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ICICI BANK LTD  
Form 6-K  
August 28, 2003

United States  
Securities and Exchange Commission  
Washington, D.C. 20549  
**FORM 6-K**

Report of Foreign Issuer  
Pursuant to Rule 13a-16 or 15d-16 under  
the Securities Exchange Act of 1934  
For the month of August 2003

**ICICI Bank Limited**  
(Translation of registrant's name into English)  
ICICI Bank Towers,  
Bandra-Kurla Complex  
Mumbai, India 400 051  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports  
under cover Form 20-F or Form 40-F.

Form 20-F X

Form 40-F \_\_\_

Indicate by check mark whether the registrant by furnishing the information  
contained in this Form is also thereby furnishing the information to the Commission  
pursuant to Rule 12g 3-2(b) under the Securities Exchange Act of 1934.

Yes \_\_\_

No. X

If Yes is marked, indicate below the file number assigned to the registrant in  
connection with Rule 12g 3-2(b).  
Not applicable.

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**INDEX TO EXHIBITS**

Item

1. Form 6k dated August 14, 2003 along with the Notice of the Ninth Annual General Meeting, Annual Report of the Bank and the accounts of subsidiary companies for the year ended March 31, 2003.
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated : August 14, 2003

For ICICI Bank Limited

By : /s/ Jyotin Mehta

Name: Jyotin Mehta

Title : General Manager & Company Secretary

Item 1

## Notice

NOTICE is hereby given that the Ninth Annual General Meeting of the Members of ICICI Bank Limited will be held on Monday, August 25, 2003 at 2.00 p.m. at Professor Chandravadan Mehta Auditorium, General Education Centre, Opposite D. N. Hall Ground, The Maharaja Sayajirao University, Pratapgunj, Vadodara 390 002 to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Profit and Loss Account for the financial year ended March 31, 2003 and Balance Sheet as at that date together with the Reports of Directors and Auditors.
2. To declare dividend on preference shares.
3. To declare dividend on equity shares.
4. To appoint a Director in place of Mr. Somesh R. Sathe, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Anupam Puri, who retires by rotation and, being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Prof. Marti G. Subrahmanyam, who retires by rotation and, being eligible, offers himself for re-appointment.
7. To appoint a Director in place of Ms. Kalpana Morparia, who retires by rotation and, being eligible, offers herself for re-appointment.
8. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

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RESOLVED that pursuant to the provisions of Sections 224, 225 and other applicable provisions, if any, of the Companies Act, 1956 and the Banking Regulation Act, 1949, S. R. Batliboi & Co., Chartered Accountants, be appointed statutory auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company, on a remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company for the year ending March 31, 2004.

9. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956 and the Banking Regulation Act, 1949, the Board of Directors of the Company be and is hereby authorised to appoint branch auditors, in consultation with the Statutory Auditors, as and when required, to audit the accounts in respect of the Company's branches/offices in India and abroad and to fix their remuneration, based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit.

### SPECIAL BUSINESS

10. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

RESOLVED that Mr. P. C. Ghosh, in respect of whom the Company has received Notices in writing along with a deposit of Rs.500 for each Notice, from some of its Members proposing him as a candidate for the office of Director under the provisions of Section 257 of the Companies Act, 1956, and who is eligible for appointment to the office of the Director, be and is hereby appointed a Director of the Company.

11. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

RESOLVED that Mr. M. K. Sharma, in respect of whom the Company has received Notices in writing along with a deposit of Rs.500 for each Notice, from some of its Members proposing him as a candidate for the office of Director under the provisions of Section 257 of the Companies Act, 1956, and who is eligible for appointment to the office of the Director, be and is hereby appointed a Director of the Company.

12. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

RESOLVED that, in partial modification of the Resolution passed by the Members at the Eighth Annual General Meeting held on September 16, 2002, *vide* Item No.14 of the Notice convening that Meeting, relating to appointment of and payment of remuneration to Ms. Lalita D. Gupte as the Joint Managing Director, the salary range of Ms. Lalita D. Gupte, Joint Managing Director, be revised to Rs.200,000 - Rs.650,000 per month, subject to the approval of Reserve Bank of India, other terms and conditions remaining the same.

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13. To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

RESOLVED that subject to the provisions of the Companies Act, 1956, Securities Contracts (Regulation) Act, 1956 and the Rules framed thereunder, the Listing Agreements, the Securities and Exchange Board of India (Delisting of Securities) Guidelines - 2003, and all other applicable laws, rules, regulations and guidelines and subject to such approvals, permissions

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and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the authority while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board), the consent of the Company be and is hereby accorded to the Board to delist the equity shares of the Company from the Calcutta Stock Exchange Association Limited, Delhi Stock Exchange Association Limited and Madras Stock Exchange Limited, as also to delist the equity shares and bonds of the Company from the Vadodara Stock Exchange Limited.

### NOTES:

- a. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Item Nos. 8 to 13 set out in the Notice is annexed hereto.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED/CORPORATE OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- c. Members holding shares in physical form are requested to immediately notify any change in their address to the Registrar and Transfer Agents of the Company, ICICI Infotech Limited, at Maratha Mandir Annexe, Dr. A.R. Nair Road, Mumbai Central, Mumbai 400 008, quoting their Folio Number(s). Members holding shares in electronic form may update such details with their respective Depository Participants.
- d. Members are requested to note that the Company's shares are under compulsory demat trading for all investors. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience in future.
- e. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, August 6, 2003 to Monday, August 25, 2003 (both days inclusive).

Dividend on equity shares for the year ended March 31, 2003, if declared at the Meeting, will be paid on and from Tuesday, August 26, 2003:

- (i) to those Members whose names appear on the Register of Members of the Company, at the close of business hours on Monday, August 25, 2003, after giving effect to all valid transfers in physical form lodged with the Company and its Registrar and Transfer Agents on or before Tuesday, August 5, 2003; and
- (ii) in respect of shares held in electronic form, on the basis of beneficial ownership as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the close of business hours on Tuesday, August 5, 2003.

In terms of the Securities and Exchange Board of India directives, shares issued by companies should be *pari passu* in all respects, including dividend entitlement, and hence, the equity shares allotted by the Company during the period April 1, 2003 to August 5, 2003 under the Employee Stock Option Scheme of the Company, will be entitled for full dividend that may be declared for the financial year ended March 31, 2003.

- f. In order to avoid fraudulent encashment of dividend warrants, Members are requested to send to the Registrar and Transfer Agents of the Company, ICICI Infotech Limited, at above mentioned address under the signature of the Sole/First Joint holder, the information relating to name and address of the banker, branch, pin code number and particulars of bank account, so that it can be printed on the dividend warrants.
- g. Pursuant to the provisions of Section 205A of the Companies Act, 1956, the amount of unclaimed dividend up to the financial year ended March 31, 1995 has been transferred to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978.

Consequent upon the amendment of Section 205A of the Companies Act, 1956 and the introduction of Section 205C by the Companies (Amendment) Act, 1999, the amount of dividend remaining unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government and thereafter no payments shall be made by the Company or

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by the IEPF in respect of such amounts.

Members who have not yet encashed their dividend warrant(s) for the financial year ended March 31, 1996 and subsequent years, are requested to make their claims to the Registrar and Transfer Agents of the Company, ICICI Infotech Limited, without any delay.

- h. Members may avail the nomination facility as provided under Section 109A of the Companies Act, 1956.

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- i. Pursuant to the requirements of the Listing Agreements of Stock Exchanges on Corporate Governance, the information about the Directors proposed to be appointed/re-appointed is given in the Annexure to the Notice.
- j. Members desirous of getting any information about the accounts and operations of the Company are requested to write to the Company at least seven days before the date of the Meeting.
- k. All documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered/Corporate Office of the Company between 10.30 a.m. and 12.30 p.m. on all working days from the date hereof up to the date of the Meeting.

By Order of the Board

JYOTIN MEHTA  
General Manager &  
Company Secretary

Mumbai, July 25, 2003

<b>Registered Office:</b>	<b>Corporate Office:</b>
Landmark	ICICI Bank Towers
Race Course Circle	Bandra-Kurla Complex
Vadodara 390 007	Mumbai 400 051

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**Explanatory Statement**

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**Item No. 8**

N. M. Rajji & Co., and S. R. Batliboi & Co., Chartered Accountants were appointed as statutory auditors of the Company for the year 2002-2003 at the last Annual General Meeting and their term of office ends at the conclusion of this Annual General Meeting. S. R. Batliboi & Co. were appointed statutory auditors of the Company for the first time in fiscal 2003. N. M. Rajji & Co. had been auditors of erstwhile ICICI Limited ( ICICI ) for several years (with gaps in some years) since 1956. They were the sole auditors of ICICI from 1992 to 1997 and, thereafter, one of the joint auditors till the merger of ICICI with the Company.

Reserve Bank of India (RBI) recommends rotation of statutory auditors for banks and does not permit appointment of the same firm as statutory auditors for a period exceeding four years in succession for a bank. In view of this, on the recommendation of the Audit Committee, the Board of Directors of the Company at its Meeting held on June 27-28, 2003 recommended the appointment of S. R. Batliboi & Co., Chartered Accountants, as the statutory auditors of the Company to hold office from the conclusion of the Annual General Meeting to be held on August 25, 2003 until the conclusion of the next Annual General Meeting, subject to the approval of RBI. As required under the provisions of Section 30 of the Banking Regulation Act, 1949, the approval of RBI has been received *vide* their letter dated July 4, 2003.

S. R. Batliboi & Co., have forwarded a certificate to the Company stating that their appointment, if made, will be within the limits specified in sub-section (1B) of Section 224 of the Companies Act, 1956. Further, they have confirmed that they are not disqualified to be appointed as auditors under Section 226 of the Companies Act, 1956.

The Resolution at Item No. 8 is a Special Notice as required under Sections 190 and 225 of the Companies Act, 1956 for appointment of S. R. Batliboi & Co., Chartered Accountants, as the statutory auditors of the Company. A copy of Special Notice has been sent to N. M. Rajji & Co., Chartered Accountants. The Bank has not received any representation from them till date in this regard.

The Directors recommend the appointment of S. R. Batliboi & Co., Chartered Accountants, as the statutory auditors of the Company.

