidated net income attributable to the shareholders of ICICI Bank of Rs. 613.8 billion in fiscal 2024 under U.S. GAAP was higher than the profit after tax attributable to the shareholders of ICICI Bank of Rs. 442.6 billion under Indian GAAP. In fiscal 2024, the net income under U.S. GAAP was higher primarily due to fair value gain on ICICI Lombard General Insurance Company Limited, the positive impact of amortization of loan processing fees net of costs, higher net income of our life insurance affiliate under U.S. GAAP as compared to net gain under Indian GAAP, lower deferred tax expenses under U.S. GAAP as compared to Indian GAAP offset in part by, higher loan loss provisioning under U.S. GAAP as compared to Indian GAAP.

For a further description of significant differences between Indian GAAP and U.S. GAAP, a reconciliation of net income and stockholders' equity to U.S. GAAP and certain additional information required under U.S. GAAP, see notes 21 and 22 to our "- VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 18B - Additional Notes" included herein.

### (12) Research and Development

We focus on strengthening our technological capabilities, with key priorities of resilience, scalability and security of our platforms. We continue to invest in new technology platforms and work on emerging technologies like cloud adoption and exploring potential usage of AI across banking use cases.

### (13) Critical Accounting Policies and Estimates

To understand our financial condition and the results of operations, it is important to understand our critical accounting policies and estimates and the extent to which we use judgments and estimates in applying those policies. Our accounting and reporting policies are in accordance with Indian GAAP and conform to standard accounting practices relevant to our products and services and the businesses in which we operate. Indian GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses in the reported period. Accordingly, we use a significant amount of judgment and estimates based on assumptions for which the actual results are uncertain when we make the estimation. See also "- VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 17 - Significant Accounting Policies" included herein.

#### (a) ICICI Bank

##### *(i) Revenue recognition*

Interest income is recognized in the profit and loss account as it accrues, except in the case of non-performing assets where it is recognized upon realization as per the income recognition and asset classification norms of the Reserve Bank of India. Income on discounted instruments is recognized over the tenure of the instrument on a constant-yield basis. Dividend income is accounted on an accrual basis when the right to receive the dividend is established. Commissions received on guarantees and letters of credit issued and annual/renewal fees on credit cards, debit cards and prepaid cards are amortized on a straight-line basis over the contractual period of the fees. Fees paid/received for priority sector lending certificates are amortized on straight-line basis over the period of the certificate. All other fees are accounted for as and when they become due where the Bank is reasonably certain of ultimate collection.

Revenue recognition involves uncertainties and are significantly affected by the assumptions used and judgments made for collectability of the income. Changes in assumptions could significantly affect these estimates and the resulting recognition.

### *(ii) Accounting for Investments*

ICICI Bank follows the trade-date method of accounting for the purchase and sale of investments, except for Government of India and state government securities, for which the settlement date method of accounting is followed as per the Reserve Bank of India's guidelines.

Through March 31, 2024, the Bank had been following accounting policies for investments primarily based on the Master Direction Classification, Valuation and Operation of Investment Portfolio of Commercial Banks (Directions), 2021 where securities were valued scrip-wise and classified into (a) held-to-maturity, (b) available-for-sale and (c) held-for-trading. Depreciation/appreciation on securities was aggregated for each category. Net appreciation in each category under each investment classification, if any, being unrealized, was ignored, while net depreciation in each category was provided. Held-to-maturity securities were carried at their acquisition cost or at amortized cost, if acquired at a premium over the face value. Any premium over the face value of fixed-and floating-rate securities acquired was amortized over the remaining period until maturity on a constant-yield and straight-line basis, respectively.

With effect from April 1, 2024, the Bank implemented the Master Direction - Classification, Valuation and Operation of Investment Portfolio of Commercial Banks (Directions), 2023 and transitional adjustments have been recorded as per the directions. Accordingly, as stated below, the significant accounting policies with respect to investments have been modified.

All investments are recognized at fair value on initial recognition, primarily amounting to the acquisition cost. Where facts and circumstances suggest that the fair value is materially different from the acquisition cost, the difference between the fair value and the acquisition cost is recognized in accordance with the Reserve Bank of India's guidelines.

All investments are classified into the following categories: (a) held-to-maturity, (b) available-for-sale and (c) fair value through profit and loss account including held-for-trading on the date of purchase as per the extant Reserve Bank of India guidelines on classification, valuation and operation of investment portfolio by banks. Held-for-trading is a separate investment sub-category within fair value through profit and loss. Under each classification, the investments are further categorized as (a) government securities, (b) other approved securities, (c) shares, (d) bonds and debentures and(e) others. Further, all the investments including debt investments in subsidiaries, joint ventures and associates are classified in a separate category.

Investments are classified as held-to-maturity if (i) the security is acquired with the intention and objective of holding it to maturity, i.e., the financial assets are held with an objective to collect the contractual cash flows and (ii) the contractual terms of the security give rise to cash flows that are solely payments of principal and interest on principal outstanding on specified dates. Held-to-maturity securities are carried at cost. Any premium or discount over the face value of fixed rate and floating rate/staggered securities acquired is amortized over the remaining period to maturity on a constant yield basis and straight-line basis respectively.

Investments are classified as available-for-sale if (i) the security is acquired with an objective that is achieved by both collecting contractual cash flows and selling securities and (ii) the contractual terms of the security meet the solely payments of principal and interest criterion. Further, certain equity investments are also designated as available-for-sale investments, where on initial recognition, the Bank has made an irrevocable election to classify such equity investments as available-for-sale investments. Investments classified as available-for-sale are fair valued periodically as per the Reserve Bank of India guidelines. Any premium or discount over/below the face value of fixed rate and floating rate/staggered securities acquired is amortized over the remaining period to maturity on a constant yield basis and straight-line basis respectively. The unrealized gain or loss across all performing available-for-sale investments (adjusted for effect of taxes, if any) is recognized in "available-for-sale reserves".

Securities that do not qualify for inclusion in held-to-maturity or available-for-sale are classified under fair value through profit and loss account securities. There is a separate sub-category called held-for-trading within fair value through profit and loss account. The held-for-trading investments primarily include listed equity investments (except for equity investments designated as available-for-sale investments) and debt securities acquired with an intent to sale. Investments classified as fair value through profit and loss account are fair valued periodically as per the Reserve Bank of India guidelines. Any premium or discount over the face value of fixed rate and floating rate/staggered securities acquired which pass the solely payments of principal and interest criterion is amortized over the remaining period to maturity on a constant yield basis and straight-line basis respectively. The unrealized gain or loss across all performing fair value through profit and loss account investments is aggregated across all categories and net appreciation/depreciation is recognized in profit and loss account.

All investments (including debt and equity) in subsidiaries, associates and joint ventures are held at acquisition cost. Any premium or discount over/below the face value of fixed rate and floating rate/staggered securities acquired is amortized over the remaining period to maturity on a constant yield basis and straight-line basis respectively. The Bank assesses investments in subsidiaries, joint ventures and associate for any other temporary diminution in value and appropriate provisions are made.

Costs, including brokerage and commission fees pertaining to trading book investments paid at the time of acquisition and broken period interest, the amount of interest from the previous interest payment date until the date of purchase of instruments, on debt instruments, are charged to the profit and loss account.

For the purposes of initial recognition and subsequent measurement, investments are fair valued based on the Reserve Bank of India guidelines. Securities are valued scrip-wise.

Quoted investments are valued periodically based on the closing quotes on recognized stock exchanges or prices declared by Fixed Income Money Market and Derivatives Association/Financial Benchmarks India Private Limited.

The Bank computes the market/fair value of its unquoted government securities, which are in the nature of statutory liquidity ratio securities included in the available-for-sale and fair value through profit and loss account categories in accordance with rates published by the Financial Benchmarks India Private Limited. For unquoted corporate bonds, the Bank computes the market value in accordance with the security-level valuations published by the Fixed Income Monetary Market and Derivatives Association.

The Bank computes the market value of unquoted non-government fixed income securities, including pass through certificates, wherever they are linked to the yield-to-maturity rates, with a mark-up, reflecting associated credit risk, over the yield to maturity rates for government securities published by the Fixed Income Money Market and Derivatives Association. The sovereign foreign securities and non-rupee India-linked bonds are valued based on prices published by the sovereign regulator or on counterparty quotes.

Treasury bills, commercial papers and certificate of deposits, being discounted instruments, are valued at carrying cost.

The units of mutual funds are valued at the latest repurchase price/net asset value declared by the mutual fund.

The Bank computes the market value of its unquoted equity shares at the break-up value, if the latest balance sheet is available. If such a balance sheet is not available or is older than 18 months, the unquoted equity shares are valued at Re. 1 in accordance with the Reserve Bank of India guidelines.

Investments in units of venture capital funds/AIFs are recognized under fair value through profit and loss account category and are valued at the net asset value declared by the venture capital fund/AIFs. If the latest net asset values are not available continuously for more than 18 months, the units of venture capital funds/AIFs are valued at Re. 1, in accordance with the Reserve Bank of India's guidelines.

Units of infrastructure investment trusts are valued as per the quoted price available on the exchange.

The Bank values securities receipts at the net asset value provided by asset reconstruction companies. The Bank makes additional provisions on the security receipts based on the remaining period of the resolution period. Security receipts which are outstanding and not redeemed as of the resolution period are treated as loss assets and are fully provided for. Provision on the fully provided security receipts including receipts guaranteed by the Government of India, is reversed through profit and loss account on actual receipts of recoveries or approval of claims, if any, by the Government of India.

Impairment of non-performing investments is made as per internal provisioning norms, subject to minimum provisioning requirements of the Reserve Bank of India.

Gains/losses on sale of investments, except available-for-sale equity investments, are recognized in the profit and loss account. Costs of investments are computed based on the first-in-first-out method. The realized gains or losses on available-for-sale equity investments are recognized in available-for-sale reserve. Further, the profit from sales of held-to-maturity investments, investments in subsidiaries, joint ventures and associates and available-for-sale equity investments, net of taxes and transfers to the statutory reserve, is appropriated to 'Capital Reserve' in accordance with the Reserve Bank of India's guidelines.

The Bank undertakes short sale transactions in dated central government securities in accordance with the Reserve Bank of India's guidelines. The short positions are categorized under the held-for-trading category and are marked-to-market. The mark-to-market gain/loss is charged to profit and loss account as per the Reserve Bank of India's guidelines.

The Bank accounts for repurchase, reverse repurchase and transactions with the Reserve Bank of India under the liquidity adjustment facility/marginal standing facility as borrowing and lending transactions in accordance with the Reserve Bank of India's guidelines.

The valuation methodologies for investments involve uncertainties and are significantly affected by assumptions used and judgments made regarding the risk characteristics of various financial instruments, discount rates, estimates of future cash flows and other factors. Changes in assumptions could significantly affect these estimates and the resulting fair values.

***(iii) Loans and Other Credit Facilities***

Loans and advances are classified into performing and non-performing loans as per Reserve Bank of India guidelines. Under the Reserve Bank of India's guidelines, an asset is generally classified as non-performing if: in respect of term loans, any amount of interest or principal is overdue for more than 90 days; in respect of overdraft or cash credit, if the account is out of order for a period of 90 days; and, in respect of bills, if the account is overdue for more than 90 days. Loans held at the overseas branches that are identified as impaired as per host country regulations, but which are standard as per the Reserve Bank of India guidelines, are classified as non-performing loans to the extent of the amount outstanding in the respective host country. Non-performing loans and advances are classified as standard, substandard, doubtful and loss assets based on number of days overdue. Interest on non-performing loans is not recognized in profit and loss account until received.

The Bank considers an account as restructured, where for economic or legal reasons relating to the borrower's financial difficulty, the Bank grants concessions to the borrower that the Bank would not otherwise consider. The moratorium granted to the borrowers based on the Reserve Bank of India guidelines is not accounted for as a restructuring of loan. Certain specified guidelines by the Reserve Bank of India requires the asset classification to be maintained as 'standard'. Therefore, the borrowers, where a resolution plan was implemented under these guidelines are classified as standard restructured.

Provisions are generally made by the Bank on standard, substandard, doubtful and loss assets as per internal provisioning norms, subject to minimum provisioning requirements of the Reserve Bank of India. The Bank holds specific provisions against non-performing loans and a general provision against standard loans. The Bank also makes specific provisions on certain performing loans as per the direction of the Reserve Bank of India. Loss assets and unsecured portions of doubtful assets are fully provided for. For impaired loans held in overseas branches that are performing as per the Reserve Bank of India guidelines, provisions are made as per the host country regulations. For loans held in overseas branches that are non-performing loans as per the Reserve Bank of India guidelines and as per host country regulations, provisions are made at the higher of the provisions required as required by internal provisioning norms and host country regulations. In respect of borrowers classified as non-cooperative borrowers or willful defaulters, the Bank makes accelerated provisions as per the Reserve Bank of India guidelines. The Bank holds specific provisions for non-performing loans that are higher than the minimum regulatory requirements.

In respect of non-retail loans reported as fraud to the Reserve Bank of India, the entire amount is provided for over a period not exceeding four quarters starting from the quarter in which fraud has been detected. In respect of non-retail loans where there has been a delay in reporting the fraud to the Reserve Bank of India or which are classified as loss accounts, the entire amount is provided immediately. In the case of fraud in retail accounts, the entire amount is provided immediately. In respect of borrowers classified as non-cooperative borrowers or willful defaulters, the Bank makes accelerated provisions as per the Reserve Bank of India guidelines.

The Bank makes provision on restructured loans subject to minimum requirements as per the Reserve Bank of India guidelines. Provisions due to diminution in the fair value of restructured/rescheduled loans and advances are made in accordance with the applicable Reserve Bank of India guidelines. Non-performing and restructured loans are upgraded to standard, as per the extant Reserve Bank of India guidelines or host country regulations, as applicable.

As per the Reserve Bank of India guidelines, the non-performing loans are written-off in accordance with the Bank's policy. Amounts recovered against bad debts written-off are recognized in the profit and loss account.

The Bank also creates general provisions on performing loans based on the guidelines issued by the Reserve Bank of India, including provisions on loans to borrowers having unhedged foreign currency exposure, loans to specific borrowers in specific stressed sectors, exposure to step-down subsidiaries of Indian companies and incremental exposures to borrowers identified as per the Reserve Bank of India's large exposure framework. For performing loans in overseas branches, the general provisions are made at the greater of the aggregate provision required as per host country regulations and the Reserve Bank of India's requirement.

Additionally, the Bank creates provisions on individual country exposures including indirect country risk, other than for home-country exposure. The countries are categorized into seven risk categories: insignificant, low, moderately low, moderate, moderately high, high and very high and provisioning is made on exposures with contractual maturity exceeding 180 days on a graded scale ranging from 0.25% to 25%. For exposures with a contractual maturity of less than 180 days, provision is required to be held at 25% of the rates applicable to exposures exceeding 180 days. The indirect exposure is estimated at 50% of the exposure. If the Bank's net funded exposure in respect of a country is less than 1% of its total assets, no provision is required for such country exposure.

The Bank makes additional provisions from the date of default as per the Reserve Bank of India's guidelines for cases where viable resolution plans have not been implemented within the timelines prescribed by the Reserve Bank of India. These additional provisions are written-back upon satisfaction of the conditions for reversal, as per the Reserve Bank of India guidelines.

The Bank, on a prudent basis, also makes a contingency provision on certain standard assets. The contingency provision is included in 'Other Liabilities and Provisions'.

The Bank has a Board-approved policy for making floating provisions, which are in addition to the specific and general provisions made by the Bank. The floating provision can only be utilized with the approval of Board and the Reserve Bank of India, for contingencies which do not arise in the normal course of business and are exceptional and non-recurring in nature, and for making specific provisions for impaired loans required by the Reserve Bank of India guidelines or any regulatory guidance/instructions. The floating provision is netted off from loans.

The provisions on loans involve uncertainties and are significantly affected by the assumptions used and judgments made for provisions on non-performing loans, on performing loans and other credit exposures. Changes in assumptions could significantly affect these estimates and the resulting provisions.

**(b) ICICI Prudential Life Insurance Company Limited**

Premium for non-linked policies is recognized as income (net of goods and service tax) when due from policyholders. For unit-linked business, premium is recognized as income when the associated units are created. Premium on lapsed policies is recognized as income when such policies are reinstated.

Reinsurance premium ceded is accounted in accordance with the terms and conditions of the relevant treaties with the reinsurer. Profit commission on reinsurance ceded is net off premium ceded on reinsurance.

Death and rider claims are accounted for on receipt of intimation. Survival, maturity and annuity benefits are accounted when due. Withdrawals and surrenders under non-linked policies are accounted on the receipt of intimation and for unit-linked policies, are accounted in the respective schemes when the associated units are cancelled. Amount payable on lapsed/discontinued policies are accounted for on expiry of lock-in-period of these policies. Surrenders, withdrawals and lapsation are disclosed at net of charges recoverable. Claim settlement cost, legal and other fees form part of claim cost wherever applicable. Reinsurance claims are accounted for in the period in which the claim is intimated and are netted off against benefits paid. Repudiated claims and other claims disputed before the judicial authorities are provided for on prudent basis as considered appropriate by the management.

Income from unit-linked policies, which includes fund management charges, policy administration charges, mortality charges and other charges, if any, are recovered from the unit-linked funds in accordance with terms and conditions of policies issued and are recognized when due.

Acquisition costs are costs that vary with, and are primarily related to, acquisition of new and renewal insurance contracts and have an obligatory relationship of costs incurred to execution of insurance contracts. These costs are expensed in the period in which they are incurred. Clawback of commission paid, if any, in future is accounted in the year in which it becomes recoverable.

The actuarial liabilities, for all in-force policies, and policies where premiums are discontinued but a liability exists as at the valuation date, are calculated in accordance with the accepted actuarial practice, requirements of Insurance Act, 1938, as amended from time to time, regulations notified by IRDAI, and relevant guidance notes and Actuarial Practice Standards of the Institute of Actuaries of India. The unit liability in respect of linked business is the value of the units standing to the credit of policyholders, using the net asset value prevailing at the valuation date.

The actuarial liability in respect of both participating and non-participating policies is calculated using the gross premium method, using assumptions for interest, mortality, morbidity, persistency, expense, inflation, and in the case of participating policies, future bonuses together with allowance for taxation and allocation of profits to shareholders. These assumptions are determined as prudent estimates at the date of valuation including allowances for possible adverse deviations.

The Funds for Future Appropriations, in the participating segment represent the surplus, which is not allocated to policyholders or shareholders as at the Balance Sheet date.

Investments are made and accounted for in accordance with the Insurance Act, 1938, the Insurance Regulatory and Development Authority of India (Actuarial, Finance and Investment Functions of Insurers) Regulations, 2024 (the "Regulation"), Master Circular on Actuarial, Finance and Investment Functions of Insurers dated May 17, 2024 (the "Master Circular"), Investment Policy of the Company and various other circulars/notifications issued by IRDAI in this context from time to time.

Unclaimed amount of policyholders' liability is determined on the basis of net asset value of the units outstanding as at the valuation date. Income on unclaimed amount of policyholders is accreted to the unclaimed fund and is accounted for on an accrual basis, net of fund management charges.

Borrowing costs are charged to the Profit and Loss account in the period in which these are incurred.

Provisions for income tax are made in accordance with the provisions of Section 44 of the Income Tax Act 1961, read with rules contained in the first schedule and other relevant provisions of the Income Tax Act 1961, as applicable, to a company carrying on in the life insurance business. Income tax expense comprises current taxes (i.e., the amount of tax for the year as determined in accordance with the Income Tax Act 1961) and deferred tax charges or credits (reflecting the tax effects of timing differences between accounting income and taxable income for the year).

**(14) Fair Value Measurements**

We determine the fair values of our financial instruments in U.S. GAAP based on the fair value hierarchy established in ASC Topic 820. The standard describes three levels of inputs that may be used to measure fair value.

The valuation of Level 1 instruments is based upon the unadjusted quoted prices of identical instruments traded in active markets on reporting date.

The valuation of Level 2 instruments is based upon the quoted prices for similar instruments in active markets, the quoted prices for identical or similar instruments in markets that are not active, prices quoted by market participants and prices derived from valuation models which use significant inputs that are observable in active markets. Inputs used include interest rates, yield curves, volatilities and credit spreads, which are available from public sources such as Reuters, Bloomberg, Foreign Exchange Dealers Association of India, Financial Benchmarks India Private Limited and the Fixed Income Money Markets and Derivatives Association of India.

The valuation of Level 3 instruments is based on valuation techniques or models which use significant market unobservable inputs or assumptions. Financial instruments are considered Level 3 when their values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable or when the determination of the fair value requires significant management judgment or estimation.

The valuation methodologies adopted by us for valuing our investments and derivatives portfolio are summarized below. A substantial portion of the portfolio is valued based on the unadjusted quoted or traded prices or based on models using market observable inputs such as interest rates, yield curves, volatilities and credit spreads available from public sources like Fixed Income Money Markets and Derivatives Association of India, Foreign Exchange Dealers Association of India, Financial Benchmarks India Private Limited, Reuters, Bloomberg and stock exchanges.

The rupee denominated fixed income portfolio, which includes all rupee investments in government securities and corporate bonds, is valued based on guidelines for market participants established by the Fixed Income Money Market and Derivatives Association. The Fixed Income Money Market and Derivatives Association is an association of scheduled commercial banks, public financial institutions, primary dealers and insurance companies and is a voluntary market body for bonds, derivatives and money markets in India. The international investments portfolio is generally valued on the basis of quoted prices. In certain markets, due to illiquidity, we use alternate valuation methodologies based on our own assumptions and estimates of the fair values.

