

ICICI BANK LTD
Form 20-F
September 29, 2008

As filed with the Securities and Exchange Commission on September 29, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the fiscal year ended March 31, 2008

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 001-15002

ICICI BANK LIMITED

(Exact name of registrant as specified in its charter)

Vadodara, Gujarat, India

(Jurisdiction of incorporation or organization)

ICICI Bank Towers

Bandra-Kurla Complex

Mumbai 400051, India

(Address of principal executive offices)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Equity Shares of ICICI Bank Limited(1)	New York Stock Exchange
American Depositary Shares, each representing two Equity Shares of ICICI Bank Limited, par value Rs. 10 per share	New York Stock Exchange

(1)Not for trading, but only in connection with the registration of American Depositary Shares representing such Equity Shares pursuant to the requirements of the Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

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Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:
None

The number of outstanding Equity Shares of ICICI Bank Limited as of March 31, 2008 was 1,112,687,495.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

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CERTAIN DEFINITIONS

ICICI Limited, ICICI Personal Financial Services Limited and ICICI Capital Services Limited amalgamated with and into ICICI Bank Limited, effective March 30, 2002 for accounting purposes under generally accepted accounting principles in India (“Indian GAAP”). In this annual report, all references to “we”, “our” and “us” are to ICICI Bank Limited and its consolidated subsidiaries and other consolidated entities under Indian GAAP subsequent to the amalgamation. 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 “ICICI Bank” and “the Bank” are, as the context requires, to ICICI Bank Limited on an unconsolidated basis subsequent to the amalgamation, to ICICI Bank Limited on an unconsolidated basis prior to the amalgamation, or to both. References to “ICICI” are to ICICI Limited and its consolidated subsidiaries and other consolidated entities under Indian GAAP prior to the amalgamation. References to “ICICI Personal Financial Services” are to ICICI Personal Financial Services Limited. References to “ICICI Capital Services” are to ICICI Capital Services Limited. References to the “amalgamation” are to the amalgamation of ICICI, ICICI Personal Financial Services and ICICI Capital Services with and into ICICI Bank. References to “the Scheme of Amalgamation” are to the Scheme of Amalgamation of ICICI, ICICI Personal Financial Services and ICICI Capital Services with ICICI Bank sanctioned by the High Court of Gujarat at Ahmedabad on March 7, 2002 and by the High Court of Judicature at Bombay on April 11, 2002 and approved by the Reserve Bank of India on April 26, 2002.

In the financial statements contained in this annual 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.

All references to the “Companies Act” and the “Banking Regulation Act” are to the Companies Act, 1956 and the Banking Regulation Act, 1949 as passed by the Indian Parliament and as amended from time to time.

Pursuant to the issuance and listing of our securities in the United States under registration statements filed with the United States Securities Exchange Commission, we file annual reports on Form 20-F which must include financial statements prepared under generally accepted accounting principles in the United States (US GAAP) or financial statements prepared according to a comprehensive body of accounting principles with a reconciliation of net income and stockholders’ equity to US 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. Accordingly, our annual reports on Form 20-F for fiscal years 2000 through 2005 included US GAAP financial statements. 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 report, as in the annual reports for fiscal 2006 and fiscal 2007, consolidated financial statements prepared according to Indian GAAP, with a reconciliation of net income and stockholders’ equity to US GAAP and a description of significant differences between Indian GAAP and US 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 our results of operations and financial condition based on unconsolidated Indian GAAP financial statements, consolidated Indian GAAP financial statements and reconciliation to US GAAP and related notes.

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FORWARD-LOOKING STATEMENTS

We have included statements in this annual report which contain words or phrases such as 'will', 'expected to', etc., and similar expressions or variations of such expressions, 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 that we operate or where a material number of our customers reside, our ability to successfully implement our strategy, including our use of the Internet and other technology, our rural expansion, our exploration of merger and acquisition opportunities both in and outside of India, 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 we face following our rapid international growth, future levels of impaired loans, our growth and expansion in domestic and overseas markets, the adequacy of our allowance for credit and investment losses, technological changes, investment income, our ability to market new products, cash flow projections, the outcome of any legal, tax or regulatory proceedings in India and in other jurisdictions we are or become a party to, the future impact of new accounting standards, our ability to implement our dividend policy, the impact of changes in banking regulations and other regulatory changes in India and other jurisdictions on us, including on the assets and liabilities of ICICI, a former financial institution not subject to Indian banking regulations, the state of the global financial system and other systemic risks, the bond and loan market conditions and availability of liquidity amongst the investor community in these markets, the nature of credit spreads, 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 and liquidity risks as well as other risks that are detailed in this form. ICICI Bank undertakes 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 report include, but are not limited to, the monetary and interest rate policies of India and the other markets in which we operate, natural calamities, general economic, financial or political conditions, instability or uncertainty in India, southeast Asia, or any other country which have a direct or indirect impact on our business activities or investments, caused by any factor including terrorist attacks in India, the United States or elsewhere, anti-terrorist or other attacks by the United States, a United States-led coalition or any other country, tensions between India and Pakistan related to the Kashmir region, military armament or social unrest in any part of India, inflation, deflation, unanticipated turbulence in interest rates, changes or volatility in the value of the rupee, foreign exchange rates, equity prices or other market rates or prices, the performance of the financial markets in general, changes in domestic and foreign laws, regulations and taxes, changes in the competitive and pricing environment in India, and general or regional changes in asset valuations. For a further discussion on the factors that could cause actual results to differ, see the discussion under "Risk Factors" included elsewhere in this annual report.

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EXCHANGE RATES

Fluctuations in the exchange rate between the Indian rupee and the US dollar will affect the US dollar equivalent of the Indian rupee price of our equity shares on the Indian stock exchanges and, as a result, will affect the market price of our ADSs in the United States. These fluctuations will also affect the conversion into US dollars by the depository of any cash dividends paid in Indian rupees on our equity shares represented by ADSs.

In early July 1991, the government adjusted the Indian rupee downward by an aggregate of approximately 20.0% against the US dollar. The adjustment was effected as part of an economic package designed to overcome economic and foreign exchange problems. After the Indian rupee was made convertible on the current account in March 1993, it depreciated on an average annual basis at a rate of approximately 5-6%. The rupee depreciated against the US dollar by 0.5% during fiscal 2005 and by 2.0% during fiscal 2006. During fiscal 2007, the rupee appreciated against the US dollar by 3.1%, moving from Rs. 44.48 per US\$ 1.00 at March 31, 2006 to Rs. 43.10 per US\$ 1.00 at March 30, 2007. During fiscal 2008 the rupee appreciated against the US dollar by 7.1%, moving from Rs. 43.10 per US\$ 1.00 at March 30, 2007 to Rs. 40.02 per US\$ 1.00 at March 31, 2008. During fiscal 2009 (through September 19, 2008), the rupee depreciated against the US dollar by 14.2% moving from Rs. 40.02 per US\$ 1.00 at March 31, 2008 to Rs. 45.71 at September 19, 2008. The following table sets forth, for the periods indicated, certain information concerning the exchange rates between Indian rupees and US dollars based on the noon buying rate.

Fiscal Year	Period	
	End(1)	Average(1) (2)
2004	43.40	45.78
2005	43.62	44.87
2006	44.48	44.20
2007	43.10	45.06
2008	40.02	40.13
2009 (through September 19, 2008)	45.71	42.48

Month	High	Low
November 2007	39.68	39.11
December 2007	39.55	39.29
January 2008	39.55	39.13
February 2008	40.11	39.12
March 2008	40.46	39.76
April 2008	40.45	39.73
May 2008	42.15	42.00
June 2008	42.93	42.76
July 2008	42.47	42.70
August 2008	43.74	42.01
September 2008 (through September 19, 2008)	46.81	43.95

(1) The noon buying rate at each period end and the average rate for each period differed from the exchange rates used in the preparation of our financial statements.

(2) Represents the average of the noon buying rate on the last day of each month during the period.

Although certain rupee amounts in this annual report have been translated into US dollars for convenience, this does not mean that the rupee amounts referred to could have been, or could be, converted into US dollars at any particular rate, the rates stated below, or at all. Except in the section on “Market Price Information”, all translations from rupees to US dollars are based on the noon buying rate in the City of New York for cable transfers in rupees at March 31, 2008. The Federal Reserve Bank of New York certifies this rate for customs purposes on each date the rate is given. The noon buying rate at March 31, 2008 was Rs. 40.02 per US\$ 1.00 and at September 19, 2008 was Rs. 45.71 per US\$ 1.00.

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RISK FACTORS

You should carefully consider the following risk factors as well as other information contained in this annual report in evaluating us and our business.

Risks Relating to India

A slowdown in economic growth or rise in interest rates in India could cause our business to suffer.

Any slowdown in the Indian economy could adversely affect our borrowers and contractual counterparties. Further, in light of the increasing linkage of the Indian economy to other developed and emerging economies, the Indian economy is increasingly influenced by economic and market conditions in other countries and, as a result, a slowdown in the economic growth of the United States and other important countries in the developed and emerging global economy, especially those where we have established our international operations, could have an adverse impact on economic growth in India. The growth rate of India's GDP, which was 9.0% or higher in each of fiscal years 2006, 2007 and 2008, moderated to 7.9% in the first quarter of fiscal 2009. Since fiscal 2007, we have experienced a slowdown in disbursements of housing, automobile and other retail loans. The current uncertain economic situation, in India and globally, could result in a further slowdown in economic growth, investment and consumption, adversely impacting our business. A further slowdown in the rate of growth in the Indian economy could result in lower demand for credit and other financial products and services and higher defaults among corporate, retail and rural borrowers, which could adversely impact our business, our financial performance, our stockholders' equity, our ability to implement our strategy and the price of our equity shares and ADSs.

Inflation and government efforts to combat inflation may contribute significantly to economic uncertainty in India and could adversely affect us and the market price of our ADSs.

India has recently experienced higher than normal rates of inflation. India's annual inflation rate, measured by the wholesale price index, reached 12.63% in August of 2008, its highest rate in 13 years. Since 2005, interest rates in the Indian economy have increased significantly in response to monetary policy measures to contain rising inflation and there is a risk of a sustained period of high interest rates. Most recently, prompted by concerns about inflation, the Reserve Bank of India raised its key interest rate, the repo rate, three times in June and July of 2008. As of September 2008, the repo rate stood at a seven-year high of 9.0%. The next scheduled rate review is on October 24, 2008. The Reserve Bank of India also raised bank reserve requirements in order to combat inflation. See "Supervision and Regulation — Legal Reserve Requirements". Future government actions taken to combat inflation could have adverse effects on the Indian economy. Such actions could include a further tightening of monetary policy by raising interest rates, thereby restricting the availability of credit and reducing economic growth. Increases in the basic interest rate could adversely affect us by reducing demand for our credit, increasing our cost of funds and increasing the risk of customer default to the extent these effects are not offset by increased margins. For the impact of interest rate increases on our business, see also "— A slowdown in economic growth or rise in interest rates in India could cause our business to suffer" and "Business — Risk Management — Quantitative and Qualitative Disclosures About Market Risk — Interest Rate Risk".

Actions taken to curb inflation, coupled with public speculation about possible future governmental actions, have contributed to economic uncertainty in India and heightened volatility in the Indian securities market. If India experiences fluctuations in rates of inflation in the future, our business could be affected and, if investor confidence lags, the price of our securities may fall. Inflationary pressures may also affect our ability to access foreign financial markets and may lead to counter-inflationary policies that may harm our business or adversely affect the market price of our shares and ADSs.

A significant increase in the price of crude oil could adversely affect the Indian economy, which could adversely affect our business.

India imports over 75.0% of its requirements of crude oil, which were over 30% of total imports in fiscal 2008. Since 2004, there has been a sharp increase in global crude oil prices due to both increased demand and pressure on production and refinery capacity, and political and military tensions in key oil-producing regions. The full burden of

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the oil price increase has not been passed to Indian consumers and has been substantially absorbed by the government and government-owned oil marketing companies. Sustained high levels of oil prices, further increases or volatility of oil prices and the pass-through of increases to Indian consumers could have a material negative impact on the Indian economy and the Indian banking and financial system in particular, including through a rise in inflation and market interest rates and a higher trade deficit. This could adversely affect our business including our liquidity, our ability to grow, the quality of our assets, our financial performance, our stockholders' equity, our ability to implement our strategy and the price of our equity shares and ADSs.

Like all financial institutions, we are vulnerable to episodes of financial instability in India and in other countries which could adversely affect our business and the price of our equity shares and ADSs.

Since August 2007, the global financial system has experienced difficult credit and liquidity conditions and disruptions leading to less liquidity, greater volatility, general widening of spreads and, in some cases, lack of price transparency on interbank lending rates. In September 2008, global financial markets deteriorated sharply following the bankruptcy filing by Lehman Brothers. In the days that followed, it became apparent that a number of other major financial institutions, including some of the biggest commercial banks, investment banks, mortgage lenders, mortgage guarantors and insurance companies in the United States were experiencing difficulties. The United States government has intervened on an unprecedented scale to prevent the failure of some of these institutions and to provide support to the multi-trillion dollar money market mutual fund industry, which suffered an erosion in investor confidence following the discovery that a number of large money market mutual funds have recently "broken the buck", meaning that the net asset values of the funds have fallen below amounts customers have invested. The impact of this financial crisis has not been limited to the United States. Governments in Europe and the United Kingdom have recently nationalized a number of financial institutions, there has been a deposit run and numerous institutions have sought additional capital. Central banks all over the world have agreed to act in concert to increase liquidity in the financial markets by taking measures such as increasing temporary reciprocal currency arrangement (or "swap lines") by many billions of dollars. Despite these measures, investor confidence remains very low. In a further effort to bolster the financial markets and provide relief to financial institutions, members of the executive and legislative branches of the United States government negotiated an emergency spending bill which would have given the Secretary of the Treasury the power to use public funds to purchase non-performing or illiquid assets from distressed financial institutions. This so-called "bailout plan" was intended to increase liquidity in the credit markets and prevent further collapses of major financial institutions. However, when put to a vote in the House of Representatives, the bill was voted down. At this stage it is impossible to predict whether another similar measure will be put to a vote, or whether it would actually be enacted. It is also impossible to predict what form a future bailout proposal might take, or how the financial markets would react to such a plan and there can be no assurances that, if a bailout plan is enacted, it would ameliorate the condition of the US economy or the global credit markets.

Although the proximate cause of this particular financial crisis, which is deeper than other recent financial crises, was the United States residential mortgage market, investors should be aware that there is a recent history of financial crises and boom-bust cycles in multiple markets in both the emerging and developed economies which lead to risks for all financial institutions, including us. For example, 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, our future financial performance, our stockholders' equity and the price of our equity shares and ADSs. The most recent financial crisis has not had as direct an impact on us as it has other major financial institutions in the US and Europe and we have not experienced the same degree of write-downs as banks that were more exposed to, or invested in, the United States residential mortgage market. However, the volatility caused by concerns over sub-prime debt in the United States has resulted in mark-to-market and realized losses on our investment and derivative portfolios, constrained our international debt capital market borrowings and increased our cost of funding.

The realized and mark-to-market losses on the investment portfolio would adversely impact our net income in fiscal 2009. We remain subject, moreover, to the risks posed by the indirect impact of the credit crisis on the global financial system and the economies in which we operate, some of which are unknowable and the vast majority of which are not in our control. We also remain subject to counterparty risk to financial institutions that fail or are otherwise unable to meet their obligations to us. See “Risk Management — Quantitative and Qualitative Disclosures About Market Risk — Credit Spread Risk” for disclosure on our exposure to Lehman. See “— Risks Relating to Our Business — If depositors do not roll over deposited funds upon maturity or we are unable to raise financing through wholesale borrowings or bond issues, our liquidity risk could increase and our business could be adversely affected”, “— Risks Relating to Our Business — We have experienced rapid international growth in the last three years which has increased the complexity of the risks that we face”, “Business — Overview of Our Products and Services — Commercial Banking for International Customers” and “Business — Risk Management — Qualitative and Quantitative Disclosures about Market Risk”.

Trade deficits could adversely affect our business and the price of our equity shares and ADSs.

India’s trade relationships with other countries and its trade deficit, driven to a major extent by global crude oil prices, may adversely affect Indian economic conditions. If trade deficits increase or are no longer manageable because of the rise in global crude oil prices or otherwise, the Indian economy, and therefore our business, our financial performance, our stockholders' equity and the price of our equity shares and ADSs could be adversely affected.

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A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy which could adversely impact us.

A decline in India's foreign exchange reserves could result in reduced liquidity and higher interest rates in the Indian economy, which could adversely affect our business, our future financial performance, our stockholders' equity and the price of our equity shares and ADSs. See also "— Risks Relating to Our Business".

Any downgrading of India's debt rating by an international rating agency could adversely affect our business, our liquidity and the price of our equity shares and ADSs.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect our business and limit our access to capital markets and decrease our liquidity.

Natural calamities and climatic and weather conditions could adversely affect the Indian economy, or the economy of other countries where we operate, our business and the price of our equity shares and ADSs.

India has experienced natural calamities like earthquakes, floods and drought in the past few years. The extent and severity of these natural disasters determine their impact on the Indian economy. In particular, climatic and weather conditions impact the agricultural sector which constitutes approximately 17% of India's GDP. For example, in fiscal 2003, many parts of India received significantly less than normal rainfall. As a result, the agricultural sector recorded a negative growth of 7.2%. While the growth rate of the agricultural sector was 10.0% in fiscal 2004, it was negligible in fiscal 2005 due to the erratic progress of the monsoon which adversely affected sowing operations for certain crops. The agricultural sector grew by 6.0% in fiscal 2006, 3.8% in fiscal 2007 and 4.5% in fiscal 2008. Prolonged spells of below or above normal rainfall or other natural calamities, or global or regional climate change, could adversely affect the Indian economy and our business, especially in view of our strategy of increasing our exposure to rural India. Similarly global or regional climate change or natural calamities in other countries where we operate could affect the economies of those countries and our operations in those countries.

Financial difficulty and other problems in certain financial institutions in India could adversely affect our business and the price 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 whom we interact on a daily basis. 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. See also "Overview of the Indian Financial Sector". As the Indian financial system operates within an emerging market, it faces risks of a nature and extent not typically faced in more developed economies, including the risk of deposit runs notwithstanding the existence of a national deposit insurance scheme. For example, in April 2003, unsubstantiated rumors, believed to have originated in Gujarat, a state in India, alleged that we were facing liquidity problems. Although our liquidity position was sound, we witnessed higher than normal deposit withdrawals on account of these unsubstantiated rumors for several days in April 2003. We successfully controlled the situation in this instance, but any failure to control such situations in the future could result in high volumes of deposit withdrawals which would adversely impact our liquidity position.

A significant change in the Indian government's economic liberalization and deregulation policies could adversely affect our business and the price 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 Indian government has traditionally exercised, and continues to exercise, a dominant influence over many aspects of the economy. Government policies could adversely affect business and economic conditions in India, our ability to implement our strategy, our future financial performance, our stockholders' equity and the price of our equity shares and ADSs. Since 1991, successive Indian governments have pursued policies of economic

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liberalization, including significantly relaxing restrictions on the private sector and encouraging the development of the Indian financial sector. For the past several years, India has been governed by coalition governments. The leadership of India and the composition of the coalition in power is subject to change, and election results are sometimes not along expected lines. The next national election is scheduled to take place before May 2009. It is difficult to predict the economic policies that will be pursued by the next government. The rate 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. Any significant change in India's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally and our business in particular. Even if the new government does not make significant changes to India's economic policies, the uncertainty surrounding the upcoming elections could lead to increased volatility in the Indian securities market, which could adversely impact the price of our equity shares and ADSs.

If regional hostilities, terrorist attacks or social unrest in some parts of the country increase, our business and the price of our equity shares and ADSs could be adversely affected.

India has from time to time experienced social and civil unrest and hostilities both internally and with neighboring countries. In the past, there have been military confrontations between India and Pakistan. India has also experienced terrorist attacks in some parts of the country. These hostilities and tensions could lead to political or economic instability in India and adversely affect our business, our future financial performance, our stockholders' equity and the price of our equity shares and ADSs.

Risks Relating to Our Business

Our banking and trading activities are particularly vulnerable to interest rate risk and volatility 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 are vulnerable to interest rate risk which could adversely affect our ability to grow, our net interest margin, our net interest income, our income from treasury operations and the value of our fixed income securities portfolio. For example, 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 yield on our interest-earning assets, our net interest income and net interest margin may be adversely impacted. Since fiscal 2006, we have experienced a sharp increase in our funding costs, which has adversely impacted our net interest income, net interest margin and financial performance. As a result of certain reserve requirements of the Reserve Bank of India, we are more structurally exposed to interest rate risk than banks in many other countries and, as part of the Reserve Bank of India's anti-inflation policies, these reserve requirements have recently been increased. See "Supervision and Regulation — 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. These requirements also have 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. Since fiscal 2007, there have been several increases in the rates of interest charged on floating rate home loans, which are a material proportion of our loan portfolio, resulting in extension of loan maturities and higher monthly installments due from borrowers, which could result in higher rates of default in this portfolio.

Our subsidiaries in the United Kingdom and Canada are also exposed to similar risks. We are also exposed to interest rate risk through our treasury operations and our subsidiary, ICICI Securities Primary Dealership Limited, which is a

primary dealer in government of India securities.

If we are not able to control the level of non-performing assets in our portfolio, our business will suffer.

We have experienced rapid growth in our retail loan portfolio, including non-collateralized retail loans such as unsecured personal loans and credit card receivables. See “Business — Overview of ICICI Bank’s Products and Services — Commercial Banking for Retail Customers”. Various factors, including a rise in unemployment,

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prolonged recessionary conditions, a sharp and sustained rise in interest rates, developments in the Indian economy, movements in global commodity markets and exchange rates and global competition could cause an increase in the level of non-performing assets, both retail and corporate, and have a material adverse impact on the quality of our loan portfolio. In addition, under the directed lending norms of the Reserve Bank of India, we are required to extend 50.0% of our residual adjusted net bank credit to certain eligible sectors, which are categorized as “priority sectors”. See “Business — Loan Portfolio — Directed Lending”. We may experience a significant increase in non-performing loans in our directed lending portfolio, particularly loans to the agricultural sector and small-scale industries, where we are less able to control the portfolio quality and where economic difficulties are likely to affect our borrowers more severely. The government in its budget for fiscal 2009 has announced a debt waiver for small and marginal farmers. In respect of other farmers, the scheme proposes a one-time settlement of all overdue loans at 75% of the loan amount. While the government has stated that it will bear the cost of the scheme, such schemes may have an adverse impact on future debt servicing on farm loans and may lead to an increase in non-performing loans in the agricultural sector. Any change by the Reserve Bank of India in the directed lending norms may result in our 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 in the directed lending portfolio. See also “—We have experienced rapid international growth in the last three years which has increased the complexity of the risks that we face” and “— Our rapid retail expansion in India and our rural initiative expose us to increased risks that may adversely affect our business.” The Reserve Bank of India has issued guidelines relating to the use of recovery agents by banks. Any limitation on our ability to recover outstanding receivables from customers as a result of these guidelines or otherwise may affect our collections and ability to foreclose on existing non-performing assets. We may not be able to control or reduce the level of non-performing assets in our project and corporate finance portfolio. The loan portfolio of our international branches and subsidiaries includes foreign currency loans to Indian companies for their Indian operations (as permitted by regulation) as well as for 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 inexperience in various aspects of the economic and legal framework in overseas markets. We also have investments in security receipts arising out of the sale of non-performing assets by us to Asset Reconstruction Company (India) Limited, a reconstruction company registered with the Reserve Bank of India. See “Business — Classification of Loans”. There can be no assurance that Asset Reconstruction Company (India) Limited will be able to recover these assets and redeem our investments in security receipts and that there will be no reduction in the value of these investments.

If we are not able to control or reduce the level of non-performing assets, the overall quality of our loan portfolio may deteriorate and our business may be adversely affected.

If depositors do not roll over deposited funds upon maturity or we are unable to raise financing through wholesale borrowings and bond issues, our liquidity risk would increase and our business could be adversely affected.

Most of our incremental rupee funding requirements are met through short-term funding sources, primarily in the form of deposits including deposits from corporate customers and inter-bank deposits. Our customer deposits generally have a maturity of less than one year. However, a large portion of our rupee assets, primarily our rupee project finance and corporate term loan portfolio and our home loan portfolio, have medium or long-term maturities, creating the potential for funding mismatches. Our ability to raise fresh deposits and grow our deposit base depends in part on our ability to expand our network of branches, which requires the approval of the Reserve Bank of India. In September 2005, the Reserve Bank of India replaced the existing system of granting authorizations for opening individual branches with a system of giving aggregated approvals covering both branches and existing non-branch channels like ATMs, on an annual basis. While we have recently significantly expanded our branch network pursuant to authorizations received from the Reserve Bank of India in fiscal 2008, there can be no assurance that we will be able to grow our deposit base or that future authorizations granted by the Reserve Bank of India will meet our requirements for branch expansion. High volumes of deposit withdrawals or failure of a substantial number of our depositors to roll

over deposited funds upon maturity or to replace deposited funds with fresh deposits as well as our inability to grow our deposit base, could have an adverse effect on our liquidity position, our business, our future financial performance, our stockholders' equity and the price of our equity shares and ADSs. A part of our loan and investment portfolio, comprising primarily the loan and investment portfolios of our international branches and subsidiaries, is denominated in foreign currencies, including the US dollar. Our international branches are primarily

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funded by debt capital market issuances, syndicated loans, bilateral loans and bank lines, while our international subsidiaries raise deposits in their local markets. Volatility in international debt markets following the concerns over sub-prime debt in the United States have constrained our international market borrowings. There can be no assurance that our deposit bases in international subsidiaries will continue to grow at the current rates. This may adversely impact our ability to replace maturing borrowings and fund new assets, significantly increase our cost of funds and adversely impact our profitability. See also “Risks Relating to India and Other Economic and Market Risks — Financial instability in other countries, particularly emerging market countries and countries where we have established operations, could adversely affect our business and the price of our equity shares and ADSs”, “Risks Relating to India and Other Economic and Market Risks — Financial difficulty and other problems in certain financial institutions in India could adversely affect our business and the price of our equity shares and ADSs” and “We have experienced rapid international growth in the last three years which has increased the complexity of the risks that ICICI Bank faces”.

We have experienced rapid international growth in the last three years which has increased the complexity of the risks that we face.

Beginning in fiscal 2004, we began a rapid international expansion opening banking subsidiaries in the United Kingdom, Canada and Russia and branches and representative offices in several countries. We offer retail banking products and services including remittance services across these markets primarily to non-resident Indians. We deliver products and services, including foreign currency financing and cross-border acquisition financing, to our corporate clients through our international subsidiaries and branches. We have also invested in fixed income securities and derivative products with underlying Indian and international credit exposures. In Canada and the United Kingdom, we have also launched direct banking offerings using the Internet as the access channel. At March 31, 2008, the assets of these banking subsidiaries and branches constituted approximately 23% of the consolidated assets of ICICI Bank and its banking subsidiaries.

This rapid international expansion into banking in multiple jurisdictions exposes us to a new variety of regulatory and business challenges and risks, including cross-cultural risk and has increased the complexity of our risks in a number of areas including price risks, currency risks, interest rate risks, compliance risk, regulatory and reputational risk and operational risk. The loan portfolio of our international branches and subsidiaries includes foreign currency loans to Indian companies for their Indian operations (as permitted by regulation) as well as for 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 inexperience in various aspects of the economic and legal framework in overseas markets. Volatility in international markets, such as the current volatility following the concerns over sub-prime debt in the United States, has resulted in mark-to-market and realized losses on our investment and derivative portfolios, constrained our international debt capital market borrowings and increased our cost of funding. This may adversely impact our ability to syndicate debt exposures, and our growth and profitability. See also “— We are subject to legal and regulatory risk which may adversely affect our business and the price of our equity shares and ADSs”. The skills required for this business could be different from those required for our Indian business and we may not be able to attract the required talented professionals. If we are unable to manage these risks, our business could be adversely affected.

Our rapid retail expansion in India and our rural initiative expose us to increased risks that may adversely affect our business.

We experienced rapid growth in our retail loan portfolio between fiscal 2002 and fiscal 2007. See “Business —Loan Portfolio”. In addition, we have begun a rural initiative designed to bring our products and services into many rural areas. This rapid growth of the retail loan business and the rural initiative expose us to increased risks within India including the risk that our impaired loans may grow faster than anticipated, increased operational risk, increased fraud

risk and increased regulatory and legal risk. For example, during fiscal 2007, we made a provision of Rs. 0.9 billion (US\$ 22 million) for losses from frauds pertaining to the warehouse receipt-based financing product for agricultural credit. See also “— We are subject to legal and regulatory risk which may adversely affect our business and the price of our equity shares and ADSs”.

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The significant additional capital required by our insurance subsidiaries may adversely impact our business and the price of our equity shares and ADSs.

Given the expected losses and growth in our life insurance and general insurance businesses, we expect that significant additional capital will be needed to support these businesses. Our Board had approved the transfer of our equity shareholding in insurance and asset management subsidiaries to a proposed new subsidiary. We had proposed to raise equity capital in this proposed new subsidiary to meet the future capital requirements of the insurance subsidiaries. The incorporation of the subsidiary is subject to regulatory approvals which have so far not been received. See “Business — Insurance” and “Supervision and Regulation — Reserve Bank of India Regulations — Holding Companies”. The capital requirements of our insurance subsidiaries and restrictions on our ability to capitalize them could adversely impact, their growth, our future capital adequacy, our financial performance and the price of our equity shares and ADSs.

While our insurance businesses are becoming an increasingly important part of our business, there can be no assurance that they will experience high rates of growth in the future.

Our life insurance and general insurance joint ventures are becoming an increasingly important part of our business. See “Business — Insurance”. There can be no assurance that these businesses will experience high rates of growth in the future. Our life insurance business primarily comprises unit-linked life insurance and pension products. Reduction in capital market valuations and volatility in capital markets may have an adverse impact on the demand for these products. The growth of our general insurance business has been adversely impacted by the deregulation of pricing on certain products, which has resulted in a reduction in premiums from those products. A slowdown in the Indian economy could adversely impact the future growth of these businesses. Any slowdown in these businesses and in particular in the life insurance business could have an adverse impact on the price of our equity shares and ADSs.

Our life insurance business is in a loss position and is expected to continue to generate losses for some years.

We and our joint venture partner have made significant investments in our life insurance joint venture, ICICI Prudential Life Insurance Company Limited. See “Business — Insurance”. As is normal during the phase of rapid growth in new business, we are currently incurring losses in this business. We expect these losses to continue for some years. There can be no assurance that the ultimate actual profitability of the life insurance business will be in line with current assumptions and expectations.

Regulatory changes in India or other jurisdictions in which we operate could adversely affect our business.

The laws and regulations or the regulatory or enforcement environment in any of the jurisdictions in which we operate may change at any time and may have an adverse effect on the products or services we offer, the value of our assets or of the collateral available for our loans or our business in general. Since 2005, the Reserve Bank of India has instituted several changes in regulations applicable to banking companies, including increase in risk-weights on certain categories of loans for computation of capital adequacy, increase in general provisioning requirements for various categories of assets, change in capital requirements and accounting norms for securitization, increases in regulated interest rates, increases in the cash reserve ratio, cessation of payment of interest on cash reserve balances, changes in limits on investments in financial sector enterprises and venture capital funds and changes in directed lending requirements. In April 2007, the Reserve Bank of India issued final guidelines on implementation of the new capital adequacy framework pursuant to Basel II, which, while requiring maintenance of capital for operational risk and undrawn commitments and higher capital for unrated exposures, stipulates continuance of higher risk weights for retail loans and increase in minimum Tier-1 capital adequacy ratio from 4.5% to 6.0%. Regulations and laws

governing our insurance, asset management, private equity and broking subsidiaries as well as our international banking subsidiaries may also change. Such changes could have an adverse impact on our growth, capital adequacy and profitability. Any change by the Reserve Bank of India in the directed lending norms may result in our 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 in the directed lending portfolio.

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Our business is very competitive and our growth strategy depends on our ability to compete effectively.

Within the Indian market, we face intense competition from Indian and foreign commercial banks, investment banks, insurance companies and non-bank finance companies. Further liberalization of the Indian financial sector could lead to a greater presence or new entries of Indian and foreign institutions offering a wider range of products and services, which could adversely impact our competitive environment. In addition, the Indian financial sector may experience further consolidation, resulting in fewer banks and financial institutions, some of which may have greater resources than us. The government of India has indicated its support for consolidation among government-owned banks. The Reserve Bank of India has announced a road map for the presence of foreign banks in India that would, after a review in 2009, allow foreign banks to acquire up to a 74.0% shareholding in an Indian private sector bank. See “Business — Competition” and “Overview of the Indian Financial Sector — Foreign Banks”. Due to competitive pressures, we may be unable to successfully execute our growth strategy and offer products and services at reasonable returns and this may adversely impact our business.

In our international operations we also face intense competition from the full range of competitors in the financial services industry, both banks and non-banks and both Indian and foreign banks. We remain a small to mid-size player in the international markets and many of our competitors have resources much greater than our own.

We may seek opportunities for growth through acquisitions or be required to undertake mergers by the Reserve Bank of India and could face integration and other acquisition risks.

In India, 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, the Reserve Bank of India has ordered mergers of weak banks with other banks primarily in the interest of depositors of the weak banks. In light of our growing international operations, we may also examine and seek opportunities for growth, both in terms of scale and scope, through acquisitions in countries where we currently operate and in other countries.

Any future acquisitions or mergers, both Indian or international, may involve a number of risks, including deterioration of asset quality, diversion of our management’s attention required to integrate the acquired business and the failure to retain key acquired personnel and clients, leverage synergies or rationalize operations, or develop the skills required for new businesses and markets, or unknown and known liabilities, some or all of which could have an adverse effect on our business.

We and our customers are exposed to fluctuations in foreign exchange rates.

As a financial intermediary, we are exposed to exchange rate risk. See “Business — Risk Management — Quantitative and Qualitative Disclosures About Market Risk — Exchange Rate Risk”. Several of our clients enter into derivative contracts to manage their foreign exchange risk exposures. Some of our clients have incurred marked to market or crystallized losses on their foreign exchange contracts. Further, in some cases, clients have initiated legal proceedings challenging the validity of these contracts and their obligations to us. Any increase in such instances and any decision against us in these proceedings may have an adverse impact on our profitability and business. The failure of our clients to manage their exposures to foreign exchange and derivative risk and adverse movements and volatility in foreign exchange rates may adversely affect our clients and the quality of our exposure to our clients and our business volumes and profitability.

Further deterioration of our non-performing asset portfolio and an inability to improve our provisioning coverage as a percentage of gross non-performing assets could adversely affect the price of our equity shares and ADSs.

Although we believe that our total provisions will be adequate to cover all known losses in our asset portfolio, there can be no assurance that there will be no deterioration in the provisioning coverage as a percentage of gross non-performing assets or otherwise or that the percentage of non-performing assets that we will be able to recover will be similar to our and ICICI's past experience of recoveries of non-performing assets. Our retail loan portfolio has experienced rapid growth since fiscal 2002 and there is limited data on historical loss ratios in retail loans. In the event of any further deterioration in our non-performing asset portfolio, there could be an adverse impact on our business, our future financial performance, our stockholders' equity and the price of our equity shares and ADSs.

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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 substantial portion of our loans to corporate and retail customers are secured by collateral. See “Business — Classification of Loans — Non-Performing Asset Strategy”. 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, defects or deficiencies in the perfection of collateral (including due to inability to obtain approvals that may be required from various persons, agencies or authorities), fraudulent transfers by borrowers and other factors, including current legislative provisions or changes thereto and past or future judicial pronouncements. Failure to recover the expected value of collateral could expose us to potential losses, which could adversely affect our business.

We face greater credit risks than banks in developed economies.

Our credit risk is higher because most of our borrowers are based in India. Unlike several developed economies, a nationwide credit bureau has become operational in India only recently. This may affect the quality of information available to us about the credit history of our borrowers, especially individuals and small businesses. In addition, the credit risk of our borrowers, particularly small and middle market companies, is higher than borrowers in more developed economies due to the greater uncertainty in the Indian regulatory, political, economic and industrial environment and the difficulties of many of our corporate borrowers to adapt to global technological advances. 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. Any shortfall may be required to be allocated to investments yielding sub-market returns. See “Business — Loan Portfolio — Directed Lending.” Also, several of our corporate borrowers in the past suffered from low profitability because of increased competition from economic liberalization, a sharp decline in commodity prices, a high debt burden and high interest rates in the Indian economy at the time of their financing, and other factors. This may lead to an increase in the level of our non-performing assets and there could be an adverse impact on our business, our future financial performance, our stockholders’ equity and the price of our equity shares and ADSs.

A large proportion of ICICI’s loans consisted of project finance assistance, which continues to be a part of our loan portfolio and is particularly vulnerable to completion and other risks.

Long-term project finance assistance was a significant proportion of ICICI’s asset portfolio and continues to be a part of our loan portfolio. The viability of these projects and other projects that we may finance in future depends upon a number of factors, including market demand, government policies and the overall economic environment in India and the international markets. These projects are particularly vulnerable to a variety of risks, including completion risk and counterparty risk, which could adversely impact their ability to generate revenues. We cannot be sure that these projects will perform as anticipated. In the past, we experienced a high level of default and restructuring in our project finance loan portfolio as a result of the downturn in certain global commodity markets and increased competition in India. Future project finance losses or high levels of loan restructuring could have a materially adverse effect on our profitability and the quality of our loan portfolio.

The failure of our restructured loans to perform as expected or a significant increase in the level of restructured loans in our portfolio could affect our business.

Our standard assets include restructured standard loans. See “Business — Classification of Loans — Restructured Loans”. Our borrowers’ requirements to restructure their loans arose due to several factors, including increased competition arising from economic liberalization in India, variable industrial growth, a sharp decline in commodity prices, the high level of debt in the financing of projects and capital structures of companies in India and the high interest rates in the Indian economy during the period in which a large number of projects contracted their borrowings. These factors reduced profitability for certain of our borrowers and also resulted in the restructuring of certain Indian companies in sectors including petroleum, refining and petrochemicals, iron and steel, textiles and cement. The failure of these borrowers to perform as expected or a significant increase in the level of restructured

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assets in our portfolio could adversely affect our business, our future financial performance, our stockholders' equity and the price of our equity shares and ADSs.

We have a high concentration of loans to certain customers and sectors and if a substantial portion of these loans become non performing, the overall quality of our loan portfolio, our business and the price of our equity shares and ADSs could be adversely affected.

Our loan portfolio and non-performing asset portfolio have a high concentration in certain customers. See "Business — Loan Portfolio — Loan Concentration". In the past, certain of our borrowers have been adversely affected by economic conditions in varying degrees. Credit losses due to financial difficulties of these borrowers/ borrower groups in the future could adversely affect our business, our financial performance, our stockholders' equity and the price of our equity shares and ADSs.

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 independent auditors. For example, in deciding whether to extend credit, we may assume that a customer's audited financial statements conform to generally accepted accounting principles 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 generally accepted accounting principles or other information that is materially misleading.

Our inability to manage credit, market and liquidity risk may have an adverse effect on our financial performance, our credit ratings and our cost of funds.

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 will be dependent upon economic conditions, as well as upon 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. To the extent our assessments, assumptions or estimates prove inaccurate or not predictive of actual results, we could suffer higher than anticipated losses. See also "—Further deterioration of our non-performing asset portfolio and an inability to improve our provisioning coverage as a percentage of gross non-performing assets could adversely affect the price of our equity shares and ADSs". 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 rating agencies. Rating agencies may reduce or indicate their intention to reduce the ratings at any time. See also "—Any downgrading of India's debt rating by an international rating agency could adversely affect our business, our liquidity and the price 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. Any reduction in our ratings (or withdrawal of ratings) may increase our borrowing costs, limit our access to capital markets and 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, in turn, could reduce our liquidity and negatively impact our operating results and financial condition. For more information relating to our ratings, see “Business — Risk Management — Quantitative and Qualitative Disclosures About Market Risk — Liquidity Risk”.

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We are subject to legal and regulatory risk which may adversely affect our business and the price of our equity shares and ADSs.

We are subject to a wide variety of banking, insurance and financial services laws and regulations and a large number of regulatory and enforcement authorities in each of the jurisdictions in which we operate. The laws and regulations governing the banking and financial services industry have become increasingly complex governing a wide variety of issues, including interest rates, liquidity, capital adequacy, securitization, investments, ethical issues, money laundering, privacy, record keeping, and marketing and selling practices, with sometimes overlapping jurisdictional or enforcement authorities. Our insurance businesses are also subject to extensive regulation and supervisions and the Insurance Regulatory and Development Authority has the ability to impact and alter laws and regulations regarding the insurance industry, including regulations governing products, selling commissions, solvency margins and reserving, which can also lead to additional costs or restrictions on 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 by regulatory and enforcement authorities, has resulted, and may result in regulatory action including financial penalties and restrictions on or suspension of the related business operations.

In addition, a failure to comply with the applicable regulations in various jurisdictions by our employees, representatives, agents and third party service providers either in or outside the course of their services, or suspected or perceived failures by them, may result in inquiries or investigations by regulatory and enforcement authorities, in regulatory or enforcement action against either us, or such employees, representatives, agents and third party service providers. Such actions may impact our reputation, result in adverse media reports, lead to increased or enhanced regulatory or supervisory concerns, additional costs, penalties, claims and expenses being incurred by us or impact adversely our ability to conduct business.

In fiscal 2006, the Reserve Bank India imposed a penalty of Rs. 0.5 million (US\$ 12,494) on us in connection with our role as collecting bankers in certain public offerings of equity by companies in India. The Securities and Futures Commission, Hong Kong charged us with carrying on the business of dealing in securities in Hong Kong between June 15, 2004 and March 8, 2006, without having the requisite license. The Eastern Magistrate's Court, Hong Kong, on April 10, 2007 fined us a sum of HKD 40,000 and further ordered us to reimburse investigation costs to the Securities and Futures Commission. We have paid these amounts.

If we fail to manage our legal and regulatory risk in the many jurisdictions in which we operate, our business could suffer, our reputation could be harmed and we would be subject to additional legal risk. This could, in turn, increase the size and number of claims and damages asserted against us or subject us to regulatory investigations, enforcement actions or other proceedings, or lead to increased regulatory or supervisory concerns. We may also be required to spend additional time and resources on any remedial measures which could have an adverse effect on our business.

Despite our best efforts to comply with all applicable regulations, there are a number of risks that cannot be completely controlled. Our rapid international expansion has led to increased risk in this respect. Regulators in every jurisdiction in which we operate or have listed our securities have the power to bring administrative or judicial proceedings against us (or our employees, representatives, agents and 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 could materially harm our results of operations and financial condition.

We cannot predict the timing or form of any current or future regulatory or law enforcement initiatives, which we note are increasingly common for international banks and financial institutions, but we would expect to cooperate with any such regulatory investigation or proceeding.

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Actuarial experience and other factors could differ from assumptions made in the calculation of life actuarial reserves.

The assumptions we make in assessing our life insurance reserves may differ from what we experience in the future. We derive our life insurance reserves using “best estimate” actuarial policies and assumptions. These assumptions include the assessment of the long-term development of interest rates, investment returns, the allocation of investments between equity, fixed income and other categories, mortality and morbidity rates, policyholder lapses and future expense levels. We monitor our actual experience of these assumptions and to the extent that we consider that this experience will continue in the longer term, we refine our long-term assumptions. Changes in any such assumptions may lead to changes in the estimates of life and health insurance reserves.

Loss reserves for our general insurance 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 our results of operations.

In accordance with industry practice and accounting and regulatory requirements, we establish reserves for loss and loss adjustment expenses related to our 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. Such estimates are made on both a case by case basis, 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 which affect the ultimate cost of claims, such as changes in the legal environment, results of litigation, costs of repairs and other factors such as inflation and exchange rates and our reserves for environmental and other latent claims are particularly subject to such variables. Our results of operations depend significantly upon the extent to which our actual claims experience is consistent with the assumptions we use in setting the prices for products and establishing the liabilities for obligations for technical provisions and claims. To the extent that our actual claims experience is less favorable than the underlying assumptions used in establishing such liabilities, we may be required to increase our reserves, which may materially adversely affect our 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. We also conduct reviews of various lines of business to consider the adequacy of reserve levels. Based on current information available to us and on the basis of our internal procedures, our management considers that these reserves are adequate at year-end fiscal 2008. 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 our results of operations.

The financial results of our general insurance business could be materially adversely affected by the occurrence of catastrophe.

Portions of our general insurance business may cover losses from unpredictable events such as hurricanes, windstorms, monsoons, earthquakes, fires, industrial explosions, floods, riots and other man-made or natural disasters, including acts of terrorism. The incidence and severity of these catastrophes in any given period are inherently unpredictable.

Although we monitor our overall exposure to catastrophes and other unpredictable events in each geographic region and determine our underwriting limits related to insurance coverage for losses from catastrophic events, we generally seek to reduce our exposure through the purchase of reinsurance, selective underwriting practices and by monitoring risk accumulation. Claims relating to catastrophes may result in unusually high levels of losses and could have a material adverse effect on our financial position or results of operations.

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There is operational risk associated with our industry which, when realized, may have an adverse impact on our business.

We, like all financial institutions, are exposed to many types of operational risk, including the risk of fraud or other misconduct by employees or outsiders, e.g. unauthorized transactions by employees and third parties (including violation of regulations for prevention of corrupt practices and other regulations governing our business activities), the marketing to customers of products that are inappropriate and either expose the customer to risks that are inappropriate for the customer or create the expectation of returns that are not assured and do not materialize (so-called mis-selling or unsuitability), misreporting or non-reporting with respect to statutory, legal or regulatory reporting and disclosure obligations, or operational errors, including clerical or record keeping errors or errors resulting from faulty computer or telecommunications systems. Our rapid growth, particularly in the rural initiative, international arena and insurance businesses exposes us to additional operational and control risks. The increasing size of our treasury operations, which use automated control and recording systems as well as manual checks and record keeping, exposes us to the risk of errors in control and record keeping. We use direct marketing associates for marketing our retail credit products. We also outsource some functions, like collections, to other agencies. Given our high volume of transactions, certain errors may be repeated or compounded before they are discovered and successfully rectified. In addition, our dependence upon automated systems to record and process transactions may further increase the risk that technical system flaws or employee tampering or manipulation of those systems 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, for example, computer viruses or electrical or telecommunication outages), which may give rise to a deterioration in customer service and to loss or liability to us. We are further exposed to the risk that external vendors may be unable to fulfill their contractual obligations to us (or will be subject to the same risk of fraud or operational errors by their respective employees as are we), and to the risk that its (or its 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 are circumvented, thereby causing delays in detection or errors in information. 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 and 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. For a discussion of how operational risk is managed, see "Business — Risk Management — Operational Risk".

Fraud and significant security breaches in our computer system and network infrastructure could adversely impact our business.

Our business operations are based on a high volume of transactions. Although we take adequate measures to safeguard against system-related and other fraud, there can be no assurance that we would be able to prevent fraud. Our reputation could be adversely affected by fraud committed by employees, customers or outsiders. Our rural initiative, our rapid international growth and our expansion to new product lines such as insurance may create additional challenges with respect to managing the risk of frauds due to the increased geographical dispersion and use of intermediaries. See "Operating and Financial Review and Prospects Provisions for Non-performing Assets and Restructured Loans" and "Business Risk Management Operational Risk". Physical or electronic break-ins, security breaches, other disruptive problems caused by our increased use of the Internet or power disruptions could also affect the security of information stored in and transmitted through our computer systems and network infrastructure. Although we have implemented technology security and operational procedures to prevent such occurrences, there can be no assurance that these security measures will be successful. A significant failure in

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security measures could have a material adverse effect on our business, our future financial performance, our stockholders' equity and the price of our equity shares and ADSs.

System failures could adversely impact our business.

Given the increasing 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. Our principal delivery channels include ATMs, call centers and the Internet. We have recently launched delivery of banking services through mobile telephones. Any failure in our systems, particularly for retail products and services, transaction banking and treasury operations, could significantly affect our operations and the quality of our customer service and could result in business and financial losses and adversely affect the price of our equity shares and ADSs.

A determination against us in respect of disputed tax assessments may adversely impact our financial performance.

We have been assessed a significant amount in additional taxes by the government of India's tax authorities in excess of our provisions. See "Business — Legal and Regulatory Proceedings". We have appealed all of these demands. While we expect that no additional liability will arise out of these disputed demands, 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 price of our equity shares and ADSs.

We are involved in various litigations. Any final judgment awarding material damages against us could have a material adverse impact on our future financial performance, our stockholders' equity and the price of our equity shares and ADSs.

We and our group companies, and our and their directors and officers, are often involved in litigations (both civil and criminal) for a variety of reasons, which generally arise because we seek to recover our dues from borrowers or because customers seek claims against us. The majority of these cases arise in the normal course 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 stockholders' equity. Where we assess that there is a probable risk of loss, it is our policy to make provisions for the loss. However, we do not make provisions or disclosures in our financial statements where our assessment is that the risk is insignificant. See "Business — Legal and Regulatory Proceedings". We cannot guarantee that the judgments in any of the litigation 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.

Any inability to attract and retain talented professionals may adversely impact our business.

Our business is growing more complex with both product line expansion into the insurance area and geographic expansion internationally and via the rural initiatives. This complexity is happening at the same time as a developing shortage of skilled management talent both at the highest levels and among middle management and young professionals in India due to the rapid growth and globalization of the Indian economy. 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 is a key element of our strategy and we believe it to be a significant source of competitive advantage. The successful implementation of our growth strategy depends on the availability of skilled management, both at our head office and at each of our business units and international locations and on our ability to attract and train young professionals. If we or one of our business units or other functions fail to staff their operations appropriately, or lose one or more of our key senior executives or qualified young professionals and fail to replace them in a satisfactory and timely manner, our business, financial condition and results of operations, including our control and operational risks, may be adversely affected. Likewise, if we fail to attract and appropriately train, motivate and retain young professionals or other talent, our business may likewise be

affected. See “Business — Employees”.

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If we are required to change our accounting policies with respect to the expensing of stock options, our earnings could be adversely affected.

Under Indian GAAP, we currently deduct the expense for employee stock option grants from our income based on the intrinsic value method and not on the fair value method. Had compensation costs for our employee stock options been determined in a manner consistent with the fair value approach, our profit after tax for fiscal 2008 as reported would have been reduced to the pro forma amount of Rs. 40.3 billion (US\$ 1,007 million) from Rs. 41.6 billion (US\$ 1,039 million) and for fiscal 2007 to Rs. 30.3 billion (US\$ 757 million) from Rs. 31.1 billion (US\$ 777 million).

Risks Relating to the ADSs and Equity Shares

You will not be able to vote your ADSs and your ability to withdraw equity shares from the depository facility is uncertain and may be subject to delays.

Our ADS holders have no voting rights unlike holders of our equity shares who have voting rights. For certain information regarding the voting rights of the equity shares underlying our ADSs, see “Business — Shareholding Structure and Relationship with the government of India”. If you wish, you may withdraw the equity shares underlying your ADSs and seek to exercise your voting rights under the equity shares you obtain from the withdrawal. However, for foreign investors, this withdrawal process may be subject to delays and is subject to a cap of 49% on the total shareholding of foreign institutional investors and non-resident Indians in us. For a discussion of the legal restrictions triggered by a withdrawal of the equity shares from the depository facility upon surrender of ADSs, see “Restriction on Foreign Ownership of Indian Securities”.

Your holdings may be diluted by additional issuances of equity and any dilution may adversely affect the market price of our equity shares and ADSs.

In fiscal 2008, we concluded a capital raising exercise comprising a public offering in India and an ADS offering aggregating Rs. 199.7 billion (US\$ 5.0 billion). We may conduct additional equity offerings to fund the growth of our business, including our international operations, our insurance business or our other subsidiaries. In addition, up to 5.0% of our issued equity shares from time to time, may be granted in accordance with our Employee Stock Option Scheme. Any future issuance of equity shares or ADSs or exercise of employee stock options would dilute the positions of investors in equity shares and ADSs and could adversely affect the market price of our equity shares and ADSs.

You may be unable to exercise preemptive rights available to other shareholders.

A company incorporated in India must offer its holders of equity shares preemptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless these rights have been waived by at least 75.0% of the company’s shareholders present and voting at a shareholders’ general meeting. United States investors in ADSs may be unable to exercise these preemptive rights for equity shares underlying ADSs unless a registration statement under the Securities Act of 1933, as amended (the “Securities Act”) is effective with respect to such rights or an exemption from the registration requirements of the Securities Act is available. Our decision to file a registration statement will depend on the costs and potential liabilities associated with any such registration as well as the perceived benefits of enabling investors in ADSs to exercise their preemptive rights and any other factors we consider appropriate at such time. To the extent that investors in ADSs are unable to exercise preemptive rights, their proportional ownership interests in us would be reduced.

Your ability to sell in India any equity shares withdrawn from the depositary facility, the conversion of rupee proceeds from such sale into a foreign currency and the repatriation of such foreign currency may be subject to delays if specific approval of the Reserve Bank of India is required.

ADS holders seeking to sell in India any equity shares withdrawn upon surrender of ADSs, convert the rupee proceeds from such sale into a foreign currency or repatriate such foreign currency may need the Reserve Bank of India's approval for each such transaction. See "Restriction on Foreign Ownership of Indian Securities". We cannot guarantee that any such approval will be obtained in a timely manner or at terms favorable to the investor. Because

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of possible delays in obtaining the requisite approvals, investors in equity shares may be prevented from realizing gains during periods of price increases or limiting losses during periods of price declines.

Restrictions on deposit of equity shares in the depository facility could adversely affect the price of our ADSs.

Under current Indian regulations, an ADS holder who surrenders ADSs and withdraws equity shares may deposit those equity shares again in the depository facility in exchange for ADSs. An investor who has purchased equity shares in the Indian market may also deposit those equity shares in the ADS program. However, the deposit of equity shares may be subject to securities law restrictions and the restriction that the cumulative aggregate number of equity shares that can be deposited as of any time cannot exceed the cumulative aggregate number represented by ADSs converted into underlying equity shares as of such time. These restrictions increase the risk that the market price of our ADSs will be below that of the equity shares.

Certain shareholders own a large percentage of our equity shares and their actions could adversely affect the price of our equity shares and ADSs.

Life Insurance Corporation of India, General Insurance Corporation of India and public sector general insurance companies, each of which is directly controlled by the Indian government, are among our principal shareholders. See “Business — Shareholding Structure and Relationship with the government of India”. Our other large shareholders include Allamanda Investments Pte. Limited, a subsidiary of Temasek Holdings Pte. Limited and Bajaj Auto Limited, an Indian private sector company. Any substantial sale of our equity shares by these or other large shareholders could adversely affect the price of our equity shares and ADSs.

Conditions in the Indian securities market may adversely affect the price or liquidity of our equity shares and ADSs.

The Indian securities markets are smaller and more volatile than securities markets in developed economies. In the past, the Indian stock exchanges have experienced high volatility and other problems that have affected the market price and liquidity of the listed securities, including temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In April 2003, the decline in the price of the equity shares of a leading Indian software company created volatility in the Indian stock markets and created temporary concerns regarding our exposure to the equity markets. On May 17, 2004, the Bombay Stock Exchange Sensex fell by 565 points from 5,070 to 4,505, creating temporary concerns regarding our exposure to the equity markets. Both the BSE and the National Stock Exchange (the “NSE”) halted trading on the exchanges on May 17, 2004 in view of the sharp fall in prices of securities. The Indian securities markets experienced rapid appreciation during fiscal 2006 but underwent a sharp correction in May 2006. The markets experienced a recovery thereafter and the BSE Sensex reached an all time high of 20,873 on January 8, 2008 but have subsequently experienced a sharp correction since January 2008, with the BSE Sensex at 13,570 on September 23, 2008. In recent years, there have been changes in laws and regulations for the taxation of dividend income, which have impacted the Indian equity capital markets. See “Dividends”. Similar problems or changes in the future could adversely affect the market price and liquidity of our equity shares and ADSs.

Settlement of trades of equity shares on Indian stock exchanges may be subject to delays.

The equity shares represented by the ADSs are currently listed on the BSE and the NSE. Settlement on those stock exchanges may be subject to delays and an investor in equity shares withdrawn from the depository facility upon surrender of ADSs may not be able to settle trades on such stock exchanges in a timely manner. See “Conditions in the Indian securities market may adversely affect the price or liquidity of our equity shares and ADSs”.

Changes in Indian regulations on foreign ownership, a change in investor preferences or an increase in the number of ADSs outstanding could adversely affect the price of our ADSs.

ADSs issued by companies in certain emerging markets, including India, may trade at a discount or a premium to the underlying equity shares, in part because of the restrictions on foreign ownership of the underlying equity shares. See “Restriction on Foreign Ownership of Indian Securities”. Historically, our ADSs have generally traded at a small premium to the trading price of our underlying equity shares on the Indian stock exchanges. See “Market Price Information”. We believe that this price premium resulted from the limited portion of our market capitalization

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represented by ADSs, restrictions imposed by Indian law on the conversion of equity shares into ADSs and an apparent preference among some investors to trade dollar-denominated securities. In fiscal 2006 and fiscal 2008, we conducted offerings of ADSs which increased the number of outstanding ADSs and we may conduct similar offerings in the future. Also, over time, some of the restrictions on the issuance of ADSs imposed by Indian law have been relaxed. As a result, any premium enjoyed by the ADSs as compared to the equity shares may be reduced or eliminated as a result of offerings made or sponsored by us, changes in Indian law permitting further conversion of equity shares into ADSs or a change in investor preferences.

Because the equity shares underlying the ADSs are quoted in rupees in India, you may be subject to potential losses arising out of exchange rate risk on the Indian rupee.

Investors who purchase ADSs are required to pay for the ADSs in US dollars and are subject to currency fluctuation risk and convertibility risks since the equity shares underlying the ADSs are quoted in rupees on the Indian stock exchanges on which they are listed. Dividends on the equity shares will also be paid in rupees and then converted into US dollars for distribution to ADS investors. Investors who seek to convert the rupee proceeds of a sale of equity shares withdrawn upon surrender of ADSs into foreign currency and repatriate the foreign currency may need to obtain the approval of the Reserve Bank of India for each such transaction. See also “— Your ability to sell in India any equity shares withdrawn from the depository facility, the conversion of rupee proceeds from such sale into a foreign currency and the repatriation of such foreign currency may be subject to delays if specific approval of the Reserve Bank of India is required” and “Exchange Rates”.

You may be subject to Indian taxes arising out of capital gains.

Generally, capital gains, whether short-term or long-term, arising on the sale of the underlying equity shares in India are subject to Indian capital gains tax. Investors are advised to consult their own tax advisers and to carefully consider the potential tax consequences of an investment in the ADSs. See “Taxation — Indian Tax”.

There may be less company information available in Indian securities markets than in securities markets in the United States.

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 less publicly available information about Indian companies than is regularly made available by public companies in the United States.

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BUSINESS

Overview

We offer products and services in the areas of commercial banking to retail and corporate customers (both domestic and international), treasury and investment banking and other products like insurance and asset management. In fiscal 2008, we made a net profit of Rs. 34.0 billion (US\$ 850 million) compared to a net profit of Rs. 27.6 billion (US\$ 690 million) in fiscal 2007. At year-end fiscal 2008, we had assets of Rs. 4,856.0 billion (US\$ 121.3 billion) and a net worth of Rs. 447.2 billion (US\$ 11.2 billion). At year-end fiscal 2008, ICICI Bank was the second-largest bank in India and the largest bank in the private sector in terms of total assets and net worth.

Our commercial banking operations for retail customers consist of retail lending and deposits, distribution of third party investment products and other fee-based products and services, as well as issuance of unsecured redeemable bonds. We provide a range of commercial banking and project finance products and services, including loan products, fee and commission-based products and services, deposits and foreign exchange and derivatives products to India's leading corporations, growth-oriented middle market companies and small and medium enterprises. In addition to foreign exchange and derivatives products for our customers, our treasury operations include maintenance and management of regulatory reserves and proprietary trading in equity and fixed income. We also offer agricultural and rural banking products.

We believe that the international markets present a growth opportunity and have, therefore, expanded the range of our commercial and retail banking products internationally, with a focus on persons of Indian origin and Indian businesses. We currently have subsidiaries in Canada, Russia and the United Kingdom, branches in Bahrain, Dubai, Hong Kong, Qatar, Singapore, Sri Lanka and the United States and representative offices in Bangladesh, China, Indonesia, Malaysia, South Africa, Thailand and the United Arab Emirates. Our subsidiary in the United Kingdom has established branches in Belgium and Germany. Our international branches and subsidiaries offer debt financing and other products to our corporate customers, raise retail and wholesale funding and offer select retail banking products and services, focusing on non-resident Indians and local communities. The products and services offered in various countries differ depending on applicable local regulations.

We deliver our products and services through a variety of channels, ranging from bank branches and ATMs to call centers and the Internet. At year-end fiscal 2008, we had a network of 1,255 bank branches, 7 bank extension counters and 3,881 ATMs across several Indian states. The Sangli Bank Limited, an unlisted private sector bank with over 190 branches and extension counters merged with us effective April 19, 2007.

ICICI Securities and ICICI Securities Primary Dealership are engaged in equity underwriting and brokerage and primary dealership in government securities, respectively. ICICI Securities owns ICICIDirect.com, an online brokerage platform. Our venture capital and private equity fund management subsidiary, ICICI Venture Funds Management Company manages private equity funds that invest in a range of companies across sectors. We provide a wide range of life and general insurance and asset management products and services through our subsidiaries ICICI Prudential Life Insurance Company Limited, ICICI Lombard General Insurance Company Limited and ICICI Prudential Asset Management Company Limited, respectively. According to data published by the Insurance Regulatory and Development Authority of India, ICICI Prudential Life Insurance Company had a retail market share of about 25.2% in new business written (on weighted received premium basis) by private sector life insurance companies and about 12.7% in new business written (on weighted received premium basis) by all life insurance companies in India during fiscal 2008. According to data published by the Insurance Regulatory and Development Authority of India, ICICI Lombard General Insurance Company Limited had a market share of about 29.8% in gross written premium among the private sector general insurance companies and 11.9% among all general insurance

companies in India during fiscal 2008. ICICI Prudential Life Insurance Company and ICICI Lombard General Insurance Company were the market leaders among private sector life and general insurance companies respectively in fiscal 2008. According to data published by the Association of Mutual Funds in India, ICICI Prudential Asset Management Company Limited was among the top two mutual funds in India in terms of average funds under management for March 2008 with a market share of 10.2%. We cross-sell the products of our insurance and asset

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management subsidiaries to our customers.

ICICI Bank's legal name is ICICI Bank Limited but we are known commercially as ICICI Bank. ICICI Bank was 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 400051, India, our telephone number is +91 22 2653 1414 and our website address is www.icicibank.com. The contents of our website are not incorporated in this annual report. Our agent for service of process in the United States is Mr. G.V.S Ramesh, Joint General Manager, ICICI Bank Limited, New York Branch, 500 Fifth Avenue, Suite 2830, New York, New York 10110.

History

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. As India's economy became more market-oriented and integrated with the world economy, ICICI capitalized on the new opportunities to provide a wider range of financial products and services to a broader spectrum of clients.

ICICI Bank was incorporated in 1994 as a part of the ICICI group. ICICI Bank's initial equity capital was contributed 75.0% by ICICI and 25.0% by SCICI Limited, a diversified finance and shipping finance lender of which ICICI owned 19.9% at December 1996. Pursuant to the merger of SCICI into ICICI, ICICI Bank became a wholly-owned subsidiary of ICICI. ICICI's holding in ICICI Bank reduced due to additional capital raising by ICICI Bank and sale of shares by ICICI, pursuant to the requirement stipulated by the Reserve Bank of India that ICICI dilute its ownership of ICICI Bank. Effective March 10, 2001, ICICI Bank acquired Bank of Madura, an old private sector bank, in an all-stock merger.

The issue of universal banking, which in the Indian context means the conversion of long-term lending institutions such as ICICI into commercial banks, had been discussed at length over the past several years. Conversion into a bank offered ICICI the ability to accept low-cost demand deposits and offer a wider range of products and services, and greater opportunities for earning non-fund based income in the form of banking fees and commissions. ICICI Bank also considered various strategic alternatives in the context of the emerging competitive scenario in the Indian banking industry. ICICI Bank identified a large capital base and size and scale of operations as key success factors in the Indian banking industry. In view of the benefits of transformation into a bank and the Reserve Bank of India's pronouncements on universal banking, ICICI and ICICI Bank decided to merge.

At the time of the merger, both ICICI Bank and ICICI were publicly listed in India and on the New York Stock Exchange. The amalgamation was approved by each of the boards of directors of ICICI, ICICI Personal Financial Services, ICICI Capital Services and ICICI Bank at their respective board meetings held on October 25, 2001. The amalgamation was approved by ICICI Bank's and ICICI's shareholders at their extraordinary general meetings held on January 25, 2002 and January 30, 2002, respectively. The amalgamation was sanctioned by the High Court of Gujarat at Ahmedabad on March 7, 2002 and by the High Court of Judicature at Bombay on April 11, 2002. The amalgamation was approved by the Reserve Bank India on April 26, 2002. The amalgamation became effective on May 3, 2002. The date of the amalgamation for accounting purposes under Indian GAAP was March 30, 2002.

The Sangli Bank Limited, an unlisted private sector bank merged with ICICI Bank with effect from April 19, 2007. On the date of acquisition, Sangli Bank had over 190 branches and extension counters, total assets of Rs. 17.6 billion (US\$ 440 million), total deposits of Rs. 13.2 billion (US\$ 330 million), total loans of Rs. 2.0 billion (US\$ 50 million).

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Shareholding Structure and Relationship with the government of India

The following table sets forth, at September 5, 2008, 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	8.36	93,097,160
General Insurance Corporation of India and government-owned general insurance companies	3.06	33,993,701
Other government-controlled institutions, corporations and banks	0.68	7,615,412
Total government-controlled shareholders	12.10	134,706,273
Other Indian investors:		
Individual domestic investors (1) (2)	7.41	82,499,562
Indian corporate and others (1) (2)	6.61	73,533,643
Mutual funds and banks (other than government-controlled banks)	6.83	76,068,189
Total other Indian investors	20.85	232,101,394
Total Indian investors	32.95	366,807,667
Foreign investors:		
Deutsche Bank Trust Company Americas, as depositary	28.21	314,000,134
Allamanda Investments Pte Limited	7.61	84,754,268
Other foreign institutional investors, foreign banks, overseas corporate bodies and non-resident Indians (excluding Allamanda Investments Pte Limited)(1)(2)	31.23	347,618,071
Total foreign investors	67.05	746,372,473
Total	100.00	1,113,180,140

(1) Executive officers and directors as a group held about 0.4% of the equity shares as of this date.

(2) No single shareholder in this group owned 5.0% or more of ICICI Bank's equity shares as of this date.

In fiscal 2006, we concluded a capital raising exercise issuing 148,204,556 equity shares, raising a total of Rs. 80.0 billion (US\$ 2.0 billion) through the first simultaneous public issue in India and ADS issue in the United States, with a Public Offering Without Listing of ADSs in Japan. The issue was priced at Rs. 498.75 (US\$ 12.46) per share for retail investors in India, Rs. 525 (US\$ 13.12) per share for other investors in the Indian offering and US\$ 26.75 per ADS for ADS issue in the United States. In fiscal 2008, we concluded a capital raising exercise by issuing 208,497,102 equity shares raising a total of Rs. 199.7 billion (US\$ 5.0 billion) through a simultaneous public offering in India and ADS offering in the United States. The offering was priced at Rs. 890 (US\$ 22.24) per share for retail investors in India, Rs. 940 (US\$ 23.49) per share for other investors in the Indian offering and US\$ 49.25 per ADS.

The holding of government-controlled shareholders was 12.10% at September 5, 2008 as against 11.32% at September 7, 2007 and 12.91% at September 8, 2006. The holding of Life Insurance Corporation of India was 8.36% at September 5, 2008 against 7.14% at September 7, 2007 and 8.05% at September 8, 2006.

We operate as an autonomous and commercial enterprise, making decisions and pursuing strategies that are designed to maximize shareholder value, and the Indian government 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 provide that the government of India is entitled to appoint a representative to our board. The government of India has appointed one representative to our board. We invite a representative of Life Insurance Corporation of India and General Insurance Corporation of India, which are our principal domestic institutional

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shareholders, to join our board. Mr. T. S. Vijayan, Chairman of Life Insurance Corporation of India was appointed as a director effective April 30, 2005. Currently, there is no representative of General Insurance Corporation of India on our board.

The holding of other Indian investors was 20.85% at September 5, 2008 against 18.90% at September 7, 2007 and 14.06% at September 8, 2006. The total holding of Indian investors was 32.95% at September 5, 2008 against 30.21% at September 7, 2007 and 26.97% at September 8, 2006. The holding of foreign investors was 67.05% at September 5, 2008 against 69.79% at September 7, 2007 and 73.03% at September 8, 2006. See “Supervision and Regulation — Reserve Bank of India Regulations — Ownership Restrictions”.

Deutsche Bank Trust Company Americas holds the equity shares represented by 158.92 million ADSs outstanding, as depository on behalf of the holders of the ADSs. The ADSs are listed on the New York Stock Exchange. The depository has the right to vote on the equity shares represented by the ADSs, as directed by our board of directors. Under the Indian Banking Regulation Act, no person holding shares in a banking company can exercise more than 10.0% of the total voting power. This means that Deutsche Bank Trust Company Americas (as depository), which held of record approximately 28.21% of our equity shares as of September 5, 2008 against 24.95% as of June 8, 2007 and 26.76% at June 9, 2006, could only vote 10.0% of our equity shares, in accordance with the directions of our board of directors. See “Overview of the Indian Financial Sector — Recent Structural Reforms — Proposed Amendments to the Banking Regulation Act”. Except as stated above, no shareholder has differential voting rights.

Strategy

Our objective is to enhance our position as a premier provider of banking and other financial services in India and to leverage our competencies in financial services and technology to develop an international business franchise.

The key elements of our business strategy are to:

- focus on quality growth opportunities by:
 - maintaining and enhancing our strong retail and corporate franchise, including by strengthening our deposit franchise in India and overseas;
 - building an international presence;
 - building a rural banking franchise; and
 - strengthening our insurance and asset management businesses.
- emphasize appropriate risk management practices and enhance asset quality;
 - use technology for competitive advantage; and
 - attract and retain talented professionals.

Overview of Our Products and Services

We offer a variety of financial products and services in the areas of commercial banking, investment banking and insurance.

Commercial Banking for Retail Customers

With upward migration of household income levels, affordability and availability of retail finance and acceptance of the use of credit to finance purchases, retail credit in India is a major opportunity for banks that have the necessary skills and infrastructure to succeed in this business. While recent increases in interest rates and asset prices as well as a larger base of retail credit have resulted in moderation in growth rates, we believe that the Indian

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retail financial services market has the potential for sustained growth. The key dimensions of our retail strategy are a wide range of products, customer convenience, wide distribution, strong processes and prudent risk management. Cross-selling of the entire range of credit and investment products and banking services to our customers is a critical aspect of our retail strategy.

Our commercial banking operations for retail customers consist of retail lending and deposits, credit cards, depositary share accounts in India, distribution of third-party investment and insurance products, other fee-based products and services and issuance of unsecured redeemable bonds.

Retail Lending Activities

We offer a range of retail asset products, including home loans, automobile loans, commercial business loans (including primarily commercial vehicle loans), personal loans, credit cards, loans against time deposits and loans against securities. We also fund dealers who sell automobiles, consumer durables and commercial vehicles. We have an outstanding retail finance portfolio of Rs. 1,457.6 billion (US\$ 36.4 billion) at year-end fiscal 2008. Our retail asset products are generally fixed rate products repayable in equal monthly installments with the exception of our floating rate home loan portfolio, where any change in the benchmark rate to which the rate of interest on the loan is referenced is passed on to the borrower on the first day of the succeeding quarter or month, as applicable. Any decrease in the rate of interest payable on floating rate home loans is affected by an acceleration of the repayment schedule, keeping the monthly installment amount unchanged. Any increase in the rate of interest payable on floating rate home loans is effected first by an increase of the repayment schedule, keeping the monthly installment amount unchanged, and then based on certain criteria, by increasing the monthly installment amount. During the current fiscal year, we commenced offering floating rate automobile loans in India. See also “Risk Factors —Risks Relating to Our Business — Our banking and trading activities are particularly vulnerable to interest rate risk and volatility 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”.

The following table sets forth, at the dates indicated, the composition of ICICI Bank's gross (net of write-offs) retail finance portfolio.

	At year-end fiscal 2007		At year-end fiscal 2008	
	Rs. (in billions)	US\$ (in millions)	Rs. (in billions)	US\$ (in millions)
Home loans (1)	Rs. 703.5	US\$ 17,579	Rs. 773.7	US\$ 19,333
Automobile loans	191.9	4,795	174.8	4,368
Commercial business	202.2	5,052	203.9	5,095
Personal loans	125.3	3,131	144.3	3,606
Credit card receivables	60.8	1,519	96.5	2,411
Two wheeler loans	23.3	582	29.8	745
Others(2)	57.5	1,437	34.6	865
Total	Rs. 1,364.5	US\$ 34,095	Rs. 1,457.6	US\$ 36,423

(1) Includes developer financing (Rs. 27.8 billion (US\$ 695 million) at year-end fiscal 2008).

(2) Includes dealer funding (Rs. 24.1 billion (US\$ 602 million) at year-end fiscal 2008).

The proportion of unsecured personal loans and credit card receivables in the total retail portfolio increased from 13.6% at year-end fiscal 2007 to 16.5% at year-end fiscal 2008. At year-end fiscal 2008 our retail finance portfolio included Rs. 17.5 billion (US\$ 437 million) in micro banking loans. These loans are in the nature of small ticket

advances primarily to low income urban customers. We discontinued this product during fiscal 2008, following higher than anticipated credit losses and difficulties in collection of dues experienced in this segment.

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We offer retail lending products primarily in India through ICICI Bank and its wholly owned subsidiary, ICICI Home Finance Company Limited. We also undertake retail lending activities to a limited extent in certain of our international branches and subsidiaries.

Lending to Small Enterprises

We are seeking to extend our reach to the growing small enterprises sector through segmented offerings. We provide supply chain financing, including financing of selected customers of our corporate clients. We also provide financing on a cluster-based approach that is financing of small enterprises that have a homogeneous profile such as apparel manufacturers, auto ancillaries, pharmaceuticals and gems & jewellery. We have launched smart business loans in India to meet the working capital needs of small businesses. The funding under this facility is unsecured and the loan amount varies from Rs. 0.2 million (US\$ 4,998) to Rs. 2.5 million (US\$ 62,469) per customer. We also provide term loans to small businesses generally for a period of up to 60 months.

Retail Deposits

Our retail deposit products include time deposits and savings accounts. We also offer targeted products to specific customer segments such as high net worth individuals, defense personnel, trusts and businessmen, and have corporate salary account products. We offer current account (i.e. checking accounts for businesses) products to our small enterprise clients, who maintain balances with us. Further, we offer an international debit card in association with VISA International. At year-end fiscal 2008, we had a debit card base of about 13.3 million cards. We offer current account products to our small and medium enterprise customers.

We are currently placing enhanced emphasis on increasing our current and savings account deposit base and improving the proportion of current and savings accounts in our total deposits. Expansion of our branch network in India is a critical element of this strategy. During fiscal 2008, we added 358 branches (excluding 190 branches added pursuant to the acquisition of Sangli Bank). While our overall deposit growth has moderated significantly in fiscal 2008 as we reduced our wholesale deposits, our current and savings account deposits have increased.

For a description of the Reserve Bank of India's regulations applicable to deposits in India and required deposit insurance, see "Regulations and Policies — Regulations Relating to Deposits" and "Regulations and Policies — Deposit Insurance". For more information on the type, cost and maturity profile of our deposits, see "—Funding".

Bond Issues

We offer retail liability products in the form of a variety of unsecured redeemable bonds. The Reserve Bank of India has prescribed limits for issuance of bonds by banks. During fiscal 2008, we raised Rs. 10.0 billion (US\$ 250 million) through public issue of bonds. While we expect that deposits will continue to be our primary source of funding, we may conduct bond issues in the future.

Other Fee-Based Products and Services

Through our distribution network, we distribute government of India savings bonds, insurance policies from ICICI Prudential Life Insurance Company and ICICI Lombard General Insurance Company and public offerings of equity shares by Indian companies. We also distribute a variety of mutual fund products from ICICI Prudential Asset Management Company and other select mutual funds in India. We also levy services charges on deposit accounts. We offer fee-based products and services including foreign exchange products, documentary credits and guarantees to small and medium enterprises.

As a depository participant of the National Securities Depository Limited and Central Depository Services (India) Limited, we offer depository share accounts in India 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.

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Commercial Banking for Corporate Customers

We provide a range of commercial banking products and services to India's leading corporations and growth-oriented middle market companies, including loan products, fee and commission-based products and services, deposits and foreign exchange and derivatives products. We serve our corporate clients through relationship teams structured on a geographical basis, which are supported by dedicated teams for credit and transaction banking. The Global Investment Banking Group and the Global Project Finance Group focus on origination and execution of investment banking and project finance mandates. The Trade and Cash Management Group focuses on transaction banking, product development and sales. The Global Markets Group provides foreign exchange and other treasury products to corporate as well as small enterprise clients.

Corporate Loan Portfolio

Our corporate loan portfolio consists of project and corporate finance (including structured finance and cross border acquisition financing) and working capital financing. This includes loans advanced by our international branches and subsidiaries, which are primarily to Indian companies or their overseas operations. For further details on our loan portfolio, see “—Loan Portfolio — Loan Concentration”. For a description of our credit rating and approval system, see “— Risk Management — Credit Risk — Credit Risk Assessment Procedures for Corporate Loans”.

Our project finance business consists principally of extending medium-term and long-term rupee and foreign currency loans to the manufacturing and infrastructure sectors. 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 and first charge on the fixed assets of the borrower. We also focus on the application of securitization techniques to credit enhance our traditional lending products.

Our working capital financing consists mainly of cash credit facilities and bill discounting. For more details on our credit risk procedures, see “— Risk Management — Credit Risk”.

Fee and Commission-Based Activities

We generate fee income from our syndication, securitization and project financing activities. We seek to leverage our project financing and structuring and our relationships with companies and financial institutions and banks to earn fee incomes from structuring and syndication. We also seek to leverage our international presence to earn fee income from structuring and financing of overseas acquisitions by Indian companies.

We offer our corporate customers a wide variety of fee and commission-based products and services including documentary credits and standby letters of credit (called guarantees in India).

We also offer cash management services (such as collection, payment and remittance services), escrow, trust and retention account facilities, online payment facilities, custodial services and tax collection services on behalf of the government of India and the governments of Indian states. We also offer custodial services to clients. At year-end fiscal 2008, total assets held in custody on behalf of our clients (mainly foreign institutional investors, offshore funds, overseas corporate bodies and depository banks for GDR investors) were Rs. 1,176.0 billion (US\$ 29.4 billion). As a registered depository participant of National Securities Depository Limited and Central Depository Services (India) Limited, the two securities depositories operating in India, we also provide electronic depository 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 “—Funding”.

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Foreign Exchange and Derivatives

We provide customer specific products and services which cater to risk hedging needs of corporates at domestic and international locations, arising out of currency and interest rate fluctuations. Our Global Markets Group designs these products and generally covers the risk in the inter-bank market.

The products and services offered include:

Foreign exchange products

These products include spot, cash and forward transactions which enable customers to hedge the risks arising out of currency rate fluctuation based on their underlying exposure in a particular currency. These products are offered without any value restrictions. We provide remittance facility to retail customers.

Foreign exchange and interest rate derivatives

These include products like options and swaps, which are derived from the foreign exchange market or the interest rate market. They are tailor made products designed to meet specific risk hedging requirements of the customer.

Bullion and commodities

We deal in precious metals and offer various products to customers such as on spot sales or consignment basis, gold forwards for price risk hedging, gold loans and import of coins for sale through retail branches in India.

Our risk management products are offered to clients according to internal guidelines as set by the management. We also hedge our own exchange rate and commodity risk related to these products from banking counterparties. We earn fee income on these products and services from our customers.

Our international branches and banking subsidiaries invest in credit derivatives, including credit default swaps (CDS), credit linked notes (CLN) and collateralized debt obligations (CDO). At year-end fiscal 2008, the outstanding investment in credit derivatives comprised Rs. 27,068 million (US\$ 676 million) in funded instruments and Rs. 58,598 million (US\$ 1,464 million) of notional principal amount in unfunded instruments. About two-thirds of this portfolio represents underlying exposure to Indian corporates and the remaining to international corporates and banks. The exposures through these derivatives are governed by investment policies which lay down the position limits and other risk limits.

Commercial Banking for Rural and Agricultural Customers

We believe that rural India offers a major growth opportunity for financial services and have identified this as a key focus area. The Reserve Bank of India's directed lending norms require us to lend a portion of our advances to the rural and agricultural sector. See "— Loan Portfolio — Directed Lending". Rural banking presents significant challenges in terms of geographical coverage and high unit transaction costs. See also "Risk Factors — Risks Relating to our Business— our rapid retail expansion in India and our rural initiative expose us to increase risks that may adversely affect our business." Our rural banking strategy seeks to adopt a holistic approach to the financial needs of various segments of the rural population, by delivering a comprehensive product suite encompassing credit, transaction banking, deposit, investment and insurance. We provide corporate banking products and services to corporate clients engaged in agriculture-linked businesses. We are seeking to grow our rural individual and household lending portfolio by

developing and scaling up credit products to various segments of the rural population, whether engaged in agriculture or other economic activity. Our rural credit products for individuals and households include loans to farmers for cultivation, post-harvest financing against warehouse receipts, loans for purchase of tractors, working capital for trading and small enterprises, loans against jewellery and micro-finance loans for various purposes. We are seeking to rollout our rural strategy and reach out to rural customers through partnerships with micro-finance institutions and companies active in rural areas. Our rural delivery channels also

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include branches, third-party kiosks and franchisees.

Commercial Banking for International Customers

We believe that the international markets present a major growth opportunity and have, therefore, expanded the range of our commercial banking products internationally, focusing on customers of Indian origin. Our strategy for growth in international markets is based on leveraging home country links, technology and infrastructure for international expansion by capturing market share in select international markets. We have identified North America, the United Kingdom and Western Europe, Russia, the Middle-East and South-East Asia as the key regions for establishing our international presence. The initial focus areas are supporting Indian companies in raising corporate and project finance for their investments abroad as well as foreign currency financing for their investments in India, trade finance, personal financial services for non-resident Indians and development of a retail deposit franchise using the internet, branch and broker channels. We have over the last few years built a large network of correspondent relationships with international banks across all major countries. Most of these countries have significant trade and other relationships with India.

Our organization structure for international operations comprises the International Retail Banking Group, the International Financial Institutions Group and the geographic regions of Africa and Asia, Europe, North America, the Middle-East and Russia. The International Retail Banking Group is jointly responsible with the regions for retail banking products and services across markets. It currently focuses primarily on products and services for non-resident Indians and direct banking clients. In Canada, the United Kingdom and Germany, we have launched direct banking offerings using the internet as the access channel. Through our branches and subsidiaries, we also deliver products and services to our corporate clients. We leverage our international presence to offer debt financing and other services to our corporate customers.

We currently have subsidiaries in Canada, Russia and the United Kingdom, branches in Bahrain, Dubai, Hong Kong, Qatar, Singapore, Sri Lanka, and the United States and representative offices in Bangladesh, China, Indonesia, Malaysia, South Africa, Thailand and the United Arab Emirates. Our subsidiary in the United Kingdom has established branches in Antwerp, Belgium and Frankfurt, Germany.

Many of the commercial banking products that we offer through our international 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. Some of the products and services that are unique to international customers are:

- **Money2India remittance services:** According to data published by the Reserve Bank of India, the aggregate private transfers to India during fiscal 2008 were US\$ 42.6 billion. To facilitate easy transfer of funds to India, we offer a suite of online as well as offline money transfer products, including through our website www.money2India.com. These innovative, cost effective and convenient products enable non-resident Indians to send money to any receiver in India with a wide choice of delivery channels such as electronic transfers into accounts with over 43,000 bank branches.
- **TradeWay:** an Internet-based documentary collection product to provide correspondent banks access to real-time online information on the status of their export bills collections routed through us.
- **Remittance Tracker:** an Internet-based application that allows a correspondent bank to query on the status of its payment instructions and also to get various information reports online.

- Offshore banking deposits: multi-currency deposit products in US dollar, pound sterling and euro.
- Foreign currency non-resident deposits: deposits offered in four main currencies—US dollar, pound sterling, euro and yen.
 - Non-resident external fixed deposits: deposits maintained in Indian rupees.

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- Non-resident external savings account: savings accounts maintained in Indian rupees.
- Non-resident ordinary savings accounts and non-resident ordinary fixed deposits.

Since August 2007, the global financial system has experienced difficult credit and liquidity conditions and disruptions leading to less liquidity, greater volatility, general widening of spreads and, in some cases, lack of price transparency on interbank lending rates. In the United States (where this particular crisis originated), the government has been forced to bail out leading financial institutions and others have sought additional capital. The volatility caused by concerns over sub-prime debt in the United States has resulted in mark-to-market and realized losses on our investment and derivative portfolios, constrained our international debt capital market borrowings and increased our cost of funding. In September 2008, global financial markets deteriorated sharply following the bankruptcy filing by Lehman Brothers, the developments with respect to other large United States institutions that have required federal government support, heightened concerns regarding the liquidity and solvency of other institutions in the United States and elsewhere, and credit rating downgrades of certain institutions. This has resulted in widening and extreme volatility in credit spreads of financial institutions. The financial sector and global financial markets are undergoing rapid change, whose ultimate consequences and impact on our business are currently unclear. See “Risk Factors Risks Relating to India and Other Economic and Market Risks — Like all financial institutions, we are vulnerable to episodes of financial instability in India and in other countries which could adversely affect our business and the price of our equity shares and ADS” and “Risk Factors — Risks Relating to our Business — We have experienced rapid international growth in the last three years which has increased the complexity of the risks that we face.”

Delivery Channels

We deliver our products and services through a variety of channels, ranging from traditional bank branches to ATMs, call centers and the Internet. We also have direct marketing agents or associates, who deliver our retail credit products. These agents help us achieve deeper penetration by offering doorstep service to the customer.

