

ZIOPHARM ONCOLOGY INC  
Form 424B3  
November 18, 2005

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File No. 333-129680

**OFFERING PROSPECTUS**

**ZIOPHARM Oncology, Inc.**

**2,520,632 shares of common stock**

The selling stockholders identified on page 44 of this prospectus are offering on a resale basis a total of 2,520,632 shares of our common stock. We will not receive any proceeds from the sale of these shares by the selling stockholders.

Our common stock is quoted on the Over-the-Counter Bulletin Board under the symbol "ZIOP." On November 9, 2005, the last sale of our common stock as reported on the OTC Bulletin Board was \$4.00 per share.

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**The securities offered by this prospectus involve a high degree of risk.  
See "Risk Factors" beginning on page 5.**

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**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined that this prospectus is truthful or complete. A representation to the contrary is a criminal offense.**

The date of this prospectus is November 18, 2005

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## PROSPECTUS SUMMARY

*This summary highlights certain information found in greater detail elsewhere in this prospectus. This summary may not contain all of the information that may be important to you. We urge you to read this entire prospectus carefully, including the risks of investing in our common stock discussed under “Risk Factors” and the financial statements and other information that is incorporated by reference into this prospectus, before making an investment decision. In addition, this prospectus summarizes other documents which we urge you to read. All references in this prospectus to the “Company,” “we,” “us” and “our” refer to ZIOPHARM Oncology, Inc.*

### Our Company

We are a development-stage company that is seeking to develop and commercialize a diverse, risk-sensitive portfolio of in-licensed cancer drugs that address unmet medical needs. Our management and advisors are focused on licensing proprietary drug candidate families that are related to cancer therapeutics on the market where the application of new biological understanding and our drug development expertise will lead to a lower risk for clinical development failure while expediting clinical registration. We expect to commercialize our products on our own in North America but recognize that promising clinical trial results in cancers with a high incidence and prevalence might also be addressed in a commercial partnership with another company with the requisite financial resources. Currently, we are in U.S. Phase I studies for two product candidates known as ZIO-101 and ZIO-201. We currently intend to continue with clinical development of ZIO-101 for advanced myeloma and ZIO-201 for advanced sarcoma. None of our product candidates have been approved by the United States Food and Drug Administration (the “FDA”) or any other regulatory body. Further, we have not received any commercial revenues to date, and until we receive the necessary approvals from the FDA or a similar foreign regulatory authority, we will not have any commercial revenues.

· **ZIO-101** is an organic arsenic compound covered by an issued U.S. patent and applications internationally. A form of commercially available inorganic arsenic (arsenic trioxide (Trisenox<sup>®</sup>) or ATO) has been approved for the treatment of acute promyelocytic leukemia (APL), a precancerous condition, and is on the compendia listing for the therapy of multiple myeloma as well as having been studied for the treatment of various other cancers. Nevertheless, ATO has been shown to be toxic to the heart and liver, limiting its use as an anti-cancer agent. Inorganic arsenic has also been shown to cause cancer of the skin and lung in humans. The toxicity of arsenic generally is correlated to its accumulation in organs and tissues. The Company’s preclinical studies demonstrated that ZIO-101 (and organic arsenic in general) is considerably less toxic than inorganic arsenic, particularly with regard to heart toxicity. *In vitro* testing of ZIO-101 using the National Cancer Institute’s human cancer cell panel detected activity against lung, colon, brain, melanoma, ovarian and kidney cancer. Moderate activity was detected against breast and prostate cancer. In addition to solid tumors, *in vitro* testing in both the National Cancer Institute’s cancer cell panel and *in vivo* testing in a leukemia animal model demonstrated substantial activity against hematological cancers (cancers of the blood and blood-forming tissues) such as leukemia, lymphoma, myelodysplastic syndromes and multiple myeloma. Leukemia is a cancer that begins in blood-forming tissue such as the bone marrow and causes large numbers of blood cells to be produced and enter the bloodstream. Lymphomas are cancers that begin in cells of the immune system. Myelodysplastic syndromes, also called preleukemia or smoldering leukemia, are diseases in which the bone marrow does not function normally.

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· **ZIO-201**, or isophosphoramidate mustard (IPM), is a proprietary stabilized metabolite of ifosfamide that is also related to cyclophosphamide. A patent application for pharmaceutical composition has been filed. Cyclophosphamide and ifosfamide are alkylating agents. Cyclophosphamide is the most widely used alkylating agent in cancer therapy and is used to treat breast cancer and non-Hodgkin's lymphoma. Ifosfamide has been shown to be effective in high dose by itself, or in combination in treating sarcoma and lymphoma. Although ifosfamide-based treatment generally represents the standard of care for sarcoma, it is not licensed for this indication by the FDA. Our preclinical studies have shown that, in animal and laboratory models, IPM evidences activity against leukemia and solid tumors. These studies also indicate that ZIO-201 has a better pharmacokinetic and safety profile than ifosfamide or cyclophosphamide, offering the possibility of safer and more efficacious therapy with ZIO-201. Ifosfamide is metabolized to IPM. In addition to IPM, another metabolite of ifosfamide is acrolein, which is toxic to the kidneys and bladder. The presence of acrolein can mandate the administration of a protective agent called Mesna<sup>®</sup>, which is inconvenient and expensive. Chloroacetaldehyde is another metabolite of ifosfamide and is toxic to the central nervous system, causing "fuzzy brain" syndrome for which there is currently no protective measure. Similar toxicity concerns pertain to high-dose cyclophosphamide, which is widely used in bone marrow and blood cell transplantation. Because ZIO-201 is independently active—without acrolein or chloroacetaldehyde metabolites—the Company believes that the administration of ZIO-201 may avoid the toxicities of ifosfamide and cyclophosphamide without compromising efficacy. In addition to anticipated lower toxicity, ZIO-201 may have other advantages over ifosfamide and cyclophosphamide. ZIO-201 likely cross-links DNA differently than ifosfamide or cyclophosphamide metabolites, resulting in a different activity profile. Moreover, in some instances ZIO-201 appears to show activity in ifosfamide- and/or cyclophosphamide-resistant cancer cells.

We were originally incorporated in Colorado in September 1998 (under the name Net Escapes, Inc.) and later changed our name to "EasyWeb, Inc." in February 1999. We were re-incorporated in Delaware on May 16, 2005 under the same name. On September 13, 2005, we completed a "reverse" acquisition of privately held ZIOPHARM, Inc., a Delaware corporation. To effect this transaction, we caused ZIO Acquisition Corp., our wholly-owned subsidiary, to merge with and into ZIOPHARM, Inc., with ZIOPHARM, Inc. surviving as our wholly owned subsidiary. In accordance with the terms of the merger, the outstanding common stock of ZIOPHARM, Inc. automatically converted into the right to receive an aggregate of approximately 97.3% of our outstanding common stock (after giving effect to the transaction). Following the merger, we caused ZIOPHARM, Inc. to merge with and into us and we changed our name to "ZIOPHARM Oncology, Inc."

Our executive offices are located at 1180 Avenue of the Americas, 19th Floor, New York, NY 10036, and our telephone number is (646) 214-0700. Our internet site is [www.ziopharm.com](http://www.ziopharm.com). None of the information on our internet site is part of the prospectus.

## **Recent Developments**

### ***Reverse Stock Split***

On August 24, 2005, we effected a 1-for-40 share combination (i.e., reverse stock split) of our capital stock. The share combination was approved by our stockholders at a special stockholder meeting held on February 28, 2005. As a result of the share combination, we had 189,922 shares of common stock outstanding immediately prior to the Merger.

### ***Acquisition of ZIOPHARM, Inc.***

Pursuant to an Agreement and Plan of Merger dated August 3, 2005 (the "Merger Agreement") by and among us, ZIO Acquisition Corp., a Delaware corporation and our wholly owned subsidiary, and ZIOPHARM, Inc., a Delaware corporation ("ZIOPHARM"), ZIO Acquisition Corp. merged with and into ZIOPHARM, with ZIOPHARM remaining as the surviving corporation and our wholly-owned subsidiary. This transaction is referred to throughout this report as the "Merger." The Merger was effective as of September 13, 2005, upon the filing of a certificate of merger with the Delaware Secretary of State. In consideration for their shares of ZIOPHARM capital stock and in accordance with the Agreement, the stockholders of ZIOPHARM received an aggregate of 6,967,941 shares or approximately 97.3% of our common stock. In addition, all securities convertible into and exercisable for shares of ZIOPHARM capital stock outstanding immediately prior to the Merger were cancelled, and the holders thereof received similar securities convertible into an aggregate of 1,366,846 shares of our common stock.

All share and per share data in this prospectus (other than in our financial statements and in Item 26) have been adjusted to give effect to the conversions effected as part of the merger.

The Merger Agreement was filed as Exhibit 10.1 to our current report on Form 8-K filed with the Securities and Exchange Commission on August 9, 2005, and is incorporated herein by reference. The foregoing description of the Merger Agreement and the Merger do not purport to be complete and is qualified in its entirety by reference to the Merger Agreement.

On September 13, 2005, our board of directors approved a transaction pursuant to which ZIOPHARM merged with and into us, leaving us as the surviving corporation. In connection with this parent-subsiary merger, we relinquished our prior corporate name, EasyWeb, Inc., and assumed in its place the name "ZIOPHARM Oncology, Inc." The parent-subsiary merger and name change became effective on September 14, 2005.

### ***Changes in Board of Directors***

At the effective time of the Merger, our board of directors was reconstituted by the appointment of Jonathan Lewis, Richard Bagley, Murray Brennan, James Cannon, Senator Wyche Fowler, Jr., Gary S. Fragin, Timothy McInerney and Michael Weiser as directors (all of whom were directors of ZIOPHARM immediately prior to the Merger), and the resignations of David C. Olson and David Floor from their roles as our directors.

## **Risk Factors**

For a discussion of the risks you should consider before purchasing shares of our common stock, you are urged to carefully review and consider the section entitled "Risk Factors" beginning on page 5 of this prospectus.



### The Offering

The selling stockholders identified on pages 44 of this prospectus are offering on a resale basis a total of 2,520,632 shares of our common stock.

Common stock offered	2,520,632 shares
Common stock outstanding before the offering (1)	7,248,115 shares
Common stock outstanding after the offering	7,248,115 shares
Common stock OTC Bulletin Board trading symbol	ZIOP

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(1)Based on the number of shares outstanding as of October 31, 2005, not including 1,403,959 shares issuable upon exercise of various warrants and options to purchase our common stock.

## RISK FACTORS

*An investment in our common stock is very risky. You may lose the entire amount of your investment. Prior to making an investment decision, you should carefully review this entire prospectus and consider the following risk factors:*

***We currently have no product revenues and will need to raise additional capital to operate our business.***

To date, we have generated no product revenues. Until and unless we receive approval from the U.S. Food and Drug Administration (the “FDA”) and/or other regulatory authorities for our product candidates, we cannot sell our drugs and will not have product revenues. Currently, our only product candidates are ZIO-101(organic arsenic) and ZIO-201 (isophosphoramidate mustard), and they are not approved by the FDA for sale.

***We will need to seek additional sources of financing which may not be available on favorable terms, if at all.***

Currently, we expect that we will have sufficient cash to fund our operations into the second quarter of 2006. However, changes may occur that would consume our existing capital prior to that time, including the progress of our research and development efforts, changes in governmental regulation and acquisitions of additional product candidates. If we do not succeed in raising additional funds on acceptable terms, we may be unable to complete planned preclinical and clinical trials or obtain approval of any product candidates from the FDA and other regulatory authorities. In addition, we could be forced to discontinue product development, reduce or forego sales and marketing efforts or forego attractive business opportunities. Any additional sources of financing will likely involve the issuance of our equity securities, which will have a dilutive effect on our existing stockholders.

***We are not currently profitable and may never become profitable.***

We have a history of losses and expect to incur substantial losses and negative operating cash flow for the foreseeable future, and we may never achieve or maintain profitability. Even if we succeed in developing and commercializing one or more product candidates, we expect to incur substantial losses for the foreseeable future and may never become profitable. We expect also to continue to incur significant operating and capital expenditures and anticipate that our expenses will increase substantially in the foreseeable future as we:

- continue to undertake preclinical development and clinical trials for product candidates;
  - scale up the formulation and manufacturing of our product candidates;
    - seek regulatory approvals for product candidates;
  - implement additional internal systems and infrastructure; and
    - hire additional personnel.

We also expect to experience negative cash flow for the foreseeable future as we fund our operating losses and capital expenditures. This may result in a negative impact on the value of our common stock.

***We have a limited operating history upon which to base an investment decision.***

Prior to the Merger, ZIOPHARM was a development-stage company that was incorporated in September 2003. To date, we have not demonstrated an ability to perform the functions necessary for the successful commercialization of any product candidates. The successful commercialization of any product candidates will require us to perform a variety of functions, including:





- continuing to undertake preclinical development and clinical trials;
  - participating in regulatory approval processes;
  - formulating and manufacturing products; and
  - conducting sales and marketing activities.

Our operations have been limited to organizing and staffing our Company, acquiring, developing and securing our proprietary product candidates, undertaking preclinical trials and clinical trials of our product candidates ZIO-101 and ZIO-201, and manufacturing ZIO-101 and ZIO- 201. These operations provide a limited basis for you to assess our ability to commercialize our product candidates and the advisability of investing in our securities.

***We may not obtain the necessary U.S. or worldwide regulatory approvals to commercialize any product candidate.***

We may not be able to obtain the approvals necessary to commercialize our product candidates, ZIO-101 and ZIO-201, or any product candidate that we may acquire or develop in the future for commercial sale. We will need FDA approval to commercialize our product candidates in the U.S. and approvals from regulatory authorities in foreign jurisdictions equivalent to the FDA to commercialize our product candidates in those jurisdictions. In order to obtain FDA approval of any product candidate, we must submit to the FDA a New Drug Application, or “NDA,” demonstrating that the product candidate is safe for humans and effective for its intended use. This demonstration requires significant research and animal tests, which are referred to as preclinical studies, as well as human tests, which are referred to as clinical trials. Satisfaction of the FDA’s regulatory requirements typically takes many years, depending upon the type, complexity and novelty of the product candidate, and will require substantial resources for research, development and testing. We cannot predict whether our research, development, and clinical approaches will result in drugs that the FDA considers safe for humans and effective for their intended uses. The FDA has substantial discretion in the drug approval process and may require us to conduct additional preclinical and clinical testing or to perform post-marketing studies. The approval process may also be delayed by changes in government regulation, future legislation or administrative action or changes in FDA policy that occur prior to or during our regulatory review. Delays in obtaining regulatory approvals may:

- delay commercialization of, and our ability to derive product revenues from, our product candidates;
  - impose costly procedures on us; and
- diminish any competitive advantages that we may otherwise enjoy.

Even if we comply with all FDA requests, the FDA may ultimately reject one or more of our NDAs. We cannot be sure that we will ever obtain regulatory clearance for our product candidates, ZIO-101 and ZIO-201. Failure to obtain FDA approval of our product candidates will severely undermine our business by leaving us without a saleable product, and therefore without any potential revenue source, until another product candidate can be developed. There is no guarantee that we will ever be able to develop or acquire another product candidate.

In foreign jurisdictions, we similarly must receive approval from applicable regulatory authorities before we can commercialize any drugs. Foreign regulatory approval processes generally include all of the risks associated with the FDA approval procedures described above.

***Our product candidates are in early stages of clinical trials, and we cannot be certain when we will be able to file an NDA with the FDA.***

Our product candidates, ZIO-101 and ZIO-201, are in early stages of development and require extensive clinical testing. In 2005 we initiated two ZIO-101 phase I clinical trials; one in hematological cancers and the other in solid tumors. A phase I trial for ZIO-201 was initiated in 2004. Notwithstanding our current clinical trial plans for each of our existing product candidates, we may not be able to commence additional trials or see results from these trials within our anticipated timelines. As such, we cannot predict with any certainty if or when we might submit an NDA for regulatory approval of our product candidates or whether such an NDA will be accepted.

***Clinical trials are very expensive, time-consuming and difficult to design and implement.***

Human clinical trials are very expensive and difficult to design and implement, in part because they are subject to rigorous regulatory requirements. The clinical trial process is also time consuming. We estimate that clinical trials of our product candidates will take at least several years to complete. Furthermore, failure can occur at any stage of the trials, and we could encounter problems that cause us to abandon or repeat clinical trials. The commencement and completion of clinical trials may be delayed by several factors, including:

- unforeseen safety issues;
- determination of dosing issues;
- lack of effectiveness during clinical trials;
- slower than expected rates of patient recruitment;
- inability to monitor patients adequately during or after treatment; and
- inability or unwillingness of medical investigators to follow our clinical protocols.

We are hopeful that we may be able to obtain “Fast Track” status from the FDA for one or more of our product candidates. Fast Track status means that the FDA will perform an expedited review of our data upon the completion of clinical trials, which will thereby decrease the amount of time it will take a product candidate that has achieved such designation to reach the commercial market. However, there is no guarantee that any of our product candidates will be granted Fast Track status by the FDA or that, even if such product candidate is granted such status, the product candidate’s clinical development and regulatory approval process will not be delayed or will be successful.

In addition, we or the FDA may suspend our clinical trials at any time if it appears that we are exposing participants to unacceptable health risks or if the FDA finds deficiencies in our IND submission or in the conduct of these trials. Therefore, we cannot predict with any certainty the schedule for future clinical trials.

***The results of our clinical trials may not support our product candidate claims.***

Even if our clinical trials are completed as planned, we cannot be certain that their results will support approval of our product candidates. Success in preclinical testing and early clinical trials does not ensure that later clinical trials will be successful, and we cannot be sure that the results of later clinical trials will replicate the results of prior clinical trials and preclinical testing. The clinical trial process may fail to demonstrate that our product candidates are safe for humans and effective for indicated uses. This failure would cause us to abandon a product candidate and may delay development of other product candidates. Any delay in, or termination of, our clinical trials will delay the filing of our NDAs with the FDA and, ultimately, our ability to commercialize our product candidates and generate product revenues. In addition, our clinical trials involve small patient populations. Because of small sample size, the results of these clinical trials may not be indicative of future results.



Physicians and patients may not accept and use our drugs. Even if the FDA approves our product candidates, physicians and patients may not accept and use them. Acceptance and use of our products will depend upon a number of factors including:

- perceptions by members of the health care community, including physicians, regarding the safety and effectiveness of our drugs;
- cost-effectiveness of our products relative to competing products;
- availability of reimbursement for our products from government or other healthcare payers; and
- effectiveness of marketing and distribution efforts by us and our licensees and distributors, if any.

Because we expect sales of our current product candidates, if approved, to generate substantially all of our product revenues for the foreseeable future, the failure of a drug to find market acceptance would harm our business and could require us to seek additional financing in order to fund the development of future product candidates.

***Our drug-development program materially depends upon third-party researchers who are outside our control.***

We materially rely upon independent investigators and collaborators, such as universities and medical institutions, to conduct our preclinical and clinical trials under agreements with us. These collaborators are not our employees and we cannot control the amount or timing of resources that they devote to our programs. These investigators may not assign as great a priority to our programs or pursue them as diligently as we would if we were undertaking such programs ourselves. If outside collaborators fail to devote sufficient time and resources to our drug development programs, or if their performance is substandard, the approval of our FDA applications, if any, and our introduction of new drugs, if any, will be delayed. These collaborators may also have relationships with other commercial entities, some of whom may compete with us. If our collaborators assist our competitors to our detriment, our competitive position would be harmed.

***We rely exclusively on third parties to formulate and manufacture our product candidates.***

We do not have experience in drug formulation or manufacturing and do not intend to establish our own manufacturing facilities. We lack the resources and expertise to formulate or manufacture our own product candidates. We currently are contracting for the commercial scale manufacture of our product candidates. We intend to contract with one or more manufacturers to manufacture, supply, store and distribute drug supplies for our clinical trials. If a product candidate we develop or acquire in the future receives FDA approval, we will rely on one or more third-party contractors to manufacture our drugs. Our anticipated future reliance on a limited number of third-party manufacturers exposes us to the following risks:

- We may be unable to identify manufacturers on acceptable terms or at all because the number of potential manufacturers is limited and the FDA must approve any replacement contractor. This approval would require new testing and compliance inspections. In addition, a new manufacturer would have to be educated in, or develop substantially equivalent processes for, production of our products after receipt of FDA approval, if any.
- Our third-party manufacturers might be unable to formulate and manufacture our drugs in the volume and of the quality required to meet our clinical needs and commercial needs, if any.

- Our future contract manufacturers may not perform as agreed or may not remain in the contract manufacturing business for the time required to supply our clinical trials or to successfully produce, store and distribute our products.
- Drug manufacturers are subject to ongoing periodic unannounced inspection by the FDA, the Drug Enforcement Administration (the “DEA”), and corresponding state agencies to ensure strict compliance with good manufacturing practices and other government regulations and corresponding foreign standards. We do not have control over third-party manufacturers’ compliance with these regulations and standards.
- If any third-party manufacturer makes improvements in the manufacturing process for our products, we may not own, or may have to share, the intellectual property rights to the innovation.

Each of these risks could delay our clinical trials, the approval, if any, of our product candidates by the FDA or the commercialization of our product candidates or result in higher costs or deprive us of potential product revenues.

***We do not have experience selling, marketing or distributing products and we have no internal capability to do so.***

We currently have no marketing, sales or distribution capabilities. If and when we become reasonably certain that we will be able to commercialize our current or future products, we anticipate allocating resources to the marketing, sales and distribution of our proposed products in North America. However, we cannot assure that we will be able to market, sell and distribute our products successfully. Our future success also may depend, in part, on our ability to enter into and maintain collaborative relationships for such capabilities, the collaborator’s strategic interest in the products under development and such collaborator’s ability to successfully market and sell any such products. Although we intend to pursue collaborative arrangements regarding the sale and marketing of our products, there can be no assurance that we will be able to establish or maintain our own sales operations or affect collaborative arrangements, or that if we are able to do so, our collaborators will have effective sales forces. There can also be no assurance that we will be able to establish or maintain relationships with third party collaborators or develop in-house sales and distribution capabilities. To the extent that we depend on third parties for marketing and distribution, any revenues we receive will depend upon the efforts of such third parties, and there can be no assurance that such efforts will be successful. In addition, there can also be no assurance that we will be able to market and sell our products in the United States or overseas.

***If we cannot compete successfully for market share against other drug companies, we may not achieve sufficient product revenues and our business will suffer.***

The market for our product candidates, ZIO-101 and ZIO-201, is characterized by intense competition and rapid technological advances. If a product candidate receives FDA approval, it will compete with a number of existing and future drugs and therapies developed, manufactured and marketed by others. Existing or future competing products may provide greater therapeutic convenience or clinical or other benefits for a specific indication than our products, or may offer comparable performance at a lower cost. If our products fail to capture and maintain market share, we may not achieve sufficient product revenues and our business will suffer.

We will compete against fully integrated pharmaceutical companies and smaller companies that are collaborating with larger pharmaceutical companies, academic institutions, government agencies and other public and private research organizations. Many of these competitors have products already approved or in development. In addition, many of these competitors, either alone or together with their collaborative partners, operate larger research and development programs or have substantially greater financial resources than we do, as well as significantly greater experience in:

- developing drugs;
- undertaking preclinical testing and human clinical trials;
- obtaining FDA and other regulatory approvals of drugs;
  - formulating and manufacturing drugs; and
  - launching, marketing and selling drugs.

***If we fail to adequately protect or enforce our intellectual property rights or secure rights to patents of others, the value of our intellectual property rights would diminish.***

Our success, competitive position and future revenues will depend in part on our ability and the abilities of our licensors to obtain and maintain patent protection for our products, methods, processes and other technologies, to preserve our trade secrets, to prevent third parties from infringing on our proprietary rights and to operate without infringing the proprietary rights of third parties.

To date, we have exclusive rights to certain U.S. and foreign intellectual property. We anticipate filing additional patent applications both in the U.S. and in other countries, as appropriate. However, we cannot predict:

- the degree and range of protection any patents will afford us against competitors, including whether third parties will find ways to invalidate or otherwise circumvent our patents;
  - if and when patents will issue;
- whether or not others will obtain patents claiming aspects similar to those covered by our patents and patent applications; or
- whether we will need to initiate litigation or administrative proceedings which may be costly whether we win or lose.

Our success also depends upon the skills, knowledge and experience of our scientific and technical personnel, our consultants and advisors as well as our licensors and contractors. To help protect our proprietary know-how and our inventions for which patents may be unobtainable or difficult to obtain, we rely on trade secret protection and confidentiality agreements. To this end, it is our policy generally to require our employees, consultants, advisors and contractors to enter into agreements which prohibit the disclosure of confidential information and, where applicable, require disclosure and assignment to us of the ideas, developments, discoveries and inventions important to our business. These agreements may not provide adequate protection for our trade secrets, know-how or other proprietary information in the event of any unauthorized use or disclosure or the lawful development by others of such information. If any of our trade secrets, know-how or other proprietary information is disclosed, the value of our trade secrets, know-how and other proprietary rights would be significantly impaired and our business and competitive position would suffer.

***If we infringe the rights of third parties we could be prevented from selling products, forced to pay damages, and defend against litigation.***

If our products, methods, processes or other technologies infringe the proprietary rights of other parties, we could incur substantial costs and we may have to:

- obtain licenses, which may not be available on commercially reasonable terms, if at all;
  - abandon an infringing drug candidate;
  - redesign our products or processes to avoid infringement;
- stop using the subject matter claimed in the patents held by others;
  - pay damages; or

- defend litigation or administrative proceedings which may be costly whether we win or lose, and which could result in a substantial diversion of our valuable management resources.



***Our ability to generate product revenues will be diminished if our drugs sell for inadequate prices or patients are unable to obtain adequate levels of reimbursement.***

Our ability to commercialize our drugs, alone or with collaborators, will depend in part on the extent to which reimbursement will be available from:

- government and health administration authorities;
- private health maintenance organizations and health insurers; and
- other healthcare payers.

Significant uncertainty exists as to the reimbursement status of newly approved healthcare products. Healthcare payers, including Medicare, are challenging the prices charged for medical products and services. Government and other healthcare payers increasingly attempt to contain healthcare costs by limiting both coverage and the level of reimbursement for drugs. Even if our product candidates are approved by the FDA, insurance coverage may not be available, and reimbursement levels may be inadequate, to cover our drugs. If government and other healthcare payers do not provide adequate coverage and reimbursement levels for our products, once approved, market acceptance of such products could be reduced.

***We may not be able to successfully manage our growth.***

Our success will depend upon the expansion of our operations and the effective management of our growth, which will place a significant strain on our management and on our administrative, operational and financial resources. To manage this growth, we must expand our facilities, augment our operational, financial and management systems and hire and train additional qualified personnel. If we are unable to manage our growth effectively, our business may be harmed.

***Our business will subject us to the risk of liability claims associated with the use of hazardous materials and chemicals.***

Our contract research and development activities may involve the controlled use of hazardous materials and chemicals. Although we believe that our safety procedures for using, storing, handling and disposing of these materials comply with federal, state and local laws and regulations, we cannot completely eliminate the risk of accidental injury or contamination from these materials. In the event of such an accident, we could be held liable for any resulting damages and any liability could have a materially adverse effect on our business, financial condition and results of operations. In addition, the federal, state and local laws and regulations governing the use, manufacture, storage, handling and disposal of hazardous or radioactive materials and waste products may require our contractors to incur substantial compliance costs that could materially adversely affect our business, financial condition and results of operations.

***We rely on key executive officers and scientific and medical advisors, and their knowledge of our business and technical expertise would be difficult to replace.***

We are highly dependent on our principal scientific, regulatory and medical advisors. We do not have “key person” life insurance policies on any of our officers. The loss of the technical knowledge and management and industry expertise of any of our key personnel could result in delays in product development, loss of customers and sales and diversion of management resources, which could adversely affect our operating results.



***If we are unable to hire additional qualified personnel, our ability to grow our business may be harmed.***

We will need to hire additional qualified personnel with expertise in preclinical testing, clinical research and testing, government regulation, formulation and manufacturing, as well as sales and marketing. We compete for qualified individuals with numerous biopharmaceutical companies, universities and other research institutions. Competition for such individuals is intense, and we cannot be certain that our search for such personnel will be successful. Attracting and retaining qualified personnel will be critical to our success.

***We may incur substantial liabilities and may be required to limit commercialization of our products in response to product liability lawsuits.***

The testing and marketing of medical products entail an inherent risk of product liability. If we cannot successfully defend ourselves against product liability claims, we may incur substantial liabilities or be required to limit commercialization of our products. Our inability to obtain sufficient product liability insurance at an acceptable cost to protect against potential product liability claims could prevent or inhibit the commercialization of pharmaceutical products we develop, alone or with collaborators. We currently carry clinical trial insurance and product liability insurance.

***There are certain interlocking relationships among us and certain affiliates of Paramount, which may present potential conflicts of interest.***

Lindsay A. Rosenwald, M.D., who may be deemed to beneficially own approximately 19.89% of our common stock, is Chairman and Chief Executive Officer of Paramount BioCapital, Inc., an investment banking firm that served as placement agent in connection with a private placement of ZIOPHARM's Series A Convertible Preferred Stock that was completed in May 2005. Paramount also served as a finder in connection with the Company's option and research agreements with Southern Research Institute. The Company paid fees and issued securities to Paramount or its designees in connection with these transactions and Paramount currently has a right of first refusal to act as the placement agent for the private sale of our securities until May 31, 2008. Dr. Michael Weiser and Timothy McInerney, each of whom is a member of the Company's board of directors, are also full-time employees of Paramount. See "Certain Transactions and Relationships - ZIOPHARM Transactions and Relationship."

Paramount, Dr. Rosenwald, Dr. Weiser, and Mr. McInerney are not obligated pursuant to any agreement or understanding with us to make any additional products or technologies available to us, nor can there be any assurance that any biomedical or pharmaceutical products or technologies identified in the future by such parties will be made available to us. In addition, certain of our current officers and directors, as well as officers or directors that may be hereafter appointed, may from time to time serve as officers or directors of other biopharmaceutical or biotechnology companies. There can be no assurance that such other companies will not have interests in conflict with our own.

***The resale of shares covered by this registration statement could adversely affect the market price of our common stock in the public market, which result would in turn negatively affect the Company's ability to raise additional equity capital.***

The sale, or availability for sale, of common stock in the public market pursuant to this registration statement may adversely affect the prevailing market price of our common stock and may impair our ability to raise additional capital by selling equity or equity-linked securities. Once effective, this registration statement will register the resale of a significant number of shares of our common stock. In fact, the registration statement will make publicly available for resale an additional 2,520,632 shares of our common stock. This figure represents approximately 35% of the shares of our common stock outstanding immediately after the effectiveness of this registration statement.



As of October 31, 2005, we had 7,248,115 shares of common stock outstanding, and approximately 65% of such shares were available for sale without restriction. When the registration statement that includes this prospectus is declared effective, all 2,520,632 shares being offered hereby will be available for resale. The resale of a substantial number of shares of our common stock in the public market pursuant to this offering, and afterwards, could adversely affect the market price for our common stock and make it more difficult for you to sell our shares at times and prices that you feel are appropriate. Furthermore, we expect that, because there is a large number of shares registered hereunder, selling stockholders will continue to offer shares covered by this registration statement for a significant period of time, the precise duration of which we cannot predict. Accordingly, the adverse market and price pressures resulting from this offering may continue for an extended period of time and continued negative pressure on the market price of our common stock could have a material adverse effect on our ability to raise additional equity capital.

***Because we became public by means of a reverse merger, we may not be able to attract the attention of major brokerage firms.***

Additional risks may exist as a result of our becoming a public reporting company through a “reverse merger.” Security analysts of major brokerage firms may not provide coverage of the Company. Because we became public through a reverse merger, there is no incentive to brokerage firms to recommend the purchase of our common stock. No assurance can be given that brokerage firms will want to provide analyst coverage of our Company in the future.

***We are subject to Sarbanes-Oxley and the reporting requirements of federal securities laws, which can be expensive.***

As a public reporting company, we are subject to the Sarbanes-Oxley Act of 2002, as well as the information and reporting requirements of the Securities Exchange Act of 1934, as amended, and other federal securities laws. The costs of compliance with the Sarbanes-Oxley Act and of preparing and filing annual and quarterly reports, proxy statements and other information with the SEC, and furnishing audited reports to stockholders, will cause our expenses to be higher than they would be if ZIOPHARM had remained privately held and did not consummate the Merger.

***Our common stock trades only in an illiquid trading market.***

Trading of our common stock is conducted on the over-the-counter bulletin board. This has an adverse effect on the liquidity of our common stock, not only in terms of the number of shares that can be bought and sold at a given price, but also through delays in the timing of transactions and reduction in security analysts’ and the media’s coverage of our Company and its common stock. This may result in lower prices for our common stock than might otherwise be obtained and could also result in a larger spread between the bid and asked prices for our common stock.

***There is not now, and there may not ever be an active market for shares of our common stock.***

In general, there has been very little trading activity in shares of the Company’s common stock. The small trading volume will likely make it difficult for our stockholders to sell their shares as and when they choose. Furthermore, small trading volumes generally depress market prices. As a result, you may not always be able to resell shares of our common stock publicly at the time and prices that you feel are fair or appropriate.

***Because it is a “penny stock,” you may have difficulty selling shares of our common stock.***

Our common stock is a “penny stock” and is therefore subject to the requirements of Rule 15g-9 under the Securities and Exchange Act of 1934. Under this rule, broker-dealers who sell penny stocks must provide purchasers of these stocks with a standardized risk-disclosure document prepared by the Securities and Exchange Commission. Under applicable regulations, our common stock will generally remain a “penny stock” until and for such time as it meets certain per share price requirements (as determined in accordance with SEC regulations), or until we meet certain net asset or revenue thresholds. These thresholds include the possession of net tangible assets (i.e., total assets less intangible assets and liabilities) in excess of \$2,000,000 in the event we have been operating for at least three years or \$5,000,000 in the event we have been operating for fewer than three years, and the recognition of average revenues equal to at least \$6,000,000 for each of the last three years. We do not anticipate meeting any of the foregoing thresholds in the foreseeable future.

The penny stock rules severely limit the liquidity of securities in the secondary market, and many brokers choose not to participate in penny stock transactions. As a result, there is generally less trading in penny stocks. If you become a holder of our common stock, you may not always be able to resell shares of our common stock publicly at the time and prices that you feel are fair or appropriate.

***We have never paid dividends and do not intend to do so for the foreseeable future.***

We have never paid dividends on our capital stock and we do not anticipate that we will pay any dividends for the foreseeable future. Accordingly, any return on an investment in our Company will be realized, if at all, only when you sell shares of our common stock.

### **NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements contained in this prospectus that are forward-looking in nature are based on the current beliefs of our management as well as assumptions made by and information currently available to management, including statements related to the markets for our products, general trends in our operations or financial results, plans, expectations, estimates and beliefs. In addition, when used in this prospectus, the words “may,” “could,” “should,” “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” “predict” and similar expressions and variants, as they relate to us or our management, may identify forward-looking statements. These statements reflect our judgment as of the date of this prospectus with respect to future events, the outcome of which is subject to risks, which may have a significant impact on our business, operating results or financial condition. You are cautioned that these forward-looking statements are inherently uncertain. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results or outcomes may vary materially from those described herein. We undertake no obligation to update forward-looking statements. The risks identified under the heading “Risk Factors” in this prospectus, among others, may impact forward-looking statements contained in this prospectus.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Overview:

We are a development-stage company that is seeking to develop and commercialize a diverse, risk-sensitive portfolio of in-licensed cancer drugs that address unmet medical needs. Our management and advisors are focused on licensing proprietary drug candidate families that are related to cancer therapeutics on the market where the application of new biological understanding and our drug development expertise will lead to a lower risk for clinical development failure while expediting clinical registration. We aim to commercialize our products on our own in North America but recognize that promising clinical trial results in cancers with a high incidence and prevalence might also be addressed in a commercial partnership with another company with the requisite financial resources.

We currently have two products in development:

· ZIO-101 is an organic arsenic compound covered by an issued U.S. patent and applications internationally. A form of commercially available inorganic arsenic (arsenic trioxide (Trisenox®) or ATO) has been approved for the treatment of acute promyelocytic leukemia (APL), a precancerous condition, and is on the compendia listing for the therapy of multiple myeloma as well as having been studied for the treatment of various other cancers. Nevertheless, ATO has been shown to be toxic to the heart and liver, limiting its use as an anti-cancer agent. Inorganic arsenic has also been shown to cause cancer of the skin and lung in humans. The toxicity of arsenic generally is correlated to its accumulation in organs and tissues. Our preclinical studies to date have demonstrated that ZIO-101 (and organic arsenic in general) is considerably less toxic than inorganic arsenic, particularly with regard to heart toxicity. In vitro testing of ZIO-101 using the National Cancer Institute's human cancer cell panel detected activity against lung, colon, brain, melanoma, ovarian and kidney cancer. Moderate activity was detected against breast and prostate cancer. In addition to solid tumors, in vitro testing in both the National Cancer Institute's cancer cell panel and in vivo testing in a leukemia animal model demonstrated substantial activity against hematological cancers (cancers of the blood and blood-forming tissues) such as leukemia, lymphoma, myelodysplastic syndromes and multiple myeloma.

· ZIO-201, or isophosphoramidate mustard (IPM), is a proprietary stabilized metabolite of ifosfamide that is also related to cyclophosphamide. A patent application for pharmaceutical composition has been filed. Cyclophosphamide and ifosfamide are alkylating agents. Cyclophosphamide is the most widely used alkylating agent in cancer therapy and is used to treat breast cancer and non-Hodgkin's lymphoma. Ifosfamide has been shown to be effective in high dose by itself, or in combination in treating sarcoma and lymphoma. Although ifosfamide-based treatment generally represents the standard of care for sarcoma, it is not licensed for this indication by the FDA. Our preclinical studies have shown that, in animal and laboratory models, IPM evidences activity against leukemia and solid tumors. These studies also indicate that ZIO-201 has a better pharmacokinetic and safety profile than ifosfamide or cyclophosphamide, offering the possibility of safer and more efficacious therapy with ZIO-201. Ifosfamide is metabolized to IPM. In addition to IPM, another metabolite of ifosfamide is acrolein, which is toxic to the kidneys and bladder. The presence of acrolein can mandate the administration of a protective agent called Mesna®, which is inconvenient and expensive. Chloroacetaldehyde is another metabolite of ifosfamide and is toxic to the central nervous system, causing "fuzzy brain" syndrome for which there is currently no protective measure. Similar toxicity concerns pertain to high-dose cyclophosphamide, which is widely used in bone marrow and blood cell transplantation. Because ZIO-201 is independently active—without acrolein or chloroacetaldehyde metabolites—we believe that the administration of ZIO-201 may avoid the toxicities of ifosfamide and cyclophosphamide without compromising efficacy. In addition to anticipated lower toxicity, ZIO-201 may have other advantages over ifosfamide and cyclophosphamide. ZIO-201 likely cross-links DNA differently than ifosfamide or cyclophosphamide metabolites, resulting in a different activity profile. Moreover, in some instances ZIO-201 appears to show activity in ifosfamide- and/or cyclophosphamide-resistant cancer cells.



Currently, we are in U.S. Phase I studies for both of these drug candidates. We intend to continue with clinical development of ZIO-101 for advanced myeloma and ZIO-201 for advanced sarcoma. However, the successful development of our product candidates is highly uncertain. Product development costs and timelines can vary significantly for each product candidate and are difficult to accurately predict. Various statutes and regulations also govern or influence the manufacturing, safety, labeling, storage, record keeping and marketing of each product. The lengthy process of seeking these approvals, and the subsequent compliance with applicable statutes and regulations, require the expenditure of substantial resources. Any failure by us to obtain, or any delay in obtaining, regulatory approvals could materially adversely affect our business. To date, we have not received approval for the sale of any drug candidates in any market and, therefore, have not generated any revenues from our drug candidates.

We were originally incorporated in Colorado in September 1998 (under the name Net Escapes, Inc.) and later changed our name to “EasyWeb, Inc.” in February 1999. We were re-incorporated in Delaware on May 16, 2005 under the same name. On September 13, 2005, we completed a “reverse” acquisition of privately held ZIOPHARM, Inc., a Delaware corporation. To effect this transaction, we caused ZIO Acquisition Corp., our wholly-owned subsidiary, to merge with and into ZIOPHARM, Inc., with ZIOPHARM, Inc. surviving as our wholly owned subsidiary. In accordance with the terms of the merger, the outstanding common stock of ZIOPHARM, Inc. automatically converted into the right to receive an aggregate of approximately 97.3% of our outstanding common stock (after giving effect to the transaction). Following the merger, we caused ZIOPHARM, Inc. to merge with and into us and we changed our name to “ZIOPHARM Oncology, Inc.”

## Plan of Operation

Our plan of operation for the 12-month period commencing on the date of this prospectus, is to continue implementing our business strategy, including the clinical development of our two lead product candidates, ZIO-101 and ZIO-201. We also intend to expand our drug candidate portfolio by seeking additional drug candidates through in-licensing arrangements. We expect our principal expenditures during the next 12 months to include:

- fees and milestone payments required under the license agreements relating to our existing product candidates;
- clinical trial expenses, including the costs incurred with respect to the conduct of clinical trials for ZIO-101 and ZIO-201 and preclinical costs associated with back-up candidates ZIO-102 and ZIO-202;
  - costs related to the scale-up and manufacture of ZIO-101 and ZIO-201;
  - rent for our facilities; and
  - general corporate and working capital, including general and administrative expenses.

As part of our plan for additional employees, we anticipate hiring at least three to four additional full-time employees in medical, regulatory and administrative support. In addition, we intend to use senior advisors, consultants, clinical research organizations and third parties to perform certain aspects of product development, manufacturing, clinical and preclinical development, and regulatory and quality assurance functions.

At our current and desired pace of clinical development of our two product candidates, over the next 12 months we expect to spend approximately \$4.6 million on clinical trials (including milestone payments that we expect to be triggered under the license agreements relating to our product candidates), approximately \$3.7 million on manufacturing costs, \$215,000 on facilities rent, and approximately \$6.8 million on general corporate and working capital. We believe we currently have sufficient capital to fund development and commercialization activities of ZIO-101 and ZIO-201 into the second quarter of 2006. See “Liquidity and Capital Resources” below.

## Product Candidate Development and Clinical Trials

*ZIO-101.* ZIO-101, organic arsenic, is being developed presently to treat advanced myeloma. As a follow-on to the ongoing phase I trials, a phase I/II trial in advanced multiple myeloma is in the advanced planning stage. With the completion of this trial in 2006, we expect to initiate a registration trial in advanced multiple myeloma. We will continue to explore the use of ZIO-101 in solid tumors as well as a phase II trial in advanced multiple myeloma. Preclinical development will continue with a back-up compound designated as ZIO-102. Additional compounds are being synthesized under our agreement with the University of Texas M.D. Anderson Cancer Center and the Texas A&M University System. Technology transfer and scale-up for the commercial manufacture of the active pharmaceutical ingredient, its lyophilization, and final product specification will continue through the period leading to the expected registration trial in the first half of 2007.



*ZIO-201.* ZIO-201, stabilized isophosphoramidate mustard, is being developed presently to treat advanced sarcoma. As follow-on to the ongoing phase I trial, a phase I/II trial and a phase II trial in advanced sarcoma is in the advanced planning stage. With the completion of this trial in 2006, we expect to initiate a registration trial in advanced sarcoma in the first half of 2007. We will explore the potential to test ZIO-201 in pediatric sarcoma in a phase II trial. Preclinical development will continue with back-up analogues, one of which we would expect to be designated ZIO-202. Technology transfer and scale-up for the commercial manufacture of the active pharmaceutical ingredient, its lyophilization, and final product specification will continue through the period leading to the expected registration trial in the first half of 2007.

## **Results of Operations**

*Revenues.* We had no revenues for the three-month and nine-month periods ended September 30, 2005 and 2004.

*Research and development expenses.* For the three-month period ended September 30, 2005, research and development expenses increased by \$893,180, or 210%, to \$1,318,608 from \$425,428 in the three-month period ended September 30, 2004. The increase is attributable to an increase of \$235,546 spent on clinical trials and \$672,626 in manufacturing related costs. For the nine month period ended September 30, 2005, research and development expenses increased by \$3,854,259, or 906%, to \$4,279,687 from \$425,428 in the nine-month period ended September 30, 2004. The increase is attributable to an increase of \$ 1,012,822 spent on clinical trials, \$1,847,889 in manufacturing related costs, \$208,288 in preclinical projects, and \$390,955 in employee related costs as we built infrastructure to support the research and development efforts. For the remainder of the year, we expect research and development spending to approximate the same level as seen in the third quarter of 2005, as we continue with clinical trials and our manufacturing activities.

*General and administrative expenses.* For the three month period ended September 30, 2005, general and administrative expenses increased by \$613,566, or 66%, to \$1,541,740 from \$928,174 in the three-month period ended September 30, 2004. The increase is attributable to a non-recurring payment of \$425,000 due on closing of the merger with EasyWeb, \$119,091 in legal and accounting costs, and \$104,420 in employee related costs as we built infrastructure to support the research and development efforts. For the nine month period ended September 30, 2005, general and administrative expenses increased by \$307,746, or 12%, to \$2,953,830 from \$2,646,084 in the nine-month period ended September 30, 2004. The increase is primarily attributable to a nonrecurring payment of \$425,000 due on closing of the merger. For the remainder of the year, we expect general and administrative spending to approximate the same level as seen in the third quarter of 2005 excluding the \$425,000 non-recurring payment as a result of the merger.

*Other income (expense).* Other income increased by \$89,002, or 1702%, to \$94,231 in the three-month period ended September 30, 2005 from \$5,229 recorded in the three-month period ended September 30, 2004. Other income increased by \$162,239, or 1049%, to \$177,710 in the nine-month period ended September 30, 2005 from \$15,471 recorded in the nine-month periods ended September 30, 2004. Other income during both the three and nine-month period ended September 30, 2005 was comprised of interest income. The increase in both periods is due to higher cash balances available for investing purposes.

*Net income (loss).* For the reasons described above, the net loss increased by \$1,417,744, or 105%, to \$2,766,117 in the three month period September 30, 2005 from \$1,348,373. Net loss increased by \$3,999,766, or 130%, to \$7,055,807 for the nine-month period ended September 30, 2005.

## **Liquidity and Capital Resources**

As of September 30, 2005, we had \$10,740,639 in cash and cash equivalents. We believe we currently have sufficient capital to fund development and commercialization activities of ZIO-101 and ZIO-201 into the second quarter of 2006. Because our business does not generate any cash flow, however, we will need to raise additional capital to continue development of the product candidates beyond that time. We expect to raise such additional capital by either borrowing money or by selling shares of our capital stock. To the extent additional capital is not available when we need it, we may be forced to abandon our development and commercialization efforts, which would have a material adverse effect on the prospects of our business. Further, our assumptions relating the expected costs of development and commercialization and timeframe for completion are dependent on numerous factors other than available financing, including significant unforeseen delays in the clinical trial and regulatory approval process, which could be extremely costly. In addition, our estimates assume that we will be able to enroll a sufficient number of patients in each clinical trial.

Since inception, our primary source of funding for our operations has been the private sale of our securities. During the first nine months of 2005, we received \$4,676 proceeds from the exercise of stock options and gross proceeds of \$18.1 million (\$16.8 net of issuance costs) as a result of the sale of Series A Convertible Preferred Stock in a private placement transaction. During the first nine months of 2004, we received proceeds of \$4.5 million as a result of the sale of common stock in a private placement transaction.

At September 30, 2005, working capital was approximately \$9.2 million, compared to working capital deficit of \$445,096 at December 31, 2004. The increase in working capital reflects net proceeds of \$16.8 million as a result of from the sale of our Series A Preferred Stock in the second quarter of 2005, offset by the use of funds for operations.

Capital expenditures were \$64,648 for the first nine months of 2005. We anticipate additional capital expenditures will be approximately \$80,000 for the remainder of the fiscal year ended December 31, 2005.

## **Critical Accounting Policies**

Research and development expenses consist primarily of salaries and related personnel costs, fees paid to consultants and outside service providers for laboratory development, legal expenses resulting from intellectual property prosecution and organizational affairs and other expenses relating to the design, development, testing, and enhancement of our product candidates. We expense our research and development costs as they are incurred.

General and administrative expenses consist primarily of salaries and related expenses for executive, finance and other administrative personnel, recruitment expenses, professional fees and other corporate expenses, including business development and general legal activities.

Our results include non-cash compensation expense as a result of the issuance of stock option grants. We account for stock-based awards to employees using the intrinsic value method as prescribed by Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. We follow the provisions of SFAS No. 123, Accounting for Stock-Based Compensation, for disclosure purposes. All stock-based awards to non-employees are accounted for at their fair value in accordance with SFAS No. 123 and Emerging Issues Task Force (EITF) 96-18, Accounting for Equity Instruments that are Issued to Other than Employees for Acquiring, or in Conjunction with Selling, Goods or Services. The fair value of each stock option is estimated at the date of grant using the Black-Scholes option pricing model. We have adopted the disclosure provisions of SFAS No. 148, Accounting for Stock-Based Compensation - Transition and Disclosure - an amendment of SFAS No. 123, for all stock-based awards as of December 31, 2004. Had we applied the fair value recognition provisions of SFAS No. 123, our net loss for the three-month periods ended September 30, 2004 and 2005 would have increased by \$33,958 and \$176,297, respectively, and our net loss for the nine-month periods ended September 30, 2004 and 2005 would have

increased by \$60,683 and \$340,197, respectively. We expect to record additional non-cash compensation expense in the future, which may be significant.

### **Recent Accounting Pronouncements**

In December 2004, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 123R, Share-Based Payment ("SFAS No. 123R"). This Statement is a revision of SFAS No. 123, Accounting for Stock-Based Compensation, and supersedes Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, and its related implementation guidance. SFAS No. 123R focuses primarily on accounting for transactions in which an entity obtains employee services in share-based payment transactions. The Statement requires entities to recognize stock compensation expense for awards of equity instruments to employees based on the grant-date fair value of those awards (with limited exceptions). SFAS No. 123R is effective for the first fiscal year beginning after December 15, 2005. Based on current options outstanding, we anticipate the adoption of this statement to result in approximately \$631,823 of additional compensation costs to be recognized in the year of adoption.

### **Off-Balance Sheet Arrangements**

We do not have any "off-balance sheet agreements," as that term is defined by SEC regulation.

## DESCRIPTION OF BUSINESS

### *General*

ZIOPHARM Oncology, Inc. is a development-stage company that is seeking to develop and commercialize a diverse, risk-sensitive portfolio of in-licensed cancer drugs that address unmet medical needs. Our management and advisors are focused on licensing proprietary drug candidate families that are related to cancer therapeutics on the market where the application of new biological understanding and our drug development expertise will lead to a lower risk for clinical development failure while expediting clinical registration. We expect to commercialize our products on our own in North America but recognize that promising clinical trial results in cancers with a high incidence and prevalence might also be addressed in a commercial partnership with another company with the requisite financial resources. Currently, we are in U.S. Phase I studies for two product candidates known as ZIO-101 and ZIO-201. We currently intend to continue with clinical development of ZIO-101 for advanced myeloma and ZIO-201 for advanced sarcoma.

Our corporate office is located at 1180 Avenue of the Americas, 19th Floor, New York, NY 10036, and our telephone number is (646) 214-0700. Our business and development operations are located in Charlestown, Massachusetts.

### *Cancer Overview*

Cancer is a group of diseases characterized by either the runaway growth of cells or the failure of cells to die normally. Often, cancer cells spread to distant parts of the body, where they can form new tumors. Cancer can arise in any organ of the body and, according to the American Cancer Society, strikes one of every two American men and one of every three American women at some point in their lives.

It is reported that there are more than 100 different varieties of cancer divided into six major categories. Carcinomas, the most common type of cancer, originate in tissues that cover a surface or line a cavity of the body. Sarcomas begin in tissue that connects, supports or surrounds other tissues and organs. Lymphomas are cancers of the lymph system, the circulatory system that bathes and cleanses the body's cells. Leukemias involve blood-forming tissues and blood cells. As their name indicates, brain tumors are cancers that begin in the brain, and skin cancers, including dangerous melanomas, originate in the skin. Cancers are considered metastatic if they spread via the blood or lymphatic system to other parts of the body to form secondary tumors.

Cancer is caused by a series of mutations, or alterations, in genes that control cells' ability to grow and divide. Some mutations are inherited; others arise from environmental factors such as smoking or exposure to chemicals, radiation, or viruses that damage cells' DNA. The mutations cause cells to divide relentlessly or lose their normal ability to die.

The cost of cancer to the healthcare system is significant. The National Institute of Health estimates that the overall cost of cancer in 2003 was \$189.5 billion. This cost includes an estimate of \$64.2 billion in direct medical expenses, \$16.3 billion in indirect morbidity costs, and \$109 billion in indirect mortality costs.

### *Cancer Treatments*

Major treatments for cancer include surgery, radiotherapy, and chemotherapy. There are many different drugs that are used to treat cancer, including cytotoxics or antineoplastics, hormones, and biologics. There are also many experimental treatments under investigation including radiation sensitizers, vaccines, gene therapy and immunotoxins. We believe cancer treatment represents a significant unmet medical need.





*Radiotherapy.* Also called radiation therapy, radiotherapy is the treatment of cancer and other diseases with ionizing radiation. Ionizing radiation deposits energy that injures or destroys cells in the area being treated - the target tissue - by damaging their genetic material, making it impossible for these cells to continue growing. Although radiation damages both cancer cells and normal cells, the latter are able to repair themselves and regain proper function. Radiotherapy may be used to treat localized solid tumors, such as cancers of the skin, tongue, larynx, brain, breast, or uterine cervix. It can also be used to treat leukemia and lymphoma.

Scientists are also looking for ways to increase the effectiveness of radiation therapy. Two types of investigational drugs are being studied for their effect on cells exposed to radiation. Radiosensitizers increase the damage done to tumor cells by radiation; and radioprotectors protect normal tissues from the effects of radiation.

*Cytotoxics.* Cytotoxics are anticancer drugs that destroy cancer cells by stopping them from multiplying. Healthy cells can also be harmed with the use of cytotoxics, especially those that divide quickly. Harm to healthy cells is what causes side effects. These cells usually repair themselves after chemotherapy. Chemotherapy can be used for different purposes which include curing cancer (when the patient remains free of evidence of cancer cells), controlling cancer (by preventing the cancer from spreading), and to relieving symptoms of cancer (such as pain, helping patients live more comfortably).

Cytotoxic agents act primarily on macromolecular synthesis, repair or activity, which affects the production or function of DNA, RNA or protein. Although there are many cytotoxic agents, there is a considerable amount of overlap in their mechanisms of action. As such, the choice of a particular agent or group of agents is generally not a consequence of a prior prediction of antitumor activity by the drug, but instead the result of empirical clinical trials.

*Supportive Care.* The treatment of a cancer may include the use of chemotherapy, radiation therapy, biologic response modifiers, surgery, or some combination of all of these or other therapeutic options. All of these treatment options are directed at killing or eradicating the cancer that exists in the patient's body. Unfortunately, the delivery of many cancer therapies adversely affects the body's normal organs. The undesired consequence of harming an organ not involved with cancer is referred to as a complication of treatment or a side effect.

Side effects, or complications of treatment cause inconvenience, discomfort, and occasionally, may even be fatal. Additionally and perhaps more importantly, side effects may also prevent doctors from delivering the prescribed dose of therapy at the specific time and schedule of the treatment plan. Therefore, side effects not only cause discomfort, but may also limit a patient's ability to achieve the best outcome from treatment by preventing the delivery of therapy at its optimal dose and time.

In addition to anemia, fatigue, hair-loss, reduction in blood platelets and white and red blood cells, and bone pain, one of the most common side effects of chemotherapy is nausea and vomiting. Several drugs have been developed to help prevent and control chemotherapy-induced nausea and vomiting, which have led to improvements in the management of symptoms associated with this cancer treatment, allowing for greater accuracy and consistency concerning the administration of cancer treatment. Nausea and vomiting induced by chemotherapy are treated by drugs such as 5HT<sub>3</sub> receptor antagonists, like ondansetron, which is a selective blocking agent of the hormone serotonin.

## Product Candidates

### *ZIO-101*

*General.* ZIO-101 is an organic arsenic compound covered by an issued U.S. patent and applications internationally. A form of commercially available inorganic arsenic (arsenic trioxide (Trisenox<sup>®</sup>) or ATO) has been approved for the

treatment of acute promyelocytic leukemia (APL), a precancerous condition, and is on the compendia listing for the therapy of multiple myeloma as well as having been studied for the treatment of various other cancers. Nevertheless, ATO has been shown to be toxic to the heart and liver, limiting its use as an anti-cancer agent. Inorganic arsenic has also been shown to cause cancer of the skin and lung in humans. The toxicity of arsenic generally is correlated to its accumulation in organs and tissues. Our preclinical studies demonstrated that ZIO-101 (and organic arsenic in general) is considerably less toxic than inorganic arsenic, particularly with regard to heart toxicity.

*In vitro* testing of ZIO-101 using the National Cancer Institute's human cancer cell panel detected activity against lung, colon, brain, melanoma, ovarian and kidney cancer. Moderate activity was detected against breast and prostate cancer.

In addition to solid tumors, *in vitro* testing in both the National Cancer Institute's cancer cell panel and *in vivo* testing in a leukemia animal model demonstrated substantial activity against hematological cancers (cancers of the blood and blood-forming tissues) such as leukemia, lymphoma, myelodysplastic syndromes and multiple myeloma. Leukemia is a cancer that begins in blood-forming tissue such as the bone marrow and causes large numbers of blood cells to be produced and enter the bloodstream. Lymphomas are cancers that begin in cells of the immune system. Myelodysplastic syndromes, also called preleukemia or smoldering leukemia, are diseases in which the bone marrow does not function normally.

*Clinical Lead Indications: Multiple Myeloma.* Multiple myeloma, a common hematological malignancy, is among a group of plasma cell cancers associated with the overproduction of monoclonal immunoglobulin (M-protein). Primary treatment for multiple myeloma is systemic chemotherapy. Approximately 15-20% of patients who have the disease are resistant to aggressive primary treatment. Even with prompt institution of systemic treatment, the drug-sensitive phase of the disease usually lasts only two to three years for most patients before resistance appears (although in a small patient population sensitivity to systemic therapy can last for five to ten years). The median survival of patients with progressive or resistant disease is three to four years.

The standard of care for progressive or resistant multiple myeloma may be in transition. Recent clinical trials offer evidence supporting the use of thalidomides and proteasome inhibitors, either alone or in combination with other agents. Unfortunately, neither treatment is universally effective, each can be quite toxic, and all patients who receive them will likely develop progressive disease. As a result, we expect that the medical community will continue to embrace new agents that provide incremental benefit to patients without undue toxicity. We are hopeful that the novel mechanism of action of ZIO-101, combined with its anticipated safety profile, will encourage its use in the treatment of advanced myeloma and possibly a variety of other tumors. Currently, we expect that advanced myeloma will be the indication for which it is most likely to seek initial regulatory approval for ZIO-101.

*Clinical Development Plan for ZIO-101.* We have commenced two phase I clinical trials (hematological and solid tumor) at the University of Texas M.D. Anderson Cancer Center using ZIO-101 in refractory disease. Phase I testing is primarily focused on assessing drug safety; however, one patient in the solid tumor trial has evidenced a response without toxicity (as reported by the investigator). The starting dose in both phase I trials was about 14 times the labeled dose of inorganic arsenic. The dose has been escalated to the next level in one trial, and to date has been well tolerated.

The goal of the phase I trials are to determine dose-limiting toxicity and maximum tolerated dose. In addition, assessments of pharmacokinetic data will be obtained along with any indication of efficacy. We expect to follow these phase I trials with a phase I/II trial in advanced myeloma. We currently anticipate reporting some phase I/II trial results in the first half of 2006. A second phase II trial in myeloma is under consideration for initiation in early 2006. It is expected that a pivotal trial in multiple myeloma would begin in the first half of 2007.

The solid tumor trial is seeking to confirm data collected during preclinical studies that indicated activity in a variety of solid tumors. While the current focus for product registration is myeloma, these phase I study results will be instructive for further development plans in solid tumors.

### *ZIO-201*

*General.* ZIO-201, or isophosphoramidate mustard (IPM), is a proprietary stabilized metabolite of ifosfamide that is also related to cyclophosphamide. A patent application for pharmaceutical composition has been filed. Cyclophosphamide and ifosfamide are alkylating agents. Cyclophosphamide is the most widely used alkylating agent in cancer therapy and is used to treat breast cancer and non-Hodgkin's lymphoma. Ifosfamide has been shown to be effective in high dose by itself, or in combination in treating sarcoma and lymphoma. Although ifosfamide-based treatment generally represents the standard of care for sarcoma, it is not licensed for this indication by the FDA.

Our preclinical studies have shown that, in animal and laboratory models, IPM evidences activity against leukemia and solid tumors. These studies also indicate that ZIO-201 has a better pharmacokinetic and safety profile than ifosfamide or cyclophosphamide, offering the possibility of safer and more efficacious therapy with ZIO-201.

Ifosfamide is metabolized to IPM. In addition to IPM, another metabolite of ifosfamide is acrolein, which is toxic to the kidneys and bladder. The presence of acrolein can mandate the administration of a protective agent called Mesna<sup>®</sup>, which is inconvenient and expensive. Chloroacetaldehyde is another metabolite of ifosfamide and is toxic to the central nervous system, causing "fuzzy brain" syndrome for which there is currently no protective measure. Similar toxicity concerns pertain to high-dose cyclophosphamide, which is widely used in bone marrow and blood cell transplantation. Because ZIO-201 is independently active—without acrolein or chloroacetaldehyde metabolites—the Company believes that the administration of ZIO-201 may avoid the toxicities of ifosfamide and cyclophosphamide without compromising efficacy.

In addition to anticipated lower toxicity, ZIO-201 may have other advantages over ifosfamide and cyclophosphamide. ZIO-201 likely cross-links DNA differently than ifosfamide or cyclophosphamide metabolites, resulting in a different activity profile. Moreover, in some instances ZIO-201 appears to show activity in ifosfamide- and/or cyclophosphamide-resistant cancer cells.

*Potential Lead Indications for ZIO-201: Sarcomas.* Sarcomas are cancers of the bone, cartilage, fat, muscle, blood vessels, or other connective or supportive tissue. Soft tissue sarcomas, the expected lead indication for ZIO-201, are relatively rare; there are 8,000 to 10,000 new cases each year in adults in the United States. On the other hand, in children, soft tissue sarcomas account for approximately 10% of all childhood cancers. There are more than 50 histological or tissue types of soft tissue sarcomas. The prognosis for patients with adult soft tissue sarcomas depends on several factors, including the patient's age, size of the primary tumor, histological grade, and stage of the tumor. Factors associated with a poorer prognosis include age greater than 60 years, tumors larger than five centimeters, and high-grade histology. While small, low-grade tumors are usually curable by surgery alone, higher-grade or larger sarcomas are associated with higher local treatment failure rates and increased metastatic potential. Ifosfamide-based chemotherapy is a frequent standard of care for the treatment of metastatic tumors. It may also be used in the adjuvant setting for high-risk primary tumors.

ZIO-201 may be a useful agent that, either alone or in combination, can deliver therapeutic activity with fewer to no side effects of the type that have been associated with ifosfamide. In the United States, ifosfamide is regularly included in combination regimens for the treatment of sarcomas, testicular cancers, head and neck cancer and some types of non-Hodgkin's lymphomas. We believe that ZIO-201 may be able to replace ifosfamide in any or all of these combination protocols.



*Clinical Development Plan for ZIO-201.* A phase I clinical trial is being conducted at two centers with the objective of establishing maximum tolerated dose. The current dose level in this phase I trial is believed to be comparable to a relatively high dose of ifosfamide. The drug is being administered without Mesna<sup>®</sup>. Furthermore, one patient has evidence of stable disease. We intend to initiate a phase I/II trial in advanced sarcoma and expects early results in the first half of 2006. We are also planning to implement a high dose phase I study in sarcoma and is exploring a phase II study in pediatric sarcoma. These trials would support the design and implementation of a phase III registration study in the first half of 2007.

### ***Competition***

The development and commercialization for new products to treat cancer is highly competitive, and there will be considerable competition from major pharmaceutical, biotechnology, and specialty cancer companies. Many of our competitors have substantially more resources than the Company, including both financial and technical. In addition, many of these companies have more experience than the Company in preclinical and clinical development, manufacturing, regulatory, and global commercialization. The Company is also competing with academic institutions, governmental agencies and private organizations that are conducting research in the field of cancer. Competition for highly qualified employees is intense.

There are a number of companies developing chemotherapies for cancer and in particular for multiple myeloma and sarcoma. Millennium Pharmaceuticals, Inc. and Celgene Corporation have marketed products to treat multiple myeloma, and many other product candidates are in clinical trials and preclinical research. There are a more limited number of competitors developing new approaches to treat sarcoma, Ariad Pharmaceuticals principal among them.

In addition to competitive companies, treatments for cancer that compete with our product candidates are summarized under the caption "Cancer Treatments."

### ***License Agreements and Intellectual Property***

Our goal is to obtain, maintain and enforce patent protection for our products, formulations, processes, methods and other proprietary technologies, to preserve our trade secrets, and to operate without infringing the proprietary rights of other parties, both in the United States and in other countries. Our policy is to actively seek the broadest possible intellectual property protection for our product candidates through a combination of contractual arrangements and patents, both in the United States and abroad.

*Patent and Technology License Agreement — University of Texas M. D. Anderson Cancer Center and the Texas A&M University System.* On August 24, 2004, the Company entered into a Patent and Technology License Agreement with The Board of Regents of the University of Texas System, acting on behalf of the University of Texas M. D. Anderson Cancer Center and the Texas A&M University System (collectively, the "Licensors"). Under this agreement, the Company was granted an exclusive, worldwide license to rights (including rights to U.S. and foreign patent and patent applications and related improvements and know-how) for the manufacture and commercialization of two classes of organic arsenicals (water- and lipid-based) for human and animal use. The class of water-based organic arsenicals includes ZIO-101.

In October 2004, we received a notice of allowance for U.S. Patent Application No. 10/337969, entitled "S-dimethylarsino-thiosuccinic acid S-dimethylarsino-2-thiobenzoic acid S-(simethylarsino) glutathione as treatments for cancer." The patent was granted on June 28, 2005. The patent application claims both therapeutic uses and pharmaceutical compositions containing a novel class of organic arsenicals, including ZIO-101, for the treatment of cancer.





As partial consideration for the license rights obtained by us, we paid the Licensors an upfront, nonrefundable \$125,000 fee and issued 250,487 shares of our common stock to University of Texas M. D. Anderson Cancer Center and granted it an option to purchase an additional 50,222 shares of our common stock for approximately \$0.002 per share (such share amounts and option exercise price have been adjusted to reflect to the Merger). The option will vest and become exercisable with respect to 50% of its shares upon completion of the dosing of the last patient for both the blood and solid tumor phase I trials for ZIO-101. Another 25% of the shares subject to the option will vest upon enrollment of the first patient in a multi-center pivotal clinical trial (i.e., a human clinical trial intended to provide the substantial evidence of efficacy necessary to support the filing of an approvable New Drug Application (“NDA”) for ZIO-101, with the remaining 25% vesting upon the filing of an Investigational New Drug (“IND”) for ZIO-101. As additional consideration for the license, the Licensors are entitled to receive up to an aggregate of \$4.85 million in cash payments, payable in varying amounts, upon the achievement of certain milestones, including \$100,000 that we paid upon the commencement of the phase I clinical trial for ZIO-101 in May 2005. The Licensors are entitled to receive royalty payments from sales of a licensed product (should such a product be approved for commercial sale), as well and a portion of any fees that we may receive from a sublicensee. Finally, the license agreement provides that we will enter into two separate sponsored research agreements with the Licensors, each of which will require that we make annual payments of \$100,000 for no less than two years. We will have the exclusive right to all intellectual property rights resulting from such research pursuant to the terms of the agreements.

The agreement also contains other provisions customary and common in similar agreements within the industry, such as our right to sublicense our rights under the agreement. Nevertheless, if we sublicense our rights prior to the commencement of a pivotal clinical trial (i.e., a human clinical trial intended to provide the substantial evidence of efficacy necessary to support the filing of an approvable NDA), the Licensors will generally be entitled to receive a share of the payments we receive in exchange for the sublicense (subject to certain exceptions).

*License Agreement with DEKK-Tec, Inc.* On October 15, 2004, we entered into a license agreement with DEKK-Tec, Inc., pursuant to which we were granted an exclusive, worldwide license to the second of our lead product candidates, ZIO-201.

As partial consideration for the license rights obtained by us, we paid DEKK-Tec an upfront, non-refundable \$50,000 fee. In addition, DEKK-Tec is entitled to receive cash payments in the aggregate amount of up to \$3.9 million, which are payable in varying amounts upon the occurrence of certain milestone events. The majority of these milestone payments will be creditable against future royalty payments, as referenced below. We also issued DEKK-Tec an option to purchase up to 27,616 shares of our common stock for approximately \$0.02 per share (such share amount and option exercise price have been adjusted to reflect to the Merger), which option vested with respect to 6,904 post-Merger shares upon the execution of the license agreement. DEKK-Tec has since exercised such vested portion of the option. The option will vest with respect to the remaining shares upon certain milestone events culminating with final FDA approval of the first NDA submitted by us (or by our sublicensee) for ZIO-201. Finally, DEKK-Tec also is entitled to receive royalty payments on the sales of ZIO-201 should it be approved for commercial sale. The license agreement also contains other provisions customary and common in similar agreements within the industry.

*Option and Research Agreements with Southern Research Institute (“SRI”).* On December 22, 2004, we entered into an Option Agreement with SRI, pursuant to which we were granted an exclusive option to obtain an exclusive license to SRI’s interest in certain intellectual property, including exclusive rights related to certain isophosphoramidate mustard analogs. Also on December 22, 2004, we entered into a Research Agreement with SRI pursuant to which we agreed to spend a sum not to exceed \$200,000 between the execution of the agreement and December 21, 2006, including a \$25,000 payment that we made simultaneously with the execution of the agreement, to fund research and development work by SRI in the field of isophosphoramidate mustard analogs. Under the terms of the option agreement, our exclusive right to exercise the option will expire 60 days after the termination or expiration of the SRI’s research and

development work in the field of isophosphoramidate mustard analogs, and the delivery of the certain required reports.

*Other Intellectual Property Rights and Protection.* We depend upon the skills, knowledge and experience of our scientific and technical personnel, as well as those of our advisors, consultants and other contractors, none of which is patentable. To help protect proprietary know-how, which is not patentable, and for inventions for which patents may be difficult to enforce, we currently rely, and in the future will continue to rely, on trade secret protection and confidentiality agreements to protect our interests. To this end, we generally require employees, consultants, advisors and other contractors to enter into confidentiality agreements that prohibit the disclosure of confidential information and, where applicable, require disclosure and assignment to us of the ideas, developments, discoveries and inventions important to our business.

### ***Governmental Regulation***

The research, development, testing, manufacture, labeling, promotion, advertising, distribution, and marketing, among other things, of our products are extensively regulated by governmental authorities in the United States and other countries. In the United States, the FDA regulates drugs under the Federal Food, Drug, and Cosmetic Act, or the “FDCA,” and its implementing regulations. Failure to comply with the applicable U.S. requirements may subject us to administrative or judicial sanctions, such as FDA refusal to approve pending New Drug Applications, warning letters, product recalls, product seizures, total or partial suspension of production or distribution, injunctions, and/or criminal prosecution.

*Drug Approval Process.* None of our drugs may be marketed in the U.S. until the drug has received FDA approval. The steps required before a drug may be marketed in the U.S. include:

- preclinical laboratory tests, animal studies, and formulation studies;
- submission to the FDA of an IND for human clinical testing, which must become effective before human clinical trials may begin;
- adequate and well-controlled human clinical trials to establish the safety and efficacy of the drug for each indication;
  - submission to the FDA of an NDA;
- satisfactory completion of an FDA inspection of the manufacturing facility or facilities at which the drug is produced to assess compliance with current good manufacturing practices, or “cGMPs”; and
  - FDA review and approval of the NDA.

Preclinical tests include laboratory evaluation of product chemistry, toxicity, and formulation, as well as animal studies. The conduct of the preclinical tests and formulation of the compounds for testing must comply with federal regulations and requirements. The results of the preclinical tests, together with manufacturing information and analytical data, are submitted to the FDA as part of an IND, which must become effective before human clinical trials may begin. An IND will automatically become effective 30 days after receipt by the FDA, unless before that time the FDA raises concerns or questions about issues such as the conduct of the trials as outlined in the IND. In such a case, the IND sponsor and the FDA must resolve any outstanding FDA concerns or questions before clinical trials can proceed. The Company cannot be sure that submission of an IND will result in the FDA allowing clinical trials to begin.

Clinical trials involve the administration of the investigational drug to human subjects under the supervision of qualified investigators. Clinical trials are conducted under protocols detailing the objectives of the study, the parameters to be used in monitoring safety, and the effectiveness criteria to be evaluated. Each protocol must be submitted to the FDA as part of the IND.



Clinical trials typically are conducted in three sequential phases, but the phases may overlap. The study protocol and informed consent information for study subjects in clinical trials must also be approved by an Institutional Review Board for each institution where the trials will be conducted. Study subjects must sign an informed consent form before participating in a clinical trial. Phase I usually involves the initial introduction of the investigational drug into people to evaluate its short-term safety, dosage tolerance, metabolism, pharmacokinetics and pharmacologic actions, and, if possible, to gain an early indication of its effectiveness. Phase II usually involves trials in a limited patient population to (i) evaluate dosage tolerance and appropriate dosage; (ii) identify possible adverse effects and safety risks; and (iii) evaluate preliminarily the efficacy of the drug for specific indications. Phase III trials usually further evaluate clinical efficacy and test further for safety by using the drug in its final form in an expanded patient population. There can be no assurance that phase I, phase II, or phase III testing will be completed successfully within any specified period of time, if at all. Furthermore, a company or the FDA may suspend clinical trials at any time on various grounds, including a finding that the subjects or patients are being exposed to an unacceptable health risk.

The FDCA permits FDA and the IND sponsor to agree in writing on the design and size of clinical studies intended to form the primary basis of an effectiveness claim in an NDA application. This process is known as Special Protocol Assessment. These agreements may not be changed after the clinical studies begin, except in limited circumstances.

Assuming successful completion of the required clinical testing, the results of the preclinical studies and of the clinical studies, together with other detailed information, including information on the manufacture and composition of the drug, are submitted to the FDA in the form of an NDA requesting approval to market the product for one or more indications. The testing and approval process requires substantial time, effort, and financial resources. The agencies review the application and may deem it to be inadequate to support the registration, and companies cannot be sure that any approval will be granted on a timely basis, if at all. The FDA may also refer the application to the appropriate advisory committee, typically a panel of clinicians, for review, evaluation and a recommendation as to whether the application should be approved. The FDA is not bound by the recommendations of the advisory committee.

The FDA has various programs, including fast track, priority review, and accelerated approval, that are intended to expedite or simplify the process for reviewing drugs, and/or provide for approval on the basis surrogate endpoints. Generally, drugs that may be eligible for one or more of these programs are those for serious or life-threatening conditions, those with the potential to address unmet medical needs, and those that provide meaningful benefit over existing treatments. A company cannot be sure that any of its drugs will qualify for any of these programs, or that, if a drug does qualify, that the review time will be reduced.

Section 505(b)(2) of the FDCA allows the FDA to approve a follow-on drug on the basis of data in the scientific literature or a prior FDA approval of an NDA for a related drug. This procedure potentially makes it easier for generic drug manufacturers to obtain rapid approval of new forms of drugs based on proprietary data of the original drug manufacturer.

Before approving an NDA, the FDA usually will inspect the facility or the facilities at which the drug is manufactured and will not approve the product unless cGMP compliance is satisfactory. If the FDA evaluates the NDA and the manufacturing facilities as acceptable, the FDA may issue an approval letter, or in some cases, an approvable letter followed by an approval letter. Both letters usually contain a number of conditions that must be met in order to secure final approval of the NDA. When and if those conditions have been met to the FDA's satisfaction, the FDA will issue an approval letter. The approval letter authorizes commercial marketing of the drug for specific indications. As a condition of NDA approval, the FDA may require post-marketing testing and surveillance to monitor the drug's safety or efficacy, or impose other conditions.



After approval, certain changes to the approved product, such as adding new indications, making certain manufacturing changes, or making certain additional labeling claims, are subject to further FDA review and approval. Before a company can market products for additional indications, it must obtain additional approvals from FDA. Obtaining approval for a new indication generally requires that additional clinical studies be conducted. A company cannot be sure that any additional approval for new indications for any product candidate will be approved on a timely basis, or at all.

*Post-Approval Requirements.* Often times, even after a drug has been approved by the FDA for sale, the FDA may require that certain post-approval requirements be satisfied, including the conduct of additional clinical studies. If such post-approval conditions are not satisfied, the FDA may withdraw its approval of the drug. In addition, holders of an approved NDA are required to: (i) report certain adverse reactions to the FDA, (ii) comply with certain requirements concerning advertising and promotional labeling for their products, and (iii) continue to have quality control and manufacturing procedures conform to cGMP after approval. The FDA periodically inspects the sponsor's records related to safety reporting and/or manufacturing facilities; this latter effort includes assessment of compliance with cGMP. Accordingly, manufacturers must continue to expend time, money, and effort in the area of production and quality control to maintain cGMP compliance. We intend to use third party manufacturers to produce our products in clinical and commercial quantities, and future FDA inspections may identify compliance issues at the facilities of our contract manufacturers that may disrupt production or distribution, or require substantial resources to correct. In addition, discovery of problems with a product after approval may result in restrictions on a product, manufacturer, or holder of an approved NDA, including withdrawal of the product from the market.

### ***Employees***

As of the date of this current report, we have 11 employees, all of which are full-time employees. We intend to hire an additional five to six employees prior to the end of 2005.

### ***Description of Property***

Our corporate office is located at 1180 Avenue of the Americas, 19th Floor, New York, NY 10036. The New York office space is subject to a five-year lease agreement that expires in June 2010. Under the terms of the lease, we lease approximately 2,580 square feet and are required to make monthly rental payments of approximately \$10,100 until December 31, 2007, with such payments increasing to approximately \$11,000 thereafter through the remainder of the term of the lease. Our business and development operations are located at 197 Eighth Street, Suite 300, Charlestown, Massachusetts 02129. The Charlestown office space is subject to a five-year lease agreement that expires in October 2009. Under the terms of the lease, we lease approximately 2,800 square feet and are required to make monthly rental payments that range from \$4,200 during the first year of the lease to \$4,900 during the last year of the lease. Effective November 2005, we amended our lease in Charlestown, Massachusetts to expand our commercial space by approximately 830 square feet.

### ***Legal Proceedings***

We are not currently involved in any material legal proceedings.

## MANAGEMENT

### *Directors and Executive Officers*

At the effective time of the Merger, our board of directors was reconstituted by the appointment of Jonathan Lewis, Richard Bagley, Murray Brennan, James Cannon, Senator Wyche Fowler, Jr., Gary S. Fragin, Timothy McInerney and Michael Weiser as directors (all of whom were directors of ZIOPHARM immediately prior to the Merger), and the resignations of David C. Olson and David Floor from their roles as our directors. Our executive management team was also reconstituted and David C. Olson resigned from his positions as our President, Treasurer and Secretary. The following table sets forth the name, age and position of each of our directors and executive officers as of the date of this prospectus.

<u>Name</u>	<u>Age</u>	<u>Positions</u>
Jonathan Lewis, M.D., Ph.D.	47	Director & Chief Executive Officer
Richard Bagley	62	Director, President, Chief Operating Officer & Treasurer
Robert Peter Gale, M.D., Ph.D, DSc.	60	Senior Vice President Research
Murray Brennan, M.D.	65	Director
James Cannon	67	Director
Senator Wyche Fowler, Jr., JD	65	Director
Gary S. Fragin	59	Director
Timothy McInerney	45	Director
Michael Weiser, M.D., Ph.D.	42	Director

The biographies of the directors and executive officers listed above are set forth below, all of whom began serving us in their respective positions at the effective time of the Merger.

**Jonathan Lewis** is our Chief Executive Officer and a director, and has served as Chief Executive Officer and a director of ZIOPHARM since January 2004. From July 1994 until June 2001, Dr. Lewis served as Professor of Surgery and Medicine at Memorial Sloan-Kettering Cancer Center and he served as Chief Medical Officer and Chairman of the Medical Board at Antigenics, Inc. from June 2000 until November 2003. He serves as a director on the Board of POPPA (the Police Organization Providing Peer Assistance) of the New York Police Department (NYPD).

**Richard Bagley** serves as our President, Chief Operating Officer, Treasurer and Director and has served as President and Chief Operating Officer of ZIOPHARM since July 2004 and as ZIOPHARM's Treasurer since March 2005. Prior to that, he served as a consultant to ZIOPHARM while serving as a senior advisor to The University of Texas M.D. Anderson Cancer Center. Mr. Bagley served in several capacities at Squibb Corporation from 1985-1990, including as President E. R. Squibb & Sons, U.S. in 1988 and 1989. He served as Director, Chief Executive Officer and President of ImmuLogic Pharmaceutical Corporation from 1990 to 1994, as Director, Chief Executive Officer and Chairman of ProScript, Inc. from 1994 to 1998, as Director, President and Chief Executive Officer of AltaRex Corp. from 1998 to May 2003, and thereafter as a part time consultant and advisor in life sciences until joining ZIOPHARM full time. Mr. Bagley initiated a career in pharmaceuticals in 1968 with Smith Kline and French Laboratories, leaving in 1985 after serving as President of the consumer products division.

**Robert Peter Gale** is our Senior Vice President Research and has served ZIOPHARM in that capacity since January 2004. Dr. Gale is also on the medical staff of UCLA School of Medicine in the Department of Medicine, Division of Hematology and Oncology and is Visiting Professor of Hematology at Imperial College of Science, Technology and



Medicine, Hammersmith Hospital, London. Dr. Gale served as Senior Vice President for Medical Affairs at Antigenics, Inc. from April 2001 until May 2002 and as a consultant to that company from May 2002 through May 2004.

**Murray Brennan** is a director of the Company and has served as a member of ZIOPHARM's board of directors since December 22, 2004. Dr. Brennan has been Chairman of Memorial Sloan-Kettering Cancer Center's Department of Surgery since 1985, and is a former Vice President of the American College of Surgeons, a position he held from 2004 to 2005. Dr. Brennan is also a member of the National Academy of Sciences. He served as director of the American Board of Surgery from 1984 to 1990, Chairman of the American College of Surgeons' Commission on Cancer from 1992 to 1994, President of the Society of Surgical Oncology from 1995 to 1996, and President of the American Surgical Association from 2002 to 2003.

**James Cannon** is a director of the Company and has served as a member of ZIOPHARM's board of directors since December 22, 2004. Mr. Cannon is Vice Chairman, Chief Financial Officer and a member of the board of directors of BBDO Worldwide. Mr. Cannon joined BBDO in 1967, was appointed Chief Financial Officer of the agency in 1984, and was elected to its board of directors in 1985. In 1986, Mr. Cannon was appointed Comptroller and a member of the board of directors of Omnicom, a company affiliated with BBDO Worldwide, and served in those capacities through May 2002. In 1987, Mr. Cannon also served as Director of Financial Operations of the Omnicom Group from 1987 to 1989, when he rejoined BBDO Worldwide as Executive Vice President and Chief Financial Officer. Mr. Cannon was appointed Vice Chairman of BBDO Worldwide in 1990.

**Senator Wyche Fowler, Jr.** is a director of the Company and has served as a member of ZIOPHARM's board of directors since December 22, 2004. Senator Fowler has been engaged in an international business and law practice since May 2001, and has served as chairman of the board of the Middle East Institute, a non-profit foundation in Washington, DC, since September 2001. Senator Fowler served as U.S. Senator from Georgia from January 1987 to January 1993, and had previously served in the U.S. House of Representatives from 1977 until his senatorial election. During his time in the U.S. Senate, Senator Fowler served as a member of the Senate Appropriations, Budget, Energy and Agriculture Committees. While in the U.S. House of Representatives, he was a member of the House Ways and Means and Foreign Affairs Committees, as well as the Select Committee on Intelligence. President Clinton appointed Senator Fowler as Ambassador to the Kingdom of Saudi Arabia in 1996, where he served through 2001. Senator Fowler is a member of the board of directors of Brandywine Realty Trust, a real estate investment trust traded on the New York Stock Exchange.

**Gary S. Fragin** is a director of the Company and has served as a member of ZIOPHARM's board of directors since December 22, 2004. Mr. Fragin is currently managing partner of Osborn Partners, LP and managing partner of Fragin Asset Management, LP, positions. Mr. Fragin was the General Partner and Chief Administrative/Operating Officer of Steinhardt Organization, prior to which he was a partner, Director of Trading and member of the Management Committee and Executive Committee at Oppenheimer and Co.

**Timothy McInerney** is a director of the Company and has served on ZIOPHARM board of directors since July 20, 2005. Since 1992, Mr. McInerney has been a Managing Director of Paramount BioCapital, Inc. where he oversees the overall distribution of Paramount's private equity product. Prior to 1992, Mr. McInerney was a research analyst focusing on the biotechnology industry at Ladenburg, Thalman & Co. Prior to that, Mr. McInerney held equity sales positions at Bear, Stearns & Co. and Shearson Lehman Brothers, Inc. Mr. McInerney also has worked in sales and marketing for Bristol-Myers Squibb.

**Michael Weiser** is a director of the Company and has served on ZIOPHARM's board of directors since ZIOPHARM's inception. Dr. Weiser is the Director of Research of Paramount BioCapital. In addition to serving on the boards of directors of several privately-held companies, Dr. Weiser currently serves on the board of directors of Manhattan Pharmaceuticals, Inc., VioQuest Pharmaceuticals, Inc., Hana BioSciences, Inc., Emisphere Technologies, Inc., and Chelsea Therapeutics, Inc., all publicly-traded biotechnology companies.



There are no family relationships among our executive officers or directors.

*Audit Committee*

Effective as of the Merger, we formed an audit committee of the board of directors. The current members of the audit committee are Mr. James Cannon, who serves as the committee's Chairman, and Messrs. Fragin and Bagley. The audit committee assists the Board of Directors in fulfilling its responsibilities of ensuring that management is maintaining an adequate system of internal controls such that there is reasonable assurance that assets are safeguarded and that financial reports are properly prepared; that there is consistent application of generally accepted accounting principles; and that there is compliance with management's policies and procedures. In performing these functions, the audit committee will meet periodically with the independent auditors and management to review their work and confirm that they are properly discharging their respective responsibilities. In addition, the audit committee recommends the independent auditors for appointment by the board of directors. Prior to the Merger, the Company did not have an audit committee. Two members of the audit committee are independent, as independence is defined in Rule 4200(a)(15) of the Nasdaq listing standards and Rule 10A-3 under the Securities Exchange Act of 1934.

The board of directors has determined that each of the audit committee members is able to read and understand fundamental financial statements. In addition, the board of directors has determined that at least one member of the audit committee, Mr. James Cannon, is an "audit committee financial expert" as that term is defined in Item 401(e)(2) of Regulation S-B promulgated under the Securities and Exchange Act of 1934. Mr. Cannon's relevant experience includes his current service as the Chief Financial Officer of BBDO Worldwide, a position he has held for the past 20 years, and his past service as director of financial operations of the Omnicom Group.

## EXECUTIVE COMPENSATION

*Summary Compensation Table*

The following table sets forth the cash and non-cash compensation for awarded to or earned by (i) each individual serving as our chief executive officer during the fiscal year ended December 31, 2004; and (ii) each other individual that served as an executive officer of us or of ZIOPHARM, Inc. as of December 31, 2004 and who received in excess of \$100,000 in the form of salary and bonus during such fiscal year (collectively, the “named executives”).

Name and Principal Position	Year	Annual Compensation			Long-Term
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Compensation Awards Securities Underlying Options (#)
Dr. Jonathan Lewis, Chief Executive Officer <sup>(1)</sup>	2004	344,167	500,000 <sup>(2)</sup>	9,099	268,653
Richard Bagley, President, Chief Operating Officer and Treasurer <sup>(3)</sup>	2004	43,750	75,000 <sup>(4)</sup>	4,057	150,668
Dr. Robert Peter Gale, Senior Vice President Research <sup>(5)</sup>	2004	239,583	150,000 <sup>(6)</sup>	2,543	25,110
David C. Olson Former Chief Executive Officer <sup>(7)</sup>	2004	0	—	—	—
	2003	0	—	—	—
	2002	0	—	—	—

- (1) Dr. Lewis became our Chief Executive Officer effective as of the Merger. Prior to the Merger, Dr. Lewis served as Chief Executive Officer of ZIOPHARM, Inc. since January 8, 2004.
- (2) Includes a signing bonus of \$250,000 paid on February 23, 2004 and a guaranteed bonus of \$250,000 for work performed in fiscal 2004 that was paid on April 22, 2005.
- (3) Mr. Bagley became the President, Chief Operating Officer and Treasurer of the Company effective as of the Merger. Prior to the Merger, Mr. Bagley served President and Chief Operating Officer of ZIOPHARM, Inc. since July 21, 2004 and as Treasurer of ZIOPHARM, Inc. since March, 2005.
- (4) Mr. Bagley received a signing bonus of \$50,000 on July 15, 2004 and was due \$25,000, a portion of his guaranteed bonus, as of December 31, 2004.
- (5) Dr. Gale became the Company’s Senior Vice President Research effective as of the Merger. Prior to the Merger, Dr. Gale served as Senior Vice President Research of ZIOPHARM, Inc. since January 15, 2004.

- (6) Includes a guaranteed bonus of \$150,000 for work performed in fiscal 2004 that was paid on April 16, 2005.
- (7) During fiscal year 2004, Mr. Olson received no cash compensation for services rendered in his capacity as our President, Chief Operating Officer and Treasurer. Mr. Olson resigned as an executive officer effective upon the Merger and, in connection with the Merger, we paid Mr. Olson a one-time fee of \$57,500 pursuant to his December 9, 2004 employment agreement.

**Stock Options**

Upon the Merger, we assumed ZIOPHARM's 2003 Stock Option Plan as our Stock Option Plan. Since January 1, 2005, there have been 257,612 stock options awarded to the named executives through October 31, 2005, and all such grants have been made under the 2003 Stock Option Plan. Prior to the Merger, we had an Incentive Stock Option Plan of EasyWeb, Inc. under which 175,000 shares of common stock were reserved for issuance. That stock option plan was terminated effective as of the Merger.

**Option Grants in Last Fiscal Year**

The following table sets forth the information concerning individual grants of stock options made by us or ZIOPHARM to the named executives during the fiscal year ended December 31, 2004. All share numbers and dollar amounts are set forth on a post-Merger basis.

<b>Name</b>	<b>Number of Securities Underlying Options Granted (#)</b>	<b>Percent of Total Options Granted to Employees In Fiscal Year</b>	<b>Exercise of Base Price (\$/share)</b>	<b>Expiration Date(s)</b>
Dr. Jonathan Lewis <sup>(1)</sup>	25,674	5.2%	\$0.08	1/8/14
Dr. Jonathan Lewis <sup>(1)</sup>	242,979	48.9%	\$0.08	1/27/14
Richard Bagley <sup>(2)</sup>	150,668	30.4%	\$1.70	7/1/14
Dr. Robert Peter Gale	2,567	0.5%	\$0.44	1/15/14
Dr. Robert Peter Gale	22,543	4.5%	\$0.44	1/27/14
David C. Olson	0	0%	—	—

(1) The number of securities underlying options is subject to an anti-dilution provision pursuant to which Dr. Lewis is entitled to purchase no less than 5% of the Company's common stock until such time as the Company has raised \$25 million in financing.

(2) The number of securities underlying options is subject to an anti-dilution provision pursuant to which Mr. Bagley is entitled to purchase no less than 3% of the Company's common stock until such time as the Company has raised \$25 million in financing.

**Aggregated Option Exercises and Fiscal Year-End Option Values**

The following table sets forth the total amount of shares acquired by the named executives upon exercises of stock options during fiscal year 2004, the aggregate dollar value realized upon such exercise, the total number of securities underlying unexercised options held at the conclusion of fiscal year 2004 (separately identifying then-exercisable and unexercisable options), and the aggregate dollar value of in-the-money, unexercised options held at the conclusion of fiscal year 2004 (separately identifying then-exercisable and unexercisable options). All share numbers and dollar amounts with respect to Dr. Lewis and Gale and Mr. Bagley have been adjusted to reflect the exchange of ZIOPHARM, Inc. securities in the Merger.

Name	Shares Acquired on Exercise (#)	Value Realized (\$)	Number of Unexercised Securities Underlying Options at FY-End (#) Exercisable / Unexercisable	Value of Unexercised In-the-Money Options at FY-End (\$) Exercisable / Unexercisable <sup>(1)</sup>
Dr. Jonathan Lewis	0	0	0 / 268,653	0 / 1,136,873
Richard Bagley	0	0	0 / 150,668	0 / 393,982
Dr. Robert Peter Gale	0	0	0 / 25,110	0 / 97,237
David C. Olson	0	0	0 / 0	0 / 0

(1) Value of unexercised in-the-money options on December 31, 2004 is based on a \$2.16 per share value of ZIOPHARM, Inc. stock (\$4.31 per share of the Company's common stock on a post-Merger basis), as determined by the ZIOPHARM, Inc. Board of Directors at such time. As of December 31, 2004, no trades of the Company's common stock had been conducted on the Over-the-Counter Bulletin Board.

**Employment and Change-in-Control Agreements**

On December 9, 2004, we entered into an employment agreement with David C. Olson. Under the terms of the agreement, we agreed to pay Mr. Olson a one-time fee of \$100,000 if and when we completed a merger, acquisition, or related transaction. In connection with the Merger, Mr. Olson agreed to reduce this amount to the extent that our unconsolidated liabilities immediately following the Merger exceeded \$425,000. On December 10, 2004, we entered into a management consulting services agreement with David Floor. Under the terms of the agreement, we agreed to pay Mr. Floor a one-time fee of \$10,000 plus expenses, upon the closing of any transaction leaving us with a positive business direction and available finances. In connection with the Merger, we paid Messrs. Olson and Floor \$57,500 and \$100,000, respectively, under the terms of their agreements with us. Each such agreement was terminated in its entirety in connection with the Merger.

On January 8, 2004, ZIOPHARM entered into a three-year employment agreement with Dr. Jonathan Lewis, under which we succeeded to ZIOPHARM's rights and obligations upon the Merger. Under the agreement, Dr. Lewis receives an annual base salary of \$350,000 and a guaranteed annual bonus of \$250,000. In addition, Dr. Lewis is eligible to receive an annual discretionary bonus of up to 100% of his base salary, as determined by our board of directors. ZIOPHARM also paid Dr. Lewis a one-time bonus of \$250,000 upon execution of his employment agreement. Depending upon the events surrounding a possible termination of Dr. Lewis' employment, he may continue



to receive his base salary and, in certain circumstances, his guaranteed bonus for one year following such termination. In addition, the vesting of Dr. Lewis' stock options may accelerate in whole or in part upon such termination. Dr. Lewis has agreed not to compete with us during the term of the employment agreement and for a one-year period thereafter, provided that we continue to pay his base salary and guaranteed bonus for that one-year period.

Pursuant to the terms of his employment agreement, we have granted Dr. Lewis options to purchase up to 410,603 shares of common stock at \$0.08 per share (adjusted to give effect to the Merger). The options vest in three equal annual installments, the first of which vested on January 8, 2005, with the remaining installments vesting on January 8, 2006 and January 8, 2007. The option is subject to anti-dilution protection from the issuance of equity securities in financing transactions to the extent that Dr. Lewis will maintain potential equity ownership of at least 5% of our stock until such time as we have received \$25 million in gross proceeds from such transactions. The options are governed by our 2003 Stock Option Plan.

On July 21, 2004, ZIOPHARM entered into a three-year employment agreement with Mr. Richard Bagley, under which we succeeded to ZIOPHARM's rights and obligations upon the Merger. Under the agreement, Mr. Bagley receives an annual base salary of \$250,000 and a guaranteed annual bonus of \$50,000. In addition, Mr. Bagley is eligible to receive an annual discretionary bonus, as determined by our board of directors. ZIOPHARM also paid Mr. Bagley a one-time bonus of \$50,000 upon execution of his employment agreement. Depending upon the events surrounding a possible termination of Mr. Bagley's employment, he may continue to receive his base salary and, in certain circumstances, his guaranteed bonus for one year following such termination. In addition, the vesting of Mr. Bagley's stock options may accelerate in whole or in part upon such termination. Mr. Bagley has agreed not to compete with us during the term of the employment agreement and for a one-year period thereafter, provided that we continue to pay his base salary for that one-year period.

Pursuant to the terms of his employment agreement, we granted Mr. Bagley options to purchase up to 241,282 shares common stock at \$1.70 per share (adjusted to give effect to the Merger). The options vest in three equal annual installments, the first of which vested on July 1, 2005, with the remaining installments vesting on July 1, 2006 and July 1, 2007. The option is subject to certain anti-dilution protections from the issuance of equity securities in financing transactions so that Mr. Bagley will maintain potential equity ownership of at least 3% of our stock until such time as we have received \$25 million in gross proceeds from such transactions. The options are governed by our 2003 Stock Option Plan.

On January 14, 2004, ZIOPHARM entered into a three-year employment agreement with Dr. Robert Peter Gale, under which we succeeded to ZIOPHARM's rights and obligations upon the Merger. Under the agreement, Dr. Gale receives an annual base salary of \$250,000 and a guaranteed annual bonus of \$150,000. In addition, Dr. Gale is eligible to receive an annual discretionary bonus, as determined by our board of directors. Depending upon the events surrounding a termination of Dr. Gale's employment, he may continue to receive his base salary and, in certain circumstances, his guaranteed bonus for one year following such termination. In addition, the vesting of Dr. Gale's stock options may accelerate in whole or in part upon such termination. Dr. Gale has agreed not to compete with us during the term of the employment agreement and for one-year following the expiration of his employment agreement.

Pursuant to the terms of his employment agreement, we granted Dr. Gale options to purchase up to 25,110 shares of common stock at \$0.44 per share, respectively (adjusted to give effect to the Merger). The options vest in three equal annual installments, the first of which vested on January 15, 2005, with the remaining installments vesting on January 15, 2006 and January 15, 2007. The options are governed by our 2003 Stock Option Plan.

### *Compensation of Directors*

Prior to the Merger, our directors received no compensation pursuant to any standard arrangement for their services as directors. Nevertheless, during the year ended December 31, 2004, we issued Mr. David Floor 5,000 shares of our common stock (adjusted to reflect to the 1-for-40 share combination effected immediately prior to the Merger) in exchange for directors fees.

Our Board of Directors currently schedules monthly telephonic board meetings and quarterly in-person meetings held at our principal corporate office. Each director receives quarterly compensation of \$3,000 in arrears. The non-management members of the Board also receive stock options as granted from time to time and as recommended by the Compensation Committee.

### **CHANGES IN OUR CERTIFYING ACCOUNTANT**

On November 9, 2005, we, upon the recommendation and approval of our audit committee, dismissed Cordovano and Honeck, P.C., independent registered public accounting firm, as our principal independent accountant. On the same date, we engaged Vitale, Caturano & Company, Ltd., independent registered public accounting firm, to serve as our principal independent accountant.

Cordovano and Honeck's reports on our financial statements for the past two years did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles.

During the years ended December 31, 2004 and 2003, and subsequently through the date of Cordovano and Honeck's dismissal, there were no disagreements with Cordovano and Honeck on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to Cordovano and Honeck's satisfaction, would have caused it to make reference to the subject matter in connection with its report on our financial statements for such fiscal years.

We provided Cordovano and Honeck with a copy of the foregoing disclosures and requested that Cordovano and Honeck furnish us with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the above statements and, if not, stating the respects in which it does not agree. A copy of such letter was filed as Exhibit 16.1 to our Form 10-QSB for the quarter ended September 30, 2005, which was filed with the Securities and Exchange Commission on November 10, 2005.

Vitale, Caturano served as the accountant for the ZIOPHARM, Inc., a Delaware corporation that became our wholly-owned subsidiary on September 13, 2005 and merged with and into us on September 14, 2005, since the date of that corporation's inception in September 2003. During the years ended December 31, 2004 and 2003, and subsequently through November 9, 2005, neither we nor anyone acting on our behalf consulted with Vitale, Caturano regarding any of the matters or events set forth in Items 304(a)(2)(i) and (ii) of Regulation S-B.

We provided Vitale, Caturano with a copy of the foregoing disclosures and provided Vitale, Caturano the opportunity to furnish a letter containing any new information, clarification of the above disclosures, or disagreements with the statements made herein.

**SECURITY OWNERSHIP OF  
CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table summarizes certain information regarding the beneficial ownership (as such term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) of our outstanding common stock as of October 31, 2005 by (i) each person known by us to be the beneficial owner of more than 5% of our outstanding common stock, (ii) each of our directors, (iii) each of the named executives, and (iv) all current executive officers and directors as a group. Except as indicated in the footnotes below, the persons listed below possess sole voting and investment power with respect to their shares. Except as otherwise indicated, the address of the persons listed below is 1180 Avenue of the Americas, 19<sup>th</sup> Floor, New York, NY 10036.

Name and Address of Beneficial Owner	Shares of Common Stock Beneficially Owned (#) <sup>(1)</sup>	Percentage of Common Stock Beneficially Owned (%)
Dr. Jonathan Lewis <sup>(2)</sup>	136,868	1.85%
Richard Bagley <sup>(3)</sup>	80,428	1.10%
Robert Peter Gale <sup>(4)</sup>	8,371	*
Murray Brennan <sup>(5)</sup>	7,515	*
James Cannon <sup>(5)</sup>	7,515	*
Hon. Wyche Fowler <sup>(5)</sup>	7,515	*
Gary S. Fragin <sup>(5)</sup>	7,515	*
Timothy McInerney <sup>(6)</sup>	79,972	1.10%
Michael Weiser <sup>(7)</sup>	126,526	1.74%
All current executive officers and directors as a group <sup>(8)</sup>	462,225	6.11%
Mibars, LLC 365 West End Avenue New York, NY 10024	1,214,456	16.76%
Lindsay A. Rosenwald <sup>(9)</sup> 787 Seventh Avenue, 48th Floor New York, NY 10019	1,498,087 <sup>(9)</sup>	19.89%
Atlas Equity I, Ltd. 181 W. Madison, Suite 3600 Chicago, IL 60602	695,797	9.60%
Lester E. Lipschutz 1650 Arch Street, 22nd Floor Philadelphia, PA 19103	463,864 <sup>(10)</sup>	6.40%
David C. Olson <sup>(11)</sup> 6025 South Quebec Street, Suite 135 Englewood, CO 80111	60,980 <sup>(11)</sup>	*

\* Less than 1%

(1) Beneficial ownership is determined in accordance with SEC rules, beneficial ownership includes any shares as to which the security or stockholder has sole or shared voting power or investment power, and also any shares which the security or stockholder has the right to acquire within 60 days of the date hereof, whether through the exercise or conversion of any stock option, convertible security, warrant or other right. The indication herein that shares are beneficially owned is not an admission on the part of the security or stockholder that he, she or it is a direct or indirect beneficial owner of those shares.

