



**RESOLUTION PLAN OF
ICICI BANK NEW YORK BRANCH
2014**

Tailored Resolution Plan under Dodd Frank Act §165(d) - 2014

This document details the information requirements of a §165(d) tailored resolution plan as set forth in 12 CFR part 243 (Board of Governors of the Federal Reserve System or "Board") and 12 CFR part 381 (Federal Deposit Insurance Corporation or "Corporation") to be submitted on or before December 31, 2014 by a foreign banking organization.

Public Section and Confidential Section

Each resolution plan of a covered company shall be divided into a public section and a confidential section. Each covered company shall segregate and separately identify the public section from the confidential section.

The confidentiality of resolution plans and related materials shall be determined in accordance with applicable exemptions under the Freedom of Information Act (5 U.S.C. 552(b)) and the Board's Rules Regarding Availability of Information (12 CFR part 261), and the Corporation's Disclosure of Information Rules (12 CFR part 309). Any covered company submitting a resolution plan or related materials pursuant to the joint resolution plan rule that desires confidential treatment of the information under 5 U.S.C. 552(b)(4), the Board's Rules Regarding Availability of Information (12 CFR part 261), and the Corporation's Disclosure of Information Rules (12 CFR part 309) may file a request for confidential treatment in accordance with those rules.

PUBLIC SECTION

(a) Executive summary

ICICI Bank is the largest private sector lender in India with an asset base of USD 125 bn on a consolidated basis at March 31, 2014 and market capitalization of USD 24 bn. ICICI Bank Group has a presence in 18 countries through branches, subsidiaries, and representative offices. The Bank is listed on the stock exchanges in India and on the New York Stock Exchange and has credit ratings of 'AAA' from domestic credit rating agencies in India. The long term foreign currency deposits ratings are 'BBB-' from Standard and Poor's and 'Baa3' from Moody's.

ICICI Bank Limited, India ("ICICI Bank" or the "Bank") is required to file a resolution plan that covers the operations of ICICI Bank's New York Branch (the "NYB"). The Federal Reserve Board approved ICICI Bank's eligibility to file a tailored resolution plan on May 23, 2013. ICICI Bank Limited developed a Resolution Plan as required of a foreign banking organization ("FBO") under the Board of Governors of the Federal Reserve System's ("Federal Reserve's") and Federal Deposit Insurance Corporation ("FDIC's") Joint Resolution Plan Rule as required under Title I, Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

A Resolution Plan is required of a FBO that is treated as a bank holding company with \$50 billion or more in total consolidated assets. The purpose of requiring an FBO, of such size, to submit a Resolution Plan is to provide regulators with a plan to effect a rapid orderly resolution that mitigates the risks to the U.S. financial system.

Under Federal Reserve Regulation QQ, an FBO is eligible to file a Tailored Resolution Plan if:

- a) it has less than \$100 billion in total U.S. nonbank assets; and
- b) the assets of the U.S. insured depository institution operations, including uninsured branches and agencies, which comprise 85% or more of the FBOs total U.S. consolidated assets.

As of March 31, 2014, ICICI Bank Limited had

- a) \$2.4 million in total U.S. nonbank assets (balance sheet of ICICI Securities Inc. USA) and
- b) the assets of the U.S. insured depository institution operations, uninsured branches, and agencies comprise 99.8% of the total U.S. consolidated assets (including ICICI Securities Inc, USA, a step down subsidiary of the covered company) of ICICI Bank.

ICICI Bank submitted notification of intent to file a Tailored Resolution Plan to the Federal Reserve on April 9, 2014 and received approval to do so on October 17, 2014. A Tailored Resolution Plan is an abbreviated Resolution Plan, appropriate for an FBO with a limited presence in the U.S.

(1) Describe the key elements of the covered company's strategic plan for rapid and orderly resolution in the event of material financial distress at or failure of the covered company.

The covered company is ICICI Bank, which is regulated by the Reserve Bank of India (RBI) as the parent's regulator.

(1) The name of material entity:

The NYB is the only entity operating in the United States and does not meet the criteria of 'material entity' (as defined in the paragraph below) as regards this Plan. However, for the purpose of filing a resolution plan as a third stage filer, the NYB is deemed to be a material entity notwithstanding the official definition.

