

**UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
OFFICE OF THE COMPTROLLER OF THE CURRENCY**

In the Matter of:

ICICI Bank Limited, New York Branch
New York, New York

Federal Branch of:

ICICI Bank Limited
Mumbai, India

AA-ENF-2022-56

CONSENT ORDER

WHEREAS, the Office of the Comptroller of the Currency (“OCC”) has supervisory authority over ICICI Bank Limited, New York Branch, located in New York, New York (“Branch”), which is a Federal branch of ICICI Bank Limited, Mumbai, India (“Home Office”);

WHEREAS, the OCC intends to initiate cease and desist proceedings against the Branch pursuant to 12 U.S.C. § 1818(b), through the issuance of a Notice of Charges, for violations of law and regulation, including 12 U.S.C. § 1818(s)(3)(B) (failure to correct previously reported Bank Secrecy Act/anti-money laundering (“BSA/AML”) problems), and 12 U.S.C. § 1818(s)(3)(A) and 12 C.F.R. § 21.21 (BSA/AML program violation);

WHEREAS, the Branch has begun corrective action and is committed to taking all necessary and appropriate steps to remedy the deficiencies identified by the OCC as the Branch continues global banking operations;

WHEREAS, in the interest of cooperation and to avoid additional costs associated with administrative and judicial proceedings with respect to the above matter, the Branch, by and through its General Manager (“GM”), duly authorized by the Home Office, consents to the issuance of this Consent Order (“Order”) by the OCC through the duly authorized representative of the Comptroller of the Currency (“Comptroller”); and

NOW, THEREFORE, pursuant to the authority vested in the OCC by Section 8(b) of the Federal Deposit Insurance Act, as amended, 12 U.S.C. § 1818(b), the OCC hereby orders that:

ARTICLE I

JURISDICTION

(1) The Branch is an uninsured Federal branch licensed and examined by the OCC pursuant to the International Banking Act of 1978, as amended, 12 U.S.C. § 3101 *et seq.*

(2) The Branch is an “insured depository institution” for purposes of 12 U.S.C. § 1818. *See* 12 U.S.C. § 1813(c)(3).

(3) The OCC is the “appropriate Federal banking agency” as that term is defined in 12 U.S.C. § 1813(q) and is therefore authorized to initiate and maintain this cease and desist action against the Branch pursuant to 12 U.S.C. § 1818(b).

ARTICLE II

COMPTROLLER’S FINDINGS

The Comptroller finds, and the Branch neither admits nor denies, the following:

(1) The Branch has failed to establish and maintain a reasonably designed BSA/AML compliance program (“BSA/AML Program”) that adequately covers the required BSA/AML Program components. Deficiencies include (i) a weak system of internal controls; (ii) a weak BSA Officer function; and (iii) an insufficient training program. These deficiencies resulted in a BSA/AML program violation under 12 U.S.C. § 1818(s)(3)(A) and its implementing regulation, 12 C.F.R. § 21.21.

(2) The Branch has failed to correct or make acceptable substantial progress with respect to problems in its BSA/AML Program that the OCC previously reported to the Branch

relating to BSA/AML internal controls and the BSA Officer function, resulting in violations of 12 U.S.C. § 1818(s)(3)(B).

(3) As a result of the deficiencies in its BSA/AML Program, the Branch engaged in additional violations of regulations, including: 12 CFR § 21.11 (suspicious activity reports (“SAR”)); 31 CFR § 1010.230 (beneficial ownership requirements for legal entity customers); 31 CFR § 1010.410 (records to be made and retained by financial institutions); and 31 CFR § 1020.210 (anti-money laundering programs for banks).

ARTICLE III

BSA/AML ACTION PLAN

(1) Within sixty (60) days of the date of this Order, the GM shall submit to the Director for International Banking Supervision (“Director”) for review and prior written determination of no supervisory objection an acceptable written action plan detailing the remedial actions necessary to achieve and sustain compliance with the BSA, 31 U.S.C. § 5311 *et seq.*, the regulations promulgated thereunder, and the rules and regulations of the Office of Foreign Assets Control (“OFAC”) and relevant Executive Orders, that incorporates the substantive requirements of Articles IV through X of this Order (“Action Plan”). The Action Plan shall specify, at a minimum:

- (a) a description of the corrective actions needed to achieve compliance with each Article of this Order;
- (b) reasonable and well-supported timelines for completion of the corrective actions required by this Order; and
- (c) the person(s) responsible for completion of the corrective actions required by this Order.