(2) Includes 136,868 shares issuable upon the exercise of stock options that are currently exercisable or will become exercisable within the next 60 days.

- (3) Includes 80,428 shares issuable upon the exercise of stock options that are currently exercisable or will become exercisable within the next 60 days.
- (4) Includes 8,371 shares issuable upon the exercise of stock options that are currently exercisable or will become exercisable within the next 60 days.
- (5) Includes 7,515 shares issuable upon the exercise of stock options that are currently exercisable or will become exercisable within the next 60 days.
- (6) Includes 20,767 shares issuable upon the exercise of warrants that are currently exercisable or will become exercisable within the next 60 days.
- (7) Includes 35,566 shares issuable upon the exercise of warrants and 7,515 shares issuable upon the exercise of stock options that are currently exercisable or will become exercisable within the next 60 days.
- (8) Includes 319,575 shares issuable upon the exercise of convertible securities that are currently exercisable or will become exercisable within the next 60 days.
- (9) Excludes 463,864 shares held by certain trusts for the benefit of Dr. Rosenwald and his family for which Dr. Rosenwald disclaims beneficial ownership. Includes 221,011 shares issuable upon the exercise of warrants granted to Dr. Rosenwald and 62,621 shares issuable upon the exercise of warrants granted to Paramount BioCapital Investments, LLC, of which Dr. Rosenwald is the managing member, both such warrants are currently exercisable or will become exercisable within the next 60 days. Also includes 737,777 shares that Dr. Rosenwald has the right to acquire from existing stockholders under certain circumstances pursuant to the terms of pledge agreements between Dr. Rosenwald and such stockholders.
- (10) Includes 463,864 shares held by separate trusts for the benefit of Dr. Rosenwald or his family with respect to which Mr. Lifschutz is either trustee or investment manager and has investment and voting power. Dr. Rosenwald disclaims beneficial ownership of these shares.
- (11) Mr. Olson served as the Company's Chief Executive Officer for the full fiscal years indicated until the consummation of the Merger. Share amounts include 50 shares held by Associate Capital Consulting Inc. and 17,314 shares held by Summit Financial Relations Inc., each of which corporation is wholly-owned by Mr. Olson.

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

***Pre-Merger Company Transactions and Relationships***

Because of their previous management positions, organizational efforts and/or percentage share ownership (prior to the Merger), Messrs. David C. Olson and Robert J. Zappa may be deemed to be “promoters,” as those terms are defined in the Securities Act of 1933 and the applicable rules and regulations thereunder. Because of the above-described relationships, transactions between and among us and Messrs. Olson and Zappa, such as the sale of our common stock to each of them as described herein, should not be considered to have occurred at arm’s-length.

***Common Stock Transactions***

During July 2005, we sold 333,333 shares of our common stock to David Floor for \$10,000, or \$.03 per share.

In August and December 2004, David Olson loaned us a total of \$1,300 for working capital. During May 2005, Mr. Olson advanced us an additional \$788. The loans carried no interest rate and were due on demand. On June 28, 2005, we issued Mr. Olson 69,600 shares of common stock as full repayment of the amounts stated above. The shares were valued at \$.03 per share, or \$2,088, based on contemporaneous common stock sales to unrelated third parties.

On May 13, 2004, the Company issued 400,000 shares of common stock to Summit Financial Relations, Inc. (“Summit”) valued at \$10,000, at \$.025 per share as repayment for expenses paid on behalf of us. The shares were valued based on contemporaneous sales to unrelated third party investors. David Olson, who was then our President, Treasurer and one of our directors, is also Summit’s President, director and sole stockholder.

During May 2004, we issued 200,000 shares of common stock to Thomas Olson, the brother of David Olson, in exchange for corporate governance services. The shares were valued based on contemporaneous sales to unrelated third party investors, at \$.025 per share. The Company recorded stock-based compensation of \$5,000 related to the transaction.

During May 2004, we issued 200,000 shares of common stock to David Floor in exchange for director fees. The shares were valued based on contemporaneous sales to unrelated third party investors, at \$.025 per share. We recorded stock-based compensation of \$5,000 related to the transaction.

At December 31, 2004, we owed Summit \$12,268 for professional fees and other administrative expenses paid on our behalf. David Olson, who was then our President, Treasurer and one of our directors, is also Summit’s President, director and sole stockholder. During the six months ended June 30, 2005, Summit paid an additional \$1,007 in expenses on our behalf. On February 4, 2005, the Company repaid Summit \$7,000 and on June 28, 2005 the Company issued Summit 209,180 shares of common stock as full repayment of all amounts stated above. The shares issued to Summit were valued at \$.03 per share, or \$6,275, based on contemporaneous common stock sales to unrelated third parties.

During January 2002, we sold 33,333 and 16,667 shares of our common stock to David Olson and Barbara Petrinsky, respectively, at \$.03 per share (gross proceeds totaling \$1,500). At the time of issuance, both Mr. Olson and Ms. Petrinsky were our officers.

***Office Space and Administrative Support***

Summit has contributed the use of office space and administrative support (including reception, secretarial and bookkeeping services) to us for the years ended December 31, 2004 and 2003. David Olson, who was our President, Treasurer and one of our directors prior to the Merger, is also the President, director and sole stockholder of Summit.

The office space and administrative support contributed by Summit has a fair market value of approximately \$500 and \$1,000 per month, respectively. We have recognized expenses for rent and administrative support based on fair market value. Any period in which the amount paid to Summit for office space and administrative support was below the fair market value, the remaining balance was considered contributed by Summit and recorded as a credit to additional paid-in capital in our financial statements. During the years ended December 31, 2004 and 2003, we did not pay Summit for office space and we paid Summit \$173 and \$510, respectively, for administrative support. Accordingly, Summit contributed the remaining fair values for the use of the office space and administrative support. Contributed office space totaled \$6,000 and \$6,000, and contributed administrative support totaled \$11,827 and \$11,490 for the years ended December 31, 2004 and 2003, respectively.

***Related Party Liabilities***

In August and December 2004, Mr. Olson loaned us a total of \$1,300 for working capital. The loans carried no interest rate and were due on demand.

At December 31, 2003, the Company owed Summit \$18,111 for professional fees and other administrative expenses it paid on our behalf. During the year ended December 31, 2004, Summit paid expenses totaling \$4,187 on our behalf. A portion of these risks arising from our ability to manage inconsistent legal and regulatory requirements in the multiple jurisdictions in which we operate.



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The loan portfolio of our international branches and subsidiaries includes foreign currency loans to Indian companies for their Indian operations (as permitted by regulation) as well as for their overseas ventures, including cross-border acquisitions. This exposes us to specific additional risks including the failure of the acquired entities to perform as expected, and our inexperience in various aspects of the economic and legal framework in overseas markets. Regulatory changes globally and in specific markets, including increased regulatory oversight following the global financial crisis, may impact our ability to execute our strategy and deliver returns on capital invested in our international subsidiaries. Our banking subsidiaries in the United Kingdom and Canada have in the past focused primarily on leveraging their deposit franchises in these markets to extend financing to Indian companies for their operations in India and globally, including the financing of overseas acquisitions by Indian companies through structured transactions. In view of the position taken by these subsidiaries' respective regulators in connection with cross-border risk and exposure concentration, these subsidiaries have reduced their business volumes, resulting in a high level of capital relative to their assets and impacting their profitability and return on the capital invested by ICICI Bank in these subsidiaries. While we are seeking to rationalize the capital invested in our overseas banking subsidiaries and these subsidiaries have repatriated a part of their excess capital to ICICI Bank, there can be no assurance that we will be able to achieve further capital rationalization through repatriation or otherwise. See also “—The enhanced supervisory and compliance environment in the financial sector increases the risk of regulatory action, whether formal or informal. Following the financial crisis, regulators are increasingly viewing us, as well as other financial institutions, as presenting a higher risk profile than in the past” and “—The regulatory environment for financial institutions is facing unprecedented change in the post-financial crisis environment”. Our overseas branches and banking subsidiaries have made investments in bonds, certificates of deposits, mortgage backed securities, treasury bills, credit derivatives and asset backed commercial paper. The global financial and economic crisis resulted in mark-to-market and realized losses on our overseas and other subsidiaries' investment and derivative portfolios, increased the regulatory scrutiny of our international operations, constrained our international debt capital market borrowings and increased our cost of funding. If we are unable to manage these risks, our business would be adversely affected.

Our funding is primarily short-term and if depositors do not roll over deposited funds upon maturity, our business could be adversely affected.

Most of our incremental funding requirements are met through short-term funding sources, primarily in the form of deposits including deposits from corporate customers and interbank deposits. Our customer deposits generally have a maturity of less than one year. However, a large portion of our assets have medium-or long-term maturities, creating the potential for funding mismatches. In addition, we have seen significant growth in project financing in recent years, where the assets would typically be of longer-term maturities, relative to our funding profile. Our ability to raise fresh deposits and grow our deposit base depends in part on our ability to expand our network of branches, which requires the approval of the Reserve Bank of India. While we have recently significantly expanded our branch network pursuant to the Reserve Bank of India's authorizations for establishing new branches, there can be no assurance that these authorizations or future authorizations granted by the Reserve Bank of India will meet our requirements for branch expansion to achieve the desired growth in our deposit base. During September - October 2008, following the disclosure of our exposure to Lehman Brothers and other U.S. and European financial institutions, rumors were circulated about our financial position which resulted in concerns being expressed by depositors and higher than normal transaction levels on a few days. The deregulation of savings account interest rates in October 2011 may also increase the volatility of this component of our funding.

High volumes of deposit withdrawals or failure of a substantial number of our depositors to roll over deposited funds upon maturity or to replace deposited funds with fresh deposits as well as our inability to grow our deposit base, would have an adverse effect on our liquidity position, our business, our future financial performance, our stockholders' equity and the price of our equity shares and ADSs.

Furthermore, a part of our loan and investment portfolio, consisting primarily of the loan and investment portfolios of our international branches and subsidiaries is denominated in foreign currencies, including the U.S. dollar. Our international branches are primarily funded by debt capital market issuances and syndicated/bilateral loans, while our international subsidiaries generally raise deposits in their local markets. Volatility in the international debt markets may constrain our international capital market borrowings. There can be no assurance that our international branches and subsidiaries will be able to obtain funding from the international debt markets or other sources in a timely manner on terms acceptable to them or at all. This may adversely impact our ability to replace maturing borrowings and fund new assets. In addition, borrowers who have taken foreign currency loans

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from us may face challenges in meeting their repayment obligations on account of market conditions and currency movements. See also “—Risks Relating to India and Other Economic and Market Risks—Financial instability in other countries, particularly emerging market countries and countries where we have established operations, could adversely affect our business and the price of our equity shares and ADSs”, “—Risks Relating to India and Other Economic and Market Risks—Financial difficulty and other problems in certain financial institutions in India could adversely affect our business and the price of our equity shares and ADSs” and “—We experienced rapid international growth in earlier years which has increased the complexity of the risks that we face”.

The regulatory environment for financial institutions is facing unprecedented change in the post-financial crisis environment.

The global financial crisis has led to significant and unprecedented changes in the laws, regulations and regulatory policies of India and the other jurisdictions in which we operate. Changes in laws, regulations or regulatory policies, including changes in the interpretation or application of such laws, regulations and regulatory policies, may adversely affect the products and services we offer, the value of our assets or the collateral available for our loans or our business in general. Recent regulatory changes as well as changes currently under discussion, such as changes with respect to Basel III risk-based and leverage capital requirements, Basel III liquidity requirements; restrictions on cross-border capital flows; enhanced emphasis on local lending obligations in overseas jurisdictions; changes in directed lending regulations in India; and discussions on management compensation, consumer protection and risk management, among other areas, are expected to have an impact on our business and our future strategy. These changes could require us to reduce or increase our business in specific segments, impact our overall growth and impact our return on capital. For instance, our wholly owned banking subsidiaries in the United Kingdom and Canada have significantly reduced their business volumes in response to the regulatory environment, which has impacted their growth and profitability.

Changes in laws, regulations and regulatory policies, or the interpretation or application thereof, have and we expect will continue to lead to enhanced regulatory oversight and scrutiny and increased compliance costs. In the aftermath of the financial crisis, regulators are increasingly viewing us, as well as other financial institutions, as presenting a higher risk profile than in the past. This increased scrutiny increases the possibility that we will face adverse legal or regulatory actions. The Reserve Bank of India and other regulators regularly review our operations, and there can be no guarantee that any regulator will agree with our internal assessments of asset quality, provisions, risk management, capital adequacy, management functioning or other measures of the safety and soundness of our operations. In addition, regulators may find that we are not in compliance with applicable laws, regulations or regulatory policies, or with the regulators’ revised interpretations of such laws, regulations or regulatory policies, and may take formal or informal actions against us. Our ability to predict future legal or regulatory changes is limited and we may face enhanced legal or regulatory burdens without advance notice. For example, the Reserve Bank of India, in its guidelines for new private sector banking licenses, has mandated all new banks pursuant to the issuance of such licenses, to be set up under a financial holding company structure. In future, such requirements may be extended to existing banks in India, including us. Any such regulatory or structural changes may result in increased expenses, operational restrictions or revisions to our business operations, which may reduce our profitability or force us to forego potentially profitable business opportunities. See also “—The enhanced supervisory and compliance environment in the financial sector increases the risk of regulatory action, whether formal or informal. Following the financial crisis, regulators are increasingly viewing us, as well as other financial institutions, as presenting a higher risk profile than in the past”.

Our inability to effectively manage credit, market and liquidity risk and inaccuracy of our valuation models and accounting estimates may have an adverse effect on our earnings, capitalization, credit ratings and cost of funds.

Our risk management strategies may not be effective because in a difficult or less liquid market environment other market participants may be attempting to use the same or similar strategies to deal with difficult market conditions. In such circumstances, it may be difficult for us to reduce our risk positions due to the activity of such other market participants. Our derivatives businesses may expose us to unexpected market, credit and operational risks that could cause us to suffer unexpected losses or enhanced regulatory scrutiny. Severe declines in asset values, unanticipated credit events, or unforeseen circumstances that may cause previously uncorrelated factors to become correlated may create losses resulting from risks not appropriately taken into account in the development, structuring or pricing of a derivative instrument. In addition, many derivative transactions are not cleared and settled through a

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central clearing house or exchange, and they may not always be confirmed or settled by counterparties on a timely basis. In these situations, we are subject to heightened credit and operational risk, and in the event of a default, we may find the contract more difficult to enforce. Further, as new and more complex derivative products are created, disputes regarding the terms or the settlement procedures of the contracts could arise, which could force us to incur unexpected costs, including transaction and legal costs, and impair our ability to manage effectively our risk exposure to these products. Many of our hedging strategies and other risk management techniques have a basis in historic market behavior, and all such strategies and techniques are based to some degree on management's subjective judgment. To the extent any of the instruments and strategies we use to hedge or otherwise manage our exposure to market or credit risk are not effective, we may not be able to mitigate effectively our risk exposures in particular market environments or against particular types of risk. Our balance sheet growth is dependent upon economic conditions, as well as upon our ability to securitize, sell, purchase or syndicate particular loans or loan portfolios. Our trading revenues and interest rate risk are dependent upon our ability to properly identify, and mark-to-market, changes in the value of financial instruments caused by changes in market prices or rates. Our earnings are dependent upon the effectiveness of our management of migrations in credit quality and risk concentrations, the accuracy of our valuation models and our critical accounting estimates and the adequacy of our allowances for loan losses.

To the extent our assessments, assumptions or estimates prove inaccurate or not predictive of actual results, we could suffer higher than anticipated losses and enhanced regulatory scrutiny. See also “—Further deterioration of our non-performing asset portfolio combined with recent Reserve Bank of India requirements that all Indian banks increase their provisioning coverage as a percentage of gross non-performing assets could adversely affect our business”. The successful management of credit, market and operational risk is an important consideration in managing our liquidity risk because it affects the evaluation of our credit ratings by rating agencies. Rating agencies may reduce or indicate their intention to reduce the ratings at any time. See also “—Risks Relating to India and Other Economic and Market Risks—Any downgrading of India's debt rating by an international rating agency could adversely affect our business, our liquidity and the price of our equity shares and ADSs”. The rating agencies can also decide to withdraw their ratings altogether, which may have the same effect as a reduction in our ratings. Any reduction in our ratings (or withdrawal of ratings) may increase our borrowing costs, limit our access to capital markets and adversely affect our ability to sell or market our products, engage in business transactions particularly longer-term, and derivatives transactions, or retain our customers. Conditions in the international and Indian debt markets may adversely impact our access to financing and liquidity. This, in turn, could reduce our liquidity and negatively impact our operating results and financial condition. For more information relating to our ratings, see also “—Business—Risk Management—Quantitative and Qualitative Disclosures about Market Risk—Liquidity Risk”.

Negative publicity could damage our reputation and adversely impact our business and financial results and the price of our equity shares and ADSs.

Reputation risk, or the risk to our business, earnings and capital from negative publicity, is inherent in our business. The reputation of the financial services industry in general has been closely monitored as a result of the financial crisis and other matters affecting the financial services industry. Negative public opinion about the financial services industry generally or us specifically could adversely affect our ability to keep and attract customers, and expose us to litigation and regulatory action. Negative publicity can result from our actual or alleged conduct in any number of activities, including lending practices and specific credit exposures, corporate governance, regulatory compliance, mergers and acquisitions, and related disclosure, sharing or inadequate protection of customer information, and actions taken by government, regulators and community organizations in response to that conduct. Although we take steps to minimize reputation risk in dealing with customers and other constituencies, we, as a large financial services organization with a high industry profile, are inherently exposed to this risk.

We may buy or sell businesses or be required to undertake mergers by the Reserve Bank of India and could face integration and other acquisitions risks.

We may seek opportunities for growth through acquisitions or be required to undertake mergers mandated by the Reserve Bank of India under its statutory powers. We have undertaken mergers and acquisitions in the past. Most recently, the Bank of Rajasthan, a private sector bank, merged with us effective August 12, 2010. In the past, the Reserve Bank of India has ordered mergers of weak banks with other banks primarily in the interest of depositors of the weak banks. While we do not currently expect to significantly expand our international business, other than continuing to focus on our deposit franchise in select geographies and seeking India-linked business

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opportunities, we may in the future examine and seek opportunities for acquisitions in countries where we currently operate. Our non-banking subsidiaries in India may also undertake mergers and acquisitions.

Any future acquisitions or mergers, both Indian or international, may involve a number of risks, including the possibility of a deterioration of asset quality, financial impact of employee related liabilities, diversion of our management's attention required to integrate the acquired business and the failure to retain key acquired personnel and clients, leverage synergies or rationalize operations, or develop the skills required for new businesses and markets, or unknown and known liabilities including any ongoing litigation, claims or disputes concerning such acquisition, merger, its shareholders, share capital or its legal and regulatory compliance obligations or practices, some or all of which could have an adverse effect on our business.

We may also sell all or part of one or more of our businesses, including our subsidiaries, for a variety of reasons including changes in strategic focus, redeployment of capital, contractual obligations and regulatory requirements. See also “–Business – Overview of Our Products and Services – Insurance”.

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

Several of our borrowers enter into derivative contracts to manage their foreign exchange risk exposures. Volatility in exchange rates may result in increased mark-to-market losses in derivative transactions for our clients. Upon the maturity or premature termination of the derivative contracts, these mark-to-market losses become receivables owed to us. Consequently, we become exposed to various kinds of risks including but not limited to credit risk, market risk and exchange risk.

Since fiscal 2012, following the volatility in the global capital markets and the economic slowdown in India, the rupee has depreciated sharply against the U.S. dollar. During fiscal 2014, following indications of possible tapering of quantitative easing in the US and the consequent withdrawal of capital flows from emerging economies, the rupee continued to depreciate against the U.S. dollar. The rupee depreciated by 8.9% to Rs. 59.37/U.S. dollar at July 19, 2013 from Rs. 54.52/U.S. dollar at March 29, 2013. Some of our borrowers with foreign exchange and derivative exposures may be adversely impacted by the depreciation of the rupee. These would include borrowers impacted by higher rupee denominated interest or principal repayment on unhedged foreign currency borrowings, increase in cost of raw material import where there is limited ability to pass through such escalations in output price and escalation of project costs due to higher imported equipment costs, as well as borrowers that may have taken positions in the foreign exchange markets. The failure of our borrowers to manage their exposures to foreign exchange and derivative risk, particularly adverse movements and volatility in foreign exchange rates, may adversely affect our borrowers and consequently the quality of our exposure to our borrowers and our business volumes and profitability. In July 2013, the Reserve Bank of India issued draft guidelines proposing higher capital and provisioning requirements for banks on their exposures to corporates having unhedged foreign currency exposure based on an assessment of likely loss on such exposures compared to the earnings of the corporate. An increase in non-performing or restructured assets on account of our borrowers' inability to manage exchange rate risk may have an adverse impact on our profitability, our business and the price of our equity shares and ADSs. We have adopted certain risk management policies to mitigate such risk. However there is no assurance that such measures will be fully effective in mitigating such risks.

Entry into new businesses or expansions of existing businesses may expose us to increased risks that may adversely affect our business.

We experienced rapid growth in our retail loan portfolio between fiscal 2002 and fiscal 2007. See also “—Business—Loan Portfolio”. In addition, we undertook a rural initiative designed to introduce our products and services in rural areas. The rapid growth of our retail loan business and the rural initiative exposed us to increased risks within India including higher levels of non-performing loans in our unsecured retail credit portfolio, increased operational risk,

increased fraud risk and increased regulatory and legal risk. For example, during fiscal 2007, we made a provision of Rs. 0.9 billion for losses from frauds pertaining to the warehouse receipt-based financing product for agricultural credit. See also “—Our risk profile is linked to the Indian economy and the banking and financial markets in India which are still evolving”.

During fiscal 2011 and fiscal 2012, we have seen a significant increase in our project finance exposure to the power sector. We cannot be sure that these projects will begin operations as scheduled or perform as anticipated. Any delays in operations or the inability of these projects to perform in accordance with our expectations may have



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an adverse impact on our asset quality and profitability. See also “—Our loan portfolio includes long-term project finance loans, which are particularly vulnerable to completion and other risks”.

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

Within the Indian market, we face intense competition from other commercial banks, investment banks, insurance companies and non-bank finance companies. Some Indian public and private sector banks have experienced higher growth, achieved better profitability and increased their market shares relative to us. Recent changes in the Indian banking sector include deregulation of interest rates on savings bank deposits, following which some smaller banks have significantly increased interest rates paid on savings deposits to compete with larger banks, including us, and removal of foreclosure charges or prepayment penalties payable by borrowers for floating rate home loans, which may lead to a higher proportion of higher yielding loans being prepaid as borrowers seek to refinance their existing loans. In February 2013, the Reserve Bank of India issued guidelines on the entry of new banks in the private sector including eligibility criteria, structure, capital requirements, shareholding structure and corporate governance practices. The Reserve Bank of India received 26 applications for new bank licenses by the July 1, 2013 deadline. Greater presence of existing competitors or new entrants of banks offering a wider range of products and services could increase competition. In addition, the moderation of growth in the Indian banking sector is leading to greater competition for business opportunities. Due to competitive pressures, we may be unable to successfully execute our growth strategy or offer products and services at reasonable returns and this may adversely impact our business. See also “—Business—Competition” and “Overview of the Indian Financial Sector—Commercial Banks—Foreign Banks”.

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

Changes in the regulation and structure of the financial markets in India may adversely impact our business.

The Indian financial markets have in recent years experienced, and continue to experience, changes and developments aimed at reducing the cost and improving the quality of service delivery to users of financial services. In 2005, the Reserve Bank of India introduced the Real Time Gross Settlement System, an inter-bank settlement system which facilitates real time settlements primarily between banks. We may experience an adverse impact on the cash float and fees from our cash management business resulting from the development and increased usage of such payment systems, as well as other similar structural changes. Recent examples of some other structural changes in banking transactions in India include free access for a customer of any bank to ATMs of all other banks with restrictions on the amount and number of transactions. Furthermore, the Reserve Bank of India, from time to time, also imposes limits on transaction charges levied by banks on customers, including those on cash and card transactions. In fiscal 2013, banks were directed to remove foreclosure charges on home loans. Also, in May 2013, banks were mandated to have a uniform pricing policy for all customers across all branches, irrespective of the branch in which the account was opened. Such developments may adversely impact the profitability of banks, including us, by reducing float balances and fee incomes, and increasing costs. See also “—The regulatory environment for financial institutions is facing unprecedented change in the post-financial crisis environment”.

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

While our life insurance business recorded accounting profits in fiscal 2011 and fiscal 2012, and the growth of our life insurance subsidiary has moderated, additional capital may be required to support the insurance business. In accordance with the Insurance Regulatory and Development Authority’s order dated March 12, 2011, all general insurance companies in India, including our general insurance subsidiary, were required to provide for losses on the

third party motor pool (a multilateral arrangement for insurance in respect of third party claims against commercial vehicles, the results of which are shared by all general insurance companies in proportion to their overall market share) at a provisional rate of 153.0% from fiscal 2008 to fiscal 2011, as compared to the earlier loss rate of 122%-127%. Since the losses are allocated to general insurance companies based on their overall market shares, the profitability and solvency ratio of our general insurance subsidiary were adversely impacted. Accordingly, we invested Rs. 2.5 billion of capital into our general insurance subsidiary in fiscal 2011. In fiscal 2012, the Insurance Regulatory and Development Authority ordered the dismantling of the motor pool and advised that motor pool

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liabilities be recognized as per the loss rates estimated by the General Actuaries Department of the United Kingdom, for all underwriting years from fiscal 2008 to fiscal 2012. Our general insurance subsidiary recognized additional pool losses of Rs. 6.9 billion in fiscal 2012 and Rs. 1.0 billion in fiscal 2013. We invested Rs. 740 million into our general insurance subsidiary in fiscal 2013.

Our ability to invest additional capital in these businesses is subject to the Reserve Bank of India's regulations on capital adequacy and its para-banking guidelines that prescribe limits for our aggregate investment in financial sector enterprises. All such investments require prior approval of the Reserve Bank of India. See also “—Loss reserves for our general insurance business are based on estimates as to future claims liabilities and adverse developments relating to claims could lead to further reserve additions and materially adversely affect the operation of our general insurance subsidiary”, “Business—Insurance” and “Supervision and Regulation—Reserve Bank of India Regulation—Holding Companies”. The capital requirements of our insurance subsidiaries and restrictions on our ability to capitalize them could adversely impact their growth, our future capital adequacy, our financial performance and the price of our equity shares and ADSs.

While our insurance businesses are becoming an increasingly important part of our business, there can be no assurance of their future rates of growth or levels of profitability.

Our life insurance and general insurance joint ventures are becoming an increasingly important part of our business. See also “—Business—Overview of Our Products and Services—Insurance”. These businesses have seen a moderation in growth since fiscal 2009. There can be no assurance of their future rates of growth. Our life insurance business comprises of life, pension and health products. Reduction in capital market valuations and volatility in capital markets have had an adverse impact on the demand for unit-linked products. Our life insurance subsidiary has also been impacted by the substantial changes in unit-linked product regulations specified by the Insurance Regulatory and Development Authority effective September 1, 2010. The changes include caps on charges including surrender charges, an increase in minimum premium paying term and the introduction of minimum guaranteed returns on pension products. In March 2013, the Insurance Regulatory and Development Authority issued further guidelines on non-linked and linked life insurance products which include limits on the commission rates payable by insurance companies, introduction of a minimum guaranteed surrender value and minimum death benefits for non-linked products. The new guidelines would require life insurance companies to modify existing products to comply with the revised guidelines. These revisions could impact the growth, margins and profitability of life insurance companies.

The growth of our general insurance business has been adversely impacted by the deregulation of pricing on certain products, which has resulted in a reduction in premiums for those products. Further, our general insurance subsidiary has also been adversely impacted by higher losses on the mandated third party motor insurance pool, which resulted in a loss of Rs. 0.8 billion in fiscal 2011 and a loss of Rs. 4.2 billion in fiscal 2012 for the subsidiary. In fiscal 2013, this subsidiary made a profit of Rs. 3.1 billion. See also “—The additional capital required by our insurance subsidiaries may adversely impact our business and the price of our equity shares and ADSs” and “Supervision and Regulation—Regulations Governing Insurance Companies”. A slowdown in the Indian economy, further regulatory changes or customer dissatisfaction with our insurance products could adversely impact the future growth of these businesses. See also “—The regulatory environment for financial institutions is facing unprecedented change in the post-financial crisis environment”. Any slowdown in these businesses and in particular in the life insurance business could have an adverse impact on our business and the price of our equity shares and ADSs.

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

The assumptions our life insurance subsidiary makes in assessing its life insurance reserves may differ from what it experiences in the future. Our life insurance subsidiary derives its actuarial reserves using prudent assumptions. These assumptions include the assessment of the long-term development of interest rates, investment returns, the allocation

of investments between equity, fixed income and other categories, mortality and morbidity rates, policyholder lapses, policy discontinuation and future expense levels. Our life insurance subsidiary monitors its actual experience of these assumptions and to the extent that it considers any deviation from assumption to continue in the longer term, it refines its long-term assumptions. Changes in any such assumptions may lead to changes in the estimates of life and health insurance reserves.

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Loss reserves for our general insurance business are based on estimates as to future claims liabilities and adverse developments relating to claims could lead to further reserve additions and materially adversely affect the operation of our general insurance subsidiary.

In accordance with the general insurance industry practice and accounting and regulatory requirements, our general insurance subsidiary establishes reserves for loss and loss adjustment expenses related to its general insurance business. Reserves are based on estimates of future payments that will be made in respect of claims, including expenses relating to such claims. Such estimates are made on both a case-by-case basis, based on the facts and circumstances available at the time the reserves are established, as well as in respect of losses that have been incurred but not reported. These reserves represent the estimated ultimate cost necessary to bring all pending claims to final settlement.

Reserves are subject to change due to a number of variables which affect the ultimate cost of claims, such as changes in the legal environment, results of litigation, costs of repairs and other factors such as inflation and exchange rates. Our general insurance subsidiary's reserves for environmental and other latent claims are particularly subject to such variables. The results of operations of our general insurance subsidiary depend significantly upon the extent to which its actual claims experience is consistent with the assumptions it uses in setting the prices for products and establishing the liabilities for obligations for technical provisions and claims. To the extent that its actual claims experience is less favorable than the underlying assumptions used in establishing such liabilities, it may be required to increase its reserves, which may materially adversely affect its results of operations.

Established loss reserves estimates are periodically adjusted in the ordinary course of settlement, using the most current information available to management, and any adjustments resulting from changes in reserve estimates are reflected in current results of operations. Our general insurance subsidiary also conducts reviews of various lines of business to consider the adequacy of reserve levels. Based on current information available and on the basis of internal procedures, the management of our general insurance subsidiary considers that these reserves are adequate. However, because the establishment of reserves for loss and loss adjustment expenses is an inherently uncertain process, there can be no assurance that ultimate losses will not materially exceed the established reserves for loss and loss adjustment expenses and have a material adverse effect on the results of operations of our general insurance subsidiary. See also “—The additional capital required by our insurance subsidiaries may adversely impact our business and the price of our equity shares and ADSs”.

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

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

Although the subsidiary monitors its overall exposure to catastrophes and other unpredictable events in each geographic region and determines its underwriting limits related to insurance coverage for losses from catastrophic events, the subsidiary generally seeks to reduce its exposure through the purchase of reinsurance, selective underwriting practices and by monitoring risk accumulation. Claims relating to catastrophes may result in unusually high levels of losses and may require additional capital to maintain solvency margins and could have a material adverse effect on our financial position or results of operations.

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

We, like all financial institutions, are exposed to many types of operational risk, including the risk of fraud or other misconduct by employees or outsiders, unauthorized transactions by employees and third parties (including violation of regulations for prevention of corrupt practices, and other regulations governing our business activities), misreporting or non-reporting with respect to statutory, legal or regulatory reporting and disclosure obligations, or operational errors, including clerical or recordkeeping and reconciliation errors or errors resulting from faulty computer or telecommunications systems. We have experienced significant growth in a fast changing environment, and management as well as our regulators, are aware that this may pose significant challenges to our control

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framework. As a result of our internal evaluations, we and our regulators have noted certain areas where our processes and controls could be improved. Our growth, particularly in retail lending, our rural initiative, our international business and our insurance businesses exposes us to additional operational and control risks. Regulatory scrutiny of areas related to operational risk, including internal audit information, systems and data processing is increasing. The large size of our treasury and retail operations, which use automated control and recording systems as well as manual checks and recordkeeping, exposes us to the risk of errors in control, recordkeeping and reconciliation. The increasing size of our insurance business and the complexities of the products expose us to the risk that the models set up on actuarial software to compute the actuarial liabilities and deferred acquisition cost may contain errors or may require continuous improvement over a period of time. We also outsource some functions, like collections, to other agencies. Given our high volume of transactions, certain errors may be repeated or compounded before they are discovered and successfully rectified. In addition, our dependence upon automated systems to record and process transactions may further increase the risk that technical system flaws or employee tampering or manipulation of those systems will result in losses that are difficult to detect. We may also be subject to disruptions of our operating systems, arising from events that are wholly or partially beyond our control (including, for example, computer viruses or electrical or telecommunication outages), which may give rise to deterioration in customer service and to loss or liability to us. We are further exposed to the risk that external vendors may be unable to fulfill their contractual obligations to us (or will be subject to the same risk of fraud or operational errors by their respective employees as we are), and to the risk that our (or our vendors') business continuity and data security systems prove not to be sufficiently adequate. We also face the risk that the design of our controls and procedures prove inadequate, or are circumvented, thereby causing delays in detection or errors in information. Although we maintain a system of controls designed to keep operational risk at appropriate levels, like all banks and insurance companies we have suffered losses from operational risk and there can be no assurance that we will not suffer losses from operational risks in the future that may be material in amount, and our reputation could be adversely affected by the occurrence of any such events involving our employees, customers or third parties. There are inherent limitations to the effectiveness of any system especially of controls and procedures, including the possibility of human error, circumvention or overriding of the controls and procedures, in a fast changing environment or when entering new areas of business or expanding geographic reach. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. We are committed to continuing to implement and improve internal controls and our risk management processes, and this remains a key priority for us. If, however, we are unable to manage operational risk in India and in the other jurisdictions in which we operate, or if we are perceived as being unable to manage such risk, we may be subject to enhanced regulatory oversight and scrutiny. For a discussion of how operational risk is managed, see also “—Business—Risk Management—Operational Risk”.

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

Our business operations are based on a high volume of transactions. Although we take adequate measures to safeguard against system-related and other fraud, there can be no assurance that we would be able to prevent fraud. Our reputation could be adversely affected by fraud committed by employees, customers or outsiders, or by our perceived inability to properly manage fraud-related risks. Our inability or perceived inability to manage these risks could lead to enhanced regulatory oversight and scrutiny. Our rural initiative, our international growth and our expansion to product lines such as insurance may create additional challenges with respect to managing the risk of fraud due to increased geographical dispersion and use of intermediaries. See also “—Operating and Financial Review and Prospects—Provisions for Non-performing Assets and Restructured Loans” and “Business—Risk Management—Operational Risk”. Physical or electronic break-ins, security breaches, other disruptive problems caused by our increased use of the internet or power disruptions could also affect the security of information stored in and transmitted through our computer systems and network infrastructure. Cyber threats, such as phishing and trojans, could invade our network to seek sensitive information, which may cause damage to our reputation and adversely impact our business and financial results. Although we have implemented security technology and operational procedures to prevent such

occurrences, there can be no assurance that these security measures will be successful. A significant failure in security measures could have a material adverse effect on our business, our future financial performance, our stockholders' equity and the price of our equity shares and ADSs.



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System failures could adversely impact our business.

Given the large share of retail products and services and transaction banking services in our total business, the importance of systems technology to our business has increased significantly. We have also launched delivery of banking services through mobile telephones. Our principal delivery channels include ATMs, call centers and the Internet. While we have procedures to monitor for and prevent system failures, and to recover from system failures in the event they occur, there is no guarantee that these procedures will successfully prevent a system failure or allow us to recover quickly from a system failure. Any failure in our systems, particularly for retail products and services and transaction banking, could significantly affect our operations and the quality of our customer service and could result in enhanced regulatory scrutiny and business and financial losses that would adversely affect the price of our equity shares and ADSs. Regulatory scrutiny in this area is increasing. See also “—The enhanced supervisory and compliance environment in the financial sector increases the risk of regulatory action, whether formal or informal. Following the financial crisis, regulators are increasingly viewing us, as well as other financial institutions, as presenting a higher risk profile than in the past”.

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

We are regularly assessed by the government of India’s tax authorities, and on account of tax demands have included in contingent liabilities Rs. 41.1 billion in additional taxes in excess of our provisions at March 31, 2013. These additional tax demands mainly relate to issues disputed by us and the tax authorities, such as the disallowance of depreciation on leased assets, disallowance of expenditure incurred towards exempt income, withdrawal of a special reserve, marked-to-market losses, double taxation of income of two of our venture capital funds and indirect tax matters. The Rs. 41.1 billion included in our contingent liabilities does not include further disputed tax assessments amounting to Rs. 24.3 billion relating to bad debts written off and penalties levied, which has been considered remote based on favorable Supreme Court decisions in other similar cases. See also “—Business—Legal and Regulatory Proceedings”. We have appealed all of these demands. While we expect that no additional liability will arise out of these disputed demands based on our consultations with tax counsel and favorable decisions in our own and other cases, there can be no assurance that these matters will be settled in our favor or that no further liability will arise out of these demands. Any additional tax liability may adversely impact our financial performance and the price of our equity shares and ADSs.

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

We and our group companies, or our or their directors or officers, are often involved in litigations (civil and criminal) in India and in the other jurisdictions in which we operate for a variety of reasons, which generally arise because we seek to recover our dues from borrowers or because customers seek claims against us. The majority of these cases arise in the normal course of business and we believe, based on the facts of the cases and consultation with counsel, that these cases generally do not involve the risk of a material adverse impact on our financial performance or stockholders’ equity. We estimate the probability of losses that may be incurred in connection with legal and regulatory proceedings as of the date on which our unconsolidated and consolidated financial statements are prepared. We recognize a provision when we have a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. We determine the amount of provision based on our estimate of the amount required to settle the obligation at the balance sheet date, supplemented by our experience in similar situations. We review provisions at each balance sheet date and adjust them to reflect current estimates. In cases where the available information indicates that a loss is reasonably possible but the amount of such loss cannot be reasonably estimated, we make a disclosure to this effect in the unconsolidated and consolidated financial statements. In certain instances, present and former employees have instituted legal and other proceedings against us alleging irregularities. When there is only a remote risk of loss, we do

not recognize a provision nor do we include a disclosure in the unconsolidated and consolidated financial statements. See also “—Business—Legal and Regulatory Proceedings”. We cannot guarantee that the judgments in any of the litigation in which we are involved would be favorable to us and if our assessment of the risk changes, our view on provisions will also change.

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

Our business has become more complex with both product line expansion into the insurance area and geographic expansion internationally and via the rural initiatives. Our continued success depends in part on the continued service of key members of our management team and our ability to continue to attract, train, motivate and retain highly qualified professionals is a key element of our strategy and we believe it to be a significant source of competitive advantage. The successful implementation of our strategy depends on the availability of skilled management, both at our head office and at each of our business units and international locations and on our ability to attract and train young professionals. A substantial portion of our compensation structure for middle and senior management is in the form of employee stock options, and dependent on the market price of our equity shares. Depending on market and business conditions, we may decide to reduce our employee strength in certain of our businesses. Further, increased competition, including the entry of new banks may affect our ability to hire and retain qualified employees. If we or one of our business units or other functions fail to staff operations appropriately, or lose one or more key senior executives or qualified young professionals and fail to replace them in a satisfactory and timely manner, our business, financial condition and results of operations, including our control and operational risks, may be adversely affected. Likewise, if we fail to attract and appropriately train, motivate and retain young professionals or other talent, our business may likewise be affected. See also “—Business—Employees”.

Adoption of a different basis of accounting or new accounting standards may result in changes in our reported financial position and results of operations for future and prior periods.

The financial statements and other financial information included in this annual report are based on our consolidated financial statements under Indian GAAP. It is expected that Indian accounting standards will converge with International Financial Reporting Standards and we may be required to prepare financial statements under International Financial Reporting Standards, as adopted in India, according to a schedule to be determined by regulators for Indian companies in the future. However, the ongoing project undertaken by the International Accounting Standards Board, which will replace the current International Financial Reporting Standards on financial instruments, particularly IAS 39, in a phased manner, may impact the schedule for the adoption of International Financial Reporting Standards by Indian companies. We may issue financial statements under International Financial Reporting Standards prior to the schedule that may be announced by Indian regulators, for compliance with regulations in certain jurisdictions where we have operations or where our securities are listed. Financial statements prepared under standards different from Indian GAAP, as presently in existence, may diverge significantly from the financial statements and other financial information included in this annual report.

### Risks Relating to ADSs and Equity Shares

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

Our ADS holders have no voting rights unlike holders of our equity shares who have voting rights. For certain information regarding the voting rights of the equity shares underlying our ADSs, see also “—Business—Shareholding Structure and Relationship with the Government of India”. If you wish, you may withdraw the equity shares underlying your ADSs and seek to exercise your voting rights under the equity shares you obtain from the withdrawal. However, for foreign investors, this withdrawal process may be subject to delays and is subject to a cap of 49.0% in the total shares foreign institutional investors and non-resident Indians may hold in us. For a discussion of the legal restrictions triggered by a withdrawal of the equity shares from the depository facility upon surrender of ADSs, see also “—Restriction on Foreign Ownership of Indian Securities”.

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

In fiscal 2008, we concluded a capital raising exercise comprising a public offering in India and an ADS offering aggregating Rs. 199.7 billion. We may conduct additional equity offerings to fund the growth of our business, including our international operations, our insurance business or our other subsidiaries. In addition, up to 10.0% of our issued equity shares from time to time, may be granted in accordance with our Employee Stock Option Scheme. Any future issuance of equity shares or ADSs or exercise of employee stock options would dilute the positions of investors in equity shares and ADSs and could adversely affect the market price of our equity shares and ADSs.

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

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

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

ADS holders seeking to sell in India any equity shares withdrawn upon surrender of ADSs, convert the rupee proceeds from such sale into a foreign currency or repatriate such foreign currency may need the Reserve Bank of India's approval for each such transaction. See also "—Restriction on Foreign Ownership of Indian Securities". We cannot guarantee that any such approval will be obtained in a timely manner or at terms favorable to the investor. Because of possible delays in obtaining the requisite approvals, investors in equity shares may be prevented from realizing gains during periods of price increases or limiting losses during periods of price declines.

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

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

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

The Life Insurance Corporation of India, the General Insurance Corporation of India and other government-owned general insurance companies, all of which are directly controlled by the Indian government, are among our principal shareholders. At June 30, 2013, the Life Insurance Corporation of India held 7.5% and the General Insurance Corporation of India and other government-owned general insurance companies held 2.0% of our outstanding equity shares. See also "—Business—Shareholding Structure and Relationship with the Government of India". Any substantial sale of our equity shares by these or other large shareholders could adversely affect the price of our equity shares and ADSs. Under the Indian Banking Regulation Act, no person holding shares in a banking company can exercise more than 10.0% of the total voting power. Deutsche Bank Trust Company Americas held approximately 29.2% of our equity shares at June 28, 2013 as depositary for ADS holders and votes on these shares in accordance with the directions of our board of directors. Pursuant to the provisions of the Banking Regulation Act as currently effective, Deutsche Bank Trust Company Americas can only vote 10.0% of our equity shares. After taking into consideration

the restriction of 10.0%, the effective outstanding voting rights at June 28, 2013 for Deutsche Bank Trust Company Americas were 10.0%, for the Life Insurance Corporation of India were 7.5% and for the General Insurance Corporation of India and other government-owned general insurance companies were 2.0%. An amendment to the Banking Regulation Act has increased the voting rights cap from 10.0% to 26.0%. However, this is pending notification by the Reserve Bank of India.

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

The Indian securities markets are smaller and more volatile than securities markets in developed economies. In the past, the Indian stock exchanges have experienced high volatility and other problems that have affected the market price and liquidity of the listed securities, including temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In April 2003, the decline in the price of the equity shares of a leading Indian software company created volatility in the Indian stock markets and created temporary concerns regarding our exposure to the equity markets. On May 17, 2004, the Bombay Stock Exchange Sensex fell by 565 points from 5,070 to 4,505, creating temporary concerns regarding our exposure to the equity markets. Both the BSE and the NSE halted trading on the exchanges on May 17, 2004 in view of the sharp fall in prices of securities. The Indian securities markets experienced rapid appreciation during fiscal 2006 but underwent a sharp correction in May 2006. The markets experienced a recovery thereafter and the BSE Sensex reached an all-time high of 20,873 on January 8, 2008 but subsequently experienced a sharp correction, with the BSE Sensex declining to 8,160 on March 9, 2009. In the 24 months since then, the equity markets had recovered with the BSE Sensex at 19,445 at March 31, 2011. However, the European debt crisis, volatile crude oil prices and concerns on growth in India have caused a decline in the domestic equity markets with the BSE Sensex at 17,404 at March 30, 2012, which recovered to 18,836 at March 29, 2013. In recent years, there have been changes in laws and regulations regulating the taxation of dividend income, which have impacted the Indian equity capital markets. See also “—Dividends”. Similar problems or changes in the future could adversely affect the market price and liquidity of our equity shares and ADSs.

We are subject to regulatory restrictions on the payment of dividend to shareholders. Any change in such restrictions or increase in capital requirements may have an impact on our dividend payout to our equity share and ADS holders.

The Reserve Bank of India has prescribed limits on the dividend payout ratio of banks in India linked to certain parameters such as the risk-based capital ratio and net non-performing assets ratio. Under the Reserve Bank of India’s Basel III guidelines, banks are subject to higher minimum capital requirements and must maintain a capital conservation buffer above the minimum requirements to avoid restrictions on capital distributions and discretionary bonus payments. Any change in restrictions on payment of dividend or capital requirements may limit our ability to pay dividends to our equity share and ADS holders.

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

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

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

ADSs issued by companies in certain emerging markets, including India, may trade at a discount or a premium to the underlying equity shares, in part because of the restrictions on foreign ownership of the underlying equity shares. See also “—Restriction on Foreign Ownership of Indian Securities”. Historically, our ADSs have generally traded at a small premium to the trading price of our underlying equity shares on the Indian stock exchanges. See also “—Market Price Information”. We believe that this price premium resulted from the limited portion of our market capitalization represented by ADSs, restrictions imposed by Indian law on the conversion of equity shares into ADSs and an apparent preference among some investors to trade dollar-denominated securities. In fiscal 2006 and fiscal 2008, we conducted offerings of ADSs which increased the number of outstanding ADSs and we may conduct similar offerings in the future. Also, over time, some of the restrictions on the issuance of ADSs imposed by Indian law have been

relaxed. As a result, any premium enjoyed by ADSs as compared to the equity shares may be reduced or eliminated as a result of offerings made or sponsored by us, changes in Indian law permitting further conversion of equity shares into ADSs or a change in investor preferences.



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

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

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

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

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

There is a difference between India and the United States in the level of regulation and monitoring of the securities markets and the activities of investors, brokers and other market participants. The Securities and Exchange Board of India is responsible for improving disclosure and regulating insider trading and other matters for the Indian securities markets. There may, however, be less publicly available information about Indian companies than is regularly made available by public companies in the United States.

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BUSINESS

Overview

We are a diversified financial services group offering a wide range of banking and financial services to corporate and retail customers through a variety of delivery channels. We are the largest private sector bank in India, in terms of total assets. Apart from banking products and services, we offer life and general insurance, asset management, securities brokering and private equity products and services through our specialized subsidiaries. Our total assets at year-end fiscal 2013 were Rs. 6,748.2 billion. Our consolidated capital and reserves at year-end fiscal 2013 were Rs. 687.6 billion. In fiscal 2013, we earned a net profit of Rs. 96.0 billion compared to Rs. 76.4 billion in fiscal 2012.

Our primary business consists of commercial banking operations for corporate and retail customers. We provide a range of commercial banking and project finance products and services, including loan products, fee and commission-based products and services, deposit products and foreign exchange and derivatives products to India's leading corporations, middle market companies and small and medium enterprises. Our commercial banking operations for retail customers consist of retail lending and deposit taking and distribution of third party investment products. We also offer agricultural and rural banking products. We deliver our products and services through a variety of channels, including bank branches, ATMs, call centers, the internet and mobile phones. We had a network of 3,100 branches and 10,481 ATMs in India at year-end fiscal 2013.

In our international banking operations, our primary focus is on offering products and services to persons of Indian origin and Indian businesses as well as offering deposit products to the larger community. Our overseas branches and banking subsidiaries take deposits, raise borrowings and make loans primarily to Indian companies for their overseas operations as well as for their foreign currency requirements in India. They also engage in advisory and syndication activities for fund-raising by Indian companies and their overseas operations and certain multinational companies with links to India. We also have certain local retail operations in our overseas banking subsidiaries, such as federally-insured mortgages in Canada. We currently have subsidiaries in the United Kingdom, Canada and Russia, branches in Bahrain, Dubai International Financial Center, Hong Kong, Singapore, Sri Lanka, Qatar Financial Centre and the United States and representative offices in Bangladesh, China, Indonesia, Malaysia, South Africa, Thailand and the United Arab Emirates. Our subsidiary in the United Kingdom has established a branch in Antwerp, Belgium and a branch in Frankfurt, Germany. Our subsidiaries in the United Kingdom and Canada and our branches in Bahrain, Singapore and Hong Kong have the largest share of our international assets and liabilities. See also "—Risk factors—We experienced rapid international growth in earlier years which has increased the complexity of the risks that we face".

Our treasury operations include the maintenance and management of regulatory reserves, proprietary trading in equity and fixed income and a range of foreign exchange and derivatives products and services for corporate customers, such as forward contracts and interest rate and currency swaps. We take advantage of movements in markets to earn treasury income. Our overseas branches and subsidiaries also have investments in credit derivatives, bonds of non-India financial institutions and asset backed securities.

We are also engaged in insurance, asset management, securities business and private equity fund management through specialized subsidiaries. Our subsidiaries ICICI Prudential Life Insurance Company, ICICI Lombard General Insurance Company and ICICI Prudential Asset Management Company provide a wide range of life and general insurance and asset management products and services to retail and corporate customers. ICICI Prudential Life Insurance Company was the largest private sector life insurance company in India during fiscal 2013, with a market share of 7.0% in new business written (on retail weighted new business premium basis) according to Insurance Regulatory and Development Authority. ICICI Prudential Pension Funds Management Company Limited, a 100% subsidiary of ICICI Prudential Life Insurance Company, is one of the fund managers for the pension assets of Indian

citizens (other than the mandated pension funds of government employees) under the National Pension System. This pension scheme was launched by the Indian government in 2004 for all citizens on a voluntary basis, and has allowed professional fund managers to invest the scheme's funds since 2008. ICICI Lombard General Insurance Company was the largest private sector general insurance company in India during fiscal 2013, with a market share of 9.5% in gross written premium (excluding premium on the motor third party insurance pool) according to Insurance Regulatory and Development Authority. ICICI Prudential Asset Management Company manages the ICICI Prudential Mutual Fund, which was among the top three mutual funds in India in terms of

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average funds under management during fiscal 2013 according to Association of Mutual Funds in India. We cross-sell the products of our insurance and asset management subsidiaries and of other asset management companies to our retail and corporate customers. Our subsidiaries ICICI Securities Limited and ICICI Securities Primary Dealership Limited are engaged in equity underwriting and brokerage and primary dealership in government securities and fixed income market operations, respectively. ICICI Securities owns icicidirect.com, a leading online brokerage platform. ICICI Securities Limited has a subsidiary in the United States, ICICI Securities Holdings Inc. that in turn has an operating subsidiary in the United States, ICICI Securities Inc., which is engaged in brokerage services. Our private equity fund management subsidiary, ICICI Venture Funds Management Company, manages funds that make private equity investments. In fiscal 2013, ICICI Bank, in partnership with domestic and international banks and financial institutions, launched India's first infrastructure debt fund structured as a non-banking finance company in which we have a shareholding of 31.0%.

Our legal name is ICICI Bank Limited but we are known commercially as ICICI Bank. We were incorporated on January 5, 1994 under the laws of India as a limited liability corporation. The duration of ICICI Bank is unlimited. Our principal corporate office is located at ICICI Bank Towers, Bandra-Kurla Complex, Mumbai 400 051, India, our telephone number is +91 22 2653 1414 and our web site address is [www.icicibank.com](http://www.icicibank.com). None of the contents of our and our subsidiaries' websites are incorporated in this annual report. Our agent for service of process in the United States is Mr. Akashdeep Sarpal, Joint General Manager, ICICI Bank Limited, New York Branch, 500 Fifth Avenue, Suite 2830, New York, New York 10110.

## History

ICICI was formed in 1955 at the initiative of the World Bank, the government of India and Indian industry representatives. The principal objective was to create a development financial institution for providing medium-term and long-term project financing to Indian businesses. Until the late 1980s, ICICI primarily focused its activities on project finance, providing long-term funds to a variety of industrial projects. With the liberalization of the financial sector in India in the 1990s, ICICI transformed its business from a development financial institution offering only project finance to a diversified financial services provider that, along with its subsidiaries and other group companies, offered a wide variety of products and services. As India's economy became more market-oriented and integrated with the world economy, ICICI capitalized on the new opportunities to provide a wider range of financial products and services to a broader spectrum of clients.

ICICI Bank was incorporated in 1994 as a part of the ICICI group. ICICI Bank's initial equity capital was contributed 75.0% by ICICI and 25.0% by SCICI Limited, a diversified finance and shipping finance lender of which ICICI owned 19.9% at December 1996. Pursuant to the merger of SCICI into ICICI, ICICI Bank became a wholly owned subsidiary of ICICI. Effective March 10, 2001, ICICI Bank acquired Bank of Madura, a private sector bank, in an all-stock merger.

The issue of universal banking, which in the Indian context means conversion of long-term lending institutions such as ICICI into commercial banks, had been discussed at length in the late 1990s. Conversion into a bank offered ICICI the ability to accept low-cost demand deposits and offer a wider range of products and services, and greater opportunities for earning non-fund based income in the form of banking fees and commissions. ICICI Bank also considered various strategic alternatives in the context of the emerging competitive scenario in the Indian banking industry. ICICI Bank identified a large capital base and size and scale of operations as key success factors in the Indian banking industry. In view of the benefits of transformation into a bank and the Reserve Bank of India's pronouncements on universal banking, ICICI and ICICI Bank decided to merge.

At the time of the merger, both ICICI Bank and ICICI were publicly listed in India and on the New York Stock Exchange. The amalgamation was approved by each of the boards of directors of ICICI, ICICI Personal Financial

Services, ICICI Capital Services and ICICI Bank at their respective board meetings held on October 25, 2001. The amalgamation was approved by ICICI Bank's and ICICI's shareholders at their extraordinary general meetings held on January 25, 2002 and January 30, 2002, respectively. The amalgamation was approved by the High Court of Gujarat at Ahmedabad on March 7, 2002 and by the High Court of Judicature at Bombay on April 11, 2002. The amalgamation was approved by the Reserve Bank of India on April 26, 2002. The amalgamation became effective on May 3, 2002. The date of the amalgamation for accounting purposes under Indian GAAP was March 30, 2002.

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

The Bank of Rajasthan, a listed Indian private sector bank, merged with ICICI Bank with effect from the close of business on August 12, 2010. At August 12, 2010, the Bank of Rajasthan had total assets of Rs. 156.0 billion, deposits of Rs. 134.8 billion, loans of Rs. 65.3 billion and investments of Rs. 71.0 billion. During fiscal 2010, it incurred a loss of Rs. 1.0 billion. The Bank of Rajasthan was also a sponsoring entity of a regional rural bank called Mewar Anchalik Gramin Bank, with a holding of 35%. This holding was transferred to ICICI Bank pursuant to the merger. Mewar Anchalik Gramin Bank had 59 branches with total deposits of Rs. 5.6 billion and total loans of Rs. 2.4 billion at year-end fiscal 2013. It made a profit of Rs. 31.8 million in fiscal 2013 and had accumulated losses of Rs. 38.0 million at year-end fiscal 2013.

## Shareholding Structure and Relationship with the Government of India

The following table sets forth, at June 30, 2013, certain information regarding the ownership of our equity shares.

	Percentage of Total Equity Shares Outstanding	Number of Equity Shares Held
Government Controlled Shareholders:		
Life Insurance Corporation of India	7.5	% 86,471,155
General Insurance Corporation of India and government-owned general insurance companies	2.0	23,243,866
UTI and UTI Mutual Fund	0.9	10,569,630
Other government-controlled institutions, mutual funds, corporations and banks	0.1	948,394
Total government-controlled shareholders	10.5	121,233,045
Other Indian investors:		
Individual domestic investors(1),(2)	5.2	60,523,418
Mutual funds and banks (other than government-controlled mutual funds and banks)	7.1	81,533,185
(2)	1.1	12,222,394
SBI Life Insurance	1.0	11,201,817
Bajaj Holdings and Investment Ltd	6.4	74,063,297
Other Indian corporations and others(2)	20.8	239,544,111
Total other Indian investors	31.3	360,777,156
Foreign investors:		
Deutsche Bank Trust Company Americas, as depositary for ADS holders	29.2	336,587,762
Government of Singapore	2.1	23,801,448
Carmignac Gestion A\C Carmignac Patrimoine	2.0	22,725,555
Aberdeen Global Indian Equity (Mauritius) Limited	1.6	18,080,000
Europacific Growth Fund	1.6	18,278,406
Vanguard Emerging Markets Stock Index Fund	1.0	11,898,668
Other foreign institutional investors, foreign banks, overseas corporate bodies, foreign companies, foreign nationals, foreign institutional investors and non-resident Indians(2)	31.4	361,905,742
Total foreign investors	68.7	793,277,581

Total	100.0	1,154,054,737
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(1) Executive officers and directors (including non-executive directors) as a group held about 0.08% of ICICI Bank's equity shares at June 30, 2013.

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

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The holding of government-controlled shareholders was 10.5% at June 30, 2013 against 12.9% at June 30, 2012 and 12.4% at June 30, 2011. The holding of Life Insurance Corporation of India was 7.5% at June 30, 2013 against 9.3% at June 30, 2012, and 9.2% at June 30, 2011.

We operate as an autonomous and commercial enterprise and the Indian government has never directly held any of our shares. We are not aware of or a party to any shareholders' agreement or voting trust relating to the ownership of the shares held by the government-controlled shareholders. We do not have any agreement with our government-controlled shareholders regarding management control, voting rights, anti-dilution or any other matter. Our Articles of Association provide that the government of India is entitled, pursuant to the provisions of guarantee agreements between the government of India and ICICI, to appoint a representative to our Board. The government of India has appointed one representative to our Board. We have traditionally invited a representative of each of the government-controlled insurance companies that are among our principal institutional shareholders, Life Insurance Corporation of India and General Insurance Corporation of India to join our Board. There is currently no representative of either Life Insurance Corporation of India or General Insurance Corporation of India on our Board. See "Management—Directors and Executive Officers" for a discussion of the composition of our Board of Directors.

The holding of other Indian investors was 20.8% at June 30, 2013 against 24.4% at June 30, 2012 and 22.1% at June 30, 2011. The total holding of Indian investors was 31.3% at June 30, 2013 against 37.3% at June 30, 2012 and 34.5% at June 30, 2011. The holding of foreign investors was 68.7% at June 30, 2013 against 62.7% at June 30, 2012 and 65.5% at June 30, 2011. See "Supervision and Regulation—Reserve Bank of India Regulations—Ownership Restrictions". Deutsche Bank Trust Company Americas holds the equity shares represented by 168 million American Depositary Receipts outstanding as depository on behalf of the holders of the American Depositary Shares. The American Depositary Shares are listed on the New York Stock Exchange. Under the Indian Banking Regulation Act, no person holding shares in a banking company can exercise more than 10.0% of the total voting power. This means that Deutsche Bank Trust Company Americas (as depository), which held approximately 29.2% of our equity shares at June 30, 2013 against 27.4% at June 30, 2012 and 26.1% at June 30, 2011 could only vote 10.0% of our equity shares, in accordance with the directions of our Board of Directors. An amendment to the Banking Regulation Act approved by the Indian Parliament in fiscal 2013 has increased the voting rights cap to 26.0%. However, this is not yet effective pending notification in the government of India's official gazette. See "Overview of the Indian Financial Sector—Recent Structural Reforms—Proposed Amendments to the Banking Regulation Act". Except as stated above, no shareholder has differential voting rights.

Strategy

The key elements of our business strategy are to:

- focus on opportunities for sustainable profitable growth by:
  - enhancing our retail and corporate franchise
- maintaining the proportion of current and savings account and retail term deposits in our domestic deposit base;
  - building a rural & inclusive banking franchise; and
  - strengthening our insurance, asset management and securities businesses;
  - emphasize conservative risk management practices;
  - use technology for competitive advantage; and



- attract and retain talented professionals.

Following the financial and economic crisis in fiscal 2009, we focused on capital conservation, liquidity management and risk containment. We tightened our lending norms, especially in the unsecured retail segment and moderated our credit growth. We expanded our branch network with a focus on increasing our low cost and retail deposit base. At the same time, we maintained a strict control on operating expenses.

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In fiscal 2010, we focused on repositioning our balance sheet for the growth. We increased the proportion of current and savings account deposits; reduced the rate of growth of non-performing loans; continued to keep stringent control on operating expenses; and maintained a high level of capital adequacy, relative to the regulatory requirement. From fiscal 2011, we have focused on growing our loan book by capitalizing on selected credit segments such as mortgages, secured retail loans and project finance, mobilizing low cost current account and savings deposits, reducing credit costs, optimizing operating expenses and improving our customer service capabilities. We seek to adopt a balanced approach to profitability growth and risk management.

Our objective going forward will be to leverage our capital base for profitable growth, while sustaining the improvements in our deposit profile, cost ratios and credit quality. As we grow our businesses, meeting customer expectation on service quality will be a critical element of our strategy.

### Overview of Our Products and Services

We offer products and services in the commercial banking area to corporate and retail customers, both domestic and international. We also undertake treasury operations and offer treasury-related products and services to our customers. We are also engaged in insurance, asset management, securities business venture capital and private equity fund management through specialized subsidiaries.

### Commercial Banking for Retail Customers

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

### Retail Lending Activities

Given India's favorable demographics and the under-penetration of retail credit, we identified retail credit as a key opportunity over a decade ago. We capitalized on the retail opportunity by offering home loans, automobile loans, commercial business loans (including primarily commercial vehicle loans), business banking loans (including dealer funding and small ticket loans to small businesses), personal loans, credit cards, loans against time deposits, loans against securities, jewel loans and retail lending in rural markets. We also funded dealers who sell automobiles, consumer durables and commercial vehicles. Due to the increase in interest rates, the tightening of liquidity, the increase in asset prices and challenges in collections, we reduced our disbursements of retail loans, especially unsecured loans in fiscal 2009 and fiscal 2010. From fiscal 2011, we have focused on growing selected retail segments such as mortgages and other secured retail lending. The retail portfolio was Rs. 1,005.0 billion, constituting 38.0% of gross loans at year-end fiscal 2011. The retail portfolio increased to Rs. 1,183.9 billion constituting 39.4% of gross loans at year-end fiscal 2012, and to Rs. 1,290.2 billion constituting 38.1% of gross loans at year-end fiscal 2013 driven by growth in secured retail lending categories like automobile loans, commercial vehicle loans and mortgage loans. We believe that retail credit has a robust long-term growth potential due to rising income levels and the expansion of the middle class. We will continue to focus on secured retail products such as home loans, automobile loans and commercial business loans. We will selectively offer unsecured products such as personal loans and credit cards to our customers. Our retail loans also include rural and agricultural loan products, and we are seeking to grow this portfolio.

Our retail asset products are generally fixed rate products repayable in equated monthly installments other than our floating rate home loan portfolio, where any change in the benchmark rate to which the rate of interest on the loan is referenced is passed on to the borrower on the first day of the succeeding quarter or succeeding month, as applicable. Any decrease in the rate of interest payable on floating rate home loans is generally implemented by an acceleration of

the repayment schedule, keeping the monthly installment amount unchanged. Any increase in the rate of interest payable on floating rate home loans is generally effected in the first instance by an extension of the repayment schedule, keeping the monthly installment amount unchanged, and based on certain criteria, by changing the monthly installment amount. See also “—Risk Factors—Risks Relating to Our Business—Our banking and trading activities are particularly vulnerable to interest rate risk and volatility in interest rates could adversely affect our net interest margin, the value of our fixed income portfolio, our income from treasury operations, the quality of our loan portfolio and our financial performance”.

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## Commercial Banking for Rural and Agricultural Customers

The Reserve Bank of India's directed lending norms also require us to lend a portion of advances to the rural and agricultural sector. See also "— Loan Portfolio—Directed Lending". We provide corporate banking products and services to corporate clients engaged in agriculture-linked businesses. We finance suppliers and vendors of corporations and medium enterprises engaged in agriculture-linked businesses. We have also strengthened our relationships with co-operatives that are constituted by farmers. We offer financial solutions to farmers, commodity traders and processors and to micro-finance institutions. As per the Reserve Bank of India requirements, we have formulated a board-approved financial inclusion plan to facilitate the opening of basic deposit accounts in rural and unbanked areas. Rural banking presents significant challenges in terms of geographical coverage and high unit transaction costs. We are exploring various models for operating through lower cost structures in rural locations, including technology-based channels, and have opened 131 low-cost branches in rural locations, which offer basic banking services to rural customers. See also "—Risk Factors—Risks Relating to Our Business—Entry into new businesses or expansions of existing businesses may expose us to increased risks that may adversely affect our business". The following table sets forth, at the dates indicated, the break-down of our gross (net of write-offs) retail finance portfolio.

	2011	2012	At March 31,		2013	2013	2013
			2013	(% share)			(US\$ in millions)
		(Rs. in billions)					
Home loans	Rs. 553.1	Rs. 638.3	Rs. 744.6	57.7 %			US\$ 13,658
Commercial business loans	152.9	180.7	151.2	11.7			2,774
Automobile loans	85.8	94.7	115.9	9.0			2,125
Business banking(1)	17.2	47.3	44.7	3.5			820
Others(2)	75.3	119.5	139.1	10.8			2,551
Total secured retail finance portfolio	884.3	1,080.5	1,195.5	92.7 %			21,928
Personal loans	42.8	29.6	31.8	2.5			582
Business banking(1)	25.1	25.8	22.7	1.8			416
Credit card receivables	48.5	46.0	36.4	2.8			667
Others(2)	4.3	2.0	3.8	0.2			72
Total unsecured retail finance portfolio	120.7	103.4	94.7	7.3 %			1,737
Total retail finance portfolio(3)	Rs. 1,005.0	Rs. 1,183.9	Rs. 1,290.2	100.0 %			US\$ 23,665

(1) Includes dealer financing and small ticket loans to small businesses.

(2) Primarily includes rural loans.

(3) From March 31, 2013, we have changed the classification of the domestic loan portfolio to better reflect the nature of the underlying loans. Accordingly, our loan portfolio for earlier years presented is also reclassified.

Our unsecured retail portfolio primarily includes personal loans and loans against credit card receivables. From fiscal 2009, due to the increase in interest rates, tightening liquidity, challenging macroeconomic environment and changes in regulations pertaining to the use of recovery agents by banks, we witnessed higher than anticipated losses in the unsecured retail portfolio. We reduced incremental lending in personal loans and credit card issuances, resulting in a decline in the overall unsecured retail lending portfolio. Our personal loans typically range from Rs. 100,000 to Rs. 1,000,000 in size with tenors of 1-4 years and yields ranging from 14-18%. During fiscal 2013, ICICI Bank's personal

loans disbursements were about 3.0% of its total retail loan disbursements at Rs. 13.8 billion and its number of outstanding credit cards increased from approximately 2.8 million at year-end fiscal 2012 to about 2.9 million at year-end fiscal 2013. At year-end fiscal 2013, our personal loans portfolio was Rs. 31.8 billion compared to Rs. 29.6 billion at year-end fiscal 2012. The credit card receivables portfolio at year-end fiscal 2013 was Rs. 36.4 billion compared to Rs. 46.0 billion at year-end fiscal 2012. The proportion of unsecured retail loans in the total retail portfolio decreased from 12.0% at year-end fiscal 2011 to 8.7% at year-end fiscal 2012 and further to 7.3% at year-end fiscal 2013.

We offer retail lending products primarily in India through ICICI Bank and our wholly owned subsidiary, ICICI Home Finance Company Limited. Our home loan portfolio includes both loans for the purchase and construction of

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homes as well as loans against property. Our policies for such loans are based on certain stipulated ratios such as the loan-to-value ratio and the ratio of fixed debt obligations to a borrower's income. The initial repayment term of such loans is 15 to 20 years with payments in the form of equated monthly installments. We conduct a part of our housing loan business through ICICI Home Finance Company.

Our banking subsidiary in Canada offers residential mortgages in the local market. The mortgages are insured and primarily have federal-backed insurance. At year-end fiscal 2013, ICICI Bank Canada held residential mortgages amounting to CAD 2,015 million as compared to CAD 1,675 million at year-end fiscal 2012. This includes mortgages of CAD 1,745 million at year-end fiscal 2013 as compared to CAD 1,231 million at year-end fiscal 2012 securitized under the Canadian National Housing Act –Mortgage Backed Securities program. We also undertake retail lending activities to a very limited extent in certain of our other overseas branches and subsidiaries.

### Lending to Small and Medium Enterprises

We have segmented offerings for the small and medium enterprise sector while adopting a cluster based financing approach to fund small enterprises that have a homogeneous profile such as engineering, information technology, transportation and logistics and pharmaceuticals. We also offer supply chain financing solutions to the channel partners of corporate clients and business loans (in the form of cash credit/overdraft/term loans) to meet the working capital needs of small businesses. We are also proactively reaching out to small and medium enterprises through various initiatives such as the small and medium enterprises toolkit —an online business and advisory resource for small and medium enterprises; and the “Emerging India Awards” —a small and medium enterprises recognition platform.

### Retail Deposits

Our retail deposit products include time deposits and savings account deposits. We also offer targeted products to specific customer segments such as high net worth individuals, defense personnel, trusts and businessmen, and have corporate salary account products. We offer current account (i.e., checking accounts for businesses) products to our small enterprise customers, who maintain balances with us. Further, we offer an international debit card in association with VISA International. At year-end fiscal 2013, we had a debit card base in excess of 19 million cards.

We are currently placing enhanced emphasis on increasing our current and savings account deposit base and improving the proportion of current and savings accounts in our total deposits. Expansion of our branch network in India is a critical element of this strategy.

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

### Fee-Based Products and Services

Through our distribution network, we offer government of India savings bonds, insurance policies from ICICI Prudential Life Insurance Company and ICICI Lombard General Insurance Company, bullion and public offerings of equity shares and debt securities by Indian companies. We offer several card-based products such as credit cards, debit cards, prepaid cards, travel cards and commercial cards. We also offer a variety of mutual fund products from ICICI Prudential Asset Management Company and other select mutual funds. We levy services charges on deposit accounts.

We also offer fee-based products and services including transaction banking services, documentary credits and guarantees to small and medium enterprises.

As a depository participant of the National Securities Depository Limited and Central Depository Services (India) Limited, we offer depository share accounts to settle securities transactions in a dematerialized mode. Further, we are one of the banks designated by the Reserve Bank of India for issuing approvals to non-resident Indians and overseas corporate bodies to trade in shares and convertible debentures on the Indian stock exchanges.

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### Commercial Banking for Corporate Customers

We provide a range of commercial and investment banking products and services to India's leading corporations and middle market companies. Our product suite includes working capital and term loan products, fee and commission-based products and services, deposits and foreign exchange and derivatives products. The Corporate Banking Group focuses on origination and coverage of all corporate clients. The Corporate Banking Group comprises relationship and credit teams. The Commercial Banking Group is responsible for growing the trade services and transaction banking business through identified branches, while working closely with the corporate relationship teams. The Markets Group provides foreign exchange and other treasury products to corporations. The Project Finance Group focuses on origination of large project finance mandates. We seek to syndicate corporate and project financing among domestic and international banks and institutions.

### Corporate Loan Portfolio

Our corporate loan portfolio consists of project and corporate finance (including structured finance and cross-border acquisition financing) and working capital financing. For further details on our loan portfolio, see “—Loan Portfolio—Loan Concentration”. For a description of our credit rating and approval system, see “—Risk Management—Credit Risk”.

Our project finance business consists principally of extending medium-term and long-term rupee and foreign currency loans to the manufacturing and infrastructure sectors. We also provide financing by way of investment in marketable instruments such as fixed rate and floating rate debentures. We generally have a security interest and first charge on the fixed assets of the borrower.

Our working capital financing consists mainly of cash credit facilities, overdraft, demand loans and non-fund based facilities including bill discounting, letters of credit and guarantees. For more details on our credit risk procedures, see “—Risk Management—Credit Risk”.

### Fee and Commission-Based Activities

We generate fee income from our syndication, structured financing and project financing activities. We seek to leverage our project financing and structuring skills and our relationships with companies and financial institutions and banks to earn fee incomes from structuring and syndication.

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

We also offer commercial banking services such as cash management services (such as collection, payment and remittance services), escrow, trust and retention account facilities, online payment facilities, custodial services and tax collection services on behalf of the government of India and the governments of Indian states. At year-end fiscal 2013, total assets held in custody on behalf of our clients (mainly foreign institutional investors, offshore funds, overseas corporate bodies and depository banks for GDR investors) were Rs. 1,522.3 billion. As a registered depository participant of National Securities Depository Limited and Central Depository Services (India) Limited, the two securities depositories operating in India, we also provide electronic depository facilities to investors.

### Corporate Deposits

We offer a variety of deposit products to our corporate customers including current accounts, time deposits and certificates of deposits. For more information on the type, cost and maturity profile of our deposits, see “—Funding”.



## Foreign Exchange and Derivatives

We provide customer specific products and services, which cater to risk hedging needs of corporations at domestic and international locations, arising out of currency and interest rate fluctuations. The products and services include:

- Foreign Exchange Products

Products include cash, spot and forwards transactions. We offer customized hedging and trading solutions to clients, on the basis of their business needs. These products are offered in India and across our international locations covering a number of time zones.

- Retail Foreign Exchange Products

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Products for retail customers include sale of currency notes, traveler's checks and travel cards. These mainly cater to the segments of outbound tourism and education. We also facilitate retail inward remittances from foreign geographies.

- Bullion

We deal in bullion and sell gold coins to retail customers.

- Derivatives

We offer derivative products including interest rate swaps, currency swaps, options and currency futures. We provide market making in interest rate and currency derivatives in all G7 currencies.

### Commercial Banking for International Customers

Our strategy for growth in international markets is based on leveraging home country links and technology for international expansion in selected international markets. Our international strategy is focused on building a retail deposit franchise in geographies where we have such licenses, meeting the foreign currency needs of our Indian corporate clients, taking select non-India trade finance exposures linked to imports to India, carrying out select local lending and achieving the status of the preferred non-resident Indian community bank in key markets. We also seek to build stable wholesale funding sources and strong syndication capabilities to support our corporate and investment banking business, and to expand private banking operations for India-centric asset classes.

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

Many of the commercial banking products that we offer through our overseas branches and subsidiaries, as well as to international customers from our domestic network, such as debt financing, trade finance and letters of credit, are similar to the products offered to our customers in India. Some of the products and services that are unique to international customers are:

- **Remittance services:** Remittances into India were US\$ 64.0 billion in fiscal 2013, with India being the largest remittance receiving country in the world. We recognized the remittance opportunity early on in the decade and started offering a host of remittance services tailored to meet the needs of diverse customer segments. To facilitate easy transfer of funds to India, we offer a suite of online as well as offline money transfer products. These products enable non-resident Indians to send money to any beneficiary in India with a wide choice of delivery channels like electronic transfers to accounts with over 80,000 bank branches.
- **TradeWay:** An Internet-based document collection product to provide correspondent banks access to real-time online information on the status of their export bills collections routed through us.
- **Remittance Tracker:** An Internet-based application that allows a correspondent bank to check on the status of its payment instructions and to get various information reports online.
- **Offshore banking deposits:** Multi-currency deposit products in U.S. dollar, pound sterling and euro.
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Foreign currency non-resident deposits: Foreign currency deposits offered in six main currencies —U.S. dollar, pound sterling, euro, yen, Canadian dollar and Australian dollar.

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

Total assets (net of inter-office balances) of ICICI Bank's overseas branches at year-end fiscal 2013 were Rs. 935.1 billion and total advances were Rs. 733.6 billion compared to total assets of Rs. 875.0 billion and total advances of Rs. 694.0 billion at year-end fiscal 2012. The increase in assets and advances of ICICI Bank's overseas branches at year-end fiscal 2013 compared to year-end fiscal 2012 primarily reflects the depreciation of the rupee against the U.S. dollar by 6.7% during fiscal 2013. Our overseas branches are primarily funded by debt capital market borrowings, syndicated/bilateral loans and borrowings from external commercial agencies. See also “—Risk Factors—Risks Relating to Our Business—Our funding is primarily short-term and if depositors do not roll over deposited funds upon maturity, our business could be adversely affected”.

Our subsidiaries in the United Kingdom and Canada are full service banks offering retail and corporate banking services. In the United Kingdom and Canada, our subsidiaries offer direct banking using the internet as the access channel.

At year-end fiscal 2013, ICICI Bank UK PLC had 13 branches, including one in Belgium and one in Germany, and assets including cash and liquid securities, loans and advances, bonds and notes of financial institutions, India-linked investments and asset backed securities. ICICI Bank UK made a net profit of US\$14 million during fiscal 2013, compared to US\$25 million during fiscal 2012. ICICI Bank UK repatriated US\$100 million of aggregate capital to ICICI Bank, including redemption of US\$50.0 million of preference capital and return of US\$50.0 million of equity capital, after receiving regulatory and other approvals.

At year-end fiscal 2013, ICICI Bank Canada had nine branches and assets including cash and liquid securities, loans and advances, insured residential mortgages, asset backed securities and India-linked investments. ICICI Bank Canada made a net profit of CAD 44 million in fiscal 2013 as compared to CAD 34 million in fiscal 2012. In May 2013, ICICI Bank Canada remitted CAD 75 million of capital to ICICI Bank, after receiving regulatory and other approvals.

At year-end fiscal 2013, ICICI Bank Eurasia Limited Liability Company had one branch and total assets of US\$250 million. ICICI Bank Eurasia Limited Liability Company made a net profit of US\$6 million in fiscal 2013 as compared to US\$4 million in fiscal 2012.

See also “—Risk Factors—Risks Relating to India and Other Economic and Market Risks—Financial instability in other countries, particularly emerging market countries and countries where we have established operations, could adversely affect our business and the price of our equity shares and ADSs” and “Risk Factors—Risks Relating to Our Business—We have experienced rapid international growth in earlier years, which has increased the complexity of the risks that we face”.

## Delivery Channels

We deliver our products and services through a variety of channels, ranging from traditional bank branches to ATMs, call centers and the Internet. At year-end fiscal 2013, we had a network of 3,100 branches across several Indian states.

As a part of its branch licensing conditions, the Reserve Bank of India has stipulated that at least 25.0% of our branches must be located in semi-urban and rural areas. See also “—Supervision and Regulation—Regulation Relating to the opening of Branches and Automated Teller Machines”. The following table sets forth the number of branches

broken down by area at year-end fiscal 2013.

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	At March 31, 2013		
	Number of branches and extension counters	% of total	
Metropolitan/urban	1,647	53.1	%
Semi-urban/rural	1,453	46.9	%
Total branches and extension counters	3,100	100.0	%

At year-end fiscal 2013, we had 10,481 ATMs, of which 3,322 were located at our branches. We expect our branch network to become key points of customer acquisition and service. Accordingly, during fiscal 2011, we changed our organization structure to provide greater empowerment to our branches. The branch network is expected to serve as an integrated channel for deposit mobilization and selected retail asset origination. Through our website, [www.icicibank.com](http://www.icicibank.com), we offer our customers online access to account information, payment and fund transfer facilities and internet banking business for our corporate clients. We provide telephone banking services through our call centers. We also provide mobile banking services and plan to focus on further strengthening these delivery channels.

#### Investment Banking

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

#### Treasury

Through our treasury operations, we seek to manage our balance sheet, including the maintenance of required regulatory reserves, and to optimize profits from our trading portfolio by taking advantage of market opportunities. Our domestic trading and securities portfolio includes our regulatory reserve portfolio, as there is no restriction on active management of our regulatory reserve portfolio. Our treasury operations include a range of products and services for corporate and small enterprise customers, such as forward contracts and interest rate and currency swaps, and foreign exchange products and services. See also “—Commercial Banking for Corporate Customers—Foreign Exchange and Derivatives”.

Our treasury undertakes liquidity management by seeking to maintain an optimum level of liquidity and complying with the cash reserve ratio requirement and ensuring the smooth functioning of all our branches. We maintain a balance between interest-earning liquid assets and cash to optimize earnings and undertake reserve management by maintaining statutory reserves, including the cash reserve ratio and the statutory liquidity ratio. Under the Reserve Bank of India's statutory liquidity ratio requirement, ICICI Bank is required to maintain a minimum of 23.0% of its domestic net demand and time liabilities by way of approved securities such as government of India securities and state government securities. ICICI Bank maintains the statutory liquidity ratio through a portfolio of government of India securities that it actively manages to optimize the yield and benefit from price movements. Further, as a prudent liquidity management strategy, ICICI Bank generally maintains excess investments in securities eligible for classification under the statutory liquidity ratio requirement. See also “—Supervision and Regulation—Legal Reserve Requirements”.

ICICI Bank engages in domestic investments and foreign exchange operations from a centralized trading floor in Mumbai. As part of our treasury activities, we also maintain proprietary trading portfolios in domestic debt and equity securities and in foreign currency assets. Our treasury manages our foreign currency exposures and the foreign

exchange and risk hedging derivative products offered to our customers and engages in proprietary trading in currencies. Our investment and market risk policies are approved by the Board of Directors.

ICICI Bank's domestic investment portfolio is classified into three categories —held to maturity, available-for-sale and held for trading. Investments are classified as held to maturity subject to the current regulation issued by the Reserve Bank of India. Investments acquired by us with the intention to trade by taking advantage of the short-term price/interest rate movements are classified as held for trading. The investments which do not fall in the above two categories are classified as available-for-sale. Investments under the held for trading category should be sold within 90 days; in the event of inability to sell due to adverse factors including tight liquidity, extreme volatility or a uni-directional movement in the market, the unsold securities should be shifted to the available-for-sale category. Under each category the investments are classified under (a) government securities, (b) other approved securities, (c)

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shares, (d) bonds and debentures, (e) subsidiaries and joint ventures, and (f) others. Investments classified under the held to maturity category are not marked to market and are carried at acquisition cost, unless the acquisition cost is more than the face value, in which case the premium is amortized over the period until maturity of such securities. At year-end fiscal 2013, 81.0% of ICICI Bank's government securities portfolio was in the held to maturity category. The individual securities in the available-for-sale category are marked to market. Investments under this category are valued security-wise and depreciation/appreciation is aggregated for each classification. Net depreciation, if any, is provided for. Net appreciation, if any, is ignored. The individual securities in the held for trading category are accounted for in a similar manner as those in the available-for-sale category.

The following tables set forth, at the dates indicated, certain information related to our available-for-sale investments portfolio.

		At March 31, 2011		
	Amortized	Gross	Gross	Fair value
	cost	unrealized	unrealized	
		gain	loss	
		(in millions)		
Corporate debt securities	Rs. 219,369	Rs. 2,795	Rs. (3,444 )	Rs. 218,720
Government securities	201,063	81	(1,018 )	200,126
Other securities(1)	60,683	523	(495 )	60,710
Total debt investments	481,115	3,399	(4,957 )	479,556
Equity shares	24,849	4,230	(7,384 )	21,695
Other investments(2)	73,889	2,641	(10,034 )	66,497
Total	Rs. 579,853	Rs. 10,270	Rs. (22,375 )	Rs. 567,748

(1) Includes credit linked notes.

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

		At March 31, 2012		
	Amortized	Gross	Gross	Fair value
	cost	unrealized	unrealized	
		gain	loss	
		(in millions)		
Corporate debt securities	Rs. 242,284	Rs. 3,741	Rs. (3,265 )	Rs. 242,760
Government securities	227,890	250	(381 )	227,760
Other securities(1)	11,186	523	(88 )	11,621
Total debt investments	481,360	4,514	(3,734 )	482,141
Equity shares	29,646	5,626	(6,659 )	28,613
Other investments(2)	69,512	2,029	(8,734 )	62,808
Total	Rs. 580,518	Rs. 12,169	Rs. (19,127 )	Rs. 573,562

(1) Includes credit linked notes.

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

		At March 31, 2013		
	Amortized	Gross	Gross	Fair value
	cost			



		unrealized gain	unrealized loss	
		(in millions)		
Corporate debt securities	Rs. 169,497	Rs. 3,533	Rs. (505 )	Rs. 172,525
Government securities	205,050	432	(152 )	205,330
Other securities(1)	94,512	708	(1,119 )	94,101
Total debt investments	469,059	4,673	(1,776 )	471,956
Equity shares	38,374	7,789	(8,090 )	38,073
Other investments(2)	37,564	2,413	(6,644 )	33,333
Total	Rs. 544,997	Rs. 14,875	Rs. (16,510 )	Rs. 543,362

(1) Includes credit linked notes.

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

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The investments in corporate debt securities decreased from Rs. 242.3 billion at year-end fiscal 2012 to Rs. 169.5 billion at year-end fiscal 2013, primarily due to the redemption/sale of debentures held by ICICI Bank and decrease in investment in corporate debt securities by ICICI Bank UK. The investments in other debt securities increased from Rs. 11.2 billion at year-end fiscal 2012 to Rs. 94.5 billion at year-end fiscal 2013, primarily due to increase in investment in India-linked pass through certificate securities. Other investments decreased from Rs. 69.5 billion at year-end fiscal 2012 to Rs. 37.6 billion at year-end fiscal 2013 primarily due to decrease in investment in mutual funds and security receipts.

Net unrealized gain on debt investments was Rs. 2.9 billion at year-end fiscal 2013 as compared to a net unrealized gain of Rs. 0.8 billion at year-end fiscal 2012, primarily due to net unrealized gain on corporate debt securities of Rs. 3.0 billion at year-end fiscal 2013 compared to net unrealized gain of Rs. 0.5 billion at year-end fiscal 2012. Net unrealized gain on corporate debt securities increased primarily due to a decrease in yield. The yield on 10 year government of India securities decreased from 8.57% at year-end fiscal 2012 to 7.96% at year-end fiscal 2013. Net unrealized loss on other securities was Rs. 0.4 billion at year-end fiscal 2013 compared to net unrealized gain of Rs. 0.4 billion at year-end fiscal 2012. Net unrealized loss on equity securities decreased from Rs. 1.0 billion at year-end fiscal 2012 to Rs. 0.3 billion at year-end fiscal 2013. Net unrealized losses on other investments decreased from Rs. 6.7 billion at year-end fiscal 2012 to Rs. 4.2 billion at year-end fiscal 2013 primarily due to decrease in net unrealized losses on security receipts issued by asset reconstruction company on redemption of securitization trusts.

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

	2011	Year ended March 31,		2013
		2012	2013	
(in millions)				
Interest	Rs. 26,695	Rs. 30,688	Rs. 35,521	US\$ 651
Dividend	960	5,866	3,142	58
Total	Rs. 27,655	Rs. 36,554	Rs. 38,663	US\$ 709
Gross realized gain	8,037	8,199	6,679	US\$ 123
Gross realized loss	(3,178 )	(4,379 )	(1,197 )	(22 )
Total	Rs. 4,859	Rs. 3,820	Rs. 5,482	US\$ 101

Interest and dividend income from our available-for-sale securities increased from Rs. 36.6 billion in fiscal 2012 to Rs. 38.7 billion in fiscal 2013 primarily due to an increase in yield on investments, offset, in part by decrease in dividends received on investments in mutual funds in fiscal 2013 compared to fiscal 2012. Interest and dividend income from our available-for-sale securities increased from Rs. 27.7 billion in fiscal 2011 to Rs. 36.6 billion in fiscal 2012 primarily due to an increase in yield on investments and higher dividends received on investment in mutual funds.

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

	At March 31, 2013									
	Up to one year		One to five years		Five to ten years		More than ten years			
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield		
(in millions, except percentages)										
Corporate debt securities	Rs. 19,462	8.9 %	Rs. 71,621	8.8 %	Rs. 45,624	10.5 %	Rs. 32,790	9.1 %		

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Government securities	95,241	4.5	76,068	8.1	33,390	8.1	351	8.0
Other securities	27,344	8.3	54,351	8.5	2,053	9.8	10,764	6.3
Total amortized cost of interest-earning securities(1)	Rs 142,047	5.9 %	Rs.202,040	8.5 %	Rs.81,067	9.5 %	Rs.43,905	8.4 %
Total fair value	Rs 141,952		Rs.203,238		Rs.82,425		Rs.44,340	

(1) Includes securities denominated in different currencies.

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The amortized cost of our held to maturity portfolio amounted to Rs. 1,154.2 billion at year-end fiscal 2013, Rs. 1,042.7 billion at year-end fiscal 2012 and Rs. 690.4 billion at year-end fiscal 2011. Since year-end fiscal 2012, the transactions of ICICI Bank with the Reserve Bank of India under the Liquidity Adjustment Facility are accounted for as borrowing and lending transactions, while they were previously accounted for as purchase and sale transactions. This resulted in an increase in the held to maturity portfolio by Rs. 168.0 billion at year-end fiscal 2012. Net unrealized gain on the held to maturity portfolio was Rs. 0.2 billion at year-end fiscal 2013 compared to net unrealized loss of Rs. 26.4 billion at year-end fiscal 2012 and Rs. 17.9 billion at year-end fiscal 2011. During fiscal 2013, there was a reversal of net unrealized losses as the yield on government securities decreased. The yield on 10 year government of India securities increased from 7.99% at year-end fiscal 2011 to 8.57% at year-end fiscal 2012 and decreased to 7.96% at year-end fiscal 2013.

The fair value of investments in held-for-trading securities increased to Rs. 286.8 billion at year-end fiscal 2013 compared to Rs. 206.5 billion at year-end fiscal 2012 primarily due to increase in investment in government securities and corporate debt securities. Interest and dividend income on held-for-trading securities increased from Rs. 11.2 billion in fiscal 2012 to Rs. 16.0 billion in fiscal 2013 reflecting increase in held-for-trading portfolio. Net realized and unrealized gain on held-for-trading portfolio increased from Rs. 1.5 billion in fiscal 2012 to Rs. 3.4 billion in fiscal 2013 primarily due to higher realized gains during fiscal 2013. In fiscal 2013, we capitalized on certain market opportunities to realize gains from the sale of our government and other domestic fixed income positions.

We have limited investment in equity shares of Rs. 38.8 billion because the Reserve Bank of India restricts investments in equity securities by banks. See also “—Supervision and Regulation—Reserve Bank of India Regulations—Regulations Relating to Investments and Capital Market Exposure Limits”.

In general, we pursue a strategy of active management of our long-term equity portfolio to maximize our return on investment. To ensure compliance with the Securities and Exchange Board of India’s insider trading regulations, all dealings in our equity and debt investments in listed companies are undertaken by our treasury’s equity and corporate bonds dealing desks, which are segregated from both the other groups and desks in the treasury and from our other business groups, and which do not have access to unpublished price sensitive information about companies that may be available to us as a lender.

We deal in several major foreign currencies and take deposits from non-resident Indians in major foreign currencies. We also manage onshore accounts in foreign currencies. The foreign exchange treasury manages our portfolio through money market and foreign exchange instruments to optimize yield and liquidity.

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

Through our branches and subsidiaries outside India and our offshore banking unit in Mumbai, we have made investments in corporate and financial sector bonds and debt securities and mortgage and asset backed securities outside India.

The following table sets forth, at the date indicated, investments in corporate and financial sector debt securities and mortgage and asset backed securities by our overseas branches and banking subsidiaries by region and the mark-to-market and realized losses thereon.



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At March 31, 2013

	Asset backed securities and funded credit derivatives (1),(2)		Bonds(2)		Others		Total	Mark-to-market gain/(loss) in fiscal 2013	Realized gain/(loss)/impairment loss in fiscal 2013	Mark-to-market gain/(loss) at March 31, 2013	
	Available-for-sale and held to maturity	Trading	Available-for-sale and held to maturity	Trading	Available-for-sale and held to maturity	Trading	Available-for-sale and held to maturity				
	(Rs. in millions)										
U.S.	-	-	-	3,039	-	-	-	3,039	127	(2 )	(19 )
Canada	725	190	-	23,681	-	271	725	24,142	2,226	(191 )	728
Europe	-	8,693	-	106	-	1,900	-	10,699	854	(64 )	(1,741 )
India	-	803	-	20,289	-	-	-	21,092	837	(186 )	178
Rest of Asia	-	-	-	443	-	543	-	986	24	(667 )	(5 )
Others	-	-	-	-	-	-	-	-	17	-	-
Total portfolio	725	9,686	-	47,558	-	2,714	725	59,958	4,085	(1,110 )	(859 )

(1) Includes residential mortgage backed securities, commercial mortgage backed securities, other asset backed securities and collateralized loan obligations. Excludes unfunded credit derivative exposure of Rs. 3.5 billion.

(2) Includes asset backed securities and bonds classified under loans and receivable by our UK subsidiary including those transferred in fiscal 2009 from investment to loans and receivables pursuant to Accounting Standard Board issuing amendments to “FRS 26 – ‘Financial Instruments: Recognition and Measurement’ which permitted reclassification of financial assets in certain circumstances from ‘held for trading’ and ‘available-for-sale categories’ to the ‘loans and receivables’ category.

Investments in corporate and financial sector debt securities and mortgage and asset backed securities by our overseas branches and banking subsidiaries decreased from Rs. 78.3 billion at year-end fiscal 2012 to Rs. 60.7 billion at year-end fiscal 2013. Investment in asset backed securities and funded credit derivatives portfolio decreased from Rs. 15.0 billion at year-end fiscal 2012 to Rs. 10.4 billion at year-end fiscal 2013, primarily due to partial redemption and maturity of mortgage backed securities. The bond portfolio decreased from Rs. 60.7 billion at year-end fiscal 2012 to Rs. 47.6 billion at year-end fiscal 2013, primarily due to a reduction in the bond portfolio arising from sales and the maturity of the portfolio in ICICI Bank and our UK subsidiary. Our investments in Europe decreased from Rs. 16.5 billion at year-end fiscal 2012 to Rs. 10.7 billion at year-end fiscal 2013. Majority of our investments in Europe is in the United Kingdom.

The mark-to-market losses on our investment portfolio was Rs. 0.9 billion at year-end fiscal 2013 and Rs. 4.6 billion at year-end fiscal 2012. The mark-to-market impact was a gain of Rs. 4.1 billion during fiscal 2013 as compared to a gain of Rs. 1.2 billion during fiscal 2012. Net realized and impairment loss was Rs. 1.1 billion during fiscal 2013 as compared to a net loss of Rs. 0.6 billion during fiscal 2012.

The following table sets forth a summary of the investment portfolio of our overseas branches and banking subsidiaries based on the category of investments.

At March 31

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Category	2012	2013
	(in millions)	
Bonds		
Banks and financial institutions	Rs. 16,548	Rs. 15,831
Corporate	44,143	31,727
Total bonds	60,691	47,558
Asset backed securities and funded credit derivatives	15,016	10,411
Others(1)	2,543	2,714
Total	Rs. 78,250	Rs. 60,683

(1) Includes investments in certificates of deposits.

Our investments in securities of banks and financial institutions is spread over a number of banks and of this the investment in the top 10 banks accounts for approximately 92.1% of the total investments in banks and financial institutions at year-end fiscal 2013 as compared to approximately 66.5% at year-end fiscal 2012. Approximately

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31.2% of our investment in securities of corporate entities is India-linked at year-end fiscal 2013 as compared to approximately 41.4% at year-end fiscal 2012.

Our total investment in asset backed securities represents less than 0.5% of our total assets at year-end fiscal 2013. The portfolio size of such securities was Rs. 10.4 billion and primarily comprised retail mortgage backed securities of Rs. 8.1 billion, collateralized loan obligations of small and medium enterprises of Rs. 0.6 billion, commercial mortgage backed securities of Rs. 0.2 billion, asset backed commercial paper of Rs. 0.7 billion and credit linked notes of Rs. 0.8 billion. The retail mortgage backed securities portfolio consists primarily of UK residential mortgage backed securities portfolio backed by prime and buy-to-let mortgages. The asset backed commercial paper portfolio consists of investments made by ICICI Bank Canada in securities issued by securitization trusts. These trusts have in turn invested in various Canadian and United States assets.

At year-end fiscal 2013, the fair value of investments in the government securities held by our overseas branches and banking subsidiaries was Rs. 48.1 billion primarily in Canada.

The investments in these securities are governed by the respective investment policies of ICICI Bank and its banking subsidiaries. To mitigate significant concentrations in credit risk, the investment policy lays down a number of limits that need to be adhered to before investments can be made. The investment policy lays down rating and issuer wise investment limits at each of these units. Further, there are counterparty limits for individual banks and financial institutions. Country exposure limits have also been established for various countries. In addition, ICICI Bank monitors the credit spread risk arising out of such investments while ICICI Bank UK has instituted credit spread sensitivity limits on its portfolio. Any exceptions to the above limits are made with due approvals from the appropriate forums. ICICI Bank has not bought credit protection against any of its international investments.

### ICICI Securities Limited

ICICI Securities Limited is engaged in the business of broking (institutional and retail), merchant banking and advisory services. ICICI Securities Limited has an online share trading portal called icidirect.com. The primary objective of icidirect.com is to enable individuals to make investments and to offer a wide range of investment options by providing a seamless structure that integrates a customer's bank account, demat account and trading account. ICICI Securities Limited has a subsidiary in the United States, ICICI Securities Holdings Inc., which in turn has a subsidiary in the United States, ICICI Securities Inc., which is engaged in brokerage services. ICICI Securities Limited made a net profit of Rs. 0.7 billion in fiscal 2013 compared to Rs. 0.8 billion in fiscal 2012.

### ICICI Securities Primary Dealership

ICICI Securities Primary Dealership is engaged in the primary dealership of Indian government securities. It also deals in other fixed income securities. In addition to this, it has underwriting, portfolio management services and placement of debt and money market operations. ICICI Securities Primary Dealership made a net profit of Rs. 1.2 billion in fiscal 2013 compared to a net profit of Rs. 0.9 billion in fiscal 2012. The revenues of the business are directly linked to conditions in the fixed income market.

### Venture Capital and Private Equity

Our subsidiary ICICI Venture Funds Management Company Limited manages funds that provide venture capital funding to start-up companies and private equity to a range of companies. At year-end fiscal 2013, ICICI Venture managed or advised funds of approximately Rs. 93.3 billion. ICICI Venture made a net profit of Rs. 0.2 billion in fiscal 2013 compared to a net profit of Rs. 0.7 billion in fiscal 2012.



## Asset Management

We provide asset management services through our subsidiary, ICICI Prudential Asset Management. ICICI Prudential Asset Management is a joint venture with Prudential PLC of UK. We have approximately 51.0% interest in the entity. ICICI Prudential Asset Management also provides portfolio management services and advisory services to clients. ICICI Prudential Asset Management has also been selected for offering investment management services to the Employee Provident Fund Organization. ICICI Prudential Asset Management Company had average mutual fund assets under management of Rs. 878.4 billion during fiscal 2013. ICICI Prudential Asset Management made a net profit of Rs. 1.1 billion during fiscal 2013 compared to a net profit of Rs. 0.9 billion in fiscal 2012.

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## Insurance

We provide a wide range of insurance products and services through our subsidiaries ICICI Prudential Life Insurance Company and ICICI Lombard General Insurance Company. ICICI Prudential Life Insurance Company and ICICI Lombard General Insurance Company are joint ventures with Prudential PLC of UK and Fairfax Financial Holdings Limited of Canada, respectively. We have approximately 74.0% interest in both of these entities. Subject to the amendment of foreign ownership regulations, Prudential PLC has the right to increase its shareholding in ICICI Prudential Life Insurance Company to 49.0% at the market value of the shares to be determined as mutually agreed. Laws and regulations governing insurance companies currently provide that each promoter should eventually reduce its stake to 26.0% following the completion of 10 years from the commencement of business by the concerned insurance company. The Insurance Laws (Amendment) Bill introduced in the Indian Parliament in 2008, would remove the requirement that promoters dilute their stake to 26.0%. See also “—Supervision and Regulation—Recent Structural Reforms—Insurance Laws (Amendment) Bill 2008”. We and Prudential PLC have agreed that if a higher level of promoter shareholding is permitted, then this would be in the proportion of 51% being held by us and 49.0% being held by Prudential PLC. See also “—Supervision and Regulation—Taxation—Regulations Governing Insurance Companies”. Further, we and each of our joint venture partners have a right of first refusal in case the other partner proposes to sell its shareholding in the joint venture (other than transfer to a permitted affiliate of the transferor).

ICICI Prudential Life Insurance Company made a net profit of Rs. 15.0 billion in fiscal 2013, compared to Rs. 13.8 billion in fiscal 2012, due to an increase in investment income and lower operating expenses as well as the continued income stream from business sold in prior years. Following the regulatory changes issued by the Insurance Regulatory and Development Authority with respect to unit-linked products in fiscal 2011, the Indian life insurance industry witnessed a significant shift in product mix towards conventional products. Accordingly, the business mix of ICICI Prudential Life Insurance Company also changed with an increase in the proportion of retail non-linked conventional products and in fiscal 2013 traditional products contributed to 45.5% of the retail regular new business premium. See also “—Operating and Financial Review and Prospects—Segment Revenues and Assets—Life Insurance”.

The new business annualized premium equivalent of ICICI Prudential Life Insurance Company increased by 13.3% to Rs. 35.3 billion in fiscal 2013 while total premium decreased by 3.4% to Rs. 135.4 billion during fiscal 2013. The decrease in total premium was mainly due to the decrease in renewal premium and single premium. ICICI Prudential Life Insurance Company maintained its market leadership in the private sector with an overall market share of about 7.0% based on retail weighted new business received premium during fiscal 2013 compared to 5.9% in fiscal 2012.

The Insurance Regulatory and Development Authority recently issued guidelines on non-linked life insurance products which include limits on the commission rates payable by insurance companies, introduction of minimum guaranteed surrender value and minimum death benefits. The new guidelines, which are effective from October 1, 2013, require life insurance companies to modify existing non-linked products which do not comply with the revised guidelines. See also “—Risk Factors—Risks Relating to Our Business—While our insurance business are becoming an increasingly important part of our business, there can be no assurance of their future rates of growth or levels of profitability”.