No Director is in any way concerned or interested in the Resolution at Item No. 8 of the Notice.

**Item No. 9**

The Company has a wide network of branches in various locations in India and is also in the process of establishing its business in various countries abroad, by setting up representative offices and opening of branches. The Company may need to appoint auditors for auditing the accounts of these branches/offices. Pursuant to the provisions of Section 228 of the Companies Act, 1956, it is proposed to delegate the authority to the Board of Directors of the Company to appoint branch auditors in consultation with the statutory auditors, as and when required, to audit the accounts in respect of the Company's branches/offices in India and abroad and to fix their remuneration, based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit.

The Directors recommend the adoption of Resolution at Item No. 9 of the Notice.

No Director is in any way concerned or interested in the Resolution at Item No. 9 of the Notice.

**Item No. 10**

Mr. P. C. Ghosh, who has been appointed as an additional Director under Section 260 of the Companies Act, 1956 effective January 31, 2003 holds office up to the date of the Ninth Annual General Meeting of the Company as provided under Article 135 of the Articles of Association of the Company but is eligible for appointment. In terms of Section 257 of the Companies Act, 1956, the Company has received Notices in writing along with a deposit of Rs.500 for each Notice, from some of its Members signifying their intention to propose the candidature of Mr. P. C. Ghosh for the office of the Director.

The Directors recommend the appointment of Mr. P. C. Ghosh.

Except Mr. P. C. Ghosh, no Director is in any way concerned or interested in the Resolution at Item No. 10 of the Notice.

**Item No. 11**

Mr. M. K. Sharma, who has been appointed as an additional Director under Section 260 of the Companies Act, 1956 effective January 31, 2003 holds office up to the date of the Ninth Annual General Meeting of the Company as provided under Article 135 of the Articles of Association of the Company but is eligible for appointment. In terms of Section 257 of the Companies Act, 1956, the Company has received Notices in writing along with a deposit of Rs.500 for each Notice, from some of its Members signifying their intention to propose the candidature of Mr. M. K. Sharma for the office of the Director.

The Directors recommend the appointment of Mr. M. K. Sharma.

Except Mr. M. K. Sharma, no Director is in any way concerned or interested in the Resolution at Item No. 11 of the Notice.

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**Item No. 12**

The appointment of and payment of remuneration to Ms. Lalita D. Gupte, as the Joint Managing Director of the Company, effective May 3, 2002 up to June 23, 2004, was approved by the Members at the Eighth Annual General Meeting held on September 16, 2002. The Members had approved the payment of salary to Ms. Lalita D. Gupte in the range of Rs.200,000 - Rs.400,000 per month. It is necessary to revise the salary range proposed, in order to enable annual increments in the salary with the approval of the Board. In view of this, based on the recommendation of the Board Governance & Remuneration Committee, the Board of Directors, at its Meeting held on July 25, 2003, approved revision of the salary range of Rs.200,000 - Rs.650,000 per month for Ms. Lalita D. Gupte, subject to the approval of the Members and Reserve Bank of India.

This Explanatory Statement may be treated as an abstract under Section 302 of the Companies Act, 1956.

The Directors recommend the adoption of the Resolution at Item No.12 of the Notice.

Except Ms. Lalita D. Gupte, no Director is in any way concerned or interested in the Resolution at Item No.12 of the Notice.

**Item No. 13**

The equity shares of the Company are listed and traded since September 1997 on six stock exchanges in India, namely, Vadodara Stock Exchange Limited (VSE) (Regional Stock Exchange), The Stock Exchange, Mumbai (BSE), National Stock Exchange of India Limited (NSE), Calcutta Stock Exchange Association Limited (CSE), Delhi Stock Exchange Association Limited (DSE) and Madras Stock Exchange Limited (MSE). ICICI Bank is one of the scrips specified by the Securities and Exchange Board of India for compulsory settlement in dematerialised form since May 31, 1999.

The bonds issued to the public from time to time by ICICI are listed on BSE and NSE. The bonds issued to the public in February and March 2002 by ICICI and the bonds issued by the Company during the fiscal 2003 are listed on BSE, NSE and VSE. There is no trading in the bonds listed on VSE.

A summary of trading volumes of equity shares of the Company on all the six stock exchanges in India during the last four years is given below:

**No. of equity shares traded during  
the year ended March 31,**

<b>Stock exchanges where listed</b>	<b>2000</b>	<b>2001</b>	<b>2002</b>	<b>2003</b>
Vadodara Stock Exchange Limited	Nil	Nil	Nil	Nil
The Stock Exchange, Mumbai	53,786,082	40,334,381	38,860,121	169,872,869
National Stock Exchange of India Limited	42,389,133	45,362,983	57,740,587	124,087,835
Calcutta Stock Exchange Association Limited	619,010	348,843	622,770	132,563
Delhi Stock Exchange Association Limited	2,860,793	1,792,592	177,287	Nil
Madras Stock Exchange Limited	56,000	15,210	23,000	20,000

*Source:* Stock exchanges and Bridge Telerate

As may be observed, there was no trading in the shares on VSE; low trading on CSE, DSE and MSE and active trading only on BSE and NSE. With the extensive networking of BSE/NSE, the extension of BSE/NSE terminals to other cities and online trading facility provided by broking companies, investors are able to trade in the equity shares of the Company across the country, even if these are not listed on local stock exchanges.

The Securities and Exchange Board of India (Delisting of Securities) Guidelines - 2003, allow companies to seek voluntary delisting of their securities from all stock exchanges, by giving an exit opportunity to the shareholders. When voluntary delisting is sought only from some of the exchanges, no exit opportunity is required to be given to the shareholders, so long as the securities continue to be listed on a stock exchange having nation wide trading terminals. However, the approval of the Board of Directors and the Members of the Company is required for delisting of equity shares from any stock exchange. There is no compulsion for companies to remain listed on any stock exchange merely because it is a regional stock exchange.

In view of the above, the Board of Directors of the Company has approved the proposal for delisting of the equity shares of the Company from CSE, DSE and MSE, as also to delist the equity shares and bonds of the Company from VSE, subject to the approval of the Members and such other approvals as may be required.

The proposed delisting, if and when it takes place, will not adversely affect the investors as the Company's equity shares/bonds would continue to be listed and traded on BSE and NSE. Hence, no exit opportunity is required to be given as per Delisting guidelines issued by SEBI. The delisting will take effect after all approvals, permissions and sanctions are received. The exact date on and from which the delisting will take effect would be suitably notified.

The Directors recommend the adoption of the Resolution at Item No. 13 of the Notice.

No Director is in any way concerned or interested in the Resolution at Item No. 13 of the Notice.

By Order of the Board

JYOTIN MEHTA  
General Manager &  
Company Secretary

Mumbai, July 25, 2003

**Registered Office:      Corporate Office:**

Landmark	ICICI Bank Towers
Race Course Circle	Bandra-Kurla Complex
Vadodara 390 007	Mumbai 400 051



## Annexure

**PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED**

1. **Mr. Somesh R. Sathe** was first appointed on the Board on January 29, 1998. He holds a Bachelor's degree in Science Mechanical Engineering and has specialised knowledge of small scale industries. He is a technocrat entrepreneur.

### Other Directorships

### Committee Memberships

#### Name of Company

#### Name of Committee

Arbes Tools Private Limited, *Managing Director*  
 ESSP Meditek Private Limited, *Managing Director*  
 Sukeshan Equipment Private Limited, *Managing Director*

**ICICI Bank Limited**  
 Audit Committee  
 Agriculture & Small Enterprises Business Committee  
 Credit Committee  
 Share Transfer & Shareholders /Investors Grievance Committee

2. **Mr. Anupam Puri** was first appointed on the Board effective May 3, 2002. He holds various degrees, viz., Masters in Philosophy and Masters of Arts in Economics from Oxford University and Bachelor of Arts in Economics from Delhi University. From 1970 to 2000, he worked with McKinsey & Company, a leading management consultancy firm. He worked globally with corporate clients in several industries on strategy and organisational issues, and also served several governments and multilateral institutions on public policy.

### Other Directorships

### Committee Memberships

#### Name of Company

#### Name of Committee

Daksha eServices Private Limited  
 Dr. Reddy's Laboratories Limited  
 Godrej Consumer Products Limited  
 Mahindra British Telecom Limited  
 Mahindra & Mahindra Limited

**Dr. Reddy's Laboratories Limited**  
 Nomination Committee, *Chairman*  
 Audit Committee  
**Godrej Consumer Products Limited**  
 Human Resources Committee, *Chairman*  
 Audit Committee  
**Mahindra British Telecom Limited**  
 Audit Committee  
**ICICI Bank Limited**  
 Business Strategy Committee  
 Board Governance & Remuneration Committee

3. **Prof. Marti G. Subrahmanyam** was first appointed on the Board effective May 3, 2002. He is the Charles E. Merrill Professor of Finance and Economics in the Stern School of Business at New York University. He holds a degree in mechanical engineering from the Indian Institute of Technology, Chennai, a post-graduate diploma in business administration from the Indian Institute of Management, Ahmedabad and a doctorate in finance and economics from the Massachusetts Institute of Technology. He is an expert in the areas of corporate finance, capital markets and international finance.

### Other Directorships

### Committee Memberships

<b>Name of Company</b>	<b>Name of Committee</b>
Infosys Technologies Limited	<b>Infosys Technologies Limited</b>
Mannariah & Sons Private Limited	Compensation Committee, <i>Chairman</i>
Nexgen Financial Holdings Limited	Audit Committee
Nexgen Re Limited	<b>Nexgen Financial Holdings Limited</b>
Nomura Asset Management (U.S.A.) Inc.	Research Committee, <i>Chairman</i>
Supply Change Inc.	Audit Committee
Usha Communications Inc.	<b>Usha Communications Inc.</b>
	Audit Committee, <i>Chairman</i>
	Compensation Committee
	<b>ICICI Bank Limited</b>
	Risk Committee

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4. **Ms. Kalpana Morparia** was first appointed on the Board effective May 3, 2002. She holds Bachelor's degrees in Science and Law. She joined erstwhile ICICI Limited (ICICI) in the Legal Department in 1975. She was actively involved with several resource mobilisation initiatives of ICICI which included international offerings of debt and equity such as the issue of a Global Medium Term Note programme, a Global Depository Receipts issue, Yankee Fixed Rate Bonds issue, Euro Convertible Bonds and the American Depository Receipts issue. Since 1996, she was in-charge of several departments in ICICI including legal, human resources, treasury, corporate communications, planning and strategic support and special projects and was designated Senior General Manager of ICICI in 1998. She was appointed on the Board of ICICI as Executive Director in May 2001. The Board, at its Meeting held on April 26, 2002, appointed Ms. Kalpana Morparia as Executive Director of the Company effective May 3, 2002 upto April 30, 2006, which was approved by the Reserve Bank of India and the Members at their Annual General Meeting (AGM) held on September 16, 2002. Ms. Morparia is responsible for the Corporate Centre which includes the finance, risk, human resources, legal, corporate communications and strategy functions.