A substantial part of the derivatives portfolio is valued using market observable inputs like swap rates, foreign exchange rates, volatilities and forward rates. The valuation of derivatives is carried out primarily using the market quoted swap rates and foreign exchange rates. Certain structured derivatives are valued based on counterparty quotes. The exposure regarding derivatives transactions is computed and is marked against the credit limits approved for the respective counterparties.

We also hold investments and derivatives that have been valued based on unobservable inputs or that involve significant assumptions made by the management in arriving at their fair values. Such instruments are classified under Level 3 as per the classification defined in FASB ASC Topic 820 “Fair Value Measurements and Disclosures”.

**(15) A Description of the Valuation Methodologies of Level 3 Investments under U.S. GAAP**

Our total investment in Level 3 instruments amounted to Rs. 153.1 billion at year-end fiscal 2026. Out of the total Level 3 investments, investments amounting to Rs. 151.6 billion were India-linked and investments amounting to Rs. 1.5 billion were non-India linked. India-linked investments consisted of pass-through certificates of Rs. 145.0 billion, corporate bonds of Rs. 1.9 billion, equity shares of Rs. 4.5 billion and other securities of Rs. 0.1 billion. Non-India linked investments consisted of mortgage-backed securities of Rs. 1.5 billion at year-end fiscal 2026 and equity shares of Rs. 0.0 billion at year-end fiscal 2026.

The valuation of Indian pass-through certificates is dependent on the estimated cash flows that the underlying trust would pay out. The underlying trust makes assumptions with regards to various variables to arrive at the estimated cash flows. The cash flows for pass through certificates are discounted at the yield-to-maturity rates and credit spreads published by Financial Benchmarks India Private Limited and Fixed Income Money Market and Derivatives Association on month ends.

Bonds that have been identified as illiquid and valued based on a valuation model are classified as Level 3 instruments only if the input used to value those securities is collected from unobservable market data or if the bonds were valued after making adjustment to the market observable data. The investment in bonds of Rs. 1.9 billion were valued at the amortized cost net of impairment or using significant management estimates and assumptions or based on market value of the underlying collateral.

Due to illiquidity in the asset backed and mortgage-backed security markets, a substantial part of these securities are classified as Level 3 and valuation models are used to value these securities.

Our Canadian subsidiary holds retained interest, largely representing the excess spread of mortgage interest over the rate of return on the mortgaged backed securities, which has been recorded as available-for-sale securities in the balance sheet at fair value of Rs. 1.5 billion determined using an internal model.

Non-India linked equity shares of Rs. 0.0 billion were valued by applying discount to the market price of same company.

The methodologies we use for validating the valuation model of products which are valued with reference to market observable inputs include comparing the outputs of our models with counterparty quotes, in comparison with pricing from third party pricing tools, replicating the valuation methodology used in the model or other methods used on a case-by-case basis. The valuation is also carried out under various scenarios and are checked for consistency. However, for products where there are no reliable market prices or market observable inputs available, valuation is carried out using models developed using alternate approaches and incorporating proxies wherever applicable. The independent validation of valuation models is performed by an entity/unit independent of the risk management group.

**(16) Convergence of Indian Accounting Standards with International Financial Reporting Standards**

In 2016, the Ministry of Corporate Affairs issued the roadmap for implementation of new Indian Accounting Standards ("Ind AS"), converged with International Financial Reporting Standards, for scheduled commercial banks, insurance companies and non-banking financial companies. However, currently the implementation of Ind AS for banks has been deferred until further notice pending the consideration of some recommended legislative amendments by the Government of India and for insurance companies, Ind AS has been made applicable from April 1, 2026, with an option to the insurance companies to obtain a forbearance for a period of one year with prior approval of IRDAI. We are in an advanced stage of preparedness for implementation of Ind AS, as and when these are made applicable. Further, there may be regulatory guidelines and clarifications in some critical areas of Ind AS application, which we will need to suitably incorporate in our implementation project as and when those are issued.

Financial statements prepared under Ind AS may diverge significantly from the financial statements and other financial information included or incorporated by reference in this Annual Securities Report. The major areas of differences include impairment of financial assets and allowance for expected credit losses, accounting of loan processing fees and costs, consolidation accounting and deferred taxes.

In April 2026, the Reserve Bank of India, issued directions which introduced expected credit loss framework for provisioning by banks, broadly based on the principles of the International Financial Reporting Standard 9, supplemented by regulatory backstops wherever necessary. The expected credit loss approach includes introduction of a staging framework for asset classification, while retaining the extant norms for classification of non-performing assets and adoption of forward-looking provisioning. These directions also introduced minimum prudential floors to be maintained by banks in addition to provisions computed based on expected credit loss estimates. These directions shall come into force with effect from April 1, 2027 and may require higher provisioning requirements.

[*"Related Party Transactions" has been inserted here from pages 54 ~ 58 of Form 20-F.*]

## (17) Related Party Transactions

In fiscal 2026, we entered into transactions with related parties consisting of (i) associates/other related entities and (ii) key management personnel and their close family members.

### (a) Related Parties

#### *(i) Associates/Other Related Entities*

For fiscal 2026, the following parties were identified as our associates/other related entities: Arteria Technologies Private Limited, India Infradebt Limited, ICICI Foundation for Inclusive Growth, Cheryl Advisory Private Limited, GENEZEN(1), FISERV Merchant Solutions Private Limited (erstwhile ICICI Merchant Services Private Limited)(2), NIIT Institute of Finance, Banking and Insurance Training Limited(2), India Advantage Fund-III(3), India Advantage Fund-IV(3), Chamunda Diamonds, Procedium Strategy LLP and FactoryOS Private Limited.

(1) From Q1-2026, GENEZEN is considered a related party of the Bank.

(2) During Q1-2026, FISERV Merchant Solutions Private Limited (erstwhile ICICI Merchant Services Private Limited) and NIIT Institute of Finance, Banking and Insurance Training Limited ceased to be related parties of the Bank.

(3) During Q2-2026, India Advantage Fund-III and India Advantage Fund-IV ceased to be related parties of the Bank.

#### *(ii) Key Management Personnel and Their Close Family Members*

Our key management personnel include our Executive Directors. The following individuals were our key management personnel in fiscal 2026: Mr. Sandeep Bakhshi, Mr. Sandeep Batra, Mr. Rakesh Jha and Mr. Ajay Kumar Gupta. The close family members of the above key management personnel are also our related parties. Close family members in relation to the Executive Directors mean their spouses, children, children's spouses, grand-children, grand-children's spouses, siblings, sibling's spouses, parents, maternal grandparents, paternal grandparents and members of a Hindu undivided family. We have applied the Indian GAAP standard and the Reserve Bank of India Act, 1934 in determining the close family members of the Executive Directors.

### (b) Related Party Transactions

The following are the material transactions between us and our associates/other related entities or our key management personnel or their close family members.

For additional details, see also "- V. - 4. - (2) State of Employees - Loans" and note 2 - 'Related Party Transactions' of "- VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 18" included herein.

### *(i) Insurance Services*

During fiscal 2026, we received insurance premiums from our associates/other related entities amounting to Rs. 22 million, from our key management personnel amounting to Rs. 1 million and from the close family members of our key management personnel amounting to Rs. 6 million. The premiums received covered life insurance, group term insurance and investment linked insurance plans. The material transactions during fiscal 2026 included Rs. 18 million premium received from ICICI Foundation for Inclusive Growth, Rs. 3 million premium received from India Infradebt Limited and Rs. 5 million premium received from Ms. Aparna Gupta, a close family member of Mr. Ajay Kumar Gupta.

During fiscal 2026, we paid claims including maturity, annuity and policy surrender value to our associates/other related entities amounting to Rs. 25 million and to our key management personnel amounting to Rs. 1 million. The material transactions during fiscal 2026 included Rs. 25 million paid to ICICI Foundation for Inclusive Growth and Rs. 1 million paid to Mr. Sandeep Bakhshi.

### *(ii) Income from Services Rendered*

During fiscal 2026, we earned income amounting to Rs. 54 million for services rendered to our associates/other related entities, Rs. 2 million from our key management personnel and Rs. 0.1 million from the close family members of our key management personnel. The income primarily relates to marketing and promotion fees, sponsorship and banking service fees, arranger fees and bank charges. The material transactions during fiscal 2026 included Rs. 35 million of income from services rendered to FISERV Merchant Solutions Private Limited (erstwhile ICICI Merchant Services Private Limited) and Rs. 14 million of income from services rendered to India Infradebt Limited.

### *(iii) Income from Shared Services*

During fiscal 2026, we recovered cost towards sharing of premises, corporate infrastructure facilities and technology services from ICICI Foundation for Inclusive Growth amounting to Rs. 14 million.

### *(iv) Expenses for Services Received*

During fiscal 2026, we paid brokerage fees and other expenses to our associates/other related entities amounting to Rs. 346 million. These expenses primarily pertain to merchant management fees, subsidy and commission expenses. The material transactions during fiscal 2026 included Rs. 178 million in expenses for services paid to FISERV Merchant Solutions Private Limited (erstwhile ICICI Merchant Services Private Limited) and Rs. 168 million in expenses for services paid to Arteria Technologies Private Limited.

### *(v) Investments in Securities Issued by Related Parties*

During fiscal 2026, we invested Rs. 18.7 billion in securities issued by India Infradebt Limited.

### *(vi) Redemption/buyback of Investments*

During fiscal 2026, we received Rs. 2.8 billion from our associates/other related entities on account of redemption of bonds and venture fund units. The material transactions during fiscal 2026 included Rs. 2.7 billion from India Infradebt Limited, Rs. 81 million from India Advantage Fund- IV and Rs. 62 million from India Advantage Fund-III.

***(vii) Interest Expenses***

During fiscal 2026, we paid interest on deposits accepted to our associates/other related entities amounting to Rs. 49 million, to our key management personnel amounting to Rs. 28 million and to the close family members of our key management personnel amounting to Rs. 13 million. The material transactions during fiscal 2026 included Rs. 45 million of interest paid to Arteria Technologies Private Limited, Rs. 25 million of interest paid to Mr. Rakesh Jha, Rs. 3 million of interest paid to NIIT Institute of Finance, Banking and Insurance Training Limited, Rs. 0.4 million of interest paid to ICICI Foundation for Inclusive Growth, and Rs. 0.1 million of interest paid to FISERV Merchant Solutions Private Limited (erstwhile ICICI Merchant Services Private Limited).

***(viii) Interest Earned***

During fiscal 2026, we received Rs. 426 million in interest on investments in bonds and loans from our associates/other related entities and Rs. 2 million from our key management personnel. The material transactions during fiscal 2026 included Rs. 417 million of interest received from India Infradebt Limited.

***(ix) Purchase of Fixed Assets***

During fiscal 2026, we purchased fixed assets from Arteria Technologies Private Limited amounting to Rs. 1 million.

***(x) Sale of Loan***

During fiscal 2026, we sold loans to India Infradebt Limited amounting to Rs. 3.6 billion.

***(xi) Dividend Income***

During fiscal 2026, we received dividend income from India Infradebt Limited amounting to Rs. 107 million.

***(xii) CSR Expenses***

During fiscal 2026, we paid corporate social responsibility related expenses to ICICI Foundation for Inclusive Growth amounting to Rs. 11.4 billion.

***(xiii) Dividend Paid***

During fiscal 2026, we paid Rs. seven thousand in dividends to our associates/other related entities, Rs. 16 million in dividends to our key management personnel and Rs. 7 million in dividends to the close family members of our key management personnel. Dividends paid included Rs. 3 million to Mr. Sandeep Bakhshi, Rs. 6 million to Mr. Sandeep Batra, Rs. 1 million to Mr. Rakesh Jha, Rs. 6 million to Mr. Ajay Kumar Gupta and Rs. 3 million to Mr. Shivam Bakhshi, a close family member of Mr. Sandeep Bakhshi.

#### *(xiv) Reimbursement of Expenses Paid*

During fiscal 2026, we reimbursed official expenses of Rs. 2 million to our key management personnel. The material transactions during fiscal 2026 included Rs. 0.5 million to Mr. Rakesh Jha, Rs. 0.8 million to Mr. Sandeep Batra and Rs. 0.4 million to Mr. Ajay Kumar Gupta.

#### *(xv) Value of ESOPs Exercised*

During fiscal 2026, our key management personnel exercised ESOPs amounting to Rs. 769 million. The value of ESOPs exercised during fiscal 2026 by Mr. Sandeep Bakhshi was Rs. 284 million, by Mr. Sandeep Batra was Rs. 240 million, by Mr. Rakesh Jha was Rs. 215 million, and by Mr. Ajay Kumar Gupta was Rs. 30 million.

#### *(xvi) Volume of Fixed Deposits Accepted*

During fiscal 2026, the volume of fixed deposits accepted from our associates/other related entities amounted to Rs. 1.1 billion, the volume of fixed deposits accepted from our key management personnel amounted to Rs. 563 million and the volume of fixed deposits accepted from the close family members of our key management personnel amounted to Rs. 90 million. The material transactions during fiscal 2026 were Rs. 1.1 billion of fixed deposits accepted from Arteria Technologies Private Limited and Rs. 461 million of fixed deposits accepted from Mr. Rakesh Jha.

#### *(xvii) Forex/Swaps/Derivatives and Forwards Transactions Entered (Notional Value)*

During fiscal 2026, we entered into forex/swaps/derivatives and forwards transactions with Arteria Technologies Private Limited amounting to Rs. 73 million.

#### *(xviii) Guarantees/Letters of Credit Given*

During fiscal 2026, we gave guarantees to ICICI Foundation for Inclusive Growth amounting to Rs. 2.0 billion.

#### *(xix) Capital Infusion*

During fiscal 2026, ICICI group infused capital in Arteria Technologies Private Limited amounting to Rs. 18 million.

### (c) Related Party Balances

The following table sets forth, at the date indicated, our balance payable to/receivable from our associates/other related entities:

| Items | At year-end fiscal 2026 |
|---|---|
| | (in million) |
| Deposits accepted from related parties held by us | Rs. 3,350 |
| Payables to related parties | 3,833 |
| Our investments in related parties | 13,479 |
| Investments of related parties in ICICI Group[(1)] | 0.0 |
| Loans and advances to related parties[(2)] | 102 |
| Receivables from related parties | 198 |

| Items | At year-end fiscal 2026 |
|---|---|
| | (in million) |
| Guarantees issued by us for related parties | 2,013 |

The following table sets forth, at the date indicated, the balance payable to/receivable from the key management personnel:

| Items | At year-end fiscal 2026 | |
|---|---|---|
| | (in million) | |
| Deposits accepted from key management personnel | Rs. | 880 |
| Payables to key management personnel | | 0.2 |
| Investments in our shares held by key management personnel | | 5 |
| Loans and advances to key management personnel(3) | | 40 |
| Receivables from key management personnel | | - |

The following table sets forth, at the date indicated, the balance payable to/receivable from the close family members of key management personnel:

| Items | At year-end fiscal 2026 | |
|---|---|---|
| | (in million) | |
| Deposits accepted from close family members of key management personnel | Rs. | 213 |
| Payables to close family members of key management personnel | | 1 |
| Investments in our shares held by close family members of key management personnel | | 6 |
| Loans and advances to close family members of key management personnel(2) | | 3 |
| Receivables from close family members of key management personnel | | - |

The following table sets forth, for the period indicated, the maximum balance payable to/receivable from the key management personnel:

| Items | At year-end fiscal 2026 | |
|---|---|---|
| | (in million) | |
| Deposits accepted from key management personnel | Rs. | 880 |
| Payables to key management personnel | | 0.2 |
| Investments in our shares held by key management personnel | | 5 |
| Loans and advances to key management personnel | | 100 |
| Receivables from key management personnel | | 0.1 |

The following table sets forth, for the period indicated, the maximum balance payable to/receivable from the close family members of key management personnel:

| Items | At year-end fiscal 2026 | |
|---|---|---|
| | (in million) | |
| Deposits accepted from close family members of key management personnel | Rs. | 243 |
| Payables to close family members of key management personnel | | 1 |
| Investments in our shares held by close family members of key management personnel. | | 6 |
| Loans and advances to close family members of key management personnel . | | 4 |
| Receivables from close family members of key management personnel | | - |

(1) Insignificant amount.

(2) The loans and advances (a) were made in the ordinary course of business, (b) were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons, and (c) did not involve more than the normal risk of collectability or present other unfavorable features.

(3) The loans and advances (a) were made in the ordinary course of business and were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons or (b) were made on the same terms, including interest rates and collateral, as those prevailing at the time for other employees as part of employee loan scheme, and (c) did not involve more than the normal risk of collectability or present other unfavorable features.

## 5. Material Contracts, etc.

There has been no material change since the last SAR filed on December 23, 2025 for the half year ended September 30, 2025, except below.

a. With reference to the proposal to transfer the private equity, venture capital and real estate fund management businesses of ICICI Venture Funds Management Company Limited ("ICICI Venture") to ICICI Prudential Asset Management Company ("ICICI AMC"), following the receipt of requisite approvals, the transaction has been completed and the requisite agreements in this regard have been executed by ICICI Prudential Asset Management Company Limited with ICICI Venture Funds Management Company Limited. Accordingly, effective April 1, 2026, ICICI Prudential Asset Management Company Limited is providing investment management services to the transferred funds. The transaction enabled the offering of an integrated full range of investment asset classes, including private equity, by ICICI Prudential Asset Management Company Limited. ICICI Venture Funds Management Company Limited continues to undertake certain advisory activities as well as manage certain residual funds.

b. With respect to the acquisition of 100% shareholding in ICICI Prudential Pension Funds Management Company Limited ("ICICI PFM") from ICICI Prudential Life Insurance Company Limited, following the receipt of requisite approvals, the Bank executed, on January 12, 2026, a share purchase agreement with ICICI Prudential Life Insurance Company Limited and ICICI PFM and the Bank acquired 100% shareholding in ICICI PFM. Accordingly, ICICI PFM is now a wholly owned subsidiary of the Bank.

c. With respect to the acquisition of 75% stake in Bharti Life Insurance Company Limited by PCHL, subject to receipt of applicable regulatory approvals and satisfaction of certain conditions. ICICI Prudential Life Insurance Company Limited has applied to IRDAI for the reclassification of PCHL from 'promoter' to 'investor', along with a proposal to change the name of the company from 'ICICI Prudential Life Insurance Company Limited' to 'ICICI Life Insurance Limited'. On August 7, 2026, IRDAI provided the approval for name change of 'ICICI Prudential Life Insurance Company Limited' to 'ICICI Life Insurance Limited'. The Board of Directors, at its meeting held on August 13, 2026, approved the proposed change in name of the company from 'ICICI Prudential Life Insurance Company Limited' to 'ICICI Life Insurance Limited' and the consequent alterations to the Memorandum of Association and the Articles of Association, subject to approval of the shareholders and other applicable regulatory approvals.

## 6. Research and Development Activities

Please refer to "- II. - 3. Nature of Business".

## IV. STATEMENT OF FACILITIES

### 1. Outline of Capital Investment, etc.

The Company does not have any material planned or ongoing capital investments outside the ordinary course of business. Any routine capital expenditure undertaken in connection with branch expansion, technology upgrades, or maintenance of existing facilities is part of the Company's normal operations.

### 2. State of Major Facilities

[*"Properties" has been inserted here from page 113 of Form 20-F.*]

Our existing Registered Office is located at ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara 390 007, Gujarat, India. Our corporate headquarters are located at ICICI Bank Towers, Bandra-Kurla Complex, Mumbai 400 051, Maharashtra, India.

ICICI Bank had a domestic branch network consisting of 7,511 branches, 12,087 ATMs and cash recycler machines at March 31, 2026 as compared to 6,983 branches, 16,285 ATMs and cash recycler machines at March 31, 2025. In addition to branches, extension counters and ATMs, ICICI Bank has 63 administrative offices, including our Registered Office at Vadodara and our corporate headquarters at Mumbai, 67 processing centers and 45 currency chests.

We also provide residential facilities to employees in India. At March 31, 2026, we owned 451 apartments for providing residential facilities to our employees.

### 3. Plan for Installation, Retirement, etc. of Facilities

The Company does not have any material planned or ongoing capital investments outside the ordinary course of business. Any routine capital expenditure undertaken in connection with branch expansion, technology upgrades, or maintenance of existing facilities is part of the Company's normal operations.

## V. STATEMENT OF FILING COMPANY

### 1. State of Shares, etc.

### (1) Total Number of Shares, etc.

#### (a) Total Number of Shares

(At March 31, 2026)

| Number of Shares Authorized to be Issued | Number of Issued Shares | Number of Unissued Shares |
|---|---|---|
| 12,500,000,000 equity shares of Rs. 2/- each | 7,160,112,569[1][2] shares | 5,339,887,431 shares |

(1) Excludes 266,089 shares forfeited.

(2) Includes 56,008,117 equity shares issued to the shareholders of ICICI Securities Limited in accordance with the Scheme of arrangement between ICICI Bank Limited and ICICI Securities Limited and their respective shareholders for delisting of ICICI Securities Limited during fiscal year 2025.

#### (b) Issued Shares

(At March 31, 2026)

| Bearer or Registered; Par Value or Non-Par Value | Kind | Number of Issued Shares | Names of Listed Financial Instruments Exchanges or Registered Financial Instruments Firm Association | Remarks |
|---|---|---|---|---|
| Registered shares, with par value of Rs. 2/- each | Ordinary shares | 7,160,112,569[1][2] shares | Underlying equity shares on:<br>Bombay Stock Exchange;<br>and<br>National Stock Exchange of India Limited<br>ADRs on:<br>New York Stock Exchange | Equity shares with a face value of Rs. 2 each |
| **Total** | - | **7,160,112,569[1][2] shares** | - | - |

(1) Excludes 266,089 shares forfeited.