At year-end fiscal 2008, we had a network of 1,255 branches and 7 extension counters across several Indian states. Extension counters are small offices primarily within office buildings or on factory premises that provide commercial banking services. At August 31, 2008 we had a network of 1396 branches across several Indian states.

As a part of its branch licensing conditions, the Reserve Bank of India has stipulated that at least 25.0% of our branches must be located in semi-urban and rural areas. The following table sets forth the number of branches broken down by area at year-end fiscal 2008.

	At March 31, 2008	
	Number of branches and extension counters	% of total
Metropolitan/urban	732	58%
Semi-urban/rural	530	42%
Total branches and extension counters	1,262	100.0%

At year-end fiscal 2008, we had 3,881 ATMs, of which 1,433 were located at our branches and extension counters. Through our website www.icicibank.com, we offer our customers online access to account information, payment and fund transfer facilities and internet banking business for our corporate clients. We provide telephone banking services through our call center. At year-end fiscal 2008, our call centers in India had over 6,375 workstations. We offer mobile phone banking services to our customers using any cellular telephone service operator in India.

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Investment Banking

Our investment banking operations principally consist of ICICI Bank's treasury operations and the operations of ICICI Securities Primary Dealership Limited and ICICI Securities Limited.

Treasury

Through our treasury operations at domestic and foreign locations, 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 customers, such as forward contracts and interest rate and currency swaps, and foreign exchange products and services. See “— Commercial Banking for Corporate Customers — Foreign Exchange and Derivatives”.

Our domestic treasury undertakes liquidity management by seeking to maintain an optimum level of liquidity and complying with the cash reserve ratio requirement. The objective is to ensure the smooth functioning of all our branches and at the same time avoid holding excessive cash. 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. Under the Reserve Bank of India's statutory liquidity ratio requirement, ICICI Bank is required to maintain a minimum of 25.0% of its net demand and time liabilities by way of approved securities, such as government of India securities and state government securities. See “Supervision and Regulation — Legal Reserve Requirements — Statutory Liquidity Ratio.” ICICI Bank maintains the statutory liquidity ratio through a portfolio of government of India securities that it actively manages to optimize the yield and benefit from price movements.

Further, we engage in domestic and foreign exchange operations. As 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 proprietary trading of currencies. Our investment and market risk policies are approved by the Risk Committee and the Asset Liability Management Committee.

ICICI Bank's domestic investment portfolio is classified into three categories - held to maturity, available for sale and held for trading. Investments acquired with the intention to hold them up to maturity are classified as held to maturity subject to the extant regulation issued by the Reserve Bank of India. Investments acquired by us with the intention to trade by taking advantage of the short-term price/interest rate movements are classified as held for trading. The investments which do not fall in the above two categories are classified as available for sale. Investments under the held for trading category should be sold within 90 days; in the event of inability to sell due to adverse factors including tight liquidity, extreme volatility or a unidirectional movement in the market, the unsold securities should be shifted to the available for sale category. Under each category the investments are classified under (a) government securities (b) other approved securities (c) shares (d) bonds and debentures (e) subsidiaries and joint ventures and (f) others. Investments classified under the held to maturity category are not marked to market and are carried at acquisition cost, unless the acquisition cost is more than the face value, in which case the premium is amortized over the period till maturities of such securities. At year-end fiscal 2008, 77.3% of ICICI Bank's government securities portfolio was in the held to maturity category. The individual securities in the available for sale category are marked to market. Investments under this category are valued security-wise and depreciation / appreciation is aggregated for each classification. Net depreciation, if any, is provided for. Net appreciation, if any, is ignored. The individual securities in the held for trading category are marked to market as in the case of those in the available for sale

category.

The following table sets forth, for the periods indicated, the composition of our total trading portfolio.

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	2006	At March 31(1)		2008
		2007	2008	
(in millions)				
Government securities	Rs. 16,806	Rs. 30,070	Rs. 77,382	US\$ 1,934
Securities purchased under agreement to resell	40,000	1,057	-	-
Bonds and debentures(2)	18,247	60,149	76,095	1,901
Equity shares	6,232	5,688	6,541	163
Mutual funds	35,624	34,447	29,067	726
Total	Rs. 116,909	Rs. 131,411	Rs. 189,085	US\$ 4,724

(1) Excludes assets held to cover linked liabilities of our life insurance business amounting to Rs. 250.2 billion (US\$ 6.3 billion) for fiscal 2008, Rs. 130.1 billion (US\$ 3.3 billion) for fiscal 2007 and Rs. 70.8 billion (US\$ 1.8 billion) for fiscal 2006.

(2) Includes mortgage backed securities.

The following table sets forth, for the periods indicated, certain information related to interest and dividends on our trading portfolio, net gain from the sale of trading investments and gross unrealized gain/(loss) on the trading portfolio.

	2006	Year ended March 31,		2008
		2007	2008	
(in millions)				
Interest and dividends on trading portfolio	Rs. 3,137	Rs. 7,402	Rs. 12,115	US\$ 303
Gain on sale of trading portfolio	1,979	676	2,522	63
Unrealized gain/(loss) on trading portfolio	(162)	(86)	(5,357)	(134)
Total	Rs. 4,954	Rs. 7,992	Rs. 9,280	US\$ 232

In addition to our trading portfolio, we also hold available for sale investments. The following tables set forth, at the dates indicated, certain information related to our available for sale investments portfolio.

	At March 31, 2006			
	Amortized cost	Gross unrealized gain	Gross unrealized loss	Fair value
(in millions)				
Corporate debt securities	Rs. 34,424	Rs. 238	Rs. (502)	Rs. 34,160
Government securities	116,024	-	-	116,024
Other securities(1)	12,947	22	(19)	12,950
Total debt securities	163,395	260	(521)	163,134
Equity shares	23,056	7,024	(1,191)	28,889
Other investments(2)	63,460	3,833	(1,090)	66,203
Total	Rs. 249,911	Rs. 11,117	Rs. (2,802)	Rs. 258,226

(1) Includes credit linked notes.

(2) Includes preference shares, mutual fund units, venture fund units, security receipts and pass through certificates.

At March 31, 2007

Fair value

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	Amortized cost	Gross unrealized gain	Gross unrealized loss	
	(in millions)			
Corporate debt securities	Rs. 87,166	Rs. 305	Rs. (1,012)	Rs. 86,459
Government securities	167,670	4	(48)	167,626
Other securities(1)	77,650	596	(463)	77,783
Total debt securities	332,486	905	(1,523)	331,868
Equity shares	24,604	12,659	(2,147)	35,116
Other investments(2)	42,346	2,854	(945)	44,255
Total	Rs. 399,436	Rs. 16,418	Rs. (4,615)	Rs. 411,239

(1) Includes credit linked notes.

(2) Includes preference shares, mutual fund units, venture fund units, security receipts and pass through certificates.

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	At March 31, 2008				
	Amortized cost	Gross unrealized gain	Gross unrealized loss	Fair value	
	(in millions)				
Corporate debt securities	Rs. 148,950	Rs. 100	Rs. (6,280)	Rs.	142,771
Government securities	111,590	262	(315)		111,537
Other securities(1)	93,278	1,102	(898)		93,481
Total debt investments	353,818	1,464	(7,493)		347,789
Equity shares	32,511	7,767	(6,219)		34,059
Other investments(2)	104,700	1,957	(3,414)		103,243
Total	Rs. 491,029	Rs. 11,188	Rs. (17,126)	Rs.	485,091

(1) Includes credit linked notes.

(2) Includes preference shares, mutual fund units, venture fund units, security receipts and pass through certificates.

The following table sets forth, for the period indicated, income from available for sale securities.

	Year ended March 31,				
	2006	2007	2008	2008	
	(in millions)				
Interest	Rs. 6,970	Rs. 14,976	Rs. 14,073	US\$	352
Dividend	1,746	2,749	4,500		112
Total	Rs. 8,716	Rs. 17,725	Rs. 18,573	US\$	464
Gross realized gain	Rs. 9,509	Rs. 14,045	Rs. 27,816		695
Gross realized loss	(1,258)	(4,634)	(1,773)		(44)
Total	Rs. 8,251	Rs. 9,411	Rs. 26,043	US\$	651

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

	At March 31, 2008							
	Up to one year		One to five years		Five to ten years		More than ten years	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
	(in millions, except percentages)							
Corporate debt securities	Rs. 7,398	7.0%	Rs. 87,894	5.3%	Rs. 26,483	5.6%	Rs. 27,175	6.0%
Government of India securities	49,154	7.9%	52,793	8.8%	5,297	7.8%	4,347	8.2%
Other securities	40,555	11.2%	43,464	9.7%	2,505	8.8%	6,754	8.0%
Total amortized cost of interest-earning securities(1)	Rs. 97,107	9.2%	Rs. 184,151	7.3%	Rs. 34,285	6.1%	Rs. 38,276	6.6%
Total fair value	Rs. 97,044		Rs. 183,007		Rs. 32,231		Rs. 35,506	

(1) Includes securities denominated in different currencies.

The amortized cost of our held to maturity portfolio amounted to Rs. 679.0 billion (US\$ 17.0 billion) at year-end fiscal 2008 (Rs. 544.3 billion (US\$ 13.6 billion) at year-end fiscal 2007 and Rs. 417.5 billion (US\$ 10.4 billion) at year-end fiscal 2006. The gross unrealized gain on this portfolio was Rs. 4.2 billion (US\$ 105 million) at year-end fiscal 2008 Rs. 6.8 billion (US\$ 170 million) at year-end fiscal 2007 and Rs. 7.9 billion (US\$ 197 million) at year-end fiscal 2006. The gross unrealized loss on this portfolio was Rs. 10.6 billion (US\$ 265 million) at year-end fiscal 2008, Rs. 12.8 billion (US\$ 320 million) at year-end fiscal 2007 and Rs. 8.0 billion (US\$ 200 million) at year-end fiscal 2006.

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We have a limited equity portfolio because the Reserve Bank of India restricts investments by a bank in equity securities. See also “Supervision and Regulation — Reserve Bank of India Regulations — Regulations relating to Investments and Capital Market Exposure Limits”.

In general, we pursue a strategy of active management of our long-term equity portfolio to maximize return on investment. To ensure compliance with the Securities and Exchange Board of India’s insider trading regulations, all dealings in our equity investments in listed companies are undertaken by the equity and corporate bonds dealing desks of our treasury, which are segregated from our other business groups as well as the other groups and desks in the treasury, 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 four major foreign currencies. We also manage onshore accounts in foreign currencies. The foreign exchange treasury manages its portfolio through money market and foreign exchange instruments to optimize yield and liquidity.

We provide a variety of risk management products to our corporate and small and medium enterprise clients, including foreign currency forward contracts and currency and interest rate swaps. We control market risk and credit risk on our foreign exchange trading portfolio through an internal model which sets counterparty limits, stop-loss limits and limits on the loss of the entire foreign exchange trading operations and exception reporting. See also “Risk Management — Quantitative and Qualitative Disclosures About Market Risk — Exchange Rate Risk”.

ICICI Securities Limited and ICICI Securities Primary Dealership

ICICI Securities Limited and ICICI Securities Primary Dealership Limited are engaged in equity underwriting and brokerage and primary dealership in government securities respectively. ICICI Securities Limited has an online share trading portal called icicidirect.com. The primary objective of icicidirect.com is to enable individuals to make investments and offer a wide range of investment options by providing a seamless structure that integrates a customer’s bank account, demat account and trading account. The portal offers seamless access to the United States markets by tying up with a leading United States based broker. During fiscal 2009, ICICI Securities Holdings Inc., an indirect subsidiary of ICICI Bank and a direct subsidiary of ICICI Securities Limited, has completed the purchase of assets (by way of merger) of Global Investment Management, Inc, a registered investment adviser and a New Jersey corporation with offices in Princeton, New Jersey, engaged in investment advisory activities.

Venture capital and private equity

Our subsidiary ICICI Venture Funds Management Company Limited manages funds that provide venture capital funding to start-up companies and private equity to a range of companies. At year-end fiscal 2008, ICICI Venture managed or advised funds of approximately Rs. 95.5 billion (US\$ 2.4 billion).

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. ICICI Prudential Life Insurance Company Limited and ICICI Lombard General Insurance Company Limited are joint ventures with Prudential PLC of the United Kingdom and Fairfax Financial Holdings Limited of Canada respectively. We have approximately 74.0% interest in both these entities. Subject to the amendment of foreign ownership regulations, Prudential PLC has the right to increase its shareholding in ICICI Prudential Life Insurance Company Limited to 49.0% at the market value of the shares to be determined as mutually agreed. Laws and regulations governing insurance companies currently provide that each promoter should eventually reduce its stake to 26.0% following the completion of 10 years from the

commencement of business by the concerned insurance company. We and Prudential have agreed that if a higher level of promoter shareholding is permitted, then this would be in the proportion of 51.0% being held by us and 49.0% being held by Prudential subject to the foreign ownership

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regulations. See “Supervision and Regulation — Regulations Governing Insurance Companies”. Further, we and each of the joint venture partners have a right of first refusal in case the other partner proposes to sell its shareholding in the joint venture (other than transfers to a permitted affiliate of the transferor).

ICICI Prudential Life Insurance Company Limited incurred a net loss of Rs. 14.0 billion (US\$ 350 million) in fiscal 2008. As would be typical for life insurance companies during periods of high growth, the loss was due to business set-up and customer acquisition costs as well as reserving for actuarial liability. ICICI Prudential Life Insurance Company Limited recorded a total new business premium of Rs. 80.4 billion (US\$ 2.0 billion) during fiscal 2008 as compared to Rs. 51.6 billion (US\$ 1.3 billion) during fiscal 2007, a growth of 55.8%. According to data published by the Insurance Regulatory and Development Authority of India, ICICI Prudential Life Insurance was the largest player in the retail segment of the private sector life insurance market with a market share of 25.2% during fiscal 2008 (on weighted received premium basis). ICICI Lombard General Insurance Company Limited made a net profit of Rs. 1.0 billion (US\$ 25 million) in fiscal 2008. ICICI Lombard General Insurance recorded a total gross written premium of Rs. 36.0 billion (US\$ 900 million) during fiscal 2008 as compared to Rs. 30.0 billion (US\$ 750 million) during fiscal 2007, a growth of 20.0%. According to data published by the Insurance Regulatory and Development Authority of India, ICICI Lombard General Insurance was the largest private general insurer with a market share of 29.8% in gross written premium amongst the private sector general insurance companies during the year ended fiscal 2008. We earn commissions and fees from these subsidiaries as their exclusive distributor for sales of life and general insurance products.

Our board of directors had approved subject to the receipt of all regulatory approvals, the transfer of our equity shareholding in ICICI Prudential Life Insurance Company Limited, ICICI Lombard General Insurance Company Limited, ICICI Prudential Asset Management Company Limited and ICICI Prudential Trust Limited to a proposed new subsidiary. The proposed new subsidiary intended to raise equity capital through private placements or an initial public offering to meet the future capital requirements of the insurance subsidiaries. We had received definitive offers from investors for the subscription of equity shares in the proposed new subsidiary and for entering into definitive agreements for this purpose. The arrangement was subject to the obtaining of regulatory and other approvals including those of the Reserve Bank of India, the Insurance Regulatory and Development Authority of India and the Foreign Investment Promotion Board. The arrangement was to terminate failing receipt of all such approvals by a mutually agreed date. The agreed date has elapsed and approval of the Reserve Bank of India has not been received, following which the arrangement with respect to the offers has been terminated. See “Supervision and Regulation — Holding Companies”. See also “Risk factors — Risks Relating to Our Business”. We have proposed a reorganization of our holdings in our insurance and asset management subsidiaries and our inability to implement this reorganization as well as the significant additional capital required by these businesses may adversely impact our business and the price of our equity shares and ADSs.”

Funding

Our funding operations are designed to ensure stability of funding, minimize funding costs and effectively manage liquidity. Since the amalgamation of ICICI with ICICI Bank, the primary source of domestic funding has been deposits raised from both retail and corporate customers. We also raise funds through short-term rupee borrowings and domestic or overseas bond offerings pursuant to specific regulatory approvals. Because ICICI was not allowed to raise banking deposits as a financial institution, its primary sources of funding prior to the amalgamation were retail bonds and rupee borrowings from a wide range of institutional investors. ICICI also raised funds through foreign currency borrowings from commercial banks and other multilateral institutions like the Asian Development Bank and the World Bank, which were guaranteed by the government of India. With regard to these guarantees by the government of India for purposes of obtaining foreign currency borrowings, the government of India has, in its letter dated May 31, 2007, instructed us to take steps to either repay or prepay such foreign currency borrowings for which a guarantee has been provided by the government of India or to substitute the guarantees provided by the government of

India with other acceptable guarantees. At year-end fiscal 2008, the total outstanding loans/ bonds of ICICI Bank that are guaranteed by the government of India were Rs. 33,218 million (US\$ 830 million), constituting approximately 3.9% of the total borrowings (including subordinated debt) of ICICI Bank at that date. We are in dialogue with the government of India in connection with this matter.

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Our international branches fund themselves primarily from wholesale funding sources including bonds, syndicated loans, bilateral loans and inter-bank borrowings. Our subsidiaries in the United Kingdom and Canada take retail deposits.

Our deposits were 57.0% of our total liabilities at year-end fiscal 2008 compared to 63.0% of our total liabilities at year-end fiscal 2007. Our borrowings were 17.4% of our total liabilities at year-end fiscal 2008 compared to 15.6% of our total liabilities at year-end fiscal 2007. Our deposits increased 11.4% to Rs. 2,769.8 billion (US\$ 69.2 billion) at year-end fiscal 2008 compared to Rs. 2,486.1 billion (US\$ 62.1 billion) at year-end fiscal 2007. This growth in deposits was achieved primarily through increased focus on retail and corporate customers by offering a wide range of products designed to meet varied individual and corporate needs and leveraging on our network of branches, extension counters and ATMs. Our borrowings increased to Rs. 845.7 billion (US\$ 21.1 billion) at year-end fiscal 2008 compared to Rs. 616.6 billion (US\$ 15.4 billion) at year-end fiscal 2007, primarily due to the increase in foreign currency borrowings.

The following table sets forth, for the periods indicated, the break-up of deposits by type of deposit.

	2006		Year ended March 31, 2007		2008	
	Amount	% to total	Amount	% to total	Amount	% to total
	(in billions, except percentages)					
Current account deposits	Rs. 163.9	9.5%	Rs. 214.5	8.6%	Rs. 249.8	9.0%
Savings deposits	242.6	14.1	375.3	15.1	537.6	19.4
Time deposits	1,318.0	76.4	1,896.3	76.3	1,982.5	71.6
Total deposits	Rs. 1,724.5	100.0%	Rs. 2,486.1	100.0%	Rs. 2,769.9	100.0%

The following table sets forth, for the periods indicated, the average volume and average cost of deposits by type of deposit.

	2006		Year ended March 31, (1) 2007		2008	
	Amount	Cost(2)	Amount	Cost(2)	Amount	Cost(2)
	(in billions, except percentages)					
Interest-bearing deposits:						
Savings deposits	Rs. 171.6	2.6%	Rs. 327.7	3.1%	Rs. 462.7	US\$ 11.6
Time deposits	940.0	5.9	1,512.9	7.6	1,846.0	46.1
Non-interest-bearing deposits:						
Other demand deposits	142.8	-	174.4	-	229.0	5.7
Total deposits	Rs. 1,254.4	4.8%	Rs. 2,015.0	6.2%	Rs. 2,537.7	US\$ 63.4

(1) Average of quarterly balances at the end of March of the previous fiscal year and June, September, December and March of that fiscal year.

(2) Represents interest expense divided by the average of quarterly balances.

Our average deposits in fiscal 2008 were Rs. 2,538.2 billion (US\$ 63.4 billion) at an average cost of 7.4% compared to average deposits of Rs. 2,015.0 billion (US\$ 50.3 billion) at an average cost of 6.2% in fiscal 2007. Our average

time deposits in fiscal 2008 were Rs. 1,846.3 billion (US\$ 46.1 billion) at an average cost of 9.3% compared to average time deposits of Rs. 1,512.9 billion (US\$ 37.8 billion) in fiscal 2007 at an average cost of 7.6%.

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

	At March 31, 2008			
	Up to one year	After one year and within three years	After three years	Total
(in millions)				
Interest-bearing deposits:				
Savings deposits	Rs. 537,563	Rs. -	Rs. -	Rs. 537,563
Time deposits	1,757,325	151,248	73,899	1,982,472
Non-interest-bearing deposits:				
Other demand deposits	249,796	-	-	249,796
Total deposits	Rs. 2,544,684	Rs. 151,248	Rs. 73,899	Rs. 2,769,831

The following table sets forth, for the periods indicated, average outstanding rupee borrowings based on quarterly balance sheets and by category of borrowing and the percentage composition by category of borrowing. The average cost (interest expense divided by average of quarterly balances) for each category of borrowings is provided in the footnotes.

	2006		Year ended March 31,(1) 2007		2008	
	Amount	% to total	Amount	% to total	Amount	% to total
(in millions, except percentages)						
SLR bonds(2)	Rs. 14,815	4.2%	Rs. 14,815	4.1%	Rs. 14,815	US\$ 370 4.0%
Borrowings from Indian government(3)	3,581	1.0	2,568	0.7	1,889	47 0.5%
Other borrowings(4)(5)	331,511	94.8	345,203	95.2	357,420	8,931 95.5%
Total	Rs. 349,907	100.0%	Rs. 362,586	100.0%	Rs. 374,124	US\$ 9,348 100.0%

(1) Average of quarterly balances at the end of March of the previous fiscal year and June, September, December and March of the concerned fiscal year for each of fiscal years 2006, 2007 and 2008.

(2) With an average cost of 11.6% in fiscal 2006, 11.6% in fiscal 2007 and 11.6% in fiscal 2008.

(3) With an average cost of 10.8% in fiscal 2006, 11.8% in fiscal 2007 and 12.2% in fiscal 2008.

(4) With an average cost of 9.3% in fiscal 2006, 9.4% in fiscal 2007 and 9.9% in fiscal 2008.

(5) Includes publicly and privately placed bonds, borrowings from institutions and wholesale deposits such as inter-corporate deposits and call borrowings.

The following table sets forth, at the date indicated, the maturity profile of our rupee term deposits of Rs. 10 million (US\$ 249,875) or more.

	At March 31,		% of total deposits
	2008	(in millions, except percentages)	
Less than three months	Rs. 547,091	US\$ 13,670	19.8%

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Above three months and less than six months	331,368	8,280	12.0
Above six months and less than 12 months	593,751	14,836	21.4
More than 12 months	97,143	2,427	3.5
Total deposits of Rs. 10 million and more	Rs. 1,569,353	US\$ 39,213	56.7%

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The following table sets forth, at the dates indicated, certain information related to short-term rupee borrowings, which consist of borrowings from government-owned companies and inter-bank borrowings.

	At March 31,(1)		
	2006	2007	2008
	(in millions, except percentages)		
Year-end balance	Rs. 106,542	Rs. 121,567	Rs. 123,614
Average balance during the year (2)	84,910	101,652	142,270
Maximum quarter-end balance	106,542	123,495	195,366
Average interest rate during the year (3)	7.8%	7.8%	10.5%
Average interest rate at year-end (4)	7.3%	8.8%	9.3%

- (1) Short-term borrowings include borrowings in the call market and repurchase agreements.
- (2) Average of quarterly balances at the end of March of the previous fiscal year, June, September, December and March of that fiscal year for each of fiscal 2006, 2007 and 2008.
- (3) Represents the ratio of interest expense on short-term borrowings to the average of quarterly balances of short-term borrowings.
- (4) Represents the weighted average rate of the short-term borrowings outstanding at fiscal year-end.

The following table sets forth, at the dates indicated, average outstanding volume of foreign currency borrowings based on quarterly balance sheets by source and the percentage composition by source. The average cost (interest expense divided by average of quarterly balances) for each source of borrowings is provided in the footnotes.

	At March 31, (1)						
	2006		2007		2008		
	Amount	% to total	Amount	% to total	Amount	% to total	
	(in millions, except percentages)						
Commercial borrowings (2)	Rs. 166,524	87.4%	Rs. 306,136	92.8%	Rs. 569,624	US\$ 14,233	96.4%
Multilateral borrowings (3)	24,034	12.6	23,740	7.2	21,110	527	3.6
Total	Rs. 190,558	100.0%	Rs. 329,876	100.0%	Rs. 590,734	US\$ 14,760	100.0%

- (1) Average of quarterly balances at the end of March of the previous fiscal year, June, September, December and March of that fiscal year for each of fiscal 2006, 2007 and 2008.
- (2) With an average cost of 4.6% in fiscal 2006, 5.4% in fiscal 2007 and 5.7% in fiscal 2008.
- (3) With an average cost of 4.0% in fiscal 2006, 5.1% in fiscal 2007 and 5.2% in fiscal 2008.

At year-end fiscal 2008, our outstanding subordinated debt was Rs. 224.1 billion (US\$ 5.6 billion). This debt is classified as Tier 1 or Tier 2 capital in calculating the capital adequacy ratio in accordance with the Reserve Bank of India's regulations on capital adequacy. See "Supervision and Regulation — Reserve Bank of India Regulations".

Risk Management

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 and monitor the various risks that arise and that the organization adheres strictly to the policies and procedures, which are established to address these risks.

ICICI Bank is primarily exposed to credit risk, market risk, liquidity risk and operational risk. ICICI Bank has four centralized groups, the Global Risk Management Group, the Compliance Group, the Corporate Legal Group and the Internal Audit Group with a mandate to identify, assess and monitor all of ICICI Bank's principal risks in accordance with well-defined policies and procedures.

The Global Risk Management Group is further organized into the Global Credit Risk Management Group and the Global Market and Operational Risk Management Group. The Compliance Group is responsible for the regulatory and anti-money laundering compliance. In addition, the Credit and Treasury Middle Office Groups and

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the Global Operations Group monitor operational adherence to regulations, policies and the terms internal approvals for various transactions. The Global Risk Management Group reports to the Joint Managing Director and Chief Financial Officer and the Middle Office Groups and Global Operations Group report to an Executive Director.

The Compliance Group reports to the Audit Committee of the board of directors and the Managing Director and CEO. The Internal Audit Group reports to the Audit Committee of the board of directors. These groups are independent of the business units and coordinate with representatives of the business units to implement ICICI Bank's risk management methodologies.

Committees of the board of directors have been constituted to oversee the various risk management activities. The Audit Committee provides direction to and also monitors the quality of the internal audit function. The Risk Committee reviews risk management policies in relation to various risks including portfolio, liquidity, interest rate, investment policies and strategy, and regulatory and compliance issues in relation thereto. The Credit Committee reviews developments in key industrial sectors and ICICI Bank's exposure to these sectors as well as to large borrower accounts. The Asset Liability Management Committee is responsible for managing the balance sheet and reviewing the asset-liability position to manage ICICI Bank's liquidity and market risk exposure. For a discussion of these and other committees, see "Management".

Credit Risk

ICICI Bank's credit policy is approved by its board of directors. In its lending operations, ICICI Bank is principally exposed to 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 financial contract with ICICI Bank, principally the failure to make required payments on loans and interest due to ICICI Bank. ICICI Bank measures, monitors and manages credit risk for each borrower and at the portfolio level. ICICI Bank has a structured and standardized credit approval process, which includes a well established procedure of comprehensive credit appraisal.

Credit Risk Assessment Procedures for Corporate Loans

In order to assess the credit risk associated with any financing proposal, ICICI Bank assesses a variety of risks relating to the borrower and the relevant industry. Borrower risk is evaluated by considering:

- the financial position of the borrower by analyzing the quality of its financial statements, its past financial performance, its financial flexibility in terms of ability to raise capital and its cash flow adequacy;
- the borrower's relative market position and operating efficiency; and
- the quality of management by analyzing their track record, payment record and financial conservatism.

Industry risk is evaluated by considering:

- certain industry characteristics, such as the importance of the industry to the economy, its growth outlook, cyclicity and government policies relating to the industry;
- the competitiveness of the industry; and
- certain industry financials, including return on capital employed, operating margins and earnings stability.

After conducting an analysis of a specific borrower's risk, the Global Credit Risk Management Group assigns a credit rating to the borrower. ICICI Bank has a scale of 10 ratings ranging from AAA to B, an additional default rating of D and short-term ratings from S1 to S8. Credit rating is a critical input for the credit approval process. ICICI Bank determines the desired credit risk spread over its cost of funds by considering the borrower's credit rating and the default pattern corresponding to the credit rating. Every proposal for a financing facility is prepared by the relevant business unit and reviewed by the appropriate industry specialists in the Global Credit Risk Management Group before being submitted for approval to the appropriate approval authority. The approval process for non-fund facilities is similar to that for fund-based facilities. The credit rating for every borrower is reviewed at least annually. ICICI Bank also reviews the ratings of all borrowers in a particular industry upon the occurrence of any significant event impacting that industry.

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Working capital loans are generally approved for a period of 12 months. At the end of the 12 month validity period (18 months in case of borrowers rated AA- and above), ICICI Bank reviews the loan arrangement and the credit rating of the borrower and takes a decision on continuation of the arrangement and changes in the loan covenants as may be necessary.

Project Finance Procedures

ICICI Bank has a strong framework for the appraisal and execution of project finance transactions. ICICI Bank believes that this framework creates optimal risk identification, allocation and mitigation, and helps minimize residual risk.

The project finance approval process begins with a detailed evaluation of technical, commercial, financial, marketing and management factors and the sponsor's financial strength and experience. Once this review is completed, an appraisal memorandum is prepared for credit approval purposes. As part of the appraisal process, a risk matrix is generated, which identifies each of the project risks, mitigating factors and residual risks associated with the project. The appraisal memorandum analyzes the risk matrix and establishes the viability of the project. Typical risk mitigating factors include the commitment of stand-by funds from the sponsors to meet any cost over-runs and a conservative collateral position. After credit approval, a letter of intent is issued to the borrower, which outlines the principal financial terms of the proposed facility, sponsor obligations, conditions precedent to disbursement, undertakings from and covenants on the borrower. After completion of all formalities by the borrower, a loan agreement is entered into with the borrower.

In addition to the above, in the case of structured project finance in areas such as infrastructure, oil, gas and petrochemicals, as a part of the due diligence process, ICICI Bank appoints consultants, wherever considered necessary, to advise the lenders, including technical advisors, business analysts, legal counsel and insurance consultants. These consultants are internationally recognized and experienced in their respective fields. Risk mitigating factors in these financings generally also include creation of debt service reserves and channeling project revenues through a trust and retention account.

ICICI Bank's project finance credits are generally fully secured and have full recourse to the borrower. In most cases, ICICI Bank has a security interest and first lien on all the fixed assets and a second lien on all the current assets of the borrower. Security interests typically include property, plant and equipment as well as other tangible assets of the borrower, both present and future. ICICI Bank's borrowers are required to maintain comprehensive insurance on their assets where ICICI Bank is recognized as payee in the event of loss. In some cases, ICICI Bank also takes additional collateral in the form of corporate or personal guarantees from one or more sponsors of the project and a pledge of the sponsors' equity holding in the project company. In certain industry segments, ICICI Bank also takes security interest in relevant project contracts such as concession agreements, off-take agreements and construction contracts as part of the security package. In limited cases, loans are also guaranteed by commercial banks and, in the past, have also been guaranteed by Indian state governments or the government of India.

It is ICICI Bank's current practice to normally disburse funds after the entire project funding is committed and all necessary contractual arrangements have been entered into. Funds are disbursed in tranches to pay for approved project costs as the project progresses. When ICICI Bank appoints technical and market consultants, they are required to monitor the project's progress and certify all disbursements. ICICI Bank also requires the borrower to submit periodic reports on project implementation, including orders for machinery and equipment as well as expenses incurred. Project completion is contingent upon satisfactory operation of the project for a certain minimum period and, in certain cases, the establishment of debt service reserves. We continue to monitor the credit exposure until our loans are fully repaid.

Corporate Finance Procedures

As part of the corporate loan approval procedures, ICICI Bank carries out a detailed analysis of funding requirements, including normal capital expenses, long-term working capital requirements and temporary imbalances in liquidity. ICICI Bank's funding of long-term core working capital requirements is assessed on the basis, among other things, of the borrower's present and proposed level of inventory and receivables. In case of corporate loans for other funding requirements, ICICI Bank undertakes a detailed review of those requirements and an analysis of cash

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flows. A substantial portion of our corporate finance loans are secured by a lien over appropriate assets of the borrower.

The focus of our structured corporate finance products is on cash flow based financing. ICICI Bank has a set of distinct approval procedures to evaluate and mitigate the risks associated with such products. These procedures include:

- carrying out a detailed analysis of cash flows to accurately forecast the amounts that will be paid and the timing of the payments based on an exhaustive analysis of historical data;
- conducting due diligence on the underlying business systems, including a detailed evaluation of the servicing and collection procedures and the underlying contractual arrangements; and
 - paying particular attention to the legal, accounting and tax issues that may impact any structure.

ICICI Bank's analysis enables it to identify risks in these transactions. To mitigate risks, ICICI Bank uses various credit enhancement techniques, such as over-collateralization, cash collateralization, creation of escrow accounts and debt service reserves and performance guarantees. The residual risk is typically managed by complete or partial recourse to the borrowing company whose credit risk is evaluated as described above. ICICI Bank also has a monitoring framework to enable continuous review of the performance of such transactions.

With respect to financing for corporate mergers and acquisitions, ICICI Bank carries out detailed due diligence on the acquirer as well as the target's business profile. The key areas covered in the appraisal process include:

- assessment of the industry structure in the target's host country and the complexity of the business operations of the target;
- financial, legal, tax, technical due diligence (as applicable) of the target;
- appraisal of potential synergies and likelihood of their being achieved;
- assessment of the target company's valuation by comparison with its peer group and other transactions in the industry;
- analysis of regulatory and legal framework of the overseas geographies with regard to security creation, enforcement and other aspects;
- assessment of country risk aspects and the need for political insurance; and
- the proposed management structure of the target post takeover and the ability and past experience of the acquirer in completing post merger integration.

Working Capital Finance Procedures

ICICI Bank carries out a detailed analysis of the borrowers' working capital requirements. Credit limits are established in accordance with the approval authorization approved by ICICI Bank's board of directors. Once credit limits are approved, ICICI Bank calculates the amounts that can be lent on the basis of monthly statements provided by the borrower and the margins stipulated. Quarterly information statements are also obtained from borrowers to monitor

the performance on a regular basis. Monthly cash flow statements are obtained where considered necessary. Any irregularity in the conduct of the account is reported to the appropriate authority on a monthly basis. Credit limits are reviewed on a periodic basis.

Working capital facilities are primarily secured by inventories and receivables. Additionally, in certain cases, these credit facilities are secured by personal guarantees of directors, or subordinated security interests in the tangible assets of the borrower including plant and machinery.

Credit Monitoring Procedures for Corporate Loans

The Credit Middle Office Group monitors compliance with the terms and conditions for credit facilities prior to disbursement. It also reviews the completeness of documentation, creation of security and insurance policies for assets financed. All borrower accounts are reviewed at least once a year.

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Retail Loan Procedures

Our customers for retail loans are typically middle and high-income, salaried or self-employed individuals, and, in some cases, partnerships and corporations. Except for personal loans and credit cards, we require a contribution from the borrower and our loans are secured by the asset financed. Our portfolio of personal loans includes micro-banking loans, which are relatively small value loans to lower income customers in urban areas. We have discontinued this product during fiscal 2008, following higher than anticipated credit losses and difficulties in collection of dues experienced in this segment.

Our retail credit product operations are sub-divided into various product lines. Each product line is further sub-divided into separate sales and credit groups. The Global Credit Risk Management Group, which is independent of the business groups, approves all new retail products and product policies and credit approval authorizations. All products and policies require the approval of the Retail Credit Forum comprised of senior managers. All credit approval authorizations require the approval of our board of directors.

ICICI Bank uses direct marketing associates as well as its own branch network and employees for marketing retail credit products. However, credit approval authority lies only with ICICI Bank's credit officers who are distinct from the business teams. The delegation of credit approval authority is linked, among other factors, to the size of the credit and the authority delegated to credit officers varies across different products.

ICICI Bank's credit officers evaluate credit proposals on the basis of the product policy approved by the Retail Credit Forum and the risk assessment criteria defined by the Global Credit Risk Management Group. These criteria vary across product segments but typically include factors such as the borrower's income, the loan-to-value ratio, demographic parameters and certain stability factors. In case of credit cards, in order to limit the scope of individual discretion, ICICI Bank has implemented a credit-scoring program that is an automated credit approval system that assigns a credit score to each applicant based on certain demographic attributes like income, educational background and age. The credit score then forms the basis of loan evaluation. External agencies such as field investigation agencies and credit processing agencies are used to facilitate a comprehensive due diligence process including visits to offices and homes in the case of loans to individual borrowers. Before disbursements are made, the credit officer checks a centralized delinquent database and reviews the borrower's profile. In making its credit decisions, it draws upon reports from the Credit Information Bureau (India) Limited (CIBIL). However, CIBIL has become operational recently and does not yet provide a credit score. ICICI Bank also avails the services of certain private agencies operating in India to check applications before disbursement. A centralized retail credit team undertakes review and audit of credit quality and processes across different products.

We established centralized operations to manage operating risk in the various back office processes of our retail loan business except for a few operations which are decentralized to improve turnaround time for customers.

ICICI Bank has a collections unit structured along various product lines and geographical locations, to manage delinquency levels. The collections unit operates under the guidelines of a standardized recovery process. We also make use of external collection agencies to aid us in collection efforts, including collateral repossession in accounts that are overdue for more than 90 days. External agencies for collections are governed by standardized process guidelines.

A fraud prevention and control department has been set up to manage levels of fraud, primarily through fraud prevention in the form of forensic audits and also through recovery of fraud losses. The fraud control department is aided by specialized agencies involved in verification of income documents. The fraud control department also evaluates the various external agencies involved in the retail finance operations, including direct marketing associates, external verification associates and collection agencies.

Small Enterprises Loan Procedures

The Small Enterprises Group finances small enterprises, which are defined generally as enterprises with tangible net worth less than Rs. 500 million. The products offered to this segment range from traditional banking products such as term loans, working capital, overdrafts, letter of credits and bank guarantees to customized products suited for each business segment.

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Customers for traditional banking products are segmented on the basis of industry clusters. Credit risk management for smaller exposures of this nature is undertaken on a portfolio basis, through setting up and review of appropriate target market and portfolio norms, exit and review triggers and periodical portfolio monitoring. Larger exposures are evaluated individually and appropriately structured for credit enhancement where required. The customized products primarily involve lending to small enterprises based on linkages with larger companies. Smaller exposures in this category may be unsecured. Credit risk management is undertaken on a portfolio basis, through setting up and review of appropriate target market and portfolio norms, exit and review triggers and periodical portfolio monitoring.

Rural and Agricultural Loan Procedures

The rural and agricultural loan portfolio comprises companies and small and medium enterprises in the rural and agricultural sector, dealers and vendors linked to these entities and farmers and rural households. ICICI Bank seeks to design appropriate risk assessment methodologies for each of the segments. For companies, borrower risk is evaluated by analyzing the industry risk, the borrower's market position, financial performance, cash flow adequacy and the quality of management. The credit risk of dealers, vendors and farmers is evaluated by analyzing the base credit quality of the borrowers or the pool and also the linkages between the borrowers and the companies to which the vendors or farmers supply their produce or whose products are sold by dealers. ICICI Bank attempts to enhance the credit quality of the pool of dealers, vendors and farmers by strengthening the structure of the transaction.

For some segments, ICICI Bank uses a cluster-based approach where a lending program is implemented for a homogeneous group of individuals or business entities that comply with certain parameterized norms. To be eligible for funding under these programs, the borrowers need to meet the stipulated credit norms and obtain a minimum score on the scoring model. ICICI Bank has incorporated control norms, borrower approval norms and review triggers in all the programs. ICICI Bank has recently undertaken a comprehensive review of its credit disbursement, monitoring and collection processes and is seeking to institute appropriate process changes.

ICICI Bank's rural initiative may create additional challenges with respect to managing the risk of frauds due to the increased geographical dispersion and use of intermediaries. For example, during fiscal 2007, ICICI Bank made a provision of Rs. 0.9 billion (US\$ 22 million) for losses from frauds pertaining to the warehouse receipt-based financing product for agricultural credit. In this product, financing is provided to farmers and traders on the basis of receipts for stored goods issued by warehouse owners/managers. ICICI Bank appoints third party management and collection agents to market the product. It appoints collateral management agencies to monitor the goods in the warehouses. During the course of review, irregularities were observed including absence of the required quantities of commodities in warehouses. This was due to specific fraudulent collusion between certain third party management and collection agents and collateral management agency staff. ICICI Bank has undertaken a comprehensive review of the product and has set up dedicated groups for pre- and post-disbursement commodity audits. See "Risk Factors — Risks Relating to Our Business — Our rapid retail expansion in India and our rural initiative expose us to increased risks that may adversely affect our business."

Credit Approval Authorities

ICICI Bank's credit approval authorization framework is laid down by our board of directors. ICICI Bank has established several levels of credit approval authorities for our corporate banking activities - the Credit Committee of the board of directors, the Committee of Directors, the Committee of Executives (Credit) and the Regional Committee (Credit). Retail Credit Forums, Small Enterprise Group Forums and Agri Credit Forums have been created for approval of retail loans and credit facilities to small enterprises and agri-based enterprises respectively.

ICICI Bank's board of directors have delegated the authority to the Credit Committee, consisting of a majority of independent directors, the Committee of Directors, consisting of our whole time directors, to the Committee of

Executives (Credit), to the Regional Committee (Credit), Retail Credit Forums, Small Enterprise Group Forums and Agri Credit Forums, all consisting of our designated executives, and to individual executives in the case of program / policy based products, to approve financial assistance within certain individual and group exposure limits set by the board of directors.

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Quantitative and Qualitative Disclosures About 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. The prime source of market risk for us is the interest rate risk we are exposed to as a financial intermediary. In addition to interest rate risk, we are exposed to other elements of market risk such as liquidity or funding risk, price risk on trading portfolios, and exchange rate risk on foreign currency positions.

Market Risk Management Procedures

Our board of directors reviews and approves the policies for the management of market risk. The Risk Committee of the board periodically reviews our risk positions and risk management strategies. The board has delegated the responsibility for market risk management on the banking book to the Asset Liability Management Committee and for the trading book to the Committee of Directors, within the broad parameters laid down by policies approved by the board. The Asset Liability Management Committee is responsible for managing interest rate risk on the banking book and liquidity risks reflected in the balance sheet. The Committee of Directors is responsible for formulating policies and risk controls for the trading book.

The Asset Liability Management Committee comprises whole time directors and senior executives. The committee generally meets on a monthly basis and reviews the interest rate and liquidity gap positions on the banking book, formulates a view on interest rates, sets benchmark lending rates, reviews the business profile and its impact on asset liability management and determines the asset liability management strategy in light of the current and expected business environment. The Structural Rate Risk Management Group and Global Asset Liability Management Group are responsible for managing interest rate risk and liquidity risk, under the supervision of the Asset Liability Management Committee, on a day to day basis.

The Global Market Risk Management Group recommends changes in risk policies and controls and the processes and methodologies for quantifying and assessing market risks. Risk limits including position limits and stop loss limits for the trading book are monitored on a daily basis by the Treasury Middle Office Group and reviewed periodically.

Interest Rate Risk

Our core business is deposit taking and lending in both rupees and foreign currencies, as permitted by the Reserve Bank of India. These activities expose us to interest rate risk. As the rupee market is significantly different from the international currency markets, gap positions in these markets differ significantly.

Since our balance sheet consists predominantly of rupee assets and liabilities, movements in domestic interest rates constitute the main source of interest rate risk. Exposure to fluctuations in interest rates is measured primarily by way of gap analysis, providing a static view of the maturity and re-pricing characteristics of balance sheet positions. An interest rate gap report is prepared by classifying all assets and liabilities into various time period categories according to contracted maturities or anticipated re-pricing date. The difference in the amount of assets and liabilities maturing or being re-priced in any time period category would then give an indication of the extent of exposure to the risk of potential changes in the margins on new or re-priced assets and liabilities. ICICI Bank prepares interest rate risk reports on a fortnightly basis. These reports are submitted to the Reserve Bank of India on a monthly basis. Interest rate risk is further monitored through interest rate risk limits approved by the Asset Liability Management Committee.

Our 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 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. We usually borrow for a fixed

period with a one-time repayment on maturity, with some borrowings having European call/put options, exercisable only on specified dates, attached to them. Our loans generally are repaid more gradually, with principal repayments being made over the life of the loan. Our housing loans at year-end fiscal 2008 were primarily floating rate loans where any change in the benchmark rate with reference to which these loans are priced, is generally passed on to the

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borrower on the first day of the succeeding quarter or succeeding month, as applicable. We follow a single benchmark prime rate structure for all loans other than specific categories of loans advised by the Indian Banks' Association (which include, among others, loans to individuals for acquiring residential properties, loans for purchase of consumer durables, non-priority sector personal loans and loans to individuals against shares, debentures, bonds and other securities), with lending rates comprising the benchmark prime rate, term premia and transaction-specific credit and other charges. Interest rates on loans outstanding at December 31, 2003 continue to be based on the four-tier prime rate structure. We generally seek to eliminate interest rate risk on undisbursed commitments by fixing interest rates on rupee loans at the time of loan disbursement. Pursuant to regulatory reserve requirements, we maintain a large part of our assets in government of India securities and interest-free balances with the Reserve Bank of India, which are funded mainly by wholesale deposits and borrowings. This exposes us to the risk of differential movement in the yield earned on statutory reserves and the related funding cost.

In contrast to our rupee loans, a large proportion of our foreign currency loans are floating rate loans. These loans are generally funded with floating rate foreign currency funds. Our fixed rate foreign currency loans are generally funded with fixed rate foreign currency funds. We generally convert all our foreign currency borrowings and deposits into floating rate dollar liabilities through the use of interest rate and currency swaps with leading international banks. The foreign currency gaps are generally lower than rupee gaps, representing a considerably lower exposure to fluctuations in foreign currency interest rates.

We use the duration of our government securities portfolio as a key variable for interest rate risk management. We increase or decrease the duration of our government securities portfolio to increase or decrease our interest rate risk exposure. In addition, we also use interest rate derivatives to manage asset and liability positions. We are an active participant in the interest rate swap market and are one of the largest counterparties in India.

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

	At March 31, 2008(1)			
	Less than or equal to one year	Greater than one year and up to five years	Greater than five years	Total
	(in millions)			
Loans, net	Rs. 2,018,619	Rs. 433,409	Rs. 61,989	Rs. 2,514,017
Investments	551,831	423,444	625,192	1,600,467
Fixed assets	2,202	6,763	37,819	46,784
Other assets(2)	160,078	13,076	521,744	694,898
Total assets	2,732,730	876,692	1,246,744	4,856,166
Stockholders' equity and preference share capital	-	-	450,722	450,722
Borrowings	577,353	258,682	9,626	845,661
Deposits	2,220,652	193,567	355,613	2,769,832
Other liabilities(2)	95,388	64,994	629,569	789,951
Total liabilities	2,893,393	517,243	1,445,530	4,856,166
Total gap before risk management positions	(238,146)	359,449	(198,786)	0
Risk management positions(3)	(160,663)	155,258	38,647	34,646
Total gap after risk management positions	Rs. (319,922)	Rs. 514,707	Rs. (160,139)	Rs. 34,646

(1) 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 issued by the Reserve Bank of India, effective April 1, 1999 and as revised time to time and pre-payment

assumptions applied, based on behavioral studies done. Items that neither mature nor re-price are included in the “greater than five years” category. This includes equity share capital and a substantial part of fixed assets. Impaired loans of residual maturity less than three years are classified in the “greater than one year and up to five years” category and impaired loans of residual maturity between three to five years are classified in the “greater than five years” category.

- (2) The categorization for these items is different from that reported in the financial statements.
- (3) The risk management positions comprise foreign currency and rupee swaps.

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

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	At March 31, 2008		Total
	Fixed rate loans	Variable rate loans (in millions)	
Loans	Rs. 845,025	Rs. 1,086,299	Rs. 1,931,324

The following table sets forth, using the balance sheet at year-end fiscal 2008 as the base, one possible prediction of the impact of adverse changes in interest rates on net interest income for fiscal 2009, assuming a parallel shift in the yield curve at year-end fiscal 2008.

	At March 31, 2008			
	Change in interest rates (in basis points)			
	(100)	(50)	50	100
	(in millions, except percentages)			
Rupee portfolio	Rs. (1,370)	Rs. (685)	Rs. 685	Rs. 1,370
Foreign currency portfolio	(257)	(129)	129	257
Total	Rs. (1,627)	Rs. (814)	Rs. 814	Rs. 1,627

Based on our asset and liability position at year-end fiscal 2008, the sensitivity model shows that net interest income from the banking book for fiscal 2009 would rise by Rs. 1,627 million (US\$ 41 million) if interest rates increased by 100 basis points during fiscal 2009. Conversely, the sensitivity model shows that if interest rates decreased by 100 basis points during fiscal 2009, net interest income for fiscal 2009 would fall by an equivalent amount of Rs. 1,627 million (US\$ 41 million). Based on our asset and liability position at year-end fiscal 2007, the sensitivity model showed that net interest income from the banking book for fiscal 2008 would have risen by Rs. 1.1 billion (US\$ 27 million) if interest rates increased by 100 basis points during fiscal 2008. Conversely, the sensitivity model showed that if interest rates decreased by 100 basis points during fiscal 2008, net interest income for fiscal 2008 would have fallen by an equivalent amount of Rs. 1.1 billion (US\$ 27 million).

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)

We undertake trading activities to enhance earnings through profitable trading for our own account. ICICI Securities Primary Dealership Limited is a primary dealer in government of India securities, and a significant proportion of its portfolio consists of government of India securities.

The following table sets forth, using the fixed income portfolio at year-end fiscal 2008 as the base, one possible prediction of the impact of changes in interest rates on the value of our rupee fixed income trading portfolio for fiscal 2009, assuming a parallel shift in yield curve.

Portfolio Size	At March 31, 2008			
	Change in interest rates (in basis points)			
	(100)	(50)	50	100
	(in millions)			

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Government of India securities	Rs. 30,836	Rs. 2,940	Rs. 1,470	Rs. (1,470)	Rs. (2,940)
Corporate debt securities	13,050	552	276	(276)	(552)
Total	Rs. 43,886	Rs. 3,492	Rs. 1,746	Rs. (1,746)	Rs. (3,492)

At year-end fiscal 2008, the total value of our rupee fixed income trading portfolio was Rs. 43.9 billion (US\$ 1.1 billion). The Sensitivity model shows that if interest rates increase by 100 basis points during fiscal 2009, the value of this portfolio would fall by Rs. 3.5 billion (US\$ 87 million). Conversely, if interest rates fell by 100 basis points

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during fiscal 2009, the value of this portfolio would rise by Rs. 3.5 billion (US\$ 87 million). At year-end fiscal 2007, the total value of our rupee fixed income trading portfolio was Rs. 11.4 billion (US\$ 285 million). If interest rates had increased by 100 basis points during fiscal 2008, the value of this portfolio would have fallen by Rs. 290 million (US\$ 7 million). Conversely, if interest rates had fallen by 100 basis points during fiscal 2008, the value of this portfolio would have risen by Rs. 290 million (US\$ 7 million).

At year-end fiscal 2008, the total outstanding notional principal amount of our trading interest rate derivatives portfolio was Rs. 6,442.8 billion (US\$ 161.0 billion) (Rs. 3,436.9 billion (US\$ 85.9 billion) at year-end fiscal 2007). The sensitivity model shows that if interest rates increase by 100 basis points, the value of this portfolio would rise by Rs. 2.3 billion (US\$ 57 million). At year-end fiscal 2008, the total outstanding notional principal amount of our trading currency derivatives (options and cross currency interest rate swaps) portfolio was Rs. 1,051.9 billion (US\$ 26.3 billion) (Rs. 732.1 billion (US\$ 18.3 billion) at year-end fiscal 2007). The sensitivity model shows that if interest rates increase by 100 basis points, the value of this cross currency interest rate swaps portfolio would fall by Rs. 1.8 billion (US\$ 45 million).

Equity Risk

We assume equity risk both as part of our investment book and our trading book. Investments in equity shares and preference shares are essentially long-term in nature. A part of our investment in equity securities have been driven by our project and corporate financing activities. The decision to invest in equity shares during project financing activities has been a conscious decision to participate in the equity of the company with the intention of realizing capital gains arising from the expected increases in market prices, and is separate from the lending decision. For further information on our trading and available for sale investments, see “— Overview of ICICI Bank's Products and Services —Investment Banking — Treasury.”

We also invest in the corpus of equity capital/venture funds, primarily those managed by our subsidiary ICICI Venture Funds Management Company Limited. These funds invest in equity/equity linked instruments. Our investments through these funds are thus similar in nature to other equity investments and are subject to the same risks. In addition, they are also subject to risks in the form of changes in regulation and taxation policies applicable to such equity funds.

Exchange Rate Risk

We offer foreign currency hedge instruments like swaps, forwards, and currency options to clients. We actively use cross currency swaps, forwards, and options to economically hedge against exchange risks arising out of these transactions. Trading activities in the foreign currency markets expose us to exchange rate risks. This risk is mitigated by setting counterparty limits, stipulating daily and cumulative stop-loss limits, and engaging in exception reporting.

The Reserve Bank of India has authorized the dealing of foreign currency-rupee options by banks for hedging foreign currency exposures including hedging of balance sheet exposures. We have been offering such products to corporate clients and other inter-bank counterparties and are one of the largest participants in the currency options market accounting for a significant share of daily trading volume. All the options are maintained within the specified limits.

In addition, foreign currency loans are made on terms that are similar to foreign currency borrowings, thereby transferring the foreign exchange risk to the borrower. In addition, there is an open foreign exchange position limit to minimize exchange rate risk.

Credit Spread Risk

Credit spread risk arises out of our investments in fixed income securities and credit derivatives. Volatility in the level of credit spreads would impact the value of these portfolios. The Bank monitors its fixed income and credit derivative portfolio closely and risk is managed by setting limits such as issuer wise exposure limits based on credit rating, counterparty limits and stop-loss limits. There have been several negative developments in the financial

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markets since 2007 which have resulted in high levels of volatility and significant widening in credit spreads. In fiscal 2008, we made provisions in our income statement, aggregating Rs. 11,285 million (US\$ 282 million), for mark-to-market losses on the trading portfolios of credit derivatives and fixed income investments in our international branches and subsidiaries. A mark-to-market impact of Rs. 5,584 million (US\$ 140 million) on the available for sale portfolio of fixed income investments of our international subsidiaries was reduced from our stock holders' equity. We also realized losses of Rs. 1,139 million (US\$ 28 million) on these portfolios.

In September 2008, global financial markets deteriorated sharply following the bankruptcy filing by Lehman Brothers, the developments with respect to other large United States institutions that have required federal government support, heightened concerns regarding the liquidity and solvency of other institutions in the United States and elsewhere, and credit rating downgrades of certain institutions. This has resulted in widening and extreme volatility in credit spreads of financial institutions. We have an investment of approximately €57 million in senior bonds of Lehman Brothers. Our aggregate portfolio of investments in international corporate and financial sector debt and mortgage- and asset-backed securities was Rs. 193.7 billion (US\$ 4.8 billion) at year-end fiscal 2008. The realized and mark-to-market losses on these investments would adversely impact our net income in fiscal 2009.

Liquidity Risk

Liquidity risk arises in the funding of lending, trading and investment activities and in the management of trading positions. 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. The goal of liquidity management is to be able, even under adverse conditions, to meet all liability repayments on time and fund all investment opportunities.

We maintain diverse sources of liquidity to facilitate flexibility in meeting funding requirements. Incremental domestic operations are principally funded by accepting deposits from retail and corporate depositors. The deposits are augmented by borrowings in the short-term inter-bank market and through the issuance of bonds. Loan maturities and sale of investments also provide liquidity. Most of the funds raised are used to extend loans or purchase securities. Generally, deposits have a shorter average maturity than loans or investments.

Our international branches are primarily funded by debt capital market issuances, syndicated loans, bilateral loans and bank lines, while our international subsidiaries raise deposits in their local markets. Volatility in international debt markets following the concerns over sub-prime debt in the United States have constrained our international market borrowings. Continued volatility and liquidity constraints in the international markets may adversely impact our liquidity position.

Our subsidiary in the United Kingdom offers an internet based online savings deposit product to depositors. The total amount of such deposits as at year-end fiscal 2008 was Rs. 141.3 billion (US\$ 3.5 billion). These deposits are payable on demand. At present, these deposits are classified as outflow in the less than eight days liquidity bucket as required by the Financial Services Authority of the United Kingdom. We deploy these funds in a portfolio of short-term deposits and marketable securities. We may face liquidity risk in case of high volumes of deposit withdrawals, failure of a substantial number of depositors to roll over deposited funds upon maturity or to replace deposited funds with fresh deposits.

We closely monitor our domestic and international liquidity position, taking into account maturing assets and liabilities, the expected level of rollover of maturing liabilities and new financing commitments. We seek to maintain a portfolio of liquid assets in addition to our regulatory reserves. We also have access to refinancing facilities extended by regulators.

For further information on liquidity risk, see “Operating and Financial Review and Prospects — Liquidity Risk.”

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

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includes, but not limited to, exposure to fines, penalties or punitive damages resulting from supervisory actions, as well as private settlements. For a discussion on our vulnerability to operational risk, see “Risk Factors — Risks Relating to Our Business - There is operational risk associated with our industry which, when realized, may have an adverse impact on our business”.

The management of operational risk in the organization is governed by the Operational Risk Management Policy approved by the board of directors. The policy is applicable across the organization including overseas / offshore, branches, ensuring that there is clear accountability and responsibility for management and mitigation of operational risk, developing a common understanding of operational risk, helping the business and operation groups units to improve internal controls, thereby reducing the probability and potential impact of losses from operational risks while meeting regulatory requirements. Operational risk can result from a variety of factors, including failure to obtain proper internal authorizations, improperly documented transactions, failure of operational and information security procedures, computer systems, software or equipment, fraud, inadequate training and employee errors. Operational risk is sought to be mitigated 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.

In each of the banking subsidiaries, local management is responsible for implementing operational risk management framework through the operational risk management policy approved by their respective boards.

Operational Controls and Procedures in Branches

We have operating manuals detailing the procedures for the processing of various banking transactions and the operation of the application software. Amendments to these manuals are implemented through circulars, which are available on the company intranet.

We have a scheme of delegation of financial powers that set out the monetary limit for employees. Withdrawals from customer accounts are processed based on in-built system checks and authorization procedures. Cash transactions over a specified limit are subject to special scrutiny to avoid money laundering. Our core banking software has multiple security features to protect the integrity of applications and data.

Operational Controls and Procedures for Internet Banking

For internet banking, we have control measures including issuing the customer a unique user ID, a login password for logging onto the internet site and a unique transaction ID for effecting transactions.

Operational Controls and Procedures in Regional Processing Centers & Central Processing Centers

To improve customer service at our branches, we have centralized a number of transaction processing operations. We have centralized operations at regional processing centers located at various cities across the country. These regional processing centers process check clearing and inter-branch transactions, make inter-city check collections, and undertake back-office activities for account opening, standing instructions and auto-renewal of deposits.

In Mumbai, we have centralized transaction processing on a nation-wide basis for transactions like the issue of ATM cards and PIN mailers, reconciliation of ATM transactions, monitoring of ATM functioning, issue of passwords to Internet banking customers, depositing post-dated checks received from retail loan customers and credit card transaction processing. Centralized processing has been extended to the issuance of personalized check books, back-office activities of non-resident Indian accounts, opening of new bank accounts for customers who seek

web-based brokering services and recovery of service charges for accounts for holding shares in book-entry form.

Operational Controls and Procedures in Treasury

We use technology to monitor risk limits and exposures. Our front office, back office and accounting and reconciliation functions are fully segregated in both the domestic treasury and foreign treasury.

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Our front office treasury operations for rupee transactions consist of operations in fixed income securities, equity securities and inter-bank money markets. Our dealers analyze the market conditions and take views on price movements. Thereafter, they strike deals in conformity with various limits relating to counterparties, securities and brokers. The deals are then forwarded to the back office for settlement.

Trade strategies are discussed frequently and decisions are taken based on market forecasts, information and liquidity considerations. Trading operations are conducted in conformity with the code of conduct prescribed by internal and regulatory guidelines.

The Treasury Middle Office Group uses various risk monitoring tools such as counterparty limits, position limits, exposure limits and individual dealer limits. Procedures for reporting breaches in limits are also in place. The Treasury Middle Office Group monitors counterparty limits, evaluates the mark-to-market impact on various positions taken by dealers and monitors market risk exposure of the investment portfolio and adherence to various market risk limits.

Our back office undertakes the settlement of funds and securities. The back office has procedures and controls for minimizing operational risks, including procedures with respect to deal confirmations with counterparties, verifying the authenticity of counterparty checks and securities, ensuring receipt of contract notes from brokers, monitoring receipt of interest and principal amounts on due dates, ensuring transfer of title in the case of purchases of securities, reconciling actual security holdings with the holdings pursuant to the records and reports any irregularity or shortcoming observed.

Operational Controls and Procedures in Retail Asset Operations

A majority of our retail asset operations are centralized at Mumbai, Delhi and Chennai. The central operations unit is located in Mumbai and the regional operations units at Delhi and Chennai. These central and regional units support operations relating to retail asset products across the country.

The central operations unit carries out accounting, reconciliation and repayment management activities for all retail asset products. The regional operations units manage disbursement of approved credit facilities. There are no manual issuances of disbursement checks thus reducing any operational risk on account of manual intervention in the process. No single team has the full authority to complete a transaction and carry out financial reconciliation. Each activity is segregated and carried out by an independent team.

All processes are hosted and controlled through a central process site. At the design stage of the process, operational and other risks are identified, mitigants designed and measures of performance specified to ensure adherence. The retail asset operations group has regional audit managers across the country. These audit managers monitor adherence to controls and procedures and record and report deviations to facilitate corrective action.

Operational Controls and Procedures for Corporate Banking

Our operations in respect of corporate banking products and services are centralized in Mumbai. These centralized operations comprise separate operations teams for trade finance, cash management and general banking operations. The centralized operations teams process transactions after verification of credit authorizations, as well as applicable regulations, particularly in respect of international trade finance transactions. This unit also processes transactions for small enterprise customers.

Operational Controls and Procedures in Rural Loan Operations

Operational controls and procedures for corporate customers in rural and agricultural banking are similar to those for our other corporate customers. For other loans, duly approved disbursement requests are submitted to local operations teams where they are checked for completeness and tallied with the terms of approval, before loans are disbursed. Account reconciliation and other monitoring activities are conducted centrally.

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Anti-Money Laundering Controls

Our board of directors approved a Group Anti-Money Laundering policy in January 2004, which established the standards of anti-money laundering compliance. The Group Anti-Money Laundering policy is reviewed from time to time and it is applicable to all our activities including the business units in India or abroad. The unique anti-money laundering regulatory requirements for overseas units are provided separately as an addendum to the group anti-money laundering policy. Our anti-money laundering standards are primarily based on two pillars, namely, Know Your Customer and monitoring/reporting of suspicious transactions. The Group Anti-Money Laundering policy specifies a risk-based approach in implementing the anti-money laundering framework. Keeping in view the specific requirements of the guidelines of the Reserve Bank of India, we have evolved a customer acceptance policy which lays down the criteria for the acceptance of Customers. The customer acceptance policy forms an integral part of the Group Anti-Money Laundering policy. The aspects mentioned in the customer acceptance policy are reckoned while evolving the know your customer/anti money laundering procedures for various customers/products. The know your customer procedures are based on various aspects outlined in the customer acceptance policy and some principles specified in the Group Anti-Money Laundering policy. To ensure effective implementation of the Anti-Money Laundering framework by the business unit, detailed procedure manuals are prepared for each business unit illustrating the know your customer and monitoring/reporting of suspicious transactions requirements for the various products. The business units are required to undertake risk profiling of various customer segments and products, and to classify them into high, medium and low-risk categories. The anti-money laundering framework seeks to institute a process of customer identification and verification depending on the nature or status of the customer and the type of transaction. In respect of unusual or suspicious transactions or when the customer moves from a low-risk to high-risk profile, appropriate enhanced due-diligence measures are required to be adopted. The policy also requires that reports of specified cash transactions and suspicious transactions be submitted to the Financial Intelligence Unit, India constituted under the Prevention of Money Laundering Act, 2002 and the rules notified there under. The Audit Committee of our board of directors supervises the implementation of the anti-money laundering framework. A senior executive has been nominated as the Money Laundering Reporting Officer to monitor the day-to-day implementation of the anti-money laundering policy and procedures. Suitable training programs on awareness of anti-money laundering are organized for the employees on a periodic basis.

Global Risk Management Framework

We have adopted a global risk management framework for our international banking operations, including overseas branches, offshore banking units and subsidiaries. Under this framework, our credit, investment, asset liability management and anti-money laundering policies apply to all our overseas branches and offshore banking units, with modifications to meet local regulatory or business requirements. These modifications may be made only with the approval of our board of directors. All overseas banking subsidiaries are required to adopt risk management policy frameworks to be approved by their board of directors or an appropriate committee of their board of directors, based on applicable laws and regulations as well as our corporate governance and risk management framework. The overseas banking subsidiaries are required to adopt a process for formulation of policies which involves seeking the guidance and recommendations of the related groups in ICICI Bank. Key risk indicators pertaining to our international banking operations are presented to the Risk Committee of our board of directors on a quarterly basis.

The Compliance Group is responsible for regulatory compliance in India, the overseas branches and offshore banking units. Key risk indicators pertaining to our international banking operations are presented to the Risk Committee of our board of directors on a quarterly basis. Management of regulatory compliance risk is considered an integral component of the governance framework along with the internal control and enterprise-wide risk management frameworks. A Company-wide framework for compliance has therefore been adopted by way of a Group Compliance Policy approved by the board of directors which provides for identification and evaluation of the significant compliance risks, on a Company-wide basis, in order to assess how these risks might affect the safety and soundness

of the Company.

Audit

The Internal Audit Group undertakes a comprehensive audit of all business groups and other functions, in accordance with a risk-based audit plan. This plan allocates audit resources based on an assessment of the

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operational risks in the various businesses. The audit plan for every fiscal year is approved by the Audit Committee of our board of directors.

The Internal Audit Group also has a dedicated team responsible for information technology security audits. The annual audit plan covers various components of information technology including applications, databases, networks and operating systems.

The Reserve Bank of India requires banks to have a process of concurrent audits at branches handling large volumes, to cover a minimum of 50.0% of business volumes. We have a process of concurrent audits, using external accounting firms. Concurrent audits are also carried out at centralized and regional processing centers operations to ensure existence of and adherence to internal controls.

The Internal Audit Group has formed a separate International Banking Audit Group for audit of international branches, representative offices and subsidiaries.

Legal and Regulatory Risk

The Corporate Legal Group has the oversight role in respect of legal compliance, and in dealing with legal and regulatory risks that may arise in transactions or dealing of ICICI Bank with its customers and counter-parties, and on various aspects described in the sections on Credit Risk above and on Collateral — Completion, Perfection and Enforcement below.

Further ICICI Bank is involved in various litigations and is subject to a wide variety of banking and financial services laws and regulations in each of the jurisdictions in which it operates. ICICI Bank is also within the ambit and realm of a large number of regulatory and enforcement authorities in each of these jurisdictions. The uncertainty of the enforceability of the obligations of our customers and counter-parties, including as to the due foreclosure on collateral, creates legal risk as also any repudiation of the obligations or disputes as to inter-se obligations or of service quality or operational efficiency. Changes in laws and regulations could adversely affect ICICI Bank. Legal risk is higher in new areas of business where the law is often untested by the courts. ICICI Bank seeks to minimize legal risk by using stringent legal documentation, employing procedures designed to ensure that transactions are properly authorized and consulting external legal advisors wherever required or appropriate. See “Legal and Regulatory Proceedings”, “Risk Factors—Risks Relating to Our Business— We are subject to legal and regulatory risk which may adversely affect our business and the price of our equity shares and ADSs.”, “ - We have experienced rapid international growth in the last three years which has increased the complexity of the risks that we face”, “ - We are subject to legal and regulatory risk which may adversely affect our business and the price of our equity shares and ADSs.” and “—Regulatory changes in India or other jurisdictions in which we operate could adversely affect our business”.

Derivative Instruments Risk

We enter into interest rate and currency derivative transactions primarily for the purpose of hedging interest rate and foreign exchange mismatches and also engage in trading of derivative instruments on our own account. We provide derivative services to selected major corporate customers and other domestic and international financial institutions, including foreign currency forward transactions and foreign currency and interest rate swaps. We also invest in credit derivatives through our overseas branches and banking subsidiaries. Our derivative transactions are subject to counterparty risk to the extent particular obligors are unable to make payment on contracts when due or the risk of counterparties repudiating the contracts.

Risk Management in Key Subsidiaries

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 develops the risk management policies for the organization. The main objective of the group is to ensure adherence to risk management practices to mitigate the risks, primarily credit and market risks, involved in the various businesses of the company. The group continuously develops and enhances its risk management and control procedures. Further, the Risk Management Committee is responsible for analyzing and monitoring the risks associated with the different business activities of ICICI Securities Primary Dealership and ensuring adherence to the risk and investment limits

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approved by the board of directors.

ICICI Prudential Life Insurance is exposed to business risks arising out of the nature of products and underwriting, and market risk arising out of the investments made out of the corpus of premiums collected and the returns guaranteed to policyholders. The Risk Management and Audit Committee of its board of directors are responsible for oversight of the risk management and internal control functions. For managing investment risk, the company has a prudent investment strategy to optimize risk adjusted returns. Its asset-liability management framework is designed to cushion and mitigate the investment related risks of assets. The assets under management for the linked portfolio, in respect of which there is minimal asset-liability mismatch risk, amounts to over 85% of the policyholders' funds. As part of asset-liability management for the non-linked portfolio, ICICI Prudential Life Insurance has hedged the single premium non-participating portfolio by duration matching, re-balanced monthly. On the participating portfolio, the asset allocation strategy, which includes investments in equities, is designed to achieve the twin objectives of managing base guarantees and maximizing returns. The equity portfolio is benchmarked against a market index. In addition, there are exposure limits to companies, groups and industries. For mitigating operational risks, management assesses and rates the various operational risks and prepares a mitigation plan. The internal audit department performs risk-based audit and reports the findings to the Audit Committee.

ICICI Lombard General Insurance is principally exposed to risks arising out of the nature of business underwritten and credit risk on its investment portfolio. In respect of business risk, ICICI Lombard General Insurance seeks to diversify its insurance portfolio across industry sectors and geographical regions. It focuses on corporate product segments that have historically experienced low loss ratios and retail product segments where risks are widely distributed. It also has the ability to reduce the risk retained on its own balance sheet by re-insuring a part of the risks underwritten. Its investments are governed by the investment policy approved by its board of directors within the norms stipulated by the Insurance Regulatory and Development Authority. The Investment Committee oversees the implementation of this policy and reviews it periodically. Exposure to any single entity is normally restricted to 5.0% of the portfolio and to any industry to 10.0% of the portfolio. Investments in debt instruments are generally restricted to instruments with a domestic credit rating of AA or higher.

Controls and Procedures

We carried out an evaluation under the supervision and with the participation of management, including the Managing Director & Chief Executive Officer and the Joint Managing Director and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) of the Exchange Act as of March 31, 2008.

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 improved. 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 business and financial officers throughout the Company attest 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, 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 experiencing significant growth in a fast changing environment, and management is aware that this may pose significant challenges to the control framework. The increasing size of our treasury operations, which use automated control and recording systems as well as manual checks and record keeping, expose us to the risk of

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errors in control and record keeping. See “Risk Factors — Risks Relating to Our Business — There is operational risk associated with our industry which, when realized, may have an adverse impact on our business”.

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) of the Exchange Act). Our internal control system has been designed to provide reasonable assurance regarding the reliability of financial reporting and preparation and fair presentation of published financial statements in accordance with Generally Accepted Accounting Principles in India.

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 the directors, assets are safeguarded and financial records are reliable.

Our internal controls include policies and procedures that:

- pertain to the maintenance of records that accurately and fairly reflect in reasonable detail the transactions and dispositions of assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that the Company's receipts and expenditures are made only in accordance with authorizations of management and the Directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

All internal control systems, no matter how well designed, have inherent limitations, and may not prevent or detect mis-statements. 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 to 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 internal control over financial reporting as of March 31, 2008 based on criteria set for by the Committee of Sponsoring Organizations of Treadway Commission in Internal Control-Integrated Framework. Based on the assessment, management concluded that our internal control over financial reporting was effective as of March 31, 2008. Effectiveness of our internal control over financial reporting as of March 31, 2008 has been audited by KPMG, an independent registered public accounting firm, as stated in their attestation report which is included herein.

Change in Internal Control Over Financial Reporting

No change in our internal control over financial reporting occurred during the period covered by this annual report has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

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Loan Portfolio

Our gross loan portfolio was Rs. 2,555.9 billion (US\$ 63.9 billion) at year-end fiscal 2008, an increase of 19.6% over the gross loan portfolio of Rs. 2,137.1 billion (US\$ 53.4 billion) at year-end fiscal 2007. At year-end fiscal 2007, the gross loan portfolio increased 35.5% to Rs. 2,137.1 billion (US\$ 53.4 billion) as compared to the gross loan portfolio of Rs. 1,577.1 billion (US\$ 39.4 billion) at year-end fiscal 2006. At year-end fiscal 2008, approximately 72.1% of our gross loans were rupee loans.

Loan Portfolio by Categories

The following table sets forth, at the dates indicated, our gross rupee and foreign currency loans by business category.

	At March 31,					
	2004	2005	2006	2007	2008	
	(in millions)					
Consumer loans and credit card receivables(1)	Rs. 281,946	Rs. 532,138	Rs. 910,871	Rs. 1,276,977	Rs. 1,408,271	US\$ 35,189
Rupee	281,494	526,541	895,116	1,248,484	1,365,595	34,123
Foreign currency	452	5,597	15,755	28,493	42,676	1,066
Commercial, financial, agricultural and others(2)	393,642	447,359	665,549	859,562	1,147,276	28,668
Rupee	300,985	301,800	449,160	495,464	475,796	11,889
Foreign currency	92,657	145,559	216,389	364,098	671,480	16,779
Leasing and related activities(3)	1,401	885	736	569	329	8
Rupee	1,401	885	695	569	329	8
Foreign currency	-	-	41	-	-	-
Gross loans	676,989	980,382	1,577,156	2,137,108	2,555,876	63,865
Rupee	583,880	829,226	1,344,971	1,744,517	1,841,719	46,020
Foreign currency	93,109	151,156	232,185	392,591	714,156	17,845
Total gross loans	676,989	980,382	1,577,156	2,137,108	2,555,876	63,865
Allowance for loan losses	(27,510)	(16,282)	(14,553)	(23,114)	(41,859)	(1,046)
Net loans	Rs. 649,479	Rs. 964,100	Rs. 1,562,603	Rs. 2,113,994	Rs. 2,514,017	US\$ 62,819

(1) Includes home loans, automobile loans, commercial business loans, two wheeler loans, personal loans, credit card receivables and farm equipment loans.

(2) Includes builder financing and dealer financing.

(3) Leasing and related activities includes leasing and hire purchase.

Our gross consumer loans and credit card receivables increased to Rs. 1,408.3 billion (US\$ 35.2 billion), constituting 55.1% of our gross loans at year-end fiscal 2008 from Rs. 1,277.0 billion (US\$ 31.9 billion), constituting 59.8% of our gross loans at year-end fiscal 2007. Our gross foreign currency loans increased from Rs. 392.6 billion (US\$ 9.8 billion), constituting 18.4% of our total gross loans at year-end fiscal 2007 to Rs. 714.2 billion (US\$ 17.8 billion), constituting 27.9% of our total gross loans at year-end fiscal 2008.

At year-end fiscal 2008, we did not have outstanding cross-border loans (defined as loans made to borrowers outside of India) exceeding 1.0% of our assets in any country except the United Kingdom, Singapore and Canada. We had outstanding cross-border loans to US borrowers amounting to between 0.75% and 1.0% of our assets.

Collateral — Completion, Perfection and Enforcement

Our loan portfolio consists largely of loans to retail customers, including home loans, automobile loans, two wheeler loans, commercial business loans, personal loans and credit card receivables, project and corporate finance and working capital loans to corporate borrowers and agricultural financing. In general, our loans (other than personal loans, credit card receivables and some forms of corporate and agricultural financing, which are unsecured) are over-collateralized. In India, there are no regulations stipulating loan-to-collateral limits.

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There can be delays in completion of security interests by our borrowers or security providers, and we regularly review the status of security to be created, and have follow up mechanisms for ensuring due completion of security. The delays could be due to time taken for acquisition of the asset on which security interest is to be created (or formalities related thereto), obtaining of requisite consents including legal, statutory or contractual obligations to obtain such consents, obtaining of legal opinions as to title, availability of requisite consents and ability of the borrower or security providers to create valid, legal and enforceable security interests in the relevant jurisdictions and negotiation of terms for security interests.

Corporate finance and project finance loans are typically secured by a first lien on fixed assets, which normally consists of property, plant and equipment. These security interests are perfected by the registration of these interests within time limits stipulated under the Indian Companies Act with the Registrar of Companies pursuant to the provisions of the Indian Companies Act when our clients are constituted as companies. Perfection of security interests in immovable property requires a no-objection certificate from the income tax authorities. This registration amounts to a constructive public notice to other business entities of security interests created by such companies. We may also take security of a pledge of financial assets like marketable securities (for which perfection of security interests by registration with the Registrar of Companies is not mandatory for companies under the Indian Companies Act), and obtain corporate guarantees and personal guarantees 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 have top-up mechanism based on price triggers.

Working capital loans are typically secured by a first lien on current assets, which normally consist of inventory and receivables. Additionally, in some cases, we may take further security of a first or second lien on fixed assets, a pledge of financial assets like marketable securities, or obtain corporate guarantees and personal guarantees wherever appropriate.

A substantial portion of our loans to retail customers (other than personal loans and credit card receivables, which are unsecured) is also secured by a first and exclusive lien on the assets financed (predominantly property and vehicles).

We are entitled in terms of our security documents to repossess security comprising assets such as plant, 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.

Separately, in India, foreclosure on collateral of property generally requires a written petition to an Indian court or tribunal based on amounts sought to be recovered. An application, when made, may be subject to delays and administrative requirements that may result, or be accompanied by, a decrease in the value of the collateral. These delays can last for several years leading to deterioration in the physical condition and market value of the collateral. In the event a corporate borrower makes an application for relief to a specialized authority called the Board for Industrial and Financial Reconstruction, foreclosure and enforceability of collateral is stayed. In fiscal 2003, the Indian Parliament passed the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, as amended, which strengthened the ability of lenders to resolve non-performing assets by granting them greater rights as to enforcement of security including over immovable property and recovery of dues, without reference to the courts or tribunals including the abatement of references to the Board for Industrial and Financial Reconstruction. See "Overview of the Indian Financial Sector — Recent Structural Reforms — Legislative Framework for Recovery of Debts due to Banks".

In 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 entitle us on occurrence of certain events to initiate criminal proceedings against the issuer of the checks.

We recognize that our ability to realize the full value of the collateral in respect of current assets is difficult, due to, among other things, delays on our part in taking immediate action, delays in bankruptcy foreclosure proceedings, 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

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legislative provisions or changes thereto and past or future judicial pronouncements. However, cash credit facilities are so structured that we are able to capture the cash flows of our customers for recovery of past due amounts. In addition, we generally have a right of set-off for amounts due to us on these facilities. Also, we regularly monitor the cash flows of our working capital loan customers 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.

Loan Concentration

We follow a policy of portfolio diversification and evaluate our total financing exposure in a particular industry in light of our forecasts of growth and profitability for that industry. ICICI Bank's Global Credit Risk Management Group monitors all major sectors of the economy and specifically follows industries in which ICICI Bank has credit exposures. We seek to respond to any economic weakness in an industrial segment by restricting new credits to that industry segment and any growth in an industrial segment by increasing new credits to that industry segment, resulting in active portfolio management. ICICI Bank's policy is to limit its loan portfolio to any particular industry (other than retail loans) to 15.0% of total exposure. We identified retail finance as an area with potential for growth and sought to increase our financing to retail finance. We believe that retail finance offers significant risk diversification benefits as the credit risk is spread over a large number of relatively small individual loans. The growth of our retail finance portfolio in the past few years has been the principal driver of our portfolio diversification strategy. Our loans and advances to retail finance constituted 57.0% of our gross loans and advances at year-end fiscal 2008 compared to 63.8% at year-end fiscal 2007 and 62.2% at year-end fiscal 2006.

Pursuant to the guidelines of the Reserve Bank of India, our credit exposure to individual borrowers must not exceed 15.0% of our capital funds, comprising Tier 1 and Tier 2 capital calculated pursuant to the guidelines of the Reserve Bank of India. Credit exposure to individual borrowers may exceed the exposure norm of 15.0% of our capital funds by an additional 5.0% (i.e. up to 20.0%) provided the additional credit exposure is on account of infrastructure financing. Our exposure to a group of companies under the same management control must not exceed 40.0% of our capital funds unless the exposure is in respect of an infrastructure project. The exposure to a group of companies under the same management control, including exposure to infrastructure projects, may be up to 50.0% of our capital funds. With effect from June 1, 2004, banks may, in exceptional circumstances, with the approval of their boards, enhance the exposure by 5.0% of capital funds (i.e., 20.0% of capital funds for an individual borrower and 45.0% of capital funds for a group of companies under the same management), making appropriate disclosures in their annual reports. Exposure for funded facilities is calculated as the total committed credit and investment sanctions or the outstanding funded amount, whichever is higher (for term loans, as undisbursed commitments plus the outstanding amount). Exposure for non-funded facilities is calculated as 100.0% of the committed amount or the outstanding non-funded amount whichever is higher. At year-end fiscal 2008, we were in compliance with these guidelines.

At year-end fiscal 2008, our largest non-bank borrower accounted for approximately 12.0% of our capital funds. The largest group of companies under the same management control accounted for approximately 35.3% of our capital funds.

The following table sets forth, at the dates indicated, the composition of our gross advances (net of write-offs).

	2004		2005		As at March 31,				2008		
					2006		2007				
	Rs.	%	Rs.	%	Rs.	%	Rs.	%	Rs.	US\$	%
Retail finance(1)	360,228	53.2%	596,027	60.8%	981,550	62.2%	1,364,472	63.8%	1,457,548	36,420	57.0%

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Services - non finance	18,099	2.7%	18,648	1.9%	47,289	3.0%	64,342	3.0%	168,139	4,201	6.6%
Iron & steel and products	55,377	8.2%	51,557	5.3%	51,717	3.3%	52,071	2.5%	100,441	2,510	3.9%
Food & beverages	11,914	1.7%	16,956	1.7%	41,491	2.6%	50,863	2.4%	76,802	1,919	3.0%
Services - finance	10,632	1.6%	27,508	2.8%	74,356	4.7%	111,500	5.2%	65,373	1,634	2.6%
Crude petroleum/ refining & petrochemicals	24,761	3.6%	44,422	4.5%	46,185	2.9%	49,656	2.3%	65,136	1,628	2.6%
Power	25,223	3.7%	18,217	1.9%	28,127	1.8%	41,917	2.0%	62,479	1,561	2.4%

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	2004		2005		As at March 31, 2006				2007		2008	
	Rs.	%	Rs.	%	(Rs. in millions, except percentages)		Rs.	%	Rs.	US\$	%	
Road, port, telecom, urban development & other infrastructure	20,863	3.1%	35,519	3.6%	30,114	1.9%	29,873	1.4%	57,708	1,442	2.3%	
Chemicals & fertilizers	21,307	3.1%	18,372	1.9%	32,241	2.1%	53,768	2.5%	43,346	1,083	1.7%	
Electronics & engineering	26,852	4.0%	19,742	2.0%	24,129	1.5%	21,863	1.0%	39,294	982	1.5%	
Metal & products (excluding iron & steel)	10,373	1.5%	15,552	1.6%	19,335	1.2%	10,672	0.5%	28,925	723	1.1%	
Wholesale / retail trade	650	0.1%	9,867	1.0%	14,842	1.0%	28,625	1.3%	26,728	668	1.0%	
Others (2)	91,206	13.5%	108,230	11.0%	186,006	11.8%	257,993	12.1%	365,425	9,131	14.3%	
Gross loans	677,485	100%	980,617	100%	1,577,382	100%	2,137,615	100%	2,557,344	63,902	100%	
Allowance for loan losses and interest suspense	(28,006)		(16,517)		(14,779)		(23,621)		(43,327)	(1,083)		
Net loans	649,479		964,100		1,562,603		2,113,994		2,514,017	62,819		

(1) Includes home loans, automobile loans, commercial business loans, two wheeler loans, personal loans, credit cards receivables, dealer funding, developer financing and overdraft products.

(2) Others primarily include textiles, shipping, construction, manufacturing products excluding metal, cement, automobiles, drugs & pharmaceuticals, gems & jewellery, fast moving consumer goods, mining and mutual funds.

Our gross loan portfolio at year-end fiscal 2008 increased by 19.6% compared to the gross loan portfolio at year-end fiscal 2007. Retail finance was 57.0% of gross loans at year-end fiscal 2008 compared to 63.8% at year-end fiscal 2007 and 62.2% at year-end fiscal 2006. Our gross loans to the services – non finance sector as a percentage of gross loans increased to 6.6% at year-end fiscal 2008 compared to 3.0% at year-end fiscal 2007. Our gross loans to the iron and steel sector as a percentage of gross loans increased to 3.9% at year-end fiscal 2008 compared to 2.5% at year-end fiscal 2007.

At year-end fiscal 2008, our 20 largest borrowers accounted for approximately 12.5% of our gross loan portfolio, with the largest borrower accounting for approximately 2.7% of our gross loan portfolio. The largest group of companies under the same management control accounted for approximately 3.7% of our gross loan portfolio.

Geographic Diversity

Our portfolios are geographically diversified. The state of Maharashtra accounted for the largest proportion of our gross loans outstanding at year-end fiscal 2008.