In terms of resolutions passed at the AGM held on September 16, 2002, if Ms. Kalpana Morparia is re-appointed as a Director immediately on retirement by rotation, she shall continue to hold her office of Executive Director and such retirement by rotation and re-appointment as a Director shall not be deemed to constitute a break in her appointment as Executive Director.

<b>Other Directorships</b>	<b>Committee Memberships</b>
<b>Name of Company</b>	<b>Name of Committee</b>
ICICI Investment Management Company Limited, <i>Chairperson</i>	<b>ICICI Home Finance Company Limited</b>
ICICI Home Finance Company Limited	Management Committee
ICICI Lombard General Insurance Company Limited	<b>ICICI Lombard General Insurance Company Limited</b>
ICICI Prudential Life Insurance Company Limited	Board Governance Committee
ICICI Securities Limited	<b>ICICI Prudential Life Insurance Company Limited</b>
(formerly ICICI Securities and Finance Company Limited)	Audit Committee
ICICI Venture Funds Management Company Limited	<b>ICICI Securities Limited</b>
	Audit Committee

**ICICI Venture Funds Management Company Limited**

Audit Committee

Remuneration Committee

**ICICI Bank Limited**

Asset Liability Management Committee

Committee of Directors

Share Transfer & Shareholders /Investors Grievance Committee

5. **Mr. P. C. Ghosh** was first appointed on the Board on January 31, 2003. He is the Chairman of General Insurance Corporation of India (GIC) since October 4, 2002. He holds a Bachelor's degree in Science (Physics) and B.Tech. (Mechanical) from Indian Institute of Technology, Chennai. He joined the insurance industry in 1974 as Insurance Executive in United India Insurance Company Limited and worked in various functional areas such as engineering, techno-marketing, reinsurance, foreign operations and personnel. Between 1992 and 2001, he worked with National Insurance Company Limited and The Oriental Insurance Company Limited. He was the Managing Director of GIC from March 1, 2001 to October 3, 2002. He has also been a speaker in insurance and risk management conferences and seminars.

**Other Directorships**

**Committee Memberships**

**Name of Company**

**Name of Committee**

General Insurance Corporation of India, *Chairman*  
 GIC Asset Management Company Limited, *Chairman*  
 GIC Housing Finance Limited, *Chairman*  
 Loss Prevention Association of India Limited, *Chairman*  
 India International Insurance Pte. Limited, *Chairman*  
 Deposit Insurance and Credit Guarantee Corporation  
 ECE Industries Limited  
 Export Credit Guarantee Corporation of India Limited  
 Indian Register of Shipping  
 Kenindia Assurance Company Limited  
 Life Insurance Corporation of India  
 Southern Petrochemical Industries Corporation Limited

**General Insurance Corporation of India**  
 Investment Committee, *Chairman*  
**Life Insurance Corporation of India**  
 Investment Committee  
 Executive Committee

6. **Mr. M. K. Sharma** was first appointed on the Board on January 31, 2003. He is currently the Vice-Chairman of Hindustan Lever Limited. He holds Bachelor's Degree in Arts and Bachelor's of Law Degree from Canning College University of Lucknow. He has also completed his Post Graduate Diploma in Personnel Management from Department of Business Management, University of Delhi and Diploma in Labour Laws in Indian Law Institute, Delhi. After a six year stint in DCM Limited, he joined Hindustan Lever Limited in 1974 as Legal Manager and worked in various areas including taxation, shares and legal. He was inducted on the Board of Hindustan Lever Limited in August 1995.

**Other Directorships**

**Committee Memberships**

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<b>Name of Company</b>	<b>Name of Committee</b>
Hindustan Lever Limited, <i>Vice-Chairman</i>	<b>Hindustan Lever Limited</b>
Vasishti Detergents Limited, <i>Chairman</i>	Investor Grievances Committee
Hind Lever Chemicals Limited	<b>Vasishti Detergents Limited</b>
Hind Lever Trust Limited	Investor Grievances Committee, <i>Chairman</i>
Indexport Limited	<b>Hind Lever Chemicals Limited</b>
Lever India Exports Limited	Audit Committee
Nepal Lever Limited	Remuneration Committee
TOC Disinfectants Limited	Investor Grievances Committee
	<b>ICICI Bank Limited</b>
	Agriculture & Small Enterprises Business Committee

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By Order of the Board

JYOTIN MEHTA  
General Manager &  
Company Secretary

Mumbai, July 25, 2003

**Registered Office:      Corporate Office:**

Landmark	ICICI Bank Towers
Race Course Circle	Bandra-Kurla Complex
Vadodara 390 007	Mumbai 400 051

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## **Our customers are our singular focus.**

Our strategies are therefore built around this focus to seek new ways to make banking safer, simpler and smarter.

It is our constant effort to anticipate customer needs and offer value-added propositions to fulfil them. Our multi-channel, technology-driven distribution system enables our customers 24x7 access, country-wide.

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Our committed team of employees, equipped with world-class technology and financial skills, works to devise new solutions, enhance our responsiveness to customer needs and improve our services. So that we can help to make their lives easier and contribute to some of the important decisions at various stages in their lives.

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## Message from the Chairman

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The Indian banking system has seen sweeping changes over the years. During the course of my association with the sector, I have witnessed the nationalisation of the banking system and, after over two decades of virtual government monopoly, the new beginning made in the wake of liberalisation, by allowing private participation in the sector. While nationalisation was aimed at fostering developmental objectives determined by national policy, the primary aim of the liberalisation initiative was to bring in much-needed private capital and entrepreneurial spirit into the banking sector, improving its efficiency and giving an impetus to its growth on the lines seen in developed markets. In the short span of time that they have been in existence, the leading new private sector banks have truly revolutionised banking in India. Their focus on technology and customer convenience has brought about a paradigm shift in the banking business. Indeed, this has now led to a significant change in the orientation of the public sector banks as well, as they too begin to focus on shareholder value creation and customer satisfaction.

We at ICICI Bank have been at the forefront of this change down the years. Our strategic initiatives over the years have led to our position today as the second largest bank in India and a leading

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provider of banking and other financial services to corporate and retail customers. Our pioneering new approaches to banking and our focus on extending the availability of technology-driven convenience to a large customer base have resulted in rapid business growth. We have achieved leadership positions across diverse businesses, from retail credit to life insurance. We have completed our transformational change from a single product financial services company to a true universal bank. Going forward, the key challenges for the Bank are to maintain its leadership positions in these businesses and expand and deepen its penetration in others. The Bank will also continue to focus on proactively addressing the legacy issue of distressed debt, and operationalise its strategies in this area in coordination with other participants in the financial system.

While we have today built stable businesses that we believe will deliver sustainable value to our stakeholders, there are also many exciting opportunities for further growth. The banking sector has focused primarily on the urban segment, with rural banking being

viewed as a regulatory burden. We believe that rural India represents the new frontier in banking, offering a vast, untapped market for integrated technology-driven banking and financial services. These include the whole gamut of financial products ranging from agricultural credit to consumer credit, liability products and insurance. Our strategy in this segment will be built around a deep understanding of rural income and cash flows and financial needs, and use of technology to deliver a high level of service to the rural customer base without the high cost of operations associated with traditional rural banking models.

As the economy grows more resilient and legacy issues are resolved, the Indian banking sector is indeed entering a significant new phase. We believe that ICICI Bank is well-placed to capitalise on emerging opportunities, as it reaches out to new markets in India and the world. We look forward to the future with enthusiasm and hope.

N. VAGHUL

*Chairman*

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## Board of Directors

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N. Vaghul

*Chairman*

Uday M. Chitale

P. C. Ghosh

Satish C. Jha

Lakshmi N. Mittal

Anupam Puri

Vinod Rai

Somesh R. Sathe

R. Seshasayee

M.K. Sharma

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P. M. Sinha

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Marti G. Subrahmanyam

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K.V. Kamath

*Managing Director & CEO*

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Lalita D. Gupte

*Joint Managing Director*

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Kalpana Morparia

*Executive Director*

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S. Mukherji

*Executive Director*

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Chanda D. Kochhar

*Executive Director*

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Nachiket Mor

*Executive Director*

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## Board Committees

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### **AUDIT COMMITTEE**

R. Seshasayee, *Chairman*  
Uday M. Chitale  
Somesh R. Sathe

### **BUSINESS STRATEGY COMMITTEE**

N. Vaghul, *Chairman*  
Anupam Puri  
R.Seshasayee  
P. M. Sinha  
K.V. Kamath

### **SHARE TRANSFER & SHAREHOLDERS INVESTORS GRIEVANCE COMMITTEE**

Uday M. Chitale, *Chairman*  
Somesh R. Sathe  
Kalpana Morparia  
Chanda D. Kochhar (from 01-06-2003)

### **AGRICULTURE & SMALL ENTERPRISES BUSINESS COMMITTEE**

N. Vaghul, *Chairman*

### **CREDIT COMMITTEE**

N. Vaghul, *Chairman*  
Satish C. Jha  
Somesh R. Sathe  
K.V. Kamath

### **COMMITTEE OF DIRECTORS**

K.V. Kamath, *Chairman*  
Lalita D. Gupte  
Kalpana Morparia  
S. Mukherji



Satish C. Jha  
Somesh R. Sathe  
P. M. Sinha  
M. K. Sharma

Chanda D. Kochhar  
Nachiket Mor

**BOARD GOVERNANCE &  
REMUNERATION COMMITTEE**

N. Vaghul, *Chairman*  
Anupam Puri  
R. Seshasayee  
P. M. Sinha

**RISK COMMITTEE**

N. Vaghul, *Chairman*  
Uday M. Chitale  
Marti G. Subrahmanyam  
K.V. Kamath

**ASSET LIABILITY  
MANAGEMENT COMMITTEE**

Lalita D. Gupte, *Chairperson*  
Kalpana Morparia  
S. Mukherji  
Chanda D. Kochhar  
Nachiket Mor

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## Senior Management

**SENIOR GENERAL  
MANAGERS**

Achintya Karati  
Balaji Swaminathan  
Bhargav Dasgupta  
M. N. Gopinath  
Madhabi Puri Buch

N. S. Kannan  
P. H. Ravikumar  
Sanjiv Kerkar  
V. Vaidyanathan

Jyotin Mehta,

*General Manager & Company Secretary*

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## Dear Stakeholders

Fiscal 2003 was a historic year for us, being our first year of operations as an integrated entity following the merger of ICICI with ICICI Bank. The year commenced with certain challenges of effecting the transition quickly and efficiently; and of leveraging the new business model to achieve leadership in the focus areas that we had identified for ourselves.