(2) Includes 56,008,117 equity shares issued to the shareholders of ICICI Securities Limited in accordance with the Scheme of arrangement between ICICI Bank Limited and ICICI Securities Limited and their respective shareholders for delisting of ICICI Securities Limited during fiscal year 2025.

**(2) State of Exercise of Bonds with Stock Acquisition Rights etc. with Moving Strike Clause**

Not applicable.

**(3) Changes in Total Number of Issued Shares and Capital Stock**

| Date | Number of Shares on Issue | | Share Capital (in Rs.) | | Remarks |
|---|---|---|---|---|---|
| | Number of Shares Increased/ (Decreased) | Number of Outstanding Shares After Increase/ (Decrease) | Amount of Share Capital Increased/ (Decreased) | Amount After Share Capital Increase/ (Decrease) | |
| During fiscal year 2022 | 32,778,988 | 6,948,771,375 | 65,557,976 (JPY 119,971,096) | 13,897,542,750 (JPY 25,432,503,233) | Allotment of 32,778,988 shares issued on exercise of options, under the Employee Stock Option Scheme 2000. |
| During fiscal year 2023 | 34,044,356 | 6,982,815,731 | 68,088,712 (JPY 124,602,343) | 13,965,631,462 (JPY 25,557,105,575) | Allotment of 34,044,356 shares issued on exercise of options, under the Employee Stock Option Scheme 2000. |
| During fiscal year 2024 | 39,519,912 | 7,022,335,643 | 79,039,824 (JPY 144,642,878) | 14,044,671,286 (JPY 25,701,748,453) | Allotment of 39,519,912 shares issued on exercise of options, under the Employee Stock Option Scheme 2000. |
| During fiscal year 2025 | 99,592,187 | 7,121,927,830(1) | 199,184,374 (JPY 364,507,404) | 14,243,855,660 (JPY 26,066,255,858) | Allotment of 99,592,187 shares issued on exercise of options, under the Employee Stock Option Scheme 2000. |
| During fiscal year 2026 | 38,184,739 | 7,160,112,569(1) | 76,369,478 (JPY 139,756,145) | 14,320,225,138 (JPY 26,206,012,003) | Allotment of 38,184,739 shares issued on exercise of options, under the Employee Stock Option Scheme 2000 and Employees Stock Unit Scheme - 2022. |

(1) Excludes 266,089 shares forfeited.

## (4) Breakdown of Shares by Type of Shareholders

[*"Shareholding Structure and Relationship with the Government of India" has been inserted here from pages 52 ~ 53 and "American Depositary Receipt Fees and Payments" from pages 115 ~ 116 of Form 20-F.*]

The following table sets forth, at June 30, 2026, certain information regarding the ownership of our equity shares.

| | Percentage of Total Equity Shares Outstanding | Number of Equity Shares Held |
|---|---|---|
| **Government-controlled Shareholders:** | | |
| Life Insurance Corporation of India | 4.4% | 311,817,010 |
| Other government-controlled institutions, insurance companies, reinsurers, corporations and banks | 0.6 | 43,896,452 |
| **Total government-controlled shareholders** | **5.0** | **355,713,462** |
| **Other Indian investors:** | | |
| SBI Mutual Fund | 6.3 | 450,111,904 |
| ICICI Prudential Mutual Fund | 4.4 | 315,762,005 |
| HDFC Mutual Fund | 3.6 | 256,619,648 |
| National Pension Scheme Trust | 3.4 | 242,305,251 |
| Nippon Life India Mutual Fund | 2.5 | 182,635,211 |
| UTI Mutual Fund | 2.2 | 158,795,689 |
| SBI Life Insurance Company Limited | 1.4 | 102,408,001 |
| Kotak Mutual Fund | 1.2 | 86,519,523 |
| Axis Mutual Fund | 1.1 | 75,937,247 |
| Aditya Birla Sun Life Mutual Fund | 1.0 | 74,293,638 |
| Other mutual funds and alternative investment funds | 8.2 | 591,643,098 |
| Private sector insurance companies other than SBI Life Insurance Company | 2.2 | 154,537,762 |
| Other private sector corporations and financial institutions | 0.8 | 58,709,352 |
| Investor education protection fund | 0.2 | 11,072,239 |
| Individual domestic investors(1),(2) | 6.2 | 446,063,926 |
| **Total other Indian investors** | **44.7** | **3,207,414,494** |
| **Total Indian investors** | **49.7** | **3,563,127,956** |
| **Foreign investors:** | | |
| Deutsche Bank Trust Company Americas, as depositary for American Depositary Shares (ADS) holders | 16.0 | 1,149,973,715 |
| Government of Singapore | 1.5 | 107,693,000 |
| Government Pension Fund Global | 1.4 | 102,293,052 |
| Vanguard Total International Stock Index Fund | 1.1 | 77,861,347 |
| Vanguard Emerging Markets Stock Index Fund | 1.0 | 73,733,631 |
| Other foreign institutional investors, foreign banks, overseas corporate bodies, foreign companies, foreign nationals, foreign institutional investors and non-resident Indians(2) | 29.3 | 2,098,933,043 |
| **Total foreign investors** | **50.3** | **3,610,487,788** |
| **Total** | **100.0%** | **7,173,615,744** |

(1) Executive officers and directors (including non-Executive Directors) as a group held about 0.04% of ICICI Bank's equity shares at June 30, 2026.

(2) No single shareholder in this group owned 1.0% or more of ICICI Bank's equity shares at June 30, 2026.

The holding of government-controlled shareholders was 5.0% on June 30, 2026 against 5.7% at June 30, 2025, and 6.4% at June 30, 2024. The holding of Life Insurance Corporation of India was 4.4% on June 30, 2026 against 5.2% at June 30, 2025 and 5.8% at June 30, 2024.

We operate as an autonomous commercial enterprise, and the Government of India has never directly held any of our shares. We are not aware of or a party to any shareholders' agreement or voting trust relating to the ownership of the shares held by the government-controlled shareholders. We do not have any agreement with our government-controlled shareholders regarding management control, voting rights, anti-dilution or any other matter. Our Articles of Association include a provision for the Government of India to appoint, pursuant to the provisions of guarantee agreements between the Government of India and ICICI, a representative to our Board. At present, there is no representative of the Government of India on our Board. On June 30, 2026, we do not have government guaranteed borrowings outstanding. See also "- 3. - (2) Statement of Directors and Officers" for a discussion of the composition of our Board.

The holding of other Indian investors was 44.7% at June 30, 2026 against 37.1% at June 30, 2025 and 36.9% at June 30, 2024. The total holding of Indian investors was 49.7% at June 30, 2026 against 42.8% at June 30, 2025 and 43.4% at June 30, 2024. The holding of foreign investors was 50.3% at June 30, 2026 against 57.2% at June 30, 2025 and 56.6% at June 30, 2024. The Reserve Bank of India, exercising its powers under the Banking Regulation Act has established a limit of 26.0% on the voting rights of a single shareholder in a banking company. Deutsche Bank Trust Company Americas holds the equity shares represented by about 575 million American Depositary Receipts outstanding as depositary on behalf of the holders of the ADS. The ADSs are listed on the New York Stock Exchange. The depositary held 16.0% of our equity shares on June 30, 2026. Unlike in the past, the depositary will not exercise the voting rights as instructed by our Board. The Amended Deposit Agreement allows our ADS holders to exercise their voting rights through the depositary. ADS holders are entitled to give instructions for the exercise of voting rights through the depository, and the depository will vote based on ADS holders' voting instructions. In the event that an ADS holder does not provide voting instructions to the depository, the depository will not vote those shares. The exercise of voting rights in respect of the ADSs is subject to legal and regulatory restrictions as set out in applicable laws of the Republic of India as amended or replaced from time to time. The ceiling on voting rights for any individual holder of equity shares is 26.0% of the total voting rights of a bank. If the ADS holder wishes, they may withdraw the equity shares underlying their ADSs and seek to exercise their voting rights under the equity shares obtained from the withdrawal. However, for foreign investors, this withdrawal process may be subject to delays. For a discussion of the legal restrictions triggered by a withdrawal of the equity shares from the depositary facility upon surrender of ADSs, see also "- I. - 2. - (2) Restriction on Foreign Ownership of Indian Securities". See also "- II. - 3. - (f) - *Ownership and Voting Restrictions*".

## American Depositary Receipt Fees and Payments

### (a) Fees and Charges Payable by Holders of Our ADSs

The fees and charges payable by holders of our ADSs include the following:

- a fee not in excess of U.S. $ 5.00 per 100 ADSs (or portion thereof) is charged for the issuance of ADSs including issuances resulting from distributions of shares, share dividends, share splits, bonuses and rights distributions;

- a fee not in excess of U.S. $ 5.00 per 100 ADSs (or portion thereof) is charged for the surrender of ADSs in exchange for the underlying deposited securities;
- a fee not in excess of U.S. $ 5.00 per 100 ADSs (or portion thereof) is charged for distribution of cash dividends, cash entitlements and/or cash proceeds, including proceeds from the sale of rights, securities and other entitlements; and
- a fee for the distribution of the deposited securities pursuant to the deposit agreement, such fee being an amount equal to the fee for the execution and delivery of ADSs referred to in item (i) above which would have been charged as a result of the deposit of such securities, but which securities were instead distributed by the depositary, Deutsche Bank Trust Company Americas, to ADR holders.

Additionally, under the terms of our deposit agreement, the depositary is entitled to charge each registered holder the following:

- taxes and other governmental charges incurred by the depositary or the custodian on any ADS or an equity share underlying an ADS including any applicable penalties thereon;
- transfer or registration fees for the registration or transfer of deposited securities on any applicable register in connection with the deposit or withdrawal of deposited securities, including those of a central depository for securities (where applicable);
- any cable, telex, facsimile transmission and delivery expenses incurred by the depositary; and
- customary expenses incurred by the depositary in the conversion of foreign currency, including, without limitation, expenses incurred on behalf of registered holders in connection with compliance with foreign exchange control restrictions and other applicable regulatory requirements, together with all expenses, transfer and registration fees, taxes, duties, governmental or other charges payable by the depositary.

In the case of cash distributions, fees are generally deducted from the cash being distributed. Other fees may be collected from holders of ADSs in a manner determined by the depositary with respect to ADSs registered in the name of investors (whether certificated or in book-entry form) and ADSs held in brokerage and custodian accounts (via DTC). In the case of distributions other than cash (i.e., stock dividends, etc.), the depositary charges the applicable ADS record date holder concurrently with the distribution. In the case of ADSs registered in the name of the investor (whether certificated or in book-entry form), the depositary sends invoices to the applicable record date ADS holders.

If any tax or other governmental charge is payable by the holders and/or beneficial owners of ADSs to the depositary, the depositary, the custodian or the Bank may withhold or deduct from any distributions made in respect of deposited securities and may sell for the account of the holder and/or beneficial owner any or all of the deposited securities and apply such distributions and sale proceeds in payment of such taxes (including applicable interest and penalties) or charges, with the holder and the beneficial owner thereof remaining fully liable for any deficiency.

**(b) Fees and Other Payments Made by the Depositary**

Under the amendment to an agreement previously entered into with the depositary, Deutsche Bank Trust Company Americas, the depositary pays certain amounts to us and waives fees and expenses for services provided in exchange for the Deutsche Bank Trust Company Americas acting as the depositary for the ADR program. We may use these payments to cover annual expenses incurred by the Bank towards investor relations or other expenses related to the ongoing maintenance of the ADR program. The amount of payment to us is tied to the amount of fees the depository collects from ADR holders, with certain exceptions. The ADR program fee (net of withholding tax and other outstanding invoice) received in fiscal 2026 is U.S. $ 4.2 million.

## (5) Major Shareholders

Shareholding more than 1% of the total number of shares

(At September 4, 2026)

| Shareholder | Shares (million) | % Holding |
|---|---|---|
| Deutsche Bank Trust Company Americas (as Depository for American Depository Shares (ADS) holders) | 1,131.01 | 15.8% |
| SBI Mutual Fund | 446.34 | 6.2% |
| ICICI Prudential Mutual Fund | 317.79 | 4.4% |
| Life Insurance Corporation of India | 281.62 | 3.9% |
| HDFC Mutual Fund | 256.94 | 3.6% |
| National Pension Scheme Trust | 248.60 | 3.5% |
| Nippon India Mutual Fund | 165.55 | 2.3% |
| UTI Mutual Fund | 161.22 | 2.2% |
| SBI Life Insurance Company Limited | 100.82 | 1.4% |
| Government of Singapore | 98.28 | 1.4% |
| Government Pension Fund Global | 96.38 | 1.3% |
| Kotak Mutual Fund | 84.28 | 1.2% |
| Vanguard Total International Stock Index Fund | 78.42 | 1.1% |
| Axis Mutual Fund | 76.08 | 1.1% |

| | | |
|---|---|---|
| Vanguard Emerging Markets Stock Index Fund | 75.21 | 1.0% |
| Aditya Birla Sun Life Mutual Fund | 74.07 | 1.0% |
| **Total** | **3,692.61** | **51.4%** |

**2. Dividend Policy**

[*"Dividends" has been inserted here from pages 253 ~ 254 of Form 20-F.*]

Under Indian law, a company pays dividends upon a recommendation by its board of directors and approval by a majority of the shareholders at the annual general meeting of shareholders held within six months from the end of each fiscal year. The shareholders have the right to decrease but not increase the dividend amount recommended by the board of directors. Dividends may be paid out of the company's profits for the fiscal year for which the dividend is declared or out of undistributed profits of prior fiscal years, after excluding amount representing unrealized gains, notional gains or revaluation of assets and any change in carrying amount of an asset or of a liability on measurement of the asset or the liability at fair value. Dividends can also be paid by a company in the interim period, termed 'interim dividend' which does not require the approval of the shareholders unless it is combined with the final dividend being recommended by the board of directors. The Reserve Bank of India has stipulated that banks may declare and pay dividend out of the profits from the relevant accounting period, without prior approval of the Reserve Bank of India, if they satisfy the minimum prudential requirements and subject to the prudential cap on dividend payout ratio prescribed in the guidelines issued in this regard by the Reserve Bank of India. See also "- II. - 3. - (f) - *Restrictions on Payment of Dividends*". Equity shares issued by us are pari passu in all respects including dividend entitlement.

We have paid dividends consistently every year from fiscal 1996, the second year of our operations, other than for fiscal 2020, as the Board of Directors did not recommend any dividend in view of the Reserve Bank of India circular 'Declaration of dividends by banks (Revised)' dated April 17, 2020, directing banks not to make any dividend payouts from the profits pertaining to fiscal 2020, with the intent that banks conserve capital to retain their capacity to support the economy and absorb losses in an environment of heightened uncertainty caused by Covid-19.

The following table sets forth, for the periods indicated, the dividend per equity share and the total amount of dividends paid out on the equity shares during the fiscal year by ICICI Bank, each exclusive of dividend tax. This may be different from the dividend declared for the year.

| | Dividend per equity share | Total amount of dividend paid |
|---|---|---|
| | (in Rs.) | (Rs. in billion) |
| **Dividend paid during the fiscal year** | | |
| 2022 | 2.00 | 13.9 |
| 2023 | 5.00 | 34.8 |
| 2024 | 8.00 | 56.0 |
| 2025 | 10.00 | 70.4 |
| 2026 | 11.00 | 78.5 |

From fiscal 2021, dividend income is taxable in the hands of shareholders and companies are not liable to pay dividend distribution tax on distributed profits.

For fiscal 2026, the Board of Directors has proposed a dividend, of Rs. 12.00 per equity share, which will be paid during fiscal 2027 after approval by the shareholders in the forthcoming annual general meeting.

Future dividends will depend upon our revenues, cash flow, financial condition, the regulations of the Reserve Bank of India and other factors. Owners of ADSs will be entitled to receive dividends payable in respect of the equity shares represented by such ADSs. The equity shares represented by ADSs rank pari passu with existing equity shares. At present, we have equity shares issued in India and equity shares represented by ADSs.

## 3. State of Corporate Governance, etc.

### (1) Summary of Corporate Governance

[*"Corporate Governance" except "Audit Committee" on page 207, has been inserted here from pages 206 ~ 214 of Form 20-F.*]

Our corporate governance policies recognize the accountability of the Board and the importance of making the Board transparent to all our constituents, including employees, customers, investors and the regulatory authorities, and for demonstrating that our shareholders are the ultimate beneficiaries of our economic activities.

Our corporate governance framework is based on an effective majority independent Board, the separation of the Board's supervisory role from the executive management and the constitution of Board committees, generally comprising a majority of independent Directors and most of the Committees being chaired by independent Directors, to oversee critical areas and functions of executive management.

Our corporate governance philosophy encompasses regulatory and legal requirements, such as the compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, aimed at a high level of business ethics, effective supervision and enhancement of value for all stakeholders.

Our Board's role, functions, responsibility and accountability are clearly defined. In addition to its primary role of monitoring corporate performance, the functions of our Board include:

- approving corporate philosophy and mission;
- participating in the formulation of strategic and business plans;
- reviewing and approving financial plans and budgets;
- monitoring corporate performance against strategic and business plans, including overseeing operations;
- ensuring ethical behavior and compliance with laws and regulations;
- reviewing and approving borrowing limits;
- formulating exposure limits; and
- keeping shareholders informed regarding plans, strategies and performance.

To enable our Board of Directors to discharge these responsibilities effectively, executive management provides detailed reports on its performance to the Board on a quarterly basis.

Our Board functions either as a full Board or through various committees constituted to oversee specific operational areas. These Board committees meet regularly. The quorum of the Board committees was increased from at least two members to at least three members with effect from June 30, 2019, to transact business at any Board Committee meeting and in case where the Committee comprises of two members only or where two members are participating, then any independent Director may attend the meeting to fulfil the requirement of three members. The constitution and main functions of the various committees are given below.

**(a) Board Governance, Remuneration & Nomination Committee**

On the date of filing of this Annual Securities Report, the Board Governance, Remuneration & Nomination Committee is comprised of four independent Directors: Mr. Punit Sood, Mr. Balasubramanyam Sriram, Mr. Pradeep Kumar Sinha and Mr. Rohit Bhasin. Mr. Punit Sood is the Chairperson of the Committee.

The functions of the Committee, inter alia, include recommending appointments of Directors to the Board, identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommending to the Board their appointment and removal, formulate a criteria for the evaluation of the performance of the whole-time/independent Directors and the Board and to extend or continue the term of appointment of independent Directors on the basis of the report of performance evaluation of independent Directors, recommending to the Board a policy relating to the remuneration for the Directors, key managerial personnel and other employees, recommending to the Board the remuneration (including performance bonus and perquisites) to whole-time Directors and senior management personnel. The functions also include approving the policy for and quantum of bonus payable to the members of the staff including senior management and key managerial personnel, formulating the criteria for determining qualifications, positive attributes and independence of a Director, framing policy on Board diversity, framing guidelines for the Employees Stock Option Scheme/Employee Stock Unit Scheme and decide on the grant of options/units to employees and whole-time Directors of the Bank and its subsidiary companies.

**(b) Environmental, Social and Governance & Corporate Social Responsibility Committee**

The nomenclature of the Corporate Social Responsibility Committee was changed to Environmental, Social and Governance & Corporate Social Responsibility Committee effective December 18, 2025 to align it with its enhanced role and terms.

On the date of filing of this Annual Securities Report, the Environmental, Social and Governance & Corporate Social Responsibility Committee is comprised of three directors: Mr. Pradeep Kumar Sinha, Ms. Vijayalakshmi Iyer and Mr. Rakesh Jha. Mr. Pradeep Kumar Sinha, an independent Director and non-executive part-time Chairperson of the Bank is also the Chairperson of the Committee.

The functions of the Committee include review of corporate social responsibility ("CSR") initiatives undertaken by ICICI Group and the ICICI Foundation for Inclusive Growth, formulation and recommendation to the Board of a CSR policy indicating the activities to be undertaken by the Bank and recommendation of the amount of the expenditure to be incurred on such activities, identifying the focus, from among the themes specified in Schedule VII of the Companies Act, for initiatives to be undertaken by the Bank, reviewing and recommending the annual CSR plan to the Board with details of CSR initiatives and projects and schedule of implementation, making recommendations to the Board with respect to the CSR initiatives, policies and practices of ICICI Group, monitoring the CSR activities, implementation and compliance with the CSR policy, reviewing the submissions to be made to the Board with respect to implementation of the annual CSR action plan including the disbursement of funds for the purposes and manner as approved, implementation of on-going projects as per approved timelines and year-wise allocation of funds, any modifications to be suggested to on-going projects, earmarking unspent CSR amount, if any, in subsequent periods as prescribed in the Companies Act and suggest deployment of any amount spent in excess of the requirement for set-off in subsequent years, reviewing impact assessment of projects, and reviewing and implementing, if required, any other matter related to CSR initiatives as recommended/suggested by the Reserve Bank of India or any other body, and oversee the Environment, Social and Governance activities of the Bank.

**(c) Credit Committee**

On the date of filing of this Annual Securities Report, the Credit Committee is comprised of five directors: Mr. Sandeep Bakhshi, Mr. Balasubramanyam Sriram, Ms. Vijayalakshmi Iyer, Mr. Ashwani Bhatia and Mr. Rakesh Jha. Mr. Sandeep Bakhshi, Managing Director and CEO, is the Chairperson of the Committee.

The functions of the Committee, inter alia, includes review of developments in key industrial sectors, major credit portfolios and approval of credit proposals as per the authorization approved by the Board.

**(d) Customer Service Committee**

On the date of filing of this Annual Securities Report, the Customer Service Committee is comprised of four directors: Ms. Vibha Paul Rishi, Mr. Subramanian Madhavan, Mr. Sandeep Bakhshi and Mr. Rakesh Jha. Ms. Vibha Paul Rishi, an independent Director, is the Chairperson of the Committee.