ICICI Lombard General Insurance Company’s gross written premiums (excluding its share of the motor third party insurance pool and declined risk pool and inward reinsurance) increased by 19.1% to Rs. 61.3 billion during fiscal 2013, as compared to Rs. 51.5 billion for fiscal 2012. ICICI Lombard General Insurance Company was the largest private general insurer with a market share of about 9.5% in gross written premiums amongst all general insurance companies during fiscal 2013 according to Insurance Regulatory and Development Authority.

In accordance with the Insurance and Regulatory Development Authority guidelines, ICICI General, together with all other general insurance companies participated in the Indian Motor Third Party Insurance Pool (the “Pool”),

administered by the General Insurance Corporation of India covering third party risks of commercial vehicles, from April 1, 2007. As per the Insurance and Regulatory Development Authority direction effective March 31, 2012, the Pool was dismantled on a clean-cut basis and general insurance companies were required to recognize the Pool liabilities as per loss ratios estimated by Government Actuary's Department UK with the option to recognize the same over a three-year period. ICICI General had decided to recognize the additional liabilities of the Pool during

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fiscal 2012 and therefore, the loss after tax of ICICI General of Rs. 4.2 billion for fiscal 2012 included impact of additional Pool losses of Rs. 6.9 billion. Our consolidated net profit after tax for fiscal 2012 included the impact of additional Pool losses of Rs. 5.0 billion in line with our shareholding in ICICI General. During fiscal 2013, the appointed actuary carried out re-assessment of liabilities relating to policies underwritten by ICICI General for risks incepted between April 1, 2007 and March 31, 2012. Based on the re-assessment, ICICI General has recognized additional provision of Rs. 1.0 billion during fiscal 2013.

ICICI Lombard General Insurance Company made a net profit of Rs. 3.1 billion in fiscal 2013 compared to net loss of Rs. 4.2 billion in fiscal 2012, primarily due to the impact of additional provision of the Pool losses during fiscal 2012 and due to the increase in net commission earned, investment income and net premium earned in fiscal 2013.

Pursuant to the decision to dismantle the third party motor pool by the Insurance Regulatory and Development Authority, effective April 1, 2012, a Declined Risk Pool has been created in its place. Under this Pool approach, insurers will cede only those policies to the pool that they would not consider underwriting themselves. Insurers have been mandated to underwrite motor pool policies to the extent of the sum of 50% of their share in total gross premium and 50% share in total motor premium. Any shortfall against this requirement is allocated to the insurers from the Declined Risk Pool. Additionally, as against the earlier approach of ceding all third party premiums including those related to comprehensive policies, under the Declined Risk Pool framework, only specific third party insurance premiums is pooled. Accordingly, under this approach, the size of the pool is expected to decline substantially and the allocation of losses to individual insurers will be based on their ability to meet the mandated targets.

ICICI Bank earns commissions and fees from these subsidiaries as their distributor for sales of life and general insurance products.

## Funding

Our funding operations are designed to ensure stability of funding, minimize funding costs and effectively manage liquidity. Since the amalgamation of ICICI with ICICI Bank, the primary source of domestic funding has been deposits raised from both retail and corporate customers. We also raise funds through short-term rupee borrowings and domestic or overseas bond offerings pursuant to specific regulatory approvals. As ICICI was not allowed to raise banking deposits as a financial institution, its primary sources of funding prior to the amalgamation were retail bonds and rupee borrowings from a wide range of institutional investors. ICICI also raised funds through foreign currency borrowings from commercial banks and other multilateral institutions like the Asian Development Bank and the World Bank, which were guaranteed by the government of India. With regard to these guarantees by the government of India for purposes of obtaining foreign currency borrowings, the government of India has, in its letter dated May 31, 2007, instructed us to take steps to either repay or prepay such foreign currency borrowings for which a guarantee has been provided by the government of India or to substitute the guarantees provided by the government of India with other acceptable guarantees. At year-end fiscal 2013, the total outstanding loans/bonds of ICICI Bank that are guaranteed by the government of India were Rs. 15.8 billion, constituting approximately 1.1% of the total borrowings of ICICI Bank at that date.

Our overseas branches are primarily funded by bond issuances, syndicated loans from banks, money market borrowings, inter-bank bilateral loans and borrowings from external commercial agencies. See also “—Risk Factors—Risks Relating to Our Business—Our funding is primarily short-term and if depositors do not roll over deposited funds upon maturity, our business could be adversely affected”. Our subsidiaries in the United Kingdom and Canada fund themselves primarily through retail deposits.

Our deposits were 46.6% of our total liabilities at year-end fiscal 2013 compared to 45.5% of our total liabilities at year-end fiscal 2012. Our borrowings, including preference shares issued by us, were 25.6% of our total liabilities at

year-end fiscal 2013 compared to 26.0% of our total liabilities at year-end fiscal 2012. Our deposits increased by 11.6% from Rs. 2,819.5 billion at year-end fiscal 2012 to Rs. 3,147.7 billion at year-end fiscal 2013. Our borrowings (including redeemable non-cumulative preference shares and subordinated debt) increased by 7.2% from Rs. 1,613.0 billion at year-end fiscal 2012 to Rs. 1,728.9 billion at year-end fiscal 2013 primarily due to increase in debt capital instruments borrowings, refinance borrowings, short-term borrowings and overseas borrowings offset, in part, by a decrease in borrowings under liquidity adjustment facility with the Reserve Bank of India. The increase in overseas

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borrowings was primarily due to increase in securitization of insured mortgages by ICICI Bank Canada and increase in bonds issued and repurchase borrowings by ICICI Bank UK. The overseas borrowings also increased due to rupee depreciation.

The following table sets forth, at the dates indicated, the composition of deposits by type of deposit.

	2011		At March 31,			
	Amount	% of total	2012		2013	
			Amount	% of total	Amount	% of total
	(in billions, except percentages)					
Current account deposits	Rs. 354.7	13.7	% Rs. 358.7	12.7	% Rs. 379.7	12.1
Savings deposits	732.7	28.3	829.1	29.4	921.7	29.3
Time deposits	1,503.7	58.0	1,631.7	57.9	1,846.3	58.6
Total deposits	Rs. 2,591.1	100.0	% Rs. 2,819.5	100.0	% Rs. 3,147.7	100.0

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

	2011		Year ended March 31(1),			
	Amount	Cost(2)	2012		2013	
	Amount	Cost(2)	Amount	Cost(2)	Amount	Cost(2)
	(in billions, except percentages)					
Interest-bearing deposits:						
Savings deposits	Rs. 648.0	3.2	% Rs. 732.1	3.7	% Rs. 822.6	US\$ 15
Time deposits	1,531.8	6.1	1,647.8	7.6	1,815.8	33
Non-interest-bearing deposits:						
Other demand deposits	234.4	—	254.3	—	260.8	5
Total deposits	Rs. 2,414.2	4.7	% Rs. 2,634.2	5.8	% Rs. 2,899.2	US\$ 53

(1) For fiscal 2011, the average balances are based on daily average balances outstanding for ICICI Bank, except for the averages of foreign branches which were calculated on a monthly basis until October 31, 2010 and on a fortnightly basis thereafter and the average of quarterly balances outstanding at the end of March of the previous fiscal year and June, September, December and March of that fiscal year for subsidiaries. For fiscal 2012 and fiscal 2013, the average balances are based on daily average balances outstanding, except for the averages of foreign branches of ICICI Bank which are calculated on a fortnightly basis.

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

Our average deposits in fiscal 2013 were Rs. 2,899.2 billion at an average cost of 6.1% compared to average deposits of Rs. 2,634.2 billion at an average cost of 5.8% in fiscal 2012. Our average time deposits in fiscal 2013 were Rs. 1,815.8 billion at an average cost of 8.0% compared to average time deposits of Rs. 1,647.8 billion at an average cost of 7.6% in fiscal 2012. Due to tight banking system liquidity and increase in systemic interest rates, the cost of time deposits increased during fiscal 2012 and the impact of this increase was reflected in fiscal 2013. The average cost of savings deposits was 3.7% in fiscal 2012 and fiscal 2013. Our savings deposits include retail savings deposits accepted by ICICI Bank UK. See also “—Operating and Financial Review and Prospects—Financial Condition—Deposits”.

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

	At March 31, 2013			
	Up to one	After one	After three	Total
	year(1)	year	years	
		and within		
		three years		
		(in millions)		
<b>Interest-bearing deposits:</b>				
Savings deposits	Rs. 921,660	Rs. —	Rs. —	Rs. 921,660
Time deposits	1,497,068	259,826	89,446	1,846,340
<b>Non-interest-bearing deposits:</b>				
Other demand deposits	379,705	—	—	379,705
<b>Total deposits</b>	<b>Rs. 2,798,433</b>	<b>Rs. 259,826</b>	<b>Rs. 89,446</b>	<b>Rs. 3,147,705</b>

(1) Savings and other demand deposits are payable on demand and hence are classified in the 'Up to one year' bucket.

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

	2011		At March 31,(1)				2013		
	Amount	% of total	Amount	% of total	Amount	Amount	% of total		
(in millions, except percentages)									
Statutory liquidity ratio bonds(4)	Rs. 6,343	1.0	% Rs. 2,810	0.5	% Rs. —	US\$	—	0.0	%
Borrowings from Indian government(5)	527	0.1	162	0.0	20	1	0.0		
Money market borrowings(2),(6)	144,882	23.2	194,147	33.3	243,415	4,465	37.9		
Other borrowings(3),(7)	473,424	75.7	386,424	66.2	399,562	7,328	62.1		
<b>Total</b>	<b>Rs. 625,176</b>	<b>100</b>	<b>% Rs. 583,542</b>	<b>100.0</b>	<b>% Rs. 642,997</b>	<b>US\$ 11,794</b>	<b>100.0</b>	<b>%</b>	

- (1) For fiscal 2011, the average balances are based on daily average balances outstanding for ICICI Bank, except for the averages of foreign branches which were calculated on a monthly basis until October 31, 2010 and on a fortnightly basis thereafter and the average of quarterly balances outstanding at the end of March of the previous fiscal year and June, September, December and March of that fiscal year for subsidiaries. For fiscal 2012 and 2013, the average balances are based on daily average balances outstanding, except for the averages of foreign branches of ICICI Bank which are calculated on a fortnightly basis.
- (2) Includes call and term borrowings, repurchase transactions, transactions under liquidity adjustment facility with Reserve Bank of India and refinance borrowings.
- (3) Includes publicly and privately placed bonds, borrowings from institutions, inter-bank overnight borrowings and inter-corporate deposits.
- (4) With an average cost of 11.7% in fiscal 2011 and 11.6% in fiscal 2012.
- (5) With an average cost of 12.2% in fiscal 2011, 12.6% in fiscal 2012 and 13.1% in fiscal 2013.
- (6) With an average cost of 8.6% in fiscal 2011, 9.1% in fiscal 2012 and 8.7% in fiscal 2013.
- (7) With an average cost of 8.7% in fiscal 2011, 11.9% in fiscal 2012 and 12.2% in fiscal 2013.

The following table sets forth, at the date indicated, the maturity profile of our rupee term deposits of Rs. 10 million or more.

	At March 31,			% of total deposits	
	2012	2013	US\$		
(in millions, except percentages)					
Less than three months	Rs. 256,751	Rs. 349,854	US\$ 6,417	11.1	%
Above three months and less than six months	192,366	182,205	3,342	5.8	



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Above six months and less than 12 months	331,092	359,007	6,585	11.4
More than 12 months	46,994	35,975	660	1.2
Total deposits of Rs. 10 million and more	Rs. 827,203	Rs. 927,041	US\$ 17,004	29.5 %

Rupee term deposits of Rs. 10 million or more increased from Rs. 827.2 billion at year-end fiscal 2012 to Rs. 927.0 billion at year-end fiscal 2013.

The following table sets forth, at the dates indicated, certain information related to short-term rupee borrowings.

	At March 31, (1)		
	2011	2012	2013
	(in millions, except percentages)		
Year-end balance	Rs. 88,015	Rs. 277,587	Rs. 283,998
Average balance during the year (2)	144,882	194,147	243,415
Maximum quarter-end balance	103,693	277,587	300,095
Average interest rate during the year (3)	8.6 %	9.1 %	8.7 %
Average interest rate at year-end (4)	8.6 %	9.5 %	8.4 %

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- (1) Short-term borrowings include borrowings in the call market, repurchase agreements and transactions by ICICI Bank with the Reserve Bank of India under the liquidity adjustment facility.
- (2) For fiscal 2011, the average balances are the sum of the daily average balances outstanding for ICICI Bank and the average of quarterly balances outstanding at the end of March of the previous fiscal year and June, September, December and March of that fiscal year for subsidiaries and other consolidated entities. For fiscal 2012 and fiscal 2013, the average balances are based on daily average balances outstanding, except for the averages of foreign branches of ICICI Bank which are calculated on a fortnightly basis.
- (3) Represents the ratio of interest expense on short-term borrowings to the average balances of short-term borrowings.
- (4) Represents the weighted average rate of the short-term borrowings outstanding at fiscal year-end.

Our short term rupee borrowings increased from Rs. 88.0 billion at year-end fiscal 2011 to Rs. 277.6 billion at year-end fiscal 2012 and to Rs. 284.0 billion at year-end fiscal 2013. The transactions with the Reserve Bank of India under the liquidity adjustment facility are accounted for as borrowings and lending transactions since March 31, 2012, while these transactions were earlier accounted as sales and purchase transactions. This resulted in an increase in short-term borrowings by Rs. 168.0 billion at year-end fiscal 2012.

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

	2011		For year ended March 31, (1)				2013	
	Amount	% of total	Amount	% of total	Amount	Amount	% of total	
	(in millions, except percentages)							
Bond borrowings (2)	Rs. 321,199	47.0 %	Rs 398,613	45.2 %	Rs. 407,005	US\$ 7,465	40.1 %	
Other borrowings (3)	356,901	53.0	483,515	54.8	606,858	11,131	59.9	
Total	Rs 678,100	100.0 %	Rs 882,128	100.0 %	Rs. 1,013,863	US\$ 18,596	100.0 %	

- (1) For fiscal 2011, the average balances are based on daily average balances outstanding for ICICI Bank, except for the averages of foreign branches which were calculated on a monthly basis until October 31, 2010 and on a fortnightly basis thereafter and the average of quarterly balances outstanding at the end of March of the previous fiscal year and June, September, December and March that fiscal year for subsidiaries. For fiscal 2012 and fiscal 2013, the average balances are based on daily average balances outstanding, except for the averages of foreign branches of ICICI Bank, which are calculated on a fortnightly basis.
- (2) With an average cost of 5.7% in fiscal 2011, 5.6% in fiscal 2012 and 5.5% in fiscal 2013.
- (3) With an average cost of 2.0% in fiscal 2011, 2.3% in fiscal 2012 and 2.5% in fiscal 2013.

At year-end fiscal 2013, the outstanding debt capital instruments raised by us were Rs. 418.4 billion. The outstanding debt capital instruments include debt that is classified either as Tier I or Tier II capital in calculating the capital adequacy ratio in accordance with the Reserve Bank of India's regulations on capital adequacy. See also "—Supervision

and Regulation—Reserve Bank of India Regulations”.

### Risk Management

As a financial intermediary, we are exposed to risks that are particular to our lending, transaction banking and trading businesses and the environment within which we operate. Our goal in risk management is to ensure that we understand, measure, monitor and manage the various risks that arise and that the organization adheres to the policies and procedures, which are established to address these risks.

The key principles underlying the risk management framework at ICICI Bank are as follows:

- The Board of Directors has oversight of all the risks assumed by the Bank.
- Specific committees of the Board have been constituted to facilitate focused oversight of various risks. For a discussion of these and other committees, see “Management”.
- The Risk Committee reviews risk management policies in relation to various risks (including portfolio, liquidity, interest rate, operational, investment policies and strategy and regulatory and compliance issues in relation thereto), key risk indicators and risk profile templates (covering areas including credit risk,

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interest rate risk, liquidity risk, foreign exchange risk and operational risk) and the limits framework, including stress test limits for various risks. The Risk Committee also assesses our capital adequacy position, based on the risk profile of our balance sheet and reviews the implementation status of capital regulations.

- The Credit Committee reviews the credit quality of the major portfolios developments in key industrial sectors and exposure to these sectors and exposures to large borrower accounts in addition to approving certain exposures as per the credit approval authorization policy approved by the Board of Directors.
- The Audit Committee provides direction to and monitors the quality of the compliance and internal audit function.
- The Fraud Monitoring Committee reviews frauds above certain values, suggests corrective measures to mitigate fraud risks and monitors the efficacy of remedial actions.
- Policies approved from time to time by the Board of Directors form the governing framework for each type of risk. The business activities are undertaken within this policy framework.
- Independent groups and sub-groups have been constituted across the Bank to facilitate independent evaluation, monitoring and reporting of various risks. These groups function independently of the business groups/sub-groups.

The risk management framework forms the basis for developing consistent risk principles across the Bank, and its overseas banking subsidiaries.

We are primarily exposed to credit risk, market risk, liquidity risk, operational risk and reputation risk. ICICI Bank has centralized groups, the Risk Management Group, the Compliance Group, the Corporate Legal Group, the Financial Crime Prevention and Reputation Risk Management Group and the Internal Audit Group with a mandate to identify, assess and monitor all of our principal risks in accordance with well-defined policies and procedures. In addition, the Credit and Treasury Control and Service Group and the Operations Group monitor operational adherence to regulations, policies and internal approvals. The Risk Management Group is further organized into the Credit Risk Management Group, Market Risk Management Group and the Operational Risk Management Group. The Risk Management Group reports to the Executive Director and Chief Financial Officer. The Credit and Treasury Control and Service Group and Operations Group report to an Executive Director. The Compliance Group and the Internal Audit Group report to the Audit Committee of the Board of Directors and the Managing Director and Chief Executive Officer. The Compliance and Internal Audit Groups have administrative reporting to the Executive Director and Chief Financial Officer. These groups are independent of the business units and coordinate with representatives of the business units to implement our risk management methodologies.

### Credit Risk

Credit risk is the risk of loss that may occur from the failure of any party to abide by the terms and conditions of any financial contract, principally the failure to make required payments of loans due to us. In its lending operations, ICICI Bank is principally exposed to credit risk.

The credit risk is governed by the Credit and Recovery Policy or credit policy approved by the Board of Directors. The Credit and Recovery Policy outlines the type of products that can be offered, customer categories, the targeted customer profile and the credit approval process and limits. ICICI Bank measures, monitors and manages credit risk at an individual borrower level and at the portfolio level, for non-retail borrowers. The credit risk for retail borrowers is being managed at portfolio level. It has a structured and standardized credit approval process, which includes a well-established procedure of comprehensive credit appraisal. The Country Risk Management Policy addresses the recognition, measurement, monitoring and reporting of country risk.

Credit Approval Authorities

The Board of Directors of ICICI Bank has delegated credit approval authority to various committees, forums and individual officers under the credit approval authorization policy. The credit approval authorization policy is

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based on the level of risk and the quantum of exposure, and is designed to ensure that transactions with higher exposure and higher levels of risk are sent to a correspondingly higher forum/committee for approval.

The Bank has established several levels of credit approval authorities for its corporate banking activities - the Credit Committee, the Committee of Executive Directors, the Committee of Senior Management, the Committee of Executives and Regional Committees. For certain exposures to small and medium enterprises and rural and agricultural loans under programs, separate forums have been established for approval. These forums sanction programs formulated through a cluster-based approach wherein a lending program is implemented for a homogeneous group of individuals or business entities that comply with certain norms. To be eligible for funding under the programs, borrowers need to meet the stipulated credit norms and obtain a minimum score on the scoring model. ICICI Bank has incorporated control norms, borrower approval norms and review triggers in all such programs.

Retail credit facilities are required to comply with approved product policies. All products policies are approved by the Committee of Executive Directors. The individual credit proposals are evaluated and approved by individual officers/forums on the basis of the product policies.

### Credit Risk Assessment for Corporate and Project Finance Exposures

All credit proposals other than retail products, program lending, score card-based lending to small and medium enterprises and agri-businesses and certain other specified products are rated internally by Credit Risk Management Group, prior to approval by the appropriate forum.

The Credit Risk Management Group rates proposals, carries out industry analysis, tracks the quality of the credit portfolio and reports periodically to the Credit Committee and the Risk Committee. For non-retail exposures, the Credit Middle Office Group verifies adherence to the terms of the approval prior to the commitment and disbursement of credit facilities. The Bank also manages credit risk through various limit structures, which are in line with the Reserve Bank of India's prudential guidelines. The Bank has set up various exposure limits, including the single borrower exposure limit, the group borrower exposure limit, the industry exposure limit, the unsecured exposure limit, the long tenor exposure limit and limits on exposure to sensitive sectors such as capital markets, non-banking finance companies and real estate. Rating based limits on incremental sanctions have also been put in place.

ICICI Bank has an established credit analysis procedure leading to appropriate identification of credit risk both at the individual borrower and the portfolio level. Appropriate appraisal and credit rating methodologies have been established for various types of products and businesses. The methodology involves assessment of quantitative and qualitative parameters. For example, for any large corporate, the rating methodology entails a comprehensive evaluation of the industry, borrower's business position in the industry (benchmarking), financial position and projections, quality of management, impact of projects being undertaken by the borrower and structure of the transaction. The credit rating process has been certified as being compliant with ISO 9001:2008 quality management system requirements.

Borrower risk is evaluated by considering:

- the risks and prospects associated with the industry in which the borrower is operating (industry risk);
- the financial position of the borrower by analyzing the quality of its financial statements, its past financial performance, its financial flexibility in terms of ability to raise capital and its cash flow adequacy (financial risk);
  - the borrower's relative market position and operating efficiency (business risk);

- the quality of management by analyzing their track record, payment record and financial conservatism (management risk); and
- the risks with respect to specific projects, both pre-implementation, such as construction risk and funding risk, as well as post-implementation risks such as industry, business, financial and management risks related to the project (project risk).

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After conducting an analysis of a specific borrower's risk, the Credit Risk Management Group assigns a credit rating to the borrower. ICICI Bank has a scale of twelve ratings ranging from AAA to B and short-term ratings from S1 to S8. A borrower's credit rating is a critical input for the credit approval process. The borrower's credit rating and the default pattern corresponding to that credit rating, forms an important input in the risk-based pricing framework of the Bank. Every proposal for a financing facility is prepared by the relevant business unit and reviewed by the Credit Risk Management Group before being submitted for approval to the appropriate approval authority. The approval process for non-fund facilities is similar to that for fund-based facilities. The credit rating for every borrower is reviewed periodically. The Bank also reviews the ratings of all its borrowers in a particular industry upon the occurrence of any significant event impacting that industry.

On the Bank's current rating scale, ratings of below BBB- (i.e., BB, B, 5 and 6 ratings) are considered to be relatively high-risk categories. The current credit policy of the Bank does not expressly provide a minimum rating required for a borrower to be considered for a loan. All corporate loan proposals with an internal rating of below BBB- are sent to our Credit Committee for its approval, which is constituted with a majority of non-executive directors.

The following table sets forth a description of our internal rating grades linked to the likelihood of loss:

	Grade	Definition
(I)	Investment grade	Entities/obligations are judged to offer moderate to high safety with regard to timely payment of financial obligations.
	AAA, AA+, AA, AA-, S1-S4, 1, 2A-C	Entities/obligations are judged to offer high safety with regard to timely payment of financial obligations.
	A+, A, A-, S5-S7, 3A-C	Entities/obligations are judged to offer an adequate degree of safety with regard to timely payment of financial obligations.
	BBB+, BBB and BBB-, S8, 4A-C	Entities/obligations are judged to offer moderate safety with regard to timely payment of financial obligations.
(II)	Below investment grade (BB and B, 5, 6)	Entities/obligations are judged to carry inadequate safety with regard to timely payment of financial obligations.

At year-end fiscal 2013, our net non-investment grade loans constituted about 11% of our total net loans.

Working capital loans are generally approved for a period of 12 months. At the end of the 12-month validity period, ICICI Bank reviews the loan arrangement and the credit rating of the borrower. On completion of this review, a decision is made whether to renew the working capital loan arrangement.

#### Assessment of Project Finance Exposures

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

The project finance approval process begins with a detailed evaluation of technical, commercial, financial, marketing and management factors and the sponsor's financial strength and experience. Once this review is completed, an appraisal memorandum is prepared for credit approval purposes. As part of the appraisal process, a risk matrix is generated, which identifies each of the project risks, mitigating factors and residual risks associated with the project. The appraisal memorandum analyzes the risk matrix and establishes the viability of the project. Typical risk



mitigating factors include the commitment of stand-by funds from the sponsors to meet any cost over-runs and a conservative collateral position. After credit approval, a letter of intent is issued to the borrower, which outlines the principal financial terms of the proposed facility, sponsor obligations, conditions precedent to disbursement, undertakings from and covenants on the borrower. After completion of all formalities by the borrower, a loan agreement is entered into with the borrower.

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

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

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

### Assessment of Corporate Finance Exposures

As part of the corporate loan approval procedures, ICICI Bank carries out a detailed analysis of funding requirements, including normal capital expenses, long-term working capital requirements and temporary imbalances in liquidity. ICICI Bank's funding of long-term core working capital requirements is assessed on the basis, among other things, of the borrower's present and proposed level of inventory and receivables. In case of corporate loans for other funding requirements, ICICI Bank undertakes a detailed review of those requirements and an analysis of cash flows. A substantial portion of ICICI Bank's corporate finance loans are secured by a lien over appropriate assets of the borrower. Corporate finance loans are typically secured by a first charge on fixed assets, which normally consist of property, plant and equipment. We may also take as security a pledge of financial assets, such as marketable securities, and obtain corporate guarantees and personal guarantees wherever appropriate. In certain cases, the terms of financing include covenants relating to sponsors' shareholding in the borrower and restrictions on the sponsors' ability to sell all or part of their shareholding.

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

- carrying out a detailed analysis of cash flows to forecast the amounts that will be paid and the timing of the payments based on an exhaustive analysis of historical data;
- conducting due diligence on the underlying business systems, including a detailed evaluation of the servicing and collection procedures and the underlying contractual arrangements; and

- paying particular attention to the legal, accounting and tax issues that may impact the structure.

ICICI Bank's analysis enables it to identify risks in these transactions. To mitigate risks, ICICI Bank uses various credit enhancement techniques, such as over-collateralization, cash collateralization, creation of escrow accounts and debt service reserves. ICICI Bank also has a monitoring framework to enable continuous review of the performance of such transactions.

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

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

### Assessment of Working Capital Finance Exposures

ICICI Bank carries out a detailed analysis of borrowers' working capital requirements. Credit limits are established in accordance with the credit approval authorization approved by the Bank's board of directors. Once credit limits are approved, ICICI Bank calculates the amounts that can be lent on the basis of monthly statements provided by the borrower and the margins stipulated. Quarterly information statements are also obtained from borrowers to monitor the performance on a regular basis. Monthly cash flow statements are obtained where considered necessary. Any irregularity in the conduct of the account is reported to the appropriate authority on a monthly basis. Credit limits are reviewed on a periodic basis.

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

### Risk Monitoring of Corporate and Project Finance Exposures

We ensure effective monitoring of credit facilities through a risk-based asset review framework under which the frequency of asset review is higher for cases with higher outstanding balances and/or lower credit ratings. For corporate, small enterprises and agri-business related borrowers, the Credit Middle Office Group verifies adherence to the terms of the credit approval prior to the commitment and disbursement of credit facilities.

The Credit Middle Office Group monitors compliance with the terms and conditions for credit facilities prior to disbursement. It also reviews the completeness of documentation, creation of security and insurance policies for assets financed.

Borrower accounts are generally reviewed at least once a year.

### Credit Risk Assessment Procedures for Retail Loans

The sourcing and approval of retail credit exposures are segregated to achieve independence. The Credit Risk Management Group, Retail Strategy and Policy Group and credit teams are assigned complementary roles to facilitate effective credit risk management for retail loans.

The Retail Strategy and Policy Group are responsible for preparing credit policies/operating notes. The Credit Risk Management Group oversees the credit risk issues for retail assets including the review vetting of all credit policies/operating notes proposed for approval by the board or forums authorized by the board. The Credit Risk Management Group is involved in portfolio monitoring of all retail assets and in suggesting and implementing policy changes. Independent units within retail banking, focus on customer-segment specific strategies, policy formulation, portfolio tracking and monitoring, analytics, score card development and database management. The

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credit team, which is independent from the business unit, oversees the underwriting function and is organized geographically to support the retail sales and service structure.

ICICI Bank's customers for retail loans are primarily middle and high-income, salaried and self-employed individuals. Except for personal loans and credit cards, ICICI Bank requires a contribution from the borrower and its loans are secured by the asset financed.

The Bank's credit officers evaluate credit proposals on the basis of operating notes approved by the Committee of Executive Directors. The criteria vary across product segments but typically include factors such as the borrower's income, the loan-to-value ratio and demographic parameters. External agencies such as field investigation agencies facilitate a comprehensive due diligence process including visits to offices and homes in the case of loans made to retail borrowers. In making its credit decisions, ICICI Bank draws upon a centralized delinquent database and reports from the Credit Information Bureau (India) Limited to review the borrower's profile. For mortgage loans and used vehicle loans, a valuation agency or an in-house technical team carries out the technical valuations. In the case of credit cards, in order to limit the scope of individual discretion, ICICI Bank has implemented a credit-scoring program that assigns a credit score to each applicant based on certain demographic and credit bureau variables. The credit score then forms one of the criteria for loan evaluation. For loans against gold ornaments and gold coins, emphasis is given on ownership and authenticity (purity and weight) of the jewellery for which an external appraiser is appointed by the Bank. Certain norms like a cap on the gross weight of certain kind of jewellery have been set to reduce jewellery evaluation risks.

ICICI Bank has established centralized operations to manage operating risk in the various back-office processes of its retail loan business except for a few operations, which are decentralized to improve turnaround time for customers. A separate team under the Retail Strategy and Policy Group undertakes review and audits of credit quality and processes across different products. The Bank also has a debt services management group structured along various product lines and geographical locations, to manage debt recovery. The group operates under the guidelines of a standardized recovery process. A fraud prevention and control group has been set up to manage fraud-related risks, through fraud prevention and through the recovery of fraud losses. The fraud control group evaluates various external agencies involved in retail finance operations, including direct marketing associates, external verification associates and collection agencies.

### Credit Risk Assessment Procedures for Small Enterprises Loans

ICICI Bank finances small enterprises, which include individual cases and financing dealers and vendors of companies by implementing structures to enhance the base credit quality of the vendor/dealer. Small enterprise credit also includes financing extended directly to small enterprises as well as financing extended on a cluster-based approach in which credit is extended to a group of small enterprises that have a homogeneous profile, such as apparel manufacturers and manufacturers of pharmaceuticals. The risk assessment of such a cluster involves the identification of appropriate credit norms for target market, the use of scoring models for enterprises that satisfy these norms and a comprehensive appraisal of those enterprises which are awarded a minimum required score in the scoring model. A detailed appraisal is performed based on the financial as well as non-financial parameters to identify the funding needs of the enterprise in all the cases. There are appropriate credit structures built in based on the assessment of each case. The group also finances small businesses based on analysis of the business and financials. The assessment includes a scoring model with minimum score requirement before appraisal of these enterprises are conducted.

ICICI Bank's small enterprise portfolio also finances small and medium enterprises, dealers and vendors linked to these entities by implementing structures to enhance the base credit quality of the vendor/dealer. The process involves an analysis of the base credit quality of the vendor/dealer pool and an analysis of the linkages that exist between the vendor/dealer and the company.

The risk management policy also includes setting up of portfolio control norms, continuous monitoring renewal norms as well as stringent review and exit triggers to be followed while financing such clusters or communities.

Credit Risk Assessment procedures for Rural and Agricultural Loans

The rural and agricultural loan portfolio is composed of corporations in the rural sector, small and medium enterprises in the rural sector, dealers and vendors linked to these entities and loans to farmers. ICICI Bank seeks to

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adopt appropriate risk assessment methodologies for each of the segments. For corporations, borrower risk is evaluated by analyzing the industry risk, the borrower's market position, financial performance, cash flow adequacy and the quality of management. The credit risk of dealers, vendors and farmers is evaluated by analyzing the base credit quality of the borrowers or the pool and also the linkages between the borrowers and the companies to which the dealers, vendors or farmers are supplying their produce. We attempt to enhance the credit quality of the pool of dealers, vendors and farmers by strengthening the structure of the transaction.

For some segments, ICICI Bank uses a cluster-based approach wherein a lending program is implemented for a homogeneous group of individuals or business entities that comply with certain laid down parameterized norms. To be eligible for funding under the programs, the borrowers need to meet the stipulated credit norms and obtain a minimum score on the scoring model where applicable. ICICI Bank has incorporated control norms, borrower approval norms and review triggers in all the programs.

ICICI Bank's rural initiative may create additional challenges with respect to managing the risk of fraud and credit monitoring due to the increased geographical dispersion and use of intermediaries. ICICI Bank has put in place control structure and risk management framework to mitigate the related risk. See also “—Risk Factors—Risks Relating to Our Business—Entry into new businesses or expansions of existing businesses may expose us to increased risks that may adversely affect our business”.

### Portfolio Review

An analysis of our portfolio composition based on our internal rating is carried out and is submitted to the Risk Committee of the Board on a quarterly basis. This facilitates the identification and analysis of trends in the portfolio credit risk.

The Credit Committee of the Bank, apart from approving proposals, regularly reviews the credit quality of the portfolio and various sub-portfolios. A summary of the reviews carried out by the Credit Committee is submitted to the Board for its information.

### Quantitative and Qualitative Disclosures About Market Risk

Market risk is the possibility of loss arising from changes in the value of a financial instrument as a result of changes in market variables such as interest rates, exchange rates, credit spreads and other asset prices. Our exposure to market risk is a function of our trading and asset-liability management activities and our role as a financial intermediary in customer-related transactions. These risks are mitigated by the limits stipulated in the Investment Policy and Asset Liability Management Policy, which are approved and reviewed by the board of directors.

### Market Risk Management Procedures

Market risk policies include the Investment Policy, the Asset Liability Management Policy and the Derivative Policy. The policies are approved by the Board of Directors. The Asset Liability Management Committee stipulates liquidity and interest rate risk limits, monitors adherence to limits and determines the strategy in light of the current and expected environment. The framework for implementing strategy is articulated in the Asset Liability Management Policy. The Investment Policy addresses issues related to investments in various treasury products. The policies are designed to ensure that operations in the securities and foreign exchange and derivatives areas are conducted in accordance with sound and acceptable business practices and are as per current regulatory guidelines, laws governing transactions in financial securities and the financial environment. The policies contain the limit structures that govern transactions in financial instruments. The Board has authorized the Asset Liability Management Committee and Committee of Executive Directors (Borrowing, Treasury and Investment Operations) to grant certain approvals related



to treasury activities, within the broad parameters laid down by policies approved by the Board.

The Asset Liability Management Committee meets periodically and reviews the positions in domestic trading groups, overseas branches and banking subsidiaries, interest rate and liquidity gap positions on the banking book, sets deposit and benchmark lending rates, reviews the business profile and its impact on asset liability management and determines the asset liability management strategy, as deemed fit, in light of the current and expected business environment.

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The Market Risk Management Group is responsible for the identification, assessment and mitigation of risk. Risk limits including position limits and stop loss limits are monitored on a daily basis by the Treasury Control and Service Group and reviewed periodically. Foreign exchange risk is monitored through the net overnight open foreign exchange limit. Interest rate risk is measured through the use of repricing gap analysis and duration analysis. Interest rate risk is further monitored through interest rate risk limits approved by the Asset Liability Management Committee.

### Interest Rate Risk

Our core business is deposit taking, borrowing and lending in both Indian rupees and foreign currencies as permitted by the Reserve Bank of India. These activities expose us to interest rate risk.

Our balance sheet consists of Indian rupee and foreign currency assets and liabilities, with a predominantly higher proportion of rupee-denominated assets and liabilities. Thus, movements in Indian interest rates are our main source of interest rate risk.

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

Our primary source of funding is deposits and, to a smaller extent, borrowings. In the rupee market, most of our deposit taking is at fixed rates of interest for fixed periods, except for savings account deposits and current account deposits, which do not have any specified maturity and can be withdrawn on demand. We usually borrow for a fixed period with a one-time repayment on maturity, with some borrowings having European call/put options, exercisable only on specified dates, attached to them. However, we have a mix of floating and fixed interest rate assets. Our loans are generally repaid gradually, with principal repayments being made over the life of the loan. Our housing loans at year-end fiscal 2013 were primarily floating rate loans where any change in the benchmark rate with reference to which these loans are priced, is generally passed on to the borrower on the first day of the succeeding quarter or succeeding month, as applicable. Since January 1, 2004, we have used a single benchmark prime lending rate structure for all loans other than specific categories of loans advised by the Indian Banks' Association. Effective July 1, 2010, as required by the Reserve Bank of India, our new loans are priced with reference to a base rate, called the ICICI Bank Base Rate. The Asset Liability Management Committee sets the ICICI Bank Base Rate based on the cost of funds, cost of operations, credit charge and likely changes in the Bank's cost of funds, market rates, interest rate outlook and other systemic factors. Pricing for fresh approvals and renewal of rupee facilities is linked to the ICICI Bank Base Rate. The lending rates comprise the ICICI Bank Base Rate, term premium and transaction-specific credit and other charges. As specified by the Reserve Bank of India, the lending rates for loans and advances are not permitted to be lower than the ICICI Bank Base Rate with the exception of certain categories of loans specified by the Reserve Bank of India from time to time. Existing loans, other than cases where the borrower migrates to base rate, continue to be linked to a benchmark as stipulated in the existing loan agreements. We generally seek to eliminate interest rate risk on undisbursed commitments by fixing interest rates on rupee loans at the time of loan disbursement. Pursuant to regulatory reserve requirements, we maintain a large part of our assets in government of India securities and in interest-free balances with the Reserve Bank of India, which are funded mainly by wholesale deposits and borrowings. This exposes us to the risk of differential movement in the yield earned on statutory reserves and the related funding cost.

Almost all our foreign currency loans in our overseas branches are floating rate loans. These loans are generally funded with foreign currency borrowings and deposits in our overseas branches. We generally convert all our foreign currency borrowings into floating rate dollar liabilities through the use of interest rate and currency swaps with leading international banks. Our overseas subsidiaries in the UK and Canada have fixed rate retail term deposits and fixed / floating rate wholesale borrowings as their funding sources. They also have fixed and floating rate assets. Interest rate risk is generally managed by entering into swaps whenever required.

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

For a discussion of our vulnerability to interest rate risk, see “Risk Factors—Risks Relating to Our Business—Our banking and trading activities are particularly vulnerable to interest rate risk and volatility in interest rates could adversely affect our net interest margin, the value of our fixed income portfolio, our income from treasury operations, the quality of our loan portfolio and our financial performance” and “Risk Factors—Risks Relating to Our Business—Our inability to effectively manage credit, market and liquidity risk and inaccuracy of our valuation models and accounting estimates may have an adverse effect on our earnings, capitalization, credit ratings and cost of funds”.

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

	At March 31, 2013(1)			Total
	Less than or equal to one year	Greater than one year and up to five years	Greater than five years	
				(in millions)
Loans, net	Rs. 2,753,890	Rs. 412,651	Rs. 133,200	Rs. 3,299,741
Investments	621,854	498,458	1,436,355	2,556,667
Other assets(2)	257,133	15,086	567,203	839,422
Total assets	3,632,877	926,195	2,136,758	6,695,830
Stockholders' equity and preference share capital	-	-	687,624	687,624
Borrowings	895,290	496,316	337,277	1,728,883
Deposits	2,513,015	490,627	144,063	3,147,705
Other liabilities	-	-	1,184,004	1,184,004
Total liabilities	3,408,305	986,943	2,352,968	6,748,216
Total gap before risk management positions	224,572	(60,748 )	(216,210 )	(52,386 )
Off-balance sheet positions(3)	(292,608 )	188,741	90,702	(13,165 )
Total gap after risk management positions	Rs. (68,036 )	Rs. 127,993	Rs. (125,508 )	Rs. (65,551 )

(1) Assets and liabilities are classified into the applicable categories based on residual maturity or re-pricing whichever is earlier. Classification methodologies are generally based on Asset Liability Management Guidelines, including behavioral studies, as per local policy/regulatory norms of the entities. Items that neither re-price nor have a defined maturity are included in the ‘greater than five years’ category. This includes investments in the nature of equity, cash and cash equivalents and miscellaneous assets and liabilities. Fixed assets (other than leased assets) have been excluded from the above table.

(2) The categorization for these items is different from that reported in the financial statements.

(3) Off- balance sheet positions comprise derivatives, including foreign exchange forward contacts.

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

	At March 31, 2013		Total
	Fixed	Variable	

	rate loans	rate loans (in millions)	
Loans	Rs. 551,350	Rs. 1,831,375	Rs. 2,382,725

The following table sets forth, using the balance sheet at year-end fiscal 2013 as the base, one possible prediction of the impact of adverse changes in interest rates on net interest income for fiscal 2014, assuming a parallel shift in the yield curve at year-end fiscal 2013.

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	At March 31, 2013			
	Change in interest rates (in basis points)			
	(100 )	(50 )	50	100
	(in millions)			
Rupee portfolio	Rs.(5,395 )	Rs.(2,698 )	Rs.2,698	Rs.5,395
Foreign currency portfolio	(1,403 )	(702 )	702	1,403
Total	Rs.(6,798 )	Rs.(3,400 )	Rs.3,400	Rs.6,798

Based on our asset and liability position at year-end fiscal 2013, the sensitivity model shows that net interest income from the banking book for fiscal 2014 would rise by Rs. 6.8 billion if interest rates increased by 100 basis points during fiscal 2014. Conversely, the sensitivity model shows that if interest rates decreased by 100 basis points during fiscal 2014, net interest income for fiscal 2014 would fall by an equivalent amount of Rs. 6.8 billion. Based on our asset and liability position at year-end fiscal 2012, the sensitivity model showed that net interest income from the banking book for fiscal 2013 would rise by Rs. 3.7 billion if interest rates increased by 100 basis points during fiscal 2013. Conversely, the sensitivity model showed that if interest rates decreased by 100 basis points during fiscal 2013, net interest income for fiscal 2012 would fall by an equivalent amount of Rs. 3.7 billion.

Sensitivity analysis, which is based upon static interest rate risk profile of assets and liabilities, is used for risk management purposes only and the model above assumes that during the course of the year no other changes are made in the respective portfolios. Actual changes in net interest income will vary from the model.

## Price Risk (Trading book)

The following table sets forth, using the fixed income portfolio at year-end fiscal 2013 as the base, one possible prediction of the impact of changes in interest rates on the value of our fixed income held for trading portfolio for fiscal 2013, assuming a parallel shift in interest rate curve.

	Portfolio Size	At March 31, 2013			
		Change in interest rates (in basis points)			
		(100)	(50)	50	100
		(in millions)			
Government of India securities	Rs.73,428	Rs.2,662	Rs.1,351	Rs.(1,351 )	Rs.(2,662 )
Corporate debt securities	213,233	4,687	2,357	(2,357 )	(4,687 )
Total	Rs.286,661	Rs.7,349	Rs.3,708	Rs.(3,708 )	Rs.(7,349 )

At year-end fiscal 2013, the total value of our fixed income trading portfolio was Rs. 286.7 billion. The sensitivity model shows that if interest rates increase by 100 basis points during fiscal 2014, the value of this portfolio would fall by Rs. 7.3 billion. Conversely, if interest rates fall by 100 basis points during fiscal 2014, the value of this portfolio would rise by Rs. 7.3 billion. At year-end fiscal 2012, the total value of our fixed income trading portfolio was Rs. 203.4 billion. The sensitivity model showed that if interest rates increased by 100 basis points during fiscal 2013, the value of this portfolio would fall by Rs. 1.3 billion. Conversely, if interest rates fell by 100 basis points during fiscal 2013, the value of this portfolio would rise by Rs. 1.3 billion. The sensitivity for fixed income trading portfolio increased in fiscal 2013 compared to fiscal 2012 primarily due to an increase in investments in longer duration securities.

At year-end fiscal 2013, the total outstanding notional principal amount of our trading interest rate derivatives portfolio was Rs. 3,201.2 billion compared to Rs. 3,500.9 billion at year-end fiscal 2012. The sensitivity model shows that if interest rates increase by 100 basis points, the value of this portfolio would rise by Rs. 1.2 billion. At year-end

fiscal 2013, the total outstanding notional principal amount of our trading currency derivatives (such as futures, options and cross currency interest rate swaps) portfolio was Rs. 952.9 billion compared to Rs. 1,207.2 billion at year-end fiscal 2012. The sensitivity model shows that if interest rates increase by 100 basis points, the value of this portfolio would fall by Rs. 0.1 billion.

#### Equity Risk

We assume equity risk both as part of our investment book and our trading book. At year-end fiscal 2013, we had a total equity investment portfolio of Rs. 38.8 billion, primarily comprising Rs. 13.6 billion of investments by

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the Bank and Rs. 23.4 billion of investments by our insurance subsidiaries. Additionally, ICICI Securities and ICICI Securities Primary Dealership also have a small portfolio of equity derivatives. The equity investments by the Bank include the equity portfolio of our proprietary trading group amounting to Rs. 2.3 billion and other equity investments amounting to Rs. 11.3 billion. These other equity investments are primarily unlisted and long-term in nature. We also invest in private equity and venture capital funds, primarily those managed by our subsidiary ICICI Venture Funds Management Company. These funds invest in equity and equity linked instruments. Our investments through these funds are similar in nature to our other equity investments and are subject to the same risks. In addition, they are also subject to risks in the form of changes in regulation and taxation policies applicable to such equity funds. For further information on our trading and available-for-sale investments, see “—Overview of Our Products and Services—Investment Banking—Treasury”.

The risk in the equity portfolio of the proprietary trading group, which manages the equity trading book of the Bank, is controlled through a Value-at-Risk (VaR) approach and stop loss limits, as stipulated in the Investment Policy. VaR measures the statistical risk of loss from a trading position, given a specified confidence level and a defined time horizon. The VaR is calculated using a 99% confidence level and a holding period of one day.

The Bank monitors VaR using both the analytical model and the historical simulation model and takes the higher of the two numbers for VaR limit monitoring purposes. The Bank computes analytical VaR based on factor sensitivities and volatility multipliers. The Bank decided to start using the historical simulation model also to measure the VaR for the equity portfolio of the proprietary trading group because of its better performance.

On all the dates during fiscal 2013, the VaR calculated using the historical simulation model was higher than the VaR computed using the analytical model. The following table sets forth the high, low, average and period-end VaR numbers for the analytical VaR model and the historical simulation model.

	High	Low	Average	At March 29, 2013
	Rs. in million			
VaR (analytical model)	156.6	37.0	66.8	50.8
VaR (historical simulation model)	240.5	82.4	140.9	87.7

We monitor the effectiveness of the VaR model by regularly back-testing its performance. Statistically, we would expect to see losses in excess of VaR only 1% of the time over a one-year period. During fiscal 2013, hypothetical losses did not exceed the VaR estimates for any day.

The following table sets forth a comparison of the hypothetical daily profit/loss, computed on the assumption of no intra-day trading, and VaR calculated using the historical simulation model during fiscal 2013.

	Average	On March 29, 2013
	Rs. in million	
Hypothetical daily profit/(loss)	(1.7 )	6.2
VaR (historical simulation model)	140.9	87.7

The high and low hypothetical daily profit/(loss) during fiscal 2013 was Rs. 154.1 million and Rs. (145.4) million respectively.



While VaR is an important tool for measuring market risk under normal market conditions, it has inherent limitations that should be taken into account, including its inability to accurately predict future losses when extreme events are affecting the markets, because it is based on the assumption that historical market data is indicative of future market performance. Moreover, different VaR calculation methods use different assumptions and hence may produce different results, and computing VaR at the close of the business day would exclude intra-day risk. There is also a general possibility that the VaR model may not fully capture all the risks present in the portfolio.

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### Exchange Rate Risk

The Bank offers foreign currency hedge instruments like swaps, forwards, and currency options to clients, which are primarily banks and corporate customers. The Bank actively uses cross currency swaps, forwards, and options to hedge against exchange risks arising out of these transactions and for foreign currency loans that are originated in currencies different from the currencies of borrowings supporting them. Some of these transactions may not meet the hedge accounting requirements and are subject to mark-to-market. Trading activities in the foreign currency markets expose us to exchange rate risks. This risk is mitigated by setting counterparty limits, stipulating daily and cumulative stop-loss limits, and engaging in exception reporting.

The Reserve Bank of India has permitted banks to offer foreign currency-rupee options by banks for hedging foreign currency exposures including hedging of balance sheet exposures to the users. The Bank has been offering such products primarily to corporate clients and other inter-bank counterparties and is one of the largest participants in the currency options market accounting for a significant share of daily trading volume in India. All the options are maintained within the limits specified in the Investment Policy. The foreign exchange rate risk is monitored through the net overnight open position limit approved by the Reserve Bank of India. The Bank also monitors Greeks of its currency options.

### Derivative Instruments Risk

The Bank enters into interest rate and currency derivative transactions for the purpose of hedging interest rate and foreign exchange mismatches and also engages in trading of derivative instruments on its own account.

The Bank offers various derivative products, including options and swaps, to clients for their risk management purposes. The Bank generally does not carry market risk on client derivative positions as the Bank covers its positions in the inter-bank market. Profits or losses on account of currency movements on these transactions are borne by the clients. The derivative transactions are subject to counterparty risk to the extent particular obligors are unable to make payment on contracts when due. During fiscal 2009, due to high exchange rate volatility as a result of the financial crisis, a number of clients experienced significant mark-to-market losses in derivative transactions. On maturity or premature termination of the derivative contracts, these mark-to-market losses became receivables owed to the Bank. Some clients did not pay their derivatives contract obligations to the Bank in a timely manner and, in some instances, clients filed lawsuits to avoid payment of derivatives contract obligations entirely. In other instances, at the request of clients, the Bank converted overdue amounts owed to the Bank into loans and advances. See also “—Risk Factors—Risks Relating to Our Business—We and our customers are exposed to fluctuations in foreign exchange rates”.

In October 2008, the Reserve Bank of India issued guidelines requiring banks to classify derivative contract receivables overdue for 90 days or more as non-performing assets. Pursuant to these guidelines, the Bank reverses derivative contracts receivables in its income statement when they are overdue for 90 days or more. After reversal, any expected recovery is accounted for only on actual receipt of payment.

As per Reserve Bank of India guidelines issued in August 2011, for a derivative contract where a crystallized receivable is overdue for more than 90 days, in addition to reversing crystallized receivable through the profit and loss account, any other positive mark-to-market on derivative contracts for such customer is also required to be reversed through the profit and loss account. Further, if any credit facility is overdue for more than 90 days, any crystallized receivable and positive mark-to-market on derivative contracts for such customer is also required to be reversed through the profit and loss account. The guidelines also disallow netting of receivables and payables from/to the same counterparty.

The Bank pursues a variety of recovery strategies to collect receivables owed in connection with derivative contracts. These strategies include, among other approaches, set-offs against any other payables to the same client, negotiated settlements, rescheduling of obligations, the exercise of rights against collateral (if available) and legal redress. The Bank selects collection strategies and makes assessments of collectability based on all available financial information about a client account as well as economic and legal factors that may affect its recovery efforts.

We have credit exposures in the form of both funded and non-funded credit derivatives. The notional principal amount of funded instruments at year-end fiscal 2013 was Rs. 0.8 billion compared to Rs. 1.5 billion at year-end

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fiscal 2012. The notional principal amount of non-funded instruments at year-end fiscal 2013 was Rs. 3.5 billion compared to Rs. 11.1 billion at year-end fiscal 2012.

**Credit Spread Risk**

Credit spread risk arises out of investments in fixed income securities and credit derivatives. Hence, volatility in the level of credit spreads would impact the value of these portfolios held by the Bank. The Bank closely monitors its portfolio and risk is monitored by setting investment limits, reference entity exposure limits, rating-wise limits, single issuer limit, maturity limits and stipulating daily and cumulative stop-loss limits.

The following table sets forth, using our held for trading portfolio at year-end fiscal 2013 as the base, one possible prediction of the impact of changes in credit spreads on the value of the trading portfolio, assuming a parallel shift in credit spreads.

	Portfolio Size	At March 31, 2013 Change in credit spreads (in basis points)			
		(100)	(50)	50	100
		(in millions)			
Corporate debt securities	Rs.213,233	Rs.4,688	Rs.2,358	Rs.(2,358 )	Rs.(4,688 )
Total	Rs.213,233	Rs.4,688	Rs.2,358	Rs.(2,358 )	Rs.(4,688 )

At year-end fiscal 2013, our held for trading portfolio (excluding government securities) was Rs. 213.2 billion. The sensitivity model shows that if credit spreads increase by 100 basis points during fiscal 2014, the value of this portfolio would fall by Rs. 4.7 billion. Conversely, if credit spreads fall by 100 basis points during fiscal 2014, the value of this portfolio would rise by Rs. 4.7 billion. At year-end fiscal 2012, our held for trading portfolio (excluding government securities) was Rs. 156.2 billion. The sensitivity model showed that if credit spreads increased by 100 basis points during fiscal 2013, the value of this portfolio would fall by Rs. 1.1 billion. Conversely, if credit spreads fell by 100 basis points during fiscal 2013, the value of this portfolio would rise by Rs. 1.1 billion. In addition to above, at year-end fiscal 2013, we also had a portfolio of credit derivatives with notional of Rs. 3.5 billion. The sensitivity model shows that if credit spreads increase by 100 basis points during fiscal 2014, the value of this portfolio would fall by Rs. 0.01 billion.

**Liquidity Risk**

Liquidity risk is the current and prospective risk arising out of an inability to meet financial commitments as they fall due, through available cash flows or through the sale of assets at fair market value. It includes both, the risk of unexpected increases in the cost of funding an asset portfolio at appropriate maturities and the risk of being unable to liquidate a position in a timely manner at a reasonable price.

The goal of liquidity risk management is to be able, even under adverse conditions, to meet all liability repayments on time and to fund all investment opportunities by raising sufficient funds either by increasing liabilities or by converting assets into cash expeditiously and at reasonable cost.

The Bank manages liquidity risk in accordance with its Asset Liability Management Policy. This policy is framed as per the current regulatory guidelines and is approved by the board of directors. The Asset Liability Management Policy is reviewed periodically to incorporate changes as required by regulatory stipulation or to realign the policy with changes in the economic landscape. The Asset Liability Management Committee of the Bank formulates and reviews strategies and provides guidance for management of liquidity risk within the framework laid out in the Asset

Liability Management Policy. The Asset Liability Management Committee comprises executive directors (including Chief Financial Officer), Presidents, Senior General Managers in charge of Risk and Treasury and Deputy Chief Financial Officer and heads of business groups. The Risk Committee of the Board, a Board Committee, has oversight of the Asset Liability Management Committee.

The Bank uses various tools for the measurement of liquidity risk including the statement of structural liquidity, dynamic liquidity gap statements, liquidity ratios and stress testing through scenario analysis. The statement of structural liquidity is used as a standard tool for measuring and managing net funding requirements and the assessment of a surplus or shortfall of funds in various maturity buckets in the future. The cash flows pertaining to

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various assets, liabilities and off-balance sheet items are placed in different time buckets based on their contractual or behavioral maturity. The statement of structural liquidity of rupee currency for domestic operations, and statement of structural liquidity all currencies together for international operations of the Bank (country-wise and in aggregate) are prepared on daily basis. The utilization against gap limits laid down for each bucket are reviewed by Asset Liability Management Committee of the Bank.

The Bank also prepares dynamic liquidity statements, which in addition to scheduled cash flows, also consider the liquidity requirements pertaining to incremental business and the funding thereof. The dynamic liquidity statements are prepared in close coordination with the business groups, and cash flow projections based on the statements are periodically presented to the Asset Liability Management Committee. As a part of the stock and flow approach, the Bank also monitors various liquidity ratios, and limits are laid down for these ratios in the Asset Liability Management Policy.

The Bank has diverse sources of liquidity to allow for flexibility in meeting funding requirements. For the domestic operations, current accounts and savings deposits payable on demand form a significant part of the Bank's funding and the Bank is implementing its strategy to sustain and grow this segment of deposits along with retail term deposits. These deposits are augmented by wholesale deposits, borrowings and through the issuance of bonds and subordinated debt from time to time. Loan maturities and sale of investments also provide liquidity. The Bank holds unencumbered, high quality liquid assets and has certain mitigating measures to protect against stress conditions.

For domestic operations, the Bank also has the option of managing liquidity by borrowing in the inter-bank market on a short-term basis. The overnight market, which is a significant part of the inter-bank market, is susceptible to volatile interest rates. To limit the reliance on such volatile funding, the Asset Liability Management Policy stipulates limits for borrowing and lending in the inter-bank market. The Bank also has access to refinancing facilities extended by the Reserve Bank of India and other financial institutions against refinance eligible assets.

For its overseas branches, the Bank also has a well-defined borrowing program. In order to maximize borrowings at a reasonable cost through its branches, liquidity in different markets and currencies is targeted. The wholesale borrowings are in the form of bond issuances, syndicated loans from banks, money market borrowings, inter-bank bilateral loans and deposits, including structured deposits. The Bank also raises refinance from other banks against the buyers' credit and other trade assets. Those loans that meet the Export Credit Agencies' criteria are refinanced as per the agreements entered into with these agencies. The Bank also mobilizes retail deposit liabilities, in accordance with the regulatory framework in place in the respective host country.

We maintain prudential levels of liquid assets in the form of cash, balances with the central bank and government securities, money market and other fixed income securities. Currently, as stipulated by the regulator, banks in India are required to maintain their statutory liquidity ratio at a level of 23% of net demand and time liabilities in India and their cash reserve ratio at a level of 4.00% of net demand and time liabilities in India. The Bank generally holds additional securities over and above the stipulated level.

Further, the Bank has a board approved liquidity stress testing framework, under which the Bank estimates its liquidity position under a range of stress scenarios, and considers possible measures that the Bank could take to mitigate the outflows under each scenario. These scenarios cover bank specific and market-wide stress situations and have been separately designed for the domestic and international operations of the Bank. Each scenario included in the stress-testing framework covers a time horizon of 28 days. The stress-testing framework measures the impact on profit due to liquidity outflows for each scenario, considering possible measures that the Bank could take to mitigate the stress. The impact on profits is subject to a stress tolerance limit specified by the board of directors. The results of liquidity stress testing are reported to the Asset Liability Management Committee on a monthly basis. During fiscal 2013, the results of each of the stress scenarios were within the board-prescribed limits.

The Risk Committee of the board has further approved a Liquidity Contingency Plan, which lays down a framework for ongoing monitoring of potential liquidity contingencies and an action plan to meet such contingencies. The Liquidity Contingency Plan lays down several liquidity indicators, which are monitored on a predefined (daily or weekly) basis and also defines the protocol and responsibilities of various teams in the event of a liquidity contingency.

Similar frameworks to manage liquidity risk have been established at each of the overseas banking subsidiaries of the Bank addressing the risks they run as well as incorporating host country regulatory requirements as

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applicable. Our subsidiary in the United Kingdom raises funding through wholesale and retail sources. Wholesale sources comprise issuance of bonds through an MTN programme, bilateral and club loans as well as repo borrowings. In the retail segment, it raises deposits through its branch network as well as its internet platform. A buffer of high quality liquid assets/central bank reserves is maintained against these deposits. Our subsidiary in Canada is funded through diversified funding sources from retail as well as wholesale sources like borrowings through securitization of insured mortgages across tenor buckets.

See also “—Operating and Financial Review and Prospects—Liquidity Risk”.

### Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Operational risk includes legal risk but excludes strategic and reputational risks. Legal risk includes, but is not limited to, exposure to fines, penalties or punitive damages resulting from supervisory actions, as well as private settlements. For a discussion on our vulnerability to operational risk, see “Risk Factors—Risks Relating to Our Business—There is operational risk associated with financial industries which, when realized, may have an adverse impact on our business”.

The management of operational risk is governed by the Operational Risk Management Policy approved by the Board of Directors. The policy is applicable across the Bank including overseas branches, ensuring a clear accountability and responsibility for management and mitigation of operational risk, developing a common understanding of operational risk and helping the business and operation groups units to improve internal controls. Operational risk can result from a variety of factors, including failure to obtain proper internal authorizations, improperly documented transactions, failure of operational and information security procedures, computer systems, software or equipment, fraud, inadequate training and employee errors. Operational risk is sought to be mitigated by maintaining a comprehensive system of internal controls, establishing systems and procedures to monitor transactions, maintaining key back-up procedures and undertaking regular contingency planning.

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

### Operational Controls and Procedures in Branches

The Bank has put in place comprehensive operating manuals detailing procedures for the processing of various banking transactions. Amendments to these manuals are implemented through circulars, which are accessible to our branch employees on the intranet of the Bank. In addition, our branches are supported by product, marketing, audit and compliance teams. Our core banking application software has multiple security features to protect the integrity of applications and data.

Transactions relating to customer accounts are processed based on built-in system checks and authorization procedures. Cash transactions over a specified limit are subjected to enhanced scrutiny to avoid potential money laundering.

### Operational Controls and Procedures for Internet Banking

The Bank has put in place controls for transactions through internet banking including two levels of passwords. In addition to this, grid-level authentication (a grid is a unique set of numbers printed on the debit card) is also required. Additionally, a one-time password is sent to the customer’s registered mobile number for the addition of a payee for fund transfers. Internet transactions using credit cards require additional password-based authentication besides other



authentications present on the card. Text message alerts are also sent to the customer for internet-based transactions beyond a threshold level. To prevent phishing and internet-related fraud, the Bank also regularly communicates with customers. The internet banking infrastructure is secured through the multi-layer information security controls, including firewalls, intrusion prevention systems and network level access controls. These are supplemented by periodic penetration tests, vulnerability assessments and continuous security incident monitoring of internet banking servers.

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### Operational Controls and Procedures in the Regional Processing Centers and Central Processing Center

The Bank has 49 regional processing centers located at various cities across the country. These regional processing centers engage in activities like processing clearing checks and inter-branch transactions, outstation check collections, and engage in back-office activities for account opening, renewal of deposits and salary transaction processing of corporations. There are currency chests located at 35 locations in various cities across India, which cater to the cash requirements of branches and ATMs.

Our central processing centers, two located in Mumbai and one in Hyderabad, process the transactions on a nationwide basis for the issuance of debit cards, mailing of personal identification numbers, reconciliation of ATM transactions, issuance of passwords to internet banking customers and internet banking bill payments and processing of credit card transactions. Centralized processing has also been extended to activities like issuance of personalized checkbooks and the activation of newly opened accounts.

### Operational Controls and Procedures in Treasury

The Bank has put in place a comprehensive internal control structure with respect to its treasury operations. The control measures include the segregation of duties between treasury front-office and treasury control and service office, automated control procedures, continuous monitoring procedures through detailed reporting statements, and a well defined code of conduct for dealers. The Bank has also set up limits in respect of treasury operations including deal-wise limits and product-wise limits. In order to mitigate the potential mis-selling risks, if any, a labeling policy has been implemented. Similarly in order to mitigate potential contractual risks, if any, negotiations for deals are recorded on a voice recording system. All key processes in treasury operations are documented and approved by the Bank's Product and Process Approval Committee. Some of the control measures include deal validation, independent confirmation, documentation, limits monitoring, treasury accounting, settlement, reconciliation and regulatory compliance. Middle-office group reviews the unconfirmed, unsettled deals if any, on a regular basis and follows up for timely confirmation or settlement. There is a mechanism of escalation to senior management in case of delays in settlement or confirmation beyond a time period. In addition to the above, concurrent and internal audits are also there in respect of treasury operations. The control structure in our treasury operations is designed to minimize errors, prevent potential fraud and provide early-warning signals.

### Operational Controls and Procedures in Retail Asset Operations

Retail asset operations comprise decentralized retail asset operations and central asset operations. Activities of decentralized operations include disbursement and regular banking activities. Decentralized retail asset operations support operations relating to retail asset products across the country. Disbursements are done through automated processes with sufficient internal checks and controls like fund transfers through the National Electronic Funds Transfer system and Real Time Gross Settlement system. An independent team conducts regular banking activity, reconciliation and publishes management reports to the senior management.

The central asset operations unit is located in Mumbai, while regional operations units are located at Delhi, Hyderabad and Chennai. These central and regional units support operations relating to retail asset products across the country. The central asset operations unit carries out activities like loan accounts maintenance, accounting and reconciliation, payouts and repayment management activities for all retail asset products.

### Operational Controls and Procedures for Corporate Banking

Corporate banking is organized into a zonal structure. The front office is responsible for sourcing clients and performing a credit analysis of the proposal. The credit risk is independently evaluated by the Risk Management

Group. Operations regarding corporate banking products and services are supported by the middle office and back office with well-defined process ownership. The key processes and their ownership are documented through process notes which are reviewed periodically. The middle office conducts verification and scrutiny of the documents and memos to ensure mitigation of post-approval risks. It also monitors adherence to the terms of approval by periodically publishing compliance monitoring reports. The back office in corporate operations comprises units responsible for the execution of trade finance, cash management and general banking transactions based on the requests and instructions initiated through channels including branches.

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### Operational Controls and Procedures for Commercial Banking

Commercial banking products and services are offered through identified commercial and retail branches, which are spread across all major business centers throughout the country. The commercial branches are led by senior branch heads, who are experienced commercial bankers. The transactions initiated at the mega branches are processed by independent and centralized operation units responsible for the execution of trade finance, cash management and general banking transactions.

### Operational Controls and Procedures in Rural Loan Operations

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

### Anti-Money Laundering Controls

The Bank has implemented the Know Your Customer /Anti-Money Laundering /Combating of Financing of Terrorism guidelines issued under the rules promulgated under Prevention of Money Laundering Act, 2002 and guidelines issued by the Reserve Bank of India from time to time.

The Bank's implementation of these guidelines includes formulation of an Anti-money Laundering Policy with the approval of the board of directors of the Bank which also covers the overseas branches/subsidiaries; oversight by the Audit Committee on the implementation of the Anti-Money Laundering framework; appointment of a senior level officer as Money Laundering Reporting Officer who has the day-to-day responsibility for implementation of the anti-money laundering framework; implementation of adequate Know Your Customer procedures based on risk categorization of customer segments, screening of names of customers with negative lists issued by the regulators and customer risk categorization for classifying the customers into high, medium and low risk segments; risk-based transaction monitoring and regulatory reporting procedures through automated applications; and appropriate mechanisms to train employees and to create customer awareness on this subject.

The Know-Your-Customer procedures are based on basic due diligence for low risk customers, enhanced due diligence for high risk customers and simplified due diligence for small deposit accounts in terms of the Reserve Bank of India guidelines.

The Bank also adheres to the anti-money laundering requirements as specified by the regulators of respective geographies. The Bank's anti-money laundering framework is subject to audit by the Internal Audit Department and their observations are periodically reported to the Audit Committee.

Our life insurance subsidiary has implemented Know-Your-Customer/Anti-Money Laundering/Combating of Financing of Terrorism guidelines issued according to the Prevention of Money Laundering Act, 2002 and guidelines issued by Insurance Regulatory and Development Authority from time to time.

Anti-Money Laundering and Combating Financing of Terrorism Policy is approved by the Board of Directors of the life insurance subsidiary. The Policy is also in accordance with the Group Anti-Money-Laundering policy and includes oversight by the Audit Committee on the implementation of the Anti-Money Laundering framework, appointment of a senior level officer as Money Laundering Prevention Officer who has the day-to-day responsibility for implementation of the anti-money laundering framework, adoption of a risk-based Anti-Money-Laundering framework, implementation of adequate Know-Your- Customer procedures based on risk categorization of customer

segments, screening of customers against sanctioned lists, risk-based transaction monitoring, regulatory reporting procedures and appropriate mechanisms to train employees and to create customer awareness on this subject.

Anti-Money laundering framework is reviewed by the Internal Audit Department and its observations are periodically reported to the Audit Committee.

Following the release on the Internet of videos forming part of a sting operation on banks and insurance companies in India, that purported to show the Bank's frontline branch employees engaging in conversations that would violate the Group Code of Business Conduct and Ethics and could have, if any transactions had been

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consummated, led to violations of anti-money laundering and know your customer norms, the Reserve Bank of India undertook investigations at ICICI Bank and over 30 other banks in India. While the Reserve Bank of India's investigations did not reveal any prima facie evidence of money laundering, the Reserve Bank of India has so far imposed an aggregate penalty of Rs. 600.0 million (US\$ 11.0 million) on 25 Indian banks, including Rs. 10.0 million (US\$ 0.2 million) on ICICI Bank, for instances of violation of applicable regulations. See "Risk Factors—Risks Relating to Our Business—The enhanced supervisory and compliance environment in the financial sector increases the risk of regulatory action, whether formal or informal. Following the financial crisis, regulators are increasingly viewing us, as well as other financial institutions, as presenting a higher risk profile than in the past." and "Risk Factors—Risks Relating to Our Business—Negative publicity could damage our reputation and adversely impact our business and financial results and the price of our equity shares and ADSs."

### Audit

The Internal Audit Group provides independent, objective assurance on the effectiveness of internal controls, risk management and corporate governance and suggests improvements. It helps us accomplish our objectives by evaluating and improving the effectiveness of risk management, internal controls and governance processes, through a systematic and disciplined approach. The Internal Audit Group acts as an independent entity and reports to the Audit Committee of the Board.

The Internal Audit Group maintains staff with sufficient knowledge, skills, experience and professional certifications. It deploys audit resources with expertise in audit execution and adequate understanding of business activities. The processes within Internal Audit Group are certified under ISO 9001-2008. Further, an assessment of the quality of assurance provided by the Internal Audit Group is conducted through an independent external firm once in five years.

The Internal Audit Group has adopted a risk based audit methodology in accordance with the Reserve Bank of India guidelines. The risk-based audit methodology is outlined in the Internal Audit Policy approved by the Board of Directors. An annual risk-based audit plan is drawn up based on the risk-based audit methodology and is approved by the Audit Committee of the Board. Accordingly, the Internal Audit Group undertakes a comprehensive audit of all branches, business groups and other functions in accordance with the risk-based audit plan.

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

The Reserve Bank of India requires banks to have a process of concurrent audits at business groups dealing with treasury functions and branches handling large volumes, to cover a minimum of 50.0% of credit, deposits and other risk exposures of the bank. Accordingly, the Internal Audit Group has formulated a strategy for concurrent audits at treasury-related functions and branches. Concurrent audits are also carried out at centralized and regional processing centers and at centralized operations with a focus on areas that are identified as needing transaction testing and also to ensure existence of and adherence to internal controls.

The audit of overseas banking subsidiaries and domestic non-banking subsidiaries is carried out by a dedicated team of resident auditors attached to the respective subsidiaries. These audit teams functionally report to the Audit Committees of the respective subsidiary and to the Internal Audit Group. The audit of overseas branches and representative offices is carried out by audit teams consisting of auditors from India as well as a resident auditor based at the Singapore branch. International operations outsourced to India are audited by a team of auditors in India.

### Legal and Regulatory Risk

We are involved in various litigations and are subject to a wide variety of banking and financial services laws and regulations in each of the jurisdictions in which we operate. We are also subject to a large number of regulatory and enforcement authorities in each of these jurisdictions. The uncertainty of the enforceability of the obligations of our customers and counter-parties, including the foreclosure on collateral, creates legal risk. Changes in laws and regulations could adversely affect us. Legal risk is higher in new areas of business where the law is often untested by the courts. We seek to minimize legal risk by using stringent legal documentation, employing procedures designed to ensure that transactions are properly authorized and consulting internal and external legal advisors. See also “—

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**Risk Factors—Risks Relating to Our Business—**We are involved in various litigations. Any final judgment awarding material damages against us could have a material adverse impact on our future financial performance, our stockholders' equity and the price of our equity shares and ADSs" and "Risk Factors—Risks relating to Our Business—The regulatory environment for financial institutions is facing unprecedented change in the post-financial crisis environment".

### Risk Management Framework for International Operations

ICICI Bank has adopted a risk management framework for its international banking operations, including overseas branches and offshore banking unit. Under the framework, the Bank's credit, investment, asset liability management and anti-money laundering policies apply to all the overseas branches and offshore banking units, with modifications to meet local regulatory or business requirements. These modifications may be made with the approval of our Board of Directors or the committees designated by the Board of Directors. The Board of Directors/designated committee of the Board approve their respective risk management policies, based on applicable laws and regulations as well as the Bank corporate governance and risk management framework. Policies at the overseas banking subsidiaries are approved by Board of Directors of the respective subsidiaries and are framed in consultation with the related groups in the Bank as per the risk management framework.

The Compliance Group oversees regulatory compliance at the overseas branches and offshore banking subsidiaries. Compliance risk assessment along with the key risk indicators pertaining to our domestic and international banking operations are presented to the Risk Committee of our Board of Directors on a periodic basis. Management of regulatory compliance risk is considered as an integral component of the governance framework at the Bank and its subsidiaries along with the internal control mechanisms. We have therefore adopted an appropriate framework for compliance, by formulating the Group Compliance Policy, which is approved by the Board of Directors and is reviewed from time to time. The Group Compliance Policy outlines a framework for identification and evaluation of the significant compliance risks, on a consolidated basis, in order to assess how these risks might affect our safety and soundness.

### Risk Management in Key Subsidiaries

#### ICICI Bank UK

ICICI Bank UK is primarily exposed to credit risk, market risk (including interest and liquidity risks), operational risk, compliance and reputation risk.

The board of directors of ICICI Bank UK is responsible for oversight and control of the functioning of ICICI Bank UK and approves all major policies and procedures. The board is assisted by its sub-committees, the Audit Committee, Governance Committee, Risk Committee and Credit Committee which have been constituted to facilitate focused oversight on various risks. Policies approved from time to time by the board/or the board's committees form the governing framework for each type of risk. Business activities are undertaken within this policy framework.

All credit risk related issues are governed by ICICI Bank UK's Credit Risk Management Policy. ICICI Bank UK takes a two-tier approach to assessment of credit risk - first review by the commercial officer proposing the transaction followed by a credit officer's independent assessment of the same. Credit risk is also managed at the portfolio level by monitoring the key parameters of risk concentration such as industry exposures, country exposures, rating category based exposures, product specific exposures and large exposures. ICICI Bank UK has board approved policies for managing market risk such as its treasury policy manual, trading book policy statement, valuation, model validation policy and independent price verification policy. For monitoring and managing market risk, it uses various risk metrics, including the duration of equity, price value of one basis point change in interest rate, price value of one basis



point change in credit spread and stop loss limits. ICICI Bank UK uses various tools for measurement of liquidity risk including the statement of structural liquidity, dynamic liquidity gap statements, liquidity ratios and stress testing through scenario analysis. In line with its liquidity risk appetite, ICICI Bank UK maintains adequate high quality liquid assets/central bank reserves to cover projected stressed outflows under various scenarios as approved by the board in the Individual Liquidity Adequacy Assessment framework. The management of operational risk (including fraud and conduct risks) is governed by the Operational Risk Management Policy approved by the Risk Committee. Operational risk elements covered in the Operational Risk

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Management Policy include operational incident management, techniques for risk identification and measurement, monitoring through key risk indicators and risk mitigation techniques.

### ICICI Bank Canada

ICICI Bank Canada is primarily exposed to credit risk, market risk (including interest and liquidity risks), operational risk, compliance and reputation risk. ICICI Bank Canada has developed a risk management framework to ensure that the risks are identified, measured and monitored effectively. The framework also requires the establishment of policies and procedures to monitor and mitigate the risks.

The board of directors of ICICI Bank Canada has oversight on all risks assumed by ICICI Bank Canada. The board has established committees and assigned specific mandates to the committees for providing oversight for the various risks facing it. The policies approved by the board create the governing framework for managing various risks facing it. Business activities are undertaken within this policy framework.

The Risk Committee of the board has delegated the operational responsibility for credit risk management to the Management Credit Committee within the broad parameters and limits laid down in the Credit and Recovery Policy. The Management Credit Committee approves credit proposals before recommending them to Risk Committee, manages the credit risk on a portfolio basis and reviews asset quality and portfolio quality on a monthly basis and the same is presented to the Risk Committee atleast on a quarterly basis.

The Risk Committee has delegated operational responsibility for market risk management and liquidity risk management to the Asset Liability Committee within the broad parameters and limits laid down in the Market Risk Management Policy and Liquidity Management Policy respectively. The Asset Liability Committee reviews matters pertaining to Investment and Treasury operations and the implementation of risk mitigation measures and recommends major policy changes governing treasury activities to the Risk Committee. Asset Liability Committee reviews adherence to market risk and liquidity risk requirements of the Office of the Superintendent of Financial Institutions (Canada's banking regulator), internal control guidelines and limits.

The Risk Committee has delegated operational responsibility for management of operational risk to the Operational Risk Committee under the Management Committee. Operational Risk Committee is responsible for managing operational risks in the day-to-day operations of ICICI Bank Canada. The Operational Risk Committee under the oversight of Management Committee reviews the Operational Risk Management implementation and operational risk profiles on a monthly basis.

### ICICI Securities Primary Dealership

ICICI Securities Primary Dealership is a primary dealer and has government of India securities as a significant proportion of its portfolio. The Corporate Risk Management Group at ICICI Securities Primary Dealership has developed comprehensive risk management policies which seek to minimize risks generated by the activities of the organization. The Corporate Risk Management Group develops and maintains models to assess market risks which are constantly updated to capture the dynamic nature of the markets, and in this capacity participates in the evaluation and introduction of new products and business activities.

ICICI Securities Primary Dealership has constituted an internal Risk Management Committee comprising an independent director as the Chairman of the Risk Management Committee and its Managing Director and Chief Executive Officer and senior executives from cross-functional areas. The Committee debates various aspects of risk management and among other things decides risk and investment policies for its various businesses and ensures compliance with regulatory guidelines on risk management as well as with all the prudential and exposure limits set

by the board of directors.

ICICI Prudential Life Insurance Company

The risk governance structure of ICICI Prudential Life Insurance Company consists of the Board, Board Risk Management Committee, Executive Risk Committee and its sub-committees. The Board Risk Management Committee is comprised of non-executive directors. The board, on recommendation of Board Risk Management Committee, has approved policies to address various risks such as market risk, credit risk, liquidity risk, insurance risk, operational risk, reinsurance risk, underwriting risk and outsourcing risk.

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The risk policies set out the governance structure for risk management in ICICI Prudential Life Insurance Company. The Executive Risk Committee, chaired by the Chief Actuary of ICICI Prudential Life Insurance Company, is responsible for assisting the board and the Board Risk Management Committee in their risk management duties and, in particular, is responsible for the approval of all new products launched by ICICI Prudential Life Insurance Company.

The Investment Risk Committee assists the Executive Risk Committee in identification, measurement, monitoring and control of market, liquidity and credit risks. This includes asset liability management through regular monitoring of the equity backing ratios and asset liability duration mismatch. ICICI Prudential Life Insurance Company has a liquidity contingency plan in place. The Insurance Risk Committee assists the Executive Risk Committee in identification, measurement, monitoring and control of insurance risks such as persistency, mortality, morbidity and expense risks.

The Operational Risk Committee assists the Executive Risk Committee in identification, measurement, monitoring and control of operational risks such as risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events. The Outsourcing Committee reports to the Executive Risk Committee on management of outsourcing risk such as risk due to use of services by a third party to perform activities on a continuous basis that would have been normally undertaken by ICICI Prudential Life Insurance Company.

The risk management model of ICICI Prudential Life Insurance Company comprises a four-stage continuous cycle, namely identification and assessment, measurement, monitoring and control of risks. ICICI Prudential Life Insurance Company's risk policies detail the strategy and procedures adopted to follow the risk management cycle at the enterprise level. A risk report detailing the key risk exposures faced by ICICI Prudential Life Insurance Company and mitigation measures is placed before the Board Risk Management Committee on a periodic basis.

### ICICI Lombard General Insurance Company

ICICI Lombard General Insurance Company is principally exposed to risks arising out of the nature of business underwritten and credit risk on its investment portfolio as well as the credit risk it carries on its reinsurers. In respect of business risk, ICICI Lombard General Insurance seeks to diversify its insurance portfolio across product classes, industry sectors and geographical regions. ICICI Lombard General Insurance focuses on achieving a balance between the corporate and retail portfolio mix to achieve favorable claim ratio and risk diversification. ICICI Lombard General Insurance has a risk retention and reinsurance policy whereby tolerance levels are set on as per risk and on a per event basis. ICICI Lombard General Insurance also has the ability to limit its risk exposure by way of re-insurance arrangements. Investments of the company are governed by the investment policy approved by its board of directors within the norms stipulated by the Insurance Regulatory and Development Authority. The Investment Committee oversees the implementation of this policy and reviews it periodically. Exposure to any single entity is restricted to 5.0% of the portfolio and to any industry to 10.0% of the portfolio.

### Controls and Procedures

We have carried out an evaluation under the supervision and with the participation of management, including the Managing Director and Chief Executive Officer and the Executive Director and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) of the Securities Exchange Act as of March 31, 2013.

As a result, it has been concluded that, as of the end of the period covered by this report, the disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed in the reports we file and submit under the Securities Exchange Act is recorded, processed, summarized and reported as and when

required.

However, as a result of our evaluation, we noted certain areas where our processes and controls could be improved. The Audit Committee monitors the resolution of any identified significant process and control improvement opportunities through to a satisfactory conclusion. Like all financial institutions, we nevertheless believe there is room for further improvement. We are committed to continuing to implement and improve internal controls and our risk management processes, and this remains a key priority for us. We also have a process whereby business and financial officers throughout the Bank attest to the accuracy of reported financial information as well as the effectiveness of disclosure controls, procedures and processes.

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There are inherent limitations to the effectiveness of any system, especially of disclosure controls and procedures, including the possibility of human error, circumvention or overriding of the controls and procedures, in a fast-changing environment or when entering new areas of business or expanding geographic reach. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

We have experienced significant growth in a fast-changing environment, and management is aware that this may pose significant challenges to the control framework. See also “—Risk Factors—Risks Relating to Our Business—There is operational risk associated with financial industries which, when realized, may have an adverse impact on our business”.

### Management’s Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) of the Securities Exchange Act). Our internal control system has been designed to provide reasonable assurance regarding the reliability of financial reporting and preparation and fair presentation of published financial statements and net income and stockholders’ equity reconciliation statements, in accordance with respective applicable Generally Accepted Accounting Principles.

Management maintains an internal control system intended to ensure that financial reporting provides reasonable assurance that transactions are executed in accordance with the authorizations of management and directors, assets are safeguarded and financial records are reliable.

Our internal controls include policies and procedures that:

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

All internal control systems, no matter how well-designed, have inherent limitations, and may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

Management assessed the effectiveness of internal control over financial reporting as of March 31, 2013 based on criteria set by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework. Based on the assessment, management concluded that our internal control over financial reporting was effective as of March 31, 2013. Effectiveness of our internal control over financial reporting as of March 31, 2013 has been audited by KPMG, an independent registered public accounting firm, as stated in their attestation report, which is included herein.

### Change in Internal Control Over Financial Reporting

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

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## Loan Portfolio

Our gross loan portfolio was Rs. 3,385.6 billion at year-end fiscal 2013, an increase of 12.5% over the gross loan portfolio of Rs. 3,008.2 billion at year-end fiscal 2012. The gross loan portfolio increased by 13.8% to Rs. 3,008.2 billion at year-end fiscal 2012 from Rs. 2,643.6 billion at year-end fiscal 2011. At year-end fiscal 2013, approximately 66.8% of our gross loans were rupee loans.

## Loan Portfolio by Categories

The following table sets forth, at the dates indicated, our gross (net of write-off) rupee and foreign currency loans by business category.

	2009	2010	At March 31,		2013	2013
			2011	2012		
			(in millions)			
Consumer loans and credit card receivables(1)	Rs. 1,228,337	Rs. 954,245	Rs. 910,952	Rs. 1,040,975	Rs. 1,181,588	US\$ 21,673
Rupee	1,181,368	923,831	888,953	946,778	1,068,305	19,595
Foreign currency	46,969	30,414	21,999	94,197	113,283	2,078
Commercial(2)	1,486,380	1,367,175	1,732,675	1,967,210	2,204,054	40,427
Rupee	587,644	565,990	853,920	1,006,863	1,193,433	21,890
Foreign currency	898,736	801,185	878,755	960,347	1,010,621	18,537
Leasing and related activities(3)	175	17	7	—	—	—
Rupee	175	17	7	—	—	—
Foreign currency	—	—	—	—	—	—
Gross loans	2,714,892	2,321,437	2,643,634	3,008,185	3,385,642	62,099
Rupee	1,769,187	1,489,838	1,742,880	1,953,641	2,261,738	41,485
Foreign currency	945,705	831,599	900,754	1,054,544	1,123,904	20,614
Total gross loans	2,714,892	2,321,437	2,643,634	3,008,185	3,385,642	62,099
Allowance for loan losses	(53,587 )	(63,656 )	(83,441 )	(86,931 )	(85,901 )	(1,576 )
Net loans	Rs. 2,661,305	Rs. 2,257,781	Rs. 2,560,193	Rs. 2,921,254	Rs. 3,299,741	US\$ 60,523

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

(2) Includes builder financing and dealer financing.

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

Our gross rupee currency loans increased from Rs. 1,953.6 billion constituting 64.9% of our total gross loans at year-end fiscal 2012 to Rs. 2,261.7 billion constituting 66.8% of our total gross loans at year-end fiscal 2013 primarily due to an increase in rupee commercial loans.

Our gross foreign currency loans increased from Rs. 1,054.5 billion, constituting 35.1% of our total gross loans at year-end fiscal 2012 to Rs. 1,123.9 billion, constituting 33.2% of our total gross loans at year-end fiscal 2013 primarily due to rupee depreciation and an increase in insured mortgage loans of ICICI Bank Canada. See also



“—Operating and Financial Review and Prospects—Financial Condition—Advances”.

At year-end fiscal 2013, we did not have outstanding cross-border loans (defined as loans made to borrowers outside of India) exceeding 1.0% of our assets in any country except Canada, which were between approximately 2.0% and 2.5% of our assets. We had outstanding cross-border loans to U.S. borrowers amounting to about 0.5% of our assets.

#### Collateral —Completion, Perfection and Enforcement

Our loan portfolio largely consists of loans to retail customers, including home loans, automobile loans, commercial business loans, personal loans and credit card receivables, project and corporate finance and working capital loans to corporate borrowers and agricultural financing. In general, other than personal loans, credit card receivables and some forms of corporate and agricultural financing, which are unsecured, we stipulate that the loans should be over-collateralized at the time of loan origination. However, it should be noted that obstacles within the Indian legal system can create delays in enforcing collateral—see “Risk Factors—Risks Relating to Our Business—

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If we are not able to control the level of non-performing assets in our portfolio, our business will suffer". In India, there are no regulations stipulating loan-to-collateral limits, except in the case of home loans. The Reserve Bank of India has capped the loan-to-value ratio at 90% for home loans up to Rs. 2.5 million and at 80% for home loans above Rs. 2.5 million. The Reserve Bank of India, through a guideline issued on July 1, 2013, has capped the loan-to-value ratio at 90% for home loans up to Rs. 2.0 million, at 80% for home loans between Rs. 2.0 million and Rs. 7.5 million and at 75% for home loans above Rs 7.5 million.

### Secured consumer loan portfolio

Secured consumer loans for the purchase of assets, such as mortgage loans and automobile loans are secured by the assets being financed (predominantly property and vehicles).

Depending on the type of borrower and the asset being financed, the borrower may also be required to contribute towards the cost of the asset. Accordingly, the security value is generally higher than the loan amount at the date of loan origination.

For other secured consumer loans, such as loans against property and property overdrafts, we generally require collateral of 125% of the loan amount at origination.

### Commercial loans

We generally require collateral valued at 125% to 150% of the loan amount at origination for commercial loans. Our commercial loans mainly consist of project and other corporate loans. The collateral are immovable assets, which are typically mortgaged in the Bank's favor, or movable assets, which are typically hypothecated in the Bank's favor. These security interests are perfected by the registration of these interests within time limits stipulated under the Companies Act with the Registrar of Companies pursuant to the provisions of the Companies Act when borrowers are constituted as companies. This registration amounts to a constructive public notice to other business entities of the security interests created by such companies. Prior to creation of security interests on all assets, which are not stock-in-trade for the company, a no-objection certificate from the income tax authorities is required to create a charge on the asset. We may also take security of a pledge of financial assets like marketable securities (for which perfection of security interests by registration with the Registrar of Companies is not mandatory for companies under the Companies Act), and obtain corporate guarantees and personal guarantees wherever appropriate. In certain cases, the terms of financing include covenants relating to sponsor shareholding in the borrower and restrictions on the sponsors' ability to sell all or part of their shareholding. Covenants involving equity shares have a top-up mechanism based on price triggers. For all immovable property and shares, which are secured in favor of offshore lenders, approval from the Reserve Bank of India is obtained prior to creation. See also "— Risk factors - The value of our collateral may decrease or we may experience delays in enforcing our collateral when borrowers default on their obligations to us which may result in failure to recover the expected value of collateral security exposing us to a potential loss".

We generally require collateral valued at 150% of the loan amounts at origination for mortgage loans to non-retail customers such as real estate companies and customers of our lease rental discounting facility. Our lease rental discounting facility is a loan facility offered to borrowers where the loans are granted against confirmed future lease rental payments to be received by the borrowers.

For working capital facilities, the current assets of borrowers are taken as collateral. Each borrower is required to declare the value of current assets periodically. The borrower's credit limit is subject to an internally approved ceiling that applies to all borrowers. We calculate a borrower's credit limits as a certain percentage of the value of the collateral, which provides the Bank with an adequate margin, should the borrower default.

Additionally, in some cases, we may take further security of a first or second charge on fixed assets, a pledge of financial assets like marketable securities, or obtain corporate guarantees and personal guarantees wherever appropriate. We also accept post dated checks and cash as additional comfort for the facilities provided to various entities.

The Bank has an internal framework for updating the collateral values of commercial loans on a periodic basis. Generally, for commercial loans, the value of moveable property held as collateral is updated annually and the value of immovable property held as collateral is updated every three years.

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We have a mechanism by which we track the creation of security and follow up in case of any delay in creation of any security interest. The delays could be due to time taken for acquisition of the asset on which security interest is to be created (or completion of formalities related thereto), obtaining of requisite consents including legal, statutory or contractual obligations to obtain such consents, obtaining of legal opinions as to title and completion of necessary procedure for perfection of security in the respective jurisdictions.

We are entitled in terms of our security documents to enforce security and appropriate the proceeds towards the borrower's loan obligations without reference to the courts or tribunals unless a client makes a reference to such courts or tribunals to challenge such enforcement.

Separately, in India, foreclosure on collateral of property can be undertaken directly by lenders by fulfilling certain procedures and requirements (unless challenged in courts of law) or otherwise by a written petition to an Indian court or tribunal. An application, when made, may be subject to delays and administrative requirements that may result, or be accompanied by, a decrease in the value of the collateral. These delays can last for several years and therefore might lead to deterioration in the physical condition and market value of the collateral. In the event a corporate borrower is in financial difficulty and unable to sustain itself, it may opt for the process of voluntary winding up. In case a company becomes a sick unit, foreclosure and enforceability of collateral is stayed. In fiscal 2003, the Indian Parliament passed the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, as amended, which strengthened the ability of lenders to resolve non-performing assets by granting them greater rights as to enforcement of security, including over immovable property and recovery of dues, without reference to the courts or tribunals. See also “—Overview of the Indian Financial Sector—Recent Structural Reforms—Legislative Framework for Recovery of Debts due to Banks”.

In case of consumer installment loans, we obtain direct debit mandates or post-dated checks towards repayment on pre-specified dates. Post dated checks, if dishonored, entitle us on occurrence of certain events to initiate criminal proceedings against the issuer of the checks.

We recognize that our ability to realize the full value of the collateral in respect of current assets is difficult due to, among other things, delays on our part in taking immediate action, delays in bankruptcy foreclosure proceedings, defects in the perfection of collateral (including due to inability to obtain approvals that may be required from various persons, agencies or authorities) and fraudulent transfers by borrowers and other factors, including current legislative provisions or changes thereto and past or future judicial pronouncements. However, cash credit facilities are so structured that we are generally able to capture the cash flows of our customers for recovery of past due amounts. In addition, we generally have a right of set-off for amounts due to us on these facilities. We regularly monitor the cash flows of our working capital loan customers so that we can take any actions required before the loan becomes impaired. On a case-by-case basis, we may also stop or limit the borrower from drawing further credit from its facility.

## Loan Concentration

We follow a policy of portfolio diversification and evaluate our total financing exposure in a particular industry in light of our forecasts of growth and profitability for that industry. Our Credit Risk Management Group monitors all major sectors of the economy and specifically tracks industries in which we have credit exposures. We seek to respond to any economic weakness in an industrial segment by restricting new credits to that industry segment and any growth in an industrial segment by increasing new credits to that industry segment, resulting in active portfolio management. ICICI Bank's policy is to limit its loan portfolio to any particular industry (other than retail loans) to 15.0% of its total exposure.

Pursuant to the guidelines of the Reserve Bank of India, credit exposure of banks to an individual borrower generally must not exceed 15.0% of our capital funds, unless the exposure is in respect of an infrastructure project. Capital funds comprise Tier 1 and Tier 2 capital calculated pursuant to the guidelines of the Reserve Bank of India, under Indian GAAP. Credit exposure to individual borrowers may exceed the exposure norm of 15.0% of our capital funds by an additional 5.0% (i.e. the aggregate exposure can be 20.0%) provided the additional credit exposure is on account of infrastructure financing. Our exposure to a group of companies under the same management control generally must not exceed 40.0% of our capital funds unless the exposure is in respect of an infrastructure project. The exposure to a group of companies under the same management control, including exposure to infrastructure projects, may be up to 50.0% of our capital funds. Banks may, in exceptional circumstances, with the approval of

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their boards, enhance the exposure by 5.0% of capital funds (i.e., the aggregate exposure can be 20.0% of capital funds for an individual borrower and the aggregate exposure can be 45.0% of capital funds for a group of companies under the same management), making appropriate disclosures in their annual reports. Exposure for funded and non-funded credit facilities is calculated as the total committed amount or the outstanding amount whichever is higher (for term loans, as the sum of undisbursed commitments and the outstanding amount). Investment exposure is considered at book value. At year-end fiscal 2013, we were in compliance with these guidelines.

At year-end fiscal 2013, our largest non-bank borrower accounted for approximately 12.6% of our capital funds. The largest group of companies under the same management control accounted for approximately 30.1% of our capital funds.

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

	2009		2010		At March 31, 2011		2012		As a %	Rs. 1
	Amount	As a %	Amount	As a %	Amount	As a %	Amount			
	(in millions, except percentages)									
Retail finance(1)	Rs. 1,333,969	49.1 %	Rs. 1,048,931	45.2 %	Rs. 1,004,970	38.0 %	Rs. 1,183,925	39.4 %	Rs. 1	
Services —non finance	242,335	8.9	221,955	9.6	232,627	8.8	233,325	7.8	2	
Road, port, telecom, urban development & other infrastructure	115,931	4.3	112,116	4.8	151,499	5.7	196,855	6.5	2	
Power	58,656	2.2	82,158	3.5	109,745	4.2	153,841	5.1	2	
Iron/steel and iron/steel products	113,882	4.2	89,627	3.9	109,092	4.1	132,311	4.4	1	
Services —finance	79,202	2.9	64,243	2.8	160,163	6.1	152,184	5.1	1	
Crude petroleum/refining & petrochemicals	162,652	6.0	150,164	6.5	157,500	6.0	77,804	2.6	9	
Food & beverages	66,208	2.4	79,348	3.4	83,376	3.2	86,473	2.9	9	
Mining	13,594	0.5	10,050	0.4	56,253	2.1	86,802	2.9	8	
Electronics & engineering	51,202	1.9	45,054	1.9	60,635	2.3	65,576	2.2	7	
Construction	35,700	1.3	23,152	1.0	51,423	1.9	60,408	2.0	7	
Cement	24,397	0.9	22,391	1.0	24,921	0.9	48,149	1.6	7	
Wholesale/retail trade	26,305	1.0	48,770	2.1	53,367	2.0	54,985	1.8	7	
Metal & products (excluding iron & steel)	23,561	0.9	35,970	1.5	46,171	1.7	68,587	2.3	6	
Shipping	17,889	0.7	18,755	0.8	23,035	0.9	42,894	1.4	4	
Chemicals & fertilizers	61,326	2.2	55,542	2.4	31,275	1.2	42,924	1.4	4	
Drugs & pharmaceuticals	37,267	1.4	30,918	1.3	31,776	1.2	37,412	1.2	4	
Others(2)	250,816	9.2	182,293	7.9	255,806	9.7	283,730	9.4	3	

Gross loans	2,714,892	100.0	2,321,437	100.0	2,643,634	100.0	3,008,185	100.0	3
Allowance for loan losses	(53,587 )		(63,656 )		(83,441 )		(86,931 )		(
Net loans	Rs. 2,661,305		Rs. 2,257,781		Rs. 2,560,193		Rs. 2,921,254		Rs. 3

(1) Includes home loans, commercial business loans, automobile loans, business banking, credit cards, personal loans, rural loans, loans against securities and dealer financing portfolio.

(2) Primarily includes developer financing portfolio, automobiles, manufacturing products (excluding metal), textile, gems and jewellery and FMCG.

(3) From March 31, 2013, we have changed the classification of the domestic loan portfolio to better reflect the nature of the underlying loans. Accordingly, our loan portfolio for earlier years presented have also been reclassified.

Our gross loan portfolio at year-end fiscal 2013 increased by 12.5% compared to the gross loan portfolio at year-end fiscal 2012. Retail finance was 38.1% of gross loans at year-end fiscal 2013 compared to 39.4% at year-end fiscal 2012 and 38.0% at year-end fiscal 2011. Our gross loans to the services – non-finance sector as a percentage of gross loans were 7.2% at year-end fiscal 2013 compared to 7.8% at year-end fiscal 2012. Our gross loans to the road, port, telecom, urban development & other infrastructure sector as a percentage of gross loans were 6.7% at year-end fiscal 2013 compared to 6.5% at year-end fiscal 2012. Our gross loans to the power sector as a percentage of gross loans was 5.9% at year-end fiscal 2013 compared to 5.1% at year-end fiscal 2012.

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At year-end fiscal 2013, our 20 largest borrowers accounted for approximately 13.5% of our gross loan portfolio, with the largest borrower accounting for approximately 1.5% of our gross loan portfolio. The largest group of companies under the same management control accounted for approximately 5.2% of our gross loan portfolio.

## Geographic Diversity

Our portfolios are geographically diversified. The state of Maharashtra accounted for the largest proportion of our domestic gross loans outstanding at year-end fiscal 2013.

## Directed Lending

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

## Priority Sector Lending

The Reserve Bank of India guidelines on priority sector lending require banks to lend 40.0% of their adjusted net bank credit, to fund certain types of activities carried out by specified borrowers. The definition of adjusted net bank credit includes certain investments like pass through certificates and is computed with reference to the outstanding amount at March 31 of the previous year. The priority sector includes the agricultural sector, food and agri-based industries, small enterprises/businesses, housing finance up to certain limits and borrowers belonging to weaker sections of society. Out of the 40.0%, banks are required to lend a minimum of 18.0% of their adjusted net bank credit to the agriculture sector and the balance to certain specified sectors. Banks are also required to lend 10.0% of their adjusted net bank credit, to the weaker sections of society as defined by Reserve Bank of India guidelines.

ICICI Bank is required to comply with the priority sector lending requirements prescribed by the Reserve Bank of India from time to time. The shortfall in the amount required to be lent to the priority sectors and weaker sections may be required to be deposited with government sponsored Indian development banks like the National Bank for Agriculture and Rural Development, the Small Industries Development Bank of India and the National Housing Bank based on the allocations made by the Reserve Bank of India. These deposits have a maturity of up to seven years and carry interest rates lower than market rates. At year-end fiscal 2013, our total investment in such bonds was Rs. 202.0 billion. At year-end fiscal 2013, ICICI Bank's priority sector lending was Rs. 674.88 billion, constituting about 87.5% of the target. At that date, the qualifying agriculture loans were Rs. 191.86 billion, constituting about 55.3% of the target. ICICI Bank's loans to weaker sections were Rs. 48.63 billion, constituting about 25.2% of the target. See also "—Supervision and Regulation—Directed Lending—Priority Sector Lending".

The following table sets forth ICICI Bank's priority sector loans, classified by the type of borrower, at the last day of fiscal 2013.

	At March 31, 2013					
	Amount		% of total	% of		
	(in billion, except percentages)		priority	adjusted		
			sector	net bank		
			lending	credit		
Agricultural sector(1)	Rs. 191.9	US\$3.5	28.4	%	9.9	%
Small enterprises(2)	279.8	5.2	41.5		14.5	
Others including residential mortgage less than Rs. 2 million	203.2	3.7	30.1		10.6	
Total	Rs. 674.9	US\$12.4	100.0	%	35.0	%



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(1) Includes direct agriculture lending of Rs. 134.0 billion constituting 6.9% of our adjusted net bank credit against the requirement of 13.5%.

(2) Small enterprises include enterprises engaged in manufacturing/processing and whose investment in plant and machinery does not exceed Rs. 50 million and enterprises engaged in providing/rendering of services and whose investment in equipment does not exceed Rs. 20 million.

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## Export Credit

As part of directed lending, the Reserve Bank of India also requires banks to make loans to exporters at concessional rates of interest. Export credit is provided for pre-shipment and post-shipment requirements of exporter borrowers in rupees and foreign currencies. At least 12.0% of a bank's adjusted net bank credit is required to be in the form of export credit. This requirement is in addition to the priority sector lending requirement but credits extended to exporters that are small scale industries or small businesses may also meet part of the priority sector lending requirement. The Reserve Bank of India provides export refinancing to banks for an eligible portion of total outstanding export loans in rupees in line with the current Reserve Bank of India guidelines in India as amended from time to time. The interest income earned on export credits is supplemented through fees and commissions earned from these exporter customers from other fee-based products and services taken by them from us, such as foreign exchange products and bill handling. At March 29, 2013 (the last Friday of March 2013), ICICI Bank's export credit was Rs. 36.8 billion, which amounted to 1.9% of the Bank's adjusted net bank credit.

## Loan Pricing

As required by the Reserve Bank of India guidelines effective July 1, 2010, ICICI Bank prices its loans with reference to a base rate, called the ICICI Bank Base Rate. The Asset Liability Management Committee sets the ICICI Bank Base Rate based on ICICI Bank's current cost of funds, likely changes in the Bank's cost of funds, market rates, interest rate outlook and other systemic factors. Pricing for floating rate fresh approvals and renewal of rupee facilities are linked to the ICICI Bank Base Rate and comprise the ICICI Bank Base Rate, transaction-specific credit and other charges. The Reserve Bank of India has also stipulated that a bank's lending rates for rupee loans cannot be lower than its base rate, except for certain categories of loans as may be specified by the Reserve Bank of India from time to time. ICICI Bank has set its base rate at 9.75% per annum payable monthly, effective April 23, 2012. As prescribed in the guidelines of the Reserve Bank of India, existing borrowers at July 1, 2010 have an option to migrate to the base rate mechanism. All loans approved before July 1, 2010, and where the borrowers choose not to migrate to the base rate mechanism, would continue to be based on the earlier benchmark rate regimes.