(2) The timelines contained in the Action Plan shall be consistent with any deadlines set forth in this Order, including any modifications to the Order made pursuant to Article XIV, Paragraph 6.

(3) The Action Plan shall satisfactorily address any existing BSA/AML and OFAC Matters Requiring Attention (“MRAs”).

(4) Upon receipt of a written determination of no supervisory objection from the Director, the GM shall ensure the Branch timely adopts the Action Plan and implements all corrective actions required by this Order. The GM shall thereafter ensure the Branch adheres to the Action Plan, including the timelines set forth within the Action Plan.

(5) The GM shall ensure the Branch does not take any action that will cause a significant deviation from, or material change to, the Action Plan. Where the GM considers modifications to the Action Plan appropriate, the GM shall submit a revised written Action Plan containing the proposed modifications to the Director for prior written determination of no supervisory objection. Upon receipt of a prior written determination of no supervisory objection from the Director, the GM shall ensure the Branch timely adopts the revised Action Plan and implements all corrective actions required by this Order. The GM shall thereafter ensure the Branch adheres to the Action Plan, including the timelines set forth within the revised Action Plan.

(6) Upon notice in writing by the Director, the GM shall ensure the Branch modifies the Action Plan to address any BSA/AML or OFAC MRAs, or citations of violations of law concerning BSA/AML or OFAC matters, which the OCC may issue to the Branch following the effective date of this Order.

(7) No later than sixty (60) days after the Director issues a written notice requiring any changes to the Action Plan, or sooner if specified by the Director's written notice, the GM shall submit a revised Action Plan to the Director incorporating such changes for the Director's review and written determination of no supervisory objection.

(8) By January 15, 2023, and thereafter within fifteen (15) days after the end of each calendar quarter, the GM shall prepare and submit to the Director a written Action Plan progress report setting forth in detail:

- (a) the specific corrective actions undertaken to comply with each Article of this Order;
- (b) the results and status of the corrective actions; and
- (c) a description of the outstanding corrective actions needed to achieve compliance with each Article of this Order, person(s) responsible for the completion of outstanding corrective actions, and the anticipated deadlines for completion.

ARTICLE IV

BSA/AML INTERNAL CONTROLS

(1) Consistent with the timelines set forth in the Action Plan, the GM shall ensure the Branch adopts and, subject to the GM's review and ongoing monitoring, implements and thereafter adheres to a system of internal controls reasonably designed to provide for ongoing compliance with the BSA, including appropriate suspicious activity monitoring and reporting. The Branch's system of internal controls shall include, at a minimum:

- (a) effective management information systems ("MIS"), commensurate with the Branch's size and risk profile, that provide timely and accurate

periodic written reports to Branch management of the status of the Branch's BSA/AML Program, including, but not limited to, trends in SAR and other filings, alert and investigation volumes, and compliance with the BSA and this Order;

- (b) detailed, accurate documentation of personnel roles and responsibilities;
- (c) an effective issue tracking and reporting system to record findings made about the BSA/AML Program by the Branch, the OCC or other regulators, auditors, or third parties, and to make appropriate reporting to Branch management regarding the status of issue remediation. In all instances, the system shall make clear:
 - (i) what remediation is required to address the finding(s);
 - (ii) the due date for the remediation to be completed;
 - (iii) the specific reason(s) for any delay in meeting the remediation date; and
 - (iv) the person(s) within the Branch who are specifically responsible for ensuring that the remediation is timely completed and appropriately addresses the finding(s) made about the BSA/AML Program; and
- (d) appropriate risk-based transaction limits for Branch products and services, consistent with the Branch's risk appetite, including but not limited to electronic payment and remittance transactions, and ongoing testing to ensure that customers and staff comply with Branch-imposed and legal requirements applicable to those transactions.