The functions of the Committee, inter alia, include review of customer service initiatives, overseeing the functioning of the Standing Committee on Customer Service (Customer Service Council) and evolving innovative measures for enhancing the quality of customer service and improvement in the overall satisfaction level of customers.

**(e) Fraud Monitoring Committee**

On the date of filing of this Annual Securities Report, the Fraud Monitoring Committee is comprised of five directors: Ms. Vijayalakshmi Iyer, Mr. Pradeep Kumar Sinha, Ms. Vibha Paul Rishi, Mr. Ashwani Bhatia and Mr. Rakesh Jha. Ms. Vijayalakshmi Iyer, an independent Director, is the Chairperson of the Committee.

The Committee monitors and reviews all the frauds involving an amount of Rs. 30 million and above with the objective of identifying the systemic lacunae and suggesting mitigating measures for strengthening the internal controls, risk management framework, if any. The functions of this Committee include identifying the reasons for delay in detection of fraud, if any, in reporting to top management of the Bank and the Reserve Bank of India. The Committee reviews trends and modus operandi of frauds in all categories and products including retail and rural assets, liability frauds, payment systems and card frauds. It also reviews root cause analysis of individual fraud cases amounting to Rs. 5 million and above. The status of filing of complaint with law enforcement agencies, progress of investigation and recovery position is also monitored by the Committee. The Committee also ensures that staff accountability is examined at all levels in all the cases of frauds and staff side action, if required, is completed quickly without any delay. The role of the Committee is also to review the efficacy of the remedial action taken to prevent recurrence of frauds including review of transaction monitoring rules as well.

**(f) IT Strategy Committee**

On the date of filing of this Annual Securities Report, the IT Strategy Committee is comprised of four directors: Mr. Balasubramanyam Sriram, Mr. Punit Sood, Mr. Sandeep Batra and Mr. Ajay Kumar Gupta. Mr. Balasubramanyam Sriram, an independent Director, is the Chairperson of the Committee.

The functions of the Committee, inter alia, includes, approving the strategy for IT and policy documents, ensure that the IT strategy is aligned with business strategy, review performance with reference to IT and information security key risk indicators including periodic review of such risk indicators, ensure proper balance of IT investments for sustaining the Bank's growth, oversee the aggregate funding of IT at Bank-level, ascertain if the management has resources to ensure the proper management of IT risks, review contribution of IT to business, oversee the activities of Digital Council, review technology from a future readiness perspective, oversee key projects progress and critical IT systems performance including review of IT capacity requirements and adequacy and effectiveness of business continuity management and disaster recovery, review special IT initiatives, review cyber risk, consider the Reserve Bank of India inspection report/directives received from time to time by the Bank in the areas of IT and cybersecurity and review the compliance of various actionables arising out of such reports/directives as may be deemed necessary from time to time and review deployment of skilled resources within the technology and information security functions to ensure effective and efficient deliveries.

**(g) Risk Committee**

On the date of filing of this Annual Securities Report, the Risk Committee is comprised of four directors: Mr. Rohit Bhasin, Mr. Subramanian Madhavan, Ms. Vibha Paul Rishi and Mr. Sandeep Batra. Mr. Rohit Bhasin, an independent Director, is the Chairperson of the Committee.

The functions of the Committee are to review ICICI Bank's risk management policies pertaining to credit, market, liquidity, operational, outsourcing, model risk management, framework for early warning signals and red flagging of accounts, reputation risks, business continuity plans and disaster recovery plans and approve the Broker Empanelment Policy and any amendments thereto. The functions of the Committee also include setting limits on any industry or country, reviewing the Enterprise Risk Management framework, Risk Appetite for the Bank, stress testing framework, Internal Capital Adequacy Assessment Process and framework for capital allocation, reviewing the Basel framework, risk dashboard covering various risks, outsourcing activities, the activities of the Asset Liability Management Committee and the proceedings of the Group Risk Management Committee. The Committee also carries out the cybersecurity risk assessment. The appointment, removal and terms of remuneration of the Group Chief Risk Officer is subject to review by the Committee. The Committee coordinates its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors.

**(h) Stakeholders Relationship Committee**

On the date of filing of this Annual Securities Report, the Stakeholders' Relationship Committee is comprised of three directors: Mr. Ashwani Bhatia, Mr. Sandeep Batra and Mr. Ajay Kumar Gupta. Mr. Ashwani Bhatia, an independent Director, is the Chairperson of the Committee.

The functions of the Committee, inter alia, include approval and rejection of transmission of shares, bonds, debentures, issue of duplicate certificates, allotment of securities from time to time, redressal and resolution of grievances of security holders, delegation of authority for opening and operation of bank accounts for payment of interest/dividend.

**(i) Review Committee (Gross Principal Outstanding > Rs. 750.0 million) for Identification & Classification of Willful Defaulters**

The Managing Director and CEO is the Chairperson of this Committee and any two independent Directors comprise the remaining members.

The function of the Committee is to review the order of Identification Committee (Gross Principal Outstanding > Rs. 750.0 million), identification & classification of willful defaulters and confirm the same for the order to be considered as final.

All of the above committees keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.

**(j) Code of Ethics**

We have adopted a Group Code of Business Conduct and Ethics for our Directors and all our employees. This code aims at ensuring consistent standards of conduct and ethical business practices across the constituents of the Company and is reviewed on an annual basis. We have not granted a waiver from any provision of the code to any of our Directors or Executive officers. All Directors and members of the senior management have confirmed compliance with Group Code of Business Conduct and Ethics for fiscal 2026.

**(k) Code on Prohibition of Insider Trading**

We have adopted a Code on Prohibition of Insider Trading inter-alia to regulate and monitor trading (i.e., buying, selling, dealing etc.) in our securities as well as other listed company securities by designated persons including directors and senior management. A copy of our Code on Prohibition of Insider Trading has been filed as an exhibit to this Annual Securities Report.

**(l) Principal Accountant: Fees and Services**

The total fees to our principal accountant relating to the audit of consolidated financial statements of ICICI Group, and financial statements of subsidiaries for fiscal 2025 and fiscal 2026 and the fees for other professional services offered to ICICI Group billed in fiscal 2025 and fiscal 2026 are as follows:

| | Year ended March 31, | | |
|---|---|---|---|
| | **2025** | **2026** | **2026** |
| | | **(in millions)** | |
| **Audit** | | | |
| Audit of ICICI Bank Limited and our subsidiaries | Rs. 249 | Rs. 282 | JPY 516 |
| Audit-related services | - | - | - |
| Opinion on non-statutory accounts | - | - | - |
| Others | 8 | 20 | 37 |
| **Sub-total** | **257** | **302** | **553** |
| **Non-audit services** | | | |
| Tax compliance | 1 | 1 | 2 |
| Other services | - | - | - |
| **Sub-total** | **1** | **1** | **2** |
| **Total** | **Rs. 258** | **Rs. 303** | **JPY 554** |

Fees for 'others' under the audit services category are principally fees related to certification services. Our Audit Committee approved the fees paid to our principal accountant relating to audit of consolidated financial statements for fiscal 2026 and fees for other professional services billed in fiscal 2026. Our Audit Committee pre-approves all assignments undertaken for us by our principal accountant.

**(m) Summary Comparison of Corporate Governance Practices**

The following is a summary comparison of significant differences between our corporate governance practices and those required by the New York Stock Exchange for United States issuers.

***(i) Independent Directors***

A majority (eight of 12 as at July 8, 2026) of our Board are independent Directors, as defined under applicable Indian legal requirements. Section 149 of the Companies Act as amended from time to time and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, have defined an independent Director and specified the eligibility criteria for a director to be classified as independent. All independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 of the Companies Act as amended and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations) which have been relied on by the Bank and were placed before Bank's Board of Directors at its meeting held on April 18, 2026 and the declaration received from Mr. Ashwani Bhatia was circulated to the Board as resolution passed by circulation on June 1, 2026. The Board has accordingly determined the independence of these directors. Pursuant to the Companies Act, the director nominated by Government of India would not be classified as independent. Although the judgment on independence must be made by our Board as required under the Companies Act, there is no requirement that our Board affirmatively make such determination, in accordance with the independence test as required by the New York Stock Exchange rules.

### *(ii) Non-Management Directors Meetings*

Independent Directors are required to meet at least once in a financial year without the Non-independent Directors and members of the management. At such meetings, the independent Directors are required to review the performance of the Chairperson of the Board taking into account the views of Executive and non-Executive Directors, Non-independent Directors, Board Committees, and the Board as a whole. The independent Directors also assess the quality, quantity and timeliness of flow of information between the Bank's management and the Board that is necessary for the Board to effectively and reasonably perform its duties. The independent Directors met on April 18, 2026, to carry out these reviews. Prior to this, the independent Directors had met on April 19, 2025, separately to carry out similar reviews.

### *(iii) Board Governance, Remuneration & Nomination Committee and Audit Committee*

All members of our Board Governance, Remuneration & Nomination Committee are independent, as defined under applicable Indian legal requirements. All members of our Audit Committee are independent under Rule 10A-3 under the Securities Exchange Act of 1934 (the "Exchange Act"). The constitution and main functions of these committees as approved by our Board are described above and comply with the spirit of the New York Stock Exchange requirements for United States issuers.

### *(iv) Corporate Governance Guidelines*

Under New York Stock Exchange rules, United States issuers are required to adopt and disclose corporate governance guidelines addressing matters such as standards of director qualification, responsibilities of directors, director compensation, director orientation and continuing education, management succession and annual performance review of the Board of Directors. While as a foreign private issuer, we are not required to adopt such guidelines, under our home country regulations, pursuant to the notification of the Companies Act, the Bank has disclosed the policy on director appointments and remuneration including criteria for determining qualifications and independence of a director in its Indian annual report to shareholders for fiscal 2026. The Bank is also required to provide a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors and this statement has been included in the Indian annual report.

### *(v) Controls and Procedures*

We have carried out an evaluation under the supervision and with the participation of management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) and 15d-15(e) of the Exchange Act at year-end fiscal 2026.

As a result, it has been concluded that, as of the end of the period covered by this report, the disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed in the reports we file and submit under the Exchange Act is recorded, processed, summarized and reported as and when required.

However, as a result of our evaluation, we noted certain areas where our processes and controls could be further strengthened. The Audit Committee monitors the resolution of any identified significant process and control improvement opportunities to a satisfactory conclusion. In the areas of IT and cyber risk, IT Strategy Committee also exercises oversight. We are committed to continuing to implement and improve internal controls and our risk management processes, and this remains a key priority for us. We also have a process whereby officers throughout the Bank certify to the accuracy of reported financial information as well as the effectiveness of disclosure controls, procedures and processes.

There are inherent limitations to the effectiveness of any system, especially of disclosure controls and procedures, including the possibility of human error, collusion or improper management override of controls and material misstatements due to error or fraud may occur and not be detected, in a fast-changing environment or when entering new areas of business or expanding geographic reach or deploying emerging technologies. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

We have experienced significant growth in a fast-changing environment, and management is aware that this may pose significant challenges to the control framework. See also "- III. - 3. - (3) - (n) There is operational risk associated with the financial industry, which, when realized, may have an adverse impact on our business".

***(vi) Management's Report on Internal Control Over Financial Reporting***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act). Our internal control over financial reporting system has been designed to provide reasonable assurance regarding the reliability of financial reporting and preparation and fair presentation of our published Indian GAAP consolidated financial statements and disclosures relating to U.S. GAAP net income reconciliation, stockholders' equity reconciliation and other disclosures as required by the U.S Securities and Exchange Commission and applicable GAAP.

Management maintains an internal control system intended to ensure that financial reporting provides reasonable assurance that transactions are executed in accordance with the authorizations of management and directors, assets are safeguarded and financial records are reliable.

Our internal control over financial reporting includes policies and procedures that:

- pertain to the maintenance of records that accurately and fairly reflect in reasonable detail the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are made only in accordance with authorizations of management and the Executive Directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

All internal control over financial reporting systems, no matter how well-designed, have inherent limitations, and may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Projections of any evaluation of effectiveness for future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting at year-end fiscal 2026 based on criteria set by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework (2013). Based on the assessment, management concluded that our internal control over financial reporting was effective at year-end fiscal 2026. Effectiveness of our internal control over financial reporting at year-end fiscal 2026 has been audited by KPMG Assurance and Consulting Services LLP, an independent registered public accounting firm, as stated in their attestation report, which is included herein.

***(vii) Change in Internal Control Over Financial Reporting***

No change in our internal control over financial reporting occurred during the period covered by this Annual Securities Report that has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

## (2) Statement of Directors and Officers

Number of male directors and executive officers: 12, Number of female directors and executive officers: 2 (percentage of female directors and executive officers: 15%)

(At September 8, 2026)

| Position | Name (Age) | Biography | Term as per Banking Regulation Act (1) | Number of Shares at September 4, 2026 |
|---|---|---|---|---|
| Non-Executive (Part-time) Chairman | Mr. Pradeep Kumar Sinha (71) | Mr. Pradeep Kumar Sinha has a master's degree in economics from the Delhi School of Economics and Philosophy in Social Sciences. He joined the Indian Administrative Service in 1977. He was a Visiting Fellow at the University of Oxford in 1999. He served mostly in the Government of India and rose to the highest position of Cabinet Secretary, the head of civil services. He served as the Cabinet Secretary for more than 4 years before moving to the Prime Minister's Office. He retired from there in March 2021 after 44 years of service. He has been a government nominee director in | February 16, 2029 | Nil |

| Position | Name (Age) | Biography | Term as per Banking Regulation Act (1) | Number of Shares at September 4, 2026 |
|---|---|---|---|---|
| | | numerous major public sector undertakings. | | |
| Non-Executive-Independent Director | Mr. Subramanian Madhavan (69) | Mr. Subramanian Madhavan is a Chartered Accountant and holds a post graduate diploma in business management from the Indian Institute of Management, Ahmedabad. He started his career with Hindustan Unilever Limited. He had thereafter established a highly successful tax practice and served large Indian and multinational clients. He was then a senior partner and Executive Director in PricewaterhouseCoopers Private Limited. He has over 38 years of experience in accountancy, economics, finance, law, information technology, human resources, risk management, business management and banking. He has also served as the President Northern Region, Indo-American Chamber of Commerce and has been a past Co-Chairperson, Taxation Committee, ASSOCHAM. He is a member of the Institute of Directors, the All India Management Association and the Delhi Management Association. | April 13, 2027 | 4,000 |
| Non-Executive-Independent Director | Mr. Balasubramanyam Sriram (67) | Mr. Balasubramanyam Sriram is a Certificated Associate of the Indian Institute of Banking and Finance (formerly known as The Indian Institute of Bankers) and holds diplomas in international law and diplomacy from the Indian Academy of International Law & Diplomacy and management from the All India Management Association. He has | January 13, 2027 | Nil |

| Position | Name (Age) | Biography | Term as per Banking Regulation Act [1] | Number of Shares at September 4, 2026 |
|---|---|---|---|---|
| | | bachelor's and master's degrees in science (physics) from St. Stephen's College, Delhi University. Mr. Sriram worked with State Bank of India for about 37 years. Mr. Sriram was Managing Director of State Bank of Bikaner & Jaipur from 2013 to 2014, Managing Director of State Bank of India from 2014 to 2018 and Managing Director & Chief Executive Officer of IDBI Bank Limited from June to September 2018. He was a part time member of the Insolvency and Bankruptcy Board of India. | | |
| Non-Executive-Independent Director | Ms. Vibha Paul Rishi (66) | Ms. Vibha Paul Rishi is an economics graduate from Lady Shri Ram College, Delhi University and also has a master's in business administration with a specialization in marketing from the Faculty of Management Studies, University of Delhi. She has worked at senior positions in branding, strategy, innovation and human capital around the world. She started her career with the Tata Group and was part of the core team for launching Titan watches. She was thereafter associated with PepsiCo for 17 years in leadership roles in the areas of marketing and innovation in India, U.S. and UK. She was one of the founding team members of PepsiCo when it started operations in India. Ms. Rishi serves on the boards and board committees of several reputed companies. | January 22, 2030[2] | 330 (as joint holder) |

| Position | Name (Age) | Biography | Term as per Banking Regulation Act [(1)] | Number of Shares at September 4, 2026 |
|---|---|---|---|---|
| Non-Executive-Independent Director | Mr. Rohit Bhasin (66) | Mr. Rohit Bhasin is a Chartered Accountant with over 21 years of experience in PricewaterhouseCoopers, where he was a member of its India leadership team and partner oversight committee. He also worked with Standard Chartered Bank in India for nearly a decade. He has been an independent Director and audit committee chairperson of several leading listed Indian companies. | July 25, 2032 | Nil |
| Non-Executive-Independent Director | Mr. Punit Sood (62) | Mr. Punit Sood has a bachelor's degree in electronics and communications from the Indian Institute of Technology, Roorkee and is a postgraduate in management and information systems from the Indian Institute of Management, Ahmedabad. He has over 35 years of experience in banking and information technology. He was Managing Director of NatWest Digital Services India Private Limited. He has also been Managing Director and Chief Information Officer at JP Morgan Services India, and Chief Executive Officer and Managing Director at Citi Technology Services India. | September 30, 2032 | Nil |
| Non-Executive-Independent Director | Ms. Vijayalakshmi Iyer (71) | Ms. Vijayalakshmi Iyer graduated from M.L. Dahanukar College of Commerce and did her post graduation from Sydenham College of Commerce Mumbai. She is also a certified associate of the Indian Institute of Banking and Finance.<br><br>She has nearly four decades | May 31, 2030[(3)] | Nil |

| Position | Name (Age) | Biography | Term as per Banking Regulation Act [(1)] | Number of Shares at September 4, 2026 |
|---|---|---|---|---|
| | | of experience in the banking and finance sector in India and has served as the chairperson for a number of boards and committees in the financial sector in India. She retired as the Chairperson and Managing Director of the Bank of India in May 2015. She also served as member (finance & investment) at IRDAI from June 2015 to May 2017. She is currently on the Boards of multiple Indian companies. | | |
| Non-Executive-Independent Director | Mr. Ashwani Bhatia (64) | Mr. Ashwani Bhatia is a banking and financial markets veteran with over 40 years of experience. He previously served as a whole-time Member at Securities & Exchange Board of India ("SEBI") from June 2022 to May 2025, where he oversaw key departments like Debt and Hybrid Securities and Alternative Investment Funds. Prior to SEBI, he spent roughly 37 years with the State Bank Group, rising from a Probationary Officer in 1985 to ultimately retire as the Managing Director of State Bank of India. He has wide experience in treasury operations, retail banking, credit, investment banking and asset management. Mr. Bhatia is a Bachelor of Science (Physics & Mathematics) from Dayalbagh University, Agra and an MBA from Podar Institute of Management, Jaipur. | May 31, 2034[(4)] | Nil |
| Non-Executive-Independent Director | Mr. Mrugank Paranjape (59) | Mr. Mrugank Paranjape brings over 36 years of experience spanning banking, capital and commodity markets, asset | July 31, 2034[(5)] | Nil |

| Position | Name (Age) | Biography | Term as per Banking Regulation Act [(1)] | Number of Shares at September 4, 2026 |
| --- | --- | --- | --- | --- |
| | | management, exchange and securities services across India and Singapore. An alumnus of IIT Mumbai (B.Tech) and IIM Ahmedabad (PGDM), he currently leads his consulting practice as Managing Partner of MC3 and serves as the Chairperson of the Board of Trustees of Sewa International, alongside independent directorships at Oracle Financial Services Software Limited, Abakkus Investment Managers Private Limited, and Commtel Networks Limited. His prior leadership roles include serving as MD & CEO of NCDEX e Markets Limited, MD & CEO of Multi Commodity Exchange of India (MCX), non-Executive Director at State Bank of India (June 2020-June 2026), and key positions at institutions like Deutsche Bank, ICICI Prudential AMC, WI Carr Securities, ING Barings, and Citibank. | | |
| Managing Director and CEO | Mr. Sandeep Bakhshi (66) | Mr. Sandeep Bakhshi is an engineer and has a master's degree in business administration. Mr. Sandeep Bakhshi joined ICICI Limited in the year 1986. Over the years he has worked in various assignments at ICICI Limited, ICICI Lombard General Insurance Company Limited, ICICI Bank Limited and ICICI Prudential Life Insurance Company Limited. He joined ICICI Bank Limited on June 19, 2018 as Chief Operating Officer (Designate) and was appointed as Managing | October 3, 2026[(6)] | 1,145,201 |

| Position | Name (Age) | Biography | Term as per Banking Regulation Act (1) | Number of Shares at September 4, 2026 |
| --- | --- | --- | --- | --- |
| | | Director and Chief Executive Officer of ICICI Bank effective October 15, 2018. | | |
| Executive Director | Mr. Sandeep Batra (60) | Mr. Sandeep Batra is a Chartered Accountant and a company secretary by qualification. Mr. Batra is an Executive Director on the Board of ICICI Bank and is responsible for the Corporate Centre since July 2018.<br><br>He also serves as Chairperson of ICICI Prudential Asset Management and ICICI Prudential Life Insurance and is member on the Board of ICICI Lombard General Insurance.<br><br>He has been with the ICICI Group since September 2000 and has worked in various areas across the group. | December 22, 2027(7) | 849,560 |
| Executive Director | Mr. Rakesh Jha (54) | Mr. Rakesh Jha is an engineering graduate from the Indian Institute of Technology at Delhi and a post-graduate in management from the Indian Institute of Management, Lucknow. He joined ICICI in 1996 and has worked in various areas. He was the Group Chief Financial Officer in his previous role. He was appointed as an Executive Director on the Board of ICICI Bank with effect from September 2, 2022. He is responsible for the retail, small enterprises and corporate banking businesses of the Bank. He is the Chairperson of ICICI Lombard General Insurance Company Limited, ICICI Home Finance Company Limited | September 1, 2027(8) | 46,790 |

| Position | Name (Age) | Biography | Term as per Banking Regulation Act [1] | Number of Shares at September 4, 2026 |
|---|---|---|---|---|
| | | and ICICI Securities Limited. | | |
| Executive Director | Mr. Ajay Kumar Gupta (59) | Mr. Ajay Kumar Gupta is a Chartered Accountant. He joined ICICI Group in November 1991 and has worked across corporate banking, project finance, SME, debt service management, credit & policy and operations. He is responsible for credit policy formulation and credit underwriting for retail and business banking, operations, technology and data sciences and analytics function of the Bank. He is the Chairperson of Board of ICICI Securities Primary Dealership Limited and I-Process Service (India) Limited. He also serves on the Board of ICICI Securities Limited and ICICI Home Finance Company Limited. | November 26, 2026[9] | 718,488 |
| Group Chief Financial Officer | Mr. Anindya Banerjee (49) | Mr. Anindya Banerjee is a Chartered Accountant. He joined ICICI Group in 1998 and initially worked in the area of corporate banking before moving to planning and strategy function in the corporate office. He was appointed as the Group Chief Financial Officer of the Bank with effect from May 1, 2022. His current responsibilities include financial reporting, planning and strategy and asset-liability management. He also serves on the Board of ICICI Venture Funds Management Company Limited.[10] | Regular employment | 526,263 |

(1) Dates mentioned under "term" in respect of non-Executive Directors (other than the Chairman) refer to the maximum tenure permitted under the Banking Regulation Act.