## Classification of Loans

We classify our assets, including those in our overseas branches, as performing and non-performing in accordance with the Reserve Bank of India's guidelines except in the case of ICICI Home Finance Company and our overseas banking subsidiaries. ICICI Home Finance Company classifies its loans and other credit facilities as per the guidelines of its regulator, the National Housing Bank. A loan made by any of our overseas banking subsidiaries is classified as impaired only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition on the loan (a loss event) and that loss event has an impact on the estimated future cash flows of the loan that can be reliably estimated. Under the Reserve Bank of India guidelines, an asset is classified as non-performing if any amount of interest or principal remains overdue for more than 90 days in respect of term loans. In respect of overdraft or cash credit, an asset is classified as non-performing if the account remains out of order for a period of 90 days and, in respect of bills, if the account remains overdue for more than 90 days. Further, non-performing assets are classified into sub-standard, doubtful and loss assets based on the criteria stipulated by the Reserve Bank of India. The Reserve Bank of India has separate guidelines for restructured loans. See below "—Restructured Loans".

The classification of assets in accordance with the Reserve Bank of India guidelines is detailed below.

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

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

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

### Restructured Loans

The Reserve Bank of India has separate guidelines for restructured loans. A fully secured standard loan (other than that classified as a commercial real estate exposure, a capital market exposure or a personal loan) can be restructured with asset classification benefits by the rescheduling of principal repayments and/or the interest element, but must be separately disclosed as a restructured loan in the year of restructuring. We continue to classify these loans as restructured until they complete at least one year of satisfactory payment in accordance with the restructured terms and revert to the normal level of standard asset provisions/risk weights for capital adequacy purposes. The diminution in the fair value of the loan, if any, measured in present value terms, is either written off or provision is made to the extent of the diminution involved. For restructured loans, provisions are made in accordance with the guidelines issued by the Reserve Bank of India, which require that the difference between the fair value of the loan before and after restructuring be provided for at the time of the restructuring. There are certain conditions stipulated by the Reserve Bank of India for continuing to classify a restructured standard loan as a standard asset. Similar guidelines apply to sub-standard and doubtful loans.

From December 2008, the Reserve Bank of India permitted banks to restructure loans classified as real estate exposures, up to June 30, 2009 while maintaining these loans as standard loans. Similarly, banks were also permitted to undertake, for loans that were previously restructured, a second restructuring without downgrading the loan to the non-performing category, up to June 30, 2009. The Reserve Bank of India also permitted banks to restructure as standard loans all eligible loans which meet the basic criteria for restructuring, and which were classified as standard at September 1, 2008, irrespective of their subsequent asset classification. This was subject to the receipt by banks of an application from the borrower for restructuring the advance on or before March 31, 2009 and implementing the restructuring package within 120 days from the date of receipt of the application.

In May 2013, the Reserve Bank of India issued final guidelines on restructuring of loans. As per the guidelines, loans that are restructured (other than due to delay upto a specified period in the infrastructure sector and non-infrastructure sector) from April 1, 2015 onwards would be classified as non-performing. The general provision required on restructured standard accounts would be increased to 3.5% from March 31, 2014, and further to 4.25% from March 31, 2015 and 5.0% from March 31, 2016. General provisions on standard accounts restructured after June 1, 2013 would be at 5.0%. Further, banks are required to disclose the aggregate fund based credit facilities of borrowers whose loans were restructured. The guidelines also prescribe measures with respect to the terms of restructuring that may be approved for borrowers.

Up to March 31, 2012, the Reserve Bank of India required banks to separately disclose in their annual reports the aggregate value of all loans that were restructured during the year. The Reserve Bank of India through a notification issued on January 31, 2013 has mandated banks to disclose further details on accounts restructured in their annual reports. This includes disclosing accounts restructured on a cumulative basis excluding the standard restructured accounts which cease to attract higher provision and/or higher risk weight, the provisions made on restructured accounts under various categories and details of movement of restructured accounts. See “Supervision and Regulation—Reserve Bank of India Regulations—Loan Loss Provisions and Non-Performing Assets.”

### Provisioning and Write-Offs

We make provisions in accordance with the Reserve Bank of India's guidelines. The Reserve Bank of India guidelines do not specify the conditions under which assets may be written-off. The Bank has internal policies for writing-off non-performing loans against loan loss allowances. See also "Supervision and Regulation—Reserve Bank of India Regulations—Loan Loss Provisions and Non-Performing Assets—Provisioning and Write-offs". The Reserve Bank of India guidelines on provisioning are as described below.

Standard assets:                   The allowances on the performing portfolios are based on guidelines issued by the Reserve Bank of India. Until November 2008, a general provision ranging

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from 0.25% to 2.0% was required across various portfolios of standard loans. In November 2008, the Reserve Bank of India changed the provisioning requirement for standard assets to a uniform rate of 0.4% for all standard assets except direct advances to agricultural and the small and medium enterprise sectors, which continued to attract a provisioning requirement of 0.25%. The revised standards were effective prospectively, but the existing provisions held by banks could not be reversed. In November 2009, the Reserve Bank of India increased the provisioning requirement for standard assets in the commercial real estate sector to 1.0%. In March 2010, the Reserve Bank of India increased the standard asset provisioning requirement to 1.0% on (i) loans for infrastructure projects where the date of commencement of commercial operation has been extended beyond two years, for the extended period beyond the two years; and (ii) for non-infrastructure loans where the date of commencement of commercial operations has been extended beyond six months from the original date of commencement of commercial operation, for the extended period beyond the six months. In July 2010, the Reserve Bank of India clarified that standard advances to medium-sized enterprises would attract a provisioning requirement of 0.40%. From December 2010, the Reserve Bank of India increased the standard asset provisioning requirement to 2.0% on housing loans, where such loans are made at comparatively lower interest rates for the first years of the loan, after which the rates are reset at higher rates.

In May 2011, the Reserve Bank of India increased the provisioning requirement for restructured accounts classified as standard advances from 0.4% to 2.0% in the first two years from the date of restructuring. In accounts where there is a moratorium on payment of interest/principal after restructuring, the provisioning requirement for standard assets has been increased to 2.0% for the period covering the moratorium and two years thereafter. Similarly, restructured accounts classified as non-performing advances when upgraded to the standard category have a provisioning requirement of 2.0% in the first year from the date of upgradation. In November 2012, Reserve Bank of India increased the standard assets provisioning requirement on restructured loans from 2.00% to 2.75%.

Sub-standard assets:	Effective May 2011 a provision of 15.0% is required for all sub-standard assets as compared to the previous requirement of 10.0%. An additional provision of 10.0% is required for accounts that are unsecured. Unsecured infrastructure loan accounts classified as sub-standard require provisioning of 20.0%.
Doubtful assets:	A 100.0% provision/write-off is required against the unsecured portion of a doubtful asset and is charged against income. With effect from fiscal 2012, for the secured portion of assets classified as doubtful, a 25.0% provision is required for assets that have been classified as doubtful for a year (compared to 20.0% through fiscal 2011), a 40.0% provision is required for assets that have been classified as doubtful for one to three years (compared to a 30.0% provision was required through fiscal 2011) and a 100.0% provision is required for assets classified as doubtful for more than three years. The value assigned to the collateral securing a loan is the amount reflected on the borrower's books or the realizable value determined by third party appraisers.
Loss assets:	The entire asset is required to be written off or provided for.
Restructured loans:	

Until August 27, 2008, a provision equal to the difference between the present value of the future interest as per the original loan agreement and the present value of future interest on the basis of rescheduled terms at the time of restructuring was required to be made.

For loans restructured after August 27, 2008, a provision equal to the difference between the fair value of the loan before and after restructuring is required to be made. The fair value of the loan before restructuring is computed as the present

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value of cash flows representing the interest at the existing rate charged on the loan before restructuring and the principal. The fair value of the loan after restructuring is computed as the present value of cash flows representing the interest at the rate charged on the loan on restructuring and the principal. Both sets of cash flows are discounted by the bank's Benchmark Prime Lending Rate as on the date of restructuring plus the appropriate term premium (for the pre-restructuring tenor and the post-restructuring tenor) and credit risk premium for the borrower category on the date of restructuring. From June 30, 2010 the discount rate is computed as the sum of the ICICI Base Rate, the appropriate term premium and the credit risk premium for the borrower category on the date of restructuring.

In its mid-term review of policy statement for fiscal 2009, the Reserve Bank of India required banks to increase the total provisioning coverage ratio, including floating provisions, to 70.0% in a phased manner. In its clarification on the same, the Reserve Bank of India allowed banks' prudential/technical write-off to be added to both the gross non-performing assets and the provisions held in the calculation of provisioning coverage ratio. In April 2011, the Reserve Bank of India stipulated that banks would be required to maintain their provisioning coverage ratios with reference to their gross non-performing assets position as of September 30, 2010 and not on an ongoing basis with reference to their gross non-performing assets at subsequent dates.

### Our Policy

ICICI Bank provides for non-performing corporate loans in line with the Reserve Bank of India guidelines. ICICI Bank provides for non-performing consumer loans at the borrower levels in accordance with provisioning policy of ICICI Bank, subject to minimum provision requirements set by the Reserve Bank of India. Loss assets and the unsecured portion of doubtful assets are fully provided for or written off. The Bank holds specific provisions against non-performing loans, general provisions against performing loans and floating provision taken over from the erstwhile Bank of Rajasthan upon amalgamation.

For restructured loans, provisions are made in accordance with the restructuring guidelines issued by the Reserve Bank of India. The Bank's provisioning coverage ratio at year-end fiscal 2013 computed as per the Reserve Bank of India guidelines mentioned above was 76.8%.

### Impact of Economic Environment on Commercial and Consumer Loan Borrowers

In the late 1990s, increased domestic competition due to the opening up of the Indian economy, high levels of debt relative to equity and a downturn in the commodities markets globally led to stress on the operating performance of Indian businesses, impairment of a significant amount of assets in the financial system and approval of restructuring programs for a large number of companies. This led to an increase in the level of restructured and non-performing loans in the Indian financial system, including our loans, from fiscal 2001 to fiscal 2004. While restructured and non-performing loans subsequently declined, the deterioration in the global economic environment during fiscal 2009, in particular following the bankruptcy of Lehman Brothers in September 2008, adversely impacted the operations of several Indian companies. Indian businesses were impacted by the lack of access to financing/refinancing from global debt capital markets, losses on existing inventories due to the sharp decline in commodity prices, reduction in demand for and prices of output and reduction in cash accruals and profitability. This led to additional restructuring of loans in the Indian banking system, including us in fiscal 2009 and fiscal 2010.

From fiscal 2002, we rapidly grew our consumer loans and credit card receivables portfolio based on the untapped potential in residential mortgages and other retail credit products in the Indian market. These included credit cards and unsecured personal loans. The Indian retail credit market expanded rapidly from fiscal 2002 to fiscal 2007 driven by



growth in household incomes, decline in interest rates and increased availability of retail credit. Since fiscal 2007, the retail credit market has slowed down significantly following increases in systemic interest rates and home prices, which reduced affordability for borrowers. During fiscal 2008 and fiscal 2009, we experienced an increase in non-performing loans in our consumer loans and credit card receivables portfolio. The primary reasons for this increase were the seasoning of the overall portfolio and the increase in defaults on the unsecured personal loans and credit card receivables due to challenges in collections and deterioration in the macroeconomic environment. While additions to gross non-performing assets in our retail portfolio remained at a

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high level in fiscal 2010, we experienced a sharp decline in net additions to gross retail non-performing loans from fiscal 2011, due to the measures initiated by the Bank to curb delinquencies and improve collection practices from the second half of fiscal 2009. These measures include strengthening loan eligibility requirements for retail loans, reducing emphasis on unsecured lending and realigning credit limits for certain credit card holders. The Bank improved its collection practices by integrating collections across products and using technology more efficiently. In addition, the Bank increased its customer-facing call center operations, its interactions through local dialects and regional languages and its use of early reminders of the amounts due by the borrowers. The Bank resolved disputed claims of certain delinquent borrowers through alternative dispute resolution techniques such as mediation and through centralization of certain legal processes.

Since fiscal 2012, the Indian economy has experienced a moderation in growth. Interest rates in the economy rose following tightening of monetary policy in response to high inflation. While inflation moderated and the central bank effected some reductions in policy rates, interest rates in general continue to be relatively high. The corporate sector has experienced a decline in sales and profit growth, and has also experienced elongation of working capital cycles and a high level of receivables. The Indian rupee has depreciated significantly vis-a-vis the U.S. dollar during this period. Further, corporate investment activity has been impacted by concerns over administrative clearances and issues around access to land and natural resources. For example, there have been concerns over the availability of fuel for thermal and gas-based power plants. Given the concerns over growth, companies have found it difficult to access equity capital markets and several companies and sectors have relatively high leverage. Due to these and other factors, there has been an increase in the non-performing and restructured loans of Indian banks, including us. See also “Risk Factors—Risks Relating to Our Business—If we are not able to control the level of non-performing assets in our portfolio, our business will suffer” and “Business—Strategy”.

Various factors, including a rise in unemployment, prolonged recessionary conditions, our regulators’ assessment and review of our loan portfolio, a sharp and sustained rise in interest rates, developments in the global and Indian economy, movements in global commodity markets and exchange rates and global competition could cause a further increase in the level of non-performing assets on account of retail and other loans and have a material adverse impact on the quality of our loan portfolio. See also “Risk Factors—Risks Relating to Our Business—If we are not able to control the level of non-performing assets in our portfolio, our business will suffer” and “Business—Strategy”.

**Restructured Loans**

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

	At March 31,					
	2009	2010	2011	2012	2013	Amount
	Amount	Amount	Amount	Amount	Amount	
	(in millions, except percentages)					
Consumer loans & credit card receivables	Rs. 1,933	Rs. 3,704	Rs. 1,847	Rs. 164	Rs. 388	US\$ 7
Rupee	1,933	3,704	1,623	13	152	3
Foreign currency	-	-	224	151	236	4
Commercial(1)	77,666	65,534	27,256	52,553	66,919	1,228
Rupee	55,212	42,798	17,934	40,319	47,314	868
Foreign currency	22,454	22,736	9,322	12,234	19,605	360
Total restructured loans	79,599	69,238	29,104	52,717	67,307	1,235

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Rupee	57,145	46,502	19,558	40,333	47,466	871
Foreign currency	22,454	22,736	9,546	12,385	19,841	364
Gross restructured loans(2)	79,599	69,238	29,104	52,717	67,307	1,235
Provision for loan losses	(1,736 )	(2,758 )	(940 )	(4,642 )	(5,294 )	(97 )
Net restructured loans	Rs. 77,863	Rs. 66,480	Rs. 28,164	Rs. 48,075	Rs. 62,013	US\$ 1,138
Gross customer assets(2)	Rs. 2,892,808	Rs. 2,601,135	Rs. 3,108,740	R\$ 3,531,625	R\$ 4,001,517	US\$ 73,395
Net customer assets	Rs. 2,836,439	Rs. 2,536,941	Rs. 3,024,694	R\$ 3,443,817	R\$ 3,914,869	US\$ 71,806
Gross restructured loans as a percentage of gross customer assets	2.8 %	2.7 %	0.9 %	1.5 %	1.7 %	
Net restructured loans as a percentage of net customer assets	2.7 %	2.6 %	0.9 %	1.4 %	1.6 %	

(1) Includes working capital finance.

(2) Includes loans of ICICI Bank and its subsidiaries and credit substitutes of ICICI Bank, net of write-offs.

(3) Based on the Reserve bank of India guidelines effective fiscal 2013, entire borrower level outstanding of the restructured accounts are included. Accordingly, numbers for earlier years presented have also been re-classified.

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

	2009		2010		At March 31, 2011			2012			2013
	Amount	As a percentage of restructured loans	Amount	As a percentage of restructured loans	Amount	As a percentage of restructured loans	Amount	As a percentage of restructured loans	Amount	Amount	
	(in millions, except percentages)										
Services-non finance	Rs.—	—	% Rs. 12,256	17.7	% Rs. 8,954	30.8	% Rs. 9,832	18.7	% Rs. 7,573	US\$ 13	
Drugs and pharmaceuticals	—	—	2,668	3.9	2,373	8.2	7,200	13.7	6,993	12	
Road, port, telecom, urban development & other infrastructure	10,544	13.2	8,696	12.6	3,851	13.2	6,695	12.7	16,282	29	
Chemicals & fertilizers	174	0.2	212	0.3	2,664	9.2	5,676	10.8	6,261	11	
Services-finance	913	1.1	313	0.5	-	0.0	6,137	11.6	5,595	10	
Power	16,059	20.2	16,993	24.5	554	1.9	2,648	5.0	3,828	70	
Manufacturing products (excluding metals)	—	—	19	—	—	—	2,484	4.7	2,900	53	
Wholesale/retail trade	—	—	—	—	—	—	2,177	4.1	1,588	29	
Textiles	1,046	1.3	5,162	7.5	887	3.1	1,432	2.7	1,510	28	
Food & beverages	916	1.2	2,998	4.3	1,929	6.6	2,069	3.9	720	13	
Iron/steel & products	—	0.0	2,791	4.0	1,555	5.3	2,268	4.3	1,913	35	
Electronics & engineering	1,417	1.8	1,216	1.8	393	1.4	457	0.9	3,642	67	
Shipping	46	0.1	47	0.1	1,612	5.5	500	1.0	881	16	
Cement	349	0.4	537	0.8	101	0.4	341	0.6	320	6	
Automobile (including trucks)	5,870	7.4	5,271	7.6	37	0.1	19	—	—	—	
Paper & paper products	—	—	367	0.5	—	—	—	—	—	—	
Crude petroleum/ refining & petrochemicals	37,297	46.9	—	—	18	-	—	—	—	—	
	—	—	293	0.4	—	—	—	—	548	10	

Metal &  
products  
(excluding iron  
& steel)

Retail finance	1,933	2.4	3,704	5.3	1,847	6.3	164	0.3	388	7
Others(1)	3,035	3.8	5,695	8.2	2,329	8.0	2,618	5.0	6,365	11
Gross restructured loans	Rs. 79,599	100.0	Rs. 69,238	100.0	Rs. 29,104	100.0	Rs. 52,717	100.0	Rs. 67,307	US\$ 1,2
Aggregate provision for loan losses	(1,736 )		(2,758 )		(940 )		(4,642 )		(5,294 )	(9
Net restructured loans	Rs. 77,863		Rs. 66,480		Rs. 28,164		Rs. 48,075		Rs. 62,013	US\$ 1,1

(1) Others primarily include construction and real estate.

(2) Based on the Reserve bank of India guidelines effective fiscal 2013, entire borrower level outstanding of the restructured accounts are included. Accordingly, numbers for earlier years presented have also been re-classified.

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During fiscal 2013, loans amounting to Rs. 24.9 billion were restructured as compared to Rs. 38.8 billion in fiscal 2012. Since fiscal 2012, the Indian economy has experienced a moderation in growth. Interest rates in the economy rose following tightening of monetary policy in response to high inflation. While inflation moderated and the central bank effected some reductions in policy rates, interest rates in general continue to be relatively high. The corporate sector has experienced a decline in sales and profit growth, and has also experienced elongation of working capital cycles and a high level of receivables. The Indian rupee has depreciated significantly vis-a-vis the U.S. dollar during this period. Further, corporate investment activity has been impacted by concerns over administrative clearances and issues around access to land and natural resources. For example, there have been concerns over the availability of fuel for thermal and gas-based power plants. Given the concerns over growth, companies have found it difficult to access equity capital markets and several companies and sectors have relatively high leverage. Due to these and other factors, there has been an increase in the non-performing and restructured loans of Indian banks, including us. Restructured loans to the roads, port, telecom, urban development & other infrastructure sector increased from Rs. 6.7 billion at year-end fiscal 2012 to Rs. 16.3 billion at year-end fiscal 2013 and to electronics & engineering sector increased from Rs. 0.5 billion at year-end fiscal 2012 to Rs. 3.6 billion at year-end fiscal 2013. After restructuring, based on the satisfactory performance of the borrower over a period of at least one year and after it reverts to the normal level of general provision for standard loans/risk weights for capital adequacy computations, the restructured account may be upgraded and removed from this category. During fiscal 2013, based on payment performance, the Bank upgraded certain borrower accounts with outstanding loans totaling Rs. 2.6 billion as compared to Rs. 9.0 billion during fiscal 2012. The gross restructured loans increased by 27.7% from Rs. 52.7 billion at year-end fiscal 2012 to Rs. 67.3 billion at year-end fiscal 2013, while the net restructured loans increased by 29.0% from Rs. 48.1 billion at year-end fiscal 2012 to Rs. 62.0 billion at year-end fiscal 2013. The net restructured loans were 1.6% of net customer assets at year-end fiscal 2013, compared to 1.4% at year-end fiscal 2012. At year-end fiscal 2013, the outstanding provision for diminution in fair value of restructured loans (including the provision for funded interest) was Rs. 5.3 billion compared to Rs. 4.6 billion at year-end fiscal 2012. See also “Risk Factors—Risks Relating to Our Business—The level of restructured loans in our portfolio may increase and the failure of our restructured loans to perform as expected could affect our business”. See also “Operating and Financial Review and Prospects—Provisions for Restructured Loans and Non-performing Assets”.

## Non-Performing Assets

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

	At March 31,					
	2009 Amount	2010 Amount	2011 Amount	2012 Amount	2013 Amount      Amount	
(in millions, except percentages)						
Consumer loans & credit card receivables(1)	Rs.72,201	Rs.69,462	Rs.71,778	Rs.67,356	Rs.49,156	Rs.902
Rupee	72,105	69,111	71,296	66,915	48,891	897
Foreign currency	96	351	482	441	265	5
Commercial(2)	27,188	35,923	39,641	39,673	57,914	1,062
Rupee	23,892	25,337	29,058	27,616	42,939	787
Foreign currency	3,296	10,586	10,583	12,057	14,975	275
Leasing and related activities	532	436	156	95	95	2
Rupee	532	436	156	95	95	2
Foreign currency	—	—	—	—	—	—

Total non-performing assets	99,921	105,821	111,575	107,124	107,165	1,966
Rupee	96,529	94,884	100,510	94,626	91,925	1,686
Foreign currency	3,392	10,937	11,065	12,498	15,240	280
Gross non-performing assets(3)(4)	99,921	105,821	111,575	107,124	107,165	1,966
Provision for loan losses	(52,580 )	(59,083 )	(79,501 )	(79,875 )	(78,016 )	(1,431 )
Net non-performing assets	Rs. 47,341	Rs. 46,738	Rs. 32,074	Rs. 27,249	Rs. 29,149	Rs. 535
Gross customer assets(3)	Rs. 2,892,808	Rs. 2,601,135	Rs. 3,108,740	Rs. 3,531,625	Rs. 4,001,517	Rs. 73,395
Net customer assets	Rs. 2,836,439	Rs. 2,536,941	Rs. 3,024,694	Rs. 3,443,817	Rs. 3,914,869	Rs. 71,806
Gross non-performing assets as a percentage of gross customer assets	3.5 %	4.1 %	3.6 %	3.0 %	2.7 %	

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	At March 31,									
	2009		2010		2011		2012		2013	
	Amount		Amount		Amount		Amount		Amount	
	(in millions, except percentages)									
Net non-performing assets as a percentage of net customer assets	1.7	%	1.8	%	1.1	%	0.8	%	0.7	%

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

(2) Includes working capital finance.

(3) Includes loans of ICICI Bank and its subsidiaries and credit substitutes of ICICI Bank, net of write-offs.

(4) Includes loans identified as impaired in line with the guidelines issued by regulators of the respective subsidiaries.

The following table sets forth, for the periods indicated, our gross non-performing asset portfolio.(1)

Particulars	2009	2010	2011	2012	2013
	Rs. in million				
<b>A. Consumer loans &amp; credit card receivables(2),(3)</b>					
Non-performing assets at the beginning of the fiscal year	Rs. 54,954	Rs. 72,201	Rs. 69,462	Rs. 71,778	Rs. 67,356
Addition: New non-performing assets during the year	35,481	55,834	18,535	18,604	9,927
Less:					
Upgradations(4)	–	(4,176 )	(5,817 )	(4,927 )	(3,995 )
Recoveries (excluding recoveries made from upgraded accounts)	–	(20,371 )	(9,785 )	(11,461 )	(8,793 )
Write-offs	(18,234 )	(34,026 )	(617 )	(6,638 )	(15,339 )
Non-performing assets at the end of the fiscal year	Rs. 72,201	Rs. 69,462	Rs. 71,778	Rs. 67,356	Rs. 49,156
<b>B. Commercial(5)</b>					
Non-performing assets at the beginning of the fiscal year	Rs. 22,483	Rs. 27,188	Rs. 35,923	Rs. 39,641	Rs. 39,673
Addition: New non-performing assets during the year	16,451	18,717	14,561	17,183	28,992
Less:					
Upgradations(4)	(2,967 )	(2,480 )	(1,765 )	(3,485 )	(4,083 )
Recoveries (excluding recoveries made from upgraded accounts)	(6,822 )	(6,511 )	(7,806 )	(7,995 )	(3,947 )
Write-offs	(1,957 )	(991 )	(1,272 )	(5,671 )	(2,721 )
Non-performing assets at the end of the fiscal year	Rs. 27,188	Rs. 35,923	Rs. 39,641	Rs. 39,673	Rs. 57,914
<b>C. Leasing and related activities</b>					
Non-performing assets at the beginning of the fiscal year	Rs. 526	Rs. 532	Rs. 436	Rs. 156	Rs. 95
	14	–	–	–	–



Addition: New non-performing assets  
during the year

Less:

Upgradations(4)	-	(96 )	-	-	-
Recoveries (excluding recoveries made from upgraded accounts)	(8 )	-	(280 )	(61 )	-
Write-offs	-	-	-	-	-
Non-performing assets at the end of the fiscal year	Rs.532	Rs.436	Rs.156	Rs.95	Rs.95

D. Total non-performing assets (A+B+C)

Non-performing assets at the beginning of the fiscal year	Rs.77,963	Rs.99,921	Rs.105,821	Rs.111,575	Rs.107,124
Addition: New non-performing assets during the year	51,946	74,551	33,096	35,787	38,919
Less:					
Upgradations(4)	(2,967 )	(6,752 )	(7,582 )	(8,412 )	(8,078 )
Recoveries (excluding recoveries made from upgraded accounts)	(6,830 )	(26,882 )	(17,871 )	(19,517 )	(12,740 )
Write-offs	(20,191 )	(35,017 )	(1,889 )	(12,309 )	(18,060 )

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Particulars	2009	2010	2011	2012	2013
			Rs. in million		
Non-performing assets at the end of the fiscal year(5)	Rs. 99,921	Rs. 105,821	Rs. 111,575	Rs. 107,124	Rs. 107,165

- (1) Includes loans identified as impaired in accordance with guidelines issued by regulators of the respective subsidiaries.
- (2) For “Consumer loans” in fiscal 2009, the difference between the opening and closing balances of non-performing assets is included in addition to gross non-performing assets on a net basis, except with respect to accounts written-off during the year, which are included in the “Write-offs” row. From fiscal year-end 2010 onwards, for “Consumer loans”, the difference between the opening and closing balances has been further bifurcated into additions, upgradations and recoveries made during the year. For “Credit card receivables” in all years displayed, the difference between the opening and closing balances of non-performing assets is included in additions to gross non-performing assets on a net basis, except with respect to accounts written-off during the year, which are included in the “Write-offs” row.
- (3) Includes home loans, automobile loans, commercial business loans, two-wheeler loans, personal loans, credit card receivables and farm equipment loans.
- (4) Represents accounts that were previously classified as non-performing but have been upgraded to performing.
- (5) Includes working capital finance.

Gross additions to non-performing assets in fiscal 2013 were higher at Rs. 38.9 billion as compared to Rs. 35.8 billion in fiscal 2012. During fiscal 2013, we upgraded non-performing assets amounting to Rs. 8.1 billion and made recoveries against non-performing assets amounting to Rs. 12.6 billion. During fiscal 2013, loans amounting to Rs. 18.1 billion were written-off as compared to Rs. 12.3 billion in fiscal 2012. As a result, gross non-performing assets increased marginally from Rs. 107.1 billion at year-end fiscal 2012 to Rs. 107.2 billion at year-end fiscal 2013.

We experienced an increase in non-performing assets in our consumer loans portfolio in fiscal 2009 due to the seasoning of the portfolio and a higher level of defaults in unsecured personal loans and credit card receivables due to challenges in collections and the impact of the adverse macroeconomic environments. While additions to gross non-performing assets in our consumer loans remained high in fiscal 2010, we experienced a sharp decline in additions to gross non-performing consumer loans since fiscal 2011, due to the measures initiated by the Bank to curb delinquencies and improved collection practices. See also “Business—Classification of Loans—Impact of Economic Environment on Commercial and Consumer Loan Borrowers—Non-performing Assets”. Gross additions to non-performing consumer loans, which were Rs. 55.8 billion in fiscal 2010, declined sharply to Rs. 18.5 billion during fiscal 2011, Rs. 18.6 billion in fiscal 2012 and Rs. 9.9 billion during fiscal 2013. Gross additions to non-performing commercial loans increased from Rs. 17.2 billion in fiscal 2012 to Rs. 29.0 billion in fiscal 2013. Non-performing loans in the banking system in India increased during fiscal 2012 and fiscal 2013. Since fiscal 2012, the Indian economy has experienced a moderation in growth. Interest rates in the economy rose following tightening of monetary policy in response to high inflation. While inflation moderated and the central bank effected some reductions in policy rates, interest rates in general continue to be relatively high. The corporate sector has experienced a decline in sales and profit growth, and has also experienced elongation of working capital cycles and a high level of receivables. The Indian rupee has depreciated significantly vis-a-vis the U.S. dollar during this period. Further, corporate investment activity has been impacted by concerns over administrative clearances and issues around access to land and natural resources. For example, there have been concerns over the availability of fuel for thermal and gas-based power plants. Given the concerns over growth, companies have found it difficult to access equity capital markets and several

companies and sectors have relatively high leverage. Due to these and other factors, there has been an increase in the non-performing and restructured loans of Indian banks, including us. The increase in gross non-performing assets for services – non finance is mainly on account of recognition of loans to a media company as non-performing during fiscal 2013.

As a percentage of net customer assets, net non-performing assets were 0.7% at year-end fiscal 2013 compared to 0.8% at year-end fiscal 2012.

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

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	2009		2010		At March 31, 2011		2012		Amount
	As a percentage of non-performing Amount	As a percentage of non-performing assets	As a percentage of non-performing Amount	As a percentage of non-performing assets	As a percentage of non-performing Amount	As a percentage of non-performing assets	As a percentage of non-performing Amount	As a percentage of non-performing assets	
	(in millions, except percentages)								
Retail finance(1)	Rs. 85,752	85.8 %	Rs. 81,363	76.9 %	Rs. 83,691	75.0 %	Rs. 78,790	73.6 %	Rs. 59,786
Road, ports, telecom, urban development & other infrastructure	–	–	77	0.1	73	0.1	146	0.1	142
Services—non finance	684	0.7	575	0.5	804	0.7	398	0.4	9,144
Power	108	0.1	2	–	18	–	92	0.1	91
Iron/steel and products	351	0.4	1,563	1.5	102	0.1	913	0.9	1,993
Services—finance	199	0.2	2,735	2.6	1,213	1.1	1,265	1.2	1
Crude petroleum/refining and petrochemicals	213	0.2	233	0.2	18	–	2,819	2.6	2,467
Mining	21	–	581	0.5	–	–	611	0.6	804
Construction	80	0.1	297	0.3	703	0.6	893	0.8	2,237
Food and beverages	826	0.8	3,929	3.7	4,240	3.8	4,045	3.8	4,595
Cement	–	–	–	–	359	0.3	–	–	–
Electronics and engineering	527	0.5	430	0.4	334	0.3	1,805	1.7	3,025
Wholesale/retail trade	2,338	2.3	2,503	2.4	2,697	2.4	1,152	1.1	4,165
Shipping	1,010	1.0	13	–	1,173	1.1	448	0.4	376
Metal & products (excluding iron & steel)	301	0.3	736	0.7	1,334	1.2	1,366	1.3	1,336
Chemicals & fertilizers	1,832	1.8	2,042	1.9	1,830	1.6	1,515	1.4	1,772
Other Industries(2)	5,679	5.8	8,742	8.3	12,986	11.7	10,866	10.0	15,231
Gross non-performing assets	Rs. 99,921	100.0%	Rs. 105,821	100.0%	Rs. 111,575	100.0%	Rs. 107,124	100.0%	Rs. 107,165
Aggregate provision for loan losses	(52,580)		(59,083)		(79,501)		(79,875)		(78,016)
Net non-performing assets	Rs. 47,341		Rs. 46,738		Rs. 32,074		Rs. 27,249		Rs. 29,149

(1)

Includes home loans, commercial business loans, rural loans, automobile loans, business banking, credit cards, personal loans, loans against securities and dealer financing portfolio.

- (2) Other industries primarily include developer financing portfolio, automobiles, manufacturing products (excluding metal), textile, drugs and pharmaceuticals, gems and jewellery and FMCG.
- (3) From March 31, 2013, we have changed the classification of the domestic loan portfolio to better reflect the nature of the underlying loans. Accordingly, our loan portfolio for earlier years presented is also reclassified.

#### Non-Performing Asset Strategy

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

Our strategy for resolution of non-performing assets includes sales of financial assets to asset reconstruction companies in exchange for receipt of securities in the form of pass-through instruments issued by asset reconstruction companies, wherein payments to holders of the securities are based on the actual realized cash flows from the transferred assets. Under Indian GAAP, these instruments are valued at the net asset values as declared by

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the asset reconstruction companies in accordance with the Reserve Bank of India guidelines. Under U.S. GAAP, the assets we sell in exchange for security receipts are not accounted for as sales either because transfers do not qualify for sale accounting under FASB ASC Topic 860, “Transfers and servicing”, or transfers qualify for sale accounting but were impacted by FASB ASC Subtopic 810-10, “Consolidation – overall”, whereby, because the Bank is the ‘primary beneficiary’ of certain of these funds/trusts, it is required under U.S. GAAP to consolidate these entities. These assets are considered restructured assets under U.S. GAAP. See also “Supervision and Regulation—Reserve Bank of India Regulations—Regulations relating to Sale of Assets to Asset Reconstruction Companies”. In fiscal 2011, we sold fully written off credit card receivables. During fiscal 2012, we sold Rs. 0.04 billion of our net non-performing assets to asset reconstruction companies. During fiscal 2013, we sold Rs. 0.08 billion of our net non-performing assets to asset reconstruction companies. At year-end fiscal 2013, we had an outstanding net investment of Rs. 11.5 billion in security receipts issued by asset reconstruction companies in relation to sales of our non-performing assets.

We monitor migration of the credit ratings of our borrowers to enable us to take proactive remedial measures to prevent loans from becoming non-performing. We review the industry outlook and analyze the impact of changes in the regulatory and fiscal environment. Our periodic review system helps us to monitor the health of accounts and to take prompt remedial measures.

Secured loans to retail customers are secured by first and exclusive liens on the assets financed (predominantly property and vehicles). We are entitled in terms of our security documents to repossess security comprising assets such as plant, equipment and vehicles without reference to the courts or tribunals unless a client makes a reference to such courts or tribunals to stay our actions. In respect of our retail loans, we adopt a standardized collection process to ensure prompt action for follow-up on overdue loans and recovery of defaulted amounts.

We generally stipulate that corporate loans should be over-collateralized at the date of the loan’s origination. However, recoveries may be subject to delays of up to several years, due to the long legal process in India. This leads to delay in enforcement and realization of collateral. We may also take as security a pledge of financial assets, including marketable securities, and obtain corporate guarantees and personal guarantees wherever appropriate. In certain cases, the terms of financing include covenants relating to sponsors’ shareholding in the borrower and restrictions on the sponsors’ ability to sell all or part of their shareholding. Covenants involving equity shares have top-up mechanism based on price triggers. We maintain the non-performing assets on our books for as long as the enforcement process is ongoing. Accordingly, a non-performing asset may continue for a long time in our portfolio until the settlement of loan account or realization of collateral, which may be longer than that for U.S. banks under similar circumstances. See also “—Loan portfolio—Collateral—Completion, Perfection and Enforcement”.

## Provision for Loan Losses

The following table sets forth, at the periods indicated, the provisions for our non-performing asset portfolio.(1)

	At March 31, 2009	2010	2011	2012	2013
	Rs. in millions				
A. Consumer loans & credit card receivables (2),(3)					
Aggregate provision for loan losses at the beginning of the year	Rs. 31,003	Rs. 40,674	Rs. 42,087	Rs. 56,507	Rs. 56,928
Add: Provision made during the year	30,924	36,028	19,696	13,839	7,630
	(21,253 )	(33,470 )	(617 )	(6,638 )	(15,339 )

Less: Provision utilized for write-off					
Less: Write-back of excess provision	–	(1,145 )	(4,659 )	(6,780 )	(6,577 )
Aggregate provision for loan losses at the end of the year	Rs. 40,674	Rs. 42,087	Rs. 56,507	Rs. 56,928	Rs. 42,642
<b>B. Commercial (4)</b>					
Aggregate provision for loan losses at the beginning of the year	Rs. 9,373	Rs. 11,654	Rs. 16,834	Rs. 22,838	Rs. 22,852
Add: Provision made during the year	5,155	8,617	9,466	8,548	16,658
Less: Provision utilized for write-off	(1,965 )	(636 )	(759 )	(4,930 )	(1,996 )
Less: Write-back of excess provision	(909 )	(2,801 )	(2,703 )	(3,604 )	(2,235 )
Aggregate provision for loan losses at the end of the year	Rs. 11,654	Rs. 16,834	Rs. 22,838	Rs. 22,852	Rs. 35,279
<b>C. Leasing and related activities</b>					
Aggregate provision for loan losses at the beginning of the year	Rs. 198	Rs. 252	Rs. 162	Rs. 156	Rs. 95
Add: Provision made during the year	54	–	80	–	–
Less: Provision utilized for write-off	–	–	–	–	–
Less: Write-back of excess provision	(0 )	(90 )	(86 )	(61 )	–
Aggregate provision for loan losses at the end of the year	Rs. 252	Rs. 162	Rs. 156	Rs. 95	Rs. 95

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	At March 31, 2009	2010	2011	2012	2013
	Rs. in millions				
<b>C. Leasing and related activities</b>					
Aggregate provision for loan losses at the beginning of the year	Rs. 198	Rs. 252	Rs. 162	Rs. 156	Rs. 95
Add: Provision made during the year	54	–	80	–	–
Less: Provision utilized for write-off	–	–	–	–	–
Less: Write-back of excess provision	(0 )	(90 )	(86 )	(61 )	–
Aggregate provision for loan losses at the end of the year	Rs. 252	Rs. 162	Rs. 156	Rs. 95	Rs. 95
<b>D. Total provision (A+B+C)</b>					
Aggregate provision for loan losses at the beginning of the year	Rs. 40,574	Rs. 52,580	Rs. 59,083	Rs. 79,501	Rs. 79,875
Add: Provision made during the year	36,133	44,645	29,242	22,387	24,288
Less: Provision utilized for write-off	(23,218 )	(34,106 )	(1,376 )	(11,568 )	(17,335 )
Less: Write-back of excess provision	(909 )	(4,036 )	(7,448 )	(10,445 )	(8,812 )
Aggregate provision for loan losses at the end of the year	Rs. 52,580	Rs. 59,083	Rs. 79,501	Rs. 79,875	Rs. 78,016

- (1) Includes loans identified as impaired in line with the guidelines issued by regulators of the respective subsidiaries.
- (2) For “Consumer loans” in fiscal 2009, the difference between the opening and closing balances of aggregate provision for loan losses is included in “Add: Provision made during the year” on a net basis, except with respect to accounts written-off during the year, which are included in the “Less: Provision utilized for write-off” row. From fiscal year-end 2010 onwards, for “Consumer loans”, the difference between the opening and closing balances has been further bifurcated into additions, write-offs and writeback of excess provision made during the year. For “Credit card receivables” in all years displayed, the difference between the opening and closing balances of aggregate provision for loan losses is included in “Add: Provision made during the year” on a net basis, except with respect to accounts written-off during the year, which are included in the “Less: Provision utilized for write-off” row.
- (3) Includes home loans, automobile loans, commercial business loans, two-wheeler loans, personal loans, credit card receivables and farm equipment loans.
- (4) Includes working capital finance.

During fiscal 2013, provision for non-performing assets, net of write-back of excess provisions, increased from Rs. 11.9 billion in fiscal 2012 to Rs. 15.5 billion in fiscal 2013. The provision, net of write-back of excess provisions on commercial loans increased from Rs. 4.9 billion in fiscal 2012 to Rs. 14.4 billion in fiscal 2013, primarily on account of an increase in provisions on the loans to small & medium enterprises and corporate loans.



Between fiscal 2008 and fiscal 2010 we experienced an increase in non-performing consumer loans due to the seasoning of the portfolio and a higher level of defaults in unsecured personal loans and credit card receivables due to challenges in collections and the impact of the adverse macroeconomic environments. We experienced a sharp decline in additions to gross non-performing consumer loans since fiscal 2011, due to the measures initiated by the Bank to curb delinquencies and improved collection practices. This resulted in a decline in provisions, net of write-back of excess provisions, against non-performing consumer loans from Rs. 7.1 billion in fiscal 2012 to Rs. 1.1 billion in fiscal 2013. See also “Business—Classification of Loans—Impact of Economic Environment on Commercial and Consumer Loan Borrowers—Non-performing Assets” and “Business—Classification of Loans—Impact of Economic Environment on Commercial and Consumer Loan Borrowers—Restructured Loans”.

#### Potential problem loans

When management has doubts as to a borrower’s ability to comply with loans’ repayment terms, the Bank considers these loans as potential problem loans. At year-end fiscal 2013, the Bank had Rs. 52.1 billion in potential problem loans, which were not classified as non-performing or restructured assets. We closely monitor these loans and the borrowers of these loans for compliance with the loan repayment terms. We also similarly monitor past-due loans and below-investment grade loans, as discussed in Schedule 18B of the consolidated financial statements.

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## Subsidiaries, Associates and Joint Ventures

The following table sets forth certain information relating to our subsidiaries, associates and joint ventures at year-end fiscal 2013.

Name	Year of formation	Activity	Ownership interest	Total income(1) (in millions, except percentages)	Net worth(2)	Total assets(3)
ICICI Venture Funds Management Company Limited	January 1988	Private Equity/ venture capital fund management	100.00 %	Rs. 1,304	Rs. 1,862	Rs. 2,802
ICICI Securities Primary Dealership Limited	February 1993	Securities investment, trading and underwriting	100.00 %	8,302	6,791	107,417
ICICI Prudential Asset Management Company Limited	June 1993	Asset management company for ICICI Prudential Mutual Fund	51.00 %	3,892	1,863	3,373
ICICI Prudential Trust Limited	June 1993	Trustee company for ICICI Prudential Mutual Fund	50.80 %	6	12	19
ICICI Securities Limited	March 1995	Securities broking & merchant banking	100.00 %	7,378	3,268	9,085
TCW/ICICI Investment Partners Limited(4) (earlier known as TCW/ICICI Investment Partners LLC)	April 1995	Asset management	50.00 %	-	-	-
ICICI International Limited	January 1996	Asset management	100.00 %	41	90	95
ICICI Bank Eurasia LLC	May 1998	Banking	100.00 %	1,093	3,609	13,282
ICICI Trusteeship Services Limited	April 1999	Trusteeship services	100.00 %	1	4	4
ICICI Home Finance Company Limited	May 1999	Housing finance	100.00 %	9,301	14,646	72,025
	March 2000		100.00 %	59	152	168

ICICI Investment Management Company Limited		Asset management					
ICICI Securities Holdings Inc.	June 2000	Holding company	100.00 %	7	601	601	
ICICI Securities Inc.	June 2000	Securities broking	100.00 %	28	33	100	
ICICI Prudential Life Insurance Company Limited	July 2000	Life insurance	73.85 %	201,588	39,649	752,244	
ICICI Lombard General Insurance Company Limited	October 2000	General insurance	73.37 %	74,572	18,348	118,687	
ICICI Bank UK PLC	February 2003	Banking	100.00 %	9,487	33,775	194,737	
ICICI Bank Canada	September 2003	Banking	100.00 %	11,646	54,742	286,968	
ICICI Prudential Pension Fund Management Company Limited(s)(5)	April 2009	Pension fund management	100.00 %	17	268	278	

- (1) Total income represents gross income from operations and other income.
- (2) Net worth represents share capital, share application money and reserves and surplus.
- (3) Total assets represent fixed assets, advances, investments and gross current assets (including cash and bank balances).
- (4) The entity has been consolidated as per the proportionate consolidation method as prescribed by AS 27 on 'Financial Reporting of Interests in Joint Ventures'. The entity is in the process of liquidation.
- (5) ICICI Prudential Pension Funds Management Company Limited is a wholly owned subsidiary of ICICI Prudential Life Insurance Company Limited.

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The following table sets forth certain information on other significant entities whose results were included in the consolidated financial statements under Indian GAAP at year-end fiscal 2013.

Name	Year of formation	Activity	Ownership interest	Total income(1)	Net worth(2)	Total Assets(3)
(in millions, except percentages)						
Mewar Aanchalik Gramin Bank(4)	January 1983	Banking	35.00 %	Rs. 614	Rs. 195	Rs. 6,474
ICICI Kinfra Limited	January 1996	Infrastructure development consultancy	76.00 %	6	10	19
ICICI Equity Fund	March 2000	Unregistered venture capital fund	100.00 %	5	681	683
ICICI Eco-net Internet & Technology Fund	October 2000	Venture capital fund	92.12 %	6	145	147
ICICI Emerging Sectors Fund	March 2002	Venture capital fund	99.31 %	39	423	437
ICICI Strategic Investments Fund	February 2003	Unregistered venture capital fund	100.00 %	24	1,014	1,014
I-Ven Biotech Limited	December 2003	Investment in research and development of biotechnology	100.00 %	22	258	258
I-Process Services (India) Private Limited(4)	April 2005	Services related to back end operations	19.00 %	1,048	(8 )	164
ICICI Venture Value Fund	June 2005	Unregistered venture capital fund	54.35 %	0	0	0
Financial Inclusion Network and Operations Limited(4)	June 2006	Support services for financial inclusion	27.25 %	3,064	2,728	4,174
NIIT Institute of Finance, Banking and Insurance Training Limited(4)	June 2006	Education and training in banking and finance	18.79 %	399	(33 )	125
Rainbow Fund(4)	March 2008	Unregistered venture capital fund	23.98 %	2	0	0
ICICI Merchant Services Private Limited(4)	July 2009	Merchant servicing	19.00 %	1,240	733	3,875
India Infradebt Limited(4)	October 2012	Infrastructure finance	31.00 %	84	3,080	3,081

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- (1) Total income represents gross income from operations and other income.
  - (2) Net worth represents share capital/unit capital (in case of venture capital funds) and reserves and surplus.
  - (3) Total assets represent fixed assets, advances, and investments and gross current assets (including cash and bank balances).
  - (4) These entities have been accounted as per the equity method as prescribed by AS 23 on 'accounting for investments in associates in consolidated financial statements'.

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At year-end fiscal 2013, all of our subsidiaries and joint ventures were incorporated in India, except the following seven companies:

- ICICI Securities Holdings Inc., incorporated in the United States;
- ICICI Securities Inc., incorporated in the United States;
- ICICI Bank UK PLC (formerly ICICI Bank UK Limited), incorporated in the United Kingdom;
  - ICICI Bank Canada, incorporated in Canada;
- ICICI Bank Eurasia Limited Liability Company, incorporated in Russia;
- ICICI International Limited, incorporated in Mauritius; and
- TCW/ICICI Investment Partners Limited, incorporated in Mauritius.

ICICI Securities Holdings Inc. is a wholly owned subsidiary of ICICI Securities Limited and ICICI Securities Inc. is a wholly owned subsidiary of ICICI Securities Holdings Inc. ICICI Securities Holdings Inc. and ICICI Securities Inc. are consolidated in ICICI Securities' Limited's financial statements. ICICI International Limited holds a 50.0% stake in TCW/ICICI Investment Partners Limited.

Technology

We continue to endeavor to be at the forefront of usage of technology in the financial services sector. We strive to use information technology as a strategic tool for our business operations, to gain a competitive advantage and to improve our overall productivity and efficiency. Our technology initiatives are aimed at enhancing value, offering customers greater convenience and improved service levels while optimizing costs. Our focus on technology emphasizes:

- Electronic and online channels to:
  - o offer easy access to our products and services;
  - o reduce distribution and transaction costs;
  - o new customer acquisition;
  - o enhance existing customer relationships; and
  - o reduce time to market.
- The application of information systems for:
  - o operational efficiency;
  - o effective marketing;
  - o monitoring and controlling risks;

- o identifying, assessing and capitalizing on market opportunities; and
- o assisting in offering improved products and services to customers.
- o We also seek to leverage our domestic technology capabilities in our international operations.

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### Technology Organization

We have dedicated technology groups for our products and services for retail, corporate, international and rural customers. Our Technology Management Group coordinates our enterprise-wide technology initiatives. Our Technology Infrastructure Group provides the technology infrastructure platform across all business technology groups to gain synergies in operation. The business technology groups review the individual requirements of the various business groups and the Information Security Group ensures that the customer information is secure.

### Banking Application Software

We use banking applications like a core banking system, loan management system, and credit card management system, all of which are flexible and scalable and allow us to serve our growing customer base. A central stand-in server ensures services all days of the week, throughout the year, to the various delivery channels even if the primary systems are unavailable. In addition to our data center in Mumbai, we have built a new state-of-the-art data center in Hyderabad for centralized data base management, data storage and retrieval and a new disaster recovery center. We are currently migrating to this data center.

### Electronic and Online Channels

We use a combination of physical and electronic delivery channels to maximize customer choice and convenience, which has helped to differentiate our products in the marketplace. Our branch banking software is flexible and scalable and integrates seamlessly with our electronic delivery channels. At March 2013, we had 10,481 automated teller machines across India. Our automated teller machines have additional features such as instant fund transfer, bill payment and insurance premium payment. We offer a number of online banking services to our customers for both corporate and retail products and services. Our call centers across locations at Thane and Hyderabad are operational around the clock and are equipped with multiple leading edge systems such as interactive voice response systems, automatic call distribution, computer telephony integration and voice recorders. We seek to use the latest technology in these call centers to provide an integrated customer view to the call center agents to get a complete overview of the customer's relationship with us. The database enables customer segmentation and assists the call agent in identifying and executing cross-selling opportunities. In fiscal 2013, we launched a banking application on Facebook allowing customers to access their account details, view account statements and place service requests.

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

### High-Speed Electronic Communications Infrastructure

We have a nationwide data communications backbone linking all our channels and offices. The network is designed for extensive reach and redundancy, which are imperative in a vast country like India. The communications network is monitored 24 hours a day using advanced network management software.

### Operations Relating to Commercial Banking for Corporate Customers

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



We have centralized the processing systems of treasuries of all our overseas branches and banking subsidiaries. As a result, the processing of transactions as well as the applications used for deal entry are now centrally located and maintained in India.

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### Customer Relationship Management

We have implemented a customer relationship management solution for the automation of customer handling in all key retail products. The solution helps in tracking and timely resolution of various customer queries and issues. The solution has been deployed at the telephone banking call centers as well as at a large number of branches.

### Data Warehousing and Data Mining

We have a data warehouse for customer data aggregation and data mining initiatives. We have implemented an enterprise application integration initiative across our retail and corporate products and services, to link various products, delivery and channel systems. This initiative follows from our multi-channel customer service strategy and seeks to deliver customer related information consistently across access points. It also aims to provide us with valuable information to compile a unified customer view and creates various opportunities associated with cross-selling and upselling other financial products.

### Data Center and Disaster Recovery System

We have commissioned and built a new data center at Hyderabad, which is designed to optimize energy efficiency and accommodate high server densities. We are currently in the process of relocating our data center to Hyderabad from our existing facility in Mumbai.

We have also completed the design for a new disaster recovery data center at Jaipur and construction is in progress. Our current disaster recovery data center at Hyderabad can host all critical banking applications in the event of a disaster at the primary site.

We have developed business continuity plans, which would help facilitate continuity of critical businesses in the event of a disaster. These plans are tested periodically under live or simulated scenarios. These plans have been prepared in line with the guidelines issued by the Reserve Bank of India and have been approved by our Board of Directors.

### Competition

We face competition in all our principal areas of business from Indian and foreign commercial banks, housing finance companies, mutual funds and investment banks. We are the largest private sector bank in India and the second largest bank among all banks in the country, in terms of total assets. We seek to gain competitive advantage over our competitors by offering innovative products and services, using technology, building customer relationships and developing a team of highly motivated and skilled employees. We evaluate our competitive position separately in respect of our products and services for retail and corporate customers.

### Commercial Banking Products and Services for Retail Customers

In the retail markets, competition is primarily from foreign and Indian commercial banks and housing finance companies. Foreign banks have product and delivery capabilities but are likely to focus on limited customer segments and geographical locations since they have a smaller branch network than Indian commercial banks. Foreign banks in aggregate had only 307 branches in India at June 30, 2012. Indian public sector banks have wide distribution networks but generally relatively less strong technology and marketing capabilities while private sector banks have a relatively smaller branch network but stronger technology capabilities. With the implementation of technology-based core banking solutions, public sector banks have become more competitive in selling products and services to retail customers. In addition some specialized non-bank finance companies have increased market share in certain segments of retail banking products. We seek to compete in this market through a full product portfolio and effective

distribution channels, which include branches, agents, robust credit processes and collection mechanisms, experienced professionals and superior technology.

Commercial banks attract the majority of retail bank deposits, historically the preferred retail savings product in India. We have sought to capitalize on our corporate relationships to gain individual customer accounts through payroll management products and will continue to pursue a multi-channel distribution strategy utilizing physical branches, ATMs, telephone banking call centers and the internet to reach customers. Further, following a strategy focused on customer profiles and product segmentation, we offer differentiated liability products to customers of

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various ages and income profiles. Mutual funds are another source of competition to us. Mutual funds offer tax advantages and have the capacity to earn competitive returns and hence present a competitive alternative to bank deposits.

### Commercial Banking Products and Services for Agricultural and Rural Customers

In our commercial banking operations for agricultural and rural customers, we face competition from public sector banks that have large branch networks in rural India. Other private sector banks and non-banking finance companies also provide products and services in rural India. We also face competition from specialized players such as rural finance institutions and non-banking finance companies. We seek to compete in this business based on our product strategy and multiple channels.

### Commercial Banking Products and Services for Corporate Customers

In products and services for corporate customers, we face strong competition primarily from public sector banks, foreign banks and other new private sector banks. Our principal competition in these products and services comes from public sector banks, which have built extensive branch networks that have enabled them to raise low-cost deposits and, as a result, price their loans and fee-based services very competitively. Their wide geographical reach facilitates the delivery of banking products to their corporate customers located in most parts of the country. We seek to compete based on our service and prompt turnaround times that we believe are significantly faster than public sector banks. We seek to compete with the large branch networks of the public sector banks through our multi-channel distribution approach and technology-driven delivery capabilities. Traditionally, foreign banks have been active in providing treasury-related products and services, trade finance, fee-based services and other short-term financing products to top tier Indian corporations. We compete with foreign banks in cross-border trade finance based on our wider geographical reach relative to foreign banks and our customized trade financing solutions. We have established strong fee-based cash management services and leverage our balance sheet size, wider branch network, technology and our international presence to compete in treasury-related products and services.

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

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

### Commercial Banking Products and Services for International Customers

Our international strategy is focused on India-linked opportunities. In our international operations, we face competition from Indian public sector banks with overseas operations, foreign banks with products and services targeted at non-resident Indians and Indian businesses and other service providers such as remittance services. Foreign banks have become more competitive in providing financing to Indian businesses leveraging their strength of access to lower cost foreign currency funds. We are seeking to position ourselves as an Indian bank offering globally-benchmarked products and services with an extensive distribution network in India to gain competitive advantage. We seek to leverage our technology capabilities developed in our domestic businesses to offer convenience

and efficient services to our international customers. We also seek to leverage our strong relationships with Indian corporations in our international business.

#### Insurance and Asset Management

Our insurance and asset management joint ventures face competition from existing dominant public sector players as well as new private sector players. We believe that the key competitive strength of our insurance joint ventures is the combination of our experience in the Indian financial services industry with the global experience and skills of our joint venture partners. We believe that ICICI Prudential Life Insurance Company, ICICI Lombard

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General Insurance Company and ICICI Prudential Asset Management Company have built strong product, distribution and risk management capabilities, achieving market leadership positions in their respective businesses. According to data published by the Insurance Regulatory and Development Authority of India, ICICI Prudential Life Insurance Company had a retail market share of about 7.0% in new business written (on a retail weighted received premium basis) during fiscal 2013. ICICI Lombard General Insurance Company had a market share of about 9.5% in gross written premiums during fiscal 2013 (excluding premium on the motor third party insurance pool). See also “Business—Insurance”. ICICI Prudential Asset Management Company manages the ICICI Prudential Mutual Fund, which was among the top three mutual funds in India in terms of average funds under management.

## Employees

At year-end fiscal 2013, we had 85,217 employees, including sales executives, employees on fixed term contracts and interns, compared to 81,254 employees at year-end fiscal 2012 and 79,978 employees at year-end fiscal 2011. Of these, 62,065 employees were employed by ICICI Bank at year-end fiscal 2013, an increase from 58,276 at year-end fiscal 2012. Of our 85,217 employees at year-end fiscal 2013, approximately 34,341 were professionally qualified, holding degrees in management, accountancy, engineering, law, computer science, economics or banking.

We dedicate a significant amount of senior management time to ensuring that employees remain highly motivated and perceive the organization as a satisfactory working environment. Employee compensation is linked to performance and we encourage the involvement of our employees in the overall performance and profitability of the Bank. A performance appraisal system has been implemented to assist management in career development and succession planning. Management believes that it has good relationships with its employees.

ICICI Bank has an employee stock option scheme to encourage and retain high-performing employees. Pursuant to the employee stock option scheme up to 10.0% of the aggregate of our issued equity shares at the time of grant of the stock options can be allocated under the employee stock option scheme. The stock options entitle eligible employees to apply for equity shares. The grant of stock options is approved by ICICI Bank’s board of directors on the recommendation of the Board Governance, Remuneration and Nomination Committee. The eligibility of each employee is determined based on an evaluation including the employee’s work performance, technical knowledge and leadership qualities. See also “Management—Compensation and Benefits to Directors and Officers—Employee Stock Option Scheme”.

ICICI Bank has training centers, where various training programs designed to meet the changing skill requirements of its employees are conducted. These training programs include orientation sessions for new employees and management development programs for mid-level and senior executives. The training centers regularly offer courses conducted by faculty, both national and international, drawn from industry, academia and ICICI Bank’s own organization. Training programs are also conducted for developing functional as well as managerial skills. Products and operations training are also conducted through web-based training modules.

In addition to basic compensation, employees of ICICI Bank are eligible to receive loans from ICICI Bank at subsidized rates and to participate in its provident fund and other employee benefit plans. The provident fund, to which both ICICI Bank and its employees contribute a defined amount, is a savings scheme, required by government regulation, under which ICICI Bank at present is required to pay to employees a minimum annual return as specified from time to time, which was specified at 8.50% for fiscal 2013. If such return is not generated internally by the fund, ICICI Bank is liable for the difference. ICICI Bank has also set up a superannuation fund to which it contributes defined amounts. The employees have been given an option to opt out of the superannuation fund and in such cases the defined amounts are paid as part of monthly salary. In addition, ICICI Bank contributes specified amounts to a gratuity fund set up pursuant to Indian statutory requirements.

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

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	2011		At March 31, 2012		2013	
	Number	% of total	Number	% of total	Number	% of total
ICICI Bank Limited	56,969	71.2	58,276	71.7	62,065	72.8
ICICI Prudential Life Insurance Company Limited	13,393	16.8	13,608	16.8	12,841	15.1
ICICI Lombard General Insurance Company Limited	4,264	5.3	4,153	5.1	4,532	5.3
ICICI Home Finance Company Limited	360	(2) 0.4	363	(3) 0.4	399	(3) 0.5
ICICI Prudential Asset Management Company Limited	857	1.1	698	0.9	648	0.8
ICICI Securities Limited	3,462	4.3	3,481	4.3	4,100	4.8
ICICI Securities Primary Dealership Limited	72	0.1	73	0.1	73	0.1
Others	601	0.8	602	0.7	559	0.7
Total number of employees(1)	79,978	100.0	81,254	100.0	85,217	100.0

(1) Includes interns, sales executives and employees on fixed-term contract totaling 2,071 at year-end fiscal 2013, 2,241 at year-end fiscal 2012 and 2,033 at year-end fiscal 2011.

(2) Including 260 employees deputed from ICICI Bank.

(3) All employees are deputed from ICICI Bank.

### Properties

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

ICICI Bank had a principal network consisting of 3,100 branches and 10,481 ATMs at year-end fiscal 2013 in India. At June 30, 2013, ICICI Bank had a network of 3,350 branches in India. These facilities are located throughout India. In addition to the branches, extension counters and ATMs, ICICI Bank has 39 controlling/administrative offices including the registered office at Vadodara and the corporate headquarters at Mumbai, and 49 regional processing centers and three central processing centers, two located in Mumbai and one in Hyderabad. We have branches in Bahrain, Dubai International Financial Centre, Hong Kong, Qatar financial centre, Singapore, Sri Lanka and the United States and representative offices in the United Arab Emirates, Bangladesh, China, Indonesia, Malaysia, South Africa and Thailand. ICICI Bank also provides residential facilities to employees. At year-end fiscal 2013, ICICI Bank had 829 apartments for its employees.

### Legal and Regulatory Proceedings

We are involved in various litigations and are subject to a wide variety of banking and financial services laws and regulations in each of the jurisdictions in which we operate. We are also subject to a large number of regulatory and enforcement authorities in each of these jurisdictions. We are involved in a number of legal proceedings and regulatory relationships in the ordinary course of our business. However, we are not a party to any proceedings and no proceedings are known by us to be contemplated by governmental authorities or third parties, which, if adversely determined, may have a material adverse effect on our financial condition or results of operations.



The following penalties were imposed and paid by us in the past:

- In fiscal 2011, the Reserve Bank of India imposed a penalty of Rs. 0.5 million on us in connection with Know Your Customer guidelines.

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- In May 2012, the Insurance Regulatory and Development Authority of India imposed a penalty of Rs. 11.8 million on ICICI Prudential Life Insurance Company because of non-compliance with certain provisions of the Insurance Act, 1938 and regulations/guidelines issued by the Insurance Regulatory and Development Authority in respect of intermediaries and group insurance.
- In fiscal 2012, the Reserve Bank of India imposed a penalty of Rs. 1.5 million on us in connection with non-compliance of certain instructions issued by the Reserve Bank of India with respect to our derivatives business.
  - In May 2012, the Reserve Bank of India imposed a penalty of Rs. 0.07 million on the Bank in connection with an operational error regarding the sale of government securities on behalf of a customer.
- In May 2012, the Reserve Bank of India imposed a penalty of Rs. 0.5 million on ICICI Securities Primary Dealership in connection with an operational error regarding the sale of government securities.
- In October 2012, the Reserve Bank of India imposed a penalty of Rs. 3.0 million on ICICI Bank for non-compliance with the Know Your Customer directions issued by Reserve Bank of India.
- In December 2012, the Reserve Bank of India imposed a penalty of Rs. 0.5 million on ICICI Securities Primary Dealership in connection with an operational error regarding the sale of government securities.
- In June 2013, the Reserve Bank of India imposed a penalty of Rs. 10.0 million on ICICI Bank, alongwith penalties on other banks in India, pursuant to its investigation following a sting operation by a news website on branches of Indian banks and insurance companies.

See also “Risk Factors— “We are involved in various litigations. Any final judgment awarding material damages against us could have a material adverse impact on our future financial performance and our stockholders’ equity” and “—The regulatory environment for financial institutions is facing unprecedented change in the post-financial crisis environment”.

At year-end fiscal 2013, our contingent tax liability was assessed at an aggregate of Rs. 41.1 billion, mainly pertaining to income tax, service tax and sales tax/value added tax demands by the government of India’s tax authorities for past years. We have appealed each of these tax demands. The tax related inquiries are not included in contingent liabilities as we believe that such proceedings are likely to be dropped by the tax authorities or will not be upheld by judicial authorities. Based on consultation with counsel and favorable decisions in our own and other cases as set out below, management believes that the tax authorities are not likely to be able to substantiate their tax assessments and, accordingly, we have not provided for these tax demands at year-end fiscal 2013. Disputed tax issues that are classified as remote are not disclosed as contingent liabilities by us.

Of the contingent tax liability of Rs. 41.1 billion:

- Rs. 2.5 billion relates to sales tax/value added tax assessment. The disputed issues mainly pertain to tax on interstate/import leases by various state government authorities in respect of lease transactions entered into by the Bank, value added tax imposed on the sale of repossessed assets and bullion-related matters whereby we are relying on a favorable decision in our own/other precedent cases and opinions from counsel.
- Rs. 2.7 billion is in respect of service tax matters mainly with regard to the demands issued along-with interest and penalty by the service tax authorities. Of the total demand, Rs. 1.1 billion pertains to venture capital funds in respect of retention of contribution received by the fund, treated as fees received in lieu of management services

rendered by them and Rs. 1.4 billion pertains to life insurance company for levy of service tax on receipt of surrender/foreclosure charges under unit linked insurance plans/life insurance plans. The balance of Rs. 0.2 billion pertains to other ICICI Bank entities.

- Rs. 35.9 billion relates to appeals filed by us or the tax authorities with respect to assessments mainly pertaining to income tax, and interest tax, where we are relying on favorable precedent decisions of the appellate court and expert opinions. The key disputed liabilities are detailed below:

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- Rs. 11.4 billion relates to whether interest expenses can be attributed to earning tax-exempt dividend income. We believe that no interest can be allocated thereto as there are no borrowings earmarked for investment in shares/tax free bonds and our interest free funds are sufficient to cover investments in the underlying shares tax free securities. The Bank has relied on the favorable opinion from counsel and decisions in similar cases.
- Rs. 7.4 billion relates to the disallowance of marked-to-market losses on derivative transactions treated by the tax authorities as notional losses. The Bank has relied on the favorable opinion from counsel and favorable appellate decisions in similar cases, which had allowed the deduction of marked-to-market losses from business income.
  - Rs. 5.3 billion relates to the disallowance of depreciation claims on leased assets by the tax authorities, who believe the lease transactions should be treated as loan transactions. The Bank has relied on a favorable opinion from counsel and favorable appellate decisions in the Bank's own case and other similar cases.
- Rs. 2.7 billion relates to taxability of amounts withdrawn from the special reserve. ICICI had maintained two special reserve accounts, which includes special reserve created up to assessment year 1997-98. Withdrawals from the account were assessed as taxable by the tax authorities for the assessment years 1998-99 to 2000-01. We have received a favorable order in respect of the assessment year 1998-1999 and 1999-2000 but the income tax department has appealed against the favorable orders.
- Rs. 2.0 billion relates to double taxation of income of two of our venture capital funds. The assessing officer has taxed the income received by the venture capital funds by treating the venture fund as an "association of persons" resulting in double taxation of income both in the hands of venture capital funds and beneficiaries. The venture capital funds have obtained relief from the Commissioner of Income Tax (Appeals) but the tax authorities have challenged the relief order before the higher appellate authority.

Based on judicial precedents in our own and other cases, and upon consultation with tax counsel, management believes that it is more likely than not that our tax position will be sustained. Accordingly, no provision has been made in the accounts.

The above contingent liability does not include Rs. 24.3 billion pertaining to the deduction of bad debts and levy of penalties which are pending before appellate authorities, as these liabilities are considered remote, since they are covered by Supreme Court (the highest court in India) decisions in other cases and therefore not required to be disclosed as contingent liability.

A number of litigations and claims against ICICI Bank and its directors are pending in various forums. The claims on ICICI Bank mainly arise in connection with civil cases involving allegations of service deficiencies, property or labor disputes, fraudulent transactions, economic offences and other cases filed in the normal course of business. The Bank is also subject to counterclaims arising in connection with its enforcement of contracts and loans. A provision is created where an unfavorable outcome is deemed probable and in respect of which a reliable estimate can be made. In view of the inherent unpredictability of litigation and for cases where the claim amount sought is substantial, the actual cost of resolving litigations may be substantially different from the provision held.

ICICI Bank held a total provision of Rs. 405 million at year-end fiscal 2013 for 497 cases with claims totaling approximately Rs. 1,059 million, where an unfavorable outcome was deemed probable and in respect of which a reliable estimate could be made.

For cases where an unfavorable outcome is deemed to be reasonably possible but not probable, the amount of claims is included in contingent liabilities. At year-end fiscal 2013, such claims amounted to a total of Rs. 14,302 million

relating to 103 cases. It was not possible to estimate the possible loss or range of possible losses for these cases due to the nature of the cases. However, in one matter where the claim was Rs. 12,410 million, the Bank had estimated possible liability of Rs. 140 million and Rs. 12,270 million was considered as remote. Hence, Rs. 140

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million was considered as the contingent liability for this matter. Accordingly, at year-end fiscal 2013, total contingent liability of the Bank was Rs. 2,032 million.

For cases where the possibility of an unfavorable outcome is deemed remote, we have not made a provision, nor have we included the amount of the claims in these cases in contingent liabilities.

In some instances, civil litigants have named our directors as co-defendants in lawsuits against ICICI Bank. There were 220 such cases at year-end fiscal 2013.

Management believes, based on consultation with counsel, that the claims and counterclaims filed against us in the above legal proceedings are frivolous and untenable and their ultimate resolution will not have a material adverse effect on our results of operations, financial condition or liquidity. Based on a review of other litigations with legal counsel, management also believes that the outcome of such other matters will also not have a material adverse effect on our financial position, results of operations or cash flows.

At year-end fiscal 2013, there were 65 ongoing litigations (including those where the likelihood of our incurring liability is assessed as “probable”, “possible” and “remote”), each involving a claim of Rs. 10 million or more, with an aggregate amount of approximately Rs. 50.1 billion (to the extent quantifiable and including amounts claimed jointly and severally from us and other parties). The following are litigations where the amounts claimed are Rs. 1.0 billion or higher:

- Sanghi Spinners India Limited was sanctioned various foreign currency loans between 1994 and 2002. The loans were secured by way of movable and immovable properties of Sanghi Spinners India Limited. Subsequently, ICICI Bank assigned its loans to Sanghi Spinners India Limited to Asset Reconstruction Company (India) Limited. After assignment of the debt, Asset Reconstruction Company (India) Limited revoked the restructuring package which was sanctioned to Sanghi Spinners India Limited in 2005 and initiated recovery proceedings. Sanghi Spinners India Limited filed a suit before the Bombay High Court alleging that there were delays in releasing the sanctioned facilities leading to heavy costs and losses in completing one of its projects. Sanghi Spinners India Limited also contended that the assignment of the debt to Asset Reconstruction Company (India) Limited was done without its company’s consent and that the account was classified as a non-performing asset in violation of the Reserve Bank of India guidelines. Sanghi Spinners India Limited has in this suit claimed damages of Rs. 26.7 billion (along with interest) from, among others, Asset Reconstruction Company (India) Limited and ICICI Bank. ICICI Bank has filed its written statement in the suit and has also preferred a notice of motion for dismissal of the suit as against ICICI Bank, on the grounds of limitation, among others.
- On October 19, 2011 the revenue intelligence wing of the Government of Rajasthan sought information on the immoveable properties transferred from Bank of Rajasthan to ICICI Bank pursuant to the merger of the Bank of Rajasthan with ICICI Bank. We provided the required information to the revenue intelligence wing. On November 9, 2011, ICICI Bank received a notice demanding payment of stamp duty and registration fees of Rs. 12.4 billion with regard to the merger without providing any details of how the demand had been computed. ICICI Bank duly responded to the notice by denying the liability on the basis that the merger was approved by Reserve Bank of India by an order under the Banking Regulation Act, 1949 and there was no provision in the Rajasthan Stamp Act for payment of stamp duty on such order or any requirement for registration thereof. The Additional Collector (Stamps), Jaipur, issued a prosecution notice to ICICI Bank on March 14, 2012 for non payment of stamp duty and non-registration of documents in relation to the immovable properties belonging to Bank of Rajasthan that had been transferred to ICICI Bank as a result of the merger. ICICI Bank sought an opinion from a legal counsel which confirmed that the order under the Banking Regulation Act, 1949 is not required to be stamped. ICICI Bank has filed a writ petition in the High Court of Jaipur challenging the demand notice and the notice for prosecution.

- On October 4, 2011, the New York Branch of ICICI Bank was served with a restraining notice and information subpoena by a New York District Court seeking information about Indiabulls Financial Services Limited with instructions to freeze and surrender their assets pursuant to a dispute between Amaprop Limited and Indiabulls Financial Services Limited. While ICICI Bank fully responded to the information subpoena, it indicated that it would not be able to freeze and surrender any assets of a client located in India in the absence of a court order from an Indian Court as such actions would conflict with the

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requirements of applicable Indian laws. Thereafter, ICICI Bank was served a show-cause notice requesting that ICICI Bank pay Amaprop the amount of funds transferred by Indiabulls Financial Services Limited and damages of up to US\$49 million. In its response submitted in January 2012, ICICI Bank, submitted that its actions were in compliance with applicable laws of India and New York at all times. The matter was heard by the United States District Court, Southern District of New York and an order dated February 16, 2012 held the show cause notice to be valid and enforceable in respect of all funds and assets of Indiabulls Financial Services Limited held in India or elsewhere. The court order further directed ICICI Bank to freeze all accounts and deposits of Indiabulls Financial Services Limited held by ICICI Bank and remit these funds to Amaprop Limited. Accordingly, ICICI Bank remitted an amount of Rs. 2 million, equivalent to US\$ 41,529 to Amaprop Limited. ICICI Bank has filed an appeal and Amaprop has filed a cross-appeal, both of which are pending before the United States Court of Appeals for the Second Circuit.

- In 1999, we filed a suit in the Debt Recovery Tribunal, Delhi against Esslon Synthetics Limited and its Managing Director (in his capacity as guarantor) for the recovery of amounts totaling Rs. 169 million due from Esslon Synthetics Limited. In May 2001, the guarantor filed a counterclaim for an amount of Rs. 1.00 billion against us and other lenders who had extended financial assistance to Esslon Synthetics on the grounds that he had been coerced by officers of the lenders into signing an agreement between LML Limited, Esslon Synthetics and the lenders on account of which he suffered, among other things, loss of business. Esslon Synthetics Limited filed an application to amend the counterclaim in January 2004. We have filed our reply to the application for amendment. The guarantor has also filed an interim application on the grounds that certain documents have not been exhibited, to which we have filed our reply stating that the required documents are neither relevant nor necessary for adjudicating the dispute between the parties. In the meantime, the Industrial Development Bank of India has challenged the order of the Debt Recovery Tribunal, Delhi, whereby the Debt Recovery Tribunal allowed LML Limited to be included in the list of parties. The Debt Recovery Appellate Tribunal, Delhi has passed an interim stay order against the Debt Recovery Tribunal proceedings. In the liquidation proceeding before the High Court at Allahabad, the official liquidator attached to the Allahabad High Court sold the assets of Esslon Synthetics for Rs. 61 million in November 2002. We have filed our claim with the official liquidator attached to the Allahabad High Court for our dues. The official liquidator has informed us that the claim of the Bank has been allowed and that the amount payable to the Bank is Rs. 12 million. We have filed an affidavit before the official liquidator for disbursement of the amount and the official liquidator has released Rs. 9 million to the Bank and the balance amount will be disbursed after finalization of amounts due to the employees of Esslon Synthetics by the Company court.

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

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

American Depositary Receipt Fees and Payments



Fees and Charges Payable by Holders of our ADSs

The fees and charges payable by holders of our ADSs include the following:

- i) a fee not in excess of US\$0.05 per ADS is charged for each issuance of ADSs including issuances resulting from distributions of shares, share dividends, share splits, bonuses and rights distributions ;

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- ii) a fee not in excess of US\$0.05 per ADS is charged for each surrender of ADSs in exchange for the underlying deposited securities;
- iii) a fee for the distribution of the deposited securities pursuant to the deposit agreement, such fee being an amount equal to the fee for the execution and delivery of ADSs referred to in item (i) above which would have been charged as a result of the deposit of such securities, but which securities were instead distributed by the depository to ADR holders.

Additionally, under the terms of our deposit agreement, the depository is entitled to charge each registered holder the following:

- i) taxes and other governmental charges incurred by the depository or the custodian on any ADS or an equity share underlying an ADS including any applicable penalties thereon;
- ii) transfer or registration fees for the registration or transfer of deposited securities on any applicable register in connection with the deposit or withdrawal of deposited securities, including those of a central depository for securities (where applicable);
  - iii) any cable, telex, facsimile transmission and delivery expenses incurred by the depository; and
- iv) customary expenses incurred by the depository in the conversion of foreign currency, including, without limitation, expenses incurred on behalf of registered holders in connection with compliance with foreign exchange control restrictions and other applicable regulatory requirements, together with all expenses, transfer and registration fees, taxes, duties, governmental or other charges payable by the Depository.

In the case of cash distributions, fees, if applicable, are generally deducted from the cash being distributed. Other fees may be collected from holders of ADSs in a manner determined by the depository with respect to ADSs registered in the name of investors (whether certificated or in book-entry form) and ADSs held in brokerage and custodian accounts (via DTC). In the case of distributions other than cash (i.e., stock dividends, etc.), the depository charges the applicable ADS record date holder concurrently with the distribution. In the case of ADSs registered in the name of the investor (whether certificated or in book-entry form), the depository sends invoices to the applicable record date ADS holders.

If any tax or other governmental charge is payable by the holders and/or beneficial owners of ADSs to the depository, the depository, the custodian or the Bank may withhold or deduct from any distributions made in respect of deposited securities and may sell for the account of the holder and/or beneficial owner any or all of the deposited securities and apply such distributions and sale proceeds in payment of such taxes (including applicable interest and penalties) or charges, with the holder and the beneficial owner thereof remaining fully liable for any deficiency.

**Fees and Other Payments Made by the Depository**

In fiscal 2012, the Bank entered into an agreement with the Depository, Deutsche Bank Trust Company Americas, under which the Depository shall reimburse the Bank for annual expenses incurred by the Bank towards investor relations or other expenses directly related to the ongoing maintenance of the American Depository Receipt program. There are limits on the amount of expenses for which the depository will reimburse the Bank, but the amount of reimbursement available to the Bank is not necessarily tied to the amount of fees the depository collects from investors. Under certain circumstances, including the removal of Deutsche Bank Trust Company Americas as Depository or termination of the American Depository Receipt program, we are required to repay to Deutsche Bank Trust Company Americas amounts reimbursed in prior periods. During fiscal 2013, the Bank claimed and received a

reimbursement of US\$325,000 from the Depositary towards expenses already incurred relating to the Depositary Receipt Program.

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## SELECTED CONSOLIDATED FINANCIAL AND OPERATING DATA

The following discussion and tables are based on our audited consolidated financial statements and accompanying notes prepared in accordance with Indian GAAP. For a reconciliation of net income and stockholders' equity to U.S. GAAP, a description of significant differences between Indian GAAP and U.S. GAAP and certain additional information required under U.S. GAAP, see notes 20 and 21 to our consolidated financial statements included in this annual report. For selected financial data in accordance with U.S. GAAP, see "Selected U.S. GAAP Financial Data".

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

The consolidated financial statements for fiscal 2009 and 2010 were audited by B S R & Co., Chartered Accountants, and for fiscal 2011, 2012 and 2013 by S.R. Batliboi & Co. LLP, Chartered Accountants, under auditing standards issued by the Institute of Chartered Accountants of India. The consolidated financial statements for fiscal 2009 through 2013 have also been audited by KPMG, an independent registered public accounting firm in India, in accordance with the auditing standards of the United States Public Company Accounting Oversight Board. Our Indian GAAP financial statements, along with the reconciliation of net profit and stockholders' equity to U.S. GAAP, including the notes to these financial statements, and also audited by KPMG, are set forth at the end of this annual report.

Our annual report, prepared and distributed to our shareholders under Indian law and regulations, includes consolidated as well as unconsolidated Indian GAAP financial statements and analysis of our results of operations and financial condition based on unconsolidated Indian GAAP financial statements.

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

## Operating Results Data

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

	2009	2010	Year ended March 31,		2013	2013(1)
			2011	2012		
	(in millions, except per common share data)					
Selected income statement data:						
Interest income(2)	Rs. 362,507	Rs. 301,537	Rs. 300,814	Rs. 379,948	Rs. 448,846	US\$8,233
Interest expense	(264,873 )	(207,292 )	(193,426 )	(250,132 )	(282,854 )	(5,188 )
Net interest income	97,634	94,245	107,388	129,816	165,992	3,045
Non-interest income	279,024	294,461	315,133	286,634	293,198	5,378
Net total income	376,658	388,706	422,521	416,450	459,190	8,423
Non-interest expenses						

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Depreciation on leased assets	(2,101 )	(1,417 )	(789 )	(423 )	(328 )	(6 )
Expenses pertaining to insurance business	(165,499 )	(179,160 )	(209,029 )	(179,254 )	(173,517 )	(3,183 )
Other operating expenses(3)	(114,258 )	(96,756 )	(103,206 )	(115,844 )	(128,225 )	(2,352 )
Total non-interest expenses	(281,858 )	(277,333 )	(313,024 )	(295,521 )	(302,070 )	(5,541 )
Operating profit before provisions	94,800	111,373	109,497	120,929	157,120	2,882
Provisions and contingencies	(45,117 )	(45,587 )	(25,600 )	(14,063 )	(20,952 )	(384 )
Profit before tax	49,683	65,786	83,897	106,866	136,168	2,498
Provision for tax(4)	(15,889 )	(17,352 )	(20,715 )	(27,490 )	(34,869 )	(640 )
Profit after tax	33,794	48,434	63,182	79,376	101,299	1,858
Minority interest	1,975	(1,731 )	(2,249 )	(2,947 )	(5,263 )	(97 )
Net profit	Rs. 35,769	Rs. 46,703	Rs. 60,933	Rs. 76,429	Rs. 96,036	US\$ 1,761

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	Year ended March 31,					
	2009	2010	2011	2012	2013	2013(1)
	(in millions, except per common share data)					
Earnings-basic(5)	Rs. 32.13	Rs. 41.93	Rs. 53.54	Rs. 66.33	Rs. 83.29	US\$ 1.53
Earnings-diluted(6)	32.07	41.72	53.25	66.06	82.84	1.52
Dividend(7)	11.00	12.00	14.00	16.50	20.00	0.37
Book value(8)	396.15	436.48	452.89	506.02	571.60	10.48
Equity shares outstanding at the end of the period (in millions of equity shares)	1,113	1,115	1,152	1,153	1,154	1,154
Weighted average equity shares outstanding - basic (in millions of equity shares)	1,113	1,114	1,138	1,152	1,153	1,153
Weighted average equity shares outstanding – diluted (in millions of equity shares)	1,115	1,118	1,143	1,156	1,157	1,157

- (1) Rupee amounts for fiscal 2013 have been translated into U.S. dollars using the exchange rate of Rs. 54.52 = US\$ 1.00 as set forth in the H.10 statistical release of the Federal Reserve Board at year-end fiscal 2013.
- (2) Interest income includes interest on rupee and foreign currency loans and advances (including bills) and hire purchase receivables and gains/(losses) on sell-down of loans of ICICI Bank. Interest income also includes interest on income tax refunds of Rs. 3.4 billion, Rs. 1.2 billion, Rs. 1.7 billion, Rs. 846 million and Rs. 2.7 billion for fiscal 2009, 2010, 2011, 2012 and 2013 respectively.
- (3) Includes employee expenses, establishment expenses, depreciation on fixed assets, amortization of expenses related to early retirement option scheme and other general office expenses. For fiscal 2009, non-interest expenses include Rs. 118 million on account of the amortization of expenses related to our early retirement option scheme.
- (4) Includes income tax (net of deferred tax), wealth tax and fringe benefit tax. The levy of fringe benefit tax is not applicable as Finance (No. 2) Act, 2009 has abolished fringe benefit tax with effect from fiscal 2010.
- (5) Earnings per share is computed based on the weighted average number of shares and represents net profit/(loss) per share before dilutive impact.
- (6) Earnings per share is computed based on the weighted average number of shares and represents net profit/(loss) per share adjusted for full dilution. Options to purchase 5,098,000, 9,238,020, 13,503,150, 12,870,600 and 12,489,440 equity shares granted to employees at a weighted average exercise price of Rs. 914.4, Rs. 926.3, Rs. 944.7, Rs. 1,003.4 and Rs. 967.7 were outstanding at year-end fiscal 2009, 2010, 2011, 2012 and 2013 respectively, but were not included in the computation of diluted earnings per share as these options were anti-dilutive.
- (7) In India, dividends for a fiscal year are normally declared and paid in the following year. We declared a dividend of Rs. 11.00 per equity share for fiscal 2009, which was paid in fiscal 2010. We declared a dividend of Rs. 12.00 per equity share for fiscal 2010, which was paid in fiscal 2011. We declared a dividend of Rs. 14.00 per equity share for fiscal 2011, which was paid in fiscal 2012. We declared a dividend of Rs. 16.50 per equity share for fiscal 2012, which was paid in fiscal 2013. We declared a dividend of Rs. 20.00 per equity share for fiscal 2013, which was paid in fiscal 2014. The dividend per equity share is based on the total amount of dividends declared for the

year, exclusive of dividend distribution tax.

- (8) Represents equity share capital, employees' stock options outstanding and reserves and surplus reduced by deferred tax asset, goodwill, debit balance in the profit and loss account and early retirement option expenses, not written off.

The following table sets forth, for the periods indicated, selected income statement data expressed as a percentage of average total assets for the respective period. For fiscal 2009, 2010 and 2011, the average balances are the sum of the daily average balances outstanding for ICICI Bank, except for the averages of overseas branches which were calculated on a monthly basis until October 31, 2010 and on a fortnightly basis thereafter and the average of quarterly balances outstanding at the end of March of the previous fiscal year and June, September, December and March of that year for subsidiaries and other consolidated entities. For fiscal 2012 and 2013, the average balances are the sum of the daily average balances outstanding except for the averages of overseas branches of ICICI Bank which were calculated on a fortnightly basis.

	Year ended March 31,									
	2009		2010		2011		2012		2013	
Selected income statement data:										
Interest income	7.15	%	5.92	%	5.69	%	6.52	%	7.01	%
Interest expense	(5.22)	)	(4.07)	)	(3.66)	)	(4.29)	)	(4.42)	)
Net interest income	1.93		1.85		2.03		2.23		2.59	
Non-interest income	5.50		5.78		5.97		4.91		4.59	
Total income	7.43		7.63		8.00		7.14		7.18	
Depreciation on leased assets	(0.04)	)	(0.03)	)	(0.01)	)	(0.01)	)	(0.01)	)
Expenses pertaining to insurance business	(3.26)	)	(3.52)	)	(3.96)	)	(3.07)	)	(2.71)	)
Other operating expenses	(2.26)	)	(1.89)	)	(1.96)	)	(1.99)	)	(2.00)	)

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	Year ended March 31,									
	2009		2010		2011		2012		2013	
Non-interest expenses	(5.56	)	(5.44	)	(5.93	)	(5.07	)	(4.72	)
Operating profit before provisions	1.87		2.19		2.07		2.07		2.46	
Provisions and contingencies	(0.89	)	(0.90	)	(0.48	)	(0.24	)	(0.33	)
Profit before tax	0.98		1.29		1.59		1.83		2.13	
Provision for tax	(0.31	)	(0.34	)	(0.39	)	(0.47	)	(0.55	)
Profit after tax	0.67		0.95		1.20		1.36		1.58	
Minority interest	0.04		(0.03	)	(0.05	)	(0.05	)	(0.08	)
Net profit	0.71	%	0.92	%	1.15	%	1.31	%	1.50	%

The following table sets forth, for the periods indicated, our selected financial data.

	2009	2010	At or for the year ended March 31,				2013(1)
			2011	2012	2013	(in millions, except percentages)	
Selected balance sheet data:							
Total assets	Rs. 5,031,279	Rs. 5,014,153	Rs. 5,471,907	Rs. 6,192,869	Rs. 6,748,217	US\$ 123,775	
Investments	1,481,070	1,863,198	2,096,528	2,398,641	2,556,667	46,894	
Advances, net	2,661,305	2,257,781	2,560,193	2,921,254	3,299,741	60,524	
Non-performing customer assets							
(gross)	99,921	105,821	111,575	107,124	107,165	1,966	
Total liabilities	4,563,504	4,501,188	4,918,882	5,580,104	6,060,593	111,162	
Deposits	2,618,558	2,415,723	2,591,060	2,819,505	3,147,705	57,735	
Borrowings (includes subordinated debt and redeemable non-cumulative preference shares)							
Equity share capital	1,160,663	1,156,983	1,258,389	1,612,966	1,728,882	31,711	
Reserves and surplus	11,133	11,149	11,518	11,528	11,536	212	
Period average(3):	456,642	501,816	541,507 (2)	601,237 (2)	676,088 (2)	12,400	
Total assets	5,072,161	5,093,245	5,282,746	5,832,309	6,394,436	115,210	
Interest-earning assets							
Advances, net	4,182,862	4,060,883	4,157,164	4,697,241	5,272,489	96,707	
Total liabilities(4)	2,578,553	2,395,300	2,350,205	2,720,937	3,149,347	57,765	
Interest-bearing liabilities							
Borrowings	4,589,481	4,580,654	4,723,072	5,214,310	5,723,133	102,897	
	3,878,871	3,713,343	3,717,501	4,099,844	4,556,099	83,567	
	1,301,193	1,308,823	1,303,276	1,465,670	1,656,860	30,390	



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Stockholders' equity	482,680		512,591		559,674		617,999		671,303		12,313
Profitability:											
Net profit as a percentage of:											
Average total assets											
	0.71	%	0.92	%	1.15	%	1.31	%	1.50	%	
Average stockholders' equity											
	7.41		9.11		10.89		12.37		14.31		
Average stockholders' equity(including preference share capital)											
	7.36		9.05		10.82		12.30		14.23		
Dividend payout ratio(5)											
	34.24		28.65		26.46		24.89		24.02		
Spread(6)											
	1.93		1.95		2.12		2.06		2.35		
Net interest margin(7)											
	2.43		2.42		2.67		2.83		3.20		
Cost-to-income ratio(8)											
	74.83		71.35		74.08		70.96		65.78		
Cost-to-average assets ratio(9)											
	5.56		5.44		5.93		5.07		4.72		
Capital(10):											
Average stockholders' equity as a percentage of average total assets											
	9.52	%	10.06	%	10.59	%	10.60	%	10.50	%	
Average stockholders' equity (including preference share capital) as a percentage of average total assets											
	9.59	%	10.13	%	10.66	%	10.66	%	10.55	%	
Asset quality:											
Net restructured assets as a percentage of net customer assets											
	2.75	%	2.62	%	0.93	%	1.40	%	1.58	%	
Net non-performing assets as a percentage of net customer assets(11)											
	1.67	%	1.84	%	1.06	%	0.79	%	0.74	%	



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	2009		2010		At or for the year ended March 31, 2011		2012		2013		2013(1)	
	(in millions, except percentages)											
Selected balance sheet data:												
Provision on restructured assets as a percentage of gross restructured assets	2.18	%	3.98	%	3.23	%	8.81	%	7.87	%		
Provision on non-performing assets as a percentage of gross non-performing assets	52.62	%	55.83	%	71.25	%	74.56	%	72.80	%		
Provision as a percentage of gross customer assets(12)	2.53	%	3.10	%	3.25	%	2.98	%	2.63	%		

(1) Rupee amounts at year-end fiscal 2013 have been translated into US dollars using the exchange rate of Rs. 54.52 = US\$ 1.00 as set forth in the H.10 statistical release of the Federal Reserve Board at year-end fiscal 2013.

(2) Includes balance in employees stock options outstanding which will be transferred to “Equity share capital” or “Reserves and surplus” on exercise/lapse of options.

(3) Until fiscal 2011, the average balances are the sum of daily average balances outstanding for ICICI Bank, except for the averages of overseas branches which were calculated on a monthly basis until October 31, 2010 and on a fortnightly basis thereafter and the average of quarterly balances outstanding at the end of March of the previous fiscal year and June, September, December and March of that year for subsidiaries and other consolidated entities. For fiscal 2012 and fiscal 2013, the average balances are the sum of the daily average balances outstanding, except for the averages of overseas branches of ICICI Bank which were calculated on a fortnightly basis.

(4) Includes preference share capital and minority interest, but does not include stockholders’ equity.

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

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

(7) Represents the ratio of net interest income to average interest-earning assets. The difference in net interest margin and spread arises due to the difference in the amount of average interest-earning assets and average interest-bearing liabilities. If average interest-earning assets exceed average interest-bearing liabilities, net interest margin is greater than spread, and if average interest-bearing liabilities exceed average interest-earning assets, net interest margin is less than spread.

(8) Represents the ratio of non-interest expenses to total income. Total income represents the sum of net interest income and non-interest income.

(9) Represents the ratio of non-interest expenses to average total assets.

(10) At year-end fiscal 2013, ICICI Bank’s capital adequacy is computed in accordance with the Basel II guidelines stipulated by the Reserve Bank of India and is based on unconsolidated financial statements prepared in accordance with Indian GAAP and based on consolidated financial statements as per the Reserve Bank of India

guidelines on consolidated prudential report. At year-end fiscal 2013, ICICI Bank's total risk-based capital ratio at the unconsolidated level was 18.7% with a Tier 1 risk-based capital ratio of 12.8% and a Tier 2 risk-based capital ratio of 5.9%. At year-end fiscal 2013, the total risk-based capital ratio of the Bank at the consolidated level was 19.7% with a Tier 1 risk-based capital ratio of 12.9% and a Tier 2 risk-based capital ratio of 6.8%.

(11) Includes loans identified as non-performing/impaired in line with the guidelines issued by regulators of the respective subsidiary.

(12) Includes general provision on standard assets.

(13) Previous year figures have been re-grouped/re-classified where necessary to conform to current period classification.

#### Selected U.S. GAAP Financial Data

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

	2009	2010	At or for the year ended March 31,		2013	2013(1)
			2011	2012		
			(in millions)			
Total income(2)	Rs. 172,658	Rs. 155,106	Rs. 152,661	Rs. 188,192	Rs. 245,463	US\$4,502
Net income/(loss) attributable to ICICI Bank's shareholders'	34,449	45,250	54,361	70,811	101,052	1,853
Total assets	5,012,346	4,820,604	5,229,844	5,506,134	5,860,331	107,490
ICICI Bank's stockholders' equity	485,847	523,063	584,083	633,518	736,566	13,510
Other comprehensive income/(loss)	(5,741 )	(246 )	(1,332 )	(7,257 )	14,431	265
Per equity share						
Net income/(loss) from continuing operation-basic(3)	30.95	40.63	47.77	61.45	87.64	
Net income/(loss) from continuing operation-diluted(4)	30.78	40.35	47.52	61.21	87.21	
Dividend(5)	11.00	11.00	12.00	14.00	16.50	

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- (1) Rupee amounts for fiscal 2013 have been translated into U.S. dollars using the exchange rate of Rs. 54.52 = US\$ 1.00 as set forth in the H.10 statistical release of the Federal Reserve Board at year-end fiscal 2013.
- (2) Represents net interest income plus non-interest income.
- (3) Represents net income/(loss) before dilutive impact.
- (4) Represents net profit/(loss) adjusted for full dilution. Options to purchase 5,098,000, 9,238,020, 13,503,150, 12,870,600 and 12,489,440 equity shares granted to employees at a weighted average exercise price of Rs. 914.4, Rs. 926.3, Rs. 944.7, Rs. 1,003.4 and Rs. 967.7 were outstanding at year-end fiscal 2009, 2010, 2011, 2012 and 2013 respectively, but were not included in the computation of diluted earnings per share as these options were anti-dilutive.
- (5) In India, dividends for a fiscal year are normally declared and paid in the following year. We declared a dividend of Rs. 11.00 per equity share for fiscal 2009, which was paid in fiscal 2010. We declared a dividend of Rs. 12.00 per equity share for fiscal 2010, which was paid in fiscal 2011. We declared a dividend of Rs. 14.00 per equity share for fiscal 2011, which was paid in fiscal 2012. We declared a dividend of Rs. 16.50 per equity share for fiscal 2012, which was paid in fiscal 2013. We declared a dividend of Rs. 20.00 per equity share for fiscal 2013, which was paid in fiscal 2014. The dividend per equity share is based on the total amount of dividends paid during the year, exclusive of dividend tax.
- (6) Previous year figures have been re-grouped/re-classified where necessary to conform to current period classification.

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OPERATING AND FINANCIAL REVIEW AND PROSPECTS

You should read the following discussion and analysis of our financial condition and results of operations together with our audited consolidated financial statements. The following discussion is based on our audited consolidated financial statements and accompanying notes prepared in accordance with Indian GAAP, which varies in certain significant respects from U.S. GAAP. For a reconciliation of net income and stockholders' equity to U.S. GAAP, a description of significant differences between Indian GAAP and U.S. GAAP and certain additional U.S. GAAP information, see notes 20 and 21 to our consolidated financial statements included herein.

Executive Summary

Introduction

We are a diversified financial services group offering a wide range of banking and financial services to corporate and retail customers through a variety of delivery channels. We are the largest private sector bank in India in terms of total assets. Apart from banking products and services, we offer life and general insurance, asset management, securities brokering and private equity products and services through specialized subsidiaries. Our total assets at year-end fiscal 2013 were Rs. 6,748.2 billion. Our consolidated capital and reserves at year-end fiscal 2013 was Rs. 687.6 billion. During fiscal 2013, our net profit was Rs. 96.0 billion compared to Rs. 76.4 billion during fiscal 2012.

Our primary business consists of commercial banking operations for retail and corporate customers. Our commercial banking operations for retail customers consist of retail lending and deposit taking and distribution of insurance and investment products. We deliver our products and services through a variety of channels, including bank branches, ATMs, call centers, internet and mobile phones. We had a network of 3,100 branches and 10,481 ATMs in India at year-end fiscal 2013. We provide a range of commercial banking and project finance products and services, including loan products, fee and commission-based products and services, deposit products and foreign exchange and derivatives products to India's leading corporations, middle market companies and small and medium enterprises. We also offer agricultural and rural banking products. We earn interest and fee income from our commercial banking operations.

In our international banking operations, our primary focus is on offering products and services to persons of Indian origin, Indian businesses, India-linked opportunities and select local businesses such as insured mortgaged products in our Canada subsidiary as well as offering deposit products to the larger community. ICICI Bank's overseas branches take deposits, raise borrowings and make loans primarily to Indian companies for their overseas operations as well as for their foreign currency requirements in India. They also engage in advisory and syndication activities for fund-raising by Indian companies and their overseas operations. We currently have banking subsidiaries in the United Kingdom, Canada and Russia, branches in Singapore, Dubai, Sri Lanka, Hong Kong, Qatar, the United States and Bahrain and representative offices in China, the United Arab Emirates, Bangladesh, South Africa, Malaysia, Thailand and Indonesia. Our subsidiary in the United Kingdom has established a branch in each of Antwerp, Belgium and Frankfurt, Germany.

Our treasury operations include the maintenance and management of regulatory reserves, proprietary trading in equity and fixed income and a range of foreign exchange and derivatives products and services for corporate customers, such as forward contracts, swaps and options. We take advantage of movements in markets to earn treasury income. We also earn fees from treasury products that we offer to our customers. Our overseas branches and subsidiaries also have investments in bonds of non-India financial institutions and in asset backed securities.

We are also engaged in insurance, asset management, securities business and private equity fund management through specialized subsidiaries. Our subsidiaries ICICI Prudential Life Insurance Company, ICICI Lombard General

Insurance Company and ICICI Prudential Asset Management Company provide a wide range of life and general insurance and asset management products and services to retail and corporate customers. ICICI Prudential Life Insurance Company was the largest private sector life insurance company in India during fiscal 2013, with a market share of 7.0% based on new business written (on a retail weighted received premium basis). ICICI Lombard General Insurance Company was the largest private sector general insurance company in India during fiscal 2013, with a market share of 9.5% in gross written premium (excluding premium on the motor third party insurance pool). ICICI Prudential Asset Management Company manages the ICICI Prudential Mutual Fund, which was among the top three mutual funds in India in terms of average funds under management. We cross-sell the products of our

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insurance and asset management subsidiaries and other asset management companies to our retail and corporate customers. Our subsidiaries ICICI Securities Limited and ICICI Securities Primary Dealership Limited are engaged in equity underwriting and brokerage and primary dealership in government securities respectively. ICICI Securities owns icicidirect.com, a leading online brokerage platform. ICICI Securities Limited has a subsidiary in the United States, ICICI Securities Holdings Inc., which in turn has an operating subsidiary in the United States, ICICI Securities Inc., engaged in brokerage services. Our private equity fund management subsidiary ICICI Venture Funds Management Company manages funds that make private equity investments.

### Business environment

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

### Trends in fiscal 2013

Domestic economic activity remained moderate during fiscal 2013. India's gross domestic product grew by 5.0% during fiscal 2013 compared to growth of 6.2% during fiscal 2012 and 9.3% in fiscal 2011. The services sector grew by 7.1% during fiscal 2013 compared to 8.2% during fiscal 2012. The industrial sector grew by 2.1% and agriculture sector by 1.9% during fiscal 2013 compared to growth of 3.5% and 3.6% respectively during fiscal 2012. Private consumption growth moderated to 4.0% during fiscal 2013 compared to growth of 8.0% during fiscal 2012. Investments, as measured by gross fixed capital formation, grew by 1.7% during fiscal 2013 compared to a growth of 4.4% during fiscal 2012.

Inflation, measured by the Wholesale Price Index, remained above 7.0% between April 2012 and February 2013, and subsequently eased to 5.7% in March 2013. Average inflation for fiscal 2013 was 7.4% compared to 8.9% in fiscal 2012. The moderation in inflation was driven by the manufactured products segment where inflation increased from 5.3% in April 2012 to 6.5% in September 2012, before easing to 4.3% in March 2013. Inflation in food articles remained high through the year with the average inflation at 9.9% in fiscal 2013 compared to 7.3% in fiscal 2012. Fuel inflation which initially eased picked up in the later part of the year due to hike in petrol prices and partial deregulation of diesel prices. Core inflation (defined as manufactured products excluding food products) reduced from 5.0% in March 2012 to 3.4% in March 2013.