It gives us considerable satisfaction that we have successfully met these challenges, and indeed, even exceeded our expectations in certain areas. We had already complied with the regulatory requirements for the merger in fiscal 2002 itself; on receiving regulatory approvals in early fiscal 2003, we were able to seamlessly combine the merging entities into one single operating structure. We had identified retail credit as a key area of opportunity, since the fundamentals of the Indian economy provide the basis for sustainable growth in this segment. In fiscal 2003, we rapidly strengthened our position in the retail credit market, with continuing innovations in product design, marketing and distribution. We expanded our presence to new locations and increased the depth of our penetration in existing markets. We swiftly moved ahead of the competition, emerging as the market leader in retail credit in India. We leveraged our technology-driven distribution network to grow our deposit base by fifty per cent, about four times the rate of growth in the banking system as a whole. This

enabled us to replace a large part of our legacy high cost borrowings. These achievements resulted in a fundamental and dramatic shift in the composition of our balance sheet, bringing about greater diversity and stability in both our asset mix and our funding profile.

Fiscal 2003 saw several other milestones for ICICI Bank. We continued to focus on optimal utilisation of our retail distribution and servicing capabilities to offer enhanced customer convenience and a wide range of in-house and third party products. We commenced our international foray in key target geographies. This initiative, which already contributes significantly to our deposit base, should gather momentum in the coming years as we obtain regulatory approvals and expand our operations. We centralised and re-engineered our corporate banking services, leveraging technology to create a platform capable of delivering customised, high quality solutions to our clients. Our insurance subsidiaries achieved leadership in their areas of business, with the general insurance subsidiary breaking even in its first full year of operations.

The year saw landmark legislative and regulatory initiatives to facilitate asset resolution in the Indian banking system. We were proactive in implementing strategies to benefit from these initiatives, resulting in significant progress in restructuring and recoveries. We also successfully placed a 16% stake in ICICI Bank, held by ICICI prior to the merger, with strategic and institutional investors. We became the only Indian company to have an investment grade international credit rating, one notch higher than the sovereign ceiling, when Moody's upgraded our long-term foreign currency debt rating.

We have now created a platform that gives us the capability to capitalise on opportunities in all segments of our business, both retail and wholesale. Our strategic intent is to sharpen our focus on key areas with a view to maximise value. With the continued support and participation of all our stakeholders – investors, customers, employees – we aim to consolidate our position as India's leading financial services provider.

## Product Portfolio

### CORPORATE BANKING

Corporate Solutions  
Government Solutions  
Capital Market Services  
Agriculture Finance  
Structured Finance

### RETAIL BANKING

Home Loans  
Car & Two Wheeler Loans  
Consumer/Personal Loans  
Savings & Term Deposits  
Salary Accounts

<b>Project Finance</b>	<b>Roaming Current Accounts</b>
<b>Infrastructure Finance</b>	<b>Investment Products</b>
<b>Term Loans</b>	<b>Private Banking</b>
<b>Working Capital Finance</b>	<b>NRI Services</b>
<b>Cash Management Services</b>	<b>Demat Services</b>
<b>Trade Finance Services</b>	<b>Credit &amp; Debit Cards</b>
<b>International Banking</b>	<b>Smart Cards</b>
<b>Treasury Services</b>	<b>Bill Payment Services</b>
<b>Corporate Internet Banking</b>	<b>E-Cheques</b>
<b>Corporate Advisory</b>	<b>Branches</b>
<b>Custodial Services</b>	<b>ATMs</b>
<b>Professional Clearing Membership Services</b>	<b>Internet Banking Phone Banking</b>

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## Business Overview

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### ECONOMIC OVERVIEW

The Indian economy recorded satisfactory performance in fiscal 2003, despite negative factors such as the below-normal monsoon, subdued global economic activity and trade and uncertainties over the situation in West Asia. The overall GDP growth was estimated at 4.4% according to the Central Statistical Organisation (CSO). The low growth in agriculture consequent to the below-normal monsoon was offset by a robust performance by the industrial and services sectors, which are estimated to have grown by 6.1% and 7.1% respectively in fiscal 2003. Industrial recovery was primarily driven by the manufacturing sector, especially textiles, steel, cement, transport equipment and consumer non-durables. Domestic demand for basic goods like steel and cement was supported by highway construction activity and the housing sector.

The non-agricultural recovery was accompanied by continued macroeconomic stability, moderate inflation, orderly currency market conditions and comfortable foreign exchange reserves. Exports in dollar terms rose by 17.9% and exceeded US \$ 50 billion. The current account recorded a surplus for the second consecutive year. The growth in exports was achieved despite the subdued global economic situation, primarily on account of prudent exchange rate management and the increasing importance of new markets. The growth in merchandise and services exports, leading to healthy current account inflows, was partially responsible for the rapid increase in the foreign exchange reserves, which at the end of fiscal 2003 stood at US \$ 75.4 billion. Non-debt capital inflows also contributed significantly to the increase in foreign exchange reserves. The Indian rupee remained stable vis-à-vis the US dollar over the year.

The average annual rate of inflation in terms of the Wholesale Price Index (WPI) was 5.8% at the end of March 2003. Comfortable foreign exchange reserves and buffer food stocks ensured that the deficient monsoon did not adversely impact inflationary trends during the year. The interest rate regime continued to remain soft during fiscal 2003. The mid-term review of the monetary and credit policy by Reserve Bank of India (RBI) in October 2002 had announced a reduction in the bank rate by 25 basis points to 6.25%, the lowest since 1973. The Union Budget for fiscal 2004 maintained the low interest rate environment by reducing rates on small savings schemes by 100 basis points. Subsequently, RBI also reduced the savings deposit rate and repo rate by 50 basis points. RBI's monetary and credit policy in April 2003 further reduced the bank rate by 25 basis points to 6.0% and the Cash Reserve Ratio (CRR) to 4.50%.

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### LIFE ON THE GO

I got the easiest accessibility with the **ICICI Bank ATM network**.  
I can now access my account anywhere and anytime.  
This makes things so much more convenient and easy.

**24x7 convenience through India's largest network of around 1700 ATMs More than 50% of transactions through ATMs**

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## Business Overview

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Despite the fact that it was a subdued year for equity capital markets, the National Stock Exchange (NSE) and the Stock Exchange, Mumbai (BSE) ranked third and sixth respectively in the world with respect to number of transactions. The year also witnessed important structural changes in the capital markets. The equity markets have now absorbed a new market design, with rolling settlement and equity derivatives trading. The Unit Trust of India (UTI) Act was repealed to restructure UTI into UTI-1 and UTI-2. The Union Budget for fiscal 2004 has provided a favourable tax regime for equity capital markets. The Union Budget has also proposed a separation of ownership and management of stock exchanges. In January 2003, Government bonds started trading on the exchanges.

The Indian economy has displayed considerable strength and resilience, and the prospects for sustained growth are favourable.

### **FINANCIAL SECTOR OVERVIEW**

The process of financial sector reforms that began a decade ago received further momentum in fiscal 2003. The reforms were aimed at improving the asset resolution and recovery environment, strengthening the regulatory mechanism and increasing operational efficiency. The enactment of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest (SARFAESI) Act significantly strengthened the ability of lenders to enforce their security for recovery of dues from borrowers. The Act also created an enabling legal framework for asset reconstruction companies and for securitisation in general. ICICI Bank and other banks and institutions have taken the initiative to incorporate Asset Reconstruction Company (India) Limited (ARCIL) in order to give impetus to the resolution of distressed assets in the Indian financial system.

As a step towards strengthening the supervisory mechanism, RBI is undertaking risk-based supervision of banks on a pilot basis. RBI is also examining the impact of the new Basel capital accord on the Indian banking system. The Union Budget has raised the Foreign Direct Investment (FDI) limit in private sector banks to 74.0%. This would facilitate the setting up of subsidiaries by foreign banks as well as foreign investment in private sector banks.

In the securities market, the emphasis during the year was on strengthening the regulatory framework and undertaking structural reforms that seek to foster liquidity and market efficiency. Furthermore, with a view to investigate frauds in the stock market it was decided to set up a Securities Fraud Office (SFO) with a multidisciplinary team of experts, in the Department of Company Affairs. The year also saw the grant of approval to an

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### **LIFE AT HOME**

I got the best deal with **ICICI Bank Home Loans**. We could buy our dream home right from where we were. With ICICI Bank's doorstep service, easy instalment options and fast execution, our dream is now a reality.

**Doorstep service and innovative deals from India s leading home loan provider for 2002-2003 More than 2.4 lacs houses financed in the year**

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## Business Overview

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ICICI Bank-led consortium for the setting up of a multi-commodity exchange for trading in various commodities.

### **ORGANIZATION STRUCTURE**

ICICI Bank s organizational structure is designed to support its business goals, and is flexible while at the same time seeking to ensure effective control and supervision and consistency in standards across business groups. The organization structure is divided into five principal groups Retail Banking, Wholesale Banking, Project Finance & Special Assets Management, International Business and Corporate Centre.