(2) The GM shall ensure the Branch develops and, subject to the GM's review and ongoing monitoring and consistent with the timelines set forth in the Action Plan, implements and thereafter maintains a written institution-wide assessment of the Branch's money laundering, terrorist financing and other illicit financial activity risks ("BSA/AML Risk Assessment") and incorporates that risk assessment into the design and implementation of the BSA/AML Program. The BSA/AML Risk Assessment shall include, at a minimum:

- (a) identification of Branch-specific risk categories including but not limited to products, services, customers, and geographic locations;
- (b) an analysis of the pertinent data obtained regarding the specific risk categories, including but not limited to:
 - (i) volumes and types of transactions and services by country or geographic location; and
 - (ii) numbers of customers that typically pose higher risk, both by type of risk and by geographic location;
- (c) an assessment of BSA/AML risk both separately within the Branch's business lines and on a consolidated basis across all Branch activities and product lines;
- (d) a provision requiring maintenance of appropriate data and information used to support the BSA/AML Risk Assessment's conclusions. The supporting documentation shall be readily accessible for third party review; and
- (e) an inventory of internal controls designed to address the risks identified through the BSA/AML Risk Assessment, and an assessment of the

adequacy of those controls that incorporates findings from regulatory examinations, second-line testing, and audit reviews.

(3) No later than one (1) year from the effective date of this Order, and annually thereafter, the GM shall ensure the Branch reviews the BSA/AML Risk Assessment and updates the risk assessment as needed to accurately reflect the Branch's risk profile. Results of the BSA/AML Risk Assessment, including updates thereto, shall be timely provided, in writing, to all relevant business lines across the Branch and senior management.

(4) No later than one (1) year from the effective date of this Order, and annually thereafter, the GM shall ensure the Branch conducts independent testing of the BSA/AML Risk Assessment and methodology that evaluates the accuracy and completeness of the risk assessment and the reasonableness of the chosen methodology and approach. A written report of this review shall be submitted to the Director within fifteen (15) days of completion.

ARTICLE V

SUSPICIOUS ACTIVITY MONITORING AND REPORTING

(1) Within one hundred and twenty (120) days of this Order, the GM shall ensure the Branch adopts and, subject to the GM's review and ongoing monitoring, implements and thereafter adheres to a written suspicious activity monitoring and reporting program reasonably designed to ensure the timely, appropriate, and documented review and disposition of suspicious activity alerts and case investigations, and the filing of SARs consistent with 12 C.F.R. § 21.11.

This written program shall:

- (a) establish a formal process that ensures sufficient information is collected on Branch customers and on transactions conducted by or through the

Branch to be able to effectively identify, investigate, and report suspicious activity;

- (b) include procedures for identifying, evaluating, and reporting suspicious activity, known or suspected violations of Federal law, violations of the BSA, terrorist financing and other illicit financial activity, or suspicious transactions related to potential money laundering activity across all lines of business, including suspicious activity relating to the opening of new accounts, the ongoing monitoring of existing accounts, and the transfer of funds through the Branch;
- (c) provide for the adequacy of qualified staffing to investigate and clear or escalate alerts;
- (d) establish standards for dispositioning alerts and case investigations to ensure those decisions are adequately supported and reflect sufficient research and appropriate supporting documentation, and thereafter ensure the standards are communicated in writing to relevant staff and adhered to by alert reviewers and investigators;
- (e) include standards that ensure higher risk accounts, including accounts with multiple suspicious activity alerts or case investigations, are identified, elevated to appropriate decision-makers, and properly categorized;
- (f) require BSA staff to consider customer due diligence (“CDD”) information when conducting alert reviews and case investigations;
- (g) provide for maintenance of adequate documentation to support the appropriate disposition of alerts and case investigations;

- (h) include methods to obtain additional information to investigate potentially suspicious activity, including, if applicable, information from multiple lines of business a customer transacts with or information from any other ICICI Bank office or subsidiary;
- (i) provide for the disposition of each alert and case investigation within a reasonable time period after the generation of the alert and for the filing of SARs and follow-up SARs within the time frames specified in applicable rules, regulations, and regulatory guidance;
- (j) ensure the Branch has an effective SAR decision-making process, including when a customer subject to an alert does not respond to a request for information, and that the Branch documents individual decisions on whether to file SARs and the key facts and circumstances supporting each decision to file or not to file a SAR;
- (k) provide for the implementation of effective and sustainable quality control and quality assurance methodologies and processes, all of which shall focus on decision quality;
 - (i) The quality control methodology and process shall include, at a minimum:
 - (A) written assessments of suspicious activity alerts and case investigations;
 - (B) documentation of SAR decisioning and filings; and
 - (C) periodic written reviews of high-risk customers.

