

DISCLOSURE ON FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS IN TERMS OF REGULATION 25 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Familiarisation Programme for the Independent Directors of the Company

Regulation 25(7) of the SEBI LODR Regulations requires a company to provide suitable training to its independent directors to familiarize them *inter alia* with the Company, their roles, rights, responsibilities in the Company, nature of industry in which the Company operates and the business model of the Company.

The Familiarisation Programme adopted by the Company will comprise of two segments:

Initial familiarisation

- a formal letter of appointment incorporating their role, duties and responsibilities and performance evaluation process
- The newly appointed director shall be provided with a copy of all the applicable codes and policies formulated and adopted by the Company.
- An orientation on the corporate profile, various products and functions shall be provided.
- The newly appointed director shall also be introduced to certain key members of the senior management of the company.
- The Company will provide a manual which *inter alia* covers a brief about the Company, products and services offered by the Company, the detailed charter of various committees, the disclosures/declarations to be submitted by directors.

Ongoing familiarisation

- As a part of its ongoing familiarisation Programme, the Independent Directors of the Company will be continually briefed and updated by the Board of Directors about the business activities of the Company, changes in its business environment, performance review, business strategy, risks involved, competition in the market, future outlook and key regulatory developments.

- Independent Directors will also have the freedom to interact with the Company's management and with the senior leadership team of the Company for seeking all information as may be necessary for performance of the duties.

Regular Updates

Presentations are made at quarterly Board Meetings covering updates on performance review, strategy and key regulatory developments. An exclusive meeting of the Board to discuss the strategy of the Company is convened annually which covers business/regulatory environment & future strategy of the Company, financial performance, and provides updates on emerging developments in the industry and focus areas for the future.

The Independent Directors are also Members of various Committees and at each Committee meeting, they are presented with necessary information to enable them to review and grant approvals as per the terms of reference of the Committee. Presentations are made at Committee meetings which, inter alia, cover specific market overview, highlights of business performance, market developments and key risk indicators, etc. A pre-briefing is organised for the Committee members to brief on the significant aspects of the agenda, wherever required. Periodic meetings are also conducted on a one-on-one basis between the Independent Directors, senior functional heads and auditors of the Company for more elaborate understanding of various aspects of business, wherever required.

The Directors are also regularly kept informed about the key regulatory developments pertaining to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and other applicable regulations. Further, necessary assistance is provided to Independent Directors of the Company who may wish to attend external training programmes.

At the periodic meetings of the Board and various Committees, specific topic-wise presentations are made to the Directors which, inter alia, included update on overall performance of the Company, industry & micro dynamics as well as strategies for various businesses of the Company, global and domestic macro-economic outlook, estimates of management by the statutory auditors & internal auditors, financial statements of the Company, CSR initiatives of the Company. Independent Directors actively contribute and provide their suggestions for further enrichment of the CSR initiatives, Information Technology related matters, market developments and the key risk indicators.

Further, periodic meetings are also conducted on a one-on-one basis between the Independent Directors, senior functional heads and auditors of the Company for more elaborate understanding of various aspects of business and audit conducted.

Considering all of the above Independent Directors have spent the below mentioned hours during the period from April 1, 2023 to January 31, 2025.

Name of the Independent Director	No. of hours spent in the programs attended
	From April 01, 2023 (on cumulative basis till date)
Santhanakrishnan Sankaran (retired as an Independent Director effective from October 15, 2024)	90
Gopalakrishna Gurrappa	90
Vinod Kumar Dhall (retired as Independent Director effective from January 17, 2024)	50
Sandhya Gadkari (Appointed as Independent Director effective from January 13, 2024)	40
Dilip Kumar Pal (Appointed as Independent Director effective from October 16, 2024)	20

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ICICI Bank Towers,
Bandra-Kurla Complex
Mumbai-400 051, India.

Corporate Office:
ICICI HFC Tower
Andheri Kurla Road, J.B Nager
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