Directed Lending

The Reserve Bank of India requires banks to lend to certain sectors of the economy. Such directed lending comprises priority sector lending, export credit and housing finance.

Priority Sector Lending

Till fiscal 2007, the Reserve Bank of India guidelines required banks to lend 40.0% of their net bank credit (total domestic loans less marketable debt instruments and certain exemptions permitted by the Reserve Bank of India from time to time) to certain specified sectors called priority sectors. Priority sectors included small-scale industries, the agricultural sector, food and agri-based industries, small businesses and housing finance up to certain limits. Out of the 40.0%, banks were required to lend a minimum of 18.0% of their net bank credit to the agriculture sector and the balance to certain specified sectors, including small scale industries (defined as manufacturing, processing and services businesses with a certain limit on investment in plant and machinery), small businesses, including retail merchants, professional and other self employed persons and road and water transport operators, housing loans up to a certain limit and to specified state financial corporations and state industrial development corporations. In its letter dated April 26, 2002 granting its approval for the amalgamation, the Reserve Bank of India stipulated that since ICICI's loans transferred to us were not subject to the priority sector lending requirement, we are required to maintain priority sector lending of 50.0% of our net bank credit on the residual portion of our advances (i.e. the portion of our total advances excluding advances of ICICI at year-end fiscal, 2002, referred to as "residual net bank credit"). This additional 10.0% priority sector lending requirement will apply until such time as our aggregate priority sector advances reach a level of 40.0% of our total net bank credit. The Reserve Bank of

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India's existing instructions on sub-targets under priority sector lending and eligibility of certain types of investments/funds for qualification as priority sector advances apply to us.

Any shortfall in the amount required to be lent to the priority sectors may be required to be deposited with government sponsored Indian development banks like the National Bank for Agriculture and Rural Development, Small Industries Development Bank of India and National Housing Bank. These deposits have a maturity of up to seven years and carry interest rates lower than market rates. At year-end fiscal 2008, total investments in such bonds on account of shortfall in priority sector lending of earlier years (to the extent called for net of repayment) were Rs. 14.9 billion (US\$ 372 million). For fiscal 2008 the shortfall on account of priority sector lending was Rs. 12.6 billion (US\$ 315 million) which will be deposited with the government sponsored Indian development banks as and when called for. See "Supervision and Regulation — Directed Lending — Priority Sector Lending".

The Reserve Bank of India has issued revised guidelines applicable from fiscal 2008 on lending to priority sector. As per the revised norms, the targets and sub-targets have been linked to the adjusted net bank credit, or credit equivalent amount of off-balance sheet exposure, whichever is higher. The definition of adjusted net bank credit does not include certain exemptions and includes certain investments and is computed with reference to the outstanding amount as on March 31 of the previous year. Under the revised guidelines the limit on the housing loans eligible for priority sector lending has been increased from Rs. 1.5 million (US\$ 37,481) to Rs. 2.0 million (US\$ 49,975) per borrower. The guidelines have capped eligible direct agriculture finance to non-individuals (i.e. partnership firms, corporates and institutions) at Rs. 10.0 million (US\$ 249,875) per borrower. One-third of loans in excess of Rs. 10.0 million (US\$ 249,875) per borrower are considered as direct finance while the remaining two-thirds constitute indirect finance. In addition fresh investments made by banks with National Bank for Agriculture and Rural Development in lieu of non achievement of priority sector lending targets are no longer to be considered as indirect finance from April 30, 2007. However, the existing investments in such bonds continue to be classified as indirect agriculture finance till March 31, 2010.

As per the guidelines, banks are also required to lend to the weaker sections 10% of adjusted net bank credit or credit equivalent amount of off-balance sheet exposures, whichever is higher. In order to ensure that the sub-target of lending to the weaker sections is achieved, the Reserve Bank of India has decided to take into account the shortfall in lending to weaker sections also, as on the last reporting Friday of March of each year, for the purpose of allocating amounts to the domestic Scheduled Commercial Banks (SCBs) for contribution to the Rural Infrastructure Development Fund (RIDF) maintained with National Bank for Agriculture And Rural Development or funds with other Financial Institutions, as specified by the Reserve Bank of India, with effect from April 2009.

We are required to comply with the priority sector lending requirements on the last "reporting Friday" of each fiscal year. At March 28, 2008, which was the last reporting Friday for fiscal 2008, our priority sector loans were Rs. 641.50 billion (US\$ 16.0 billion), constituting 50.3% of our residual net bank credit against the requirement of 50.0%. At that date, qualifying agriculture loans were 17.0% of our residual net bank credit as against the requirement of 18.0%.

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	2008 (Rs.)	2008 (US\$)	At March 30, % of total priority sector lending	% of residual net bank credit
	(in millions, except percentages)			
Small enterprises(1)	73,833	1,845	11.5%	5.8%
Others including residential mortgage less than Rs. 2.0 million	350,816	8,766	54.7%	27.5%
Agricultural sector (2)	216,854	5,419	33.8%	17.0%
Total	641,503	16,030	100.0%	50.3%

(1) Small enterprises are defined as manufacturing, processing and services businesses with a limit of Rs. 50.0 million (US\$ 1 million) on investment in plant and machinery.

(2) Includes direct agriculture lending of Rs. 159.5 billion (US\$ 4.0 billion) constituting 12.5% of our residual net bank credit against the requirement of 13.5%.

Export Credit

As part of directed lending, the Reserve Bank of India also requires banks to make loans to exporters at concessional rates of interest. Export credit is provided for pre-shipment and post-shipment requirements of exporter borrowers in rupees and foreign currencies. At the end of any fiscal year, 12.0% of the bank's net bank credit is required to be in the form of export credit. This requirement is in addition to the priority sector lending requirement but credits extended to exporters that are small scale industries or small businesses may also meet part of the priority sector lending requirement. The Reserve Bank of India provides export refinancing for an eligible portion of total outstanding export loans at the bank rate prevailing in India from time to time. 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. At March 28, 2008 (last reporting Friday for fiscal 2008), our export credit was Rs. 22.6 billion (US\$ 565 million), constituting 1.8% of our net bank credit.

Loan pricing

As required by the Reserve Bank of India guidelines and the advice issued by the Indian Banks' Association effective January 1, 2004, we price our loans (other than fixed rate loans and certain categories of loans to individuals and agencies specified by the Indian Banks' Association, including among others, loans to individuals for acquiring residential properties, loans for purchase of consumer durables, non-priority sector personal loans and loans to individuals against shares, debentures, bonds and other securities) with reference to a benchmark prime lending rate, called the ICICI Bank Benchmark Advance Rate. The Asset Liability Management Committee of our board of directors fixes the ICICI Benchmark Advance Rate based on cost of funds, cost of operations and credit charge as well as yield curve factors, such as interest rate and inflation expectations, as well as market demand for loans of a certain term. The ICICI Benchmark Advance Rate is 17.25% per annum payable monthly, effective August 1, 2008. The lending rates comprise ICICI Benchmark Advance Rate, term premium and transaction-specific credit and other charges.

Classification of Loans

We classify our assets as performing and non-performing in accordance with the Reserve Bank of India's guidelines except in the case of ICICI Home Finance Company and our banking subsidiaries in Canada, Russia and the United

Kingdom. ICICI Home Finance Company classifies loans and other credit facilities in accordance with the National Housing Bank guidelines. Loans of our Canadian, Russian and the United Kingdom subsidiaries are classified as impaired when there is no longer a reasonable assurance of the timely collection of the full amount of principal or interest. Under the Reserve Bank of India guidelines, an asset is classified as non-performing if any amount of interest or principal remains overdue for more than 90 days (180 days until fiscal 2003), in respect of term loans. In respect of overdraft or cash credit, an asset is classified as non-performing if the account remains out of order for a period of 90 days (180 days until fiscal 2003) and in respect of bills, if the account remains overdue

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for more than 90 days (180 days until fiscal 2003). Further, non-performing assets are classified into sub-standard, doubtful and loss assets based on the criteria stipulated by the Reserve Bank of India. The Reserve Bank of India has separate guidelines for restructured loans. See below “— Restructured Loans”.

The classification of assets as per the Reserve Bank of India guidelines is detailed below.

Standard assets:	Assets that do not disclose any problems or which do not carry more than normal risk attached to the business are classified as standard assets.
Sub-standard assets:	Sub-standard assets comprise assets that are non-performing for a period not exceeding 12 months. (18 months until fiscal 2004)
Doubtful assets:	Doubtful assets comprise assets that are non-performing for more than 12 months. (18 months until fiscal 2004)
Loss assets:	Loss assets comprise assets (i) the losses on which are identified or (ii) that are considered uncollectible.

Our non-performing assets include loans and advances as well as credit substitutes, which are funded credit exposures. In compliance with regulations governing the presentation of financial information by banks, we report only non-performing loans and advances in our financial statements.

See also “Supervision and Regulation — Reserve Bank of India Regulations — Loan Loss Provisions and Non-performing Assets — Asset Classification.

Restructured Loans

The Reserve Bank of India has separate guidelines for restructured loans. The guidelines were revised on August 27, 2008. As per these guidelines, a fully secured standard loan can be restructured by rescheduling principal repayments and/or the interest element, but must be separately disclosed as a restructured loan in the year of restructuring. The diminution in the fair value of the loan on restructuring, if any, measured in present value of the cash flows has to be either written off or provision made to the extent of the diminution involved. Similar guidelines apply to sub-standard and doubtful loans. The sub-standard or doubtful loans which have been subjected to restructuring, whether in respect of principal installment or interest amount are eligible to be upgraded to the standard category only after the specified period, i.e., a period of one year after the date when first payment of interest or of principal, whichever is earlier, falls due, subject to satisfactory performance during the period.

Provisioning and Write-Offs

We make provisions and write-offs in accordance with the Reserve Bank of India’s guidelines; see “Supervision and Regulation — Reserve Bank of India Regulations — Loan Loss Provisions and Non-Performing Assets —Provisioning and write-offs.” The Reserve Bank of India guidelines applicable as on year-end fiscal 2008 on provisioning and write-offs are as described below.

Standard assets:	As per the Reserve Bank of India guidelines issued in September 2005, banks were required to make general provision at 0.40% on standard loans (excluding loans to the agriculture sector and to small and medium enterprises). As per the Reserve Bank of India guidelines issued in May 2006, the general provisions for personal loans, loans and advances qualifying as capital market exposure, residential housing loans beyond Rs. 2.0 million and commercial real estate loans was increased to 1.00% from 0.40%.
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In January 2007, the Reserve Bank of India increased the provisioning requirement in respect of the loans to the real estate sector (excluding residential housing loans), outstanding credit card receivables, loans and advances qualifying as capital market exposure, personal loans and exposures to systemically important non-deposit taking non-banking finance companies to 2.00%.

Sub-standard assets: A provision of 10% is required for all sub-standard assets. An additional provision of 10% is required for accounts that are ab initio unsecured.

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Doubtful assets:	<p>A 100% provision/write-off is required in respect of the unsecured portion of the doubtful asset. Until year-end fiscal 2004, a 20% to 50% provision was required for the secured portion as follows:</p> <p>Up to one year: 20% provision; One to three years: 30% provision; and More than three years: 50% provision.</p> <p>Effective the quarter ended June 30, 2004, a 100% provision is required for assets classified as doubtful for more than three years on or after April 1, 2004. In respect of assets classified as doubtful for more than three years at March 31, 2004, 60% to 100% provision on such secured portion was required as follows:</p> <p>By March 31, 2005: 60% provision; By March 31, 2006: 75% provision; and By March 31, 2007: 100% provision.</p>
Loss assets:	The entire asset is required to be written off or provided for.
Restructured loans:	A provision equal to the difference between the present values of the future interest as per the original loan agreement and the present values of future interest on the basis of rescheduled terms at the time of restructuring is required to be made.

Our policy

Until fiscal 2004, ICICI Bank made provisions aggregating 50% of the secured portion of corporate non-performing assets over a three-year period instead of the five-and-a-half year period prescribed by the Reserve Bank of India. Effective fiscal 2005, ICICI Bank provides for corporate non-performing assets in line with the revised Reserve Bank of India guidelines requiring 100% provision over a five-year period. Loss assets and the unsecured portion of doubtful assets are fully provided for or written off. For retail assets, subject to the minimum provisioning levels prescribed by the Reserve Bank of India, we make provisions on such homogenous loans at a portfolio level, based on 'days past due', less floating provisions held. We hold specific provisions against non-performing loans, general provision against performing loans and floating provisions. Non-performing assets acquired from ICICI in the amalgamation were fair valued and additional provisions were recorded to reflect the fair valuation. We do not distinguish between provisions and write-offs while assessing the adequacy of our loan loss coverage, as both provisions and write-offs represent a reduction of the principal amount of a non-performing asset. In compliance with regulations governing the presentation of financial information by banks, we report non-performing assets net of cumulative write-offs in our financial statements.

For restructured loans, provisions are made in accordance with the guidelines issued by the Reserve Bank of India, which require that the difference between the present values of the future interest as per the original loan agreement and the present values of future interest on the basis of rescheduled terms be provided at the time of restructuring.

The following table sets forth, at the dates indicated, our gross restructured rupee and foreign currency loan portfolio by business category.

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	At March 31,						2008
	2004	2005	2006	2007	(in millions, except percentages)		
Commercial, financial, agricultural and others (1)	Rs. 75,454	Rs. 65,623	Rs. 55,463	Rs. 50,407	Rs. 48,411	US\$ 1,100	1,100
Rupee	60,796	52,245	49,582	45,965	45,535		1,100
Foreign currency	14,658	13,378	5,881	4,442	2,876		
Total restructured loans	75,454	65,623	55,463	50,407	48,411		1,100
Rupee	60,796	52,245	49,582	45,965	45,535		1,100
Foreign currency	14,658	13,378	5,881	4,442	2,876		
Gross restructured loans(2)	75,454	65,623	55,463	50,407	48,411		1,100
Provision for loan losses	(9,169)	(2,991)	(2,305)	(1,581)	(1,572)		
Net restructured loans	Rs. 66,285	Rs. 62,632	Rs. 53,158	Rs. 48,826	Rs. 46,839	US\$ 1,100	1,100
Gross customer assets (2)	Rs. 772,986	Rs. 1,049,164	Rs. 1,638,525	Rs. 2,234,339	Rs. 2,687,999	US\$ 67,000	67,000
Net customer assets	736,297	1,029,299	1,622,675	2,209,078	2,642,697		66,000
Gross restructured loans as a percentage of gross customer assets	9.8%	6.3%	3.4%	2.3%	1.8%		
Net restructured loans as a percentage of net customer assets	9.0%	6.1%	3.3%	2.2%	1.8%		

(1) Includes working capital finance.

(2) Includes loans of ICICI Bank and its subsidiaries and credit substitutes of ICICI Bank.

In 1991, India commenced a program of industrial liberalization involving, among other things, the abolition of industrial licensing, reduction in import tariff barriers and greater access for foreign companies to the Indian markets. In the period following the opening up of the economy, a number of Indian companies commenced large projects in expectation of growth in demand in India. These projects had in general relatively high levels of debt relative to equity, given the inadequate depth in the equity capital markets in India at that time. During the 1990s, the Indian economy was impacted by negative trends in the global marketplace, particularly in the commodities markets, and recessionary conditions in various economies, which had impaired the operating environment for the industrial sector in India. The manufacturing sector was also impacted by several other factors, including increased competition arising from economic liberalization in India and volatility in industrial growth and commodity prices. This had resulted in stress on the operating performance of Indian companies and an increase in the level of non-performing assets in the Indian financial system, including ICICI and us.

Certain Indian corporations have come to terms with this new competitive reality through a process of restructuring and repositioning, including rationalization of capital structures and production capacities. The increase in commodity prices since fiscal 2003 has had a favorable impact on the operations of corporations in several sectors. To create an institutional mechanism for the restructuring of corporate debt, the Reserve Bank of India has devised a corporate debt restructuring system. The objective of this framework is to ensure a timely and transparent mechanism for the restructuring of corporate debts of viable entities facing problems. The operation of this system led to the approval of restructuring programs for a large number of companies, which led to an increase in the level of restructured loans in the Indian financial system, including us. The restructured loans continue to be classified as such until they complete one year of payment in accordance with the restructured terms. Our net restructured standard loans were Rs. 46.8 billion (US\$ 1.2 billion) at year-end fiscal 2008 compared to Rs. 48.8 billion (US\$ 1.2 billion) at year-end fiscal 2007.

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.

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	2004		2005		At March 31, 2006				2007		2008	
					(in millions, except percentages)							
	Rs.	%	Rs.	%	Rs.	%	Rs.	%	Rs.	US\$		
Crude petroleum/ refining and petrochemicals	19,642	26.0	17,661	26.9	19,169	34.6	21,004	41.7	22,542		563	
Power	1,071	1.4	2,694	4.1	1,703	3.1	-	-	14,971		374	
Road, port, telecom, urban development and other infrastructure	10,276	13.6	15,255	23.2	18,733	33.8	17,790	35.3	8,117		203	
Electronics & engineering	4,407	5.8	1,234	1.9	565	1.0	-	-	1,295		32	
Chemicals & fertilizers	8,047	10.7	6,552	10.0	2,345	4.2	985	2.0	536		13	
Cement	5,697	7.6	2,064	3.1	1,406	2.5	1,065	2.0	401		10	
Food and beverages(1)	2,418	3.2	684	1.0	220	0.4	-	-	120		3	
Automobile (including trucks)	6,606	8.8	2,429	3.7	391	0.7	151	0.3	106		3	
Textiles	3,151	4.2	772	1.2	344	0.6	86	0.1	71		2	
Iron & steel and products	8,160	10.8	10,501	16.0	4,834	8.7	4,922	9.8	-		-	
Metal & products (excluding iron and steel)	2,858	3.8	3,142	4.8	3,528	6.4	3,296	6.5	-		-	
Shipping	-	-	497	0.8	798	1.4	839	1.7	-		-	
Manufacturing products (excluding metals)	1,494	2.0	1,405	2.1	1,393	2.5	235	0.5	-		-	
Others(2)	1,627	2.1	733	1.2	34	0.1	34	0.1	252		6	
Gross restructured loans	75,454	100.0	65,623	100.0	55,463	100.0	50,407	100.0	48,411		1,209	
Aggregate provision for loan losses	(9,169)		(2,991)		(2,305)		(1,581)		(1,572)		(39)	
Net restructured loans	Rs. 66,285		Rs. 62,632		Rs. 53,158		Rs. 48,826		Rs. 46,839		US\$ 1,170	

(1) Includes sugar and tea.

(2) Others primarily include construction, drugs and pharmaceuticals, gems and jewellery, fast moving consumer goods, mining, rubber and rubber products.

The following table sets forth, at the dates indicated, our gross non-performing rupee and foreign currency customer asset portfolio by business category.

	At March 31,											
	2004	2005	2006	2007	2008							
	(in millions, except percentages)											
Consumer loans & credit card receivables(1)	Rs	3,025	Rs.	8,063	Rs.	13,836	Rs.	30,000	Rs.	54,954	US\$	1,373
Rupee		3,025		8,061		13,828		29,991		54,948		1,373
Foreign currency		-		2		8		9		6		-
Commercial, financial, agricultural and others (2)		37,677		26,826		9,187		12,200		22,483		562
Rupee		30,692		23,271		7,178		11,074		21,119		528
Foreign currency		6,985		3,555		2,009		1,126		1,364		34
Leasing and related activities		119		84		63		357		526		13
Rupee		119		84		63		357		526		13
Foreign currency		-		-		-		-		-		-
Total non-performing assets		40,821		34,973		23,086		42,557		77,963		1,948
Rupee		33,836		31,416		21,069		41,422		76,593		1,914
Foreign currency		6,985		3,557		2,017		1,135		1,370		34
Gross non-performing assets		40,821		34,973		23,086		42,557		77,963		1,948
Provision for loan losses		(19,829)		(14,606)		(12,009)		(21,745)		(40,574)		(1,014)
Interest suspended & ECGC claims (3)		(502)		(284)		(271)		(504)		(1,457)		(36)
Net non-performing assets	Rs.	20,490	Rs.	20,083	Rs.	10,806	Rs.	20,308	Rs.	35,932	US\$	898

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	At March 31,					
	2004	2005	2006	2007	2008	
	(in millions, except percentages)					
Gross customer assets	Rs. 772,986	Rs. 1,049,164	Rs. 1,638,525	Rs. 2,234,339	Rs. 2,687,999	US\$ 67
Net customer assets	Rs. 736,297	Rs. 1,029,299	Rs. 1,622,675	Rs. 2,209,078	Rs. 2,642,697	US\$ 66
Gross non-performing assets as a percentage of gross customer assets	5.3%	3.3%	1.4%	1.9%	2.9%	
Net non-performing assets as a percentage of net customer assets	2.8%	2.0%	0.7%	0.9%	1.4%	

(1) Includes home loans, automobile loans, commercial business loans, two wheeler loans, personal loans, credit card receivables and farm equipment loans.

(2) Includes working capital finance.

(3) Including amounts claimed as recoverable from Export Credit Guarantee Corporation of India.

The ratio of net non-performing assets to net customer assets was 1.4% at year-end fiscal 2008 as compared to 0.9% at year-end fiscal 2007. At year-end fiscal 2008, the gross non-performing assets (net of write-offs) were Rs. 78.0 billion (US\$ 1.9 billion) compared to Rs. 42.6 billion (US\$ 1.1 billion) at year-end fiscal 2007. Gross of technical write-offs, the gross non-performing assets at year-end fiscal 2008 were Rs. 84.1 billion (US\$ 2.1 billion) compared to Rs. 48.9 billion (US\$ 1.2 billion) at year-end fiscal 2007. The coverage ratio (i.e. total provisions and technical write-offs made against non-performing assets as a percentage of gross non-performing assets) at year-end fiscal 2008 was 57.3% compared to 58.4% at year-end fiscal 2007.

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

	At March 31,									
	2004		2005		2006		2007		2008	
	(in millions, except percentages)									
	Rs.	%	Rs.	%	Rs.	%	Rs.	%	Rs.	US\$
Chemicals and fertilizers	4,930	12.1	2,956	8.4	1,654	7.2	1,642	3.9	1,935	4
Services – finance	1,090	2.7	936	2.7	126	0.5	722	1.7	1,293	3
Iron & steel and products	1,362	3.3	745	2.1	210	0.9	772	1.8	1,214	3
Textiles	8,051	19.7	4,185	12.0	1,675	7.3	834	2.0	1,097	2
Shipping	185	0.5	416	1.2	13	0.1	13	-	1,006	3
Food and beverages(1)	1,981	4.8	947	2.7	670	2.9	1,247	2.9	608	1
Electronics & engineering	3,452	8.5	2,816	8.1	550	2.4	626	1.5	563	1
	1,351	3.3	934	2.7	976	4.2	632	1.5	413	1

Services – non-finance										
Power	6,200	15.2	7,373	21.1	-	-	-	-	143	
Metal & products (excluding iron & steel)	1,934	4.7	174	0.5	11	0.1	11	-	116	
Automobiles (including trucks)	675	1.6	681	1.9	32	0.1	61	0.1	76	
Paper and paper products	507	1.2	289	0.8	74	0.3	66	0.2	39	
Cement	1,545	3.8	180	0.5	-	-	-	-	25	
Road, port, telecom, urban development & other infrastructure	73	0.2	2,141	6.1	-	-	-	-	-	
Retail finance(2)	3,580	8.8	8,452	24.2	14,423	62.5	31,316	73.6	55,824	1,39
Others(3)	3,905	9.6	1,748	5.0	2,671	11.5	4,615	10.8	13,611	3
Gross non-performing assets	40,821	100.0	34,973	100.0	23,085	100.0	42,557	100.0	77,963	1,9
Aggregate provision for loan losses	(19,829)		(14,606)		(12,009)		(21,745)		(40,574)	(1,0
Interest suspended & ECGC claims(4)	(502)		(284)		(271)		(504)		(1,457)	(
Net non-performing assets	Rs. 20,490		Rs. 20,083		Rs. 10,805		Rs. 20,308		Rs. 35,932	US\$ 8

(1) Includes sugar and tea.

(2) Includes home loans, automobile loans, commercial business loans, two wheeler loans, personal loans, credit cards receivables, retail overdraft loans, dealer funding and developer financing.

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- (3) Other industries primarily include construction, rubber and rubber products, crude petroleum, drugs & pharmaceuticals, gems & jewellery, FMCG, mining and other agriculture and allied activities.
- (4) Includes amounts claimed as recoverable from Export Credit Guarantee Corporation of India.

Gross retail non-performing assets increased from Rs. 31.3 billion (US\$ 782 million) at year-end fiscal 2007 to Rs. 55.8 billion (US\$ 1.4 billion) at year-end fiscal 2008, primarily due to the seasoning of the retail portfolio and an increase in the proportion of non-collateralized loans and credit card receivables in the retail portfolio. The net non-performing loans in the retail portfolio at year-end fiscal 2008 were 1.8% of net retail assets. Retail non-performing loans constituted 71.6% of total non-performing loans at year-end fiscal 2008 compared to 73.6% at year-end fiscal 2007. At year-end fiscal 2008, net non-performing loans in the non-collateralized retail portfolio were about 6.2% of net non-collateralized retail loans. We sold Rs. 9.3 billion (US\$ 232 million) of our net non-performing assets including mortgage loans of Rs. 6.9 billion (US\$ 172 million) during fiscal 2008 and Rs. 8.2 billion (US\$ 205 million) of our net non-performing assets during fiscal 2007 to Asset Reconstruction Company (India) Limited, a reconstruction company registered with the Reserve Bank of India. As at March 31, 2008, we had an outstanding net investment of Rs. 28.5 billion (US\$ 712 million) in security receipts issued by Asset Reconstruction Company (India) Limited (ARCIL) in relation to sales of non-performing assets by us to ARCIL.

The ten largest net non-performing assets were approximately 6.0% of total net non-performing assets at year-end fiscal 2008.

Non-Performing Asset Strategy

In respect of unviable non-performing assets, where companies have lost financial viability, we adopt an aggressive approach aimed at out-of-court settlements, enforcing collateral and driving consolidation. Our focus is on time value of recovery and a pragmatic approach towards settlements. The strong collateral against our loan assets is the critical factor towards the success of our recovery efforts. In addition, we continually focus on proactive management of accounts under supervision. Our strategy constitutes a proactive approach towards identification, aimed at early stage solutions to incipient problems.

We monitor migration of the credit ratings of our borrowers to enable us to take proactive remedial measures to prevent loans from becoming non-performing. 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.

A substantial portion of our loans to retail customers is also secured by a first and exclusive lien on the assets financed (predominantly property and vehicles). We are entitled in terms of our security documents to repossess security comprising assets such as plant, 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 to ensure prompt action for follow-up on over dues and recovery of defaulted amounts.

The Securitization Act, 2002 has strengthened the ability of lenders to resolve non-performing assets by granting them greater rights as to enforcement of security and recovery of dues from corporate borrowers. The Securitization Act and guidelines issued by the Reserve Bank of India have permitted the setting up of asset reconstruction companies to acquire financial assets by banks and financial institutions. 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. These guidelines provide that a bank may sell financial assets to an asset reconstruction company provided the asset is a non-performing asset. (See "Supervision and Regulation — Reserve Bank of India Regulations — Regulations relating to Sale of Assets to Asset Reconstruction Companies").

Our loans have historically been sufficiently over-collateralized so that once collateral is realized we recover a substantial amount of our loan outstanding. 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 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 loan account or realization of collateral, which may be longer than that for the United States banks under similar circumstances.

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See also “— Loan portfolio — Collateral — Completion, Perfection and Enforcement”.

Provision for Loan Losses

The following table sets forth, at the dates indicated, movement in our provisions for loan losses for non-performing customer assets.

	2004	2005	At March 31, 2006 2007		2008	2008
			(in millions)			
Aggregate provision for loan losses at the beginning of the year	Rs. 26,922	Rs. 19,829	Rs. 14,606	Rs. 12,009	Rs. 21,745	US\$ 543
Add: Provisions for loan losses						
Consumer loans & credit card receivables(1)	510	4,357	1,938	8,821	14,937	373
Commercial, financial, agricultural and others(2)	3,174	(140)	1,453	2,463	4,210	106
Leasing & related activities	(68)	(11)	(18)	48	95	2
Total provisions for loan losses, net of releases of provisions	Rs. 30,538	Rs. 24,035	Rs. 17,979	Rs. 23,341	Rs. 40,987	US\$ 1,024
Loans charged-off	(10,709)	(9,429)	(5,970)	(1,596)	(413)	(10)
Aggregate provision for loan losses at the end of the year	Rs. 19,829	Rs. 14,606	Rs. 12,009	Rs. 21,745	Rs. 40,574	US\$ 1,014

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

(2) Includes project finance, working capital finance, corporate finance and receivables financing, excluding leasing and related activities.

Provision for loan losses for consumer loans and credit cards receivables in fiscal 2006 were net of write-back of provisions Rs. 1.7 billion (US\$ 42 million) which were in excess of regulatory requirements. Provision for loan losses increased in fiscal 2008 primarily due to a higher level of specific provisioning on retail loans. The increase in provisioning on retail loans primarily reflects the growth in retail loans, seasoning of the retail loan portfolio and the change in the portfolio mix towards non-collateralized retail loan where credit losses are higher.

Subsidiaries and Joint Ventures

The following table sets forth, certain information relating to our subsidiaries, associates and joint ventures as at March 31, 2008.

Name	Year of formation	Activity	Ownership interest (in millions, except percentages)	Total income(1)	Net worth(2)	Total Assets(3)
ICICI Securities Primary Dealership Limited (formerly ICICI Securities Limited) (4)	February 1993	Securities investment, trading and	100.00%	Rs. 5,172.4	Rs. 4,712.4	Rs. 24,132.8

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		underwriting				
ICICI Securities Limited (formerly ICICI Brokerage Services Limited)(4)	March 1995	Securities broking & merchant banking	100.00%	7,490.0	1,770.0	9,746.5
ICICI Securities Holdings Inc (4)	June 2000	Holding company	100.00%	0.1	436.3	452.5
ICICI Securities Inc (4)	June 2000	Securities broking	100.00%	51.3	172.2	231.3
ICICI Prudential Life Insurance Company Limited(5)	July 2000	Life Insurance	73.87%	165,253.3	7,915.2	301,462.5
ICICI Lombard General Insurance Company Limited(5)	October 2000	General Insurance	73.83%	19,280.9	10,580.9	37,941.9
ICICI Prudential Asset Management Company Limited (formerly Prudential ICICI Asset Management Company Limited)(5)	June 1993	Asset management company for ICICI Prudential Mutual Fund	50.99%	4,393.1	868.5	2,171.3

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Name	Year of formation	Activity	Ownership interest (in millions, except percentages)	Total income(1)	Net worth(2)	Total Assets(3)
ICICI Prudential Trust Limited (formerly Prudential ICICI Trust Limited)(5)	June 1993	Trustee company for ICICI Prudential Mutual Fund	50.80%	5.4	8.6	15.1
ICICI Venture Funds Management Company Limited	January 1988	Asset management	100.00%	2,733.0	378.4	3,437.5
ICICI Home Finance Company Limited	May 1999	Housing finance	100.00%	6,347.2	8,891.7	85,473.2
ICICI Trusteeship Services Limited	April 1999	Trusteeship services	100.00%	0.6	2.1	2.4
ICICI Investment Management Company Limited	March 2000	Asset management	100.00%	10.2	134.0	134.5
ICICI International Limited	January 1996	Asset management	100.00%	62.5	51.2	111.9
ICICI Bank UK PLC (formerly ICICI Bank UK Limited)	February 2003	Banking	100.00%	18,975.7	18,650.2	353,338.5
ICICI Bank Canada	September 2003	Banking	100.00%	4,573.5	14,012.4	154,426.7
ICICI Wealth Management Inc	July 2006	Wealth Management	100.00%	1.6	10.0	17.4
ICICI Bank Eurasia LLC	May 1998	Banking	100.00%	1,970.1	2,999.4	25,463.8
TCW/ICICI Investment Partners LLC(6)	April 1995	Asset management	50.00%	0.7	20.5	21.0
TSI Ventures (India) Private Limited(6)	May 2005	Real estate consultancy	50.00%	318.2	88.4	204.5

(1) Total income represents gross income from operations and other income.

(2) Net worth represents share capital/unit capital and reserves and surplus.

(3) Total assets represent fixed assets, advances, investments and gross current assets (including cash and bank balances).

(4) Includes direct and indirect holdings. During fiscal 2008, ICICI Securities Primary Dealership Limited has become a wholly-owned subsidiary of ICICI Bank and ICICI Securities Limited, which was earlier a subsidiary of ICICI Securities Primary Dealership, has become a direct wholly-owned subsidiary of ICICI Bank. ICICI Securities Holdings Inc. which was a wholly-owned subsidiary of ICICI Securities Primary Dealership has become a wholly-owned subsidiary of ICICI Securities Limited. ICICI Securities Inc. is a wholly-owned subsidiary of ICICI Securities Holdings Inc.

(5) The financial statements of these jointly controlled entities have been consolidated as per AS 21 on "Consolidated Financial Statements" consequent to the limited revision to AS 27 on "Financial Reporting of Interests in Joint Ventures".

(6) These entities have been consolidated as per the proportionate consolidation method as prescribed by AS 27 on “Financial Reporting of Interests in Joint ventures”.

The following table sets forth certain information on other significant entities consolidated in our financial statements under Indian GAAP as at March 31, 2008.

Name	Year of formation	Activity	Ownership interest	Total income(1) (in millions, except percentages)	Net worth(2)	Total Assets(3)
ICICI Eco-net Internet & Technology Fund	October 2000	Venture capital fund	92.01%	Rs. 1,485.1	Rs. 417.1	Rs. 417.3
ICICI Equity Fund	March 2000	Unregistered venture capital fund	100.00%	439.0	2,739.3	2,741.7
ICICI Emerging Sectors Fund	March 2002	Venture capital fund	99.29%	9,193.9	4,322.3	4,325.3
ICICI Strategic Investments Fund	February 2003	Unregistered venture capital fund	100.00%	95.7	4,449.9	4,450.6
ICICI Kinfra Limited	January 1996	Infrastructure development consultancy	76.02%	4.1	16.0	24.6

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Name	Year of formation	Activity	Ownership interest	Total income(1) (in millions, except percentages)	Net worth(2)	Total Assets(3)
ICICI West Bengal Infrastructure Development Corporation Limited	December 1995	Infrastructure development consultancy	75.97%	46.5	29.5	54.0
Financial Information Network and Operations Limited(4)	June 2006	Service provider	28.29%	121.9	556.1	724.0
I-Process Services (India) Private Limited(4)	April 2005	Service provider	19.00%	1,032.3	(30.9)	183.9
I-Solutions Providers (India) Private Limited(4)	April 2005	Service provider	19.00%	970.4	0.4	190.6
NIIT Institute of Finance, Banking and Insurance Training Limited(4)	June 2006	Education and training in banking and finance	19.00%	237.5	32.5	121.8
ICICI Venture Value Fund(4)	June 2005	Unregistered venture capital fund	48.01%	52.4	22.1	25.5

(1) Total income represents gross income from operations and other income.

(2) Net worth represents share capital/unit capital (in case of venture capital funds) and reserves and surplus.

(3) Total assets represent fixed assets, advances, investments and gross current assets (including cash and bank balances).

(4) These entities have been consolidated as per the equity method of accounting as prescribed by AS 23 on "Accounting for investments in associates in consolidated financial statements".

At year-end fiscal 2008, all of our subsidiaries and joint ventures were incorporated in India, except the following eight companies:

- ICICI Securities Holdings Inc., incorporated in the US;
- ICICI Securities Inc., incorporated in the US;
- ICICI Bank UK PLC (formerly ICICI Bank UK Limited), incorporated in the United Kingdom;
- ICICI Bank Canada, incorporated in Canada;
- ICICI Wealth Management Inc., incorporated in Canada;
- ICICI Bank Eurasia Limited Liability Company, incorporated in Russia;
- ICICI International Limited, incorporated in Mauritius; and
- TCW/ICICI Investment Partners Limited Liability Company, 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' financial statements. ICICI Wealth Management Inc. is a wholly owned subsidiary of ICICI Bank Canada. ICICI International Limited holds a 50.0% stake in TCW/ICICI Investment Partners. ICICI Venture Funds Management Company Limited held a 50% stake in TSI Ventures (India) Private Limited. However, subsequent to year-end fiscal 2008, ICICI Venture Fund Management Company divested its shareholding in TSI Ventures (India) Private Limited.

Technology

It is our constant endeavor to be at the forefront of technology deployment in the financial services sector. We strive to use information technology as a strategic tool for our business in a manner that gives us a competitive advantage and improves our overall productivity and efficiency. Our technology initiatives are aimed at maximizing shareholder value by offering enhanced customer convenience and bringing in cost efficiencies. Our focus on technology emphasizes use of:

- Electronic and online channels to:
- Offer easy access to our products and services;

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- Reduce distribution and transaction costs;
- Reach new target customers;
- Enhance existing customer relationships; and
 - Reduce time to market.
- Application of information systems to:
 - Manage our large scale of operations efficiently;
 - Effectively market to our target customers;
 - Monitor and control risks;
- Identify, assess and capitalize on market opportunities; and
- Assist in offering improved products to customers.

We also seek to leverage our domestic technology capabilities in our international operations.

Technology Organization

Our technology setup is aligned to the lines of business with dedicated technology teams for retail, corporate, international and rural business units. These business technology groups are responsible for the day-to-day operations, implementation and maintenance of business IT systems.

There are three specialized technology teams that span horizontally across the technology organization. The Technology Management Group executes the overall technology strategy and ensures adoption of best practices across the organization. The Information Security Group directs activities in the IS domain across the enterprise from an IT security standpoint. The Shared Services Technology Group provides the underlying infrastructure to run technology in ICICI Bank.

Banking Application Software

To support our growing customer base in the retail space, we use state-of-the-art banking systems such as Core Banking, Core Lending and Card Management. These are the engines that power 24x365 availability of banking services across multiple delivery channels. The systems are based on open standards that ensure vendor independence and ensure high degree of scalability.

Electronic and Online Channels

We use a combination of physical and electronic delivery channels to maximize customer choice and convenience, which has helped us differentiate our products in the marketplace. Reliance on web-based, lean systems has enabled us to transform our branches outside the United States of America into an integrated channel of service delivery.

We have augmented our traditional channels of branch, internet & ATM banking, point of sale, call centre and interactive voice response with offerings on cellular phones and in the self-service mode. Our Internet banking user

base has been growing rapidly. We offer mobile banking services in India in line with our strategy to offer multi-channel access to our customers. This service has now been extended to all mobile telephone service providers across India and non-resident Indian customers in certain other countries where we have presence.

From April 2009 onwards, the customer will be able to transact using debit card on any ATM in India of any bank without having to pay a transaction fee.

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High-Speed Electronic Communications Infrastructure

We have a nationwide data communications network linking all our channels and offices. The network backbone is based on multi protocol label switching (MPLS) technology. The various nodes are linked using a mix of dedicated leased lines and satellite links to provide for reach and redundancy, which is imperative in a vast country like India. The communications network is monitored 24 hours a day using advanced network management software.

Operations relating to Commercial Banking for Corporate Customers

We have successfully centralized our corporate banking back office operations and rolled out a business process management solution to automate our activities in the areas of trade services and general banking operations. Through integration of the workflow system with the imaging and document management system, we have achieved substantial savings and practically eliminated the use of paper for these processes.

We have centralized the treasury systems of all our international branches and subsidiaries in our domestic data centre. As a result, all transaction processing and application management happens out of India.

Customer Relationship Management

We have implemented an enterprise-wide customer relationship management solution for automation of customer services in all key business verticals. The solution helps in tracking and timely resolution of various customer services requests. The solution can be accessed at branches, call centres and through the Internet.

Data Warehousing and Data Mining

We have a data warehouse for customer data aggregation. This data warehouse also provides a platform for data mining initiatives. We have implemented an Enterprise Application Integration initiative across our retail and corporate products and services, to link various products, delivery and channel systems. This initiative underpins our multi-channel customer service strategy and seeks to deliver customer related information consistently across access points. It is also aimed to provide us with the valuable information to compile a unified customer view and creates various opportunities associated with cross-selling other financial products.

Data center and disaster recovery system

While our primary data center is located in Mumbai, a separate disaster recovery data center has been set up in another city and is connected to the main data center in Mumbai. The disaster recovery data center can host critical banking applications in the event of a disaster at the primary site. We have developed a business continuity plan for the Bank (including overseas units), which would help facilitate continuity of critical businesses in the event of a disaster. These plans are tested periodically under live or simulated scenarios. These plans have been prepared in line with the guidelines issued by the Reserve Bank of India as well as those of foreign territories where the Bank has a presence and have been approved by our board of directors.

Competition

We face competition in all our principal areas of business from Indian and foreign commercial banks, housing finance companies, mutual funds and investment banks. ICICI Bank is the largest private sector bank in India and the second largest bank among all banks in the country, in terms of total assets, with total assets (standalone) of Rs. 3,998.0 billion (US\$ 99.9 billion) at year-end fiscal 2008. We seek to gain competitive advantage over our competitors by offering innovative products and services, use of technology, building customer relationships and developing a 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 banking products and services for retail customers

In the retail markets, competition is primarily from Indian commercial banks and housing finance companies. Foreign banks have product and delivery capabilities but are likely to focus on limited customer segments and

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geographical locations since they have a smaller branch network than Indian commercial banks. Foreign banks in aggregate had only 260 branches in India at the end of March 2008. Indian commercial banks have wide distribution networks but several of them have relatively less strong technology and marketing capabilities. We seek to compete in this market through a full product portfolio, effective distribution channels, which include agents, robust credit processes and collection mechanisms, experienced professionals and superior technology.

Commercial banks attract the majority of retail bank deposits, historically the preferred retail savings product in India. We have sought to capitalize on our corporate relationships to gain individual customer accounts through payroll management products and will continue to pursue a multi-channel distribution strategy utilizing physical branches, ATMs, telephone banking call centers and the Internet to reach customers. Further, following a strategy focused on customer profiles and product segmentation, we offer differentiated liability products to customers of various ages and income profiles. Mutual funds are another source of competition to us. Mutual funds offer tax advantages and have the capacity to earn competitive returns and hence present a competitive alternative to bank deposits.

Commercial banking products and services for corporate customers

In products and services for corporate customers, we face strong competition primarily from public sector banks, foreign banks and certain private sector banks. Our principal competition in working capital products and services comes from public sector banks, which have built extensive branch networks that have enabled them to raise low-cost deposits and, as a result, price their loans and fee-based services very competitively. Their wide geographical reach facilitates the delivery of banking products to their corporate customers located in most parts of the country. We have been able, however, to compete effectively because of our efficient service and prompt turnaround times. We seek to compete with the large branch networks of the public sector banks through our multi-channel distribution approach and technology-driven delivery capabilities.

Traditionally, foreign banks have been active in providing trade finance, fee-based services and other short-term financing products to top tier Indian corporations. We effectively compete with foreign banks in cross-border trade finance as a result of our wider geographical reach relative to foreign banks and our customized trade financing solutions. We have established strong fee-based cash management services and compete with foreign banks due to our technological edge. We compete with foreign banks in our foreign currency lending and syndication business. Foreign banks have an advantage due to their larger balance sheets and global presence. We seek to compete with them by leveraging our strong corporate relationships and understanding of Indian credit.

Other new private sector banks also compete in the corporate banking market on the basis of efficiency, service delivery and technology. However, we believe our size, capital base, strong corporate relationships, wider geographical reach and ability to use technology to provide innovative, value-added products and services provide us with a competitive edge.

In project finance, ICICI's primary competitors were established long-term lending institutions. In recent years, Indian and foreign commercial banks have sought to expand their presence in this market. We believe that we have a competitive advantage due to our strong market reputation and expertise in risk evaluation and mitigation. We believe that our in-depth sector specific knowledge and capabilities in understanding risks, policy related issues as well as our advisory, structuring and syndication has allowed us to gain credibility with project sponsors, overseas lenders and policy makers.

Commercial banking products and services for international customers

Our international strategy has generally focused on India-linked opportunities. 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 like remittance services. We are seeking to position ourselves as an Indian bank offering globally-benchmarked products and services 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 strong relationships with Indian corporates in our international business.

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Commercial banking products and services for agriculture 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-bank finance companies also provide products and services in rural India. We seek to compete in this business based on our comprehensive product strategy and multiple channels.

Insurance and asset management

Our insurance and asset management joint ventures face competition from existing dominant public sector players as well as new private sector players. We believe that the key competitive strength of our insurance joint ventures is the combination of our experience in the Indian financial services industry with the global experience and skills of our joint venture partners. We believe that ICICI Prudential Life Insurance, ICICI Lombard General Insurance and ICICI Prudential Asset Management have built strong product, distribution and risk management capabilities, achieving market leadership positions in their respective businesses. According to data published by the Insurance Regulatory and Development Authority of India, ICICI Prudential Life Insurance had a retail market share of 25.2% in new business written (on weighted received premium basis) by private sector life insurance companies during fiscal 2008. ICICI Lombard General Insurance had a market share of 29.8% in gross written premium among the private sector general insurance companies during fiscal 2008. According to data published by the Association of Mutual Funds in India, ICICI Prudential Asset Management Company was among the two largest mutual funds in India in terms of average funds under management for March 2008 with a market share of 10.2%.

Employees

At year-end fiscal 2008, we had 84,314 employees, compared to 61,697 employees at year-end fiscal 2007 and 41,871 employees at year-end fiscal 2006. Of these, 40,686 employees were employed by ICICI Bank, an increase from 33,321 at year-end fiscal 2007 and 25,384 at year-end fiscal 2006. Of our 84,314 employees at year-end fiscal 2008, approximately 33,988 were professionally qualified, holding degrees in management, accountancy, engineering, law, computer science, economics or banking. Management believes that it has good relationships with its employees.

We dedicate a significant amount of senior management time to ensuring that employees remain highly motivated and perceive the organization as a place where opportunities abound, innovation is fuelled, teamwork is valued and success is rewarded. Employee compensation is clearly tied to performance and we encourage the involvement of our employees in our overall performance and profitability through profit sharing incentive schemes based on our financial results. A performance appraisal system has been implemented to assist management in career development and succession planning.

ICICI Bank has an employee stock option scheme to encourage and retain high performing employees. Pursuant to the employee stock option scheme as amended by the Scheme of Amalgamation and further amended in September 2004, upto 5.0% of the aggregate of our issued equity shares at the time of grant of the stock options can be allocated under the employee stock option scheme. The stock option entitles eligible employees to apply for equity shares. The grant of stock options is approved by ICICI Bank's board of directors on the recommendations of the Board Governance and Remuneration Committee. The eligibility of each employee is determined based on an evaluation of the employee including employee's work performance, technical knowledge and leadership qualities. See also "Management — Compensation and Benefits to Directors and Officers — 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.

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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. The provident fund, to which both ICICI Bank and its employees contribute a defined amount, is a savings scheme, required by government regulation, under which ICICI Bank at present is required to pay to employees a minimum annual return as specified from time to time which is currently 8.5%. If such return is not generated internally by the fund, ICICI Bank is liable for the difference. ICICI Bank's provident fund has generated sufficient funds internally to meet the minimum annual return requirement since inception of the funds. ICICI Bank has also set up a superannuation fund to which it contributes defined amounts. The employees have been given an option to opt out of the superannuation fund and in such cases the defined amounts are paid as part of monthly salary. In addition, ICICI Bank contributes specified amounts to a gratuity fund set up pursuant to Indian statutory requirements.

The following table sets forth, at the dates indicated, the number of employees in ICICI Bank and its consolidated subsidiaries and other consolidated entities.

	2006		At March 31, 2007		2008	
	Number	% to total	Number	% to total	Number	% to total
ICICI Bank Limited	25,384	60.6%	33,321	54.0%	40,686	48.3%
ICICI Prudential Life Insurance Company Limited	7,704	18.4	16,317	26.4	28,966	34.4
ICICI Lombard General Insurance Company Limited	2,283	5.5	4,770	7.7	5,570	6.6
ICICI Home Finance Company Limited	5,605	13.4	6,149	10.0	4,818	5.7
ICICI Prudential Asset Management Company Limited	316	0.8	401	0.7	699	0.8
ICICI Securities Limited	188	0.4	214	0.3	2,719	3.2
ICICI Securities Primary Dealership Limited	-	-	-	-	69	0.1
Others	391	0.9	525	0.9	787	0.9
Total number of employees	41,871	100.0%	61,697	100.0%	84,314	100.0%

In addition to above, ICICI Bank has employed sales executives on renewal service contracts. At year-end fiscal 2008, we had 21,456 such employees, compared to 9,546 employees at year-end fiscal 2007 and 6,929 employees at year-end fiscal 2006.

Properties

Our registered office is located at Landmark, Race Course Circle, Vadodara 390 007, Gujarat, India. Our corporate headquarters is located at ICICI Bank Towers, Bandra-Kurla Complex, Mumbai 400 051, Maharashtra, India.

ICICI Bank had a principal network consisting of 1,255 branches, 7 extension counters and 3,881 ATMs at year-end fiscal 2008. As of August 31, 2008 we had a network of 1,396 branches. These facilities are located throughout India. 132 of these facilities are located on properties owned by us, while the remaining facilities are located on leased properties. In addition to the branches, extension counters and ATMs, ICICI Bank has 22 controlling/administrative offices including the registered office at Vadodara and the corporate headquarters at Mumbai, 48 regional processing centers in various cities and one central processing center at Mumbai. The Bank has a branch each in Bahrain, Dubai, Hong Kong, Qatar, Singapore, Sri Lanka and the United States and one representative office each in Bangladesh,

China, Indonesia, Malaysia, South Africa, Thailand and the United Arab Emirates. ICICI Bank also provides residential and holiday home facilities to employees at subsidized rates. ICICI Bank has 793 apartments for its employees.

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Legal and Regulatory Proceedings

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. However, excluding the legal proceedings discussed below, we are not a party to any proceedings and no proceedings are known by us to be contemplated by governmental authorities or third parties, which, if adversely determined, may have a material adverse effect on our financial condition or results of operations.

See also “Risk Factors – Risks Relating to Our Business – We are subject to legal and regulatory risk which may adversely affect our business and the price of our equity shares and ADSs.”, “– We have experienced rapid international growth in the last three years which has increased the complexity of the risks that we face,” “– There is operational risk associated with our industry which, when realized, may have an adverse impact on our business”.

At year-end fiscal 2008, we had been assessed an aggregate of Rs. 40.8 billion (US\$ 1.0 billion) in excess of the provision made in our accounts, in income tax, interest tax, wealth tax, service tax and sales tax demands for past years by the government of India’s tax authorities. We have appealed each of these tax demands. Based on consultation with counsel and favorable decisions in our own or other cases as set out below, management believes that the tax authorities are not likely to be able to substantiate their income tax, interest tax, wealth tax, service tax and sales tax assessment and accordingly we have not provided for these tax demands at year-end fiscal 2008.

- We have received favorable decisions from the appellate authorities with respect to Rs. 721 million (US\$ 18 million) of the assessment. The income tax authorities have appealed these decisions to higher appellate authorities and the appeals are pending adjudication.
- In our appeal of the assessment of sales tax aggregating to Rs. 517 million (US\$ 13 million), we are relying on a favorable decision of the Supreme Court of India in respect of a writ petition filed by us and facts of the case.
- In our appeal of the assessments of income tax, interest tax and wealth tax aggregating to Rs.39.6 billion (US\$ 990 million), we are relying on favorable precedent decisions of the appellate court and expert opinions.

Of the Rs. 40.8 billion (US\$ 1.0 billion), Rs. 11.1 billion (US\$ 277 million) relates to the disallowance of depreciation claim on leased assets. This is an industry-wide issue involving multiple litigations across the country. In respect of depreciation claimed by us for fiscal 1993 on two sale and lease back transactions, the Income Tax Appellate Tribunal, Mumbai held in August 2003 that these transactions were tax planning tools and no depreciation was allowable. As the Income Tax Appellate Tribunal’s decision is based on the facts of two specific transactions, we believe that the Income Tax Appellate Tribunal’s decision will not have an adverse tax impact on other sale and lease back transactions entered into by us. The tax impact of this decision is Rs. 189 million (US\$ 5 million). After the Tribunal decision, the Supreme Court has held in another matter not involving us, that tax planning is valid if within the four corners of the law. Following the decision of Supreme Court, two High Courts have held that depreciation should be allowed to the lessor on sale and lease back transactions. We have filed an appeal before the High Court against the adverse Tribunal judgment which has been admitted. Moreover, the lease agreements provide for variation in the lease rental to offset any loss of depreciation benefit to us. In a subsequent judgment in a matter involving us, the Income Tax Appellate Tribunal, Mumbai has held that the lease transactions are genuine and the lessor cannot be denied depreciation merely on suspicion or conjunctures and has allowed depreciation on all finance leases including sale and lease back transactions.

Of the balance, Rs. 14.2 billion (US\$ 355 million) relates to bad debts written off. Bad debts written off as irrecoverable by the Bank have been disallowed by the tax authorities on the ground that we have not established that the debts written off during the year are irrecoverable. We have filed appeals which are pending adjudication. However, in recent judgments for fiscal 2000, 2001 and 2002, the appellate authorities have allowed the claim of bad debts on the ground that after the amendment to Section 36(1) (vii) of the Income Tax Act, 1961 with effect

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from April 1, 1989, it is not obligatory on the part of the assessee to prove that the debts written-off are bad and it shall suffice if the assessee writes off its bad debts as irrecoverable in the accounts during the said year.

Accordingly, we have not provided for this tax demand but have disclosed it as a contingent liability in the financial statements.

At September 25, 2008, there were 36 litigations (each involving a claim of Rs. 10 million (US\$ 249,875) and more against us, in the aggregate amount of approximately Rs. 90.0 billion (US\$ 2.2 billion) (to the extent quantifiable and including amounts claimed jointly and severally from ICICI Bank and other parties). At September 25, 2008, twenty seven litigations were pending against our directors in an aggregate amount of approximately Rs.35 million (US\$ 874,562) (to the extent quantifiable). There were four litigations where amounts claimed from us are Rs. 1.0 billion (US\$ 25 million) or higher:

- We filed a recovery application against Mardia Chemicals Limited and its guarantors before the Debt Recovery Tribunal, Mumbai for recovery of Rs. 1.4 billion (US\$ 35 million). In response, Mardia Chemicals Limited filed a counterclaim of Rs. 56.3 billion (US\$ 1.4 billion) against us. We have filed an affidavit in this matter for rejection of the counterclaim. Meanwhile, Mardia Chemicals Limited was ordered to be liquidated. We have filed a motion for dismissal of the counterclaim pursuant to an order of the City Civil Court, Ahmedabad rejecting a suit filed by Mardia Chemicals against the directors of ICICI Bank arising out of the same cause of action. This motion is now fixed for hearing on October 07, 2008.
- The promoters of Mardia Chemicals Limited, in their capacity as guarantors, filed a suit against us before the City Civil Court at Ahmedabad, for damages amounting to Rs. 20.8 billion (US\$ 520 million). We filed applications for dismissal of the suit and have submitted that the suit should be tried before the Debt Recovery Tribunal. The Court by its order dated January 10, 2008, directed the guarantors of Mardia Chemicals Limited to approach the Debt Recovery Tribunal, Mumbai following which the promoters of Mardia Chemicals Limited have filed an appeal before the High Court of Gujarat at Ahmedabad which will come up for hearing shortly.
- In 2002, we filed a suit before the Debt Recovery Tribunal, Ahmedabad against Gujarat Telephone Cables Limited for recovery of term loans, debentures and working capital finance provided by us. We sold our exposure to Asset Reconstruction Company (India) Limited in 2004. The borrower has filed a suit in the Civil Court claiming damages of Rs. 10.0 billion (US\$ 250 million) jointly and severally from State Bank of India, Bank of Baroda, United Western Bank, Axis Bank, Bank of India, Asset Reconstruction Company (India) Limited and us. We have filed an application for rejection of the plaint, to which Gujarat Telephone Cables Limited has filed its reply. ICICI Bank has filed its rejoinder and the matter is coming up for hearing on October 15, 2008.
- In 1999, ICICI filed a suit in the Debt Recovery Tribunal, Delhi against Esslon Synthetics Limited and its Managing Director (in his capacity as guarantor) for recovery of amounts totaling Rs. 169 million (US\$ 4 million) due from Esslon Synthetics. In May 2001, the guarantor filed a counter-claim for an amount of Rs. 1.0 billion (US\$ 25 million) against ICICI and other lenders who had extended financial assistance to Esslon Synthetics on the grounds that he had been coerced by officers of the lenders into signing an agreement between LML Limited, Esslon Synthetics and the lenders on account of which he suffered, among other things, loss of business. Esslon Synthetics Limited has filed an application to amend the counterclaim in January 2004. ICICI Bank has filed its reply to the application for amendment. The application has been partly heard and is listed for further arguments on November 5, 2008.

Management believes, based on consultation with counsel, that the legal proceedings instituted by each of Mardia Chemicals Limited, Guarantors of Mardia Chemicals, Gujarat Telephone Cables Limited and Esslon Synthetics Limited against us 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 with the legal counsel, management also believes that the outcome of such other matters will also not have a material adverse effect on our financial position, results of operations and cash flows.

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The Securities and Futures Commission of Hong Kong had filed charges against us for carrying on the business of dealing in securities in Hong Kong between June 15, 2004 and March 8, 2006, without having a license to do so. We accepted the charges without contesting and had submitted our mitigation statement to the Court. The Eastern Magistrate's Court, Hong Kong, consequently fined ICICI Bank a sum of HKD 40,000 and ordered ICICI Bank to further reimburse prosecution costs of HKD 54,860 to the Securities and Futures Commission of Hong Kong. The contravention was limited to a small segment of the branch's business in Hong Kong and has not resulted in any loss either to ICICI Bank's customers or to ICICI Bank. ICICI Bank has, based on the findings of an internal review conducted upon the discovery of this incident in April 2006, taken appropriate staff accountability actions against the relevant staff whose conduct resulted in the contravention. ICICI Bank has since implemented significant measures to strengthen the compliance, monitoring and control functions at the Hong Kong Branch which included bringing in a new management team.

In addition, we have experienced rapid international expansion into banking in multiple jurisdictions which exposes us to a new variety of regulatory and business challenges and risks, including cross-cultural risk, and which increased the complexity of our risks in a number of areas including currency risks, interest rate risks, compliance risk, regulatory risk, reputational risk and operational risk. As a result of this rapid growth and increased complexity, we or our employees may be subject to regulatory investigations or enforcement proceedings in multiple jurisdictions in a variety of contexts. Despite our best efforts at regulatory compliance and internal controls, we, or our employees, may from time to time, and as is common in the financial services industry, be the subject of confidential examinations or investigations that might, or might not, lead to proceedings against us or our employees. In any such situation, it would be our policy to conduct an internal investigation, cooperate with the regulatory authorities and, where appropriate suspend or discipline employees including termination of their services.

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 cooperate with any such regulatory investigation or proceeding.

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SELECTED CONSOLIDATED FINANCIAL AND OPERATING DATA

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, we file annual reports on Form 20-F which must include financial statements prepared under generally accepted accounting principles in the United States (US GAAP) or financial statements prepared according to a comprehensive body of accounting principles with a reconciliation of net income and stockholders' equity to US 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. Accordingly, our annual reports on Form 20-F for fiscal years 2000 through 2005 have included US GAAP financial statements. However, pursuant to a significant expansion of Indian accounting standards, Indian GAAP has subsequently been considered to constitute a comprehensive body of accounting principles. Accordingly, beginning fiscal 2006, we have included in our annual report on Form 20-F, consolidated financial statements prepared according to Indian GAAP, which varies in certain respects from US GAAP. The following discussion is based on our audited consolidated financial statements and accompanying notes prepared in accordance with Indian GAAP. For a reconciliation of net income and stockholders' equity to US GAAP, a description of significant differences between Indian GAAP and US GAAP and certain additional information required under US GAAP, see notes 22 to our consolidated financial statements included in this annual report. For selected financial data in accordance with US GAAP see "Selected Financial Data in accordance with US GAAP."

The following tables set forth our summary financial and operating data on a consolidated basis. The summary data for fiscal 2004 through fiscal 2008 have been derived from our consolidated financial statements. Certain reclassifications have been made in the financial statements for prior years to conform to classifications used in the current year. These changes have no impact on previously reported results of operations or stockholders' equity. The accounting and reporting policies used in the preparation of our financial statements reflect general industry practices and conform with Indian GAAP, including the Accounting Standards issued by the Institute of Chartered Accountants of India and guidelines issued by the Reserve Bank of India, the Insurance Regulatory and Development Authority and the National Housing Bank as applicable to ICICI Bank and specific subsidiaries and joint ventures.

The consolidated financial statements for fiscal 2004, 2005 and 2006 were audited by S.R. Batliboi & Co., Chartered Accountants, and for fiscal 2007 and 2008 by BSR & Co. Chartered Accountants, under auditing standards issued by the Institute of Chartered Accountants of India. The consolidated financial statements for fiscal 2006, 2007 and 2008 have also been audited by KPMG, an independent registered public accounting firm in India, in accordance with the auditing standards of the United States Public Company Accounting Oversight Board. Our Indian GAAP financial statements along with the reconciliation of net profit and stockholders' equity to US GAAP, including the notes to these financial statements, audited by KPMG are set forth at the end of this annual report.

Our annual report prepared and distributed to our shareholders under Indian law and regulations include consolidated along with unconsolidated Indian GAAP financial statements and analysis of our results of operations and financial condition based on unconsolidated Indian GAAP financial statements.

You should read the following data with the more detailed information contained in "Operating and Financial Review and Prospects" and our consolidated financial statements. Historical results do not necessarily predict our results in the future.

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Operating Results Data

The following table sets forth, for the periods indicated, our operating results data.

	2004		2005		Year ended March 31, 2006		2007		2008		2008(1)	
	(in millions, except per common share data)											
Selected income statement data:												
Interest income(2) (3) (4)	Rs.	95,506	Rs.	99,264	Rs.	143,335	Rs.	240,026	Rs.	340,950	US\$	8,519
Interest expense		(71,677)		(68,044)		(101,015)		(176,757)		(257,670)		(6,439)
Net interest income		23,829		31,220		42,320		63,269		83,280		2,080
Non-interest income(4)		42,841		65,295		102,820		173,612		259,581		6,486
Total income		66,670		96,515		145,140		236,881		342,861		8,566
Non-interest expenses:												
Operating expenses (5)		(24,149)		(32,776)		(47,626)		(79,289)		(110,070)		(2,750)
Direct marketing agency expenses		(6,154)		(8,755)		(11,911)		(15,602)		(15,750)		(394)
Depreciation on leased assets		(2,805)		(2,975)		(2,771)		(1,883)		(1,821)		(45)
Expenses pertaining to insurance business(6)		(9,200)		(26,361)		(43,389)		(83,358)		(142,793)		(3,568)
Total non-interest expenses		(42,308)		(70,867)		(105,697)		(180,132)		(270,434)		(6,757)
Operating profit before provisions		24,362		25,648		39,443		56,749		72,427		1,809
Provisions and contingencies		(5,168)		(1,864)		(8,455)		(22,774)		(30,178)		(754)
Profit before tax		19,194		23,784		30,988		33,975		42,249		1,055
Provision for tax		(3,398)		(5,684)		(6,998)		(7,641)		(11,097)		(277)
Profit after tax		15,796		18,100		23,990		26,334		31,152		778
Minority interest		8		423		211		1,272		2,830		71
Net profit		15,804		18,523		24,201		27,606		33,982		849
Per common share:												
Earnings per share-basic(7)	Rs.	25.73	Rs.	25.45	Rs.	30.96	Rs.	30.92	Rs.	32.19	US\$	0.80
Earnings per share-diluted(8)		25.52		25.25		30.64		30.75		32.00		0.80
Dividends per share(9)		7.50		8.50		8.50		10.00		11.00		0.27
Book value		115.16		162.63		242.75		256.72		385.73		9.64
Equity shares outstanding at the end of the period (in millions of equity shares)		616		737		890		899		1,113		
Weighted average equity shares outstanding - basic (in millions of equity shares)		614		728		782		893		1,056		
Weighted average equity shares outstanding – diluted (in millions of equity shares)		619		734		790		898		1,062		

(1) Rupee amounts for fiscal 2008 have been translated into US dollars using the noon buying rate of Rs. 40.02 = US\$ 1.00 in effect on March 31, 2008.

- (2) Interest income includes interest on rupee and foreign currency loans and advances (including bills) and hire purchase receivables and gains on sell-down of loans. Commission paid to direct marketing agents / dealers for origination of retail automobile loans which was being reduced from "Interest Income" up to fiscal 2006 has been reclassified to "Direct marketing agency expenses". This reclassification also impacts the reported net interest income, net interest margin and spread. Prior period figures have been reclassified to conform to the current classification.
- (3) Interest income includes gains on the sell-down of loans. In February 2006, the Reserve Bank of India issued guidelines on accounting for securitization of standard assets. In accordance with these guidelines, with effect from February 1, 2006, we account for any loss arising on securitization immediately at the time of sale and the profit/premium arising on account of securitization is amortized over the life of the asset. Prior to February 1, 2006, profit arising on account of securitization was recorded at the time of sale.
- (4) As per general clarification from the Reserve Bank of India dated July 11, 2007 on circular DBOD.BP.BC.87/21.04.141/2006-07 dated April 20, 2007, we have deducted from interest income on investments the amortization of premium on government securities, which was earlier included in "Profit/(Loss) on revaluation of investments (net)" in "Non-interest income". This reclassification also impacts the reported net interest income, net interest margin and spread. Prior period figures have been reclassified to conform to the current classification.
- (5) Operating expenses for fiscal years 2004 to 2008 include Rs. 384 million (US\$ 10 million) in each year on account of amortization of expenses related to our early retirement option scheme over a period of five years as approved by the Reserve Bank of India.
- (6) The amount of premium ceded on re-insurance has been reclassified from expenses pertaining to insurance business and netted off from non-interest income.
- (7) Represents net profit/ (loss) before dilutive impact.
- (8) Represents net profit/ (loss) adjusted for full dilution. Options to purchase 1,098,225; 5,000; 123,500 and 40,000 equity shares granted to employees at a weighted average exercise price of Rs. 266.6, Rs. 569.6, Rs. 849.2 and Rs. 1,135.3 were outstanding in fiscal 2004, 2006, 2007 and 2008 respectively, but were not included in the computation of diluted earnings per share because the exercise price of the options was greater than the average market price of the equity shares during the period.
- (9) In India, dividends for a fiscal year are normally declared and paid in the following year. We declared a dividend of Rs. 7.50 per equity share for fiscal 2004, which was paid out in fiscal 2005. We declared a dividend of Rs. 8.50 per equity share for each of fiscal years 2005 and 2006, which were paid out in fiscal 2006 and fiscal 2007 respectively. For fiscal 2007, we declared dividend of Rs. 10.00 per equity share, which was paid out in fiscal 2008. We declared a dividend of Rs. 11.00 (US\$ 0.27) per equity share for fiscal 2008 which was paid out in fiscal 2009. The dividend per equity share shown above is based on the total amount of dividends declared for the year, exclusive of dividend tax.

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The following table sets forth, for the periods indicated, selected income statement data expressed as a percentage of average total assets for the respective period.

	Year ended March 31,				
	2004	2005	2006	2007	2008
Selected income statement data:					
Interest income	8.13%	6.76%	6.61%	7.38%	7.82%
Interest expense	(6.10)	(4.63)	(4.66)	(5.44)	(5.91)
Net interest income	2.03	2.13	1.95	1.94	1.91
Non-interest income	3.65	4.44	4.75	5.34	5.95
Total income	5.68	6.57	6.70	7.28	7.86
Operating expenses	(2.06)	(2.24)	(2.20)	(2.44)	(2.53)
Direct marketing agency expenses	(0.52)	(0.60)	(0.56)	(0.48)	(0.36)
Depreciation on leased assets	(0.24)	(0.20)	(0.13)	(0.06)	(0.04)
Expenses pertaining to insurance business	(0.78)	(1.79)	(2.00)	(2.56)	(3.27)
Non-interest expenses	(3.60)	(4.83)	(4.89)	(5.54)	(6.20)
Operating profit before provisions	2.08	1.74	1.81	1.74	1.66
Provisions and contingencies	(0.44)	(0.13)	(0.39)	(0.70)	(0.69)
Profit before tax	1.64	1.61	1.42	1.04	0.97
Provision for tax	(0.29)	(0.39)	(0.32)	(0.24)	(0.25)
Profit after tax	1.35	1.22	1.10	0.80	0.72
Minority interest	0.00	0.03	0.01	0.04	0.06
Net profit	1.35%	1.25%	1.11%	0.84%	0.78%

	At or for the year ended March 31,					
	2004	2005	2006	2007	2008	2008(1)
(in millions, except percentages)						
Selected balance sheet data:						
Total assets	Rs. 1,307,476	Rs. 1,784,337	Rs. 2,772,296	Rs. 3,943,347	Rs. 4,856,166	US\$ 121,343
Investments	462,675	546,516	840,139	1,206,167	1,600,468	39,992
Advances, net	649,479	964,100	1,562,603	2,113,994	2,514,017	62,819
Non-performing customer assets						
(gross)(2)	40,821	34,973	23,086	42,557	77,963	1,948
Total liabilities	1,226,417	1,658,095	2,546,378	3,700,197	4,405,444	110,081
Deposits	680,787	1,011,086	1,724,510	2,486,136	2,769,832	69,211
Borrowings	349,581	383,690	450,000	616,595	845,661	21,131
Preference share capital	3,500	3,500	3,500	3,500	3,500	87
Equity share capital	6,164	7,368	8,898	8,993	11,127	278
Reserves and surplus	71,395	115,374	213,520	230,657	436,095	10,897
Period average(3)						

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Total assets	1,174,541	1,469,378	2,166,897	3,250,679	4,361,168	108,975
Interest-earning assets	985,744	1,217,707	1,806,601	2,728,531	3,627,575	90,644
Advances, net	577,138	763,729	1,200,315	1,763,886	2,284,649	57,088
Total liabilities(4)	1,097,546	1,355,468	2,001,177	3,015,189	3,990,867	99,722
Interest-bearing liabilities	1,012,604	1,221,302	1,795,244	2,707,456	3,503,057	87,533
Borrowings	448,092	452,777	540,465	692,462	964,858	24,109
Stockholders' equity	73,495	110,410	162,220	231,990	366,802	9,615
Profitability:						
Net profit as a percentage of:						
Average total assets	1.35%	1.25%	1.11%	0.84%	0.78%	
Average stockholder's equity	21.50	16.78	14.92	11.90	9.26	
Dividend payout ratio(5)	34.85	33.97	31.33	32.91	36.13	
Spread (6)	2.61	2.58	2.31	2.27	2.04	
Net interest margin(7)	2.42	2.56	2.34	2.32	2.30	
Cost-to-income ratio(8)	37.80	35.04	33.45	33.74	32.27	
Cost-to-average assets ratio(9)	2.06	2.23	2.20	2.44	2.52	

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	At or for the year ended March 31,					
	2004	2005	2006	2007	2008	2008(1)
	(in millions, except percentages)					
Capital(10):						
Average stockholders' equity as a percentage of average total assets	6.26%	7.51%	7.49%	7.14%	8.41%	
Average stockholders' equity (including preference share capital) as a percentage of average total assets	6.56	7.75	7.65	7.24	8.49	
Asset quality:						
Net restructured assets as a percentage of net customer assets	9.00%	6.08%	3.28%	2.21%	1.77%	
Net non-performing assets as a percentage of net customer assets	2.78	1.95	0.67	0.92	1.36	
Provision on restructured assets as a percentage of gross restructured assets	12.15	4.56	4.16	3.14	3.25	
Provision on non-performing assets as a percentage of gross non-performing assets	49.81	42.58	53.19	52.28	53.91	
Provision as a percentage of gross customer assets(11)	5.25	2.11	1.31	1.71	2.20	

(1) Rupee amounts at March 31, 2008 have been translated into US dollars using the noon buying rate of Rs. 40.02 = US\$ 1.00 in effect at March 31, 2008.

(2) Includes suspended interest and claims received from Export Credit Guarantee Corporation of India/Deposit Insurance Credit Guarantee Corporation on working capital loans.

(3) For fiscal years 2004 through 2008, the average balances are the average of quarterly balances outstanding at the end of March of the previous fiscal year and the end of June, September, December and March of that fiscal year.

(4) Represents the average of the quarterly balance of total liabilities and minority interest.

(5) Represents the ratio of total dividends paid on equity share capital, exclusive of dividend distribution tax, as a percentage of net income.

(6) Represents the difference between yield on average interest-earning assets and cost of average interest-bearing liabilities. Yield on average interest-earning assets is the ratio of interest income to average interest-earning assets. Cost of average interest-bearing liabilities is the ratio of interest expense to average interest-bearing liabilities.

(7) Represents 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 the 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 spread, and if average interest-bearing liabilities exceed average interest-earning assets, net interest margin is less than spread.

(8)

Represents the ratio of non-interest expense (excluding direct marketing agency expenses, lease depreciation and expenses pertaining to insurance business) to the sum of net interest income and non-interest income (net of lease depreciation).

- (9) Represents the ratio of non-interest expense (excluding direct marketing agency expenses, lease depreciation and expenses pertaining to insurance business) to average total assets.
- (10) ICICI Bank's capital adequacy is computed in accordance with the Basel II norms stipulated by the Reserve Bank of India and is based on unconsolidated financial statements prepared in accordance with Indian GAAP. At March 31, 2008, ICICI Bank's total capital adequacy ratio was 13.97% with a Tier I capital adequacy ratio of 11.76% and a Tier II capital adequacy ratio of 2.20%.
- (11) Includes general provision on standard assets.

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Selected Financial Data in accordance with US GAAP

The following table sets forth, certain selected financial data under generally accepted accounting principles adopted in the United States.

	At or for the year ended March 31,					
	2004	2005	2006	2007	2008	2008(1)
	(in millions)					
Net income/(loss)	Rs. 5,219	Rs. 8,530	Rs. 20,040	Rs. 31,271	Rs. 33,111	US\$ 827
Total assets	1,409,131	1,863,447	2,817,328	3,995,402	4,993,632	124,778
Stockholders' equity	94,525	127,996	218,647	240,980	464,755	11,613
Other comprehensive income/(loss)	4,741	3,289	522	(3,241)	(4,611)	(115)
Per equity share						
Net income/(loss) from continuing operation-basic(2)	8.50	11.72	25.64	35.02	31.37	0.78
Net income/(loss) from continuing operation-diluted(3)	8.43	11.60	25.34	34.79	30.87	0.77
Dividend(4)	Rs. 7.50	Rs. 7.50	Rs. 8.50	Rs. 8.50	Rs. 10.00	US\$ 0.25

(1) Rupee amounts for fiscal 2008 have been translated into US dollars using the noon buying rate of Rs. 40.02 = US\$ 1.00 in effect on March 31, 2008.

(2) Represents net income/ (loss) before dilutive impact.

(3) Represents net profit/ (loss) adjusted for full dilution. Options to purchase 1,098,225; 5,000; 123,500 and 40,000 equity shares granted to employees at a weighted average exercise price of Rs. 266.6, Rs. 569.6, Rs. 849.2 and Rs. 1,135.3 were outstanding in fiscal 2004, 2006, 2007 and 2008 respectively, but were not included in the computation of diluted earnings per share because the exercise price of the options was greater than the average market price of the equity shares during the period.

(4) In India, dividends for a fiscal year are normally declared and paid in the following year. We declared a dividend of Rs. 7.50 per equity share for fiscal 2004, which was paid out in fiscal 2005. We declared a dividend of Rs. 8.50 per equity share for each of fiscal years 2005 and 2006, which were paid out in fiscal 2006 and fiscal 2007 respectively. For fiscal 2007, we declared dividend of Rs. 10.00 per equity share, which was paid out in fiscal 2008. We have declared a dividend of Rs. 11.00 (US\$ 0.27) per equity share for fiscal 2008 which was paid out in fiscal 2009. The dividend per equity share shown above is based on the total amount of dividends paid out on equity shares during the year, exclusive of dividend tax. This was different from the dividend declared for the year. In US\$, the dividend paid was US\$ 0.25 per equity share for fiscal 2008.

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OPERATING AND FINANCIAL REVIEW AND PROSPECTS

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 US GAAP. For a reconciliation of net income and stockholders' equity to US GAAP, a description of significant differences between Indian GAAP and US GAAP and certain additional information required under US GAAP, see notes 22 to our consolidated financial statements included herein.

Introduction

Our loan portfolio, financial condition and results of operations have been and, in the future, are expected to be influenced by economic conditions in India, global developments such as commodities prices affecting the business activities of our corporate customers, conditions in global financial markets and economic conditions in the United States and other countries where we have a significant presence. For ease of understanding the following discussion of our results of operations, you should consider these macroeconomic factors, the description of certain major events affecting our results and financial condition and other key factors.

Indian Economy

India has had an average GDP growth rate of around 9.3% in fiscal years 2006, 2007 and 2008. GDP growth was 9.4% in fiscal 2006, 9.6% in fiscal 2007 and 9.0% in fiscal 2008. The continued momentum in growth has been primarily due to the sustained growth of the services and industrial sectors. The agricultural sector, which had registered growth of 6.0% in fiscal 2006, grew by 2.7% in fiscal 2007 and by 4.5% in fiscal 2008. The industrial sector grew by 8.0% in fiscal 2006 and 11.0% in fiscal 2007. During fiscal 2008 the industrial sector grew by 8.1%. The services sector grew by 10.3% in fiscal 2006 and 11.0% in fiscal 2007. The services sector registered growth of 10.7% during fiscal 2008. During the quarter ended June 30, 2008, the Indian economy registered growth of 7.9%, with the agricultural, industrial and service sectors growing by 3.0%, 5.2% and 10.2%, respectively.

Since fiscal 2006 there has been an increase in inflationary trends in India. The average annual rate of inflation measured by the Wholesale Price Index was 4.5% in fiscal 2006 and 5.4% in fiscal 2007. While the annual average rate of inflation in fiscal 2008 was 4.5%, inflation measured on a year-on-year basis was 7.7% at year-end fiscal 2008. Subsequent to fiscal 2008, inflation on a year-on-year basis has further increased to its current level of over 12.0%. The increase in inflation has primarily been due to the increase in prices of primary articles as well as the volatility in oil prices. See also "Risk Factors — Risks Relating to India — A significant increase in the price of crude oil could adversely affect the Indian economy, which could adversely affect our business". In its first quarter review of the annual policy statement for fiscal 2009 issued on July 29, 2008, the Reserve Bank of India forecast GDP growth for fiscal 2009 at around 8.0% and inflation at year-end fiscal 2009 at about 7.0%. The Reserve Bank of India's medium-term policy objective is to contain inflation to around 3.0% over the medium term.

During fiscal 2008, the Indian rupee appreciated by 7.1% against the US dollar. The rupee depreciated against the pound sterling, euro and the Japanese yen. The Indian rupee depreciated by 14.2% against the US dollar during fiscal 2009(through September 19, 2008), moving from Rs. 40.02 per US\$ 1.00 at year-end fiscal 2008 to Rs. 45.71 per US\$ 1.00 on September 19, 2008. The depreciation in the rupee was mainly driven by an increase in capital outflows following increased risk aversion in global markets, a generalized strengthening of the dollar and an expected deterioration in India's balance of payments due to increased oil prices. Foreign exchange reserves were approximately US\$ 295 billion at August 29, 2008.

The impact of these and other factors and the overall growth in industry, agriculture and services during fiscal 2009 will affect the performance of the banking sector as it will affect the level of credit disbursed by banks, and the overall growth prospects of our business, including our ability to grow, the quality of our assets, the value of our investment portfolio and our ability to implement our strategy.

Banking Sector

According to the Reserve Bank of India's data, total deposits of all scheduled commercial banks increased by 17.6% in fiscal 2006, 24.2% in fiscal 2007 and 22.9% in fiscal 2008. Bank credit of scheduled commercial banks grew by 30.8% in fiscal 2006, 27.6% in fiscal 2007 and 21.6% in fiscal 2008. Until fiscal 2005, there was a downward movement in interest rates, barring intra-year periods when interest rates were higher temporarily due to extraneous circumstances. This movement was principally due to the Reserve Bank of India's policy of assuring adequate liquidity in the banking system and generally lowering the rate at which it would lend to Indian banks to ensure that borrowers had access to funding at competitive rates. Banks generally followed the direction of interest rates set by the Reserve Bank of India and adjusted both their deposit rates and lending rates downwards until fiscal 2005. The inflationary trends since fiscal 2005 resulted in a change in the monetary policy stance. In response to continued inflationary pressures in the economy, the Reserve Bank of India increased the cash reserve ratio by 400

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basis points, from 5.0% to 9.0%, between December 2006 and August 2008. The Reserve Bank of India increased the repo rate (i.e., the annualized interest paid by the borrower in a repurchase transaction between a bank and the Reserve Bank of India) by 175 basis points from 7.25% to 9.0% between December 2006 and August 2008. During the same period, the reverse repo rate was kept unchanged at 6.0%. As a result of the increases in rates, banks have also raised their deposit and lending rates. The following table sets forth the bank rate, the repo rate and the reverse repo rate for the last six fiscal years.

As of fiscal year-end	Bank rate	Repo rate	Reverse repo rate
2004	6.00	6.00	4.50
2005	6.00	6.00	4.75
2006	6.00	6.50	5.50
2007	6.00	7.50	6.00
2008	6.00	7.75	6.00
2009 (through September 10, 2008)	6.00	9.00	6.00

Source: Reserve Bank of India: Handbook of Statistics on Indian Economy, 2007, Annual Report 2006-2007 and Weekly Statistical Supplements, Annual Policy Statement 2008-09 and First Quarter Review of the Annual Policy Statement for 2008-09.

The Reserve Bank of India has also instituted several prudential measures to moderate credit growth, including an increase in risk weights for capital adequacy computation and general provisioning for various asset classes as well as utilizing policy instruments like the cash reserve ratio. See also “Overview of the Indian Financial Sector – Credit Policy Measures”.

Since August 2007, the global financial system has experienced difficult credit and liquidity conditions and disruptions leading to less liquidity, greater volatility, lack of price transparency on inter-bank lending rates and a general widening of spreads. In the United States (where this particular crisis originated), the government has been forced to bail out leading financial institutions and others have sought additional capital. The downturn in the housing market in major economies such as the United States and the United Kingdom and difficulties in their financial systems may have an adverse impact on the growth of these economies and the global economy in general.

Major Events Affecting Results and Financial Condition

Since 2002, we have experienced major changes and developments in our business and strategy. An understanding of these events and developments is necessary for an understanding of the periods under review and the discussion and analysis which follows. These changes are reflected in our financial statements in connection with or since the amalgamation of ICICI into ICICI Bank. Consequent to the amalgamation, our businesses became subject to the various regulations applicable to banks, including the requirement to maintain the statutory liquidity ratio and the cash reserve ratio on the liabilities of ICICI, which primarily comprised wholesale borrowings. As the average yield on investments in government of India securities and cash balances maintained with the Reserve Bank of India is typically lower than the yield on other interest-earning securities, our net interest margin was adversely impacted. Subsequent to the amalgamation, the growth in our assets in India and the repayment of borrowings of ICICI was funded primarily by deposits. However, we had a high proportion of term deposits in our incremental deposit base, given our limited branch network and rapid growth. The proportion of low-cost current account and savings account deposits to our total deposits was 26% at year-end fiscal 2008 compared to around 35% for the banking system. While we are expanding our deposit base and changing the mix of our liabilities towards lower cost deposits, our net interest

margin has been and is expected to continue to be lower than other banks in India until we increase the proportion of retail deposits and low-cost deposits in our total deposits. The increase in investment in government securities has substantially increased our exposure to market risk. A rise in interest rates would cause the value of our fixed income portfolio to decline and adversely affect the income from our treasury operations. See also “Risk Factors – Risks Relating to Our Business – Our banking and trading activities are particularly vulnerable to interest rate risk and volatility 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.”

The second key change reflects the implementation of our strategy to grow our retail loan portfolio. The results of our implementation of this strategy can be seen in the rapid growth in the retail loan portfolio. Recently we have experienced rapid growth in the portfolio of non-collateralized retail loans, including unsecured personal loans. See

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also “Business — Loan Portfolio”. While the rate of growth of our retail loans has currently moderated due to the high base effect and the increase in interest rates and real estate prices, we see continued significant demand for retail loans in the long term.

Third, since the amalgamation, we have established operations outside India, with banking subsidiaries in the United Kingdom, Canada and Russia, and branches and representative offices in several countries. We offer retail banking products and services including remittance services across these markets, primarily to non-resident Indians. We deliver products and services to our corporate clients, including foreign currency financing for projects in India and cross-border acquisition financing, through these subsidiaries and branches. In Canada and the United Kingdom, we have also launched direct banking offerings using the Internet as the access channel. We have invested in the equity capital of our international banking subsidiaries to support their growth.

Fourth, since the amalgamation, our subsidiaries engaged in the insurance business, ICICI Prudential life Insurance Company Limited and ICICI Lombard General Insurance Company Limited, have experienced rapid growth in business. We have invested in the equity capital of our insurance subsidiaries to support their growth. Our life insurance subsidiary continues to report losses in its financial statements, which are reflected in our consolidated financial statements. See also “Business — Insurance”.

All of these changes or developments have had a major impact upon our results of operations and financial condition and are critical to an understanding of our discussion which follows.

Other key factors

Under Indian GAAP, we have not consolidated certain entities (primarily 3i Infotech Limited and Firstsource Solutions Limited) in which control is intended to be temporary. However under US GAAP, these entities have been accounted for in accordance with Opinion No. 18 of the Accounting Principles Board on “The Equity Method of Accounting for Investments on Common Stock”. Until March 31, 2006, these entities were consolidated in accordance with SFAS No. 94 on “Consolidation of majority owned subsidiaries” which requires consolidation of such entities. See also “Business — Subsidiaries and Joint Ventures.”