(2) The Board of Directors of the Bank had, at its meeting held on June 29, 2026, recorded that the current tenure of Ms. Vibha Paul Rishi was till January 22, 2027. Based on the recommendation of the Board Governance, Remuneration and Nomination Committee, the Board unanimously approved the re-appointment of Ms. Vibha Paul Rishi for a second term commencing from January 23, 2027 to December 31, 2028, subject to the approval of shareholders, to coincide with the

completion of her association with ICICI Group for 10 years. The shareholders had, at the Annual General Meeting held on August 21, 2026, approved the re-appointment of Ms. Vibha for the above-mentioned period.

(3) The Board of Directors of the Bank had, at its meeting held on October 18, 2025 and the shareholders had, through Postal Ballot on February 25, 2026, approved the appointment of Ms. Vijayalakshmi Iyer, as an Independent Director, for a term commencing from December 1, 2025 to May 31, 2030.

(4) The Board of Directors of the Bank had, vide, resolution passed by circulation on June 1, 2026 approved the appointment of Mr. Ashwani Bhatia as an Additional (Independent) Director, for a term commencing from June 1, 2026 to May 31, 2031, subject to the approval of shareholders. The shareholders had, at the Annual General meeting held on August 21, 2026, approved the appointment of Mr. Bhatia for the aforesaid period.

(5) The Board of Directors of the Bank had, at its meeting held on July 18, 2026 approved the appointment of Mr. Mrugank Paranjape as an Additional (Independent) Director, for a term commencing from August 1, 2026 to July 31, 2031, subject to the approval of shareholders. The requisite approval from the shareholders was received at the Annual General Meeting held on August 21, 2026 for the appointment of Mr. Paranjape for the aforesaid period.

(6) Mr. Sandeep Bakhshi was appointed as a whole-time Director and Chief Operating Officer (Designate) effective from July 31, 2018 and as the Managing Director and Chief Executive Officer effective October 15, 2018 for a period till October 3, 2023. He was re-appointed as Managing Director and Chief Executive Officer of the Bank for a period of three years with effect from October 4, 2023 to October 3, 2026. Requisite approvals from Reserve Bank of India and shareholders for such appointment are in place. The Board of Directors of the Bank had, at its meeting held on January 17, 2026, recorded that the current tenure of Mr. Sandeep Bakhshi as Managing Director & CEO of the Bank was till October 3, 2026. The Board unanimously approved the re-appointment of Mr. Sandeep Bakhshi for a further period of two years with effect from October 4, 2026 to October 3, 2028, subject to approval of RBI, shareholders, and such other approvals as may be required. RBI has, vide its letter dated May 22, 2026, approved the re-appointment of Mr. Sandeep Bakhshi for a period of two years from October 4, 2026. The requisite approval from the shareholders was received at the Annual General Meeting held on August 21, 2026 for the re-appointment of Mr. Bakhshi.

(7) Mr. Sandeep Batra was appointed as a whole-time Director (designated as an Executive Director) effective December 23, 2020 till December 22, 2023. He was re-appointed as whole-time Director (designated as an Executive Director) for a further period of two years with effect from December 23, 2023 to December 22, 2025. The Board of Directors of the Bank at its meeting held on January 25, 2025, approved the re-appointment of Mr. Sandeep Batra for a period of two years with effect from December 23, 2025 to December 22, 2027. Requisite approvals from Reserve Bank of India and shareholders for such further appointment are in place.

(8) The Board at its Meeting held on April 23, 2022, had appointed Mr. Rakesh Jha as a whole-time director (designated as an Executive Director) for a period of five years effective May 1, 2022 or the date of approval of his appointment by Reserve Bank of India (RBI), whichever was later. The same was approved by the Shareholders also. RBI had approved his appointment for a period of three years from September 2, 2022 and later approved the re-appointment for a further period of two years from September 2, 2025 till September 1, 2027. Requisite approvals from Reserve Bank of India and shareholders for such appointment are in place. Effective from July 8, 2026, Mr. Rakesh Jha has been ceased to be Non-Executive Director of ICICI Venture Funds Management Company Limited.

(9) Mr. Ajay Kumar Gupta was appointed as a whole-time Director (designated as an Executive Director) effective March 15, 2024 till November 26, 2026. Requisite approvals from Reserve Bank of India and shareholders for such appointment are in place. The Board of Directors of the Bank had, at its meeting held on January 17, 2026, recorded that the current tenure of Mr. Ajay Kumar Gupta as Executive Director of the Bank was till November 26, 2026. The Board unanimously approved the re-appointment of Mr. Ajay Kumar Gupta for a further period of two years with effect from November 27, 2026 to November 26, 2028, subject to approval of RBI, shareholders, and such other approvals as may be required. RBI has, vide its letter dated July 31, 2026, approved the re-appointment of Mr. Ajay Kumar Gupta for the aforesaid term. The shareholders had, at the Annual General Meeting held on August 21, 2026, approved the re-appointment of Mr. Gupta for the above-mentioned period.

(10) Effective July 8, 2026, Mr. Anindya Banerjee has been appointed as a Non-Executive Director on the Board of ICICI Venture Funds Management Company Limited.

## (3) Statement of Audits

Please refer to "- (1) - (m) - *(vi) Management's Report on Internal Control Over Financial Reporting*".

### (a) Audit Committee

[*"Audit Committee" has been inserted here from page 207 of Form 20-F.*]

On the date of filing of this Annual Securities Report, the Audit Committee is comprised of three independent Directors: Mr. Subramanian Madhavan, Mr. Rohit Bhasin and Mr. Punit Sood. Mr. Subramanian Madhavan is the Chairperson of the Committee. Mr. Subramanian Madhavan, Mr. Rohit Bhasin and Mr. Punit Sood qualify as Audit Committee financial experts.

The function of Audit Committee includes, providing direction to the audit function and monitors the quality of internal and statutory audit. The responsibilities of the Audit Committee include examining the financial statements and auditors' report and overseeing the financial reporting process to ensure fairness, sufficiency and credibility of financial statements, review of the quarterly and annual financial statements before submission to the Board, review of management's discussion and analysis, recommendation of appointment, terms of appointment, remuneration and removal of statutory auditors and chief internal auditor, approval of payment to statutory auditors for other permitted services rendered by them, reviewing and monitoring with the management the auditor's independence and the performance and effectiveness of the audit process, approval of transactions with related parties or any subsequent modifications and utilization of loans and/or advances from/investment by the Bank in its subsidiaries. The Audit Committee also reviews the functioning of the Whistle-Blower Mechanism, adequacy of internal control systems and the internal audit function, compliance with inspection and audit reports and reports of statutory auditors, findings of internal investigations, management letters/letters on internal control weaknesses issued by statutory auditors/internal auditors, investment in shares and advances against shares. The Audit Committee responsibilities also include reviewing with the management the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for the purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take steps in this matter, discussion on the scope of audit with external auditors, examination of reasons for substantial defaults, if any, in payment to stakeholders, valuation of undertakings or assets, evaluation of risk management systems and scrutiny of inter-corporate loans and investments. The Audit Committee is also empowered to appoint/oversee the work of any registered public accounting firm, establish procedures for receipt and treatment of complaints received regarding accounting, internal accounting controls and auditing matters and engage independent counsel as also provide for appropriate funding for compensation to be paid to any firm/advisors. In addition, the Audit Committee also exercises oversight on the regulatory compliance function of the Bank. The Committee also considers and comments on rationale, cost-benefits and impact of schemes involving merger/demerger/amalgamation etc., on the Bank and its shareholders.

**(b) Accounting Audits**

***(i) Foreign Certified Public Accountants ("Foreign CPAs"), etc.***

The report on the Company's financial statements in respect of U.S. GAAP was issued by KPMG Assurance and Consulting Services LLP, who has served as the independent accountant for fiscal 2026. KPMG Assurance and Consulting Services LLP was appointed as an independent accountant due to its experience in financial industries, global presence and being one of the large organizations. Set out below are details of team composition of KPMG Assurance and Consulting Services LLP:

- Engagement Partner: Ritesh Goyal
- Number of Assistants involved: 236

*(ii) Compensation of Audits, etc.*

*Compensation of Foreign CPAs, etc.*

(in Rs.)

| **Category** | **Fiscal 2025** | | **Fiscal 2026** | |
|---|---|---|---|---|
| | **Compensation for Audit Certification Services** | **Compensation for Services Other Than Audit Certification Services** | **Compensation for Audit Certification Services** | **Compensation for Services Other Than Audit Certification Services** |
| | **(in millions)** | | | |
| Filer: ICICI Bank | 196 (JPY 359) | 0 (JPY 0) | 229 (JPY 419) | 0 (JPY 0) |
| ICICI Bank's Consolidated Subsidiaries | 61 (JPY 112) | 1 (JPY 2) | 73 (JPY 134) | 1 (JPY 2) |
| **Total** | **257 (JPY 470)** | **1 (JPY 2)** | **302 (JPY 553)** | **1 (JPY 2)** |

*Details of Other Important Compensations*

Not applicable.

*Details of Services Other Than Audit Certification Services Provided by the Foreign CPAs, etc. to Filing Company*

The compensation for services other than audit certification includes fees for taxation and other services.

*Decision-Making Policies Concerning the Compensations of Foreign CPAs, etc.*

The compensation of foreign CPAs or Audit Corporations is approved by our Audit Committee. The Audit Committee has pre-approved assignments up to a fees of Rs. 4.0 million plus out of pocket expenses and taxes as applicable and authorized Executive Director, Group Chief Financial Officer, Company Secretary and Chief Accountant severally, to approve these assignments. All such assignments and related compensations are reported to the Audit Committee. The assignments with a fee of above Rs. 4.0 million are approved by the Audit Committee.

## (4) Compensation and Benefits to Directors and Officers

[*"Remuneration", "Bonus" and "Interest of Management in Certain Transactions" in "Compensation and Benefits to Directors and Officers" have been inserted here from pages 214 ~ 215 and 221 of Form 20-F.*]

### (a) Remuneration

Under our organizational documents, each of our non-Executive Directors, except the government Director, is entitled to receive remuneration for attending each meeting of our Board or of a Board committee. The amount of remuneration payable to non-Executive Directors is set by our Board from time to time in accordance with the limits prescribed by the Companies Act and the rules thereunder. The Board of Directors has approved the payment of Rs. 100,000 as sitting fee for attending each meeting of the Board or a Board committee.

In line with the Reserve Bank of India guidelines including Reserve Bank of India circular dated February 9, 2024, payment of fixed remuneration of Rs. 3,000,000 per annum was approved by shareholders for each non-Executive Director of the Bank (other than part-time Chairperson and the Government Nominee Director). The Reserve Bank of India and the shareholders have also approved a remuneration of Rs. 5,000,000 per annum for the non-executive chairperson. In addition, we reimburse our directors for expenses incurred in connection with attending Board and committee meetings and related matters. If a director is required to perform services for us beyond attending meetings, we may remunerate the director as determined by our Board of Directors which remuneration may be either in addition to or as substitution for the remuneration discussed above. Non-Executive Directors are not entitled to the payment of any benefits at the end of their terms of office.

Our Board may fix the salary and supplementary allowance payable to the whole-time Directors, which is also subject to shareholders' approval. We are required to obtain specific approval of the Reserve Bank of India and other necessary approvals for the actual monthly salary, supplementary allowance, annual performance bonus and employee stock options paid each year to our whole-time Directors.

In addition to the basic salary and supplementary allowance, our whole-time Directors are entitled to certain perquisites (evaluated as per Income-tax Rules, wherever applicable, and otherwise at actual cost to the Bank in other cases) such as the benefit of the Bank's furnished accommodation, furnishings, club fees, group insurances (medical insurance, life insurance and personal accident insurance), use of car, running and maintenance of cars including drivers, telephone/IT assets at residence or reimbursement of expenses in lieu thereof, payment of income tax on perquisites by the Bank to the extent permissible under the Income Tax Act and rules framed thereunder, leave and leave travel concession, education and other benefits, provident fund, superannuation fund, gratuity and other retirement benefits, in accordance with the scheme(s) and rule(s) applicable from time to time to retired whole-time Directors of the Bank or the members of the staff. In line with the staff loan policy applicable to specified grades of employees who fulfil prescribed eligibility criteria to avail loans for purchase of residential property, the whole-time Directors are also eligible for housing loans. The stock options vest in a graded manner over a three-year period, with 30%, 30% and 40% of the grant vesting in each year, commencing from the end of 12 months from the date of the grant. The options so vested are to be exercised within 5 years from the date of vesting or such shorter period as may be determined by the Board Governance, Remuneration & Nomination Committee for each grant.

There are no service contracts with our whole-time Directors providing for benefits upon termination of their employment.

The total compensation paid by the Bank to its directors and whole-time officers during fiscal 2026 was around Rs. 430 million.

**(b) Bonus**

Each year, our Board of Directors awards discretionary bonuses to employees and whole-time Directors on the basis of the Bank's performance and individual performance. The aggregate amount of bonuses and performance linked retention pay to all eligible employees of ICICI Bank for fiscal 2026 was provisioned at Rs. 31.5 billion.

**(c) Interest of Management in Certain Transactions**

Except as otherwise stated in this Annual Securities Report, no amount or benefit has been paid or given to any of our directors or executive officers.

**(5) Statement of Shareholding**

Not applicable.

## 4. State of Employees, etc.

**(1) Basic Policy on Human Resource Strategy, etc.**

**(a) the Group's human resources strategy associated with its management policies and strategies; and**

'Building Team ICICI' is centered on deploying a culturally aligned workforce with right attitude, skills and 'seva bhaav', which centres around the spirit of service, to deliver business strategy.

Fair compensation, learning and growth, care and meritocracy are the key tenets of the Bank's human capital strategy, aimed at fostering a service-oriented, customer-centric, innovative and agile workforce. This strategy supports the Bank's mission by capitalizing on micro market and ecosystem opportunities. Employees are empowered to identify business prospects and innovate within risk and compliance guardrails.

The principles of the organizational design of the Bank are aligned to the Bank's business approach. The structure allows employees across teams to collaborate to deliver customer needs.

**(b) the policy on determining the amounts and terms of salaries (including bonuses) and other benefits for employees of the Group (including temporary employees where they play an important role in light of the nature of the business activities of the Group).**

**FAIR COMPENSATION**

The Bank follows a prudent compensation framework under the guidance of the Board of Directors and the Board Governance Remuneration and Nomination Committee (BGRNC) in line with RBI guidelines. The compensation philosophy rewards team performance, driving meritocracy within a comprehensive risk management framework. Compensation comprises fixed pay, reflecting role responsibilities and variable pay, including cash bonuses and share-linked instruments. The variable component, tied to the 'One Bank, One Team' ethos, rewards collective Bank performance, while share-linked instruments, reflect individual potential and role criticality. During fiscal 2026, the Bank deepened the number of employees who were allotted share-linked compensation to around 25,200 employees. Compensation for assurance functions (Risk, Compliance, Internal Audit) is linked to function-specific outcomes, independent of business areas overseen.

**(2) State of Employees**

[ *"Employees" has been inserted here from pages 112 ~ 113 of Form 20-F.* ]

At year-end fiscal 2026, we had 174,666 employees, including employees on fixed-term contracts and interns. Of these, ICICI Bank employed 124,324 employees at year-end fiscal 2026. Of our 174,666 employees at year-end fiscal 2026, 118,362 were professionally qualified - graduate/postgraduate, holding degrees in management, accountancy, engineering, law, computer science, economics or banking.

We dedicate a significant amount of senior management time to ensuring that employees remain highly motivated and are aligned to the organization's core employee proposition. Employee compensation is linked to performance of the Bank and we encourage the involvement of our employees in the overall performance and profitability of the Bank. Performance and succession planning systems have been instrumental in assisting management in career development. Management believes that it has good working relationships with its employees.

ICICI Bank pays performance-linked retention pay to its front-line employees and junior management and performance bonus to its middle and senior management. Performance-linked retention pay aims to reward front-line and junior managers mainly on the basis of skill maturity attained through experience and continuity in role which is a key differentiator for customer services. The Bank uses a higher proportion of variable pay at senior levels and lower variable pay at front-line staff and junior management levels. The quantum of bonus for an employee does not exceed a certain percentage of the total fixed pay in a year. Within this percentage, if the bonus exceeds a predefined limit, a part of the bonus is deferred and paid over a period. Senior managers and employees in senior management are also given employee stock options as variable pay. The deferred portion of variable pay pertaining to the assessment year or previous year/s (as defined in the policy) is subject to malus, under which the Bank prevents vesting of all or part or none of the unvested variable pay in the event of the assessed divergence in the Bank's provisioning for non-performing assets or in the event of a reasonable evidence of deterioration in financial performance or in the event of gross misconduct or in the event of a financial restatement and/or other acts as mentioned in the compensation policy. In such cases (other than assessed divergence), variable pay already paid out may also be subjected to clawback arrangements, as defined in the compensation policy. See also "- Employee Stock Option Scheme".

ICICI Bank has training centers, where various training programs designed to meet the changing skill requirements of its employees are conducted. These training programs include orientation sessions for new employees and management development programs for mid-level and senior executives. The training centers regularly offer courses conducted by faculty, both national and international, drawn from industry, academia and ICICI Bank's own organization. Training programs are also conducted for developing functional as well as managerial skills. Products and operations training are also conducted through web-based training modules. ICICI Bank has focused on providing blended learning solutions to its employees. Digital and behavioral learning interventions have been introduced along with functional trainings for various business groups in retail, wholesale, transaction banking and others. These programs are customized and presented after detailed need analysis based on role, vintage and functions. The Bank has worked for creating a structure where every role under each business unit has suitable learning programs.

In addition to basic compensation, employees of ICICI Bank are eligible to receive loans from ICICI Bank at subsidized rates and to participate in its provident fund and other employee benefit plans. See also "- Employee Stock Option Scheme".

## Employee Stock Option Scheme

[*The description after the "Employee Stock Option Scheme" sub-item in the "Compensation and Benefits to Directors and Officers" item (except for the "Interest of Management in Certain Transactions" and "Disclosure on Recovery of Erroneously Awarded Compensation" sub-item) has been inserted here from pages 215 ~ 220 of Form 20-F.*]

ICICI Bank has an Employees Stock Option Scheme - 2000 (the "Scheme 2000") which was instituted in fiscal 2000 to enable the employees and whole-time Directors of ICICI Bank and its subsidiaries to participate in future growth and financial success of the Bank. The Scheme 2000 aims at achieving the twin objectives of aligning employee interest to that of the shareholders and retention. Through employee stock option grants, the Bank seeks to foster a culture of long-term sustainable value creation. The Scheme 2000 is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the SEBI SBEB & SE Regulations). The options are granted by the Board Governance, Remuneration & Nomination Committee and noted/approved by the Board as the case may be. Pursuant to the Scheme 2000, as amended from time to time, up to 10.0% of the aggregate issued equity shares of the Bank at the time of the grant of stock options can be allocated under the Employee Stock Option Scheme. The stock options entitle eligible employees to apply for equity shares. At March 31, 2026, this 10.0% limit was equivalent to 716 million shares, of which the Bank has granted (net of lapsed) 651 million options under the Scheme 2000. Permanent employees or a director (excluding independent Directors) of the Bank or of a ICICI Bank's subsidiary are eligible employees for grants of stock options. The maximum number of options granted to any eligible employee in a year is restricted to 0.05% of the Bank's issued equity shares at the time of the grant.

Options granted after April 1, 2014 vest in a graded manner over a three-year period, with 30%, 30% and 40% of the options vesting on each of the first three anniversaries of the grant date respectively, except as follows:

- For 275,000 options granted in April 2014, 50% vested on April 30, 2017 and the balance 50% vested on April 30, 2018.
- For 34,362,900 options granted in September 2015, 50% vested on April 30, 2018 and the balance 50% vested on April 30, 2019.

Options granted prior to April 1, 2014 vest in a graded manner over a four-year period, with 20%, 20%, 30% and 30% of the options vesting on each of the first four anniversaries of the grant date respectively.

The price for options granted is equal to the closing price on the stock exchange which recorded the highest trading volume preceding the date of grant of options.

Pursuant to the approval of shareholders in June 2017, the exercise period is such period not exceeding ten years from the date of vesting of options as may be determined by the Board of Governance, Remuneration & Nomination Committee for each grant. In September 2018, the shareholders approved the change in exercise period to not exceeding five years from the date of vesting of options as may be determined by the Board Governance, Remuneration & Nomination Committee for all future grants effective May 2018.