The Reserve Bank of India undertook a calibrated easing of monetary policy during fiscal 2013. The repo rate was reduced by 100 basis points from 8.50% to 7.50% with a 50 basis points cut in April 2012, followed by a 25 basis points reduction each in January 2013 and March 2013. During fiscal 2013, the cash reserve ratio was reduced by 75 basis points from 4.75% to 4.0%, with a 25 basis point cut effective in each of September 2012, November 2012 and February 2013. Further, effective August 2012, the statutory liquidity ratio was reduced by 100 basis points, from 24.0% to 23.0%.

Liquidity in the system remained in deficit through fiscal 2013. Average borrowing by banks under the liquidity adjustment facility window of the Reserve Bank of India increased from Rs. 798.8 billion in fiscal 2012 to Rs. 841.2 billion in fiscal 2013. In view of the tight liquidity conditions, the Reserve Bank of India injected liquidity through open market operations by purchasing government securities aggregating around Rs. 1.5 trillion during fiscal 2013 in addition to the reductions in the requirement of cash reserve ratio. The yield on the benchmark 10-year government securities decreased by about 58 basis points, from 8.54% at March 30, 2012 to 7.96% at March 29, 2013.



A series of policy measures were announced by the Government during the later part of fiscal 2013. The key developments included approval of the Banking Laws (Amendment) Bill 2011, announcement of a fiscal consolidation roadmap by the Government, approval of 51.0% foreign direct investment in multi-brand retail, formation of the Cabinet Committee on Investments to expedite investments in projects, partial deregulation of diesel prices, increase in petrol prices and railway passenger fares and deferral of General Anti Avoidance Rules implementation to fiscal 2017. These announcements had a positive impact on market sentiment during the later part of fiscal 2013.

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The Indian equity markets improved due to favourable global liquidity conditions and domestic events such as government announcing policy measures like allowing foreign direct investments in some sectors, providing clarity on fiscal consolidation, rationalizing fuel prices and several other measures. The extraordinary liquidity support announced by the U.S., the European Union and Japan had a positive impact on global financial markets. The benchmark equity index, the BSE Sensex, increased by 8.2% during fiscal 2013, rising from 17,404 at year-end fiscal 2012 to a peak 20,104 at January 25, 2013, before moderating to 18,835 at year-end fiscal 2013. Foreign institutional investment flows were significantly higher during the year, with net inflows of about USD 27.6 billion during fiscal 2013, compared to USD 16.8 billion inflow during fiscal 2012. Foreign direct investments moderated to USD 27.0 billion and external commercial borrowings to USD 8.6 billion during fiscal 2013, compared to USD 33.0 billion and USD 9.1 billion respectively during fiscal 2012. During fiscal 2013, a steeper decline in India's exports compared to imports led to a rise in the current account deficit to 4.8% of India's gross domestic product. However, India's balance of payments had a marginal surplus of USD 3.8 billion during fiscal 2013 as against a deficit of USD 12.8 billion during fiscal 2012, reflecting strong portfolio investment inflows. The rupee depreciated by 7.1% against the US dollar from 50.89 per U.S. dollar at March 30, 2012 to 54.52 per U.S. dollar at March 29, 2013.

Non-food credit growth moderated during fiscal 2013 from 16.9% year-on-year growth at March 23, 2012 to 13.9% at March 22, 2013. Based on sector-wide data, year-on-year growth in credit to industry was 14.9% and to the services sector was 12.7% at March 22, 2013. Credit to the infrastructure sector grew by 16.5% year-on-year at March 22, 2013 compared to a 20.5% increase at March 23, 2012 and 37.8% increase at March 25, 2011. Retail loan growth increased to 14.5% at March 22, 2013 compared to 12.9% at March 23, 2012. Deposit growth remained volatile during the year, recording a year-on-year growth of 14.2% at March 22, 2013 compared to a 13.5% year-on-year increase at March 23, 2012. Demand deposits grew by 5.9% year-on-year and time deposits by 15.2% year-on-year at March 22, 2013.

First year retail premium underwritten in the life insurance sector decreased (on a weighted received premium basis) to Rs. 470.2 billion in fiscal 2013 from Rs. 479.4 billion in fiscal 2012. Gross premium of the non-life insurance sector (excluding specialized insurance institutions) grew by 18.4% to Rs. 647.1 billion during fiscal 2013 from Rs. 546.5 billion in fiscal 2012. The average assets under management of mutual funds increased by 22.8% from Rs. 6,647.9 billion in March 2012 to Rs. 8,166.6 billion in March 2013.

Some key regulatory announcements during fiscal 2013 include:

- In April 2012, the Reserve Bank of India lowered the exposure ceiling for banks' lending to non-banking finance companies that have 50.0% or more of their financial assets in the form of loans against the collateral of gold jewellery from 10.0% to 7.5% of banks' capital funds. Additional 5.0% exposure is permitted if it is on account of funds on-lent by the non-banking finance companies to the infrastructure sector.
- In May 2012, the Reserve Bank of India issued final guidelines to implement the Basel III framework in India. The Basel III guidelines, among other things, establish Common Equity Tier 1 as a new tier of capital; impose a minimum Common Equity Tier 1 risk-based capital ratio of 5.5% and a minimum Tier 1 risk-based capital ratio of 7.0% while retaining the minimum total risk-based capital ratio of 9.0%; require banks to maintain a Common Equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets above the minimum requirements to avoid restrictions on capital distributions and discretionary bonus payments; establish new eligibility criteria for capital instruments in each tier of regulatory capital; require more stringent adjustments to and deductions from regulatory capital; provide for more limited recognition of minority interests in the regulatory capital of a consolidated banking group; impose a 4.5% Basel III leverage ratio of Tier 1 capital to exposure measure during a parallel run period from 2013 to 2017; and modify the Reserve Bank of India's Basel II guidelines with respect to credit risk, including counterparty credit risk and credit risk mitigation, and market risk. The effective date of the Basel III guidelines is April 1, 2013. The guidelines will be fully phased in by March 31, 2018.

- In June 2012, the Reserve Bank of India prohibited foreclosure charges and pre-payment penalties on home loans on a floating interest rate basis.

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- In July 2012, the Reserve Bank of India issued revised guidelines on priority sector lending requirements. While keeping the lending targets unchanged, the revised guidelines made certain changes to the categories of lending that would be eligible for classification as priority sector lending and its sub-segments. The guidelines aim to increase direct agricultural lending by banks to individuals. The guidelines also stipulate that investments by banks in securitized assets and outright purchases of loans and assignments would be eligible for classification under the priority sector. The guidelines also increased the priority sector lending requirements for foreign banks in India that have 20 or more branches, in order to bring them on par with domestic banks. In October 2012, the Reserve Bank of India announced revisions to the priority sector lending norms. Loans up to Rs. 20.0 million to partnership firms, cooperatives and corporates directly engaged in agricultural activities were made eligible for classification under direct agriculture lending. Also, loans to housing finance companies for on-lending for housing up to Rs. 1.0 million per borrower were included under priority sector lending. Further, in May 2013, the loan limit for micro, small and medium enterprises was enhanced from Rs. 20.0 million to Rs. 50.0 million per borrower and the loan limit to suppliers of agricultural inputs like seeds, cattle feed, fertilizers, etc. was increased from Rs. 10.0 million to Rs. 50.0 million.
- In November 2012, the Reserve Bank of India increased the general provisioning on restructured standard accounts from 2.0% to 2.75%.
- In November 2012, the Reserve Bank of India released draft guidelines on liquidity risk management and the Basel III liquidity standards. The Reserve Bank of India has proposed the monitoring and reporting of the Basel III liquidity coverage ratio, which is designed to ensure that a bank maintains an adequate level of liquid assets to survive an acute liquidity stress scenario lasting one month. It has also proposed a Basel III net stable funding ratio designed to ensure a minimum amount of funding that is expected to be stable over a one-year time horizon.
- In December 2012, Parliament passed the Banking Laws (Amendment) Bill, which, among others, permits all banking companies to issue preference shares that will not carry any voting rights; mandates prior approval of the Reserve Bank of India for the acquisition of more than 5.0% of a banking company's paid-up capital or voting rights by any individual or firm or group; empowers the Reserve Bank of India, after consultations with the Government, to supersede the board of a private sector bank for a total period not exceeding 12 months, during which time the Reserve Bank of India will have the power to appoint an administrator to manage the bank; empowers the Reserve Bank of India to inspect affiliate of banking entities (affiliates include subsidiaries, holding companies or any joint ventures of banks); and eases the restrictions on voting rights by making them proportionate to the shareholding up to a cap of 26% in case of private sector banks (earlier 10%), and 10% in the case of public sector banks (earlier 1%).
- In January 2013, the Reserve Bank of India issued draft guidelines on restructuring of advances. In May 2013, the Reserve Bank of India issued final guidelines on restructuring of loans. As per the guidelines, loans that are restructured (other than due to delay upto a specified period in the infrastructure sector and non-infrastructure sector) from April 1, 2015 onwards would be classified as non-performing. The general provision required on restructured standard accounts would be increased to 3.5% from March 31, 2014, and further to 4.25% from March 31, 2015 and 5.0% from March 31, 2016. General provisions on standard accounts restructured from June 1, 2013 would be at 5.0%. Further, banks are required to disclose the aggregate fund based credit facilities of borrowers whose loans were restructured.
- The Reserve Bank of India, through a notification issued on January 31, 2013, mandated banks to disclose further details on accounts restructured in their annual reports. This includes disclosing accounts restructured on a cumulative basis, excluding the standard restructured accounts which cease to attract higher provision and/or higher risk weight, the provisions made on restructured accounts under various categories and details of movement of restructured accounts.

- In February 2013, the Reserve Bank of India issued guidelines on the entry of new banks in the private sector, including eligibility criteria, structure, capital requirements, shareholding structure and corporate governance practices. Select entities or groups in the private sector, entities in the public sector and non-banking financial companies with a successful track record of at least ten years would be eligible to promote banks. The initial minimum capital requirement for these entities is Rs. 5.0 billion, with foreign

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shareholding not exceeding 49.0% for the first five years. Applications for setting up of new banks were sought by July 1, 2013.

- In March 2013, the Insurance Regulatory and Development Authority issued guidelines on linked and non-linked life insurance products which include limits on the commission rates payable by insurance companies, introduction of minimum guaranteed surrender value for non-linked products and minimum death benefits. The new guidelines would require life insurance companies to modify existing products which do not comply with the revised guidelines. The guidelines are effective from October 1, 2013 for all retail insurance products and August 1, 2013 for all group insurance products.

## Business overview

While assessing our performance, we monitor key financial variables such as movement in yield on assets, cost of funds and net interest margin, movement in fee income, cost ratios, loan loss provisions and return on assets and equity. We also monitor key business indicators such as deposit growth, funding mix, loan disbursements and loan delinquency trends. We also analyze changes in economic indicators such as interest rates, liquidity and exchange rates. In addition to these financial indicators, we monitor other non-financial indicators such as quality of customer service and the extent and nature of customer complaints and estimates of market share in key product lines.

Following the merger of ICICI with ICICI Bank in 2002, we experienced rapid growth in our business. The growth of our rupee loan portfolio was driven primarily by retail loans, including home loans, vehicle loans and unsecured personal loans and credit card receivables. We also commenced our strategy of international expansion and established subsidiaries and branches in several foreign countries. The growth of our international loan portfolio was driven primarily by foreign currency financing to Indian companies and their international operations, including financing for their overseas acquisitions. We also experienced robust growth in our insurance subsidiaries. These activities led to a rapid growth in our fee incomes from both retail and corporate customers. During this period, our branch network in India continued to be limited relative to the size of our balance sheet, and while deposits were our primary source of domestic funding, we had a high share of term deposits in our total deposits, including term deposits from companies and financial intermediaries. Our overseas branches were funded primarily by international bond issuances and other wholesale funding sources. Our principal international subsidiaries in the United Kingdom and Canada were funded primarily by deposits. Our subsidiary in the United Kingdom had a sizeable proportion of demand deposits in its deposit base, and had also made investments in bonds of banks and financial institutions as a liquidity management strategy. During this period, we raised capital to support our growth. In fiscal 2008, we issued equity shares in India and American Depository Shares in the United States, aggregating approximately Rs. 200.0 billion.

Following the onset of the global financial crisis in fiscal 2008, although we did not have any material direct exposure to U.S. sub-prime assets, we were adversely impacted by mark-to-market and realized losses on our international investments and credit derivatives portfolios on account of the widening of credit spreads in general. More generally, the global financial crisis impacted the Indian markets and led to reduced demand for retail savings and investment products and lower levels of corporate investment and merger and acquisition activity during the second half of fiscal 2009. This had a negative impact on our fee and other non-interest income (including dividends from subsidiaries). While we capitalized on opportunities in the fixed income markets due to a reduction in interest rates during the third quarter of fiscal 2009, our equity, fixed income and credit derivatives portfolios were negatively impacted due to weaker equity markets, volatile interest rates and a widening of credit spreads during fiscal 2009. The global and Indian economic slowdown and its impact on equity and debt markets also adversely impacted the profitability of some of our borrowers and their ability to access equity and debt financing. We experienced an increase in the level of restructured loans in fiscal 2009 and fiscal 2010. We experienced an increase in the non-performing loans in our retail portfolio in fiscal 2009 due to the seasoning of the portfolio and a higher level of defaults in unsecured personal loans

and credit card receivables due to challenges in collections and the impact of the adverse macroeconomic environment in fiscal 2009.

Given the volatile economic environment in fiscal 2009, we focused on capital conservation, liquidity management and risk containment. We tightened our lending norms, especially in the unsecured retail segment and moderated our credit growth. We expanded our branch network with a focus on increasing our low cost and retail deposit base. At the same time, we maintained a rigorous control on operating expenses. In fiscal 2010, we focused on repositioning our balance sheet for the next phase of growth. We increased the proportion of low cost current and

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savings account deposits; reduced the level of net non-performing loans; continued to keep a rigorous control on operating expenses; reduced the level of unsecured retail loans and maintained a high level of capital adequacy. In fiscal 2011, we focused on growing our loan book by capitalizing on selected credit segments such as mortgages, secured retail loans and project finance, mobilizing low cost current account and savings deposits, improving credit costs, optimizing operating expenses and improving our customer service capabilities. The Reserve Bank of India approved our scheme of amalgamation with the Bank of Rajasthan, a private sector bank, with effect from the close of business on August 12, 2010. Our results for fiscal 2011 include the results of the Bank of Rajasthan for the period from August 13, 2010 to year-end fiscal 2011. We have been focusing on leveraging our capital base for profitable growth, while sustaining the improvements in our deposit profile, cost ratios and credit quality. As we grow our businesses, meeting customer expectation on service quality has been critical element of our strategy. We have adopted a balanced approach to growth, risk management and profitability. A discussion of our financial performance in fiscal 2013 is given below:

Our net profit increased by 25.7% from Rs. 76.4 billion in fiscal 2012 to Rs. 96.0 billion in fiscal 2013. The increase in net profit was primarily due to an increase in net interest income by 27.9%, offset, in part, by an increase in provisions (excluding provisions for tax) by 49.0%.

The increase in net interest income reflects a 12.2% increase in average interest-earning assets and an increase in net interest margin by 37 basis points.

Provisions and contingencies (excluding provisions for tax) increased by 49.0% from Rs. 14.1 billion in fiscal 2012 to Rs. 21.0 billion in fiscal 2013, primarily due to an increase in provisions for non-performing and other assets. The provision for non-performing assets increased primarily on account of an increase in provisions on non-performing and restructured loans in the small & medium enterprise and corporate loan portfolio.

Non-interest income increased by 2.3% from Rs. 286.6 billion in fiscal 2012 to Rs. 293.2 billion in fiscal 2013 primarily due to an increase in income from treasury-related activities. Income from treasury-related activities increased from Rs. 16.9 billion in fiscal 2012 to Rs. 24.0 billion in fiscal 2013 primarily due to higher gains on government securities and other fixed income positions. Commission, exchange and brokerage income decreased marginally from Rs. 63.2 billion in fiscal 2012 to Rs. 62.8 billion in fiscal 2013 primarily due to decrease in loan processing fees, offset, in part, by higher income on transaction banking fees and credit card fees. Non-interest expense increased by 2.2% from Rs. 295.5 billion in fiscal 2012 to Rs. 302.1 billion in fiscal 2013 primarily due to an increase in employee expenses and other administrative expenses, offset, in part, by a decrease in expenses relating to our insurance business.

Net non-performing assets increased by 7.0% from Rs. 27.2 billion at year-end fiscal 2012 to Rs. 29.1 billion at year-end fiscal 2013 primarily due to higher additions to non-performing assets in our commercial loans. Net restructured assets increased from Rs. 48.1 billion at year-end fiscal 2012 to Rs. 62.0 billion at year-end fiscal 2013.

Loans increased by 13.0% from Rs. 2,921.3 billion at year-end fiscal 2012 to Rs. 3,299.7 billion at year-end fiscal 2013 primarily due to an increase in domestic corporate and retail loans. Deposits increased by 11.6% from Rs. 2,819.5 billion at year-end fiscal 2012 to Rs. 3,147.7 billion at year-end fiscal 2013, primarily due to an increase in savings and term deposits. We continued to expand our branch network in India during the year. ICICI Bank's branch and extension counters network in India increased from 2,752 at year-end fiscal 2012 to 3,100 at year-end fiscal 2013. ICICI Bank also increased its ATM network from 9,006 ATMs at year-end fiscal 2012 to 10,481 ATMs at year-end fiscal 2013.

The risk-based capital ratios of ICICI Bank on an unconsolidated basis at year-end fiscal 2013, calculated in accordance with the Reserve Bank of India's Basel II guidelines, include a Tier 1 risk-based capital ratio of 12.8% and



a total risk-based capital ratio of 18.7%, compared to a Tier 1 risk-based capital ratio of 12.7% and a total risk-based capital ratio of 18.5% at year-end fiscal 2012. Our risk-based capital ratios on a consolidated basis at year-end fiscal 2013, calculated in accordance with the Reserve Bank of India's Basel II guidelines and guidelines on consolidated prudential return, include a Tier 1 risk-based capital ratio of 12.9% and a total risk-based capital ratio of 19.7%, compared to a Tier 1 risk-based capital ratio of 12.8% and a total risk-based capital ratio of 19.6% at year-end fiscal 2012.

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Business outlook

Growth in India's gross domestic product moderated to 5.0% in fiscal 2013 from 6.2% in fiscal 2012 driven by slowdown across all key sub-segments of agriculture, industry and services. The moderation in growth has occurred against the backdrop of a challenging global environment, including moderation in growth in several emerging markets including China. Further, domestic factors including inflation, high fiscal deficit and moderation in capital investment plans have impacted economic growth. The current account deficit widened during fiscal 2013 due to an increase in oil imports and the rupee depreciated against the US dollar. See also "Risk Factors—Risk Relating to India and other Economic and Market Risks—A prolonged slowdown in economic growth or rise in interest rates in India could cause our business to suffer".

During fiscal 2013, there was a moderation in loan growth and deposit growth in the Indian banking system, and an increase in the level of non-performing and restructured loans. In the life insurance sector, the industry declined by 1.9% during fiscal 2013 compared to a decline of 4.8% in fiscal 2012 on new business retail weighted premium basis. The private insurance companies however saw an increase of 1.9% in fiscal 2013 compared to a decline of 23.9% during fiscal 2012 on new business retail weighted premium basis. The general insurance sector continued to grow though the profitability of general insurance companies was impacted by the additional provisions for losses on the third party motor pool which was in operation up to fiscal 2012. See also "Business—Overview of Our Products and Services—Insurance".

In the near term, there continue to be risks to economic growth in India and to growth, asset quality and profitability in the banking sector. Since fiscal 2012, the Indian economy has experienced a moderation in growth. Interest rates in the economy rose following tightening of monetary policy in response to high inflation. While inflation moderated and the central bank effected some reductions in policy rates, interest rates in general continue to be relatively high. The corporate sector has experienced a decline in sales and profit growth, and has also experienced elongation of working capital cycles and a high level of receivables. The Indian rupee has depreciated significantly vis-a-vis the U.S. dollar during this period. Further, corporate investment activity has been impacted by concerns over administrative clearances and issues around access to land and natural resources. For example, there have been concerns over the availability of fuel for thermal and gas-based power plants. Given the concerns over growth, companies have found it difficult to access equity capital markets and several companies and sectors have relatively high leverage. Due to these and other factors, there has been an increase in the non-performing and restructured loans of Indian banks, including us. Also, in July 2013, the Reserve Bank of India introduced measures to reduce liquidity in the Indian banking system and increase the cost of borrowing from the central bank following a depreciation in the Indian rupee. Trends in systemic liquidity, interest rates and inflation would influence deposit growth, especially with respect to low cost savings and current account deposits. Our ability to grow our low cost deposit base may be impacted by increasing competition for such deposits. The slowdown in fresh corporate investments and new infrastructure projects has adversely impacted our related fee income revenue streams. Achieving directed lending targets is expected to be challenging. Regulations governing the financial sector in India, including banking, insurance and asset management, continue to evolve, with a potential impact on the growth and profitability of financial services groups such as us. Our overseas branches are primarily funded from wholesale sources and global financial market conditions may impact our ability to raise funds and grow the business of our overseas branches. Our banking subsidiaries in the United Kingdom and Canada have in the past focused primarily on leveraging their deposit franchises in these markets to extend financing to Indian companies for their operations in India and globally, including the financing of overseas acquisitions by Indian companies through structured transactions. In view of expectations of regulatory restrictions on cross-border financing of this nature, we are currently not pursuing significant growth in these subsidiaries, which has adversely impacted their business volumes and profitability. See also "—Risks Relating to Our Business—We experienced rapid international growth in earlier years which has increased the complexity of the risks that we face".

Over the longer-term, we see favorable prospects for the Indian economy. India's strong domestic consumption and investment drivers are expected to continue to support healthy rates of growth. Against this backdrop, we expect increasing household incomes and consumption to lead to opportunities in retail savings, investment and loan products, significant industrial and infrastructure investment potential to lead to opportunities in project and corporate finance, and increasing global linkages to lead to opportunities in international banking for Indian corporations and non-resident Indians.

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Over the last few years, we have rebalanced our deposit profile, reduced costs, maintained net non-performing assets and high capital adequacy ratios. Our objective going forward will be to leverage our capital base for profitable growth, while sustaining the improvements in our deposit profile, cost ratios and credit quality. As we grow our businesses, meeting customer expectation on service quality will be a critical element of our strategy. We seek to adopt a balanced approach to profitability growth and risk management.

The success of our strategy depends on several factors, including our ability to grow our low cost deposit base, grow our loan book profitably, contain non-performing and restructured loans, maintain regulatory compliance in an evolving regulatory environment, and address regulators' assessments of and observations on our operations, and compete effectively in the Indian corporate and retail financial services market. The success of our strategy is also subject to the overall regulatory and policy environment in which we operate including the direction of monetary policy. Our ability to execute our strategy will also depend on the liquidity and interest rate environment. See also "Risks Relating to Our Business—Our banking and trading activities are particularly vulnerable to interest rate risk and volatility in interest rates could adversely affect our net interest margin, the value of our fixed income portfolio, our income from treasury operations, the quality of our loan portfolio and our financial performance".

For a detailed discussion of risks that we face in our business please refer to "Risk Factors".

### Other Key Factors

Under Indian GAAP, we have not consolidated certain entities in which investments are intended to be temporary. However under U.S. GAAP, these entities have been consolidated in accordance with FASB ASC Subtopic 810-10, "Consolidation – Overall" or have been accounted for as equity affiliates in accordance with FASB ASC Subtopic 323-10, "Investments – Equity Method and Joint Ventures". Under Indian GAAP, through fiscal 2011, 3i Infotech Limited was not consolidated because the investment is intended to be temporary. During fiscal 2012, loans from 3i Infotech Limited were restructured and as per the restructuring scheme a certain portion of the loans provided by ICICI Bank to 3i Infotech Limited was converted to equity shares. Based on the continued intention to reduce the stake below 20% and severe long term restrictions on 3i Infotech Limited under debt restructuring scheme which impairs the ability of 3i Infotech Limited to transfer funds to its investee, the results of 3i Infotech Limited are not consolidated in Indian GAAP. However, under U.S. GAAP, this entity has been accounted for as an equity affiliate in accordance with FASB ASC Subtopic 323-10 "Investments – Equity Method and Joint Ventures".

### Effect of Other Acquisitions

During fiscal 2011, ICICI Bank entered into an all-stock amalgamation of the Bank of Rajasthan at a share exchange ratio of 25 shares of ICICI Bank for 118 shares of the Bank of Rajasthan. Our financial statements for fiscal 2011 include the results of the operations of Bank of Rajasthan for the period from August 13, 2010 to year-end fiscal 2011. The amalgamation of the Bank of Rajasthan was not material to our overall operations.

During fiscal 2007, ICICI Bank entered into an all-stock merger with Sangli Bank at a share exchange ratio of 100 shares of ICICI Bank for 925 shares of Sangli Bank. Our financial statements for fiscal 2008 include the results of the operations of Sangli Bank from April 19, 2007. The value of this transaction was not material to our overall operations.

### Average Balance Sheet

For fiscal 2011, the average balances are the sum of the daily average balances outstanding for ICICI Bank, except for the averages of overseas branches which were calculated on a monthly basis until October 31, 2010 and on a fortnightly basis thereafter and the average of quarterly balances outstanding at the end of March of the previous fiscal year and June, September, December and March of that year for subsidiaries and other consolidated entities. For fiscal

2012 and 2013, the average balances are the sum of daily average balances outstanding, except for the averages of overseas branches of ICICI Bank which were calculated on a fortnightly basis. The yield on average interest-earning assets is the ratio of interest income to average interest-earning assets. The cost of average interest-bearing liabilities is the ratio of interest expense to average interest-bearing liabilities. The average balances of advances include non-performing advances and are net of allowance for loan losses. We have recalculated tax-exempt income on a tax-equivalent basis. Tax exempt income primarily consists of dividend income and interest income on tax free bonds. During fiscal 2013, we have applied an effective marginal tax rate of 29%. Other interest

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income has been bifurcated into rupee and foreign currency amounts in order to facilitate the explanation of movements of rupee and foreign currency spreads and margins. The rupee portion of other interest income primarily includes interest on income tax refunds and income from interest rate swaps. The foreign currency portion of other interest income primarily includes income from interest rate swaps in foreign currencies. The swaps considered in other interest income are part of the non-trading portfolio and are undertaken by us to manage the market risk arising from our assets and liabilities. Previous year figures have been re-grouped/re-classified where necessary to conform to current period classification.

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

	Year ended March 31,								
	2011			2012			2013		
	Average balance	Interest income/expense	Average yield/cost	Average balance	Interest income/expense	Average yield/cost	Average balance	Interest income/expense	Average yield/cost
	(in millions, except percentages)								
Assets:									
Advances:									
Rupee	Rs. 1,502,535	Rs. 155,223	10.33 %	Rs. 1,743,013	Rs. 204,357	11.72 %	Rs. 2,048,621	Rs. 246,408	12.03 %
Foreign currency	847,670	35,752	4.22	977,924	41,845	4.28	1,100,726	49,217	4.47
Total advances	2,350,205	190,975	8.13	2,720,937	246,202	9.05	3,149,347	295,625	9.36
Investments:									
Rupee	1,348,873	92,269	6.84	1,520,787	114,106	7.50	1,672,004	133,076	7.96
Foreign currency	149,077	3,135	2.10	125,963	2,985	2.37	118,789	2,783	2.34
Total investments	1,497,950	95,404	6.37	1,646,750	117,091	7.11	1,790,793	133,859	7.50
Other interest-earning assets:									
Rupee	207,047	3,480	1.68	233,523	5,963	2.55	208,674	6,558	3.14
Foreign currency	101,962	1,213	1.19	96,031	1,018	1.06	123,675	1,265	1.02
Total other interest-earning assets	309,009	4,693	1.52	329,554	6,981	2.12	332,349	7,823	2.36
Other interest income:									
Rupee		2,200			1,456			4,814	
Foreign currency		11,139			11,547			7,395	
Total other interest income		13,339			13,003			12,209	
Interest-earning assets:									
Rupee	3,058,455	253,171	8.28	3,497,323	325,882	9.32	3,929,299	390,856	9.95

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Foreign currency	1,098,709	51,240	4.66	1,199,918	57,395	4.78	1,343,190	60,660	4.51
Total interest-earning assets	4,157,164	304,411	7.32	4,697,241	383,277	8.16	5,272,489	451,516	8.56
Fixed assets	50,569			54,834			54,738		
Other assets	1,075,013			1,080,234			1,067,209		
Total non-earning assets	1,125,582			1,135,068			1,121,947		
Total assets	Rs. 5,282,746	Rs. 304,411		Rs. 5,832,309	Rs. 383,277		Rs. 6,394,436	Rs. 451,516	
<b>Liabilities:</b>									
<b>Savings account deposits:</b>									
Rupee	Rs. 571,803	Rs. 19,623	3.43 %	Rs. 665,832	Rs. 26,154	3.93 %	Rs. 753,946	Rs. 29,878	3.97 %
Foreign currency	76,247	890	1.17	66,306	730	1.10	68,665	733	1.07
Total savings account deposits	648,050	20,513	3.17	732,138	26,884	3.67	822,611	30,611	3.72
<b>Time deposits:</b>									
Rupee	1,140,593	77,787	6.82	1,294,349	113,215	8.75	1,481,452	134,675	9.32
Foreign currency	391,193	14,852	3.80	353,468	12,631	3.57	334,376	10,550	3.16
Total time deposits	1,531,786	92,639	6.05	1,647,817	125,846	7.64	1,815,828	145,225	8.18
<b>Other demand deposits:</b>									
Rupee	208,005			221,298			217,742		
Foreign currency	26,383			32,921			43,058		
Total other demand deposits	234,388			254,219			260,800		

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	Year ended March 31,									
	2011			2012				2013		
	Average balance	Interest income/expense	Average yield/cost	Average balance	Interest income/expense	Average yield/cost	Average balance	Interest income/expense	Average yield/cost	
	(in millions, except percentages)									
Total deposits:										
Rupee	Rs. 1,920,401	Rs. 97,410	5.07	Rs. 2,181,479	Rs. 139,369	6.39 %	Rs. 2,453,140	Rs. 164,553	6.71	
Foreign currency	493,823	15,742	3.19	452,695	13,361	2.95	446,099	11,283	2.53	
Total deposits	2,414,224	113,152	4.69	2,634,174	152,730	5.80	2,899,239	175,836	6.06	
Borrowings:										
Rupee	625,176	54,656	8.74	583,542	64,009	10.97	642,997	69,757	10.85	
Foreign currency	678,100	25,618	3.78	882,128	33,393	3.79	1,013,863	37,261	3.68	
Total borrowings	1,303,276	80,274	6.16	1,465,670	97,402	6.65	1,656,860	107,018	6.46	
Interest-bearing liabilities:										
Rupee	2,545,577	152,066	5.97	2,765,021	203,378	7.36	3,096,137	234,310	7.57	
Foreign currency	1,171,924	41,360	3.53	1,334,823	46,754	3.50	1,459,962	48,544	3.32	
Total interest-bearing liabilities	3,717,501	193,426	5.20	4,099,844	250,132	6.10	4,556,099	282,854	6.21	
Preference share capital	3,500			3,500			3,500			
Other liabilities	1,002,071			1,110,966			1,163,534			
Total liabilities	4,723,072	193,426		5,214,310	250,132		5,723,133	282,854		
Stockholders' equity	559,674			617,999			671,303			
Total liabilities and stockholders' equity	Rs. 5,282,746	Rs. 193,426		Rs. 5,832,309	Rs. 250,132		Rs. 6,394,436	Rs. 282,854		

## Analysis of Changes in Interest Income and Interest Expense: Volume and Rate Analysis

The following table sets forth, for the periods indicated, the changes in the components of net interest income. The changes in net interest income between periods have been reflected as attributed either to volume or rate changes. For the purpose of this table, changes which are due to both volume and rate, have been allocated solely to volume.

Net change	Fiscal 2012 vs. Fiscal 2011 Increase (decrease) due to		Fiscal 2013 vs. Fiscal 2012 Increase (decrease) due to	
	Change in average volume	Change in average rate	Change in average volume	Change in average rate
	(in millions)			



## Interest income:

## Advances:

Rupee	Rs.49,134	Rs.28,194	Rs.20,939	Rs.42,051	Rs.36,758	Rs.5,293
Foreign currency	6,092	5,574	518	7,373	5,491	1,882
Total advances	55,226	33,768	21,457	49,424	42,249	7,175

## Investments:

Rupee	21,838	12,899	8,939	18,970	12,035	6,935
Foreign currency	(150 )	(548 )	398	(202 )	(168 )	(34 )
Total investments	21,688	12,351	9,337	18,768	11,867	6,901

## Other interest-earning assets:

Rupee	2,483	676	1,807	596	(781 )	1,377
Foreign currency	(195 )	(63 )	(132 )	247	283	(36 )
Total other interest earning asset	2,288	613	1,675	843	(498 )	1,341

## Other interest income

Rupee	(744 )	—	(744 )	3,358—	3,358	
Foreign currency	409	—	409	(4,152 )	—	(4,152 )
Other interest income	(335 )	—	(335 )	(794 )	—	(794 )

## Total interest income:

Rupee	72,711	41,769	30,941	64,975	48,012	16,963
Foreign currency	6,156	4,963	1,193	3,266	5,606	(2,340 )
Total interest income	78,867	46,732	32,134	68,241	53,618	14,623

## Interest expense:

## Savings account deposits:

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	Fiscal 2012 vs. Fiscal 2011 Increase (decrease) due to			Fiscal 2013 vs. Fiscal 2012 Increase (decrease) due to		
	Net change	Change in average volume	Change in average rate (in millions)	Net change	Change in average volume	Change in average rate
Rupee	6,532	3,693	2,838	3,725	3,492	233
Foreign currency	(160 )	(110 )	(50 )	3	25	(22 )
Total savings account deposits	6,372	3,583	2,788	3,728	3,517	211
Time deposits:						
Rupee	35,428	13,449	21,979	21,459	17,009	4,450
Foreign currency	(2,221 )	(1,348 )	(873 )	(2,081 )	(602 )	(1,479 )
Total time deposits	33,207	12,101	21,106	19,378	16,407	2,971
Total deposits:						
Rupee	41,960	17,142	24,817	25,184	20,501	4,683
Foreign currency	(2,381 )	(1,458 )	(923 )	(2,078 )	(577 )	(1,501 )
Total deposits	39,579	15,684	23,894	23,106	19,924	3,182
Borrowings:						
Rupee	9,353	(4,567 )	13,920	5,748	6,450	(702 )
Foreign currency	7,774	7,723	51	3,868	4,841	(973 )
Total borrowings	17,127	3,156	13,971	9,616	11,291	(1,675 )
Total interest expense:						
Rupee	51,313	12,575	38,737	30,932	26,951	3,981
Foreign currency	5,393	6,265	(872 )	1,790	4,264	(2,474 )
Total interest expense	56,706	18,840	37,865	32,722	31,215	1,507
Net interest income:						
Rupee	21,398	29,194	(7,796 )	34,043	21,061	12,982
Foreign currency	763	(1,302 )	2,065	1,476	1,342	134
Total net interest income	Rs.22,161	Rs.27,892	Rs.(5,731 )	Rs.35,519	Rs.22,403	Rs.13,116

## Yields, Spreads and Margins

The following table sets forth, for the periods indicated, the yields, spreads and net interest margins on interest-earning assets.

	Year ended March 31,				
	2009	2010	2011	2012	2013
	(in millions, except percentages)				
Interest income(1)	Rs.366,358	Rs.305,644	Rs.304,411	Rs.383,277	Rs.451,516
Average interest-earning assets	4,182,862	4,060,883	4,157,164	4,697,241	5,272,489
Interest expense	264,873	207,292	193,426	250,132	282,854
Average interest-bearing liabilities	3,878,871	3,713,342	3,717,501	4,099,844	4,556,099
Average total assets	5,072,161	5,093,245	5,282,746	5,832,309	6,394,436
Average interest-earning assets as a percentage of average total assets	82.47 %	79.73 %	78.69 %	80.54 %	82.45 %
	76.47	72.91	70.37	70.30	71.25

Average interest-bearing liabilities as a percentage of average total assets

Average interest-earning assets as a percentage of average

interest-bearing liabilities	107.84	109.36	111.83	114.57	115.72
Yield	8.76	7.53	7.32	8.16	8.56
Rupee	10.05	8.78	8.28	9.32	9.95
Foreign currency	5.60	4.52	4.66	4.78	4.52
Cost of funds	6.83	5.58	5.20	6.10	6.21
Rupee	7.86	6.44	5.97	7.36	7.57
Foreign currency	4.76	3.90	3.53	3.50	3.32
Spread(2)	1.93	1.95	2.12	2.06	2.35
Rupee	2.19	2.34	2.31	1.96	2.38
Foreign currency	0.84	0.62	1.13	1.28	1.20
Net interest margin(3)	2.43	2.42	2.67	2.83	3.20
Rupee	3.19	3.25	3.31	3.50	3.98
Foreign currency	0.57	0.44	0.90	0.89	0.90

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- (1) For fiscal 2009, 2010, 2011, 2012 and 2013, we have recalculated tax-exempt income on a tax-equivalent basis. The impact of re-calculation of tax-exempt income on tax equivalent basis was Rs. 3.9 billion for fiscal 2009, Rs. 4.1 billion for fiscal 2010, Rs. 3.6 billion for fiscal 2011, Rs. 3.3 billion for fiscal 2012 and Rs. 2.7 billion for fiscal 2013.
- (2) Spread is the difference between yield on average interest-earning assets and cost of average interest-bearing liabilities. Yield on average interest-earning assets is the ratio of interest income to average interest-earning assets. Cost of average interest-bearing liabilities is the ratio of interest expense to average interest-bearing liabilities.
- (3) Net interest margin is the ratio of net interest income to average interest-earning assets. The difference in net interest margin and spread arises due to the difference in amount of average interest-earning assets and average interest-bearing liabilities. If average interest-earning assets exceed average interest-bearing liabilities, net interest margin is greater than the spread and if average interest-bearing liabilities exceed average interest-earning assets, net interest margin is less than the spread.

## Net Interest Income

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

	Year ended March 31,			2013/2012	
	2012	2013	2013	% change	
	(in millions, except percentages)				
Interest income(1)	Rs.379,948	Rs.448,846	US\$8,233	18.1	%
Interest expense	(250,132 )	(282,854 )	(5,188 )	13.1	%
Net interest income	Rs. 129,816	Rs. 165,992	US\$3,045	27.9	%

- (1) Tax exempt income has not been recalculated on a tax-equivalent basis.

Net interest income increased by 27.9% from Rs. 129.8 billion in fiscal 2012 to Rs. 166.0 billion in fiscal 2013, reflecting an increase of 12.2% in the average volume of interest-earning assets and an increase in net interest margin by 37 basis points from 2.83% in fiscal 2012 to 3.20% in fiscal 2013.

• Net interest margin

Net interest margin increased by 37 basis points from 2.83% in fiscal 2012 to 3.20% in fiscal 2013. There was an increase of 48 basis points in the net interest margin on the rupee portfolio.

The yield on the rupee portfolio increased by 63 basis points from 9.32% in fiscal 2012 to 9.95% in fiscal 2013, due to the following factors:

- The yield on rupee advances increased from 11.72% in fiscal 2012 to 12.03% in fiscal 2013 primarily due to an increase in yield on domestic corporate loans. The yield on domestic corporate loans increased as a result of incremental disbursements at higher lending rates and also due to the full impact of the increase in the Bank's base rate during fiscal 2012. In response to tight liquidity conditions and a rising interest rate environment, scheduled commercial banks increased their lending and deposit rates during fiscal 2012. The Bank increased its base rate by 125 basis points, in three phases, during fiscal 2012 from 8.75% at the end of March 2011 to 10.00%. The full

impact of this increase was reflected in the yield on rupee advances in fiscal 2013. However, the Bank reduced its base rate during fiscal 2013 from 10.00% at year-end fiscal 2012 to 9.75% at year-end fiscal 2013. See also “—Business—Loan pricing”.

- The yield on interest-earning rupee investments increased from 7.50% in fiscal 2012 to 7.96% in fiscal 2013, primarily due to investment in longer duration statutory liquidity ratio securities at higher yields and maturities of low-yielding securities.

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- We reduce losses from the securitization of assets (including credit losses on existing securitized pools) from our interest income. The amount of such losses declined to Rs. 0.3 billion in fiscal 2013 from Rs. 2.0 billion in fiscal 2012.
- The Reserve Bank of India reduced the cash reserve ratio by 200 basis points in phases during fiscal 2012 and fiscal 2013. The cash reserve ratio was 6.00% at September 30, 2011, 4.75% at year-end fiscal 2012 and 4.00% at year-end fiscal 2013. As cash reserve ratio balances do not earn any interest income, these reductions had a positive impact on overall yield in fiscal 2013.
- Interest on income tax refunds increased from Rs. 0.8 billion in fiscal 2012 to Rs. 2.7 billion in fiscal 2013. The receipt, amount and timing of such income depend on the nature and timing of determinations by tax authorities and are not consistent or predictable.

The cost of funds for the rupee portfolio increased by 21 basis points from 7.36% in fiscal 2012 to 7.57% in fiscal 2013 primarily due to the following factors:

- The cost of rupee deposits increased from 6.39% in fiscal 2012 to 6.71% in fiscal 2013. The cost of rupee term deposits increased by 34 basis points from 8.75% in fiscal 2012 to 9.09% in fiscal 2013, reflecting the full impact of the systemic increase in deposit rates in fiscal 2012. This was partly offset by a decrease in cost of rupee borrowings from 10.97% in fiscal 2012 to 10.85% in fiscal 2013. The interest rate, offered by the Bank, for 390-days retail term deposit, was 8.50% at year-end fiscal 2011, 9.25% at year-end fiscal 2012 and 9.00% at year-end fiscal 2013.

The yield on our foreign currency portfolio decreased by 26 basis points from 4.78% in fiscal 2012 to 4.52% in fiscal 2013 primarily due to the following factors:

- The yield on assets of ICICI Bank UK decreased primarily due to a decrease in the yield on loans and yield on investments. The decrease in yield was on account of a decrease in higher yielding loans and the sale and maturities of high yielding investments during fiscal 2013.
- The yield on assets of ICICI Bank Canada decreased primarily due to a decline in the yield on loans and yield on investments. The yield on loans decreased on account of prepayments/repayments of higher yielding loans and an increase in the low yielding insured mortgages portfolio. The yield on investments decreased primarily on account of a decrease in investment in corporate bonds and an increase in investments in low yielding investments such as treasury bills in fiscal 2013.
- The net interest income on non-trading interest rate swaps of ICICI Bank, which are undertaken to manage the market risk arising from assets and liabilities, decreased from Rs. 9.4 billion in fiscal 2012 to Rs. 6.8 billion in fiscal 2013 on account of maturity of swaps during fiscal 2013 in line with maturity of underlying borrowings.

However, there was an increase in the yield on overseas advances of ICICI Bank primarily due to new advances at higher rates and the repayment and prepayment of low yielding loans.

The cost of funds of the foreign currency funding decreased by 18 basis points from 3.50% in fiscal 2012 to 3.32% in fiscal 2013, due to the following factors:

- The cost of funds for ICICI Bank's foreign currency funding decreased primarily on account of a decrease in the cost of term deposits.
-

The cost of funds of ICICI Bank Canada decreased due to a decrease in the cost of deposits and the cost of borrowings. The cost of deposits decreased on account of a higher proportion of low cost savings account deposits and a reduction in interest rates offered on new term deposits during fiscal 2013. The cost of borrowings decreased on account of a decrease in cost of borrowings under securitized insured mortgages.

- The cost of funds of ICICI Bank UK decreased primarily due to a decrease in the cost of deposits on account of a decrease in cost of term deposits and savings account deposits. Further, there was an increase in proportion of low cost savings account deposits in the deposit base. The above decrease was offset, in

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part, by an increase in the cost of borrowings on account of the maturity of lower cost borrowings during fiscal 2013.

During fiscal 2013, the Reserve Bank of India reduced the repo rate by 100 basis points to 7.50% and the cash reserve ratio by 75 basis points to 4.00% in response to easing inflation levels and slowdown in growth. As a result, wholesale funding rates had been on a declining trend during the first quarter of fiscal 2014. However, in July 2013, following the volatility in global markets, high current account deficit and the consequent sharp depreciation in the exchange rate, the Reserve Bank of India announced measures to stabilise the exchange rate. These measures included limits on banks' borrowing through the liquidity adjustment facility of the Reserve Bank of India, increase in the marginal standing facility rate from 8.25% to 10.25% and increase in the minimum daily cash reserve ratio of banks to 99.0% of the requirement from 70% earlier. These measures would result in tightening of liquidity in the banking sector and may result in an increase in wholesale funding costs. Going forward, the extent and timing of any change in interest rates will depend on systemic liquidity, the current account and balance of payments, the future movement of inflation and the evolving monetary stance.

## Interest-earning assets

The average volume of interest-earning assets increased by 12.2% from Rs. 4,697.2 billion in fiscal 2012 to Rs. 5,272.5 billion in fiscal 2013. The increase in interest-earning assets was primarily due to an increase in average loans by Rs. 428.4 billion and an increase in average interest-earning investments by Rs. 144.0 billion.

Average loans increased by 15.7% from Rs. 2,720.9 billion in fiscal 2012 to Rs. 3,149.3 billion in fiscal 2013. Average rupee loans increased from Rs. 1,743.0 billion in fiscal 2012 to Rs. 2,048.6 billion in fiscal 2013, reflecting an increase in both domestic corporate and retail loans. Average foreign currency loans increased by 12.6% from Rs. 977.9 billion in fiscal 2012 to Rs. 1,100.7 billion in fiscal 2013, primarily due to the impact of the depreciation of the rupee against the U.S. dollar and an increase in the insured mortgage portfolio of ICICI Bank Canada. There was a decrease in average loans of ICICI Bank UK primarily on account of a decrease in corporate loans.

Average interest-earning investments increased by 8.7% from Rs. 1,646.8 billion in fiscal 2012 to Rs. 1,790.8 billion in fiscal 2013, primarily due to an increase in average interest-earning investments in Indian government securities by 14.8% from Rs. 866.2 billion in fiscal 2012 to Rs. 994.7 billion in fiscal 2013. Interest-earning investments, other than Indian government securities include investments in corporate bonds and debentures, certificates of deposits, commercial paper, the Rural Infrastructure Development Fund and related investments and investments in liquid mutual funds. Average investments of ICICI Bank Canada increased on account of an increase in investment in treasury bills. However, average investments of ICICI Bank UK decreased on account of a decrease in investments in bonds and treasury bills.

## Interest-bearing liabilities

Average interest-bearing liabilities increased by 11.1% from Rs. 4,099.8 billion in fiscal 2012 to Rs. 4,556.1 billion in fiscal 2013 on account of an increase in both average deposits and average borrowings. Average term deposits increased from Rs. 1,647.8 billion in fiscal 2012 to Rs. 1,815.8 billion in fiscal 2013. Average current and savings account deposits increased from Rs. 986.4 billion in fiscal 2012 to Rs. 1,083.4 billion in fiscal 2013. Average borrowings increased from Rs. 1,465.7 billion in fiscal 2012 to Rs. 1,656.9 billion in fiscal 2013 due to an increase in overseas borrowings, participation certificates and call and short term borrowings. The overseas borrowings of ICICI Bank in rupee terms increased primarily due to the impact of rupee depreciation.

Average deposits of ICICI Bank UK decreased primarily due to a decline in average term deposits. Average borrowings of ICICI Bank UK decreased due to redemption/maturity of long term borrowings, offset, in part, by borrowings under repurchase transactions during fiscal 2013. Average borrowings of ICICI Bank Canada increased



primarily on account of increase in borrowings under securitized insured mortgages. However, there was a decrease in average deposits of ICICI Bank Canada due to a decrease in average term deposits.

See also “Risk Factors—Risks Relating to Our Business—Our banking and trading activities are particularly vulnerable to interest rate risk and volatility in interest rates could adversely affect our net interest margin, the value of our fixed income portfolio, our income from treasury operations, the quality of our loan portfolio and our financial performance”.

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## Non-Interest Income

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

	Year ended March 31,			2013/2012 % change
	2012	2013	2013	
	(in millions, except percentages)			
Commission, exchange and brokerage	Rs.63,155	Rs.62,767	US\$1,151	(0.6 )%
Profit/(loss) on treasury-related activities (net)(1)	16,908	23,994	440	41.9
Profit/(loss) on sale of land, buildings and other assets (net)	(37 )	339	6	-
Premium and other operating income from insurance business	204,878	203,944	3,741	(0.5 )
Miscellaneous income	1,730	2,154	40	24.4
<u>Total non-interest income</u>	<u>Rs.286,634</u>	<u>Rs.293,198</u>	<u>US\$5,378</u>	<u>2.3 %</u>

(1) Includes profit/(loss) on the sale/revaluation of investments and exchange transactions.

Non-interest income primarily includes income pertaining to our insurance business, commission, exchange and brokerage income, profit/(loss) on treasury-related activities and other miscellaneous income. This analysis of non-interest income should be read against the backdrop of global and Indian economic developments, financial market activities, the competitive environment, client activity levels and our strategy, as detailed in earlier sections.

Non-interest income increased by 2.3% from Rs. 286.6 billion in fiscal 2012 to Rs. 293.2 billion in fiscal 2013 primarily due to an increase in profit on treasury-related activities.

## Commission, exchange and brokerage

Commission, exchange and brokerage income primarily includes fees from our banking business as well as fee and brokerage income of our securities brokering, asset management and venture capital fund management subsidiaries. The fee income of our banking business is primarily includes fees from corporate clients such as loan processing fees, transaction banking fees and structuring fees and fees from retail customers such as loan processing fees, credit card fees and service charges on retail deposit accounts.

Commission, exchange and brokerage income decreased by 0.6% from Rs. 63.2 billion in fiscal 2012 to Rs. 62.8 billion in fiscal 2013 primarily due to a decrease in loan processing fees from corporate customers, offset, in part, by an increase in fee income from transaction banking fees, credit card fees and management fees from asset management services.

Loan processing fees decreased due to the continued slowdown in economic activities and higher interest rates resulting in deceleration in new project proposals and investment by corporate customers.

The management fees of our asset management subsidiary increased in fiscal 2013 compared to fiscal 2012 primarily due to an increase in fees on mutual funds operations on account of an increase in average assets under management.

## Profit/(loss) on treasury-related activities (net)

Profit/(loss) on treasury-related activities includes income from the sale of investments and the revaluation of investments on account of changes in unrealized profit/(loss) in the fixed income, equity and preference share portfolio, units of venture capital and private equity funds, units of mutual funds and security receipts issued by asset reconstruction companies. It also includes income from foreign exchange transactions, consisting of various foreign exchange and derivatives transactions with clients, including options and swaps, and from credit derivatives instruments including credit default swaps, credit-linked notes and collateralized debt obligations. Profit from treasury-related activities increased by 41.9% from Rs. 16.9 billion in fiscal 2012 to Rs. 24.0 billion in fiscal 2013.

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The increase in income from treasury-related activities in fiscal 2013 was primarily due to higher gains on government securities and other fixed income positions, profit on security receipts compared to a loss in fiscal 2012 and higher income from foreign exchange and derivatives transactions with our clients. This increase was offset, in part, by lower profits from our equity portfolio and lower mark-to-market/realized profits on credit derivatives.

Our profit on the government securities portfolio and other fixed income positions increased from Rs. 3.6 billion in fiscal 2012 to Rs. 7.6 billion in fiscal 2013. During fiscal 2013, we capitalized on certain market opportunities to realize gains from the sale of our government and other domestic fixed income positions.

During fiscal 2013, there was a loss on our equity portfolio of Rs. 0.4 billion compared to profit of Rs. 0.7 billion in fiscal 2012 as equity markets were volatile in fiscal 2013.

During fiscal 2013, the Bank recorded realized/unrealized gain on security receipts of Rs. 0.5 billion, compared to a loss of Rs. 4.1 billion in fiscal 2012, primarily due to an improvement in net asset value and realized gains on redemption. At year-end fiscal 2013, the Bank had an outstanding net investment of Rs. 11.5 billion in security receipts issued by asset reconstruction companies in relation to the sale of non-performing assets.

We have credit exposures in the form of both funded and non-funded credit derivatives. The notional principal amount of funded instruments at year-end fiscal 2013 was Rs. 0.8 billion compared to Rs. 1.5 billion at year-end fiscal 2012. The notional principal amount of non-funded instruments at year-end fiscal 2013 was Rs. 3.5 billion compared to Rs. 11.1 billion at year-end fiscal 2012. During fiscal 2012 and fiscal 2013, softening of credit spreads and maturity of the portfolio resulted in a reduction in provision held against the credit derivatives portfolio. We had realized/unrealized gains of Rs. 0.1 billion during fiscal 2013 compared to a gain of Rs. 0.7 billion during fiscal 2012 on these credit derivatives instruments.

We offer various derivatives products, including options and swaps, to our clients primarily for their risk management purposes. We generally do not carry market risk on client derivatives positions as we manage our own risk in the inter-bank market. Profits or losses on account of currency movements on these transactions are borne by the clients. During fiscal 2009, due to high exchange rate volatility as a result of the global financial crisis, a number of clients experienced significant mark-to-market losses in derivatives transactions. On maturity or premature termination of the derivatives contracts, these mark-to-market losses became receivables owed to us. Some clients did not pay their derivatives contract obligations to us in a timely manner and, in some instances, clients filed lawsuits to avoid payment of derivatives contract obligations entirely. In other instances, at the request of clients, we converted overdue amounts owed to us into loans and advances. In October 2008, the Reserve Bank of India issued guidelines requiring banks to classify derivatives contract receivables overdue for 90 days or more as non-performing assets. Pursuant to these guidelines, the Bank reverses derivatives contract receivables in our income statement when they are overdue for 90 days or more. Further, mark-to-market gains on other derivative contracts with the same counterparties mentioned above are reversed through the profit and loss account. After reversal, any subsequent recovery is accounted for only on actual receipt of payment. In fiscal 2013, we made a reversal of derivative income of Rs. 0.1 billion relating to receivables under derivatives contracts that were overdue for more than 90 days and related mark-to-market receivables from such counterparties compared to a reversal of income of Rs. 0.4 billion in fiscal 2012.

The treatment of receivables owed in connection with derivatives contracts differs under U.S. GAAP from under Indian GAAP. Under U.S. GAAP, these receivables are analyzed to identify the required provisions in the same manner as provisions for loan losses. Accordingly, under U.S. GAAP, the amount receivable by us when a derivatives contract obligation arises is charged to the client's account and treated like a loan. We periodically conduct a comprehensive analysis of our corporate loan portfolio, including overdue derivatives receivables to determine appropriate allowances for loan losses. This analysis takes into account both qualitative and quantitative criteria including, among other considerations, the account conduct, future prospects, repayment history and financial

performance. This comprehensive analysis includes an account-by-account review of a substantial portion of our corporate loan portfolio and an allowance is made for probable loss, if any, on each account. In addition to the detailed review of large balance loans, we also classify our portfolio based on the overdue status of each account and classify loans as impaired if principal or interest has remained overdue for more than 90 days.

Our income from foreign exchange transactions with clients and from margins on derivatives transactions with clients increased from Rs. 12.0 billion in fiscal 2012 to Rs. 12.8 billion in fiscal 2013, primarily on account of an

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enhanced focus on large corporate customers, acquisition of new small and medium corporate clients and higher remittance fees/commissions during the year due to the depreciation in the rupee.

The investment portfolio of ICICI Bank UK decreased from Rs. 59.7 billion at year-end fiscal 2012 to Rs. 28.5 billion at year-end fiscal 2013. The investment portfolio included available-for-sale investments of Rs. 57.7 billion at year-end fiscal 2012 and Rs. 26.4 billion at year-end fiscal 2013 with the mark-to-market post-tax loss reflected in the shareholders' equity of Rs. 2.0 billion at year-end fiscal 2012 and Rs. 0.9 billion at year-end fiscal 2013. The portfolio decreased primarily due to a decline in investment in bonds on account of sales and maturities, a decrease in investment in mortgage backed securities on account of redemptions and a decrease in investment in treasury bills.

### Income relating to our insurance business

Income from our insurance business decreased marginally from Rs. 204.9 billion in fiscal 2012 to Rs. 203.9 billion in fiscal 2013, primarily due to a decrease in income from our life insurance business, from Rs. 167.5 billion in fiscal 2012 to Rs. 160.4 billion in fiscal 2013, offset in part by an increase in income from our general insurance business from Rs. 37.4 billion in fiscal 2012 to Rs. 43.5 billion in fiscal 2013. Income from our insurance business includes net premium income, fee and commission income and surrender charges, including income on foreclosure of policies by our life insurance business. Income from our life insurance business includes net premium income of Rs. 134.1 billion and fee and other life insurance related income of Rs. 26.3 billion in fiscal 2013, compared to net premium income of Rs. 139.1 billion and fee and other life insurance related income of Rs. 28.4 billion in fiscal 2012.

The premium income (gross of premium on reinsurance ceded) of ICICI Prudential Life Insurance Company decreased by 3.4% from Rs. 140.2 billion in fiscal 2012 to Rs. 135.4 billion in fiscal 2013. Renewal premium decreased by 8.9% from Rs. 95.8 billion in fiscal 2012 to Rs. 87.3 billion in fiscal 2013, and single premium business decreased by 22.5% from Rs. 8.0 billion in fiscal 2012 to Rs. 6.2 billion in fiscal 2013. Renewal premium decreased due to higher surrender of policies and a decline in new business volumes in the past few years, which is reflected in lower renewal premium during fiscal 2013. The new business premium from regular premium business increased by 15.1% from Rs. 36.4 billion in fiscal 2012 to Rs. 41.9 billion in fiscal 2013. ICICI Prudential Life Insurance Company's fee and other life insurance related income decreased from Rs. 28.4 billion in fiscal 2012 to Rs. 26.3 billion in fiscal 2013. There was a decrease in surrender charges, including income on foreclosure of policies, offset, in part, by an increase in policy fees.

Income from our general insurance business includes net premium income amounting to Rs. 38.9 billion and commission income amounting to Rs. 4.6 billion in fiscal 2013, compared to net premium income of Rs. 34.6 billion and commission income of Rs. 2.8 billion in fiscal 2012.

The net premium income increased from Rs. 34.6 billion in fiscal 2012 to Rs. 38.9 billion in fiscal 2013 primarily due to the growth in motor insurance business and health insurance business. Commission income of ICICI Lombard General Insurance Company increased by 64.3% from Rs. 2.8 billion in fiscal 2012 to Rs. 4.6 billion in fiscal 2013, primarily due to an increase in commission on higher reinsurance ceded in motor and health business. Further, there was an increase in reinsurance commission on account of a new treaty entered for motor and health insurance business.

### Miscellaneous income

Miscellaneous income increased from Rs. 1.7 billion in fiscal 2012 to Rs. 2.2 billion in fiscal 2013.

### Non-Interest Expense

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

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	Year ended March 31,			2013/2012	
	2012	2013	2013	% change	
	(in millions, except percentages)				
Payments to and provisions for employees	Rs. 51,013	Rs. 56,291	US\$ 1,032	10.3	%
Depreciation on own property	6,292	5,926	109	(5.8	)
Auditor's fees and expenses	160	167	3	4.5	
Depreciation on leased assets	423	328	6	(22.3	)
Expenses pertaining to insurance business	179,254	173,517	3,183	(3.2	)
Other administrative expenses	58,379	65,841	1,208	12.8	
Total non-interest expenses	Rs. 295,521	Rs. 302,070	US\$ 5,541	2.2	%

Non-interest expense primarily includes expenses relating to our insurance business, payment to and provision for employees and other administrative expenses. Operating expenses increased from Rs. 295.5 billion in fiscal 2012 to Rs. 302.1 billion in fiscal 2013 primarily due to an increase in payments to and provisions for employees and other administrative expenses offset, in part, by a decrease in expenses related to our insurance business.

#### Payments to and provisions for employees

Employee expenses increased by 10.3% from Rs. 51.0 billion in fiscal 2012 to Rs. 56.3 billion in fiscal 2013, reflecting an annual increase in salaries and an increase in our employee base. Our employee base, including sales executives, employees on fixed term contracts and interns, increased from 81,254 at year-end fiscal 2012 to 85,217 at year-end fiscal 2013.

The employee expenses of ICICI Bank increased by 10.5% from Rs. 35.2 billion in fiscal 2012 to Rs. 38.9 billion in fiscal 2013. Employee expenses increased primarily due to annual increments and an increase in the employee base, including sales executives, employees on fixed term contracts and interns, from 58,276 employees at year-end fiscal 2012 to 62,065 employees at year-end fiscal 2013. Pension costs decreased from Rs. 2.7 billion in fiscal 2012 to Rs. 2.4 billion in fiscal 2013.

Employee expenses for ICICI Prudential Life Insurance Company increased by 2.7% from Rs. 7.5 billion in fiscal 2012 to Rs. 7.7 billion in fiscal 2013, and for ICICI Lombard General Insurance Company increased by 14.8% from Rs. 2.7 billion in fiscal 2012 to Rs. 3.1 billion in fiscal 2013.

#### Depreciation

Depreciation on owned property decreased from Rs. 6.3 billion in fiscal 2012 to Rs. 5.9 billion in fiscal 2013. Depreciation on leased assets decreased from Rs. 0.4 billion in fiscal 2012 to Rs. 0.3 billion in fiscal 2013.

#### Other administrative expenses

Other administrative expenses increased by 12.8% from Rs. 58.4 billion in fiscal 2012 to Rs. 65.8 billion in fiscal 2013, primarily due to an increase in expenses of ICICI Bank and our general insurance subsidiary offset, in part, by a decrease in expenses of our life insurance subsidiary. The number of branches and extension counters of ICICI Bank in India increased from 2,752 at year-end fiscal 2012 to 3,100 at year-end fiscal 2013. ICICI Bank also increased its ATM network from 9,006 ATMs at year-end fiscal 2012 to 10,481 ATMs at year-end fiscal 2013. The number of branches and offices of our insurance subsidiaries decreased from 1,302 at year-end fiscal 2012 to 834 at year-end fiscal 2013. Advertisement and publicity expenses increased in fiscal 2013 primarily due to an increase in expenses of ICICI Bank and our general insurance subsidiary.



Expenses related to our insurance business

Expenses related to our insurance business include claims and benefit payouts, commission expenses and reserves for actuarial liability (including the investible portion of the premium on unit-linked policies of our life insurance business). Expenses relating to our insurance business decreased by 3.2% from Rs. 179.3 billion in fiscal 2012 to Rs. 173.5 billion in fiscal 2013, primarily due to a decrease in the business volume of our life insurance subsidiary and a decrease in claims and benefit payouts of our general insurance business, offset, in part, by an increase in claims and benefit payouts of our life insurance subsidiary. The expenses related to our insurance



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Provision for standard assets	288	1,350	25	-
Others	2,100	2,370	42	12.8
Total provisions and contingencies (excluding tax)	Rs. 14,063	Rs. 20,952	US\$ 384	49.0 %

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Provisions are generally made by ICICI Bank on standard, substandard and doubtful assets at rates prescribed by the Reserve Bank of India. Loss assets and unsecured portions of doubtful assets are provided/written off to the extent required by Reserve Bank of India guidelines. Subject to the minimum provisioning levels prescribed by the Reserve Bank of India, provisions on non-performing retail loans are made at the borrower level in accordance with the provisioning policy of ICICI Bank. The specific provisions on retail loans held by ICICI Bank are higher than the minimum regulatory requirement. In addition to the specific provision on non-performing assets, ICICI Bank maintains a general provision on performing loans and advances at rates prescribed by the Reserve Bank of India. For performing loans and advances in overseas branches, the general provision is made at higher of host country regulations requirement and the Reserve Bank of India requirement. See also “Business—Loan portfolio—Classification of Loans”.

Provisions and contingencies (excluding provisions for tax) increased by 49.0% from Rs. 14.1 billion in fiscal 2012 to Rs. 21.0 billion in fiscal 2013, primarily due to an increase in provisions for non-performing and other assets. The provision for non-performing assets increased from Rs. 10.5 billion in fiscal 2012 to Rs. 15.5 billion in fiscal 2013. The provision, net of write-back of excess provisions, on commercial loans increased from Rs. 4.9 billion in fiscal 2012 to Rs. 14.6 billion in fiscal 2013, primarily on account of an increase in provisions on non-performing and restructured loans in the small & medium enterprises and corporate loans. Since fiscal 2012, the Indian economy has experienced a moderation in growth. Interest rates in the economy rose following tightening of monetary policy in response to high inflation. While inflation moderated and the central bank effected some reductions in policy rates, interest rates in general continue to be relatively high. The corporate sector has experienced a decline in sales and profit growth, and has also experienced elongation of working capital cycles and a high level of receivables. The Indian rupee has depreciated significantly vis-a-vis the U.S. dollar during this period. Further, corporate investment activity has been impacted by concerns over administrative clearances and issues around access to land and natural resources. For example, there have been concerns over the availability of fuel for thermal and gas-based power plants. Given the concerns over growth, companies have found it difficult to access equity capital markets and several companies and sectors have relatively high leverage. Due to these and other factors, there has been an increase in the non-performing and restructured loans of Indian banks, including us.

Between fiscal 2008 and fiscal 2010 we experienced an increase in non-performing consumer loans due to the seasoning of the portfolio and a higher level of defaults in unsecured personal loans and credit card receivables due to challenges in collections and the impact of the adverse macroeconomic environments. We experienced a sharp decline in additions to gross non-performing consumer loans since fiscal 2011, due to the measures initiated by the Bank to curb delinquencies and improved collection practices. This resulted in a decline in provisions, net of write-back of excess provision, against non-performing consumer loans from Rs. 7.1 billion in fiscal 2012 to Rs. 1.0 billion in fiscal 2013. The diminution in fair value of restructured loans (including the provision for funded interest) decreased from Rs. 3.5 billion in fiscal 2012 to Rs. 0.7 billion in fiscal 2013. See also “Business—Classification of Loans—Impact of Economic Environment on Commercial and Consumer Loan Borrowers—Non-performing Assets” and “Business—Classification of Loans—Impact of Economic Environment on Commercial and Consumer Loan Borrowers—Restructured Loans”.

ICICI Bank’s provisioning coverage ratio at year-end fiscal 2013, computed in accordance with the Reserve Bank of India guidelines, was 76.8%.

Additional general provision of Rs. 1.4 billion was made on standard assets by the Bank during fiscal 2013, reflecting an increase in the loan portfolio. The Bank held a cumulative general provision of Rs. 16.2 billion at year-end fiscal 2013 compared to general provision of Rs. 14.8 billion at year-end fiscal 2012.

Provisions, including general provisions on performing assets, as a percentage of gross customer assets were 2.6% at year-end fiscal 2013 compared to 3.0% at year-end fiscal 2012.

Provision for investments increased from Rs. 1.2 billion in fiscal 2012 to Rs. 1.7 billion in fiscal 2013.

#### Provisions for Restructured Loans and Non-performing Assets

We classify our assets, including those in our overseas branches, as performing and non-performing in accordance with the Reserve Bank of India guidelines, except in the case of ICICI Home Finance Company and our overseas banking subsidiaries. ICICI Home Finance Company classifies its loans and other credit facilities in accordance with the guidelines of its regulator, the National Housing Bank. A loan made by any of our overseas

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banking subsidiaries is classified as impaired only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition on the loan (a loss event) and the loss event has an impact on the estimated future cash flows of the loans that can be reliably estimated. Under Reserve Bank of India guidelines for term loans, such assets are classified as non-performing if any amount of interest or principal remains overdue for more than 90 days. For overdrafts or cash credits, assets are classified as non-performing if the account remains out of order continuously for a period of 90 days and, for bills, if the account remains overdue for more than 90 days. Further, non-performing assets are also classified into sub-standard, doubtful and loss assets based on the criteria stipulated by the Reserve Bank of India. See also “Business—Classification of Loans”.

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

The following table sets forth, at the dates indicated, information regarding roll-forward and average balances of restructured loans.

	At March 31,			2013/2012 % change
	2012	2013	2013	
	(in millions, except percentages)			
Opening balance (gross restructured loans)	Rs. 29,104	Rs. 52,717	US\$ 967	81.1 %
Add: Loans restructured during the year	38,776	24,887	456	(35.8 )
Add: Increase in loans outstanding to previously restructured loans	868	2,756	51	-
Less: Loans upgraded to standard category during the year	(8,986 )	(2,609 )	(48 )	(71.0 )
Less: Loans downgraded to non-performing category during the year	(1,233 )	(4,491 )	(82 )	-
Less: Recoveries during the year	(5,812 )	(5,953 )	(109 )	2.4
Gross restructured loans	Rs. 52,717	Rs. 67,307	US\$ 1,235	27.7
Provisions for restructured loans	(4,642 )	(5,294 )	(97 )	14.0
Net restructured loans	Rs. 48,075	Rs. 62,013	US\$ 1,138	29.0
Average balance of net restructured loans(1)	37,056	51,709	948	39.5
Gross customer assets	Rs. 3,531,625	Rs. 4,001,517	US\$ 73,395	13.3 %
Net customer assets	3,443,817	3,914,869	71,806	13.7
Gross restructured loans as a percentage of gross customer assets	1.5 %	1.7 %		
Net restructured loans as a percentage of net customer assets	1.4 %	1.6 %		

(1) The average balance is the average of quarterly balances outstanding at the end of March of the previous year and June, September, December and March of the current year.

(2) Based on the Reserve bank of India guidelines effective fiscal 2013, entire borrower level outstanding of the restructured accounts are included. Accordingly, numbers for earlier years presented have also been re-classified.

Since fiscal 2012, the Indian economy has experienced a moderation in growth. Interest rates in the economy rose following tightening of monetary policy in response to high inflation. While inflation moderated and the central bank

effected some reductions in policy rates, interest rates in general continue to be relatively high. The corporate sector has experienced a decline in sales and profit growth, and has also experienced elongation of working capital cycles and a high level of receivables. The Indian rupee has depreciated significantly vis-a-vis the U.S. dollar during this period. Further, corporate investment activity has been impacted by concerns over administrative clearances and issues around access to land and natural resources. For example, there have been concerns over the availability of fuel for thermal and gas-based power plants. Given the concerns over growth, companies have found it difficult to access equity capital markets and several companies and sectors have relatively high leverage. Due to these and other factors, there has been an increase in the non-performing and restructured loans of Indian banks, including us.

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During fiscal 2013, loans amounting to Rs. 24.9 billion were restructured as compared to Rs. 38.8 billion in fiscal 2012. Two non-performing borrower accounts were restructured for a second time during fiscal 2013. After restructuring, based on the satisfactory performance of the borrower over a period of at least one year and after it reverts to the normal level of general provision for standard loans/risk weights for capital adequacy computations, the restructured account may be upgraded and removed from this category. During fiscal 2013, based on payment performance, the Bank upgraded certain borrower accounts with outstanding loans totaling Rs. 2.6 billion as compared to Rs. 9.0 billion during fiscal 2012. The gross restructured loans increased by 27.7% from Rs. 52.7 billion at year-end fiscal 2012 to Rs. 67.3 billion at year-end fiscal 2013, while the net restructured loans increased by 29.0% from Rs. 48.1 billion at year-end fiscal 2012 to Rs. 62.0 billion at year-end fiscal 2013. The net restructured loans were 1.6% of net customer assets at year-end fiscal 2013, compared to 1.4% at year-end fiscal 2012. At year-end fiscal 2013, the diminution in fair value of restructured loans (including the provision for funded interest) was Rs. 5.3 billion compared to Rs. 4.6 billion at year-end fiscal 2012. See also “- Business—Classification of Loans—Impact of Economic Environment on Commercial and Consumer Loan Borrowers—Restructured Loans”.

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

	At March 31,			2013/2012	
	2012	2013	2013	% change	
	(in millions, except percentages)				
Gross non-performing assets(1)	Rs. 107,124	Rs. 107,165	US\$ 1,966	0.0	%
Provisions for non-performing assets(1)	(79,875 )	(78,016 )	(1,431 )	(2.3	)
Net non-performing assets(1)	Rs. 27,249	Rs. 29,149	US\$ 535	7.0	%
Gross customer assets	Rs. 3,531,625	Rs. 4,001,517	US\$ 73,395	13.3	%
Net customer assets	3,443,817	3,914,869	71,806	13.7	
Gross non-performing assets as a percentage of gross customer assets	3.0	%	2.7	%	
Net non-performing assets as a percentage of net customer assets	0.8	%	0.7	%	

(1) Includes loans identified as non-performing/impaired in line with the guidelines issued by regulators of the respective subsidiary.

Gross additions to non-performing assets in fiscal 2013 were higher at Rs. 38.9 billion as compared to Rs. 35.8 billion in fiscal 2012. During fiscal 2013, we upgraded non-performing assets amounting to Rs. 8.1 billion and made recoveries against non-performing assets amounting to Rs. 12.6 billion. During fiscal 2013, loans amounting to Rs. 18.1 billion were written-off as compared to Rs. 12.3 billion in fiscal 2012. As a result, gross non-performing assets increased marginally from Rs. 107.1 billion at year-end fiscal 2012 to Rs. 107.2 billion at year-end fiscal 2013.

Gross additions to non-performing consumer loans, declined from Rs. 18.6 billion in fiscal 2012 to Rs. 9.9 billion during fiscal 2013. Gross additions to non-performing commercial loans increased from Rs. 17.2 billion in fiscal 2012 to Rs. 29.0 billion in fiscal 2013. Non-performing loans in the banking system in India increased during fiscal 2012 and fiscal 2013. See also “-Business—Classification of Loans—Impact of Economic Environment on Commercial and Consumer Loan Borrowers—Non-performing Assets”.

In fiscal 2012, the Bank sold two commercial loans with aggregate book value (net of provision) of Rs. 44 million to an asset reconstruction company. In fiscal 2013, the Bank sold four commercial loans with aggregate book value (net of provision) of Rs. 83 million to an asset reconstruction company. See also “Business—Classification of Loans—Non-Performing Asset Strategy”.



As a percentage of net customer assets, net non-performing assets were 0.7% at year-end fiscal 2013, compared to 0.8% at year-end fiscal 2012.

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## Tax Expense

Income tax expense increased by 26.9% from Rs. 27.5 billion in fiscal 2012 to Rs. 34.9 billion in fiscal 2013 due to an increase in profit before tax. The effective tax rate remained at a similar level of 25.6% in fiscal 2013 compared to 25.7% in fiscal 2012.

## Financial Condition

## Assets

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

	At March 31,			2013/2012	
	2012	2013	2013	% change	
	(in millions, except percentages)				
Cash and cash equivalents	Rs.411,563	Rs.493,709	US\$9,056	20.0	%
Investments	2,398,641	2,556,667	46,894	6.6	
Advances (net of provisions)	2,921,254	3,299,741	60,524	13.0	
Fixed assets	54,320	54,735	1,004	0.8	
Other assets(1)	407,091	343,365	6,297	(15.7	)
Total assets	Rs.6,192,869	Rs.6,748,217	US\$ 123,775	9.0	%

1. The Bank has presented mark-to-market gain or loss on forex and derivatives transactions on a gross basis. This was previously presented on a net basis, and the net positive mark-to-market was recorded in 'Other Assets', while the net negative mark-to-market was recorded in 'Other Liabilities'. Accordingly, the gross positive mark-to-market amounting to Rs. 113.2 billion has been included in other assets at year-end fiscal 2013. Consequent to the change, other assets have increased by Rs. 151.0 billion at year-end fiscal 2012.

Our total assets increased by 9.0% from Rs. 6,192.9 billion at year-end fiscal 2012 to Rs. 6,748.2 billion at year-end fiscal 2013 primarily due to an increase in net advances and investments. Net advances increased by 13.0% from Rs. 2,921.3 billion at year-end fiscal 2012 to Rs. 3,299.7 billion at year-end fiscal 2013. Investments increased by 6.6% from Rs. 2,398.6 billion at year-end fiscal 2012 to Rs. 2,556.7 billion at year-end fiscal 2013.

## Cash and cash equivalents

Cash and cash equivalents include cash in hand and balances with the Reserve Bank of India and other banks, including money at call and short notice. Cash and cash equivalents increased from Rs. 411.6 billion at year-end fiscal 2012 to Rs. 493.7 billion at year-end fiscal 2013. The increase was primarily due to an increase in term money lending and call money lending. The balances with the Reserve Bank of India decreased from Rs. 157.9 billion at year-end fiscal 2012 to Rs. 143.8 billion at year-end fiscal 2013 primarily due to reduction in cash reserve ratio requirement by 75 basis points from 4.75% at year-end fiscal 2012 to 4.00% at year-end fiscal 2013.

## Investments

Total investments increased by 6.6% from Rs. 2,398.6 billion at year-end fiscal 2012 to Rs. 2,556.7 billion at year-end fiscal 2013, primarily due to an increase in investments in government securities, investments in the Rural Infrastructure Development Fund and in other related investments in lieu of a shortfall in meeting directed lending requirements, pass-through-certificates, and commercial paper and certificates of deposit by ICICI Bank. This was

offset, in part, by a decrease in investments in mutual funds and corporate bonds and debentures. The investment of ICICI Bank in government securities increased from Rs. 873.9 billion in fiscal 2012 to Rs. 930.3 billion in fiscal 2013. We had an investment in government securities in India of Rs. 1,097.6 billion at year-end fiscal 2013, compared to Rs. 993.5 billion at year-end fiscal 2012.

The investments of ICICI Prudential Life Insurance Company increased from Rs. 685.9 billion at year-end fiscal 2012 to Rs. 720.3 billion at year-end fiscal 2013. The investments, other than held to cover linked liabilities,

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increased from Rs. 107.7 billion at year-end fiscal 2012 to Rs. 145.1 billion at year-end fiscal 2013 primarily on account of increase in investment in government securities.

Investments of our overseas banking subsidiaries decreased primarily due to a decline in the investment portfolio of ICICI Bank UK offset, in part, by an increase in the investment portfolio of ICICI Bank Canada. ICICI Bank UK's investment portfolio declined from Rs. 59.7 billion at year-end fiscal 2012 to Rs. 28.5 billion at year-end fiscal 2013 primarily due to a decline in investment in bonds on account of sales and maturities, a decrease in investment in mortgage backed securities on account of redemptions, and a decrease in investment in treasury bills. ICICI Bank Canada's investment portfolio increased by 9.9% from Rs. 53.6 billion at year-end fiscal 2012 to Rs. 58.9 billion at year-end fiscal 2013 primarily due to an increase in investments in treasury bills.

Investments of ICICI Securities Primary Dealership limited increased by 26.5% from Rs. 76.7 billion at year-end fiscal 2012 to Rs. 97.0 billion at year-end fiscal 2013 primarily due to an increase in investments in government securities, bonds and debentures.

At year-end fiscal 2013, we had outstanding net investment of Rs. 0.8 billion in funded credit derivatives as compared to Rs. 1.5 billion at year-end fiscal 2012. At year-end fiscal 2013, the Bank had an outstanding net investment of Rs. 11.5 billion in security receipts issued by asset reconstruction companies in relation to sales of non-performing assets, compared to Rs. 18.3 billion at year-end fiscal 2012. See also "Business—Overview of Our Products and Services—Treasury".

### Advances

Net advances increased by 13.0% from Rs. 2,921.3 billion at year-end fiscal 2012 to Rs. 3,299.7 billion at year-end fiscal 2013 primarily due to an increase in domestic corporate and retail loans and an increase in ICICI Bank Canada's loans primarily due to increase in securitized insured mortgages, commercial loans and commercial mortgages.

Net retail advances of ICICI Bank increased by 11.4% from Rs. 963.6 billion at year-end fiscal 2012 to Rs. 1,073.6 billion at year-end fiscal 2013. Net advances of the overseas branches (including the offshore banking unit) of ICICI Bank decreased in U.S. dollar terms by 0.7% from US\$ 13.6 billion at year-end fiscal 2012 to US\$ 13.5 billion at year-end fiscal 2013. In rupee terms, net advances of overseas branches (including offshore banking unit) increased by 5.7% from Rs. 694.0 billion at year-end fiscal 2012 to Rs. 733.6 billion at year-end fiscal 2013 due to rupee depreciation.

Net advances of overseas banking subsidiaries decreased in U.S. dollar terms by 1.5% from US\$ 6.6 billion at year-end fiscal 2012 to US\$ 6.5 billion at year-end fiscal 2013, however, in rupee terms, the net advances increased by 4.1% from Rs. 337.7 billion at year-end fiscal 2012 to Rs. 351.7 billion at year-end fiscal 2013 due to rupee depreciation. Advances of ICICI Bank Canada increased primarily due to an increase in the insured mortgages portfolio. Advances of ICICI Bank UK, in U.S. dollar terms, decreased from US\$ 2.4 billion (Rs. 123.8 billion) at year-end fiscal 2012 to US\$ 2.3 billion (Rs. 126.0 billion) at year-end fiscal 2013. Going forward, ICICI Bank UK will look at selective lending opportunities to highly rated entities, including trade and transaction banking products and smaller term loans to multinational corporations and subsidiaries of Indian companies in the United Kingdom and Europe. See also "Business – Loan Portfolio".

### Fixed and other assets

Fixed assets include premises, furniture and fixtures, assets given on lease and other fixed assets. Fixed assets increased marginally by 0.8% from Rs. 54.3 billion at year-end fiscal 2012 to Rs. 54.7 billion at year-end fiscal 2013. Other assets decreased by 15.7% from Rs. 407.1 billion at year-end fiscal 2012 to Rs. 343.4 billion at year-end fiscal

2013 primarily due to a decrease in mark-to-market on forex and derivatives trading transactions.

#### Liabilities and Stockholders' Equity

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

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	At March 31,			2013/2012	
	2012	2013	2013	% change	
	(in millions, except percentages)				
Deposits	Rs. 2,819,505	Rs. 3,147,705	US\$ 57,735	11.6	%
Borrowings(1)	1,612,966	1,728,882	31,711	7.2	
Other liabilities(2),(3)	1,133,356	1,166,948	21,404	3.0	
Minority interest	14,277	17,058	313	19.5	
Total liabilities	5,580,104	6,060,593	111,163	8.6	
Equity share capital	11,528	11,536	212	0.1	
Reserves and surplus(4)	601,237	676,088	12,400	12.4	
Total liabilities (including capital and reserves)	Rs. 6,192,869	Rs. 6,748,217	US\$ 123,775	9.0	%

(1) Includes subordinated debt and redeemable non-cumulative preference shares.

(2) Includes proposed dividend (including corporate dividend tax) of Rs. 26.4 billion for fiscal 2013 (fiscal 2012: Rs. 21.5 billion).

(3) The Bank has presented mark-to-market gain or loss on forex and derivatives transactions on a gross basis. This was previously presented on a net basis, and the net positive mark-to-market was recorded in 'Other Assets', while the net negative mark-to-market was recorded in 'Other Liabilities'. Accordingly, the gross negative mark-to-market amounting to Rs. 108.3 billion has been included in other liabilities at year-end fiscal 2013. Consequent to the change, other liabilities have increased by Rs. 151.0 billion at year-end fiscal 2012.

(4) Includes Employees Stock Options Outstanding.

Our total liabilities (including capital and reserves) increased by 9.0% from Rs. 6,192.9 billion at year-end fiscal 2012 to Rs. 6,748.2 billion at year-end fiscal 2013, primarily due to an increase in deposits and borrowings.

#### Deposits

Deposits increased by 11.6% from Rs. 2,819.5 billion at year-end fiscal 2012 to Rs. 3,147.7 billion at year-end fiscal 2013. Term deposits of ICICI Bank increased from Rs. 1,444.8 billion at year-end fiscal 2012 to Rs. 1,700.4 billion at year-end fiscal 2013, while savings account deposits increased from Rs. 760.5 billion at year-end fiscal 2012 to Rs. 856.5 billion at year-end fiscal 2013; current deposits increased from Rs. 349.7 billion at year-end fiscal 2012 to Rs. 369.3 billion at year-end fiscal 2013. The current and savings account deposits of ICICI Bank increased from Rs. 1,110.2 billion at year-end fiscal 2012 to Rs. 1,225.8 billion at year-end fiscal 2013.

The deposits of ICICI Bank UK decreased from Rs. 122.7 billion at year-end fiscal 2012 to Rs. 97.7 billion at year-end fiscal 2013, primarily due to maturity of term deposits and reduction in the savings account deposits. The deposits of ICICI Bank Canada decreased from Rs. 147.0 billion at year-end fiscal 2012 to Rs. 128.8 billion at year-end fiscal 2013, primarily due to a decrease in term deposits from Rs. 104.3 billion at year-end fiscal 2012 to Rs. 85.7 billion at year-end fiscal 2013.

Our total term deposits increased from Rs. 1,631.7 billion at year-end fiscal 2012 to Rs. 1,846.3 billion at year-end fiscal 2013, while savings deposits increased from Rs. 829.1 billion at year-end fiscal 2012 to Rs. 921.7 billion at year-end fiscal 2013. Total deposits at year-end fiscal 2013 formed 64.5% of our funding (i.e., deposits and borrowings, including subordinated debt and redeemable non-cumulative preference shares). See also

“Business—Funding”.

#### Borrowings

Borrowings (including redeemable non-cumulative preference shares and subordinated debt) increased by 7.2% from Rs. 1,613.0 billion at year-end fiscal 2012 to Rs. 1,728.9 billion at year-end fiscal 2013. The increase in borrowings of ICICI Bank was on account of debt capital instruments borrowings, refinance borrowings, short-term borrowings and overseas borrowings. The above increase was offset by a decrease in borrowings under the Liquidity Adjustment Facility with the Reserve Bank of India at year-end fiscal 2013. The increase in overseas borrowing was primarily due to rupee depreciation. The borrowings of overseas branches of ICICI Bank (including our offshore

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banking unit) decreased in USD terms by 5.4% from US\$ 13.0 billion at year-end fiscal 2012 to US\$ 12.3 billion at year-end fiscal 2013. In rupee terms, borrowings of overseas branches (including our offshore banking unit) increased marginally by 1.0% from Rs. 661.9 billion at year-end fiscal 2012 to Rs. 668.7 billion at year-end fiscal 2013.

Further, there was an increase in borrowings of ICICI Bank Canada due to an increase in securitized borrowings of insured mortgages. The borrowings of ICICI Bank UK increased due to increase in bonds issued and borrowings under repurchase transactions during fiscal 2013. See also “Business—Funding”.

Other liabilities

Other liabilities primarily consist of liabilities on insurance policies in force, pertaining to our insurance subsidiaries and proposed dividend, including corporate dividend tax. Other liabilities increased by 3.0% from Rs. 1,133.4 billion at year-end fiscal 2012 to Rs. 1,166.9 billion at year-end fiscal 2013 primarily due to an increase in liabilities on policies in force of our life insurance business from Rs. 662.3 billion at year-end fiscal 2012 to Rs. 689.1 billion at year-end fiscal 2013. This increase in liabilities on insurance policies in force was due to improved market conditions and an increase in non-linked assets during fiscal 2013.

Other liabilities include proposed dividends (including corporate dividend tax) of Rs. 26.4 billion for fiscal 2013 compared to Rs. 21.5 billion in fiscal 2012. In India, dividends declared for a fiscal year are normally paid in the following year. We declared a dividend of Rs. 16.50 per equity share for fiscal 2012, which was paid in fiscal 2013. We declared a dividend of Rs. 20.00 per equity share for fiscal 2013, which was paid in fiscal 2014.

Equity share capital and reserves

Stockholders' equity increased from Rs. 612.8 billion at year-end fiscal 2012 to Rs. 687.6 billion at year-end fiscal 2013 primarily due to the annual accretion to reserves out of profit for fiscal 2013.



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Fiscal 2012 to Fiscal 2011

Summary

Our net profit increased by 25.5% from Rs. 60.9 billion in fiscal 2011 to Rs. 76.4 billion in fiscal 2012.

The increase in net profit was primarily due to an increase in net interest income by 20.9%, a decrease in provisions (excluding provisions for tax) by 45.1% and a decrease in non-interest expense by 5.6%, offset, in part, by a decrease in non-interest income by 9.0%.

The increase in net interest income was mainly due to a 13.0% increase in average interest-earning assets and an increase in net interest margin by 16 basis points.

Provisions and contingencies (excluding provisions for tax) decreased by 45.1% from Rs. 25.6 billion in fiscal 2011 to Rs. 14.1 billion in fiscal 2012, primarily due to a reduction in provisions for non-performing and other assets. The provision for non-performing and other assets decreased primarily due to a decrease in provisioning for non-performing consumer loans due to a sharp reduction in accretion to non-performing consumer loans from fiscal 2011.

Non-interest income decreased by 9.0% from Rs. 315.1 billion in fiscal 2011 to Rs. 286.6 billion in fiscal 2012 primarily due to a decrease in income from our insurance business. Income from treasury-related activities increased from Rs. 11.8 billion in fiscal 2011 to Rs. 16.9 billion in fiscal 2012 primarily due to gains on government securities and fixed income positions compared to a loss during fiscal 2011. Commission, exchange and brokerage income decreased by 4.3% from Rs. 66.0 billion in fiscal 2011 to Rs. 63.2 billion in fiscal 2012 primarily due to decrease in fees relating to new corporate financing proposals, reflecting a slowdown in corporate sector activity, especially new corporate investment plans. Non-interest expense decreased by 5.6% from Rs. 313.0 billion in fiscal 2011 to Rs. 295.5 billion in fiscal 2012 primarily due to a decrease of 14.2% in expenses relating to our insurance business offset, in part, by an increase of 16.1% in employee expenses.

Net non-performing assets decreased by 15.0% from Rs. 32.1 billion at year-end fiscal 2011 to Rs. 27.2 billion at year-end fiscal 2012, reflecting primarily the lower net additions to non-performing retail assets. Net restructured assets increased from Rs. 28.2 billion at year-end 2011 to Rs. 48.1 billion at year-end fiscal 2012, primarily due to the restructuring of loans to microfinance institutions and certain corporate clients during fiscal 2012.

Loans increased by 14.1% from Rs. 2,560.2 billion at year-end fiscal 2011 to Rs. 2,921.3 billion at year-end fiscal 2012 primarily due to an increase in domestic and overseas corporate loans. Deposits increased by 8.8% from Rs. 2,591.1 billion at year-end fiscal 2011 to Rs. 2,819.5 billion at year-end fiscal 2012, primarily due to an increase in savings and term deposits. We continued to expand our branch network in India during the year. ICICI Bank's branch and extension counters network in India increased from 2,529 at year-end fiscal 2011 to 2,752 at year-end fiscal 2012. ICICI Bank also increased its ATM network from 6,104 ATMs at year-end fiscal 2011 to 9,006 ATMs at year-end fiscal 2012.

The risk-based capital ratios of ICICI Bank on an unconsolidated basis at year-end fiscal 2012, calculated in accordance with the Reserve Bank of India's Basel II guidelines, include a Tier 1 risk-based capital ratio of 12.7% and a total risk-based capital ratio of 18.5%, compared to a Tier 1 risk-based capital ratio of 13.2% and a total risk-based capital ratio of 19.5% at year-end fiscal 2011. Our risk-based capital ratios on a consolidated basis at year-end fiscal 2012, calculated in accordance with the Reserve Bank of India's Basel II guidelines and guidelines on consolidated prudential return, include a Tier 1 risk-based capital ratio of 12.8% and a total risk-based capital ratio of 19.6%, compared to a Tier 1 risk-based capital ratio of 12.7% and a total risk-based capital ratio of 19.9% at year-end fiscal 2011.

Net Interest Income

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

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	Year ended March 31,			2012/2011 % change
	2011	2012	2012	
	(in millions, except percentages)			
Interest income(1)	Rs. 300,814	Rs. 379,948	US\$6,969	26.3 %
Interest expense	(193,426 )	(250,132 )	(4,588 )	29.3 %
Net interest income	Rs. 107,388	Rs. 129,816	US\$2,381	20.9 %

(1) Tax exempt income has not been recalculated on a tax-equivalent basis.

Net interest income increased by 20.9% from Rs. 107.4 billion in fiscal 2011 to Rs. 129.8 billion in fiscal 2012 reflecting an increase of 13.0% in the average volume of interest-earning assets and an increase in net interest margin by 16 basis points from 2.67% in fiscal 2011 to 2.83% in fiscal 2012.

#### Net interest margin

Net interest margin increased by 16 basis points from 2.67% in fiscal 2011 to 2.83% in fiscal 2012. There was an increase of 19 basis points in the net interest margin on the rupee portfolio and a marginal decrease of one basis point in the net interest margin on the foreign currency portfolio.

The yield on the rupee portfolio increased by 104 basis points from 8.28% in fiscal 2011 to 9.32% in fiscal 2012, due to the following factors:

- The Reserve Bank of India increased the repo rate by 175 basis points from 5.00% to 6.75% during fiscal 2011, particularly during the latter part of the fiscal year. The full impact of this increase was reflected in fiscal 2012. Moreover, the repo rate was increased by a further 175 basis points to 8.50% during fiscal 2012 in response to inflationary pressures. In response to tight liquidity conditions and a rising interest rate environment, scheduled commercial banks increased their lending and deposit rates. The Bank increased its base rate by 125 basis points, in three phases, during fiscal 2012 from 8.75% at the end of March 2011 to 10.00% with effect from August 13, 2011, with corresponding increases in the prime lending rate and floating reference rate. See also “—Business—Loan pricing”.
- The yield on rupee advances increased from 10.33% in fiscal 2011 to 11.72% in fiscal 2012 primarily due to an increase in yield on domestic corporate loans. The yield on domestic corporate loans increased as a result of incremental disbursements at higher lending rates, reflecting the rising interest rate environment during fiscal 2012. The Bank increased its base rate during fiscal 2012 from 8.75% at year-end fiscal 2011 to 10.00% at year-end fiscal 2012.
- The yield on interest-earning rupee investments increased from 6.84% in fiscal 2011 to 7.50% in fiscal 2012, primarily due to an increase in yield on government securities and corporate bonds and debentures in line with the rising interest rate environment.
- We include losses from the securitization of assets (including credit losses on existing securitized pools) from our interest income. The amount of such losses declined to Rs. 2.0 billion in fiscal 2012 from Rs. 5.5 billion in fiscal 2011.
- The Reserve Bank of India reduced the cash reserve ratio by 50 basis points from 6.0% to 5.5% with effect from January 28, 2012 and by a further 75 basis points to 4.75% with effect from March 10, 2012. As cash reserve ratio balances do not earn any interest income, these reductions had a positive impact on overall yield in fiscal 2012.

However, the above increase in yield on the rupee portfolio was offset, in part, by lower interest of Rs. 0.8 billion on income tax refunds in fiscal 2012, compared to Rs. 1.7 billion in fiscal 2011. The receipt, amount and timing of such income depend on the nature and timing of determinations by tax authorities and are not consistent or predictable.

The cost of funds for the rupee portfolio increased by 139 basis points from 5.97% in fiscal 2011 to 7.36% in fiscal 2012 primarily due to the following factors:

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- The increase in the cost of funds for the rupee portfolio was due to an increase in the cost of deposits, reflecting the impact of an increase in deposit rates from the second half of fiscal 2011. The interest rate of 390-day retail term deposit was 6.50% at year-end fiscal 2010, 8.50% at year-end fiscal 2011 and 9.25% at year-end fiscal 2012. The interest rate of one year certificates of deposit was 6.05% at year-end fiscal 2010, 9.50% at year-end fiscal 2011 and 10.15% at year-end fiscal 2012.
  - Further, the Reserve Bank of India increased the rate on savings account deposits to 4.0% on daily average balances with effect from May 3, 2011 resulting in an increase in the cost of average savings account deposits in fiscal 2012 compared to fiscal 2011. In its second quarter review of the monetary policy for fiscal 2012, the Reserve Bank of India deregulated the savings bank deposit rate with immediate effect and banks are now free to set their savings bank deposit interest rate. While the Bank has not changed its savings account deposit rate, any future increase in the savings account interest rate by the Bank will result in an increase in the cost of deposits.
- The cost of refinancing borrowings and call and term borrowings increased in fiscal 2012, in line with the upward movement in market rates. The cost of rupee borrowings increased from 8.74% in fiscal 2011 to 10.97% in fiscal 2012.

The yield on our foreign currency portfolio increased by 12 basis points from 4.66% in fiscal 2011 to 4.78% in fiscal 2012 primarily due to the following factors:

- The yield on overseas advances of ICICI Bank increased primarily due to new advances made at higher rates and the repayment and prepayment of low yielding loans. Further, such advances are benchmarked to LIBOR and the six month LIBOR increased from 0.46% at year-end fiscal 2011 to 0.74% at year-end fiscal 2012.

However, the above increase in yield on the foreign currency portfolio was offset, in part, by the following factors:

- The yield on assets of ICICI Bank UK decreased primarily due to a decrease in the yield on loans on account of a decrease in higher yielding loans during fiscal 2012. The decrease in yield on loans was offset, in part, by increase in yield on investments.
- The yield on assets of ICICI Bank Canada decreased primarily due to a decline in the yield on loans on account of prepayments/repayments of higher yielding loans, offset, in part, by an increase in yield on investments on account of increase in investment in higher yielding corporate bonds.

The cost of funds for the foreign currency portfolio decreased marginally by three basis points from 3.53% in fiscal 2011 to 3.50% in fiscal 2012, due to the following factors:

- The cost of funds of ICICI Bank's foreign currency portfolio decreased primarily on account of a decrease in the cost of term deposits.
- The cost of funds of ICICI Bank Canada decreased primarily due to a decrease in the cost of deposits on account of a higher proportion of low cost savings account deposits and a reduction in term deposits during fiscal 2012.

However, the above decrease in cost of fund was, offset, in part, by:

- The cost of funds of ICICI Bank UK increased primarily due to an increase in the cost of borrowings on account of the maturity of low cost borrowings, offset, in part, by a decline in the cost of term deposits and saving account deposits on account of a reduction in high cost deposits.

Spread decreased by six basis points from 2.12% in fiscal 2011 to 2.06% in fiscal 2012. The interest-earning assets increased by 13.0% in fiscal 2012 compared to an increase of 10.3% interest-bearing liabilities in fiscal 2012. As a

result, net interest margin increased by 16 basis points from 2.67% in fiscal 2011 to 2.83% in fiscal 2012.

In April 2012, the Reserve Bank of India reduced the repo rate by 50 basis points to 8.0%. The extent and timing of any decline in interest rates and the consequent impact on the yields and net interest margin will depend on systemic liquidity, the inflation trajectory and the fiscal situation.

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## Interest-earning assets

The average volume of interest-earning assets increased by 13.0% from Rs. 4,157.2 billion in fiscal 2011 to Rs. 4,697.2 billion in fiscal 2012. The increase in interest-earning assets was primarily due to an increase in average loans by Rs. 370.7 billion and an increase in average interest-earning investments by Rs. 148.8 billion.

Average loans increased by 15.8% from Rs. 2,350.2 billion in fiscal 2011 to Rs. 2,720.9 billion in fiscal 2012 mainly due to an increase in average domestic and overseas corporate loans. Average rupee loans increased from Rs. 1,502.5 billion in fiscal 2011 to Rs. 1,743.0 billion in fiscal 2012. Average foreign currency loans increased by 15.4% from Rs. 847.7 billion in fiscal 2011 to Rs. 977.9 billion in fiscal 2012, primarily due to the impact of the depreciation of the rupee against the U.S. dollar and due to the recognition of securitized insured mortgage portfolio of ICICI Bank Canada of earlier years in loans. This recognition is due to the adoption of International Financial Reporting Standards by our Canadian subsidiary effective April 2011. This increase was offset, in part, by a decrease in average loans of our UK subsidiary in accordance with the strategy of reducing and rebalancing its loan book.

Average interest-earning investments increased by 9.9% from Rs. 1,498.0 billion in fiscal 2011 to Rs. 1,646.8 billion in fiscal 2012, primarily due to an increase in average interest-earning investments other than investments in government and other approved securities by 17.6% from Rs. 715.9 billion in fiscal 2011 to Rs. 842.2 billion in fiscal 2012. Interest-earning investments, other than government and other approved securities include investments in corporate bonds and debentures, certificates of deposits, commercial paper, the Rural Infrastructure Development Fund and other related investments and investments in liquid mutual funds.

## Interest-bearing liabilities

Average interest-bearing liabilities increased from Rs. 3,717.5 billion in fiscal 2011 to Rs. 4,099.8 billion in fiscal 2012 on account of an increase in average deposits and average borrowings. The average term deposits increased from Rs. 1,531.8 billion in fiscal 2011 to Rs. 1,647.8 billion in fiscal 2012. The average current and savings account deposits increased from Rs. 882.4 billion in fiscal 2011 to Rs. 986.4 billion in fiscal 2012. The average borrowings increased from Rs. 1,303.3 billion in fiscal 2011 to Rs. 1,465.7 billion in fiscal 2012 due to an increase in overseas borrowings and call and short term borrowings. The overseas borrowings of ICICI Bank increased primarily due to the impact of rupee depreciation.

Average deposits of our Canadian and UK subsidiaries decreased primarily due to a decline in term deposits. Average borrowings of our UK Subsidiary decreased due to redemption of Tier 2 bonds and maturity of other long term borrowings during fiscal 2012. Average borrowings of our Canadian subsidiary increased due to the balance sheet recognition of a corresponding borrowing liability for securitized insured mortgages, which were earlier qualified for true sale under Canadian GAAP, because of the adoption of International Financial Reporting Standards effective April 2011.

See also “Risk Factors—Risks Relating to Our Business—Our banking and trading activities are particularly vulnerable to interest rate risk and volatility in interest rates could adversely affect our net interest margin, the value of our fixed income portfolio, our income from treasury operations, the quality of our loan portfolio and our financial performance”.

## Non-Interest Income

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

	Year ended March 31,			
	2011	2012	2012	2012/2011 % change

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(in millions, except percentages)

Commission, exchange and brokerage	Rs. 65,978	Rs. 63,155	US\$ 1,158	(4.3	)%
Profit/(loss) on treasury-related activities (net)(1)	11,808	16,908	310	43.2	

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	Year ended March 31,			2012/2011 % change
	2011	2012	2012	
	(in millions, except percentages)			
Profit/(loss) on sale of land, buildings and other assets (net)	300	(37 )	(1 )	-
Premium and other operating income from insurance business	236,030	204,878	3,758	(13.2 )
Miscellaneous income	1,017	1,730	32	70.1
Total non-interest income	Rs. 315,133	Rs. 286,634	US\$5,257	(9.0 )%

(1) Includes profit/(loss) on the sale/revaluation of investments and exchange transactions.

Non-interest income primarily includes income pertaining to our insurance business, fee and commission income, income from treasury-related activities and other miscellaneous income. This analysis of non-interest income should be read against the backdrop of global and Indian economic developments, financial market activities, the competitive environment, client activity levels and our strategy, as detailed in earlier sections.

Non-interest income decreased by 9.0% from Rs. 315.1 billion in fiscal 2011 to Rs. 286.6 billion in fiscal 2012. The decrease in non-interest income was primarily due to a decrease in income relating to our insurance business and commission, exchange and brokerage income, offset, in part, by an increase in income relating to our treasury activities.