Under Indian GAAP, till fiscal 2004, ICICI Prudential Life Insurance Company Limited and ICICI Lombard General Insurance Company Limited have been accounted as joint ventures using the proportionate consolidation method as prescribed by Accounting Standard 27 on “Financial Reporting of Interests in Joint Ventures” issued by the Institute of Chartered Accountants of India. Therefore, our consolidated financial statements for fiscal years up to and including fiscal 2004 include a 74% share (i.e., ICICI Bank’s share in each of the two joint ventures) of each line item

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reflected in the financial statements of these two entities. From fiscal 2005 onwards, these two entities have been accounted for on the basis of principles set out in Accounting Standard 21 on “Consolidated Financial Statements” issued by the Institute of Chartered Accountants of India, as required by the revision in Accounting Standard 27. Therefore, from fiscal 2005 our consolidated financial statements include 100% of each line item reflected in the financial statements of these two entities with a separate disclosure for minority interest. Hence, the income statement and balance sheet for fiscal 2005, fiscal 2006, fiscal 2007 and fiscal 2008 are not comparable with the income statement and balance sheet for fiscal 2004 and prior years with respect to the incorporation of the income statement and balance sheet of our insurance subsidiaries in our financial statements.

Effect of Other Acquisitions

In fiscal 2004, we acquired 100.0% ownership interest in Transamerica Apple Distribution Finance Private Limited for a cash consideration of Rs. 757 million (US\$ 19 million). In fiscal 2006, we acquired 100.0% ownership interest in Investitsionno-Kreditny Bank, a Russian bank with total assets of approximately US\$ 4 million at year-end fiscal 2005. During fiscal 2006 we also acquired an additional stake of 6% in ICICI Prudential Asset Management Company Limited as well as ICICI Prudential Trust Limited. Subsequent to these acquisitions both companies have become our subsidiaries. During fiscal 2007, the board of directors of ICICI Bank Limited and the board of directors of the Sangli Bank Limited (“Sangli Bank”) at their respective meetings approved an all-stock amalgamation of Sangli Bank with ICICI Bank at a share exchange ratio of 100 shares of ICICI Bank for 925 shares of Sangli Bank. The shareholders of both banks approved the scheme in their extra-ordinary general meetings. The Reserve Bank of India has sanctioned the scheme of amalgamation with effect from April 19, 2007 under sub-section (4) of section 44A of the Banking Regulation Act, 1949. Sangli Bank was an old private sector Indian bank. At the year ended March 31, 2006, Sangli Bank had total assets of Rs. 21.5 billion (US\$ 537 million), deposits of Rs. 20.0 billion (US\$ 500 million), loans of Rs. 8.9 billion (US\$ 222 million) and capital adequacy of 1.6%. During fiscal 2006, it incurred a loss of Rs. 293 million (US\$ 7 million). The financial statements for fiscal 2008 include the results of the operations of Sangli Bank from April 19, 2007. The values of these transactions were not material to our overall operations.

Average Balance Sheet

The average balances for a fiscal year are the average of quarterly balances outstanding at the end of March of the previous fiscal year and June, September, December and March of that year. The yield on average interest-earning assets is the ratio of interest income to average interest-earning assets. The cost of average interest-bearing liabilities is the ratio of interest expense to average interest-bearing liabilities. The average balances of advances include non-performing advances and are net of allowance for loan losses. We have not recalculated tax-exempt income on a tax-equivalent basis because we believe that the effect of doing so would not be significant.

The following table sets forth, for the periods indicated, the average balances of the assets and liabilities outstanding, which are major components of interest income, interest expense and net interest income.

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	Year ended March 31,								
	2006			2007			2008		
	Average balance	Interest income/ expense	Average yield/cost	Average balance (in millions, except percentages)	Interest income/ expense	Average yield/cost	Average balance	Interest income/ expense	Average yield/cost
Assets:									
Advances:									
Rupee	Rs. 1,008,153	Rs. 95,541	9.48%	Rs. 1,462,683	Rs. 149,907	10.25%	Rs. 1,721,656	Rs. 202,245	
Foreign currency	192,162	10,817	5.63	301,203	19,794	6.57	562,993	38,439	
Total advances	1,200,315	106,358	8.86	1,763,886	169,701	9.62	2,284,649	240,684	
Investments:									
Rupee	474,395	30,531	6.44	654,517	50,569	7.73	820,752	77,657	
Foreign currency	39,499	2,054	5.20	131,569	7,905	6.01	203,710	11,388	
Total investments	513,894	32,585	6.34	786,086	58,474	7.44	1,024,462	89,045	
Balances with Reserve Bank of India and other banks:									
Rupee	48,713	1,478	3.03	86,333	3,049	3.53	190,357	693	
Foreign currency	43,679	1,956	4.48	92,226	5,989	6.49	128,107	8,055	
Total balances with Reserve Bank of India and other banks	92,392	3,434	3.72	178,559	9,038	5.06	318,464	8,748	
Other interest income		958			2,813			2,473	
Interest-earning assets:									
Rupee	1,531,261	128,508	8.39	2,203,533	206,338	9.36	2,732,765	283,068	
Foreign currency	275,340	14,827	5.38	524,998	33,688	6.42	894,810	57,882	
Total interest-earning assets	1,806,601	143,335	7.93	2,728,531	240,026	8.80	3,627,575	340,950	
Fixed assets	41,495			41,809			44,727		
Other assets	318,801			480,339			688,866		
Total non-earning assets	360,296			522,148			733,593		
Total assets	Rs. 2,166,897	Rs. 143,335		Rs. 3,250,679	Rs. 240,026		Rs. 4,361,168	Rs. 340,950	
	2006			Year ended March 31, 2007			2008		

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	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)									
Liabilities:									
Savings account deposits:									
Rupee	Rs. 157,037	Rs. 3,946	2.51%	Rs. 259,744	Rs. 6,760	2.60%	Rs. 346,323	Rs. 8,803	2.54%
Foreign currency	14,621	574	3.93	67,982	3,404	5.01	116,333	6,897	5.93
Total savings account deposits.	171,658	4,520	2.63	327,726	10,164	3.10	462,656	15,700	3.39
Time deposits:									
Rupee	846,963	51,345	6.06	1,333,395	104,385	7.83	1,627,756	158,760	9.75
Foreign currency	93,309	3,726	3.99	179,519	10,016	5.58	218,567	12,760	5.84

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	Year ended March 31,								
	2006			2007			2008		
	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)									
Total time deposits	940,272	55,071	5.86	1,512,914	114,401	7.56	1,846,323	171,520	9.28
Other demand deposits:									
Rupee	138,357			165,646			216,479		
Foreign currency	4,492			8,708			12,741		
Total other demand deposits	142,849			174,354			229,220		
Borrowings:									
Rupee	349,907	32,879	9.40	362,586	34,472	9.51	374,124	37,698	10.07
Foreign currency	190,558	8,545	4.48	329,876	17,720	5.37	590,734	32,752	5.54
Total borrowings	540,465	41,424	7.66	692,462	52,192	7.54	964,858	70,450	7.31
Interest-bearing liabilities:									
Rupee	1,492,264	88,170	5.91	2,121,371	145,617	6.86	2,564,682	205,261	8.01
Foreign currency	302,980	12,845	4.24	586,085	31,140	5.31	938,375	52,409	5.59
Total interest-bearing liabilities	1,795,244	101,015	5.63	2,707,456	176,757	6.53	3,503,057	257,670	7.35
Other liabilities	205,933			307,733			487,809		
Total liabilities	2,001,177	101,015		3,015,189	176,757		3,990,866	257,670	
Preference share capital	3,500			3,500			3,500		
Stockholders' equity	162,220			231,990			366,802		
Total liabilities and stockholders' equity	Rs. 2,166,897	Rs. 101,015		Rs. 3,250,679	Rs. 176,757		Rs. 4,361,168	Rs. 257,670	

Analysis of changes in interest income and interest expense 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.

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	Fiscal 2007 vs. Fiscal 2006 Increase (decrease) due to			Fiscal 2008 vs. Fiscal 2007 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 income:						
Advances:						
Rupee	Rs. 54,366	Rs. 46,584	Rs. 7,782	Rs. 52,338	Rs. 30,422	Rs. 21,916
Foreign currency	8,977	7,166	1,811	18,645	17,874	771
Total advances	63,343	53,750	9,593	70,983	48,296	22,687
Investments:						
Rupee	20,038	13,916	6,122	27,089	15,729	11,360
Foreign currency	5,851	5,532	319	3,483	4,033	(550)
Total investments	25,889	19,448	6,441	30,572	19,762	10,810
Balances with Reserve Bank of India and other banks:						
Rupee	1,571	1,329	242	(2,356)	379	(2,735)
Foreign currency	4,033	3,153	880	2,065	2,256	(191)
Total balances with Reserve Bank of India and other banks	5,604	4,482	1,122	(291)	2,635	(2,926)
Other interest income	1,855	-	1,855	(340)	-	(340)

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	Fiscal 2007 vs. Fiscal 2006 Increase (decrease) due to			Fiscal 2008 vs. Fiscal 2007 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 interest income:						
Rupee	77,830	61,829	16,001	76,731	46,530	30,201
Foreign currency	18,861	15,851	3,010	24,193	24,163	30
Total interest income	96,691	77,680	19,011	100,924	70,693	30,231
Interest expense:						
Savings account deposits:						
Rupee	2,814	2,673	141	2,042	2,201	(159)
Foreign currency	2,830	2,672	158	3,493	2,867	626
Total savings account deposits	5,644	5,345	299	5,535	5,068	467
Time deposits:						
Rupee	53,040	38,080	14,960	54,375	28,710	25,665
Foreign currency	6,290	4,810	1,480	2,744	2,280	464
Total time deposits	59,330	42,890	16,440	57,119	30,990	26,129
Borrowings:						
Rupee	1,593	1,205	388	3,226	1,163	2,063
Foreign currency	9,175	7,484	1,691	15,032	14,463	569
Total borrowings	10,768	8,689	2,079	18,258	15,626	2,632
Total interest expense:						
Rupee	57,447	41,958	15,489	59,643	32,074	27,569
Foreign currency	18,295	14,966	3,329	21,269	19,610	1,659
Total interest expense	75,742	56,924	18,818	80,912	51,684	29,228
Net interest income:						
Rupee	20,383	19,871	512	17,088	14,456	2,632
Foreign currency	566	885	(319)	2,924	4,553	(1,629)
Total net interest income	Rs. 20,949	Rs. 20,756	Rs. 193	Rs. 20,012	Rs. 19,009	Rs. 1,003

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,				
	2004	2005	2006	2007	2008
	(in millions, except percentages)				
Interest income	Rs. 95,506	Rs. 99,264	Rs. 143,335	Rs. 240,026	Rs. 340,950
Average interest-earning assets	985,744	1,217,707	1,806,601	2,728,531	3,627,575
Interest expense	71,677	68,044	101,015	176,757	257,670
Average interest-bearing liabilities	1,012,604	1,221,302	1,795,244	2,707,456	3,503,057
Average total assets	1,174,541	1,469,378	2,166,897	3,250,679	4,361,168

Average interest-earning assets as a percentage of average total assets	83.93%	82.87%	83.37%	83.94%	83.18%
Average interest-bearing liabilities as a percentage of average total assets	86.21	83.12	82.85	83.29	80.32
Average interest-earning assets as a percentage of average interest-bearing liabilities	97.35	99.71	100.63	100.78	103.55
Yield	9.69	8.15	7.93	8.80	9.40

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	2004	Year ended March 31,				2008
		2005	2006	2007	(in millions, except percentages)	
Rupee	10.26	8.59	8.39	9.36	10.36	
Foreign currency	4.63	5.07	5.38	6.42	6.47	
Cost of funds	7.08	5.57	5.63	6.53	7.36	
Rupee	7.45	5.90	5.91	6.86	8.00	
Foreign currency	3.18	3.34	4.24	5.31	5.59	
Spread(1)	2.61	2.58	2.30	2.27	2.04	
Rupee	2.81	2.69	2.48	2.50	2.36	
Foreign currency	1.45	1.73	1.14	1.11	0.88	
Net interest margin(2)	2.42	2.56	2.34	2.32	2.30	
Rupee	2.48	2.70	2.63	2.76	2.85	
Foreign currency	1.85	1.59	0.72	0.49	0.61	

(1) Spread is the difference between yield on average interest-earning assets and cost of average interest-bearing liabilities. Yield on average interest-earning assets is the ratio of interest income to average interest-earning assets. Cost of average interest-bearing liabilities is the ratio of interest expense to average interest-bearing liabilities.

(2) 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.

Fiscal 2008 to Fiscal 2007

Summary

Net profit increased by 23.1% to Rs. 34.0 billion (US\$ 850 million) for fiscal 2008 from Rs. 27.6 billion (US\$ 690 million) for fiscal 2007, primarily due to a 31.6% increase in net interest income and a 49.5% increase in non-interest income, offset in part, by a 50.1% increase in non-interest expenses and a 32.5% increase in provisions. The increase in provisions was primarily due to a higher level of specific provisioning on retail and rural non-performing loans, offset, in part by lower general provision on loans.

Net interest income increased by 31.6% to Rs. 83.3 billion (US\$ 2.1 billion) for fiscal 2008 from Rs. 63.3 billion (US\$ 1.6 billion) for fiscal 2007, reflecting an increase of 32.9% in the average volume of interest-earning assets.

Non-interest income increased by 49.5% to Rs. 259.6 billion (US\$ 6.5 billion) for fiscal 2008 from Rs. 173.6 billion (US\$ 4.3 billion) for fiscal 2007 primarily due to a 142.1% increase in profit on sale of investments, a 68.1% increase in income from insurance business and 24.3% increase in commission, exchange and brokerage.

Non-interest expense increased by 50.1% to Rs. 270.4 billion (US\$ 6.8 billion) for fiscal 2008 from Rs. 180.1 billion (US\$ 4.5 billion) in fiscal 2007 primarily due to an increase of 71.3% in expenses pertaining to insurance business, 50.6% in employee expenses and 34.4% in other administrative expenses.

Provisions and contingencies (excluding provisions for tax) increased by 32.5% to Rs. 30.2 billion (US\$ 754 million) in fiscal 2008 from Rs. 22.8 billion (US\$ 570 million) in fiscal 2007 primarily due to a higher level of specific provisioning on retail and rural non-performing loans offset in part by a reduction in general provision on loans due to one time impact of revised guidelines on provisioning on standard assets issued by the Reserve Bank of India in fiscal 2007. The increase in retail non-performing loans

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was primarily due to change in the portfolio mix towards non-collateralized loans and seasoning of the loan portfolio.

Gross restructured loans decreased by 4.0% to Rs. 48.4 billion (US\$ 1.2 billion) at year-end fiscal 2008 from Rs. 50.4 billion (US\$ 1.3 billion) at year-end fiscal 2007. Gross non-performing assets increased by 83.2% to Rs. 78.0 billion (US\$ 1.9 billion) at year-end fiscal 2008 from Rs. 42.6 billion (US\$ 1.1 billion) at year-end fiscal 2007 primarily due to increase in retail non-performing loans due to change in the portfolio mix towards non-collateralized loans and seasoning of the retail loan portfolio.

Total assets increased by 23.1% to Rs. 4,856.2 billion (US\$ 121.3 billion) at year-end fiscal 2008 compared to Rs. 3,943.3 billion (US\$ 98.5 billion) at year-end fiscal 2007 primarily due to an increase in advances by 18.9% and an increase in investments by 32.7%.

Net Interest Income

The following table sets forth, for the periods indicated, the principal components of net interest income.

	Year ended March 31,			2008/2007 % change
	2007	2008	2008	
	(in millions, except percentages)			
Interest income(1)	Rs. 240,026	Rs. 340,950	US\$ 8,519	42.0%
Interest expense	(176,757)	(257,670)	(6,439)	45.8
Net interest income	Rs. 63,269	Rs. 83,280	US\$ 2,080	31.6%

(1) Net of amortization of premium on government securities. The amortization of premium on government securities has been re-classified under interest income from investment as per the revised guidelines of the Reserve Bank of India.

Net interest income (net of amortization of premium on government securities) increased by 31.6% to Rs. 83.3 billion (US\$ 2.1 billion) in fiscal 2008 from Rs. 63.3 billion (US\$ 1.6 billion) in fiscal 2007 reflecting mainly the following:

- an increase of Rs. 899.0 billion (US\$ 22.5 billion) or 32.9% in the average volume of interest-earning assets; and
- net interest margin of 2.3% in fiscal 2008, remaining the same as in fiscal 2007.

The average volume of interest-earning assets increased by 32.9% or Rs. 899.0 billion (US\$ 22.5 billion) to Rs. 3,627.6 billion (US\$ 90.6 billion) during fiscal 2008 from Rs. 2,728.5 billion (US\$ 68.2 billion) during fiscal 2007, primarily due to an increase in average advances by Rs. 520.8 billion (US\$ 13.0 billion) and an increase in average investments by Rs. 238.4 billion (US\$ 6.0 billion). Average advances increased by 29.5% to Rs. 2,284.7 billion (US\$ 57.1 billion) in fiscal 2008 from Rs. 1,763.9 billion (US\$ 44.1 billion) in fiscal 2007 primarily due to increase in advances of international branches and banking subsidiaries. The increase in average investments was primarily due to increased investment in government securities and increase in other investments by banking subsidiaries.

Interest income, net of amortization of premium on government securities, increased by 42.0% to Rs. 341.0 billion (US\$ 8.5 billion) for fiscal 2008 from Rs. 240.0 billion (US\$ 6.0 billion) for fiscal 2007 primarily due to an increase of 32.9% in the average volume of total interest-earning assets to Rs. 3,627.6 billion (US\$ 90.6 billion) during fiscal 2008 from Rs. 2,728.5 billion (US\$ 68.2 billion) during fiscal 2007. The overall yield on average interest-earning assets increased to 9.4% for fiscal 2008 from 8.8% for fiscal 2007 primarily due to increase in yield on advances to

10.5% for fiscal 2008 from 9.6% for fiscal 2007 and increase in yield on investments to 8.7% for fiscal 2008 from 7.4% for fiscal 2007. The yield on advances has increased due to an increase in lending rates in line with the general increase in interest rates. This was partly offset by increase in the cash reserve ratio by the Reserve Bank of India by 150 basis points during the year resulting in an adverse impact on yields. The Reserve Bank of India has increased the cash reserve ratio requirement for banks from 6.5% at the beginning of fiscal 2008 to 9.0% currently. Further, effective April 13, 2007, the Reserve Bank of India has discontinued the interest payment on the balances maintained under the cash reserve ratio requirement. As a result, from fiscal 2008 we earn no interest income on the cash reserve ratio requirement of 9.0% of net demand and time liabilities maintained in the form of balances with the Reserve Bank of India as compared to interest income of 1.4% on the lower cash reserve ratio requirement during fiscal 2007. This has adversely impacted our net interest income and net interest margin in fiscal 2008.

Total interest expense increased by 45.8% to Rs. 257.7 billion (US\$ 6.4 billion) during fiscal 2008 from Rs. 176.8 billion (US\$ 4.4 billion) during fiscal 2007 primarily due to an increase of 29.4% in average interest-bearing liabilities to Rs. 3,503.1 billion (US\$ 87.5 billion) in fiscal 2008 from Rs. 2,707.5 billion (US\$ 67.7 billion) in fiscal

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2007 and increase in the cost of funds by 83 basis points to 7.4% in fiscal 2008 from 6.5% in fiscal 2007. Average deposits, with a cost of 7.4% for fiscal 2008, constituted 72.5% of total average interest-bearing liabilities compared to 74.4% of the total average interest-bearing liabilities with a cost of 6.2% for fiscal 2007. The cost of deposits increased by 120 basis points to 7.4% in fiscal 2008 from 6.2% in fiscal 2007 consequent to general increase in interest rates in the system, and in particular due to the tight systemic liquidity scenario during the quarter ended March 31, 2007, the impact of which was fully reflected during fiscal 2008. The average cost of total borrowings including subordinated debt decreased to 7.3% in fiscal 2008 from 7.5% in fiscal 2007 primarily due to increase in the proportion of foreign currency borrowings in the total borrowings.

Net interest margin is expected to continue to be lower than other banks in India until we increase the proportion of low-cost deposits and retail deposits in our total funding. The net interest margin is also impacted by the relatively lower net interest margin earned by our overseas branches, which is offset by the higher fee income that we are able to earn by leveraging our international presence and our ability to meet the foreign currency borrowing requirements of Indian companies.

Interest rates in the banking system have continually increased over the last three years. As our liabilities, in general, re-price faster than our assets, our net interest income is adversely impacted in a rising interest rate scenario. Further, wholesale deposits re-price at a higher level than retail deposits in an increasing interest rate environment, especially when liquidity in the system is tight. This results in a sharp increase in funding cost which may adversely impact our net interest margin. In fiscal 2009 till date, interest rates have continued to increase in view of the tight monetary policy of the Reserve Bank of India to address the high levels of inflation. It cannot be assured that we would be able to pass through all the increases in our funding costs to our lending customers. Any failure to pass on the higher funding costs completely to our customers would adversely impact our net interest margin. Higher interest rates would also impact our fixed income trading and other investment portfolio adversely. See also “Risk Factors — Our banking and trading activities are particularly vulnerable to interest rate risk and volatility 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 “Business — Risk Management — Qualitative and Quantitative Disclosures About Market Risk”.

Non-Interest Income

The following table sets forth, for the periods indicated, the principal components of non-interest income.

	Year ended March 31,			2008/2007 % change
	2007	2008	2008	
	(in millions, except percentages)			
Commission, exchange and brokerage	Rs. 54,432	Rs. 67,673	US\$ 1,691	24.3%
Profit/(loss) on sale of investments (net)	14,062	34,042	851	142.1
Profit/(loss) on revaluation of investments (net)	(1,790)	(4,788)	(120)	167.5
Profit/(loss) on sale of land, buildings and other assets (net)	351	613	15	74.6
Profit/(loss) on foreign exchange transactions (net)	8,435	1,280	32	(84.8)
Income pertaining to insurance business (1)	95,126	159,920	3,996	68.1
Miscellaneous income (including lease income)	2,996	841	21	(72.0)
Total other income	Rs. 173,612	Rs. 259,581	US\$ 6,486	49.5%

(1) The amount of premium ceded on re-insurance has been reclassified from expenses pertaining to insurance business and netted off from non-interest income.

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Non-interest income increased by 49.5% for fiscal 2008 to Rs. 259.6 billion (US\$ 6.5 billion) from Rs. 173.6 billion (US\$ 4.3 billion) for fiscal 2007 primarily due to a 142.1% increase in profit on sale of investments to Rs. 34.0 billion (US\$ 851 million) in fiscal 2008 from 14.1 billion (US\$ 351 million) in fiscal 2007, a 68.1% increase in income pertaining to insurance business to Rs. 159.9 billion (US\$ 4.0 billion) in fiscal 2008 from Rs. 95.1 billion (US\$ 2.4 billion) in fiscal 2007 and a 24.3% increase in commission, exchange and brokerage to Rs. 67.7 billion (US\$ 1.7 billion) in fiscal 2008 from Rs. 54.4 billion (US\$ 1.4 billion) in fiscal 2007 offset in part, by an decrease in the net profit on foreign exchange transactions to Rs. 1.3 billion (US\$ 32 million) in fiscal 2008 from Rs. 8.4 billion (US\$ 211 million) in fiscal 2007 and increase in net loss on revaluation of investments to Rs. 4.8 billion (US\$ 120 million) in fiscal 2008 from Rs. 1.8 billion (US\$ 45 million) in fiscal 2007.

Profit on sale of investments increased by 142.1% to Rs. 34.0 billion (US\$ 851 million) in fiscal 2008 from Rs. 14.1 billion (US\$ 352 million) in fiscal 2007 primarily due to divestments of equity investments by us and by funds managed by ICICI Venture Funds Management Company Limited. The net loss on revaluation of investments was Rs. 4.8 billion (US\$ 120 million) in fiscal 2008 as compared to Rs. 1.8 billion (US\$ 45 million) in fiscal 2007 primarily due to mark-to-market losses on investments. At year-end fiscal 2008, our overseas branches and banking subsidiaries had an investment portfolio of Rs. 257.9 billion (US\$ 6.4 billion) comprising mainly of bonds, certificate of deposits, mortgage backed securities, treasury bills, credit linked notes and asset backed commercial paper. In fiscal 2008, the mark to market losses due to widening of credit spreads and other losses on the investment portfolio aggregating to Rs. 4.6 billion (US\$ 115 million) was made through the income statement. In addition, the mark-to-market loss on investment classified as “Available for sale securities” in our United Kingdom and Canadian subsidiaries of Rs. 5.7 billion (US\$ 142 million) is directly reflected in the shareholders’ equity.

Income pertaining to insurance business representing premium income of our life and general insurance subsidiaries increased by 68.1% to Rs. 159.9 billion (US\$ 4.0 billion) in fiscal 2008 from Rs. 95.1 billion (US\$ 2.4 billion) in fiscal 2007. The income pertaining to insurance business includes Rs. 141.3 billion (US\$ 3.5 billion) from our life insurance business and Rs. 18.6 billion (US\$ 465 million) from our general insurance business. The new business premium (on weighted received premium basis) of ICICI Prudential Life Insurance Company Limited increased by 68.3% to Rs. 66.8 billion (US\$ 1.7 billion) in fiscal 2008 from Rs. 39.7 billion (US\$ 1.0 billion) in fiscal 2007. The gross written premium (excluding share of motor third party insurance pool) of ICICI Lombard General Insurance Company Limited increased by 11.4% to Rs. 33.5 billion (US\$ 837 million) in fiscal 2008 from Rs. 30.0 billion (US\$ 750 million) in fiscal 2007. The industry witnessed a slowdown in growth on account of tariffing of the general insurance industry whereby insurance premiums were freed from price controls, resulting in a significant reduction in premium rates. The industry also witnessed the formation of the motor third party insurance pool for third party insurance of commercial vehicles. Accordingly, all general insurance companies are required to cede 100% of premiums collected and claims incurred for this segment to the pool. At the end of the year, the results of the pool are shared by all insurance companies in proportion to their overall market share in the industry.

Commission, exchange and brokerage increased by 24.3% to Rs. 67.7 billion (US\$ 1.7 billion) in fiscal 2008 from Rs. 54.4 billion (US\$ 1.4 billion) primarily due to growth in fee income from structuring and advisory fees, fees from international operations, third party distribution fees and fee income from small enterprises. Commission, exchange and brokerage of our United Kingdom subsidiary increased to Rs. 4.0 billion (US\$ 100 million) in fiscal 2008 from Rs. 1.7 billion (US\$ 43 million) in fiscal 2007 primarily due to an increase in the advisory and structuring fees. Commission, exchange and brokerage of our security broking and primary dealership subsidiaries increased to Rs. 7.6 billion (US\$ 190 million) in fiscal 2008 from Rs. 6.7 billion (US\$ 167 million) in fiscal 2007 primarily due to increase in equity brokerage and investment banking fees.

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Income from foreign exchange transactions decreased by 84.8% to Rs. 1.3 billion (US\$ 32 million) in fiscal 2008 from Rs. 8.4 billion (US\$ 210 million) in fiscal 2007 primarily due to mark-to-market and realized loss of Rs. 6.8 billion (US\$ 170 million) on ICICI Bank's credit derivative portfolio. At March 31, 2008, ICICI Bank had a credit derivative portfolio of Rs. 62.8 billion (US\$ 1.6 billion), including funded investments of Rs. 12.2 billion (US\$ 305 million) in credit derivative instruments such as credit default swaps, credit linked notes and collateralized debt obligations. The majority of the underlying exposure is to Indian corporates.

Non-Interest Expense

The following table sets forth, for the periods indicated, the principal components of non-interest expense.

	Year ended March 31,			2008/2007 % change
	2007	2008	2008	
	(in millions, except percentages)			
Payments to and provisions for employees	Rs. 26,365	Rs. 39,698	US\$ 992	50.6%
Depreciation on own property	4,272	4,973	124	16.4
Auditor's fees and expenses	64	100	2	55.6
Other administrative expenses	48,588	65,299	1,632	34.4
Operating expenses	79,289	110,070	2,750	38.8
Direct marketing agency expenses	15,602	15,750	394	0.9
Depreciation on leased assets	1,883	1,821	45	(3.3)
Expenses pertaining to insurance business (1)	Rs. 83,358	142,793	3,568	71.3
Total non-interest expenses	180,132	Rs. 270,434	US\$ 6,757	50.1%

(1) The amount of premium ceded on re-insurance has been reclassified from expenses pertaining to insurance business and netted off from non-interest income.

Non-interest expense increased by 50.1% to Rs. 270.4 billion (US\$ 6.8 billion) in fiscal 2008 from Rs. 180.1 billion (US\$ 4.5 billion) in fiscal 2007 primarily due to a 71.3% increase in expenses pertaining to the insurance business and 50.6% increase in employee expenses.

Expenses pertaining to insurance business, representing provisions for claims, contribution to linked business, commissions paid and reserving for actuarial liability increased by 71.3% to Rs. 142.8 billion (US\$ 3.6 billion) in fiscal 2008 from Rs. 83.4 billion (US\$ 2.1 billion) in fiscal 2007 primarily due to higher business levels in fiscal 2008. The provisions for claims are determined based on actuarial valuation. In line with Indian accounting norms for insurance companies we do not amortize the customer acquisition cost, but account for the expenses upfront.

Employee expenses increased by 50.6% to Rs. 39.7 billion (US\$ 992 million) in fiscal 2008 from Rs. 26.4 billion (US\$ 659 million) in fiscal 2007, primarily due to increase in employee base and annual increase in salaries and other employee benefits. The employee expenses for ICICI Bank increased by 28.6% to Rs. 20.8 billion (US\$ 520 million) in fiscal 2008 from Rs. 16.2 billion (US\$ 405 million) in fiscal 2007 primarily due to a 22.1% increase in employee base to 40,686 at year-end fiscal 2008 from 33,321 at year-end fiscal 2007 and annual increase in salaries and other employee benefits. The employee expenses for ICICI Prudential Life Insurance Company increased by 100.0% to Rs. 10.4 billion (US\$ 260 million) in fiscal 2008 from Rs. 5.2 billion (US\$ 130 million) in fiscal 2007 primarily due to a 77.6% increase in number of employees to 28,973 at year-end fiscal 2008 from 16,317 at year-end fiscal 2007. The employee expenses for ICICI Lombard General Insurance Company increased by 29.2% to Rs. 3.1 billion (US\$ 78 million) in fiscal 2008 from Rs. 2.4 billion (US\$ 60 million) in fiscal 2007 primarily due to a 16.8% increase in

number of employees to 5,570 at year-end fiscal 2008 from 4,770 at year-end fiscal 2007. The increase in employees was commensurate with the growth in businesses.

Other administrative expenses increased by 34.4% to Rs. 65.3 billion (US\$ 1.6 billion) in fiscal 2008 from Rs. 48.6 billion (US\$ 1.2 billion) in fiscal 2007 primarily due to increase in rent, taxes & lighting expenses and increase in expenses related to retail business of ICICI Bank. The number of branches (excluding foreign branches and offshore banking units) and extension counters of ICICI Bank in India increased to 1,262 at year-end fiscal 2008 from 755 at year-end fiscal 2007. The number of ATMs increased to 3,881 at year-end fiscal 2008 from 3,271 at year-end fiscal 2007. The number of branches and offices of our insurance subsidiaries increased to 2,219 at year-end fiscal 2008 from 803 at year-end fiscal 2007.

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Direct marketing agency expenses of ICICI Bank increased to Rs. 15.7 billion (US\$ 394 million) in fiscal 2008 from Rs. 15.6 billion (US\$ 390 million) in fiscal 2007. We use marketing agents, called direct marketing agents or associates, for sourcing our retail assets. We include commissions paid to these direct marketing agents of our retail assets in non-interest expense. These commissions are expensed upfront and not amortized over the life of the loan.

Provisions for Non-performing Assets and Restructured Loans

The following table sets forth, at the dates indicated, certain information regarding restructured loans and non-performing assets.

	At March 31,			2008/2007 % change
	2007	2008	2008	
	(in millions, except percentages)			
Gross restructured loans	Rs 50,407	Rs. 48,411	US\$ 1,210	(4.0)%
Provisions for restructured loans	(1,581)	(1,572)	(39)	(0.6)
Net restructured loans	48,826	46,839	1,171	(4.1)
Gross non-performing assets	42,557	77,963	1,948	83.2
Provisions for non-performing assets(1), (2)	(22,249)	(42,031)	(1,050)	88.9
Net non-performing assets	20,308	35,932	898	76.9
Gross restructured loans and non-performing assets	92,964	126,374	3,158	35.9
Provision for restructured loans and non-performing assets(1), (2)	(23,830)	(43,603)	(1,089)	83.0
Net restructured loans and non-performing assets	69,134	82,771	2,069	19.7
Gross customer assets	2,234,339	2,687,999	67,166	20.3
Net customer assets	2,209,078	2,642,697	66,034	19.6%
Gross restructured loans as a percentage of gross customer assets	2.3%	1.8%		
Gross non-performing assets as a percentage of gross customer assets	1.9	2.9		
Net restructured loans as a percentage of net customer assets	2.2	1.8		
Net non-performing assets as a percentage of net customer assets	0.9	1.4		
Provisions on restructured loans as a percentage of gross restructured assets	3.1	3.3		
Provisions on non-performing assets as a percentage of gross non-performing assets	52.3	53.9		
Provisions(3) as a percentage of gross customer assets	1.7	2.2		

(1) Includes interest suspense.

(2) Excludes technical write-offs.

(3) Includes provision against customer assets and general provision on performing assets as required by the Reserve Bank of India.

We classify our loans in accordance with the Reserve Bank of India guidelines into performing and non-performing loans. Further, non-performing loans are classified into sub-standard, doubtful and loss assets based on the criteria stipulated by the Reserve Bank of India. The Reserve Bank of India has separate guidelines for restructured loans. A

fully secured standard loan can be restructured by rescheduling of principal repayments and/or the interest element, but must be separately disclosed as a restructured loan in the year of restructuring. Similar guidelines apply to restructuring of sub-standard loans. See also “Business-Classification of loans”.

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Gross restructured loans decreased by 4.0% to Rs. 48.4 billion (US\$ 1.2 billion) at year-end fiscal 2008 from Rs. 50.4 billion (US\$ 1.3 billion) at year-end fiscal 2007. Gross non-performing assets increased by 83.2% to Rs. 78.0 billion (US\$ 1.9 billion) at year-end fiscal 2008 from Rs. 42.6 billion (US\$ 1.1 billion) at year-end fiscal 2007 primarily due to an increase in retail non-performing loans due to a change in the portfolio mix towards non-collateralized loans and seasoning of the retail loan portfolio. We sold Rs. 9.3 billion (US\$ 232 million) including mortgage loans of Rs. 6.9 billion (US\$ 172 million) of our net non-performing assets during fiscal 2008. As a percentage of net customer assets, net restructured loans were 1.8% at year-end fiscal 2008 compared to 2.2% at year-end fiscal 2007 and net non-performing assets were 1.4% at year-end fiscal 2008 compared to 0.9% at year-end fiscal 2007.

The following table sets forth, for the period indicated, the composition of provision and contingencies, excluding provision for tax.

	Year ended March 31,			2008/2007 % change
	2007	2008	2008	
	(in millions, except percentages)			
Provisions for investments (including credit substitutes)(net)	Rs. 384	Rs. 730	US\$ 18	90.1%
Provision for non-performing assets	14,553	25,552	639	75.6
Provision for standard assets	7,529	2,172	54	(71.1)
Others	308	1,724	43	459.7
Total provisions and contingencies (excluding tax)	Rs. 22,774	Rs. 30,178	US\$ 754	32.5%

(1) We do not distinguish between provisions and write-offs while assessing the adequacy of our loan loss coverage, as both provisions and write-offs represent a reduction of the principal amount of a non-performing loan. In compliance with Indian regulations governing the presentation of financial information by banks, gross non-performing loans are reported gross of provisions net of cumulative write-offs in our financial statements.

Provisions are made by ICICI Bank on standard, sub-standard and doubtful assets at rates prescribed by Reserve Bank of India. Loss assets and unsecured portion of doubtful assets are provided/written off as per the extant Reserve Bank of India guidelines. Subject to the minimum provisioning levels prescribed by the Reserve Bank of India, provisions on homogeneous retail loans/ receivables is assessed at a portfolio level, on the basis of days past due. See also "Business-Classification of loans".

Provisions and contingencies (excluding provisions for tax) increased by 32.5% to Rs. 30.2 billion (US\$ 754 million) in fiscal 2008 from Rs. 22.8 billion (US\$ 570 million) in fiscal 2007 primarily due to higher level of specific provisioning on retail and rural loans, offset in part by lower general provisions due to lower growth in the loan portfolio relative to fiscal 2007. Specific provisioning on non-performing loans increased in fiscal 2008 compared to fiscal 2007 primarily due to increase in retail and rural non-performing loans. The increase in retail non-performing loans primarily reflects the seasoning of the loan portfolio and the change in the portfolio mix towards non-collateralized retail loans, which have higher yields as well as higher credit losses. General provision on standard assets decreased by 71.1% to Rs. 2.2 billion (US\$ 54 million) from Rs. 7.5 billion (US\$ 187 million) primarily due to one time impact of revised guidelines on provisioning on standard assets issued by the Reserve Bank of India in fiscal 2007.

We offer various derivative products to our clients for their risk management purposes including options and swaps. We do not carry market risk on these client derivative positions as we cover ourselves in the inter-bank market. Profits or losses on account of currency movements on these transactions are on the account of corporates. In some of the

cases, clients have filed suits against us disputing the transaction and the amounts to be paid. There have been some delays in payment to us in respect of few companies. We have made appropriate provisions for the same. In May 2008, the Reserve Bank of India issued draft guidelines governing off-balance sheet exposures of banks. In August 2008, the Reserve Bank of India issued final guidelines on prudential norms for off-balance sheet exposures of banks. The guidelines require banks to treat only unpaid amounts due for 90 days or more under derivative contracts as non-performing assets. Further, banks' derivative and gold exposures would attract provisioning requirement as applicable to the loan assets in the standard asset category. Banks are also expected to

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compute their credit exposures, arising on account of the interest rate and foreign exchange derivative transactions and gold, using the current exposure method.

Tax Expense

Total tax expense was Rs. 11.1 billion (US\$ 277 million) in fiscal 2008 compared to Rs. 7.6 billion (US\$ 190 million) in fiscal 2007. Income tax expense was Rs. 10.3 billion (US\$ 257 million) in fiscal 2008 compared to Rs. 7.0 billion (US\$ 175 million) in fiscal 2007. The effective rate of income tax expense was 24.3% for fiscal 2008 compared to the effective rate of income tax expense of 20.7% for fiscal 2007. The effective income tax rate of 24.3% for fiscal 2008 was lower compared to the statutory tax rate of 33.99% primarily due to the concessional rate of tax on capital gains, exemption of dividend income, deduction towards special reserve and deduction of income of offshore banking unit.

ICICI Prudential Life Insurance Company has been informed by Insurance Regulatory and Development Authority that, they are in the process of examining various issues relating to the creation of deferred tax asset by insurance companies and the applicability of Accounting Standard 22 on 'Accounting for Taxes on Income' issued by the Institute of Chartered Accountants of India specifically to the insurance sector. In case the final decision of the Insurance Regulatory and Development Authority disallows the creation of deferred tax asset by ICICI Prudential Life Insurance Company, the deferred tax asset created would be reversed.

The Indian Finance Act, 2005 imposed an additional income tax on companies called fringe benefit tax. Pursuant to this Act, companies are deemed to have provided fringe benefits to the employees if certain defined expenses are incurred. A portion of these expenses is deemed to be a fringe benefit to the employees and subjects us to tax at a rate of 30%, exclusive of applicable surcharge and cess. This tax is effective from April 1, 2005. The fringe benefit tax expense was Rs. 780 million (US\$ 19 million) in fiscal 2008 compared to Rs. 587 million (US\$ 15 million) in fiscal 2007.

Financial Condition

Assets

The following table sets forth, at the dates indicated, the principal components of assets.

	At March 31,			2008/2007
	2007	2008	2008	% change
	(in millions, except percentages)			
Cash and cash equivalents	Rs. 396,891	Rs. 453,287	US\$ 11,326	14.2%
Investments	1,206,167	1,600,468	39,992	32.7
Advances (net of provisions)	2,113,994	2,514,017	62,819	18.9
Fixed assets	43,402	46,783	1,169	7.8
Other assets	182,893	241,611	6,037	32.1
Total assets	Rs. 3,943,347	Rs. 4,856,166	US\$ 121,343	23.1%

Our total assets increased by 23.1% to Rs. 4,856.2 billion (US\$ 121.3 billion) at year-end fiscal 2008 compared to Rs. 3,943.3 billion (US\$ 98.5 billion) at year-end fiscal 2007, primarily due to an increase in advances, investments and other assets. Net advances increased by 18.9% to Rs. 2,514.0 billion (US\$ 62.8 billion) from Rs. 2,114.0 billion (US\$ 52.8 billion) primarily due to increase in advances of overseas branches and banking subsidiaries. Total investments at

year-end fiscal 2008 increased by 32.7% to Rs. 1,600.5 billion (US\$ 40.0 billion) from Rs. 1,206.2 billion (US\$ 30.1 billion) at year-end fiscal 2007 primarily due to 13.0% increase in investments in government and other approved securities in India to Rs. 786.7 billion (US\$ 19.7 billion) at year-end fiscal 2008 from Rs. 696.4 billion (US\$ 17.4 billion) at year-end fiscal 2007 in line with the increase in our net demand and time liabilities and 56.5% increase in other investments (including bonds and other mortgage securities) to Rs. 427.9 billion (US\$ 10.7 billion) from Rs. 273.4 billion (US\$ 6.8 billion). Investments held to cover linked liabilities of ICICI Prudential Life Insurance Company increased by 92.8% to Rs. 248.5 billion (US\$ 6.2 billion) at year-end

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fiscal 2008 from Rs. 128.9 billion (US\$ 3.2 billion) at year-end fiscal 2007 primarily due to increase in our insurance business. Banks in India are required to maintain a specified percentage, currently 25%, of their net demand and time liabilities by way of liquid assets like cash, gold or approved unencumbered securities.

Other assets increased by 32.1% to Rs. 241.6 billion (US\$ 6.0 billion) at year-end fiscal 2008 compared to Rs. 182.9 billion (US\$ 4.6 billion) at year-end fiscal 2007, primarily due to an increase in receivables with respect to interest and fee income, sale of investments and deferred tax assets of ICICI Bank, India. Deferred tax assets increased by 124.7% to Rs. 17.3 billion (US\$ 432 million) at year-end fiscal 2008 compared to Rs. 7.7 billion (US\$ 192 million) at year-end fiscal 2007 primarily due to an increase in deferred tax asset created on incremental provisions for loan losses.

Liabilities and Stockholders' Equity

The following table sets forth, at the dates indicated, the principal components of liabilities and stockholders' equity.

	At March 31,			2008/2007 % change
	2007	2008	2008	
	(in millions, except percentages)			
Deposits	Rs. 2,486,136	Rs. 2,769,832	US\$ 69,211	11.4%
Borrowings	616,595	845,661	21,131	37.1
Other liabilities(1)	581,742	768,758	19,209	32.1
Proposed dividend (including corporate dividend tax)	10,628	13,881	347	30.6
Minority interest	5,096	7,312	183	43.5
Total liabilities	3,700,197	4,405,444	110,081	19.1
Equity share capital	8,993	11,127	278	23.7
Preference share capital	3,500	3,500	87	0.0
Reserves and surplus	230,657	436,095	10,897	89.1
Total liabilities (including capital and reserves)	Rs. 3,943,347	Rs. 4,856,166	US\$ 121,343	23.1%

(1) Includes subordinated debt.

Deposits increased by 11.4% to Rs. 2,769.8 billion (US\$ 69.2 billion) at year-end fiscal 2008 from Rs. 2,486.1 billion (US\$ 62.1 billion) at year-end fiscal 2007 primarily due to increase in savings deposit by 43.2% to Rs. 537.6 billion (US\$ 13.4 billion) at year-end fiscal 2008 from Rs. 375.3 billion (US\$ 9.4 billion) and increase in time deposit by 4.5% to Rs. 1,982.5 billion (US\$ 49.5 billion) at year-end fiscal 2008 from Rs. 1,896.3 billion (US\$ 47.4 billion) at year-end fiscal 2007. Total deposits at year-end fiscal 2008 constituted 72.1% of our funding (i.e. deposit, borrowings and subordinated debts). Borrowings (excluding subordinated debt) increased by 37.1% to Rs. 845.7 billion (US\$ 21.1 billion) at year-end fiscal 2008 from Rs. 616.6 billion (US\$ 15.4 billion) at year-end fiscal 2007 primarily due to increase in foreign currency borrowings of our international branches and banking subsidiaries. Minority interest increased by 43.5% to Rs. 7.3 billion (US\$ 183 million) at year-end fiscal 2008 from Rs. 5.1 billion (US\$ 127 million) at year-end fiscal 2007 primarily due to increase of Rs. 8.0 billion (US\$ 200 million) in share capital and reserves of our insurance subsidiaries. Stockholders' equity increased to Rs. 447.2 billion (US\$ 11.2 billion) at year-end fiscal 2008 from Rs. 239.7 billion (US\$ 6.0 billion) at year-end fiscal 2007 primarily due to follow-on public offering and ADS offering aggregating Rs. 199.7 billion (US\$ 5.0 billion) during the year.

Fiscal 2007 to Fiscal 2006

Summary

Net profit increased by 14.1% to Rs. 27.6 billion (US\$ 690 million) for fiscal 2007 from Rs. 24.2 billion (US\$ 605 million) for fiscal 2006, primarily due to a 49.5% increase in net interest income and a 68.9% increase in non-

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interest income, offset in part, by a 70.4% increase in non-interest expenses and a significant increase of Rs. 14.3 billion (US\$ 357 million) in provisions due to higher provisions created on standard assets, higher specific provisions against retail non-performing loans and lower level of write-backs.

Net interest income (net of amortization of premium on government securities) increased by 49.5% to Rs. 63.3 billion (US\$ 1.6 billion) for fiscal 2007 from Rs. 42.3 billion (US\$ 1.1 billion) for fiscal 2006, reflecting an increase of 51.0% in the average volume of interest-earning assets.

Non-interest income increased by 68.9% to Rs. 173.6 billion (US\$ 4.3 billion) for fiscal 2007 from Rs. 102.8 billion (US\$ 2.6 billion) for fiscal 2006 primarily due to a 87.6% increase in income from insurance business and 67.3% increase in commission, exchange and brokerage.

Non-interest expense increased by 70.4% to Rs. 180.1 billion (US\$ 4.5 billion) for fiscal 2007 from Rs. 105.7 billion (US\$ 2.6 billion) in fiscal 2006 primarily due to an increase of 92.1% in expenses pertaining to insurance business, 54.1% in employee expenses and 82.9% in other administrative expenses.

Provisions and contingencies (excluding provisions for tax) increased to Rs. 22.8 billion (US\$ 570 million) in fiscal 2007 from Rs. 8.5 billion (US\$ 212 million) in fiscal 2006 primarily due to higher provisions created on standard assets, in accordance with the revised guidelines issued by the Reserve Bank of India, a higher level of specific provisioning on retail loans due to change in the portfolio mix towards non-collateralized loans and seasoning of the retail loan portfolio, and lower level of write-backs.

Gross restructured loans decreased by 9.1% to Rs. 50.4 billion (US\$ 1.3 billion) at year-end fiscal 2007 from Rs. 55.5 billion (US\$ 1.4 billion) at year-end fiscal 2006 primarily due to transfer of certain loans to an asset reconstruction company, on being classified as non-performing. Gross non-performing assets increased by 84.3% to Rs. 42.6 billion (US\$ 1.1 billion) at year-end fiscal 2007 from Rs. 23.1 billion (US\$ 577 million) at year-end fiscal 2006 primarily due to increase in retail non-performing loans due to change in the portfolio mix towards non-collateralized loans and seasoning of the retail loan portfolio.

Total assets increased by 42.2% to Rs. 3,943.3 billion (US\$ 98.5 billion) at year-end fiscal 2007 compared to Rs. 2,772.3 billion (US\$ 69.3 billion) at year-end fiscal 2006 primarily due to an increase of 35.3% in loans and 43.6% in investments.

Net Interest Income

The following table sets forth, for the periods indicated, the principal components of net interest income.

	Year ended March 31,			2007/2006 % change
	2006	2007	2007	
	(in millions, except percentages)			
Interest income(1)	Rs. 143,335	Rs. 240,026	US\$ 5,998	67.5%
	(1)			
Interest expense	01,015)	(176,757)	(4,417)	75.0
Net interest income	Rs. 42,320	Rs. 63,269	US\$ 1,581	49.5%

(1) Net of amortization of premium on government securities. The amortization of premium on government securities has been reclassified under interest income from investment as per the revised guidelines of the Reserve Bank of

India.

Net interest income (net of amortization of premium on government securities) increased by 49.5% to Rs. 63.3 billion (US\$ 1.6 billion) in fiscal 2007 from Rs. 42.3 billion (US\$ 1.1 billion) in fiscal 2006 reflecting mainly the following:

- an increase of Rs. 921.9 billion (US\$ 23.0 billion) or 51.0% in the average volume of interest-earning assets; and
 - net interest margin of 2.3% in fiscal 2007 remaining the same as in fiscal 2006.

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In February 2006, the Reserve Bank of India issued guidelines on accounting for securitization of standard assets. In accordance with these guidelines, with effect from February 1, 2006, we account for any loss on securitization immediately at the time of sale and the profit/premium arising on account of securitization is amortized over the life of the asset. Prior to February 1, 2006, profit arising on account of securitization was recorded at the time of sale. Interest income for fiscal 2007 reflected a loss from sell-down of loans as compared to a gain accounting for approximately 10.8% of net interest income in fiscal 2006, due to the impact of these guidelines requiring amortization of profit on securitization from February 1, 2006 and the prevailing liquidity and interest rate scenario.

We use marketing agents, called direct marketing agents or associates, for sourcing our automobile loans. Until fiscal 2006, we deducted commission paid to direct marketing agents of automobile loans from interest income. For fiscal 2007, we have reported all direct marketing agency expenses, on automobile loans and other retail loans separately under “non-interest expense”. These commissions are expensed upfront and not amortized over the life of the loan. Necessary re-classifications have been made for the prior years.

The average volume of interest-earning assets increased by 51.0% or Rs. 921.9 billion (US\$ 23.0 billion) to Rs. 2,728.5 billion (US\$ 68.2 billion) during fiscal 2007 from Rs. 1,806.6 billion (US\$ 45.1 billion) during fiscal 2006, primarily due to an increase in average advances by Rs. 563.6 billion (US\$ 14.1 billion) and an increase in average investments by Rs. 272.2 billion (US\$ 6.8 billion). Average advances increased by 47.0% to Rs. 1,763.9 billion (US\$ 44.1 billion) in fiscal 2007 from Rs. 1,200.3 billion (US\$ 30.0 billion) in fiscal 2006 primarily due to increased disbursements of retail finance loans offset, in part, by the sell-down/securitization and repayments of loans. The average volume of interest-earning foreign currency assets increased by 90.7% to Rs. 525.0 billion (US\$ 13.1 billion) during fiscal 2007 from Rs. 275.3 billion (US\$ 6.9 billion) during fiscal 2006 primarily due to increased business volumes of our international branches and banking subsidiaries.

Interest income increased by 67.5% to Rs. 240.0 billion (US\$ 6.0 billion) for fiscal 2007 from Rs. 143.3 billion (US\$ 3.6 billion) for fiscal 2006 primarily due to an increase of 51.0% in the average volume of total interest-earning assets to Rs. 2,728.5 billion (US\$ 68.2 billion) during fiscal 2007 from Rs. 1,806.6 billion (US\$ 45.1 billion) during fiscal 2006. The overall yield on average interest-earning assets increased to 8.8% for fiscal 2007 from 7.9% for fiscal 2006 primarily due to increase in yield on advances to 9.6% for fiscal 2007 from 8.9% for fiscal 2006 and increase in yield on investments to 7.4% for fiscal 2007 from 6.3% for fiscal 2006. The yield on advances has increased despite the significant decline in income from sell-down of loans due to an increase in lending rates in line with the general increase in interest rates and increase in the volumes of certain high yielding loan products. The ICICI Bank Benchmark Advance Rate (ICICI Bank’s prime lending rate) has increased by 300 basis points during fiscal 2007. Our reference rate for floating rate home loans has increased by 350 basis points during the same period. The yield on average earning investments increased primarily due to an increase in the yield on average government securities by 110 basis points to 6.8% in fiscal 2007 from 5.7% in fiscal 2006.

Total interest expense increased by 75.0% to Rs. 176.8 billion (US\$ 4.4 billion) during fiscal 2007 from Rs. 101.0 billion (US\$ 2.5 billion) during fiscal 2006 primarily due to an increase of 50.8% in average interest-bearing liabilities to Rs. 2,707.5 billion (US\$ 67.7 billion) in fiscal 2007 from Rs. 1,795.2 billion (US\$ 44.9 billion) in fiscal 2006. Average deposits, with an average cost of 6.2% for fiscal 2007, constituted 74.4% of total average interest-bearing liabilities compared to 69.9% of the total average interest-bearing liabilities with a cost of 4.8% for fiscal 2006. Our cost of deposits has increased by 1.4% to 6.2% in fiscal 2007 from 4.8% in fiscal 2006 consequent to general increase in interest rates reflecting tight systemic liquidity scenario, particularly in the second half of fiscal 2007 and resulting in an increase in deposit rates for retail and other customers. The average cost of total borrowings including subordinated debt decreased to 7.5% in fiscal 2007 from 7.7% in fiscal 2006 primarily due to increase in foreign currency borrowings and repayment of high cost borrowings of ICICI.

Our net interest margin remained constant at 2.3% in fiscal 2007 as compared to fiscal 2006. Net interest margin is expected to continue to be lower than other banks in India until we increase the proportion of retail deposits including low cost deposits in our total funding. The net interest margin is also impacted by the relatively lower net interest margin earned by our foreign branches, which is offset by the higher fee income that we are able to earn by leveraging our international presence and our ability to meet the foreign currency borrowing requirements of Indian companies.

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Non-Interest Income

The following table sets forth, for the periods indicated, the principal components of non-interest income.

	Year ended March 31,			2007/2006 % change
	2006	2007	2007	
	(in millions, except percentages)			
Commission, exchange and brokerage	Rs. 32,546	Rs. 54,432	US\$ 1,360	67.3%
Profit/(loss) on sale of investments (net)	10,989	14,062	351	28.0
Profit/(loss) on revaluation of investments (net)	(504)	(1,790)	(45)	255.2
Profit/(loss) on sale of land, buildings and other assets (net)	52	351	9	575.5
Profit/(loss) on foreign exchange transactions (net)	4,452	8,435	211	89.5
Income pertaining to insurance business (1)	50,704	95,126	2,377	87.6
Miscellaneous income (including lease income)	4,581	2,996	75	(34.6)
Total other income	Rs. 102,820	Rs. 173,612	US\$ 4,338	68.9%

(1) The amount of premium ceded on re-insurance has been reclassified from expenses pertaining to insurance business and netted off from non-interest income.

Non-interest income increased by 68.9% for fiscal 2007 to Rs. 173.6 billion (US\$ 4.3 billion) from Rs. 102.8 billion (US\$ 2.6 billion) for fiscal 2006 primarily due to a 67.3% increase in commission, exchange and brokerage to Rs. 54.4 billion (US\$ 1.4 billion) in fiscal 2007 from Rs. 32.5 billion (US\$ 812 million) in fiscal 2006 and a 87.6% increase in income pertaining to insurance business to Rs. 95.1 billion (US\$ 2.4 billion) in fiscal 2007 from Rs. 50.7 billion (US\$ 1.3 billion) in fiscal 2006.

Commission, exchange and brokerage increased by 67.3% to Rs. 54.4 billion (US\$ 1.4 billion) in fiscal 2007 from Rs. 32.5 billion (US\$ 812 million) primarily due to growth in fee income from retail products and services, including fee arising from retail asset products and credit cards, retail liability related fee income like account servicing charges, third party distribution fees and fees from small enterprise customers. Fees from commercial banking operations for corporate and international customers also witnessed strong growth. Commission, exchange and brokerage of our United Kingdom subsidiary increased by 61.4% to Rs. 1.7 billion (US\$ 42 million) in fiscal 2007 from Rs. 1.1 billion (US\$ 27 million) in fiscal 2006 primarily due to increase in fees from structuring and syndication of financing transactions. Commission, exchange and brokerage of our investment banking subsidiary increased to Rs. 6.7 billion (US\$ 167 million) in fiscal 2007 from Rs. 3.0 billion (US\$ 75 million) in fiscal 2006 primarily due to increase in the advisory fees and the income of ICICI Web Trade Limited which was amalgamated with our investment banking subsidiary with effect from April 1, 2006.

Profit on sale of investments increased by 28.0% to Rs. 14.1 billion (US\$ 352 million) in fiscal 2007 from Rs. 11.0 billion (US\$ 275 million) in fiscal 2006 primarily due to higher level of gains from equity divestments, offset in part by lower profits on proprietary trading as a result of the sharp fall in the equity markets in May 2006 and adverse conditions in debt markets. Income from foreign exchange transaction includes income from derivatives reflecting primarily the transactions undertaken with customers by us and hedged in the inter-bank market, and income from merchant foreign exchange transactions. Income from foreign exchange transactions increased by 89.5% to Rs. 8.4 billion (US\$ 210 million) in fiscal 2007 from Rs. 4.5 billion (US\$ 112 million) in fiscal 2006 primarily due to increase in the volumes of the foreign exchange transactions, including the derivative transactions undertaken with customers

by us and hedged in the inter-bank market.

Income pertaining to insurance business representing premium income of our life and general insurance subsidiaries increased by 87.6% to Rs. 95.1 billion (US\$ 2.4 billion) in fiscal 2007 from Rs. 50.7 billion (US\$ 1.3 billion) in fiscal 2006. The income pertaining to insurance business includes Rs. 81.4 billion (US\$ 2.0 billion) from our life insurance business and Rs. 13.7 billion (US\$ 342 million) net written premium from our general insurance business. The new business premium of ICICI Prudential Life Insurance Company Limited increased by 98.4% to Rs. 51.6 billion (US\$ 1.3 billion) in fiscal 2007 from Rs. 26.0 billion (US\$ 650 million) in fiscal 2006. The gross written premium of ICICI Lombard General Insurance Company Limited increased by 88.7% to Rs. 30.0 billion (US\$ 750 million) in fiscal 2007 from Rs. 15.9 billion (US\$ 397 million) in fiscal 2006. We recognize life insurance premium as income when due. Premium on lapsed policies is recognized as income when such policies are

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reinstated. General insurance premium is recognized as income over the period of risks or the contract period. Any subsequent revision to premium is recognized over the remaining period of risks or contract period.

Miscellaneous income declined by 34.6% to Rs. 3.0 billion (US\$ 75 million) in fiscal 2007 from Rs. 4.6 billion (US\$ 115 million) in fiscal 2006 primarily due to decline in lease income by 34.0% to Rs. 2.4 billion (US\$ 60 million) in fiscal 2007 from Rs. 3.6 billion (US\$ 90 million) in fiscal 2006.

Non-Interest Expense

The following table sets forth, for the periods indicated, the principal components of non-interest expense.

	Year ended March 31,			2007/2006 % change
	2006	2007	2007	
		(in millions, except percentages)		
Payments to and provisions for employees	Rs. 17,112	Rs. 26,365	US\$ 659	54.1%
Depreciation on own property	3,908	4,272	107	9.3
Auditor's fees and expenses	43	64	2	48.1
Other administrative expenses	26,563	48,588	1,214	82.9
Operating expenses	47,626	79,289	1,982	66.5
Direct marketing agency expenses	11,911	15,602	390	31.0
Depreciation on leased assets	2,771	1,883	47	(32.1)
Expenses pertaining to insurance business (1)	43,389	83,358	2,083	92.1
Total non-interest expenses	Rs. 105,697	Rs. 180,132	US\$ 4,502	70.4%

(1) The amount of premium ceded on re-insurance has been reclassified from expenses pertaining to insurance business and netted off from non-interest income.

Non-interest expense increased by 70.4% to Rs. 180.1 billion (US\$ 4.5 billion) in fiscal 2007 from Rs. 105.7 billion (US\$ 2.6 billion) in fiscal 2006 primarily due to an increase of 92.1% in expenses pertaining to the insurance business, increase of 54.1% in employee expenses and 82.9% increase in other administrative expenses.

Employee expenses increased by 54.1% to Rs. 26.4 billion (US\$ 660 million) in fiscal 2007 from Rs. 17.1 billion (US\$ 427 million) in fiscal 2006, primarily due to 47.4% increase in the number of employees. The employee expenses for ICICI Bank increased by 49.4% to Rs. 16.2 billion (US\$ 405 million) in fiscal 2007 from Rs. 10.8 billion (US\$ 270 million) in fiscal 2006 primarily due to a 31.3% increase in the number of employees to 33,321 at year-end fiscal 2007 from 25,384 at year-end fiscal 2006 and annual increase in the salaries and higher cost due to monetization of benefits on loan facilities available to employees at concessional rates of interests and other employee benefits. The employee expenses for ICICI Prudential Life Insurance Company increased by 78.2% to Rs. 5.2 billion (US\$ 130 million) in fiscal 2007 from Rs. 2.9 billion (US\$ 72 million) in fiscal 2006 primarily due to a 111.8% increase in number of employees to 16,317 at year-end fiscal 2007 from 7,704 at year-end fiscal 2006. The employee expenses for ICICI Lombard General Insurance Company increased by 103.1% to Rs. 2.4 billion (US\$ 60 million) in fiscal 2007 from Rs. 1.2 billion (US\$ 30 million) in fiscal 2006 primarily due to a 108.9% increase in number of employees to 4,770 at year-end fiscal 2007 from 2,283 at year-end fiscal 2006. The increase in employees was commensurate with the growth in businesses.

Other administrative expenses increased by 82.9% to Rs. 48.6 billion (US\$ 1.2 billion) in fiscal 2007 from Rs. 26.6 billion (US\$ 665 million) in fiscal 2006 primarily due to the increased volume of business, particularly in retail business and include maintenance of ATMs, credit card related expenses, call center expenses and technology expenses. The number of branches (excluding foreign branches and offshore banking units) and extension counters increased to 755 at year-end fiscal 2007 from 614 at year-end fiscal 2006. The number of ATMs increased to 3,271 at year-end fiscal 2007 from 2,200 at year-end fiscal 2006. The number of branches and offices of our insurance subsidiaries increased to 803 at year-end fiscal 2007 from 463 at year-end fiscal 2006.

Direct marketing agency expenses increased by 31.0% to Rs. 15.6 billion (US\$ 390 million) in fiscal 2007 from Rs. 11.9 billion (US\$ 297 million) in fiscal 2006 in line with the growth in our business volumes. We use marketing agents, called direct marketing agents or associates, for sourcing our retail assets. We include commissions paid to

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these direct marketing agents of our retail assets in non-interest expense. These commissions are expensed upfront and not amortized over the life of the loan.

Expenses pertaining to insurance business, representing provisions for claims, contribution to linked business, commissions paid and reserving for actuarial liability increased by 92.1% to Rs. 83.4 billion (US\$ 2.1 billion) in fiscal 2007 from Rs. 43.4 billion (US\$ 1.1 billion) in fiscal 2006 primarily due to higher business levels in fiscal 2007. The provisions for claims are determined based on actuarial valuation. In line with Indian accounting norms for insurance companies we do not amortize the customer acquisition cost, but account for the expenses upfront.

Provisions for Non-performing Assets and Restructured Loans

The following table sets forth, at the dates indicated, certain information regarding restructured loans and non-performing assets.

	At March 31,			2007/2006 % change
	2006	2007	2007	
		(in millions, except percentages)		
	Rs.	Rs.	US\$	
Gross restructured loans(1)	55,463	50,407	1,260	(9.1)%
Provisions for restructured loans(1)	(2,305)	(1,581)	(40)	(31.4)
Net restructured loans	53,158	48,826	1,220	(8.1)
Gross non-performing assets	23,086	42,557	1,063	84.3
Provisions for non-performing assets(2)	(12,280)	(22,249)	(556)	81.2
Net non-performing assets	10,806	20,308	507	87.9
Gross restructured loans and non-performing assets	78,549	92,964	2,323	18.4
Provision for restructured loans and non-performing assets(3)	(14,585)	(23,830)	(595)	63.4
Net restructured loans and non-performing assets	63,964	69,134	1,728	8.1
Gross customer assets	1,638,525	2,234,339	55,831	36.4
Net customer assets	1,622,675	2,209,078	55,199	36.1%
Gross restructured loans as a percentage of gross customer assets	3.4%	2.3%		
Gross non-performing assets as a percentage of gross customer assets	1.4	1.9		
Net restructured loans as a percentage of net customer assets.....	3.3	2.2		
Net non-performing assets as a percentage of net customer assets	0.7	0.9		
Provisions on restructured loans as a percentage of gross restructured assets	4.2	3.1		
Provisions on non-performing assets as a percentage of gross non-performing assets	53.2	52.3		
Provisions as a percentage of gross customer assets(4)	1.3	1.7		

(1) Includes debentures.

- (2) Includes interest suspense.
- (3) Excludes technical write-offs.
- (4) Includes provision against continuing restructured loans, loans classified as non-performing assets and general provision on performing assets as required by the Reserve Bank of India.

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We classify our loans in accordance with the Reserve Bank of India guidelines into performing and non-performing loans. Further, non-performing assets are classified into sub-standard, doubtful and loss assets based on the criteria stipulated by the Reserve Bank of India. The Reserve Bank of India has separate guidelines for restructured loans. A fully secured standard loan can be restructured by rescheduling of principal repayments and/or the interest element, but must be separately disclosed as a restructured loan in the year of restructuring. Similar guidelines apply to restructuring of sub-standard loans. See also “Business-Classification of loans”.

Gross restructured loans decreased by 9.1% to Rs. 50.4 billion (US\$ 1.3 billion) at year-end fiscal 2007 from Rs. 55.5 billion (US\$ 1.4 billion) at year-end fiscal 2006 primarily due to transfer of certain loans to an asset reconstruction company, on being classified as non-performing. Gross non-performing assets increased by 84.3% to Rs. 42.6 billion (US\$ 1.1 billion) at year-end fiscal 2007 from Rs. 23.1 billion (US\$ 577 million) at year-end fiscal 2006 primarily due to an increase in retail non-performing loans due to a change in the portfolio mix towards non-collateralized loans and seasoning of the retail loan portfolio. We sold gross aggregate value of assets amounting to Rs. 9.8 billion (US\$ 245 million) to an asset reconstruction company during fiscal 2007. As a percentage of net customer assets, net restructured loans were 2.2% at year-end fiscal 2007 compared to 3.3% at year-end fiscal 2006 and net non-performing assets were 0.9% at year-end fiscal 2007 compared to 0.7% at year-end fiscal 2006.

The following table sets forth, for the period indicated, the composition of provision and contingencies, excluding provision for tax.

	Year ended March 31,			2007/2006 % change
	2006	2007	2007	
	(in millions, except percentages)			
Provisions for investments (including credit substitutes)(net) (1)	Rs. 134	Rs. 384	US\$ 10	187.0%
Provision for non-performing assets	4,689	14,553	364	210.4
Provision for standard assets	3,428	7,529	188	119.6
Others	204	308	8	51.1
Total provisions and contingencies (excluding tax)	Rs. 8,455	Rs. 22,774	US\$ 570	169.4%

(1) Excludes amortization on government securities.

(2) We do not distinguish between provisions and write-offs while assessing the adequacy of our loan loss coverage, as both provisions and write-offs represents a reduction of the principal amount of a non-performing asset. In compliance with Indian regulations governing the presentation of financial information by banks, gross non-performing assets are reported gross of provisions net of cumulative write-offs in our financial statements.

Provisions are made on standard, sub-standard and doubtful assets at rates prescribed by Reserve Bank of India. Loss assets and unsecured portion of doubtful assets are provided/written off as per the extant Reserve Bank of India guidelines. Subject to the minimum provisioning levels prescribed by the Reserve Bank of India, provisions on homogeneous retail loans/ receivables is assessed at a portfolio level, on the basis of days past due. See also “Business-Classification of loans”.

Provisions and contingencies (excluding provisions for tax) increased to Rs. 22.8 billion (US\$ 570 million) in fiscal 2007 from Rs. 8.5 billion (US\$ 212 million) in fiscal 2006 primarily due to higher provisions of about Rs. 4.1 billion (US\$ 102 million) made on standard assets in accordance with the revised guidelines issued by the Reserve Bank of

India, a significantly lower level of write-backs in fiscal 2007 compared to about Rs. 6.6 billion (US\$ 165 million) write-backs in fiscal 2006, provisions of about Rs. 1.1 billion (US\$ 27 million) on account of frauds in rural portfolio, primarily in our warehouse receipt financing business and a higher level of specific provisioning on retail and other loans. The increase in provisioning on retail loans primarily reflects the growth in retail loans, seasoning of the retail loan portfolio and the change in the portfolio mix towards non-collateralized retail loans where credit losses are higher, but the higher losses are more than offset by the higher yield on such loans.

Under the Reserve Bank of India guidelines issued in September 2005, banks were required to make a general provision of 0.4% on standard loans (excluding loans to agricultural sector and to small and medium enterprises). In May 2006, the general provisioning requirement for personal loans and advances qualifying as capital market exposure, residential housing loans beyond Rs. 2.0 million (US\$ 49,975) and commercial real estate was further

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increased to 1.0% from 0.4%. In January 2007, the general provisioning requirement for personal loans, credit card receivables, loans and advances qualifying as capital market exposure, commercial real estate loans and advances to non-deposit taking systematically important non-banking financial companies was increased to 2.0%. As a result, general provision on standard assets increased by 115.6% to Rs. 7.5 billion (US\$ 187 million) in fiscal 2007 from Rs. 3.4 billion (US\$ 85 million) in fiscal 2006.

Tax Expense

Total tax expense was Rs. 7.6 billion (US\$ 190 million) for fiscal 2007 compared to Rs. 7.0 billion (US\$ 175 million) in fiscal 2006. Income tax expense was Rs. 7.0 billion (US\$ 175 million) for fiscal 2007 compared to Rs. 6.6 billion (US\$ 165 million) in fiscal 2006. The effective rate of income tax expense was 20.7% for fiscal 2007 compared to the effective rate of income tax expense of 21.2% for fiscal 2006. The effective income tax rate of 20.7% for fiscal 2007 was lower compared to the statutory tax rate of 33.66% primarily due to concessional rate of tax on capital gains, exemption of dividend income, deduction towards special reserve and deduction of income of offshore banking unit.

The Indian Finance Act, 2005 imposed an additional income tax on companies called fringe benefit tax. Pursuant to this Act, companies are deemed to have provided fringe benefits to the employees if certain defined expenses are incurred. A portion of these expenses is deemed to be a fringe benefit to the employees and subjects us to tax at a rate of 30%, exclusive of applicable surcharge and cess. This tax is effective from April 1, 2005. The fringe benefit tax expense amounted to Rs. 587 million (US\$ 15 million) for fiscal 2007.

Financial Condition

Assets

The following table sets forth, at the dates indicated, the principal components of assets.

	At March 31,			2007/2006 % change
	2006	2007	2007	
	(in millions, except percentages)			
Cash and cash equivalents	Rs. 182,551	Rs. 396,891	US\$9,917	117.4%
Investments	840,139	1,206,167	30,139	43.6
Advances (net of provisions)	1,562,603	2,113,994	52,823	35.3
Fixed assets	41,429	43,402	1,085	4.8
Other assets	145,574	182,893	4,570	25.6
Total assets	Rs. 2,772,296	Rs. 3,943,347	US\$98,534	42.2%

Our total assets increased by 42.2% to Rs. 3,943.3 billion (US\$ 98.5 billion) at year-end fiscal 2007 compared to Rs. 2,772.3 billion (US\$ 69.3 billion) at year-end fiscal 2006, primarily due to an increase in advances, investments and balances maintained with Reserve Bank of India. Net Advances increased by 35.3% to Rs. 2,114.0 billion (US\$ 52.8 billion) from Rs. 1,562.6 billion (US\$ 39.0 billion) primarily due to increase in retail advances in accordance with our strategy of growth in our retail portfolio, offset, in part by reduction in advances due to repayments and securitizations. Total investments at year-end fiscal 2007 increased by 43.6% to Rs. 1,206.2 billion (US\$ 30.1 billion) from Rs. 840.1 billion (US\$ 21.0 billion) at year-end fiscal 2006 primarily due to 31.9% increase in investments in government and other approved securities in India to Rs. 696.4 billion (US\$ 17.4 billion) at year-end fiscal 2007 from Rs. 528.3 billion (US\$ 13.2 billion) at year-end fiscal 2006 and 67.0% increase in other investments (including bonds

and other mortgage securities) to Rs. 273.4 billion (US\$ 6.8 billion) from Rs. 163.7 billion (US\$ 4.1 billion). Banks in India are required to maintain a specified percentage, currently 25%, of their net demand and time liabilities by way of liquid assets like cash, gold or approved unencumbered securities. Cash and cash equivalents increased by 117.4% to Rs. 396.9 billion (US\$ 9.9 billion) from Rs. 182.6 billion (US\$ 4.6 billion) primarily due to increase in balance maintained with Reserve Bank of India due to increase in cash reserve ratio from 5.0% at year-end 2006 to 6.5% effective at year-end fiscal 2007 and higher liquid cash balances maintained by overseas branches and banking subsidiaries. Total assets of our overseas offices (including overseas banking unit in Mumbai) increased by 77.4% to Rs 591.4 billion (US\$ 14.8 billion) at year-end fiscal 2007 from Rs. 333.4 billion

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(US\$ 8.3 billion) at fiscal 2006 primarily due to an increase in the total assets of our United Kingdom banking subsidiary, Singapore branch and Bahrain branch.

Liabilities and Stockholders' Equity

The following table sets forth, at the dates indicated, the principal components of liabilities and stockholders' equity.

	At March 31,			2007/2006 % change
	2006	2007	2007	
	(in millions, except percentages)			
Deposits	Rs. 1,724,510	Rs. 2,486,136	US\$ 62,122	44.2%
Borrowings	450,000	616,595	15,407	37.0
Other liabilities(1)	360,310	581,742	14,536	61.5
Proposed dividend (including corporate dividend tax)	8,809	10,628	266	20.7
Minority interest	2,749	5,096	127	85.3
Total liabilities	2,546,378	3,700,197	92,458	45.3
Equity share capital	8,898	8,993	225	1.1
Preference share capital	3,500	3,500	87	0.0
Reserves and surplus	213,520	230,657	5,764	8.0
Total liabilities (including capital and reserves)	Rs. 2,772,296	Rs. 3,943,347	US\$ 98,534	42.2%

(1) Includes subordinated debt.

Deposits increased by 44.2% to Rs. 2,486.1 billion (US\$ 62.1 billion) at year-end fiscal 2007 from Rs. 1,724.5 billion (US\$ 43.1 billion) at year-end fiscal 2006 primarily due to increase in savings deposit by 54.7% to Rs. 375.3 billion (US\$ 9.4 billion) at year-end fiscal 2007 from Rs. 242.6 billion (US\$ 6.1 billion) and increase in time deposit by 44.5% to Rs. 1,827.2 billion (US\$ 45.7 billion) at year-end fiscal 2007 from Rs. 1,264.8 billion (US\$ 31.6 billion) at year-end fiscal 2006. This significant growth in deposits was primarily achieved through increased focus on retail and corporate customers by offering a wide range of products designed to meet varied individual and corporate needs and leveraging our network of branches, extension counters and ATMs. This is commensurate with our focus of increased funding through deposits. Total deposits at year-end fiscal 2007 constituted 75.0% of our funding (i.e. deposit, borrowings and subordinated debts). Borrowings (excluding subordinated debt) increased by 37.0% to Rs. 616.6 billion (US\$ 15.4 billion) at year-end fiscal 2007 from Rs. 450.0 billion (US\$ 11.2 billion) at year-end fiscal 2006 primarily due to increase in foreign currency borrowings of our international branches and banking subsidiaries. Minority interest increased by 85.3% to Rs. 5.1 billion (US\$ 127 million) at year-end fiscal 2007 from Rs. 2.8 billion (US\$ 70 million) at year-end fiscal 2006 primarily due to increase of Rs. 8.7 billion (US\$ 217 million) in share capital and reserves of our insurance subsidiaries. Stockholders' equity increased to Rs. 239.7 billion (US\$ 6.0 billion) at year-end fiscal 2007 from Rs. 222.4 billion (US\$ 5.6 billion) at year-end fiscal 2006 primarily due to retained earnings for the year and exercise of employee stock option. As per the transition provision for Accounting Standard 15 – (Revised) on “Accounting for retirement benefits in financial statements of employer”, the difference in liability on account of retirement benefits created by us at March 31, 2006 due to the revised standard have been adjusted in reserves and surplus.

Off Balance Sheet Items, Commitments and Contingencies

Foreign Exchange and Derivative Contracts

We enter into foreign exchange forwards, options, swaps and other derivative products to enable customers to transfer, modify or reduce their foreign exchange and interest rate risks and to manage our own interest rate and foreign exchange positions. These instruments are used to manage foreign exchange and interest rate risk relating to

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specific groups of on-balance sheet assets and liabilities. The following table sets forth, at the dates indicated, the notional amount of derivative contracts.

	Notional principal amounts At March 31				Balance sheet credit exposure(1) At March 31			
	2006	2007	2008	2008	2006	2007	2008	2008
	(in millions)							
Interest rate products:								
Swap								
agreements	Rs. 2,720,713	Rs. 3,454,593	Rs. 7,440,119	US\$ 185,910	Rs. 2,800	Rs. 10,595	Rs. 30,346	US\$ 758
Others	49,390	1,044	115,266	2,880	18	-	72	2
Total								
interest rate products	Rs. 2,770,103	Rs. 3,455,637	Rs. 7,555,385	US\$ 188,790	Rs. 2,818	Rs. 10,595	Rs. 30,418	US\$ 760
Foreign exchange products:								
Forward contracts								
	Rs. 919,149	Rs. 248,088	Rs. 2,086,254	US\$ 52,130	Rs. 1,987	Rs. 1,140	Rs. (2,402)	US\$ (60)
Swap agreements								
	25,194	1,005,899	1,158,421	28,946	51	750	(1,046)	(26)
Others	254,882	822,707	1,084,023	27,087	446	(620)	426	11
Total								
foreign exchange products	Rs. 1,199,225	Rs. 2,076,694	Rs. 4,328,698	US\$ 108,163	Rs. 2,484	Rs. 1,270	Rs. (3,022)	US\$ (75)

(1) Denotes the mark-to-market impact of the derivative and foreign exchange products on the reporting date.

The notional principal amount of interest rate products increased to Rs. 7,555.4 billion (US\$ 188.8 billion) at year-end fiscal 2008 compared to Rs. 3,455.6 billion (US\$ 86.3 billion) at year-end fiscal 2007. The notional principal amount of foreign exchange products increased to Rs. 4,328.7 billion (US\$ 108.2 billion) at year-end fiscal 2008 compared to Rs. 2,076.7 billion (US\$ 51.9 billion) at year-end fiscal 2007. This significant increase in the volumes of interest rates swaps and foreign exchange forward contracts was primarily due to increased transactions carried out by us on behalf of our customers and growth in the market for such products. Market volumes have also increased significantly during this period. As an active player and market-maker in swap and forward exchange contract markets and due to the fact that reduction in positions is generally achieved by entering into offsetting transactions rather than termination/cancellation of existing transactions, we have seen a substantial increase in the notional principal of our swap portfolio during this period.

An interest rate swap does not entail exchange of notional principal and the cash flow arises on account of the difference between the interest rate pay and receive legs of the swap which is generally much lower than the notional principal of the swap. A large proportion of interest rate swaps, currency swaps and forward exchange contracts are on account of market making which involves providing regular two-way prices to customers or inter-bank counter-parties. This results in generation of a higher number of outstanding transactions, and hence a large value of gross notional principal of the portfolio. For example, if a transaction entered into with a customer is covered by an

exactly opposite transaction entered into with another counter-party, the net market risk of the two transactions will be zero whereas, the notional principal of the portfolio will be the sum of both transactions. The Bank deals in credit derivative instruments including credit default swaps, credit linked notes, collateralized debt obligations and principal protected structures. The notional principal amount of these credit derivatives outstanding at March 31, 2008 was Rs. 27,067.6 million (US\$ 676 million) in funded instruments and Rs. 58,597.9 million (US\$ 1,464 million) in non-funded instruments which includes Rs. 200.6 million (US\$ 5 million) of protection bought by ICICI Bank. As on September 5, 2008 the notional principal amount of these credit derivatives outstanding was Rs. 24,327.0 million (US\$ 608 million) in funded instruments and Rs. 41,999.8 million (US\$ 1,049 million) in non-funded instruments.

Securitization

We primarily securitize commercial loans through “pass-through” securitization transactions involving special purpose entities (SPE), commonly Trusts by nature. After the securitization, we generally continue to maintain customer account relationships and service loans transferred to the securitization trusts. The securitization transactions are either with limited recourse or without recourse. In certain cases, we may enter into derivative transactions such as interest rate swaps with the contributors to the securitization trusts. In February 2006, the Reserve Bank of India issued guidelines on securitization of standard assets (Guidelines). In accordance with these guidelines, in effect since February 1, 2006, we account for any loss arising on securitization immediately at the

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time of sale and amortize the profit / premium arising on account of securitization over the life of the asset. Prior to February 1, 2006, profit arising on account of securitization was recorded at the time of sale.

In certain cases, prior to the issuance of the guidelines, we have written put options, which require us to purchase, upon request of the holders, securities issued in certain securitization transactions. The put options seek to provide liquidity to holders of such instruments. If exercised, we are obligated to purchase the securities at the pre-determined exercise price.

We may sometimes invest in financial assets such as mortgage loans, commercial vehicles and trade receivables transferred in pass-through securitizations. An originator of a typical securitization transfers a portfolio of financial assets to a special purpose entity, commonly a Trust. We account for these investments at inception at acquisition price.

Loan Commitments

We have outstanding undrawn commitments to provide loans and financing to customers. These loan (including fungible commitments on non-fund facility) commitments aggregated Rs. 733.5 billion (US\$ 18.3 billion) as of March 31, 2008 compared to Rs. 401.7 billion (US\$ 10.0 billion) as of March 31, 2007. The interest rate on fund-based commitments is dependent on the lending rates on the date of the loan disbursement. Further, the commitments have fixed expiration dates and are contingent upon the borrower's ability to maintain specific credit standards.

Capital Commitments

We are obligated under a number of capital contracts. Capital contracts are job orders of a capital nature, which have been committed. As of the balance sheet date, work had not been completed to this extent. Estimated amounts of contracts remaining to be executed on capital projects increased to Rs. 18.0 billion (US\$ 450 million) as of March 31, 2008 from Rs. 3.7 billion (US\$ 92 million) as of March 31, 2007 primarily due to new projects being taken up by ICICI Bank as part of expansion and creating large infrastructure and new offices at various locations in India.

Operating Lease Commitments

We have commitments under long-term operating leases principally for premises. The following table sets forth, a summary of future minimum lease rental commitments at year-end fiscal 2008.

Lease rental commitments for fiscal	(in millions)
2009	Rs. 1,635
2010	1,793
2011	1,351
2012	1,199
2013	784
Thereafter	1,693
Total minimum lease commitments	Rs. 8,455

Guarantees

As a part of our financing activities, we issue guarantees to enhance the credit standing of our customers. The guarantees are generally for a period not exceeding 10 years. The credit risks associated with these products, as well

as the operating risks, are similar to those relating to other types of financial instruments. We have the same appraisal process for guarantees as that for any other loan product. Guarantees increased by 49.8% to Rs. 466.7 billion (US\$ 11.7 billion) at year-end fiscal 2008 from Rs. 311.6 billion (US\$ 7.8 billion) at year-end fiscal 2007.

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The following table sets forth, at the dates indicated, guarantees outstanding.

	2006	2007	At March 31,		2007	2008/2007 %
			2007/2006 %	2008		
			change			change
			(in millions, except percentages)			
Financial guarantees(1)	Rs. 68,660	Rs. 116,303	69.4%	Rs. 163,745	US\$ 4,092	40.8%
Performance guarantees(2)	133,079	195,272	46.7%	302,988	7,571	55.2%
Total guarantees	Rs. 201,739	Rs. 311,575	54.4%	Rs. 466,733	US\$ 11,663	49.8%

(1) Consists of instruments guaranteeing the timely contractual payment of loan obligations, primarily to foreign lenders on behalf of project companies.

(2) Consists of instruments guaranteeing the performance by a company of an obligation, such as exports.

The following table sets forth contractual obligations on long-term debt, operating lease and guarantees at year-end fiscal 2008.

Contractual Obligations	Total	Payments due by period			
		Less than 1 year	1-3 years	3-5 years	More than 5 years
		(in millions)			
Long-term debt obligations	Rs. 645,924	Rs. 76,536	Rs. 220,888	Rs. 160,396	Rs. 188,104
Operating lease obligations	8,455	1,635	1,738	1,263	1,693
Guarantees					
Financial guarantees	163,745	91,285	47,801	23,168	1,491
Performance guarantees	302,988	112,783	126,638	47,332	16,235
Total	Rs. 1,121,112	Rs. 282,239	Rs. 397,065	Rs. 232,159	Rs. 207,523

Capital Resources

ICICI Bank is subject to the capital adequacy norms stipulated by the Reserve Bank of India. As per the earlier capital adequacy guidelines (Basel I), we were required to maintain a minimum ratio of total capital to risk adjusted assets and off-balance sheet items of 9.0%, at least half of which must be Tier-1 capital. On April 27, 2007, the Reserve Bank of India issued prudential guidelines on Capital Adequacy and Market Discipline – Implementation of the New Capital Adequacy Framework, which are applicable to all banks with international presence, from March 31, 2008. Under the new guidelines (Basel II), which are now applicable to us, we are required to maintain a minimum ratio of total capital to risk adjusted assets of 9.0%, with a minimum Tier-1 capital ratio of 6.0%. The other key changes under the new guidelines are:

- Investment above 30% in paid-up equity capital, of financial entities which are not consolidated for capital adequacy (including insurance entities) and investments in other instruments eligible for regulatory capital status in those entities have been deducted 50% from Tier-1 and 50% from Tier-2 capital, while earlier only equity investments in subsidiaries were deducted entirely from Tier-1 capital.