Definition of material entity is a subsidiary or foreign office of the covered company (ICICI Bank) that is significant to the activities of a critical operation or core business line." (12 C.F.R. 243.2(m)). ICICI Bank operates in the U.S. through its the New York Branch. Although the Bank operates business lines in the U.S. through the NYB, none of those business lines represent core business lines of ICICI Bank as per the definition of core business lines. As ICICI Bank conducts no core business lines through the NYB, it is not a material entity under the Joint Resolution Plan Rule of the Federal Reserve and the FDIC.

(2) A description of core business lines;

Core business lines are "those business lines of the covered company, including associated operations, services, functions and support that, in the view of the covered company, upon failure would result in a material loss of revenue, profit or franchise value." (12 C.F.R. 243.2(d)).

ICICI Bank provides a complete suite of financial services to its customers in India. These comprise retail banking, financing of businesses of small & medium enterprises, wholesale banking, project finance, rural & inclusive banking and international banking. It provides a wide array of products such as mortgage, personal loans, internet banking products, project loans, term loans & working capital loans, funding for large-scale projects, etc. With a bouquet of products & services catering to different needs of diverse customers, ICICI Bank has metamorphosed from a leading development finance institution till late 1990s to a leading universal bank in India.

Through the New York Branch, ICICI Bank primarily operates two business lines: corporate banking loans and trade finance services. These businesses in the NY Branch constitute a very small percentage of ICICI Bank's business and as such closure / cessation of business in the NY Branch will not result in material loss to ICICI Bank.

(3) Consolidated or segment financial information regarding assets, liabilities, capital and major funding sources:

ICICI Bank has an asset base of USD 125.00 billion at March 31, 2014, funded by a combination of deposits and wholesale liabilities. The total capital adequacy ratio of the Bank at a standalone level at March 31, 2014 as per the RBI guidelines on Basel III is 17.7% with a Tier-1 capital adequacy ratio of 12.78%. The total capital adequacy ratio of the ICICI Group (consolidated) at March 31, 2014 as per the RBI guidelines on Basel III is 18.34% with a Tier-1 capital adequacy ratio of 13.11%.

The figures below represent the NYB's assets, liabilities, capital and major funding sources as on year ended March 31, 2014 as per US GAAP standards.

| | |
|--------------------|--------------|
| Assets | US \$1,328mn |
| Liabilities | US \$1,276mn |
| Capital & Reserves | US \$ 52mn |

Major funding sources: Institutional borrowing through ICICI Bank's bond program, wholesale borrowings, the NYB's Yankee CD and Commercial Paper programs, bi-lateral loans, money market borrowing, corporate deposits and inter-branch borrowings.

(4) A description of derivative activities and hedging activities:

The NYB does not undertake any derivative activities for customers. The NYB uses Interest Rate Swaps to manage its interest rate risk.

(5) A list of memberships in material payment, clearing and settlement systems:

The NYB is an associated member of The Society for Worldwide Interbank Financial Telecommunication (SWIFT) through its parent, ICICI Bank Limited, India. The NYB is a member of Fedline Advantage, a US domestic payment system offered by the Federal Reserve.

(6) A description of foreign operations:

The NYB has no foreign operations. The NYB does not control any foreign entity or domestic entity that, in turn, may have foreign operations. However, ICICI Bank undertakes foreign operations through its Branches in Hong Kong, Singapore, Bahrain, Sri Lanka, Dubai International Finance Centre, Qatar Financial Centre and subsidiaries in the UK, Canada and Russia.

(7) The identities of material supervisory authorities:

The NYB's supervisor is the Office of the Comptroller of the Currency (OCC). Indirectly, the NYB's home country supervisor, Reserve Bank of India (RBI) exercises supervisory authority through the parent bank in India.

(8) The identities of the principal officers:

Principal Officers of the NYB are given below.