#### Commission, exchange and brokerage

Commission, exchange and brokerage income primarily includes fees from our banking business and fee and brokerage income of our securities brokering, asset management and venture capital fund management subsidiaries. The fee income of our banking business mainly comprises of fees from corporate clients such as loan processing fees, transaction banking fees and structuring fees and fees from retail customers such as loan processing fees, credit card fees, service charges on retail deposit accounts and third-party referral fees. Commission, exchange and brokerage income decreased by 4.3% from Rs. 66.0 billion in fiscal 2011 to Rs. 63.2 billion in fiscal 2012 primarily due to decrease in corporate fees. Commission, exchange and brokerage income of ICICI Bank decreased by 1.3% from Rs. 55.1 billion in fiscal 2011 to Rs. 54.4 billion in fiscal 2012 and that of our banking subsidiaries decreased by 23.5% from Rs. 1.7 billion in fiscal 2011 to Rs. 1.3 billion in fiscal 2012. There was also a marginal decrease in management fee income of our venture capital fund management subsidiary in fiscal 2012.

The commission, exchange and brokerage income of ICICI Bank decreased marginally on account of a decrease in loan processing fees due to a slowdown in new project and investment plans for the corporate sector. This was offset, in part, by an increase in third party referral fees, fees from credit cards and transaction banking fees.

Our banking subsidiaries' fee income decreased primarily due to a decrease in corporate fees of ICICI Bank UK resulting from lower business volumes.

The management fees of our venture capital fund management subsidiary decreased due to the termination of certain funds and a reduction in outstanding capital of certain funds on account of distribution of capital to investors.

Profit/(loss) on treasury-related activities (net)

Income from treasury-related activities includes income from the sale of investments and the revaluation of investments on account of changes in unrealized profit/(loss) in the fixed income, equity and preference share portfolio, units of venture capital and private equity funds, units of mutual funds and security receipts issued by asset reconstruction companies. It also includes income from foreign exchange transactions, consisting of various foreign exchange and derivatives transactions with clients, including options and swaps, and from credit derivatives instruments including credit default swaps, credit-linked notes and collateralized debt obligations. Profit from treasury-related activities increased from Rs. 11.8 billion in fiscal 2011 to Rs. 16.9 billion in fiscal 2012. The increase in income from treasury-related activities in fiscal 2012 was primarily due to gains on government

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securities and other fixed income positions compared to a loss in fiscal 2011, higher income from foreign exchange and derivatives transactions with our clients and higher mark-to-market/realized profits on credit derivatives. This increase was offset, in part, by lower profits from our equity portfolio and higher losses on security receipts.

During fiscal 2012, there was a profit on our government securities portfolio and other fixed income positions of Rs. 3.6 billion compared to a loss of Rs. 1.7 billion in fiscal 2011. During fiscal 2012, we capitalized on certain market opportunities to realize gains from the sale of our government and other domestic fixed income positions while in fiscal 2011, the loss was due to monetary tightening and negative systemic liquidity for most of the year which resulted in increase in yields on short-term government securities.

Our profit from the equity portfolio decreased from Rs. 4.3 billion in fiscal 2011 to Rs. 0.7 billion in fiscal 2012. The benchmark equity index, the BSE Sensex, decreased by 10.5% from 19,445 at year-end fiscal 2011 to 17,404 at year-end fiscal 2012, compared to an increase of 10.9% during fiscal 2011. The equity markets remained volatile during fiscal 2012 due to global and domestic events. The Eurozone sovereign debt crisis, sovereign downgrades by rating agencies along with a slowdown in global growth impacted investor sentiment. On the domestic front, persistent high inflation for most of the year, high interest rates and a slowdown in investments had an impact on market sentiment.

At year-end fiscal 2012, the Bank had an outstanding net investment of Rs. 18.3 billion in security receipts issued by asset reconstruction companies for the sale of non-performing assets. During fiscal 2012, the Bank recorded realized/unrealized loss on these security receipts of Rs. 4.1 billion compared to a loss of Rs. 2.3 billion in fiscal 2011 due to a decline in net asset value of the security receipts.

We have credit derivatives instruments including both funded and non-funded instruments. The notional principal amount of funded instruments at year-end fiscal 2012 was Rs. 1.5 billion compared to Rs. 18.2 billion at year-end fiscal 2011. The notional principal amount of non-funded instruments at year-end fiscal 2012 was Rs. 11.1 billion (which includes Rs. 0.1 billion protection bought by the Bank) compared to Rs. 29.4 billion at year-end fiscal 2011. During fiscal 2012, softening of credit spreads and maturity of the portfolio resulted in a reduction in provision held against the credit derivatives portfolio and we had realized/unrealized gains of Rs. 0.7 billion on these credit derivatives instruments. During fiscal 2011, the softening of credit spreads resulted in a reversal of provisions held against the credit derivatives portfolio and we had realized/unrealized gains of Rs. 0.2 billion.

We offer various derivatives products, including options and swaps, to our clients primarily for their risk management purposes. We generally do not carry market risk on client derivatives positions as we manage our own risk in the inter-bank market. Profits or losses on account of currency movements on these transactions are borne by the clients. During fiscal 2009, due to high exchange rate volatility as a result of the global financial crisis, a number of clients experienced significant mark-to-market losses in derivatives transactions. On maturity or premature termination of the derivatives contracts, these mark-to-market losses became receivables owed to us. Some clients did not pay their derivatives contract obligations to us in a timely manner and, in some instances, clients filed lawsuits to avoid payment of derivatives contract obligations entirely. In other instances, at the request of clients, we converted overdue amounts owed to us into loans and advances. In October 2008, the Reserve Bank of India issued guidelines requiring banks to classify derivatives contract receivables overdue for 90 days or more as non-performing assets. Pursuant to these guidelines, the Bank reverses derivatives contract receivables in our income statement when they are overdue for 90 days or more. Further, mark-to-market gains on other derivative contracts with the same counterparties mentioned above are reversed through the profit and loss account. After reversal, any subsequent recovery is accounted for only on actual receipt of payment. In fiscal 2012, we made a reversal of derivative income of Rs. 0.4 billion relating to receivables under derivatives contracts that were overdue for more than 90 days and related mark-to-market receivables from such counterparties compared to a reversal of income of Rs. 0.3 billion in fiscal 2011.

The treatment of receivables owed in connection with derivatives contracts differs under U.S. GAAP from under Indian GAAP. Under U.S. GAAP, these receivables are analyzed to identify the required provisions in the same manner as provisions for loan losses. Accordingly, under U.S. GAAP, the amount receivable by us when a derivatives contract obligation arises is charged to the client's account and treated like a loan. We periodically conduct a comprehensive analysis of our corporate loan portfolio, including overdue derivatives receivables to determine appropriate allowances for loan losses. This analysis takes into account both qualitative and quantitative criteria including, among other considerations, the account conduct, future prospects, repayment history and

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financial performance. This comprehensive analysis includes an account-by-account review of a substantial portion of our corporate loan portfolio and an allowance is made for probable loss, if any, on each account. In addition to the detailed review of large balance loans, we also classify our portfolio based on the overdue status of each account and classify loans as impaired if principal or interest has remained overdue for more than 90 days.

Our income from foreign exchange transactions with clients and from margins on derivatives transactions with clients increased from Rs. 8.3 billion in fiscal 2011 to Rs. 12.0 billion in fiscal 2012, primarily on account of an enhanced focus on large corporate customers, acquisition of new small and medium corporate clients and higher remittance fees/commissions during the year due to the depreciation in the rupee.

Our subsidiary, ICICI Bank UK had an investment portfolio comprised of bonds, credit-linked notes, asset backed securities, treasury bills and equity of Rs. 70.3 billion at year-end fiscal 2011 and Rs. 59.7 billion at year-end fiscal 2012. The investment portfolio of ICICI Bank UK includes investments of Rs. 64.7 billion at year-end fiscal 2011 and Rs. 57.7 billion at year-end fiscal 2012 classified as “available-for-sale” investments. In the “available-for-sale” investments category, the mark-to-market post-tax loss reflected in the shareholders’ equity decreased from Rs. 3.3 billion at year-end fiscal 2011 to Rs. 2.0 billion at year-end fiscal 2012 on account of a reduction in the investment portfolio due to sales and redemptions.

## Income relating to our insurance business

Income from our insurance business decreased by 13.2% from Rs. 236.0 billion in fiscal 2011 to Rs. 204.9 billion in fiscal 2012, primarily due to decrease in income from our life insurance business from Rs. 206.3 billion in fiscal 2011 to Rs. 167.5 billion in fiscal 2012, offset, in, part by increase in income from our general insurance business from Rs. 29.7 billion in fiscal 2011 to Rs. 37.4 billion in fiscal 2012. Income from our insurance business includes net premium income, fee and commission income and release of certain actuarial reserves on lapsed policies created in earlier years by our life insurance business.

Income from our life insurance business includes net premium income of Rs. 139.1 billion and fee and other life insurance related income of Rs. 28.4 billion in fiscal 2012, compared to net premium income of Rs. 178.0 billion and fee and other life insurance income of Rs. 28.3 billion in fiscal 2011.

The Insurance Regulatory and Development Authority issued various regulations regarding unit-linked products, effective from September 1, 2010, which required insurers to maintain an interim reduction in yield, a cap on charges and make structural changes to the pension products. Almost all the unit-linked products operational in the market were withdrawn on August 31, 2010 as required by the revised unit-linked products guidelines, effective from September 1, 2010. The scarcity value created for these products before withdrawal resulted in a high growth during July and August 2010 with the industry registering a year-on-year growth of 32.0% from April to August 2010 on retail weighted received premium. After September 2010, insurers experienced a slowdown in new business primarily due to non-availability of the desired product suite and lead time required for distributors to become accustomed to new products. The limited availability of the regular premium unit-linked products in the second half of fiscal 2011 resulted in the decline in the premium from regular premium unit-linked policies and an increase in the premium from single premium policies and non-linked conventional products. As a result of this change, while the retail received premium (i.e., excluding group premium) earned by ICICI Prudential Life Insurance Company grew by 4.0% in fiscal 2011, the retail weighted received premium declined by 27.8% compared to fiscal 2010. Retail weighted received premium represents 100% of first year premium plus 10% of single premium (excluding group).

Continuing the trend from fiscal 2011, the industry retail weighted received premium decreased by 28.0% year-on-year for the first half of fiscal 2012 and ICICI Prudential Life Insurance Company’s retail weighted received premium decreased by 57.0% for the same period. The relatively higher decline for ICICI Prudential Life Insurance Company was primarily due to the higher base for April to August 2010 when ICICI Prudential Life Insurance

Company grew by 54.0% against the industry growth of 32.0% for the period. However, after September 2011, ICICI Prudential Life Insurance Company's retail weighted received premium grew 36.0% year-on-year in the second half of fiscal 2012, against industry growth of 16.0% for the same period. For fiscal 2012, the retail weighted received premium decline for the industry was 5.0% and for ICICI Prudential Life Insurance Company was 24.0%.

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The premium income (gross of premium on reinsurance ceded) of ICICI Prudential Life Insurance Company decreased by 21.6% from Rs. 178.8 billion in fiscal 2011 to Rs. 140.2 billion in fiscal 2012. Single premium business decreased from Rs. 21.7 billion in fiscal 2011 to Rs. 8.0 billion in fiscal 2012. The new business premium from regular premium business decreased by 30.9% from Rs. 52.7 billion in fiscal 2011 to Rs. 36.4 billion in fiscal 2012 and renewal premium decreased by 8.2% from Rs. 104.4 billion in fiscal 2011 to Rs. 95.8 billion in fiscal 2012. ICICI Prudential Life Insurance Company's fee and other life insurance related income increased marginally from Rs. 28.3 billion in fiscal 2011 to Rs. 28.4 billion in fiscal 2012. There was an increase in policy fees, offset, in part, by a decrease in fund management fees and surrender charges and lower release of certain actuarial reserves on lapsed policies created in earlier years.

Income from our general insurance business includes net premium income amounting to Rs. 34.6 billion and commission income amounting to Rs. 2.8 billion in fiscal 2012, compared to net premium income of Rs. 26.9 billion and commission income of Rs. 2.8 billion in fiscal 2011.

The gross written premium (including its share of the motor third party insurance pool) of ICICI Lombard General Insurance Company increased by 27.0% from Rs. 47.3 billion in fiscal 2011 to Rs. 60.1 billion in fiscal 2012 primarily due to the growth in motor insurance business and health insurance business. Commission income of ICICI Lombard General Insurance Company remained at similar level of Rs. 2.8 billion in fiscal 2011 and fiscal 2012.

## Miscellaneous income

Miscellaneous income increased from Rs. 1.0 billion in fiscal 2011 to Rs. 1.7 billion in fiscal 2012.

## Non-Interest Expense

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

	Year ended March 31,			2012/2011	
	2011	2012	2012	% change	
	(in millions, except percentages)				
Payments to and provisions for employees	Rs. 43,926	Rs. 51,013	US\$ 936	16.1	%
Depreciation on own property	6,608	6,292	115	(4.8)	)
Auditor's fees and expenses	161	160	3	(0.6)	)
Depreciation on leased assets	789	423	8	(46.4)	)
Expenses pertaining to insurance business	209,029	179,254	3,288	(14.2)	)
Other administrative expenses	52,511	58,379	1,070	11.2	)
Total non-interest expenses	Rs. 313,024	Rs. 295,521	US\$ 5,420	(5.6)	)

Non-interest expense primarily includes expenses relating to our insurance business, payment to and provision for employees, direct marketing agency expenses and other administrative expenses. Operating expenses decreased from Rs. 313.0 billion in fiscal 2011 to Rs. 295.5 billion in fiscal 2012 primarily due to a decrease in expenses related to our insurance business.

## Payments to and provisions for employees

Employee expenses increased by 16.1% from Rs. 43.9 billion in fiscal 2011 to Rs. 51.0 billion in fiscal 2012, primarily due to an increase in employee expenses of ICICI Bank, offset, in part, by a decrease in employee expenses of the life insurance subsidiary. Our employee base, including sales executives, employees on fixed term contracts and interns, increased from 79,978 at year-end fiscal 2011 to 81,254 at year-end fiscal 2012.

The employee expenses of ICICI Bank increased by 24.8% from Rs. 28.2 billion in fiscal 2011 to Rs. 35.2 billion in fiscal 2012. Employee expenses increased primarily due to an annual increase in salaries and performance



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bonuses and an increase in the employee base, including sales executives, employees on fixed term contracts and interns, from 56,969 employees at year-end fiscal 2011 to 58,276 employees at year-end fiscal 2012. The average number of employees of ICICI Bank, computed on a monthly basis, increased by around 18.0% in fiscal 2012 compared to fiscal 2011. Pension costs increased from Rs. 1,053.4 million in fiscal 2011 to Rs. 2,729.5 million in fiscal 2012, primarily due to the full year impact of the Bank of Rajasthan's pension cost of employees in fiscal 2012, on account of amalgamation of the Bank of Rajasthan from August 13, 2010 and actuarial loss primarily due to higher increase in cost of living adjustment (also known as "dearness relief") linked to inflation.

Employee expenses for ICICI Prudential Life Insurance Company decreased by 11.8% from Rs. 8.5 billion in fiscal 2011 to Rs. 7.5 billion in fiscal 2012, due to a decrease in average number of employees in fiscal 2012.

### Depreciation

Depreciation on owned property decreased from Rs. 6.6 billion in fiscal 2011 to Rs. 6.3 billion in fiscal 2012. Depreciation on leased assets decreased from Rs. 0.8 billion in fiscal 2011 to Rs. 0.4 billion in fiscal 2012 due to a reduction in leased assets.

### Other administrative expenses

Other administrative expenses increased from Rs. 52.5 billion in fiscal 2011 to Rs. 58.4 billion in fiscal 2012, primarily due to an increase in our branch and ATM network. The number of branches and extension counters (excluding foreign branches and offshore banking units) of ICICI Bank increased from 2,529 at year-end fiscal 2011 to 2,752 at year-end fiscal 2012. ICICI Bank also increased its ATM network from 6,104 ATMs at year-end fiscal 2011 to 9,006 ATMs at year-end fiscal 2012. The number of branches and offices of our insurance subsidiaries decreased from 1,714 at year-end fiscal 2011 to 1,302 at year-end fiscal 2012. Advertisement and publicity expenses increased in fiscal 2012 primarily due to the increase in expenses of our insurance subsidiaries.

### Expenses related to our insurance business

Expenses related to our insurance business include claims and benefit payouts, commission expenses and reserves for actuarial liability (including the investible portion of the premium on unit-linked policies of our life insurance business). Expenses relating to our insurance business decreased by 14.2% from Rs. 209.0 billion in fiscal 2011 to Rs. 179.3 billion in fiscal 2012, primarily due to a decrease in the business volume of our life insurance subsidiary, offset, in part, by an increase in claims and benefit payouts of our life insurance subsidiary and our general insurance business. The expenses related to our insurance business include expenses of our life insurance subsidiary amounting to Rs. 141.4 billion and of our general insurance subsidiary amounting to Rs. 37.9 billion in fiscal 2012, compared to expenses of Rs. 179.8 billion for our life insurance subsidiary and Rs. 29.2 billion for our general insurance subsidiary in fiscal 2011.

The expenses of our life insurance business include reserves for actuarial liability (including the investible portion of the premium on unit-linked policies) of Rs. 132.5 billion, claims and benefit payouts and commission expenses of Rs. 8.9 billion in fiscal 2012, compared to Rs. 172.9 billion of reserves for actuarial liability (including the investible portion of the premium on unit-linked policies), claims and benefit payouts and commission expenses of Rs. 6.9 billion in fiscal 2011.

During fiscal 2012, the reserves for the actuarial liability of the life insurance business (including the investible portion of the premium on unit-linked policies) decreased from Rs. 172.9 billion in fiscal 2011 to Rs. 132.5 billion in fiscal 2012 primarily due to a decrease in the volume of our unit-linked insurance business (including renewal) and our single premium business. The investible portion of the premium on linked policies of our life insurance business represents the amount of premium, including renewal premium received on linked policies of life insurance business

invested, after deducting charges and the premium for risk coverage, in the underlying asset or index chosen by the policy holder. The claims and benefit payouts and commission expenses increased from Rs. 6.9 billion in fiscal 2011 to Rs. 8.9 billion in fiscal 2012 primarily due to higher claims on account of higher maturities of policies and annuity payouts. In line with Indian accounting norms for insurance companies, we do not amortize the customer acquisition cost, but account for the expenses upfront.

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The expenses of our general insurance business increased from Rs. 29.2 billion in fiscal 2011 to Rs. 37.9 billion in fiscal 2012. Claims and benefit payouts increased from Rs. 27.3 billion in fiscal 2011 to Rs. 36.0 billion in fiscal 2012 primarily due to additional provisions made to the Pool, mandated by the Insurance Regulatory and Development Authority, and also due to an increase in claims/benefits paid in line with the increase in business volume. The commission expenses were Rs. 1.9 billion in fiscal 2011 and fiscal 2012.

In accordance with the Insurance Regulatory and Development Authority guidelines, from April 1, 2007 to March 31, 2012, ICICI Lombard General Insurance Company, together with all other general insurance companies, participated in the Indian Motor Third Party Insurance Pool (the "Pool"), administered by the General Insurance Corporation of India. The Pool is a multilateral arrangement for insurance with respect to third party claims against commercial vehicles, the costs of which are shared by all general insurance companies in proportion to their overall market share. Based on an analysis of Pool performance, the Insurance Regulatory and Development Authority instructed all general insurance companies to provide for losses on the Pool at a provisional loss ratio of 153.0% from fiscal 2008 through fiscal 2011 in the financial results for fiscal 2011, compared to the earlier loss ratio of 122.0-127.0%. Accordingly, ICICI Lombard General Insurance Company made an additional provision of Rs. 2.7 billion during fiscal 2011. Further, in fiscal 2011, the Insurance Regulatory and Development Authority announced an increase in the rates of premium applicable to the motor third party insurance business by 68.5%, effective from April 25, 2011.

In fiscal 2012, the Insurance Regulatory and Development Authority directed the dismantling of the Pool and advised the general insurance companies to recognize the Pool liabilities using the loss ratios estimated by the General Actuaries Department of the United Kingdom; i.e., 159.0%, 188.0%, 200.0%, 213.0% and 145.0% respectively for underwriting years from fiscal 2008 to fiscal 2012. Further, the Insurance Regulatory and Development Authority directed all insurers that liability related to the Pool for fiscal 2008 and fiscal 2009 be accounted for and recognized in full in fiscal 2012. With respect to liabilities pertaining to fiscal 2010 to fiscal 2012, the liabilities could be recognized in fiscal 2012, although general insurance companies were also provided with the option to recognize the liability over a three year period. ICICI Lombard General Insurance Company recognized the additional liabilities of the Pool from fiscal 2008 to fiscal 2012 in fiscal 2012, and therefore, the loss after tax of ICICI Lombard General Insurance Company for fiscal 2012 includes the impact of additional Pool losses of Rs. 6.9 billion. See also "Business—Overview of Our Products and Services—Insurance".

## Provisions and contingencies (excluding tax provisions)

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

	Year ended March 31,			2012/2011 % change
	2011	2012	2012	
		(in millions, except percentages)		
Provision for investments (net)	Rs. 3,163	Rs. 1,174	US\$22	(62.9 )%
Provision for non-performing and other assets	20,515	10,501	193	(48.8 )
Provision for standard assets	40	288	5	-
Others	1,882	2,100	38	11.6
Total provisions and contingencies (excluding tax)	Rs. 25,600	Rs. 14,063	US\$258	(45.1 )%

Provisions are made by ICICI Bank on standard, substandard and doubtful assets at rates prescribed by the Reserve Bank of India. Loss assets and unsecured portions of doubtful assets are provided/written off to the extent required by Reserve Bank of India guidelines. Subject to the minimum provisioning levels prescribed by the Reserve Bank of India, provisions on non-performing retail loans are made at the borrower level in accordance with the provisioning policy of ICICI Bank. The specific provisions on retail loans held by ICICI Bank are higher than the minimum

regulatory requirement. During fiscal 2012, Reserve Bank of India revised its provisioning rates for non-performing assets. Accordingly, ICICI Bank made an additional provision of 5% to 10% on its non-performing advances. See also “Business—Loan portfolio—Classification of Loans”.

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Provisions and contingencies (excluding provisions for tax) decreased by 45.1% from Rs. 25.6 billion in fiscal 2011 to Rs. 14.1 billion in fiscal 2012, primarily due to a reduction in provisions for non-performing and other assets. The provision for non-performing assets decreased from Rs. 20.5 billion in fiscal 2011 to Rs. 10.5 billion in fiscal 2012, primarily on account of a reduction in the provision for non-performing consumer loans due to a sharp reduction in additions to non-performing consumer loans since fiscal 2011. We experienced an increase in non-performing consumer loans since fiscal 2008 due to the seasoning of the portfolio and a higher level of defaults in unsecured personal loans and credit card receivables due to challenges in collections and the impact of the adverse macroeconomic environments. While additions to gross non-performing consumer loans remained high in fiscal 2010, we experienced a sharp decline in additions to gross non-performing consumer loans in fiscal 2011 and fiscal 2012, due to the measures initiated by the Bank to curb delinquencies and improved collection practices. See also “Business—Classification of Loans— Impact of Economic Environment on Commercial and Consumer Loan Borrowers—Non-performing Assets”. This resulted in a decline in provisions, net of write-back of excess provision, against non-performing consumer loans from Rs. 15.0 billion in fiscal 2011 to Rs. 7.1 billion in fiscal 2012. The diminution in fair value of restructured loans (including the provision for funded interest) increased from Rs. 0.2 billion in fiscal 2011 to Rs. 3.5 billion in fiscal 2012.

ICICI Bank’s provisioning coverage ratio at year-end fiscal 2012, computed in accordance with the Reserve Bank of India guidelines, was 80.4%.

Provisions, including general provisions on performing assets, as a percentage of gross customer assets were 3.0% at year-end fiscal 2012 compared to 3.3% at year-end fiscal 2011.

Provision for investments decreased from Rs. 3.2 billion in fiscal 2011 to Rs. 1.2 billion in fiscal 2012. During fiscal 2011, provision for investments was higher primarily due to the impairment provision for investments held by the Bank, our consolidated venture capital funds and the provision on equity investments held by ICICI Bank UK.

#### Provisions for Restructured Loans and Non-performing Assets

We classify our assets, including those in our overseas branches, as performing and non-performing in accordance with the Reserve Bank of India guidelines, except in the case of ICICI Home Finance Company and our overseas banking subsidiaries. ICICI Home Finance Company classifies its loans and other credit facilities in accordance with the guidelines of its regulator, the National Housing Bank. A loan made by any of our overseas banking subsidiaries is classified as impaired, only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition on the loan (a loss event) and the loss event has an impact on the estimated future cash flows of the loans that can be reliably estimated. Under Reserve Bank of India guidelines, for term loans, such assets are classified as non-performing if any amount of interest or principal remains overdue for more than 90 days. For overdrafts or cash credits, assets are classified as non-performing if the account remains out of order for a period of 90 days and, for bills, if the account remains overdue for more than 90 days. Further, non-performing assets are also classified into sub-standard, doubtful and loss assets based on the criteria stipulated by the Reserve Bank of India. See also “Business—Classification of Loans”.

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

The following table sets forth, at the dates indicated, information regarding roll-forward and average balances of restructured loans. All loans to a borrower for whom only loan facility has been restructured are included as restructured loans.

At March 31,

	2011	2012	2012	2012/2011 % Change
		(in millions, except percentages)		
Opening balance (gross loans)	Rs. 69,238	Rs. 29,104	US\$ 534	(58.0 )%
Add: Loans restructured during the year	18,982	38,776	711	104.3
Add: Increase in loans outstanding to previously restructured loans	220	868	16	294.5

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	At March 31,			2012/2011
	2011	2012	2012	% Change
	(in millions, except percentages)			
Less: Loans upgraded to standard category during the year	(47,238 )	(8,986 )	(165 )	(81.0 )
Less: Loans downgraded to non-performing category during the year	(2,295 )	(1,233 )	(23 )	(46.3 )
Less: Recoveries during the year	(9,803 )	(5,812 )	(106 )	(40.7 )
Gross restructured loans	Rs. 29,104	Rs. 52,717	US\$ 967	81.1
Provisions for restructured loans	(940 )	(4,642 )	(85 )	393.8
Net restructured loans	Rs. 28,164	Rs. 48,075	US\$ 882	70.7
Average balance of net restructured loans(1)	41,919	37,056	680	(11.6 )
Gross customer assets	Rs. 3,108,740	Rs. 3,531,625	US\$ 64,777	13.6
Net customer assets	3,024,694	3,443,817	63,166	13.9 %
Gross restructured loans as a percentage of gross customer assets	0.9 %	1.5 %		
Net restructured loans as a percentage of net customer assets	0.9 %	1.4 %		

(1) The average balance is the average of quarterly balances outstanding at the end of March of the previous year and June, September, December and March of the year.

(2) Represents entire borrower level outstanding of the restructured accounts.

A fully secured standard loan can be restructured by rescheduling principal repayments and/or the interest on the loan, but it must then be separately disclosed as a restructured loan in the year of restructuring. The Reserve Bank of India stipulates certain conditions in order to continue to classify a restructured standard loan as a standard asset. The restructured loans continue to be classified as such until they complete at least one year of payment in accordance with the restructured terms.

During fiscal 2012, loans amounting to Rs. 38.8 billion were restructured as compared to Rs. 19.0 billion in fiscal 2011, primarily due to restructuring of loans to microfinance institutions and certain corporations during fiscal 2012. During fiscal 2012, there was a moderation in economic activity in India and an increase in interest rates following continued inflation concerns. Further, volatility in capital markets due to global and domestic concerns limited the ability of corporations to access capital markets. In addition, banks including us, restructured a portion of their loans to micro-finance institution. As a result of the above, there has been an increase in restructured loans for the banking system in fiscal 2012, including for us. No loans were restructured second time during fiscal 2012. During fiscal 2012, based on payment performance the Bank upgraded certain borrower accounts totaling Rs. 9.0 billion, as compared to Rs. 47.2 billion during fiscal 2011. The gross restructured loans increased by 81.1% from Rs. 29.1 billion at year-end fiscal 2011 to Rs. 52.7 billion at year-end fiscal 2012, while the net restructured loans increased by 70.7% from Rs. 28.2 billion at year-end 2011 to Rs. 48.1 billion at year-end fiscal 2012. The net restructured loans were 1.4% as a percentage of net customer assets at year-end fiscal 2012, compared to 0.9% at year-end fiscal 2011. At year-end fiscal 2012, the diminution in fair value of restructured loans (including the provision for funded interest) was Rs. 4.6 billion as against Rs. 0.9 billion at year-end fiscal 2011.

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

	At March 31,			2012/2011
	2011	2012	2012	% change

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(in millions, except percentages)

Gross non-performing assets(1)	Rs. 111,575	Rs. 107,124	US\$ 1,965	(4.0	)%
Provisions for non-performing assets(1)	(79,501 )	(79,875 )	(1,465 )	0.5	
Net non-performing assets(1)	Rs. 32,074	Rs. 27,249	US\$ 500	(15.0	)%
Gross customer assets	Rs. 3,108,740	Rs. 3,531,625	US\$ 64,777	13.6	%
Net customer assets	3,024,694	3,443,817	63,166	13.9	
Gross restructured loans as a percentage of gross customer assets	3.6	%	3.0	%	



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	At March 31,			2012/2011 % change
	2011	2012	2012	
		(in millions, except percentages)		
Net non-performing assets as a percentage of net customer assets	1.1	% 0.8	%	

(1) Includes loans identified as non-performing/impaired in line with the guidelines issued by regulators of the respective subsidiary.

Gross additions to non-performing assets in fiscal 2012 were marginally higher at Rs. 35.8 billion as compared to Rs. 33.1 billion in fiscal 2011. During fiscal 2012, we upgraded non-performing assets amounting to Rs. 8.4 billion and made recoveries against non-performing assets amounting to Rs. 19.5 billion. During fiscal 2012, loans amounting to Rs. 12.3 billion were written-off as compared to Rs. 1.9 billion in fiscal 2011. As a result, gross non-performing assets decreased by 4.0% from Rs. 111.6 billion at year-end fiscal 2011 to Rs. 107.1 billion at year-end fiscal 2012.

We experienced an increase in non-performing assets in our consumer loans portfolio in fiscal 2009 due to the seasoning of the portfolio and a higher level of defaults in unsecured personal loans and credit card receivables due to challenges in collections and the impact of the adverse macroeconomic environments. While additions to gross non-performing assets in our consumer loans remained high in fiscal 2010, we experienced a sharp decline in additions to gross non-performing consumer loans in fiscal 2011 and fiscal 2012, due to the measures initiated by the Bank to curb delinquencies and improved collection practices. See also “Business—Classification of Loans— Impact of Economic Environment on Commercial and Consumer Loan Borrowers—Non-performing Assets”. Gross additions to non-performing consumer loans, which were Rs. 55.8 billion in fiscal 2010, declined sharply to Rs. 18.5 billion during fiscal 2011 and remained at similar level of Rs. 18.6 billion in fiscal 2012. Gross additions to non-performing commercial loans increased from Rs. 14.6 billion in fiscal 2011 to Rs. 17.2 billion in fiscal 2012.

In fiscal 2011, the Bank sold credit card receivables to an asset reconstruction company, which were fully written-off. In fiscal 2012, the Bank sold two commercial loans with aggregate book value (net of provision) of Rs. 44 million to an asset reconstruction company. See also “Business—Classification of Loans—Non-Performing Asset Strategy”.

As a percentage of net customer assets, net non-performing assets were 0.8% at year-end fiscal 2012, compared to 1.1% at year-end fiscal 2011.

**Tax Expense**

Income tax expense increased by 32.9% from Rs. 20.7 billion in fiscal 2011 to Rs. 27.5 billion in fiscal 2012 due to an increase in profit before tax and a higher effective tax rate of 25.7% in fiscal 2012 as compared to the effective tax rate of 24.7% in fiscal 2011.

**Financial Condition****Assets**

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

	At March 31,			2012/2011 % change
	2011	2012	2012	

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(in millions, except percentages)

Cash and cash equivalents	Rs. 393,853	Rs. 411,563	US\$ 7,549	4.5	%
Investments	2,096,528	2,398,641	43,996	14.4	
Advances (net of provisions)	2,560,193	2,921,254	53,581	14.1	
Fixed assets	54,895	54,320	996	(1.0	)
Other assets(1)	366,438	407,091	7,467	11.1	
Total assets	Rs. 5,471,907	Rs. 6,192,869	Rs. 113,589	13.2	%

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(1) The Bank has presented mark-to-market gain or loss on forex and derivatives transactions on gross basis. This was previously presented on a net basis and the net positive mark-to-market was recorded in 'Other Assets' and the net negative mark-to-market was recorded in 'Other Liabilities'. Consequent to the change, Other assets have increased by Rs. 151.0 billion at year-end fiscal 2012 and by Rs. 134.2 billion at year-end fiscal 2011.

Our total assets increased by 13.2% from Rs. 5,471.9 billion at year-end fiscal 2011 to Rs. 6,192.87 billion at year-end fiscal 2012, primarily due to an increase in net advances and investments. Net advances increased by 14.1% from Rs. 2,560.2 billion at year-end fiscal 2011 to Rs. 2,921.3 billion at year-end fiscal 2012. Investments increased by 14.4% from Rs. 2,096.5 billion at year-end fiscal 2011 to Rs. 2,398.6 billion at year-end fiscal 2012.

#### Cash and cash equivalents

Cash and cash equivalents include cash in hand, and balances with the Reserve Bank of India and other banks, including money at call and money callable on short notice. Cash and cash equivalents increased from Rs. 393.9 billion at year-end fiscal 2011 to Rs. 411.6 billion at year-end fiscal 2012. The increase was primarily due to an increase in term money lending and call money lending by overseas branches. The balances with the Reserve Bank of India decreased from Rs. 171.2 billion at year-end fiscal 2011 to Rs. 157.9 billion at year-end fiscal 2012 primarily due to reduction in cash reserve ratio requirement by 125 basis points from 6.00% at year-end fiscal 2011 to 4.75% at year-end fiscal 2012.

#### Investments

Total investments increased by 14.4% from Rs. 2,096.5 billion at year-end fiscal 2011 to Rs. 2,398.6 billion at year-end fiscal 2012, primarily due to an increase in investments in government securities, corporate bonds and debentures, investments in the Rural Infrastructure Development Fund and in other related investments in lieu of a shortfall in meeting directed lending requirements and certificates of deposit by ICICI Bank. This was offset, in part, by a decrease in investments in mutual funds, funded credit derivatives and pass-through-certificates. Further, the transactions of ICICI Bank with the Reserve Bank of India under the Liquidity Adjustment Facility, previously accounted for as purchase and sale transactions, were accounted for as borrowing and lending transactions at year-end fiscal 2012, as a result of which investments were higher by Rs. 168.0 billion at year-end fiscal 2012. The investment of ICICI Bank in government securities increased from Rs. 650.1 billion in fiscal 2011 to Rs. 873.9 billion in fiscal 2012. Further, there was a decrease in investments held to cover linked liabilities of ICICI Prudential Life Insurance Company. Investments held to cover the liabilities on unit-linked insurance policies of ICICI Prudential Life Insurance Company decreased by 1.7% from Rs. 588.3 billion at year-end fiscal 2011 to Rs. 578.2 billion at year-end fiscal 2012. The decrease in linked assets under management is primarily attributable to lower new business premium and mark-to-market losses on investments held for unit-linked business (the risks and rewards on unit-linked business lie to a large extent with the policy holders).

Investments of our overseas banking subsidiaries decreased primarily due to a decline in the investment portfolio of ICICI Bank UK offset, in part, by an increase in the investment portfolio of ICICI Bank Canada. ICICI Bank UK's investment portfolio declined from Rs. 70.3 billion at year-end fiscal 2011 to Rs. 59.7 billion at year-end fiscal 2012 primarily due to a decline in investment in bonds, offset, in part, by an increase in investment in treasury bills. ICICI Bank Canada's investment portfolio increased by 12.6% from Rs. 47.6 billion at year-end fiscal 2011 to Rs. 53.6 billion at year-end fiscal 2012 primarily due to increase in investments in corporate bonds.

At year-end fiscal 2012, we had outstanding net investment of Rs. 1.5 billion in funded credit derivatives as compared to Rs. 18.2 billion at year-end fiscal 2011. At year-end fiscal 2012, the Bank had an outstanding net investment of Rs. 18.3 billion in security receipts issued by asset reconstruction companies in relation to sales of non-performing assets,

compared to Rs. 28.3 billion at year-end fiscal 2011. See also “Business—Overview of Our Products and Services—Treasury”.



- (1) Includes subordinated debt and redeemable non-cumulative preference shares.
- (2) Includes proposed dividend (including corporate dividend tax) of Rs. 21.5 billion for fiscal 2012 (fiscal 2011: Rs. 18.4 billion).

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(3) The Bank has presented mark-to-market gain or loss on forex and derivatives transactions on gross basis. This was previously presented on a net basis and the net positive mark-to-market was recorded in ‘Other Assets’ and the net negative mark-to-market was recorded in ‘Other Liabilities’. Consequent to the change, other liabilities have increased by Rs. 151.0 billion at year-end fiscal 2012 and by Rs. 134.2 billion at year-end fiscal 2011.

(4) Includes Employees Stock Options Outstanding.

Our total liabilities (including capital and reserves) increased by 13.2% from Rs. 5,471.9 billion at year-end fiscal 2011 to Rs. 6,192.9 billion at year-end fiscal 2012, primarily due to an increase in deposits and borrowings.

Deposits

Deposits increased by 8.8% from Rs. 2,591.1 billion at year-end fiscal 2011 to Rs. 2,819.5 billion at year-end fiscal 2012. Term deposits of ICICI Bank increased from Rs. 1,239.6 billion at year-end fiscal 2011 to Rs. 1,444.8 billion at year-end fiscal 2012, while savings deposits increased from Rs. 668.7 billion at year-end fiscal 2011 to Rs. 760.5 billion at year-end fiscal 2012 and current deposits increased from Rs. 347.8 billion at year-end fiscal 2011 to Rs. 349.7 billion at year-end fiscal 2012. The current and savings account deposits of ICICI Bank increased from Rs. 1,016.5 billion at year-end fiscal 2011 to Rs. 1,110.2 billion at year-end fiscal 2012. The increase in deposits reflected our continued focus on retail deposits.

The deposits of ICICI Bank UK decreased from Rs. 187.8 billion at year-end fiscal 2011 to Rs. 122.7 billion at year-end fiscal 2012 primarily due to a decline in term deposits, which was in line with the reduction in assets. The deposits of ICICI Bank Canada decreased from Rs. 154.4 billion at year-end fiscal 2011 to Rs. 147.0 billion at year-end fiscal 2012, primarily due to a decrease in term deposits from Rs. 122.5 billion at year-end fiscal 2011 to Rs. 104.3 billion at year-end fiscal 2012.

Our total term deposits increased from Rs. 1,503.7 billion at year-end fiscal 2011 to Rs. 1,631.7 billion at year-end fiscal 2012, while savings deposits increased from Rs. 732.6 billion at year-end fiscal 2011 to Rs. 829.1 billion at year-end fiscal 2012. Total deposits at year-end fiscal 2012 formed 63.6% of our funding (i.e., deposits and borrowings, including subordinated debt and redeemable non-cumulative preference shares). See also “Business—Funding”.

Borrowings

Borrowings (including redeemable non-cumulative preference shares and subordinated debt) increased by 28.2% from Rs. 1,258.4 billion at year-end fiscal 2011 to Rs. 1,613.0 billion at year-end fiscal 2012. The transactions of ICICI Bank with the Reserve Bank of India under the Liquidity Adjustment Facility, previously accounted for as purchase and sale transactions, were accounted for as borrowing and lending transactions at year-end fiscal 2012. At year-end fiscal 2012, Rs. 168.0 billion was recorded as borrowings under the Liquidity Adjustment Facility. Further, the increase in borrowings of ICICI Bank was on account of overseas borrowings, bond borrowings and short-term borrowings. The borrowings of overseas branches of ICICI Bank (including our offshore banking unit) increased in USD terms by 5.7% from US\$ 12.3 billion at year-end fiscal 2011 to US\$ 13.0 billion at year-end fiscal 2012. In rupee terms, borrowings of overseas branches (including our offshore banking unit) increased by 20.2% from Rs. 550.5 billion at year-end fiscal 2011 to Rs. 661.9 billion at year-end fiscal 2012.

Further, there was an increase in borrowings of the Canadian subsidiary due to the recognition of a corresponding borrowing liability for securitized insured mortgages on account of adoption of International Financial Reporting Standards during fiscal 2012. The increase was offset, in part, by the repayment of domestic term money borrowings and a decrease in borrowings of our UK subsidiary and home finance subsidiary. See also “Business—Funding”.

Other liabilities

Other liabilities primarily consist of liabilities on insurance policies in force, pertaining to our insurance subsidiaries and proposed dividend, including corporate dividend tax. Other liabilities increased by 7.3% from Rs. 1,055.9 billion at year-end fiscal 2011 to Rs. 1,133.4 billion at year-end fiscal 2012 primarily due to an increase in liabilities on policies in force of our life insurance business from Rs. 644.8 billion at year-end fiscal 2011 to Rs. 662.3 billion at year-end fiscal 2012. This increase in liabilities on insurance policies in force was in line with the increase in non-linked business during fiscal 2012.



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In India, dividends declared for a fiscal year are normally paid in the following year. We declared a dividend of Rs. 14.00 per equity share for fiscal 2011, which was paid in fiscal 2012. We declared a dividend of Rs. 16.50 per equity share for fiscal 2012, which was paid in fiscal 2013.

Equity share capital and reserves

Stockholders' equity increased from Rs. 553.0 billion at year-end fiscal 2011 to Rs. 612.8 billion at year-end fiscal 2012 primarily due to the annual accretion to reserves out of profit for fiscal 2012.

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## Off Balance Sheet Items, Commitments and Contingencies

## Foreign Exchange and Derivatives Contracts

We enter into foreign exchange forwards, options, swaps and other derivatives products to enable customers to transfer, modify or reduce their foreign exchange and interest rate risks and to manage our own interest rate and foreign exchange positions. These instruments are used to manage foreign exchange and interest rate risk relating to specific groups of on-balance sheet assets and liabilities.

The following table sets forth, at the dates indicated, the notional amount of foreign exchange and interest rate derivatives contracts.

	Notional principal amounts At March 31,				Balance sheet fair value(1) At March 31,			
	2011	2012	2013	2013 (in millions)	2011	2012	2013	2013
Interest rate products:								
Swap agreements	Rs. 4,786,591	Rs. 3,611,341	Rs. 3,416,506	US\$ 62,665	Rs. 15,044	Rs. 27,017	Rs. 26,282	US\$ 482
Others	256,027	214,565	95,195	1,746	188	53	30	1
Total interest rate products	Rs. 5,042,618	Rs. 3,825,906	Rs. 3,511,701	US\$ 64,411	Rs. 15,232	Rs. 27,070	Rs. 26,313	US\$ 483
Foreign exchange products:								
Forward contracts	Rs. 2,441,593	Rs. 3,552,805	Rs. 2,838,268	US\$ 52,059	Rs. (3,218 )	Rs. 13,428	Rs. 1,657	US\$ 30
Swap agreements	637,482	703,775	637,317	11,690	13,968	19,615	6,881	126
Others	758,897	603,254	404,839	7,426	(2,411 )	(2,945 )	(6,422 )	(118)
Total foreign exchange products	Rs. 3,837,972	Rs. 4,859,834	Rs. 3,880,424	US\$ 71,175	Rs. 8,339	Rs. 30,098	Rs. 2,116	US\$ 39

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

The notional principal amount of interest rate products decreased to Rs. 3,511.7 billion at year-end fiscal 2013, compared to Rs. 3,825.9 billion at year-end fiscal 2012. The notional principal amount of foreign exchange products decreased to Rs. 3,880.4 billion at year-end fiscal 2013, compared to Rs. 4,859.8 billion at year-end fiscal 2012. The credit exposure on interest rate derivatives was Rs. 82.7 billion at year-end fiscal 2013, compared to Rs. 92.2 billion at year-end fiscal 2012. The credit exposure on foreign exchange derivatives was Rs. 218.1 billion at year-end fiscal 2013, compared to Rs. 301.1 billion at year-end fiscal 2012.

An interest rate swap does not entail the exchange of notional principal, and the cash flow arises because of the difference between the interest rate pay and receive portions of the swap, which is generally much lower than the notional principal of the swap. A large proportion of interest rate swaps, currency swaps and forward exchange

contracts are on account of market making, which involves providing regular two-way prices to customers or inter-bank counter-parties. This results in the generation of a higher number of outstanding transactions, and hence a large value of gross notional principal of the portfolio. For example, if a transaction entered into with a customer is covered by an exactly opposite transaction entered into with another counterparty, the net market risk of the two transactions will be zero whereas the notional principal amount of the portfolio will be the sum of both transactions. We also deal in credit derivatives instruments including credit default swaps, credit-linked notes, collateralized debt obligations and principal protected structures. The notional principal amount of these credit derivatives outstanding at year-end fiscal 2013, excluding accrued interest, was Rs. 0.8 billion in funded instruments and Rs. 3.5 billion in non-funded instruments. The notional principal amount of these credit derivatives outstanding at year-end fiscal 2012, excluding accrued interest, was Rs. 1.5 billion in funded instruments and Rs. 11.1 billion in non-funded instruments, which included Rs. 50 million of protection we had bought.

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### Securitization

We primarily securitize retail and corporate loans through securitization transactions involving special purpose entities, usually constituted as trusts. Post securitization of the loans, we generally continue to maintain customer account relationships and service loans transferred to the securitization trusts. The securitization transactions can be either with or without credit enhancement. In accordance with the Reserve Bank of India guidelines for securitization of standard assets, with effect from February 1, 2006, the Bank accounts for any loss arising from securitization immediately at the time of sale, and the profit/premium arising from securitization is amortized over the life of the securities issued or to be issued by the special purpose vehicle to which the assets are sold. In accordance with the Reserve Bank of India guidelines for securitization of standard assets, with effect from May 7, 2012, the Bank accounts for any loss arising from securitization immediately at the time of sale and the profit/premium arising from securitization is amortized over the life of the transaction based on the method prescribed by the Reserve Bank of India guidelines.

The Bank acts in different capacities and under different contracts for consideration including as originator, liquidity or credit enhancement provider, underwriter and senior contributor.

Excess interest spreads from the underlying assets in securitization transactions are generally subordinated to provide credit enhancement.

In addition to the subordination of excess interest spreads, the Bank in a separate capacity provides external credit enhancement facilities to mitigate cash flow shortfalls that may arise from the underlying asset delinquencies. These facilities include first loss credit enhancement representing the first or primary level of protection provided to bring the ratings accorded to the beneficial interests of senior contributors to investment grade. The Bank also provides second loss credit enhancement representing a subsequent level of protection provided to protect the beneficiaries against further cash flow shortfalls. The first loss and second loss credit enhancements are provided either in the form of undertakings or cash collateral in a current account operated by the trust. The total outstanding in first loss credit enhancements at year-end fiscal 2013 were Rs. 6.1 billion and second loss credit enhancements were Rs. 7.1 billion. Of the above, the outstanding credit enhancements in the form of guarantees amounted to Rs. 8.2 billion.

The Bank, in a separate capacity, provides liquidity facilities to help smoothen the timing differences faced by the special purpose vehicles between the receipt of cash flows from the underlying assets and the payments to be made to the investors. The liquidity facility enjoys a priority of claim over the future cash flows from the underlying assets, which is senior to the claims of the senior contributors.

### Loan Commitments

We have outstanding undrawn commitments to provide loans and financing to customers. These loan commitments aggregated to Rs. 1,363.6 billion (including fund-based commitments fungible with non-fund-based facilities) at year-end fiscal 2013, compared to Rs. 1,054.2 billion at year-end fiscal 2012. The interest rate on a significant portion of these commitments is dependent on the lending rates prevailing on the date of the loan disbursement. Further, the commitments have fixed expiration dates and are contingent upon the borrower's ability to maintain specific credit standards.

### Capital Commitments

We are obligated under a number of capital project contracts which have been committed. The estimated amounts of contracts remaining to be executed on capital projects decreased from Rs. 4.7 billion at year-end fiscal 2012 to Rs. 3.8 billion at year-end fiscal 2013.

The following table sets forth certain contractual obligations at year-end fiscal 2013.

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Contractual Obligations	Total	Payments due by period			
		Less than 1 year (in millions, except percentages)	1-3 years	3-5 years	More than 5 years
Long-term debt obligations	Rs. 1,180,557	Rs. 151,701	Rs. 261,961	Rs. 384,294	Rs. 382,601
Time deposits	1,846,340	1,497,068	259,826	74,959	14,487
Life-insurance obligations(1)	1,296,587	(18,321 )	(179,997 )	4,392	1,490,513
Gratuity obligations(2)	10,912	1,030	1,996	2,402	5,484 (3)
Pension obligations(2)	8,400	422	1,116	1,743	5,119 (3)
Operating lease obligations	2,838	732	1,159	781	166
<b>Guarantees</b>					
Financial guarantees	292,767	233,265	48,226	9,672	1,604
Performance guarantees	706,453	339,000	260,900	68,186	38,367
<b>Total</b>	<b>Rs. 5,344,854</b>	<b>Rs. 2,204,897</b>	<b>Rs. 655,187</b>	<b>Rs. 546,429</b>	<b>Rs. 1,938,341</b>

(1) The amounts shown represent an estimate of undiscounted cash flows under life insurance contracts. The cash flows shown consist of expected benefit payments net of premiums receivable as per the contractual terms. Cash flows associated with benefit payments are projected based on assumptions for factors like mortality and investment returns. The cash flows included in the above table are different from the liabilities on policies in effect on March 31, 2013 that are disclosed in the balance sheet because the liabilities are disclosed at discounted values and include an allowance for other non-contractual cash flows, such as expenses.

(2) Based on actuarial assumptions.

(3) Based on outflow estimates between five and ten years.

**Long-term debt obligations**

Long-term debt represents debt with an original contractual maturity greater than one year. Maturity distribution is based on contractual maturity or the date at which the debt is callable at the option of the holder, whichever is earlier. For a detailed discussion on long-term debt, see note 3 to our “Consolidated Financial Statements—Additional Notes” included herein.

**Time deposits**

Time deposits represent deposits with fixed maturity terms. Generally, time deposits can be withdrawn by the depositors any time before maturity, subject to certain prepayment charges.

**Life insurance obligations**

Life insurance obligations primarily include liabilities for life insurance policies, including both unit-linked and non-linked policies.

A unit-linked life insurance policy is a policy in which the cash value of the policy varies according to the net asset value of units (i.e., shares) in investment assets chosen by the policyholder. The liability for unit-linked life insurance policies is equal to the net asset value of the units in each policy as of the valuation date. Certain of our unit-linked life insurance policies carry financial payout guarantees, and the liability for these policies takes into account both the net asset values of the units and these guarantees.

The liability for non-linked life insurance policies is calculated using the gross premium method using assumptions for interest, mortality, expense and inflation. This method is used for both participating and non-participating policies; however, for participating policies, the method also uses assumptions for future bonuses, together with allowances for taxation and allocation of profits to shareholders. These assumptions are determined as prudent estimates at the date of valuation with allowances for adverse deviations.

#### Gratuity obligations

We provide gratuity, a defined benefit retirement plan covering all employees who retire or resign after a minimum prescribed period of continuous service. The plan provides a lump sum payment to eligible employees at retirement or termination of employment based on the respective employee's salary and years of employment with us.

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The gratuity benefit is provided to employees through either an in-house fund or separate funds managed by Life Insurance Corporation of India Limited and ICICI Prudential Life Insurance Company Limited. We are responsible for settling the gratuity obligation through contribution to these funds.

## Pension obligations

The Bank provides pensions—deferred retirement plans—covering certain employees of the former Bank of Madura, Sangli Bank and Bank of Rajasthan. The plans provide for monthly pension payments to these employees when they retire. These payments are based on the respective employee's years of service with the Bank and applicable salary and also include a cost of living adjustment. Pension funds for employees in service who previously worked at the former Bank of Madura, Sangli Bank or Bank of Rajasthan are managed in an in-house trust and the liability is funded as per actuarial valuation.

Pursuant to a master policy, the Bank purchases annuities from LIC and ICICI Prudential Life Insurance Company Limited for the benefit of employees upon their retirement. These annuities provide the pension payments to retired employees of the former Bank of Madura, Sangli Bank and Bank of Rajasthan.

## Operating lease obligations

We have commitments under long-term operating leases principally for premises. The following table sets forth a summary of future minimum lease rental commitments at year-end fiscal 2013.

	Lease rental commitments for fiscal	(in millions)
2014		Rs. 732
2015		591
2016		568
2017		376
2018		405
Thereafter		166
Total minimum lease commitments		Rs. 2,838

## Guarantees

As a part of our project financing and commercial banking activities, we have issued bank guarantees to support business requirements of our clients. Guarantees represent irrevocable assurances that the Bank will pay in the event a customer fails to fulfill its financial or performance obligations. Financial guarantees are obligations to pay a third party beneficiary, when a customer fails to make payment towards a specified financial obligation including advance payment guarantee. Performance guarantees are obligations to pay a third party beneficiary, where a customer fails to perform a non-financial contractual obligation. The guarantees are generally for a period not exceeding 10 years. The credit risks, as well as the operating risks, associated with bank guarantees are similar to those relating to other types of unfunded facilities. We enter into guarantee arrangements after conducting appropriate due diligence on our clients. We generally review these facilities on an annual basis. If a client's risk profile deteriorates to an unacceptable level, we may choose not to renew the guarantee upon expiry or may require additional security sufficient to protect our exposure. Guarantees increased marginally by 0.2% from Rs. 997.3 billion at year-end fiscal 2012 to Rs. 999.2 billion at year-end fiscal 2013.

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

At year-end fiscal



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	2011	2012	2012/2011 % change	2013	2013	2013/2012 % change
			(in millions, except percentages)			
Financial guarantees	Rs.244,250	Rs.338,207	38.5 %	Rs.292,767	US\$5,370	(13.4 )%
Performance guarantees	610,610	659,121	7.9	706,453	12,958	7.2
Total guarantees	Rs.854,860	Rs.997,328	16.7 %	Rs.999,220	US\$18,328	0.2 %

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Financial guarantees constituted approximately 29% of our guarantee exposure at year-end fiscal 2013. Of these financial guarantees, approximately 30% were issued towards risk participation, syndication and favoring other lenders as beneficiaries to allow our clients to avail credit assistance or credit enhancement from other lenders. The balance of financial guarantees were issued to support other business requirements of our clients, such as guarantees for the procurement of goods or guarantees in lieu of security/cash deposits etc. Performance guarantees constituted 71% of our guarantee exposure at year-end fiscal 2013.

Illustrative examples of client business activities requiring guarantees include: contracts to procure goods from suppliers where guarantees are obtained by clients to provide suppliers with assurance of payment in case the clients fail to pay upon receipt of goods; submission of bids for projects where guarantees are obtained by clients to provide assurance of performance of contract obligations in case the bid is awarded to them; advances against goods or services to be supplied by clients to their own customers where guarantees are obtained by clients to assure their customers of a refund of the advance in case the clients are unable to supply goods or services; guarantees provided in lieu of security deposits or cash deposits that clients would otherwise be required to maintain with stock exchanges; commodity exchanges, regulatory authorities or other bodies, or for participating in tenders or in other business contracts; and guarantees obtained by clients in favor of lenders that enable the clients to receive credit assistance or credit enhancement from lenders by providing such lenders with assurance of payment.

Upon default by a client under the terms of the guarantee, the beneficiary may exercise its rights under the guarantees, and we are obligated to honor payments to the beneficiaries. Banks and financial institutions are beneficiaries for some of our financial guarantees, so as to enable clients to receive financial assistance from these banks and financial institutions. If our clients default on such loans, the banks and financial institutions may exercise their rights under the guarantee and we are obligated to honor payments to them. Amounts that we pay to the other banks and financial institutions and do not recover from clients are subject to the Reserve Bank of India's prudential norms on income recognition, asset classification and provisioning pertaining to advances.

We also issue guarantees for clients to whom we have provided other funded facilities in the form of loans. The outstanding amount of such guarantees related to non-performing or restructured loans was Rs. 13.0 billion at year-end fiscal 2013. The guarantees we issue are not unilaterally changed or revised when a related loan is restructured. Guarantees are valid for a specified amount and a specified period. Any change in expiry date or amount requires the consent of both the beneficiary and the guarantor. We generally provide guarantee facilities to our customers for a validity period of 12-18 months.

We have collateral available to reimburse potential losses on our guarantees. Margins in the form of cash and fixed deposit available to us to reimburse losses realized under guarantees amounted to Rs. 45.6 billion at year-end fiscal 2013, compared to Rs. 32.6 billion at year-end fiscal 2012. Other property or security may also be available to us to cover losses under these guarantees.

Our related party guarantees amounted to Rs. 0.1 million at year-end fiscal 2013.

The following table sets forth the roll-forward of activity for guarantees at year-end fiscal 2013.

Particulars	Performance	Financial
	Guarantees	Guarantees
	(in millions)	
Opening balance at April 1, 2012	Rs. 659,121	Rs. 338,207
Additions: Issued during the year	318,110	325,302
Deletions: Closed due to expiry/termination during the year	(266,943 )	(366,447 )
Invoked and paid during the year	(3,835 )	(4,295 )
Closing balance at year-end fiscal 2013	Rs. 706,453	Rs. 292,767

## Capital Resources

ICICI Bank actively manages its capital to meet regulatory standards and current and future business needs, considering the risks in its businesses, expectations of rating agencies, shareholders and investors, and the available options of raising capital. Its capital management framework is administered by the Finance Group and the Risk Management Group under the supervision of the Board and the Risk Committee. The capital adequacy position and assessment is reported to the Board and the Risk Committee periodically.

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## Regulatory capital

At year-end fiscal 2013, ICICI Bank is subject to the Reserve Bank of India's Basel II guidelines. The Reserve Bank of India's Basel II guidelines require ICICI Bank to maintain a minimum total risk-based capital ratio of 9.0% and a minimum Tier 1 risk-based capital ratio of 6.0% on an ongoing basis. At year-end fiscal 2013, the total risk-based capital ratio of ICICI Bank (unconsolidated) was 18.7% and its Tier 1 risk-based capital ratio was 12.8%. As discussed below, the Reserve Bank of India has issued guidelines to implement the Basel III framework in India. The effective date of the Basel III guidelines is April 1, 2013. The guidelines will be fully phased in by March 31, 2018.

Under Pillar 1 of the Reserve Bank of India's Basel II guidelines, ICICI Bank follows the standardized approach for measurement of credit and market risks and the basic indicator approach for measurement of operational risk. ICICI Bank is in the process of implementing various projects for migrating to the advanced approaches for calculating risk-based capital requirements.

## Unconsolidated capital adequacy position

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

	As per the Reserve Bank of India's Basel II guidelines			
	At year-end fiscal			
	2012	2013		2013
	(in millions, except percentages)			
Tier 1 capital	Rs. 505,183	Rs. 565,616	US\$ 10,375	
Tier 2 capital	232,946	262,739	4,819	
Total capital	Rs. 738,129	Rs. 828,355	US\$ 15,194	
Credit risk- risk-weighted assets	Rs. 3,468,742	Rs. 3,894,818	US\$ 71,438	
Market risk- risk-weighted assets	268,658	254,681	4,672	
Operational risk- risk-weighted assets	248,458	269,936	4,951	
Total risk-weighted assets	Rs. 3,985,858	Rs. 4,419,435	US\$ 81,061	
Tier 1 risk-based capital ratio	12.7	%	12.8	%
Tier 2 risk-based capital ratio	5.8	%	5.9	%
Total risk-based capital ratio	18.5	%	18.7	%

Movement in ICICI Bank's capital funds and risk-weighted assets from year-end fiscal 2012 to year-end fiscal 2013 (as per the Reserve Bank of India's Basel II guidelines):

During fiscal 2013, capital funds (net of deductions) increased by Rs. 90.2 billion from Rs. 738.1 billion at year-end fiscal 2012 to Rs. 828.3 billion at year-end fiscal 2013. The increase in the capital funds is attributed to accretion to retained earnings, issuance of lower Tier 2 capital instruments, lower deduction from capital funds on account of securitization exposures and repatriation of capital from overseas banking subsidiaries.

Risk-weighted assets relating to credit risk increased by Rs. 426.1 billion from Rs. 3,468.7 billion at year-end fiscal 2012 to Rs. 3,894.8 billion at year-end fiscal 2013, due to an increase of Rs. 369.5 billion in risk-weighted assets of on-balance sheet exposures and an increase of Rs. 56.6 billion in risk-weighted assets for off-balance sheet credit exposures.

Risk-weighted assets relating to market risk decreased by Rs. 14.0 billion from Rs. 268.7 billion at year-end fiscal 2012 to Rs. 254.7 billion at year-end fiscal 2013. The general market risk risk-weighted assets decreased by Rs. 11.4 billion (reflecting a capital charge of Rs. 1.0 billion).

Risk-weighted assets relating to operational risk at year-end fiscal 2013 were Rs. 269.9 billion (reflecting a capital charge of Rs. 24.3 billion). The operational risk capital charge is computed based on 15% of the average of the previous three financial years' gross income and is revised on an annual basis at June 30.

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### Consolidated capital adequacy position

Consolidation for regulatory capital calculations is based on the consolidated financial statements of ICICI Bank and its subsidiaries, in line with the standards on consolidated prudential reporting issued by the Reserve Bank of India. The entities considered for consolidation for regulatory capital calculations include subsidiaries, associates and joint ventures of the Bank, which carry on activities of a banking or of a financial nature as stated in the reporting guidelines prescribed by the Reserve Bank of India. Entities engaged in the insurance business and businesses not pertaining to financial services are excluded from consolidation for capital adequacy calculation. Investment above 30% in the paid-up equity capital of financial entities which are not consolidated for regulatory capital calculations (including insurance entities) and investments in other instruments eligible for regulatory capital status in those entities are deducted to the extent of 50% from Tier 1 and 50% from Tier 2 capital of the Bank.

At year-end fiscal 2013, our total risk-based capital ratio at the consolidated level was 19.7% and our Tier 1 risk-based ratio was 12.9%.

Movement in our capital funds and risk-weighted assets at the consolidated level from year-end fiscal 2012 to year-end fiscal 2013:

During fiscal 2013, capital funds increased by Rs. 91.3 billion from Rs. 865.2 billion at year-end fiscal 2012 to Rs. 956.5 billion at year-end fiscal 2013 primarily due to an increase in retained earnings, the issuance of Tier 2 debt capital and a decrease in deduction on account of securitization exposures.

Risk-weighted assets relating to credit risk increased by Rs. 422.2 billion from Rs. 3,768.7 billion at year-end fiscal 2012 to Rs. 4,190.9 billion at year-end fiscal 2013 due to an increase of Rs. 368.8 billion in the risk-weighted assets for on-balance sheet exposures and an increase of Rs. 53.4 billion in the risk-weighted assets for off-balance sheet credit exposures. Risk-weighted assets relating to market risk increased by Rs. 5.4 billion from Rs. 355.2 billion at year-end fiscal 2012 to Rs. 360.6 billion at year-end fiscal 2013 and risk-weighted assets relating to operational risk increased by Rs. 14.5 billion from Rs. 291.0 billion at year-end fiscal 2012 to Rs.305.5 billion at year-end fiscal 2013.

### Internal assessment of capital

ICICI Bank's capital management framework includes a comprehensive internal capital adequacy assessment process conducted annually which determines the adequate level of capitalization for ICICI Bank to meet regulatory standards and current and future business needs, including under stress scenarios. The internal capital adequacy assessment process is formulated at both the stand alone bank level and the consolidated group level. The process encompasses capital planning for a four-year time horizon, identification and measurement of material risks and the relationship between risk and capital.

The capital management framework is complemented by the risk management framework, which includes a comprehensive assessment of material risks. Stress testing, which is a key aspect of the capital assessment process and the risk management framework, provides an insight on the impact of extreme but plausible scenarios on the risk profile and capital position. Based on our Board-approved stress testing framework, we conduct stress tests on our various portfolios and assess the impact on our capital ratios and the adequacy of our capital buffers for current and future periods. We periodically assess and refine our stress tests in an effort to ensure that the stress scenarios capture material risks as well as reflect possible extreme market moves that could arise as a result of market conditions. The business and capital plans and the stress testing results of the ICICI Bank entities are integrated into the internal capital adequacy assessment process.

Based on the internal capital adequacy assessment process, we determine the level of capital that needs to be maintained by considering the following in an integrated manner:

- strategic focus, business plan and growth objectives;
- regulatory capital requirements as per the Reserve Bank of India guidelines;
- assessment of material risks and impact of stress testing;
- perception of credit rating agencies, shareholders and investors;
- future strategy with regard to investments or divestments in subsidiaries; and

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- evaluation of options to raise capital from domestic and overseas markets, as permitted by the Reserve Bank of India from time to time.

Impending regulatory developments associated with capital adequacy

### Basel III

In order to strengthen the resilience of the banking sector to potential future shocks, as well as to ensure adequate liquidity in the banking system, the Basel Committee on Banking Supervision established the Basel III capital and liquidity framework in fiscal 2010. The Basel III capital framework is designed to improve the quality, quantity, consistency and transparency of regulatory capital, enhance risk coverage, constrain leverage, reduce pro-cyclicality, and address systemic risks and interconnectedness.

The Reserve Bank of India has issued guidelines to implement the Basel III framework in India. The Basel III guidelines, among other things, establish Common Equity Tier 1 as a new tier of capital; impose a minimum Common Equity Tier 1 risk-based capital ratio of 5.5% and a minimum Tier 1 risk-based capital ratio of 7.0% while retaining the minimum total risk-based capital ratio of 9.0%; require banks to maintain a Common Equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets above the minimum requirements to avoid restrictions on capital distributions and discretionary bonus payments; establish new eligibility criteria for capital instruments in each tier of regulatory capital; require more stringent adjustments to and deductions from regulatory capital; provide for more limited recognition of minority interests in the regulatory capital of a consolidated banking group; impose a 4.5% Basel III leverage ratio of Tier 1 capital to exposure measure during a parallel run period from 2013 to 2017; and modify the Reserve Bank of India's Basel II guidelines with respect to credit risk, including counterparty credit risk and credit risk mitigation, and market risk. The effective date of the Basel III guidelines is April 1, 2013. The guidelines will be fully phased in by March 31, 2018.

In January 2013, the Reserve Bank of India issued draft guidelines on the composition of capital disclosure requirements, in addition to its existing Pillar 3 guidelines. In July 2013, the Reserve Bank of India provided final guidelines on capital requirements for banks' exposures to qualifying and non-qualifying central counterparties with respect to derivatives and securities financing transactions.

The Reserve Bank of India, through a March 2013 circular, deferred the introduction of the Basel III credit value adjustment risk capital charge for over-the-counter derivatives. Credit value adjustment captures the risk of mark-to-market losses due to deterioration in the creditworthiness of over-the-counter derivative counterparties. The Basel III credit value adjustment risk capital charge is scheduled to become effective on January 1, 2014.

We continue to monitor further regulatory capital developments. We believe that our current robust capital adequacy position and demonstrated track record of access to domestic and overseas markets for capital raising will enable us to satisfy the new Basel III capital standards.

### Liquidity Risk

Liquidity risk is the current and prospective risk arising out of an inability to meet financial commitments as they fall due, through available cash flows or through the sale of assets at fair market value. It includes both the risk of unexpected increases in the cost of funding an asset portfolio at appropriate maturities and the risk of being unable to liquidate a position in a timely manner at a reasonable price.

The goal of liquidity risk management is to be able, even under adverse conditions, to meet all liability repayments on time and to fund all investment opportunities by raising sufficient funds either by increasing liabilities or by



converting assets into cash expeditiously and at reasonable cost.

Most of the Bank's incremental funding requirements are met through short-term funding sources, primarily in the form of deposits including inter-bank deposits. However, a large portion of the Bank's assets, primarily the corporate and project finance and home loan portfolio, have medium or long-term maturities, creating a potential for funding mismatches. The Bank actively monitors its liquidity position and attempts to maintain adequate liquidity at all times to meet all the requirements of its depositors and bondholders, while also meeting the credit demand of its customers.

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The Bank seeks to establish a continuous information flow and an active dialogue between the funding and borrowing divisions of the organization to enable optimal liquidity management. A separate group is responsible for liquidity management. The Bank is required to submit a rupee gap reports for domestic operations on a fortnightly basis to the Reserve Bank of India. Pursuant to the Reserve Bank of India guidelines, the liquidity gap (if negative) must not exceed 5.0%, 10.0%, 15.0% and 20.0% of cumulative outflows in the 1-day, up to 7-day, up to 14-day and up to 28-day time categories, respectively. As per the recent Reserve Bank of India guidelines on liquidity risk management, these limits on near term liquidity gaps are applicable for rupee liquidity gaps in domestic operations of Bank and country-wise for overseas branch operations. The Bank prepares a daily maturity gap analysis for the rupee book for domestic operations. Maturity gaps for overseas branch operations are also monitored on a daily basis. The Bank's static gap analysis is also supplemented by a short-term dynamic analysis, in order to provide the liability raising units with a fair estimate of its funding requirements in the near-term. In addition, the Bank also monitors certain liquidity ratios on a fortnightly basis. The Bank has a liquidity contingency plan in place, through which it monitors key indicators that could signal potential liquidity challenges, to enable it to take necessary measures to ensure sufficient liquidity.

The Bank maintains diverse sources of liquidity to facilitate flexibility in meeting funding requirements. Incremental operations in India are principally funded by accepting deposits from retail and corporate depositors. The deposits are augmented by borrowings in the short-term inter-bank market and through the issuance of bonds. The Bank also has recourse to the liquidity adjustment facility, marginal standing facility and the refinance window which are short-term funding arrangements provided by the Reserve Bank of India. The Bank generally maintains a substantial portfolio of high quality liquid securities that may be sold on an immediate basis to meet our liquidity needs. The Bank also has the option of managing liquidity by borrowing in the inter-bank market on a short-term basis. The overnight market, which is a significant part of the inter-bank market, is susceptible to volatile interest rates. These interest rates on certain occasions have touched highs of 100.0% and above. To curtail reliance on such volatile funding, the Bank's liquidity management policy has stipulated daily limits for borrowing and lending in this market. The Bank's limit on daily borrowing is more conservative than the limit set by the Reserve Bank of India. ICICI Securities Primary Dealership, like us, relies for a certain proportion of its funding on the inter-bank market for overnight money and is therefore also exposed to similar risk of volatile interest rates.

The Bank's gross liquid assets consist of cash, nostro balances, overnight and other short-term money market placements, government bonds and treasury bills (including investments eligible for reserve requirements and net of borrowings on account of repurchase agreements and the liquidity adjustment facility), corporate bonds (rated AA and above), other money market investments such as commercial paper and certificates of deposits and mutual fund investments. The Bank deducts short-term money-market borrowings (borrowings with maturity up to 28 days) from the aggregate of these assets to determine net liquid assets. In addition to aforementioned liquid assets, the Bank has access to other reliable sources of liquidity, such as unutilized refinance and standing facilities from the Reserve Bank of India.

The Bank maintains a significant portion of its demand and time liabilities in forms required pursuant to regulatory reserve requirements imposed by the Reserve Bank of India. The Reserve Bank of India stipulates a cash reserve ratio applicable to Indian banks, which requires the Bank to maintain an average percentage of its demand and time liabilities as a cash balance deposited with the Reserve Bank of India over 14-day periods. At year-end fiscal 2013, the cash reserve ratio requirement percentage was 4.00%. In addition, cash reserves may not fall below 70% of the required cash reserve ratio on any day during any 14-day reporting period.

The Reserve Bank of India also stipulates a statutory liquidity ratio applicable to Indian banks, which requires the Bank to maintain a certain percentage of demand and time liabilities in certain prescribed investments. At year-end fiscal 2013, the statutory liquidity ratio requirement percentage was 23%. The Bank generally holds more statutory liquidity ratio eligible securities than the statutory liquidity ratio requirement. Statutory liquidity ratio eligible instruments include cash, gold or approved unencumbered securities.

At various overseas branches of the Bank, certain reserves are maintained pursuant to local regulations. The Bank has complied with these local reserve requirements during fiscal 2013, except a one-day breach in Statutory Reserve Ratio (SRR) on October 11, 2012 at the Sri Lanka branch of the Bank.

The Bank maintains liquid assets in addition to Statutory Liquidity Ratio and Cash Reserve Ratio requirement. Throughout fiscal 2013, the Bank maintained adequate reserves as per the regulatory requirements mentioned above.

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The following table indicates the details of the components of average and balance sheet date liquid assets of the Bank.

	At March 31, 2012	Fortnightly average for fiscal 2013 (in billions)	At March 31, 2013
Statutory liquidity ratio eligible investments and other government securities, net of borrowings on account of repurchase agreement and liquidity adjustment facility	Rs. 704.2	Rs. 750.4	Rs. 781.6
Balance with central banks and current accounts with other banks	184.2	208.1	166.5
Other liquid assets	355.0	233.4	397.5
Gross liquid assets	1,243.4	1,191.9	1,345.6
(Less) Short-term borrowings	(0.2 )	(3.1 )	(2.4 )
Net liquid assets	Rs. 1,243.2	Rs. 1,188.8	Rs. 1,343.2

The Bank held net liquid assets totaling about Rs. 1,343.2 billion at year-end fiscal 2013, compared to Rs. 1,243.2 billion at year-end fiscal 2012. During fiscal 2013, the Bank held fortnightly average net liquid assets of about Rs. 1,188.8 billion. In addition to the amounts included in net liquid assets above, at year-end fiscal 2013, the Bank also held other fixed-income non-government securities totaling about Rs. 105.4 billion, compared to Rs. 113.4 billion at year-end fiscal 2012.

The Bank also has access to other reliable sources of liquidity. The Reserve Bank of India conducts repurchase and reverse repurchase transactions with banks through its liquidity adjustment facility to carry out monetary policy and manage liquidity for the Indian banking system. The Reserve Bank of India stipulates an interest rate applicable to such repurchase and reverse repurchase agreements, known as the repo rate and reverse repo rate, respectively. At year-end fiscal 2013, the Reserve Bank of India repo rate and reverse repo rate were 7.50% and 6.50% respectively. The liquidity adjustment facility is available throughout the year. Further, there is a liquid market for repurchase transactions with other market counterparties. Banks may enter into repurchase transactions with the Reserve Bank of India or other market counterparties against the statutory liquidity ratio eligible securities it holds in excess of statutory requirement.

In addition to the liquidity adjustment facility, the Reserve Bank of India has a marginal standing facility, available to certain eligible banks, including ICICI Bank. Under the facility, eligible banks can borrow overnight up to 2.0% of their respective net demand and time liabilities outstanding at the end of the second preceding 14-day period. The rate of interest on amounts accessed through this facility at year-end fiscal 2013 was 100 basis points above the liquidity adjustment facility repo rate mentioned above.

The Reserve Bank of India also gives Indian banks, including the Bank, access to certain refinance facilities that allow banks to borrow at the repo rate from the Reserve Bank of India when those banks have made loans to borrowers for specified activities.

At year-end fiscal 2013, the Bank was eligible to borrow Rs. 133.9 billion through the liquidity adjustment facility, the marginal standing facility and the Reserve Bank of India refinance facilities, in addition to amounts that were already borrowed from these facilities.

The Reserve Bank of India uses the liquidity adjustment facility, the marginal standing facility and its refinance facilities to implement monetary policy. Similarly, the Reserve Bank of India has the right to suspend the liquidity adjustment facility or reduce the amounts that Indian banks can access through the liquidity adjustment facility on any

day on a proportionate basis for all banks. Such policy changes could affect the operations of these facilities and could inhibit Indian banks', including the Bank's, access to these facilities.

The Bank has a well-defined borrowing program for its overseas operations. In order to maximize borrowings at a reasonable cost through its branches, liquidity in different markets and currencies is targeted. The wholesale borrowings are in the form of bond issuances, syndicated loans from banks, money market borrowings and inter-bank bilateral loans. The Bank also raises refinance from other banks against the buyers credit and other trade assets. Those loans that meet the Export Credit Agencies' criteria are refinanced as per the agreements entered into with

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these agencies. The Bank also mobilizes retail deposit liabilities, in accordance with the regulatory framework in place in the respective host country.

The Bank has the ability to use its rupee liquidity in India to meet refinancing needs at its overseas branches, although this may be at a relatively high cost based on swap and exchange rates prevailing at the time of such refinancing. ICICI Bank raised US\$ 1.5 billion through issuance of USD denominated bonds in August 2012 (original maturity of 5.5 years) and in November 2012 (original maturity of 5.2 years), Chinese Yuan (CNH) denominated bond in September 2012 (original maturity of 3 years) and in November 2012 (original maturity of 2.8 years), Swiss Franc (CHF) denominated bond and Singapore Dollar (SGD) denominated bond in January 2013 (both of original maturity of 7 years).

The terms of the Bank's bond issuances and loans from other financial institutions and export credit agencies contain cross-default clauses, restrictions on its ability to merge or amalgamate with another entity and restrictions on its ability to prematurely redeem or repay such bonds or loans. The terms of the Bank's subordinated debt issuances eligible for inclusion in Tier-I or Tier-II capital include the suspension of interest payments in the event of losses or capital deficiencies, and a prohibition on redemption, even at maturity or on specified call option dates, without the prior approval of the Reserve Bank of India. The Bank is currently not, and does not expect to be, in breach of any material covenants of its borrowings that would be construed as events of default under the terms of such borrowings.

There are restrictions on the use of liquidity maintained by UK and Canada subsidiaries of the Bank to meet their overall liquidity needs. The Office of the Superintendent of Financial Institutions of Canada has prescribed a limit of 100% of Tier-I and Tier-II capital (as defined under Canadian regulations) on the credit exposure to any single entity or a group of connected entities. ICICI Bank Canada, Bank's Canadian subsidiary, has internally capped this credit exposure at 25% of the limit specified by the Office of the Superintendent of Financial Institutions, except with respect to exposure to the ICICI Bank. During fiscal 2013, ICICI Bank Canada has complied with both regulatory and their internal limits on exposures to any single entity, including to ICICI Bank.

The Prudential Regulation Authority of the United Kingdom has prescribed a limit of 25% of the capital base on the exposure to an individual counterparty (or a group of related counterparties). The capital base is calculated as the sum of allowable Tier-I and Tier-II capital, less any deductions required by the Prudential Regulation Authority. ICICI Bank UK has a large exposure capital base of US\$ 990 million at year-end fiscal 2013, resulting in a limit of US\$ 247 million. Also, ICICI Bank UK stipulates various internal limits to manage exposure concentrations within the Bank. The key parameters of risk concentrations measured include sectoral, country, rating category based, product specific exposures, counterparty and large exposures. During fiscal 2013, ICICI Bank UK has complied with both regulatory limits and their own internal limits on exposures to any single entity, including to ICICI Bank and other consolidated entities.

The Prudential Regulation Authority classifies ICICI Bank UK as an individual liquidity adequacy standards firm, which means it is required to meet certain quantitative requirements set out in the Prudential sourcebook for banks, building societies and investment firms. In addition, effective June 27, 2012, the Prudential Regulation Authority issued liquidity guidelines which ICICI Bank UK is in compliance with. The liquidity guidelines specify the quantity of liquid assets (in any currency that the Prudential Regulation Authority deems material with respect to ICICI Bank UK and also on an all currency combined basis) that the Prudential Regulation Authority believes is appropriate for ICICI Bank UK to hold.

Canadian regulations impose no liquidity pool requirements or liquidity buffer requirements on regulated Canadian banks, including ICICI Bank Canada. However, the Office of the Superintendent of Financial Institutions expects each such bank to have an internal liquidity policy articulating and defining the role of liquid assets within the bank's overall liquidity management system and establishing minimum targets for liquid asset holdings. ICICI Bank Canada

has a liquidity management policy and market risk management policy that are approved by its board of directors. These policies require ICICI Bank Canada to maintain a certain percentage of its customer liabilities in liquid assets and to maintain sufficient liquidity to cover net outflows in the “up to 30 days” maturity bucket. These limits are monitored monthly. ICICI Bank Canada has complied with these requirements throughout fiscal 2013.

The Central Bank of Russia requires banks in Russia to maintain a reserve that is deposited with the Central Bank of Russia based on a certain percentage of the banks’ liabilities. The Central Bank of Russia also requires

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banks in Russia to comply with certain limits on regulatory ratios relating to liquidity mismatches, especially to liquidity mismatches that may occur due to net outflows in the “next day,” “up to 30 days,” and “more than 1 year” maturity buckets. ICICI Bank Eurasia Limited Liability Company, the Bank’s wholly owned subsidiary in Russia, has complied with these requirements throughout fiscal 2013.

The successful management of credit, market and operational risk is an important consideration in managing the liquidity because it affects the evaluation of our credit ratings by rating agencies. Rating agencies may reduce or indicate their intention to reduce the ratings at any time.

Rating agencies can also decide to withdraw their ratings of the Bank, which may have the same effect as a reduction in our ratings. Any reduction in our ratings (or withdrawal of ratings) may increase our borrowing costs, limit our access to capital markets and adversely affect our ability to sell or market our products, engage in business transactions (particularly longer-term transactions) and derivatives transactions, or retain our customers. See also “Risk Factors—Any downgrading of India’s debt rating by an international rating agency could adversely affect our business, our liquidity and the price of our equity shares and ADSs”.

Changes in or withdrawal of the Bank’s credit rating will not increase the amount of collateral that the Bank is required to post with counterparties. When Indian banks, including the Bank, engage in collateralized borrowing, they borrow from the Reserve Bank of India and through the Clearing Corporation of India Limited, a centralized clearing counterparty. When Indian banks borrow from the Reserve Bank of India, collateral is typically statutory liquidity ratio-eligible investments, such as central or state government securities. In general, the face value of collateral given for any such loan is higher than the value of the loan. This difference is referred to as a haircut. The haircut for all such securities borrowed from the Reserve Bank of India is stipulated by the Reserve Bank of India and is not based on the credit rating of the borrower. Similarly, the Clearing Corporation of India Limited’s margin requirement is based on maturity and certain other factors, but not on the credit ratings of the borrower. In addition, the Bank generally does not engage in derivative or swap transactions that require the Bank to increase its collateral if the Bank’s credit rating is downgraded. As such, any reduction in or withdrawal of the Bank’s credit ratings will not impact the Bank’s collateralized borrowing operations.

The Bank has certain borrowings that would be affected by a one or two notch downgrade from its current credit rating. These borrowings amount to less than 3% of the total borrowings of the Bank at year-end fiscal 2013. If an international credit rating agency downgrades the Bank’s credit rating by one or two notches, the Bank would be required to pay an increased interest rate on certain borrowings, and for certain borrowings, the Bank would be required to renegotiate a new interest rate with its lenders. If the Bank is not able to reach an agreement for an interest rate with a lender, the lender could require the Bank to prepay the outstanding principal amount of the loan. The Bank has placed a limit on such borrowings.

## Capital Expenditure

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

	Cost at year-end fiscal 2010	Additions/ transfers	Fiscal 2011		Net assets at year-end fiscal 2011	
			Deletions/ transfers	Depreciation		
			(in millions)			
Premises	Rs. 28,681	Rs. 18,438	Rs. (1,216 )	Rs. (8,156 )	Rs. 37,747	US\$ 692
	36,232	6,665	(1,456 )	(26,863 )	14,578	268



Other fixed assets  
(including furniture and  
fixtures)

Assets given on lease	17,760	-	(250 )	(14,940 )	2,570	47
Total	Rs. 82,673	Rs. 25,103	Rs. (2,922 )	Rs. (49,959 )	Rs. 54,895	US\$ 1,007

## Fiscal 2012

	Cost at year-end fiscal 2011	Additions/ transfers	Deletions/ transfers	Depreciation (in millions)	Net assets at year-end fiscal 2012	
Premises	Rs. 45,903	Rs. 1,656	Rs. (592 )	Rs. (9,383 )	Rs. 37,584	US\$ 689
Other fixed assets (including furniture and fixtures)	41,441	4,442	(747 )	(30,794 )	14,342	263

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## Fiscal 2012

	Cost at year-end fiscal 2011	Additions/ transfers	Deletions/ transfers	Depreciation (in millions)	Net assets at year-end fiscal 2012	
Assets given on lease	17,510	-	(1 )	(15,115 )	2,394	44
Total	Rs. 104,854	Rs. 6,098	Rs. (1,340 )	Rs. (55,292 )	Rs. 54,320	US\$ 996

## Fiscal 2013

	Cost at year-end fiscal 2012	Additions/ transfers	Deletions/ transfers	Depreciation (in millions)	Net assets at year-end fiscal 2013	
Premises	Rs. 46,967	Rs. 1,711	Rs. (1,498 )	Rs. (9,896 )	Rs. 37,284	US\$ 684
Other fixed assets (including furniture and fixtures)	45,136	5,449	(2,933 )	(32,549 )	15,103	277
Assets given on lease	17,509	-	-	(15,161 )	2,348	43
Total	Rs. 109,612	Rs. 7,160	Rs. (4,431 )	Rs. (57,606 )	Rs. 54,735	US\$ 1,004

The additions to our premises and other assets were Rs. 7.2 billion in fiscal 2013, compared to Rs. 6.1 billion in fiscal 2012. Our capital expenditure on premises remained at a similar level of Rs. 1.7 billion in fiscal 2012 and fiscal 2013. Capital expenditure of Rs. 5.4 billion on other fixed assets in fiscal 2013 included Rs. 2.1 billion on software.

## Collateral Management

## Overview

The Bank defines collateral as the assets or rights provided to the Bank by the borrower or a third party in order to secure a credit facility. The Bank would have the rights of a secured creditor in respect of the assets/contracts offered as security for the obligations of the borrower/obligor. The Bank ensures that the underlying documentation for the collateral provides the Bank with appropriate rights over the collateral or other forms of credit enhancement including the right to liquidate, retain or take legal possession of it in a timely manner in the event of default by the counterparty. The Bank also endeavors to keep the assets provided as security to the Bank under adequate insurance during the tenor of the Bank's exposure. The collateral value is monitored periodically.

## Collateral valuation

As stipulated by the Reserve Bank of India guidelines, the Bank uses the comprehensive approach for collateral valuation. Under this approach, the Bank reduces its credit exposure to the counterparty when calculating its capital requirements to the extent that risk mitigation is provided by the eligible collateral as specified in the Basel II guidelines.

The Bank adjusts the value of any collateral received to adjust for possible future fluctuations in the value of the collateral in line with the requirements specified by the Reserve Bank of India guidelines for calculating its capital requirements. These adjustments, also referred to as "haircuts", in order to produce volatility-adjusted amounts for collateral, are reduced from the exposure to compute the capital charge based on the applicable risk weights. We apply these haircuts in the value of collateral only for regulatory capital adequacy computations and not for computing loan loss allowances under either Indian GAAP or U.S. GAAP.

Types of collateral taken by the Bank

In calculating its capital requirements, the Bank determines the appropriate collateral for each facility based on the type of product and risk profile of the counterparty. In the case of commercial loans, mainly consisting of project and other corporate loans, the collateral is immovable assets, which are typically mortgaged in the Bank's favor, or movable assets, which are typically hypothecated in the Bank's favor. For working capital facilities, the current assets of borrowers are taken as collateral. Additionally, in some cases, we may take further security of a first or second charge on fixed assets, a pledge of financial assets such as marketable securities, or obtain corporate guarantees and personal guarantees wherever appropriate.

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Secured consumer loans for the purchase of assets, such as home loans, automobile loans and office premises loans, are secured by the assets being financed (predominantly property and vehicles). The valuation of the properties is carried out by an approved valuation agency at the time the loan is approved.

The Bank also offers products that are primarily based on collateral, such as shares, specified securities, warehoused commodities and gold jewelry. These products are offered in line with the approved product policies which include types of collateral, valuation and margining.

The Bank extends unsecured facilities to clients for certain products such as derivatives, credit cards and personal loans. The limits with respect to unsecured facilities have been approved by our Board of Directors.

The decision on the type and quantum of collateral for each transaction is made by the credit approving authority as per the credit approval authorization approved by the Board of Directors. For facilities provided as per approved product policies, collateral is taken in line with the policy.

### Significant Changes

Except as otherwise stated in this annual report, we have experienced no significant changes since the date of the fiscal 2013 consolidated financial statements contained in this annual report.

### Segment Revenues and Assets

The Reserve Bank of India in its guidelines on “segmental reporting” has stipulated specified business segments and their definitions, for the purposes of public disclosures on business information for banks in India.

The consolidated segmental report for fiscal 2013, based on the segments identified and defined by the Reserve Bank of India, has been presented as follows:

- Retail Banking includes exposures of the Bank, which satisfy the four qualifying criteria of “regulatory retail portfolio” as stipulated by the Reserve Bank of India’s Basel II guidelines. These criteria are as follows:
  - (i) Orientation criterion: Exposure to an individual person or persons (not to be restricted to an individual, Hindu Undivided Family, trust, partnership firm, private limited companies, public limited companies, co-operative societies, etc.) or to a small business are classified as retail. A small business is defined as one where the three year average annual turnover is less than Rs. 500 million.
    - (ii) Product criterion: All exposure should take the form of any of the following:
      - revolving credits and lines of credit (including overdrafts);
      - term loans and leases (e.g. installment loans and leases, student and educational loans); and
      - small business facilities and commitments.
  - (iii) Low value of individual exposures: The maximum aggregate retail exposure to one counterparty should not exceed the absolute threshold limit of Rs. 50 million.
  - (iv) Granularity criterion: The regulatory retail portfolio should be sufficiently diversified to a degree that reduces the risks in the portfolio. The aggregate exposure to one counterparty should not exceed 0.2% of the overall retail portfolio.

- Wholesale Banking includes all advances to trusts, partnership firms, companies and statutory bodies, by the Bank which are not included in the Retail Banking segment, as per the Reserve Bank of India guidelines for the Bank.
- Treasury includes the entire investment portfolio of the Bank, ICICI Eco-net Internet and Technology Fund, ICICI Equity Fund, ICICI Emerging Sectors Fund, ICICI Strategic Investments Fund and ICICI Venture Value Fund.

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- Other Banking includes hire purchase and leasing operations and other items not attributable to any particular business segment of the Bank. It also includes the Bank's banking subsidiaries, i.e., ICICI Bank UK PLC, ICICI Bank Canada and ICICI Bank Eurasia Limited Liability Company.
  - Life Insurance represents results of ICICI Prudential Life Insurance Company Limited.
  - General Insurance represents results of ICICI Lombard General Insurance Company Limited.
  - Others include ICICI Home Finance Company Limited, ICICI Venture Funds Management Company Limited, ICICI International Limited, ICICI Securities Primary Dealership Limited, ICICI Securities Limited, ICICI Securities Holdings Inc., ICICI Securities Inc., ICICI Prudential Asset Management Company Limited, ICICI Prudential Trust Limited, ICICI Investment Management Company Limited, ICICI Trusteeship Services Limited, TCW/ICICI Investment Partners Limited, ICICI Kinfra Limited, I-Ven Biotech Limited and ICICI Prudential Pension Funds Management Company Limited.

## Framework for transfer pricing

Liabilities of retail banking and wholesale banking segments are transfer priced to a central treasury unit of the Bank, which pools all funds and lends to the business units at appropriate rates based on the relevant maturity of assets being funded after adjusting for regulatory reserve requirements and specific charge on account of directed lending to certain sectors categorized as priority sector. Current and savings account deposits are transfer priced at a fixed rate. For term deposits and borrowings the transfer pricing is primarily based on the categories specified in the Transfer Pricing Policy. Transfer pricing to our asset creation units is based on the incremental cost of deposits (blended for current and savings account deposits) and borrowings adjusted for the maturity of the asset (term premium) and regulatory reserve requirements. The allocated capital is also considered as a source of funding for this purpose.

## Fiscal 2013 Compared with Fiscal 2012

The following table sets forth, for the periods indicated, profit before tax of various segments.

	Year ended March 31,			2013/2012 % change
	2012	2013	2013	
		(in millions, except percentages)		
Retail Banking	Rs. 5,500	Rs. 9,546	US\$ 175	73.6 %
Wholesale Banking	62,077	66,189	1,214	6.6
Treasury	22,441	36,613	672	63.2
Other Banking	3,928	6,410	118	63.2
Life Insurance	14,137	15,697	288	11.0
General Insurance	(3,952 )	2,817	52	—
Others	8,109	7,817	142	(3.6 )
Profit before tax	Rs. 112,240	Rs. 145,089	US\$ 2,661	29.3 %

## Retail Banking

The following table sets forth, for the periods indicated, the principal components of profit before tax.

2012	Year ended March 31,		2013/2012
	2013	2013	

	(in millions, except percentages)			% change	
Net interest income	Rs. 38,147	Rs. 42,092	US\$772	10.3	%
Non-interest income	25,757	30,425	558	18.1	
Total income	63,904	72,517	1,330	13.5	
Non-interest expenses	56,520	63,216	1,159	11.8	
Profit before provisions	7,384	9,301	171	26.0	

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	Year ended March 31,			2013/2012 % change
	2012	2013	2013	
		(in millions, except percentages)		
Provisions	1,884	(245 )	(4 )	—
Profit before tax	Rs. 5,500	Rs. 9,546	US\$ 175	73.6 %

The following table sets forth, for the periods indicated, the outstanding balances of key assets and liabilities.

	Outstanding balance at March 31,			2013/2012 % change
	2012	2013	2013	
		(in millions, except percentages)		
Advances	Rs. 620,630	Rs. 651,689	US\$ 11,953	5.0 %
Deposits	1,711,353	1,922,796	35,268	12.4

Loans in the retail banking segment increased by 5.0% from Rs. 620.6 billion at year-end fiscal 2012 to Rs. 651.7 billion at year-end fiscal 2013, primarily due to higher retail disbursements, mainly in home loans and auto loans segment. The retail banking segment maintained its focus on strengthening its deposit franchise, reflecting the increase in retail deposit base. The savings account deposits of the segment increased by 12.6% from Rs. 760.5 billion at year-end fiscal 2012 to Rs. 856.5 billion at year-end fiscal 2013.

Profit before tax of the retail banking segment increased from Rs. 5.5 billion in fiscal 2012 to Rs. 9.5 billion in fiscal 2013, primarily due to net write-back of provisions on loans and increase in non-interest income. This was offset, in part, by an increase in non-interest expense.

Net interest income increased by 10.3% from Rs. 38.1 billion in fiscal 2012 to Rs. 42.1 billion in fiscal 2013, primarily due to an increase in average current account and savings account deposits.

Non-interest income increased by 18.1% from Rs. 25.8 billion in fiscal 2012 to Rs. 30.4 billion in fiscal 2013, primarily due to the higher level of foreign exchange and third party referral fees and fees from the credit card portfolio.

Non-interest expenses increased by 11.8% from Rs. 56.5 billion in fiscal 2012 to Rs. 63.2 billion in fiscal 2013, primarily due to an increase in employee expenses and an expansion in branch network offset, in part, by a reduction in collection expenses.

During fiscal 2013, there was write-back of provision of Rs. 0.2 billion compared to provision charge of Rs. 1.9 billion in fiscal 2012.

## Wholesale Banking

The following table sets forth, for the periods indicated, the principal components of profit before tax.

	Year ended March 31,			2013/2012 % change
	2012	2013	2013	



(in millions, except percentages)

Net interest income	Rs. 49,367	Rs. 68,458	US\$ 1,256	38.7	%
Non-interest income	41,014	38,216	701	(6.8	)
Total income	90,381	106,674	1,957	18.0	
Non-interest expenses	19,965	24,843	456	24.4	
Profit before provisions	70,416	81,831	1,501	16.2	
Provisions	8,339	15,642	287	87.6	
Profit before tax	Rs. 62,077	Rs. 66,189	US\$ 1,214	6.6	%

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The following table sets forth, for the periods indicated, the outstanding balances of key assets and liabilities.

	Outstanding balance at March 31,			2013/2012 % change
	2012	2013	2013	
	(in millions, except percentages)			
Advances	Rs. 1,899,350	Rs. 2,225,648	US\$40,823	17.2 %
Deposits	838,726	996,340	18,275	18.8

The wholesale banking loan book increased by 17.2% from Rs. 1,899.4 billion at year-end fiscal 2012 to Rs. 2,225.6 billion at year-end fiscal 2013. The increase was primarily driven by focus on disbursements out of existing sanctions, fresh lendings to corporates and on account of impact of rupee depreciation on the loan portfolio of overseas branches. The domestic term deposits in the segment increased by 18.9% from Rs. 608.3 billion at year-end fiscal 2012 to Rs. 723.4 billion at year-end fiscal 2013. The domestic current account deposits increased by 9.7% from Rs. 167.5 billion at year-end fiscal 2012 to Rs. 183.7 billion at year-end fiscal 2013.

Profit before tax of the wholesale banking segment increased from Rs. 62.1 billion in fiscal 2012 to Rs. 66.2 billion in fiscal 2013, primarily due to an increase in net interest income offset, in part, by an increase in non-interest expenses and provisions.

Net interest income increased by 38.7% from Rs. 49.4 billion in fiscal 2012 to Rs. 68.5 billion in fiscal 2013, primarily due to higher interest income on assets.

Non-interest income decreased by 6.8% from Rs. 41.0 billion in fiscal 2012 to Rs. 38.2 billion in fiscal 2013 primarily due to moderation in lending linked fee income offset, in part, by an increase in foreign exchange and transaction banking related fees from corporate clients.

Non-interest expenses increased by 24.4% from Rs. 20.0 billion in fiscal 2012 to Rs. 24.8 billion in fiscal 2013, primarily due to increase in employee expenses.

Provisions increased from Rs. 8.3 billion in fiscal 2012 to Rs. 15.6 billion in fiscal 2013, primarily due to provisions made on non-performing loans and loans restructured during fiscal 2013. See also “—Selected Consolidated Financial and Operating Data - Provisions and contingencies (excluding tax provisions) - Provisions for Restructured Loans and Non-performing Assets”.

## Treasury

The following table sets forth, for the periods indicated, the principal components of profit before tax.

	Year ended March 31,			2013/2012 % change
	2012	2013	2013	
	(in millions, except percentages)			
Net interest income	Rs. 18,833	Rs. 25,094	US\$460	33.2 %
Non-interest income	8,145	14,175	260	74.0
Total income	26,978	39,269	720	45.6
Non-interest expenses	1,690	1,763	32	4.3
Profit before provisions	25,288	37,506	688	48.3
Provisions	2,847	893	16	(68.6 )
Profit before tax	Rs. 22,441	Rs. 36,613	US\$672	63.2 %

The following table sets forth, for the periods indicated, the closing balances of key assets and liabilities.

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	Closing balance at March 31,			2013/2012 % change
	2012	2013	2013	
	(in millions, except percentages)			
Investments	Rs. 1,595,230	Rs. 1,714,391	US\$31,445	7.5 %
Borrowings	1,401,649	1,453,415	26,658	3.7

Our treasury operations include the maintenance and management of regulatory reserves, proprietary trading in equity and fixed income and a range of foreign exchange and derivatives products and services, such as forward contracts, swaps and options. It also includes investments made by ICICI Eco-net Internet and Technology Fund, ICICI Equity Fund, ICICI Emerging Sectors Fund, ICICI Strategic Investments Fund and ICICI Venture Value Fund.

Profit before tax of the treasury segment increased from Rs. 22.4 billion in fiscal 2012 to Rs. 36.6 billion in fiscal 2013, primarily due to an increase in net interest income and non-interest income.

Net interest income increased by 33.2% from Rs. 18.8 billion in fiscal 2012 to Rs. 25.1 billion in fiscal 2013, primarily due to benefit on account of investment in longer duration statutory liquidity ratio securities at higher yields and reset of interest rates on floating rate bonds linked to treasury bills yields at higher levels.

Non-interest income increased from Rs. 8.1 billion in fiscal 2012 to Rs. 14.2 billion in fiscal 2013, primarily due to increase in dividend income from subsidiaries, realized gain on the treasury segment's government securities portfolio, other fixed income positions and lower level of losses on security receipts, offset, in part, by the mark-to-market/realized loss on the equity portfolio as equity markets remained volatile in fiscal 2013.

## Other Banking

The following table sets forth, for the periods indicated, the principal components of profit before tax.

	Year ended March 31,			2013/2012 % change
	2012	2013	2013	
	(in millions, except percentages)			
Net interest income	Rs. 7,430	Rs. 9,960	US\$ 183	34.1 %
Non-interest income	2,989	4,300	79	43.9
Total income	10,419	14,260	262	36.9
Non-interest expenses	4,110	4,396	81	7.0
Profit before provisions	6,309	9,864	181	56.3
Provisions	2,381	3,454	63	45.1
Profit before tax	Rs. 3,928	Rs. 6,410	US\$ 118	63.2 %

The following table sets forth, for the periods indicated, the outstanding balances of the key assets and liabilities.

	Outstanding balance on March 31,			2013/2012 % change
	2012	2013	2013	
	(in millions, except percentages)			
Advances	Rs. 354,985	Rs. 376,854	US\$ 6,912	6.2 %
Investments	114,136	88,111	1,616	(22.8 )
Deposits	272,705	228,693	4,195	(16.1 )

Borrowings	Rs. 114,736	Rs. 166,315	US\$3,051	45.0	%
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Other banking business includes our hire purchase and leasing operations, our overseas banking subsidiaries, ICICI Bank UK, ICICI Bank Canada and ICICI Bank Eurasia Limited Liability Company and other items not attributable to any particular business segment of the Bank.

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Profit before tax of our other banking segment increased from Rs. 3.9 billion in fiscal 2012 to Rs. 6.4 billion in fiscal 2013, primarily due to an increase in net interest income and non-interest income.

Net interest income increased by 34.1% from Rs. 7.4 billion in fiscal 2012 to Rs. 10.0 billion in fiscal 2013, primarily due to an increase in net interest income of ICICI Bank Canada and due to an increase in interest received on income tax refunds due upon the completion of pending income tax assessments of Rs. 2.7 billion in fiscal 2013, compared to Rs. 0.8 billion in fiscal 2012, offset, in part, by a decrease in net interest income of ICICI Bank UK. The net interest income of ICICI Bank Canada increased primarily due to an increase in net interest margin in fiscal 2013 as compared to fiscal 2012. The net interest income of ICICI Bank UK decreased on account of a decline in average interest-earning assets. Average interest-earning assets declined primarily due to a decrease in average loans and advances and average investments.

Non-interest income increased by 43.9% from Rs. 3.0 billion in fiscal 2012 to Rs. 4.3 billion in fiscal 2013, primarily due to ICICI Bank UK's higher fee income, mark-to-market gains on the derivatives portfolio in fiscal 2013, compared to mark-to-market losses in fiscal 2012, and lower realized loss on investments in fiscal 2013.

Non-interest expenses increased by 7.0% from Rs. 4.1 billion in fiscal 2012 to Rs. 4.4 billion in fiscal 2013, primarily due to an increase in non-interest expenses of our overseas banking subsidiaries.