(ii) The quality assurance methodology and process shall review work performed by Branch personnel and third parties performing Branch BSA/AML functions, including quality control, and shall generate written reports for the GM no less often than quarterly, including provisions addressing:

- (A) timeframes of review requirements and accountability for inaccurate, incomplete, or late reviews; and
- (B) evaluation of the performance of Branch personnel and third parties performing Branch BSA/AML functions;

- (l) ensure that any backlogs in the suspicious activity monitoring and reporting system are promptly reported to the GM, in writing, for resolution;
- (m) ensure the effectiveness of training for staff and management involved in the investigation and clearing of alerts and case investigations, filing of SARs, quality assurance and quality control processes, and management of the surveillance and transaction monitoring system, and ensure training sessions are documented and training materials are retained; and
- (n) ensure that implementation of the standards developed according to this Paragraph is communicated in writing to relevant staff and managers, and is adhered to by the staff and managers.

(2) The GM shall ensure the Branch adopts and, subject to the GM's review and ongoing monitoring and consistent with the timelines set forth in the Action Plan, implements and thereafter adheres to a system for validating the Branch's suspicious activity monitoring and reporting system, which shall include, at a

minimum:

- (a) validation of the data inputs for the suspicious activity monitoring and reporting system from all products, services, and transactions;
- (b) development and implementation of a process for periodically assessing the effectiveness of filters, parameters, and rules used by the suspicious activity monitoring and reporting system;
- (c) sufficient MIS and metrics to validate suspicious activity monitoring and reporting system settings and thresholds, and to measure the effectiveness of the system and individual scenarios and adjust the system, consistent with the Branch's BSA/AML risk profile and operations, as necessary;
- (d) maintenance of documentation supporting the Branch's methodology for establishing and adjusting thresholds and filters;
- (e) processes for ongoing, risk-based independent validation of alert triggers, parameters, and other settings, including factors for developing a customer risk profile; and
- (f) as applicable, processes for developing adequate documentation and prompt reporting of validation findings and prompt resolution of deficiencies identified during model validation. Refer to guidance in OCC Bulletin 2011-12, "Supervisory Guidance on Model Risk Management", OCC Bulletin 2021-19 "Bank Secrecy Act/Anti-Money Laundering: Interagency Statement on Model Risk Management for Bank Systems Supporting BSA/AML Compliance", and the Comptroller's Handbook on Model Risk Management for more information.

(3) Consistent with the timelines set forth in the Action Plan, the GM shall ensure the Branch completes an independent validation of the Branch's suspicious activity monitoring and reporting system consistent with the requirements of paragraph (2) of this Article. The GM shall report validation findings in writing to the Director within fifteen (15) days of completion and shall ensure the Branch promptly implements any recommended changes to the suspicious activity monitoring and reporting system to improve its performance.

ARTICLE VI

CUSTOMER DUE DILIGENCE, CUSTOMER RISK IDENTIFICATION, AND HIGH RISK ACCOUNT REVIEWS

(1) The GM shall ensure the Branch adopts and, subject to the GM's review and ongoing monitoring and consistent with the timelines set forth in the Action Plan, implements and thereafter adheres to appropriate written risk-based policies and procedures for collecting CDD information, including procedures for obtaining additional information for higher-risk accounts, when opening new accounts and renewing or modifying existing accounts, and also when events indicate information is missing or incomplete, profiles need to be updated, or activity does not match the customer profile. Additionally, the GM shall ensure the Branch has an effective CDD MIS that complies with the requirements of this Article. Such policies and procedures shall be in accordance with applicable law and regulations, including regulations addressing CDD and beneficial ownership, and be consistent with the Branch's BSA/AML Risk Assessment. The policies and procedures shall, at a minimum:

- (a) ensure a methodology for assigning documented risk levels to the customer base that considers appropriate factors such as type of customer; geographic activity; the expected account activity by type of service used, including the volume and frequency by dollar amount and number; and the

specification of the CDD information that must be obtained,
commensurate with these risk levels;