- Capital charge has been introduced for operational risk.
- Under the Basel I guidelines, residential mortgages attract risk weight of 50% for loans up to Rs. 3.0 million and 75% for loans greater than Rs. 3 million. Under the Basel II guidelines, residential mortgages attract a risk weight of 50% for loans up to Rs. 3 million with loan-to-value ratio less than 75%, 75% for loans greater than Rs. 3.0 million with loan-to-value ratio less than 75% and 100% for all other loans.
- Under the Basel I guidelines, claims on corporates are risk weighted at 100%, while corporate claims are risk weighted as per the external rating of the corporate under the Basel II guidelines. Further, the Reserve Bank of India has stipulated that for fiscal 2009, all fresh sanctions or renewals in respect of unrated claims on corporates in excess of Rs. 500 million would attract a risk weight of 150%. With effect from April 1, 2009, all fresh sanctions or renewals in respect of unrated claims on corporates in excess of Rs. 100 million will attract a risk weight of 150%.

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Consumer credit and capital market claims attract 125% risk weight and commercial real estate claims attracts 150% risk weight under both Basel I and Basel II guidelines. Our Tier-1 capital after deductions, under the new guidelines is higher compared to the Basel I guidelines, while risk weighted assets under Basel II guidelines are higher than under Basel I guidelines. Our capital adequacy calculated in accordance with the Basel I guidelines at year-end fiscal 2008 was 14.92%, including Tier-1 capital adequacy ratio of 11.32% and Tier-2 capital adequacy ratio of 3.60%. The capital adequacy calculated in accordance with the Basel II guidelines at year-end fiscal 2008 was 13.97%, including Tier-1 capital adequacy ratio of 11.76% and Tier-2 capital adequacy ratio of 2.20%.

The following table sets forth, at the dates indicated, risk-based capital, risk-weighted assets and risk-based capital adequacy ratios computed in accordance with the Reserve Bank of India guidelines under the Basel I and Basel II and based on ICICI Bank's unconsolidated financial statements prepared in accordance with Indian GAAP.

	As per the Reserve Bank of India guidelines under Basel I		As per the Reserve Bank of India guidelines under Basel II	
	2007	2008	2008	2008
	As at March 31, (in millions)			
Tier 1 capital	Rs. 215,033	Rs. 381,340	Rs. 421,724	US\$ 10,538
Tier 2 capital	123,929	121,212	78,861	1,971
Total capital	338,962	502,552	500,585	12,508
Credit Risk – Risk Weighted Assets (RWA)	2,579,676	2,998,084	3,173,325	79,294
Market Risk – RWA	320,255	369,463	258,741	6,465
Operational Risk – RWA		-	152,500	3,811
Total risk weighted assets	Rs. 2,899,931	Rs. 3,367,547	Rs. 3,584,566	US\$ 89,570
Tier 1 capital adequacy ratio	7.4%	11.3%	11.8%	
Tier 2 capital adequacy ratio	4.3	3.6	2.2	
Total capital adequacy ratio	11.7%	14.9%	14.0%	

From time to time, we may access the capital markets through additional equity or debt offerings to increase our capital resources.

Liquidity Risk

Liquidity risk arises in the funding of lending, trading and investment activities and in the management of trading positions. 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. The goal of liquidity management is to be able, even under adverse conditions, to meet all liability repayments on time and fund all investment opportunities.

We maintain diverse sources of liquidity to facilitate flexibility in meeting funding requirements. Incremental operations are principally funded by accepting deposits from retail and corporate depositors. The deposits are augmented by borrowings in the short-term inter-bank market and through the issuance of bonds. Loan maturities and sale of investments also provide liquidity. Most of the funds raised are used to extend loans or purchase securities. Generally, deposits are of a shorter average maturity than loans or investments.

Most of our incremental funding requirements, including replacement of maturing liabilities of ICICI, which generally had longer maturities, are met through short-term funding sources, primarily in the form of deposits including inter-bank deposits. However, a large portion of our assets, primarily the assets of ICICI and our home loan portfolio, have medium or long-term maturities, creating a potential for funding mismatches. We actively monitor our liquidity position and attempt to maintain adequate liquidity at all times to meet all requirements of all depositors and bondholders, while also meeting the requirement of lending groups. We seek to establish a continuous information flow and an active dialogue between the funding and borrowing divisions of the organization to enable optimal liquidity management. A separate group is responsible for liquidity management.

Our international branches are primarily funded by debt capital market issuances, syndicated loans, bilateral loans and bank lines, while our international subsidiaries raise deposits in their local markets. Volatility in international debt markets following the concerns over sub-prime debt in the United States have constrained our international market borrowings. Continued volatility and liquidity constraints in the international markets may adversely impact our liquidity position.

Our subsidiary in the United Kingdom offers an internet based online savings deposit product to depositors. The total amount of such deposits as at year-end fiscal 2008 was Rs. 141.3 billion (US\$ 3.5 billion). These deposits are payable on demand. At present, these deposits are classified as outflow in the less than eight days liquidity bucket as required by the Financial Services Authority of the United Kingdom. We deploy these funds in a portfolio of short-term deposits and marketable securities. We may face liquidity risk in case of high volumes of deposit withdrawals, failure of a substantial number of depositors to roll over deposited funds upon maturity or to replace deposited funds with fresh deposits.

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Another source of liquidity risk is the put options written by us on the loans, which we have securitized. These options are binding on us and require us to purchase, upon request of the holders, securities issued in such securitized transactions. The options seek to provide liquidity to the security holders. If exercised, we will be obligated to purchase the securities at the pre-determined exercise price. Under the Reserve Bank of India's statutory liquidity ratio requirement, we are required to maintain 25.0% of our total net demand and time liabilities by way of approved securities, such as government of India securities and state government securities. We maintain a significant part of 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. Under the Reserve Bank of India's cash reserve ratio requirements, we are currently required to maintain 9.0% of our net demand and time liabilities in a current account with the Reserve Bank of India. We also have recourse to the liquidity adjustment facility and the refinance window, which are short-term funding arrangements provided by the Reserve Bank of India. We maintain a portfolio of liquid high quality securities that may be sold on an immediate basis to meet our liquidity needs.

We also have the option of managing liquidity by borrowing in the inter-bank market on a short-term basis. The overnight market, which is a significant part of the inter-bank market, is susceptible to volatile interest rates. These interest rates on certain occasions have touched historical highs of 70.0% and above. To curtail reliance on such volatile funding, our liquidity management policy has stipulated daily limits for borrowing and lending in this market. The limit on daily borrowing is more stringent than the limit set by the Reserve Bank of India. ICICI Securities Primary Dealership Limited, like us, relies for a certain proportion of its funding on the inter-bank market for overnight money and is therefore also exposed to similar risk of volatile interest rates.

We are required to submit gap analysis on a monthly basis to the Reserve Bank of India. Pursuant to the Reserve Bank of India's guidelines, net cumulative negative mismatches during the next day, 2-7 days, 8-14 days and 15-28 days buckets should not exceed 5%, 10%, 15% and 20% of the cumulative cash outflows up to the respective time buckets. We prepare fortnightly maturity gap analysis to review our liquidity position. Static gap analysis is also supplemented by a dynamic analysis for the short-term, to enable the liability raising units to have a fair estimate of the short-term funding requirements. In addition, we also monitor certain liquidity ratios on a fortnightly basis.

The following table sets forth, our ratings for various instruments by credit rating agencies.

Instrument	Credit Analysis & Research			Moody's Investor Standard & Poor's/JCRA		
	ICRA	Limited	CRISIL	Services		
Lower Tier II capital bonds	AAA	AAA	AAA	-	-	-
Upper Tier II debt	-	AAA	AAA	Baa2	BB	-
Tier I perpetual debt	-	AAA	AAA	Baa2	BB	-
Term deposits	AAA	AAA	AAA	-	-	-
Certificates of deposits	A1+	PR1+	-	-	-	-
Long-term foreign currency borrowings	-	-	-	Baa2	BBB-	BBB+
Global local currency borrowings	-	-	-	A2/P-1	-	-
Short term foreign currency ratings	-	-	-	Ba2/ Not Prime	A-3	-

The outlook from Standard and Poor's, Moody's and JCRA is stable. Any downgrade in these credit ratings, or any adverse change in these ratings relative to other banks and financial intermediaries, could adversely impact our ability

to raise resources to meet its funding requirements, which in turn could adversely impact our liquidity position.

Capital Expenditure

The following tables set forth, for the periods indicated, certain information related to capital expenditure by category of fixed assets.

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	Fiscal 2006					Net assets at March 31, 2006	
	Cost at March 31, 2005	Additions/transfers	Deletions/transfers	Depreciation (in millions)			
Premises	Rs. 19,585	Rs. 1,724	Rs. (152)	Rs. 2,278		Rs. 18,879	US\$472
Other fixed assets (including furniture and fixes)	17,809	4,915	(203)	11,710		10,811	270
Assets given on lease	20,424	--	(1,259)	7,427		11,738	293
Total	Rs. 57,818	Rs. 6,639	Rs. (1,614)	Rs. 21,415		Rs. 41,428	US\$ 1,035

	Fiscal 2007					Net assets at March 31, 2007	
	Cost at March 31, 2006	Additions/transfers	Deletions/transfers	Depreciation (in millions)			
Premises	Rs. 21,158	Rs. 3,306	Rs. (889)	Rs. 3,055		Rs. 20,520	US\$ 513
Other fixed assets (including furniture and fixes)	22,521	5,832	(732)	14,772		12,849	321
Assets given on lease	19,166	--	(820)	8,314		10,032	251
Total	Rs. 62,845	Rs. 9,138	Rs. (2,441)	Rs. 26,141		Rs. 43,401	US\$ 1,085

	Fiscal 2008					Net assets at March 31, 2008	
	Cost at March 31, 2007	Additions/transfers	Deletions/transfers	Depreciation (in millions)			
Premises	Rs. 23,574	Rs. 3,986	Rs. (325)	Rs. 4,181		Rs. 23,054	US\$576
Other fixed assets (including furniture and fixes)	27,621	6,917	(686)	18,093		15,759	394
Assets given on lease	18,346	--	(57)	10,318		7,971	199
Total	Rs. 69,541	Rs. 10,903	Rs. (1,068)	Rs. 32,592		Rs. 46,784	US\$ 1,169

Our capital expenditure on premises and other assets was Rs. 10.9 billion (US\$ 272 million) for fiscal 2008 compared to Rs. 9.1 billion (US\$ 227 million) in fiscal 2007. Capital expenditure of Rs. 6.9 billion (US\$ 172 million) on other fixed assets in fiscal 2008 included Rs. 1.5 billion (US\$ 37 million) on software. Our capital expenditure on premises and other assets increased by 37.9% to Rs. 9.1 billion (US\$ 227 million) for fiscal 2007 compared to fiscal 2006.

Significant Changes

Except as stated in this annual report, no significant changes have occurred to us since the date of the fiscal 2008 consolidated financial statements contained in this annual report.

Segment Revenues and Assets

Our operations are classified into the following segments:

- Consumer and Commercial Banking comprising of the retail and corporate banking business of ICICI Bank and its subsidiaries i.e. ICICI Bank UK PLC, ICICI Bank Canada, ICICI Bank Eurasia LLC and ICICI Home Finance Company Limited.
- Investment Banking comprising of the treasury operations of ICICI Bank and its banking subsidiaries i.e. ICICI Bank UK PLC, ICICI Bank Canada and ICICI Bank Eurasia LLC, and the operations of ICICI Securities Primary Dealership Limited (formerly ICICI Securities Limited), ICICI Securities Limited (formerly ICICI Brokerage Services Limited), ICICI Securities Inc., and ICICI Securities Holdings Inc., ICICI Venture Funds Management Company Limited, ICICI Eco-net Internet and Technology Fund, ICICI Equity Fund, ICICI Strategic Investments Fund, ICICI Emerging Sectors Fund and ICICI International Limited.

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- Insurance comprising of ICICI Prudential Life Insurance Company Limited and ICICI Lombard General Insurance Company Limited.
- Others comprising of ICICI Prudential Asset Management Company Limited, ICICI Prudential Trust Limited, ICICI Property Trust, ICICI Investment Management Company Limited, ICICI Trusteeship Services Limited, TCW/ICICI Investment Partners LLC and TSI Ventures (India) Private Limited.

Consumer and Commercial Banking Segment

Fiscal 2008 compared to Fiscal 2007

Profit before tax of the consumer and commercial banking segment decreased to Rs. 21.3 billion (US\$ 532 million) in fiscal 2008 from Rs. 25.1 billion (US\$ 627 million) in fiscal 2007, primarily due to an increase in non-interest expenses and provisions, offset, in part, by an increase in non-interest income and net interest income.

Net interest income, increased by 8.3% to Rs. 64.8 billion (US\$ 1.6 billion) in fiscal 2008 from Rs. 59.8 billion (US\$ 1.5 billion) in fiscal 2007, primarily due to an increase in the interest income on advances, offset, in part, by an increase in the interest expense on deposits and borrowings.

Non-interest income increased by 15.1% to Rs. 61.2 billion (US\$ 1.5 billion) in fiscal 2008 from Rs. 53.2 billion (US\$ 1.3 billion) in fiscal 2007, primarily due to growth in fee income from structuring and advisory fees, third party distribution fees and loan processing fees. Commission, exchange and brokerage of our United Kingdom subsidiary increased primarily due to an increase in the advisory and structuring fees, which also contributed to higher non-interest income being reported in fiscal 2008.

Non-interest expenses increased by 16.0% to Rs. 75.9 billion (US\$ 1.9 billion) in fiscal 2008 from Rs. 65.5 billion (US\$ 1.6 billion) in fiscal 2007, primarily due to an increase in salary and other staff expenses, rent taxes and lighting expenses, increase in repair & maintenance expenses and other administrative expenses. Employee expenses increased primarily due to increase in the number of employees, annual increase in the salaries and other employee benefits commensurate with growth in business.

Provisions and contingencies were Rs. 28.7 billion (US\$ 717 million) in fiscal 2008 as compared to Rs. 22.4 billion (US\$ 560 million), primarily due to a higher level of specific provisioning on retail and rural loans due to seasoning of the loan portfolio and the change in the portfolio mix towards non-collateralized retail loan resulting in higher yields and higher credit losses on such loans.

Fiscal 2007 compared to Fiscal 2006

Profit before tax of the consumer and commercial banking segment declined to Rs. 25.1 billion (US\$ 627 million) in fiscal 2007 from Rs. 26.0 billion (US\$ 650 million) in fiscal 2006, primarily due to an increase in provisions and increase in non-interest expense, offset, in part by an increase in net interest income and non-interest income.

Net interest income increased by 35.0% to Rs. 59.8 billion (US\$ 1.5 billion) for fiscal 2007 from Rs. 44.3 billion (US\$ 1.1 billion) for fiscal 2006, primarily due to an increase in the interest income on advances and investments, offset, in part, by an increase in the interest expense on deposits.

Non-interest income increased by 55.9% to Rs. 53.2 billion (US\$ 1.3 billion) in fiscal 2007 from Rs. 34.1 billion (US\$ 852 million) in fiscal 2006, primarily due to growth in fee income from retail products and services, including fee arising from retail assets products and retail liability related income like account servicing charges and third party distribution fees. Fees from corporate banking and international business also witnessed a strong growth. The increase was also due to increase in commission, exchange and brokerage income of our the United Kingdom banking subsidiary and investment banking subsidiary.

Non-interest expense increased 46.1% to Rs. 65.5 billion (US\$ 1.6 billion) in fiscal 2007 from Rs. 44.8 billion (US\$ 1.1 billion) in fiscal 2006, primarily due to an increase in employee expenses and the growth in the retail

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franchise, including maintenance of ATMs, credit card expenses, call center expenses and technology expenses. Employee expenses increased primarily due to increase in the number of employees, annual increase in the salaries and higher cost due to monetization of benefits on loan facilities available to employees at concessional rates of interests and other employee benefits. The increase in employees was commensurate with the growth in our retail businesses. Direct marketing agency expenses increased by 31.0% to Rs. 15.6 billion (US\$ 390 million) in fiscal 2007 from Rs. 11.9 billion (US\$ 297 million) in fiscal 2006 in line with the growth in our retail credit business. We use marketing agents, called direct marketing agents or associates, for sourcing retail assets. These commissions are expensed upfront and not amortized over the life of the loan. We reduce direct marketing agency expenses incurred in connection with sourcing our automobile loans on an upfront basis from interest income.

Provisions and contingencies increased significantly to Rs. 22.4 billion (US\$ 560 million) for fiscal 2007 as compared to Rs. 7.5 billion (US\$ 187 million) for fiscal 2006 primarily due to higher provisions created on standard assets, in accordance with the revised guidelines issued by Reserve Bank of India, a higher level of specific provisioning on retail loans due to change in the portfolio mix towards non-collateralized loans and seasoning of the loan portfolio and lower level of write-backs. General provision on standard assets increased by 111.0% to Rs. 7.3 billion (US\$ 182 million) in fiscal 2007 from Rs. 3.5 billion (US\$ 87 million) in fiscal 2006.

Investment Banking Segment

Fiscal 2008 compared to Fiscal 2007

Profit before tax of investment banking segment increased to Rs. 31.8 billion (US\$ 795 million) in fiscal 2008 from Rs. 13.9 billion (US\$ 347 million) in fiscal 2007, primarily due to increase in net-interest income and non-interest income, offset, in part, by an increase in the non-interest expenses.

Net interest income was Rs. 15.0 billion (US\$ 375 million) in fiscal 2008 compared to Rs. 1.5 billion (US\$ 37 million) in fiscal 2007, primarily due to increase in interest income from government securities, offset, in part, by an increase in interest expenses on inter-bank borrowings and funds. Premium amortization on government securities decreased to Rs. 9.0 billion (US\$ 224 million) in fiscal 2008 from Rs. 10.0 billion (US\$ 250 million) in fiscal 2007.

Non-interest income increased to Rs. 34.6 billion (US\$ 865 million) in fiscal 2008 from Rs. 21.9 billion (US\$ 547 million) in fiscal 2007, primarily due to higher level of gains from equity divestments and dividend from subsidiaries, offset, in part, by loss on exchange transactions and revaluation of investments. Commission, exchange and brokerage of our security broking and primary dealership subsidiaries increased primarily due to increase in equity brokerage and investment banking fees.

Profit on sale of investments increased by 142.1% to Rs. 34.0 billion (US\$ 851 million) in fiscal 2008 from Rs. 14.1 billion (US\$ 352 million) in fiscal 2007 primarily due to divestments of equity investments by us and by funds managed by ICICI Venture Funds Management Company Limited. The net loss on revaluation of investments was Rs. 4.8 billion (US\$ 120 million) in fiscal 2008 as compared to Rs. 1.8 billion (US\$ 45 million) in fiscal 2007 primarily due to mark-to-market losses on investments. At year-end fiscal 2008, our overseas branches and banking subsidiaries had an investment portfolio of Rs. 257.9 billion (US\$ 6.4 billion) comprising mainly of bonds, certificate of deposits, mortgage backed securities, treasury bills, credit linked notes and asset backed commercial paper. In fiscal 2008, the mark to market losses due to widening of credit spreads and other losses on the investment portfolio aggregating to Rs. 4.6 billion (US\$ 115 million) was made through the income statement.

Income from foreign exchange transactions decreased by 84.8% to Rs. 1.3 billion (US\$ 32 million) in fiscal 2008 from Rs. 8.4 billion (US\$ 210 million) in fiscal 2007 primarily due to mark-to-market and realized loss of Rs. 6.8

billion (US\$ 170 million) on ICICI Bank's credit derivative portfolio. At March 31, 2008, ICICI Bank had a credit derivative portfolio of Rs. 62.8 billion (US\$ 1.6 billion), including funded investments of Rs. 12.2 billion (US\$ 305 million) in credit derivative instruments such as credit default swaps, credit linked notes and collateralized debt obligations. The majority of the underlying exposure is to Indian corporates.

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Non-interest expenses increased by 81.2% to Rs. 16.4 billion (US\$ 410 million) in fiscal 2008 from Rs. 9.1 billion (US\$ 227 million) in fiscal 2007 primarily due to increase in payments to and provisions for employees and other administrative expenses.

Fiscal 2007 compared to Fiscal 2006

Profit before tax for the investment banking segment increased to Rs. 13.9 billion (US\$ 347 million) in fiscal 2007 compared to Rs. 5.7 billion (US\$ 142 million) in fiscal 2006 primarily due to increase in non-interest income and net interest income, offset in part, by an increase in the non-interest expenses.

Net interest income was Rs. 1.5 billion (US\$ 37 million) in fiscal 2007 compared to net interest expenses of Rs. 3.0 billion (US\$ 75 million) in fiscal 2006 primarily due to 24.5% increase in premium amortization expenses on government securities to Rs. 10.0 billion (US\$ 250 million) in fiscal 2007 from Rs. 8.0 billion (US\$ 200 million) in fiscal 2006 and increase in interest on inter-bank borrowings, offset in part, by a increase in interest income from government securities.

Non-interest income increased by 42.5% to Rs. 21.9 billion (US\$ 547 million) in fiscal 2007 from Rs. 15.3 billion (US\$ 382 million) in fiscal 2006 primarily due to higher level of gains from equity divestments, offset in part due to lower profits on proprietary trading as a result of the sharp fall in the equity markets in May 2006 and adverse conditions in debt markets. Commission, exchange and brokerage of our investment banking subsidiary increased primarily due to increase in the advisory fees offset by decrease in fee for equity capital market services.

Non-interest expense increased to Rs. 9.1 billion (US\$ 227 million) in fiscal 2007 from Rs. 5.7 billion (US\$ 142 million) in fiscal 2006 primarily due to increase in payments to and provisions for employees and other administrative expenses.

Insurance Segment

Fiscal 2008 compared to Fiscal 2007

The net loss of insurance segment was at Rs. 11.9 billion (US\$ 297 million) for fiscal 2008 as compared to Rs. 3.9 billion (US\$ 97 million) for fiscal 2007 primarily due to increase in the net loss of ICICI Prudential Life Insurance Company Limited.

As would be typical for life insurance companies during the periods of high growth in their initial years, ICICI Prudential Life Insurance Company Limited incurred a loss of Rs. 14.0 billion (US\$ 350 million) primarily due to business set-up and customer acquisition costs as well as reserving for actuarial liability. ICICI Prudential Life Insurance Company Limited's new business premium (on weighted received premium basis) grew by 68.3% from Rs. 39.7 billion (US\$ 992 million) in fiscal 2007 to Rs. 66.8 billion (US\$ 1.7 billion) in fiscal 2008.

ICICI General's gross written premium (excluding share of motor third party insurance pool) grew by 11.4% from Rs. 30.0 billion (US\$ 750 million) in fiscal 2007 to Rs. 33.5 billion (US\$ 837 million) in fiscal 2008. The industry witnessed a slowdown in growth on account of de-tariffication of the general insurance industry whereby insurance premiums were freed from price controls, resulting in a significant reduction in premium rates. The industry also witnessed the formation of the motor third party insurance pool for third party insurance of commercial vehicles. Accordingly, all insurance companies are required to cede 100% of premiums collected and claims incurred for this segment to the pool. At the end of the year, the results of the pool are shared by all insurance companies in proportion to their overall market share in the industry. The motor third party pool had a negative impact of Rs. 0.5

billion (US\$ 12 million) on the profit of ICICI General. ICICI General is also required to expense

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upfront, on origination of a policy, all sourcing expenses related to the policy. ICICI General achieved a profit after tax of Rs. 1.0 billion (US\$ 25 million) in fiscal 2008, a growth of 50.5% over fiscal 2007.

The employee expenses for ICICI Prudential Life Insurance Company increased by 100.0% to Rs. 10.4 billion (US\$ 260 million) in fiscal 2008 from Rs. 5.2 billion (US\$ 130 million) in fiscal 2007 primarily due to a 77.6% increase in number of employees to 28,973 at year-end fiscal 2008 from 16,317 at year-end fiscal 2007. The employee expenses for ICICI Lombard General Insurance Company increased by 29.2% to Rs. 3.1 billion (US\$ 78 million) in fiscal 2008 from Rs. 2.4 billion (US\$ 60 million) in fiscal 2007 primarily due to a 16.8% increase in number of employees to 5,570 at year-end fiscal 2008 from 4,770 at year-end fiscal 2007. The increase in employees was commensurate with the growth in businesses. ICICI Prudential Life Insurance Company Limited has increased its agency force from 234,725 at year-end fiscal 2007 to 290,993 as at year-end fiscal 2008. The number of branches and offices of our insurance subsidiary increased to 2,219 at year-end fiscal 2008 from 803 at year-end fiscal 2007.

Expenses pertaining to insurance business, representing provisions for claims, contribution to linked business, commissions paid and reserving for actuarial liability increased by 71.3% to Rs. 142.8 billion (US\$ 3.6 billion) in fiscal 2008 from Rs. 83.4 billion (US\$ 2.1 billion) in fiscal 2007 primarily due to higher business levels in fiscal 2008. The provisions for claims are determined based on actuarial valuation.

Fiscal 2007 compared to Fiscal 2006

The net loss of insurance segment was at Rs. 3.9 billion (US\$ 97 million) for fiscal 2007 as compared to Rs. 495 million (US\$ 12 million) for fiscal 2006 primarily due to increase in the net loss of ICICI Prudential Life Insurance Company Limited.

As would be typical for life insurance companies during the periods of high growth, ICICI Prudential Life Insurance Company Limited incurred a loss of Rs. 6.5 billion (US\$ 162 million) primarily due to business set-up and customer acquisition costs as well as reserving for actuarial liability. ICICI Prudential Life Insurance Company Limited recorded a growth of 98.4% in total new business premium of Rs. 51.6 billion (US\$ 1.3 billion) in fiscal 2007 as compared to Rs. 26.0 billion (US\$ 650 million) in fiscal 2006. ICICI Prudential Life Insurance Company Limited was the largest player in the retail segment of the private sector life insurance market with a market share of about 28% during fiscal 2007 (on weighted received premium basis).

There was an increase in the net loss of ICICI Prudential Life Insurance Company Limited during fiscal 2007 primarily due to the timing differences in the recognition of premiums collected on policies sold and non-interest expenses and actuarial provisions created for future benefits under the policies, increase in non-interest expenses and appropriation of an amount of Rs 968 million (US\$ 24 million) as Funds for Future Appropriation from the revenue account (policyholders account) during fiscal 2007 instead of the profit and loss account.

Life insurance premium is recognized as income when due and costs primarily related to the acquisition of new and renewal insurance contracts including commissions and policy issue expenses are expensed in the year in which they are incurred. The liability for life policies in force and also policies in respect of which premium has been discontinued but a liability exists, is determined by the appointed actuary on the basis of an annual review of the life insurance business.

The non-interest expense of ICICI Prudential Life Insurance Company Limited increased significantly in fiscal 2007 as compared to fiscal 2006 primarily due to an increase in the employee expenses and other administrative expenses. The employee expenses for ICICI Prudential Life Insurance Company increased by 78.2% primarily due to an increase in number of employees to 16,317 at year-end fiscal 2007 from 7,704 at year-end fiscal 2006. ICICI

Prudential Life Insurance Company Limited has increased its agency force from approximately 72,000 at year-end fiscal 2006 to approximately 234,000 as at year-end fiscal 2007. The total number of branches has increased to 583 at year-end fiscal 2007 as compared to 309 at year-end fiscal 2006.

Pursuant to a notification issued by Insurance Regulatory Development Authority dated March 29, 2006, the appointed actuary of ICICI Prudential Life Insurance Company Limited has determined as amount of Rs. 968 million (US\$ 24 million) as release of actuarial reserves on policies which have lapsed in the earlier years. ICICI

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Prudential Life Insurance Company Limited had in fiscal 2006 appropriated an amount of Rs. 792 million (US\$ 20 million), relating to reserves on policies which lapsed in the earlier years, from the profit and loss account as funds for future appropriation. This resulted in a lower amount of transfer to the policyholders account, leading to lower losses in the profit and loss account for fiscal 2006. Based on the requirements of Insurance Regulatory Development Authority, ICICI Prudential Life Insurance Company Limited has appropriated an amount of Rs. 968 million (US\$ 24 million) as funds for future appropriation from the revenue account (policyholders' account) during fiscal 2007. In case ICICI Prudential Life Insurance Company Limited had followed the policy of appropriating funds for future appropriation from the profit and loss account, the loss for the year would have been lower by Rs. 968 million (US\$ 24 million) for fiscal 2007. However, neither the carrying value of funds for future appropriation nor the debit balance of the profit and loss account in the balance sheet is impacted by this change.

ICICI Lombard General Insurance Company Limited recorded growth of 88.7% in fiscal 2007 in total gross written premium to Rs. 30.0 billion (US\$ 750 million) in fiscal 2007 from Rs. 15.9 billion (US\$ 397 million) in fiscal 2006. ICICI Lombard General Insurance Company Limited was the largest private general insurer with a market share of 34% among the private sector general insurance companies during the fiscal 2007. The profits of ICICI Lombard General Insurance Company Limited are impacted by business set up and customer acquisition costs, that are expensed as incurred under Indian GAAP.

The net income of ICICI Lombard General Insurance Company Limited at year-end fiscal 2007 increased primarily due to increase in net premium earned by 102.1%, increase in income from investments by 52.8% and increase in commission income by 51.5%, offset, by increase in net claims incurred by 109.1% and other operating expenses. The increase in net written premium was commensurate with the growth in the businesses and in particular the retail business, where premium retentions are higher.

The employee expenses for ICICI Lombard General Insurance Company Limited increased by 103.1% primarily due to an increase in the number of employees to 4,770 at year end fiscal 2007 from 2,283 at year end fiscal 2006. The increase in employees was commensurate with the growth in businesses.

Others Segment

Fiscal 2008 compared to Fiscal 2007

Profit before tax of the others segment increased to Rs. 1.4 billion (US\$ 35 million) in fiscal 2008 from Rs. 528 million (US\$ 13 million) in fiscal 2007, primarily due to increase in the profit before tax of ICICI Prudential Asset Management Company Limited and ICICI Home Finance Company Limited.

The profit before tax of ICICI Prudential Asset Management Company Limited increased primarily due to an increase in investment management and portfolio management fees, offset in part by an increase in the brokerage and incentives paid to agents and increase in marketing, advertisement and publicity expenses. The profit before tax of ICICI Home Finance Company Limited increased primarily due to an increase in fee income and interest income, offset in part, by increase in interest expenses and increase in provision against non-performing assets and standard assets.

Fiscal 2007 compared to Fiscal 2006

Profit before tax of the others segment increased to Rs. 528 million (US\$ 13 million) in fiscal 2007 from Rs. 338 million (US\$ 8 million) in fiscal 2006, primarily due to increase in the profit before tax of ICICI Prudential Asset Management Company Limited.

The profit before tax of ICICI Prudential Asset Management Company Limited increased primarily due to an increase in investment management and portfolio management fees, offset by an increase in the brokerage and incentives paid to agents and increase in marketing, advertisement and publicity expenses.

Investment management and portfolio management fees are recognized on an accrual basis in accordance with the respective terms of contracts. Income on asset shield products under portfolio management scheme is accrued over the term. The unaccrued portion of income is carried forward as a current liability.

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Brokerage and incentives are paid to agents based on the sales generated by them during the year on an accrual basis.

Related party transactions

During fiscal 2008, transactions of the Company with its related parties and key management personnel is given below:

Associates/other related entities

Financial Information Network & Operations Limited, I-Process Services (India) Private Limited, I-Solutions Providers (India) Private Limited, NIIT Institute of Finance, Banking and Insurance Training Limited, ICICI Venture Value Fund, Comm Trade Services Limited, Loyalty Solutions & Research Limited, Café Network Limited, Traveljini.com Limited and Firstsource Solutions Limited (Bank's holding is 24.97% as on March 31, 2008).

With respect to entities, which have been identified as related parties from the fiscal 2008; previous year's comparative figures have not been reported.

Key management personnel include whole-time directors. The following are the significant transactions of the Company with its associates/other related entities and key management personnel.

Insurance services

During fiscal 2008, the Company received insurance premium from associates/other related entities of Rs. 117 million (US\$ 3 million). During fiscal 2008, the Company paid claims to its associates/other related entities of Rs. 94 million (US\$ 2 million).

Fees and commission

During fiscal 2008, the Company received fees from its associates/other related entities of Rs. 107 million (US\$ 3 million). During fiscal 2008, the Company received commission amounting to Rs. 7 million (US\$ 174,913) from its associates/other related entities.

Lease of premises and facilities

During fiscal 2008, the Company charged an aggregate amount of Rs. 2 million (US\$ 49,975) for lease of premises, facilities and other administrative costs to its associates/other related entities.

Secondment of employees

During fiscal 2008, the Company received Rs. 2 million (US\$ 49,975) from its associates/other related entities for secondment of employees.

Redemption/buyback of investments

During fiscal 2008, consideration of Rs. 27 million (US\$ 674,663) was received on account of buyback/capital reduction of equity shares from associates/other related entities.

Reimbursement of expenses

During fiscal 2008, the Company reimbursed expenses to its associates/other related entities amounting to Rs. 1 million (US\$ 24,988).

Brokerage and fee expenses

During fiscal 2008, the Company paid fees to its associates/other related entities of Rs. 2,595 million (US\$ 65 million).

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Purchase of investments

During fiscal 2008, the Company invested in the equity and preference shares of its associates/other related entities amounting to Rs. 58 million (US\$ 1 million) and during fiscal 2008, we purchased certain investments from our joint ventures amounting to Rs. Nil as compared to Rs. Nil in fiscal 2007 (fiscal 2006: Rs. 20 million (US\$ 499,750)).

Interest expenses

During fiscal 2008, the Company paid interest to its associates/other related entities amounting to Rs. 27 million (US\$ 674,663).

Interest income

During fiscal 2008, the Company received interest from its associates/other related entities amounting to Rs. 21 million (US\$ 524,738), and received interest from its key management personnel amounting to Rs. 1 million (US\$ 24,988) as compared to Rs. 1 million (US\$ 24,988) in fiscal 2007 (fiscal 2006: Rs. 1 million (US\$ 24,988)).

Dividend paid

During fiscal 2008, ICICI Bank paid dividend to its key management personnel amounting to Rs. 15 million (US\$ 374,813) as compared to Rs. 4 million (US\$ 99,950) in fiscal 2007 (fiscal 2006: Rs. 3 million (US\$ 74,963)).

Remuneration to whole-time directors

Remuneration paid to the whole-time directors of ICICI Bank during fiscal 2008 was Rs. 90 million (US\$ 2 million) as compared to Rs. 87 million (US\$ 2 million) in fiscal 2007 (fiscal 2006: Rs. 76 million (US\$ 2 million)).

Related party balances

The table below sets forth the balances payable to/receivable from its associates/other related entities included in the balance sheet as on March 31, 2008.

Items	As on March 31, 2008 (Rupees in million)
Deposits with the Company	234
Advances	143
Investments of the Company in related parties	1,870
Receivables	174
Payables	377

The table below sets forth the balances payable to/receivable from key management personnel as on March 31, 2008.

Items	2008	As on March 31, 2007 (in millions)		2006
	Rs.	Rs.	Rs.	Rs.
Deposits	41	80	25	
Advances	14	21		15

Investments	9	14	4
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(1) Whole-time directors of the Board and their relatives.

Joint ventures and associates

From fiscal 2006, ICICI Bank started consolidating TSI Ventures as a Joint venture as per AS 27 on “Financial Reporting of Interests in Joint Ventures”. For fiscal 2008, fiscal 2007 and fiscal 2006, TCW/ICICI Investment Partners LLC was classified as a joint venture. For fiscal 2005 and fiscal 2004, TCW/ICICI Investment Partners

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LLC was classified as an associate as per AS 23 on ‘Accounting for Investments in Associates in Consolidated Financial Statements’. For fiscal 2005 and fiscal 2004, ICICI Prudential Asset Management Company Limited and ICICI Prudential Trust Limited were classified as joint ventures. From fiscal 2006, the financial statements of ICICI Prudential Asset Management Company Limited and ICICI Prudential Trust Limited which were jointly controlled entities were consolidated as per AS 21 on “Consolidated Financial Statements” consequent to the limited revision to AS 27 on “Financial Reporting of Interests in Joint Ventures”. From fiscal 2008, ICICI Bank started consolidating Financial Information Network and Operations Limited, I-Process Services (India) Private Limited, I-Solutions Providers (India) Private Limited, NIIT Institute of Finance, Banking and Insurance Training Limited and ICICI Venture Value Fund as associates as per AS 23 on ‘Accounting for Investments in Associates in Consolidated Financial Statements’.

Reconciliation of net profit between Indian GAAP and US GAAP

Our consolidated financial statements are prepared in accordance with Indian GAAP, which differs, in certain significant aspects from US GAAP. The following discussion explains the significant adjustments to our consolidated profit after tax under Indian GAAP for the fiscal years ended March 31, 2008, 2007 and 2006 that would result from the application of US GAAP instead of Indian GAAP.

Consolidated profit after tax as per Indian GAAP for the year ended March 31, 2008 of Rs. 34.0 billion (US\$ 850 million) was higher than the net income as per US GAAP of Rs. 33.1 billion (US\$ 827 million) primarily due to additional charges to the income statement under US GAAP on account of higher loan loss provisioning of Rs. 4.4 billion (US\$ 110 million) and higher amortization of fees and costs of Rs. 4.8 billion (US\$ 120 million) offset in part by lower losses in life insurance subsidiary amounting to Rs. 6.1 billion (US\$ 152 million) and gains on derivative accounting of Rs. 2.3 billion (US\$ 57 million).

Consolidated profit after tax as per Indian GAAP for the year ended March 31, 2007 of Rs. 27.6 billion (US\$ 690 million) was lower than the net income as per US GAAP of Rs. 31.3 billion (US\$ 782 million) primarily due to unrealized gains on venture capital investments accounted for in the income statement under US GAAP, lower losses for insurance subsidiaries due to release of actuarial reserves on policies which have lapsed in the earlier years from the income statement under US GAAP, gains of Rs. 1.4 billion (US\$ 35 million) on differences in accounting for securitization, offset in part by amortization of loan origination fees, net of costs, of Rs. 2.3 billion (US\$ 57 million) and compensation costs on employee stock options amounting to Rs. 0.8 billion (US\$ 20 million).

Consolidated profit after tax as per Indian GAAP for the year ended March 31, 2006 of Rs. 24.2 billion (US\$ 605 million) was higher than the net income as per US GAAP of Rs. 20.0 billion (US\$ 500 million) primarily due to additional charges to the income statement under US GAAP on account of higher provisions for loan losses of Rs. 5.2 billion (US\$ 130 million) on restructured and other impaired loans and differences in the accounting for business combinations of Rs. 1.1 billion (US\$ 27 million), including amortization of intangible assets created on acquisitions, offset in part by amortization of loan origination costs, net of fees, of Rs. 3.2 billion (US\$ 80 million).

For a further description of significant differences between Indian GAAP and US GAAP, a reconciliation of net income and stockholders’ equity to US GAAP and certain additional information required under US GAAP, see notes 22 to our consolidated financial statements included herein.

Critical Accounting Policies

In order to understand our financial condition and results of operations, it is important to understand our significant accounting policies 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 as of the date of the financial statements and the reported income and expenses during 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.

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We have identified three critical accounting policies: accounting for investments, provisions/write offs on loans and other credit facilities and transfer and servicing of assets.

Accounting for Investments

We account for investments in accordance with the guidelines on investment classification and valuation issued by the Reserve Bank of India. We classify all our investments into held to maturity, available for sale and held for trading. Under each classification, we further categorize investments into (a) government securities, (b) other approved securities, (c) shares, (d) bonds and debentures, (e) subsidiaries and joint ventures and (f) others.

Held to Maturity securities are 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 the securities acquired is amortized over its remaining period to maturity on a constant effective yield basis. We also evaluate our investments for any other than temporary diminution in its value.

We compute the market value of our securities classified as available for sale and held for trading in accordance with the guidelines issued by the Reserve Bank of India. We amortize the premium, if any, over the face value of our investments in government securities classified as available for sale over the remaining period to maturity on a constant effective yield basis. We compute the market value of our quoted investments based on the trades/quotes on the recognized stock exchanges, SGL account transactions, and price list of Reserve Bank of India or prices declared by Primary Dealers Association of India jointly with Fixed Income Money Market and Derivatives Association, periodically.

We compute the market value of our unquoted government securities included in the available for sale and held for trading categories as per the rates published by Fixed Income Money Market and Derivatives Association.

We compute the market value of non-government securities, other than those quoted on the stock exchanges, wherever linked to the Yield-to-Maturity (“YTM”) rates, with a mark-up (reflecting associated credit risk) over the yield to maturity rates for government securities published by Fixed Income Money Market and Derivatives Association.

We compute the market value of our unquoted equity shares at the book value, if the latest balance sheet (which is not more than one year prior to the date of the valuation) is available or, at Rupee 1.

We compute the market value of our securities scrip-wise and the depreciation/appreciation is aggregated for each category. Net appreciation in each category, if any, being unrealized, is ignored, while net depreciation is provided for.

We account for repurchase and reverse purchase transactions in accordance with extant guidelines issued by the Reserve Bank of India.

Provisions / write-offs on loans and other credit facilities

We classify our loans into standard, sub-standard and doubtful assets based on the number of days an account is overdue. We create provisions on our secured and unsecured corporate loans classified as sub-standard and doubtful assets at rates prescribed by the Reserve Bank of India. Subject to the minimum provisioning levels prescribed by the Reserve Bank of India, provision on homogeneous loans relating to retail assets is assessed on a portfolio level, on the basis of days past due.

We create provisions for our restructured / rescheduled loans based on the present value of the interest sacrifice provided at the time of restructuring.

We upgrade a restructured non-performing loan to a standard account only after the specified period, i.e., a period of one year after the date on which the first payment of interest or of principal, whichever is earlier, is due, subject to satisfactory performance of the account during the period. We upgrade all other non-performing loans to a standard account if arrears of interest and principal are fully paid by the borrower.

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In May 2008, the Reserve Bank of India issued draft guidelines governing off-balance sheet exposures of banks. In August 2008, the Reserve Bank of India issued final guidelines on prudential norms for off-balance sheet exposures of banks. The guidelines require banks to treat only unpaid amounts due for 90 days or more under derivative contracts as non-performing assets. Further, banks' derivative and gold exposures would attract provisioning requirement as applicable to the loan assets in the standard asset category. Banks are also expected to compute their credit exposures, arising on account of the interest rate and foreign exchange derivative transactions and gold, using the current exposure method.

We also create general provisions on our standard loans based on the guidelines issued by the Reserve Bank of India.

Additionally, we also create provisions on individual country exposures (other than for home country exposures). The countries are categorized into seven risk categories namely insignificant, low, moderate, high, very high, restricted and off-credit and provisioning is made on the exposures exceeding 180 days on a graded scale ranging from 0.25% to 100%. For exposures with contractual maturity of less than 180 days, 25% of the provisions are required to be held. We do not create provisions if the country exposure (net) in respect of each country does not exceed 1% of our total funded assets.

Transfer and servicing of assets

We transfer commercial and consumer loans through securitization transactions. The transferred loans are de-recognized and gains / losses, net of provisions, are accounted for only if we surrender the rights to benefits specified in the loan contract. Recourse and servicing obligations are deducted from proceeds of the sale. We measure the retained beneficial interests in the loans by allocating the carrying value of the loans between the assets sold and the retained interest, based on the relative fair value at the date of the securitization.

Effective February 1, 2006, we account for any loss arising on sale immediately at the time of sale and the profit/premium arising on account of sale is amortized

Recently Issued Accounting pronouncements

US GAAP

Fair value measurement

In September 2006, the FASB issued Statement No. 157, Fair Value Measurements. It establishes a single authoritative definition of fair value, sets out a framework for measuring fair value, and requires additional disclosures about fair value measurements. The Statement applies only to fair value measurements that are already required or permitted and is expected to increase the consistency of those measurements. The Statement is effective for fair-value measures already required or permitted by other standards for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. We believe that adoption of this statement will not have a material effect on our consolidated financial statements.

In February 2007, the FASB issued Statement No. 159, Fair Value Option for Financial Assets and Financial Liabilities. The Statement allows companies to elect to measure specified financial instruments at fair value on an instrument-by-instrument basis, with changes in fair value recognized in earnings each reporting period. The Statement applies to all reporting entities, contains financial-statement presentation and disclosure requirements, and is effective for fiscal years beginning after November 15, 2007. The Company is in the process of evaluating the impact of this statement.

Loan Commitments

In November 2007, the SEC issued Staff Accounting Bulletin No. 109 (SAB 109), which requires that the fair value of a written loan commitment that is marked to market through earnings should include the future cash flows related to the loan's servicing rights. However, the fair value measurement of a written loan commitment still must exclude the expected net cash flows related to internally developed intangible assets (such as customer relationship

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intangible assets). SAB 109 is effective for fiscal quarters beginning after December 15, 2007. We believe that adoption of this statement will not have a material effect on our consolidated financial statements.

Business Combinations

In December 2007, FASB issued Statement No. 141 (Revised 2007), Business Combinations. This Statement replaces Statement No. 141, Business Combinations. The statement requires an acquirer to recognize the assets acquired, the liabilities assumed including contingencies and non-controlling interest in the acquiree, at the acquisition date, measured at their fair value, with limited exceptions specified in the statement. In a business combination achieved in stages, this Statement requires the acquirer to recognize the identifiable assets and liabilities as well as the non-controlling interest in the acquiree at full amounts of their fair values. This Statement requires the acquirer to recognize contingent consideration at the acquisition date, measured at its fair value at that date. We will be required to apply this new Statement prospectively to business combinations consummated in fiscal years beginning after December 15, 2008. Early adoption is prohibited. The Company is in the process of evaluating the impact of adoption of this statement.

Non-controlling interests in Subsidiaries

In December 2007, FASB issued Statement No. 160, Non-controlling Interests in Consolidated Financial Statements – An Amendment of Accounting Research Bulletin No. 51. This statement establishes new accounting and reporting standards for the non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. This Statement requires the recognition of a non-controlling interest as equity in the consolidated financial statements and separate from the parent's equity. Purchases or sales of equity interests that do not result in a change in control will be accounted for as equity transactions. We will be required to adopt this new Statement prospectively to all non-controlling interest, including any that arose before the effective date, for fiscal years, beginning after December 15, 2008. Early adoption is prohibited. The Company is in the process of evaluating the impact of adoption of this statement.

Derivatives and Hedging Activities

In March 2008, FASB issued Statement No. 161, Disclosures about Derivative Instruments and Hedging Activities – An Amendment of FASB Statement No. 133. This statement requires enhanced disclosures on derivative and hedging activities by requiring objectives to be disclosed for using derivative instruments in terms of underlying risk and accounting designation. This Statement requires disclosures on the need of using derivative instruments, accounting of derivative instruments and related hedged items, if any, under Statement No. 133 and the effect of such instruments and related hedge items, if any, on the financial position, financial performance, and cash flows. We will be required to adopt this new Statement prospectively, for fiscal years beginning after November 15, 2008. The Company is in the process of evaluating the impact of adoption of this statement.

GAAP Hierarchy

In May 2008, the FASB issued Statement No 162, The Hierarchy of Generally Accepted Accounting Principles. This Statement identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of non-governmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States (the GAAP hierarchy). We believe that adoption of this statement will not have a material effect on our consolidated financial statements.

Financial Guarantee Insurance Contracts

In May 2008, the FASB issued Statement No. 163, Accounting for Financial Guarantee Insurance Contracts. This Statement requires that an insurance enterprise recognize a claim liability prior to an event of default (insured event) when there is evidence that credit deterioration has occurred in an insured financial obligation. This Statement also clarifies the applicability of Statement No. 60, Accounting and Reporting by Insurance Companies to financial guarantee insurance contracts, including the recognition and measurement to be used to account for premium revenue and claim liabilities. This Statement requires expanded disclosures about financial guarantee insurance contracts. The Company is in the process of evaluating the impact of adoption of this statement.

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MANAGEMENT

Directors and Executive Officers

Our board of directors, consisting of 16 members at March 31, 2008, is responsible for the management of our business. Our organizational documents provide for a minimum of three directors and a maximum of 21 directors, excluding the government director and the debenture director (defined below), if any. We may, subject to the provisions of our organizational documents and the Companies Act, change the minimum or maximum number of directors by a resolution which is passed at a general meeting by a majority of the present and voting shareholders. In addition, under the Banking Regulation Act, the Reserve Bank of India may require us to convene a meeting of our shareholders for the purposes of appointing new directors to our board of directors.

The Banking Regulation Act requires that at least 51% of our directors should have special knowledge or practical experience in banking and areas relevant to banking including accounting, finance, agriculture and small scale industry. All of our directors are professionals with special knowledge of one or more of the above areas. Of the 16 directors, five are directors who are in our whole time employment, or whole time directors. The appointment of whole time directors requires the approval of the Reserve Bank of India and the shareholders. The government of India has appointed one representative, Mr. Arun Ramanathan, to our board. Of the remaining 10 independent directors, Mr. N. Vaghul is the non-executive chairman of our board and Mr. T.S. Vijayan is the Chairman of Life Insurance Corporation of India, which is one of ICICI Bank's large institutional shareholders. One director is a consultant, one is a chartered accountant and business advisor, one is a professor of finance, two are retired company executives, one is from a financial holding company with investments in insurance and investment management and two are from industrial companies (including agriculture-based industries). Of the 11 non-whole time directors, three have specialized knowledge in respect of agriculture and rural economy or small-scale industry. The Reserve Bank of India has also prescribed 'fit and proper' criteria to be considered while appointing persons as directors of banking companies. Our directors (other than the government director) are required to make declarations confirming their ongoing compliance of the 'fit and proper' criteria. Our board of directors has reviewed the declarations received from the directors in this regard and determined that all our directors satisfy the 'fit and proper' criteria. The appointment of the chairman and all whole time directors requires the approval of the Reserve Bank of India.

Pursuant to the provisions of the Companies Act, at least two-thirds of the total number of directors are subject to retirement by rotation. The government director and the debenture director are not subject to retirement by rotation as per our organizational documents; One-third of the directors must retire from office at each annual meeting of shareholders. A retiring director is eligible for re-election. Pursuant to the provisions of the Banking Regulation Act, none of the directors other than whole time directors may hold office continuously for a period exceeding eight years. Pursuant to the Reserve Bank of India guidelines, a person would be eligible for appointment as director if he or she is between 35 and 70 years of age.

Our organizational documents also provide that we may execute trust deeds in respect of our debentures under which the trustee or trustees may appoint a director, known as the debenture director. The debenture director is not subject to retirement by rotation and may only be removed as provided in the relevant trust deed. Currently, there is no debenture director on our board of directors.

Mr. N. Vaghul was appointed as a director on March 27, 2002. He was appointed as non-whole time chairman of the board effective May 3, 2002 for a period of three years. The board at its meeting on April 30, 2005 reappointed him as non-whole time chairman of the board until April 30, 2009 which has been approved by the Reserve Bank of India.

Mr. K.V. Kamath, previously a non-whole time director, was appointed as Managing Director & CEO effective May 3, 2002. His current term as Managing Director & CEO expires on April 30, 2009. Ms. Chanda Kochhar was appointed as whole time director designated as Executive Director effective April 1, 2001 and designated as Deputy Managing Director effective April 29, 2006. While our shareholders have approved her term of office up to April 30, 2011, the Reserve Bank of India has approved her term of office up to April 30, 2009. Ms. Kochhar has been elevated to Joint Managing Director & Chief Financial Officer effective October 19, 2007. Mr. V. Vaidyanathan and Ms. Madhabi Puri-Buch were appointed as whole time directors designated as Executive Directors, each for a period

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of five years, effective October 24, 2006 and June 1, 2007 respectively. Mr. Sonjoy Chatterjee has been appointed as whole time director, designated as Executive Director, for a period of five years, effective October 22, 2007.

In order to comply with the provisions of the Companies Act and our organizational documents, Mr. V. Vaidyanathan, Ms. Madhabi Puri-Buch and Sonjoy Chatterjee will be subject to retirement by rotation if at any time the number of non-rotational directors exceeds one-third of the total number of directors. If they are re-appointed as directors immediately upon retirement by rotation, they will continue to hold their offices as whole time directors, and the retirement by rotation and re-appointment shall not be deemed to constitute a break in their appointment. Our other executive officers may hold office until they retire, unless they are discharged earlier by us.

Ms. Kalpana Morparia completed her term as Joint Managing Director of ICICI Bank on May 31, 2007 and retired from our board of directors effective June 1, 2007. Dr. Nachiket Mor sought early retirement from ICICI Bank effective October 19, 2007 and has been appointed as President of the ICICI Foundation for Inclusive Growth, a not-for-profit institution established by us.

Our board of directors had the following members at March 31, 2008:

Name, Designation and Profession	Age (years)	Date of Appointment	Particulars of other Directorship(s)
Mr. Narayanan Vaghul Chairman	71	March 27, 2002	Chairman Asset Reconstruction Company (India) Limited GIVE Foundation Himatsingka Seide Limited ICICI Knowledge Park Mahindra World City Developers Limited Institute for Financial Management and Research-Board of Governors
Chairman: Board Governance & Remuneration Committee Credit Committee Customer Service Committee Risk Committee Strategy Committee Profession: Development Banker			Director Pratham India Education Initiative Apollo Hospitals Enterprise Limited Azim Premji Foundation Hemogenomics Private Limited IAL Airport Services Limited Mahindra & Mahindra Limited Arcelor Mittal Luxembourg (formerly known as Mittal Steel Company N.V.) Arcelor Mittal Europe National Aviation Company of India Limited Nicholas Piramal India Limited Trans-India Acquisition Corporation Wipro Limited

Member
National Institute of Public Finance
& Policy-Governing Body
LNM Institute of Information
Technology

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Name, Designation and Profession	Age (years)	Date of Appointment	Particulars of other Directorship(s)
Mr. Sridar Iyengar Chairman: Audit Committee Profession: Business Advisor	60	April 30, 2005	Director American Indian Foundation Foundation for Democratic Reforms in India Infosys BPO Limited Infosys Technologies Limited Kovair Software Inc. Onmobile Asia Pacific Private Limited Rediff.com India Limited Rediff Holdings Inc. Career Launchers India Limited
Mr. Lakshmi Niwas Mittal Profession: Industrialist	57	May 3, 2002	Director Arcelor Mittal S.A. Arcelor Mittal USA Inc. ONGC Mittal Energy Limited ONGC Mittal Energy Mittal Services Limited Commonwealth Business Council Limited EADS N.V. (European Aeronautic Defense and Space Company) President Ispat Inland U.L.C
Mr. Narendra Murkumbi Profession: Company Executive	38	January 20, 2006	Chairman KBK-Chem Engineering Private Limited Managing Director Shree Renuka Sugars Limited Director J. P. Mukherji & Associates Private Limited Murkumbi Bioagro Private Limited Murkumbi Industries Private Limited Shree Renuka Infraprojects Limited Director & CEO Renuka Commodities DMCC, Dubai
Mr. Anupam Pradip Puri Profession:	62	May 3, 2002	Director Dr. Reddy's Laboratories Limited Mahindra & Mahindra Limited

Management Consultant

Tech Mahindra Limited

Mr. Arun Ramanathan

59 January 18,
2008

Director
State Bank of India
IDBI Bank Limited
IDFC Limited
Life Insurance Corporation of India
India Infrastructure Finance Company Limited

Profession:
Government Service

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Name, Designation and Profession	Age (years)	Date of Appointment	Particulars of other Directorship(s)
Mr. Mahendra Kumar Sharma Chairman: Fraud Monitoring Committee Share Transfer & Shareholders'/Investors' Grievance Committee Alternate Chairman: Audit Committee Profession: Retired Company Executive	61	January 31, 2003	Director ICICI Lombard General Insurance Company Limited Bata (India) Limited Sanmar Group of Companies- Advisory Board Mitsubishi UFJ Securities (India) Pvt. Limited
Mr. Priya Mohan Sinha Profession: Professional Manager	67	January 22, 2002	Chairman Bata India Limited Director Indian Oil Corporation Limited Lafarge India Private Limited Wipro Limited
Prof. Marti Gurunath Subrahmanyam Profession: Professor	61	May 3, 2002	Director ICICI Prudential Life Insurance Company Limited Infosys Technologies Limited International Schools of Business Management Limited Metahelix Life Sciences Private Limited Nomura Asset Management (U.S.A.), Inc. Usha Comm Tech Limited
Mr. T.S. Vijayan Profession: Company Executive	55	April 30, 2005	Chairman Life Insurance Corporation of India Non-Executive Chairman LIC Housing Finance Limited LIC Mutual Fund Asset Management Company Limited LIC (International) (BSC)(C) Bahrain LIC (Nepal) Limited LIC (Lanka) Limited LIC (Mauritius) Offshore Limited LIC Pension Fund Limited

Director
General Insurance Corporation of India
Kenindia Assurance Company Limited
National Commodities & Derivatives Exchange
Limited
National Stock Exchange of India Limited

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Name, Designation and Profession	Age (years)	Date of Appointment	Particulars of other Directorship(s)
Mr. V. Prem Watsa Profession: Company Executive	57	January 29, 2004	Chairman & CEO Fairfax Financial Holdings Limited Chairman Crum & Foster Holdings Corp. Northbridge Financial Corporation TIG Holdings, Inc. Director Cunningham Lindsey Group Inc. Odyssey Re Holdings Corp 1109519 Ontario Limited 810679 Ontario Limited FFHL Share Option 1 Corporation Hamblin Watsa Investment Council Limited FFHL Group Limited The Sixty Four Foundation The Sixty Three Foundation The Sixty Two Investment Company Limited
Mr. Kundapur Vaman Kamath Chairman: Committee of Directors Profession: Company Executive	60	April 17, 1996	Chairman ICICI Bank Canada ICICI Bank UK PLC ICICI Lombard General Insurance Company Limited ICICI Prudential Life Insurance Company Limited ICICI Prudential Asset Management Company Limited ICICI Securities Limited Member—Governing Board Emergency Management & Research Institute Manipal University Pandeet Deendayal Petroleum University Governing Council The ICICI Foundation for Inclusive Growth-Chairman Indian Institute of Management, Ahmedabad- Member Indian School of Business

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Name, Designation and Profession	Age (years)	Date of Appointment	Particulars of other Directorship(s)
Ms. Chanda Kochhar Profession: Company Executive	46	April 1, 2001	Chairperson ICICI Bank Eurasia Limited Liability Company ICICI Investment Management Company Limited Vice-Chairperson ICICI Bank UK PLC ICICI Bank Canada Director ICICI International Limited ICICI Prudential Life Insurance Company Limited Governing Council The ICICI Foundation for Inclusive Growth-Member
Mr. V. Vaidyanathan Profession: Company Executive	40	October 24, 2006	Chairman ICICI Home Finance Company Limited Director ICICI Lombard General Insurance Company Limited ICICI Securities Limited
Ms. Madhabi Puri-Buch Executive Director Profession: Company Executive	42	June 1, 2007	Director ICICI Prudential Trust Limited ICICI Venture Funds Management Company Limited
Mr. Sonjoy Chatterjee Profession: Company Executive	40	October 22, 2007	Director ICICI Bank Canada ICICI Bank UK PLC ICICI Bank Eurasia Limited Liability Company

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Our executive officers at September 5, 2008 were as follows:

Name	Age	Designation and Responsibilities	Years of experience	Total remuneration of in fiscal 2008(1) (in Rupees)	Bonus for fiscal 2008 (in Rupees)	Stock options granted in fiscal 2008	Stock options granted in fiscal 2009	Total stock options granted through September 5, 2008	Total stock options outstanding at September 5, 2008(2)	Share-holdings at September 5, 2008(3)
Mr. K.V. Kamath	60	Managing Director & CEO	36	22,294,699	4,324,800	300,000	270,000	1,845,000	1,170,000	490,000
Ms. Chanda D. Kochhar	46	Joint Managing Director & CFO	24	12,857,244	2,244,000	175,000	180,000	985,000	655,000	268,925
Ms. Madhabi Puri-Buch	42	Executive Director	18	12,888,225	1,700,000	100,000	125,000	579,900	405,000	98,861
Mr. V. Vaidyanathan	40	Executive Director	17	11,282,191	2,040,000	150,000	125,000	609,900	455,000	16,810
Mr. Sonjoy Chatterjee	40	Executive Director	15	3,663,251	841,639	75,000	125,000	346,850	250,625	30,925
Mr. K. Ramkumar	46	Group Chief Human Resources Officer	23	10,657,968	2,541,639	100,000	125,000	480,000	382,500	22,000
Mr. Pravir Vohra	54	Group Chief Technology Officer	33	9,445,477	2,541,639	100,000	125,000	404,500	320,500	47,500

(1) Including ICICI Bank's contribution to the superannuation fund, provident fund and leave travel allowance and excluding bonus payable for fiscal 2007 which was paid in fiscal 2008. Includes aggregate leave travel allowance availed during the year: K.V. Kamath – Rs. 2,650,000 (US\$ 66,217), Chanda D. Kochhar – Rs. 2,500,000 (US\$ 62,469), Madhabi Puri-Buch – Rs. 1,950,000 (US\$ 48,726), V. Vaidyanathan - Rs. 1,250,000 (US\$ 31,234), Sonjoy Chatterjee - Rs. NIL and all other executive officers - Rs. 2,080,822 (US\$ 51,995);

(2) Each stock option, once exercised, is equivalent to one equity share of ICICI Bank. ICICI Bank granted these stock options to its executive officers at no cost. See “— Compensation and Benefits to Directors and Officers — Employee Stock Option Scheme” for a description of the other terms of these stock options. In accordance with the Scheme of Amalgamation, directors and employees of ICICI have received stock options in ICICI Bank equal to half the number of the outstanding unexercised stock options they held in ICICI with the exercise price of these options being equal to twice the exercise price for the ICICI stock options exchanged. The stock options mentioned above include ICICI stock options converted into ICICI Bank stock options on this basis.

(3) Executive officers and directors (including non-executive directors) as a group held about 0.5% of ICICI Bank's equity shares as of this date.

Mr. K.V. Kamath has a degree in mechanical engineering and a post-graduate degree in management from the Indian Institute of Management, Ahmedabad. He joined ICICI in 1971 and worked in the areas of project finance, leasing,

resources and corporate planning. In 1988, he left ICICI to join the Asian Development Bank, where he worked for six years. In January 1995, he joined a private sector group in Indonesia as advisor to its chairman. Mr. Kamath joined the board of directors of ICICI in October 1995. He was appointed Managing Director & CEO of ICICI in May 1996 and was re-appointed in May 2001. Mr. Kamath was a non-whole time director on the board of ICICI Bank from April 1996. Effective May 3, 2002 our board appointed Mr. Kamath as Managing Director & CEO.

Ms. Chanda D. Kochhar has a post-graduate degree in management from the Jamnalal Bajaj Institute of Management Studies, Mumbai and a degree in cost and works accountancy from the Institute of Cost and Works Accountants of India. She started her career in 1984 with ICICI in its project finance department and has worked in

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the areas of corporate credit, infrastructure financing, e-commerce, strategy and retail finance. She was appointed to our board as an Executive Director in April 2001. Our board designated her as Deputy Managing Director in April 2006 and as Joint Managing Director & Chief Financial Officer in October 2007. She is currently responsible for the corporate centre.

Mr. V. Vaidyanathan has a post-graduate degree in business administration from Birla Institute of Technology & Science, Ranchi. He worked in Citibank before joining ICICI in 2000 in the personal financial services division. Our board of directors appointed him as a whole time director designated as Executive Director in October 2006. He is responsible for retail banking and the rural, micro-banking and agricultural business.

Ms. Madhabi Puri-Buch is a graduate in mathematical economics and has a post-graduate degree in management from the Indian Institute of Management, Ahmedabad. She joined ICICI in 1989 in the project finance department. She left ICICI in 1992 and worked in ANZ Grindlays Bank and ORG MARG Research before joining ICICI again in January 1997 in the planning and treasury department. Our board of directors appointed her as a whole time director designated as Executive Director in June 2007. She is responsible for operations, global markets and the corporate brand.

Mr. Sonjoy Chatterjee has a degree in chemical engineering and a post-graduate degree in management from the Indian Institute of Management, Bangalore. He joined ICICI in 1994 in the project finance department. He has worked in the areas of project finance, corporate banking, strategy and international banking. From 2003 to 2007, he was the chief executive of ICICI Bank UK PLC. Our board of directors appointed him as a whole time director designated as Executive Director in October 2007. He is currently responsible for wholesale banking, government banking and international banking.

Mr. K. Ramkumar is a science graduate from Madras University with a post-graduate diploma in industrial relations and labor laws. He worked with ICI India before joining ICICI in 2001 in the human resources department. In 2006 he was designated as Group Chief Human Resources Officer.

Mr. Pravir Vohra is a post-graduate in economics from Delhi University. He was Joint President in 3i Infotech Limited (formerly ICICI Infotech Limited) before he joined ICICI Bank in 2002. He was designated as Group Chief Technology Officer in 2006.

Corporate Governance

Our corporate governance policies recognize the accountability of the board and the importance of making the board transparent to all its constituents, including employees, customers, investors and the regulatory authorities, and to demonstrate that the shareholders are the ultimate beneficiaries of our economic activities.

Our corporate governance framework is based on an effective 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 chaired by an independent director, to oversee critical areas and functions of executive management.

Our corporate governance philosophy encompasses not only regulatory and legal requirements, such as the terms of listing agreements with stock exchanges, but also several voluntary practices 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;

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- 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 gives detailed reports on our 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 constitution and main functions of the various committees are given below.

Audit Committee

The Audit Committee comprises three independent directors – Mr. Sridar Iyengar, who is a Chartered Accountant, Mr. M.K. Sharma and Mr. Narendra Murkumbi. Mr. Sridar Iyengar is the Chairman of the Committee and Mr. M.K. Sharma is the Alternate Chairman.

Our board of directors has also determined that Mr. Sridar Iyengar qualifies as an audit committee financial expert.

The Committee provides direction to the audit function and monitors the quality of the internal and statutory audit. The responsibilities of the Audit Committee include overseeing of the financial reporting process to ensure fairness, sufficiency and credibility of financial statements, recommendation of appointment and removal of central and branch statutory auditors as also chief internal auditor and fixation of their remuneration, approval of payment to statutory auditors for other services rendered by them, review of functioning of Whistle Blower Policy, review of the quarterly and annual financial statements before submission to board, review of the adequacy of internal control systems and the internal audit function, review of compliance with inspection and audit reports and reports of statutory auditors, review of the findings of internal investigations, review of statement of significant related party transactions, review of Management letters/letter of internal control weaknesses issued by statutory auditors, 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 and examination of reasons for substantial defaults, if any, in payment to stakeholders. The Committee provides direction to the internal audit function and monitors the quality of internal and statutory audit. The 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 and auditing matters, 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 compliance risk management framework by providing directions to the regulatory compliance function of ICICI Bank.

All audit and non-audit services to be provided by our principal accountants are pre-approved by the Audit Committee before such services are provided to us.

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Board Governance & Remuneration Committee

The Board Governance & Remuneration Committee comprises five independent directors - Mr. N. Vaghul, Mr. Anupam Puri, Mr. M K. Sharma, Mr. P. M. Sinha and Prof. Marti G Subrahmanyam. Mr. N. Vaghul is the Chairman of the Committee.

The functions of the Committee include recommendation of appointments to the board, evaluation of the performance of the Managing Director & CEO and other whole-time Directors on pre-determined parameters, recommendation to our board of the remuneration (including performance bonus and perquisites) to whole-time Directors, approval of the policy for and quantum of bonus payable to the members of the staff, framing of guidelines for the Employees Stock Option Scheme and recommendation of grant of ICICI Bank stock options to the employees and the whole time Directors of ICICI Bank and its subsidiary companies.

Credit Committee

The Credit Committee comprises five directors – Mr. N. Vaghul, Mr. Narendra Murkumbi, Mr. M. K. Sharma, Mr. P. M. Sinha and Mr. K. V. Kamath. The majority of the members of the Committee are independent directors. Mr. N. Vaghul is the Chairman of the Committee.

The functions of the Committee include review of developments in key industrial sectors and approval of credit proposals in accordance with the authorization approved by the board.

Customer Service Committee

The Customer Service Committee comprises five directors – Mr. N. Vaghul, Mr. Narendra Murkumbi, Mr. M. K. Sharma, Mr. P. M. Sinha and Mr. K. V. Kamath. The majority of the members of the Committee are independent directors. Mr. N. Vaghul is the Chairman of the Committee. The functions of the Committee include review of customer service initiatives, overseeing the functioning of the Customer Service Council and evolving innovative measures for enhancing the quality of customer service and improvement in the overall satisfaction level of customers.

Fraud Monitoring Committee

The Fraud Monitoring Committee comprises of the following directors - Mr. M.K. Sharma, Mr. Narendra Murkumbi, Mr. K.V. Kamath, Ms. Chanda D. Kochhar and Mr. V. Vaidyanathan. Mr. M. K. Sharma is the Chairman of the Committee.

The functions of the Committee include monitoring and review of all instances of frauds involving an amount of Rs.10 million and above.

Risk Committee

The Risk Committee comprises five directors – Mr. N. Vaghul, Mr. Sridar Iyengar, Prof. Marti G. Subrahmanyam, Mr. V. Prem Watsa and Mr. K. V. Kamath. The majority of the members of the Committee are independent directors. Mr. N. Vaghul is the Chairman of the Committee. The Committee reviews ICICI Bank's risk management policies in relation to various risks (portfolio, liquidity, interest rate, off-balance sheet and operational risks), investment policies and strategy and regulatory and compliance issues in relation thereto. The Committee also reviews key risk indicators covering areas such as credit risk, interest rate risk, liquidity risk, foreign exchange risk and internal audit

Share Transfer & Shareholders'/Investors' Grievance Committee

The Share Transfer & Shareholders'/Investors' Grievance Committee comprises of the following directors – Mr. M.K. Sharma, Mr. Narendra Murkumbi, Ms. Chanda D. Kochhar and Ms. Madhabi Puri-Buch. Mr. M. K. Sharma, an independent director, is the Chairman of the Committee.

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The functions of the Committee include approval and rejection of transfer or transmission of equity and preference shares, bonds, debentures and securities, issue of duplicate certificates, allotment of shares and securities issued from time to time, including those under stock options, review and redressal of shareholders' and investors' complaints, delegation of authority for opening and operation of bank accounts for payment of interest, dividend and redemption of securities and the listing of securities on stock exchanges.

Strategy Committee

The Strategy Committee was constituted by the Board at its meeting held on March 7-8, 2008. The Strategy Committee comprises five Directors – Mr. N Vaghul, Mr. M. K. Sharma, Mr. Narendra Murkumbi, Mr. K.V. Kamath and Ms. Chanda Kochhar. The Committee is chaired by Mr. N. Vaghul.

The functions of the Committee are to evaluate various strategic opportunities, including acquisitions/ divestitures, restructuring and other strategic initiatives for ICICI Bank and its subsidiaries and recommend the same to the Board.

Committee of Directors

The Committee of Directors comprises all five whole time directors and Mr. K.V. Kamath, Managing Director & CEO is the Chairman of the Committee.

The powers of the Committee include approval of credit proposals as per authorization approved by the board, approvals in respect of borrowing and treasury operations and premises and property related matters.

Code of Ethics

We have adopted a Code of Business Conduct and Ethics for our directors and all our employees, which are filed as an exhibit to this report. In fiscal 2008, the Code was updated and amended. The revisions to the Code are primarily focused on the following issues:

- Conflicts of Interest and outside activities
- Gifts and Entertainment
- Know your Customer/Anti-money Laundering
- Accuracy of Company Records and reports
- Work Place Responsibility
- Raising Ethical Issues within ICICI Bank
- Special responsibility of Superiors and Managers
- Disciplinary Procedures

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Principal Accountant Fees and Services

The total fees to our principal accountant relating to audit of consolidated financial statements for fiscal 2007 and fiscal 2008 and the fees for other professional services billed in fiscal 2007 and fiscal 2008 are as follows:

	Year ended March 31,		Convenience translation into US\$	
	2007	2008	Year ended March 31, 2008	
	(in millions)			
Audit				
Audit of ICICI Bank Limited and its subsidiaries	Rs. 60.6	Rs. 110.6	US\$	2,763,618
Audit-related services				
Opinion on non-statutory accounts presented in Indian Rupees	14.1	5.4		134,933
Others	25.1	33.1		827,086
Sub-total	99.8	149.1		3,725,637
Non-audit services				
Tax services				
Tax compliance	1.0	11.1		277,361
Other services	20.4	3.0		74,963
Sub-total	21.4	14.1		352,324
Total	Rs. 121.2	Rs. 163.2	US\$	4,077,961

Fees for “other services” under the non-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 2008 and fees for other professional services billed in fiscal 2008. Our Audit Committee pre-approves all significant assignments undertaken for us by our principal accountant.

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.

Independent directors. A majority of our board are independent directors, as defined under applicable Indian legal requirements. Under these requirements, directors are not independent if they have any material pecuniary relationship or transactions with us, our management or our subsidiaries. We have not made a determination as to whether our directors would be considered independent under the New York Stock Exchange rules. Though the judgment on independence must be made by our board, there is no requirement that our board affirmatively make such determination, as required by the New York Stock Exchange rules. Further, one of our directors is a representative of the Indian government, as required by the terms of the loan and guarantee facilities provided by the Indian government.

Non-management directors meetings. Though there is no such requirement under applicable Indian legal requirements, our non-management directors meet separately before each board meeting.

Board Governance and Remuneration Committee and the Audit Committee. The members of our Board Governance and Remuneration Committee are independent, as defined under applicable Indian legal requirements. All members of our Audit Committee are independent under Rule 10A-3 under 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.

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. As a foreign private issuer, we are not required to adopt such guidelines.

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Compensation and Benefits to Directors and Officers

Remuneration

Under our organizational documents, each non-whole time director, 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-whole time directors is set by our board from time to time in accordance with limitations prescribed by the Indian Companies Act or the government of India. The remuneration for attending each board or committee meeting is currently fixed at Rs. 20,000 (US\$ 500). In addition, we reimburse directors for travel and related expenses in connection with 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 and this remuneration may be either in addition to or as substitution for the remuneration discussed above. We have not paid any remuneration to non-whole time directors other than the remuneration for attending each meeting of our board or of a board committee. Non-whole time directors are not entitled to the payment of any benefits at the end of their term of office.

Our board or any committee thereof may fix, within the range approved by our shareholders, the salary payable to the whole time directors. We are required to obtain specific approval of the Reserve Bank of India for the actual monthly salary and performance bonus paid each year to the whole time directors.

The following table sets forth the currently applicable monthly salary ranges.

Name and Designation	Monthly Salary Range (Rs.)
Mr. K. V. Kamath Managing Director & CEO	700,000 - 1,350,000 (US\$ 17,491- US\$ 33,733)
Ms. Chanda D. Kochhar Joint Managing Director & CFO	400,000 - 1,050,000 (US\$ 9,995- US\$ 26,237)
Mr. V. Vaidyanathan Executive Director	300,000 - 1,000,000 (US\$ 7,496- US\$ 24,988)
Ms. Madhabi Puri-Buch Executive Director	300,000 - 1,000,000 (US\$ 7,496- US\$ 24,988)
Mr. Sonjoy Chatterjee Executive Director	300,000 - 1,000,000 (US\$ 7,496- US\$ 24,988)

The whole time directors are entitled to perquisites (evaluated pursuant to Indian Income-tax Rules, wherever applicable, and otherwise at actual cost to ICICI Bank), such as furnished accommodation, gas, electricity, water and

furnishings, club fees, personal insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof, payment of income-tax on perquisites by ICICI Bank to the extent permissible under the Indian Income-tax Act, 1961 and the Rules framed there under, medical reimbursement, leave and leave travel concession, education benefits, provident fund, superannuation fund, gratuity and other retirement benefits, in accordance with the scheme(s) and rule(s) applicable to employees of ICICI Bank from time to time. Where accommodation is not provided, each of the whole time directors is eligible for a house rent allowance of Rs. 100,000 (US\$ 2,499) per month and maintenance of accommodation including furniture, fixtures and furnishings, as may be provided by ICICI Bank.

None of the service contracts with our directors provide for benefits upon termination of engagement.

The total compensation paid by ICICI Bank to its whole time directors and executive officers, Mr. K.V. Kamath, Ms. Kalpana Morparia, Ms. Chanda D. Kochhar, Dr. Nachiket Mor, Mr. V. Vaidyanathan, Ms. Madhabi Puri-Buch, Mr. Sonjoy Chatterjee, Mr. K. Ramkumar and Mr. Pravir Vohra in fiscal 2008, including bonus for fiscal 2007, was Rs. 122 million (US\$ 3 million).

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Bonus

Each year, our board of directors awards discretionary bonuses to employees and whole time directors on the basis of performance and seniority. The performance of each employee is evaluated through a performance management appraisal system. The aggregate amount accrued by ICICI Bank for bonuses to all eligible employees for fiscal 2008 was Rs. 2.0 billion (US\$ 50 million). This amount was paid in fiscal 2009.

Employee Stock Option Scheme

ICICI Bank has an Employee Stock Option Scheme in terms of which up to 5.0% of our issued equity shares may be allocated to employee stock options. Permanent employees and directors of ICICI Bank, its subsidiaries and its holding company are eligible employees for grant of stock options. ICICI Bank has no holding company. The maximum number of options granted to any eligible employee in a year is restricted to 0.05% of our issued equity shares at the time of the grant.

Under the stock option scheme, eligible employees are entitled to apply for equity shares. The options granted for fiscal 2003 and earlier vest annually in a graded manner over a three-year period, with 20.0%, 30.0% and 50.0% of the grants vesting each year, commencing not earlier than 12 months from the date of grant. Options granted for fiscal 2004 through fiscal 2008, and other grants made during fiscal 2009 vest in a graded manner over a four-year period with 20.0%, 20.0%, 30.0% and 30.0% of grants vesting each year, commencing from the end of 12 months from the date of grant. The options can be exercised within 10 years from the date of grant or five years from the date of vesting, whichever is later.

The exercise price for options granted prior to June 30, 2003 is equal to the market price of our equity shares on the date of grant on the stock exchange, which recorded the highest trading volume on the date of grant. On June 30, 2003, the Securities and Exchange Board of India revised its guidelines on employee stock options. While the revised guidelines provided that companies were free to determine the exercise price of stock options granted by them, they prescribed accounting rules and other disclosures, including expensing of stock options in the income statement, which are applicable to our Indian GAAP financial statements, in the event the exercise price was not equal to the average of the high and low market price of the equity shares in the two week period preceding the date of grant of the options, on the stock exchange which recorded the highest trading volume during the two week period. Effective July 22, 2004, the Securities and Exchange Board of India revised this basis of pricing to the latest available closing price, prior to the date of the meeting of the board of directors, in which options are granted, on the stock exchange which recorded the highest trading volume on that date. The exercise price for options granted by ICICI Bank on or after June 30, 2003, but before July 22, 2004 is equal to the average of the high and low market price of the equity shares in the two week period preceding the date of grant of the options, on the stock exchange which recorded the highest trading volume during the two week period. The exercise price of options granted on or after July 22, 2004 is equal to the closing price on the stock exchange which recorded the highest trading volume preceding the date of grant of options.

The following table sets forth certain information regarding the stock option grants ICICI Bank has made under its employee stock option scheme. ICICI Bank granted all of these stock options at no cost to its employees. ICICI Bank has not granted any stock options to its non-whole time directors.

Date of grant	Number of options granted	Exercise price		
February 21, 2000	1,713,000	Rs. 171.90	US\$	4.30

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April 26, 2001	1,580,200	170.00	4.25
March 27, 2002	3,155,000	120.35	3.01
April 25, 2003	7,338,300	132.05	3.30
July 25, 2003	147,500	157.03	3.92
October 31, 2003	6,000	222.40	5.56
April 30, 2004	7,539,500	300.10	7.50
September 20, 2004	15,000	275.20	6.88
April 30, 2005	4,906,180	359.95	8.99
August 20, 2005	70,600	498.20	12.45

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Date of grant	Number of options granted	Exercise price	
January 20, 2006	5,000	569.55	14.23
April 29, 2006	6,267,400	576.80	14.41
July 22, 2006	29,000	484.75	12.11
October 24, 2006	78,500	720.55	18.00
January 20, 2007	65,000	985.40	24.62
April 28, 2007	4,820,300	935.15	23.37
July 21, 2007	11,000	985.85	24.63
October 19, 2007	46,000	1,036.50	25.90
January 19, 2008	40,000	1,248.85	31.21
March 8, 2008	39,000	893.40	22.32
April 26, 2008	5,583,500	915.65	22.88

ICICI also had an employee stock option scheme for its directors and employees and the directors and employees of its subsidiary companies, the terms of which were substantially similar to the employee stock option scheme of ICICI Bank. The following table sets forth certain information regarding the stock option grants made by ICICI under its employee stock option scheme prior to the amalgamation. ICICI granted all of these stock options at no cost to its employees. ICICI had not granted any stock options to its non-whole time directors.

Date of grant	Number of options granted	Exercise price ¹		
August 3, 1999	2,323,750	Rs. 85.55	US\$	2.14
April 28, 2000	2,902,500	133.40		3.33
November 14, 2000	20,000	82.90		2.07
May 3, 2001	3,145,000	82.00		2.05
August 13, 2001	60,000	52.50		1.31
March 27, 2002	6,473,700	60.25		1.51

(1) The exercise price is equal to the market price of ICICI's equity shares on the date of grant.

In accordance with the Scheme of Amalgamation, directors and employees of ICICI and its subsidiary companies received stock options in ICICI Bank equal to half the number of their outstanding unexercised stock options in ICICI. The exercise price for these options is equal to twice the exercise price for the ICICI stock options. All other terms and conditions of these options are similar to those applicable to ICICI Bank's stock options pursuant to its employee stock option scheme.

The following table sets forth certain information regarding the options granted by ICICI Bank (including options granted by ICICI adjusted in accordance with the Scheme of Amalgamation) at June 1, 2008.

Particulars	ICICI Bank
Options granted	50,918,455
Options vested	31,944,924

Options exercised	23,990,047
Options forfeited/lapsed	6,137,206
Extinguishment or modification of options	[None]
Amount realized by exercise of options	Rs. 4,585,628,738
Total number of options in force	20,791,202

Among the subsidiaries of ICICI Bank, ICICI Prudential Life Insurance Company, ICICI Lombard General Insurance Company and ICICI Securities Limited have employee stock option plans for their whole time directors and employees.

ICICI Prudential Life Insurance Company has an Employee Stock Option Scheme in terms of which up to 3.0% of the paid up capital of the Company may be allocated to employee stock options. ICICI Prudential Life Insurance Company had 18,546,952 stock options outstanding at June 30, 2008. ICICI Bank and Prudential Plc have approved a scheme of liquidity to be provided to the employee stock option holders to the extent of shares exercised against options vested on or before March 31, 2007, aggregating to a maximum of 2.48 million shares. The shares would be bought at a price determined by an independent external valuation of the shares and would be in line with the grant price for new stock options being granted. The shares would be bought by the joint venture partners from the employee stock option holders in the proportion of their share holding. Since year-end fiscal 2008 through September 12, 2008, ICICI Bank has purchased 1,704,062 shares of ICICI Prudential Life Insurance Company pursuant to this scheme.

ICICI Lombard General Insurance Company has an Employee Stock Option Scheme in terms of which up to 5.0% of the paid up capital of the Company may be allocated to employee stock options. ICICI Lombard General Insurance Company had 16,681,660 employee stock options outstanding at June 30, 2008. ICICI Bank and Fairfax Financials Holdings Limited, Canada have approved a scheme of liquidity to be provided to the employee stock option holders to the extent of shares exercised against options vested on or before March 31, 2007, aggregating to a maximum of 1.12 million shares. The shares would be bought at a price determined by an independent external valuation of the shares and would be in line with the grant price for new stock options being granted. The shares would be bought by the joint venture partners from the employee stock option holders in the proportion of their share holding. Since year-end fiscal 2008 through September 12, 2008, ICICI Bank has purchased 442,950 shares of ICICI Lombard General Insurance Company pursuant to this scheme.

ICICI Securities has an Employee Stock Option Scheme in terms of which up to 10.0% of the issued equity share capital of the Company may be allocated to employee stock options. ICICI Securities had 8,305,000 employee stock options outstanding at June 30, 2008. In June 2008, the company approved a cash-out option for the vested options. The total number of stock options so encashed were 2,076,250.

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Loans

ICICI Bank has internal rules for grant of loans to employees and whole time directors to acquire certain assets such as property, vehicles and other consumer durables. ICICI 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, ICICI Bank's non-whole time directors are not eligible for any loans. At year-end fiscal 2008, there were loans of Rs. 9.0 billion (US\$ 225 million), compared to loans of Rs. 6.5 billion (US\$ 162 million) at year-end fiscal 2007, outstanding to ICICI Bank employees. This amount included loans of Rs. 14 million (US\$ 349,825), compared to Rs. 45 million (US\$ 1 million) at year-end fiscal 2007, to certain of its directors and executive officers, made on the same terms, including as to interest rates and collateral, as loans to other employees.

Gratuity

Under Indian law, ICICI Bank is required to pay a gratuity to employees who retire or resign after at least five years of continuous service. ICICI Bank makes contributions to four separate gratuity funds, for employees inducted from ICICI, employees inducted from Bank of Madura, employees inducted from Sangli Bank and employees of ICICI Bank other than employees inducted from ICICI, Bank of Madura and Sangli Bank.

The gratuity funds for employees inducted from ICICI, Bank of Madura and Sangli Bank are separate gratuity funds managed by ICICI Prudential Life Insurance Company Limited. Actuarial valuation of the gratuity liability is determined by an actuary appointed by ICICI Prudential Life Insurance Company Limited. 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 corpus of these funds at year-end fiscal 2008 based on their unaudited financial statements was Rs. 623 million (US\$ 16 million).

The gratuity fund for employees of ICICI Bank other than employees inducted from ICICI, Bank of Madura and Sangli Bank is administered jointly by the Life Insurance Corporation of India and ICICI Prudential Life Insurance Company. In accordance with the gratuity fund's rules, actuarial valuation of gratuity liability is calculated based on certain assumptions regarding rate of interest, salary growth, mortality and staff turnover. The total corpus of the funds at year-end fiscal 2008 was Rs. 506 million (US\$ 13 million) compared to Rs. 390 million (US\$ 10 million) at year-end fiscal 2007.