The Retail Banking Group comprises ICICI Bank s retail assets business including various retail credit products, retail liabilities (including our own deposit accounts and services as well as distribution of third party liability products), and credit products and banking services for the small enterprises segment.

The Wholesale Banking Group comprises ICICI Bank s corporate banking business including credit products and banking services, with dedicated groups for corporate clients, Government sector clients, financial institutions and rural and micro-banking and agri-business. Structured finance, credit portfolio management and proprietary trading also form part of this group.

The Project Finance Group comprises our project finance operations for infrastructure, oil & gas and manufacturing sectors. The Special Assets Management Group is responsible for large non-performing and restructured loans.

The International Business Group is responsible for ICICI Bank s international operations, including its entry into various geographies as well as products and services for non-resident Indians (NRIs).

The Corporate Centre comprises all shared services and corporate functions, including finance and balance sheet management, secretarial, investor relations, risk management, legal, human resources and corporate branding and communications.

### **BUSINESS REVIEW**

During fiscal 2003, ICICI Bank successfully continued the process of diversifying its asset base and building a de-risked portfolio. Our ability to develop customized solutions, our speed of execution and our successful leveraging of technology have helped us develop innovative financial solutions for our customers in diverse areas such as the retail segment, agri-business and the corporate sector.

**LIFE ON THE FAST TRACK**

I got the best deal with **ICICI Bank Auto Loans**.  
Thanks to the simple documentation and formalities,  
easy instalments and friendly service, I am in top gear today!

**Reaching out to customers in more than 400 cities across India Largest financier of auto loans with more than 30%  
market share More than 1.2 lac cars financed in 2002-2003**

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## **Business Overview**

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### **Retail Banking**

Retail banking is a key element of our growth strategy. With upward migration of household income levels, increasing affordability of retail finance and acceptance of use of credit to finance purchases, retail credit has emerged as a rapidly growing opportunity for banks that have the necessary skills and infrastructure to succeed in this business. ICICI Bank has capitalized on the growing retail opportunity in India and has emerged as a market leader in retail credit. The key dimensions of our retail strategy are innovative products, parity pricing, customer convenience, strong processes and customer focus. 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.

ICICI Bank offers a wide range of retail credit products. We have expanded the market significantly over the last few years by taking organized retail credit to a large number of high-potential markets in India, by penetrating deeper into existing markets and by offering customized solutions to meet the varying credit needs of the Indian consumer. ICICI Bank is one of the leading providers of mortgage loans, two-wheeler loans, commercial vehicle loans and personal unsecured loans, and continues to maintain leadership in automobile finance. ICICI Bank's total retail disbursements in fiscal 2003 were approximately Rs. 200 billion. Retail credit constituted 18% of ICICI Bank's balance sheet at March 31, 2003, compared to only 6% at March 31, 2002. Cross-selling has emerged as one of the significant drivers of retail credit growth. In fiscal 2003, cross-selling accounted for about 20% of mortgage loans and auto loans and about 25% of credit cards issued.

In May 2003, ICICI Bank acquired the entire paid-up capital of Transamerica Apple Distribution Finance Private Limited (TADFL), which has now been renamed as ICICI Distribution Finance Private Limited (IDFL). IDFL is primarily engaged in providing distribution financing in the two-wheeler segment. The acquisition is expected to supplement the Bank's retail franchise, especially in the two-wheeler segment.

During fiscal 2003, we continued our focus on retail deposits. This has reduced our funding cost and has enabled us to create a stable funding base, with over 4.7 million deposit customers. Following a life stage segmentation strategy, ICICI Bank offers differentiated liability products to various categories of customers depending on their age group (Young Star Accounts for children below the age of 18 years, Student Banking Services for students,

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**LIFE - ANYTIME, ANYWHERE**

I got the most convenient facility with the **ICICI Bank branches and e-lobbies**. In addition, I have access through phone and the internet also.

I can now open an account, pay my bills, withdraw money, carry out on-line broking, etc. from anywhere and at anytime.

**Pioneering technology initiatives for customer convenience    More than 3 million Internet Banking customers    Among the leading Internet banks in the world**



## Business Overview

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Salary Accounts for salaried employees, Roaming Current Accounts for businessmen, Private Banking for high networth individuals and Senior Citizens Accounts for individuals above the age of 60 years). ICICI Bank has further microsegmented various categories of customers in order to offer products catering to specific needs of each customer segment, like Defence Banking Services for defence personnel. This strategy has contributed significantly to the rapid growth in the retail liability base. ICICI Bank is also the largest incremental issuer of cards (including both debit and credit cards) in India. At March 31, 2003, ICICI Bank had issued over 3.4 million debit cards and 1.0 million credit cards.

Our multi-channel distribution strategy provides our customers 24x7 access to banking services. This distribution strategy not only offers enhanced convenience and mobility to the customer but also supports our customer acquisition and channel migration efforts. During the year, we have further expanded our electronic channels and migrated large volumes of customer transactions to these channels. Now, about 70% of customer induced transactions take place through electronic channels. During fiscal 2003, the Bank significantly strengthened its ATM network, taking the total number of ICICI Bank ATMs to 1,675. ICICI Bank has also pioneered the concept of mobile ATMs to reach out to remote/rural areas. Other facilities offered through our multilingual screen ATMs include bill payments and prepaid mobile card recharge facility. ICICI Bank has about 3.4 million customers with Internet banking access, who can undertake all their banking transactions (other than physical cash transactions) on the Internet). ICICI Bank's Internet banking customers can also pay their bills for more than 45 billers and shop on 85 online shopping portals. ICICI Bank considers phonebanking to be a key channel of service delivery and cross-sell. ICICI Bank's 1,750-seat call centre, the largest domestic call centre in India, can now be accessed by customers in over 355 cities across the country. The call centre handles more than 2.5 million customer contacts per month. The call centre services all retail customers across the ICICI group. The call centre uses state-of-the-art voice-over-Internet-protocol technology and cutting-edge desktop applications to provide a single view of the customer's relationship with us. ICICI Bank's mobile banking services provide the latest information on account balances, previous transactions, credit card outstanding and payment status and allow customers to request a cheque book or account statement. ICICI Bank has now extended its mobile banking services to all cellular service providers across the country and NRI customers in the United States, United Kingdom, Middle-East and Singapore.

With the foundation of a strong multi-channel distribution network, we have successfully developed a robust model for distribution of third party products like mutual funds,

### LIFE AT WORK

My company found the most convenient solution in **ICICI Bank Cash Management Services**. Right from all India collections and multi-city payments to customized MIS and ERP integration, the Bank takes care of everything.

**Services availed by over 500 top corporates of India   Coverage of over 3,800 locations   Turnover of more than Rs. 1.7 trillion in 2002-2003**

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## Business Overview

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Reserve Bank of India (RBI) relief bonds, and insurance products, with market leadership in these areas. This model also allows us to meet all customer needs by offering the customer the complete basket of financial products, while leveraging our distribution capability to earn fee income from third parties. ICICIdirect ([www.icicidirect.com](http://www.icicidirect.com)) is the market leader in Internet-based share trading, with complete end-to-end integration for seamless electronic trading on stock exchanges. ICICIdirect has a rating of TxA1 from CRISIL, indicating highest ability to service broking transactions. During the year, ICICIdirect launched online trading in the derivatives segment of the NSE.

### Corporate Banking

ICICI Bank seeks to provide innovative financial solutions to its corporate clients, tailored to meet their requirements, while diversifying its revenue streams and generating adequate return on risk capital through risk-based pricing models and proactive portfolio management.

Our focus in fiscal 2003 was on technology-driven enhancement of delivery capabilities to offer improved service levels to clients. We set up centralized processing facilities for back-office

operations where technology is leveraged to benefit from economies of scale arising out of large transaction volumes. During the year we continued to expand the scope of our web-based services. ICICI Bank provides corporate Internet banking services through ICICLebusiness.com, a single point web-based interface for all our corporate products. The portal enables clients to conduct their banking business with ICICI Bank through the Internet in a secure environment. ICICI Bank offers online foreign exchange and debt securities trading services. A dedicated Product & Technology Group develops and manages back-office processing and delivery systems.

Dedicated relationship groups for corporate clients and the Government sector focused on expanding the range and depth of our relationships in these sectors. In the corporate segment, we focused on leveraging our relationships to expand the range of products and services to channel finance, transaction banking and non-fund based products. ICICI Bank has strong relationships with several large public sector companies and state governments and we are leveraging these relationships to expand the range of transaction banking services. ICICI Bank has already been empanelled for collection of sales tax in eight states.

We continued to focus on corporate lending transactions including working capital finance to highly rated corporates, structured transactions and channel financing. We also focused on leveraging our skills in originating and structuring transactions as well as on our ability to

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### LIFE IN THE MARKETS

My company was able to effectively achieve its risk management objectives, thanks to **ICICI Bank's Treasury services**. Their team of skilled treasury professionals offered us comprehensive, customized treasury solutions at the finest prices.

**Research backed advisory support   Flawless execution   Continuous market making**

## Business Overview

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take large exposures to adopt an originate-and-sell-down strategy. This not only increased the risk-adjusted return on the capital employed but also enabled us to offer a comprehensive solution to our corporate clients. ICICI Bank's dedicated Structured Finance, Credit & Markets Group, with expertise in financial structuring and related legal, accounting and tax issues, actively supports the business groups in designing financial products and solutions. This Group is also responsible for managing the asset portfolio by structuring portfolio buyouts and sell-downs with a view to increase the risk-adjusted return on the capital.

During fiscal 2003, ICICI Bank focused on the agri-financing segment and developed several innovative structures for agri-business, including dairy farming, farmer financing and warehouse-receipt-based financing. We achieved robust growth in this segment and are working with state governments and agri-based corporates to evolve viable and sustainable systems for financing agriculture. We have also integrated our rural banking, micro-finance and agri-financing activity to offer integrated banking services in rural areas.