- (b) ensure the quantification of risk encompasses a customer's entire relationship with the Branch and all ICICI Bank offices and subsidiaries, to include the purpose of the account, actual or anticipated activity in the account (*e.g.*, type, volume, and value (number and dollar) of transaction activity engaged in), nature of the customer's business or occupation, customer location (*e.g.*, customer's geographic location, where they transact business, and where they have significant operations), types of products and services used by the customer, and material changes in the customer's relationship with the Branch;
- (c) ensure that customer risk-ratings are appropriately incorporated into the Branch's BSA/AML Risk Assessment;
- (d) include requirements to collect, maintain, and update all information necessary to establish an accurate customer risk profile and facilitate ongoing monitoring to identify and report suspicious activity;
- (e) ensure that accounts are accurately risk-rated for BSA/AML risk, that support for those ratings is detailed in the CDD record, and that CDD is appropriate, including risk-based procedures for obtaining additional information for higher-risk accounts;
- (f) ensure staff responsible for gathering CDD information, and for the development and maintenance of the MIS, have sufficient authority, training, and skills to perform their assigned responsibilities;

- (g) provide for the identification and timely remediation of instances where required CDD information is lacking;
- (h) provide for the maintenance of an accurate and complete list of higher risk profile customers that identifies current customers and accounts exhibiting high-risk characteristics for money laundering, terrorist financing, or other illicit activity; and
- (i) provide for ongoing due diligence reviews of higher risk profile customers, which shall include, at a minimum:
 - (i) documented evidence of transactional analysis, including expected versus actual activity, the source and use of funds, trends, and activity patterns; and
 - (ii) documented critical analysis of all significant information in the file, including the identification of significant disparities, investigation of high risk indicators and potentially suspicious activity, and well-supported conclusions.

(2) The GM shall ensure the Branch updates due diligence information for existing moderate and high-risk customers to establish an accurate customer risk profile that provides for ongoing monitoring.

ARTICLE VII

BSA OFFICER AND STAFFING

(1) The GM shall ensure the Branch has a permanent, qualified, and experienced BSA Officer vested with sufficient independence, authority, and resources to fulfill the duties

and responsibilities of the position and ensure compliance with the requirements of the BSA and the regulations promulgated thereunder.

(2) In the event that the position is vacated, the GM shall provide written notice to the Director within seven (7) days after the position becomes vacant or the GM learns the position will become vacant, whichever is sooner. Prior to Home Office senior management appointing a new BSA Officer, the GM shall submit to the Director the following:

- (a) the information sought in the “Changes in Directors and Senior Executive Officers” and “Background Investigations” booklets of the Comptroller’s Licensing Manual, together with a legible fingerprint card for the proposed individual;
- (b) a written statement of the reasons for selecting the proposed officer, including the specific reasons that the officer is qualified to accomplish the Action Plan;
- (c) a written description of the proposed officer’s duties and responsibilities; and
- (d) a written request for no supervisory objection to the proposed BSA Officer.

(3) The Director shall have the power to object to the appointment of any proposed BSA Officer. The requirement to submit information and the prior written no supervisory objection provisions of this paragraph are based on the authority of 12 U.S.C. § 1818(b)(6)(E) and do not require the Director to complete the review and act on any such information within ninety (90) days. The lack of supervisory objection to such individual shall not constitute an approval or endorsement of the proposed BSA Officer.

(4) Within ninety (90) days of this Order, the GM shall oversee the development and execution of an appropriate written staffing assessment that reviews the adequacy of the Branch's BSA Officer and determines the number, qualifications, skill set, and experience of staff needed to support the BSA Officer and ensure the efficient operation of the Branch's BSA/AML Program, including the timely remediation of the BSA/AML Program's existing deficiencies. After completion of the staffing assessment, the GM shall, consistent with the timelines set forth in the Action Plan, implement any changes warranted by the staffing assessment's conclusions regarding the staff's numbers, qualifications, skill sets, and/or experience levels. The GM shall ensure the BSA Officer and all staff are accountable for fulfilling their respective duties and responsibilities in connection with the Branch's BSA/AML Program and are vested with sufficient authority to do so.