Loans increased by 6.2% from Rs. 355.0 billion at year-end fiscal 2012 to Rs. 376.9 billion at year-end fiscal 2013, primarily due to an increase in loans of ICICI Bank Canada. Loans of ICICI Bank Canada increased primarily due to an increase in securitized insured mortgages portfolio. Loans of ICICI Bank UK increased marginally due to rupee depreciation.

Investments decreased by 22.8% from Rs. 114.1 billion at year-end fiscal 2012 to Rs. 88.1 billion at year-end fiscal 2013, primarily due to a decline in investments of ICICI Bank UK, offset, in part, by an increase in investments of ICICI Bank Canada.

ICICI Bank UK's investment portfolio decreased by 52.3% from Rs. 59.7 billion at year-end fiscal 2012 to Rs. 28.5 billion at year-end fiscal 2013, primarily due to a decline in investment in bonds on account of sales and maturities, a decrease in investment in mortgage backed securities on account of redemptions and a decrease in investment in treasury bills.

ICICI Bank Canada's investment portfolio increased by 9.9% from Rs. 53.6 billion at year-end fiscal 2012 to Rs. 58.9 billion at year-end fiscal 2013 primarily due to increase in investments in treasury bills.

Deposits decreased by 16.1% from Rs. 272.7 billion at year-end fiscal 2012 to Rs. 228.7 billion at year-end fiscal 2013 due to a decrease in term deposits of ICICI Bank UK and ICICI Bank Canada.

Borrowings increased by 45.0% from Rs. 114.7 billion at year-end fiscal 2012 to Rs. 166.3 billion at year-end fiscal 2013, primarily due to an increase in the borrowings of ICICI Bank Canada and ICICI Bank UK. Borrowings of the ICICI Bank Canada increased due to an increase in borrowings under securitized insured mortgages. Borrowings of ICICI Bank UK increased primarily due to an increase in bond borrowings issued and borrowings under repurchase transactions during fiscal 2013.

Life Insurance

The following table sets forth, for the periods indicated, the principal components of profit before tax.

Year ended March 31,

	2012	2013	2013	2013/2012 % change
	(in millions, except percentages)			
Premium earned	Rs. 140,216	Rs. 135,382	US\$2,483	(3.4 )%
Premium on reinsurance ceded	(937 )	(1,210 )	(22 )	29.1
Net premium earned	139,279	134,172	2,461	(3.7 )
Other income	28,541	26,479	486	(7.2 )
Investment income	8,383	13,109	240	56.4

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	Year ended March 31,			2013/2012 % change
	2012	2013	2013	
	(in millions, except percentages)			
Total income	176,203	173,760	3,187	(1.4 )
Commission paid	6,069	7,654	140	26.1
Claims/benefits paid	5,419	11,662	214	-
Operating expenses	18,951	18,026	331	(4.9 )
Total expenses	30,439	37,342	685	22.7
Transfer to linked funds	106,639	94,334	1,730	(11.5 )
Provisions for policy holder liabilities (non-linked)	24,988	26,387	484	5.6
Profit before tax	Rs. 14,137	Rs. 15,697	US\$288	11.0 %

The following table sets forth, for the periods indicated, the outstanding balance of key assets and liabilities.

	Outstanding balance on March 31,			2013/2012 % change
	2012	2013	2013	
	(in millions, except percentages)			
Investments	Rs. 107,703	Rs. 145,083	US\$2,661	34.7 %
Assets held to cover linked liabilities	578,174	575,208	10,550	(0.5 )
Liabilities on life policies in force	Rs. 662,295	Rs. 689,105	US\$12,639	4.0 %

The life insurance industry has witnessed a declining trend in new business year-on-year since fiscal 2011. Life insurance industry registered a decline of 1.9% in retail weighted new business premium during fiscal 2013. The public sector registered a decline of 4.1% and the private sector registered a growth of 1.9% during fiscal 2013. Fiscal 2013 was the first year after regulatory changes in September 2010 that the private sector grew.

ICICI Prudential Life Insurance Company registered a growth of 17.5% during fiscal 2013 against a decline of 23.5% in fiscal 2012. ICICI Prudential Life Insurance Company maintained its leadership position among the private sector companies on retail weighted new business premium basis. The relatively stronger growth of ICICI Prudential Life Insurance Company, as compared to the industry decline, resulted in an increase in market share based on retail weighted new business premium basis from 5.9% in fiscal 2012 to 7.0% in fiscal 2013, according to Insurance Regulatory and Development Authority.

Assets under management increased by 4.8% from Rs. 707.7 billion at fiscal 2012 to Rs. 741.6 billion at fiscal 2013.

Profit before tax of ICICI Prudential Life Insurance Company increased by 11.0% from Rs. 14.1 billion in fiscal 2012 to Rs. 15.7 billion in fiscal 2013 primarily due to an increase in investment income and lower operating expenses as well as the continued income stream from business sold in prior years.

The total premium income of ICICI Prudential Life Insurance Company decreased by 3.4% from Rs. 140.2 billion in fiscal 2012 to Rs. 135.4 billion in fiscal 2013. Renewal premium decreased by 8.9% from Rs. 95.8 billion in fiscal 2012 to Rs. 87.3 billion in fiscal 2013, and single premium decreased by 22.5% from Rs. 8.0 billion in fiscal 2012 to Rs. 6.2 billion in fiscal 2013. Renewal premium decreased because of higher surrender of policies and the decline of new business volumes in the past few years, which is reflected in renewal premium with a lag. The new business premium (regular premium business) increased by 15.1% from Rs. 36.4 billion in fiscal 2012 to Rs. 41.9 billion in fiscal 2013.



Other income of ICICI Prudential Life Insurance Company decreased by 7.2% from Rs. 28.5 billion in fiscal 2012 to Rs. 26.5 billion in fiscal 2013. There was a decrease in surrender charges, including income on foreclosure of policies, offset, in part, by an increase in policy fees.

Investment income of ICICI Prudential Life Insurance Company increased by 56.4% from Rs. 8.4 billion in fiscal 2012 to Rs. 13.1 billion in fiscal 2013, primarily due to an increase in average non-linked assets under management and higher yields on the debt portfolio.



Profit/(loss) before tax	Rs. (3,952 )	Rs. 2,817	US\$ 52	—
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(1) Investment income from pool represents our share of income from the terrorism pool and the Indian Motor Third Party Insurance Pool for Commercial Vehicles. The pools represent a multilateral reinsurance arrangement entered into by ICICI Lombard General Insurance Company together with other Indian insurance companies and the General Insurance

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Corporation. The funds belonging to the terrorism pool are administered by the General Insurance Corporation, and funds belonging to Indian Motor Third Party Insurance Pool are administered by the individual member companies.

The following table sets forth, for the periods indicated, the outstanding balances of key assets and liabilities.

	Outstanding balance on March 31,			2013/2012	
	2012	2013	2013	% change	
	(in millions, except percentages)				
Investments	Rs.60,336	Rs.67,275	US\$1,234	11.5	%
Current liabilities including claims outstanding	70,130	77,460	1,421	10.5	
Provisions	Rs.20,044	Rs.21,875	US\$401	9.1	%

ICICI Lombard General Insurance Company was the largest private sector general insurance company in India during fiscal 2013, with a market share of 9.5% in gross written premium (excluding premium on the motor third party insurance pool), according to Insurance Regulatory and Development Authority and General Insurance Council.

In accordance with the Insurance Regulatory and Development Authority guidelines, ICICI Lombard General Insurance Company, together with all other general insurance companies, participated in the Pool, administered by the General Insurance Corporation of India covering third party risks of commercial vehicles, from April 1, 2007. As per the Insurance Regulatory and Development Authority direction effective March 31, 2012, the Pool was dismantled on a clean cut basis and general insurance companies were required to recognise the Pool liabilities as per loss ratios estimated by the General Actuaries Department of the United Kingdom with the option to recognise the same over a three year period. ICICI Lombard General Insurance Company recognized the additional liabilities of the Pool in fiscal 2012 and therefore, the loss after tax of ICICI Lombard General Insurance Company for fiscal 2012 included the impact of additional Pool losses of Rs. 6.9 billion. During fiscal 2013, the Appointed Actuary carried out re-assessment of liabilities relating to policies underwritten by ICICI Lombard General Insurance Company for risks incepted between April 1, 2007 and March 31, 2012. Based on the re-assessment, ICICI Lombard General Insurance Company recognized additional provision of Rs. 1.0 billion during fiscal 2013.

The Insurance Regulatory and Development Authority ordered the dismantling of the Pool with effect from March 31, 2012 and set up a framework for the Indian Motor Third Party Declined Risk Insurance Pool (the Declined Risk Pool) for commercial vehicles. The Declined Risk Pool is effective from April 1, 2012. Under Declined Risk Pool approach, insurers will cede to the Declined Risk Pool only the policies that they would not consider underwriting themselves. Additionally, as compared to the earlier Pool approach of ceding all third party premiums (including those related to comprehensive policies), under the Declined Risk Pool framework, only specific third party insurance premiums will be pooled. Every insurer is required to underwrite a minimum percentage of standalone commercial vehicle motor third party insurance, and any shortfall compared to this requirement is allocated to the insurers from the Declined Risk Pool.

ICICI Lombard General Insurance Company made profit before tax of Rs. 2.8 billion in fiscal 2013 compared to loss of Rs. 4.0 billion in fiscal 2012, primarily due to impact of the Pool losses on account of the additional provisions of Rs. 6.9 billion in fiscal 2012 made as per the Insurance Regulatory and Development Authority's order.

The gross written premium (including its share of the motor third party insurance pool) increased by 6.6% from Rs. 60.1 billion in fiscal 2012 to Rs. 64.1 billion in fiscal 2013, primarily due to the growth in motor insurance business and health insurance business. The net premium income increased from Rs. 35.5 billion in fiscal 2012 to Rs. 40.1 billion in fiscal 2013, primarily due to the growth in the motor insurance business and the health insurance business.

Net commission income increased from Rs. 0.6 billion in fiscal 2012 to Rs. 1.8 billion in fiscal 2013, primarily due to an increase in the commission on higher reinsurance ceded in the motor insurance and the health insurance business. Operating expenses increased from Rs. 8.7 billion in fiscal 2012 to Rs. 10.2 billion in fiscal 2013, primarily due to higher business support expenses on account of an increase in business and also on account of higher provision for doubtful receivables. Claims/benefits paid decreased by 6.2% from Rs. 36.0 billion in fiscal 2012 to Rs. 33.8 billion in fiscal 2013, primarily due to lower provisions on the third party risks on motor insurance.

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Investments increased by 11.5% from Rs. 60.3 billion at year-end fiscal 2012 to Rs. 67.3 billion at year-end fiscal 2013, primarily due to an increase in business and the re-investment of income from investments in fiscal 2013. Current liabilities, including claims outstanding, increased by 10.5% from Rs. 70.1 billion at year-end fiscal 2012 to Rs. 77.5 billion at year-end fiscal 2013, primarily due to an increase in claims outstanding on account of dismantling of the Pool effective April 1, 2012.

## Others

The “others” segment mainly includes ICICI Prudential Asset Management Company Limited, ICICI Venture Funds Management Company Limited, ICICI Securities Limited, ICICI Securities Primary Dealership Limited and ICICI Home Finance Company Limited.

ICICI Prudential Asset Management Company Limited manages the investment schemes of ICICI Prudential Mutual Fund, which was among the top three mutual funds in India in terms of average funds under management in March 2013, with a market share of 10.8%, according to Association of Mutual Funds in India. The average assets under management for ICICI Prudential Mutual Fund increased primarily on account of an increase in average assets under management of debt products in fiscal 2013.

ICICI Securities Limited and ICICI Securities Primary Dealership Limited are engaged in equity underwriting and brokerage and primary dealership in government securities respectively. ICICI Securities Limited owns icicidirect.com, a leading online brokerage platform.

Profit before tax of the “others” segment decreased from Rs. 8.1 billion in fiscal 2012 to Rs. 7.8 billion in fiscal 2013 mainly due to decline in profit before tax of ICICI Venture Funds Management Company Limited, ICICI Home Finance Company Limited and ICICI Securities Limited offset, in part, by an increase in profit before tax of ICICI Securities Primary Dealership Limited and ICICI Prudential Asset Management Company Limited.

The following table sets forth, for the periods indicated, the principal components of profit before tax.

	Year ended March 31,			2013/2012 % change
	2012	2013	2013	
	(in millions, except percentages)			
Net interest income	Rs.4,369	Rs.3,960	US\$73	(9.4 )%
Non-interest income	14,753	14,740	270	(0.1 )
Total income	19,122	18,700	343	(2.2 )
Non-interest expenses	10,680	10,820	199	1.3
Operating profit before provisions and tax	8,442	7,880	144	(6.7 )
Provisions	333	63	2	(81.1 )
Profit before tax	Rs.8,109	Rs.7,817	US\$142	(3.6 )%

Net interest income decreased by 9.4% from Rs. 4.4 billion in fiscal 2012 to Rs. 4.0 billion in fiscal 2013, primarily due to higher cost of funds.

Non-interest income remained at a similar level of Rs. 14.7 billion in fiscal 2013, compared to Rs. 14.8 billion in fiscal 2012, primarily due to a decrease in carry income, offset, in part, by an increase in trading gains and an increase in fees on mutual funds operations on account of an increase in average assets under management.

Non-interest expenses increased marginally from Rs. 10.7 billion in fiscal 2012 to Rs. 10.8 billion in fiscal 2013.

ICICI Prudential Asset Management Company made a profit before tax of Rs. 1.6 billion in fiscal 2013 compared to Rs. 1.3 billion in fiscal 2012, primarily due to an increase in fee income on account of an increase in average assets under management.

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ICICI Securities Limited made a profit before tax of Rs. 1.0 billion in fiscal 2013, compared to Rs. 1.2 billion in fiscal 2012, due to trading losses in fiscal 2013 and an increase in staff cost and other administrative expenses, offset, in part, by an increase in net interest income.

ICICI Securities Primary Dealership made a profit before tax of Rs. 1.8 billion in fiscal 2013, compared to Rs. 1.3 billion in fiscal 2012, primarily due to an increase in trading gains. Trading gains increased in fiscal 2013 on account of higher trading opportunities as the yield on 10-year government securities declined in fiscal 2013 compared to an increase in fiscal 2012.

ICICI Home Finance Company Limited made a profit before tax of Rs. 3.0 billion in fiscal 2013 compared to Rs. 3.5 billion in fiscal 2012 primarily due to a decrease in net interest income offset, in part, by lower provision on loans.

ICICI Venture Fund Management Company Limited made a profit before tax of Rs. 0.3 billion in fiscal 2013 compared to Rs. 0.9 billion in fiscal 2012 primarily due to a decrease in management fees and a decrease in distribution income from venture capital funds.



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Fiscal 2012 Compared with Fiscal 2011

The following table sets forth, for the periods indicated, profit before tax of various segments.

	Year ended March 31,			2012/2011 % change	
	2011	2012	2012		
	(in millions, except percentages)				
Retail Banking	Rs.(5,142 )	Rs.5,500	US\$101	-	%
Wholesale Banking	48,997	62,077	1,139	26.7	
Treasury	22,010	22,441	412	2.0	
Other Banking	5,891	3,928	72	(33.3 )	
Life Insurance	9,247	14,137	259	52.9	
General Insurance	(823 )	(3,952 )	(72 )	-	
Others	7,733	8,109	148	4.9	
Profit before tax	Rs.87,913	Rs.112,240	US\$2,059	27.7	%

## Retail Banking

The following table sets forth, for the periods indicated, the principal components of profit before tax.

	Year ended March 31,			2012/2011 % change	
	2011	2012	2012		
	(in millions, except percentages)				
Net interest income	Rs.33,197	Rs.38,147	US\$700	14.9	%
Non-interest income	21,161	25,757	472	21.7	
Total income	54,358	63,904	1,172	17.6	
Non-interest expenses	45,694	56,520	1,037	23.7	
Profit before provisions	8,664	7,384	135	(14.8 )	
Provisions	13,806	1,884	34	(86.4 )	
Profit/(Loss) before tax	Rs.(5,142 )	Rs.5,500	US\$101	-	

The following table sets forth, for the periods indicated, the outstanding balances of key assets and liabilities.

	Outstanding balance at March 31,			2012/2011 % change	
	2011	2012	2012		
	(in millions, except percentages)				
Advances	Rs.599,623	Rs.620,630	US\$11,384	3.5	%
Deposits	1,482,780	1,711,353	31,389	15.4	

Loans in the retail banking segment increased by 3.5% from Rs. 599.6 billion at year-end fiscal 2011 to Rs. 620.6 billion at year-end fiscal 2012. The challenges of the rising interest rate environment limited the growth of the retail banking segment loan portfolio. The retail banking segment maintained its focus on strengthening its deposit franchise, reflecting the increase in retail deposit base. Despite continued tightness in liquidity, high interest rates and de-regulation of savings deposit rates, the savings account deposits of the segment increased by 13.7% from Rs. 668.7 billion at year-end fiscal 2011 to Rs. 760.5 billion at year-end fiscal 2012. The domestic current account deposits increased by 8.3% from Rs. 152.7 billion at year-end fiscal 2011 to Rs. 165.3 billion at year-end fiscal 2012.

The profit before tax of the retail banking segment was Rs. 5.5 billion in fiscal 2012, compared to a loss of Rs. 5.1 billion in fiscal 2011, primarily due to a decline in provisions for loan losses in the unsecured loan portfolio, an increase in net interest income and non-interest income. This was offset, in part, by an increase in non-interest expense.

Net interest income increased by 14.9% from Rs. 33.2 billion in fiscal 2011 to Rs. 38.1 billion in fiscal 2012, primarily due to an increase in average current account and savings account deposits, offset, in part, by the increased cost of savings account deposits effective May 3, 2011.

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Non-interest income increased by 21.7% from Rs. 21.2 billion in fiscal 2011 to Rs. 25.8 billion in fiscal 2012, primarily due to the higher level of foreign exchange and third party referral fees and fees from the credit card portfolio. The foreign exchange fees increased primarily on account of opportunities coming from volatile markets and a weakening rupee, leading to increased retail inward remittance flow.

Non-interest expenses increased by 23.7% from Rs. 45.7 billion in fiscal 2011 to Rs. 56.5 billion in fiscal 2012, primarily due to an increase in employee expenses, the expansion of the branch network and the impact of Bank of Rajasthan's expenses for a full period as against a partial period in fiscal 2011.

Provisions decreased by 86.4% from Rs. 13.8 billion in fiscal 2011 to Rs. 1.9 billion in fiscal 2012, primarily due to a decline in provisions for loan losses in the unsecured retail portfolio. The credit losses in the retail asset portfolio continued to decline on account of a sharp reduction in the accretion of retail non-performing loans since fiscal 2011.

## Wholesale Banking

The following table sets forth, for the periods indicated, the principal components of profit before tax.

	Year ended March 31,			2012/2011 % change
	2011	2012	2012	
	(in millions, except percentages)			
Net interest income	Rs. 33,715	Rs. 49,367	US\$905	46.4 %
Non-interest income	39,853	41,014	753	2.9
Total income	73,568	90,381	1,658	22.9
Non-interest expenses	18,231	19,965	366	9.5
Profit before provisions	55,337	70,416	1,292	27.2
Provisions	6,340	8,339	153	31.5
Profit before tax	Rs. 48,997	Rs. 62,077	US\$1,139	26.7 %

The following table sets forth, for the periods indicated, the outstanding balances of key assets and liabilities.

	Outstanding balance at March 31,			2012/2011 % change
	2011	2012	2012	
	(in millions, except percentages)			
Advances	Rs. 1,555,794	Rs. 1,899,350	US\$34,838	22.1 %
Deposits	764,356	838,726	15,384	9.7 %

The wholesale banking loan book increased by 22.1% from Rs. 1,555.8 billion at year-end fiscal 2011 to Rs. 1,899.4 billion at year-end fiscal 2012. The increase was driven by the continued focus on growing our domestic corporate loan book and by opportunities for lending through our overseas branches. The domestic term deposits in the segment increased by 14.3% from Rs. 532.4 billion at year-end fiscal 2011 to Rs. 608.3 billion at year-end fiscal 2012. The domestic current account deposits decreased by 7.5% from Rs. 181.0 billion at year-end fiscal 2011 to Rs. 167.5 billion at year-end fiscal 2012.

Profit before tax of the wholesale banking segment increased from Rs. 49.0 billion in fiscal 2011 to Rs. 62.1 billion in fiscal 2012, primarily due to an increase in net interest income and fee income offset, in part, by an increase in provisions.

Net interest income increased by 46.4% from Rs. 33.7 billion in fiscal 2011 to Rs. 49.4 billion in fiscal 2012, primarily due to higher net interest income on assets.

Non-interest income increased by 2.9% from Rs. 39.9 billion in fiscal 2011 to Rs. 41.0 billion in fiscal 2012. Fee income increased primarily due to the continued traction in granular fee income streams like foreign exchange and transaction banking related fees from corporate clients, offset, in part, by moderation in loan processing fees.

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Non-interest expenses increased by 9.5% from Rs. 18.2 billion in fiscal 2011 to Rs. 20.0 billion in fiscal 2012, primarily due to an increase in employee expenses and the impact of the Bank of Rajasthan's expenses for a full period as against a partial period in fiscal 2011.

Provisions increased from Rs. 6.3 billion in fiscal 2011 to Rs. 8.3 billion in fiscal 2012 primarily due to the provisions made on loans restructured during the year and an increase in provisioning requirements by the Reserve Bank of India on non-performing assets.

## Treasury

The following table sets forth, for the periods indicated, the principal components of profit before tax.

	Year ended March 31,			2012/2011 % change
	2011	2012	2012	
	(in millions, except percentages)			
Net interest income	Rs. 21,521	Rs. 18,833	US\$ 345	(12.5)%
Non-interest income	4,862	8,145	150	67.5
Total income	26,383	26,978	495	2.3
Non-interest expenses	1,544	1,690	31	9.5
Profit before provisions	24,839	25,288	464	1.8
Provisions	2,829	2,847	52	0.6
Profit before tax	Rs. 22,010	Rs. 22,441	US\$ 412	2.0%

The following table sets forth, for the periods indicated, the closing balances of key assets and liabilities.

	Closing balance at March 31,			2012/2011 % change
	2011	2012	2012	
	(in millions, except percentages)			
Investments	Rs. 1,344,612	Rs. 1,595,230	US\$ 29,260	18.6%
Borrowings	1,095,543	1,401,649	25,709	27.9%

Our treasury operations include the maintenance and management of regulatory reserves, proprietary trading in equity and fixed income and a range of foreign exchange and derivatives products and services, such as forward contracts, swaps and options. It also includes investments made by ICICI Eco-net Internet and Technology Fund, ICICI Equity Fund, ICICI Emerging Sectors Fund, ICICI Strategic Investments Fund and ICICI Venture Value Fund.

Profit before tax of the treasury segment marginally increased from Rs. 22.0 billion in fiscal 2011 to Rs. 22.4 billion in fiscal 2012, primarily due to an increase in non-interest income offset, in part, by a decrease in net interest income.

Net interest income decreased by Rs. 2.7 billion from Rs. 21.5 billion in fiscal 2011 to Rs. 18.8 billion in fiscal 2012, primarily due to the impact of the repricing of funding swaps at higher rates during the first half of fiscal 2012, offset, in part, by benefits due to the re-pricing of government securities at higher levels in line with higher systemic rates.

Non-interest income increased from Rs. 4.9 billion in fiscal 2011 to Rs. 8.1 billion in fiscal 2012, primarily due to increased dividend income from subsidiaries and the reversal of mark-to-market loss/realized gain on the Treasury segment's government securities portfolio and other fixed income positions, offset, in part, by the higher level of losses on security receipts and the mark-to-market/realized loss on the equity portfolio as equity markets remained volatile in fiscal 2012.

Other Banking

The following table sets forth, for the periods indicated, the principal components of profit before tax.

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	Year ended March 31,			2012/2011 % change
	2011	2012	2012	
	(in millions, except percentages)			
Net interest income	Rs. 7,903	Rs. 7,430	US\$ 136	(6.0 )%
Non-interest income	4,741	2,989	55	(37.0 )
Total income	12,644	10,419	191	(17.6 )
Non-interest expenses	4,640	4,110	75	(11.4 )
Profit before provisions	8,004	6,309	116	(21.2 )
Provisions	2,113	2,381	44	12.7
Profit before tax	Rs. 5,891	Rs. 3,928	US\$ 72	(33.3 )%

The following table sets forth, for the periods indicated, the outstanding balances of the key assets and liabilities.

	Outstanding balance on March 31,			2012/2011 % change
	2011	2012	2012	
	(in millions, except percentages)			
Advances	Rs. 344,349	Rs. 354,985	US\$ 6,511	3.1 %
Investments	118,093	114,136	2,093	(3.4 )
Deposits	343,979	272,705	5,002	(20.7 )
Borrowings	69,923	114,736	2,104	64.1 %

Other banking business includes our hire purchase and leasing operations, our overseas banking subsidiaries, ICICI Bank UK, ICICI Bank Canada and ICICI Bank Eurasia Limited Liability Company, and other items not attributable to any particular business segment of the Bank.

Profit before tax of our other banking segment decreased from Rs. 5.9 billion in fiscal 2011 to Rs. 3.9 billion in fiscal 2012, primarily due to a decline in non-interest income and net interest income. These negative impacts were offset, in part, by a decrease in non-interest expenses.

Net interest income decreased by 6.0% from Rs. 7.9 billion in fiscal 2011 to Rs. 7.4 billion in fiscal 2012, primarily due to a decrease in net interest income of ICICI Bank UK and due to the lower interest received on income tax refunds due upon the completion of pending income tax assessments of Rs. 0.8 billion in fiscal 2012 compared to Rs. 1.7 billion in fiscal 2011. This decrease was offset, in part, by an increase in net interest income of ICICI Bank Canada. The net interest income of ICICI Bank UK decreased on account of a decline in average interest earning assets. Average interest earning assets declined primarily due to a decrease in loans and advances and investments in accordance with the strategy of consolidating the corporate loan book and investments. The net interest income of ICICI Bank Canada increased primarily due to an increase in average interest-earning assets and net interest margin in fiscal 2012 as compared to fiscal 2011.

Non-interest income decreased by 37.0% from Rs. 4.7 billion in fiscal 2011 to Rs. 3.0 billion in fiscal 2012, primarily due to ICICI Bank UK's lower fee income, mark-to-market losses on the derivatives portfolio in fiscal 2012 as compared to mark-to-market gains in fiscal 2011, and realized loss on investments in fiscal 2012 as compared to gains in fiscal 2011.

Non-interest expenses decreased by 11.4% from Rs. 4.6 billion in fiscal 2011 to Rs. 4.1 billion in fiscal 2012, primarily due to a decrease in depreciation expenses on leased assets.

Loans increased by 3.1% from Rs. 344.3 billion at year-end fiscal 2011 to Rs. 355.0 billion at year-end fiscal 2012 primarily due to an increase in loans and advances of ICICI Bank Canada offset, in part, by a decrease in loans and advances of ICICI Bank UK. Loans of ICICI Bank Canada increased due to the recognition of securitized insured mortgage portfolio of earlier years in loans on account of adoption of International Financial Reporting Standards effective April 2011. Loans of ICICI Bank UK decreased in accordance with the strategy of reducing and rebalancing its loan portfolio.



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Investments decreased by 3.4% from Rs. 118.1 billion at year-end fiscal 2011 to Rs. 114.1 billion at year-end fiscal 2012, primarily due to a decline in ICICI Bank UK's investment book that was offset, in part, by an increase in ICICI Bank Canada's investment book.

ICICI Bank UK's net advances decreased in line with its strategy of consolidation of its corporate loan book. ICICI Bank UK has in the past focused primarily on extending financing to Indian companies for their operations in India and globally (including the financing of overseas acquisitions by Indian companies). In view of the evolving economic and regulatory environment globally and in the UK, and regulatory limitations on cross-border financing of the nature undertaken by our international banking subsidiaries in earlier years, ICICI Bank UK had adopted a strategy of reducing and rebalancing its loan portfolio.

ICICI Bank Canada's investment portfolio increased by 12.6% from Rs. 47.6 billion at year-end fiscal 2011 to Rs. 53.6 billion at year-end fiscal 2012 primarily due to increase in investments in corporate bonds.

Deposits decreased by 20.7% from Rs. 344.0 billion at year-end fiscal 2011 to Rs. 272.7 billion at year-end fiscal 2012 due to a decline in term deposits of ICICI Bank UK and ICICI Bank Canada.

Borrowings increased by 64.1% from Rs. 69.9 billion at year-end fiscal 2011 to Rs. 114.7 billion at year-end fiscal 2012 primarily due to an increase in the borrowings of ICICI Bank Canada on account of the recognition of a corresponding borrowing liability for securitized insured mortgages on adoption of International Financial Reporting Standards effective April 2011. The above increase was offset, in part, by a decrease in the borrowings of ICICI Bank UK due to the redemption of Tier II bonds and the maturity of other long term borrowings during fiscal 2012.

## Life Insurance

The following table sets forth, for the periods indicated, the principal components of profit before tax.

	Year ended March 31,			2012/2011 % change
	2011	2012	2012	
	(in millions, except percentages)			
Premium earned	Rs. 178,806	Rs. 140,216	US\$2,572	(21.6 )%
Premium on reinsurance ceded	(636 )	(937 )	(17 )	47.3
Net premium earned	178,170	139,279	2,555	(21.8 )
Other income	28,347	28,541	523	0.7
Investment income	5,536	8,383	154	51.4
Total income	212,053	176,203	3,232	(16.9 )
Commission paid	5,607	6,069	111	8.2
Claims/benefits paid	2,806	5,419	99	93.1
Operating expenses	20,185	18,951	349	(6.1 )
Total expenses	28,598	30,439	559	6.4
Transfer to linked funds	148,832	106,639	1,956	(28.3 )
Provisions for policy holder liabilities (non- linked)	25,376	24,988	458	(1.5 )
Profit before tax	Rs. 9,247	Rs. 14,137	US\$259	52.9 %

The following table sets forth, for the periods indicated, the outstanding balance of key assets and liabilities.

	Outstanding balance at March 31,			2012/2011 % change
	2011	2012	2012	

	(in millions, except percentages)				
Investments	Rs. 81,947	Rs. 107,703	US\$ 1,975	31.4	%
Assets held to cover linked liabilities	588,265	578,174	10,605	(1.7)	)
Liabilities on life policies in force	644,821	662,295	12,148	2.7	%

ICICI Prudential Life Insurance Company maintained its market leadership in the private sector with an overall market share of 5.9% in fiscal 2012 based on the retail weighted received premium basis. Retail weighted received

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premium represents 100% of first year premium plus 10% of single premium (excluding group). Assets under management increased by 3.8% from Rs. 681.5 billion at fiscal 2011 to Rs. 707.7 billion at fiscal 2012.

The Insurance Regulatory and Development Authority issued various regulations regarding unit-linked products, effective from September 1, 2010, which require insurers to maintain an interim reduction in yield and a cap on charges and to make structural changes to pension products.

Almost all the unit-linked products operational in the market were withdrawn on August 31, 2010 as per the revised unit-linked products guidelines effective from September 1, 2010. The scarcity value created for these products before withdrawal resulted in a high growth during July and August 2010 with the industry registering a year-on-year growth of 32.0% from April to August 2010 on retail weighted received premium. After September 2010, insurers experienced a slowdown in new business primarily due to the non-availability of the desired product suite and lead time for distributors to get used to new products. The limited availability of regular premium unit-linked products in the second half of fiscal 2011 resulted in the decline in premiums from regular premium unit-linked policies and an increase in premiums from single premium policies and non-linked conventional products. As a result of this change, while the retail received premium (i.e., excluding group premium) earned by ICICI Prudential Life Insurance Company grew by 4.0% in fiscal 2011, the retail weighted received premium declined by 27.8% compared to fiscal 2010. Retail received premium represents 100% of first year premium plus 10% of single premium (excluding group).

In continuation of the trend from fiscal 2011, the industry retail weighted received premium decreased by 28.0% year-on-year for first half of fiscal 2012 and ICICI Prudential Life Insurance Company's retail weighted received premium decreased by 57.0% for the same period. The relatively higher decline for ICICI Prudential Life Insurance Company was primarily due to the higher base for April to August 2010 when ICICI Prudential Life Insurance Company grew by 54.0% against the industry growth of 32.0% for the same period. However, after September 2011, ICICI Prudential Life Insurance Company's retail weighted received premium grew 36.0% year-on-year in the second half of fiscal 2012 against the industry growth of 16.0% for the same period. For fiscal 2012, the retail weighted received premium decline for the industry was 5.0% and for ICICI Prudential Life Insurance Company was 24.0%.

The changes in the regulations have also resulted in a change of the new business mix for ICICI Prudential Life Insurance Company, and the proportion of non-linked conventional products increased from 26.6% at year-end fiscal 2011 to 41.1% at year-end fiscal 2012.

Profit before tax of ICICI Prudential Life Insurance Company increased from Rs. 9.2 billion in fiscal 2011 to Rs. 14.1 billion in fiscal 2012. This is primarily on account of lower upfront expenses associated with lower new business as well as the continued income stream from business sold in prior years.

The total premium income of ICICI Prudential Life Insurance Company decreased by 21.6% from Rs. 178.8 billion in fiscal 2011 to Rs. 140.2 billion in fiscal 2012. Single premium decreased from Rs. 21.7 billion in fiscal 2011 to Rs. 8.0 billion in fiscal 2012. The new business premium (regular premium business) decreased by 30.9% from Rs. 52.7 billion in fiscal 2011 to Rs. 36.4 billion in fiscal 2012, and renewal premium decreased by 8.2% from Rs. 104.4 billion in fiscal 2011 to Rs. 95.8 billion in fiscal 2012.

Other income of ICICI Prudential Life Insurance Company increased marginally from Rs. 28.3 billion in fiscal 2011 to Rs. 28.5 billion in fiscal 2012. There was an increase in policy fees, offset, in part, by a decrease in fund management fees and surrender charges and the lower release of certain actuarial reserves on lapsed policies created in earlier years.

Investment income of ICICI Prudential Life Insurance Company increased by 51.4% from Rs. 5.5 billion in fiscal 2011 to Rs. 8.4 billion in fiscal 2012 primarily due to an increase in average non-linked assets under management and

higher yields on the debt portfolio.

Commission expenses of ICICI Prudential Life Insurance Company increased by 8.2% from Rs. 5.6 billion in fiscal 2011 to Rs. 6.1 billion in fiscal 2012 primarily due to an increase in the proportion of conventional products, as the commission rates on conventional products are higher than on unit-linked products.

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Claims and benefit payouts of ICICI Prudential Life Insurance Company increased from Rs. 2.8 billion in fiscal 2011 to Rs. 5.4 billion in fiscal 2012 due to higher maturities of policies and annuity payouts.

The operating expenses of ICICI Prudential Life Insurance Company decreased by 6.1% from Rs. 20.2 billion in fiscal 2011 to Rs. 19.0 billion in fiscal 2012, mainly due to a decrease in branch-related expenses in fiscal 2012 as compared to fiscal 2011. The number of branches decreased from 1,404 at year-end fiscal 2011 to 992 at year-end fiscal 2012.

Transfer to linked funds represents the transfer of premium received, including the renewal premium on linked policies of ICICI Prudential Life Insurance Company to investments, which has decreased by 28.3% from Rs. 148.8 billion in fiscal 2011 to Rs. 106.6 billion in fiscal 2012 due to a decrease in the volume of our unit-linked insurance business (including renewal) during fiscal 2012. In the linked business, the premium amount paid by the policy holder after the deduction of charges and the premium for risk cover is invested in the underlying asset or index as chosen by the policy holder.

Assets held to cover the linked liabilities of ICICI Prudential Life Insurance Company decreased by 1.7% from Rs. 588.3 billion at year-end fiscal 2011 to Rs. 578.2 billion at year-end fiscal 2012. The decrease in linked assets under management is primarily attributable to mark-to-market losses on investments held for unit-linked business. In the linked business, the premium amount paid by the policy holder, after the deduction of charges and the premium for risk cover, is invested in the underlying asset or index as chosen by the policy holder. The risks and rewards on the investments of linked policies therefore lie to a large extent with the policy holders.

Liability under existing life insurance policies to be paid by ICICI Prudential Life Insurance Company increased by 2.7% from Rs. 644.8 billion at year-end fiscal 2011 to Rs. 662.3 billion at year-end fiscal 2012, in line with the increase in non-linked assets during fiscal 2012.

## General Insurance

The following table sets forth, for the periods indicated, the principal components of profit before tax.

	Year ended March 31,			2012/2011 % change
	2011	2012	2012	
	(in millions, except percentages)			
Gross written premium (including premium on reinsurance accepted)	Rs. 47,349	Rs. 60,144	US\$ 1,103	27.0 %
Premium on reinsurance ceded	(17,017 )	(19,057 )	(350 )	12.0
Unexpired risk reserve	(1,770 )	(5,597 )	(102 )	-
Net premium earned	28,562	35,490	651	24.3
Commission income (net)	543	614	11	13.0
Investment income from pool(1)	646	858	16	32.9
Investment income	3,937	4,084	75	3.7
Total income (a)	33,688	41,046	753	21.8
Operating expenses	6,822	8,706	160	27.6
Claims/benefits paid	27,325	36,008	660	31.8
Other expenses (net)	364	284	5	(21.7 )
Total expense (b)	34,511	44,998	825	30.4
Loss before tax	Rs. (823 )	Rs. (3,952 )	US\$ (72 )	-

(1) Investment income from pool represents our share of income from the terrorism pool and the Indian Motor Third Party Insurance Pool for Commercial Vehicles. The pools represent a multilateral reinsurance arrangement entered

into by ICICI Lombard General Insurance Company together with other Indian insurance companies and the General Insurance Corporation. The funds belonging to the terrorism pool are administered by the General Insurance Corporation, and funds belonging to Indian Motor Third Party Insurance Pool are administered by the individual member companies.

The following table sets forth, for the periods indicated, the outstanding balances of key assets and liabilities.

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	Outstanding balance at March 31,			2012/2011 % change
	2011	2012	2012	
	(in millions, except percentages)			
Investments	Rs. 46,653	Rs. 60,336	US\$ 1,107	29.3 %
Current liabilities including claims outstanding	48,416	70,130	1,286	44.8
Provisions	14,431	20,044	368	38.9 %

In accordance with the Insurance Regulatory and Development Authority guidelines, from April 1, 2007 to March 31, 2012, ICICI Lombard General Insurance Company, together with all other general insurance companies participated in the Indian Motor Third Party Insurance Pool (the "Pool"), administered by the General Insurance Corporation of India. The Pool is a multilateral arrangement for insurance with respect to third party claims against commercial vehicles, the costs of which are shared by all general insurance companies in proportion to their overall market share. Based on an analysis of Pool performance, the Insurance Regulatory and Development Authority instructed all general insurance companies to provide for losses on the Pool at a provisional loss ratio of 153.0% from fiscal 2008 through fiscal 2011 in the financial results for fiscal 2011 compared to the earlier loss ratio of 122.0-127.0%. Accordingly, ICICI Lombard General Insurance Company made an additional provision of Rs. 2.7 billion during fiscal 2011. Further, in fiscal 2011, the Insurance Regulatory and Development Authority increased in the rates of premium applicable to the motor third party insurance business by 68.5% effective from April 25, 2011.

In fiscal 2012, the Insurance Regulatory and Development Authority directed the dismantling of the Pool and advised the general insurance companies to recognize the Pool liabilities using the loss ratios estimated by the General Actuaries Department of the United Kingdom; i.e., 159.0%, 188.0%, 200.0%, 213.0% and 145.0% respectively for underwriting years from fiscal 2008 to fiscal 2012. Further, the Insurance Regulatory and Development Authority directed all insurers that liability related to the Pool for fiscal 2008 and fiscal 2009 be accounted for and recognized in full in fiscal 2012. With respect to liabilities pertaining to fiscal 2010 to fiscal 2012, the liabilities could be recognized in fiscal 2012, although general insurance companies were also provided with the option to recognize the liability over a three year period. ICICI Lombard General Insurance Company recognized the additional liabilities of the Pool from fiscal 2008 to fiscal 2012 in fiscal 2012, and therefore, the loss after tax of ICICI Lombard General Insurance Company for fiscal 2012 includes the impact of additional Pool losses of Rs. 6.9 billion.

The Insurance Regulatory and Development Authority ordered the dismantling of the Pool with effect from March 31, 2012 and set up a framework for the Indian Motor Third Party Declined Risk Insurance Pool (the "Declined Risk Pool") for commercial vehicles. The Declined Risk Pool is effective from April 1, 2012. Under Declined Risk Pool approach, insurers will cede to the Declined Risk Pool only the policies that they would not consider underwriting themselves. Insurers have been instructed to underwrite motor pool policies to the extent of the sum of 50% of their share in total gross premium and 50% share in total motor premium. Any shortfall against this requirement will be allocated to the insurers from the Declined Risk Pool. Additionally, as compared to the earlier Pool approach of ceding all third party premiums (including those related to comprehensive policies), under the Declined Risk Pool framework, only specific third party insurance premiums will be pooled. Accordingly, under this approach, the size of the Pool is expected to decline substantially and the allocation of losses to individual insurers will be based on their ability to meet the mandated targets. The Insurance Regulatory and Development Authority increased the premium of motor third party liability coverage paid by customers effective April 1, 2012 in order to give effect to the higher loss ratios.

ICICI Lombard General Insurance Company's loss before tax increased from Rs. 0.8 billion in fiscal 2011 to Rs. 4.0 billion in fiscal 2012 primarily due to an increase in the negative impact of the Pool from Rs. 3.0 billion in fiscal 2011 to Rs. 7.1 billion in fiscal 2012, as a result of additional provisions of Rs. 6.9 billion in fiscal 2012 as compared to Rs. 2.7 billion in fiscal 2011 made as per the Insurance Regulatory and Development Authority's order.

The gross written premium (including its share of the motor third party insurance pool) increased by 27.0% from Rs. 47.3 billion in fiscal 2011 to Rs. 60.1 billion in fiscal 2012 primarily due to the growth in motor insurance business and health insurance business. Premium on motor insurance business also increased due to increase in the rates of premium applicable to the motor third party liability insurance business by 68.5% from April 25, 2011. Net



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commission income increased by 13.0% from Rs. 0.5 billion in fiscal 2011 to Rs. 0.6 billion in fiscal 2012 primarily due to an increase in overall business volumes. Operating expenses increased from Rs. 6.8 billion in fiscal 2011 to Rs. 8.7 billion in fiscal 2012, primarily due to higher business support expenses on account of an increase in business. Claims/benefits paid increased by 31.8% from Rs. 27.3 billion in fiscal 2011 to Rs. 36.0 billion in fiscal 2012, primarily due to an increase in the impact of the Pool on account of additional provisions made as per the Insurance Regulatory and Development Authority order and due to an increase in claims/benefits paid in line with the increase in business.

Investments increased by 29.3% from Rs. 46.7 billion at year-end fiscal 2011 to Rs. 60.3 billion at year-end fiscal 2012 primarily due to net inflow from business in investments and the re-investment of income from investments in fiscal 2012. Current liabilities, including claims outstanding, increased by 44.8% from Rs. 48.4 billion at year-end fiscal 2011 to Rs. 70.1 billion at year-end fiscal 2012, primarily due to an increase in third party motor claims liability.

## Others

The “others” segment mainly includes ICICI Prudential Asset Management Company Limited, ICICI Venture Funds Management Company Limited, ICICI Securities Limited, ICICI Securities Primary Dealership Limited and ICICI Home Finance Company Limited.

ICICI Prudential Asset Management Company Limited manages the investment schemes of ICICI Prudential Mutual Fund, which was among the top three mutual funds in India in terms of average funds under management in March 2012, with a market share of 10.3%. The average assets under management for ICICI Prudential Mutual Fund increased from Rs. 728.3 billion in fiscal 2011 to Rs. 733.6 billion in fiscal 2012, primarily on account of an increase in average assets under management of Fixed Maturity Plan products in fiscal 2012.

ICICI Securities Limited and ICICI Securities Primary Dealership Limited are engaged in equity underwriting and brokerage and primary dealership in government securities respectively. ICICI Securities Limited owns icicidirect.com, a leading online brokerage platform.

Profit before tax of the “others” segment increased from Rs. 7.7 billion in fiscal 2011 to Rs. 8.1 billion in fiscal 2012 mainly due to an increase in profit before tax of ICICI Home Finance Company Limited, ICICI Securities Primary Dealership Limited and ICICI Prudential Asset Management Company Limited offset, in part, by a decline in profit of ICICI Securities Limited and ICICI Venture Fund Management Company Limited.

The following table sets forth, for the periods indicated, the principal components of profit before tax.

	Year ended March 31,			2012/2011 % change
	2011	2012	2012	
	(in millions, except percentages)			
Net interest income	Rs.4,364	Rs.4,369	US\$80	0.1 %
Non-interest income	14,111	14,753	271	4.5
Total income	18,475	19,122	351	3.5
Non-interest expenses	10,502	10,680	196	1.7
Operating profit before provisions and tax	7,973	8,442	155	5.9
Provisions	240	333	6	38.8
Profit before tax	Rs.7,733	Rs.8,109	US\$149	4.9 %

Net interest income remained at the same level of Rs. 4.4 billion in fiscal 2011 and fiscal 2012.

Non-interest income increased by 4.5%, from Rs. 14.1 billion in fiscal 2011 to Rs. 14.8 billion in fiscal 2012, primarily due to an increase in trading gains.

Non-interest expenses increased marginally by 1.7%, from Rs. 10.5 billion in fiscal 2011 to Rs. 10.7 billion in fiscal 2012.

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ICICI Prudential Asset Management Company made a profit before tax of Rs. 1.3 billion in fiscal 2012 compared to Rs. 1.0 billion in fiscal 2011, primarily due to a decrease in operating and administrative expenses.

ICICI Securities Limited made a profit before tax of Rs. 1.2 billion in fiscal 2012 compared to Rs. 1.7 billion in fiscal 2011 due to a decrease in brokerage income and an increase in staff cost and other administrative expenses, offset, in part, by an increase in investment banking and distribution revenue. Brokerage income of ICICI Securities Limited decreased by 14.3% from Rs. 5.2 billion in fiscal 2011 to Rs. 4.5 billion in fiscal 2012 on account of lower business volume.

ICICI Securities Primary Dealership made a profit before tax of Rs. 1.3 billion in fiscal 2012 compared to Rs. 0.8 billion in fiscal 2011, primarily due to an increase in trading gains, offset, in part, by a decrease in net interest income on account of higher funding costs. ICICI Securities Primary Dealership capitalized on market opportunities during the year and made trading gains of Rs. 1.4 billion in fiscal 2012 compared to trading gains of Rs. 0.4 billion during fiscal 2011.

ICICI Home Finance Company Limited made a profit before tax of Rs. 3.5 billion in fiscal 2012 compared to Rs. 3.3 billion in fiscal 2011 primarily due to an increase in net interest income, offset, in part, by an increase in provisions. Net interest income increased primarily due to an increase in net interest margin on account of an increase in interest rates on loans and advances by 125 basis points during fiscal 2012. Provisions on loans and advances increased in fiscal 2012 primarily due to higher provisions on standard and sub-standard loans due to a change in regulatory guidelines requiring higher provisions.

Profit before tax of ICICI Venture Fund Management Company Limited remained at the similar level of Rs. 0.9 billion in fiscal 2011 and fiscal 2012. Management fees decreased from Rs. 1.3 billion in fiscal 2011 to Rs. 1.2 billion in fiscal 2012 primarily due to the termination of certain funds and the reduction in outstanding capital of certain funds on account of distribution of capital to investors. This decrease was offset, in part, by an increase in carry income from Rs. 0.5 billion in fiscal 2011 to Rs. 0.6 billion in fiscal 2012.

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### Related Party Transactions

During fiscal 2013, we entered into transactions with related parties consisting of (i) associates/other related entities and (ii) key management personnel and their close family members.

### Related Parties

#### Associates/Other Related Entities

During fiscal 2013, the following parties were identified as our associates/other related entities: FINO PayTech Limited (formerly known as Financial Inclusion Network & Operations Limited), I-Process Services (India) Private Limited, NIIT Institute of Finance Banking and Insurance Training Limited, Comm Trade Services Limited, ICICI Foundation for Inclusive Growth, Rainbow Fund, ICICI Merchant Services Private Limited, Mewar Aanchalik Gramin Bank and India Infradebt Limited.<sup>1</sup>

#### Key Management Personnel and their Close Family Members

Our key management personnel include our executive directors. The following individuals were our key management personnel during fiscal 2013: Ms. Chanda Kochhar; Mr. N. S. Kannan; Mr. K. Ramkumar and Mr. Rajiv Sabharwal. The close family members of the above key management personnel are also our related parties. Close family members in relation to the executive directors means their spouses, children, siblings and parents. We have applied the Indian GAAP standard in determining the close family members of the executive directors.

### Related Party Transactions

The following are the material transactions between us and our associates/other related entities or our key management personnel or their close family members. A related party transaction is disclosed as a material related party transaction whenever it exceeds 10% of all related party transactions in that category.

For additional details, see also “Management—Compensation and Benefits to Directors and Officers—Loans” and note 2 - “Related Party Transactions” of Schedule 18 to the consolidated financial statements included herein.

### Insurance Services

During fiscal 2013, we received insurance premiums from our associates/other related entities, amounting to Rs. 25 million, from key management personnel of the Bank, amounting to Rs. 1 million and from the close family members of key management personnel, amounting to Rs. 0.3 million. Our material transaction during fiscal 2013 amounted to Rs. 21 million of premiums received from FINO Paytech Limited. The premiums received were towards cover for health insurance, personal accident, motor and miscellaneous items.

During fiscal 2013, we paid claims to I-Process Services (India) Private Limited amounting to Rs. 0.07 million and to FINO PayTech Limited amounting to Rs. 0.05 million.

### Fees, Commission and Other Income

During fiscal 2013, we received fees, commission and other income from our associates/other related entities, amounting to Rs. 14 million, from key management personnel of the Bank, amounting to Rs. 0.3 million and from the close family members of key management personnel, amounting to Rs. 0.1 million. Our material transactions during fiscal 2013 amounted to Rs. 13 million of fees, commission and other income received from ICICI Merchant Services

Private Limited. These transactions primarily generated bank charges for us.

Lease of Premises, Shared Corporate and Facilities Expenses

During fiscal 2013, we received lease of premises, facilities and other administrative costs from our associates/other related entities, amounting to Rs. 168 million, and from key management personnel of the Bank, amounting to Rs. 0.1 million. Our material transactions during fiscal 2013 amounted to Rs. 148 million received

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(1) This entity was incorporated and identified as a related party during the three months ended December 31, 2012.

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from ICICI Merchant Services Private Limited and amounted to Rs. 20 million from FINO PayTech Limited. The amount was paid to the Bank towards its share of the shared corporate expenses, infrastructure and technology sharing charges as specified by the operations agreement between the Bank and ICICI Merchant Services Private Limited and FINO PayTech Limited.

### Secondment of Employees

During fiscal 2013, we received compensation from I-Process Services (India) Private Limited amounting to Rs. 7 million for the secondment of our employees.

### Brokerage, Fees and Other Expenses

During fiscal 2013, we paid brokerage fees and other expenses to our associates/other related entities amounting to Rs. 3.4 billion. Our material transactions during fiscal 2013 amounted to Rs. 1.0 billion in brokerage fees and other expenses paid to I-Process Services (India) Private Limited, and Rs. 963 million in brokerage fees and other expenses paid to FINO PayTech Limited. These transactions primarily pertain to outsourcing services and expenses towards providing basic banking services/health insurance products to the rural segment of the country, including enrollment activities, issuance of cards, authentication devices and other incidental technology related services.

### Investments in associate/other related entities

During fiscal 2013, we invested in the equity shares of India Infradebt Limited amounting to Rs. 930 million and applied for equity shares of Mewar Aanchalik Gramin Bank amounting to Rs. 19 million.

### Interest Expenses

During fiscal 2013, we paid interest to our associates/other related entities amounting to Rs. 265 million, to our key management personnel amounting to Rs. 3 million and to the close family members of key management personnel amounting to Rs. 2 million, towards interest on deposits and bonds. Our material transactions during fiscal 2013 amounted to Rs. 162 million of interest paid to Mewar Aanchalik Gramin Bank, Rs. 85 million of interest paid to India Infradebt Limited and Rs. 8 million of interest paid to ICICI Merchant Services Private Limited.

### Interest Income

During fiscal 2013, we received interest from our associates/other related entities, amounting to Rs. 98 million, from our key management personnel, amounting to Rs. 0.4 million, and from the close family members of key management personnel, amounting to Rs. 0.7 million. Our material transactions during fiscal 2013 amounted to Rs. 48 million of interest received from ICICI Merchant Services Private Limited and Rs. 47 million of interest received from Mewar Aanchalik Gramin Bank. The transaction mainly pertains to interest received on bonds and loans.

### Dividends Paid

During fiscal 2013, the Bank paid dividends to its key management personnel, amounting to Rs. 7 million. The dividend paid during fiscal 2013 to Ms. Chanda Kochhar was Rs. 5 million, to Mr. N. S. Kannan was Rs. 1 million and to Mr. K. Ramkumar was Rs. 0.4 million.

### Sale of fixed assets

During fiscal 2013, the Bank sold fixed assets to its key management personnel amounting to Rs. 0.7 million. Our material transactions during fiscal 2013 amounted to Rs. 0.7 million of fixed assets sold to Mr. K. Ramkumar.

Donations Given

During fiscal 2013, we gave donations to the ICICI Foundation for Inclusive Growth amounting to Rs. 104 million.

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## Related Party Balances

The following table sets forth, at the date indicated, our balance payable to/receivable from our associates/other related entities:

Items	At year-end fiscal 2013 (in millions)
Deposits from related parties held by us	Rs.5,085
Loans and advances to related parties(1)	306
Our investments in related parties	1,904
Investments in our shares held by related parties	15
Payables to related parties	1,279
Guarantees issued by us for related parties	Rs.0.1

The following table sets forth, at the date indicated, the balance payable to/receivable from the key management personnel:

Items	At year-end fiscal 2013 (in millions, except number of shares)
Deposits from key management personnel	Rs.61
Loans and advances to key management personnel(2)	6
Investments in our shares held by key management personnel	4
Employee stock options outstanding (numbers)	3,172,500
Employee stock options exercised(3)	Rs.0.5

The following table sets forth, at the date indicated, the balance payable to/receivable from the close family members of key management personnel:

Items	At year-end fiscal 2013 (in millions)
Deposits from close family members of key management personnel	Rs.24
Loans and advances to close family members of key management personnel(1)	7

The following table sets forth, for the period indicated, the maximum balance payable to/receivable from the key management personnel:

Items	Year ended March 31, 2013 (in millions)
Deposits from key management personnel	Rs.74
Loans and advances to key management personnel(2)	10
Investments in our shares held by key management personnel	Rs.4



The following table sets forth, for the period indicated, the maximum balance payable to/receivable from the close family members of key management personnel:

Items	Year ended March 31, 2013 (in millions)
Deposits from close family members of key management personnel	Rs.45
Loans and advances to close family members of key management personnel(1)	8

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(1) The loans and advances (a) were made in the ordinary course of business, (b) were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons, and (c) did not involve more than the normal risk of collectability or present other unfavorable features.

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- (2) The loans and advances (a) were made in the ordinary course of business and were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons or (b) were made on the same terms, including interest rates and collateral, as those prevailing at the time for other employees as part of employee loan scheme, and (c) did not involve more than the normal risk of collectability or present other unfavorable features.
- (3) During fiscal 2013, 54,000 employee stock options were exercised by the key management personnel of the Bank, which have been reported at face value.

Joint Ventures and Associates

From fiscal 2006, TCW/ICICI Investment Partners Limited (earlier known as TCW/ICICI Investment Partners LLC) has been classified as a Joint Venture as per AS 27 on “Financial Reporting of Interests in Joint Ventures”.

From fiscal 2008, ICICI Bank started applying equity method accounting for investment in FINO Pay Tech Limited (earlier known as Financial Inclusion Network & Operations Limited), I-Process Services (India) Private Limited, I-Solutions Providers (India) Private Limited, NIIT Institute of Finance, Banking and Insurance Training Limited and ICICI Venture Value Fund as associates, as required by AS 23 on “Accounting for Investments in Associates in Consolidated Financial Statements”. However, due to an increase in the equity stake in the ICICI Venture Value Fund from 48.0% to 54.8% during fiscal 2010 by ICICI Ventures Fund Management Company Limited, a wholly owned subsidiary of the Bank, ICICI Venture Value Fund has been consolidated as required by AS 21 on “Consolidated Financial Statements”. During fiscal 2012, I-Solutions Providers (India) Private Limited was amalgamated with I-Process Services (India) Private Limited.

From fiscal 2009, ICICI Bank started applying equity method accounting for investment in Crossdomain Solutions Private Limited, Contests2win.com India Private Limited, Transafe Services Limited, Prize Petroleum Company Limited as per the equity method prescribed by AS 23 on “Accounting for Investments in Associates in Consolidated Financial Statements”. However, from fiscal 2010, in view of the sale of investments in the equity share capital of Crossdomain Solutions Private Limited, Contests2win.com India Private Limited, and Transafe Services Limited, these entities ceased to be associates from the respective date of the sale and accordingly, these entities have not been consolidated. From fiscal 2012, in view of the sale of investments in the equity share capital of Prize Petroleum Company Limited, this entity ceased to be an associate from its date of the sale, and, accordingly, has not been consolidated.

From fiscal 2010, ICICI Bank started applying equity method accounting for investment in Rainbow Fund and ICICI Merchant Services Private Limited as per the equity method prescribed by AS 23 on “Accounting for Investments in Associates in Consolidated Financial Statements”.

From fiscal 2011, ICICI Bank started applying equity method accounting for investment in Mewar Aanchalik Gramin Bank as per the equity method prescribed by AS 23 on “Accounting for Investments in Associates in Consolidated Financial Statements”.

From fiscal 2013, ICICI Bank started applying equity method accounting for investment in India Infradebt Limited as per the equity method prescribed by AS 23 on “Accounting for Investments in Associates in Consolidated Financial Statements”.

Under Indian GAAP, we have not consolidated certain entities in which investments are intended to be temporary. However under U.S. GAAP, these entities have been consolidated in accordance with FASB ASC Subtopic 810-10,

“Consolidation – Overall” or have been accounted for as equity affiliates in accordance with FASB ASC Subtopic 323-10, “Investments – Equity Method and Joint Ventures”. Under Indian GAAP, through fiscal 2011, 3i Infotech Limited was not consolidated in which the investment is intended to be temporary. During fiscal 2012, loans from 3i Infotech Limited were restructured and as per the restructuring scheme a certain portion of the loans provided by ICICI Bank to 3i Infotech Limited was converted to equity shares. Based on the continued intention to reduce the stake below 20% and severe long term restrictions on 3i Infotech Limited under debt restructuring scheme which impair the ability of 3i Infotech Limited to transfer funds to its investee, the results of 3i Infotech Limited were not consolidated in Indian GAAP. However, under U.S. GAAP, this entity has been accounted for as an equity affiliate in accordance with FASB ASC Subtopic 323-10 “Investments – Equity Method and Joint Ventures”.

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Reconciliation of Net Profit between Indian GAAP and U.S. GAAP

Our consolidated financial statements are prepared in accordance with Indian GAAP, which differs in certain significant aspects from U.S. GAAP. The following discussion explains the significant adjustments to our consolidated profit after tax under Indian GAAP in fiscal 2013, fiscal 2012 and fiscal 2011 that would result from the application of U.S. GAAP instead of Indian GAAP.

Consolidated net income attributable to the shareholders of ICICI Bank of Rs. 101.1 billion in fiscal 2013 under U.S. GAAP was higher than the profit after tax attributable to the shareholders of ICICI Bank of Rs. 96.0 billion under Indian GAAP. During fiscal 2013, the net income under U.S. GAAP was higher primarily due to the impact of amortization of loan processing fees net of costs under U.S. GAAP, higher profits attributable to the shareholders' of ICICI Bank from insurance subsidiaries and higher profit on valuation of securities under U.S. GAAP as compared to Indian GAAP, offset, in part, by the impact of difference in accounting for business combinations under U.S. GAAP, a higher deferred tax expenses as compared to Indian GAAP and higher loan loss provisioning under U.S. GAAP as compared to Indian GAAP. See also note 20 to our "consolidated financial statements—schedules forming part of the consolidated financial statements—additional notes" under U.S. GAAP included herein.

The difference in accounting for the provision for loan losses resulted in a lower net income by Rs. 1.3 billion in fiscal 2013 as compared to higher net income by Rs. 2.0 billion in fiscal 2012 under U.S. GAAP, as compared to Indian GAAP. This was primarily due to differences in the methodology of computing loan loss allowances between Indian GAAP and U.S. GAAP, resulting in timing differences in the recognition of such losses. During fiscal 2013, loan loss provisioning was higher under U.S. GAAP as compared to Indian GAAP primarily due to higher additions of commercial loans to non-performing loans. The cumulative provisions under U.S. GAAP at year-end fiscal 2013 continue to be higher than the cumulative provisions held under Indian GAAP, as shown in the statement of stockholders' equity reconciliation. See also note 20(a) to our "consolidated financial statements—schedules forming part of the consolidated financial statements—additional notes" under U.S. GAAP included herein.

The difference in accounting for business combinations resulted in lower net income under U.S. GAAP by Rs. 1.1 billion in fiscal 2013 and by Rs. 2.0 billion in fiscal 2012, primarily because of the amortization of intangible assets. Under Indian GAAP, no intangible assets were created in business combinations by the Bank. However, under U.S. GAAP, intangible assets are created as required by FASB ASC Topic 805, "Business Combinations". These intangibles are amortized over the estimated useful life of the intangible assets. The amortization of intangible assets decreased from Rs. 1.7 billion in fiscal 2012 to Rs. 1.0 billion in fiscal 2013, primarily due to the completion of amortization of some intangibles in fiscal 2012.

The difference in accounting for consolidation resulted in higher net income under U.S. GAAP by Rs. 1.9 billion in fiscal 2013 and by Rs. 1.4 billion in fiscal 2012 as compared to Indian GAAP, primarily due to profits of Rs. 1.4 billion on the consolidation of certain qualified special purpose entities used for securitization transactions, but not consolidated under Indian GAAP. The share of profits from our insurance subsidiaries, accounted for by the equity method of accounting under U.S. GAAP, resulted in a higher income by Rs. 1.8 billion in fiscal 2013 under U.S. GAAP as compared to the Indian GAAP. The share of losses from equity affiliates, accounted for by the equity method of accounting under U.S. GAAP but not under Indian GAAP, resulted in loss of Rs. 1.0 billion in fiscal 2013 under U.S. GAAP as compared to Indian GAAP. See also note 20(c) to our "consolidated financial statements—schedules forming part of the consolidated financial statements—additional notes" under U.S. GAAP included herein.

The difference in accounting for the valuation of debt and equity securities resulted in higher net income by Rs. 2.1 billion in fiscal 2013 as compared to lower net income by Rs. 0.4 billion in fiscal 2012 under U.S. GAAP as compared to Indian GAAP. This was primarily due to lower impact of other-than-temporary impairment during fiscal 2013 which decreased from Rs. 5.0 billion in fiscal 2012 to Rs. 2.6 billion in fiscal 2013 under U.S. GAAP. During fiscal

2013, the revaluation, resulting from changes in foreign currency exchange rates, of mainly Euro and British pound denominated available-for-sale debt securities under U.S. GAAP resulted in a gain of Rs. 0.9 billion as compared to Rs. 1.1 billion in fiscal 2012. Under U.S. GAAP, the changes in the fair value of available-for-sale securities, including currency revaluation gains/losses, are reflected in other comprehensive income, while under Indian GAAP these changes are reflected in the profit and loss account. Such foreign currency denominated available-for-sale securities are either funded in the same currency or the exchange rate risk on these investments is covered by foreign currency forwards/swaps. The impact of currency revaluation on such funding liabilities and the

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derivatives is taken through the income statement under both Indian GAAP and U.S. GAAP. Therefore, while the exchange rate movement risk on foreign currency denominated available-for-sale securities is economically covered, the difference in accounting treatment of the assets under U.S. GAAP as compared to Indian GAAP results in a difference in net profit between Indian GAAP and U.S. GAAP. There was a positive impact of Rs. 3.8 billion in fiscal 2013 as compared to Rs. 3.2 billion in fiscal 2012 under U.S. GAAP, due to differences in mark-to-market accounting for available for sale securities and other differences. See also note 20(d) to our “consolidated financial statements—schedules forming part of the consolidated financial statements—additional notes” under U.S. GAAP included herein.

We earn fees and incur costs on the origination of loans which are recognized upfront in Indian GAAP but are amortized in U.S. GAAP. Amortization of loan origination fees and costs resulted in higher income by Rs. 6.8 billion in fiscal 2013 as compared to lower income by Rs. 1.9 billion in fiscal 2012 under U.S. GAAP as compared to Indian GAAP. Under U.S. GAAP, there was positive impact on loan processing fees and costs in fiscal 2013 due to higher amortization of previous years’ cumulative unamortized fees during fiscal 2013. Further, during fiscal 2013, there was lower negative impact under U.S. GAAP as loan origination fees decreased during fiscal 2013 as compared to fiscal 2012, which is recognized upfront as income under Indian GAAP but is amortized in U.S. GAAP. See also note 20(e) to our “consolidated financial statements—schedules forming part of the consolidated financial statements—additional notes” under U.S. GAAP included herein.

The negative impact under U.S. GAAP due to deferred tax expenses was higher by Rs. 4.0 billion in both fiscal 2013 and in fiscal 2012 as compared to Indian GAAP. The difference arises primarily because of the tax impact of U.S. GAAP adjustments over Indian GAAP and because deferred tax assets or liabilities are created based on substantively enacted tax rates under Indian GAAP, whereas they are created on enacted tax rates in force at the balance sheet date under U.S. GAAP. Further, deferred tax is created on undistributed earnings of subsidiaries and affiliates under U.S. GAAP, but is not created under Indian GAAP.

Consolidated net income attributable to the shareholders of ICICI Bank of Rs. 70.8 billion in fiscal 2012 under U.S. GAAP was lower than the profit after tax attributable to the shareholders of ICICI Bank of Rs. 76.4 billion under Indian GAAP. During fiscal 2012, the net income under U.S. GAAP was lower primarily due to the impact of other-than-temporary impairment of securities of Rs. 5.0 billion as compared to Indian GAAP, the impact of difference in accounting for business combinations of Rs. 2.0 billion, higher deferred tax of Rs. 4.0 billion as compared to Indian GAAP and impact of amortization of loan origination fees and costs of Rs. 1.9 billion under U.S. GAAP. During fiscal 2012, as compared to Indian GAAP, net income under U.S. GAAP was impacted positively by the lower loan loss provisioning amounting to Rs. 2.0 billion, the impact of consolidation of certain qualified special purpose entities under U.S. GAAP amounting to Rs. 3.1 billion, the impact of the currency revaluation of foreign currency-denominated available-for-sale debt securities amounting to Rs. 1.1 billion and the mark-to-market impact on held-for-trading and available-for-sale securities by Rs. 1.1 billion. See also note 20 to our “consolidated financial statements—schedules forming part of the consolidated financial statements—additional notes” under U.S. GAAP included herein.

Consolidated profit after tax attributable to the shareholders of ICICI Bank of Rs. 54.4 billion in fiscal 2011 under U.S. GAAP was lower than the net income attributable to the shareholders of ICICI Bank of Rs. 60.9 billion under Indian GAAP. During fiscal 2011, the net income under U.S. GAAP was lower primarily due to the net impact of the higher amortization of fees and costs of Rs. 12.4 billion, the impact of the currency revaluation of foreign currency-denominated available-for-sale debt securities amounting to Rs. 2.8 billion, the impact of the amortization of intangibles of Rs. 1.3 billion, a lower benefit on deferred tax by Rs. 2.2 billion as compared to Indian GAAP and lower profits in our life insurance subsidiary by Rs. 0.9 billion as compared to Indian GAAP. During fiscal 2011, income under U.S. GAAP was impacted positively by the lower loan loss provisioning amounting to Rs. 10.5 billion and income of Rs. 4.4 billion due to the consolidation of certain qualified special purpose entities under U.S. GAAP. See also note 20 to our “consolidated financial statements—schedules forming part of the consolidated financial

statements—additional notes” under U.S. GAAP included herein.

For a further description of significant differences between Indian GAAP and U.S. GAAP, a reconciliation of net income and stockholders’ equity to U.S. GAAP and certain additional information required under U.S. GAAP, see notes 20 and 21 to our consolidated financial statements included herein.

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### Critical Accounting Policies

In order to understand our financial condition and the results of operations, it is important to understand our significant accounting policies and the extent to which we use judgments and estimates in applying those policies. Our accounting and reporting policies are in accordance with Indian GAAP and conform to standard accounting practices relevant to our products and services and the businesses in which we operate. Indian GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements and the reported income and expenses during the reported period. Accordingly, we use a significant amount of judgment and estimates based on assumptions for which the actual results are uncertain when we make the estimation. See also Schedule 17-Significant Accounting Policies to our “Consolidated Financial Statements” included herein.

### ICICI Bank Limited

#### Accounting for Investments

ICICI Bank accounts for its investments in accordance with the guidelines on investment classification and valuation issued by the Reserve Bank of India. We classify all our investments into the following categories: (a) held to maturity, (b) available-for-sale and (c) held for trading. Under each classification, we further categorize investments into (a) government securities, (b) other approved securities, (c) shares, (d) bonds and debentures, (e) subsidiaries and joint ventures and (f) others.

Held to maturity securities are carried at their acquisition cost or at the amortized cost, if acquired at a premium over the face value. Any premium over the face value of the fixed rate and floating rate securities acquired is amortized over the remaining period to maturity on a constant effective yield basis and straight line basis respectively. Equity investments in joint ventures/associates are categorized as held-to-maturity in accordance with the Reserve Bank of India guidelines. These instruments are assessed for any permanent diminution in value and appropriate provisions are made.

Available for sale and held for trading securities of the Bank are valued in accordance with the guidelines issued by the Reserve Bank of India. The Bank amortizes the premium, if any, over the face value of its fixed and floating rate investments in government securities classified as available-for-sale over the remaining period to maturity on a constant effective yield basis and straight line basis respectively. The market value of quoted investments are based on the trades/quotes on recognized stock exchanges, subsidiary general ledger account transactions, and price list of the Reserve Bank of India or prices declared by the Primary Dealers Association of India jointly with Fixed Income Money Market and Derivatives Association, periodically.

The Bank computes the market value of its unquoted government securities which are in the nature of Statutory Liquidity Ratio securities included in the available-for-sale and held for trading categories in accordance with rates published by the Fixed Income Money Market and Derivatives Association.

The Bank computes the market value of unquoted non-government fixed income securities, under the available-for-sale and held for trading category, wherever linked to the yield-to-maturity rates, with a mark-up (reflecting associated credit risk) over the yield to maturity rates for government securities published by the Fixed Income Money Market and Derivatives Association.

The Bank computes the market value of its unquoted equity shares at the break up value, if the latest balance sheet is available. If such a balance sheet is not available, the unquoted equity shares are valued at Re. 1 in accordance with the Reserve Bank of India guidelines.



The Bank computes the market value of its securities, under the available-for-sale and held for trading categories, scrip-wise (that is, by individual securities) and the depreciation/appreciation is aggregated for each category. Net appreciation in each category, if any, is ignored, as it is unrealized while net depreciation is provided for. Non-performing investments are identified based on Reserve Bank of India guidelines.

The Bank accounts for repurchase and reverse repurchase transactions with banks and financial institutions as borrowing and lending transactions respectively in accordance with the current guidelines of the Reserve Bank of

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India. It accounts for transactions with the Reserve Bank of India under the liquidity adjustment facility as borrowing and lending transactions.

As per the Reserve Bank of India guidelines, the Bank follows the trade date method of accounting for the purchase and sale of investments, except for government of India and state government securities, for which the settlement date method of accounting is followed.

### Provisions/Write-offs on Loans and Other Credit Facilities

ICICI Bank classifies its loans into standard, substandard and doubtful assets based on the number of days an account is overdue. The Bank classifies non-performing loans as loss assets when it believes that the loans are no longer collectible or the security available is below 10% of the balance outstanding. The Bank creates specific provisions on its secured and unsecured corporate loans classified as substandard and doubtful assets at rates prescribed by the Reserve Bank of India. Loans in the retail asset portfolio classified as sub-standard and doubtful are provided for at rates prescribed by our internal policy subject to minimum provisioning requirements set by the Reserve Bank of India. Loss assets are fully provided for or written off. The Bank held specific provisions for retail loans that are higher than the minimum regulatory requirements. The Bank held specific provisions against non-performing loans and a general provision against standard loans and floating provision taken over from the Bank of Rajasthan upon amalgamation.

The Bank determines provision for its restructured/rescheduled loans based on the diminution in the fair value of the loan under the methodology prescribed by the Reserve Bank of India. For loans classified as sub-standard and doubtful assets that are restructured, the Bank computes the diminution in fair value of the loan in addition to the loan loss provisions.

Loan accounts subjected to restructuring are upgraded to the standard category if the borrower demonstrates, over a minimum period of one year, the ability to repay the loan in accordance with the contractual terms and the borrower gets reinstated to a normal level of general provisions for standard loans/risk weights for capital adequacy computations. The Bank upgrades all other non-performing loans to a standard account if arrears of interest and principal are fully paid by the borrower.

The Reserve Bank of India has issued separate guidelines governing the off-balance sheet exposures of banks. The guidelines require banks to treat only unpaid amounts due for more than 90 days under derivatives contracts as non-performing assets. Further, mark-to-market gains on other derivative contracts with same counter-parties are reversed through profit and loss account. The Bank also creates general provisions on its standard loans based on the guidelines issued by the Reserve Bank of India. The general provisioning requirements applicable to the loan assets in the standard asset category are applicable to banks' derivative and gold exposures, using the current exposure method according to the guidelines of the Reserve Bank of India.

Additionally, the Bank creates provisions on individual country exposures including indirect country risk (other than for home country exposures). The countries are categorized into seven risk categories: insignificant, low, moderate, high, very high, restricted and off-credit, and provisioning is made for those exposures exceeding 180 days on a graded scale ranging from 0.25% to 100%. For exposures with a contractual maturity of less than 180 days, provision is required to be held at 25% of the rates applicable to exposures exceeding 180 days. The indirect exposures will be reckoned at 50% of the exposure. If the country exposure (net) of the Bank with respect to each country does not exceed 1% of the total funded assets, no provision is required for such country exposure.

### Transfer and Servicing of Assets

ICICI Bank transfers commercial and consumer loans through securitization transactions. The transferred loans are de-recognized, and gains/losses are accounted for only if we surrender the rights to benefits specified in the underlying securitized loan contract. Recourse and servicing obligations are accounted for net of provisions.

Under Indian GAAP, with effect from February 1, 2006, net income arising from securitization of loan assets is accounted for over the life of the securities issued or to be issued by the special purpose vehicle/special purpose entity to which the assets are sold. With effect from May 22, 2012, the profit/premium arising from securitization is amortized over the life of the transaction based on the method prescribed by the Reserve Bank of India. Net loss

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arising on account of the sell-down securitization and direct assignment of loan assets is recognized at the time of sale.

In the case of loans sold to an asset reconstruction company, the excess provision is not reversed but is utilized to meet the shortfall/loss on account of the sale of other financial assets to the securitization/ reconstruction company.

### ICICI Prudential Life Insurance Company

Premium is recognized as income when due. For our unit-linked business, premium is recognized as income when the associated units are created.

Income from linked funds, which includes fund management charges, policy administration charges, mortality charges, etc., are recovered from the linked funds in accordance with terms and conditions of policies issued and are recognized when due.

Acquisition costs are costs that vary with and are primarily related to the acquisition of insurance contracts and are expensed in the period in which they are incurred.

Statutory reserves are held as per the requirements of the Insurance Regulatory and Development Authority and the Actuarial Society of India. Accordingly, the reserves are computed using the Gross Premium Method (reserves are computed as the present value of future benefits including future bonuses and the present value of expenses including overheads and are net of the present value of future total premiums, paid by policyholders).

Certain actuarial reserves on lapsed policies created in earlier years are not immediately released through our profit and loss account upon the lapse of the policy. The release of such actuarial reserves are accounted for as funds for future appropriations as a balance sheet item in accordance with the instructions received from the Insurance Regulatory and Development Authority and the same is recognized in our profit and loss account only on the expiration of the reinstatement period.

Investments are accounted for in accordance with the guidelines issued by the Insurance Regulatory and Development Authority. Accordingly, unrealized gain on investment is not taken into the profit and loss account except in the case of unit-linked businesses. Unrealized gains/losses arising due to changes in the fair value of equity shares and mutual fund units, in non-unit-linked policyholders' and shareholders' segments, are reflected in the "Fair Value Change Account" in the balance sheet. Unrealized gains/losses arising out of investments in real estate are reflected in the "Revaluation Reserve" in the balance sheet.

### Fair Value Measurements

For the purposes of U.S. GAAP, we adopted Statement of FASB ASC Topic 820 "Fair Value Measurements and Disclosures" on April 1, 2008. We determine the fair values of our financial instruments based on the fair value hierarchy established in ASC Topic 820. The standard describes three levels of inputs that may be used to measure fair value.

The valuation of Level 1 instruments is based upon the unadjusted quoted prices of identical instruments traded in active markets.

The valuation of Level 2 instruments is based upon the quoted prices for similar instruments in active markets, the quoted prices for identical or similar instruments in markets that are not active, prices quoted by market participants and prices derived from valuation models which use significant inputs that are observable in active markets. Inputs used include interest rates, yield curves, volatilities and credit spreads, which are available from public sources such

as Reuters, Bloomberg and the Fixed Income Money Markets and Derivatives Association of India.

The valuation of Level 3 instruments is based on valuation techniques or models which use significant market unobservable inputs or assumptions. Financial instruments are considered Level 3 when their values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model

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assumption or input is unobservable or when the determination of the fair value requires significant management judgment or estimation.

The valuation methodologies adopted by us for valuing our investments and derivatives portfolio are summarized below. A substantial portion of the portfolio is valued based on the unadjusted quoted or traded prices or based on models using market observable inputs such as interest rates, yield curves, volatilities and credit spreads available from public sources like Reuters, Bloomberg and stock exchanges.

The rupee denominated fixed income portfolio, which includes all rupee investments in government securities and corporate bonds, is valued based on guidelines for market participants established by the Fixed Income Money Market and Derivatives Association. The Fixed Income Money Market and Derivatives Association is an association of scheduled commercial banks, public financial institutions, primary dealers and insurance companies, and is a voluntary market body for bonds, derivatives and money markets in India. The international investments portfolio is generally valued on the basis of quoted prices. In certain markets, due to illiquidity, we use alternate valuation methodologies based on our own assumptions and estimates of the fair values.

A substantial part of the derivatives portfolio is valued using market observable inputs like swap rates, foreign exchange rates, volatilities and forward rates. The valuation of derivatives is carried out primarily using the market quoted swap rates and foreign exchange rates. Certain structured derivatives are valued based on counterparty quotes. The exposure regarding derivative transactions is computed and is marked against the credit limits approved for the respective counterparties.

We also hold investments and derivatives that have been valued based on unobservable inputs or that involve significant assumptions made by the management in arriving at their fair values. Such instruments are classified under Level 3 as per the classification defined in FASB ASC Topic 820 "Fair Value Measurements and Disclosures".

A description of the valuation methodologies of Level 3 investments under U.S. GAAP

Our total investment in Level 3 instruments amounted to Rs. 77.8 billion at year-end fiscal 2013, as compared to Rs. 16.0 billion at year-end fiscal 2012. Out of the total Level 3 investments, investments amounting to Rs. 74.2 billion were India-linked and investments amounting to Rs. 3.6 billion were non-India linked. India-linked investments consisted of pass through certificates of Rs. 64.2 billion, corporate bonds of Rs. 3.4 billion, venture capital units of Rs. 2.7 billion, equity shares of Rs. 2.0 billion, funded credit derivatives of Rs. 0.8 billion referencing Indian companies, security receipts of Rs. 0.6 billion and preference shares of Rs. 0.5 billion. Non-India linked investments consisted of mortgage backed securities of Rs. 2.8 billion, asset backed commercial papers of Rs. 0.7 billion and corporate debt securities of Rs 0.1 billion at year-end fiscal 2013.

Bonds that have been identified as illiquid and valued on the basis of a valuation model are classified as Level 3 instruments, only if the input used to value those securities is collected from unobservable market data or if the bonds were valued after making adjustment to the market observable data. The investment in bonds of Rs. 2.5 billion is valued at the amortized cost net of impairment or based on prices available from Bloomberg which are developed using internal estimates and assumptions.

Due to illiquidity in the asset backed and mortgage backed security markets, a substantial part of these securities are classified as Level 3 and valuation models are used to value these securities. India-linked single name funded credit derivatives of Rs. 0.8 billion are valued based on credit spreads from market sources, wherever such spreads are available; where such spreads are not available, they are valued based on a valuation model using the Fixed Income Money Market and Derivatives Association spreads corresponding to the domestic ratings (or, if not available, the internal rating) of the issuer (capped to sovereign rating) with appropriate markups.

The valuation of Indian pass through certificates is dependent on the estimated cash flows that the underlying trust would pay out. The underlying trust makes assumptions with regards to various variables to arrive at the estimated cash flows. The cash flows for pass through certificates are discounted at the zero curve rates and credit spreads published by Fixed Income Money Market and Derivatives Association on month ends.

The valuation of security receipts and venture capital funds is calculated using the net asset value published by the issuing company.

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Our Canadian subsidiary holds investments in asset backed commercial paper amounting to Rs. 0.7 billion (book value, net of provision) at year-end fiscal 2013, which are overdue. We have made provisions on these investments based on management's estimates of expected recovery. Retained interest, largely representing the excess spread of mortgage interest over the rate of return on the mortgaged backed securities, has been recorded as available-for-sale securities in the balance sheet at fair value of Rs. 2.8 billion determined using an internal model.

The methodologies we use for validating the pricing of products which are priced with reference to market observable inputs include comparing the outputs of our models with counterparty quotes, in comparison with pricing from third party pricing tools, replicating the valuation methodology used in the model or other methods used on a case-by-case basis. The prices are also computed under various scenarios and are checked for consistency. However, for products where there are no reliable market prices or market observable inputs available, valuation is carried out using models developed using alternate approaches and incorporating proxies wherever applicable. The validation of pricing models is performed by an independent risk management group, and approved by the Asset Liability Management Committee.

### Recently Issued Accounting Pronouncements under U.S. GAAP

#### Reclassification out of Accumulated Other Comprehensive Income

In February 2013, the FASB issued Accounting Standards Update No. 2013-02, Comprehensive Income (Topic 220): Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income. The Accounting Standards Update requires new footnote disclosures of items reclassified from accumulated Other Comprehensive Income to net income. The requirements will be effective for the reporting periods beginning after December 15, 2012. We are in the process of evaluating the impact of adopting this statement.

#### Offsetting – Financial Instruments and Derivative Instruments

In December 2011, FASB issued new accounting guidance that requires additional disclosures on financial instruments and derivative instruments that are either offset in accordance with existing accounting guidance or are subject to an enforceable master netting arrangement or similar agreement. The new requirements do not change the accounting guidance on netting, but rather enhance the disclosures to more clearly show the impact of netting arrangements on a company's financial position. This new accounting guidance will be effective, on a retrospective basis for all comparative periods presented, beginning after January 1, 2013. We are in the process of evaluating the impact of adopting this statement.

In January 2013, the FASB issued Accounting Standards Update No. 2013-01, "Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities", an update to ASC Topic 210 – Balance Sheet. Accounting Standards Update No. 2013-01 clarifies the scope of Accounting Standards Update No. 2011-11 and is effective for interim and annual reporting periods beginning on or after January 1, 2013.

#### Foreign Currency Matters

In March 2013, the FASB issued Accounting Standards Update No. 2013-05, "Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity", an update to ASC Topic 830 – Foreign Currency Matters. The amendments provide guidance for the treatment of the cumulative translation adjustment when an entity ceases to hold a controlling financial interest in a subsidiary or group of assets within a foreign entity. Accounting Standards Update No. 2013-05 is effective for interim and annual reporting periods beginning after December 15, 2013. ICICI Bank is currently evaluating the impact of adoption of Accounting Standards Update No. 2013-05 on ICICI Bank's financial position,



results of operations or cash flows.

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MANAGEMENT

Directors and Executive Officers

Our Board of Directors, consisting of 12 members at June 30, 2013, is responsible for the management of our business. Our organizational documents provide for a minimum of three directors and a maximum of 21 directors, excluding the government director and the debenture director (defined below), if any. We may, subject to the provisions of our organizational documents and the Companies Act, 1956, change the minimum or maximum number of directors by a resolution which is passed at a general meeting by a majority of the present and voting shareholders. In addition, under the Banking Regulation Act 1949, the Reserve Bank of India may require us to convene a meeting of our shareholders for the purposes of appointing new directors to our Board of Directors.

The Banking Regulation Act requires that at least 51% of our directors should have special knowledge or practical experience in banking and areas relevant to banking including accounting, finance, agriculture and small scale industry. All of our directors are professionals with special knowledge of one or more of the above areas. Of the 12 directors, four directors are in our whole-time employment, or executive directors and the remaining eight directors including the government director are non-executive/independent directors. The appointment of the chairman and executive directors requires the approval of the Reserve Bank of India and the shareholders. Mr. Arvind Kumar, Joint Secretary, Department of Financial Services, Ministry of Finance, is the government nominee director on our Board effective July 22, 2011. Of the remaining seven non-executive directors, Mr. K. V. Kamath is the chairman of our Board and the others are company executives, retired company executives, advisors and chartered accountants. Of the eight non-executive directors, two have specialized knowledge in respect of agriculture and rural economy or small scale industry. The Reserve Bank of India has also prescribed 'fit and proper' criteria to be considered while appointing persons as directors of banking companies. Our directors (other than the government director) are required to make declarations confirming their ongoing compliance of the 'fit and proper' criteria. Our Board of Directors has reviewed the declarations received from the directors in this regard and determined that all our directors satisfy the 'fit and proper' criteria.

Pursuant to the provisions of the Companies Act, at least two-thirds of the total number of directors are subject to retirement by rotation. The government director and the debenture director are not subject to retirement by rotation as per our organizational documents. One-third of the directors must retire from office at each annual meeting of shareholders. A retiring director is eligible for re-election. Pursuant to the provisions of the Banking Regulation Act, none of the directors other than the Chairman and executive directors may hold office continuously for a period exceeding eight years. Pursuant to the Reserve Bank of India guidelines, a person would be eligible for appointment as director if he or she is between 35 and 70 years of age.

Our organizational documents also provide that we may execute trust deeds in respect of our debentures under which the trustee or trustees may appoint a director, known as the debenture director. The debenture director is not subject to retirement by rotation and may only be removed as provided in the relevant trust deed. Currently, there is no debenture director on our Board of Directors.

Mr. K.V. Kamath was the Managing Director and CEO of ICICI Bank from May 3, 2002 until April 30, 2009 and was appointed as non-executive Chairman for a period of five years effective May 1, 2009. Under the definition of independent director in Clause 49 of the listing agreement executed with the Indian stock exchanges, a director who has been an executive of the company in the immediately preceding three financial years would not be classified as an independent director. K.V. Kamath was a non-executive, non-independent director until April 30, 2012 and qualified as an independent director effective May 1, 2012.

Ms. Chanda Kochhar was appointed as Executive Director effective April 1, 2001, designated as Deputy Managing Director effective April 29, 2006 and Joint Managing Director and Chief Financial Officer effective October 19, 2007. She was appointed as Managing Director and CEO for a period of five years effective May 1, 2009.

Mr. K. Ramkumar was appointed as Executive Director, for a period of five years, effective February 1, 2009. Mr. N. S. Kannan was appointed as Executive Director and Chief Financial Officer, for a period of five years, effective May 1, 2009. Mr. Rajiv Sabharwal was appointed as Executive Director for a period of five years effective June 24, 2010.

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The Reserve Bank of India has approved the appointments of Mr. K. V. Kamath, Ms. Chanda Kochhar and Mr. N. S. Kannan up to April 30, 2014, Mr. K. Ramkumar up to January 31, 2014 and Mr. Rajiv Sabharwal up to June 23, 2015. The shareholders at the Annual General Meeting held on June 24, 2013 had approved the re-appointments of Mr. K. V. Kamath, Ms. Chanda Kochhar, Mr. N. S. Kannan and Mr. K. Ramkumar for a period of five years effective May 1, 2014, April 1, 2014, May 1, 2014 and February 1, 2014 respectively, which requires approval of the Reserve Bank of India.

Pursuant to the provisions of the Banking Regulation Act, 1949, Sridar Iyengar retired from the Board effective April 30, 2013 on completion of eight years as a non-executive Director.

The Board, at its Meeting held on April 26, 2013, appointed Dileep Choksi as an additional Director effective April 26, 2013. The shareholders at the Annual General Meeting held on June 24, 2013 had approved the appointment of Mr. Choksi as a Director.

In order to comply with the provisions of the Companies Act and our organizational documents, Mr. N. S. Kannan, Mr. K. Ramkumar, and Mr. Rajiv Sabharwal will be subject to retirement by rotation if at any time the number of non-rotational directors exceeds one-third of the total number of directors. If they are reappointed as directors immediately upon retirement by rotation, they will continue to hold their offices as Executive Directors and the retirement by rotation and reappointment shall not be deemed to constitute a break in their appointment. Our other executive officers may hold office until they retire, unless they are discharged earlier by us.

Our Board of Directors had the following members at June 30, 2013:

Name, designation and profession	Age	Date of first Appointment	Particulars of other Directorship(s) at June 30, 2013:
Mr. Kundapur Vaman Kamath Independent Chairman	65	April 17, 1996	Lead Independent Director Infosys Limited Director Schlumberger Limited
Mr. Dileep Choksi Non-Executive Director Profession: Advisor	63	April 26, 2013	Director ICICI Lombard General Insurance Company Limited NSE IT Limited National Securities Clearing Corporation Limited ICICI Prudential Asset Management Company Limited Reliance GeneMedix Plc ICICI Home Finance Company Limited ACE Derivatives and Commodity Exchange Limited Datamatics Global Services Limited Lupin Limited Mafatlal Cipherspace Private Limited

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Name, designation and profession	Age	Date of first Appointment	Particulars of other Directorship(s) at June 30, 2013:
Mr. Homi Khusrokhhan Non-Executive Director Profession: Advisor	69	January 21, 2010	Director Advinus Therapeutics Private Limited Fulford (India) Limited LIC Nomura Mutual Fund Trustee Company Private Limited Marck Biosciences Limited Novalead Pharma Private Limited Rallis India Limited Samson Maritime Limited Tata AIA Life Insurance Company Limited
Mr. Arvind Kumar Nominee Director Profession: Government Service	46	July 22, 2011	Director Agriculture Insurance Company of India Limited New India Assurance Company Limited
Dr. Swati Piramal Non-Executive Director Profession: Company Director	57	January 31, 2012	Vice Chairperson Piramal Enterprises Limited  Director Adelwise Investments Private Limited Akshar Fincom Private Limited Allergan India Private Limited Alpex Holdings Private Limited Float Developers Private Limited Gerbe Developers Private Limited India Venture Advisors Private Limited Nestle India Limited Nival Developers Private Limited PEL Management Services Private Limited Piramal Corporate Services Limited Piramal Estates Private Limited Piramal Glass Limited Piramal Healthcare (Canada) Limited Piramal Life Sciences (UK) Limited Piramal Management Services Private Limited Propiedades Realities Private Limited Thaler Developers Private Limited Vulcan Investments Private Limited
Mr. M. S. Ramachandran Non-Executive Director Profession: Advisor	68	April 25, 2009	Director Ester Industries Limited Gulf Oil Corporation Limited Houghton International Inc. Infrastructure India Plc

Supreme Petrochem Limited  
The Andhra Pradesh Paper Mills Limited

Dr. Tushaar Shah Non-Executive Director Profession: Advisor	61	May 3, 2010	None
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Name, designation and profession	Age	Date of first Appointment	Particulars of other Directorship(s) at June 30, 2013:
Mr. V. Sridar Non-Executive Director Profession: Advisor	65	January 21, 2010	Director Aadhar Housing Finance Private Limited Cent Bank Home Finance Limited ICICI Prudential Life Insurance Company Limited IDFC AMC Trustee Company Limited Morpheus Capital Advisors Private Limited Ponni Sugars (Erode) Limited Sarda Metals & Alloys Limited Seshasayee Paper & Boards Limited SICOM Limited SPB Papers Limited
Ms. Chanda Kochhar Managing Director and CEO Profession: Company Executive	51	April 1, 2001	Chairperson ICICI Bank UK Plc ICICI Bank Canada ICICI Bank Eurasia Limited Liability Company ICICI Prudential Life Insurance Company Limited ICICI Lombard General Insurance Company Limited ICICI Prudential Asset Management Company Limited ICICI Securities Limited Member-Board Institute of International Finance, Inc Member-Executive Board Indian School of Business
Mr. N. S. Kannan Executive Director and CFO Profession: Company Executive	48	May 1, 2009	Chairman ICICI Securities Primary Dealership Limited Director ICICI Bank UK Plc ICICI Prudential Life Insurance Company Limited ICICI Lombard General Insurance Company Limited ICICI Prudential Asset Management Company Limited Member-Supervisory Board ICICI Bank Eurasia Limited Liability Company
Mr. K. Ramkumar Executive Director Profession: Company Executive	51	February 1, 2009	Director ICICI Prudential Life Insurance Company Limited ICICI Venture Funds Management Company Limited
Mr. Rajiv Sabharwal Executive Director Profession: Company Executive	47	June 24, 2010	Chairman ICICI Home Finance Company Limited Director ICICI Prudential Life Insurance Company Limited





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Our executive officers at June 30, 2013 were as follows:

Name	Age	Designation and Responsibilities	Years of work experience	Total remuneration of in fiscal 2013(1) (in Rupees)	Bonus for fiscal 2013(2) (in Rupees)	Stock options granted in fiscal 2012	Stock options granted in fiscal 2013(2)	Total stock options granted through June 2013	Total stock options outstanding at June 30, 2013(3)	Sharehold at June 30, 2013(4)
Ms. Chanda Kochhar	51	Managing Director and CEO	29	33,231,709	17,989,541	210,000	250,000	2,115,000	1,725,000	328,925
Mr. N. S. Kannan	48	Executive Director and CFO	26	23,514,855	12,058,511	105,000	125,000	852,400	652,500	77,725
Mr. K. Ramkumar	51	Executive Director	28	23,634,489	12,058,511	105,000	125,000	1,070,000	835,000	-
Mr. Rajiv Sabharwal	47	Executive Director	23	21,659,653	10,358,810	105,000	125,000	585,000	585,000	-
Mr. Vijay Chandok	45	President	22	21,953,184	9,945,936	75,000	90,000	691,100	576,200	7,500
Ms. Zarin Daruwala	48	President	23	20,993,412	10,498,488	75,000	90,000	600,600	533,500	45,495

(1) Includes salary and other benefits and ICICI Bank's contribution to superannuation fund, provident and gratuity fund paid for fiscal 2013 and excludes bonus for fiscal 2012 which was paid in fiscal 2013.

(2) Stock options granted and bonuses for fiscal 2013 are subject to approval of the Reserve Bank of India.

(3) Each stock option, once exercised, is equivalent to one equity share of ICICI Bank. ICICI Bank granted these stock options to its executive officers at no cost. See "—Compensation and Benefits to Directors and Officers—Employee Stock Option Scheme" for a description of the other terms of these stock options.

(4) Executive officers and directors (including non-executive directors) as a group held about 0.08% of ICICI Bank's equity shares as of this date.

Ms. Chanda Kochhar has a post-graduate degree in management from Jamnalal Bajaj Institute of Management Studies, Mumbai and a degree in cost and works accountancy from the Institute of Cost and Works Accountants of India. She started her career in 1984 with ICICI in its project finance department and has worked in the areas of corporate banking, infrastructure financing, e-commerce, strategy, retail banking and finance. She was appointed to our Board as an Executive Director in April 2001. Our Board designated her as Deputy Managing Director effective April 29, 2006 and as Joint Managing Director and Chief Financial Officer in October 2007. Effective May 1, 2009 our Board appointed Ms. Chanda Kochhar as Managing Director and CEO.

Mr. N. S. Kannan is a graduate in mechanical engineering, a post-graduate in management from the Indian Institute of Management, Bangalore and a chartered financial analyst from the Institute of Chartered Financial Analysts of India. He joined ICICI in 1991. He has worked in the areas of corporate finance, infrastructure finance, structured finance,

treasury and life insurance. He was Chief Financial Officer and Treasurer of ICICI Bank from 2003 to 2005 and Executive Director on the board of ICICI Prudential Life Insurance Company from 2005 to 2009. Our Board of Directors appointed him as Executive Director and Chief Financial Officer effective May 1, 2009. His responsibilities include finance, treasury, commercial banking, corporate legal, risk management, corporate communications and corporate branding. He is also responsible for day-to-day administration of the compliance and internal audit functions.

Mr. K. Ramkumar is a science graduate from Madras University with a post-graduate diploma in Personnel Management. He worked with ICI India before joining ICICI Bank in 2001 in the human resources department. In 2006 he was designated as Group Chief Human Resources Officer. Our Board of Directors appointed him as Executive Director effective February 1, 2009. He is currently responsible for human resources, customer service and operations.

Mr. Rajiv Sabharwal is a graduate in mechanical engineering and a post-graduate in management from the Indian Institute of Management, Lucknow. He joined ICICI in 1998 and has worked in the areas of credit policy, collections, mortgage finance, consumer loans, rural banking, microfinance and financial inclusion. He left the services of the Bank in December 2008 and rejoined effective April 1, 2010, as Senior General Manager in charge of retail banking. Our Board of Directors appointed him as an Executive Director effective June 24, 2010. He is currently responsible for retail banking and inclusive and rural banking.

Mr. Vijay Chandok is a graduate in mechanical engineering and a post-graduate in management from Narsee Monjee Institute of Management Studies, Mumbai. He joined ICICI in 1993 and has worked in the areas of project finance, corporate banking, small enterprises and retail banking. He was designated as Group Executive-

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International Banking in April 2010 and re-designated as President effective May 10, 2011. He is responsible for international banking and small and medium enterprise businesses.

Ms. Zarin Daruwala is a chartered accountant. She joined ICICI in 1989 and has worked in the areas of project finance, corporate banking, mid-corporate business and agribusiness. She was designated as Group Executive-Wholesale Banking in July 2010 and re-designated as President effective May 10, 2011.

Mr. Pravir Vohra who was the Group Chief Technology Officer and was re-designated as President effective May 10, 2011, retired from the services of the Bank on May 31, 2012.

## Corporate Governance

Our corporate governance policies recognize the accountability of the Board and the importance of making the Board transparent to all our constituents, including employees, customers, investors and the regulatory authorities, and for demonstrating that the shareholders are the ultimate beneficiaries of our economic activities.

Our corporate governance framework is based on an effective independent board, the separation of the Board's supervisory role from the executive management and the constitution of Board committees, generally comprising a majority of independent directors and chaired by independent directors, to oversee critical areas and functions of executive management.

Our corporate governance philosophy encompasses regulatory and legal requirements, such as the terms of listing agreements with stock exchanges, aimed at a high level of business ethics, effective supervision and enhancement of value for all stakeholders.

Our Board's role, functions, responsibility and accountability are clearly defined. In addition to its primary role of monitoring corporate performance, the functions of our Board include:

- approving corporate philosophy and mission;
- participating in the formulation of strategic and business plans;
- reviewing and approving financial plans and budgets;
- monitoring corporate performance against strategic and business plans, including overseeing operations;
- ensuring ethical behavior and compliance with laws and regulations;
- reviewing and approving borrowing limits;
- formulating exposure limits; and
- keeping shareholders informed regarding plans, strategies and performance.

To enable our Board of Directors to discharge these responsibilities effectively, executive management provides detailed reports on its performance to the Board on a quarterly basis.

Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. These Board committees meet regularly. The constitution and main functions of the various committees are

given below.

#### Audit Committee

As of the date of filing this annual report, the Audit Committee comprises four independent directors — Mr. Homi Khusrokhan, Mr. Dileep Choksi, Mr. M. S. Ramachandran and Mr. V. Sridar. Mr. Homi Khusrokhan, an independent director, is the Chairman of the Committee and Mr. Dileep Choksi is the alternate Chairman. Mr. Homi Khusrokhan, Mr. Dileep Choksi and Mr. V. Sridar are chartered accountants.

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Our Board of Directors has also determined that Mr. Dileep Choksi qualifies as an Audit Committee financial expert.

The Audit Committee provides direction to the audit function and monitors the quality of internal and statutory audit. The responsibilities of the Audit Committee include overseeing the financial reporting process to ensure fairness, sufficiency and credibility of financial statements, recommendation of appointment and removal of central and branch statutory auditors and chief internal auditor and fixation of their remuneration, approval of payment to statutory auditors for other permitted services rendered by them, review of functioning of Whistle Blower Policy, review of the quarterly and annual financial statements before submission to the Board, review of the adequacy of internal control systems and the internal audit function, review of compliance with inspection and audit reports and reports of statutory auditors, review of the findings of internal investigations, review of statement of significant related party transactions, review of management letters/letters on internal control weaknesses issued by statutory auditors, reviewing with the management the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for the purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take steps in this matter, discussion on the scope of audit with external auditors and examination of reasons for substantial defaults, if any, in payment to stakeholders. The Audit Committee is also empowered to appoint/oversee the work of any registered public accounting firm, establish procedures for receipt and treatment of complaints received regarding accounting and auditing matters and engage independent counsel and also provide for appropriate funding for compensation to be paid to any firm/advisors. In addition, the Audit Committee also exercises oversight on the regulatory compliance function of the Bank. The Audit Committee is also empowered to approve the appointment of the Chief Financial Officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate.

All significant audit and non-audit services to be provided by our principal accountants are pre-approved by the Audit Committee before such services are provided to us.

### Board Governance, Remuneration and Nomination Committee

As of the date of filing this annual report, the Board Governance, Remuneration and Nomination Committee comprises three independent directors—Mr. K. V. Kamath, Mr. Homi Khusrokhhan and Mr. M. S. Ramachandran. Mr. K. V. Kamath, an independent director, is the Chairman of the Committee.

The functions of the Committee include the recommendation of appointments to the Board, evaluation of the performance of the Managing Director and CEO and wholetime directors on pre-determined parameters, recommendation to the Board of the remuneration (including performance bonus and perquisites) to wholetime directors, approval of the policy for and quantum of bonus payable to the members of the staff, framing of guidelines for the Employees Stock Option Scheme and recommendation of grant of ICICI Bank stock options to the employees and the wholetime directors of ICICI Bank and its subsidiary companies.

### Corporate Social Responsibility Committee

As of the date of filing this annual report, the Corporate Social Responsibility Committee comprises four directors—Mr. M. S. Ramachandran, Mr. Arvind Kumar, Dr. Tushaar Shah and Ms. Chanda Kochhar. Mr. M. S. Ramachandran, an independent director, is the Chairman of the Committee.