Mr. Akashdeep Sarpal, Country Head NYB
Ms. Jennifer Lotito, Chief Compliance Officer NYB
Mr. Shyam Dheenadayalu, Head – Special Projects NYB
Mr. Swamynathan Vanuvamalai., Risk Management Group NYB
Mr. Madhukar Reddy, Head – Corporate Banking Group NYB
Mr. Vipul Thakkar, Head – Finance NYB
Mr. Malav Shah, Manager – Treasury NYB
Mr. Kaushal Shah, Manager – Operations NYB

(9) A description of the corporate governance structure and processes related to resolution planning:

The Board of Directors has oversight on all the risks assumed by the Bank. Specific Committees of the Board have been constituted to facilitate focused oversight of various risks.

The Risk Committee reviews the risk management policies of the Bank pertaining to credit, market, liquidity, operational, outsourcing and reputation risks, business continuity plan and disaster recovery plan. The Committee also reviews the risk management framework with respect to Enterprise Risk Management and risk appetite, Internal Capital Adequacy Assessment Process (ICAAP) and stress testing. The stress testing framework includes a wide range of Bank specific and market (systemic) scenarios. Linkage of macroeconomic factors to stress test scenarios is also documented as a part of the ICAAP. The ICAAP exercise covers the domestic and overseas operations of the Bank, banking subsidiaries and material non-banking subsidiaries. The Committee reviews migration to the advanced approaches under BASEL II and implementation of BASEL III, risk return profile of the Bank, outsourcing activities, compliance with RBI guidelines pertaining to credit, market and operational risk management systems and the activities of the Asset Liability Management Committee. The Committee reviews the level and direction of major risks pertaining to credit, market, liquidity, operational, compliance, group, management and capital at risk as part of risk profile templates. In addition, the Committee has oversight on risks of subsidiaries covered under the Group Risk Management Framework. The Risk Committee also reviews the Liquidity Contingency Plan (LCP) for the Bank and the threshold limits.

Apart from sanctioning credit proposals, the Credit Committee of the Board reviews developments in key industrial sectors and the Bank's exposure to these sectors as well as to large borrower accounts and borrower groups. The Credit Committee also reviews the major credit portfolios, non-performing loans, accounts under watch, overdues and incremental sanctions.

The Audit Committee of the Board provides direction to and monitors the quality of the internal audit function and also monitors compliance with inspection and audit reports of Reserve Bank of India, other regulators and statutory auditors.

Policies approved from time to time by the Board of Directors/Committees of the Board 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 the Bank to facilitate independent evaluation, monitoring and reporting of various risks. These control groups function independently of the business groups/sub-groups.

The Asset Liability Management Committee is responsible for managing liquidity and interest rate risk and reviewing the asset-liability position of the Bank.

The Board of Directors has delegated the authority to decide on the strategy and plan for the resolution of the NYB to the Committee of Executive Directors, which comprises any two of the four whole-time Directors of the bank as its members. In the event of winding down of operations of the NYB, the strategy and the plan of action will be placed to the Committee of Executive Directors (COED). Based on the directives of the COED, the NYB will proceed with the orderly wind down of its operations.

(10) A description of material management information systems;

ICICI Bank Limited has implemented technological systems for recording and reporting of the various financial transactions of the NYB. Such systems enable capture of information on credit advances offered, treasury investments made and deposits garnered from customers of the NYB. These systems also facilitate the preparation of various management reports that are periodically submitted to the committees of the NYB and the Bank.

(11) A description, at a high level, of the covered company's resolution strategy, covering such items as the range of potential purchasers of the covered company, its material entities and core business lines.

NYB will review its outstanding credit exposures and liquidity position for the latest date. The key payment obligations and receivables with their timelines, arising out of the various contracts it has entered into, in consultation with the Corporate Legal Group and external legal counsel, will be assessed. The NYB will work in close liaison with the Corporate Legal Group, Asset-Liability Management Group (ALMG) and the Senior Management of the Bank.

Based on the assessment, a strategy for orderly payment of its obligations and collection of receivables will be placed to the COED of the Bank. The strategy could include raising liquidity by transfer or sale of exposures to other financial institutions, liaising with the institutional lenders of the NYB, review and rationalize the operational expenses of the NYB in order to ensure orderly wind down of the operations of the NYB, amongst others. NYB will formalize the strategy for the orderly wind down based on the decisions of COED.

NYB will also devise a communication plan in consultation with the Corporate Communications group in ICICI Bank in order to ensure timely and appropriate information dissemination to various stakeholders of the NYB and Bank, including the home country and host country regulators.