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Superannuation Fund

ICICI Bank contributes 15.0% of the total annual salary of each employee to a superannuation fund for ICICI Bank employees. ICICI Bank's employees get an option on retirement or resignation to receive one-third of the total balance and a monthly pension based on the remaining two-third balance. In the event of death of an employee, his or her beneficiary receives the remaining accumulated balance of 66.7%. ICICI Bank also gives a cash option to its employees, allowing them to receive the amount contributed by ICICI Bank in their monthly salary during their employment. From fiscal 2006, the superannuation fund is being administered by Life Insurance Corporation of India and ICICI Prudential Life Insurance Company Limited. Employees have the option to retain the existing balance with the Life Insurance Corporation of India or ICICI Prudential Insurance Company Limited. The total corpus of the superannuation fund was Rs. 1,218 million (US\$ 30 million) at year-end fiscal 2008 compared to Rs. 1,047 million (US\$ 26 million) at year-end fiscal 2007.

Provident Fund

ICICI Bank is statutorily required to maintain a provident fund as a part of its retirement benefits to its employees. There are separate provident funds for employees inducted from Bank of Madura and Sangli Bank (other than those employees who have opted for pensions), and for other employees of ICICI Bank. These funds are managed by in-house trustees. Each employee contributes 12.0% of his or her basic salary (10.0% for clerks and sub-staff of Bank of Madura) and ICICI Bank contributes an equal amount to the funds. 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 corpus of the funds for employees inducted from Bank of Madura, Sangli Bank and other employees of ICICI Bank at year-end fiscal 2008 based on their unaudited financial statements were Rs. 559 million (US\$ 14 million), Rs. 895 million (US\$ 22 million) and Rs. 4.1 billion (US\$ 102 million) respectively. ICICI Bank made aggregate contributions of Rs. 769 million (US\$ 19 million) to these funds during fiscal 2008, compared to Rs. 756 million (US\$ 19 million) in fiscal 2007.

Pension Fund

Out of the employees inducted from Bank of Madura and employed with ICICI Bank at year-end fiscal 2008, 280 employees had opted for pensions and 620 employees had opted for a provident fund and employees inducted from Sangli Bank and employed with ICICI Bank at year-end fiscal 2008, 1,250 employees had opted for pensions and 407 employees had opted for a provident fund. For employees who opted for a provident fund, ICICI Bank's contribution of 12.0% of his or her basic salary (10% for clerks and sub-staff) is credited to the provident fund every month. For employees who opted for pensions, ICICI Bank's contribution of 12.0% of his or her basic salary (10% for clerks and sub-staff) is credited to the pension fund every month. These funds are managed by in-house trustees through ICICI Prudential Life Insurance Company Limited. The investments of the funds are made according to rules prescribed by the government of India. The accounts of the fund are audited by independent auditors. The employees who opted for pensions are entitled to a monthly pension from the day after their retirement. ICICI Bank also gives a cash option to employees, allowing them to receive the present value of one-third of their monthly pension in total satisfaction. Upon death of an employee, family members are entitled to payment of a family pension pursuant to the rules in this regard. The corpus of the fund at year-end fiscal 2008 was Rs. 1.0 billion (US\$ 25 million), compared to Rs. 1.0 billion (US\$ 25 million) at year-end fiscal 2007 of Bank of Madura and Rs. 1.7 billion (US\$ 42 million) of Sangli Bank at year-end fiscal 2008.

Interest of Management in Certain Transactions

Except as otherwise stated in this annual report, no amount or benefit has been paid or given to any of our directors or executive officers.

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OVERVIEW OF THE INDIAN FINANCIAL SECTOR

The information in this section has been extracted from publicly available documents from various sources, including officially prepared materials from the government of India and its various ministries and the Reserve Bank of India, and has not been prepared or independently verified by us. This is the latest available information to our knowledge at September 22, 2008.

Introduction

Reserve Bank of India, the central banking and monetary authority of India is the central regulatory and supervisory authority for the Indian financial system. A variety of financial intermediaries in the public and private sectors participate in India’s financial sector, including the following:

- commercial banks;
- long-term lending institutions;
- non-bank finance companies, including housing finance companies;
- other specialized financial institutions, and state-level financial institutions;
- insurance companies; and
- mutual funds.

Until the early 1990s, the Indian financial system was strictly controlled. Interest rates were administered, formal and informal parameters governed asset allocation, and strict controls limited entry into and expansion within the financial sector. The government of India’s economic reform program, which began in 1991, encompassed the financial sector. The first phase of the reform process began with the implementation of the recommendations of the Committee on the Financial System, the Narasimham Committee I. The second phase of the reform process began in 1999. See “Banking Sector Reform—Committee on Banking Sector Reform (Narasimham Committee II)”.

This discussion presents an overview of the role and activities of the Reserve Bank of India and of each of the major participants in the Indian financial system, with a focus on the commercial banks. This is followed by a brief summary of the banking reform process along with the recommendations of various committees that have played a key role in the reform process. A brief discussion on the impact of the liberalization process on long-term lending institutions and commercial banks is then presented. Finally, reforms in the non-banking financial sector are briefly reviewed.

Reserve Bank of India

The Reserve Bank of India, established in 1935, is the central banking and monetary authority in India. The Reserve Bank of India manages the country’s money supply and foreign exchange and also serves as a bank for the government of India and for the country’s commercial banks. In addition to these traditional central banking roles, the Reserve Bank of India undertakes certain developmental and promotional roles.

The Reserve Bank of India issues guidelines on exposure limits, income recognition, asset classification, provisioning for non-performing and restructured assets, investment valuation and capital adequacy for commercial banks, long-term lending institutions and non-bank finance companies. The Reserve Bank of India requires these institutions to furnish information relating to their businesses to it on a regular basis. For further discussion regarding the Reserve Bank of India’s role as the regulatory and supervisory authority of India’s financial system and its impact on ICICI Bank, see “Supervision and Regulation”.

Commercial Banks

Commercial banks in India have traditionally focused only on meeting the short-term financial needs of industry, trade and agriculture. At March 31, 2008, there were 169 scheduled commercial banks in the country, with a network of 74,326 branches serving approximately Rs. 32.29 trillion (US\$ 806.8 billion) in deposit accounts. Scheduled commercial banks are banks that are listed in the schedule to the Reserve Bank of India Act, 1934, and are further categorized as public sector banks, private sector banks and foreign banks. Scheduled commercial banks have a presence throughout India, with approximately 64.5% of bank branches located in rural or semi-urban areas of the country. A large number of these branches belong to the public sector banks.

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Public Sector Banks

Public sector banks make up the largest category in the Indian banking system. They include the State Bank of India and its seven associate banks, 19 nationalized banks and 95 regional rural banks. Excluding the regional rural banks, the remaining public sector banks have 51,757 branches, and accounted for 71.1% of the outstanding gross bank credit and 71.0% of the aggregate deposits of the scheduled commercial banks at March 31, 2008. The public sector banks' large network of branches enables them to fund themselves out of low cost deposits.

State Bank of India is the largest bank in India in terms of total assets. At March 31, 2008, State Bank of India and its seven associate banks had 14,701 branches. They accounted for 22.6% of aggregate deposits and 22.8% of outstanding gross bank credit of all scheduled commercial banks.

Regional rural banks were established from 1976 to 1987 by the central government, state governments and sponsoring commercial banks jointly with a view to develop the rural economy. Regional rural banks provide credit to small farmers, artisans, small entrepreneurs and agricultural laborers. The National Bank for Agriculture and Rural Development is responsible for regulating and supervising the functions of the regional rural banks. In 1986 the Kelkar Committee made comprehensive recommendations covering both the organizational and operational aspects of regional rural banks, several of which were incorporated as amendments to the Regional Rural Banking Act, 1976. As part of comprehensive restructuring program, recapitalization of the regional rural banks was initiated in fiscal 1995, a process which continued until fiscal 2000 and covered 187 regional rural banks with aggregate financial support of Rs. 21.9 billion (US\$ 547 million) from the stakeholders. Simultaneously, prudential norms on income recognition, asset classification and provisioning for loan losses following customary banking benchmarks were introduced.

Currently, there are 95 regional rural banks and at March 31, 2008 regional rural banks had 14,558 branches, accounted for 3.0% of aggregate deposits and 2.4% of gross bank credit outstanding of scheduled commercial banks.

Private Sector Banks

After the first phase of bank nationalization was completed in 1969, public sector banks made up the largest portion of Indian banking. The focus on public sector banks was maintained throughout the 1970s and 1980s. In addition, existing private sector banks that showed signs of an eventual default were merged with state-owned banks. In July 1993, as part of the banking reform process and as a measure to induce competition in the banking sector, the Reserve Bank of India permitted entry of the private sector into the banking system. This resulted in the introduction of private sector banks, including ICICI Bank. These banks are collectively known as the "new" private sector banks. At year-end fiscal 2008, there were eight "new" private sector banks. In addition, 18 old private sector banks existing prior to July 1993 were operating at year-end fiscal 2008. The Sangli Bank Limited, an unlisted "old" private sector bank merged with ICICI Bank effective April 19, 2007. Subsequent to year-end fiscal 2008, the Centurion Bank of Punjab merged with HDFC Bank.

At March 31, 2008, private sector banks accounted for approximately 20.3% of aggregate deposits and 19.7% of gross bank credit outstanding of the scheduled commercial banks. Their network of 7,751 branches accounted for 10.4% of the total branch network of scheduled commercial banks in the country.

Foreign Banks

Currently, there are 29 foreign banks and at March 31, 2008, foreign banks had 260 branches operating in India. Foreign banks accounted for 5.6% of aggregate deposits and 6.8% of outstanding gross bank credit of scheduled commercial banks at March 31, 2008. As part of the liberalization process, the Reserve Bank of India has permitted

foreign banks to operate more freely, subject to requirements largely similar to those imposed on domestic banks. The primary activity of most foreign banks in India has been in the corporate segment. However, some of the larger foreign banks have made consumer financing a larger part of their portfolios. These banks offer products such as automobile finance, home loans, credit cards and household consumer finance. Foreign banks operate in India through branches of the parent bank. Certain foreign banks also have wholly-owned non-bank finance company subsidiaries or joint ventures for both corporate and retail lending. In a circular dated July 6, 2004, the Reserve Bank of India stipulated that banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's

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holding exceeded 5.0% of the investee bank's equity capital. This also applies to holdings of foreign banks with a presence in India, in Indian banks.

The Reserve Bank of India issued a notification on "Roadmap for presence of foreign banks in India" on February 28, 2005, announcing the following measures with respect to the presence of foreign banks:

- During the first phase (up to March 2009), foreign banks will be allowed to establish a presence by setting up wholly-owned subsidiaries or by converting existing branches into wholly-owned subsidiaries.
- In addition, during the first phase, foreign banks would be allowed to acquire a controlling stake in a phased manner only in private sector banks that are identified by the Reserve Bank of India for restructuring.
- For new and existing foreign banks, it has been proposed to go beyond the existing World Trade Organization commitment of allowing increases of 12 branches per year. A more liberal policy will be followed for under-banked areas.
 - During the second phase (from April 2009 onwards), after a review of the first phase, foreign banks would be allowed to acquire up to 74.0% in private sector banks in India.

Cooperative Banks

Cooperative banks cater to the financing needs of agriculture, small industry and self-employed businessmen in urban and semi-urban areas of India. The state land development banks and the primary land development banks provide long-term credit for agriculture. In the light of liquidity and insolvency problems experienced by some cooperative banks in fiscal 2001, the Reserve Bank of India undertook several interim measures, pending formal legislative changes, including measures related to lending against shares, borrowings in the call market and term deposits placed with other urban cooperative banks. Presently the Reserve Bank of India is responsible for supervision and regulation of urban cooperative banks, and the National Bank for Agriculture and Rural Development for state cooperative banks and district central cooperative banks. The Banking Regulation (Amendment) and Miscellaneous Provisions Act, 2004 provides for the regulation of all cooperative banks by the Reserve Bank of India. See also "— Recent Structural Reforms — Proposed Amendments to the Banking Regulation Act". A task force appointed by the government of India to examine the reforms required in the cooperative banking system submitted its report in December 2004. It recommended several structural, regulatory and operational reforms for cooperative banks, including the provision of financial assistance by the government for revitalizing this sector. In the Union Budget for fiscal 2006, the Finance Minister accepted the recommendations of the Task Force in principle and proposed to call state governments for consultation and begin to implement the recommendations in the states willing to do so. During fiscal 2006 the Reserve Bank of India outlined a Medium-Term Framework for urban cooperative banks. Subsequently a Task Force for urban co-operative banks has been set up in select states for identification of and drawing up of a time bound action plan for revival of potentially viable urban co-operative banks and for non-disruptive exit for non-viable urban co-operative banks.

Long-Term Lending Institutions

The long-term lending institutions were established to provide medium-term and long-term financial assistance to various industries for setting up new projects and for the expansion and modernization of existing facilities. These institutions provided fund-based and non-fund-based assistance to industry in the form of loans, underwriting, and direct subscription to shares, debentures and guarantees. The primary long-term lending institutions included Industrial Development Bank of India (now a bank), IFCI Limited, and Industrial Investment Bank of India as well as

ICICI prior to the amalgamation.

The long-term lending institutions were expected to play a critical role in Indian industrial growth and, accordingly, had access to concessional government funding. However, in recent years, the operating environment of the long-term lending institutions has changed substantially. Although the initial role of these institutions was largely limited to providing a channel for government funding to industry, the reform process required them to expand the scope of their business activities, including into:

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- fee-based activities like investment banking and advisory services; and
- short-term lending activity including making corporate finance and working capital loans.

Pursuant to the recommendations of the Narasimham Committee II and the Khan Working Group, a working group created in 1999 to harmonize the role and operations of long-term lending institutions and banks, the Reserve Bank of India, in its mid-term review of monetary and credit policy for fiscal 2000, announced that long-term lending institutions would have the option of transforming themselves into banks subject to compliance with the prudential norms as applicable to banks. In April 2001, the Reserve Bank of India issued guidelines on several operational and regulatory issues which were required to be addressed in evolving the path for transition of a long-term lending institution into a universal bank. In April 2002, ICICI merged with ICICI Bank. The Industrial Development Bank (Transfer of Undertaking and Repeal) Act, 2003 converted the Industrial Development Bank of India into a banking company incorporated under the Companies Act, 1956 on September 27, 2004, with exemptions from certain statutory and regulatory norms applicable to banks, including an exemption for a certain period from the statutory liquidity ratio. IDBI Bank Limited, a new private sector bank that was a subsidiary of the Industrial Development Bank of India, was merged with the Industrial Development Bank of India in April 2005.

Non-Bank Finance Companies

There are about 13,000 non-bank finance companies in India, mostly in the private sector. All non-bank finance companies are required to register with the Reserve Bank of India. The non-bank finance companies may be categorized into entities which take public deposits and those which do not. The companies which take public deposits are subject to strict supervision and capital adequacy requirements of the Reserve Bank of India. ICICI Securities Limited, ICICI Bank's subsidiary, is a non-bank finance company, which does not accept public deposits. The primary activities of the non-bank finance companies are consumer credit, including automobile finance, home finance and consumer durable products finance, wholesale finance products such as bill discounting for small and medium-sized companies, and fee-based services such as investment banking and underwriting. In 2003, Kotak Mahindra Finance Limited, a large non-bank finance company was granted a banking license by the Reserve Bank of India and converted itself into Kotak Mahindra Bank.

Over the past few years, certain non-bank finance companies have defaulted to investors and depositors, and consequently actions (including bankruptcy proceedings) have been initiated against them, many of which are currently pending. See also “— Recent Structural Reforms—Reforms of the Non-Bank Finance Companies”.

Housing Finance Companies

Housing finance companies form a distinct sub-group of the non-bank finance companies. As a result of the various incentives given by the government for investing in the housing sector in recent years, the scope of this business has grown substantially. Until recently, Housing Development Finance Corporation Limited was the premier institution providing housing finance in India. In recent years, several other players including banks have entered the housing finance industry. ICICI Bank is a major housing finance provider and also has a housing finance subsidiary, ICICI Home Finance Company Limited. The National Housing Bank and the Housing and Urban Development Corporation Limited are the two government-controlled financial institutions created to improve the availability of housing finance in India. The National Housing Bank Act provides for securitization of housing loans, foreclosure of mortgages and setting up of the Mortgage Credit Guarantee Scheme.

Other Financial Institutions

Specialized Financial Institutions

In addition to the long-term lending institutions, there are various specialized financial institutions which cater to the specific needs of different sectors. They include the National Bank for Agriculture and Rural Development, Export Import Bank of India, Small Industries Development Bank of India, Risk Capital and Technology Finance Corporation Limited, Tourism Finance Corporation of India Limited, National Housing Bank, Power Finance

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Corporation Limited, Infrastructure Development Finance Corporation Limited and India Infrastructure Finance Company Limited.

State Level Financial Institutions

State financial corporations operate at the state level and form an integral part of the institutional financing system. State financial corporations were set up to finance and promote small and medium-sized enterprises. The state financial institutions are expected to achieve balanced regional socio-economic growth by generating employment opportunities and widening the ownership base of industry. At the state level, there are also state industrial development corporations, which provide finance primarily to medium-sized and large-sized enterprises.

Insurance Companies

Currently, there are 40 insurance companies in India, of which 19 are life insurance companies, 20 are general insurance companies and one is a re-insurance company. Of the 19 life insurance companies, 18 are in the private sector and one is in the public sector. Among the general insurance companies, 14 are in the private sector and six (including the Export Credit Guarantee Corporation of India Limited and the Agriculture Insurance Company of India Limited) are in the public sector. The re-insurance company, General Insurance Corporation of India, is in the public sector. Life Insurance Corporation of India, General Insurance Corporation of India and public sector general insurance companies also provide long-term financial assistance to the industrial sector.

The insurance sector in India is regulated by the Insurance Regulatory and Development Authority. In December 1999, the Indian parliament passed the Insurance Regulatory and Development Authority Act, 1999 which also amended the Insurance Act, 1938. This opened up the Indian insurance sector for foreign and private investors. The Insurance Act allows foreign equity participation in new insurance companies of up to 26.0%. A new company should have a minimum paid up equity capital of Rs. 1.0 billion (US\$ 25 million) to carry on the business of life insurance or general insurance or Rs. 2.0 billion (US\$ 50 million) to carry on exclusively the business of reinsurance.

In the monetary and credit policy for fiscal 2001, the Reserve Bank of India issued guidelines governing the entry of banks and financial institutions into the insurance business. The guidelines permit banks and financial institutions to enter the business of insurance underwriting through joint ventures provided they meet stipulated criteria relating to their net worth, capital adequacy ratio, profitability track record, level of non-performing loans and the performance of their existing subsidiary companies. The promoters of insurance companies have to divest in a phased manner their shareholding in excess of 26.0% (or such other percentage as may be prescribed), after a period of 10 years from the date of commencement of business or within such period as may be prescribed by the Indian government. The Indian government, while presenting its budget for fiscal 2005, proposed an increase in the limit on foreign equity participation in private sector insurance companies from 26.0% to 49.0%. However, this requires an amendment to the insurance laws and the foreign investment policy has not been implemented as yet.

In fiscal 2008, first year weighted individual premium underwritten by the life insurance sector increased by 30.7% to Rs. 526.6 billion (US\$ 13.2 billion) compared to Rs. 402.8 billion (US\$ 10.1 billion) in fiscal 2007. The share of the private sector increased from 35.5% in fiscal 2007 to 50.5% in fiscal 2008. Gross premium underwritten in the general insurance sector increased by 12.6% to Rs. 281.3 billion (US\$ 7.0 billion) in fiscal 2008 as against Rs. 249.8 billion (US\$ 6.2 billion) in fiscal 2007. The share of private sector increased from 34.9% in fiscal 2007 to 39.9% in fiscal 2008. Gross premiums underwritten by general insurance companies moderated in fiscal 2008 owing to de-tariffing of the general insurance sector. Until January 1, 2007, almost 70.0% of the general insurance market was subject to price controls under a tariffing regime. With the commencement of a tariff free regime effective January 1, 2007, the resultant competitive pricing has led to a significant decrease in premium rates across the industry leading to moderate

premium growth during fiscal 2008 despite a significant increase in underwriting volume in the same period. We have joint ventures in each of the life insurance and the general insurance sectors. Our life insurance joint venture, ICICI Prudential Life Insurance Company Limited, and general insurance joint venture, ICICI Lombard General Insurance Company Limited, are both major players in their respective segments.

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Mutual Funds

At the end of July 2008, there were 35 mutual funds in India with average assets under management for July 2008 of Rs. 5,296.3 billion (US\$ 132.3 billion). Total assets under management of all mutual funds increased by 65.0% from Rs. 3,263.9 billion (US\$ 81.6 billion) at year-end fiscal 2007 to Rs. 5,385.1 billion (US\$ 134.6 billion) at year-end fiscal 2008. From 1963 to 1987, Unit Trust of India was the only mutual fund operating in the country. It was set up in 1963 at the initiative of the government and the Reserve Bank of India. From 1987 onwards, several other public sector mutual funds entered this sector. These mutual funds were established by public sector banks, the Life Insurance Corporation of India and General Insurance Corporation of India. The mutual funds industry was opened up to the private sector in 1993. The industry is regulated by the SEBI (Mutual Fund) Regulation, 1996. At the end of July 2008, there were 29 private sector mutual funds with an 81.6% market share in terms of average assets under management for July 2008. The Bank's asset management joint venture, ICICI Prudential Asset Management Company Limited had total assets under management of Rs. 551.1 billion (US\$ 13.8 billion) at year-end fiscal 2008. In 2001, Unit Trust of India, with a high level of investment in equity securities, started to face difficulties in meeting redemption and assured return obligations due to a significant decline in the market value of its securities portfolio. In response, the government of India implemented a package of reform measures for Unit Trust of India, including guaranteeing redemption and assured return obligations to the unit holders, subject to restrictions on the maximum permissible redemption amount. As part of the reforms, Unit Trust of India was divided into two mutual funds structured in accordance with reform to the law under which UTI was constituted and also in accordance with the regulations of the Securities and Exchange Board of India, one comprising assured return schemes and the other comprising net asset value based schemes.

Impact of Liberalization on the Indian Financial Sector

Until 1991, the financial sector in India was heavily controlled and commercial banks and long-term lending institutions, the two dominant financial intermediaries, had mutually exclusive roles and objectives and operated in a largely stable environment, with little or no competition. Long-term lending institutions were focused on the achievement of the Indian government's various socio-economic objectives, including balanced industrial growth and employment creation, especially in areas requiring development. Long-term lending institutions were extended access to long-term funds at subsidized rates through loans and equity from the government of India and from funds guaranteed by the government of India originating from commercial banks in India and foreign currency resources originating from multilateral and bilateral agencies.

The focus of the commercial banks was primarily to mobilize household savings through demand and time deposits and to use these deposits to meet the short-term financial needs of borrowers in industry, trade and agriculture. In addition, the commercial banks provided a range of banking services to individuals and business entities.

However, since 1991, there have been comprehensive changes in the Indian financial system. Various financial sector reforms, implemented since 1991, have transformed the operating environment of the banks and long-term lending institutions. In particular, the deregulation of interest rates, emergence of a liberalized domestic capital market, and entry of new private sector banks, along with the broadening of long-term lending institutions' product portfolios, have progressively intensified the competition between banks and long-term lending institutions. The Reserve Bank of India has permitted the transformation of long-term lending institutions into banks subject to compliance with the prudential norms applicable to banks.

Banking Sector Reform

Most large banks in India were nationalized in 1969 and thereafter were subject to a high degree of control until reform began in 1991. In addition to controlling interest rates and entry into the banking sector, these regulations also channeled lending into priority sectors. Banks were required to fund the public sector through the mandatory acquisition of low interest-bearing government securities or statutory liquidity ratio bonds to fulfill statutory liquidity requirements. As a result, bank profitability was low, impaired assets were comparatively high, capital adequacy was diminished, and operational flexibility was hindered.

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Committee on the Financial System (Narasimham Committee I)

The Committee on the Financial System (The Narasimham Committee I) was set up in August 1991 to recommend measures for reforming the financial sector. Many of the recommendations made by the committee, which addressed organizational issues, accounting practices and operating procedures, were implemented by the government of India. The major recommendations that were implemented included the following:

- with fiscal stabilization and the government increasingly resorting to market borrowing to raise resources, the statutory liquidity ratio or the proportion of the banks' net demand and time liabilities that were required to be invested in government securities was reduced from 38.5% in the pre-reform period to 25.0% in October 1997;
- similarly, the cash reserve ratio or the proportion of the bank's net demand and time liabilities that were required to be deposited with the Reserve Bank of India was reduced from 15.0% in the pre-reform period to low of 4.5%. Cash Reserve Ratio has since been increased to 8.75% and effective August 30, 2008 will be 9.0%.
- special tribunals were created to resolve bad debt problems;
- most of the restrictions on interest rates for deposits were removed. Commercial banks were allowed to set their own level of interest rates for all deposits except savings bank deposits; and
- substantial capital infusion to several state-owned banks was approved in order to bring their capital adequacy closer to internationally accepted standards. By the end of fiscal 2002, aggregate recapitalization amounted to Rs. 217.5 billion (US\$ 5.4 billion). The stronger public sector banks were given permission to issue equity to further increase capital.

Committee on Banking Sector Reform (Narasimham Committee II)

The second Committee on Banking Sector Reform (Narasimham Committee II) submitted its report in April 1998. The major recommendations of the committee were in respect of capital adequacy requirements, asset classification and provisioning, risk management and merger policies. The Reserve Bank of India accepted and began implementing many of these recommendations in October 1998.

Recent Structural Reforms

Amendments to the Banking Regulation Act

The Indian Parliament has approved amendments to the Banking Regulation Act removing the statutory minimum liquidity ratio requirement and giving the Reserve Bank of India the ability to set the statutory minimum liquidity ratio without any floor.

Amendments to the Reserve Bank of India Act

The Indian Parliament has approved amendments to the Reserve Bank of India Act removing the minimum cash reserve ratio requirement of 3.0%, giving the Reserve Bank of India discretion to reduce the cash reserve ratio to less than 3.0%. Further, the amendments also created a legal and regulatory framework for derivative instruments.

Recent Amendments to Laws Governing Public Sector Banks

The Indian Parliament recently amended the laws governing India's public sector banks permitting such banks to issue preference shares and make preferential allotments or private placements of equity. The amendments also empower the Reserve Bank of India to prescribe 'fit and proper' criteria for directors of such banks, and permit supercession of their boards and appointment of administrators in certain circumstances.

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Proposed Amendments to the Banking Regulation Act

Legislation seeking to amend the Banking Regulation Act has been introduced in the Indian Parliament. As presently drafted, the main amendments propose to:

- permit all banking companies to issue preference shares that will not carry any voting rights;
- make prior approval of the Reserve Bank of India mandatory for the acquisition of more than 5.0% of a banking company's paid up capital or voting rights by any individual or firm or group;
- remove the 10.0% limit on the maximum voting power exercisable by a shareholder in a banking company.

Legislative Framework for Recovery of Debts due to Banks

In fiscal 2003, the Indian Parliament passed the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002. This 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, failing which the secured creditor may take possession of the assets constituting the security for the loan, and exercise management rights in relation thereto, including the right to sell or otherwise dispose of the assets. This Act also provides for the setting up of asset reconstruction companies regulated by the Reserve Bank of India to acquire assets from banks and financial institutions. The Reserve Bank of India has issued guidelines for asset reconstruction companies in respect of their establishment, registration and licensing by the Reserve Bank of India, and operations. Asset Reconstruction Company (India) Limited, set up by ICICI Bank, Industrial Development Bank of India, State Bank of India and certain other banks and institutions, has received registration from the Reserve Bank of India and commenced operation in August 2003. Foreign direct investment is now permitted in the equity capital of asset reconstruction companies and investment by Foreign Institutional Investors registered with the Securities and Exchange Board of India is permitted in security receipts issued by asset reconstruction companies, subject to certain conditions and restrictions.

Several petitions challenging the constitutional validity of the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 were filed before the Indian Supreme Court. The Supreme Court, in April 2004, upheld the constitutionality of the Act, other than the requirement originally included in the Act that the borrower deposit 75.0% of the dues with the debt recovery tribunal as a pre-condition for appeal by the borrower against the enforcement measures. In November 2004, the government of India issued an ordinance amending the Securitization Act. The Indian Parliament has subsequently passed this ordinance as an Act. This Act, as amended, now provides that a borrower may make an objection or representation to a secured creditor after a notice is issued by the secured creditor to the borrower under the Act demanding payment of dues. The secured creditor has to give reasons to the borrower for not accepting the objection or representation. The Act also introduces a deposit requirement for borrowers if they wish to appeal the decision of the debt recovery tribunal. Further, the Act permits a lender to take over the business of a borrower under the Securitization Act under certain circumstances (unlike the earlier provisions under which only assets could be taken over). See "Supervision and Regulation—Reserve Bank of India Regulations—Regulations relating to Sale of Assets to Asset Reconstruction Companies."

Earlier, following the recommendations of the Narasimham Committee, the Recovery of Debts due to Banks and Financial Institutions Act, 1993 was enacted. This legislation provides for the establishment of a tribunal for speedy resolution of litigation and recovery of debts owed to banks or financial institutions. The Act creates tribunals before which the banks or the financial institutions can file a suit for recovery of the amounts due to them. However, if a scheme of reconstruction is pending before the Board for Industrial and Financial Reconstruction, under the Sick

Industrial Companies (Special Provision) Act, 1985, no proceeding for recovery can be initiated or continued before the tribunals. This protection from creditor action ceases if the secured creditor takes action under Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act. While presenting its budget for fiscal 2002, the government of India announced measures for the setting up of more debt recovery tribunals and the

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eventual repeal of the Sick Industrial Companies (Special Provision) Act, 1985. To date, however, this Act has not been repealed.

Corporate Debt Restructuring Forum

To put in place an institutional mechanism for the restructuring of corporate debt, the Reserve Bank of India has devised a corporate debt restructuring system. The objective of this framework is to ensure a timely and transparent mechanism for the restructuring of corporate debts of viable entities facing problems, outside the purview of the Board of Industrial and Financial Rehabilitation, debt recovery tribunals and other legal proceedings. In particular, this framework aims to preserve viable corporates that are affected by certain internal and external factors and minimize the losses to the creditors and other stakeholders through an orderly and coordinated restructuring program. The corporate debt restructuring system is a non-statutory mechanism and a voluntary system based on debtor-creditor and inter-creditor agreements.

Pension Reforms

Currently, there are three categories of pension schemes in India: pension schemes for government employees, pension schemes for employees in the organized sector and voluntary pension schemes. In case of pension schemes for government employees, the government pays its employees a defined periodic benefit upon their retirement. Further, the contribution towards the pension scheme is funded solely by the government and not matched by a contribution from the employees. The Employees Provident Fund, established in 1952, is a mandatory program for employees of certain establishments. It is a contributory program that provides for periodic contributions of 10.0% to 12.0% of the basic salary by both the employer and the employees. The contribution is invested in prescribed securities and the accumulated balance in the fund (including the accretion thereto) is paid to the employee as a lump sum on retirement. Besides these, there are voluntary pension schemes administered by the government (the Public Provident Fund to which contribution may be made up to a maximum of Rs. 70,000 (US\$ 1,749) or offered by insurance companies, where the contribution may be made on a voluntary basis. Such voluntary contributions are often driven by tax benefits offered under the scheme.

In 1998, the government commissioned the Old Age Social and Income Security (OASIS) project and nominated an expert committee to suggest changes to the existing policy framework. The committee submitted its report in January 2000, recommending a system for private sector management of pension funds to provide market-linked returns. It also recommended the establishment of a separate pension regulatory authority to regulate the pensions system. Subsequently, in the budget for fiscal 2001, the government announced that a high level committee would be formulated to design a contribution-based pension scheme for new government recruits. The government also requested the Insurance Regulatory and Development Authority to draw up a roadmap for implementing the Old Age Social and Income Security Report (OASIS). The Insurance Regulatory and Development Authority submitted its report in October 2001. The report suggested that pension fund managers should constitute a separate legal entity to conduct their pension business. In August 2003, the government announced that it would be mandatory for its new employees (excluding defense personnel) to join a new defined contribution pension scheme where both the government and the employee would make monthly contributions of 10.0% of the employee's salary. The government also announced that a Pension Fund Development and Regulatory Authority would be set up to regulate the pension industry. The government constituted the interim Pension Fund Development and Regulatory Authority on October 11, 2003. In December 2003, the government announced that the new pension scheme would be applicable to all new recruits to Indian government service (excluding defense personnel) from January 1, 2004. Further, on December 30, 2004, the government promulgated an ordinance establishing the statutory regulatory body, Pension Fund Regulatory and Development Authority (PFRDA) to undertake promotional, developmental and regulatory functions with respect to the pension sector. In March 2005, the government tabled the Pension Fund and

Development Authority Bill in Parliament. The union budget for fiscal 2006 recognized the opportunities for foreign direct investment in the pension sector and it has also announced that the government would issue guidelines for such investment. In August 2008, the Employee Provident Fund Organization opened the management of its corpus to the private sector and appointed three private sector asset management companies as fund managers.

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Credit Policy Measures

The Reserve Bank of India issues an annual policy statement setting out its monetary policy stance and announcing various regulatory measures. It issues a review of the annual policy statement on a quarterly basis.

Annual Policy Statement for Fiscal 2009

In its annual policy statement for fiscal 2009 announced in April 2008, the Reserve Bank of India:

- Increased the cash reserve ratio by 25 basis points to 8.25% effective May 24, 2008.
- Enhanced the limit of bank loans for housing for applicability of reduced risk weights at 50.0% from Rs. 2 million to Rs. 3 million (US\$ 49,975 to US\$ 74,963).
- Proposed to introduce Separate Trading of Registered Interest and Principal of Securities (STRIPS) in government securities by the end of fiscal 2009 letting investors hold and trade the individual interest and principal components of eligible government notes and bonds as separate securities.
- Proposed that the shortfall in lending to weaker sections by the domestic scheduled commercial banks would be taken into account for the purpose of allocating amounts for contribution to Rural Infrastructure Development Fund (RIDF) or funds with other financial institutions as specified by the Reserve Bank of India from April 2009.

During June and July 2008, the Reserve Bank of India increased the repo rate by 75 basis points to 8.50% and the cash reserve ratio by 50 basis points to 8.75%.

First Quarter Review of Annual Policy Statement for Fiscal 2009

In its first quarter review of the annual policy statement announced on July 29, 2008, the Reserve Bank of India raised the cash reserve ratio by 25 basis points to 9.0% effective August 30, 2008 and increased the repo rate by 50 basis points to 9.0% effective July 29, 2008.

Reforms of the Non-Bank Finance Companies

Standards relating to income recognition, provisioning and capital adequacy were prescribed for non-bank finance companies in June 1994. Registered non-bank finance companies were required to achieve a minimum capital adequacy of 6.0% by year-end fiscal 1995 and 8.0% by year-end fiscal 1996 and to obtain a minimum credit rating. To encourage the companies complying with the regulatory framework, the Reserve Bank of India announced in July 1996 certain liberalization measures under which the non-bank finance companies registered with it and complying with the prudential norms and credit rating requirements were granted freedom from the ceiling on interest rates on deposits and amount of deposits. Other measures introduced include requiring non-bank finance companies to maintain a certain percentage of liquid assets and to create a reserve fund. The percentage of liquid assets to be maintained by non-bank finance companies has been revised uniformly upwards and, since April 1999, 15.0% of public deposits must be maintained. From January 1, 2000 the requirement should not be less than 10.0% in approved securities and the remaining in unencumbered term deposits in any scheduled commercial bank, the aggregate of which shall not be less than 15.0% of the public deposits outstanding at the close of business on the last working day of the second preceding quarter. The maximum rate of interest that non-bank finance companies could pay on their public deposits was reduced from 12.5% per annum to 11.0% per annum effective March 4, 2003.

Efforts have also been made to integrate non-bank finance companies into the mainstream financial sector. The first phase of this integration covered measures relating to registrations and standards. The focus of supervision has now shifted to non-bank finance companies accepting public deposits. This is because companies accepting public deposits are required to comply with all the directions relating to public deposits, prudential norms and liquid assets. A task force on non-bank finance companies set up by the government of India submitted its report in October 1998, and recommended several steps to rationalize the regulation of non-bank finance companies. Accepting these

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recommendations, the Reserve Bank of India issued new guidelines for non-bank finance companies, which were as follows:

- a minimum net owned fund of Rs. 2.5 million (US\$ 62,469) is mandatory before existing non-bank finance companies may accept public deposits;
- a minimum investment grade rating is compulsory for loan and investment companies accepting public deposits, even if they have the minimum net owned funds;
- permission to accept public deposits was also linked to the level of capital to risk assets ratio. Different capital to risk assets ratio levels for non-bank finance companies with different ratings were specified; and
- non-bank finance companies were advised to restrict their investments in real estate to 10.0% of their net owned funds.

In the monetary and credit policy for fiscal 2000, the Reserve Bank of India stipulated a minimum capital base of Rs. 20 million (US\$ 499,750) for all new non-bank finance companies. In the government of India's budget for fiscal 2002, the procedures for foreign direct investment in non-bank finance companies were substantially liberalized.

During fiscal 2003, the Reserve Bank of India introduced a number of measures to enhance the regulatory and supervisory standards of non-bank finance companies, especially in order to bring them at par with commercial banks, in select operations, over a period of time. Other regulatory measures adopted and subsequently revised in November 2004 included aligning interest rates in this sector with the rates prevalent in the rest of the economy, tightening prudential norms and harmonizing supervisory directions with the requirements of the Companies Act, procedural changes in nomination facilities, issuance of a Know Your Customer policy and allowing non-bank finance companies to take up insurance agency business.

In 2005, the Reserve Bank of India introduced stricter regulatory measures for non-bank finance companies, including stringent reporting requirements and revised Know Your Customer guidelines.

On December 12, 2006, the Reserve Bank of India issued guidelines on the financial regulation of systemically important non-banking financial companies and banks' relationships with them with a view to remove the possibility of regulatory arbitrage leading to an uneven playing field and potential systemic risk. Within non-deposit taking non-banking financial companies, the guidelines classify those with an asset size above Rs. 1.0 billion (US\$ 25 million) as per the last audited balance sheet as systemically important. These non-banking financial companies are required to maintain a minimum capital to risk weighted assets ratio (CRAR) of 10.0%, in addition to conforming to single and group exposure norms. The guidelines restrict banks' holdings in a deposit taking non-banking financial company, excluding housing finance companies, to 10.0% of the paid up equity capital of the non-banking financial company. The total exposure to a single non-banking financial company has been limited to 10.0% of the bank's capital funds (15.0% in the case of an asset finance company). The limit may be increased to 15.0% and 20.0%, respectively, provided that the excess exposure is on account of funds lent by the non-banking financial company to the infrastructure sector. In June 2008, the Reserve Bank of India issued draft guidelines covering non-deposit taking non-banking financial companies. Non-deposit taking non-banking financial companies with asset size of Rs. 1.0 billion (US\$ 25 million) and above will have to maintain capital to risk weighted assets ratio (CRAR) of 12.0% against the current minimum of 10.0%. The capital adequacy ratio will be increased to 15.0% from April 2009.

As per existing instructions of the Reserve Bank of India, non-banking finance companies in India having assets of Rs. 500 million (US\$ 13 million) and above as per their last audited results are required to constitute an audit

committee, consisting of no less than three members of its board of directors. In May 2007, the Reserve Bank of India announced that non-banking finance companies with deposit base of Rs. 200 million (US\$ 5 million) and above may also consider constituting an audit committee on similar lines. Further, the Reserve Bank of India has also instructed non-banking finance companies with public deposits of Rs. 200 million (US\$ 5 million) and above or having an asset size of Rs. 1.0 billion (US\$ 25 million) or above to form a nomination committee to ensure 'fit and proper' status of proposed/existing directors for such companies. The Reserve Bank of India also instructed such non-banking finance companies to form a risk management committee to manage integrated risk. Additionally, the

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Reserve Bank of India also prohibited such non-banking finance companies from extending loans, advances or non-fund based facilities or any other financial accommodation/ facilities to their directors and/ or certain other connected persons.

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SUPERVISION AND REGULATION

The main legislation governing commercial banks in India is the Banking Regulation Act. Other important laws include the Reserve Bank of India Act, the Negotiable Instruments Act and the Banker's Books Evidence Act. 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. Banking companies in India are also subject to the purview of the Companies Act and if such companies are listed on a stock exchange in India then various regulations of the Securities Exchange Board of India would additionally apply to such companies.

Reserve Bank of India Regulations

Commercial banks in India are required under the Banking Regulation Act to obtain a license from the Reserve Bank of India to carry on banking business in India. Before granting the license, the Reserve Bank of India must be satisfied that certain conditions are complied with, including (i) that the bank has the ability to pay its present and future depositors in full as their claims accrue; (ii) 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; (iii) that the bank has adequate capital and earnings prospects; and (iv) that the public interest will be served if such license is granted to the bank. The Reserve Bank of India can cancel the license if the bank fails to meet the above conditions or if the bank ceases to carry on banking operations in India.

ICICI Bank, being licensed as a banking company is regulated and supervised by the Reserve Bank of India. The Reserve Bank of India requires ICICI Bank to furnish statements and information relating to its business. It has issued guidelines for commercial banks on recognition of income, classification of assets, valuation of investments, maintenance of capital adequacy and provisioning for non-performing assets. The Reserve Bank of India has set up a Board for Financial Supervision, under the chairmanship of the Governor of the Reserve Bank of India. The appointment of the auditors of banks is subject to the approval of the Reserve Bank of India. The Reserve Bank of India can direct a special audit in the interest of the depositors or in the public interest.

Regulations relating to the Opening of Branches

Section 23 of the Banking Regulation Act provides that banks must obtain the prior approval of the Reserve Bank of India to open new branches. Permission is granted based on factors such as the financial condition and history of the banking company, its management, adequacy of capital structure and earning prospects and the public interest. The Reserve Bank of India may cancel the license for violations of the conditions under which it was granted. Under the banking license granted to ICICI Bank by the Reserve Bank of India, ICICI Bank is required to have at least 25.0% of its branches located in rural and semi-urban areas. A rural area is defined as a center with a population of less than 10,000. A semi-urban area is defined as a center with a population of greater than 10,000 but less than 100,000. These population figures relate to the 2001 census conducted by the government of India. In September 2005, the Reserve Bank of India issued a new branch authorization policy in terms of which the system of granting authorizations for opening individual branches from time to time was replaced by a system of aggregated approvals on an annual basis. The Reserve Bank of India discusses with individual banks their branch expansion strategies and plans over the medium term. The term "branch" for this purpose would include a full-fledged branch, an extension counter, off-site ATMs, administrative offices, and back offices. While processing authorization requests, the Reserve Bank of India gives importance to the nature and scope of banking services particularly in under-banked areas, credit flow to the priority sector and efforts to promote financial inclusion, the need to induce enhanced competition in the banking

sector, the bank's regulatory compliance, quality of governance, risk management and relationships with subsidiaries and affiliates.

Capital Adequacy Requirements

We are required to comply with the capital adequacy guidelines issued by the Reserve Bank of India. In April 2007, the Reserve Bank of India issued guidelines for the implementation of a capital adequacy framework based on the revised framework approved by the Basel Committee on Banking Supervision, or Basel II. These guidelines became applicable to banks that have an international presence, like us, effective year-end fiscal 2008 and will apply

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to all other banks effective year-end fiscal 2009. These guidelines require banks to maintain a minimum capital to risk weighted asset ratio of 9.0%, of which a minimum of 6.0% (an increase from 4.5% required by the earlier Basel I guidelines) must be Tier I capital. The guidelines stipulate that investments above 30.0% in the paid up equity of subsidiaries and associates which are not consolidated for capital purposes and investments in other instruments eligible for regulatory capital status in those entities must be deducted to the extent of 50.0% from Tier I capital and 50.0% from Tier II capital. The guidelines also introduce a capital charge for operational risk. For the current year, we are required to maintain capital at the level required by Basel I or Basel II, whichever is higher.

Risk adjusted assets and off-balance sheet items considered for determining the capital adequacy ratio are the risk weighted total of funded and non-funded exposures. Degrees of credit risk expressed as percentage weighting have been assigned to various balance sheet asset items and off-balance sheet items. The credit equivalent value of off-balance sheet items is determined by applying conversion factors to the notional amount of the off-balance sheet items. The conversion factor ranges between 20.0% to 100.0% depending on the nature and maturity of the off-balance sheet item. The value of each item is multiplied by the relevant risk weight (and conversion factor for off-balance sheet items) to produce risk-adjusted values of assets and off-balance sheet items. The risk weights are set at 125.0% for consumer credit and capital market exposure and 75.0% for residential mortgages (50.0% for residential mortgage loans of less than Rs. 3 million (US\$ 74,963). Exposure to commercial real estate and venture capital funds are weighted at 150.0% and other unrated loans/credit exposures at 100.0%. Credit exposures to rated corporates are risk weighted based on the external credit ratings at a facility level. Further, the Reserve Bank of India has stipulated that for fiscal 2009, all fresh sanctions or renewals in respect of unrated claims on corporates in excess of Rs. 500 million (US\$ 12 million) would attract a risk weight of 150.0%. With effect from April 1, 2009, all fresh sanctions or renewals in respect of unrated claims on corporates in excess of Rs. 100 million (US\$ 2 million) will attract a risk weight of 150.0%. Banks are also required to maintain a capital charge for market risk in respect of their trading book exposure (including derivatives) and securities included in the available for sale category. All open foreign exchange positions carry a 100.0% risk weight. Capital requirements have also been prescribed for open positions in gold. Banks are also expected to compute their credit exposures, arising on account of interest rate and foreign exchange derivative transactions and gold, using the current exposure method.

The Reserve Bank of India issued guidelines on securitization of standard assets on February 1, 2006. The guidelines define true sales, criteria to be met by special purpose vehicles set up for securitization, policy on provision of credit enhancement facilities, liquidity facilities, underwriting facilities and provision of services. The guidelines also cover capital requirements on securitization, prudential norms for investment in securities issued by special purpose vehicles, accounting treatment of the securitization transactions and disclosure requirements. In April 2007, the Reserve Bank of India issued prudential guidelines pursuant to which securitization exposures, which need to be deducted from regulatory capital, will have to be deducted 50.0% from Tier I and 50.0% from Tier II capital. The guidelines have also specified differential risk weight mapping based on the rating of the securitization exposure taken by the originator/investor.

The total capital of a bank is classified into Tier I and Tier II capital. Tier I capital, the core capital, provides the most permanent and readily available support against unexpected losses. It comprises paid-up capital, reserves consisting of any statutory reserves, other disclosed free reserves and innovative perpetual debt instruments issued in compliance with extant regulations issued by the Reserve Bank of India for inclusion in Tier I capital as reduced by equity investments in subsidiaries, intangible assets and losses in the current period and those brought forward from the previous period. In fiscal 2003, the Reserve Bank of India issued a guideline requiring a bank's deferred tax asset to be treated as an intangible asset and deducted from its Tier I capital.

Tier II capital includes undisclosed reserves, revaluation reserves (at a discount of 55.0%), general provisions and loss reserves (allowed up to a maximum of 1.25% of risk weighted assets), hybrid debt capital instruments (which

combine certain features of both equity and debt securities and are able to support losses on an ongoing basis without triggering liquidation), and subordinated debt. Any subordinated debt is subject to progressive discounts each year for inclusion in Tier II capital and total subordinated debt considered as Tier II capital cannot exceed 50.0% of Tier I capital. Tier II capital cannot exceed Tier I capital.

The Reserve Bank of India has issued guidelines permitting banks to issue perpetual debt with a call option which may be exercised after not less than 10 years, with its prior approval, for inclusion in Tier I capital up to a maximum of 15.0% of total Tier I capital. The Reserve Bank of India has also permitted banks to issue debt instruments with a minimum maturity of 15 years and a call option after not less than 10 years, to be exercised with its prior approval, for inclusion in Tier II capital. In July 2006, the Reserve Bank of India issued guidelines permitting the issuance of Tier I and Tier II debt instruments denominated in foreign currencies. In October 2007, to enhance the range of eligible instruments available to banks for capital adequacy purposes, the Reserve Bank of

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India issued guidelines permitting banks to issue preference shares as part of regulatory capital. Banks have been allowed to issue perpetual non-cumulative preference shares as part of Tier I capital and perpetual cumulative preference shares, redeemable non-cumulative preference shares and redeemable cumulative preference shares as part of Tier II capital. Further, the Indian Parliament recently amended the laws governing India's public sector banks permitting these banks to issue preference shares and make preferential allotments or private placements of equity. According to current provisions private sector banks in India are not permitted to issue preference shares. Legislation has been introduced in the Indian Parliament to amend the Banking Regulation Act to allow all banks to issue redeemable and non-redeemable preference shares. See also "Operating and Financial Review and Prospects—Capital Resources".

In March 2008, the Reserve Bank of India issued guidelines pertaining to the Supervisory Regulatory Process and the Internal Capital Adequacy Assessment Process under Basel II. The guidelines require banks to develop and put in place, with approval of their boards, an Internal Capital Adequacy Assessment Process commensurate with their size, level of complexity, risk profile and scope of operations.

Loan Loss Provisions and Non-Performing Assets

In April 1992, the Reserve Bank of India issued formal guidelines on income recognition, asset classification, provisioning standards and valuation of investments, which are revised from time to time.

The principal features of these Reserve Bank of India guidelines, which have been implemented with respect to ICICI Bank's loans, debentures, lease assets, hire purchases and bills are set forth below.

Asset Classification

A non-performing asset is an asset in respect of which any amount of interest or principal is overdue for more than 90 days (180 days until year-end fiscal 2003). In particular, an advance is 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" (as defined below) for a period of more than 90 days 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 harvest seasons for short duration crops or for one harvest season for long duration crops; or
- any amount to be received remains overdue for a period of more than 90 days in respect of other accounts.

In May 2008, the Reserve Bank of India issued draft guidelines governing off-balance sheet exposures of banks. In August 2008, the Reserve Bank of India issued final guidelines on prudential norms for off-balance sheet exposures of banks. The guidelines require banks to treat only unpaid amounts due for 90 days or more under derivative contracts as non-performing assets. Further, banks' derivative and gold exposures would attract provisioning requirement as applicable to the loan assets in the standard asset category.

An account should be treated as “out-of-order” if the outstanding balance remains continuously in excess of the sanctioned drawing limit. In circumstances where the outstanding balance in the principal operating account is less than the sanctioned drawing limit, but (i) there are no credits continuously for a period of 90 days as of the date the balance sheet of the bank or (ii) the credits are not sufficient to cover the interest debited during the same period, these accounts should be treated as “out-of-order”.

Interest in respect of non-performing assets is not recognized or credited to the income account unless collected.

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Non-performing assets are classified as described below.

Sub-Standard Assets: Assets that are non-performing assets for a period not exceeding 12 months (18 months until year-end fiscal 2004). In such cases, the current net worth of the borrower/guarantor or the current market value of the security charged is not enough to ensure recovery of dues to the banks in full. 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 are non-performing assets for more than 12 months (18 months until year-end fiscal 2004). 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 or 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 achievement of financial closure and the date of approval of the project financing.

The Reserve Bank of India also has separate guidelines for restructured loans. A fully secured restructured standard loan can be restructured by rescheduling of principal repayment and/or the interest element, but must be separately disclosed as a restructured loan. The amount of sacrifice, if any, in the element of interest, measured in present value terms, is either written off or provision is made to the extent of the sacrifice involved. Similar guidelines are applicable to sub-standard assets. The sub-standard accounts which have been subjected to restructuring, whether in respect of principal installment or interest amount, by whatever modality, are eligible to be upgraded to the standard category only after the specified period, i.e., a period of one year after the date when first payment of interest or of principal, whichever is earlier, falls due, subject to satisfactory performance during the period. The Reserve Bank of India has issued separate guidelines concerning debt-restructuring mechanisms for small and medium enterprises. The Reserve Bank of India has recently issued revised guidelines on rescheduling of loans covering all categories of loans.

To put in place an institutional mechanism for the restructuring of corporate debt, the Reserve Bank of India has devised a corporate debt restructuring system. See “Overview of the Indian Financial Sector—Recent Structural Reforms—Corporate Debt Restructuring Forum”.

Provisioning and Write-Offs

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

- **Standard Assets:** A general provision of 0.40% (0.25% up to fiscal 2005) is required, other than for direct advances to the agriculture and small and medium enterprise sectors for which the requirement continues to be 0.25%. In fiscal 2007, the Reserve Bank of India increased the general provisioning requirement for standard advances in specific sectors including residential housing loans greater than Rs 2.0 million (US\$ 49,975) from 0.40% to 1.0%. In January 2007, the Reserve Bank of India increased the general provisioning requirement for real estate sector loans (excluding residential housing loans), credit card receivables, loans and advances qualifying as capital market exposure, personal loans and exposures to non-deposit taking systemically important non-bank financial companies to 2.0%.

- Sub-Standard Assets: A general provision of 10.0% of the total outstanding is required. However, unsecured exposures which are identified as sub-standard attract an additional provision of 10.0%, i.e., a total of 20.0% on the outstanding balance.
 - Doubtful Assets: A 100.0% write-off is required to be taken against the unsecured portion of the doubtful asset and charged against income. The value assigned to the collateral securing a loan is the amount

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reflected on the borrower's books or the realizable value determined by third party appraisers. For the secured portion of assets classified as doubtful 20.0% provision is required to be made for assets that have been classified as doubtful for a year, 30.0% for assets that have been classified as doubtful for one to three years and 100.0% assets classified as doubtful for more than three years.

- **Loss Assets:** The entire asset is required to be written off or provided for, i.e., a 100.0% provision.
- **Restructured Loans:** The amount of sacrifice, if any, in the element of interest, measured in present value terms, is either written off or provision is made to the extent of the sacrifice involved.

In June 2006, the Reserve Bank of India issued prudential norms on creation and utilization of floating provisions (i.e., provisions which are not made in respect of specific non-performing assets or are made in excess of regulatory requirements for provisions for standard assets). The norms state that floating provisions can be used only for contingencies under extraordinary circumstances for making specific provisions against impaired accounts after obtaining approval from the board of directors and with the prior permission of the Reserve Bank of India. Floating provisions for advances and investments must be held separately and cannot be reversed by credit to the profit and loss account. Until utilization of such provisions, they can be netted off from gross non-performing assets to compute the net non-performing assets. Alternatively, floating provisions can be treated as part of Tier II capital within the overall ceiling of 1.25% of total risk-weighted assets for inclusion of general provisions and loss reserves in Tier II capital. Floating provisions do not include specific voluntary provisions made by banks for advances where such provisions are higher than the minimum provision stipulated by the Reserve Bank of India guidelines.

Regulations relating to Making Loans

The provisions of the Banking Regulation Act govern the making of loans by banks in India. The Reserve Bank of India also issues directions covering the loan activities of banks. Some of the major guidelines of the Reserve Bank of India, which are now in effect, are as follows:

- The Reserve Bank of India has prescribed norms for bank lending to non-bank financial companies and financing of public sector disinvestment.
- Banks are free to determine their own lending rates but each bank must declare its prime lending rate as approved by its board of directors. Banks are required to declare a benchmark prime lending rate based on various parameters including cost of funds, non-interest expense, capital charge and profit margin. Each bank should also indicate the maximum spread over the prime lending rate for all credit exposures other than retail loans. The interest charged by banks on advances up to Rs. 200,000 (US\$ 4,998) to any one entity (other than certain permitted types of loans including loans to individuals for acquiring residential property, loans for purchase of consumer durables and other non-priority sector personal loans) must not exceed the prime lending rate. Banks are also given freedom to lend at a rate below the prime lending rate in respect of creditworthy borrowers and exposures. Interest rates for certain categories of advances are regulated by the Reserve Bank of India.
- Section 21A of the Banking Regulation Act provides that the rate of interest charged by a bank shall not be reopened by any court on the ground that the rate of interest charged by a bank is excessive. In May 2007, the Reserve Bank of India notified that the boards of banks should lay down internal principles and procedures so that interest rates charged by banks are in conformity with normal banking prudence and are not usurious.

In terms of Section 20(1) of the Banking Regulation Act, a bank cannot grant any loans and advances against the security of its own shares, a banking company is prohibited from entering into any commitment for granting any loans or advances 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 or a company registered under Section 25 of the Companies Act, 1956, 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

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of its directors is a partner or guarantor. There are certain exemptions in this regard as the explanation to the section provides that 'loans or advances' shall not include any transaction which the Reserve Bank of India may specify by general or special order as not being a loan or advance for the purpose of such section.

There are guidelines on loans against equity shares in respect of amount, margin requirement and purpose.

In June 2005, the Reserve Bank of India issued guidelines requiring banks to put in place a policy for exposure to real estate with the approval of their boards. The policy is required to include exposure limits, collaterals to be considered, collateral cover and margins and credit authorization. The Reserve Bank of India has also permitted banks to extend financial assistance to Indian companies for acquisition of equity in overseas joint ventures or wholly owned subsidiaries or in other overseas companies, new or existing, as strategic investment. Banks are not permitted to finance acquisitions by companies in India.

In February 2008, the government of India in its Union Budget for fiscal 2009 announced a debt waiver for small and marginal farmers. In respect of other farmers, the scheme proposes a one-time settlement of all overdue loans at 75.0% of the loan amount. In May 2008, the Reserve Bank of India issued guidelines for the implementation of this scheme, requiring all banks to implement the scheme by June 30, 2008.

Guidelines relating to use of Recovery Agents by Banks

In April 2008, the Reserve Bank of India issued guidelines for banks engaging recovery agents. The Reserve Bank of India has asked banks to put in place a due diligence process for engagement of recovery agents, structured to cover individuals involved in the recovery process. Banks are expected to communicate details of recovery agents to borrowers and have in place a grievance redressal mechanism pertaining to the recovery process. The Reserve Bank of India has advised banks to initiate a training course for current and prospective recovery agents to ensure prudent recovery practices.

Regulations relating to Sale of Assets to Asset Reconstruction Companies

The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, as amended, provide for sale of financial assets by banks and financial institutions 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. These guidelines provide that a bank may sell financial assets to an asset reconstruction company provided the asset is a non-performing asset. These assets are to be sold on 'without recourse' basis only. A bank may sell a standard asset only if the borrower has a consortium or multiple banking arrangements, at least 75.0% by value of the total loans to the borrower are classified as non-performing and at least 75.0% by value of the banks and financial institutions in the consortium or multiple banking arrangements agree to the sale. The banks selling financial assets should ensure that there is no known liability devolving on them and that they do not assume any operational, legal or any other type of risks relating to the financial assets sold. Further, banks may not sell financial assets at a contingent price with an agreement to bear a part of the shortfall on ultimate realization. However, banks may sell specific financial assets with an agreement to share in any surplus realized by the asset reconstruction company in the future. While each bank is required to make its own assessment of the value offered in the sale before accepting or rejecting an offer for purchase of financial assets by an asset reconstruction company, in consortium or multiple banking arrangements where more than 75.0% by value of the banks or financial institutions accept the offer, the remaining banks or financial institutions are obliged to accept the offer. Consideration for the sale may be in the form of cash, bonds or debentures or security receipts or pass through certificates issued by the asset reconstruction company or trusts set up by it to acquire the financial assets. See also "Overview of the Indian Financial Sector—Recent

Structural Reforms—Legislative Framework for Recovery of Debts Due to Banks”.

Guidelines on Sale and Purchase of Non-performing Assets

In July 2005, the Reserve Bank of India issued guidelines on sales and purchases of non-performing assets between banks, financial institutions and non-bank finance companies. These guidelines require that the board of directors of the bank must establish a policy for purchases and sales of non-performing assets. Purchases and sales of non-performing assets must be without recourse to the seller and on a cash basis, with the entire consideration

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being paid upfront. An asset must have been classified as non-performing for at least two years by the seller to be eligible for sale. The purchasing bank must hold the non-performing asset on its books for at least 15 months before it can sell the asset to another bank. The asset cannot be sold back to the original seller.

In October 2007, the Reserve Bank of India issued guidelines regarding valuation of non-performing assets being put up for sale. Banks have been instructed to work out the net present value of the estimated cash flows associated with the realizable value of the available asset net of the cost of realization. The sale price should not be lower than the net present value. The Reserve Bank of India has instructed banks to follow the same procedure in case of compromise settlements as well.

Directed Lending

Priority Sector Lending

Till year-end fiscal 2007, the Reserve Bank of India's directed lending norms required commercial banks to lend a certain percentage of their net bank credit to specific sectors (the priority sectors), such as agriculture, small-scale industry, small businesses and housing finance. Total priority sector advances were set at 40.0% of net bank credit with agricultural advances required to be 18.0% of net bank credit and advances to weaker sections required to be at 10.0% of the net bank credit, and 1.0% of the previous year's total advances outstanding is required to be lent under the Differential Rate of Interest scheme. In April 2007, the Reserve Bank of India issued revised guidelines on lending to the priority sector. The Reserve Bank of India has linked the priority sector lending targets to adjusted net bank credit (net bank credit plus investments made by banks in non-statutory liquidity bonds included in the held to maturity category and excluding recapitalization bonds floated by the government) or credit equivalent amount of off-balance sheet exposure, whichever is higher as of previous fiscal years. Under the revised guidelines the limit on the housing loans eligible for priority sector lending has been increased from Rs. 1.5 million (US\$ 37,481) to Rs. 2.0 million (US\$ 49,975) per borrower. The guidelines have capped eligible direct agriculture finance to non-individuals (i.e. partnership firms, corporates and institutions) at Rs 10.0 million (US\$ 249,875) per borrower. One-third of loans in excess of Rs.10.0 million (US\$ 249,875) per borrower would also be considered as direct finance while the remaining two-thirds would constitute indirect finance.

In May 2007 the Reserve Bank of India issued revised guidelines on lending to the priority sector. According to the revised guidelines, loans given to people forming part of weaker sections of minority communities (as may be notified by the government of India from time to time) have been brought within the purview of priority sector loans. Within the priority sector lending target, a sub-target of 10.0% of net bank credit was set for advances to the weaker sections. In May 2008, in order to ensure that the sub-target of lending to the weaker sections within priority sector is achieved, the Reserve Bank of India decided to take into account the shortfall in lending to weaker sections even if overall priority sector targets were met also, for the purpose of allocating amounts to the domestic banks for contribution to the Rural Infrastructure Development Fund (RIDF) maintained with the National Bank for Agriculture and the Rural Development or funds with other financial institutions.

In addition, investments made by banks after year-end fiscal 2007 in bonds issued by the National Bank for Agriculture and the Rural Development in lieu of non-achievement of priority sector lending targets will no longer be considered as indirect finance. However, existing investments in such bonds would continue to be classified as indirect agriculture finance till fiscal 2010.

Prior to the amalgamation, the advances of ICICI were not subject to the requirement applicable to banks in respect of priority sector lending. Pursuant to the terms of the Reserve Bank of India's approval of the amalgamation, ICICI Bank

is required to maintain a total of 50.0% of its domestic adjusted net bank credit (net bank credit till year-end fiscal 2007) on the residual portion of its advances (i.e., the portion of ICICI Bank's total advances excluding advances of ICICI) in the form of priority sector advances. This additional requirement of 10.0% by way of priority sector advances will apply until such time as the aggregate priority sector advances reach a level of 40.0% of ICICI Bank's total adjusted net bank credit. Any shortfall in the amount required to be lent to the priority sectors may be required to be deposited with the National Bank for Agriculture and the Rural Development. These deposits have a maturity period of up to seven years. However, deposits made after year-end fiscal 2007 will no longer be considered as indirect agriculture finance.

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Export Credit

The Reserve Bank of India also requires commercial banks to make loans to exporters at concessional rates of interest. This enables exporters to have access to an internationally competitive financing option. Pursuant to existing guidelines, 12.0% of a bank's net bank credit is required to be in the form of export credit. ICICI Bank provides export credit for pre-shipment and post-shipment requirements of exporter borrowers in rupees and foreign currencies.

Credit Exposure Limits

As a prudent measure aimed at better risk management and avoidance of concentration of credit risk, the Reserve Bank of India has prescribed credit exposure limits for banks and long-term lending institutions in respect of their lending to individual borrowers and to all companies in a single group (or sponsor group).

The limits currently set by the Reserve Bank of India are as follows:

- The exposure ceiling for a single borrower is 15.0% of capital funds and group exposure limit is 40.0% of capital funds. In case of financing for infrastructure projects, the exposure limit to a single borrower is extendable by another 5.0%, i.e., up to 20.0% of capital funds and the group exposure limit is extendable by another 10.0%, i.e., up to 50.0% of capital funds. In May 2008, the Reserve Bank of India increased the single borrower exposure limit for oil companies that have been issued oil bonds at 25.0%. Banks may, in exceptional circumstances, with the approval of their board of directors, consider enhancement of the exposure to a borrower up to a maximum of further 5.0% of capital funds, subject to the borrower consenting to the banks making appropriate disclosures in their annual reports.
 - Capital funds are the total capital as defined under capital adequacy norms (Tier I and Tier II capital).
- Exposure shall include credit exposure (funded and non-funded credit limits) and investment exposure (including underwriting and similar commitments). Non-fund based exposures are calculated at 100.0% and in addition, banks include forward contracts in foreign exchange and other derivative products, like currency swaps and options, at their replacement cost value in determining individual or group borrower exposure ceilings, effective April 1, 2003.

To ensure that exposures are evenly spread, the Reserve Bank of India requires banks to fix internal limits of exposure to specific sectors. These limits are subject to periodical review by the banks. ICICI Bank has fixed a ceiling of 15.0% on its exposure to any one industry (other than retail loans) and monitors its exposures accordingly.

Limits on exposure to Non-Banking Finance Companies

During fiscal 2006, the Reserve Bank of India issued guidelines on the financial regulation of systemically important non-banking financial companies and banks' relationship with them with a view to remove the possibility of regulatory arbitrage leading to an uneven playing field and potential systemic risk. Within non-deposit taking non-banking financial companies, the guidelines classify those with an asset size above Rs. 1.0 billion (US\$ 25 million) as per the last audited balance sheet as systemically important. These non-banking financial companies are required to maintain a minimum capital to risk weighted assets ratio of 10.0%, in addition to conforming to single and group exposure norms. In August 2008, the Reserve Bank of India issued guidelines covering non-deposit taking non-banking financial companies. Non-deposit taking non-banking financial companies with asset size of Rs. 1.0 billion (US\$ 25 million) and above will have to maintain capital to risk weighted assets ratio of 12.0% by March 31, 2009 against the current 10.0%. The capital adequacy ratio will be increased to 15.0% from March 31, 2010. A banks'

holding in a deposit taking non-banking financial company, excluding housing finance companies, is restricted to 10.0% of the paid up equity capital of the entity. The total exposure to a single non-banking financial company has been limited to 10.0% of the bank's capital funds while exposure to a non-banking asset finance company has been restricted to 15.0% of the bank's capital funds. The limit may be increased to 15.0% and 20.0% respectively provided that the excess exposure is on account of funds lent by the non-banking finance company to infrastructure sectors.

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Regulations relating to Investments and Capital Market Exposure Limits

Pursuant to the Reserve Bank of India guidelines, a bank's exposure to capital markets by way of investments in shares, convertible debentures, units of equity oriented mutual funds and loans to brokers, should not exceed 40% of its net worth on a standalone and consolidated basis. Within this limit direct investments in shares, convertible bonds/debentures, units of equity oriented mutual funds and all exposures to venture capital funds have been restricted to 20.0% of their net worth.

In December 2007, the Reserve Bank of India issued a guideline stating that a bank lending to mutual funds would only be towards the mutual funds' temporary liquidity requirements for a period not exceeding six months. Such lending would constitute a part of the bank's capital market exposure in case of loans extended to equity-linked mutual funds. The guideline will become effective in January 2009.

In November 2003, the Reserve Bank of India issued guidelines on investments by banks in non-Statutory Liquidity Ratio securities issued by companies, banks, financial institutions, central and state government sponsored institutions and special purpose vehicles. These guidelines apply to primary market subscriptions and secondary market purchases. Pursuant to these guidelines, banks are prohibited from investing in non-Statutory Liquidity Ratio securities with an original maturity of less than one year, other than commercial paper and certificates of deposits. Banks are also prohibited from investing in unrated securities. A bank's investment in unlisted non-Statutory Liquidity Ratio securities may not exceed 10.0% of its total investment in non-Statutory Liquidity Ratio securities as at the end of the preceding fiscal year with a sub-ceiling of 5.0% for investments in bonds of public sector undertakings. These guidelines do not apply to investments in security receipts issued by securitization or reconstruction companies registered with the Reserve Bank of India and asset backed securities and mortgage backed securities with a minimum investment grade credit rating. These guidelines were effective April 1, 2004, with provision for compliance in a phased manner by January 1, 2005. In December 2007, the Reserve Bank of India permitted banks to invest in un-rated bonds of corporates engaged in infrastructure activities within the ceiling of 10.0% for unlisted non-Statutory Liquidity Ratio securities in order to encourage flow of credit to infrastructure sector. In June 2008, the Reserve Bank of India issued guidelines for the valuation of non-Statutory Liquidity Ratio securities asking banks to value such securities issued by the government of India at a spread of 25 basis points above the corresponding yield on government of India securities from an earlier spread of 50 basis points above the corresponding yield on government of India securities.

The Reserve Bank of India requires that the investment by a bank in subordinated debt instruments, representing Tier II capital, issued by other banks and financial institutions should not exceed 10.0% of the investing bank's capital including Tier II capital and free reserves. In July 2004, the Reserve Bank of India imposed a ceiling of 10.0% of capital funds (Tier I plus Tier II capital) on investments by banks and financial institutions in equity shares, preference shares eligible for capital status, subordinated debt instruments, hybrid debt capital instruments and any other instrument approved as in the nature of capital, issued by other banks and financial institutions. Investments in the instruments which are not deducted from Tier I capital of the investing bank or financial institution, are subject to a 100.0% risk weight for credit risk for capital adequacy purposes. The risk weight for credit risk exposure in capital markets has been increased to 125.0% from 100.0% in July 2005. Further, banks and financial institutions cannot acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's or financial institution's holding exceeds 5.0% of the investee bank's equity capital. Banks with investments in excess of the prescribed limits were required to apply to the Reserve Bank of India with a roadmap for reduction of the exposure.

Consolidated Supervision Guidelines

In fiscal 2003, the Reserve Bank of India issued guidelines for consolidated accounting and consolidated supervision for banks. These guidelines became effective April 1, 2003. The principal features of these guidelines are:

Consolidated Financial Statements: Banks are required to prepare consolidated financial statements intended for public disclosure.

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Consolidated Prudential Returns: Banks are required to submit to the Reserve Bank of India, consolidated prudential returns reporting their compliance with various prudential norms on a consolidated basis, excluding insurance subsidiaries. Compliance on a consolidated basis is required in respect of the following main prudential norms:

- Single borrower exposure limit of 15.0% of capital funds (20.0% of capital funds provided the additional exposure of up to 5.0% is for the purpose of financing infrastructure projects);
- Borrower group exposure limit of 40.0% of capital funds (50.0% of capital funds provided the additional exposure of up to 10.0% is for the purpose of financing infrastructure projects);
- Deduction from Tier I capital of the bank, of any shortfall in capital adequacy of a subsidiary for which capital adequacy norms are specified; and
- Consolidated capital market exposure limit of 40.0% of consolidated net worth with a direct investment limit of 20.0% of consolidated net worth (applicable from fiscal 2008). Till year-end fiscal 2007 the capital market exposure limit was limited to 2.0% of consolidated total assets and 10.0% of consolidated net worth.

At year-end fiscal 2008, we were in compliance with these guidelines. Effective April 1, 2007, the Reserve Bank of India has revised norms for capital market exposure. As per the new guidelines, consolidated capital market exposure by way of investment in shares, convertible debentures, and units of equity oriented mutual funds and loans to brokers should not exceed 40.0% of consolidated net worth. Within this limit direct investment in shares, convertible bonds/debentures, units of equity oriented mutual funds and all exposures to ventures capital funds have been restricted to 20.0% of consolidated net worth. See also “—Credit Exposure Limits”.

In June 2004, the Reserve Bank of India published the report of a working group on monitoring of financial conglomerates, which proposed the following framework:

- identification of financial conglomerates that would be subjected to focused regulatory oversight;
- monitoring intra-group transactions and exposures and large exposures of the group to outside counter parties;
- identifying a designated entity within each group that would collate data in respect of all other group entities and furnish the same to its regulator; and
- formalizing a mechanism for inter-regulatory exchange of information.

The framework covers entities under the jurisdiction of the Reserve Bank of India, the Securities and Exchange Board of India, the Insurance Regulatory and Development Authority and the National Housing Bank and would in due course be extended to entities regulated by the proposed Pension Fund Regulatory and Development Authority. The Reserve Bank of India has identified ICICI Bank and its related entities as a financial conglomerate with ICICI Bank as the designated entity responsible for reporting to the Reserve Bank of India.

Banks' Investment Classification and Valuation Norms

The key features of the Reserve Bank of India guidelines on categorization and valuation of banks' investment portfolio are given below.

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The entire investment portfolio is required to be classified under three categories: (a) held to maturity, (b) held for trading and (c) available for sale. Held to maturity includes securities acquired with the intention of being held up to maturity; held for trading includes securities acquired with the intention of being traded to take advantage of the short-term price/interest rate movements; and available for sale

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includes securities not included in held to maturity and held for trading. Banks should decide the category of investment at the time of acquisition.

- Held to maturity investments compulsorily include (a) recapitalization bonds received from the government of India towards their recapitalization requirement and held in their investment portfolio, (b) investments in subsidiaries and joint ventures and (c) investments in debentures deemed as advance. Held to maturity investments also include any other investment identified for inclusion in this category subject to the condition that such investments cannot exceed 25.0% of the total investment excluding recapitalization bonds and debentures.
- Profit on the sale of investments in the held to maturity category, net of tax and statutory reserve, is appropriated to the capital reserve account after being taken in the income statement. Loss on any sale is recognized in the income statement.
- The market price of the security available from the stock exchange, the price of securities in subsidiary general ledger transactions, the Reserve Bank of India price list or prices declared by Primary Dealers Association of India jointly with the Fixed Income Money Market and Derivatives Association of India serves as the “market value” for investments in available for sale and held for trading securities.
- Investments under the held for trading category should be sold within 90 days; in the event of inability to sell due to adverse factors including tight liquidity, extreme volatility or a unidirectional movement in the market, the unsold securities should be shifted to the available for sale category.
- Profit or loss on the sale of investments in both held for trading and available for sale categories is taken in the income statement.
- Shifting of investments from or to held to maturity may be done with the approval of the board of directors once a year, normally at the beginning of the accounting year; shifting of investments from available for sale to held for trading may be done with the approval of the board of directors, the Asset Liability Management Committee or the Investment Committee; shifting from held for trading to available for sale is generally not permitted.

In September 2004, the Reserve Bank of India announced that it would set up an internal group to review the investment classification guidelines to align them with international practices and the current state of risk management practices in India, taking into account the unique requirement applicable to banks in India of maintenance of a statutory liquidity ratio equal to 25.0% of their demand and time liabilities. In the meanwhile, the Reserve Bank of India has permitted banks to exceed the limit of 25.0% of investments for the held to maturity category provided the excess comprises only statutory liquidity ratio investments and the aggregate of such investments in the held to maturity category do not exceed 25.0% of the demand and time liabilities. The Reserve Bank of India permitted banks to transfer additional securities to the held to maturity category as a one time measure, in addition to the transfer permitted under the earlier guidelines. The transfer had to be done at the lower of acquisition cost, book value or market value on the date of transfer and the depreciation needed to be fully provided for.

Held to maturity securities are not marked to market and are carried at acquisition cost or at an amortized cost if acquired at a premium over the face value.

Available for sale and held for trading securities are valued at market or fair value as at the balance sheet date. Depreciation or appreciation for each basket within the available for sale and held for trading categories is aggregated. Net appreciation in each basket, if any, which is not realized, is ignored, while net depreciation is provided for.

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Investments in security receipts or pass through certificates issued by asset reconstruction companies or trusts set up by asset reconstruction companies should be valued at the net asset value announced periodically by the asset reconstruction company based on the valuation of the underlying assets.

Limit on Transactions through Individual Brokers

Guidelines issued by the Reserve Bank of India require banks to empanel brokers for transactions in securities. These guidelines also require that a disproportionate part of the bank's business should not be transacted only through one broker or a few brokers. The Reserve Bank of India specifies that not more than 5.0% of the total transactions through empanelled brokers can be transacted through one broker. If for any reason this limit is breached, the Reserve Bank of India has stipulated that the board of directors of the bank concerned should ratify such action.

Prohibition on Short-Selling

The Reserve Bank of India does not permit short selling of securities by banks excluding intra-day short selling in central government securities. The Reserve Bank of India has permitted banks to sell government of India securities already contracted for purchase provided the purchase contract is confirmed and the contract is guaranteed by Clearing Corporation of India Limited or the security is contracted for purchase from the Reserve Bank of India. Each security is deliverable or receivable on a net basis for a particular settlement cycle.

In February 2006, the Reserve Bank of India introduced intra-day short selling in central government securities as a measure to develop the central government securities market. In its Annual Policy Statement for fiscal 2007, the Reserve Bank of India proposed to introduce a 'when issued' market in government securities in order to further strengthen the debt management framework. In January 2007 the Reserve Bank of India permitted Scheduled Commercial Banks and Primary Dealers (PDs) to undertake short sale of central government dated securities, subject to the short position being covered within a maximum period of five trading days, including the day of trade. The short positions shall have to be covered only by outright purchase of an equivalent amount of the same security.

Subsidiaries and Other Financial Sector Investments

ICICI Bank needs the prior permission of the Reserve Bank of India to incorporate a subsidiary. ICICI Bank is required to maintain an "arms' length" relationship with its subsidiaries and with mutual funds sponsored by it in regard to business parameters such as not taking undue advantage in borrowing/ lending funds, transferring/ selling/ buying of securities at rates other than market rates, giving special consideration for securities transactions, in supporting/financing the subsidiary or financing its clients through them when ICICI Bank is not able or not permitted to do so itself. ICICI Bank has to observe the prudential norms stipulated by the Reserve Bank of India, from time to time, in respect of its underwriting commitments. Pursuant to such prudential norms, ICICI Bank's underwriting or the underwriting commitment of its subsidiaries under any single obligation shall not exceed 15.0% of an issue. ICICI Bank also needs the prior specific approval of the Reserve Bank of India to participate in the equity of financial services ventures including stock exchanges and depositories notwithstanding the fact that such investments may be within the ceiling (the lower of 30.0% of the paid-up capital of the investee company and 30.0% of the investing bank's own paid up capital and reserves) prescribed under Section 19(2) of the Banking Regulation Act. ICICI Bank's investment in a subsidiary company, financial services company, financial institution and stock and other exchanges cannot exceed 10.0% of its paid-up capital and reserves and ICICI Bank's aggregate investments in all such companies, financial institutions, stock and other exchanges put together cannot exceed 20.0% of its paid-up capital and reserves. In August 2006, the Reserve Bank of India issued guidelines which included banks' investments in venture capital funds in this limit. Subsequently the Reserve Bank of India has clarified that investments in overseas

banking subsidiaries may be excluded from this limit.

Holding Companies

In August 2007, the Reserve Bank of India issued a discussion paper on holding companies in banking groups, on which it had invited comments. In the discussion paper, the Reserve Bank of India has stated that there are

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advantages in having a financial or bank holding company structure, for which a proper legal framework needs to be created. However, it has stated that it would be desirable to avoid intermediate holding company structures, of the type proposed by us for our insurance and asset management subsidiaries. In November 2007, the Reserve Bank of India communicated that it would study the feedback received on the discussion paper from a legal and regulatory perspective before initiating further action.

Regulations relating to Deposits

The Reserve Bank of India has permitted banks to independently determine rates of interest offered on term deposits. However, banks are not permitted to pay interest on current account deposits. Further, banks may only pay interest of up to 3.5% per annum on savings deposits. In respect of savings and time deposits accepted from employees, ICICI Bank is permitted by the Reserve Bank of India to pay an additional interest of 1.0% over the interest payable on deposits from the public.

Domestic time deposits have a minimum maturity of seven days. Time deposits from non-resident Indians denominated in foreign currency have a minimum maturity of one year and a maximum maturity of three years.

Starting April 1998, the Reserve Bank of India has permitted banks the flexibility to offer varying rates of interests on domestic deposits of the same maturity subject to the following conditions:

- Time deposits are of Rs.1.5 million (US\$ 37,481) and above; and
- Interest on deposits is paid in accordance with the schedule of interest rates disclosed in advance by the bank and not pursuant to negotiation between the depositor and the bank.

ICICI Bank stipulates a minimum balance of Rs. 10,000 (US\$ 250) for a non-resident rupee savings deposit. In September 2008, the Reserve Bank of India increased the limit on interest rates on non-resident rupee term deposits of one to three years maturity to LIBOR/SWAP rate plus 50 basis points for US dollar of corresponding maturity from the earlier limit of LIBOR/SWAP rate. The interest rate on non-resident savings deposits is at the rate applicable to domestic savings deposits.

In October 2007, the Reserve Bank of India instructed banks to discontinue special deposit schemes, with lock-in periods and other features that do not conform to deposit regulations of the Reserve Bank of India.

Regulations relating to Knowing the Customer and Anti-Money Laundering

The Reserve Bank of India issued a notification in November 2004 prescribing guidelines for Know Your Customer and anti money laundering procedures. Banks are required to have a customer acceptance policy laying down explicit criteria for acceptance of customers and defining risk parameters. A profile of the customers should be prepared based on risk categorization. Banks have been advised to apply enhanced due diligence for high-risk customers. The guidelines provide that banks should undertake customer identification procedures while establishing a banking relationship or carrying out a financial transaction or when the bank has a doubt about the authenticity or the adequacy of the previously obtained customer identification data. Banks need to obtain sufficient information necessary to establish the identity of each new customer and the purpose of the intended banking relationship. The guidelines also provide that banks should monitor transactions depending on the account's risk sensitivity. In February 2006, the Reserve Bank of India issued guidelines on the obligations of banks under the Prevention of Money Laundering Act, 2002. The Reserve Bank of India also issued anti money laundering guidelines to other entities such as non-bank finance companies and authorized money changers.

In August 2005, the Reserve Bank of India has simplified the KYC procedure for opening accounts for those persons who intend to keep balances not exceeding Rs. 50,000 (US\$ 1,249) in all their accounts taken together and the total credit in all the accounts taken together is not expected to exceed Rs. 100,000 (US\$ 2,499) in a year in order to ensure that the implementation of the KYC guidelines do not result in the denial of the banking services to those who are financially or socially disadvantaged.

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The Indian Parliament had enacted the Prevention of Money Laundering Act in 2002. Effective July 1, 2005, the provisions of this Act have come into force. The Act seeks to prevent money laundering and to provide for confiscation of property derived from, or involved in, money laundering. In addition, the applicable exchange control regulations prescribe reporting mechanisms for transactions in foreign exchange and require authorized dealers to report identified suspicious transactions to the Reserve Bank of India. In December 2004, the Indian Parliament passed the Unlawful Activities (Prevention) Amendment Ordinance/Act, 2004 incorporating the provisions considered necessary to deal with various facets of terrorism. The Narcotic Drugs and Psychotropic Substances Act, 1985 deals with proceeds of drug related crime.

Regulations on Asset Liability Management

At present, the Reserve Bank of India's regulations for asset liability management require banks to draw up asset-liability gap statements separately for rupee and for four major foreign currencies. These gap statements are prepared by scheduling all assets and liabilities according to the stated and anticipated re-pricing date, or maturity date. These statements have to be submitted to the Reserve Bank of India on a quarterly basis. The Reserve Bank of India has advised banks to actively monitor the difference in the amount of assets and liabilities maturing or being re-priced in a particular period and place internal prudential limits on the gaps in each time period, as a risk control mechanism. Additionally, the Reserve Bank of India has asked banks to manage their asset-liability structure such that the negative liquidity gap in the 1-14 day and 15-28 day time periods does not exceed 20.0% of cash outflows in these time periods. This 20.0% limit on negative gaps was made mandatory with effect from April 1, 2000. In respect of other time periods, up to one year, the Reserve Bank of India has directed banks to lay down internal norms in respect of negative liquidity gaps. In April 2006, the Reserve Bank of India issued draft guidelines on improvements to banks' asset liability management framework.

In March 2007, the Reserve Bank of India issued guidelines regarding prudential limits for inter-bank liabilities. Inter-bank liabilities of a bank cannot exceed 200.0% of its net worth as on the last day of the previous fiscal year. Individual banks have been permitted, with the approval of their boards of directors, to fix a lower limit for their inter-bank liabilities, keeping in view their business model. However banks whose capital to risk assets ratio is at least 25.0% more than the minimum capital to risk assets ratio (currently 9.0%) i.e. 11.25% as on the last day of the previous fiscal year are allowed a higher limit with respect to inter-bank liability of up to 300.0% of their net worth. It may be noted that the limits prescribed above would include only fund based inter-bank liabilities within India (including inter-bank liabilities in foreign currency to banks operating within India) and inter-bank liabilities outside India are excluded. The Reserve Bank of India's guidelines also stipulates that existing limits on call-money borrowing shall form a sub-limit of the above-mentioned limit.

In October 2007, the Reserve Bank of India issued amendments to guidelines on asset-liability management to improve management of liquidity by banks and to provide a stimulus for development of the term-money market. The Reserve Bank of India has advised banks to adopt a more detailed approach to measurement of liquidity risk effective January 1, 2008 by splitting the first time period (1-14 days at present) in the statement of structural liquidity into three time periods — next day, 2-7 days and 8-14 days. The net cumulative negative liquidity mismatches during the next day, 2-7 days, 8-14 days and 15-28 days periods should not exceed 5.0%, 10.0%, 15.0% and 20.0% of the cumulative cash outflows in the respective time periods in order to recognize the cumulative impact on liquidity. Banks have also been permitted to undertake dynamic liquidity management and prepare the structural liquidity statement on a daily basis.

Foreign Currency Dealership

The Reserve Bank of India has granted ICICI Bank a full-fledged authorized dealers' license to deal in foreign exchange through its designated branches. Under this license, ICICI Bank has been granted permission to:

- engage in foreign exchange transactions in all currencies;
- open and maintain foreign currency accounts abroad;

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- raise foreign currency and rupee denominated deposits from non resident Indians;
- grant foreign currency loans to on-shore and off-shore corporations;
 - open documentary credits;
 - grant import and export loans;
- handle collection of bills, funds transfer services;
 - issue guarantees; and
- enter into derivative transactions and risk management activities that are incidental to its normal functions authorized under its organizational documents.