The following table sets forth certain information regarding the stock option grants made to employees under the Scheme 2000 on March 31, 2026. The Bank granted all of these options at no cost to its employees. Options granted include grants to whole-time Directors and employees of subsidiaries of the Bank. The Bank has not granted any stock options to its non-Executive Directors.

The following table sets forth certain information regarding the summary of options granted over the years by the Bank at March 31, 2026.

| Particulars | ICICI Bank | |
|---|---|---|
| Options granted (net of lapsed) | | 651,253,630 |
| Options vested | | 651,439,727 |
| Options exercised | | 505,981,535 |
| Options forfeited/lapsed | | 115,122,314 |
| Amount realized by exercise of options | Rs. | 91,737,304,995 |
| Total number of options in force | | 145,272,095 |
| Weighted average exercise price of options in force | Rs. | 585.24 |

See also note 18 to our "-VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 18B - Additional notes" under U. S. GAAP included herein.

ICICI Prudential Life Insurance Company Limited has an Employees Stock Option Scheme (the "I Pru Life Scheme"), which allows that the aggregate number of shares issued or issuable since March 31, 2016 pursuant to the exercise of any options granted to eligible employees issued pursuant to the I Pru Life Scheme or any other stock option scheme of ICICI Prudential Life Insurance Company Limited, shall not exceed a figure equivalent to 5.30% of the number of shares issued at March 31, 2016. The maximum number of options granted to any eligible employee in a financial year shall not exceed 0.1% of the issued shares of ICICI Prudential Life Insurance Company Limited at the time of grant of options.

The I Pru Life Scheme is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

ICICI Prudential Life Insurance Company Limited had 24,556,368 stock options outstanding (net of forfeited or lapsed options) at year-end fiscal 2026.

ICICI Lombard General Insurance Company has an Employee Stock Option Scheme (the "ICICI General Scheme"), which allows up to 8.98% of the issued capital to be allocated to employee stock options. The maximum number of options granted to any eligible employee in a financial year shall not exceed 0.1% of the issued shares of ICICI Lombard General Insurance Company at the time of grant of options.

The ICICI General Scheme is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

ICICI Lombard General Insurance Company had 10,752,805 employee stock options outstanding (net of forfeited or lapsed options) at year-end fiscal 2026.

**Employees Stock Unit Scheme**

ICICI Bank has an Employees Stock Unit Scheme - 2022 (the "Scheme 2022"), which was instituted in fiscal 2023.

The key objectives of the Scheme 2022 are to deepen the co-ownership amongst the (i) mid-level and front-line managers, and (ii) employees of Bank's select unlisted wholly owned subsidiaries with the following key considerations:

- to enable employees' participation in the business as an active stakeholder to usher in an 'Owner-Manager' culture and to act as a retention mechanism;
- to enhance motivation of employees; and
- to enable employees to participate in the long-term growth and financial success of the Bank.

The Scheme 2022 is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

A maximum of 100,618,910 units shall be granted in one or more tranches over a period of seven years from the date of approval of the Scheme 2022 by the shareholders, which shall entitle the unit holder one fully paid-up equity share of face value of Rs. 2 of the Bank as adjusted for any changes in capital structure of the Bank against each unit exercised. Units granted under the Scheme 2022 shall vest not later than the maximum vesting period of four years.

The Bank has up to March 31, 2026 granted (net of lapse) 13 million units. As per the Scheme 2022, the maximum number of units granted to any eligible employee shall not exceed 20,000 units in any financial year and 0.14% of the total units available for grant over a period of seven years from the date of approval of the Scheme 2022 by the shareholders.

Units granted under the Scheme 2022 vest in a graded manner over a three-year period with 30%, 30% and 40% of the grant vesting in each year, commencing from the end of 13 months from the date of grant. The exercise period will not exceed five years from date of vesting of units or such shorter period as may be determined by the Board Governance, Remuneration & Nomination Committee for each grant. The exercise price shall be the face value of equity shares of the Bank i.e., Rs. 2 for each unit.

Besides continuity of employment, vesting shall also be dependent on achievement of certain corporate performance parameter(s) such as:

- Risk Calibrated Core Operating profit;
- Provision/asset quality;
- Other parameters, if any, as the Committee may determine.

The following table sets forth certain information regarding the stock unit summary of grants made to employees over the years under the Scheme 2022 at March 31, 2026.

| Particulars | ICICI Bank | |
|---|---|---|
| Units granted (net of lapsed) | | 12,527,209 |
| Units vested | | 3,942,727 |
| Units exercised | | 2,575,099 |
| Units forfeited/lapsed | | 1,088,431 |
| Amount realized by exercise of units | Rs. | 5,150,198 |
| Total number of units in force | | 9,952,110 |
| Weighted average exercise price of units in force | Rs. | 2 |

The Board of Directors of ICICI Prudential Life Insurance Company Limited at its meeting held on June 10, 2023, approved the adoption of Employees Stock Unit Scheme - 2023 (the "ICICI Life Scheme 2023"), which was subsequently approved by the members at the annual general meeting held on July 28, 2023.

The ICICI Life Scheme 2023 is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

A maximum of 14,500,000 units, shall be granted in one or more tranches over a period of six years from the date of approval of the ICICI Life Scheme 2023 by the shareholders, which shall entitle the unit holder one fully paid-up equity share of face value of Rs. 10 of ICICI Prudential Life Insurance Company Limited (as adjusted for any changes in capital structure of the Bank) against each unit exercised and accordingly, up to 14,500,000 equity shares of face value of Rs. 10 (approximately 1% of the outstanding shares as on March 31, 2023) each shall be allotted to all eligible employees taken together under the ICICI Life Scheme 2023. The maximum number of units granted to any eligible employee shall not exceed 60,000 units in any financial year.

Units granted under the ICICI Life Scheme 2023 shall vest not later than the maximum vesting period of four years. In addition, vesting of units shall also be dependent on mandatory achievement of corporate performance condition(s). The exercise price shall be the face value of equity shares of ICICI Prudential Life Insurance Company Limited i.e., Rs. 10 for each unit.

ICICI Prudential Life Insurance Company Limited had 1,664,819 units outstanding (net of forfeited or lapsed units) at year-end fiscal 2026.

The Board of Directors of ICICI Lombard General Insurance Company Limited at its meeting held on April 18, 2023, approved the adoption of Employees Stock Unit Scheme - 2023 (the "ICICI General Scheme 2023"), which was subsequently approved by the members at the annual general meeting held on July 6, 2023.

The ICICI General Scheme 2023 is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

A maximum of 5,000,000 units shall be granted under the ICICI General Scheme 2023, which shall entitle the unit holder one fully paid-up equity share of face value of Rs. 10 of ICICI Lombard General Insurance Company Limited against each unit exercised and accordingly, up to 5,000,000 equity shares of face value of Rs. 10 each shall be allotted to all eligible employees taken together under the ICICI General Scheme 2023. The maximum number of units granted to any eligible employee shall not exceed 20,000 units in any financial year.

Units granted under the ICICI General Scheme 2023 shall vest not later than the maximum vesting period of four years. In addition, the vesting of the units shall be based on one or more of relevant parameters as:

- Market Share;
- Combined Ratio; and
- Performance of the eligible employee

Such other conditions as the Board Nomination & Remuneration Committee may decide. Exercise price shall be the face value of equity shares of ICICI Lombard General Insurance Company Limited i.e., Rs. 10 for each unit.

ICICI Lombard General Insurance Company Limited had granted 787,080 units under employees stock unit scheme to its employees during fiscal 2026 and 1,107,145 employee stock units were outstanding (net of forfeited or lapsed options) at year-end fiscal 2026.

**Loans**

The Bank has internal rules for grant of loans to employees and Executive Directors to acquire certain assets such as property, vehicles and other consumer durables at significantly lower interest rates than the market rate. The Bank's loans to employees have been made at interest rates ranging from 2.5% to 3.5% per annum and are repayable over fixed periods of time. The loans are generally secured by the assets acquired by the employees. Pursuant to the Banking Regulation Act, the Bank's non-Executive Directors are not eligible for any loans. At year-end fiscal 2026, outstanding loans to the Bank's employees totaled Rs. 40.2 billion compared to Rs. 33.0 billion at year-end fiscal 2025. This amount included loans to certain Executive Directors amounting to Rs. 39 million at year-end fiscal 2026 compared to Rs. 44 million at year-end fiscal 2025, made on the same terms, including as to interest rates and collateral, as loans to other employees. Loans to Executive Directors are given after approval by the Reserve Bank of India. See also "- III. - 4. - Operating Results Data - (17) Related Party Transactions".

**Gratuity**

The Bank pays gratuity to employees who retire or resign after a minimum prescribed period of continuous service and, in the case of employees at overseas locations, in accordance with the rules in force in the respective countries. The Bank makes contributions to gratuity funds for employees which are administered by ICICI Prudential Life Insurance Company Limited.

Actuarial valuation of the gratuity liability for all the above funds is determined by an actuary appointed by the Bank. Actuarial valuation of gratuity liability is determined based on certain assumptions regarding rate of interest, salary growth, mortality and staff attrition as per the projected unit credit method.

The accounts of the fund are audited by independent auditors. The total corpus of the fund at year-end fiscal 2026 based on its provisional financial statements was Rs. 24.1 billion compared to Rs. 20.3 billion at year-end fiscal 2025.

**Superannuation Fund**

The Bank contributes 15% of the total annual basic salary and dearness allowance (if applicable) to a superannuation fund in respect of the employees to whom it applies. The Bank's employees may elect on retirement or resignation to receive one-third or one-half, depending on the tenure of service, of the total balance as commutation and a periodic pension based on the remaining balance. In the event of the death of an employee, his or her beneficiary receives the remaining accumulated balance, if eligible. The Bank also gives a cash option to its employees, allowing them to receive the amount that would otherwise be contributed by the Bank in their monthly salary during their employment. The superannuation fund is administered by Life Insurance Corporation of India and ICICI

Prudential Life Insurance Company Limited. Employees have the option to choose between funds administered by the Life Insurance Corporation of India and ICICI Prudential Life Insurance Company Limited. The total corpus of the superannuation fund based on provisional financial statements was Rs. 6.8 billion at year-end fiscal 2026 compared to Rs. 6.6 billion at year-end fiscal 2025.

**Provident Fund**

The Bank is statutorily required to maintain a provident fund as part of its retirement benefits to its employees. The provident fund, to which both ICICI Bank and its employees contribute a defined amount, is a savings scheme under which ICICI Bank at present is required to pay to employees a minimum annual return as specified from time to time, which was specified at 8.25% for fiscal 2026. If such return is not generated internally by the fund, ICICI Bank is liable for the difference. There are separate provident funds for employees inducted from merged entities (Bank of Madura, The Bank of Rajasthan and Sangli Bank) and for other employees of the Bank. These funds are managed by in-house trustees. Each employee contributes 12.0% of his or her basic salary and the Bank contributes an equal amount to the funds.

Out of the 12% of employer contribution, 8.33% subject to a maximum of Rs. 1,250 contributed per employee to the Employee Pension Scheme with Employee Provident Fund Organization. Pursuant to Supreme Court judgement in November 2022, certain eligible employees are given an option to contribute the entire 8.33% to employee pension scheme with Employee Provident Fund Organization.

The investments of the funds are made according to rules prescribed by the Government of India. The accounts of the funds are audited by independent auditors. The total corpuses of the funds for employees inducted from merged entities and other employees of the Bank at year-end fiscal 2026, based on their provisional financial statements, amount to Rs. 1.4 billion and Rs. 72.7 billion respectively, as compared to Rs. 1.5 billion and Rs. 65.2 billion, respectively, at year-end fiscal 2025.

**Pension Fund**

The Bank provides for pension, a deferred retirement plan covering certain employees of the former Bank of Madura, Sangli Bank and Bank of Rajasthan. The plan provides for pension payments, including dearness relief, on a monthly basis to these employees on their retirement based on the respective employee’s salary and years of service with the Bank. For the former Bank of Madura, Sangli Bank and Bank of Rajasthan employees in service, funds are managed by the trust and the liability is funded as per actuarial valuation. The trust purchases annuities from the Life Insurance Corporation of India and ICICI Prudential Life Insurance Company Limited as part of its master policies for payment of pension to retired employees of the former Bank of Madura, Sangli Bank and Bank of Rajasthan. Employees covered by the pension plan are not eligible for employer’s contribution under the provident fund plan. The corpus, based on provisional financial statements at year-end fiscal 2026 was Rs. 18.8 billion compared to Rs. 17.5 billion at year-end fiscal 2025.

**National Pension Scheme**

National Pension Scheme is a voluntary, defined contribution retirement savings scheme. The Bank contributes up to 14% of basic salary to National Pension Scheme for employees who opt to participate in the scheme. These funds are invested by Pension Fund

Regulatory and Development Authority and are regulated by professional fund managers as per the investment option selected by the respective employees. At the time of retirement, up to 80% of the accumulated contributions (including returns thereon) can be withdrawn as lump-sum by the employee. The residual accumulated contributions need to be used for the purchase of a life annuity from a Pension Fund Regulatory and Development Authority empaneled life insurance company. The Bank has contributed Rs. 573 million for fiscal 2026 (fiscal 2025: Rs. 423 million) to National Pension Scheme for employees who opted for the scheme.

# VI. FINANCIAL CONDITION

*[A Japanese translation of the financial statements for the two years ended March 31, 2026, which has been inserted here from pages F-2 ~ F-196 of Form 20-F, has been prepared by a local accounting office and reviewed by EY.]*

The original English consolidated financial statements of ICICI Bank Limited (the "Bank") for the year ended March 31, 2026 presented in this document are the same ones included in the Form 20-F filed with the U.S. Securities and Exchange Commission and the New York Stock Exchange on July 20, 2026. They are prepared in accordance with accounting principles generally accepted in India ("Indian GAAP") and include notes describing differences and the resulting impacts between Indian GAAP and accounting principles generally accepted in the United States of America ("U.S. GAAP").

The financial statements of the Bank included in the Securities Registration Statements filed in November 2005 were prepared in accordance with U.S. GAAP, but the Bank was allowed to file the financial statements prepared in accordance with Indian GAAP in Form 20-F from the year ended March 31, 2006. As a result, the consolidated financial statements prepared under Indian GAAP with net income and stockholders' equity reconciled to U.S. GAAP are included in the Annual Securities Report pursuant to the provision under item 1 of Article 328 of the Regulations Regarding Terminology, Format and Method of Preparation of Financial Statements, etc. (Ministry of Finance Ordinance No. 59 of 1963).

This document includes the Japanese translation of the aforementioned English financial statements.

These financial statements of the Bank were audited and the opinion equivalent to the audit certification under Article 193-2, paragraph 1, item 1 of the Financial Instruments and Exchange Law was issued by KPMG Assurance and Consulting Services LLP, a foreign audit firm.

The financial statements of the Bank are presented in Indian rupees. In preparation of Japanese translation, only key amounts were translated into Japanese yen solely for the convenience of the reader at the rate of Rs. 1= 1.83 yen which was the telegraphic transfer customer selling exchange rate of MUFG Bank, Ltd. as of August 26, 2026.

The aforementioned Japanese translation of key amounts and the statement included in "4 Major differences between United States and Japanese Accounting Principles and Practices" and "5 Major differences between Indian and Japanese Accounting Principles and Practices" are not included in the English financial statements, and accordingly, are not covered by the aforementioned independent auditors' report.

## 1. Financial Statements

[*Financial Statements has been inserted here from pages F-9 ~ F-196 of Form 20-F.*]

## 2. Breakdown of Major Captions of Assets, Liabilities, Income and Expenses

The accompanying notes to consolidated financial statements give the required information which otherwise should be given under this item.

## 3. Other Information

### (1) Legal and Regulatory Proceedings

[*"Legal and Regulatory Proceedings" has been inserted here from pages 113 ~ 115 of Form 20-F.*]

We are involved in various litigations and are subject to a wide variety of banking and financial services laws and regulations in each of the jurisdictions in which we operate. We are also subject to a large number of regulatory and enforcement authorities in each of these jurisdictions. We are involved in a number of legal proceedings and regulatory relationships in the ordinary course of our business, some of which have resulted in penalties imposed on and paid by us in the past.

Penalties imposed by the Reserve Bank of India from April 1, 2025 to March 31, 2026.

- Reserve Bank of India has, by an order dated April 29, 2025, imposed a monetary penalty of Rs. 10 million (Rupees Ten million only) on ICICI Bank Ltd. (the bank) for non-compliance with certain directions issued by Reserve Bank of India on 'Cybersecurity Framework in Banks', 'KYC', and 'Credit Card and Debit Card - Issuance and Conduct'. This penalty has been imposed in exercise of powers conferred on Reserve Bank of India under the provisions of Section 47A(1)(c) read with Section 46(4)(i) of the Banking Regulation Act, 1949. The Bank paid the penalty on May 9, 2025.
- Reserve Bank of India has by an order dated August 7, 2025, imposed a monetary penalty of Rs. 8 million (Rupees Eight million only) on ICICI Bank Ltd. (the Bank) for non-compliance with certain directions issued by Reserve Bank of India on 'Valuation of Properties - Empanelment of Valuers' and 'Opening of Current Accounts by Banks - Need for discipline'. This penalty has been imposed in exercise of powers conferred on Reserve Bank of India under the provisions of Section 47A(1)(c) read with Section 46(4)(i) of the Banking Regulation Act, 1949. The Bank paid the penalty on August 20, 2025.

The Bank also adheres to the AML requirements as specified by the regulators of respective geographies. The Bank's AML framework is subject to audit by the Internal Audit Department and their observations are reported to the Audit Committee at regular intervals.

The Bank and its Ex-Managing Director & CEO received a show cause notice in fiscal 2018, requiring responses on matters relating to alleged non-compliance with certain provisions of the erstwhile Listing Agreement and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Subsequently, SEBI issued a modified show cause notice to the Bank in fiscal 2021, response to which was duly submitted. During fiscal 2025, SEBI issued a show cause notice to the Bank revising the earlier show cause notice with respect to the provisions of penalty applicable and decoupled the Bank's matter from that of the Ex-Managing Director & CEO. The Bank has submitted its response to SEBI and appeared for personal hearing. The matter is currently pending.

**(a) Contingent Tax Liability**

For several years, the tax authorities in the Government of India have demanded the Bank make payments of income tax, interest tax, service tax, goods and services tax and sales tax/value added tax. At year-end fiscal 2026, we had appealed or were in the process of filing an appeal against each of these tax demands. Based on consultation with counsel, decisions in other similarly situated cases and ICICI Group's internal assessment, our management believed that the tax authorities were not likely to be able to substantiate their tax assessments and, accordingly, we had not provided for these tax demands at year-end fiscal 2026. These tax demands were treated as tax contingencies. At year-end fiscal 2026, our contingent tax liability was assessed at an aggregate of Rs. 148.5 billion. For a discussion of the details the tax demands and the relevant accounting treatments, please refer to Note 14 to our "-VI. - 1. - Schedules forming part of the consolidated financial statements - Schedule 18B - Additional Notes", which is included in this Annual Securities Report.

**(b) Litigation**

A number of litigations and claims against ICICI Bank and its directors are pending in various forums. The claims on ICICI Bank mainly arise in connection with civil cases involving allegations of service deficiencies, property or labor disputes, fraudulent transactions, economic offences and other cases filed in the normal course of business. We are also subject to counterclaims arising in connection with our enforcement of contracts and loans. A provision is created where an unfavorable outcome is deemed probable and in respect of which a reliable estimate can be made. In view of the inherent unpredictability of litigation and for cases where the claim amount sought is substantial, the actual cost of resolving litigations may be substantially different from the provision held.

We held a total provision of Rs. 1,079 million at year-end fiscal 2026 for 633 cases with claims totaling to Rs. 2.0 billion, where an unfavorable outcome was deemed probable and in respect of which a reliable estimate could be made.

For cases where an unfavorable outcome is deemed to be reasonably possible but not probable, the amount of claims is included in contingent liabilities. At year-end fiscal 2026, such claims amounted to a total of Rs. 3.1 billion relating to 98 cases. It was not possible to estimate the possible loss or range of possible losses for these cases due to the nature of the cases and other external factors. For cases where the possibility of an unfavorable outcome is deemed remote, we have not made a provision, nor have we included the amount of the claims in these cases in contingent liabilities.

In some instances, civil litigants have named our directors as co-defendants in legal proceedings against ICICI Bank. There were 40 such cases at year-end fiscal 2026. Management believes, based on consultation with counsel, that the claims and counterclaims filed against us in the above legal proceedings that are assessed as remote are frivolous and untenable and their ultimate resolution will not have a material adverse effect on our results of operations, financial condition or liquidity. Based on a review of other litigations by Legal Group, management believes that the outcome of such other matters will also not have a material adverse effect on our financial position, results of operations or cash flows.

At year-end fiscal 2026, there were 161 ongoing litigations (including those where the likelihood of our incurring liability is assessed as 'probable', 'possible' and 'remote'), each involving a claim of Rs. 10 million or more against us, with an aggregate amount of

Rs. 779.8 billion (to the extent quantifiable and including amounts claimed jointly and severally from us and other parties).

We cannot predict the timing or form of any future regulatory or law enforcement initiatives, which we note are increasingly common for international banks, but we would expect to co-operate with any such regulatory investigation or proceeding.

**(2) Events Subsequent to Year-End**

Not applicable.