ARTICLE VIII

BSA/AML TRAINING

(1) The GM shall ensure the Branch adopts and, subject to the GM's review and ongoing monitoring and consistent with the timelines set forth in the Action Plan, implements and thereafter adheres to an acceptable written training program for all appropriate employees, officers, and senior managers to ensure their awareness of their responsibility for compliance with the requirements of the BSA and the Branch's BSA/AML Program. This training program shall:

- (a) provide for relevant and appropriate periodic training for operational and supervisory personnel assigned to the Branch's BSA compliance function, which shall be based on the individual's job-specific duties and responsibilities, and which shall specifically address:
 - (i) the Branch's BSA/AML policies and procedures;

- (ii) regulatory requirements, supervisory guidance, and the Branch's money laundering, terrorist financing, and other illicit financial activity risk profile, and any changes thereto;
 - (iii) high-risk customers;
 - (iv) suspicious activity monitoring and reporting; and
 - (v) development of appropriate controls to address higher-risk activities;
- (b) provide for appropriate training for other personnel outside the Branch's BSA compliance function based on the individual's job-specific duties and responsibilities; and
- (c) include the frequency of training, procedures, and timing for updating the training program and materials, the method for delivering training, and procedures to ensure employee training completion is tracked and documented.

(2) The training program shall require the Branch to confirm that third parties performing BSA/AML functions, including staff of the Home Office, receive sufficient and ongoing training to perform their tasks effectively.

(3) Within ninety (90) days of this Order, the GM shall perform an independent assessment of the Branch's BSA/AML training, to include its operational effectiveness, and promptly provide a written report to the Director.

ARTICLE IX

SUSPICIOUS ACTIVITY REVIEW “LOOK-BACK”

(1) Consistent with the timelines set forth in the Action Plan, the GM shall ensure the Branch conducts a suspicious activity review “look-back” regarding the Branch’s suspicious activity decisioning and reporting, which shall specifically address whether additional SARs should be filed for any previously unreported suspicious activity (“SAR Look-Back”).

(2) The scope of the SAR Look-Back shall be all instances from January 1, 2021, forward where a customer subject to an alert did not respond to a request for information.

(3) Within fifteen (15) days of completion of the SAR Look-Back, the GM shall submit to the Director a written report that contains a list of any recommended SARs the Branch should file to comply with the requirements of 12 C.F.R. § 21.11, existing SARs the Branch should modify to comply with the requirements of § 21.11, and a conclusion about the effectiveness of the Branch’s suspicious activity decisioning and reporting. This SAR Look-Back report should also, among other things, describe:

- (a) the methodologies and tools used in conducting the review;
- (b) the process for investigating customers and customer activities;
- (c) the number and types of customers and accounts reviewed;
- (d) the number of customers and accounts requiring additional investigation;
- (e) the number of customers that warranted SAR filings or modifications to existing SAR filings; and
- (f) the number of customers where the Branch determined not to file a SAR, and the reasons supporting the Branch’s decision.

(4) The GM shall ensure compliance with any changes required by the Director in response to the SAR Look-Back report.

(5) Within thirty (30) days of completion of the SAR Look-Back, the GM shall ensure the Branch files any and all remaining SARs that are required to be filed for any previously unreported activity and shall modify any and all existing SARs that are required to be modified to comply with the requirements of 12 C.F.R. § 21.11.

ARTICLE X

OFAC COMPLIANCE PROGRAM

(1) Within one hundred and twenty (120) days of this Order, the GM shall ensure the Branch adopts and, subject to the GM's review and ongoing monitoring, implements and thereafter adheres to an effective, written OFAC compliance program commensurate with its OFAC risk profile. The OFAC compliance program shall include, at a minimum:

- (a) the timely development, execution, and maintenance of an effective written OFAC risk assessment methodology and process that is separate from the BSA/AML Risk Assessment process and that shall include, at a minimum:
 - (i) analysis of the products, services, customers, entities, transactions, and geographic locations in which the Branch is engaged, including those that are processed by, through, or to the Branch, the quantity of OFAC risk, and the identification of potential OFAC exposure;
 - (ii) analysis of the nature and complexity of OFAC risks inherent in the Branch's operations;