Further, ICICI Bank has been permitted to hedge foreign currency loan exposures of Indian corporations in the form of interest rate swaps, currency swaps and forward rate agreements, subject to certain conditions. In the annual policy statement for fiscal 2008 the Reserve Bank of India permitted banks and primary dealers to begin transactions in single-entity credit default swaps and has issued draft guidelines regarding these transactions. Further in April 2007 the Reserve Bank of India published comprehensive guidelines on derivatives.

In August 2008, the Reserve Bank of India issued guidelines permitting banks in the authorized dealer category to become trading or clearing members of the currency derivatives segment to be set up by stock exchanges recognized by SEBI, subject to their fulfilling the requirements of (i) minimum net worth of Rs. 5.0 billion (US\$ 125 million) (ii) minimum capital adequacy ratio of 10.0% (iii) net NPA not exceeding 3.0% and (iv) net profit for last three years.

ICICI Bank's foreign exchange operations are subject to the guidelines specified by the Reserve Bank of India in the exchange control manual. As an authorized dealer, ICICI Bank is required to enroll as a member of the Foreign Exchange Dealers Association of India, which prescribes the rules relating to foreign exchange business in India.

Authorized dealers, like ICICI Bank, are required to determine their limits on open positions and maturity gaps in accordance with the Reserve Bank of India's guidelines and these limits are approved by the Reserve Bank of India.

Ownership Restrictions

The government of India regulates foreign ownership in Indian banks. The total foreign ownership in a private sector bank, like ICICI Bank, cannot exceed 74.0% of the paid-up capital and shares held by foreign institutional investors under portfolio investment schemes through stock exchanges cannot exceed 49.0% of the paid-up capital.

The Reserve Bank of India's acknowledgement is required for the acquisition or transfer of a bank's shares which will take the aggregate holding (direct and indirect, beneficial or otherwise) of an individual or a group to the equivalent of 5.0% or more of its total paid up capital. The Reserve Bank of India, while granting acknowledgement, may take into account all matters that it considers relevant to the application, including ensuring that shareholders whose aggregate holdings are above specified thresholds meet fitness and propriety tests. In determining whether the acquirer or transferee is fit and proper to be a shareholder, the Reserve Bank of India may take into account various factors including, but not limited to, the acquirer or transferee's integrity, reputation and track record in financial matters and compliance with tax laws, proceedings of a serious disciplinary or criminal nature against the acquirer or transferee

and the source of funds for the investment.

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While granting acknowledgement for acquisition or transfer of shares that takes the acquirer's shareholding to 10.0% or more and up to 30.0% of a private sector bank's paid-up capital, the Reserve Bank of India may consider additional factors, including but not limited to:

- the source and stability of funds for the acquisition and ability to access financial markets as a source of continuing financial support for the bank,
 - the business record and experience of the applicant including any experience of acquisition of companies,
- the extent to which the acquirer's corporate structure is in consonance with effective supervision and regulation of its operations; and
- in case the applicant is a financial entity, whether the applicant is a widely held entity, publicly listed and a well established regulated financial entity in good standing in the financial community.

While granting acknowledgment for acquisition or transfer of shares that takes the acquirer's shareholding to 30.0% or more of a private sector bank's paid-up capital, the Reserve Bank of India may consider additional factors, including but not limited to, whether or not the acquisition is in the public interest, and shareholder agreements and their impact on the control and management of the bank's operations.

In February 2005, the Reserve Bank of India issued guidelines on ownership and governance in private sector banks. The key provisions of the guidelines on ownership are:

- No single entity or group of related entities would be permitted to directly or indirectly hold or control more than 10.0% of the paid up equity capital of a private sector bank and any higher level of acquisition would require the Reserve Bank of India's prior approval;
- In respect of corporate shareholders, the objective will be to ensure that no entity or group of related entities has a shareholding in excess of 10.0% in the corporate shareholder. In case of shareholders that are financial entities, the objective will be to ensure that it is widely held, publicly listed and well regulated;
- The Reserve Bank of India may permit a higher level of shareholding in case of restructuring of problem banks or weak banks or in the interest of consolidation in the banking industry;
- Banks would be responsible for compliance with the "fit and proper" criteria for shareholders on an ongoing basis; and
- Banks where shareholders holdings are in excess of the prescribed limit would have to indicate a plan for compliance.

The Reserve Bank of India has recently announced guidelines stating that these regulations would also apply in the event an existing shareholder's shareholding exceed the specified limit as a result of a rights issue of shares where other shareholders do not subscribe to the issue.

A legislation has been introduced in the Parliament to amend the Banking Regulation Act making the prior approval of the Reserve Bank of India mandatory for the acquisition of more than 5.0% of a banking company's paid up capital or voting rights by any individual or firm or group.

Restrictions on Payment of Dividends

In May 2005, the Reserve Bank of India issued guidelines stating that a bank may declare dividends only if all of the following conditions are met:

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- Capital adequacy ratio is 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%.
- ICICI Bank is in 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 will be paid out of the current year's profit.
- The Reserve Bank of India has not placed any explicit restrictions on the bank for declaration of dividends.
- ICICI Bank is in compliance with sections 15 and 17 of the Banking Regulation Act that require banks to completely write off capitalized expenses and transfer 25.0% of the disclosed yearly profit to a reserve account before declaring a dividend.

In case a bank does not meet the 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%.

Banks that are eligible to declare dividends under the above rules can do so subject to the following:

- The dividend payout ratio (calculated as a percentage of dividend payable in a year to net profit during the year) must not exceed 40.0%. The maximum permissible dividend payout ratio would vary from bank to bank, depending on the capital adequacy ratio in each of the last three years and the net non-performing asset ratio.
- 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.
- 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 there are any such qualifications, the net profit should be suitably adjusted while computing the dividend payout ratio.

Moratorium, Reconstruction & Amalgamation of Banks

The Reserve Bank of India can apply to the government of India for suspension of business by 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 company for a maximum period of six months. During such period of moratorium, the Reserve Bank of India may (a) in the public interest; or (b) in the interest of the depositors; or (c) in order to secure the proper management of the bank; or (d) in the interests of the banking system of the country as a whole, prepare a scheme for the reconstruction of the bank or amalgamation of the bank with any other bank. In circumstances entailing reconstruction of the bank or amalgamation of the bank with another bank, the Reserve Bank of India invites suggestions and objections on the draft scheme prior to placing the scheme before the government of India for its sanction. The central government may sanction the scheme with or without modifications. The law does not require consent of the shareholders or creditors of such banks.

Regulations on Mergers of Private Sector Banks and Banks and Non-banking Finance Companies

In May 2005, the Reserve Bank of India issued guidelines on mergers between private sector banks and between banks and non-banking finance companies. The guidelines particularly emphasize the examination of the rationale for amalgamation, the systemic benefits arising from it and the advantages accruing to the merged entity. With

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respect to a merger between two private sector banks, the guidelines require the draft scheme of amalgamation 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. The draft scheme should also consider the impact of amalgamation on the valuation, profitability and capital adequacy ratio of the amalgamating bank and verify that the reconstituted board conforms to the Reserve Bank of India norms. The approved scheme needs to be submitted to the Reserve Bank of India for valuation and sanction in accordance with the Banking Regulation Act, along with other documentation such as the draft document of proposed merger, copies of all relevant notices and certificates, swap ratio, share prices, etc. With respect to a merger of a bank and a non-banking company, the guidelines specify that the non-banking finance company has to comply with Know Your Customer norms for all accounts and all relevant norms issued by the Reserve Bank of India and the Securities and Exchange Board of India. The non-banking finance company should also conform to insider trading norms issued by the Securities and Exchange Board of India, whether it is listed or not, in order to regulate the promoter's trading of shares before and after the amalgamation discussion period.

Credit Information Bureaus

The Parliament of India has enacted the Credit Information Companies (Regulation) Act, 2005, pursuant to which every credit institution, including a bank, has to 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 persons who enjoy a credit relationship with it. Other credit institutions, credit information bureaus and such other persons as the Reserve Bank of India specifies may access such disclosed credit information.

Deposit Insurance

Demand and time deposits of up to Rs. 100,000 (US\$ 2,499) accepted by Indian banks have to be mandatorily insured with the Deposit Insurance and Credit Guarantee Corporation, a wholly-owned subsidiary of the Reserve Bank of India. Banks are required to pay the insurance premium for the eligible amount 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.

Statutes Governing Foreign Exchange and Cross-Border Business Transactions

Foreign exchange and cross border transactions undertaken by banks are subject to the provisions of the Foreign Exchange Management Act. We monitor transactions of customers based on pre-defined rules using a risk-based approach. The transaction monitoring system 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. Our transaction monitoring system is periodically reviewed and is being supplemented with appropriate anti-money laundering software technology solutions.

The Reserve Bank of India issued guidelines on External Commercial Borrowings via its Master Circular in July 2005, which stated that no financial intermediary, including banks, will be permitted to raise such borrowings or provide guarantees in favor of overseas lenders for such borrowings. Eligible borrowers may raise such borrowings to finance the import of equipment and to meet foreign exchange needs of infrastructure projects. In a guideline dated August 1, 2005 the Reserve Bank of India announced that external commercial borrowing proceeds can be utilized for overseas direct investment in joint ventures/wholly owned subsidiaries subject to the existing guidelines on Indian Direct Investment in joint ventures/wholly owned subsidiaries abroad. Further utilization of external commercial borrowing proceeds is not permitted for lending, capital market investments or acquisitions in India or real estate investments (including integrated townships). In May 2007, the Reserve Bank of India decided to reduce the all-in-cost ceilings for External Commercial Borrowings from LIBOR plus 350 basis points to LIBOR plus 250 basis

points (for External Commercial Borrowings with an average maturity period of over five years).

In March 2006, in view of enhanced stability in India's external and financial sectors and increased integration of the financial sector in the global economy, the Reserve Bank of India constituted a Committee to set out a roadmap towards fuller capital account convertibility. The Committee has submitted its report in July 2006.

In October 2006, the Reserve Bank of India proposed to allow banks to borrow funds from their overseas branches and correspondent banks (including borrowings for financing export credit, External Commercial

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Borrowings and overdrafts from their Head Office/Nostro account) up to a limit of 50.0% of unimpaired Tier I capital or US\$ 10 million, whichever is higher, as against the earlier overall limit of 25.0% (excluding borrowings for financing export credit). However, short-term borrowings up to a period of one year or less should not exceed 20.0% of unimpaired Tier I capital within the overall limit of 50.0%. Capital funds raised by issue of innovative perpetual debt instruments and other overseas borrowings with the specific approval of the Reserve Bank of India would continue to be outside the limit of 50.0%. In April 2007, the Reserve Bank of India issued a circular deferring the implementation of the above guidelines till further notice. In August 2007, the Reserve Bank of India decided to modulate capital inflows coming in through external commercial borrowings. External commercial borrowings of more than US\$ 20 million per company are now permitted only for foreign currency expenditure. In addition, external commercial borrowings of more than US\$ 20 million need to be parked overseas until there is an actual requirement of funds. For rupee expenditure, external commercial borrowings are permitted only up to US\$ 20 million with the prior approval of the Reserve Bank of India.

In May 2008, the Reserve Bank of India enhanced the external commercial borrowings limit from US\$ 20 million to US\$ 50 million for incurring rupee expenditure for permissible end uses. The Reserve Bank of India also permitted companies in the infrastructure sector to raise up to US\$ 100 million through external commercial borrowings. Additionally, the all-in-cost ceilings for external commercial borrowings for borrowings have been enhanced. For borrowings with average maturity of three to five years, the all-in-cost ceiling over six-month LIBOR has been raised from 150 basis points to 200 basis points. Further the Reserve Bank of India decided to enhance the all-in-cost ceilings for External Commercial Borrowings from LIBOR plus 150 basis points to LIBOR plus 200 basis points (for External Commercial Borrowings with an average maturity period of up to five years) and from LIBOR plus 250 basis points to 350 basis points in the case of borrowings with a maturity period of over five years. In June 2008, the Reserve Bank of India permitted service sector companies, belonging to the hotels, hospitals and software sectors to avail external commercial borrowing up to US\$ 100 million per financial year for import of capital goods under the automatic approval route. In September 2008, the Reserve Bank of India further enhanced the limit on external commercial borrowings for infrastructure companies to US\$ 500 million while mandating borrowings above US\$ 100 million to have a minimum average maturity of seven years. For borrowings with an average maturity more than seven years, the all-in-cost ceiling over six-month LIBOR has been raised from 350 basis points to 450 basis points.

Legal Reserve Requirements

Cash Reserve Ratio

A bank is required to maintain a specified percentage of its net demand and time liabilities, excluding inter-bank deposits, by way of cash reserve with itself and by way of balance in current account with the Reserve Bank of India. Following the enactment of the Reserve Bank of India (Amendment) Bill 2006, the floor and ceiling rates (earlier 3.0% and 20.0% respectively) on the cash reserve ratio were removed.

The following liabilities are excluded from the calculation of the demand and time liabilities to determine the cash reserve ratio:

- inter-bank liabilities;
- liabilities to primary dealers;
- refinancing from the Reserve Bank of India and other institutions permitted to offer refinancing to banks; and

- perpetual debt qualifying for lower Tier I capital treatment.

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The cash reserve ratio is 8.75% effective July 19, 2008. The Reserve Bank of India has further increased the cash reserve ratio to 9.0% effective August 30, 2008. Effective April 13, 2007 the Reserve Bank of India does not pay any interest on cash reserve ratio balances.

The cash reserve ratio has to be maintained on an average basis for a fortnightly period and should not be below 70.0% of the required cash reserve ratio on any day of the fortnight.

Statutory Liquidity Ratio

In addition to the cash reserve ratio, a bank is required to maintain a specified percentage of its net demand and time liabilities by way of liquid assets like cash, gold or approved unencumbered securities. The percentage of this statutory liquidity ratio is fixed by the Reserve Bank of India from time to time. This was previously subject to a minimum of 25.0% and a maximum of 40.0% pursuant to section 24 of the Banking Regulation Act. The Indian Parliament has approved amendments to the Banking Regulation Act removing the minimum statutory liquidity ratio requirement and giving the Reserve Bank of India the ability to set the minimum statutory liquidity ratio without any floor. At present, the Reserve Bank of India requires banking companies to maintain a liquidity ratio of 25.0%. See also "Overview of the Indian Financial Sector—Recent Structural Reforms—Proposed Amendments to the Banking Regulation Act..

Requirements of the Banking Regulation Act

Prohibited Business

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

Reserve Fund

Any bank incorporated in India is required to create a reserve fund to which it must transfer not less than 25.0% of the profits of each year before dividends. If there is an appropriation from this account, the bank is required to report the same to the Reserve Bank of India within 21 days, explaining the circumstances leading to such appropriation. The government of India may, on the recommendation of the Reserve Bank of India, exempt a bank from requirements relating to its reserve fund.

Payment of Dividend

Pursuant to the provisions of the Banking Regulation Act, a bank can pay dividends on its shares only after all its capitalized expenses (including preliminary expenses, share selling commission, brokerage, amounts of losses and any other item of expenditure not represented by tangible assets) have been completely written off. The Indian government may exempt banks from this provision by issuing a notification on the recommendation of the Reserve Bank of India. ICICI Bank has been exempted from this provision in respect of expenses relating to the Early Retirement Option offered by ICICI Bank in fiscal 2004. ICICI Bank has obtained permission from the Reserve Bank of India to write off these expenses over a five-year period in our Indian GAAP accounts. Further, the payment of the dividend by banks is subject to the eligibility criteria specified by the Reserve Bank of India from time to time.

Restriction on Share Capital and Voting Rights

Banks can issue only ordinary shares. The Banking Regulation Act currently specifies that no shareholder in a banking company can exercise voting rights on poll in excess of 10.0% of total voting rights of all the shareholders of the banking company.

Only banks incorporated before January 15, 1937 can issue preference shares. Prior to the amalgamation, ICICI had preference share capital of Rs. 3.5 billion (US\$ 87 million) redeemable in 2018. The government of India, on the recommendation of the Reserve Bank of India, had granted an exemption to ICICI Bank which allows the inclusion of preference capital in the capital structure of ICICI Bank for a period of five years. ICICI Bank has sought extension of this exemption.

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Legislation has been introduced in the Indian parliament to amend the Banking Regulation Act to remove the limit of 10.0% on the maximum voting power exercisable by a shareholder in a banking company and allow banks to issue redeemable and non-redeemable preference shares. See also “Overview of the Indian Financial Sector—Recent Structural Reforms—Proposed Amendments to the Banking Regulation Act.”

Restrictions on Investments in a Single Company

No bank may hold shares, as a pledgee, mortgagee or absolute owner in any company other than a subsidiary, exceeding 30.0% of the paid up share capital of that company or 30.0% of its own paid up share capital and reserves, whichever is less.

Regulatory Reporting and Examination Procedures

The Reserve Bank of India is empowered under the Banking Regulation Act to inspect a bank. The Reserve Bank of India monitors prudential parameters at quarterly intervals. To this end and to enable off-site monitoring and surveillance by the Reserve Bank of India, banks are required to report to the Reserve Bank of India on aspects such as:

- assets, liabilities and off-balance sheet exposures;
- the risk weighting of these exposures, the capital base and the capital adequacy ratio;
- the unaudited operating results for each quarter;
 - asset quality;
 - concentration of exposures;
- connected and related lending and the profile of ownership, control and management; and
 - other prudential parameters.

The Reserve Bank of India also conducts periodical on-site inspections on matters relating to the bank’s portfolio, risk management systems, internal controls, credit allocation and regulatory compliance, at intervals ranging from one to three years. ICICI Bank has been and, at present is, subject to the on-site inspection by the Reserve Bank of India at yearly intervals. The inspection report, along with the report on actions taken by ICICI Bank, has to be placed before our board of directors. On approval by our board of directors, we are required to submit the report on actions taken by ICICI Bank to the Reserve Bank of India. The Reserve Bank of India also discusses the report with the management team including the Managing Director & CEO.

The Reserve Bank of India also conducts on-site supervision of selected branches with respect to their general operations and foreign exchange related transactions.

Appointment and Remuneration of the Chairman, Managing Director and Other Directors

ICICI Bank is required to obtain prior approval of the Reserve Bank of India before it appoints its chairman and managing director and any other whole time directors and fixes their remuneration. The Reserve Bank of India is empowered to remove an appointee to the posts of chairman, managing director and whole time directors on the

grounds of public interest, interest of depositors or to ensure the proper management of ICICI bank. Further, the Reserve Bank of India may order meetings of our board of directors to discuss any matter in relation to ICICI Bank appoint observers to such meetings and in general may make such changes to the management as it may deem necessary and may also order the convening of a general meeting of its shareholders to elect new directors. ICICI Bank cannot appoint as a director any person who is a director of another banking company. In July 2004, the Reserve Bank of India issued guidelines on 'fit and proper' criteria for directors of banks.

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Penalties

The Reserve Bank of India may impose penalties on banks and its employees in case of 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. A press release has been issued by the Reserve Bank of India giving details of the circumstances under which the penalty is imposed on the bank along with the communication on the imposition of the penalty in public domain. The banks are also required to disclose the penalty in their annual report. In April 2008, the Reserve Bank of India issued guidelines for banks engaging recovery agents. Under these guidelines, the Reserve Bank of India may ban banks from engaging recovery agents in a particular area, either jurisdictional or functional, for a limited period, in case of complaints received by the reserve bank regarding violation of the above guidelines and adoption of abusive practices followed by banks' recovery agents. In case of persistent breach of above guidelines, the Reserve Bank of India may consider extending the period of ban or the area of ban. Similar supervisory action could be attracted when the High Courts or the Supreme Court pass strictures or impose penalties against any bank or its Directors/ Officers/ agents with regard to policy, practice and procedure related to the recovery process.

Assets to be Maintained in India

Every bank is required to ensure that its assets in India (including import-export bills drawn in India and Reserve Bank of India approved securities, even if the bills and the securities are held outside India) are not less than 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 floating charge on ICICI Bank's undertaking or property. Currently, all ICICI Bank borrowings including bonds are unsecured.

Maintenance of Records

ICICI Bank is required to maintain books, records and registers. The Banking Regulation Act specifically requires banks to maintain books and records in a particular manner and file the same with the Registrar of Companies on a periodic basis. The provisions for production of documents and availability of records for inspection by shareholders as stipulated under the Companies Act and the rules thereunder would apply to ICICI Bank as in the case of any company. The Know Your Customer Guidelines framed by the Reserve Bank of India also provide for certain records to be maintained for a minimum period of five years. As per the Prevention of Money Laundering Act records are to be preserved for 10 years from the cessation of a relationship between a customer and a bank.

Secrecy Obligations

ICICI Bank's obligations relating to maintaining secrecy arise out of common law principles governing its relationship with its customers. ICICI Bank 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 ICICI Bank need to disclose information in its interest; and

- where disclosure is made with the express or implied consent of the customer.

ICICI Bank is 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

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books certified by an officer of the bank may be treated as prima facie evidence of the transaction in any legal proceedings.

Regulations governing Offshore Banking Units

The government and the Reserve Bank of India have permitted banks to set up Offshore Banking Units in Special Economic Zones, which are specially delineated duty free enclaves deemed to be foreign territory for the purpose of trade operations, duties and tariffs. ICICI Bank has an Offshore Banking Unit located in the Santacruz Electronic Exports Promotion Zone, Mumbai. The key regulations applicable to offshore bank units include, but are not limited to, the following:

- No separate assigned capital is required. However, the parent bank is required to provide a minimum of US\$ 10 million to its offshore banking unit.
 - Offshore Banking Units are exempt from cash reserve ratio requirements.
- The Reserve Bank of India may exempt a bank's offshore banking unit from statutory liquidity ratio requirements on specific application by the bank.
- An offshore banking unit may not enter into any transactions in foreign exchange with residents in India, unless such a person is eligible to enter into or undertake such transactions under the Foreign Exchange Management Act, 1999.
 - All prudential norms applicable to overseas branches of Indian banks apply to Offshore Banking Units.
- Offshore banking units are required to adopt liquidity and interest rate risk management policies prescribed by the Reserve Bank of India in respect of overseas branches of Indian banks as well as within the overall risk management and asset and liability management framework of the bank subject to monitoring by the bank's board of directors at prescribed intervals. Further, the bank's board would be required to set comprehensive overnight limits for each currency for these branches, which would be separate from the open position limit of the parent bank.
- Offshore banking units may raise funds in convertible foreign currency as deposits and borrowings from non-residents including non-resident Indians but excluding overseas corporate bodies.
 - Offshore banking units may operate and maintain balance sheets only in foreign currency.
- The loans and advances of Offshore Banking Units would not be reckoned as net bank credit for computing priority sector lending obligations.
- Offshore banking units must follow the Know Your Customer guidelines and must be able to establish the identity and address of the participants in a transaction, the legal capacity of the participants and the identity of the beneficial owner of the funds.

The Special Economic Zone Act 2005 permitted Offshore Banking Units to additionally undertake the following activities:

- Lend outside India and take part in international syndications/consortiums at par with foreign offices.

- Invest in foreign currency denominated debt of Indian units.
- Extend facilities to subsidiaries/units of Indian entities, located outside India.

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Regulations and Guidelines of the Securities and Exchange Board of India

The Securities and Exchange Board of India was established to protect the interests of public investors in securities and to promote the development of, and to regulate, the Indian securities market. ICICI Bank and its subsidiaries and affiliates are subject to the Securities and Exchange Board of India regulations for public capital issuances, as well as underwriting, custodial, depository participant, investment banking, registrar and transfer agents, brokering, asset management and debenture trusteeship activities. These regulations provide for its registration with the Securities and Exchange Board of India for each of these activities, functions and responsibilities. ICICI Bank and its subsidiaries are required to adhere to codes of conduct applicable for these activities.

Special Status of Banks in India

The special status of banks is recognized under various statutes including the Sick Industrial Companies Act, 1985, Recovery of Debts Due to Banks and Financial Institutions Act, 1993, and the Securitization Act. As a bank, ICICI Bank is entitled to certain benefits under various statutes including the following:

- The Recovery of Debts Due to Banks and Financial Institutions Act, 1993 provides for establishment of Debt Recovery Tribunals for expeditious adjudication and recovery of debts due to any bank or Public Financial Institution or to a consortium of banks and Public Financial Institutions. Under this Act, the procedures for recoveries of debt have been simplified and time frames have been fixed for speedy disposal of cases. 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.
- The Sick Industrial Companies Act, 1985, provides for reference of sick industrial companies to the Board for Industrial and Financial Reconstruction. Under the Act, other than the board of directors of a company, a scheduled bank (where it has an interest in the sick industrial company by any financial assistance or obligation, rendered by it or undertaken by it) may refer the company to the BIFR.
- The Securitization Act focuses on improving the rights of banks and financial institutions and other specified secured creditors as well as asset reconstruction companies by providing that such secured creditors can take over management control of a borrower company upon default and/or sell assets without the intervention of courts, in accordance with the provisions of the Securitization Act.

Income Tax Benefits

As a banking company, we are entitled to certain tax benefits under the Indian Income-Tax Act including the following:

- ICICI Bank is allowed a deduction of up to 20% of the profits derived from the business of providing long-term financing (defined as loans and advances extended for a period of not less than five years) computed in the manner specified under the Indian Income-Tax Act and carried to a Special Reserve account. The deduction is allowed subject to the aggregate of the amounts transferred to the Special Reserve Account for this purpose from time to time not exceeding twice our 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.
- ICICI Bank is entitled to a tax deduction on the provisioning towards bad and doubtful debts equal to 7.5% of its total business income, computed before making any deductions permitted pursuant to Chapter VIA of the Indian

Income-tax Act, and to the extent of 10.0% of the aggregate average advances made by ICICI Bank's rural branches computed in the manner prescribed. ICICI Bank has the option of claiming a deduction in excess of the specified limits, for an amount not exceeding the income derived from redemption of securities in accordance with the scheme framed by the central government.

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- ICICI Bank is entitled to a tax deduction, for income from an offshore banking unit in a special economic zone, at the rate of 100% for a period of five consecutive years beginning with the year in which permission under Banking Regulation Act, 1949 is obtained, i.e., up to March 31, 2008 for an Offshore Banking Unit in Santacruz Electronic Exports Promotion Zone, Mumbai and 50% deduction for a period of five consecutive years thereafter in accordance with and subject to the conditions prescribed therein.
- Subject to application for and receipt of certain approvals, ICICI Bank is eligible to issue tax saving bonds approved in accordance with and subject to the provisions of the Indian Income-tax Act and is also eligible to issue zero coupon bonds in accordance with the applicable guidelines.
- For income tax purposes, ICICI Bank's bonds are prescribed modes of investing and depositing surplus money by charitable and religious trusts subject to and in accordance with the provisions contained therein.

Regulations governing Insurance Companies

ICICI Prudential Life Insurance Company and ICICI Lombard General Insurance Company, the subsidiaries of ICICI Bank offering life insurance and non-life insurance respectively, are subject to the provisions of the Insurance Act, 1938 and the various regulations prescribed by the Insurance Regulatory and Development Authority. These regulations regulate and govern, among other things, registration as an insurance company, investment, solvency margin requirements, licensing of insurance agents, advertising, sale and distribution of insurance products and services and protection of policyholders' interests. In May 2002, the Indian Parliament approved the Insurance (Amendment) Act 2002, which facilitates the appointment of corporate agents by insurance companies and prohibits intermediaries and brokers from operating as surrogate insurance agents. The Indian government, while presenting its budget for fiscal 2005, has proposed an increase in the limit on foreign equity participation in private sector insurance companies from 26.0% to 49.0%. However, this would require an amendment to the insurance laws and the foreign direct investment policy and has not yet been implemented.

Regulations governing International Operations

Our international operations are governed by regulations in the countries in which the Bank has a presence.

Overseas Banking Subsidiaries

Our wholly-owned subsidiary in the United Kingdom, ICICI Bank UK PLC is authorized and regulated by the Financial Services Authority (FSA), which granted our application under Part IV of the Financial Services and Markets Act, 2000. The United Kingdom subsidiary has established a branch in Antwerp, Belgium under the European Union Passporting arrangements and has also recently opened a branch in Frankfurt, 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, which provided it with an Order to Commence and Carry On Business, on November 25, 2003. ICICI Bank Canada's wholly owned subsidiary, ICICI Wealth Management Inc., is regulated by the Ontario Securities Commission, which licensed it as a Limited Market Dealer, on March 2, 2007. Our wholly-owned subsidiary in Russia, ICICI Bank Eurasia LLC, is regulated by the Central Bank of the Russian Federation.

Offshore Branches

In Singapore, we have an offshore branch, regulated by the Monetary Authority of Singapore. The Singapore branch is allowed to accept foreign currency deposits from Singapore non-bank-residents whose initial deposit is not less than US\$ 100,000. The Singapore branch is currently engaged in corporate & institutional banking, private banking and treasury related activities. In Bahrain, we have an offshore branch, regulated by the Central Bank of Bahrain. The Bahrain branch is permitted to transact banking business with approved financial institutions within Bahrain, individuals or institutions outside Bahrain. It is also permitted to offer banking services to non-resident Indians in Bahrain. Our branch in Hong Kong is regulated by the Hong Kong Monetary Authority and is permitted to undertake banking business in that jurisdiction with certain restrictions. Our branch in Sri Lanka is regulated by

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the Central Bank of Sri Lanka. Our branch in the Dubai is regulated by the Dubai International Financial Services Authority and is licensed to engage in the arrangement of credit or investment and to provide advice on financial products and services. In addition we also have an Offshore Banking Unit located in the Santacruz Electronic Exports Promotion Zone, Mumbai. The Qatar Financial Centre Regulatory Authority regulates our branch in Qatar. Our branch in New York is regulated by the State of New York Banking Department, the Federal Reserve Board and the Office of the Comptroller of the Currency (OCC).

Representative Offices

Our representative office in Dubai, the United Arab Emirates is regulated by the Central Bank of the United Arab Emirates. Our representative office in Shanghai, China is regulated by the China Banking Regulatory Commission. The representative office in Bangladesh is regulated by the Bangladesh Bank. Our representative office in South Africa is regulated by the South African Reserve Bank. Our representative office in Malaysia is regulated by Bank Negara Malaysia. Our representative office in Indonesia is regulated by Bank Indonesia. Bank of Thailand regulates our representative office in Thailand.

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EXCHANGE CONTROLS

Restrictions on Conversion of Rupees

There are restrictions on the conversion of rupees into dollars. Before February 29, 1992, the Reserve Bank of India determined the official value of the rupee in relation to a weighted basket of currencies of India's major trading partners. In the February 1992 budget, a new dual exchange rate mechanism was introduced by allowing conversion of 60.0% of the foreign exchange received on trade or current account at a market-determined rate and the remaining 40.0% at the official rate. All importers were, however, required to buy foreign exchange at the market rate except for certain specified priority imports. In March 1993, the exchange rate was unified and allowed to float. In February 1994 and again in August 1994, the Reserve Bank of India announced relaxations in payment restrictions in case of a number of transactions. Since August 1994, the government of India has substantially complied with its obligations owed to the International Monetary Fund, under which India is committed to refrain from using exchange restrictions on current international transactions as an instrument in managing the balance of payments. Effective July 1995, the process of current account convertibility was advanced by relaxing restrictions on foreign exchange for various purposes, such as foreign travel and medical treatment.

In December 1999, the Indian Parliament passed the Foreign Exchange Management Act, 1999, which became effective on June 1, 2000, replacing the earlier Foreign Exchange Regulation Act, 1973. This legislation indicated a major shift in the policy of the government with regard to foreign exchange management in India. While the Foreign Exchange Regulation Act, 1973 was aimed at the conservation of foreign exchange and its utilization for the economic development of the country, the objective of the Foreign Exchange Management Act, 1999 was to facilitate external trade and promote the orderly development and maintenance of the foreign exchange market in India.

The Foreign Exchange Management Act, 1999 regulates transactions involving foreign exchange and provides that certain transactions cannot be carried out without the general or special permission of the Reserve Bank of India. The Foreign Exchange Management Act, 1999 has substantially eased 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). The Reserve Bank of India has issued regulations under the Foreign Exchange Management Act, 1999 to regulate the various kinds of capital account transactions, including certain aspects of the purchase and issuance of shares of Indian companies. The Reserve Bank of India has also permitted authorized dealers to freely allow remittances up to US\$ 200,000 per financial year for any permissible current or capital account transactions or a combination of both.

Restrictions on Sale of the Equity Shares underlying the ADSs and Repatriation of Sale Proceeds

ADSs issued by Indian companies to non-residents have free transferability outside India. Under current Indian regulations and practice, approval of the Reserve Bank of India is not required for the sale of equity shares underlying the ADSs by a non-resident of India to a resident of India if the sale has been executed on a recognized stock exchange in India through a registered broker at the prevailing market price. Approval of the Reserve Bank of India is not required for a sale of shares of a company other than a company in the financial services sector (banks, non-bank finance companies and insurance companies) and certain other specified sectors, even if the transfer is other than on a recognized stock exchange in India or through a registered broker, as long as conditions prescribed in the Reserve Bank of India's guidelines are complied with. The same applies to a renunciation of rights to a resident of India. Foreign institutional investors registered with the Securities and Exchange Board of India are eligible to purchase shares of an Indian company under the Portfolio Investment Scheme. Certain limits are however prescribed by the Reserve Bank of India for investment through the Portfolio Investment Scheme. Approval of the Reserve Bank of India is not required for a sale of shares under the Portfolio Investment Scheme prescribed by the Reserve Bank of

India provided the sale is made on a recognized stock exchange and through a registered stock broker.

If a sale of securities has taken place in terms of the Reserve Bank of India guidelines and other applicable regulations, as briefly described in the previous paragraph, then provided (i) the securities were held on repatriation basis, (ii) the shares have been sold on a recognized stock exchange in India through a stock broker at the ruling market price as determined on the floor of the exchange and (iii) a no objection/tax clearance certificate from

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income tax authority has been obtained, the sale proceeds may be freely remitted. If a sale was made pursuant to specific approval of Reserve Bank of India then sale proceeds can be remitted as per the terms of such an approval. If the equity shares underlying the ADSs are sold under the portfolio investment scheme then the sale proceeds may be remitted through an authorized dealer, without the approval of the Reserve Bank of India provided that the equity shares are sold on a recognized stock exchange through a registered stock broker and a no objection/tax clearance certificate from the income-tax authority has been produced.

After the announcement of India's budget for fiscal 2002, the Reserve Bank of India issued certain notifications for the liberalization of the capital account. Pursuant to the notifications, in contrast to prior regulations, two-way fungibility in ADS/GDR issues of Indian companies was introduced, subject to sectoral caps, wherever applicable.

The Reserve Bank of India has issued a notification under the provisions of the Foreign Exchange Management Act, 1999 permitting a registered broker in India to purchase shares of any Indian company on behalf of a person resident outside India, for the purpose of converting the shares so purchased into ADSs provided that:

- the shares are purchased on a recognized stock exchange;
- the Indian company has issued ADSs;
- the shares are purchased with the permission of the custodian of the ADSs of the concerned Indian company and are deposited with the custodian;
- the number of shares so purchased shall not exceed the number of ADSs converted into underlying shares and shall be subject to sectoral caps as applicable; and
- the non-resident investor, broker, custodian and the overseas depository comply with the provisions of the Scheme for Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and the guidelines issued there under by the government of India from time to time.

On November 23, 2002, the government of India's Ministry of Finance issued Operative Guidelines for Disinvestment of Shares by the Indian Companies in the Overseas Market through the Issue of ADSs. Under these guidelines, the shareholders may divest their holdings in the overseas market through the mechanism of a sponsored ADS issue by the Indian company. The holdings which may be divested are holdings in Indian companies which are listed either in India or on an overseas exchange. The divestment process is initiated when the Indian company whose shares are being offered for divestment in the overseas market sponsors an ADS issue against the block of existing shares offered by the shareholders under these guidelines. Such ADS issues against existing shares offered for divestment must also comply with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997, if the ADSs are cancelled and the underlying shares are to be registered with the company. Such divestment would result in foreign equity investment and would also need to conform to the foreign direct investment sectoral policy. All mandatory approvals including those under the Companies Act, 1956 and the approval of the Foreign Investment Promotion Board for foreign equity induction through the offer of existing shares would have to be obtained.

The Reserve Bank of India has permitted Indian companies to retain abroad for any period, the funds raised through an issue of ADSs (except funds raised under a sponsored issue of ADSs), in order to meet their future foreign exchange requirement. Further, pending repatriation or utilization, the Indian company may invest the foreign currency funds raised in:

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- deposits or certificates of deposit or other products offered by banks who have been rated not less than AA(-) by Standard and Poor's Ratings Service/Fitch IBCA or Aa3 by Moody's Investors Service; and such rating not being less than the applicable rating stipulated by the Reserve Bank of India from time to time.
- deposits with an overseas branch of an authorized dealer in India; and
- treasury bills and other monetary instruments with a maturity or unexpired maturity of one-year or less.

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The Reserve Bank of India permits resident shareholders of Indian companies who offer their shares for conversion to ADSs to receive the sale proceeds in foreign currency. However, the conversion to such ADSs must have the approval of the Foreign Investment Promotion Board. Further, the sale proceeds received by residents are permitted to be credited to their Exchange Earners' Foreign Currency/Resident Foreign Currency (Domestic) accounts or to their rupee accounts in India at their option.

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MARKET PRICE INFORMATION

Equity Shares

Our outstanding equity shares are currently listed and traded on the Bombay Stock Exchange or the BSE and on the National Stock Exchange of India Limited or the NSE.

At September 5, 2008 1,113,180,140 equity shares were outstanding. The prices for equity shares as quoted in the official list of each of the Indian stock exchanges are in Indian rupees.

The following table shows:

- the reported high and low closing prices quoted in rupees for our equity shares on the NSE; and
- the reported high and low closing prices for our equity shares, translated into US dollars, based on the noon buying rate on the last business day of each period presented.

	Price per equity share(1)			
	High	Low	High	Low
Annual prices:				
Fiscal 2004	Rs. 348.25	Rs. 120.80	US\$ 8.68	US\$ 3.01
Fiscal 2005	413.05	230.40	10.30	5.74
Fiscal 2006	628.75	359.95	15.67	8.97
Fiscal 2007	999.70	451.20	24.92	11.25
Fiscal 2008	1,435.00	759.95	35.77	18.94
Quarterly prices:				
Fiscal 2007:				
First Quarter	Rs. 662.55	Rs. 451.20	US\$ 16.51	US\$ 11.25
Second Quarter	708.80	467.75	17.67	11.66
Third Quarter	903.20	687.00	22.51	17.12
Fourth Quarter	999.70	810.00	24.92	20.19
Fiscal 2008:				
First Quarter	Rs. 962.90	Rs. 803.95	US\$ 23.99	US\$ 20.03
Second Quarter	1,062.40	824.70	26.48	20.56
Third Quarter	1,333.40	1,021.20	33.23	25.45
Fourth Quarter	1,435.00	759.95	35.77	18.94
Fiscal 2009 (through September 19, 2008):	942.85	519.75	23.50	18.89
Monthly prices:				
December 2007	Rs. 1,314.30	Rs. 1,137.70	US\$ 32.75	US\$ 28.35
January 2008	1,435.00	1,124.95	35.77	28.04
February 2008	1,220.20	1,033.85	30.41	25.77
March 2008	1,024.60	759.95	25.54	18.94
April 2008	915.65	757.75	22.82	18.89
May 2008	942.85	788.60	23.50	19.66
June 2008	820.65	630.20	20.51	15.75
July 2008	738.70	519.75	18.46	12.99

August 2008	771.15	632.55	19.27	15.81
September 2008 (through September 19, 2008)	720.45	560.05	18.00	13.99

(1) Data from the NSE. The prices quoted on the BSE may be different.

At September 19, 2008 the closing price of equity shares on the NSE was Rs. 627.50 equivalent to US\$ 15.68 per equity share (US\$ 31.36 per ADS on an imputed basis) translated at the noon buying rate of Rs. 40.02 per US\$ 1.00 on March 31, 2008.

At March 31, 2008, there were approximately 746,666 holders of record of our equity shares, of which 191 had registered addresses in the United States and held an aggregate of approximately 57,998 equity shares.

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ADSs

Our ADSs, each representing two equity shares, were originally issued in March 2000 in a public offering and are listed and trade on the New York Stock Exchange under the symbol IBN. The equity shares underlying the ADSs are listed on the BSE and the NSE.

At March 31, 2008, ICICI Bank had approximately 159 million ADSs, equivalent to 318 million equity shares, outstanding. At this date, there were 143 record holders of ICICI Bank's ADSs, out of which 136 have registered addresses in the United States.

The following table sets forth, for the periods indicated, the reported high and low closing prices on the New York Stock Exchange for our outstanding ADSs traded under the symbol IBN.

	Price per ADS	
	High	Low
Annual prices:		
Fiscal 2004	18.33	5.27
Fiscal 2005	22.65	11.25
Fiscal 2006	32.26	18.08
Fiscal 2007	46.74	21.25
Fiscal 2008	72.88	35.16
Quarterly prices:		
Fiscal 2007:		
First Quarter	US\$ 30.27	US\$ 22.49
Second Quarter	30.71	21.25
Third Quarter	42.45	30.17
Fourth Quarter	46.74	36.54
Fiscal 2008:		
First Quarter	US\$ 49.69	US\$ 36.53
Second Quarter	53.23	38.03
Third Quarter	69.44	52.43
Fourth Quarter	72.88	35.16
Fiscal 2009 (through September 19, 2008):	47.20	34.96
Monthly prices:		
December 2007	US\$ 64.71	US\$ 56.90
January 2008	72.88	59.06
February 2008	62.26	51.84
March 2008	50.28	35.16
April 2008	47.20	38.21
May 2008	46.90	37.71
June 2008	37.33	28.76
July 2008	36.82	24.42
August 2008	35.67	29.35
September 2008 (through September 19, 2008)	32.53	23.27

See also "Risk Factors — Risks relating to the ADSs and Equity Shares — Conditions in the Indian securities market may adversely affect the price or liquidity of our equity shares and ADSs."

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RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

India strictly regulates ownership of Indian companies by foreigners. Foreign investment in Indian securities, including the equity shares represented by the ADSs, is generally regulated by the Foreign Exchange Management Act, 1999, which permits transactions involving the inflow or outflow of foreign exchange and empowers the Reserve Bank of India to prohibit or regulate such transactions.

The Foreign Exchange Management Act, 1999 regulates transactions involving foreign exchange and provides that certain transactions cannot be carried out without the general or special permission of the Reserve Bank of India or the Foreign Investment Promotion Board of the government of India. The Foreign Exchange Management Act, 1999 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 Reserve Bank of India has issued regulations under the Foreign Exchange Management Act, 1999 to regulate the various kinds of capital account transactions, including certain aspects of the purchase and issuance of shares of Indian companies.

Under the foreign investment rules, the following are the restrictions on foreign ownership applicable to us:

- Foreign investors may own up to 74.0% of our equity share capital subject to conformity with guidelines issued by the Reserve Bank of India from time to time. This limit is under the automatic route and does not require specific approval of the Foreign Investment Promotion Board. It includes investments by way of foreign direct investment, ADSs, Global Depository Receipts and investment under the Portfolio Investment Scheme by foreign institutional investors and also non-resident Indians, and also includes shares acquired by subscription to private placements and public offerings and acquisition of shares from existing shareholders. At least 26% of the paid up equity capital would have to be held by residents. The Reserve Bank of India released its roadmap for foreign banks in India. The roadmap is divided in to two phases. During the first phase, between March 2005 and March 2009, foreign banks will be allowed to acquire a controlling stake in a phased manner only in private sector banks that are identified by the Reserve Bank of India for restructuring. The second phase will commence in April 2009 after a review of the experience gained and after due consultation with all the stakeholders in the banking sector. For new and existing foreign banks, it has been proposed to go beyond the existing commitment to the World Trade Organization of allowing an increase of 12 branches per year. A more liberal policy will be followed for under-banked areas.
- Indian companies can raise foreign currency resources abroad through the issue of ADSs, in accordance with the Scheme for Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism), 1993 and guidelines issued by the government of India there under from time to time. The policy for External Commercial Borrowings is also applicable to FCCBs. Under the Issue of Foreign Currency Convertible Bonds and Equity Shares (Through Depository Receipt Mechanism) Scheme, 1993, foreign investors may purchase ADSs, subject to the receipt of all necessary government approvals at the time the depository receipt program is set up. The government of India announced the Issue of Foreign Currency Exchangeable Bonds Scheme, 2008 on February 15, 2008 and the policy was implemented through a Reserve Bank of India circular dated September 23, 2008 to facilitate the issue of bonds expressed in a foreign currency exchangeable into equity shares of another group company.
- Under the portfolio investment scheme, foreign institutional investors, subject to registration with the Securities and Exchange Board of India, may hold in aggregate up to 24.0% of our paid-up equity capital, and 24.0% of the total paid-up value of each series of convertible debentures, within the aggregate 74.0% limit mentioned above, and this limit may be raised to 49% subject to the approval of the board of directors passing a special shareholder resolution provided that no single foreign institutional investor may own more than 10.0% of our total paid-up equity capital or

10 per cent of the paid up value of each series of convertible debentures, on behalf of itself or its sub-accounts. Our share holders have given their approval to raise this limit to 49%. The Securities and Exchange Board of India registered foreign institutional investor shall restrict allocation of its total investment between equities and debt in the Indian capital market in the ratio of 70:30. The shareholding of an individual non-resident Indian is restricted to 5.0% of our total paid-up equity capital or paid up value of each series of debentures. The

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aggregate paid-up value of the shares in a company purchased by all non-resident Indians in the aggregate is to be limited to 10% of the paid-up capital of the company or paid up value of each series of debentures and this limit may be raised to 24% by a special resolution at a general meeting of the shareholders of the company.

- A person residing outside India (other than non resident Indian and overseas corporate bodies) may transfer by way of sale or gift the shares or convertible debentures to any person residing outside India (including non resident Indians), subject to, the transferee is required to obtain prior permission of Secretarial for Industrial Assistance/Foreign Investment Promotion Board to acquire the shares if he has previous venture or tie-up in India through investment/technical collaboration/trade mark agreement in the same field in which the Indian company, whose shares are being transferred, is engaged. This restriction is, however, not applicable to the transfer of shares to international financial institutions such as Asian Development Bank, International Financial Corporation, Commonwealth Development Corporation, Deutsche Entwicklungs Gescelschaft and transfer of shares to Indian company engaged in information technology sector.
- The Reserve Bank of India's guidelines relating to acquisition by purchase or otherwise of equity shares of a private sector bank, if such acquisition results in any person owning or controlling 5.0% or more of the paid up equity capital of the bank, are also applicable to foreign investors investing in our shares. For more details on the Reserve Bank of India guidelines relating to acquisition by purchase or otherwise of shares of a private bank, see "Supervision and Regulation – Reserve Bank of India Regulations — Ownership Restrictions".

Pursuant to a circular dated November 29, 2001, the Reserve Bank of India notified that, as of that date, overseas corporate bodies are not permitted to invest under the portfolio investment scheme, though 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 have been derecognized as a class of investor entity in India with effect from September 16, 2003. However, requests from such entities which are incorporated and not under the adverse notice of the Reserve Bank of India or the Securities and Exchange Board of India, will be considered for under fresh investments under the Foreign Direct Investment scheme of the Reserve Bank of India with prior approval of the government of India or the Reserve Bank of India, as applicable.

An Indian company may sponsor an issue of ADSs with an overseas depository against shares held by its shareholders at a price to be determined by the lead manager. Under this mechanism the company offers its residents a choice to submit their shares back to the company so that on the basis of such shares, ADSs can be issued abroad. The proceeds of a sponsored ADR must be repatriated to India within a period of one month. The sponsoring company must comply with the provisions of the Scheme for Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and the guidelines issued there under by the government of India from time to time. The sponsoring company must also furnish full details of the issue in the prescribed forms to the Reserve Bank of India within 30 days from the date of closure of the issue.

We obtained the approval of the Foreign Investment Promotion Board for our ADS offering in March 2000 and sponsored an ADS offering in March 2005 which were foreign direct investments. The investments through the portfolio investment scheme in the secondary market in India by foreign institutional investors, non-resident Indians and overseas corporate bodies and investments through the foreign direct investment scheme are distinct schemes that are available concurrently. As of September 5, 2008 foreign investors owned approximately 67.1% of our equity in total, of which 28.1% was through the ADS program.

An investor in ADSs does not need to seek the specific approval from the government of India to purchase, hold or dispose of ADSs. In the ADS offerings, we obtained the approval of the government of India's Department of Corporate Affairs and the relevant stock exchanges.

Equity shares which have been withdrawn from the depositary facility and transferred on our register of shareholders to a person other than the depositary or its nominee may be voted by that person provided the necessary procedural requirements have been met. However, you may not receive sufficient advance notice of shareholder meetings to enable you to withdraw the underlying equity shares and vote at such meetings.

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Notwithstanding the foregoing, if a foreign institutional investor, non-resident Indian or overseas corporate body were to withdraw its equity shares from the ADS program, its investment in the equity shares 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, overseas corporate bodies and foreign institutional investors above the ownership levels set forth above require government of India 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 foreign institutional investors, non-resident Indians and overseas corporate bodies would be required.

You will be required to make a public offer to the remaining shareholders to purchase the equity shares held by them if you withdraw your equity shares from the ADS program and your direct or indirect holding in us exceeds 15.0% of our total equity under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997. Such a public offer would have to be made in compliance with the provisions of the aforesaid regulations of the Securities and Exchange Board of India. You will also require the acknowledgement of the Reserve Bank of India for the acquisition or transfer of our shares, which will take your aggregate holding (direct and indirect, beneficial or otherwise) as an individual or a group to the equivalent of 5.0% or more of our total paid up capital. The Reserve Bank of India, while granting acknowledgement, may take into account all matters that it considers relevant to the application, including ensuring that shareholders whose aggregate holdings are above specified thresholds meet fitness and propriety tests. For more details on the Reserve Bank of India guidelines relating to acquisition by purchase or otherwise of shares of a private bank, see “Supervision and Regulation - Reserve Bank of India Regulations — Ownership Restrictions”.

ADSs issued by Indian companies to non-residents have free transferability outside India. Under current Indian regulations and practice, approval of the Reserve Bank of India is not required for the sale of equity shares underlying the ADSs by a non-resident of India to a resident of India if the sale has been executed on a recognized stock exchange in India through a registered broker at the prevailing market price. Approval of the Reserve Bank of India is also not required for a sale of shares of a company other than a company in the financial services sector (banks, non-bank finance companies and insurance companies), even if the transfer is other than on a recognized stock exchange in India or through a registered broker, as long as conditions generally prescribed by Reserve Bank of India are complied with. The same restrictions apply to a renunciation of rights to a resident of India. Approval of the Reserve Bank of India is not required for sale of shares under the portfolio investment scheme prescribed by the Reserve Bank of India provided the sale is made on a recognized stock exchange and through a registered stock broker.

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DIVIDENDS

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 of 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 in which the dividend is declared or out of undistributed profits of prior fiscal years. Dividends can also be paid by a company in the interim, 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 interim dividend out of the profits from the relevant accounting period, without prior approval of the Reserve Bank of India if they satisfy the minimum criteria and requirements and the cumulative interim dividend(s) are within the prudential cap on dividend payout ratio prescribed in the guidelines issued in this regard by the Reserve Bank of India. See also "Supervision and Regulation — Reserve Bank of India Regulations — Restrictions on Payment of Dividends".

Pursuant to guidelines issued by the Securities and Exchange Board of India in February 2000, with respect to equity shares issued by us during a particular fiscal year, dividends declared and paid for such fiscal year are paid in full and are no longer prorated from the date of issuance to the end of such fiscal year.

ICICI Bank paid dividends consistently every year from fiscal 1996, the second year of its operations. For fiscal 2004, we paid a dividend, excluding dividend tax, of Rs. 7.50 (US\$ 0.19) per equity share aggregating to Rs. 5.5 billion (US\$ 137 million). The amount of Rs. 5.5 billion (US\$ 137 million) excludes the impact of the issue of 6,992,187 equity shares on May 24, 2004 through the exercise of the greenshoe option in the issue of equity shares in April 2004. The dividend for fiscal 2004 was paid in fiscal 2005. For fiscal 2005, we paid a dividend, excluding dividend tax, of Rs. 7.50 (US\$ 0.19) per equity share and a special dividend, excluding dividend tax, of Rs. 1.00 (US\$ 0.02) per equity share to mark the completion of 50 years in finance by the ICICI group aggregating to Rs. 6.3 billion (US\$ 157 million), which we paid out in August 2005. For fiscal 2006, we paid a dividend, excluding dividend tax, of Rs. 8.50 (US\$ 0.21) per equity share aggregating to Rs. 7.6 billion (US\$ 190 million), which we paid out in July 2006. For fiscal 2007, we paid dividend, excluding dividend tax, of Rs. 10.00 (US\$ 0.25) per equity share aggregating to Rs. 9.0 billion (US\$ 225 million), which we paid in July 2007. For fiscal 2008, we paid a dividend, excluding dividend tax, of Rs. 11.00 (US\$ 0.27) per equity share aggregating to Rs. 12.24 billion (US\$ 306 million) which we paid in July 2008.

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 dividends paid (Rs. in millions)
Dividend paid during the fiscal year		
2004	7.50	5,507
2005	8.50	6,292
2006	8.50	7,583
2007	10.00	9,030
2008	11.00	12,240

Dividend income is tax-exempt in the hands of shareholders. However, we are required to pay a tax at the rate of 16.99% (including surcharge) on distributed profits.

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.

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TAXATION

Indian Tax

The following discussion of material Indian tax consequences to investors in ADSs and equity shares who are not resident in India whether of Indian origin or not (each a “non-resident”) is based on the provisions of the Indian Income-tax Act, 1961 (the “Income-tax Act”), including the special tax regime for ADSs contained in Section 115AC, which has been extended to cover additional ADSs that an investor may acquire in an amalgamation 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 of described herein may be amended or modified by future amendments to the Income-tax Act.

The 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. Potential investors 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.

Residence

For the purpose of the Income-tax Act, an individual is a resident of India during any fiscal year, if he (i) is in India in that year for 182 days or more or (ii) having been in India for a period or periods aggregating 365 days or more during the four years preceding that fiscal year, is in India for a period or periods aggregating 60 days or more in that fiscal year. The period of 60 days is substituted by 182 days in the case of an Indian citizen or person of Indian origin who being resident outside India comes on a visit to India during the fiscal year or an Indian citizen who leaves India for the purposes of his employment or as a member of the crew of an Indian ship, during the fiscal year. A company is resident in India in any fiscal year if it is registered in India or the control and management of its affairs is situated wholly in India in that year. 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.

Taxation of Distributions

Dividends paid are not subject to any Indian withholding or other tax. However, we are required to pay tax at the rate of 16.995% on the dividends distributed by us. As per the provisions of section 115-O(1A) of the Income-tax Act, dividends received by us on which our direct Indian subsidiary company has paid dividend distribution tax will be deducted from the dividends distributed by us for the purpose of determining dividend distribution tax from April 1, 2008 onwards, subject to prescribed conditions being fulfilled. The dividend so paid is not taxable under section 115AC in the hands of the ADS holders.

Taxation on Redemption of ADSs

The acquisition of equity shares upon redemption of ADSs by a non-resident investor will not give rise to a taxable event for Indian tax purposes.

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.

Subject to any relief under any relevant double taxation treaty, gain arising from the sale of an equity share will generally give rise to a liability for Indian income tax in the hands of the transferor. Such tax is required to be withheld at source. Such gains would either be taxable as capital gains or business income, depending upon the nature of holding. Where the equity share has been held for more than 12 months (measured from the date of advice of redemption of the ADS by the Depository as specified below), the resulting long-term capital gains would be exempt from tax. Where the equity share has been held for 12 months or less, the resulting short-term capital gains

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in the case of non-residents individuals would be taxable at a tax rate of 10.3% (including education cess and secondary and higher education cess) for fiscal 2008 and at a tax rate of 15.45% (including education cess and secondary and higher education cess) for fiscal 2009 where the total income does not exceed Rs. 1,000,000 (US\$ 24,988) or 11.33% (including applicable surcharge and education cess) for the financial year ended March 31, 2008 and 16.99% (including applicable surcharge and education cess and secondary and higher education cess) for the financial year beginning from April 1, 2008 onwards where the total income exceeds Rs. 1,000,000 (US\$ 24,988) during the fiscal year. These rates of tax are applicable provided the gains are treated as capital gains and provided the shares are sold on the recognized Indian stock exchanges and are liable 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 of 42.23% (including applicable surcharges and education cess and secondary and higher education cess) for fiscal 2008 and fiscal 2009. The actual rate depends on a number of factors, including without limitation the nature of the non-resident investor.

The above rates would be subject to beneficial treatment, if any, as per 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 does not provide US residents with any relief from Indian tax on capital gains.

As per the Finance Act 2006, a sale of equity shares entered into on a recognized stock exchange in India settled by actual delivery or transfer will be subject to a securities transaction tax at the rate of 0.125%, on the value of the transaction, payable by both the seller and buyer.

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 redemption of an ADS will be the price of the share prevailing on Bombay Stock Exchange or the National Stock Exchange on the date on which the Depository advises the custodian of such redemption, not the acquisition cost of the ADS being redeemed. The holding period of an equity share received upon redemption of an ADS will commence on the date of advice of redemption by the Depository.

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.

It is unclear as to whether capital gains derived from the sale of rights outside India by a non-resident investor that is not entitled to exemption under a tax treaty to another non-resident investor will be subject to Indian capital gains tax. If the rights are deemed by the Indian tax authorities to be situated within India, as our situs is in India, then the capital gains realized on the sale of rights will be subject to customary Indian capital gains taxation as discussed above.

Stamp Duty

Upon the issuance of the equity shares underlying the ADSs, we are required to pay a stamp duty of 0.1% of the issue price per share. A transfer of ADSs is not subject to Indian stamp duty. Normally, upon the receipt of equity shares in physical form from the depository in exchange for ADSs representing such equity shares, a non-resident investor would be liable for Indian stamp duty applicable on re-issuance in physical form, which is the same as stamp duty payable on the original issuance in physical form subject to a maximum of Rs. 100 per share certificate. Similarly, a sale of equity shares in physical form by a non-resident investor would also be subject to Indian stamp duty at the rate of 0.25% of the market value of the equity shares on the trade date, or the consideration value, whichever is higher, although customarily such tax is borne by the transferee, that is, the purchaser. However, our equity shares are

compulsorily delivered in non-physical form except for trades up to 500 shares only, which may be delivered in physical form. Under Indian stamp law, no stamp duty is payable on the acquisition or transfer of equity shares in non-physical form. The State of Maharashtra has, inter alia, provided that records of transactions, electronic or otherwise, whether electronic or otherwise, of transactions effected by a trading member of a stock exchange through a stock exchange shall be liable to payment of stamp duty in the case of delivery, at the rate of

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0.01%, rounded off to the next rupee, in the case of non-delivery, at the rate of 0.002%, rounded off to the next rupee and if relating to futures and options trading, at the rate of 0.002%, rounded off to the next rupee.

Other Taxes

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

Service Tax

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 a service tax at a rate of 12.36% (including applicable education cess). The stockbroker is responsible for collecting the service tax and paying it to the relevant authority.

United States Tax

The following discussion describes the material US federal income tax consequences of the acquisition, ownership and sale of ADSs or equity shares that are generally applicable to US investors. For these purposes, you are a US investor if, for US federal income tax purposes, you are:

- a citizen or resident of the United States;
- a corporation, or other entity taxable as a corporation, organized under the laws of the United States or of any political subdivision of the United States; or
- an estate or trust the income of which is includable in gross income for US federal income tax purposes regardless of its source.

This discussion only applies to ADSs or equity shares that you own as capital assets.

Please note that this discussion does not discuss all of the tax consequences that may be relevant in light of your particular circumstances. In particular, it does not address investors subject to special rules, including:

- insurance companies;
- tax-exempt entities;
- dealers and certain traders in securities;
- certain financial institutions;
- persons who own the ADSs or equity shares as part of an integrated investment (including a straddle, hedging or conversion transaction) comprised of the ADS or equity shares, and one or more other positions for US federal income tax purposes;
- persons whose functional currency is not the US dollar;
- persons who acquired the ADSs or equity shares pursuant to the exercise of any employee stock option or otherwise as compensation;

- persons who own, actually or constructively, 10.0% or more of ICICI Bank's voting stock; or
- partnerships or other entities classified as partnerships for US federal income tax purposes.

This discussion is based on the tax laws of the United States (including the Internal Revenue Code of 1986, as amended, referred to as the "Code"), Treasury Regulations, Proposed Treasury Regulations, Revenue Rulings and judicial decisions as of the date hereof. These laws may change, possibly with retroactive effect.

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This discussion is also based in part on representations by the depository and assumes that each obligation under the deposit agreement and any related agreement will be performed in accordance with its terms. Furthermore, the US Treasury has expressed concerns that parties to whom ADSs are pre-released may be taking actions that are inconsistent with the claiming of foreign tax credits for US investors of ADSs. Such actions would also be inconsistent with the claiming of the reduced rate of tax, described below, applicable to dividends received by certain non-corporate US investors. Accordingly, the analysis of the creditability of Indian taxes and the availability of the reduced tax rate for dividends received by certain non-corporate US investors, each described below, and could be affected by actions taken by parties to whom ADSs are pre-released.

For US federal income tax purposes, if you own an ADS, you will generally be treated as the owner of the equity shares underlying the ADS.

Please consult your tax adviser with regard to the application of US federal income tax laws to the ADSs or equity shares in your particular circumstances, including the passive foreign investment company rules described below, as well as any tax consequences arising under the laws of any state, local or other taxing jurisdiction.

This discussion assumes that ICICI Bank is not, and will not become, a passive foreign investment company (as discussed below).

Taxation of Dividends

Dividends you receive on the ADSs or equity shares, other than certain pro rata distributions of equity shares or rights to acquire equity shares to all holders of equity shares (including holders of ADSs), will generally constitute foreign source dividend income for US federal income tax purposes. The amount of the dividend you will be required to include in income will equal the US dollar value of the rupees, calculated by reference to the exchange rate in effect on the date the payment is received by the depository (in the case of ADSs) or by you (in the case of equity shares) regardless of whether the payment is converted into US dollars on the date of receipt. If you realize gain or loss on a sale or other disposition of rupees, it will be considered as US-source ordinary income or loss. If you are a corporate US investor, you will not be entitled to claim a dividends-received deduction for dividends paid by ICICI Bank. Subject to applicable limitations and the discussion above regarding concerns expressed by the US Treasury, if you are a non-corporate US investor, dividends paid to you in taxable years beginning before January 1, 2011 will be taxable at a maximum rate of 15.0%. If you are a non-corporate US investor, you should consult your own tax adviser to determine whether you are subject to any special rules that limit your ability to be taxed at this favorable rate.

Taxation of Capital Gains

You will recognize capital gain or loss for US federal income tax purposes on the sale or exchange of ADSs or equity shares in the same manner as you would on the sale or exchange of any other shares held as capital assets. The gain or loss will generally be US-source income or loss. You should consult your own tax advisers about the treatment of capital gains, which may be taxed at lower rates than ordinary income for non-corporate taxpayers, and capital losses, the deductibility of which may be limited.

Under certain circumstances as described under “Taxation — Indian Tax — Taxation on Sale of ADSs or Equity Shares”, you may be subject to Indian tax upon the disposition of equity shares. You should consult your own tax adviser with respect to your ability to credit this Indian tax against your US federal income tax liability.

Passive Foreign Investment Company Rules

Based upon certain proposed Treasury regulations, which are proposed to be effective for taxable years beginning after December 31, 1994, and upon certain management estimates, ICICI Bank does not expect to be a PFIC for its taxable year that ended March 31, 2008 or in the foreseeable future. In general, a foreign corporation is a PFIC for any taxable year in which (i) 75.0% or more of its gross income consists of passive income (such as dividends, interest, rents and royalties) or (ii) 50.0% or more of the average quarterly value of its assets consists of assets that produce, or are held for the production of, passive income. Since there can be no assurance that the proposed regulations will be finalized in their current form, the manner of the application of the proposed

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regulations is not entirely clear, and the composition of ICICI Bank's income and assets will vary over time, there can be no assurance that ICICI Bank will not be considered a PFIC for any taxable year. If ICICI Bank is treated as a PFIC for any taxable year during which you own ADSs or equity shares, certain adverse US federal income tax consequences would apply to you.

Information reporting and backup withholding

Payment of dividends and sales proceeds that are made within the United States or through certain US-related financial intermediaries generally are subject to information reporting and to backup withholding unless (i) you are a corporation or other exempt recipient or (ii) in the case of backup withholding, you provide a correct taxpayer identification number and certify that no loss of exemption from backup withholding has occurred.

The amount of any backup withholding from a payment to you will be allowed as a credit against your US federal income tax liability and may entitle you to a refund, provided that the required information is timely furnished to the Internal Revenue Service.

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PRESENTATION OF FINANCIAL INFORMATION

Pursuant to the issuance and listing of our securities in the United States under registration statements filed with the United States Securities Exchange Commission, we file annual reports on Form 20-F which must include financial statements prepared under generally accepted accounting principles in the United States (US GAAP) or financial statements prepared according to a comprehensive body of accounting principles with a reconciliation of net income and stockholders' equity to US 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. Accordingly, our annual reports on Form 20-F for fiscal years 2000 through 2005 have included US GAAP financial statements. However, pursuant to a significant expansion of Indian accounting standards, Indian GAAP constitutes a comprehensive body of accounting principles. Accordingly, from fiscal 2006 onwards we have included in the annual report consolidated financial statements prepared according to Indian GAAP, which varies in certain respects from US GAAP. For a reconciliation of net income and stockholders' equity to US GAAP, a description of significant differences between Indian GAAP and US GAAP and certain additional information required under US GAAP, see note 22 to our consolidated financial statements herein. For selected financial data in accordance with US GAAP see "Selected Financial Data in accordance with US GAAP."

The data for fiscal 2004 through fiscal 2008 have been derived from our consolidated financial statements. The accounting and reporting policies used in the preparation of our financial statements reflect general industry practices and conform with Indian GAAP including the Accounting Standards (AS) issued by Institute of Chartered Accountants of India, guidelines issued by the Reserve Bank of India, the Insurance Regulatory and Development Authority and the National Housing Bank as applicable to relevant companies.

The consolidated financial statements for fiscal 2004, 2005 and 2006 were audited by S.R. Batliboi & Co., Chartered Accountants, and for fiscal 2007 and 2008 by B S R & Co. Chartered Accountants, under auditing standards issued by the Institute of Chartered Accountants of India. The consolidated financial statements for fiscal 2006, 2007 and 2008 have also been audited by KPMG, an independent registered public accounting firm in India, in accordance with the standards of the United States Public Company Accounting Oversight Board. Our financial statements as per Indian GAAP along with the reconciliation of net profit and stockholders' equity to US GAAP, including the notes to these financial statements, audited by KPMG are set forth at the end of this annual report.

Under US GAAP, the consolidation of ICICI's majority ownership interest in two insurance companies, ICICI Prudential Life Insurance Company Limited and ICICI Lombard General Insurance Company Limited, because of substantive participative rights retained by the minority shareholders, is accounted for by the equity method. Under Indian GAAP these insurance subsidiaries are fully consolidated. For fiscal 2004, ICICI Prudential Life Insurance Company Limited and ICICI Lombard General Insurance Company Limited have been accounted as joint ventures using the proportionate consolidation method as prescribed by Accounting Standard 27 (AS 27) on "Financial Reporting of Interests in Joint Ventures". Therefore, our consolidated financial statements include only 74% share (ICICI Bank's share in each of the two joint ventures) of each line item reflected in the financial statements of these two entities for fiscal 2004. From fiscal 2005 onwards, these two entities have been accounted as per the principles of Accounting Standard 21 (AS 21) on "Consolidated Financial Statements", as required by the revision in AS 27. Therefore from fiscal 2005, our consolidated financial statements include 100% of each line item reflected in the financial statements of these two entities with a separate disclosure for minority interest.

Under Indian GAAP, we have not consolidated certain entities (primarily 3i Infotech and Firstsource Solutions Limited) in which control are intended to be temporary. However under US GAAP, these entities have been

consolidated in accordance with Opinion Number 18 of the Accounting Principles Board on “The Equity Method of Accounting for Investments on Common Stock”.

Although we have translated in this annual report certain rupee amounts into dollars for convenience, this does not mean that the rupee amounts referred to could have been, or could be, converted into dollars at any particular rate, the rates stated earlier in this annual report, or at all. Except in the section on “Market Price Information”, all translations from rupees to dollars are based on the noon buying rate in the City of New York for cable transfers in rupees at March 31, 2008. The Federal Reserve Bank of New York certifies this rate for customs purposes on each date the rate is given. The noon buying rate on March 31, 2008 was Rs. 40.02 per US\$ 1.00.

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ADDITIONAL INFORMATION

Memorandum and Articles of Association

Objects and Purposes

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

Directors' Powers

ICICI Bank's directors' powers include the following:

- Article 140 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.
 - Directors have no powers to vote in absence of a quorum.
- Article 83 of the Articles of Association provides that the directors may by a resolution passed at a meeting of the board of directors 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, 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 its uncalled capital.

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, which must be passed by not less than three times the number of votes cast against the resolution.

Change in Control Provisions

Article 59 of the Articles of Association provides that the board of directors may at their discretion decline to register or acknowledge any transfer of shares in respect of shares upon which we have a lien or whilst any money in respect of the shares desired to be transferred or any of them remain unpaid. Moreover, the board of directors may refuse to register the transfer of any shares if the total nominal value of the shares or other securities intended to be transferred by any person would, together with the total nominal value of any shares 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.

Recent Amendments to Memorandum and Articles of Association

By special resolution passed by our shareholders at our Annual General Meeting held on July 21, 2007, Article 56(d) of the Articles of Association was amended. This Article now requires a shareholder to obtain prior approval of the Reserve Bank of India before raising his/her/its holding of our equity shares to a level of 5.0% or more of the total

paid-up capital of ICICI Bank, or such other percentage as may be prescribed by the Reserve Bank of India from time to time, whereas prior to this amendment, this provision required the Reserve Bank of India's approval before a shareholder raised his/her/its stake above 5.0% of total issued capital.

Also, pursuant to a resolution passed by shareholders on June 8, 2007, section five of our Memorandum of Association was amended so that the authorized share capital of ICICI Bank was altered to Rs. 17,750,000,000 divided into 1,275,000,000 shares of Rs. 10 each, 15,000,000 shares of Rs. 100 each and 350 shares of Rs. 10 million each. The amended Memorandum and Articles of Association are attached as exhibits to this annual report.

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Documents on Display

The documents concerning us which are referred to herein may be inspected at the Securities and Exchange Commission ("SEC"). You may read and copy any document filed or furnished by us at the SEC's public reference rooms in Washington D.C., New York and Chicago, Illinois or obtain them by mail upon payment of prescribed rates. Please call the SEC at 1-800-SEC-0330 for further information. The SEC also maintains a website at www.sec.gov, which contains, in electronic form, each of the reports and other information that we have filed electronically with the SEC. Information about ICICI Bank is also available on the web at www.icicibank.com.

Incorporation by Reference

We incorporate by reference the information disclosed under "Description of Equity Shares" and "Description of the American Depositary Shares" in ICICI Bank's Registration Statement on Form F-1 (File No. 333-30132).

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<u>Consolidated balance sheets</u>	F-5
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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
ICICI Bank Limited

We have audited the accompanying consolidated balance sheets of ICICI Bank Limited and subsidiaries (“the Company”) as of March 31, 2008 and 2007 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, 2008. 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 conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2008 and 2007, and the results of their operations and their cash flows for each of the years in the three-year period ended March 31, 2008, in conformity with generally accepted accounting principles in India.

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 22 to the consolidated financial statements.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of March 31, 2008, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”), and our report dated June 12, 2008 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

KPMG
Mumbai, India
June 12, 2008

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
ICICI Bank Limited

We have audited ICICI Bank Limited and subsidiaries' ("the Company") internal control over financial reporting as of March 31, 2008, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to 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 or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of March 31, 2008, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company as of March 31, 2008 and

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2007, 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, 2008, and our report dated June 12, 2008 expressed an unqualified opinion on those consolidated financial statements.

KPMG
Mumbai, India
June 12, 2008

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ICICI Bank Limited and subsidiaries

Consolidated balance sheets

(Rs. in thousands)

		As of March 31,		Convenience translation into US\$ (US\$ in '000) As of March 31, 2008 Unaudited
	Schedule	2007	2008	
CAPITAL AND LIABILITIES				
Capital	1	12,493,437	14,626,786	365,487
Reserves and Surplus	2	230,656,945	436,095,477	10,896,938
Minority interest	2A	5,095,649	7,311,906	182,706
Deposits	3	2,486,136,330	2,769,832,312	69,211,202
Borrowings	4	616,595,356	845,660,530	21,130,947
Liabilities on policies in force		148,418,907	268,114,077	6,699,502
Other liabilities and provisions	5	443,950,564	514,524,771	12,856,691
TOTAL CAPITAL AND LIABILITIES		3,943,347,188	4,856,165,859	121,343,473
ASSETS				
Cash and balance with Reserve Bank of India	6	192,410,383	298,007,509	7,446,465
Balances with banks and money at call and short notice	7	204,480,919	155,279,264	3,880,041
Investments	8	1,206,166,898	1,600,467,579	39,991,693
Advances	9	2,113,994,413	2,514,016,693	62,819,008
Fixed assets	10	43,401,487	46,783,548	1,169,004
Other assets	11	182,893,088	241,611,266	6,037,262
TOTAL ASSETS		3,943,347,188	4,856,165,859	121,343,473
Contingent liabilities	12	6,736,116,955	12,505,952,159	312,492,558
Bills for collection		40,553,879	42,908,137	1,072,167
Significant accounting policies and notes to accounts	18 & 19			

The Schedules referred to above form an integral part of the Balance Sheets.

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ICICI Bank Limited and subsidiaries

Consolidated profit and loss accounts
(Rs. in thousands)

	Schedule	Year ended March 31,			Convenience translation into US\$ (US\$ in '000) Year ended March 31, 2008 Unaudited
		2006	2007	2008	
I. INCOME					
Interest earned	13	143,335,711	240,025,455	340,949,565	8,519,480
Other income	14	102,819,430	173,612,467	259,581,255	6,486,288
TOTAL INCOME		246,155,141	413,637,922	600,530,820	15,005,768
II. EXPENDITURE					
Interest expended	15	101,014,796	176,757,193	257,669,754	6,438,525
Operating expenses	16	105,697,606	180,132,128	270,434,081	6,757,473
Provisions and contingencies	17	15,452,514	30,414,589	41,274,341	1,031,343
TOTAL EXPENDITURE		222,164,916	387,303,910	569,378,176	14,227,341
III. PROFIT/LOSS					
Net profit for the year		23,990,225	26,334,012	31,152,644	778,427
Less: Minority interest		(210,673)	(1,272,330)	(2,829,656)	(70,706)
Net profit / (loss) after minority interest		24,200,898	27,606,342	33,982,300	849,133
Profit / (loss) brought forward		(908,834)	(2,435,605)	(73,672)	(1,841)
TOTAL PROFIT/LOSS		23,292,064	25,170,737	33,908,628	847,292
IV. APPROPRIATIONS/TRANSFERS					
Transfer to Statutory Reserve		6,360,000	7,800,000	10,400,000	259,870
Transfer to Reserve fund		222	1,168	3,138	78
Transfer to Capital Reserve		680,000	1,210,000	1,270,000	31,734
Transfer to Investment Fluctuation Reserve		5,900,000	--	--	--
Transfer from Investment Fluctuation Reserve		(13,203,350)	--	--	--
Transfer to Special Reserve		2,778,000	4,677,098	1,892,500	47,289
Transfer to Revenue and other reserves		14,330,152	593,416	491,080	12,271
Proposed equity share dividend		7,593,326	9,085,370	12,277,018	306,772
Proposed preference share dividend		35	35	35	1
Corporate dividend tax		1,289,284	1,877,322	2,078,023	51,925
Balance carried over to Balance Sheet		(2,435,605)	(73,672)	5,496,834	137,352
TOTAL		23,292,064	25,170,737	33,908,628	847,292

Significant accounting policies and notes to accounts 18 & 19

Earnings per share (Refer Note 19. 3)				
Basic (Rs.)	30.96	30.92	32.19	0.80
Diluted (Rs.)	30.64	30.75	32.00	0.80
Face value per share (Rs.)	10.00	10.00	10.00	0.25

The schedules referred to above form an integral part of the Profit and Loss Accounts.

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ICICI Bank Limited and subsidiaries

Consolidated cash flow statements

(Rs. in thousands)

PARTICULARS	Year ended March 31,			Convenience translation into US\$ (US\$ in '000) Year ended March 31, 2008 Unaudited
	2006	2007	2008	
Cash flow from operating activities				
Net profit before taxes	31,198,896	35,247,100	45,079,134	1,126,415
Adjustments for:				
Depreciation and amortization	9,462,631	8,346,161	8,721,642	217,932
Net (appreciation) / depreciation on investments	8,660,775	12,160,982	14,493,875	362,166
Provision in respect of non-performing assets (including prudential provision on standard assets)	8,117,173	22,082,234	27,723,909	692,752
Provision for contingencies & others	203,564	307,652	1,723,502	43,066
(Profit) / loss on sale of fixed assets	(51,832)	(351,246)	(613,379)	(15,327)
	57,591,207	77,792,883	97,128,683	2,427,004
Adjustments for:				
(Increase) / decrease in investments	(203,374,105)	(173,187,373)	(132,276,092)	(3,305,250)
(Increase) / decrease in advances	(606,401,452)	(565,891,731)	(423,725,121)	(10,587,834)
Increase / (decrease) in borrowings	82,006,471	96,294,679	100,659,704	2,515,235
Increase / (decrease) in deposits	713,348,700	761,626,500	270,566,682	6,760,787
(Increase) / decrease in other assets	(45,598,461)	(27,065,243)	(40,067,589)	(1,001,192)
Increase / (decrease) in other liabilities and provisions	82,543,134	111,407,820	173,249,913	4,329,083
	22,524,287	203,184,652	(51,592,503)	(1,289,171)
(Payment) / Refund of taxes (net)	(10,198,463)	(21,192,739)	(23,865,900)	(596,349)
Net cash flow from operating activities (A)	69,917,031	259,784,796	21,670,280	541,484
Cash flow from investing activities				
Purchase of fixed assets	(6,557,240)	(8,652,868)	(13,779,728)	(344,321)
Proceeds from sale of fixed assets	1,010,888	1,759,850	1,100,906	27,509
(Purchase) / Sale of long-term investment	(96,168,425)	(204,006,389)	(278,393,897)	(6,956,369)
Acquisition of subsidiaries (net of cash acquired)	(688,736)	-	-	-
Net cash generated from investing activities (B)	(102,403,513)	(210,899,407)	(291,072,719)	(7,273,181)
Cash flow from financing activities				
Proceeds from issue of share capital (including ESOPs) net of issue expense	79,850,509	2,055,383	197,945,383	4,946,162
Net proceeds / (repayment) of bonds (including subordinated debts)	6,534,092	172,962,927	138,335,874	3,456,669

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Dividend and dividend tax paid	(7,598,693)	(9,072,081)	(11,124,591)	(277,976)
Net cash generated from financing activities (C)	78,785,908	165,946,229	325,156,666	8,124,855
Effect of exchange fluctuation on translation reserve (D)	(25,495)	(491,265)	(1,721,319)	(43,011)
Net cash and cash equivalent received from the Sangli Bank Ltd. on amalgamation (E)	-	-	2,362,563	59,035

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ICICI Bank Limited and subsidiaries

Consolidated cash flow statements (Continued)

PARTICULARS	Year ended March 31,			(Rs. in thousands)
	2006	2007	2008	Convenience translation into US\$ (US\$ in '000) Year ended March 31, 2008 Unaudited
Net increase / (decrease) in cash and cash equivalents (A) + (B) + (C) + (D) + (E)	46,273,931	214,340,353	56,395,471	1,409,182
Cash and cash equivalents as at April 1	136,277,018	182,550,949	396,891,302	9,917,324
Cash and cash equivalents as at March 31	182,550,949	396,891,302	453,286,773	11,326,506

Significant Accounting Policies and Notes to Accounts (refer to Schedule 18 & 19).

The Schedules referred to above form an integral part of the consolidated balance sheets.

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ICICI Bank Limited and subsidiaries

Schedules forming part of the balance sheets

SCHEDULE 1 - CAPITAL

(Rs. in thousands)

	As of March 31,		Convenience translation into US\$ (US\$ in '000) As of March 31, 2008 Unaudited
	2007	2008	
Authorized capital			
1,275,000,000 equity shares of Rs. 10 each [March 31, 2007: 1,000,000,000 equity shares of Rs. 10 each]	10,000,000	12,750,000	318,591
15,000,000 shares of Rs. 100 each [March 31, 2007: 55,000,000 preference shares of Rs. 100 each]1	5,500,000	1,500,000	37,481
350 preference shares of Rs. 10 million each [March 31, 2007: 350 preference shares of Rs. 10 million each]	3,500,000	3,500,000	87,456
Equity share capital			
Issued, subscribed and paid-up capital			
899,266,672 equity shares of Rs. 10 each (March 31, 2007: 889,779,621 equity shares)	8,897,796	8,992,667	224,704
Add: 3,455,008 equity shares of Rs. 10 each fully paid up issued to shareholders of erstwhile Sangli Bank Limited	--	34,550	864
Add: 108,598,626 equity shares of Rs. 10 each fully paid up vide prospectus dated June 26, 2007 (includes 13,762,869 shares issued under green shoe option)	--	1,085,986	27,136
Add: 99,898,476 equity shares of Rs. 10 each fully paid up underlying 49,949,238 American Depository Shares (ADSs) issued vide prospectus dated June 23, 2007 (includes 6,497,462 ADSs issued under green shoe option)	--	998,985	24,962
Add: 1,468,713 equity shares of Rs. 10 each fully paid up (March 31, 2007: 9,487,051 equity shares) issued pursuant to exercise of employee stock options	94,871	14,687	367
	8,992,667	11,126,875	278,033
Less: Calls unpaid	--	859	21
Add: 111,603 equity shares forfeited (March 31, 2007: 111,603 equity shares)	770	770	19
TOTAL EQUITY CAPITAL	8,993,437	11,126,786	278,031
Preference share capital	3,500,000	3,500,000	87,456
[Represents face value of 350 preference shares of Rs. 10 million each issued to preference share holders of erstwhile ICICI Limited on			

amalgamation redeemable at par on April 20, 2018]

TOTAL CAPITAL	12,493,437	14,626,786	365,487
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1. These shares will be of such class and with rights, privileges, conditions or restrictions as may be determined by the Bank in accordance with the Articles of Association of the Bank and subject to the legislative provisions for the time being in that behalf.

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ICICI Bank Limited and subsidiaries

Schedules forming part of the balance sheets (Continued)

SCHEDULE 2 - RESERVES AND SURPLUS

(Rs. in thousands)

	As of March 31,		Convenience translation into US\$ (US\$ in '000) As of March 31, 2008 Unaudited
	2007	2008	
I. Statutory reserve			
Opening balance (other than joint ventures)	20,987,307	28,787,307	719,323
Additions during the year (includes Rs. 206.5 million on amalgamation)	7,800,000	10,606,500	265,030
Deductions during the year	-	-	-
Closing balance	28,787,307	39,393,807	984,353
II. Special reserve			
Opening balance (other than joint ventures)	15,062,102	19,739,200	493,233
Additions during the year	4,677,098	1,892,500	47,289
Deductions during the year	-	-	-
Closing balance	19,739,200	21,631,700	540,522
III. Securities premium			
Opening balance (other than joint ventures)	118,325,074	120,285,365	3,005,631
Additions during the year 1	1,970,256	197,644,847	4,938,652
Deductions during the year 2	9,965	5,280,193	131,939
Closing balance	120,285,365	312,650,019	7,812,344
IV. Unrealized Investment Reserve			
Opening balance (other than joint ventures)	2,517,249	4,867,703	121,632
Additions during the year	3,506,314	218,122	5,450
Deductions during the year	1,155,860	4,106,561	102,613
Closing balance	4,867,703	979,264	24,469
V. Capital reserve			
Opening balance (other than joint ventures)	5,693,166	6,903,166	172,493
Additions during the year (including capital reserve on consolidation Rs. 90.6 million)	1,210,000	1,360,603	33,998
Deductions during the year	-	-	-
Closing balance	6,903,166	8,263,769	206,491

VI. Foreign currency translation reserve	(516,760)	(2,238,079)	(55,924)
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ICICI Bank Limited and subsidiaries

Schedules forming part of the balance sheets (Continued)

(Rs. in thousands)

	As of March 31,		Convenience translation into US\$ (US\$ in '000) As of March 31, 2008 Unaudited
	2007	2008	
VII. Reserve Fund			
Opening balance (other than joint ventures)	222	1,390	35
Additions during the year 3	1,168	3,138	78
Deductions during the year	-	-	-
Closing balance	1,390	4,528	113
VIII. Revenue and other reserves			
Opening balance for joint ventures	(2,687)	(2,687)	(67)
Opening balance for others	50,962,549	50,592,261	1,264,174
Additions during the year for joint ventures	-	-	-
Additions during the year for others	1,562,108	3,455,640	86,348
Deductions during the year for joint ventures	-	-	-
Deductions during the year for others 4,5,7	1,932,396	4,131,579	103,238
Closing balance 6	50,589,574	49,913,635	1,247,217
IX. Balance in Profit and Loss account for others	-	5,544,515	138,544
X. Balance in Profit and Loss account for Joint Ventures	-	(47,681)	(1,191)
TOTAL RESERVES AND SURPLUS	230,656,945	436,095,477	10,896,938
1.	Includes		
a.	Rs. 86,065.6 million (net of securities premium in arrears of Rs. 486.1 million) consequent to public issue vide prospectus dated June 26, 2007.		
b.	Rs. 98,237.4 million consequent to issue of ADSs (including green shoe options exercised) vide prospectus dated June 23, 2007.		
c.	Rs. 12,799.5 million on exercise of the green shoe option vide prospectus dated June 26, 2007.		
d.	Rs. 542.3 million (March 31, 2007: Rs. 1,901.9 million) on exercise of employee stock options.		
2.	Represents		
a.	Rs. 3,482.2 million being the excess of the paid-up value of the shares issued to the shareholders of The Sangli Bank Limited over the fair value of the net assets acquired on merger and amalgamation expenses as per the scheme of amalgamation.		
b.	Rs. 1,846.6 million being the share issue expenses, written-off from the securities premium account as per the objects of the issue.		
3.	Represents appropriation of 5% of net profit by Sri Lanka branch to meet the requirements of Section 20 of Sri Lankan Banking Act No 30 of 1988.		