### **Treasury**

The principal responsibilities of the Treasury included management of liquidity and exposure to market risks, mobilization of resources from domestic institutions and banks and international multilateral and bilateral institutions and banks, and proprietary trading. Further, the Treasury leveraged its strong relationships with financial sector players to provide a wide range of banking services in addition to its liability products.

In fiscal 2003, the balance sheet management function within Treasury managed interest-rate sensitivity by actively using rupee-interest-rate swaps as well as by adjusting the duration of the Government securities portfolio held for compliance with Statutory Liquidity Reserve (SLR) norms. Further, efforts were undertaken to make the banking-book-interest-rate positions more liquid by selling illiquid loans and substituting them with marketable securities.

The focus of trading operations was active, broad-based market-making in key markets including corporate bonds, Government securities, interest-rate swap and foreign exchange markets. A focus area in fiscal 2003 was the delivery of market solutions to corporate clients in various areas such as foreign exchange, fixed income and swaps. There was a significant increase in both the volumes and profits from foreign exchange transactions, swaps and loan syndication. As one of the largest players in the corporate debt market, we offered two-way quotes for many corporate debt papers, thereby increasing the liquidity and depth of the market.

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### **LIFE IN THE VILLAGES**

I got the most effective support system from **ICICI Bank Agri Services**. The Bank not only offers loans but also helps me get the right inputs and finds me buyers for my produce.

**More than Rs. 2000 crores of loans to the agri-sector    Loan assistance to more than 50,000 farmers in 2002-2003  
Transforming the face & dynamics of agri-business finance in India**

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## **Business Overview**

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Effective fiscal 2004, we have restructured our treasury operations to separate the balance sheet management function (which now forms part of the Finance Group), the corporate markets business (which has been integrated into the Structured Finance, Credit & Markets Group) and the proprietary trading activity (which is now housed in a separate Proprietary Trading Group).

### **Project Finance and Special Assets**

Our project finance activities include financing new projects as well as capacity additions in the manufacturing sector and structured finance to the infrastructure sector and oil, gas and petrochemical sectors. Our project finance business is focused on structuring and syndication of financing for large projects by leveraging our expertise in project financing, and churning our project finance portfolio to prevent portfolio concentration and to manage portfolio risk. We view our role not only as providers of project finance but also as arrangers and facilitators, creating appropriate financing structures that may serve as financing and investment vehicles for a wider range of market participants.

### **Infrastructure Sector**

In the infrastructure sector, growth is largely determined by the policy guidelines, regulatory framework, long-term sectoral viability and the reforms agenda. The telecommunications industry has been witnessing rapid growth over the last couple of years, driven primarily by the mobile telephony segment. The road sector has also witnessed significant activity, particularly on account of the highway projects of National Highway Authority of India (NHAI) which, along with large state-level projects, are expected to drive growth in the coming years as well. Going forward, we expect the airports, ports and urban infrastructure sectors, to provide significant business opportunities. In the airport sector, there are currently two green-field international airports proposed in Hyderabad and Bangalore, and ICICI Bank is playing a key role in both projects. With the corporatization of major ports, emergence of active minor ports and increasing containerization of cargo, there are promising business prospects in the port sector, especially in the area of private terminal infrastructure. We also expect investment activity in urban infrastructure in the medium term, as much-needed reforms are being initiated by the Central and various state Governments. The power sector is expected to benefit from the implementation of comprehensive reforms, driven by the recent enactment of the Electricity Act, leading to business opportunities in distribution and in select generation projects, especially hydro-based projects. ICICI Bank will focus on leveraging its origination capabilities to structure and syndicate project financing.

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### **Manufacturing Sector**

Fiscal 2003 saw the overall investment climate in the country turning positive, with the Index of Industrial Production (IIP) recording a turnaround from the decline witnessed in the preceding two years. The manufacturing sector, accounting for a significant proportion of the IIP, recorded an improved performance in fiscal 2003, with growth in both capital goods production and consumer goods production. The buoyancy in the economy observed during fiscal 2003 resulted in a number of projects taking off in the manufacturing and core sector, particularly in the metals, transport equipment and food products segments.

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Our focus in the manufacturing sector is on projects sponsored by entities that have proven ability to commit the required financial resources and implement projects successfully within planned time-frames. We also continue to implement tighter security measures, such as security interests in project contracts and escrow accounts to capture cash flows. We believe that there is significant scope for consolidation in several segments in the manufacturing sector, which presents opportunities for structuring and syndicating acquisition financing.

**Special Assets Management**

The Special Asset Management Group (SAMG) was formed in fiscal 1998 to build in-house specialised skills in restructuring/recovery activities, restructuring viable projects and seeking early exits from unviable projects. During fiscal 2003, the operationalization of RBI's Corporate Debt Restructuring (CDR) forum, the enactment of the SARFAESI Act and the improvement in performance of key industrial sectors created a positive environment for asset resolution.

**International Business**

International business has been identified as a key growth driver for ICICI Bank. We believe that the development of a strong international presence would enable us to diversify risks across geographies, support the cross-border needs of our customers, accelerate growth and profitability and build domestic capabilities to match international standards. The initial international strategy is based on leveraging our India linkages – be it catering to the varied financial requirements of Non-resident Indians (NRIs), cross-border financing and trade requirements of Indian corporates or India-related business requirements of multinational corporations and banks.

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**Business Overview**

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The focus of our international operations in fiscal 2003 was on capturing a significant share of NRI business and India-related trade finance volumes, developing strong correspondent banking relationships with international banks and setting up overseas operations in identified countries. The past year witnessed significant initiatives and successes in NRI services led by a strategy of innovative products, technology-enabled delivery and superior customer service. These initiatives resulted in a significant increase in NRI deposits in fiscal 2003.

Remittances recorded significant growth in fiscal 2003, driven mainly by online remittances from the US, UK, Europe, Canada and Singapore. The growth was further enabled by an expansion and deepening of correspondent relationships across the globe. During the year, ICICI Bank launched e-transfer, an online remittance product targeted at NRIs in the US. Customer service was further improved by offering multiple service channels to customers such as international toll-free service lines (in Canada, USA and UK), chat servicing and a dedicated NRI e-mail handling centre.

We have also made considerable progress during fiscal 2003 in establishing our overseas operations. ICICI Bank currently has representative offices in London and New York. The Bank has obtained regulatory approvals from RBI to upgrade its representative office in London to a subsidiary and to establish a presence in Canada, China, Singapore and the United Arab Emirates. Local country regulatory approvals have also been received for a branch in Singapore, a representative office in China and a subsidiary in the United Kingdom. Approvals from other local country regulators are awaited.

**CREDIT RATING**

During the year, Moody's Investor Service upgraded ICICI Bank's senior and subordinated long-term foreign currency debt rating to Baa3 from Ba1, making ICICI Bank the only Indian company with an investment-grade international credit rating. This is also one notch higher than the sovereign rating for India. ICICI Bank's credit ratings as per various credit rating agencies are given below:

Agency	Rating
--------	--------

Moody's Investor Service (Moody's)	Baa3
Standard & Poor's (S&P)	BB
Credit Analysis & Research Limited (CARE)	CARE AAA
Investment Information and Credit Rating Agency (ICRA)	LAAA

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## **RISK MANAGEMENT**

Risk is an integral part of the banking business and ICICI Bank aims at the delivery of superior shareholder value by achieving an appropriate trade-off between risk and returns. ICICI Bank is exposed to various risks, including credit risk, market risk and operational risk. Our risk management strategy is based on a clear understanding of various risks, disciplined risk-assessment and measurement procedures and continuous monitoring. The policies and procedures established for this purpose are continuously benchmarked with international best practices. The risk management function at ICICI Bank is supported by a comprehensive range of quantitative and modelling tools developed by a dedicated risk analytics team.

The Risk, Compliance & Audit Group (RCAG) is responsible for assessment, management and mitigation of risk in ICICI Bank. This group, forming a part of the Corporate Centre, is completely independent of all business operations and is accountable to the Risk and Audit Committees of the Board of Directors. RCAG is organized into six sub-groups: Credit Risk Management Group, Market Risk Group, Credit Policies Group, Internal Audit Group, Retail Risk Group and Risk Analytics Group.

### **Credit Risk**

Credit risk is the risk that a borrower is unable to meet its financial obligations to the lender. ICICI Bank measures, monitors and manages credit risk for each borrower and also at the portfolio level. ICICI Bank has a standardized credit approval process, which includes a well-established procedure of comprehensive credit appraisal and rating. ICICI Bank has developed internal credit rating methodologies for rating obligors as well as for products/ facilities. The rating factors in quantitative and qualitative issues and credit enhancement features specific to the transaction. The rating serves as a key input in the sanction as well as post-sanction credit processes. Credit rating, as a concept, has been well internalised within the Bank. The rating for every borrower is reviewed at least annually and for higher risk credits and large exposures at shorter intervals. Sector knowledge has been institutionalized across ICICI Bank through the availability of sector-specific information on the Intranet. Industry knowledge is constantly updated through field visits, interactions with clients, regulatory bodies and industry experts. In respect of the retail credit business, ICICI Bank has a system of centralized approval of all products and policies and monitoring of the retail portfolio. We continuously refine our retail credit parameters based on portfolio analytics.

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## **Business Overview**

### **Market Risk**

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Market risk is the risk of loss resulting from changes in interest rates, foreign currency exchange rates, equity prices and commodity prices. ICICI Bank's exposure to market risk is a function of its trading and asset and liability management activities and its role as a financial intermediary in customer-related transactions. The objective of market risk management is to minimize the impact of losses due to market risks on earnings and equity capital.

Market risk policies include Asset-Liability Management (ALM) policies and policies for the trading portfolio. ALM policies are approved by the Asset-Liability Management Committee (ALCO) of the Board of Directors. ALCO's role encompasses stipulating liquidity and interest-rate risk limits, monitoring risk levels by adherence to set limits, articulating the organization's interest rate view and determining business strategy in the light of the current and expected business environment. These sets of policies and processes are articulated in the ALM policy. A separate set of policies for the trading portfolio address issues related to investments in various trading products and are approved by the Committee of Directors (COD) of the Board. RCAG exercises independent control over the process of market-risk management and recommends changes in processes and methodologies for measuring market risk.