- (iii) identification of controls implemented by the Branch to address the identified risks; and
 - (iv) analysis of those controls to determine their effectiveness;
- (b) a system of internal controls commensurate with the Branch's OFAC risk assessment that includes processes for identifying and incorporating changes to OFAC-administered sanctions programs;
- (c) policies and procedures addressing the monitoring, investigating, and dispositioning of OFAC alerts;
- (d) an appropriate and effective OFAC screening system commensurate with the Branch's OFAC risk profile;
- (e) maintenance of sufficient staff with the appropriate authority, training, and skills to perform their assigned responsibilities and achieve and sustain compliance with OFAC requirements;
- (f) detailed, accurate documentation of personnel roles and responsibilities;
- (g) periodic independent testing of the OFAC compliance program, to assess compliance with OFAC regulations and requirements for prompt internal reporting and correction of issues identified during independent reviews or by regulators; and
- (h) periodic, risk-based independent validation of automated systems that support the Branch's OFAC compliance program, including filters.

ARTICLE XI

GENERAL GM RESPONSIBILITIES

(1) The GM shall ensure the Branch has timely adopted and implemented all corrective actions required by this Order, and shall verify that the Branch adheres to the corrective actions and that they are effective in addressing the Branch's deficiencies that resulted in this Order. The GM has ultimate responsibility for proper and sound management of the Branch as well as compliance with all provisions of the Order.

(2) In each instance in which this Order imposes responsibilities upon the GM, it is intended to mean that the GM shall:

- (a) authorize, direct, and adopt corrective actions on behalf of the Branch as may be necessary to perform the obligations and undertakings imposed on the GM by this Order;
- (b) ensure the Branch has sufficient processes, management, personnel, control systems, and corporate and risk governance to implement and adhere to all provisions of this Order;
- (c) ensure that Branch management and personnel have sufficient training and authority to execute their duties and responsibilities pertaining to or resulting from this Order;
- (d) hold Branch management and personnel accountable for executing their duties and responsibilities pertaining to or resulting from this Order;
- (e) require appropriate, adequate, and timely reporting to the GM by Branch management of corrective actions directed by the GM to be taken under the terms of this Order; and

- (f) address any noncompliance with corrective actions in a timely and appropriate manner.

ARTICLE XII

WAIVERS

- (1) The Branch, by executing and consenting to this Order, waives:
 - (a) any and all rights to the issuance of a Notice of Charges pursuant to 12 U.S.C. § 1818;
 - (b) any and all procedural rights available in connection with the issuance of this Order;
 - (c) any and all rights to a hearing and a final agency decision pursuant to 12 U.S.C. § 1818 and 12 C.F.R. Part 19;
 - (d) any and all rights to seek any type of administrative or judicial review of this Order;
 - (e) any and all claims for fees, costs, or expenses against the OCC, or any of its officers, employees, or agents related in any way to this enforcement matter or this Order, whether arising under common law or under the terms of any statute, including, but not limited to, the Equal Access to Justice Act, 5 U.S.C. § 504 and 28 U.S.C. § 2412;
 - (f) any and all rights to assert these proceedings, the consent to and/or the issuance of this Order, as the basis for a claim of double jeopardy in any pending or future proceedings brought by the United States Department of Justice or any other governmental entity; and
 - (g) any and all rights to challenge or contest the validity of this Order.

ARTICLE XIII

OTHER PROVISIONS

- (1) As a result of this Order:
 - (a) the Home Office is not precluded from being treated as an “eligible foreign bank” pursuant to 12 C.F.R. § 28.12(f)(2) for the purposes of 12 C.F.R. Part 28, Subpart B, regarding licensing, supervision, and operations of Federal branches and agencies, unless otherwise informed in writing by the OCC; and
 - (b) the Branch is not subject to the restrictions in 12 C.F.R. § 5.51 requiring prior notice to the OCC of changes in directors and senior executive officers, unless the Branch is otherwise subject to such requirements pursuant to 12 C.F.R. § 5.51(c)(7)(i) and (iii).

ARTICLE XIV

CLOSING

(1) This Order is a settlement of the cease and desist proceedings against the Branch contemplated by the OCC, based on the violations of law described in the Comptroller’s Findings set forth in Article II of this Order. The OCC releases and discharges the Branch from all potential liability for any other cease and desist order that has been or might have been asserted by the OCC based on violations described in Article II of this Order, to the extent known to the OCC as of the effective date of this Order.