4. Represents transition adjustment on account of first time adoption of Accounting Standard 15 (Revised) on "Employee benefits" issued by The Institute of Chartered Accountants of India for the year ended March 31, 2007.
5. Includes transition adjustment on account of first time adoption of Financial Reporting Standard ("FRS") 26 by ICICI Bank UK PLC for year ended March 31, 2007.
6. Includes restricted reserve of Rs. 5,423.2 million (March 31, 2007: Rs. 2,541.9 million) relating to life insurance subsidiary.
7. Includes unrealized losses, net of tax, of Rs. 4,029.0 million (March 31, 2007: Rs. Nil) pertaining to the investments in Available for Sale category of the ICICI bank UK PLC.

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ICICI Bank Limited and subsidiaries

Schedules forming part of the balance sheets (Continued)

SCHEDULE 2A - MINORITY INTEREST

(Rs. in thousands)

	As of March 31,		Convenience translation into US\$ (US\$ in '000) As of March 31, Unaudited
	2007	2008	2008
Opening minority interest	2,749,402	5,095,649	127,327
Subsequent increase / decrease	2,346,247	2,216,257	55,379
CLOSING MINORITY INTEREST	5,095,649	7,311,906	182,706

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ICICI Bank Limited and subsidiaries

Schedules forming part of the balance sheets (Continued)

SCHEDULE 3 - DEPOSITS

(Rs. in thousands)

	As of March 31,		Convenience translation into US\$ (US\$ in '000) As of March 31, 2008 Unaudited
	2007	2008	
A. I. Demand deposits			
i) From banks	4,806,419	5,681,818	141,975
ii) From others	209,693,799	244,114,127	6,099,803
II. Savings bank deposits	375,330,044	537,563,405	13,432,369
III. Term deposits			
i) From banks	147,107,672	125,024,337	3,124,046
ii) From others	1,749,198,396	1,857,448,625	46,413,009
TOTAL DEPOSITS	2,486,136,330	2,769,832,312	69,211,202
B. I. Deposits of branches in India	2,205,634,546	2,361,289,926	59,002,747
II. Deposits of branches/subsidiaries outside India	280,501,784	408,542,386	10,208,455
TOTAL DEPOSITS	2,486,136,330	2,769,832,312	69,211,202

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ICICI Bank Limited and subsidiaries

Schedules forming part of the balance sheets (Continued)

SCHEDULE 4 - BORROWINGS

(Rs. in thousands)

	As of March 2007	
I. Borrowings In India		
i) Reserve Bank of India	1,400,000	
ii) Other banks	78,545,412	72
iii) Other institutions and agencies		
a) Government of India	2,171,867	1
b) Financial institutions	37,981,766	48
iv) Borrowings in the form of		
a) Deposits	2,153,897	2
b) Commercial paper	4,995,546	20
c) Bonds and debentures (excluding subordinated debt)		
- Debentures and bonds guaranteed by the Government of India	14,468,420	14
- Borrowings under private placement of bonds carrying maturity of 1 to 30 years from the date of placement	6,784,799	6
- Bonds issued under multiple option/safety bonds series		
- Regular interest bonds	5,566,170	5
- Deep discount bonds	4,564,511	4
- Encash bonds	56,015	
- Tax saving bonds	20,779,673	17
- Pension bonds	61,626	
TOTAL BORROWINGS IN INDIA	179,529,702	194
II. Borrowings outside India		
i) From multilateral/bilateral credit agencies (guaranteed by the Government of India for the equivalent of Rs. 18,402.9 million at March 31, 2008) (March 31, 2007; Rs. 19,151.7 million)	22,701,869	20
ii) From international banks, institutions and consortiums	216,242,358	307
iii) By way of bonds and notes	197,919,861	322
iv) Other borrowings	201,566	
TOTAL BORROWINGS OUTSIDE INDIA	437,065,654	651
TOTAL BORROWINGS	616,595,356	845
Secured borrowings in I above is Rs. 4,089.0 million (March 31, 2007: Rs. 2,841.8 million) and in II above is Nil		

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ICICI Bank Limited and subsidiaries

Schedules forming part of the balance sheets (Continued)

SCHEDULE 5 - OTHER LIABILITIES AND PROVISIONS

(Rs. in thousands)

	As of March 31,		Convenience translation into US\$ (US\$ in '000)
	2007	2008	As of March 31, 2008 Unaudited
I. Bills payable	42,476,957	29,285,903	731,782
II. Inter-office adjustments (net)	-	4,293,542	107,285
III. Interest accrued	21,167,766	26,780,408	669,176
IV. Unsecured redeemable / perpetual debentures / bonds [Subordinated for Tier I / Tier II capital]	212,211,158	224,077,862	5,599,147
V. Others			
a) Security deposits from clients	4,691,762	15,197,638	379,751
b) Sundry Creditors	84,663,926	94,745,071	2,367,443
c) Received for disbursements under special program	1,896,661	2,034,281	50,831
d) Provision for standard assets	13,264,338	15,214,123	380,163
e) Other liabilities ¹	63,577,996	102,895,943	2,571,113
TOTAL OTHER LIABILITIES AND PROVISIONS	443,950,564	514,524,771	12,856,691
1. Includes:			
a) Proposed dividend of Rs. 12,284.6 million (March 31, 2007: Rs. 9,036.2 million).			
b) Corporate dividend tax payable of Rs. 1,596.0 million (March 31, 2007: Rs. 1,591.8 million).			

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ICICI Bank Limited and subsidiaries

Schedules forming part of the balance sheets (Continued)

SCHEDULE 6 - CASH AND BALANCES WITH RESERVE BANK OF INDIA

(Rs. in thousands)

	As of March 31,		Convenience translation into US\$ (US\$ in '000) As of March 31, 2008 Unaudited
	2007	2008	
I. Cash in hand (including foreign currency notes)	26,002,721	32,653,915	815,940
II. Balances with Reserve Bank of India in current accounts	166,407,662	265,353,594	6,630,525
TOTAL CASH AND BALANCES WITH RESERVE BANK OF INDIA	192,410,383	298,007,509	7,446,465

SCHEDULE 7 - BALANCES WITH BANKS AND MONEY AT CALL AND SHORT NOTICE

(Rs. in thousands)

	As of March 31,		Convenience translation into US\$ (US\$ in '000) As of March 31, 2008 Unaudited
	2007	2008	
I. In India			
i) Balances with banks			
a) in current accounts	8,526,243	9,241,811	230,930
b) in other deposit accounts	15,890,377	5,908,958	147,650
ii) Money at call and short notice			
a) with banks	1,000,000	-	-
b) with other institutions	-	-	-
TOTAL	25,416,620	15,150,769	378,580
II. Outside India			
i) in current accounts	16,709,682	19,711,210	492,534
ii) in other deposit accounts	106,544,658	28,421,501	710,182
iii) Money at call and short notice	55,809,959	91,995,784	2,298,745
TOTAL	179,064,299	140,128,495	3,501,461
TOTAL BALANCES WITH BANKS AND MONEY AT CALL AND SHORT NOTICE	204,480,919	155,279,264	3,880,041

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ICICI Bank Limited and subsidiaries

Schedules forming part of the balance sheets (Continued)

SCHEDULE 8 - INVESTMENTS

(Rs. in thousands)

	As of March 31,		Convenience translation into US\$ (US\$ in '000) As of March 31, 2008 Unaudited
	2007	2008	
I. Investments in India (net of provisions)			
i) Government securities	696,367,000	786,560,746	19,654,192
ii) Other approved securities	601	97,946	2,447
iii) Shares (includes equity and preference shares) 1	40,895,698	47,118,726	1,177,379
iv) Debentures and bonds	45,829,459	49,447,032	1,235,558
v) Assets held to cover linked liabilities of life insurance business	128,906,303	248,450,720	6,208,164
vi) Others (commercial paper, mutual fund units, pass through certificates, security receipts etc.)	114,689,000	210,887,719	5,269,558
TOTAL INVESTMENTS IN INDIA	1,026,688,061	1,342,562,889	33,547,298
II. Investments outside India (net of provisions)			
i) Government securities	20,748,958	40,899,298	1,021,971
ii) Others	158,729,879	217,005,392	5,422,424
TOTAL INVESTMENTS OUTSIDE INDIA	179,478,837	257,904,690	6,444,395
TOTAL INVESTMENTS	1,206,166,898	1,600,467,579	39,991,693
III. Investments in India			
Gross Value of Investments 2	1,026,171,288	1,340,676,954	33,500,174
Less: Aggregate of provision / depreciation / (appreciation)	(516,773)	(1,885,935)	(47,125)
Net Investments	1,026,688,061	1,342,562,889	33,547,299
IV. Investments Outside India			
Gross Value of Investments	179,552,465	267,772,200	6,690,960
Less: Aggregate of provision / depreciation / (appreciation)	73,628	9,867,510	246,564
Net Investments	179,478,837	257,904,690	6,444,396
TOTAL INVESTMENTS	1,206,166,898	1,600,467,579	39,991,695

1. Includes Investment in associates of Rs. 95.4 million (March 31, 2007: Nil).

2. Net of appreciation of Rs. 19,534.4 million (March 31, 2007 Rs. 13,258.4 million) on investment held to cover linked liabilities of life insurance business.

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ICICI Bank Limited and subsidiaries

Schedules forming part of the balance sheets (Continued)

SCHEDULE 9 - ADVANCES (net of provisions)

(Rs. in thousands)

	As of March 31,		Convenience translation into US\$ (US\$ in '000) As of March 31, 2008 Unaudited
	2007	2008	
A. i) Bills purchased and discounted	47,473,577	47,896,278	1,196,809
ii) Cash credits, overdrafts and loans repayable on demand	334,781,882	351,458,670	8,782,076
iii) Term loans	1,659,223,017	2,009,110,336	50,202,657
iv) Securitization, finance lease and hire purchase receivables ¹	72,515,937	105,551,409	2,637,466
TOTAL ADVANCE	2,113,994,413	2,514,016,693	62,819,008
B. i) Secured by tangible assets [includes advances against book debt]	1,602,564,461	1,928,756,159	48,194,807
ii) Covered by Bank/Government guarantees	87,960,211	42,087,202	1,051,654
iii) Unsecured	423,469,741	543,173,332	13,572,547
TOTAL ADVANCE	2,113,994,413	2,514,016,693	62,819,008
C. I. Advances in India			
i) Priority sector	555,491,571	606,025,758	15,143,072
ii) Public sector	4,017,005	3,559,887	88,953
iii) Banks	906,063	45,947	1,148
iv) Others	1,194,443,625	1,229,874,572	30,731,499
TOTAL ADVANCE IN INDIA	1,754,858,264	1,839,506,164	45,964,672
II. Advances outside India			
i) Due from banks	50,979,277	53,593,670	1,339,172
ii) Due from others			
a) Bills purchased and discounted	24,521,767	21,006,755	524,907
b) Commercial Loans	178,608,073	324,669,709	8,112,686
c) Others	105,027,032	275,240,395	6,877,571
TOTAL ADVANCE OUTSIDE INDIA	359,136,149	674,510,529	16,854,336
TOTAL ADVANCES	2,113,994,413	2,514,016,693	62,819,008

1. Includes receivables under lease amounting to Rs. 349.2 million (March 31, 2007: Rs. 577.9 million).

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ICICI Bank Limited and subsidiaries

Schedules forming part of the balance sheets (Continued)

SCHEDULE 10 - FIXED ASSETS

(Rs. in thousands)

	As of March 31,		Convenience translation into US\$ (US\$ in '000) As of March 31, 2008 Unaudited
	2007	2008	
I. Premises			
At cost as on March 31 of preceding year	21,157,589	23,574,338	589,064
Additions during the year	3,306,091	3,985,851	99,596
Deductions during the year	(889,342)	(324,857)	(8,117)
Depreciation to date	(3,054,777)	(4,181,205)	(104,478)
Net block	20,519,561	23,054,127	576,065
II. Other fixed assets (including furniture and fixtures)			
At cost as on March 31 of preceding year	22,521,357	27,621,021	690,180
Additions during the year	5,832,130	6,917,431	172,850
Deductions during the year	(732,466)	(686,835)	(17,162)
Depreciation to date	(14,771,468)	(18,092,913)	(452,097)
Net block	12,849,553	15,758,704	393,771
III. Assets given on Lease			
At cost as on March 31 of preceding year	19,165,523	18,346,532	458,434
Additions during the year	-	-	-
Deductions during the year	(818,991)	(57,460)	(1,436)
Depreciation to date, accumulated lease adjustment and provisions	(8,314,159)	(10,318,355)	(257,830)
Net block	10,032,373	7,970,717	199,168
TOTAL FIXED ASSETS	43,401,487	46,783,548	1,169,004

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ICICI Bank Limited and subsidiaries

Schedules forming part of the balance sheets (Continued)

SCHEDULE 11 – OTHER ASSETS

(Rs. in thousands)

	As of March 31,		Convenience translation into US\$ (US\$ in '000) As of March 31, 2008 Unaudited
	2007	2008	
I. Inter-office adjustments (net)	3,762,923	-	-
II. Interest accrued	31,972,407	39,368,197	983,713
III. Tax paid in advance/tax deducted at source (net)	37,839,774	42,802,815	1,069,536
IV. Stationery and stamps	1,552	574	14
V. Non-banking assets acquired in satisfaction of claims 1	3,536,564	3,658,544	91,418
VI. Others			
a) Advance for capital assets	2,410,477	7,060,893	176,434
b) Outstanding fees and other income	4,852,253	10,212,038	255,173
c) Swap suspense	168,266	-	-
d) Deposits	32,125,652	28,665,435	716,278
e) Deferred tax asset (Net)	7,659,104	17,280,466	431,796
f) Early Retirement Option expenses not written off	501,979	117,979	2,948
g) Others 2, 3	58,062,137	92,444,325	2,309,953
TOTAL OTHER ASSETS	182,893,088	241,611,266	6,037,263

1. Includes certain non-banking assets acquired in satisfaction of claims, which are in the process of being transferred in the Bank's name.

2. Includes debit balance in profit and loss account of Rs. Nil (March 31, 2007: Rs. 73.7 million) net of credit balance in profit and loss account of Rs. Nil (March 31, 2007: Rs. 88.7 million) for joint ventures.

3. Includes goodwill on consolidation amounting to Rs. 630.5 million (March 31, 2007: Rs. 624.0 million).

SCHEDULE 12 - CONTINGENT LIABILITIES

(Rs. in thousands)

	As of March 31,		Convenience translation into US\$ (US\$ in '000) As of March 31, 2008 Unaudited
	2007	2008	

I. Claims against the Bank not acknowledged as debts	39,265,351	40,886,452	1,021,650
II. Liability for partly paid investments	254,249	128,126	3,202
III. Liability on account of outstanding forward exchange contracts	1,341,835,648	3,090,775,426	77,230,770
IV. Guarantees given on behalf of constituents			
a) In India	241,625,700	338,313,937	8,453,622
b) Outside India	58,018,630	76,613,035	1,914,369
V. Acceptances, endorsements and other obligations	233,328,898	252,963,794	6,320,934
VI. Currency swaps	391,431,046	591,090,810	14,769,885
VII. Interest rate swaps, currency options and interest rate futures ¹	3,984,601,670	7,913,019,024	197,726,612
VIII. Other items for which the Bank is contingently liable	445,755,763	202,161,555	5,051,514
TOTAL CONTINGENT LIABILITES	6,736,116,955	12,505,952,159	312,492,558

1. Excludes notional amount of options sold by ICICI Bank Limited amounting to Rs. 597,333.2 million (March 31, 2007: Rs. 444,221.2 million).

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ICICI Bank Limited and subsidiaries

Schedules forming part of the profit and loss accounts

SCHEDULE 13 - INTEREST EARNED

(Rs. in thousands)

	Year ended March 31,			Convenience translation into US\$ (US\$ in '000)
	2006	2007	2008	Year ended March 31, 2008 Unaudited
I. Interest/discount on advances/bills	106,359,009	169,700,875	240,683,557	6,014,082
II. Income on investments ¹	32,585,272	58,473,639	89,045,428	2,225,023
III. Interest on balances with Reserve Bank of India and other inter-bank funds	3,433,183	9,037,876	8,747,745	218,585
IV. Others ²	958,247	2,813,065	2,472,835	61,790
TOTAL INTEREST EARNED	143,335,711	240,025,455	340,949,565	8,519,480

1. Includes amortization of premium on Government securities of Rs. 8,976.2 million (March 31, 2007: Rs. 9,987.0 million).

2. Includes interest on income tax refunds of Rs. 880.0 million (March 31, 2007: Rs. 1,028.2 million).

SCHEDULE 14 - OTHER INCOME

(Rs. in thousands)

	Year ended March 31,			Convenience translation into US\$ (US\$ in '000)
	2006	2007	2008	Year ended March 31, 2008 Unaudited
I. Commission, exchange and brokerage	32,546,535	54,432,414	67,673,441	1,690,991
II. Profit/(loss) on sale of investments (net)	10,988,676	14,061,769	34,042,178	850,629
III. Profit/(loss) on revaluation of investments (net)	(504,459)	(1,789,997)	(4,787,585)	(119,630)
IV. Profit/(loss) on sale of land, buildings and other assets (net) ¹	51,832	351,246	613,379	15,327
V. Profit/(loss) on foreign exchange transactions (net)	4,451,911	8,435,218	1,279,786	31,979
VI. Premium and other operating income from insurance business	50,703,679	95,125,466	159,919,822	3,995,998
VII. Miscellaneous income (including lease income) ²	4,581,256	2,996,351	840,234	20,994

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TOTAL OTHER INCOME	102,819,430	173,612,467	259,581,255	6,486,288
1.	Includes profit/(loss) on sale of assets given on lease.			
2.	Includes unrealized gains/losses on rupee interest rate derivatives.			

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ICICI Bank Limited and subsidiaries

Schedules forming part of the profit and loss accounts (Continued)

SCHEDULE 15 - INTEREST EXPENDED

(Rs. in thousands)

	Year ended March 31,			Convenience translation into US\$ (US\$ in '000)
	2006	2007	2008	Year ended March 31, 2008 Unaudited
I. Interest on deposits	59,590,224	124,565,606	187,220,141	4,678,164
II. Interest on Reserve Bank of India/inter-bank borrowings ¹	11,888,142	16,659,290	23,140,065	578,213
III. Others (including interest on borrowings of erstwhile ICICI Limited)	29,536,430	35,532,297	47,309,548	1,182,148
TOTAL INTEREST EXPENDED	101,014,796	176,757,193	257,669,754	6,438,525
1.	Includes interest paid on inter-bank deposits.			

SCHEDULE 16 - OPERATING EXPENSES

(Rs. in thousands)

	Year ended March 31,			Convenience translation into US\$ (US\$ in '000)
	2006	2007	2008	Year ended March 31, 2008 Unaudited
I. Payments to and provisions for employees	17,112,066	26,364,966	39,697,995	991,954
II. Rent, taxes and lighting	3,036,174	5,032,549	8,979,980	224,387
III. Printing and stationery	1,421,619	2,310,409	2,881,776	72,008
IV. Advertisement and publicity	3,066,259	5,546,368	6,152,109	153,726
V. Depreciation on Bank's property (including non-banking assets)	3,908,328	4,272,235	4,973,453	124,274
VI. Depreciation (including lease equalization) on leased assets	2,771,014	1,882,750	1,820,689	45,494
VII. Directors' fees, allowances and expenses	14,523	22,237	20,591	515

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VIII. Auditors' fees and expenses	43,356	64,192	99,909	2,497
IX. Law charges	298,817	603,440	1,071,497	26,774
X. Postages, telegrams, telephones, etc.	2,825,681	4,392,443	5,162,326	128,994
XI. Repairs and maintenance	3,329,657	4,494,181	6,287,699	157,114
XII. Insurance	298,979	1,674,444	2,060,956	51,498
XIII. Direct marketing agency expenses	11,912,231	15,602,364	15,749,675	393,545
XIV. Claims and benefits paid pertaining to insurance business	3,924,456	8,065,681	13,002,948	324,911
XV. Other expenses pertaining to insurance business	39,464,176	75,292,734	129,790,331	3,243,137
XVI. Other expenditure	12,270,270	24,511,135	32,682,147	816,645
TOTAL OPERATING EXPENSES	105,697,606	180,132,128	270,434,081	6,757,473

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ICICI Bank Limited and subsidiaries

Schedules forming part of the profit and loss accounts (Continued)

SCHEDULE 17 - PROVISIONS AND CONTINGENCIES

(Rs. in thousands)

	Year ended March 31,			Convenience translation into US\$ (US\$ in '000)
	2006	2007	2008	Year ended March 31, 2008 Unaudited
I. Income tax				
- Current period tax	8,177,377	12,013,402	19,628,199	490,460
- Deferred tax adjustment	(1,595,191)	(4,989,924)	(9,341,410)	(233,419)
- Fringe Benefit Tax	385,749	587,178	780,041	19,491
II. Wealth tax	30,063	30,102	30,004	750
III. Provision for investments (including credit substitutes) (net)	133,779	383,945	730,096	18,244
IV. Provision for advances (net) ¹	8,117,173	22,082,234	27,723,909	692,751
V. Others	203,564	307,652	1,723,502	43,066
TOTAL PROVISIONS AND CONTINGENCIES	15,452,514	30,414,589	41,274,341	1,031,343

1. Includes provision on standard assets, non-performing advances, non-performing leased assets and others.

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ICICI Bank Limited and subsidiaries
Schedules forming part of the Consolidated Accounts

SCHEDULE 18

Significant accounting policies

Overview

ICICI Bank Limited (“ICICI Bank” or “the Bank”) together with its subsidiaries, joint ventures and associates (collectively, “the Group”) is a diversified financial services group providing a wide range of banking and financial services including commercial banking, retail banking, project and corporate finance, working capital finance, insurance, venture capital and private equity, investment banking, brokering and treasury products and services.

The Bank was incorporated in Vadodara, India and is a publicly held banking company governed by the Banking Regulation Act, 1949.

Principles of consolidation

The consolidated financial statements include the financials of ICICI Bank, its subsidiaries, associates and joint ventures.

The Bank consolidates entities in which it holds, directly or indirectly, more than 50% of the voting rights or where it exercises control. Entities where the Bank holds 20% to 50% of the voting rights and/or has the ability to exercise significant influence, other than investments of designated venture capital subsidiaries, are accounted for under the equity method of accounting, and the pro-rata share of their income/(loss) is included in the consolidated profit and loss account. Assets, liabilities, income and expenditure of jointly controlled entities are consolidated using the proportionate consolidation method. Under this method, the Bank’s share of each of the assets, liabilities, income and expenses of the jointly controlled entity are reported in separate line items in the consolidated financial statements. The total assets at March 31, 2008 and total income for the year ended March 31, 2008 of the entities consolidated by the proportionate consolidation method is Rs. 240.9 million and Rs. 82.0 million, respectively. The Bank does not consolidate entities where control is intended to be temporary or where the Bank holds 20% to 50% of the voting rights and the investments in those entities in the books of the bank have been written down to Re. 1. All significant inter-company accounts and transactions are eliminated on consolidation.

Basis of preparation

The accounting and reporting policies of the Group used in the preparation of these consolidated financial statements conform to generally accepted accounting principles in India (Indian GAAP), guidelines issued by Reserve Bank of India (“RBI”), Insurance Regulatory and Development Authority (“IRDA”) and National Housing Bank (“NHB”) from time to time and as applicable to relevant companies and practices generally prevalent within the banking industry in India. In the case of the foreign subsidiaries, the generally accepted accounting principles as applicable to the foreign subsidiaries are followed.

Table of ContentsICICI Bank Limited and subsidiaries
Schedules forming part of the Consolidated Accounts (Continued)

The Group follows the accrual method of accounting except where otherwise stated. In case the accounting policies followed by a subsidiary or joint venture are different from those followed by the Bank, the same have been disclosed separately.

The preparation of consolidated financial statements requires management to make estimates and assumptions considered in the reported amounts of assets and liabilities as of the date of the consolidated financial statements and the reported income and expenses during the reporting period. The management believes that the estimates used in the preparation of the consolidated financial statements are prudent and reasonable. Actual results could differ from these estimates.

The consolidated financial statements include the results of the following entities.

Sr. no.	Name of the entity	Country of incorporation	Nature of relationship	Nature of business	Ownership interest
1	ICICI Securities Limited	India	Subsidiary	Securities broking & merchant banking	100.00%
2	ICICI Securities Inc.	USA	Subsidiary	Securities broking	100.00%
3	ICICI Securities Holdings Inc.	USA	Subsidiary	Holding company	100.00%
4	ICICI Securities Primary Dealership Limited	India	Subsidiary	Securities Investment, trading and underwriting	100.00%
5	ICICI Venture Funds Management Company Limited	India	Subsidiary	Asset management	100.00%
6	ICICI Home Finance Company Limited	India	Subsidiary	Housing finance	100.00%
7	ICICI Trusteeship Services Limited	India	Subsidiary	Trusteeship services	100.00%
8	ICICI Investment Management Company Limited	India	Subsidiary	Asset management	100.00%
9	ICICI International Limited	Mauritius	Subsidiary	Asset management	100.00%
10	ICICI Bank UK PLC.	U n i t e d Kingdom	Subsidiary	Banking	100.00%
11	ICICI Bank Canada	Canada	Subsidiary	Banking	100.00%

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12	ICICI Wealth Management Inc.	Canada	Subsidiary	Wealth Management	100.00%
13	ICICI Bank Eurasia LLC.	Russia	Subsidiary	Banking	100.00%
14	ICICI Eco-net Internet and Technology Fund	India	Consolidated as per Accounting Standard ("AS") 21	Venture capital fund	92.01%
15	ICICI Equity Fund	India	Consolidated as per Accounting Standard ("AS") 21	Unregistered venture capital fund	100.00%

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ICICI Bank Limited and subsidiaries

Schedules forming part of the Consolidated Accounts (Continued)

Sr. no.	Name of the entity	Country of incorporation	Nature of relationship	Nature of business	Ownership interest
16	ICICI Emerging Sectors Fund	India	Consolidated as per Accounting Standard (“AS”) 21	Venture capital fund	99.29%
17	ICICI Strategic Investment Fund	India	Consolidated as per Accounting Standard (“AS”) 21	Unregistered venture capital fund	100.00%
18	ICICI Prudential Life Insurance Company Limited 1	India	Jointly controlled entity	Life Insurance	73.87%
19	ICICI Lombard General Insurance Company Limited 1	India	Jointly controlled entity	General Insurance	73.83%
20	ICICI Prudential Asset Management Company Limited 1	India	Jointly controlled entity	Asset management company for ICICI Prudential Mutual Fund	50.99%
21	ICICI Prudential Trust Limited 1	India	Jointly controlled entity	Trustee company for ICICI Prudential Mutual Fund	50.80%
22	TCW/ICICI Investment Partners LLC 2	Mauritius	Jointly controlled entity	Asset management	50.00%
23	TSI Ventures (India) Private Limited 2	India	Jointly controlled entity	Real estate consultancy	50.00%
24	ICICI Kinfra Limited	India	Consolidated as per Accounting Standard (“AS”) 21	Infrastructure development consultancy	76.02%
25	ICICI West Bengal Infrastructure Development Corporation Limited	India	Consolidated as per Accounting Standard (“AS”) 21	Infrastructure development consultancy	75.97%
26	Financial Information Network and	India	Associate	Service provider	28.29%

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Operations Limited ³					
27	I-Process Services (India) Private Limited ³	India	Associate	Service provider	19.00%
28	I-Solutions Providers (India) Private Limited ³	India	Associate	Service provider	19.00%
29	NIIT Institute of Finance, Banking and Insurance Training Limited ³	India	Associate	Education and training in banking and finance	19.00%

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ICICI Bank Limited and subsidiaries

Schedules forming part of the Consolidated Accounts (Continued)

Sr. no.	Name of the entity	Country of incorporation	Nature of relationship	Nature of business	Ownership interest
30	ICICI Venture Value Fund3	India	Associate	Unregistered venture capital fund	48.01%

1. The financial statements of these jointly controlled entities have been consolidated as per AS 21 on “Consolidated Financial Statements” consequent to the limited revision to AS 27 on “Financial Reporting of Interests in Joint Ventures”.
2. These entities have been consolidated as per the proportionate consolidation method as prescribed by AS 27 on “Financial Reporting of Interests in Joint ventures”.
3. These entities have been consolidated as per the equity method as prescribed by AS 23 in “Accounting for Investments in Associates in Consolidated Financial Statements”.

SIGNIFICANT ACCOUNTING POLICIES

1. Transactions involving foreign exchange

The consolidated financial statements of the Group are reported in Indian rupees (“Rs.”), the national currency of India. Foreign currency income and expenditure items are translated as follows:

- For domestic operations, at the exchange rates prevailing on the date of the transaction with the resultant gain or loss accounted for in the profit and loss account.
- For integral foreign operations, at weekly average closing rates with the resultant gain or loss accounted for in the profit and loss account. An integral foreign operation is a subsidiary, associate, joint venture or branch of the reporting enterprise, the activities of which are based or conducted in a country other than the country of the reporting enterprise but are an integral part of the reporting enterprise.
- For non-integral foreign operations, at the quarterly average closing rates with the resultant gains or losses accounted for as foreign currency translation reserve.

Monetary foreign currency assets and liabilities of domestic and integral foreign operations are translated at closing exchange rates notified by Foreign Exchange Dealers’ Association of India (“FEDAI”) at the balance sheet date and the resulting profits/losses are included in the profit and loss account.

Both monetary and non-monetary foreign currency assets and liabilities of non-integral foreign operations are translated at closing exchange rates notified by Foreign Exchange Dealer’s Association of India at the balance sheet date and the resulting profits/losses from exchange differences are accumulated in the foreign currency translation reserve until the disposal of the net investment in the non-integral foreign operations.

The premium or discount arising on inception of forward exchange contracts that are entered to establish the amount of reporting currency required or available at the settlement date of a transaction is amortized over the life of the

contract. All other outstanding forward exchange contracts are revalued at the exchange rates notified by Foreign Exchange Dealer's Association of India for specified maturities and at interpolated rates for contracts of interim maturities. The resultant gains or losses are recognized in the profit and loss account.

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ICICI Bank Limited and subsidiaries

Schedules forming part of the Consolidated Accounts (Continued)

Contingent liabilities on account of guarantees, endorsements and other obligations denominated in foreign currency are disclosed at the closing exchange rates notified by Foreign Exchange Dealer's Association of India at the balance sheet date.

2. Revenue recognition

- Interest income is recognized in the profit and loss account as it accrues except in the case of non-performing assets (“NPAs”) where it is recognized, upon realization, as per the income recognition and asset classification norms of RBI.
- Income from hire purchase operations is accrued by applying the implicit interest rate on outstanding balances.
- Income from leases is calculated by applying the interest rate implicit in the lease to the net investment outstanding on the lease over the primary lease period. Leases entered until March 31, 2001 have been accounted for as operating leases.
 - 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.
- Loan processing fee is accounted for upfront when it becomes due except in the case of foreign banking subsidiaries, where it is amortized over the period of the loan.
 - Project appraisal / structuring fee is accounted for at the completion of the agreed service.
- Arranger fee is accounted for as income when a significant portion of the arrangement / syndication is completed.
- Commission received on guarantees issued is amortized on a straight-line basis over the period of the guarantee.
 - All other fees are accounted for as and when they become due.
- Net income arising from sell down/securitization of loan assets prior to February 1, 2006 has been recognized upfront as interest income. With effect from February 1, 2006, net income arising from securitization of loan assets is amortized over the life of securities issued or to be issued by the special purpose vehicle / special purpose entity to which the assets are sold. Net income arising from sale of loan assets through direct assignment, with any recourse obligation is amortized over the life of underlying assets sold and sale of loan assets through direct assignment, without any recourse obligation, is recognized at the time of sale.
- Income from brokerage activities is recognized as income on the trade date of the transaction. Brokerage income in relation to public or other issuances of securities is recognized based on mobilization and terms of agreement with the client. The Group follows the trade date method for accounting of its investments.
- Life insurance premium is recognized as income when due. Premium on lapsed policies is recognized as income when such policies are reinstated. Top-up premiums are considered as

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ICICI Bank Limited and subsidiaries

Schedules forming part of the Consolidated Accounts (Continued)

single premium. For linked business, premium is recognized when the associated units are created. Income from linked funds, which includes fund management charges, policy administration charges, mortality charges etc., is recovered from the linked fund in accordance with the terms and conditions of the policy and accounted on accrual basis.

- In case of general insurance business, premium is recorded for the policy period at the commencement of risk and for installment cases, it is recorded on installment due dates. Premium earned is recognized as income over the period of risk or the contract period based on 1/365 method, whichever is appropriate, on a gross basis, net of service tax. Any subsequent revision to premium is recognized over the remaining period of risk or contract period. Adjustments to premium income arising on cancellation of policies are recognized in the period in which the policies are cancelled. Commission on reinsurance business is recognized as income in the period of ceding the risk. Profit commission under reinsurance treaties, wherever applicable, is recognized as income in the period of determination of profits and combined with commission on reinsurance ceded.
- In case of general insurance business, insurance premium on ceding of the risk is recognized in the period in which the risk commences. Any subsequent revision to premium ceded is recognized in the period of such revision. Adjustment to reinsurance premium arising on cancellation of policies is recognized in the period in which it is cancelled. In case of life insurance business, cost of reinsurance ceded is accounted for at the time of recognition of premium income in accordance with the treaty or in-principle arrangement with the reinsurer. Profit commission on reinsurance ceded is netted off against premium ceded on reinsurance.
- In case of general insurance business, premium deficiency is recognized when the sum of expected claim costs and related expenses exceed the reserve for unexpired risks and is computed at a business segment level.

3. Stock based compensation

The following entities within the Group have granted stock options to their employees.

- ICICI Bank Limited
 - ICICI Prudential Life Insurance Company Limited
 - ICICI Lombard General Insurance Company Limited
 - ICICI Securities Limited

The Employee Stock Option Scheme (“the Scheme”) of ICICI Bank Limited provides for grant of equity shares of the Bank to whole time directors and employees of the Bank and its subsidiaries. The scheme provides that employees are granted an option to acquire equity shares of the Bank that vests in a graded manner. The options may be exercised within a specified period. ICICI Prudential Life Insurance Company Limited and ICICI Lombard General Insurance Company Limited have also formulated similar stock option schemes for their employees. ICICI Securities Limited has approved an Employee Stock Option Scheme for its employees.

The Group follows the intrinsic value method to account for its stock-based employee’s compensation plans. Compensation cost is measured as the excess, if any, of the fair market price of the underlying stock over the exercise price. The fair market price is the latest closing price, immediately prior to the date of the Board of Directors meeting in which the options are granted, on the stock exchange on which the shares of the Bank are listed. If the shares are listed on more than one stock exchange, then the stock exchange where there is highest trading volume on the said

date shall be considered. In case of ICICI

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ICICI Bank Limited and subsidiaries
Schedules forming part of the Consolidated Accounts (Continued)

Prudential Life Insurance Company Limited, ICICI Lombard General Insurance Company Limited and ICICI Securities Limited, the fair value of the shares is determined based on an external valuation report.

Since the exercise price of the Bank's stock options is equal to the fair value price there is no compensation cost under the intrinsic value method.

The Group's venture capital subsidiary i.e., ICICI Venture Fund Management Company Limited settled carried interest trusts for the benefit of its employees. These trusts have investment in a separate class of units of certain fully consolidated funds. These carried interest entitlements are treated as employee compensation and are accounted for at the time of granting of the awards by the trust to the employees. The liability is re-measured at each reporting date and the carried interest entitlements are recognized as expense in the period of realization of proceeds from the underlying investments of the funds.

The Finance Act, 2007 introduced Fringe Benefit Tax ("FBT") on employees' stock options. The FBT liability crystallizes on the date of exercise of stock options by employees and is computed on the difference between fair market value on date of vesting and the exercise price. FBT is recovered from employees as per the Scheme.

4. Income taxes

Income tax expense is the aggregate amount of current tax, deferred tax and fringe benefit tax borne by the bank. Current year taxes are determined in accordance with the Income Tax Act, 1961. Deferred tax adjustments comprise of changes in the deferred tax assets or liabilities during the period.

Deferred tax assets and liabilities are recognized on a prudent basis for the future tax consequences of timing differences arising between the carrying values of assets and liabilities and their respective tax basis, and carry-forward losses. Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. The impact of changes in the deferred tax assets and liabilities is recognized in the profit and loss account.

Deferred tax assets are recognized and reassessed at each reporting date, based upon management's judgment as to whether their realization is considered certain.

In the consolidated financial statements, deferred tax assets and liabilities are computed at individual entity level and aggregated for consolidated reporting.

The Group has a comprehensive system of maintenance of information and documents required by transfer pricing legislation under section 92-92F of the Income Tax Act, 1961. The management is of the opinion that all international transactions are at arm's length so that the above legislation will not have material impact on the financial statements.

5. Claims and benefits paid

In cases of general insurance business, claims incurred comprise claims paid, estimated liability for outstanding claims made following a loss occurrence reported and estimated liability for claims incurred but not reported ("IBNR") and claims incurred but not enough reported ("IBNER"). Further, claims incurred also include specific claim settlement costs such as survey/legal fees and other directly attributable costs. Claims (net of amounts receivable from

reinsurers/co-insurers) are recognized on the date of intimation of the loss based on estimates from surveyors/insured. Estimated liability for outstanding claims at the balance sheet date is recorded net of claims recoverable from/payable to co-

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ICICI Bank Limited and subsidiaries
Schedules forming part of the Consolidated Accounts (Continued)

insurers/reinsurers and salvage to the extent there is certainty of realization. Estimated liability for outstanding claims is determined by the entity on the basis of ultimate amounts likely to be paid on each claim based on past experience. These estimates are progressively revalidated on availability of further information. Claims IBNR represent that amount of claims that may have been incurred during the accounting year but have not been reported or claimed. The claims IBNR provision also includes provision, if any, required for claims IBNER. Estimated liability for claims IBNR/claims IBNER is based on an actuarial estimate duly certified by the appointed actuary of the entity. In case of life insurance business, claims other than maturity claims are accounted for on receipt of intimation. Maturity claims are accounted when due for payment. Reinsurance on such claims is accounted for in the same period as the related claims. Withdrawals under linked policies are accounted in the respective schemes.

6. Liability for life policies in force

In respect of life insurance business, liability for life policies in force and also policies in respect of which premium has been discontinued but a liability exists, is determined by the appointed actuary on the basis of an annual review of the life insurance business, as per the gross premium method in accordance with accepted actuarial practice, requirements of the IRDA and the Actuarial Society of India. The linked policies sold by the entity carry two types of liabilities – unit liability representing the fund value of policies and non-unit liability for future expenses, meeting death claims, income taxes and cost of any guarantees.

7. Reserve for unexpired risk

Reserve for unexpired risk is recognized net of reinsurance ceded and represents premium written that is attributable and to be allocated to succeeding accounting periods for risks to be borne by the entity under contractual obligations on a contract-period basis or risk-period basis, whichever is appropriate. It is calculated on a daily pro-rata basis subject to a minimum of 50% of the premium, written on policies during the twelve months preceding the balance sheet date for fire, marine, cargo and miscellaneous business and 100% for marine hull business, on all unexpired policies at the balance sheet date, in accordance with the provisions of the Insurance Act, 1938.

8. Actuarial method and valuation

In case of life insurance business, the actuarial liability on both participating and non-participating policies is calculated using the gross premium method, using assumptions for interest, mortality, expense and 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 with allowances for adverse deviations. No allowance is made for expected lapses.

The interest rates used for valuing the liabilities are in the range of 4.7% to 10.0% per annum (Previous year – 4.7% to 10% per annum).

Mortality rates used are based on the published LIC (1994 – 96) Ultimate Mortality Table for assurances and LIC 96-98 table for annuities, adjusted to reflect expected experience while morbidity rates used are based on CIBT 93 table, adjusted to reflect expected experience.

Expenses are provided for at long-term expected renewal expense levels. Per policy renewal expenses are assumed to inflate at 5.50% per annum.

Unearned premium reserves are held for the unexpired portion of the risk for the general fund liabilities of linked business and riders thereunder and one year renewable group term insurance.

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ICICI Bank Limited and subsidiaries
Schedules forming part of the Consolidated Accounts (Continued)

The unit liability in respect of linked business has been taken as the value of the units standing to the credit of policyholders, using the net asset value (NAV) prevailing at the valuation date. The adequacy of charges under unit-linked policies to meet future expenses has been tested and provision made as appropriate. Provision has also been made for the cost of guarantee under unit-linked products that carry a guarantee.

9. Acquisition costs for insurance business

Acquisition costs are those costs that vary with, and are primarily related to the acquisition of new and renewal insurance contracts including commissions and policy issue expenses. These costs are expensed in the period in which they are incurred.

10. Staff retirement benefits

Gratuity

ICICI Bank pays gratuity to employees who retire or resign after a minimum period of five years of continuous service and in case of employees at overseas locations as per the rules in force in the respective countries. ICICI Bank makes contributions to four separate gratuity funds, for employees inducted from erstwhile ICICI Limited (erstwhile ICICI), employees inducted from erstwhile Bank of Madura, employees inducted from The Sangli Bank Limited (erstwhile Sangli Bank) and employees of ICICI Bank other than employees inducted from erstwhile ICICI, erstwhile Sangli Bank and erstwhile Bank of Madura.

Separate gratuity funds for employees inducted from erstwhile ICICI, erstwhile Bank of Madura and erstwhile Sangli Bank are managed by ICICI Prudential Life Insurance Company Limited. The gratuity fund for employees of ICICI Bank, other than employees inducted from erstwhile ICICI, erstwhile Bank of Madura and erstwhile Sangli Bank is administered by the Life Insurance Corporation of India and 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. In accordance with the gratuity fund's rules, actuarial valuation of gratuity liability is calculated based on certain assumptions regarding rate of interest, salary growth, mortality and staff attrition as per the projected unit credit method.

Superannuation Fund

ICICI Bank contributes 15.0% of the total annual basic salary of each employee to a superannuation fund for ICICI Bank employees. The employee gets an option on retirement or resignation to commute one-third of the total credit balance in his / her account and receive a monthly pension based on the remaining balance. In the event of death of an employee, his or her beneficiary receives the remaining accumulated balance. ICICI Bank also gives a cash option to its employees, allowing them to receive the amount contributed by ICICI Bank in their monthly salary during their employment. Up to March 31, 2005, the superannuation fund was administered solely by the Life Insurance Corporation of India. Subsequent to March 31, 2005, the fund is being administered by both Life Insurance Corporation of India and ICICI Prudential Life Insurance Company Limited. Employees had the option to retain the existing balance with Life Insurance Corporation of India or seek a transfer to ICICI Prudential Life Insurance Company Limited.

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ICICI Bank Limited and subsidiaries

Schedules forming part of the Consolidated Accounts (Continued)

Pension

The Bank provides for pension, a deferred retirement plan covering certain employees of erstwhile Bank of Madura and certain employees of erstwhile Sangli Bank. The plan provides for a pension payment on a monthly basis to these employees on their retirement based on the respective employee's salary and years of employment with the Bank. For erstwhile Sangli Bank and erstwhile Bank of Madura employees in service, separate pension funds are managed in-house and the liability is totally funded as per the valuation arrived by the actuary. The pension payments to retired employees of erstwhile Sangli Bank and erstwhile Bank of Madura are being administered by ICICI Prudential Life Insurance Company Limited, for whom the Bank has purchased master annuity policies. Employees covered by the pension plan are not eligible for benefits under the provident fund plan, a defined contribution plan.

Provident Fund

ICICI Bank is statutorily required to maintain a provident fund as a part of retirement benefits to its employees. There are separate provident funds for employees inducted from erstwhile Bank of Madura and erstwhile Sangli Bank (other than those employees who have opted for pension), and for other employees of ICICI Bank. In-house trustees manage these funds. Each employee contributes 12.0% of his or her basic salary (10.0% for certain staff of erstwhile Bank of Madura and erstwhile Sangli Bank) and ICICI Bank contributes an equal amount to the funds. The funds are invested according to rules prescribed by the Government of India.

Leave Encashment

The Bank provides for leave encashment benefit, which is a defined benefit scheme, based on actuarial valuation as at the balance sheet date conducted by an independent actuary.

In respect of retirement benefits in the form of provident fund and other defined contribution schemes of other entities within the group, the contribution payable by the entity for the year is charged to the profit and loss account for that year. In respect of gratuity benefit and other benefit schemes, where the entity makes payments for retirement benefits out of its own funds, provisions are made in the profit and loss account based on actuarial valuation.

11. Provisions, contingent liabilities and contingent assets

The Group estimates the probability of any loss that might be incurred on outcome of contingencies on the basis of information available up to the date on which the consolidated financial statements are prepared. A provision is recognized when an enterprise has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on management estimate required to settle the obligation at the balance sheet date, supplemented by experience of similar transactions. These are reviewed at each balance sheet date and adjusted to reflect the current estimates. In cases where the available information indicates that the loss on the contingency is reasonably possible but the amount of loss cannot be reasonably estimated, a disclosure to this effect is made in the consolidated financial statements. In case of remote possibility neither provision nor disclosure is made in the consolidated financial statements. The Group does not account for contingent assets, if any.

12. Cash and cash equivalents

Cash and cash equivalents include cash in hand, balances with RBI, balances with other banks and money at call and short notice.

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ICICI Bank Limited and subsidiaries
Schedules forming part of the Consolidated Accounts (Continued)

13. Investments

Investments of the Bank are accounted for in accordance with the extant RBI guidelines on investment classification and valuation as given below:

- a) All investments are categorized into “Held to Maturity”, “Available for Sale” and “Held for Trading” categories. Reclassifications, if any, in any category are accounted for as per the RBI guidelines.

Under each category, the investments are further classified under (a) government securities, (b) other approved securities, (c) shares, (d) bonds and debentures (e) subsidiaries and joint ventures and (f) others.

- b) “Held to Maturity” securities are 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 the securities acquired is amortized over the remaining period to maturity on the basis of constant effective yield. A provision is made for other than temporary diminution in the profit and loss account.
- c) “Available for Sale” and “Held for Trading” securities are valued periodically as per RBI guidelines. Any premium over the face value of the investments in government securities classified as “Available for Sale” is amortized over the remaining period to maturity on the basis of constant effective yield. Quoted investments are valued based on the trades / quotes on the recognized stock exchanges, subsidiary general ledger account transactions, price list of RBI or prices declared by Primary Dealers Association of India jointly with Fixed Income Money Market and Derivatives Association (“FIMMDA”), periodically.

The market / fair value of unquoted government and other approved securities (“SLR” securities) included in the “Available for Sale” and “Held for Trading” categories is as per the rates published by Fixed Income Money Market and Derivatives Association. The valuation of other than government and other approved securities (“Non-SLR securities”), other than those quoted on the stock exchanges, wherever linked to the Yield-to-Maturity (“YTM”) rates, is computed with a mark-up (reflecting associated credit risk) over the YTM rates for government securities published by Fixed Income Money Market and Derivatives Association.

Unquoted equity shares are valued at the book value, if the latest balance sheet is available or at Re. 1 as per RBI guidelines.

Securities are valued scrip-wise and depreciation / appreciation aggregated for each category. Net appreciation, if any, in each basket, being unrealized, is ignored, while net depreciation is provided for.

- d) Costs including brokerage and commission pertaining to investments, paid at the time of acquisition, are charged to the profit and loss account.
- e) Profit on sale of investments in the “Held to Maturity” category is credited to the profit and loss account and is thereafter appropriated (net of applicable taxes and statutory reserve requirements) to capital reserve. Profit on sale of investments in “Available for sale” and “Held for Trading” categories is credited to profit and loss account.
- f) Repurchase and reverse repurchase transactions are accounted for in accordance with the extant RBI guidelines.

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ICICI Bank Limited and subsidiaries

Schedules forming part of the Consolidated Accounts (Continued)

g) Broken period interest on debt instruments is treated as a revenue item.

h) At the end of each reporting period, security receipts issued by the asset reconstruction company are valued in accordance with the guidelines applicable to such investments, prescribed by RBI from time to time. Accordingly, in cases where the cash flows from security receipts issued by the asset reconstruction company are limited to the actual realization of the financial assets assigned to the instruments in the concerned scheme, the Bank uses the Net Asset Value (“NAV”), obtained from the asset reconstruction company from time to time, for valuation of such investments at each reporting year end.

i) The Bank follows trade-date method for accounting of its investments.

The Bank’s venture capital funds carry investments at fair values, with unrealized gains and temporary losses on investments recognized as components of investors’ equity and accounted for in the unrealized investment reserve account. The realized gains and losses on investments and units in mutual funds and unrealized gains or losses on revaluation of units in mutual funds are accounted for in the profit and loss account. Provisions are made in respect of accrued income considered doubtful. Such provisions as well as any subsequent recoveries are recorded through the profit and loss account. Subscription to/purchase of investments are accounted at the cost of acquisition inclusive of brokerage, commission and stamp duty. Bonus shares and right entitlements are recorded when such benefits are known. Quoted investments are valued on the valuation date at the closing market price. Quoted investments that are not traded on the valuation date but are traded during the two months prior to the valuation date are valued at the latest known closing price. An appropriate discount is applied where the asset management company considers it necessary to reflect restrictions on disposal. Quoted investments not traded during the two months prior to the valuation date are treated as unquoted. Unquoted investments are valued at their estimated fair values by applying appropriate valuation methods. Where there is a decline, other than temporary in the carrying amounts of investments, the resultant reduction in the carrying amount is charged to the profit and loss account during the period in which such decline is identified.

The Bank’s investment banking subsidiary classifies its investments as short-term and trading or as long-term investments. The securities held with the intention of holding for short-term and trading are classified as stock-in-trade and the securities acquired with the intention of holding till maturity or for a longer period are classified as long-term investments. Investments are carried at cost arrived at on weighted average basis. Appropriate provision is made for other than temporary diminution in the value of investments. Commission earned in respect of securities acquired upon devolvement is reduced from the cost of acquisition.

The Bank’s housing finance subsidiary classifies its investments as current investments and long-term investments. Investments that are readily realizable and intended to be held for not more than a year are classified as current investments, which are carried at the lower of cost or the market value. All other investments are classified as long-term investments, which are carried at cost. However a provision for diminution in value is made to recognize any other than temporary decline in the value of investments. Costs such as brokerage, commissions etc., paid at the time of acquisition of investments are included in the investment cost.

The Bank’s United Kingdom and Canadian subsidiaries account for unrealized gain/loss, net of tax, on investment in the “Available for sale” category directly in their reserves. Further, in the case of the Bank’s United Kingdom and Canadian subsidiaries, unrealized gain/loss on investment in the “Held for Trading” category is accounted directly in the profit and loss account.

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ICICI Bank Limited and subsidiaries
Schedules forming part of the Consolidated Accounts (Continued)

In the case of life and general insurance businesses, investments are made in accordance with the Insurance Act, 1938, the IRDA (Investment) Regulations, 2000, and various other circulars / notifications issued by the IRDA in this context from time to time. Investments are recorded at cost on the date of purchase, which includes brokerage and taxes, if any, and excludes accrued interest.

14. Provisions/write-offs on loans and other credit facilities

All credit exposures of the Bank are classified as per RBI guidelines, into performing and non-performing assets (“NPAs”). Further, NPAs are classified into sub-standard, doubtful and loss assets based on the criteria stipulated by RBI. In the case of corporate loans, provisions are made for sub-standard and doubtful assets at rates prescribed by RBI. Loss assets and the unsecured portion of doubtful assets are provided/written off as per the extant RBI guidelines. Subject to the minimum provisioning levels prescribed by RBI, provision for homogeneous retail loans/receivables is assessed at a portfolio level, on the basis of days past due. The Bank holds specific provisions against non-performing loans, general provision against performing loans and floating provisions. The assessment of incremental specific provisions is made after taking into consideration all of the above. The specific provisions on retail loans held by the Bank are higher than the minimum regulatory requirements.

For restructured/rescheduled assets, provision is made by the Bank in accordance with the guidelines issued by RBI, which requires a provision equal to the present value of the interest sacrifice to be made at the time of restructuring.

In the case of NPAs other than restructured NPA accounts, the account is upgraded to the standard category, if arrears of interest and principal are fully paid by the borrower.

In respect of non-performing loan accounts subjected to restructuring, the account is upgraded to standard only after the specified period i.e., a period of one year after the date when first payment of interest or of principal, whichever is earlier, falls due, subject to satisfactory performance of the account during the period.

Amounts recovered against debts written off in earlier years and provisions no longer considered necessary in the context of the current status of the borrower are recognized in the profit and loss account.

In addition to the specific provision on NPAs, the Bank maintains a general provision on performing loans. The general provision meets the requirements of the RBI guidelines.

In addition to the provisions required to be held according to the asset classification status, provisions are held by the Bank for individual country exposure (other than for home country). The countries are categorized into seven-risk categories namely insignificant, low, moderate, high, very high, restricted and off-credit and provisioning made on exposures exceeding 180 days on a graded scale ranging from 0.25% to 100%. For exposures with contractual maturity of less than 180 days, 25% of the provision is required to be held. 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.

In the case of the Bank’s investment-banking subsidiary, the policy of provisioning against NPAs is as per the prudential norms prescribed by the RBI for non-banking financial companies. As per the policy adopted, the provisions against sub-standard assets are determined, taking into account management’s perception of the higher risk associated with the business of the company. Certain NPAs are considered as loss assets and full provision has been

made against such assets.

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ICICI Bank Limited and subsidiaries
Schedules forming part of the Consolidated Accounts (Continued)

In case of the Bank's housing finance subsidiary, loans and other credit facilities are classified as per the National Housing Bank guidelines into performing and non-performing assets. Further, NPA's are classified into sub-standard, doubtful and loss assets based on criteria stipulated by National Housing Bank. Additional provisions are made against specific non-performing assets over and above what is stated above, if in the opinion of the management, increased provisions are necessary.

In the case of the Bank's United Kingdom and Canadian subsidiaries, loans are stated net of allowance for credit losses. Loans are classified as impaired when there is no longer reasonable assurance of the timely collection of the full amount of principal or interest. An allowance for credit losses is maintained at a level that management considers adequate to absorb identified credit related losses as well as losses that have been incurred but are not yet identifiable.

15. Transfer and servicing of assets

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 loan contract. Recourse and servicing obligations are accounted for net of provisions.

In accordance with RBI guidelines, with effect from February 1, 2006, the Bank accounts for any loss arising from securitization immediately at the time of sale and 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. In the case of loans sold to an asset reconstruction company the gain, if any, is ignored.

16. Fixed assets and depreciation

Premises and other fixed assets are carried at cost less accumulated depreciation. Cost includes freight, duties, taxes and incidental expenses related to the acquisition and installation of the asset. Depreciation is charged over the estimated useful life of a fixed asset on a straight-line basis, except for those relating to venture capital subsidiary where depreciation is charged on a written down value method. The rates of depreciation for fixed assets are not lower than the rates prescribed in schedule XIV of the Companies Act, 1956.

Depreciation on leased assets and leasehold improvements is recognized on a straight-line basis using rates determined with reference to the primary period of lease or rates specified in Schedule XIV of the Companies Act, 1956, whichever is higher.

Assets purchased / sold during the year are depreciated on a pro-rata basis for the actual number of days the asset has been put to use.

Items costing up to Rs. 5,000/- are depreciated fully over a period of 12 months from the date of purchase.

In the case of the Bank's life insurance subsidiary, intangible assets comprising software are stated at cost less amortization. Significant improvements to software are capitalized while the insignificant improvements are charged off as software expenses. Software expenses, that are capitalized, are amortized on straight-line method over a period of four years from the date they are put to use, being management's estimate of the useful life of such intangibles. Depreciation on furniture and fixtures is charged at 15% per annum.

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ICICI Bank Limited and subsidiaries
Schedules forming part of the Consolidated Accounts (Continued)

In case of the Bank's general insurance and housing finance subsidiary, computer software is stated at cost less amortization. Computer software including improvements is amortized over a period of five years, being management's estimate of the useful life of such intangibles.

17. Accounting for derivative contracts

The Group enters into derivative contracts such as foreign currency options, interest rate and currency swaps, credit default swaps and cross currency interest rate swaps for hedging or for trading purposes.

The swap contracts entered to hedge on-balance sheet assets and liabilities are structured such 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 accounted pursuant to the principles of hedge accounting. Hedged swaps/options are accounted for on an accrual basis except in the case of the Bank's United Kingdom and Canadian subsidiaries, where the hedging transactions and the hedged items (for the risks being hedged) are measured at fair value with changes recognized in the profit and loss account.

Foreign currency and rupee derivative contracts entered into for trading purposes are marked to market and the resulting gain/loss, (net of provisions, if any) is accounted for in the profit and loss account.

18. Impairment of assets

Fixed assets and certain intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset with future net discounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment is recognized by debiting the profit and loss account and is measured as the amount by which the carrying amount of the assets exceeds the fair value of the assets.

19. Earnings per share ("EPS")

A basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share reflect the potential dilution that could occur if contracts to issue equity shares were exercised or converted during the period. A diluted earnings per equity share is computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the period, except where the results are anti-dilutive.

20. Lease Transactions

Lease payments for assets taken on operating lease are recognized as an expense in the profit and loss account over the lease term.

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ICICI Bank Limited and subsidiaries
Schedules forming part of the Consolidated Accounts (Continued)

SCHEDULE 19: NOTES FORMING PART OF THE ACCOUNTS

A. The following additional disclosures have been made taking into account the requirements of accounting standards and RBI guidelines in this regard.

1. Merger of The Sangli Bank Limited

The Sangli Bank Limited (Sangli Bank), a banking company incorporated under the Companies Act, 1956 and licensed by RBI under the Banking Regulation Act, 1949 was amalgamated with ICICI Bank with effect from April 19, 2007 in terms of the Scheme of Amalgamation (the Scheme) approved by the Reserve Bank of India vide its order DBOD No. PSBD 10268/16.01.128/2006-07 dated April 18, 2007 under section 44A (4) of the Banking Regulation Act, 1949. The consideration for the amalgamation was 100 equity shares of ICICI Bank of the face value Rs. 10/- each fully paid-up for every 925 equity shares of Rs. 10/- each of Sangli Bank. Accordingly on May 28, 2007, ICICI Bank allotted 3,455,008 equity shares of Rs. 10/- each to the shareholders of Sangli Bank.

As per the Scheme, the entire undertaking of Sangli Bank including all its assets and liabilities stood transferred / deemed to be transferred to and vest in the Bank.

The amalgamation has been accounted as per the Scheme in accordance with the purchase method of accounting as per Accounting Standard 14 (AS-14) "Accounting for Amalgamation" issued by the Institute of Chartered Accountants of India. Accordingly the assets and liabilities of Sangli Bank have been accounted at the values at which they were appearing in the books of Sangli Bank as on April 18, 2007 and provisions were made for the difference between the book values appearing in the books of Sangli Bank and the fair value as determined by ICICI Bank.

In the books of ICICI Bank, an "Amalgamation Expenses Provision Account" was credited by an amount determined for the expenses and costs of the Scheme arising as a direct consequence on account of any changes in the business or operation of Sangli Bank proposed or considered necessary by the Board of Directors of ICICI Bank (including but not limited to rationalization, up gradation and enhancement of human resources and expenses relating to modifying signage, modifying stationery, branding, changing systems and network, communication including media costs, impairments of technology and fixed assets, conducting general meetings, payments of listing fees and other statutory and regulatory charges, travel in relation to the consolidation contemplated in the Scheme, valuation, due diligence, investment banking expenses and charges relating to preparation of the Scheme, consultations in relation to the consolidation contemplated in the Scheme and training), and other extraordinary expenses on integration and consolidation under the Scheme, to be incurred by the Bank and the balance in such account has been debited to the securities premium account.

Accordingly, the excess of the paid-up value of the shares issued over the fair value of the net assets acquired (including reserves) of Rs. 3,259.5 million and amalgamation expenses of Rs. 222.7 million has been netted off from the securities premium account. The computation of this amount is detailed in the table below:

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Schedules forming part of the Consolidated Accounts (Continued)

Rupees in million

Particulars	Amount	Amount
3,455,008 equity shares of face value of Rs. 10/- each		34.6
Less:		
Net assets of Sangli Bank at April 18, 2007	(2,500.7)	
Fair value adjustments	(517.7)	
Reserves taken over on amalgamation	(206.5)	(3,224.9)
Excess of the paid-up value of the shares issued over the fair value of the net assets acquired		(3,259.5)
Amalgamation expenses		(222.7)

As per Accounting Standard – 14 (AS-14) on Accounting for Amalgamations issued by the Institute of Chartered Accountants of India, under the “purchase method” of accounting for amalgamation, the identity of reserves of the amalgamating entity is not required to be preserved in the books of ICICI Bank. However, the balance in the Statutory Reserve Account of Sangli Bank at April 18, 2007 has been added to the Statutory Reserves of ICICI Bank. As a result, the balance in Statutory Reserve is higher to the extent of Rs. 206.5 million and, the excess of the paid-up value of the share issued over the fair value of the net assets acquired is lower to that extent.

2. Equity issue of ICICI Bank Limited

The Bank made a follow on public offering of equity shares (including green shoe option) and American Depository Share’s (“ADSs”) vide its prospectus dated June 26, 2007 and June 23, 2007, respectively aggregating to Rs. 199,673.5 million. The expenses of the issue amounting to Rs. 1,846.6 million have been written-off against the securities premium account as per the object of the issue. The details of the equity issue and ADSs are given in the table below:

Rupees in million, except number of shares

Details	No. of equity shares	Amount of securities premium	Aggregate proceeds
Equity shares of Rs. 10 each at a premium of Rs. 930 per share	61,923,519	57,588.9	58,208.1
Equity shares of Rs. 10 each at a premium of Rs. 880 per share ¹	32,912,238	28,962.7	29,291.9
Equity shares of Rs. 10 each at a premium of Rs. 930 per share issued under green-shoe options	13,762,869	12,799.5	12,937.1
49,949,238 American Depository Share (“ADSs”) at a price of US\$ 49.25 per ADSs 1,2,3	99,898,476	98,237.4	99,236.4
Total	208,497,102	197,588.5	199,673.5

1. Includes 6,497,462 ADSs issued on exercise of the green-shoe option.

2. 1 ADS = 2 Equity shares of Rs.10/- each.

3. Converted at US \$ 1 = Rs. 40.34, being noon buying rate on the date of allotment.

3. Earnings per share (“EPS”)

Basic and diluted earnings per equity share are computed in accordance with Accounting Standard 20, “Earnings per Share”. Basic earnings per share is computed by dividing net profit after tax by the weighted average number of equity shares outstanding during the year. The diluted earnings per share is computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

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ICICI Bank Limited and subsidiaries
Schedules forming part of the Consolidated Accounts (Continued)

The computation of earnings per share is given below:

Rupees in million, except per share data

	Year ended March 31, 2007	Year ended March 31, 2008
Basic		
Weighted average no. of equity shares outstanding	892,820,768	1,055,591,068
Net profit	27,606.3	33,982.3
Basic earnings per share (Rs.)	30.92	32.19
Diluted		
Weighted average no. of equity shares outstanding	897,743,476	1,062,103,167
Net profit	27,606.3	33,982.3
Diluted earnings per share (Rs.)	30.75	32.00
Normal value per share (Rs.)	10.00	10.00

The dilutive impact is mainly due to options granted to employees by the Bank.

4. Related party transactions

The Group has transactions with its related parties and key management personnel.

Associates / other related entities

Financial Information Networks & Operations Limited, I-Process Services (India) Private Limited, I-Solutions Providers (India) Private Limited, NIIT Institute of Finance, Banking And Insurance Training Limited, ICICI Venture Value Fund, Comm Trade Services Limited, Loyalty Solutions & Research Limited, Café Network Limited, Traveljini.com Limited and Firstsource Solutions Limited (Bank's holding is 24.97% as on March 31, 2008).

With respect to entities, which have been identified as related parties from the financial year ended March 31, 2008, the previous year's comparative figures have not been reported.

Key management personnel include whole-time directors. The following are the significant transactions by the Group with its associates / other related entities and key management personnel.

Insurance services

During the year ended March 31, 2008, the Group received insurance premium from associates / other related entities of Rs. 116.8 million. During the year ended March 31, 2008, the Group paid claims associates / other related entities of Rs. 94.3 million.

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ICICI Bank Limited and subsidiaries

Schedules forming part of the Consolidated Accounts (Continued)

Fees and commission

During the year ended March 31, 2008, the Group received fees from associates / other related entities of Rs. 107.4 million. During the year ended March 31, 2008, the Group received commission amounting to Rs. 7.4 million from associates / other related entities.

Lease of premises and facilities

During the year ended March 31, 2008, the Group charged an aggregate amount of Rs. 2.3 million for lease of premises, facilities and other administrative costs to associates / other related entities.

Secondment of employees

During the year ended March 31, 2008, the Group received Rs. 1.8 million from its associates/other related entities for secondment of employees.

Redemption / buyback of investments

During the year ended March 31, 2008, consideration of Rs. 26.8 million was received on account of buyback / capital reduction of equity shares from associates / other related entities.

Reimbursement of expenses

During the year ended March 31, 2008, the Group reimbursed expenses to its associates / other related entities amounting to Rs. 0.8 million.

Brokerage and fee expenses

During the year ended March 31, 2008, the Group paid fees to associates / other related entities of Rs. 2,595.1 million.

Purchase of investments

Group invested in the equity and preference shares of its associates / other related entities amounting to Rs. 57.5 million.

Interest expenses

During the year ended March 31, 2008, the Group paid interest to associates / other related entities amounting to Rs. 27.4 million.

Interest income

During the year ended March 31, 2008, the Group received interest from associates / other related entities amounting to Rs. 20.5 million, and received interest from its key management personnel amounting to Rs. 0.7 million (March 31, 2007, Rs. 0.7 million).

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Schedules forming part of the Consolidated Accounts (Continued)

Dividend paid

During the year ended March 31, 2008, the Bank paid dividend to its key management personnel amounting to Rs. 15.0 million (March 31, 2007: Rs. 4.4 million).

Remuneration to whole-time directors

Remuneration paid to the whole-time directors of the Bank during the year ended March 31, 2008 was Rs. 90.3 million (March 31, 2007: Rs. 87.0 million).

Related party balances

The following are the balances payable to/receivable from associates/other related entities included in the balance sheet as on March 31, 2008.

Rupees in million

Items	As on March 31, 2008
Deposits with Group	234.4
Advances	142.8
Investment of ICICI Group in related parties	1,869.7
Receivables	174.4
Payables	376.6

The following are the balances payable to/receivable for key management personnel as on March 31, 2008.

Rupees in million

Items	As on March 31, 2007	As on March 31, 2008
Deposits	51.6	27.1
Advances	20.6	13.9
Investments	14.0	8.6
Employee Stock Option Outstanding# (Nos.)	1,920,000	2,860,625
Employee Stock Option Exercised	459.2	138.1

#. During the year ended March 31, 2008, 317,125 employee stock options were exercised by the key management personnel of the Bank (March 31, 2007: 1,884,750).

The following are the balances payable to/receivable for relatives of key management personnel as on March 31, 2008.

Rupees in million

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Items	As on March 31, 2007	As on March 31, 2008
Deposits	28.1	14.1
Investments	0.1	0.5

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Schedules forming part of the Consolidated Accounts (Continued)

The following balances represent the maximum balance payable to / receivable from key management personnel during the year ended March 31, 2008.

Rupees in million

Items	Year ended March 31, 2007	Year ended March 31, 2008
Deposits	69.7	71.4
Advances	20.8	28.1
Investments	14.0	10.8

The following balances represent the maximum balance payable to / receivable from relatives of key management personnel during the year ended March 31, 2008.

Rupees in million

Items	Year ended March 31, 2007	Year ended March 31, 2008
Deposits	59.3	22.5
Investments	0.1	1.6

5. Employee stock option scheme (“ESOS”)

In terms of the ESOS, as amended, the maximum number of options granted to any eligible employee in a financial year shall not exceed 0.05% of the issued equity shares of the Bank at the time of grant of the options and aggregate of all such options granted to the eligible employees shall not exceed 5% of the aggregate number of the issued equity shares of the Bank on the date(s) of the grant of options. Under the stock option scheme, options vest in a graded manner over a four-year period, with 20%, 20%, 30% and 30% of grants vesting each year, commencing from the end of 12 months from the date of grant. The options can be exercised within 10 years from the date of grant or five years from the date of vesting, whichever is later.

In terms of the scheme 15,638,152 options (March 31, 2007: 13,187,783 options) granted to eligible employees were outstanding at March 31, 2008.

As per the scheme, the exercise price of ICICI Bank’s options is the last closing price on the stock exchange, which recorded highest trading volume preceding the date of grant of options. Hence, there is no compensation cost in the year ended March 31, 2008 based on intrinsic value of options. However, if ICICI Bank had used the fair value of options based on the Black-Scholes model, compensation cost for the year ended March 31, 2008 would have been higher by Rs. 1,259.9 million and pro forma profit after tax would have been Rs. 40,317.4 million. On a pro forma basis, ICICI Bank’s basic and diluted earnings per share would have been Rs. 38.19 and Rs. 37.96, respectively. The

key assumptions used to estimate the fair value of options granted during the year ended March 31, 2008 are given below:

Risk-free interest rate	7.12% to 8.11 %
Expected life	2 to 6 years
Expected volatility	36.26% to 38.01 %
Expected dividend yield	1.07%

The weighted average fair value of options granted during the year ended March 31, 2008 is Rs. 376.39.

A summary of the status of the Bank's stock option plan is given below:

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ICICI Bank Limited and subsidiaries
Schedules forming part of the Consolidated Accounts (Continued)

Rupees, except number of options

Particulars	Stock options outstanding			
	Year ended March 31, 2007		Year ended March 31, 2008	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding at the beginning of the year	17,362,584	262.60	13,187,783	442.50
Add: Granted during the year	6,439,900	582.26	4,956,300	938.41
Less: Lapsed during the year	1,127,650	422.81	1,037,218	582.51
Exercised during the year ¹	9,487,051	210.47	1,468,713	379.34
Outstanding at the end of the year	13,187,783	442.50	15,638,152	596.32
Options exercisable	326,259	225.80	3,272,292	411.89

1. Excludes options exercised by employees in respect of which equity shares are pending allotment.

A summary of stock options outstanding as on March 31, 2008 is given below:

Range of exercise price (Rupees per share)	Number of shares arising out of options (Number of shares)	Weighted average exercise price (Rupees)	Weighted average remaining contractual life (Number of years)
105-299	164,951	151.20	3.75
300-599	10,641,216	448.87	7.32
600-999	4,745,985	932.63	9.08
1,000-1,399	86,000	1,135.27	9.68

The options were exercised regularly throughout the year and weighted average share price as per NSE price volume data during the year ended March 31, 2008 was Rs.1,044.02 -----(March 31, 2007: Rs. 750.58).

The Finance Act, 2007 introduced Fringe Benefit Tax (“FBT”) on employee stock options. The FBT liability crystallizes on the date of exercise of stock options by employees and is computed based on the difference between fair market value of the equity shares on the date of vesting and the exercise price. As per the ESOS scheme, FBT of Rs. 226.7 million has been recovered from the employees on 1,468,713 stock options exercised during the year ended March 31, 2008.

ICICI Prudential Life Insurance Company Limited, has formulated five ESOS schemes, namely “Founder option I”, “FY 2004-05 scheme”, “FY 2005-06 scheme”, “FY 2006-07 scheme” and “Founder option II”.

For ICICI Prudential Life Insurance Company Limited, there is no compensation cost in the year ended March 31, 2008 based on intrinsic value of options. If the entity had used the fair value of options based on the Black-Scholes model, compensation cost for the year ended March 31, 2008 would have been higher by Rs. 135.3 million. The key

assumptions used to estimate the fair value of options are given below:

Risk-free interest rate	6.87%-8.00%
Expected life	3 to 5 years
Expected volatility	28.65%
Expected dividend yield	1.50%

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ICICI Bank Limited and subsidiaries
Schedules forming part of the Consolidated Accounts (Continued)

A summary of the status of the stock option plan of ICICI Prudential Life Insurance Company Limited is given below:

Rupees, except number of options

Particulars	Stock options outstanding			
	Year ended March 31, 2007		Year ended March 31, 2008	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding at the beginning of the year	5,572,600	37.07	7,279,964	58.17
Add: Granted during the year	4,667,750	70.00	7,004,675	130.00
Less: Forfeited / lapsed during the year	564,850	48.04	1,464,563	86.02
Exercised during the year ¹	2,395,536	34.11	135,799	59.08
Outstanding at the end of the year	7,279,964	58.17	12,684,277	94.61
Options exercisable	93,164	34.24	2,030,765	51.30

1. Excludes options exercised by employees in respect of which equity shares are pending allotment.

A summary of stock options outstanding as on March 31, 2008 is given below:

Range of exercise price (Rupees per share)	Number of shares arising out of options (Number of shares)	Weighted average exercise price (Rupees)	Weighted average remaining contractual life (Number of years)
30-130	12,684,277	94.61	7.75

As per the ESOS scheme, FBT of Rs. 3.2 million has been recovered from the employees on 135,799 stock options exercised during the year ended March 31, 2008.

ICICI Lombard General Insurance Company Limited has granted stock options to employees. If the entity would have estimated fair value computed on the basis of Black Scholes pricing model, compensation cost for the year ended March 31, 2008 would have been higher by Rs. 52.8 million. The key assumptions used to estimate the fair value of options are given below:

Risk-free interest rate	6.39%-8.17%
Expected life	3-7 years
Expected volatility	17%-20%
Expected dividend yield	1.00%-2.85%

A summary of the status of the stock option plan of ICICI Lombard General Insurance Company Limited is given

below:

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ICICI Bank Limited and subsidiaries
Schedules forming part of the Consolidated Accounts (Continued)

Rupees, except number of options

Particulars	Stock options outstanding			
	Year ended March 31, 2007		Year ended March 31, 2008	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding at the beginning of the year	4,093,060	35.00	7,390,776	37.91
Add: Granted during the year	4,296,500	40.00	5,625,000	60.00
Less: Forfeited / lapsed during the year	291,252	35.00	487,280	37.07
Exercised during the year ¹	707,532	35.00	150,240	36.23
Outstanding at the end of the year	7,390,776	37.91	12,378,256	48.00
Options exercisable	304,114	35.00	1,478,820	37.43

1. Excludes options exercised by employees in respect of which equity shares are pending allotment.

A summary of stock options outstanding as on March 31, 2008 is given below:

Range of exercise price (Rupees per share)	Number of shares arising out of options (Number of shares)	Weighted average exercise price (Rupees)	Weighted average remaining contractual life (Number of years)
35 – 60	12,378,256	48	8.23

As per the ESOS scheme, FBT of Rs. 0.8 million has been recovered from the employees on 150,240 stock options exercised during the year ended March 31, 2008.

If the Group had used the fair value of options based on the Black-Scholes model, the compensation cost in year ended March 31, 2008 would have been higher by Rs. 1,420.0 million and proforma consolidated profit after tax would have been Rs. 32,562.3 million. On a proforma basis, the Group's basic and diluted earnings per share would have been Rs. 30.85 and Rs. 30.66 respectively.

6. Fixed Assets

Fixed assets include software acquired by the Group. The movement in software is given below:

Rupees in million

Particulars	As on March 31, 2007	As on March 31, 2008
At cost as on March 31 of preceding year	3,347.0	4,101.4
Additions during the year	846.9	1,533.5

Deductions during the year	(92.5)	(3.1)
Depreciation / amortization to date	(2,910.0)	(3,470.7)
Net Block	1,191.4	2,161.1

7. Assets on lease

7.1 Assets taken under operating lease

The details of future rentals payable on operating leases are given below:

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Schedules forming part of the Consolidated Accounts (Continued)

Rupees in million

Period	As on March 31, 2007	As on March 31, 2008
Not later than one year	987.8	1,635.0
Later than one year and not later than five years	3,034.0	5,126.9
Later than five years	1,498.0	1,693.0
Total	5,519.8	8,454.9

7.2 Assets under finance lease

The details of finance leases are given below:

Rupees in million

Period	As on March 31, 2007	As on March 31, 2008
Total of future minimum lease receipts	617.3	353.7
Present value of lease receipts	548.8	325.6
Un-matured finance charges	68.5	28.1
Maturity profile of future minimum lease receipts		
- Not later than one year	323.4	213.3
- Later than one year and not later than five years	293.9	140.4
- Later than five years	..	..
Total	617.3	353.7

7.3 Maturity profile of present value of lease rentals

The details of maturity profile of present value of finance lease receipts are given below:

Rupees in million

Period	As on March 31, 2007	As on March 31, 2008
Not later than one year	282.6	193.0
Later than one year and not later than five years	266.2	132.6
Later than five years	..	..
Total	548.8	325.6

8. Early retirement option (“ERO”)

The Bank had implemented in July 2003 an Early Retirement Option Scheme 2003 for its employees. All employees who had completed 40 years of age and seven years of service with the Bank (including period of service with entities amalgamated with the Bank) were eligible for the ERO.

The ex-gratia payments under ERO, termination benefits and leave encashment in excess of the provision made (net of tax benefits), aggregating to Rs. 1,910.0 million is being amortized over a period of five years commencing August 1, 2003 (the date of retirement of employees exercising the option being July 31, 2003).

On account of the above ERO scheme, an amount of Rs. 384.0 million (March 31, 2007: Rs. 384.0 million) has been charged to revenue being the proportionate amount amortized for the year ended March 31, 2008.

9. Preference shares

Certain government securities amounting to Rs. 2,331.8 million (March 31, 2007: Rs. 2,104.8 million) have been earmarked against redemption of preference share capital, which falls due for redemption on April 20, 2018, as per the original issue terms.

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10. Staff retirement benefits

Reconciliation of opening and closing balance of the present value of the defined benefit obligation for pension and gratuity benefits of the Group is given below:

Particulars	Year ended March 31, 2007		Year ended March 31, 2008	
	Pension	Gratuity	Pension	Gratuity
Defined benefit obligation liability				
Opening obligations	1,038.5	1,116.2	1,029.4	1,352.2
Add: Addition due to amalgamation	..	..	1,807.4	506.6
Service cost	6.7	292.3	54.0	384.9
Interest cost	78.0	83.2	230.7	153.6
Actuarial (gain) / loss	(28.2)	(43.4)	(172.3)	(32.9)
Past service cost	..	..	..	115.5
Transitional obligation/ (Asset)			..	(0.2)
Liabilities extinguished on settlement	(2.3)	..	(1,071.0)	..
Benefits paid	(63.3)	(96.1)	(200.1)	(191.2)
Obligations at the end of the year	1,029.4	1,352.2	1,678.1	2,288.5
Opening plans assets, at fair value	1,079.5	866.5	988.5	1,011.3
Add: Addition due to amalgamation	..	..	584.8	73.1
Expected return on plan assets	78.9	85.6	115.8	84.2
Actuarial gain / (loss)	(110.1)	(13.6)	(118.0)	(4.0)
Assets distributed on settlement	(2.3)	..	(1,145.2)	..
Contributions	5.8	168.9	1,264.3	739.2
Benefits paid	(63.3)	(96.1)	(200.1)	(191.2)
Closing plan assets at fair value	988.5	1,011.3	1,490.1	1,712.6
Fair value of plan assets at the end of the year	988.5	1,011.3	1,490.1	1,712.6
Present value of the defined benefit obligations at the end of the year	1,029.4	1,352.2	1,678.1	2,288.5
Unrecognized past service cost	..	..	..	15.7
Asset / (liability)	(40.9)	(340.9)	(188.0)	(560.2)
Cost for the year				
Service cost	6.7	292.3	54.0	384.9
Interest cost	78.0	83.2	230.7	153.6
Expected return on plan assets	(78.9)	(85.6)	(115.8)	(84.2)

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Actuarial (gain) / loss	81.9	(29.8)	(54.3)	(28.9)
Past service cost	99.9
Transitional obligation/ (Asset)	(0.2)
Curtailments & settlements (gain)/loss	..	..	74.2	..
Net cost	87.7	260.1	188.8	525.1

Investment details of plan assets

Majority of the plan assets are invested in government securities and corporate bonds.

Assumptions

Interest rate	8.35%	7.85%-8.35%	8.57%	7.50%-8.57%
Salary escalation rate	7.00%	6.00%-20.00%	7.00%	7.00%-20.00%
Estimated rate of return on plan assets	7.50%	7.50%	8.00%	7.50%-8.50%

The estimates of future salary increases, considered in actuarial valuation, take into consideration inflation, seniority, promotion and other relevant factors.

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Schedules forming part of the Consolidated Accounts (Continued)

The guidance on implementing Accounting Standard 15, Employee Benefits (revised 2005) issued by the Accounting Standards Board (ASB) provides that exempt provident funds, which require employers to meet the interest shortfall, are in effect defined benefit plans. The Bank's actuary has informed that it is not practicable to actuarially determine the interest shortfall obligation.

11. Provision for income tax

The provision for income tax (including deferred tax and fringe benefit tax) for the year ended March 31, 2008 and for the year ended March 31, 2007 amounted to Rs. 11,066.8 million and Rs. 7,610.7 million, respectively.

The Bank has a comprehensive system of maintenance of information and documents required by transfer pricing legislation under section 92-92F of the Income Tax Act, 1961. The Bank is of the opinion that all international transactions are at arm's length so that the above legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxes.

12. Deferred tax

As on March 31, 2008, the Group has recorded net deferred tax asset of Rs. 17,280.5 million (March 31, 2007: Rs. 7,659.1 million), which has been included in other assets. The break-up of deferred tax assets and liabilities into major items is given below:

Particulars	Rupees in million	
	As on March 31, 2007	As on March 31, 2008
Deferred tax asset		
Provision for bad and doubtful debts	11,943.7	18,395.7
Capital loss	..	..
Others	1,835.0	4,074.3
Total deferred tax asset	13,778.7	22,470.0
Less: Deferred tax liability		
Depreciation on fixed assets	6,574.9	6,239.8
Others	..	75.2
Total deferred tax liability	6,574.9	6,315.0
Add: Net deferred tax asset pertaining to foreign branches / subsidiaries	455.3	1,125.5
Total net deferred tax asset / (liability)	7,659.1	17,280.5

As on March 31, 2008, the life insurance subsidiary and ICICI Bank Canada have created deferred tax assets on carry forward unabsorbed losses amounting to Rs. 2,170.8 million (March 31, 2007: Rs. 690.0 million) and Rs. 685.6 million (March 31, 2007: Rs. 281.0 million), respectively based on the virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

13. Information about business and geographical segments

13.1 Business segments from the year ended March 31, 2008

Pursuant to the guidelines issued by the Reserve Bank of India vide its circular no. DBOD.No.BP.BC.81/21.04.018/2006-07 dated April 18, 2007 on enhanced disclosure on "Segmental Reporting" which is effective for the reporting period ended March 31, 2008, the consolidated segmental report has been revised as follows:

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ICICI Bank Limited and subsidiaries

Schedules forming part of the Consolidated Accounts (Continued)

1. Retail Banking includes exposures of ICICI Bank Limited (“the Bank”) which fulfill the four criteria of orientation, product, granularity and low value of individual exposures for retail exposures laid down in the Basel Committee on Banking Supervision document “International Convergence of Capital Measurement and Capital Standards”, as per the RBI guidelines for the Bank.
2. Wholesale Banking includes all advances to trusts, partnership firms, companies and statutory bodies, by the Bank which are not included under the "Retail Banking" segment, as per the RBI guidelines.
3. Treasury includes the entire investment portfolio of ICICI Bank, ICICI Eco-net Internet and Technology Fund, ICICI Equity Fund, ICICI Emerging Sectors Fund and ICICI Strategic Investments Fund.
4. Other Banking business includes hire purchase and leasing operations, gain/loss on sale of banking & non-banking assets and other items not attributable to any particular business segment. Further, it also includes the Bank's banking subsidiaries i.e., ICICI Bank UK PLC., ICICI Bank Canada and its subsidiary, namely, ICICI Wealth Management Inc. and ICICI Bank Eurasia LLC.
5. Life Insurance represents ICICI Prudential Life Insurance Company Limited.
6. General Insurance represents ICICI Lombard General Insurance Company Limited.
7. Others includes ICICI Home Finance Company Limited, ICICI International Limited, ICICI Securities Primary Dealership Limited, ICICI Securities Limited, ICICI Securities Holdings Inc., ICICI Securities Inc., ICICI Venture Funds Management Company Limited, ICICI Prudential Asset Management Company Limited, ICICI Prudential Trust Limited, ICICI Property Trust, ICICI Investment Management Company Limited, ICICI Trusteeship Services Limited, TCW/ICICI Investment Partners LLC., TSI Ventures (India) Private Limited, ICICI Kinfra Limited, ICICI West Bengal Infrastructure Development Corporation Limited, Financial Information Network and Operations Limited (FINO), I-Process Services (India) Private Limited, I-Solutions Providers (India) Private Limited, NIIT Institute of Finance, Banking and Insurance Training Limited and ICICI Venture Value Fund.

Income, expenses, assets and liabilities are either specifically identified with individual segments or are allocated to segments on a systematic basis.

All liabilities 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. While the transfer pricing methodology followed for the year ended March 31, 2007 was based on similar principles, the same has been refined further in the current year.

Pursuant to the reorganization of the business segments, the business segments are not comparable to the segments reported for the year ended March 31, 2007.

The business segment results on this basis are given below:

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ICICI Bank Limited and subsidiaries
 Schedules forming part of the Consolidated Accounts (Continued)

Rupees in million

Sr. No	Particulars	Retail banking	Wholesale banking	Treasury	Other banking business	Life insurance	General insurance	Other	In segm and jus
1	Revenue	244,185.4	249,493.5	293,265.0	28,152.4	143,968.3	22,061.9		