## 4. Major Differences between United States and Japanese Accounting Principles and Practices

The financial statements of the Bank for the year ended March 31, 2026 include notes describing the differences between accounting principles generally accepted in India ("Indian GAAP") and those in the United States of America ("U.S. GAAP") and disclose net income and stockholders' equity under U.S. GAAP. The significant differences between the accounting policies under U.S. GAAP and Japanese accounting principles are summarized below:

### (1) Allowance for expected credit losses

Under U.S. GAAP, in accordance with ASC Topic 326- Financial Instruments – Credit Losses, the allowance for lifetime expected credit losses on financial receivables are to be computed after considering the past and current available information, which would reflect current estimation of all lifetime expected credit losses. An entity is required to measure lifetime expected credit losses of financial assets on a collective (pool) basis when such financial assets share similar risk characteristic(s). If an entity determines that a financial asset does not share similar risk characteristics with its other financial assets, the entity shall evaluate the financial asset for lifetime expected credit losses on an individual basis. If a financial asset is evaluated on an individual basis, an entity also should not include it in a collective evaluation. That is, financial assets should not be included in both collective assessments and individual assessments.

In Japan, general and specific reserves are established for loan losses deemed to be uncollectible by management. General reserve for normal receivables shall be estimated using reasonable criteria established in accordance with the condition of the receivables, such as the historical credit loss percentage, either by regarding all receivables as a whole, or by classifying the receivables into subclasses or similar receivables. Specific reserve applied to receivables that are individually identified as being uncollectible, are established based on a solvency analysis of each borrower.

### (2) Principles of consolidation

The Bank consolidates entities in which it holds, directly or indirectly, more than 50% of the voting rights, except the entities in which the control does not rest with the Bank. The Bank also consolidates entities deemed to be variable interest entities (VIEs) where the Bank is determined to be the primary beneficiary under ASC Subtopic, 810-10, "Consolidation – Overall", "Consolidation of Variable Interest Entities". Under U.S. GAAP, an entity is called a VIE if it has (1) equity that is insufficient to permit the entity to finance its activities without additional subordinated financial support from other parties, or (2) equity investors that cannot direct the activities of a legal entity that most significantly impact the entity's economic performance, or that do not have an obligation to absorb the expected losses or the right to receive the expected residual returns of the entity.

Under Japanese accounting principles, concept of variable interest entities is not used to determine the scope of consolidation.

**(3) Goodwill**

The Bank does not amortize goodwill arising from business combinations but instead tests goodwill for impairment at least annually.

Under Japanese accounting principles, goodwill arising from business combinations is required to be amortized systematically, over a period not exceeding 20 years. Also, goodwill is subject to an impairment testing.

**(4) Loan origination fees and reinsurance commission**

Under U.S. GAAP, loan origination fees (net of certain costs) are amortized over the period of the loans as an adjustment to the yield on the loan. Further, under U.S. GAAP, the reinsurance commission ceded and acquisition costs incurred for underwriting of the new policies are amortized over the life of policies by the insurance subsidiary of the Bank.

Under Japanese accounting principles, there is no specific accounting standard for amortization of loan origination fees and reinsurance commission.

**(5) Hedge accounting**

The Bank has designated certain derivatives as fair value and cash flow hedges. Under fair value hedge accounting, changes in fair value of derivatives are recognized in the profit and loss account along with the changes in fair value of hedged items. Under cashflow hedge accounting, changes in fair value of derivatives are recognized separately in cashflow hedge reserve and any ineffective portion is recognized in profit and loss account.

Under Japanese accounting principles, for fair value hedges, changes in the fair value of hedging instruments and the corresponding changes in the fair value of hedged items are generally recognized in profit and loss. Under cash flow hedge accounting, the effective portion of changes in the fair value of hedging instruments is recognized separately in net assets and any ineffective portion is recognized in profit and loss account. The detailed application requirements differ from those under U.S. GAAP.

**(6) Fair Value Measurements**

Under U.S. GAAP, ASC Topic 820 "Fair Value Measurements and Disclosures" establishes a single authoritative definition of fair value, sets out a framework for measuring fair value, and requires additional disclosures for instruments carried at fair value.

Under Japanese accounting principles, “Practical Guidelines Concerning Accounting for Financial Instruments” provides guidance on fair value and “Practical Treatment for Measuring Fair Value of Financial Assets”.

ASBJ Statement No. 30 "Accounting Standard for Calculation of Fair Value" and ASBJ Guidance No. 31 "Guidance on Accounting Standard for Calculation of Fair Value" have been applied. As a result, U.S. GAAP and Japanese GAAP have similar concepts of fair value, but Japanese GAAP covers financial instruments and inventories held for trading purposes only. Equity securities and others for which market prices are not available shall be carried in the balance sheet at the acquisition cost in accordance with conventional ASBJ Statement No. 10, "Accounting standards for financial instruments".

**(7) Allowance for impairment losses on available-for-sale debt securities**

Under U.S. GAAP, ASC Topic 326 “Financial Instruments – Credit Losses” requires an entity to identify whether the decline in the fair value below the amortized cost basis of the debt security has resulted from credit loss or other factors. Impairment allowance relating to credit losses are to be recognized in earnings and the non-credit risk component in other comprehensive income. However, the allowance should be limited by the amount that the fair value is less than the amortized cost basis. If an entity has the intent to sell the debt security, or if it is more likely than not that the entity will be required to sell the debt security before recovery of its amortized cost basis, any allowance for credit losses shall be written off and the amortized cost basis shall be written down to the debt security’s fair value at the reporting date with any incremental impairment reported in earnings.

In Japan, impairment is not distinguished between the credit risk component and the non-credit risk component, and the entire amount of impairment including the non-credit risk component is recognized as a loss.

**(8) Accounting for Equity Securities**

Under U.S. GAAP, in accordance with ASC Topic 321-10-35 “Equity Securities – Subsequent Measurement”, equity securities are subsequently measured at fair value in the balance sheet, and unrealized holding gains and losses are included in earnings. However, equity securities without readily determinable fair values are measured by electing either a) at fair value and the change is recognized in earnings or b) measured at cost minus impairment plus/minus changes resulting from observable price changes for identical or similar investment of the same issuer, and the adjustment is recognized in earnings.

In Japan, equity securities are measured in accordance with their classification (trading securities, subsidiary and associates’ securities, available-for-sale securities). The trading securities are marked-to-market through earnings. Investments in subsidiaries and associates’ securities are carried in the balance sheet at cost. Available-for-sale securities are marked-to- market with changes are recognized through equity and losses may be recognized through earnings. Investment in subsidiary and associates' securities as well as available-for-sale securities are subject to impairment accounting.

**(9) Pensions**

In accordance with ASC Topic 715 "Compensation – Retirement Benefit" under U.S. GAAP, net pension cost represents service cost, interest cost, actual return on plan assets, amortization of prior service liability and others. Amortization of unrecognized gains and losses (actuarial gains and losses, prior service cost) is included in net periodic benefit cost if, as of the beginning of the year, the net actuarial gain or loss exceeds 10% of the greater of the projected benefit obligation ("PBO") or the fair value of the plan assets ("corridor approach"). Any differences between net pension cost charged against income and the amount actually funded is recorded as accrued or prepaid pension cost.

In addition, the difference between the plan assets and the PBO is recognized on the balance sheet as assets or liabilities, and unrecognized gains and losses which are not recognized in current net pension cost, net of tax effect, are recorded as a component of accumulated other comprehensive income. The difference between the plan assets recorded in accumulated other comprehensive income and PBO is subsequently amortized into net pension cost and recycled from accumulated other comprehensive income.

In Japan, similar accounting treatment is also required for the accounting of unrecognized prior year service costs and actuarial gains or losses; however, the corridor approach is not allowed.

**(10) Post-retirement Benefits other than pensions**

ASC Topic 715 also requires the recognition of costs related to post-retirement benefits on an accrual basis over the expected service period of the employees rather than expensing such costs as incurred. In addition, unrecognized gains and losses which are not recognized in current net benefit cost, net of tax effect, are recorded as a component of accumulated other comprehensive income.

In Japan, such plans are not commonly provided and therefore no specific accounting standards exist and such costs are expensed as incurred as a practice.

**(11) Accounting for Uncertainty in Income Taxes**

ASC Topic 740, "Income Taxes" addresses the recognition and measurement of uncertain tax positions taken or expected to be taken in income tax returns. Under the standard, the financial statement effects of a tax position are recognized when it is more likely than not, based on the technical merits, that the position will be sustained upon examination by the relevant taxing authority. The standard also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, and disclosure of uncertain tax positions.

In Japan, no accounting standard has been established for uncertainty in tax positions.

### (12) Leases (lessee's accounting)

Under U.S. GAAP, in accordance with ASC Topic 842 – "Leases", a right to use asset and a lease liability are required to be recognized at the commencement of the lease for all leases and a single lease cost is recognized, which is calculated such that the cost of the operating lease is allocated over the lease term generally on a straight line basis.

In Japan, lease contracts are classified as finance lease and operating lease, and for a finance lease, lease assets and lease liability are recognized. In addition, finance lease is accounted for in the same way as buy/ sell transaction, and operating lease transactions are accounted for in the same way as rental transaction.

## 5. Major Differences between Indian and Japanese Accounting Principles and Practices

The financial statements of the Bank are prepared in accordance with generally accepted accounting principles in India. The significant differences between the accounting policies adopted by the Bank and Japanese accounting principles are summarized below:

### (1) Principles of consolidation

Entities, in which the Bank holds, directly or indirectly, through subsidiaries and other consolidating entities, more than 50.00% of the voting rights or where it exercises control over the composition of board of directors/governing body are fully consolidated on a line-by-line basis. Investments in entities where the Bank has the ability to exercise significant influence are accounted for under the equity method of accounting and the pro-rata share of their profit/(loss) is included in the consolidated profit and loss account. The Bank does not consolidate entities where the significant influence/control is intended to be temporary or entities which operate under severe long-term restrictions that impair their ability to transfer funds to parent/investing entity or where the objective of control is not to obtain economic benefit from their activities.

Under Japanese accounting principles, jointly controlled entities are treated as affiliate and accounted for using equity method accounting, when they meet certain requirement, and there is no concept of proportionate consolidation method. Japanese accounting principle is silent about consolidation of entities with lack of their ability to transfer funds to parents.

Under Japanese accounting principles, on acquisition of control in investee company, which was earlier accounted as an equity affiliate, investment in equity affiliate needs to be re-measured at fair value on acquisition date with resulting gain/loss accounted through profit and loss account.

### (2) Sale of stake in subsidiary company

Under Indian GAAP, gain or loss on sale of equity stake in a subsidiary company is recognized in the income statement.

Under Japanese accounting principles, when the parent's control over a subsidiary continues, the difference between the amount of parent's share in the subsidiary pertaining to partial disposition and the sales proceeds is reflected in capital surplus, and not recognized in the income statement.

### (3) Sale of loans

The Bank transfers commercial and consumer loans through securitization transactions. The transferred loans are de-recognized and gains/losses are accounted for, only if the Bank surrenders the rights to benefits specified in the underlying securitized loan contract. Recourse and servicing obligations are accounted for net of provisions.

In accordance with the Reserve Bank of India guidelines for securitization of standard assets, with effect from February 1, 2006, the profit/premium arising from securitization is amortized over the life of the securities issued or to be issued by the special purpose vehicle to which the assets are sold. With effect from May 7, 2012, the Reserve Bank of India guidelines require the profit/premium arising from securitization to be amortized based on the method prescribed in the guidelines. As per the Reserve Bank of India guidelines issued on September 24, 2021, gain realized at the time of securitization of loans is accounted through profit and loss account on completion of transaction. The Bank accounts for any loss arising from securitization immediately at the time of sale.

The unrealized gains, associated with expected future margin income is recognized in profit and loss account on receipt of cash, after absorbing losses, if any.

Net income arising from sale of loan assets through direct assignment with recourse obligation is amortized over the life of underlying assets sold and net income from sale of loan assets through direct assignment, without any recourse obligation, is recognized at the time of sale. Net loss arising on account of direct assignment of loan assets is recognized at the time of sale. As per the Reserve Bank of India guidelines issued on September 24, 2021, any loss or realized gain from sale of loan assets through direct assignment is accounted through profit and loss account on completion of transaction.

The acquired loans is carried at acquisition cost. In case premium is paid on a loan acquired, premium is amortized over the loan tenure.

In accordance with Reserve Bank of India guidelines, in case of non-performing/ loans sold to Asset Reconstruction Companies, 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 recognized by the Bank in the year in which the loan is sold.

Under Japanese accounting principles, the transfer of loans is recognized as sales and the resulting gains or losses are recognized if de-recognition requirements for financial assets under the financial component approach are met.

### (4) Share-based compensation

For Stock options granted prior to March 31, 2021, the Bank recognized cost of such options using intrinsic value method. Under Intrinsic value method, options cost is measured as the excess, if any, of the fair market price of the underlying stock over the exercise price on the grant date. The fair market price is the closing price on the stock exchange with highest trading volume of the underlying shares, immediately prior to the grant date.

The cost of stock options/units is recognized in the profit and loss account over the vesting period.

Under Japanese accounting principles, the intrinsic value based method is not used and the compensation expenses are accounted for based on the fair value at the grant date.

**(5) Retirement benefit**

Under Indian GAAP, defined benefit plans are accounted for based on actuarial valuation with actuarial gains and losses recognized directly in the profit and loss account.

Under Japanese accounting principles, defined benefit plans are accounted for based on the actuarial calculations, with actuarial gains or losses being amortized over a certain period of years within the average remaining service period.

**(6) Initial recognition, classification and Subsequent measurement of investment**

All investments are recognized at fair value on initial recognition, primarily the acquisition cost. The held to maturity securities are carried at cost. Investments classified as available for sale and fair value through profit and loss account are fair valued periodically as per Reserve Bank of India guidelines.

The unrealized gain or loss across all performing available for sale investments (adjusted for effect of taxes, if any) is recognized in "AFS reserves". The unrealized gain or loss across all performing fair value through profit and loss account investments (including securities classified as Held for trading) is aggregated across all categories and net appreciation/depreciation is recognized in profit and loss account. All investments (including debt and equity) in subsidiaries, associates and joint ventures are held at acquisition cost.

Depreciation/provision on non-performing investments is made as per internal provisioning norms, subject to minimum provisioning requirements of Reserve Bank of India

Under Japanese accounting principles, unrealized gains and losses on trading securities are recognized in the profit and loss account. For available for sale securities, unrealized gain is principally recorded to the equity section, but it is allowed to record unrealized losses in the profit and loss account. Held to maturity securities are recorded on an amortized cost basis. Additionally, under Japanese accounting principles, there is no specific accounting standard for venture capital investments, and accounting for such investments should follow general accounting standards for investments in securities.

**(7) Acquisition costs of securities**

Costs including brokerage and commission pertaining to trading book investments, paid at the time of acquisition and broken period interest (the amount of interest from the previous interest payment date till the date of purchase of instruments) on debt instruments, are charged to the profit and loss account.

Under Japanese accounting principles, brokerage and commission costs paid at acquisition are included in acquisition costs of securities.

**(8) Provisions for loan losses**

The Bank classifies its loans and advances, including at overseas branches and over-dues arising from crystalized derivative contracts, into performing and non-performing assets in accordance with Reserve Bank of India guidelines. Loans and advances held at the overseas branches that are identified as impaired as per host country regulations, but which are standard as per extant Reserve Bank of India guidelines are classified as non-performing assets to the extent of amount outstanding in the respective host country. Further, non-performing assets are classified into sub-standard, doubtful and loss assets based on the criteria stipulated by Reserve Bank of India. Interest on nonperforming advances is transferred to an interest suspense account and not recognized in profit and loss account until received.

The Bank considers an account as restructured, where for economic or legal reasons relating to the borrower's financial difficulty, the Bank grants concessions to the borrower, that the Bank would not otherwise consider. The moratorium granted to the borrowers based on Reserve Bank of India guidelines is not accounted as restructuring of loan. Certain specified guidelines by Reserve Bank of India requires the asset classification to be maintained as 'Standard'. Therefore, borrowers where resolution plan was implemented under these guidelines are classified as standard restructured.

Non-performing and restructured loans are upgraded to standard as per the extant RBI guidelines or host country regulations, as applicable.

In the case of corporate loans and advances, provisions are made for sub-standard and doubtful assets as per internal provisioning norms, subject to minimum provisioning requirements of Reserve Bank of India. Loss assets and the unsecured portion of doubtful assets are fully provided. For impaired loans and advances held in overseas branches, which are performing as per Reserve Bank of India guidelines, provisions are made as per the host country regulations. For loans and advances held in overseas branches, which are non-performing assets both as per the Reserve Bank of India guidelines and host country guidelines, provisions are made at the higher of the provisions required as per the internal provisioning norms and host country regulations. Provision on non-performing retail loans and advances, subject to minimum provisioning requirements of Reserve Bank of India, are made on the basis of the ageing of the loans. The specific provisions on non-performing loans and advances held by the Bank are higher than the minimum regulatory requirements.

In respect of non-retail loans reported as fraud to the Reserve Bank of India, the entire amount, is provided over a period not exceeding four quarters starting from the quarter in which fraud has been declared. In respect of non-retail loans 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 or wilful defaulters, the Bank makes accelerated provisions as per the Reserve Bank of India guidelines.

The Bank holds specific provisions against non-performing loans and advances and against certain performing loans and advances in accordance with the Reserve Bank of India directions.

The Bank makes provision on restructured loans subject to minimum requirements as per Reserve Bank of India guidelines. Provision due to diminution in the fair value of restructured/rescheduled loans and advances is made by the Bank in accordance with the applicable Reserve Bank of India guidelines.

In terms of Reserve Bank of India guideline, the non-performing assets are written-off in accordance with the Bank's policy. Amounts recovered against bad debts written-off are recognized in the profit and loss account.

The Bank maintains general provision on performing loans and advances in accordance with the Reserve Bank of India guidelines, including provisions on loans to borrowers having unhedged foreign currency exposure, provisions on loans to specific borrowers in specific stressed sectors, provision on exposures to step-down subsidiaries of Indian companies and provision on incremental exposure to borrowers identified as per large exposure framework of Reserve Bank of India. For performing loans and advances in overseas branches, the general provision is made at higher of aggregate provision required as per host country regulations and the Reserve Bank of India requirement.

In addition to the provisions required to be held according to the asset classification status, provisions are held for individual country exposures including indirect country risk (other than for home country exposure). The countries are categorized into seven risk categories namely insignificant, low, moderately low, moderate, moderately high, high and very high, and provisioning is made on exposures exceeding 180 days on a graded scale ranging from 0.25% to 25%. For exposures with contractual maturity of less than 180 days, provision is required to be held at 25% of the rates applicable to exposures exceeding 180 days. The indirect exposure is reckoned at 50% of the exposure. If the country exposure (net) of the Bank in respect of each country does not exceed 1% of the total funded assets, no provision is required on such country exposure.

The Bank makes additional provisions as per Reserve Bank of India guidelines for the cases where viable resolution plan has not been implemented within the timelines prescribed by the Reserve Bank of India, from the date of default. These additional provisions are written-back on satisfying the conditions for reversal as per Reserve Bank of India guidelines.

The Bank, on prudent basis, has made contingency provision on certain loan portfolios, following the Covid-19 pandemic as well as specific geo-political escalations. The Bank also makes additional contingency provision on certain standard assets.

The Bank has a Board approved policy for making floating provision, which is in addition to the specific and general provisions made by the Bank. The floating provision can only be utilized with the approval of Board and Reserve Bank of India, 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 Reserve Bank of India guidelines or any regulatory guidance/instructions.

Under Japanese accounting principles, provision for loan losses in banks is established based on self-assessment and the historical loss ratio and outstanding balance of each asset category. Alternatively, it is also permitted to be calculated based on the difference between the discounted future cash flows using the original effective interest rate and the outstanding balance. The regulatory agency does not prescribe specific rates to be used for calculation of provisions in banks.

**(9) Hedge accounting and non-trading foreign exchange contracts**

Under Indian GAAP, the swap contracts entered to hedge on-balance sheet assets and liabilities are structured in such a way that they bear an opposite and offsetting impact with the underlying on-balance sheet items. The impact of such derivative instruments is correlated with the movement of underlying assets and liabilities and accounted pursuant to the principles of hedge accounting. The Bank identifies the hedged item (asset or liability) at the inception of the transaction itself. Hedge effectiveness is ascertained at the time of the inception of the hedge and periodically thereafter. Based on Reserve Bank of India circular issued on June 26, 2019, the accounting of hedge relationships established after June 26, 2019 is in accordance with the Guidance note on Accounting for Derivative Contracts issued by ICAI. The swaps under hedge relationships established prior to that date are accounted for on an accrual basis and are not marked to market unless their underlying transaction is marked-to-market. Gains or losses arising from hedge ineffectiveness, if any, are recognized in the profit and loss Account.

Under Indian GAAP, the forward exchange contracts that are not intended for trading and are entered into to establish the amount of reporting currency required or available at the settlement date of a transaction are effectively valued at closing spot rate. The premium or discount arising on inception of such forward exchange contracts is amortised over the life of the contract as interest income/expense.

Under Japanese accounting principles, all derivatives are marked to market with unrealized gains and losses being deferred to the extent that the requirements for hedge accounting are met.

**(10) Deferred tax**

Under Indian GAAP, deferred tax assets on unabsorbed depreciation or carried forward losses are recognized only if there is virtual certainty of realization of such assets.

Under Indian GAAP, deferred taxes on undistributed earnings of subsidiaries and affiliates are not recognized.

Under Japanese accounting principles, deferred tax is recognized based on the schedule for reversal of temporary difference as a whole. Deferred tax liabilities are recognized on part of undistributed profits of subsidiaries that are expected to be taxed upon payment as dividends.

**(11) Property, Plant and Equipment**

Non-banking assets acquired in satisfaction of claims are valued at the market value on a distress sale basis or value of loan, whichever is lower. Further, the Bank creates provision on these assets as per the extant Reserve Bank of India guidelines or specific directions of the Reserve Bank of India.