- (2) Nothing in this Order, however, shall prevent the OCC from:

- (a) instituting enforcement actions other than a cease and desist order against the Branch based on the Comptroller's Findings set forth in Article II of this Order;
- (b) instituting enforcement actions against the Branch based on any other findings;
- (c) instituting enforcement actions against institution-affiliated parties (as defined by 12 U.S.C. § 1813(u)) based on the Comptroller's Findings set forth in Article II of this Order, or any other findings; or
- (d) utilizing the Comptroller's Findings set forth in Article II of this Order in future enforcement actions against the Branch or its institution-affiliated parties to establish a pattern or the continuation of a pattern.

(3) Nothing in this Order is a release, discharge, compromise, settlement, dismissal, or resolution of any actions, or in any way affects any actions that may be or have been brought by any other representative of the United States or an agency thereof, including, without limitation, the United States Department of Justice.

(4) This Order is:

- (a) a "cease-and-desist order issued upon consent" within the meaning of 12 U.S.C. § 1818(b);
- (b) a "cease-and-desist order which has become final" within the meaning of 12 U.S.C. § 1818(e);
- (c) an "order issued with the consent of the depository institution" within the meaning of 12 U.S.C. § 1818(h)(2);

(d) an “effective and outstanding . . . order” within the meaning of 12 U.S.C. § 1818(i)(1); and

(e) a “final order” within the meaning of 12 U.S.C. § 1818(i)(2) and (u).

(5) This Order is effective upon its issuance by the OCC, through the Comptroller’s duly authorized representative. Except as otherwise expressly provided herein, all references to “days” in this Order shall mean calendar days and the computation of any period of time imposed by this Order shall not include the date of the act or event that commences the period of time.

(6) The provisions of this Order shall remain effective except to the extent that, and until such time as, such provisions are amended, suspended, waived, or terminated in writing by the OCC, through the Comptroller’s duly authorized representative. If the Branch seeks an extension, amendment, suspension, waiver, or termination of any provision of this Order, the GM shall submit a written request to the Director asking for the desired relief. Any request submitted pursuant to this paragraph shall include a statement setting forth in detail the circumstances that warrant the desired relief or prevent the Branch from complying with the relevant provision(s) of the Order, and shall be accompanied by relevant supporting documentation. The OCC’s decision concerning a request submitted pursuant to this paragraph, which will be communicated to the GM in writing, is final and not subject to further review.

(7) The Branch will not be deemed to be in compliance with this Order until it has adopted, implemented, and adhered to all of the corrective actions set forth in each Article of this Order; the corrective actions are effective in addressing the Branch’s deficiencies; and the OCC has verified and validated the corrective actions. An assessment of the effectiveness of the

corrective actions requires sufficient passage of time for the Branch to demonstrate the sustained effectiveness of the corrective actions.

(8) This Order is not a contract binding on the United States, the United States Treasury Department, the OCC, or any officer, employee, or agent of the OCC and neither the Branch nor the OCC intends this Order to be a contract.

(9) Each citation, issuance, or guidance referenced in this Order includes any subsequent citation, issuance, or guidance that replaces, supersedes, amends, or revises the referenced cited citation, issuance, or guidance.

(10) No separate promise or inducement of any kind has been made by the OCC, or by its officers, employees, or agents, to cause or induce the Branch to consent to the issuance of this Order.

(11) All reports, plans, or programs submitted to the OCC pursuant to this Order shall be submitted, by overnight mail or via OCC secure email, to the following:

Director for International Banking Supervision *with a copy to:* Examiner-in-Charge

(12) The terms of this Order, including this paragraph, are not subject to amendment or modification by any extraneous expression, prior agreements, or prior arrangements between the parties, whether oral or written.

IN TESTIMONY WHEREOF, the undersigned, authorized by the Comptroller as his duly authorized representative, has hereunto set his signature on behalf of the Comptroller.

//s// Digitally Signed, Dated: 2022.10.03

Mark D. Richardson
Deputy Comptroller
Large Bank Supervision

IN TESTIMONY WHEREOF, the undersigned, the General Manager of the Branch, has
hereunto set his hand on behalf of the Branch.

/s/

Akshay Chaturvedi
Country Head and General Manager
ICICI Bank Limited
New York Branch

October 3, 2022

Date