### **Middle Office Group**

ICICI Bank has a separate Middle Office Group to monitor both credit and treasury-related compliance. The Credit Middle Office Group monitors compliance with policies and terms of sanction of credit proposals.

The Treasury Middle Office Group monitors the asset-liability position under the supervision of the ALCO. It also monitors treasury activities, including determining compliance with various exposure and dealing limits, verifying the appropriateness and accuracy of various transactions, processing these transactions, tracking the daily funds position and all treasury-related management and regulatory reporting.

Interest-rate risk is measured through the use of re-pricing gap analysis and duration analysis. Liquidity risk is measured through gap analysis. ICICI Bank ensures adequate liquidity at all times through systematic funds planning and maintenance of liquid investments as well as by focusing on more stable funding sources such as retail deposits. ICICI Bank mitigates its exposure to exchange-rate risk by stipulating daily stop-loss limits and position limits.

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### **Operational Risk**

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 and software or equipment, fraud, inadequate training and employee errors. We attempt to mitigate operational risk by maintaining a comprehensive system of internal controls, establishing systems and procedures to monitor transactions, maintaining key back-up procedures and undertaking regular contingency planning. The Middle Office Group monitors adherence to credit procedures. 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 operational risks in the various businesses. ICICI Bank has been a pioneer in the implementation of a risk-based audit methodology in the Indian banking sector. The Internal Audit Group conceptualizes and implements improved systems of internal controls to minimize operational risk.

### **INFORMATION TECHNOLOGY**

The rapidly evolving banking needs of customers in India have led to an increased focus on information-technology-dependent products and solutions with a view to better serve the consumer. ICICI Bank has identified technology as a key driver of its growth strategy and continues to leverage information technology as a strategic tool for its business operations to gain competitive advantage by offering customer convenience and improved service as well as improving productivity and efficiency.

ICICI Bank's technology strategy emphasises enhanced levels of customer services through 24x7 availability, multi-channel banking, straight-through processing, cost efficiency through optimal use of technology-driven channels, wider and focused market

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reach and opportunities for cross-selling. ICICI Bank also uses technology as a tool to help it understand the customer better, so that it can customize products and services to suit customer needs. The Technology Management Group (TMG) is the focal point for ICICI Bank's technology strategy and group-wide technology initiatives. This group reports directly to the Managing Director & CEO.

ICICI Bank is focusing on the integration of its various product and channel systems by effective use of technology. The Bank has implemented an Enterprise Application Integration (EAI)

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## Business Overview

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initiative across its retail and wholesale banking business units, linking various product and delivery systems across the two groups. This initiative underpins ICICI Bank's multi-channel customer service strategy and seeks to deliver customer-related information consistently across various access points.

In line with our commitment to offer its customers a seamless banking experience, we installed our Customer Relationship Management (CRM) software at various customer access points in fiscal 2003. The CRM software solution allows various channels to service customer needs at all touch points, and across all products. The solution has been deployed across the phone banking channel as well as a large number of branches. The solution gives a comprehensive view of the customer at the access point, enhancing understanding of customers and their needs. It optimizes processes and functions related to the customer, to enhance the efficiency and effectiveness of customer servicing. The solution also ensures that every customer request or complaint is tracked till its completion and escalated if standard turnaround times are exceeded.

### **HUMAN RESOURCES**

In fiscal 2003, ICICI Bank continued its commitment to acquiring, developing and enhancing its human resource potential. ICICI Bank views its human capital as a key source of competitive advantage. Consequently, the development and management of human capital is an essential element of our strategy and a key management activity.

Human resources management in fiscal 2003 focused on the continuous improvement of recruitment, training and performance management processes. While ICICI Bank is India's second-largest bank, it had just over 10,600 employees at March 31, 2003, demonstrating our unique technology-driven, productivity-focused business model.

ICICI Bank continues to be a preferred employer at leading business schools and higher education institutions across the country, offering a wide range of career opportunities across the entire spectrum of financial services. Robust ability-testing and competency-profiling tools are being used to strengthen the campus recruitment process and match the profiles of employees to the needs of the organization. In addition to campus recruitment, ICICI Bank also undertakes lateral recruitment to bring new skills, competencies and experience into the organization and meet the requirements of rapidly growing businesses. ICICI Bank also encourages cross-functional movement, enriching employees' knowledge

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and experience and giving them a holistic view of the organization while ensuring that the bank leverages its human capital optimally. During fiscal 2003, ICICI Bank recruited over 4,000 employees. ICICI Bank also leveraged [icicibankcareers.com](http://icicibankcareers.com), its

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career website, with a view to build a strong alternative recruitment channel to the traditional channels.

Continuous enhancement of knowledge and skill sets is vital, given the rapidly changing business environment and the constant challenges it poses to organizations. ICICI Bank believes that building a learning organization is critical for being competitive in products and services and meeting customer expectations. ICICI Bank has built strong capabilities in training and development to build competencies. Training on products and operations is imparted through web-based training modules. ICICI Bank achieved approximately 1.5 web-based learning mandays per employee in fiscal 2003. Special programmes on functional training and leadership development to build knowledge as well as management capability are conducted at a dedicated training facility. ICICI Bank also draws from the best available training programmes and faculty, both international and domestic, to meet its training and development needs and build globally benchmarked skills and capabilities.

The performance management system at ICICI Bank is based on clearly defined performance parameters and employee empowerment for achievement of goals, reinforcing the Bank's achievement-oriented culture. ICICI Bank also has a structured process of identifying and developing leadership potential.

ICICI Bank's constant endeavour to implement innovative human resource practices has resulted in the creation of an exceptional pool of talent and a performance-oriented organizational culture and has imparted agility and flexibility to the organization.

### **ORGANIZATIONAL EXCELLENCE**

ICICI Bank recognizes the importance of excellence in its business. Developing and deploying world-class skills in a variety of areas such as technology, financial engineering, transaction processing and portfolio management, credit evaluation, customer segmentation and product design, and building and maintaining deep and enduring relationships of trust with our retail and wholesale customers are two essential elements of our strategy.

In recognition of the critical importance of excellence in internal processes and delivery to customers, the Organizational Excellence Group was set up in fiscal 2002 to focus on quality

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## **Business Overview**

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initiatives in the Bank. A Senior General Manager, who reports to the Managing Director & CEO, heads the Group. The Group is supported by a team of professionals with experience in the field of quality. The Organisational Excellence Group is engaged in institutionalizing quality in the Bank by building skills in various quality frameworks, tracking projects, reporting progress and replicating successes across the Bank. The Group has been partnering with business units in undertaking quality projects, which leverage quality for strategic change and lead to business improvement.

### **COMMUNITY DEVELOPMENT**

At ICICI Bank, we believe that, as one of the largest participants in the financial system of the country, we need to contribute to the overall economic and social development of India. A dedicated not-for-profit group, the Social Initiatives Group (SIG) works to catalyze this effort, with the mission to identify and support initiatives designed to improve the capacities of the poorest of the poor to participate in the larger economy. ICICI Bank believes that ensuring health, education and access to financial services is critical for facilitating this participation. Within these, the specific areas identified for focused attention are infant health at birth, elementary education and micro-financial services. To fulfil its mission, ICICI Bank seeks to address key knowledge and practice gaps that currently impede the achievement of national goals in these sectors. It, therefore, supports projects that are cost-effective, measurable and capable of large-scale replication, and have the potential for both near and long-term impact.

#### **Infant Health at Birth**

In this area, important initiatives in fiscal 2003 included support to the introduction of additional health workers in rural areas for improving the quality and accessibility of existing publicly provided health and nutrition services. ICICI Bank has formed a partnership with the Government of Jharkhand and NGOs such as Krishi Gram Vikas Kendra (KGVK), CARE and the Child In Need Institute (CINI) to pilot the additional health worker strategy in two blocks of the Ranchi district in Jharkhand.

### **Elementary Education**

Our initiatives in elementary education seek to work towards maximising the number of 14-year-olds who have a basic level of education. While continuing our support to organizations

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such as Pratham, we initiated a number of new relationships in fiscal 2003. We funded the Centre for Learning Resources, Pune to undertake a radio programme in every upper-primary municipal school in Mumbai and Delhi. The objective of this programme is to strengthen language skills of students. We also formulated a work plan with the Bhopal-based NGO, Eklavya, that specialises in teacher training and curriculum design.

### **Micro-Financial Services**

Our micro-financial services initiative aims at maximizing access of the poor to banking, credit and insurance. A key element of our strategy is to create better interfaces between institutional financial services providers and community based organizations. In fiscal 2003, we launched an initiative with the DHAN Foundation, Madurai to develop a scalable strategy for bank linkage of self-help groups. A study for the development of a comprehensive insurance plan with the Society for Elimination of Rural Poverty (SERP) in Andhra Pradesh is currently underway.

### **PUBLIC RECOGNITION**

During fiscal 2003, we received several prestigious awards in recognition of our business strategies, customer service levels, technology focus and human resource practices, including:

- Bank of the Year 2002, in India by *The Banker* magazine of UK;
- Bank of the Year from the Emerging Markets by *The Banker* magazine of UK;
- Best Bank in India by *Global Finance*;
- Best Consumer Internet Bank in India by *Global Finance*;
- Best Foreign Exchange Bank in India by *Global Finance*;
- India's Most Admired Bank 2002 in the BB-TN Sofres Mode Poll;
- Best Managed Bank in Asia, in a poll by *Euromoney*;
- India's Top 5 Most Respected Companies by *Business World* magazine; and
- Excellence in Retail Banking award by *Asian Banker* journal.

## Directors Report

### To the members,

Your Directors have pleasure in presenting the Ninth Annual Report of ICICI Bank Limited with the audited statement of accounts for the year ended March 31, 2003.