There is no accounting principle ruling for assets acquired in satisfaction of claims under Japanese accounting principles.

## VII. TRENDS IN FOREIGN EXCHANGE RATES

### 1. Changes in Foreign Exchange Rates for the Last Five Years

The information required under this subsection is omitted because the foreign exchange rates between the Indian rupees, being the currency in which the financial statements of the Company are made up, and Japanese yen has been published in two or more daily newspapers reporting general affairs for the referenced periods.

### 2. Monthly High and Low Foreign Exchange Rates for Each of the Last Six Months

Omitted for the same reason as above.

### 3. Exchange Rate on Recent Date Available

Omitted for the same reason as above.

## VIII. SUMMARY OF FILING COMPANY'S SHARE-HANDLING SERVICES, ETC. IN JAPAN

Set forth below is a summary of share handling, method of exercise of rights and other related matters pertaining to ADSs sold in the Japanese Public Offering. A holder of ADSs is entitled to receive equity shares in the Company (the "Equity Shares" in this VIII.) in exchange for the ADSs held by him/her.

**Handling of ADSs Representing Equity Shares**

### (1) Share Handling Incidental to Holders of ADSs

It will be necessary for a person acquiring the ADSs representing the Equity Shares (an "ADS holder") to open a foreign securities transactions account in the name of the ADS holder (the "Transactions Account") with a securities company acting as broker for the acquisition of such Shares (the "Broker") provided in the Adhesion Agreement concerning Account for Foreign Securities Transactions (the "Agreement"). All matters relating to the trading, settlement of sale and purchase prices and other transactions in respect of such ADSs representing the Equity Shares shall be processed through the Transactions Account.

The following is a summary of the share handling procedures relative to ADSs representing the Equity Shares which will be provided in the Agreement and other related regulations:

**(a) Register and Custody**

When the purchase price for ADSs representing the Equity Shares is paid, the Depository will initially issue the ADSs only in book entry form, represented by a global ADR registered in the name of the nominee of The Depository Trust Company ("DTC"). The DTC will keep a computerized record of its participants including the Broker or its affiliate. Beneficial interests in the global ADR will be shown on, and transfers of interests in the global ADR will be made only through, records maintained by the DTC and its participants. The Depository or Depository's nominee will be the registered owner of the Equity Shares represented by ADSs and such Equity Shares will be kept in custody with the Depository's custodian in India.

The ADS holder will be described as an owner on the Broker's books required by law and provided with a report on balance of transactions by the Broker.

**(b) Procedures for Transfer of ADSs**

The ADS holder may change the custody or place an order to sell his holding. Settlement of transactions between the ADS holder and the Broker will be made in Japanese yen, or in a foreign currency designated by the ADS holder and accepted by the Broker.

**(c) Notices to ADS Holders**

All notices and communications to be given or made by the Company to its ADS holders will be given to the Depository or its nominee (as the registered holder of the Underlying Equity Shares), who in turn must in principle notify the DTC or its nominee (as registered holder of the ADR) of the same. The DTC will be responsible for forwarding the same to its account holders which may include the Broker (including its affiliates) who in turn will be responsible for forwarding the same to the individual ADS holder, the actual expenses thereof being charged to the ADS holder. However, if an ADS holder does not wish to have such notices or communications forwarded to him/her or if any such notice or communication is, in its nature, not of great importance, it will not be mailed to him/her, but will be made available at the counter of the Broker for inspection by ADS holders.

**(d) Procedures Relating to Voting by ADS Holders**

As the depository will actually be the legal owner of our equity shares, ADS holders must rely on it to exercise the rights of a shareholder. The obligations of the depository are set out in a deposit agreement among Deutsche Bank Trust Company Americas, the ADS holder, and us. The deposit agreement and the ADSs are governed by New York law.

We filed an amendment to Form F-6 and amended the deposit agreement effective January 2, 2026 (as amended, the "Amended Deposit Agreement") to allow our ADS holders to exercise their voting rights through the depositary. Unlike in the past, the depositary will not exercise the voting rights as instructed by our Board. ADS holders are entitled to give instructions for the exercise of voting rights through the depository, and the depository will vote based on ADS holders' voting instructions. In the event that an ADS holder does not provide voting instructions to the depository, the depository will not vote those shares. The exercise of voting rights in respect of the ADSs is subject to legal and regulatory restrictions as set out in applicable laws of the Republic of India as amended or replaced from time to time.

Please also refer to "- I. - 1. - (2) - Voting Rights of Deposited Equity Shares Represented by ADSs".

**(e) Procedures for Payment of Cash Dividends**

In accordance with the Agreement, the payment of cash dividends will be made to an ADS holder named in the Schedule of ADS holders (as defined in "- (2) - (a) Transfer Agent, Place for Handling Transfers of Registered Ownership and Preparation of Schedule of ADS Holders" below), through the Transactions Account, the Broker having received such dividends in a lump sum from the DTC or its nominee.

**(f) Procedures for Payment of Stock Dividends, etc.**

If additional depository receipts evidencing ADSs representing the new equity shares are issued by the Depository to the DTC or its nominee, the Broker will in principle describe the ADS holder listed in the Schedule of ADS holders as an owner on its books required by law and deliver a report on balance of transactions to the ADS holder. With respect to any portion of the new equity shares which are sold by the Depository on behalf of the ADS holders, the net proceeds thereof received by DTC or its nominee will be received in a lump sum by the Broker and shall be distributed to the ADS holders through their respective Transaction Accounts.

**(g) Pre-emptive Rights**

If any pre-emptive right is to be sold by the Depository on behalf of the ADS holders, the proceeds thereof received by the DTC or its nominee shall be distributed to the ADS holders through their respective Transaction Accounts by the Broker.

## (2) Other Share Handling for ADS Holders

### (a) Transfer Agent, Place for Handling Transfers of Registered Ownership and Preparation of Schedule of ADS Holders

There exists neither a transfer agent nor a place for handling transfers of registered ownership of the Equity Shares represented by ADSs in Japan. Each Broker will maintain a schedule of all ADS holders who have a Transactions Account with such Broker (a "Schedule of ADS holders"), which will include the name of each ADS holder and the number of ADSs held on behalf of each of them.

### (b) Record Date of Schedules of ADS Holders

In the case where the Company fixes a record date for the payment of dividends and entitlement to pre-emptive rights, the Depository will fix a record date to determine the holders of ADSs eligible for the payment of dividends and entitlement to pre-emptive rights.

The record date for the preparation of Schedules of ADS holders will normally be the same calendar date as the applicable record date fixed by the Depository.

### (c) Close of Fiscal Period

The financial year of the Company ends on March 31 of each year.

### (d) Public Notices

No public notices will be given in Japan with respect to the ADSs offered in the Japanese Public Offering, except for a public notice on the offering price, etc. in connection with the Japanese Public Offering (if any).

### (e) Charges Relating to Handling of ADSs for ADS Holders

The ADS holders will pay an annual or a three-year charge for opening and maintaining the Transactions Account. This charge covers the U.S. Custodian's fees and other items.

### (f) Restrictions on Transfer of ADSs

There are no restrictions on the transfer of the beneficial ownership of ADSs.

### (g) Tax Treatment in Japan with respect to Dividends, etc.

A summary of the tax treatment in Japan is as follows:

#### *(i) Dividends*

Dividends to be paid to ADS holders in Japan are treated as dividend income under Japanese tax laws. As long as the ADSs are treated as 'Listed Shares, Etc.' (as defined in the Special Taxation Measures Law of Japan (Law No. 26 of 1957, as amended)), such dividends received by individuals who are residents of Japan or by Japanese corporations through a paying arranger in Japan in connection with the ADSs are subject to taxation through withholding (in the case of resident tax, through special taxation) at a rate of 20.315% (income tax: 15.315%, resident tax: 5%) until December 31, 2047, and at a rate of 20.15% (income tax: 15.15%, resident tax: 5%) after January 1, 2048 for individuals;

and at a rate of 15.315% (income tax) until December 31, 2047, and at a rate of 15.15% (income tax) after January 1, 2048 for corporations, on the amount remaining after the deduction of applicable income tax withheld at source overseas. For the period of January 1, 2013 to December 31, 2026, 2.1% of the amount of each income tax will be taxed additionally as the ‘Special Surtax on Income Tax for Restoration’ pursuant to the ‘Special Measures to Secure the Funds to realize the Restoration of the Damages Following the Great East Japan Earthquake’. For the period of January 1, 2027 to December 31, 2047, 1.1% of the amount of each income tax will be taxed additionally as the Special Surtax on Income Tax for Restoration, and 1% of the amount of each income tax will be taxed additionally as the ‘Special Income Tax for Defense’ pursuant to the ‘Act on Special Measures for Securing Financial Resources Necessary for the Fundamental Reinforcement of Defense Capability, Etc.’. After January 1, 2048, 1% of the amount of each income tax will be taxed additionally as the Special Income Tax for Defense (any tax rates described in this section include such Special Surtax on Income Tax for Restoration and Special Income Tax for Defense). As long as the ADSs are treated as ‘Listed Shares, Etc.’, the ADS holders who are individual residents of Japan may opt not to file a final tax return in Japan in connection with such dividends. In that case, the above collection of the withholding tax and the special tax is the last taxation in Japan. However, in the event of opting for such non-filing of final tax return, the foreign income tax withheld at source is deemed not to exist for the purpose of foreign tax credit. Individuals who are residents of Japan may opt to file a final tax return based on self-assessed separate taxation in connection with dividends received after January 1, 2009. The tax rate on dividends received until December 31, 2047 is 20.315% (income tax: 15.315%, resident tax: 5%) of dividend income and the tax rate on dividends received after January 1, 2048 is 20.15% (income tax: 15.15%, resident tax: 5%) of dividend income, in case of the final tax return by self-assessed separate taxation. In the case the ADS holders who are individual residents of Japan opt for self-assessed separate taxation in connection with dividends, they may deduct any loss arising out of assignment of Listed Shares, Etc. including the ADSs from the amount of such dividends for tax purposes. In the case of ADS holders that are Japanese corporations, the dividends paid in connection with the ADSs shares are included in taxable income and will be subject to corporate tax, provided that the tax amount withheld at the time of payment through a paying arranger in Japan referred to above is eligible for tax credit pursuant to applicable laws and regulations.

***(ii) Gains and Losses Resulting from Purchase and Sale***

The tax treatment of the capital gain or loss arising from the transaction in the ADSs shares in Japan is the same as that of the capital gain or loss from transactions in the shares of a listed domestic corporation. The loss arising out of buying and selling Listed Shares, Etc. could be deducted from the amounts of dividend income of ADS and dividend and interest income of other Listed Shares, Etc. (this deduction is limited to the option of self-assessed separate taxation). The capital gain or loss of shares for ADS holders who are Japanese corporations shall be included for calculation purposes of taxable income.

***(iii) Inheritance Tax***

The ADS holders in Japan who have inherited the ADSs by succession or by will are liable for the inheritance tax in accordance with the Inheritance Tax Law of Japan. However, they may be entitled to the foreign tax credit under certain circumstances.

Please refer to “- I. - 3. Taxation Treatment” concerning the taxation in India.

## IX. REFERENCE INFORMATION OF FILING COMPANY

### 1. Information on Parent Companies, etc. of Filing Company

Not applicable.

### 2. Other Reference Information

The documents filed during the period from the commencement date of the relevant business year through the filing date of this Annual Securities Report, and the filing dates thereof, are as follows:

| | | |
|---|---|---|
| (1) | Annual Securities Report and the attachments thereto | filed on September 29, 2025 |
| (2) | Semi-Annual Report and the attachments thereto | filed on December 23, 2025 |

## PART II. INFORMATION ON GUARANTY COMPANY OF FILING COMPANY, ETC.

### I. INFORMATION ON GUARANTY COMPANY

Not applicable.

### II. INFORMATION ON COMPANIES OTHER THAN GUARANTY COMPANY

Not applicable.

### III. INFORMATION ON BUSINESS INDICES, ETC.

Not applicable.

The Board of Directors
ICICI Bank Limited

Dear Sirs

We hereby consent to the inclusion in the Annual Securities Report to be filed with Kanto Local Finance Bureau of the Ministry of Finance of Japan of our report dated July 20, 2026 in respect of the consolidated balance sheets of ICICI Bank Limited and its subsidiaries as of March 31, 2026 and 2025 and the related consolidated profit and loss accounts and consolidated cash flow statements for each of the years in the three year period ended March 31, 2026.

/s/ KPMG Assurance and Consulting Services LLP
Mumbai, India
September 18 2026

## Report of Independent Registered Public Accounting Firm

### To the Stockholders and Board of Directors

### ICICI Bank Limited:

***Opinion on the Consolidated Financial Statements***

We have audited the accompanying consolidated balance sheets of ICICI Bank Limited and subsidiaries (the Company) as of March 31, 2026 and 2025, the related consolidated profit and loss accounts and consolidated cash flow statements for each of the years in the three-year period ended March 31, 2026, and the related notes and financial statement schedules 1 to 18B (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2026 and 2025, and the results of its operations and its cash flows for each of the years in the three-year period ended March 31, 2026, in conformity with generally accepted accounting principles in India.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of March 31, 2026, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated July 20, 2026 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

***Differences from U.S. Generally Accepted Accounting Principles***

Accounting principles generally accepted in India vary in certain significant respects from U.S. generally accepted accounting principles. Information relating to the nature and effect of such differences is presented in Note 21 of Schedule 18B to the consolidated financial statements.

***Basis for Opinion***

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

***Critical Audit Matters***

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements; and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

*Allowance for Credit Losses*

As discussed in Note 7 of Schedule 18B to the consolidated financial statements, the Company's allowance for credit losses under generally accepted accounting principles in India (Indian GAAP) was Rs. 173,963.3 million as at March 31, 2026 (the March 31, 2026 Indian GAAP ACL). As discussed in Note 21 of Schedule 18B to the consolidated financial statements, the Company's allowance for credit losses included in the reconciliation of stockholders' equity from Indian GAAP to U.S. GAAP as of March 31, 2026 was Rs. (20,191.7) million which included allowance for credit losses on loans evaluated on a collective basis (the March 31, 2026 collective ACL) and allowance for credit losses on loans evaluated on an individual basis (the March 31, 2026 individual ACL). The March 31, 2026, Indian GAAP ACL, the March 31, 2026, collective ACL and the March 31, 2026, individual ACL are collectively referred to hereinafter as 'total ACL'.

The March 31, 2026, collective ACL includes the measure of expected credit losses on a collective (pooled) basis for those loans that share similar risk characteristics. The Company estimated the March 31, 2026, collective ACL using a current expected credit losses methodology which is based on relevant information about historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the loan balances. The quantitative calculation of expected credit losses is the product of multiplying the Company's estimates of probability of default (PD), loss given default (LGD), and individual loan level exposure at default (EAD). For the quantitative calculation, the Company uses models to develop the PD and LGD, which are derived from internal historical default and loss experience, that incorporate the relevant macro-economic scenario over reasonable and supportable forecast period. Further, the probability of default for subsequent periods reverts to the long run historical information. All such periods are established for each portfolio segment. The Company estimates the EAD using a model which estimates prepayments over the life of the loans. In order to capture the unique risks of the loan portfolio within the PD, LGD, and EAD models, the Company segments the portfolio into pools, incorporating certain criteria including, but not limited to customer type, risk rating and delinquency status for commercial loans and product type, delinquency status, credit scores and months on book for non-commercial loans. The Company has developed internal models to assign credit risk ratings to borrowers, which are used for the segmentation of commercial loans. The model output for the collective ACL is adjusted by increasing the probability of default estimates to take into consideration model imprecision not yet reflected in the calculation. Judgment is applied in making this adjustment, including taking into account uncertainties associated with the economic conditions, product or portfolio, as well as other relevant internal and external factors affecting the credit quality of the portfolio.

We identified the assessment of collective ACL as a critical audit matter. A high degree of audit effort, including specialized skills and knowledge, and subjective and complex auditor judgment was involved in the assessment of collective ACL due to significant measurement uncertainty. The assessment as of the March 31, 2026, of collective ACL encompassed the evaluation of the collective ACL methodology, including the methods and models used to estimate the PD and LGD and their significant assumptions. Such significant assumptions included portfolio segmentation, expected recoveries, the relevant macro-economic scenario, the reasonable and supportable forecast periods, the historical observation period, and credit risk ratings for commercial loans .

The assessment also included the evaluation of the qualitative factors and their significant assumptions, including selection of relevant macroeconomic variables and consideration of uncertain global economic conditions such as elevated geopolitical risks along with the attendant volatility in oil and commodity prices, expected uneven distribution of monsoon in India due to the effect of El Nino, geo-economic fragmentation, moderation expected in global as well as Indian growth, rising inflationary pressures, moderation in information technology (IT) services growth and artificial intelligence (AI) developments. The assessment also included an evaluation of the conceptual soundness and performance of the PD, LGD and commercial loan credit risk rating models.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to Company's measurement of the collective ACL estimates, including controls over the:

- review of the collective ACL methodology

- review of the PD, LGD and commercial loan credit risk rating.

- identification and determination of the significant assumptions used in the PD, LGD, commercial loan credit risk rating models

- determination of the key assumptions and inputs used to estimate the quantitative and qualitative calculation of the collective ACL, including selection of relevant macroeconomic variables and consideration of uncertain global economic conditions such as elevated geopolitical risks along with the attendant volatility in oil and commodity prices, expected uneven distribution of monsoon in India due to the effect of El Nino, geo-economic fragmentation, moderation expected in global as well as Indian growth, rising inflationary pressures, moderation in IT services growth and AI developments

- validation of the PD, LGD and commercial loan credit risk rating model for the collective ACL

We evaluated the Company's development of the collective ACL estimates by testing certain sources of data, factors, and assumptions that the Company used and considered the relevance and reliability of such data, factors, and assumptions. In addition, we involved credit risk professionals with specialized skills and knowledge, who assisted in:

- evaluating the collective ACL methodology for compliance with U.S. generally accepted accounting principles

- evaluating judgments made by the Company relative to the development and performance monitoring testing of the PD and LGD models by comparing them to relevant Company specific metrics and trends and the applicable industry and regulatory practices

- assessing the conceptual soundness and performance testing of the PD, LGD and commercial loan credit risk rating models by inspecting the model documentation to determine whether the models are suitable for their intended use

- evaluating the methodology used to develop and incorporate the relevant macro-economic scenario over the reasonable and supportable forecast periods and underlying assumptions by comparing it to the Company's business environment and relevant industry practices

- assessing the macro-economic variables through benchmarking to publicly available forecasts, where available

- evaluating the length of the historical observation period and reasonable and supportable forecast periods to evaluate the length of each period by comparing them to specific portfolio risk characteristics and trends

- determining whether the loan portfolio is segmented by similar risk characteristics by comparing to the Company's business environment and relevant industry practices

- testing the methodology used for estimation of individual credit risk ratings for commercial loans by performing quantitative validation of credit rating models used to assign the credit risk ratings.

- evaluating the methodology used to develop the qualitative factors, including consideration of uncertain global economic conditions such as elevated geopolitical risks along with the attendant volatility in oil and commodity prices, expected uneven distribution of monsoon in India due to the effect of El Nino, geo-economic fragmentation, moderation expected in global as well as Indian growth, rising inflationary pressures, moderation in IT services growth and AI developments and the effect of those factors on the collective ACL compared with relevant credit risk factors and consistency with credit trends and identified limitations of the underlying quantitative calculations.

***Liabilities in respect to life insurance policies***

As given in the consolidated financial statements, liabilities for life insurance non-linked policies in force of Rs. 1,415,509.5 million is included in the Policyholders' funds Rs. 2,964,990.7 million.

The liabilities in respect of life insurance non-linked policies in force under Indian GAAP are estimated in accordance with accepted actuarial practice, requirements of Insurance Act, 1938, as amended from time to time, regulations notified by the Insurance Regulatory and Development Authority of India (IRDAI) and relevant Guidance Notes / Actuarial Practice Standards of the Institute of Actuaries of India. The actuarial liability for both participating and non-participating non-linked policies is primarily calculated by the Company using the gross premium valuation (GPV) method. This method incorporates assumptions for interest rates, mortality, morbidity, persistency and expenses. These assumptions are updated as of the valuation date and represent prudent estimates, including margins to accommodate potential adverse deviations.

We identified the assessment of liabilities for life insurance non-linked policies in force under Indian GAAP to be a critical audit matter since it involves a high degree of audit effort, including subjective and complex auditor judgment in evaluating management's estimate, and use of actuarial professionals with specialized skill and knowledge to assist in performing procedures and evaluating the estimate of such liabilities. Specifically, there is significant judgement in determination of assumptions for life insurance non-linked policies in force under Indian GAAP.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to Company's measurement of liabilities for life insurance policies in force under Indian GAAP including controls over the valuation process and underlying data which included assessment and approval of the methods and assumptions adopted over such measurements as well as appropriate access and change management controls over the actuarial models. We involved actuarial professionals with specialized skills and knowledge who assisted in:

- assessing the methodology for selecting assumptions by comparing the methodology used against industry standard actuarial practice,
- assessing the methodology for calculating the liabilities by reference to the requirements of the industry standard actuarial practice and assessing the impact of current year changes in methodology on the calculation of policyholder liabilities,
- evaluating the analysis of the movements in liabilities during the year, including consideration of whether the movements were in line with the methodology and assumptions adopted,
- evaluating judgments applied by management in setting assumptions, and
- independently re-calculating the liabilities for a selection of individual policies for select products to assess whether the selected model calibration had been appropriately implemented.

We have served as the Company's auditor since 1999.

/s/ KPMG Assurance and Consulting Services LLP

**Mumbai, Maharashtra, India**
July 20, 2026