### FINANCIAL HIGHLIGHTS

As the Appointed Date of the merger of erstwhile ICICI Limited (ICICI), ICICI Personal Financial Services Limited (ICICI PFS) and ICICI Capital Services Limited (ICICI Capital) with the Bank was March 30, 2002, the profit & loss account for fiscal 2002 included the results of the operations of ICICI, ICICI PFS and ICICI Capital for March 30 and 31, 2002 i.e. two days only. The results for fiscal 2003 are, therefore, not comparable with the results for fiscal 2002. The financial performance for fiscal 2003 is summarised below:

	Fiscal 2003		Fiscal 2002	
Net interest income and other income, excluding extraordinary items	33.91		11.67	
Operating profit	13.80		5.45	
Provisions & contingencies	17.91		2.87	
Profit on sale of ICICI Bank shares	11.91			
Profit after tax	12.06		2.58	
Consolidated profit after tax	11.52		2.58	

### APPROPRIATIONS

The profit & loss account shows a profit after taxation of Rs. 12.06 billion after write-offs and provisions of Rs. 17.91 billion and after taking into account all expenses. The disposable profit is Rs. 12.25 billion, taking into account the balance of Rs. 0.19 billion brought forward from the previous year. Your Directors have recommended a dividend rate of 75% (Rs. 7.50 per equity share of Rs. 10) for the year and have appropriated the disposable profit as follows:

	Fiscal 2003		Fiscal 2002	
To Statutory Reserve, making in all Rs. 5.51 billion	3.02		0.65	

To Investment Fluctuation Reserve, making in all Rs. 1.27 billion	<b>1.00</b>		<i>0.16</i>	
To Special Reserve created and maintained in terms of Section 36(1)(viii) of the Income-tax Act, 1961, making in all Rs. 11.44 billion	<b>0.50</b>		<i>0.14</i>	
To Revenue and other Reserves making in all Rs. 36.91 billion <sup>1</sup>	<b>2.50</b>		<i>0.96</i>	

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## Directors Report

Rs. billion

	<b>Fiscal 2003</b>		<i>Fiscal 2002</i>	
Dividend for the year (proposed)				
On equity shares @ 75%	<b>4.60</b>		<i>0.44</i>	
On preference shares (Rs.)	<b>35,000</b>			
Corporate dividend tax	<b>0.59</b>		<i>0.05</i>	
Leaving balance to be carried forward to the next year	<b>0.04</b>		<i>0.19</i>	

<sup>1</sup> In addition to appropriation of disposable profits, the balance in the Debenture Redemption Reserve of Rs. 0.10 billion was transferred to Revenue and other Reserves in fiscal 2003.

### **SUBSIDIARY COMPANIES**

At March 31, 2003, ICICI Bank had twelve subsidiaries:

<b>Domestic Subsidiaries</b>	<b>International Subsidiaries</b>
ICICI Securities Limited	ICICI Bank UK Limited <sup>1</sup>
ICICI Venture Funds Management Company Limited	ICICI Securities Holdings Inc. <sup>2</sup>
ICICI Prudential Life Insurance Company Limited	ICICI Securities Inc. <sup>3</sup>

ICICI Lombard General Insurance Company Limited	ICICI International Limited
ICICI Home Finance Company Limited	
ICICI Investment Management Company Limited	
ICICI Trusteeship Services Limited	
ICICI Brokerage Services Limited <sup>2</sup>	

<sup>1</sup> Awaiting UK regulatory approval for commencement of business

<sup>2</sup> Subsidiary of ICICI Securities Limited

<sup>3</sup> Subsidiary of ICICI Securities Holdings Inc.

In terms of the approval granted by the Central Government *vide* letter dated June 11, 2003 under Section 212(8) of the Companies Act, 1956, a copy of the balance sheet, profit & loss account, report of the Board of Directors and report of the Auditors of the subsidiary companies has not been attached to the accounts of the Bank for the year ended March 31, 2003. The Bank will make available these documents/details upon request by any member of the Bank. These documents/details will also be available on the Bank's website. As required by Accounting Standard 21 (AS-21) issued by the Institute of Chartered Accountants of India, the Bank's consolidated financial statements incorporate the accounts of its subsidiaries, except those of ICICI Bank UK Limited. ICICI Bank UK Limited was incorporated on February 11, 2003 and is yet to commence operations and hence, its accounts have not been drawn up.

In May 2003, the Bank acquired the entire paid-up equity share capital of Transamerica Apple Distribution Finance Private Limited. The Company is now a wholly-owned subsidiary of ICICI Bank and has been renamed as ICICI Distribution Finance Private Limited.

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## Directors Report

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### DIRECTORS

P. C. Ghosh, Chairman, General Insurance Corporation of India (GIC), which together with other Government-owned general insurance companies is among ICICI Bank's largest domestic institutional shareholders, was appointed as an additional Director effective January 31, 2003.

M. K. Sharma was appointed as an additional Director effective January 31, 2003. He is the Vice-Chairman of Hindustan Lever Limited. He joined Hindustan Lever Limited in 1974, worked in various areas including taxation and legal and was inducted on its Board in August 1995.

P. C. Ghosh and M. K. Sharma hold office up to the date of the forthcoming Annual General Meeting as provided under Article 135 of the Articles of Association of the Bank, but are eligible for appointment.

H. N. Sinor completed his term as Joint Managing Director on May 31, 2003 and retired with effect from June 1, 2003. During his tenure, the Bank achieved several milestones, including its listing on the New York Stock Exchange (NYSE), the acquisition of Bank of Madura and the merger of ICICI with the Bank, emerging as India's largest private sector bank and the second-largest bank in the country. The Bank pioneered technology-based banking in India under his leadership. The Board places on record its appreciation of the services rendered by him.

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The Government of India had, *vide* its letter dated May 6, 2002, nominated S. K. Purkayastha, Additional Secretary (Financial Sector), Ministry of Finance on the Board. The Government of India had subsequently nominated D. C. Gupta, Secretary (Banking & Insurance), Ministry of Finance & Company Affairs on the Board in place of S. K. Purkayastha, effective July 19, 2002. Subsequently, Vineeta Rai, Secretary (Banking & Insurance), Ministry of Finance & Company Affairs was nominated by the Government of India effective October 31, 2002 in place of D. C. Gupta. The Government of India withdrew the nomination of Vineeta Rai and nominated Vinod Rai, Joint Secretary (IF), Banking Division in her place effective January 3, 2003. In terms of Article 128A of the Articles of Association, Vinod Rai is not liable to retire by rotation.

In terms of the provisions of the Articles of Association, Somesh R. Sathe, Anupam Puri, Marti G. Subrahmanyam and Kalpana Morparia would retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-appointment. If Kalpana Morparia is re-appointed as Director immediately on retirement by rotation, she will continue to hold her office of Executive Director and the retirement by rotation and re-appointment shall not be deemed to constitute a break in her appointment.

### **AUDITORS**

The Auditors, N. M. Raiji & Co. and S. R. Batliboi & Co., Chartered Accountants, will retire at the ensuing Annual General Meeting. The Board at its Meeting held on June 27-28, 2003 has proposed the appointment of S. R. Batliboi & Co., Chartered Accountants as Auditors to audit the accounts of ICICI Bank for fiscal 2004 and the approval of Reserve Bank of India (RBI) has been received *vide* letter dated July 4, 2003. You are requested to consider their appointment.

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## **Directors Report**

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### **PERSONNEL**

As required by the provisions of Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975, as amended, the names and other particulars of the employees are set out in the Annexure to the Directors Report.

### **APPOINTMENT OF NOMINEE DIRECTORS ON THE BOARD OF ASSISTED COMPANIES**

ICICI had a policy of appointing nominee Directors on the Boards of certain borrower companies based on loan covenants, with a view to enable monitoring of the operations of those companies. Subsequent to the merger, ICICI Bank continues to nominate Directors on the Boards of assisted companies. Apart from the Bank's employees, experienced professionals from the banking, government and other sectors are appointed as nominee Directors. ICICI Bank has 144 nominee Directors on the boards of 280 companies, of whom 83 are employees of the Bank. The Bank has a Nominee Director Cell for maintaining records of nominee directorships.

### **CORPORATE GOVERNANCE**

ICICI Bank has established a tradition of best practices in corporate governance. The corporate governance framework in ICICI Bank 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.

#### **I. Philosophy of Corporate Governance**

ICICI Bank's 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.

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## II. Board of Directors

ICICI Bank has a broad-based Board of Directors, constituted in compliance with the Banking Regulation Act, 1949, Companies Act, 1956 and listing agreement with stock exchanges and in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. The Board has constituted nine committees, viz. Audit Committee, Agriculture & Small Enterprises Business Committee, Board Governance & Remuneration Committee, Business Strategy Committee, Credit Committee, Risk Committee, Share Transfer & Shareholders /Investors Grievance Committee, Committee of Directors and Asset Liability Management Committee. A majority of these Board Committees are chaired by independent professional Directors, and mainly consist of independent Directors. The constitution of these Committees is given hereafter.

At March 31, 2003, the Board of Directors consisted of 19 members. There were nine meetings of the Board during fiscal 2003 on April 12, April 24 & 26, May 3, June 21-22, July 31, September 16 and October 31 in 2002 and January 31 and March 28 in 2003. The names of Board members, their attendance at Board meetings and the number of other directorships and Board Committee memberships held by them at March 31, 2003 are given overleaf.

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## Directors Report

Name of Member	Board	Attendance	Number of other		Number of
	Meetings	at last AGM	Directorships		other
	attended	(September	Of Indian	Of Other	Committee <sup>3</sup>
	during	16, 2002)	Companies <sup>1</sup>	Companies <sup>2</sup>	Memberships
	the year				
<b>Independent non-executive Directors</b>					
<b>Current members</b>					
N. Vaghul	9	Present	8	10	6(4)
Uday M. Chitale	8	Present	1	4	1(1)
P. C. Ghosh (w.e.f. January 31, 2003)	2	N.A.	8	3	
Satish C. Jha	7	Present	3		2
Lakshmi N. Mittal (w.e.f. May 3, 2002)	4	Present		50	
Anupam Puri (w.e.f. May 3, 2002)	2	Absent	5	1	6(2)



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Vinod Rai (w.e.f. January 3, 2003)*	2	N.A.	4		1
Somesh R. Sathe	8	Present		3	
R. Seshasayee (w.e.f. May 3, 2002)	7	Present	7	1	6(1)
M. K. Sharma (w.e.f. January 31, 2003)	2	N.A.	7	1	5(1)
P. M. Sinha	7	Present	3	2	2
Marti G. Subrahmanyam (w.e.f. May 3, 2002)**	2	Absent	1	6	2(1)