The functions of the Committee include review of corporate social responsibility initiatives undertaken by the Company and the ICICI Foundation for Inclusive Growth, making recommendations to the Board with respect to the corporate social responsibility initiatives, policies and practices of the Company, and reviewing and implementing, if

required, any other matters related to corporate social responsibility initiatives as recommended/suggested by the Reserve Bank of India or any other body.

#### Credit Committee

As of the date of filing this annual report, the Credit Committee comprises four directors—Mr. K.V. Kamath, Mr. Homi Khusrokhani, Mr. M.S. Ramachandran, and Ms. Chanda Kochhar. Mr. K.V. Kamath, an independent director, is the Chairman of the Committee.

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The functions of the Committee include review of developments in key industrial sectors, major credit portfolios and approval of credit proposals as per the authorization approved by the Board.

### Customer Service Committee

As of the date of filing this annual report, the Customer Service Committee comprises four directors—Mr. K. V. Kamath, Mr. M.S. Ramachandran, Mr. V. Sridar, and Ms. Chanda Kochhar. Mr. K.V. Kamath, an independent director, is the Chairman of the Committee.

The functions of the Committee include review of customer service initiatives, overseeing the functioning of the Customer Service Council and evolving innovative measures for enhancing the quality of customer service and improvement in the overall satisfaction level of customers.

### Fraud Monitoring Committee

As of the date of filing this annual report, the Fraud Monitoring Committee comprises six directors—Mr. V. Sridar, Mr. K.V. Kamath, Mr. Homi Khusrokhana, Mr. Arvind Kumar, Ms. Chanda Kochhar and Mr. Rajiv Sabharwal. Mr.V. Sridar, an independent director, is the Chairman of the Committee.

The Committee monitors and reviews all frauds involving an amount of Rs. 10.0 million and above with the objective of identifying the systemic lacunae, if any, that may have facilitated perpetration of the fraud and to put in place measures to rectify the same. The Committee is also empowered to identify the reasons for delay in detection, if any, and report to top management of the Bank and the Reserve Bank of India on the same. The progress of investigations and recovery positions is also monitored by the Committee. The Committee also ensures that staff accountability is examined at all levels in all the cases of frauds and that action, if required, is completed quickly without loss of time. The role of the Committee is also to review the efficacy of the remedial action taken to prevent recurrence of frauds, such as strengthening of internal controls and putting in place other measures as may be considered relevant to strengthen preventive measures against frauds.

### Information Technology Strategy Committee

As of the date of filing this annual report, the Information Technology Strategy Committee comprises four directors—Mr. Homi Khusrokhana, Mr. K.V. Kamath, Mr.V. Sridar and Ms. Chanda Kochhar. Mr. Homi Khusrokhana, an independent director, is the Chairman of the Committee.

The Committee is empowered to approve strategy for information technology and policy documents, ensuring that information technology strategy is aligned with business strategy, review information technology risks, ensure proper balance of information technology investments for sustaining the Bank's growth, oversee the aggregate funding of information technology at a Bank-level and ascertain if the management has resources to ensure the proper management of information technology risks and review contribution of information technology to businesses.

### Risk Committee

As of the date of filing this annual report, the Risk Committee comprises six directors—Mr. K.V. Kamath, Mr. Dileep Choksi, Mr. Homi Khusrokhana, Mr. Arvind Kumar, Mr. V. Sridar and Ms. Chanda Kochhar. Mr. K.V. Kamath, an independent director, is the Chairman of the Committee.

The Committee is empowered to review ICICI Bank's risk management policies pertaining to credit, market, liquidity, operational, outsourcing, reputation risks, business continuity and disaster recovery plan. The Committee is also

empowered to review the Enterprise Risk Management framework of the Bank, risk appetite, the stress testing framework, Internal Capital Adequacy Assessment Process (ICAAP) and the framework for capital allocation. The Committee is empowered to review the status of Basel II and Basel III implementation, risk return profile of the Bank, outsourcing activities, compliance with RBI guidelines pertaining to credit, market and operational risk management systems and the activities of Asset Liability Management Committee. The Committee also reviews the risk profile template and key risk indicators pertaining to various risks. In addition, the Committee has oversight on risks of subsidiaries covered under the Group Risk Management Framework.



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Share Transfer and Shareholders’/Investors’ Grievance Committee

As of the date of filing this annual report, the Share Transfer and Shareholders’/Investors’ Grievance Committee comprises three directors—Mr. Homi Khusrokhani, Mr. V. Sridar, and Mr. N.S. Kannan. Mr. Homi Khusrokhani, an independent director, is the Chairman of the Committee.

The functions and powers of the Committee include approval and rejection of transfer or transmission of equity shares, preference shares, bonds, debentures and securities, issue of duplicate certificates, allotment of shares and securities issued from time to time, review and redressal of shareholders’ and investors’ complaints, delegation of authority for opening and operation of bank accounts for payment of interest, dividend and redemption of securities and the listing of securities on stock exchanges.

Committee of Executive Directors

As of the date of filing this annual report, the Committee of Executive Directors comprises all four executive directors and Ms. Chanda Kochhar, Managing Director and CEO is the Chairperson of the Committee. The other members are Mr. N. S. Kannan, Mr. K. Ramkumar and Mr. Rajiv Sabharwal.

The powers of the Committee include approval/renewal of credit proposals, restructuring and settlement as per authorization approved by the Board, approvals of detailed credit norms related to individual business groups, approvals to facilitate introduction of new products and product variants, program lending within each business segment and asset or liability category, including permissible deviations and delegation of the above function(s) to any committee or individual. The Committee also approves and reviews from time to time limits on exposure to any group or individual company as well as approves underwriting assistance to equity or equity linked issues and subscription to equity shares or equity linked products or preference shares. The Committee also exercises powers in relation to borrowing and treasury operations as approved by the Board, empowers officials of the Bank and its group companies through execution of Power of Attorney, if required under the Common Seal of the Bank, and further exercises powers in relation to premises and property related matters.

Code of Ethics

We have adopted a Group Code of Business Conduct and Ethics for our directors and all our employees. This code aims at ensuring consistent standards of conduct and ethical business practices across the constituents of the Company and is reviewed on an annual basis. We have not granted a waiver from any provision of the code to any of our directors or executive officers.

Principal Accountant Fees and Services

The total fees to our principal accountant relating to the audit of consolidated financial statements for fiscal 2012 and fiscal 2013 and the fees for other professional services billed in fiscal 2012 and fiscal 2013 are as follows:

Year ended March 31,		Convenience translation into US\$
2012	2013	Year ended March 31, 2013
(in millions)		(in thousands)

## Audit

Audit of ICICI Bank Limited and our subsidiaries	Rs. 153	Rs. 167	US\$3,059
Audit-related services			
Opinion on non-statutory accounts presented in Indian Rupees	4	4	79
Others	8	10	173
Sub-total	165	181	3,311
Non-audit services			
Tax services			
Tax compliance	5	5	88
Other services	17	11	210
Sub-total	22	16	298
Total	Rs. 187	Rs. 197	US\$ 3,609

Fees for “other services” under the non-audit services category are principally fees related to advisory and certification services. Our Audit Committee approved the fees paid to our principal accountant relating to audit of consolidated financial statements for fiscal 2013 and fees for other professional services billed in fiscal 2013. Our Audit Committee pre-approves all significant assignments undertaken for us by our principal accountant.

## Summary Comparison of Corporate Governance Practices

The following is a summary comparison of significant differences between our corporate governance practices and those required by the New York Stock Exchange for United States issuers.

**Independent Directors.** A majority of our Board are independent directors, as defined under applicable Indian legal requirements. Under these requirements, directors are not independent if they have any material pecuniary relationship or transactions with us, our management or our subsidiaries. We have not made a determination as to whether our directors would be considered independent under the New York Stock Exchange rules. Although the judgment on independence must be made by our Board, there is no requirement that our Board affirmatively make such determination, as required by the New York Stock Exchange rules. Further, one of our directors is a representative of the Indian government, as required by the terms of the loan and guarantee facilities provided by the Indian government.

**Non-Management Directors Meetings.** Although there is no such requirement under applicable Indian legal requirements, our non-management directors meet separately before or after each Board meeting.

**Board Governance, Remuneration and Nomination Committee and the Audit Committee.** All members of our Board Governance, Remuneration and Nomination Committee are independent, as defined under applicable Indian legal requirements. All members of our Audit Committee are independent under Rule 10A-3 under the Exchange Act. The constitution and main functions of these committees as approved by our Board are described above and comply with the spirit of the New York Stock Exchange requirements for United States issuers.

**Corporate Governance Guidelines.** Under New York Stock Exchange rules, United States issuers are required to adopt and disclose corporate governance guidelines addressing matters such as standards of director qualification, responsibilities of directors, director compensation, director orientation and continuing education, management succession and annual performance review of the Board of Directors. As a foreign private issuer, we are not required to adopt such guidelines.

## Compensation and Benefits to Directors and Officers

## Remuneration

Under our organizational documents, each non-executive director, except the government director, is entitled to receive remuneration for attending each meeting of our Board or of a Board committee. The amount of remuneration payable to non-executive directors is set by our Board from time to time in accordance with limits prescribed by the Companies Act or the government. The remuneration for attending each Board or committee meeting is currently fixed at Rs. 20,000. In addition, we reimburse directors for travel and related expenses in connection with Board and committee meetings and related matters. If a director is required to perform services for us beyond attending meetings, we may remunerate the director as determined by our Board of Directors and this remuneration may be either in addition to or as substitution for the remuneration discussed above. We have not paid any remuneration to

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non-executive directors other than the remuneration for attending each meeting of our Board or of a Board committee, except to Mr. K. V. Kamath, who is being paid a remuneration of Rs. 2,000,000 per annum as approved by the Reserve Bank of India. The above remuneration has also been approved by shareholders and the government of India. Non-executive directors are not entitled to the payment of any benefits at the end of their terms of office.

The Board at its Meeting held on April 26, 2013 based on the recommendations of the Board Governance, Remuneration & Nomination Committee and subject to the approval of the Members, the Reserve Bank of India and such other approvals as may be necessary, approved a revision in the remuneration payable to Mr. K. V. Kamath. In terms of the revised remuneration, Mr. K. V. Kamath is entitled to be paid a remuneration of upto Rs. 5,000,000 per annum subject to necessary approvals as mentioned earlier. This remuneration limit will be effective, May 1, 2014 – April 30, 2019, being the period for which Mr. K. V. Kamath is proposed to be re-appointed as Chairman. The re-appointment as well as revised remuneration has been approved by the shareholders and is subject to approval of the Reserve Bank of India and such other approvals as may be necessary.

Our Board or any committee thereof may fix, within the range approved by the shareholders, the salary and supplementary allowance payable to the executive directors. We are required to obtain specific approval of the Reserve Bank of India for the actual monthly salary, supplementary allowance and annual performance bonus paid each year to the executive directors.

The following table sets forth the currently applicable monthly salary ranges effective April 1, 2013:

Name and Designation	Monthly Salary Range (Rs.)
Ms. Chanda Kochhar, Managing Director and CEO	1,350,000 – 2,600,000 (US\$ 24,762- US\$ 47,689)
Mr. N. S. Kannan, Executive Director and CFO	950,000 – 1,700,000 (US\$ 17,425- US\$ 31,181)
Mr. K. Ramkumar, Executive Director	950,000 -1,700,000 (US\$ 17,425- US\$ 31,181)
Mr. Rajiv Sabharwal, Executive Director	900,000 – 1,600,000 (US\$ 16,508- US\$ 29,347)

The Board, at its meeting held on April 26, 2013, approved a revision in the supplementary allowance for executive directors. Consequently, Ms. Chanda Kochhar, shall be paid a supplementary allowance of Rs. 1,001,500 per month as compared to Rs. 870,862 per month; N. S. Kannan, and K. Ramkumar, shall each be paid a supplementary allowance of Rs. 685,500 per month as compared to Rs. 596,037 per month; and Rajiv Sabharwal, shall be paid a supplementary allowance of Rs. 663,500 per month as compared to Rs. 576,713 per month effective April 1, 2013, subject to the approval of the Reserve Bank of India and our shareholders.

The executive directors are entitled to perquisites (evaluated pursuant to Indian income-tax rules wherever applicable and otherwise at actual cost to the Bank) such as the benefit of the Bank's furnished accommodation, gas, electricity, water and furnishings, club fees, group insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof, medical reimbursement, leave and leave travel concession, education benefits, provident fund, superannuation fund and gratuity, in accordance with the scheme(s) and rule(s) applicable from time to time.

In line with the staff loan policy applicable to specified grades of employees who fulfill prescribed eligibility criteria to avail loans for purchase of residential property, the executive directors are also eligible for housing loans subject to the approval of the Reserve Bank of India.

There are no service contracts with our executive directors providing for benefits upon termination of their employment.

The total compensation paid by ICICI Bank to its executive directors and executive officers during fiscal 2013 was Rs. 196.5 million.

#### Bonus

Each year, our Board of Directors awards discretionary bonuses to employees and executive directors on the basis of performance and seniority. The performance of each employee is evaluated through a performance management appraisal system. The aggregate amount of bonuses to all eligible employees and executive directors of ICICI Bank for fiscal 2013 was Rs. 4.9 billion. This amount was paid in fiscal 2014, excluding the payment of bonuses to executive directors which requires the approval of the Reserve Bank of India.

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## Employee Stock Option Scheme

ICICI Bank has an employee stock option scheme to encourage and retain high-performing employees. Pursuant to the stock option scheme as amended, up to 10.0% of the aggregate of issued equity shares at the time of the grant of stock options could be allocated under the employee stock option scheme. At year-end fiscal 2013 against the limit of 10.0% of issued shares, equivalent to 115.4 million shares, we had granted about 60.80 million shares under the employee stock option scheme. Employees and directors of ICICI Bank, its subsidiaries and its holding company are eligible employees for grants of stock options. ICICI Bank has no holding company. The maximum number of options granted to any eligible employee in a year is restricted to 0.05% of the Bank's issued equity shares at the time of the grant.

Under the stock option scheme, eligible employees are entitled to apply for equity shares. Options granted for fiscal 2003 and earlier years vested in a graded manner over a three-year period, with 20%, 30% and 50% of the grants vesting in each year commencing from the end of 12 months from the date of grant. Options granted from fiscal 2004 vest in a graded manner over a four-year period, with 20%, 20%, 30% and 30% of the grants vesting in each year commencing from the end of 12 months from the date of grant.

Options granted in April 2009 vest in a graded manner over a five year period with 20%, 20%, 30% and 30% of grant vesting each year, commencing from the end of 24 months from the date of grant. Options approved in October 2010 and granted in February 2011 would vest 50% on April 30, 2014 and the remaining 50% would vest on April 30, 2015. Options granted in September 2011 vest in a graded manner over a five year period with 15%, 20%, 20% and 45% of the grant vesting in each year, commencing from the end of 24 months from the date of grant.

Options can be exercised within ten years from the date of grant or five years from the date of vesting, whichever is later. The exercise price for options granted prior to June 30, 2003 is equal to the market price of our equity shares on the date of grant on the stock exchange, which recorded the highest trading volume on the date of grant. On June 30, 2003, the Securities and Exchange Board of India revised its guidelines on employee stock options. While the revised guidelines provided that companies were free to determine the exercise price of stock options granted by them, they prescribed accounting rules and other disclosures, including expensing of stock options in the income statement, which are applicable to their Indian GAAP financial statements, in the event the exercise price was not equal to the average of the high and low market price of the equity shares in the two week period preceding the date of grant of the options, on the stock exchange which recorded the highest trading volume during the two week period. Effective July 22, 2004, the Securities and Exchange Board of India revised this basis of pricing to the latest available closing price, prior to the date of the meeting of the Board of Directors, in which options are granted, on the stock exchange which recorded the highest trading volume on that date. The exercise price for options granted by ICICI Bank on or after June 30, 2003, but before July 22, 2004 is equal to the average of the high and low market price of the equity shares in the two week period preceding the date of grant of the options, on the stock exchange which recorded the highest trading volume during the two week period. The exercise price of options granted before June 30, 2003 and on or after July 22, 2004 (other than the options approved by the Board at its meeting held on October 29, 2010, where the grant price was the average closing price of the equity shares on the stock exchange during the six months up to October 28, 2010) is equal to the closing price on the stock exchange which recorded the highest trading volume preceding the date of grant of options. Options granted in February 2011 were granted at an exercise price which was approximately 3.0% below the closing price preceding the date of grant of options. The difference between the closing price and the exercise price has been accounted for as an expense over the vesting period of the options.

The following table sets forth certain information regarding the stock option grants ICICI Bank has made under its employee stock option scheme. ICICI Bank granted all of these stock options at no cost to its employees. ICICI Bank has not granted any stock options to its non-executive directors.

Date of grant	Number of options granted	Exercise price	
		Rs.	US\$
February 21, 2000	1,713,000	171.90	3.15
April 26, 2001	1,580,200	170.00	3.12
March 27, 2002	3,155,000	120.35	2.21
April 25, 2003	7,338,300	132.05	2.42
July 25, 2003	147,500	157.03	2.88

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Date of grant	Number of options granted	Exercise price
October 31, 2003	6,000	222.40 4.08
April 30, 2004	7,539,500	300.10 5.50
September 20, 2004	15,000	275.20 5.05
April 30, 2005	4,906,180	359.95 6.60
August 20, 2005	70,600	498.20 9.14
January 20, 2006	5,000	569.55 10.45
April 29, 2006	6,267,400	576.80 10.58
July 22, 2006	29,000	484.75 8.89
October 24, 2006	78,500	720.55 13.22
January 20, 2007	65,000	985.40 18.07
April 28, 2007	4,820,300	935.15 17.15
July 21, 2007	11,000	985.85 18.08
October 19, 2007	46,000	1,036.50 19.01
January 19, 2008	40,000	1,248.85 22.91
March 8, 2008	39,000	893.40 16.39
April 26, 2008	5,595,000	915.65 16.79
July 26, 2008	25,000	656.75 12.05
October 27, 2008	20,500	308.50 5.66
April 25, 2009	1,728,500	434.10 7.96
March 6, 2010	2,500	901.75 16.54
April 24, 2010	2,392,600	977.70 17.93
July 31, 2010	44,000	904.90 16.60
October 29, 2010	18,000	1,089.05 19.98
January 24, 2011	25,000	1,065.55 19.54
February 7, 2011	3,035,000	967.00 17.74
April 28, 2011	4,018,600	1,106.85 20.30
July 29, 2011	9,000	1,017.45 18.66
September 16, 2011	30,000	876.20 16.07
October 31, 2011	3,000	933.35 17.12
April 27, 2012	4,392,200	841.45 15.43
July 27, 2012	3,000	906.75 16.63
October 26, 2012	55,000	1,087.15 19.94
April 26, 2013(1)	44,14,650	1,177.35 21.59

(1) Options granted on April 26, 2013, include options granted to executive directors, which requires the approval of the Reserve Bank of India.

ICICI also had an employee stock option scheme for its directors and employees and the directors and employees of its subsidiary companies, the terms of which were substantially similar to the employee stock option scheme of ICICI Bank. The following table sets forth certain information regarding the stock option grants made by ICICI under its employee stock option scheme prior to the merger. ICICI had not granted any stock options to its non-executive directors.

Number of                      Exercise price(1)



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Date of grant	options granted		
August 3, 1999	2,323,750	Rs. 85.55	US\$ 1.57
April 28, 2000	2,902,500	133.40	2.45
November 14, 2000	20,000	82.90	1.52
May 3, 2001	3,145,000	82.00	1.50
August 13, 2001	60,000	52.50	0.96
March 27, 2002	6,473,700	60.25	1.11

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(1) The exercise price is equal to the market price of ICICI's equity shares on the date of grant.

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In accordance with the Scheme of Amalgamation, directors and employees of ICICI and its subsidiary companies received stock options in ICICI Bank equal to half the number of their outstanding unexercised stock options in ICICI. The exercise price for these options is equal to twice the exercise price for the ICICI stock options. All other terms and conditions of these options are similar to those applicable to ICICI Bank's stock options pursuant to its employee stock option scheme.

The following table sets forth certain information regarding the options granted by ICICI Bank (including options granted by ICICI adjusted in accordance with the Scheme of Amalgamation) at April 26, 2013.

Particulars	ICICI Bank
Options granted(1) (net of lapsed)	60,797,697
Options vested	46,657,623
Options exercised	30,449,369
Options forfeited/lapsed	10,348,808
Extinguishment or modification of options	None
Amount realized by exercise of options	Rs. 7,621,815,613
Total number of options in force	30,348,328

(1) Includes options granted to full-time directors which requires approval of the Reserve Bank of India.

ICICI Prudential Life Insurance Company has an Employee Stock Option Scheme, the terms of which allow up to 3.0% of its issued capital to be allocated to employee stock options. ICICI Prudential Life Insurance Company had 12,287,604 stock options outstanding (net of forfeited or lapsed options) at year-end fiscal 2013.

ICICI Lombard General Insurance Company has an Employee Stock Option Scheme, the terms of which allow up to 5.0% of its paid-up capital to be allocated to employee stock options. ICICI Lombard General Insurance Company had 9,235,704 employee stock options outstanding (net of forfeited or lapsed options) at year-end fiscal 2013.

#### Loans

ICICI Bank has internal rules for grant of loans to employees and executive directors to acquire certain assets such as property, vehicles and other consumer durables. ICICI Bank's loans to employees have been made at interest rates ranging from 2.5% to 3.5% per annum and are repayable over fixed periods of time. The loans are generally secured by the assets acquired by the employees. Pursuant to the Banking Regulation Act, ICICI Bank's non-executive directors are not eligible for any loans. At year-end fiscal 2013, outstanding loans to ICICI Bank's employees totaled Rs. 7.2 billion, compared to Rs. 5.6 billion at year-end fiscal 2012. This amount included loans to certain of ICICI Bank's directors and executive officers amounting to Rs. 5 million at year-end fiscal 2013, compared to Rs. 6 million at year-end fiscal 2012, made on the same terms, including as to interest rates and collateral, as loans to other employees. Loans to the executive directors are made after approval by the Reserve Bank of India. See also "Operating and Financial Review and Prospects—Related Party Transactions".

#### Gratuity

ICICI Bank pays gratuity to employees who retire or resign after a minimum prescribed period of continuous service and, in the case of employees at overseas locations, in accordance with the rules in force in the respective countries. ICICI Bank makes contributions to gratuity funds for employees which are administered by the Life Insurance

Corporation of India and ICICI Prudential Life Insurance Company Limited.

Actuarial valuation of the gratuity liability for all the above funds is determined by an actuary appointed by the Bank. Actuarial valuation of gratuity liability is determined based on certain assumptions regarding rate of interest, salary growth, mortality and staff attrition as per the projected unit credit method.

The accounts of the fund are audited by independent auditors. The total corpus of the fund at year-end fiscal 2013 based on its audited financial statements was Rs. 5,532 million compared to Rs. 5,003 million at year-end fiscal 2012.

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### Superannuation Fund

ICICI Bank contributes 15% of the total annual basic salary to a superannuation fund in respect of the employees to whom it applies. ICICI Bank's employees get an option on retirement or resignation to receive one-third or one-half, depending on the tenure of service, of the total balance as commutation and a periodic pension based on the remaining balance. In the event of the death of an employee, his or her beneficiary receives the remaining accumulated balance, if eligible. ICICI Bank also gives a cash option to its employees, allowing them to receive the amount that would otherwise be contributed by ICICI Bank in their monthly salary during their employment. The superannuation fund is being administered by Life Insurance Corporation of India and ICICI Prudential Life Insurance Company Limited. Employees have the option to choose between the Life Insurance Corporation of India and ICICI Prudential Insurance Company Limited. The total corpus of the superannuation fund was Rs. 2,011 million at year-end fiscal 2013 compared to Rs. 1,822 million at year-end fiscal 2012.

### Provident Fund

ICICI Bank is statutorily required to maintain a provident fund as part of its retirement benefits to its employees. There are separate provident funds for employees inducted from Bank of Madura, The Bank of Rajasthan, Sangli Bank and for other employees of ICICI Bank. These funds are managed by in-house trustees. Each employee contributes 12.0% of his or her basic salary (10.0% for clerks and sub-staff of Sangli Bank) and ICICI Bank contributes an equal amount to the funds. The investments of the funds are made according to rules prescribed by the government of India. The accounts of the funds are audited by independent auditors. The total corpuses of the funds for employees inducted from Bank of Madura, The Bank of Rajasthan, Sangli Bank and other employees of ICICI Bank at year-end fiscal 2013, based on their audited financial statements, amount to Rs. 954 million, Rs. 1,874 million, Rs. 769 million and Rs. 10,205 million, respectively.

### Pension Fund

The Bank provides for pension, a deferred retirement plan covering certain employees of the former Bank of Madura, Sangli Bank and Bank of Rajasthan. The plan provides for pension payments, including dearness relief, on a monthly basis to these employees on their retirement based on the respective employee's years of service with the Bank and applicable salary. For the former Bank of Madura, Sangli Bank and Bank of Rajasthan employees in service, separate pension funds are managed by the trust and the liability is funded as per actuarial valuation. The Bank purchases annuities from the Life Insurance Corporation of India and ICICI Prudential Life Insurance Company Limited as part of its master policies for payment of pension to retired employees of the former Bank of Madura, Sangli Bank and Bank of Rajasthan. Employees covered by the pension plan are not eligible for their employer's contribution under the provident fund plan. The corpus, based on audited financial statements, for Bank of Madura employees at year-end fiscal 2013 was Rs. 536 million compared to Rs. 576 million at year-end fiscal 2012. The corpus, based on audited financial statements, for The Bank of Rajasthan employees at year-end fiscal 2013 was Rs. 7,667 million compared to Rs. 7,452 million at year-end fiscal 2012. The corpus, based on audited financial statements, for Sangli Bank employees was Rs. 1,233 million at year-end fiscal 2013 compared to Rs. 1,261 million at year-end fiscal 2012.

### Interest of Management in Certain Transactions

Except as otherwise stated in this annual report, no amount or benefit has been paid or given to any of our directors or executive officers.

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OVERVIEW OF THE INDIAN FINANCIAL SECTOR

Introduction

The Reserve Bank of India, the central banking and monetary authority of India, is the central regulatory and supervisory authority for the Indian financial system. A variety of financial intermediaries in the public and private sectors participate in India's financial sector, including the following:

- commercial banks;
- long-term lending institutions;
- non-banking finance companies, including housing finance companies;
- other specialized financial institutions, and state-level financial institutions;
- insurance companies; and
- mutual funds.

Until the early 1990s, the Indian financial system was strictly controlled. Interest rates were administered, formal and informal parameters governed asset allocation, and strict controls limited entry into and expansion within the financial sector. The Indian government's economic reform program, which began in 1991, encompassed the financial sector. The first phase of the reform process began with the implementation of the recommendations of the Committee on the Financial System, the Narasimham Committee I. The second phase of the reform process began in 1999. See "Banking Sector Reform—Committee on Banking Sector Reform (Narasimham Committee II)".

This discussion presents an overview of the role and activities of the Reserve Bank of India and of each of the major participants in the Indian financial system, with a focus on commercial banks. This is followed by a brief summary of the banking reform process along with the recommendations of various committees that have played a key role in the reform process. A brief discussion on the impact of the liberalization process on long-term lending institutions and commercial banks is then presented. Finally, reforms in the non-banking financial sector are briefly reviewed.

The Reserve Bank of India

The Reserve Bank of India, established in 1935, is the central banking and monetary authority in India. The Reserve Bank of India manages the country's money supply and foreign exchange and also serves as a bank for the government of India and for the country's commercial banks. In addition to these traditional central banking roles, the Reserve Bank of India undertakes certain developmental and promotional roles.

The Reserve Bank of India issued guidelines on exposure limits, income recognition, asset classification, provisioning for non-performing and restructured assets, investment valuation and capital adequacy for commercial banks, long-term lending institutions and non-bank finance companies. The Reserve Bank of India requires these institutions to furnish information relating to their businesses to it on a regular basis. For further discussion regarding the Reserve Bank of India's role as the regulatory and supervisory authority of India's financial system and its impact on us, see "Supervision and Regulation".

Commercial Banks

Commercial banks in India have traditionally focused on meeting the short-term financial needs of industry, trade and agriculture. In recent years they have also focused on increasing long-term financing to sectors like infrastructure. At December 31, 2012, there were 159 scheduled commercial banks in the country, with a network of 101,567 branches serving approximately Rs. 64.66 trillion in deposit accounts. Scheduled commercial banks are banks that are listed in the schedule of the Reserve Bank of India Act, 1934, and are further categorized as public sector banks, private sector banks and foreign banks. Scheduled commercial banks have a presence throughout India, with approximately 63.1% of bank branches located in rural or semi-urban areas of the country. A large number of these branches belong to the public sector banks.

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### Public Sector Banks

Public sector banks make up the largest category in the Indian banking system. They include the State Bank of India and its five associate banks, 19 nationalized banks and 71 regional rural banks. Excluding the regional rural banks, the remaining public sector banks have 70,448 branches, and accounted for 72.6% of the outstanding gross bank credit and 74.0% of the aggregate deposits of the scheduled commercial banks at December 31, 2012. The public sector banks' large network of branches enables them to fund themselves out of low cost savings and current deposits. The State Bank of India is the largest bank in India in terms of total assets. At December 31, 2012, the State Bank of India and its five associate banks had 19,939 branches. They accounted for 22.5% of aggregate deposits and 22.6% of outstanding gross bank credit of all scheduled commercial banks.

Regional rural banks were established from 1976 to 1987 by the central government, state governments and sponsoring commercial banks jointly with a view to develop the rural economy. Regional rural banks provide credit to small farmers, artisans, small entrepreneurs and agricultural laborers. The National Bank for Agriculture and Rural Development is responsible for supervising the functions of the regional rural banks. In 1986 the Kelkar Committee made comprehensive recommendations covering both the organizational and operational aspects of regional rural banks, several of which were adopted as amendments to the Regional Rural Banking Act, 1976. As part of a comprehensive restructuring program, recapitalization of the regional rural banks was initiated in fiscal 1995, a process which continued until fiscal 2000 and covered 187 regional rural banks with aggregate financial support of Rs. 21.9 billion from the stakeholders. Simultaneously, prudential norms on income recognition, asset classification and provisioning for loan losses following customary banking benchmarks were introduced.

Currently there are 71 regional rural banks and at December 31, 2012 they had 16,711 branches, and accounted for 2.9% of aggregate deposits and 2.6% of gross bank credit outstanding of scheduled commercial banks.

### Private Sector Banks

After the first phase of bank nationalization was completed in 1969, public sector banks made up the largest portion of Indian banking. In July 1993, as part of the banking reform process and as a measure to induce competition in the banking sector, the Reserve Bank of India permitted entry of the private sector into the banking system. This resulted in the introduction of private sector banks, including us. These banks are collectively known as the "new" private sector banks. At year-end fiscal 2013, there were seven "new" private sector banks. In addition, 14 old private sector banks existing prior to July 1993 were operating. The Sangli Bank Limited, an unlisted "old" private sector bank merged with us, effective April 19, 2007. The Centurion Bank of Punjab merged with HDFC Bank in May 2008. The Bank of Rajasthan Limited, an old private sector bank, merged with us with effect from the close of business on August 12, 2010.

At December 31, 2012, private sector banks accounted for approximately 18.7% of aggregate deposits and 19.7% of gross bank credit outstanding of the scheduled commercial banks. Their network of 14,096 branches accounted for 13.9% of the total branch network of scheduled commercial banks in the country.

In February 2013, the Reserve Bank of India issued guidelines on the entry of new banks in the private sector, specifying that select entities or groups in the private sector, entities in the public sector and non-banking financial companies with a successful track record of at least ten years would be eligible to promote banks. The initial minimum capital requirement for these entities is Rs. 5.0 billion, with foreign shareholding not exceeding 49.0% for the first five years. The business plan for the bank should cover a realistic plan for achieving financial inclusion. The new banks can be set up only through a non-operative financial holding company registered with the Reserve Bank of India. The last date for submission of applications for setting up new banks was July 1, 2013 and 26 applications were received by the Reserve Bank of India.

### Foreign Banks

There are 43 foreign banks operating in India and at December 31, 2012, foreign banks had 312 branches in India. Foreign banks accounted for 4.4% of aggregate deposits and 5.1% of outstanding gross bank credit of scheduled commercial banks. As part of the liberalization process, the Reserve Bank of India has permitted foreign banks to operate more freely, subject to requirements largely similar to those imposed on domestic banks. The primary activity of most foreign banks in India has been in the corporate segment. However, some of the larger foreign banks have made retail banking a significant part of their portfolios. Most foreign banks operate in India



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through branches of the parent bank. Certain foreign banks also have wholly owned non-bank finance company subsidiaries or joint ventures for both corporate and retail lending.

In a circular dated July 6, 2004, the Reserve Bank of India stipulated that banks should not acquire any fresh stake in another banks' equity shares, if by such acquisition, the investing bank's holding exceeded 5.0% of the investee bank's equity capital. This also applies to holdings of foreign banks with a presence in India, in Indian banks. The Reserve Bank of India issued a notification on "Roadmap for presence of foreign banks in India" on February 28, 2005, announcing the following measures with respect to the presence of foreign banks:

During the first phase (up to March 2009), foreign banks were allowed to establish a presence by setting up wholly-owned subsidiaries or by converting existing branches into wholly-owned subsidiaries.

In addition, during the first phase, foreign banks were allowed to acquire a controlling stake in a phased manner only in private sector banks that are identified by the Reserve Bank of India for restructuring.

For new and existing foreign banks, it has been proposed to go beyond the existing World Trade Organization commitment of allowing increases of 12 branches per year. A more liberal policy will be followed for areas with a small number of banks.

During the second phase (scheduled to be from April 2009 onwards), after a review of the first phase, foreign banks would be allowed to acquire up to 74.0% in private sector banks in India.

However, in view of the deterioration in the global financial markets during fiscal 2009, the Reserve Bank of India decided to put on hold the second phase until there was greater clarity over the economic recovery as well as the reformed global regulatory and supervisory architecture.

In January 2011, the Reserve Bank of India released a draft discussion paper on presence of foreign banks in India. The paper indicates a preference for a wholly owned subsidiary model of presence over a branch model. Other recommendations of the discussion paper include requiring systemically important foreign banks to convert their Indian operations into wholly owned subsidiaries, a less restrictive branch expansion policy for such converted subsidiaries, lower priority sector targets as compared to domestic banks and regulations of Indian banks with respect to investments in subsidiaries and associates. In July 2012, the Reserve Bank of India revised priority sector lending norms and mandated foreign banks with 20 branches or more in India to meet priority lending norms as prescribed for domestic banks.

## Cooperative Banks

Cooperative banks cater to the financing needs of agriculture, small industry and self-employed businessmen in urban and semi-urban areas of India. The state land development banks and the primary land development banks provide long-term credit for agriculture. In light of the liquidity and insolvency problems experienced by some cooperative banks in fiscal 2001, the Reserve Bank of India undertook several interim measures, pending formal legislative changes, including measures related to lending against shares, borrowings in the call market and term deposits placed with other urban cooperative banks. Presently, the Reserve Bank of India is responsible for the supervision and regulation of urban cooperative banks, and the National Bank for Agriculture and Rural Development for state cooperative banks and district central cooperative banks. The Banking Regulation (Amendment) and Miscellaneous Provisions Act, 2004 provides for the regulation of all cooperative banks by the Reserve Bank of India. See also "—Recent Structural Reforms—Proposed Amendments to the Banking Regulation Act".

A task force appointed by the government of India to examine the reforms required in the cooperative banking system submitted its report in December 2004. It recommended several structural, regulatory and operational reforms for cooperative banks, including the provision of financial assistance by the government for revitalizing this sector. In the Indian government's budget for fiscal 2006, the Finance Minister accepted the recommendations of the Task Force in principle. During fiscal 2006 the Reserve Bank of India outlined a medium term framework for urban cooperative banks. Subsequently a task force for urban cooperative banks has been set up in select states to identify

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and establish an action plan with a specific timeframe for reviving potentially viable urban cooperative banks and for ensuring the non-disruptive exit of non-viable urban cooperative banks.

### Long-Term Lending Institutions

The long-term lending institutions were established to provide medium-term and long-term financial assistance to various industries for setting up new projects and for the expansion and modernization of existing facilities. These institutions provided fund-based and non-fund-based assistance to industries in the form of loans, underwriting, direct subscription to shares, debentures and guarantees. The primary long-term lending institutions included Industrial Development Bank of India (now a bank), IFCI Limited, and the Industrial Investment Bank of India, as well as ICICI prior to the merger. The long-term lending institutions were expected to play a critical role in Indian industrial growth and, accordingly, had access to concessional government funding. However, in recent years, the operating environment of the long-term lending institutions has changed substantially. Although the initial role of these institutions was largely limited to providing a channel for government funding to industries, the reform process required such institutions to expand the scope of their business activities, including into:

- fee-based activities like investment banking and advisory services; and
- short-term lending activities, including making corporate finance and working capital loans.

Pursuant to the recommendations of the Narasimham Committee II and the Khan Working Group, a working group created in 1999 to harmonize the role and operations of long-term lending institutions and banks, the Reserve Bank of India, in its midterm review of monetary and credit policy for fiscal 2000, announced that long-term lending institutions would have the option of transforming themselves into banks subject to compliance with the prudential norms as applicable to banks. In April 2001, the Reserve Bank of India issued guidelines on several operational and regulatory issues, which needed to be addressed, and laid down a path for how long-term lending institutions can transition into universal banks. See “—Recent Structural Reforms—Universal Banking Guidelines”. In April 2002, ICICI merged with ICICI Bank. The Industrial Development Bank (Transfer of Undertaking and Repeal) Act, 2003 converted the Industrial Development Bank of India into a banking company incorporated under the Companies Act, 1956 on September 27, 2004, with exemptions from certain statutory and regulatory norms applicable to banks, including an exemption for a certain period from the statutory liquidity ratio. IDBI Bank Limited, a new private sector bank that was a subsidiary of the Industrial Development Bank of India, was merged with the Industrial Development Bank of India in April 2005. The long-term funding needs of Indian companies are met primarily by banks, Life Insurance Corporation of India and specialized non-bank finance companies. Indian companies also make bond issuances to institutional and retail investors.

### Non-Bank Finance Companies

There were about 12,385 non-banking finance companies in India at June 30, 2012, mostly in the private sector. All non-banking finance companies are required to register with the Reserve Bank of India. The non-banking finance companies may be categorized into entities that take public deposits and those that do not. The companies that take public deposits are subject to strict supervision and capital adequacy requirements by the Reserve Bank of India. Non-banking financial companies are classified in five categories—asset finance companies, loan companies, investment companies, infrastructure companies and microfinance companies. ICICI Securities Limited, our subsidiary, is a non-banking finance company that does not accept public deposits, and ICICI Home Finance Company, our subsidiary, is a non-banking finance company that accepts public deposits. The primary activities of the non-banking finance companies are consumer credit (including automobile finance, home finance and consumer durable products finance, wholesale finance products such as bill discounting for small and medium companies), and infrastructure finance, and fee-based services, such as investment banking and underwriting. In 2003, Kotak Mahindra Finance

Limited, a large non-banking finance company, was granted a banking license by the Reserve Bank of India and converted itself into Kotak Mahindra Bank. Certain non-banking finance companies have defaulted on their obligations to investors and depositors in the past. As a result, several actions (including bankruptcy proceedings) have been initiated against these companies; many of these actions are currently pending. See also “Reforms of the Non-banking Finance Companies”.

The Reserve Bank of India issues guidelines on the financial regulation of systemically important non-banking finance companies and banks’ relationship with them in order to remove the possibility of regulatory arbitrage leading to an uneven playing field and potential systemic risk. Within non-deposit taking non-banking finance

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companies, the guidelines classify those with an asset size above Rs. 1.0 billion as per the last audited balance sheet as systemically important. These non-banking finance companies are required to maintain a minimum capital to risk-weighted assets ratio of 15.0%, in addition to conforming to single and group exposure norms. The Reserve Bank of India also issues draft guidelines covering non-deposit taking non-banking finance companies, wherein non-deposit taking non-banking finance companies with an asset size of Rs. 1.0 billion and above must maintain a capital to risk weighted assets ratio of 15.0%.

For the purpose of enhancing the flow of funds to infrastructure projects, the Reserve Bank of India issued guidelines in November 2011 for the establishment of Infrastructure Debt Funds in the form of mutual funds or non-banking finance companies. In fiscal 2013, we in partnership with domestic and international banks and financial institutions launched India's first infrastructure debt fund set up in the form of a non-banking finance company. We along with our wholly owned subsidiary have a shareholding of 31.0% in this company.

In August 2011, the Reserve Bank of India released a working group report on issues and concerns in the non-banking finance companies sector. Some key recommendations of the group included a minimum asset size of Rs. 500 million with a minimum net owned fund of Rs. 20 million for registering as a non-banking finance company, a minimum Tier I capital of 12% to be achieved in three years, introduction of liquidity ratios, more stringent asset classification norms and provisioning norms and limits on exposure to real estate. In December 2012, the Reserve Bank of India issued draft guidelines on the regulatory framework for non-banking finance companies based on the recommendations of the working group. The guidelines relate to entry norms, principal business criteria, prudential regulations, liquidity requirements and corporate governance of non-banking finance companies.

Non-banking finance companies raise money by issuing capital or debt securities including debentures, by way of public issue or private placement. Non-deposit taking non-banking financial companies can issue perpetual debt instruments which are eligible for inclusion as tier I capital to the extent of 15.0% of total tier I capital as on March 31 of the previous accounting year. Further, with regard to private placement of debentures by non-banking finance companies, the Reserve Bank of India issued guidelines in June 2013, which states that issue of debentures should necessarily be for deployment of funds on its own balance sheet, and not for facilitating resources for group companies. The guidelines also prescribes a minimum time gap of six months between two private placements, a limit on the number of investors to 49, and restricts non-banking finance companies from extending loans against the security of its own debentures.

### Housing Finance Companies

Housing finance companies form a distinct sub-group of the non-banking finance companies. As a result of the various incentives given by the government for investing in the housing sector in recent years, the scope of this business has grown substantially. Housing Development Finance Corporation Limited is a leading provider of housing finance in India. In recent years, several other players, including banks, have entered the housing finance industry. We also have a housing finance subsidiary, ICICI Home Finance Company. The National Housing Bank and the Housing and Urban Development Corporation Limited are the two major financial institutions instituted through acts of Parliament to improve the availability of housing finance in India. The National Housing Bank Act provides for securitization of housing loans, foreclosure of mortgages and setting up of the Mortgage Credit Guarantee Scheme.

### Other Financial Institutions

#### Specialized Financial Institutions

In addition to the long-term lending institutions, there are various specialized financial institutions which cater to the specific needs of different sectors. These include the National Bank for Agricultural and Rural Development, Export

Import Bank of India, Small Industries Development Bank of India, Tourism Finance Corporation of India Limited, National Housing Bank, Power Finance Corporation Limited, Infrastructure Development Finance Corporation Limited and India Infrastructure Finance Company.

#### State Level Financial Institutions

State financial corporations operate at the state level and form an integral part of the institutional financing system. State financial corporations were set up to finance and promote small and medium-sized enterprises. The

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state financial institutions are expected to achieve balanced regional socio-economic growth by generating employment opportunities and widening the ownership base of industry. At the state level, there are also state industrial development corporations, which provide finance primarily to medium-sized and large enterprises.

### Insurance Companies

At year-end fiscal 2013, there were 51 insurance companies in India, of which 24 are life insurance companies and 27 are general insurance companies. Of the 24 life insurance companies, 23 are in the private sector and one is in the public sector. Among the general insurance companies, 21 are in the private sector and six (including the Export Credit Guarantee Corporation of India Limited and the Agriculture Insurance Company of India Limited) are in the public sector. The reinsurance company, General Insurance Corporation of India, is in the public sector. Life Insurance Corporation of India, General Insurance Corporation of India and public sector general insurance companies also provide long-term financial assistance to the industrial sector.

The insurance sector in India is regulated by the Insurance Regulatory and Development Authority. In December 1999, the Indian Parliament passed the Insurance Regulatory and Development Authority Act, 1999, which also amended the Insurance Act, 1938. This opened up the Indian insurance sector for foreign and private investors. The Insurance Act allows foreign equity participation in new insurance companies of up to 26.0%. A new company should have minimum paid-up equity capital of Rs. 1.0 billion to carry on the business of life insurance or general insurance and of Rs. 2.0 billion to carry on exclusively the business of reinsurance.

In the monetary and credit policy for fiscal 2001, the Reserve Bank of India issued guidelines governing the entry of banks and financial institutions into the insurance business. The guidelines permit banks and financial institutions to enter the business of insurance underwriting through joint ventures provided they meet stipulated criteria relating to their net worth, capital adequacy ratio, profitability track record, level of non-performing loans and the performance of their existing subsidiary companies. The promoters of insurance companies have to divest in a phased manner their shareholding in excess of 26.0% (or such other percentage as may be prescribed), after a period of ten years from the date of commencement of business or within such period as may be prescribed by the Indian government.

In the general insurance sector, gross premiums underwritten by general insurance companies moderated in fiscal 2008 and fiscal 2009 owing to detariffing of the general insurance sector. Until January 1, 2007 almost 70.0% of the general insurance market was subject to price controls under a tariff regime. With the commencement of a tariff-free regime effective January 1, 2007, the resultant competitive pricing led to a significant decrease in premium rates across the industry leading to moderate premium growth during fiscal 2009 and fiscal 2010. During fiscal 2013, industry premium grew by 18.6% as compared to an increase of 23.0% in fiscal 2012 and an increase of 23.5% in fiscal 2011.

See also “Risk Factors—Risks Relating to Our Business—While our insurance businesses are becoming an increasingly important part of our business, there can be no assurance of their future rates of growth or level of profitability.” and “Business—Overview of Our Products and Services—Insurance”.

During fiscal 2013, the new business weighted individual premium underwritten by the life insurance sector decreased by 1.9% to Rs. 470.19 billion compared to Rs. 479.47 billion during fiscal 2012. Of the above, the share of the private sector increased from 36.5% during fiscal 2012 to 38.0% during fiscal 2013. The gross premium underwritten in the general insurance sector amounted to Rs. 646.88 billion during fiscal 2013 as against Rs. 545.37 billion during fiscal 2012, recording a year-on-year growth of 18.6% (excluding the Export Credit Guarantee Corporation of India Limited and the Agriculture Insurance Company of India Limited). The share of the private sector increased from 44.0% during fiscal 2012 to 45.8% in fiscal 2013.

We have joint ventures in each of the life insurance and the general insurance sectors. Our life insurance joint venture, ICICI Prudential Life Insurance Company, is the largest private sector player in the life insurance sector in India in terms of new business retail weighted received premium. Our general insurance joint venture, ICICI Lombard General Insurance Company, is the largest private sector player in the general insurance sector in India in terms of gross written premium, excluding premium on motor third party insurance pool.



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### Mutual Funds

Currently there are 43 mutual funds in India with assets under management at year-end fiscal 2013 of Rs. 7,014.43 billion. Average assets under management of all mutual funds increased by 22.8% to Rs. 8,166.57 billion during the three months ended March 31, 2013 from Rs. 6,647.92 billion during the three months ended March 31, 2012. From year 1963 to 1987, Unit Trust of India was the only mutual fund operating in the country. It was set up in 1963 at the initiative of the government and the Reserve Bank of India. From 1987 onwards, several other public sector mutual funds entered this sector. These mutual funds were established by public sector banks, the Life Insurance Corporation of India and General Insurance Corporation of India. The mutual funds industry was opened up to the private sector in 1993. The industry is regulated by the Securities and Exchange Board of India (Mutual Fund) Regulation, 1996. Our asset management joint venture, ICICI Prudential Asset Management Company, was among the top three mutual funds in India in terms of average assets under management for the quarter ended March 31, 2013, with an overall market share of about 10.8%.

To enhance marketability and access to mutual fund schemes, the Securities and Exchange Board of India in November 2009 permitted the use of stock exchange terminals to facilitate transactions in mutual fund schemes. As a result, mutual funds units can now be traded on recognized stock exchanges. In June 2009, the Securities and Exchange Board of India removed the entry load, up-front charges deducted by mutual funds, for all mutual fund schemes and required that the up-front commission to distributors should be paid by the investor to the distributor directly. In February 2010, the Securities and Exchange Board of India introduced guidelines for the valuation of money market and debt securities, with a view to ensuring that the value of money market and debt securities in the portfolio of mutual fund schemes reflects the current market scenario. The valuation guidelines were effective from August 1, 2010. Further, the Union Budget for fiscal 2014 allowed mutual fund distributors to become members on the mutual fund segment of stock exchanges to enable them to leverage the stock exchange network to improve the reach and distribution of mutual fund products.

### Impact of Liberalization on the Indian Financial Sector

Until 1991, the financial sector in India was heavily controlled and commercial banks and long-term lending institutions, the two dominant financial intermediaries, had mutually exclusive roles and objectives and operated in a largely stable environment, with little or no competition. Long-term lending institutions were focused on the achievement of the Indian government's various socioeconomic objectives, including balanced industrial growth and employment creation, especially in areas requiring development. Long-term lending institutions were extended access to long-term funds at subsidized rates through loans and equity from the government of India and from funds guaranteed by the government of India originating from commercial banks in India and foreign currency resources originating from multilateral and bilateral agencies.

The focus of the commercial banks was primarily to mobilize household savings through demand and time deposits and to use these deposits to meet the short-term financial needs of borrowers in industry, trade and agriculture. In addition, the commercial banks provided a range of banking services to individuals and business entities.

However, since 1991, there have been comprehensive changes in the Indian financial system. Various financial sector reforms, implemented since 1991, have transformed the operating environment of banks and long-term lending institutions. In particular, the deregulation of interest rates, emergence of a liberalized domestic capital market, and entry of new private sector banks, along with the transformation of long-term lending institutions into banks, have progressively intensified competition among banks. The Reserve Bank of India permitted the transformation of long-term lending institutions into banks subject to compliance with the prudential standards applicable to banks.

### Banking Sector Reform

Most large banks in India were nationalized in 1969 and thereafter were subject to a high degree of control until reform began in 1991. In addition to controlling interest rates and entry into the banking sector, these regulations also channeled lending into priority sectors. Banks were required to fund the public sector through the mandatory acquisition of low interest-bearing government securities or statutory liquidity ratio bonds to fulfill statutory liquidity requirements. As a result, profitability was low in the banking sector, non-performing assets were comparatively high, capital adequacy was diminished, and operational flexibility was hindered. Reforms in the

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1990s addressed a range of issues, including organizational issues, accounting practices, operating procedures, capital adequacy requirements, asset classification and provisioning, risk management and merger policies.

### Recent Structural Reforms

#### Amendments to the Reserve Bank of India Act

In May 2006, the Indian Parliament approved amendments to the Reserve Bank of India Act removing the floor rate of 3.0% for cash reserve ratio requirement, giving the Reserve Bank of India discretion to reduce the cash reserve ratio to less than 3.0%. The amendments also created a legal and regulatory framework for derivative instruments.

#### Amendments to Laws Governing Public Sector Banks

In 2006, the Indian Parliament amended the laws governing India's public sector banks permitting these banks to issue preference shares and make preferential allotments or private placements of equity. The amendments also authorize the Reserve Bank of India to prescribe 'fit and proper' criteria for directors of such banks and to permit the supersession of their boards and appointment of administrators in certain circumstances.

#### Amendments to the Banking Regulation Act

In December 2012, the Indian Parliament amended the laws governing the banking sector. The main amendments were as follows:

- permit all private banking companies to issue preference shares that will not carry any voting rights;
- make prior approval by the Reserve Bank of India mandatory for the acquisition of more than 5.0% of a banking company's paid-up capital or voting rights by any individual or firm or group, and empower the Reserve Bank of India to impose conditions while granting approval for such acquisition;
- empower the Reserve Bank of India, after consultations with the Central Government, to supersede the board of a private sector bank for a total period not exceeding twelve months, during which time the Reserve Bank of India will have the power to appoint an administrator to manage the bank;
- give the Reserve Bank of India the right to inspect affiliates of enterprises or banking entities (affiliates include subsidiaries, holding companies or any joint ventures of banks); and
- ease the restrictions on voting rights by making them proportionate to the shareholding up to a cap of 26% in the case of private sector banks from the earlier 10%, and 10% in the case of public sector banks from the earlier 1%.

The amendment to the Banking Regulation Act was notified in January 2013.

#### Proposed Insurance Laws (Amendment) Bill 2008

The Insurance Laws (Amendment) Bill 2008 was introduced in the Indian Parliament in 2008 and currently includes provisions to:

- raise the foreign investment limit in the insurance sector from 26.0% to 49.0%; and
-

eliminate the requirement that Indian promoters of an insurance company reduce their stake to 26.0% after ten years.

#### Legislative Framework for Recovery of Debts due to Banks

In fiscal 2003, the Indian Parliament passed the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (as amended, the “Securitization Act”). The Securitization Act provides that a secured creditor may, in respect of loans classified as non-performing in accordance with the Reserve Bank of India guidelines, give notice in writing to the borrower requiring it to discharge its liabilities within 60 days, failing

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which the secured creditor may take possession of the assets constituting the security for the loan, and exercise management rights in relation thereto, including the right to sell or otherwise dispose of the assets. The Securitization Act also provides for the setting up of asset reconstruction companies regulated by the Reserve Bank of India to acquire assets from banks and financial institutions. The Reserve Bank of India has issued guidelines for asset reconstruction companies in respect of their establishment, registration and licensing by the Reserve Bank of India, and operations. Asset Reconstruction Company (India) Limited, set up by us, Industrial Development Bank of India, State Bank of India and certain other banks and institutions, received registration from the Reserve Bank of India and commenced operation in August 2003. Foreign direct investment is now permitted in the equity capital of asset reconstruction companies and investment by Foreign Institutional Investors registered with the Securities and Exchange Board of India is permitted in security receipts issued by asset reconstruction companies, subject to certain conditions and restrictions.

In November 2004, the government of India issued an ordinance amending the Securitization Act and subsequently passed this ordinance as an Act. This Act, as amended, now provides that a borrower may make an objection or representation to a secured creditor after a notice is issued by the secured creditor to the borrower under the Act demanding payment of dues. The secured creditor has to give reasons to the borrower for not accepting the objection or representation. The Act also introduces a deposit requirement for borrowers if they wish to appeal the decision of the debt recovery tribunal. Further, the Act permits a lender to take over the business of a borrower under the Securitization Act under certain circumstances (unlike the earlier provisions under which only assets could be taken over). See also “Supervision and Regulation—Regulations Relating to Sale of Assets to Asset Reconstruction Companies”.

### Corporate Debt Restructuring Forum

The Reserve Bank of India has devised a corporate debt restructuring system to put in place an institutional mechanism for the restructuring of corporate debt. The objective of this framework is to ensure a timely and transparent mechanism for the restructuring of corporate debts of viable entities facing problems, outside the purview of the Board of Industrial and Financial Rehabilitation, debt recovery tribunals and other legal proceedings. In particular, this framework aims to preserve viable corporations that are affected by certain internal and external factors and minimize the losses to the creditors and other stakeholders through an orderly and coordinated restructuring program. The corporate debt restructuring system is a non-statutory mechanism and a voluntary system based on debtor-creditor and intercreditor agreements.

### Pension Reforms

Currently, the pension schemes operating in India can be broadly classified in the following categories: pension schemes for government employees, the employees’ provident fund and employees’ pension schemes for employees in the organized sector, voluntary pension schemes and the new pension scheme. In case of pension schemes for government employees, the government pays its employees a defined periodic benefit upon their retirement. Further, the contribution towards the pension scheme is funded solely by the government and not matched by a contribution from the employees. The Employees Provident Fund, established in 1952, is a mandatory program for employees of certain establishments. It is a contributory program that provides for periodic contributions of 10% to 12% of the basic salary by both the employer and the employees. The contribution is invested in prescribed securities and the accumulated balance in the fund (including the accretion thereto) is paid to the employee as a lump sum on retirement. Besides these, there are voluntary pension schemes administered by the government (the Public Provident Fund to which contribution may be made up to a maximum of Rs. 100,000 per year) or offered by insurance companies, where the contribution may be made on a voluntary basis. Such voluntary contributions are often driven by tax benefits offered under the scheme. The new pension scheme was launched in January 2004 and offers a defined contribution based pension scheme with the individual having the option to decide where to invest the funds. The government initially made it mandatory for its new employees (excluding defense personnel) to join the new pension scheme

where both the government and the employee would make monthly contributions of 10% of the employee's basic salary. In 2009, the government extended the New Pension System to all citizens of India on a voluntary basis, effective from May 1, 2009.

The government set up the Pension Fund Development and Regulatory Authority to regulate the pension industry in August 2003. In March 2005, the government tabled the Pension Fund and Development Authority Bill in the Parliament. The Indian government's budget for fiscal 2006 recognized the opportunities for foreign direct

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investment in the pension sector and it has also announced that the government would issue guidelines for such investment. Private sector participation in managing pension assets was permitted for the first time in fiscal 2009, and six private sector companies have been issued licenses. See also “Business—Overview”.

### Credit Policy Measures

The Reserve Bank of India issues an annual policy statement setting out its monetary policy stance and announcing various regulatory measures. The Reserve Bank of India issues a review of the annual policy statement on a quarterly basis, as well as four mid-quarter reviews.

### Credit Policy During Fiscal 2012

During fiscal 2012, the Reserve Bank of India adjusted its monetary policy stance in line with economic growth and inflationary trends, tightening rates in the initial part of the fiscal and maintaining a pause in the latter half of the fiscal. The repo rate was increased by 175 basis points from 6.75% to 8.50%, with the last increase of 25 basis points announced on October 25, 2011. To improve monetary transmission in the system, the Reserve Bank of India established the repo rate as the single independent policy rate, with the reverse repo pegged at a fixed 100 basis points below the repo rate. Also, a new Marginal Standing Facility was introduced, where banks could borrow overnight up to 1% of their net demand and time liabilities, at 100 basis points above the repo rate. Following a slowdown of economic growth and inflation, the Reserve Bank of India, in its December 2011 mid-quarter monetary policy review, paused further tightening of policy rates. Further, during the fourth quarter of fiscal 2011, the Reserve Bank of India reduced the cash reserve ratio by 125 basis points from 6.0% to 4.75% in two stages —by first reducing the cash reserve ratio by 50 basis points in January 2012 and then by 75 basis points in March 2012.

Other regulatory measures announced in the monetary policy statements include the following:

- In May 2011, the savings bank deposit interest rate was increased from 3.5% to 4.0%. Further, in October 2011, interest rates on savings account deposits were deregulated;
- the provisioning requirement for advances classified as sub-standard was increased from 10% to 15%; for secured advances classified as doubtful for up to one year from 20% to 25%, and for those between one and three years from 30% to 40% of loans outstanding; and
- banks were allowed to open branches in Tier 2 centers without prior permission of the Reserve Bank of India.

### Credit Policy During Fiscal 2013

During fiscal 2013, the Reserve Bank of India undertook calibrated easing of policy rates in line with growth and inflationary trends. The repo rate was reduced by 100 basis points from 8.50% to 7.50% with a 50 basis points cut in April 2012 followed by a 25 basis points reduction each in January 2013 and March 2013. During fiscal 2013, the cash reserve ratio was reduced by 75 basis points from 4.75% to 4.0%, with a 25 basis point cut each effective in September 2012, November 2012 and February 2013. In August 2012, the statutory liquidity ratio was reduced by 100 basis points from 24.0% to 23.0%.

Other regulatory measures announced during fiscal 2013 were as follows:

- levy of foreclosure charges/prepayment penalties on home loans on a floating interest rate basis was disallowed;
-

a bank's exposure ceiling for a single non-banking finance company with gold loans that comprise up to 50.0% or more of its financial assets was reduced from 10.0% to 7.5% of a bank's capital funds; and

- general provision for restructured standard accounts was increased from 2.0% to 2.75%.



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Credit Policy During Fiscal 2014

In the Annual Policy Statement for fiscal 2014 announced on May 3, 2013, the Reserve Bank of India reduced the repo rate by 25 basis points from 7.5% to 7.25%. Accordingly, the reverse repo rate was adjusted to 6.25% and the marginal standing facility rate was adjusted to 8.25%. The cash reserve ratio was unchanged at 4.0%.

Other regulatory measures announced in the policy statement include the following:

- changes to priority sector guidelines were announced which included enhancing the loan limit for micro and small enterprises in the services sector from Rs. 20 million to Rs. 50 million per borrower; increased loan limit from Rs. 10 million to Rs. 50 million per borrower for loans to dealers/sellers of fertilisers, pesticides, seeds, cattle feed, poultry feed, agricultural implements and other inputs which are classified as indirect finance to agriculture;
- the level of government securities portfolio permitted to be included in the held-to-maturity category in excess of the overall limit of 25% of the investment portfolio permitted to be classified as held-to-maturity, was reduced from 25.0% of demand and time liabilities to 23.0% of demand and time liabilities, in line with the present statutory liquidity ratio requirement, with the reduction to be implemented in a phased manner with 50 basis points being reduced every quarter beginning from the quarter ended June 30, 2013; and
- in respect of the requirement that at least 25.0% of the branches opened during a year must be in unbanked rural centres, banks will now be permitted to take credit over a three year period aligned to their three year financial inclusion plans for branches opened in unbanked rural centres in a year in excess of the 25.0% minimum requirement and detailed guidelines on this will be issued separately.

In the mid-quarter monetary policy review announced on June 17, 2013, the Reserve Bank of India kept policy rates and reserve requirements unchanged.

In July 2013, following the volatility in global markets, high current account deficit and the consequent sharp depreciation in the exchange rate, the Reserve Bank of India announced measures to stabilise the exchange rate. The measures include an increase in the marginal standing facility rate from 8.25% to 10.25% while the repo rate was kept unchanged at 7.25%. Also, banks' borrowing under the liquidity adjustment facility of the Reserve Bank of India was limited to 1.0% of net demand and time liabilities effective July 17, 2013, which was further revised to 0.5% of net demand and time liabilities effective July 24, 2013. Further, the minimum daily cash reserve requirement of banks was increased to 99.0% of the fortnightly requirement from 70.0% of the fortnightly requirement.

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SUPERVISION AND REGULATION

The following description is a summary of certain sector specific laws and regulations in India, which are applicable to the Bank. The information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below may not be exhaustive, and are only intended to provide general information.

The main legislation governing commercial banks in India is the Banking Regulation Act. The provisions of the Banking Regulation Act are in addition to and not, save as expressly provided in the Banking Regulation Act, in derogation of the Companies Act and any other law currently in force. Other important laws include the Reserve Bank of India Act, the Negotiable Instruments Act, 1881, the Foreign Exchange Management Act and the Banker's Books Evidence Act, 1891 (Banker's Book Evidence Act). Additionally, the Reserve Bank of India, from time to time, issues guidelines to be followed by banks. Compliance with all regulatory requirements is evaluated with respect to financial statements under Indian GAAP. Banking companies in India are also subject to the purview of the Companies Act and if such companies are listed on a stock exchange in India, then various regulations of the Securities and Exchange Board of India would additionally apply to such companies.

Reserve Bank of India Regulations

Commercial banks in India are required under the Banking Regulation Act to obtain a license from the Reserve Bank of India to carry on banking business in India. This license is subject to such conditions as the Reserve Bank of India may choose to impose. Before granting the license, the Reserve Bank of India must be satisfied that certain conditions are complied with, including, but not limited to, (i) that the bank has the ability to pay its present and future depositors in full as their claims accrue; (ii) that the affairs of the bank will not be or are not likely to be conducted in a manner detrimental to the interests of present or future depositors; (iii) that the bank has adequate capital and earnings prospects; and (iv) that the public interest will be served if such license is granted to the bank. The Reserve Bank of India can cancel the license if the bank, at any point, fails to meet the above conditions or if the bank ceases to carry on banking operations in India.

ICICI Bank, because it is licensed as a banking company, is regulated and supervised by the Reserve Bank of India. The Reserve Bank of India requires us to furnish statements and information relating to our business. It has issued, among others, guidelines for commercial banks on recognition of income, classification of assets, exposure norms on concentration risk, valuation of investments, maintenance of capital adequacy and provisioning for non-performing assets. The Reserve Bank of India has set up a Board for Financial Supervision, under the chairmanship of the Governor of the Reserve Bank of India. The appointment of the auditors of banks is subject to the approval of the Reserve Bank of India. The Reserve Bank of India can direct a special audit in the interest of the depositors or in the public interest.

Regulations Relating to the Opening of Branches and Automated Teller Machines

Section 23 of the Banking Regulation Act provides that banks must obtain the prior approval of the Reserve Bank of India to open new branches. The Reserve Bank of India may cancel a branch license for violations of the conditions under which the branch license is granted. Under the banking license granted to us by the Reserve Bank of India, we are required to locate at least 25.0% of our branches in rural and semi-urban areas. A rural area is defined as a center with a population of less than 10,000 according to the 2001 census. A semi-urban area is defined as a center with a population of greater than 10,000 but less than 100,000.

Permission for new branches are granted on an annual basis based on factors such as the financial condition and history of the banking company, its management, adequacy of capital structure, earning prospects and the public

interest. Branch openings in tier 2 to tier 6 centers (centers are classified into tiers in terms of population size as specified in the 2001 census) are exempt from the prior approval requirement. Further, opening of administrative offices in tier 1 centers are exempt from the prior approval requirement. However, banks are required to report the opening of such branches or administrative offices to the Reserve Bank of India. The Reserve Bank of India discusses with individual banks their branch expansion strategies and plans over the medium term. The term “branch” for this purpose would include a full-fledged branch, an extension counter, off-site automated teller machines, administrative office, and back offices. While processing authorization requests, the Reserve Bank of India gives emphasis on the nature and scope of banking services, particularly in under-banked areas, credit flow to the priority sector and efforts to promote financial inclusion, the need to induce enhanced competition in the banking

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sector, the bank's regulatory compliance, quality of governance, risk management, and relationships with subsidiaries and affiliates.

To strengthen the branch network in unbanked rural areas, banks are mandated to allocate 25% of the total number of new branches opened during a year to unbanked rural areas, which are tier 5 and tier 6 centers. In May 2013, the Reserve Bank of India permitted banks to take credit over a three year period aligned to their three year financial inclusion plans for branches opened in unbanked rural centres in a year in excess of the 25.0% minimum requirement.

In fiscal 2012, banks were permitted to install offsite automated teller machines without prior permission from the Reserve Bank of India. Seeking to expand the network of automated teller machines in tier 3 to tier 6 centers, the Reserve Bank of India issued guidelines in June 2012 allowing non-banks to set up automated teller machines, also known as "white label" automated teller machines. Further, in the annual policy statement for fiscal 2014 announced in May 2013, the Reserve Bank of India indicated that it would prepare a discussion paper on white label point-of-sale infrastructure with the view to increase the reach in rural areas and promote electronic payments.

### Capital Adequacy Requirements

We are required to comply with the Reserve Bank of India's Basel II guidelines, which have been amended by the Reserve Bank of India's Basel III guidelines. Effective April 1, 2013, we are required to comply with the Basel III guidelines, aspects of which will be phased in over several years.

Under the Reserve Bank of India's Basel II guidelines, banks had to maintain a minimum total risk-based capital ratio of 9.0% and a minimum Tier 1 risk-based capital ratio of 6.0%. Investments above 30.0% in the paid-up equity of financial subsidiaries and associates (including insurance companies) that are not consolidated for regulatory capital purposes and investments in other instruments eligible for regulatory capital status in those entities must be deducted to the extent of 50.0% from Tier 1 capital and 50.0% from Tier 2 capital. The total capital of a bank is classified into Tier 1 and Tier 2 capital. Under the Basel II guidelines, Tier 1 capital comprised paid-up equity capital, reserves consisting of any statutory reserves, other disclosed free reserves, capital reserves representing surplus arising out of sale proceeds of assets, innovative perpetual debt instruments, perpetual non-cumulative preference shares and any other type of instrument generally notified by the Reserve Bank of India from time to time for inclusion in Tier 1 capital. Tier 2 capital included undisclosed reserves, revaluation reserves, general provisions and loss reserves, subordinated debt capital instruments classified into upper Tier 2 and lower Tier 2, and any other type of instrument generally notified by the Reserve Bank of India from time to time for inclusion in Tier 2 capital.

In January 2011, the Reserve Bank of India directed banks not to issue Tier 1 or Tier 2 capital instruments with step-up options as such instruments would not qualify as regulatory capital under the Basel III capital framework agreed upon by the Basel Committee on Banking Supervision.

The Reserve Bank of India has issued guidelines to implement the Basel III framework in India. The Basel III guidelines, among other things, establish Common Equity Tier 1 as a new tier of capital; impose a minimum Common Equity Tier 1 risk-based capital ratio of 5.5% and a minimum Tier 1 risk-based capital ratio of 7.0% while retaining the minimum total risk-based capital ratio of 9.0%; require banks to maintain a Common Equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets above the minimum requirements to avoid restrictions on capital distributions and discretionary bonus payments; establish new eligibility criteria for capital instruments in each tier of regulatory capital; require more stringent adjustments to and deductions from regulatory capital; provide for more limited recognition of minority interests in the regulatory capital of a consolidated banking group; impose a 4.5% Basel III leverage ratio of Tier 1 capital to exposure measure during a parallel run period from 2013 to 2017; and modify the Reserve Bank of India's Basel II guidelines with respect to credit risk, including counterparty credit risk and credit risk mitigation, and market risk. The effective date of the Basel III guidelines is April 1, 2013. The

guidelines will be fully phased in by March 31, 2018. The Basel III guidelines stipulate that Additional Tier 1 and Tier 2 capital instruments should have loss absorbency characteristics, which require them to be written down or be converted into common equity at a pre-specified trigger event. Capital instruments that no longer qualify as Additional Tier 1 or Tier 2 capital will be phased out beginning April 1, 2013, with their recognition capped at 90% from April 1, 2013 and reduced by 10 percentage points in each subsequent year. Further, inclusion of non-equity capital instruments in tier I and tier II capital would be subject to specified limits. As per the guidelines, of the total

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minimum capital requirement of 9.0% of risk weighted assets, net additional tier I capital at April 1, 2013 was capped at 1.5% of risk weighted assets and net tier II capital was capped at 3.0% of risk weighted assets. However, additional tier I and tier II capital in excess of the specified limits would be recognised in proportion to the excess common equity capital over and above the minimum requirement of 4.5% of risk weighted assets.

In March 2013, the Reserve Bank of India issued guidelines on capital disclosure requirements in addition to the existing Pillar 3 guidance. These disclosure requirements are scheduled to become effective on September 30, 2013. The guidelines prescribe reconciliation of all regulatory capital elements with the published financial statements and other disclosure requirements.

See also “Operating and Financial Review and Prospects—Capital Resources—Impending regulatory developments associated with capital adequacy—Basel III”.

See also “We are subject to capital adequacy requirements stipulated by the Reserve Bank of India, including Basel III, and any inability to maintain adequate capital due to changes in regulations, a lack of access to capital markets, or otherwise may impact our ability to grow and support our businesses.”

With respect to computation of risk-weighted assets for capital adequacy purposes, the Bank follows the Standardized Approach for the measurement of credit and market risks and the Basic Indicator Approach for the measurement of operational risk. In the measurement of risk-weighted assets on account of credit risk, degrees of credit risk expressed as a percentage weighting have been assigned to various balance sheet asset items and off-balance sheet items. The credit equivalent value of off-balance sheet items is determined by applying conversion factors to the notional amount of the off-balance sheet items. The value of each item is multiplied by the relevant risk weight (and conversion factor for off-balance sheet items) to produce risk-adjusted values of assets and off-balance sheet items. Consumer credit exposures attract a risk weight of 125.0% and exposures meeting the qualifying criteria of regulatory retail, defined by the Reserve Bank of India, attract a risk weight of 75.0%. Loans secured by residential property attract a differential risk weight ranging from 50.0% to 75.0% based on the size of the loan and the loan-to-value ratio. Till fiscal 2013, residential loans of Rs. 7.5 million and above, attracted a risk weight of 125%, irrespective of the loan-to-value ratio. This was revised in July 2013 with the risk weight lowered to 75.0% up to a loan-to-value ratio of 75.0%. Further, a new sub-sector for residential housing was formed within the commercial real estate category in July 2013 called commercial real estate – residential housing. This segment would attract a uniform risk weight of 75.0%. Credit exposures to commercial real estate, excluding residential housing, are risk weighted at 100.0%. Further, restructured housing loans are required to be risk weighted with an additional risk weight of 25.0%. Credit exposures to rated corporations other than specified categories such as commercial real estate, non-deposit taking systemically important non-banking finance companies, venture funds and capital markets, are risk weighted based on the external credit ratings at a facility level, with the risk weight ranging from 20% to 150% and unrated corporate exposures being risk weighted at 100%. Credit exposures to non-deposit taking systemically important non-banking finance companies are risk weighted at 100.0%, exposures to capital markets are risk weighted at 125% and exposures to venture capital funds are risk weighted at 150.0%. Capital requirements for market risk are applicable to the trading book exposure (including derivatives) and securities included in the available-for-sale category. Capital requirements for operational risk are computed based on a 15% of average of gross income for the previous three financial years.

The Reserve Bank of India has issued a timetable for the migration of Indian banks to the advanced approaches under the Basel II framework. As per the timelines set, banks intending to migrate to the Internal Models Approach for market risk and the standardized approach for operational risk are required to apply to the Reserve Bank of India after April 1, 2010. Banks intending to migrate to the Advanced Measurement Approach for operational risk and internal ratings-based approaches for credit risk are required to apply to the Reserve Bank of India after April 1, 2012. In addition, in December 2011, the Reserve Bank of India issued guidelines on the internal ratings-based approach for calculating capital charges for credit risk. Some of the recommendations include maintaining loss given default below

65% and treating restructured assets as non-performing assets for capital adequacy purposes. ICICI Bank is in the process of implementing various projects for migrating to the advanced approaches.

Under Pillar 2 of the Basel capital framework, banks are required to develop and put in place, with the approval of their boards, an Internal Capital Adequacy Assessment Process commensurate with their size, level of complexity, risk profile and scope of operations. The Reserve Bank of India has also issued guidelines on stress testing to advise banks to put in place appropriate stress testing policies and frameworks, including “sensitivity

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tests” and “scenario tests”, for the various risk factors, the details and results of which are included in the Internal Capital Adequacy Assessment Process.

Under Pillar 3 of the Basel capital framework, banks must make a set of disclosures on their capital adequacy and risk management framework.

### Loan Loss Provisions and Non-Performing Assets

The Reserve Bank of India issued consolidated instructions and guidelines until June 30, 2013 relating to income recognition, asset classification and provisioning standards in the Master Circular —“Prudential Norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances” dated July 1, 2013. These guidelines are revised from time to time. Similarly, the Reserve Bank of India consolidated all instructions and guidelines until June 30, 2013 relating to valuation of investments in Master Circular —“Prudential Norms for Classification, Valuation and Operation of Investment Portfolio by Banks” dated July 1, 2013. These guidelines are also revised from time to time.

The principal features of the Reserve Bank of India guidelines, which have been implemented with respect to our loans, debentures, lease assets, hire purchases and bills in our Indian GAAP financial statements, are set forth below.

### Asset Classification

A non-performing asset is an asset in respect of which any amount of interest or principal is overdue for more than 90 days. In particular, an advance is a non-performing asset where:

- interest and/or installment of principal remains overdue for a period of more than 90 days in respect of a term loan;
- the account remains “out-of-order” (as defined below) for a period of more than 90 days in respect of an overdraft or cash credit;
  - the bill remains overdue for a period of more than 90 days in case of bills purchased and discounted;
- installment of principal or interest remains overdue for two crop seasons for short duration crops or for one crop season for long duration crops;
- the amount of liquidity facility remains outstanding for more than 90 days, in respect of a securitization transaction undertaken in accordance with the Reserve Bank of India guidelines on securitization issued on February 1, 2006; or
- in respect of derivative transactions, the overdue receivables related to positive mark-to-market value of a derivative contract, if these remain unpaid for a period of 90 days from the specified due date for payment.

An account is treated as “out-of-order” if the outstanding balance remains continuously in excess of the approved drawing limit. In circumstances where the outstanding balance in the principal operating account is less than the approved drawing limit, but (i) there are no credits continuously for a period of 90 days as of the date the balance sheet of the bank or (ii) the credits are not sufficient to cover the interest debited during the same period, these accounts are treated as “out-of-order”.

Interest in respect of non-performing assets is not recognized or credited to the income account unless collected.

Non-performing assets are classified as described below.



**Sub-Standard Assets:** Assets that are non-performing assets for a period not exceeding 12 months. In such cases, the current net worth of the borrower/guarantor or the current market value of the security charged is not enough to ensure recovery of dues to the banks in full. Such an asset has well-defined credit weaknesses that jeopardize the liquidation of the debt and are characterized by the distinct possibility that the bank will sustain some loss, if deficiencies are not corrected.

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**Doubtful Assets:** Assets that are non-performing assets for more than 12 months. A loan classified as doubtful has all the weaknesses inherent in assets that are classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently known facts, conditions and values, highly questionable and improbable.

**Loss Assets:** Assets on which losses have been identified by the bank or internal or external auditors or the Reserve Bank of India inspection but the amount has not been written off fully.

There are separate guidelines for classification of loans for projects under implementation which are based on the date of commencement of commercial production and date of completion of the project as originally envisaged at the time of financial closure.

### Restructured Loans

The Reserve Bank of India has separate guidelines for restructured loans. A fully secured standard loan can be restructured by rescheduling the principal repayment and/or the interest element, but must be separately disclosed as a restructured loan. The amount of diminution, if any, in the fair value of the loan, measured in present value terms, is either written off or provided for to the extent of the diminution involved. There are some categories of advances that are not eligible for classification as a standard asset upon restructuring. These include consumer and personal loans, advances classified as capital market exposures and commercial real estate exposures. Similar guidelines are applicable to substandard and doubtful assets. The sub-standard accounts that have been subjected to restructuring, whether in respect of principal installment or interest amount, by whatever modality, are eligible to be upgraded to the standard category only after the specified period, i.e., a period of one year after the date when first payment of interest or of principal, whichever is earlier, falls due, subject to satisfactory performance during the period. The Reserve Bank of India has specific sections concerning debt-restructuring mechanisms for small and medium enterprises in its guidelines on restructuring of loans by banks issued on August 27, 2008. In fiscal 2009, due to the extraordinary economic circumstances, modifications to guidelines on restructuring of loans covering all categories of loans were issued. The modified guidelines applied until June 30, 2009 and included measures such as allowing second restructurings of loan exposures, permitting restructuring of commercial real estate exposures, and disclosing in the annual report restructuring proposals received, implemented and under consideration during the year.

In October 2008, the Reserve Bank of India issued guidelines requiring banks to classify derivatives contract receivables overdue for ninety days or more as non-performing assets.

In March 2010, the Reserve Bank of India issued standards for the restructuring of advances for infrastructure and non infrastructure projects classified as projects under implementation. With respect to infrastructure projects, a loan would be classified as non-performing if it failed to commence commercial operations within two years from the documented date of commencement, unless it is restructured during the period. With respect to non infrastructure projects, a loan would be classified as non-performing if the projects fail to commence commercial operations within six months from the documented date of commencement, unless it has been restructured during the period. Any extension of the date of commencement of commercial operations would also be treated as restructuring of the account. However, real estate projects do not have the benefit of an extension from the documented date of commencement and are classified as non-performing if the project does not commence its commercial operations by the specified date.

Further in May 2013, the Reserve Bank of India issued guidelines on restructuring of advances which prescribe that with effect from April 1, 2015, loans that are restructured (other than due to delay upto a specified period in the infrastructure sector and non-infrastructure sector) from April 1, 2015 onwards would be classified as non-performing. The guidelines also prescribe measures with respect to the terms of restructuring that may be approved for borrowers.

Non-performing accounts on restructuring can be upgraded only when all the outstanding loans or facilities in the account perform satisfactorily for a period of at least one year from the commencement of the first payment of interest or principal, whichever is later, on the credit facility with the longest period of moratorium.

The Reserve Bank of India through a notification issued on January 31, 2013 has mandated banks to disclose further details on accounts restructured in their annual reports. This includes disclosing accounts restructured on a cumulative basis excluding the standard restructured accounts which cease to attract higher provision and/or higher risk weight, the provisions made on restructured accounts under various categories and details of movement of restructured accounts.

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To put in place an institutional mechanism for the restructuring of corporate debt, the Reserve Bank of India has devised a corporate debt restructuring system. See “Overview of the Indian Financial Sector—Recent Structural Reforms—Corporate Debt Restructuring Forum”.

### Provisioning and Write-Offs

Provisions under Indian GAAP are based on guidelines specific to the classification of the assets. The following guidelines apply to the various asset classifications:

- **Standard Assets:** A general provision of 0.40% is required, except in the case of direct advances to the agricultural and small and medium enterprise sectors, for which a provision of 0.25% applies. On November 5, 2009, the Reserve Bank of India increased general provisioning requirements for advances to commercial real estate classified as standard assets from 0.40% to 1.00%. From December 2010, the standard asset provisioning requirement was increased to 2.0% on housing loans, where such loans are made at comparatively lower interest rates for the first year of the loan, after which the rates are reset at higher rates. In May 2011, the Reserve Bank of India increased the provision for restructured non-performing advances that are upgraded to standard assets from 0.25-1.0% to 2.0% from the first year of upgradation. This was further increased to 2.75% from November 2012.
- **Sub-Standard Assets:** A general provision of 15.0% of the total outstanding is required with effect from May 2011. This was an increase over the earlier requirement of 10.0% through fiscal 2011. However, unsecured exposures, which are identified as substandard, attract an additional provision of 10.0%, i.e., a total of 25.0% on the outstanding balance.
- **Doubtful Assets:** A 100.0% provision/write-off is required against the unsecured portion of the doubtful asset and charged against income. With effect from fiscal 2012, for the secured portion of assets classified as doubtful, 25.0% provision is required to be made for assets that have been classified as doubtful for a year (20% through fiscal 2011), 40.0% for assets that have been classified as doubtful for one to three years (30% through fiscal 2011) and 100.0% assets classified as doubtful for more than three years. The value assigned to the collateral securing a loan is the amount reflected on the borrower’s books or the realizable value determined by third party appraisers.
  - **Loss Assets:** The entire asset is required to be written off or provided for.
- **Restructured Loans:** Until August 2008, a provision equal to the difference between the present value of the future interest as per the original loan agreement and the present value of future interest on the basis of rescheduled terms at the time of restructuring was required to be made. For loans restructured after August 2008, a provision equal to the difference between the fair value of the loan before and after restructuring is required to be made. The fair value of the loan before restructuring is computed as the present value of cash flows representing the interest at the existing rate charged on the loan before restructuring and the principal. The fair value of the loan after restructuring is computed as the present value of cash flows representing the interest at the rate charged on the loan on restructuring and the principal. Both sets of cash flows are discounted by the bank’s benchmark prime lending rate or base rate, whichever is applicable to the borrower, as on the date of restructuring plus the appropriate term premium and credit risk premium for the borrower category on the date of restructuring. In May 2011, the Reserve Bank of India announced that the general provisioning on restructured accounts classified as standard advances would attract a provision of 2.0%. This was further increased to 2.75% in November 2012. Further, in May 2013, the Reserve Bank of India issued guidelines on restructuring of advances. As per the guidelines, loans that are restructured (other than due to delay upto a specified period in the infrastructure sector and non-infrastructure sector) from April 1, 2015 onwards would be classified as non-performing. The general provision required on restructured standard accounts would be increased to 3.5% from March 31, 2014, and further to 4.25% from March 31, 2015 and 5.0% from March 31, 2016. General provisions on standard accounts restructured from June 1, 2013 would be at 5.0%.

The guidelines also prescribe measures with respect to the terms of restructuring that may be approved for borrowers.

In June 2006, the Reserve Bank of India issued prudential norms on creation and utilization of floating provisions (i.e., provisions which are not made in respect of specific non-performing assets or are made in excess of

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regulatory requirements for provisions for standard assets). The norms state that floating provisions can be used only for contingencies under extraordinary circumstances for making specific provisions against non-performing accounts after obtaining approval from the board of directors and with the prior permission of the Reserve Bank of India. Floating provisions for advances and investments must be held separately and cannot be reversed by credit to the profit and loss account. Until utilization of such provisions, they can be netted off from gross non-performing assets to compute the net non-performing assets. Alternatively, floating provisions could be treated as part of tier II capital within the overall ceiling of 1.25% of total risk-weighted assets for inclusion of general provisions and loss reserves in tier II capital. Floating provisions do not include specific voluntary provisions made by banks for advances which are higher than the minimum provision stipulated by the Reserve Bank of India guidelines. The banks have a choice between deducting their existing floating provisions from gross non-performing assets to arrive at net non-performing assets or reckon it as part of tier II capital subject to the overall ceiling of 1.25% of total risk weighted assets.

In October 2009, the Reserve Bank of India advised Indian banks to increase their total provisioning coverage ratio, including floating provisions and prudential/technical write-offs, to 70% by September 30, 2010. The Reserve Bank of India allowed the banks to include prudential/technical write-off in both the gross non-performing assets and the provisions held in the calculation of provisioning coverage ratio. The Reserve Bank of India permitted us to achieve the stipulated level of provisioning coverage of 70% in a phased manner by March 31, 2011. We reached the required 70% in December 2010. In April 2011, the Reserve Bank of India stipulated that banks would be required to maintain their provisioning coverage ratios with reference to their gross non-performing assets position at September 30, 2010 and not on an ongoing basis. The Reserve Bank of India further clarified that any surplus provisioning should not be written back but should be segregated into a “countercyclical provisioning buffer” and that banks will be allowed to use this buffer to make specific provisions for non-performing assets during a system-wide downturn. See also “Risk Factors—Risks Relating to Our Business—Further deterioration of our non-performing asset portfolio combined with recent Reserve Bank of India requirements that all Indian banks increase their provisioning coverage as a percentage of gross non-performing assets could adversely affect our business”.

To limit the volatility of loan loss provisioning over the course of an economic cycle, the Reserve Bank of India released a discussion paper on a dynamic loan loss provisioning framework in March 2012. The framework proposes to replace the existing general provisioning standards and recommends that banks make provisions on their loan book every year based on historical loss experience in various categories of loans. In those years where the bank’s actual provisions are higher than the computed dynamic provisions requirement, the bank can draw down from existing dynamic provisions to the extent of the difference, subject to the retention of a specified minimum level of dynamic provisions. The Reserve Bank of India has indicated that final guidelines on the dynamic provisioning framework and its implementation in a phased manner would be issued in fiscal 2014.

#### Guidelines on Sale and Purchase of Non-performing Assets

In order to provide banks with option to resolve their non-performing assets, the Reserve Bank of India issued guidelines on the sale and purchase of non-performing assets among banks, financial institutions and non-bank finance companies in July 2005. As per these guidelines, the board of directors of the bank must establish a policy for the purchase and sale of non-performing assets. Purchases and sales of non-performing assets must be without recourse to the seller and on a cash basis, with the entire consideration being paid upfront. An asset must have been classified as non-performing for at least two years by the seller to be eligible for sale. The purchasing bank must hold the non-performing asset on its books for at least 15 months before it can sell the asset to another bank. The asset cannot be sold back to the original seller.

In October 2007, the Reserve Bank of India issued guidelines regarding valuation of non-performing assets being put up for sale. Banks have been instructed to calculate the net present value of the estimated cash flows associated with the realizable value of the available asset net of the cost of realization. The sale price should not be lower than the net

present value. The Reserve Bank of India has instructed banks to follow the same procedure in case where a settlement is reached with the party that had defaulted on the non-performing asset.

#### Guidelines Relating to Use of Recovery Agents by Banks

In April 2008, the Reserve Bank of India issued guidelines for those banks which are engaging recovery agents. Reserve Bank of India has asked banks to put in place a due diligence process for the engagement of recovery

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agents, structured to cover individuals involved in the recovery process. Banks are expected to communicate details of recovery agents to borrowers and have in place a grievance redressal mechanism pertaining to the recovery process. The Reserve Bank of India has advised banks to initiate a training course for current and prospective recovery agents to ensure prudent recovery practices. In case of persistent complaints received by the Reserve Bank of India regarding violation of guidelines, the Reserve Bank of India may consider imposing a ban on the bank from engaging recovery agents.

### Regulations Relating to Sale of Assets to Asset Reconstruction Companies

The Securitization Act, also known as the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act), provides for the sale of financial assets by banks and financial institutions to asset reconstruction companies. The Reserve Bank of India has issued guidelines to banks on the process to be followed for sales of financial assets to asset reconstruction companies. These guidelines provide that a bank may sell financial assets to an asset reconstruction company provided the asset is a non-performing asset. These assets are to be sold on a 'without recourse' basis, only. A bank may sell a standard asset only if the borrower has a consortium or multiple banking arrangements, at least 75.0% by value of the total loans to the borrower are classified as non-performing and at least 75.0% by value of the banks and financial institutions in the consortium or multiple banking arrangements agree to the sale. The banks selling financial assets should ensure that there is no known liability devolving on them and that they do not assume any operational, legal or any other type of risks relating to the financial assets sold. Further, banks may not sell financial assets at a contingent price with an agreement to bear a part of the shortfall on ultimate realization. However, banks may sell specific financial assets with an agreement to share in any surplus realized by the asset reconstruction company in the future. While each bank is required to make its own assessment of the value offered in the sale before accepting or rejecting an offer for purchase of financial assets by an asset reconstruction company, in consortium or multiple banking arrangements where more than 75.0% by value of the banks or financial institutions accept the offer, the remaining banks or financial institutions are obliged to accept the offer. Consideration for the sale may be in the form of cash, bonds or debentures or security receipts or pass-through certificates issued by the asset reconstruction company or trusts set up by it to acquire the financial assets. Banks can also invest in security receipts or pass-through certificates issued by the asset reconstruction company or trusts set up by it to acquire the financial assets. In April 2010, amendments were made to the Securitization Companies and Reconstruction Companies (Reserve Bank) Guidelines, 2003, wherein the period for realization of assets acquired by securitization and reconstruction companies was extended from five years to eight years. Securitization and reconstruction companies must invest and hold a minimum 5% stake of the outstanding amount of security receipts issued under each scheme until redemption.

Pursuant to the powers conferred upon the Government under section 20 of the SARFAESI Act, the Ministry of Finance established the central electronic registry, which became operational from March 31, 2011. Henceforth, all transactions relating to securitisation, reconstruction of financial assets and the transactions relating to mortgage by deposit of title deeds to secure any loan or advances granted by banks and financial institutions are to be registered in the central electronic registry within 30 days of such transaction.

The records will be available for search by any lender or any other person interested in dealing with the property and are designed to prevent frauds involving multiple lending against the same security as well as to prevent fraudulent sale of property without disclosing any existing security interest over such property. See also "Overview of the Indian Financial Sector—Recent Structural Reforms—Legislative Framework for Recovery of Debts Due to Banks".

### Regulations Relating to Making Loans

The provisions of the Banking Regulation Act govern the making of loans by banks in India. The Reserve Bank of India also issues directions covering the loan activities of banks. These directions and guidelines issued by the



Reserve Bank of India have been consolidated in Master Circular —Loans and Advances —Statutory and Other Restrictions dated July 1, 2013. These guidelines and directions are revised from time to time by the Reserve Bank of India. Some of the major guidelines of the Reserve Bank of India pertain to bank loans to non-bank finance companies and to priority sectors, in addition to banks' lending rates, base rates and loans against shares.

Banks are free to determine their own lending rates but each bank must disclose its base rate. The base rate, which takes into consideration all elements of lending rates that are common across borrowers, replaced the

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benchmark prime lending rate as the standard on July 1, 2010. The base rate is also applicable for loans renewed from July 1, 2010. The base rate is the minimum rate for all loans; banks are not permitted to lend below the base rate except for Differential Rate of Interest advances, loans to banks' own employees and loans to banks' depositors against their own deposits. Accordingly, the earlier stipulation of the benchmark prime lending rate as the ceiling rate for loans of up to Rs. 200,000 has been withdrawn. Banks are permitted to arrive at the base rate for a specific tenor that would be needed to be disclosed transparently. Further, banks are permitted to determine their final lending rates on loans and advances with reference to the base rate and by including such other customer specific charges as they consider appropriate. Until such time that loans linked to the benchmark prime lending rate exists, banks must announce both the benchmark prime lending rate and the base rate.

Under Section 20(1) of the Banking Regulation Act, a bank cannot grant any loans and advances against the security of its own shares and a banking company is prohibited from entering into any commitment for granting any loans or advances to or on behalf of any of its directors, or any firm in which any of its directors is interested as partner, manager, employee or guarantor, or any company (not being a subsidiary of the banking company or a company registered under Section 25 of the Companies Act, 1956, or a government company) of which, or the subsidiary or the holding company of which any of the directors of the bank is a Director, managing agent, manager, employee or guarantor or in which he holds substantial interest, or any individual in respect of whom any of its directors is a partner or guarantor. There are certain exemptions in this regard as the explanation to the section provides that 'loans or advances' shall not include any transaction which the Reserve Bank of India may specify by general or special order as not being a loan or advance for the purpose of such section.

There are guidelines on loans against equity shares in respect of amount, margin requirement and purpose.

In June 2005, the Reserve Bank of India issued guidelines requiring banks to put in place a policy for exposure to real estate with the approval of their boards. The policy is required to include exposure limits, collaterals to be considered, collateral cover and margins and credit authorization. The Reserve Bank of India has also permitted banks to extend financial assistance to Indian companies for acquisition of equity in overseas joint ventures or wholly owned subsidiaries or in other overseas companies, new or existing, as strategic investment. Banks are not permitted to finance acquisitions by companies in India. With regards to mortgages, in May 2011 the Reserve Bank of India imposed a ceiling on the loan-to-value ratio in respect of housing loans at 80.0%. Small value loans of less than Rs. 2.0 million were permitted to have a loan-to-value ratio not exceeding 90.0%. In October 2012, the Reserve Bank of India restricted banks from financing purchase of gold in any form, and only allowed working capital loans for purchase of gold. In November 2012, the Reserve Bank of India released a draft report to assess the feasibility of introducing long-term fixed interest rate loan products by banks. The report recommends that banks could explore the possibility of raising long-term bonds to extend long-term fixed rate loan products. Further, in November 2012, the Reserve Bank of India issued instructions regarding sharing of information relating to credit, derivatives and unhedged foreign currency exposures among banks and to put in place an effective mechanism for information sharing. Also, from January 1, 2013, sanction of fresh loans/ad hoc loans/renewal of loans to new and existing borrowers should be done only after obtaining/sharing necessary information.

### Directed Lending

#### Priority Sector Lending

The lending to priority sector guidelines require commercial banks to lend a certain percentage of their net bank credit to specific sectors (the priority sectors), such as agriculture, micro and small enterprises, micro-credit, education and housing finance. The target for total priority sector advances is set at 40.0% of adjusted net bank credit (which is net bank credit plus those investments made by banks in non-statutory liquidity bonds that are included in the held-to-maturity category minus recapitalization bonds floated by the government) or of the credit equivalent amount

of off-balance sheet exposure, whichever is higher as of March 31 of the previous fiscal year. Of the total priority sector advances, agricultural advances are required to be 18.0% of adjusted net bank credit and advances to weaker sectors are required to be at 10.0% of the adjusted net bank credit. Additionally, 1.0% of the previous year's total advances outstanding is required to be lent under the Differential Rate of Interest scheme. Advances to the agricultural sector are further divided into "direct lending," with a target of 13.5% of adjusted net bank credit, and "indirect lending," with a target of 4.5% of adjusted net bank credit.

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In July 2012, the Reserve Bank of India issued revised guidelines on priority sector lending. The guidelines maintained the priority sector lending targets including an overall target of 40% of adjusted net bank credit and sub-target of 18.0% towards agriculture lending. With a view to increase direct bank lending to farmers, self-help groups and joint liability groups, loans to corporations engaged in agriculture and allied activities were classified under indirect agriculture lending. Lending to a small or micro enterprise in the services sector was capped at Rs. 10 million. The guidelines also stipulate that investments by banks in securitised assets, outright purchases of loans and assignments would be eligible for classification under priority sector if the underlying assets themselves qualified for such treatment. Also, the interest rates charged to ultimate borrowers by the originating entities in such transactions were capped for such transactions to be classified as priority sector. Further, the priority sector target for foreign banks with 20 or more branches in India were brought on par with domestic banks with their target increasing from 32% of adjusted net bank credit to 40%. In October 2012, the Reserve Bank of India decided to include loans of up to Rs. 20.0 million to corporates or cooperatives directly engaged in agriculture and related activities to be classified as direct finance to agriculture under priority sector lending. Also, advances to housing finance companies for on-lending towards house purchase of up to Rs. 1.0 million per borrower were included under priority sector. Further, in May 2013, the Reserve Bank of India enhanced the loan limit on certain categories of priority sector lending. The categories included micro and small enterprises in the services sector where the loan limit was enhanced from Rs. 20.0 million to Rs. 50.0 million, bank loans to dealers/sellers of fertilizers, pesticides, seeds, cattle feed, poultry feed, agricultural implements and other inputs where the loan limit was enhanced from Rs. 10.0 million to Rs. 50.0 million and pledge loans to individual farmers and corporates engaged in agricultural activities from Rs. 2.5 million to Rs. 5.0 million.

Fresh loans to non-banking finance companies for on-lending to individuals were declassified from priority sector effective from April 1, 2011. However, loans to microfinance institutions, including non-banking finance companies operating as microfinance companies prior to April 1, 2011, for on-lending to individuals continue to be eligible for classification under the priority sector category. Further, loans sanctioned to non-banking finance companies which are then lent onwards to individuals and entities with gold jewelry as collateral are excluded from classification as direct agriculture lending under priority sector requirements since February 2011. Similarly, investments made by banks in securitised assets originated by non-banking finance companies, where the underlying assets were loans against gold jewelry, and the purchase/assignment of a gold loan portfolio from non-banking finance companies were also made ineligible for classification under agriculture sector lending.

Banks falling short of their priority sector lending targets are required to contribute amounts equivalent to the shortfall to specific funds like the Rural Infrastructure Development Fund, established by the National Bank for Agriculture and Rural Development, or funds with other financial institutions. The allocation of amounts among the banks is decided by the Reserve Bank of India. The contribution is made by subscribing to bonds issued with a maturity of up to seven years. The interest rates on these contributions are below market rates and are generally set depending on the bank rate as set by the Reserve Bank of India.

Prior to the merger, the advances of ICICI were not subject to the priority sector lending requirement, which only applies to banks. Pursuant to the terms of the Reserve Bank of India's approval of the merger, we are required to maintain a total of 50.0% of our domestic adjusted net bank credit on the residual portion of our advances (i.e., the portion of our total advances excluding advances of ICICI) in the form of priority sector advances. This additional requirement of 10.0% by way of priority sector advances applies until such time as the aggregate priority sector advances reach a level of 40.0% of our total adjusted net bank credit. In fiscal 2012, the Reserve Bank of India stipulated that the Bank will be required to extend 38.5% of its adjusted net bank credit (including the advances of ICICI) to priority sectors and achieve the target of 40.0% of adjusted net bank credit beginning fiscal 2013.

Export Credit

The Reserve Bank of India also requires commercial banks to make loans to exporters at concessional rates of interest. This enables exporters to have access to an internationally competitive financing option. Pursuant to existing guidelines, 12.0% of a bank's adjusted net bank credit is required to be in the form of export credit. This target is in addition to the priority sector lending mandate of 40.0% of adjusted net bank credit. We provide export credit for pre-shipment and post-shipment requirements of exporter borrowers in rupees and foreign currencies.

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### Credit Exposure Limits

As a prudential measure aimed at better risk management and avoidance of concentration of credit risks, the Reserve Bank of India has prescribed credit exposure limits for banks and long-term lending institutions in respect of their lending to individual borrowers and to all companies in a single group (or sponsor group). These measures are consolidated in the Reserve Bank of India's Master Circular on exposure norms dated July 1, 2013. The limits currently set by the Reserve Bank of India are as follows:

- The exposure ceiling for a single borrower is 15.0% of capital funds and group exposure limit is 40.0% of capital funds. In case of financing for infrastructure projects, the exposure limit to a single borrower may be extended by another 5.0% (i.e., up to 20.0% of capital funds) and the group exposure limit may be extended by another 10.0% (i.e., up to 50.0% of capital funds). Effective May 29, 2008, the exposure limit in respect of single borrower was raised to 25.0% of capital funds for oil companies that were issued oil bonds. Banks may, in exceptional circumstances, with the approval of their board of directors, consider enhancement of the exposure to a borrower up to a maximum of further 5.0% of capital funds, subject to the borrower consenting to the banks making appropriate disclosures in their annual reports.
  - From July 1, 2008, exposures to public sector undertakings were exempted from group exposure limits.
  - Capital funds are the total capital as defined under capital adequacy norms (tier I and tier II capital).
- Exposure shall include credit exposure (funded and non-funded credit limits) and investment exposure (including underwriting and similar commitments). Non-fund based exposures are calculated at 100.0% and in addition, banks include forward contracts in foreign exchange and other derivative products, like currency swaps and options, at their replacement cost value in determining individual or group borrower exposure ceilings, effective April 1, 2003.

To ensure that exposures are evenly spread, the Reserve Bank of India requires banks to fix internal limits of exposure to specific sectors. These limits are subject to periodical review by the banks. We have fixed a ceiling of 15.0% on our exposure to any one industry (other than retail loans) and monitor our exposures accordingly.

### Limits on Exposure to Non-banking Finance Companies

The guidelines restrict each bank's holding in non-banking finance companies, excluding asset financing and infrastructure financing companies, to 10.0% of the bank's capital funds as per the last audited balance sheet. Exposure to non-banking asset finance companies and infrastructure finance companies has been restricted to 15.0% of bank's capital funds and to non-banking gold loan companies to 7.5% of bank's capital funds. The limit may be increased to 15.0% and 20.0% respectively provided that the excess exposure is on account of funds lent by the non-banking financial company to infrastructure sectors.

### Limits on intra-group transactions and exposures

In August 2012, the Reserve Bank of India issued draft guidelines on management of intra-group transactions and exposures for financial conglomerates. The guidelines prescribe quantitative limits for intra-group financial transactions and prudential measures for non-financial transactions. The draft guidelines prescribe an exposure limit of 5% of paid-up capital and reserves for non-financial services companies and unregulated financial services companies at a stand-alone level, and a 10% limit at a group level for these companies. For regulated financial companies, the limit set is 10% of paid-up capital and reserves on a stand-alone basis and 20% at the aggregate group level.

### Regulations Relating to Investments and Capital Market Exposure Limits

In terms of Section 19(2) of the Banking Regulation Act, banks should not hold shares in any company except as provided in sub-section (1) of that Act, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30.0% of the paid-up share capital of that company or 30.0% of its own paid-up share capital and reserves, whichever is less. Further, in terms of Section 19(3) of the Banking Regulation Act, banks should not hold shares, whether as pledgee, mortgagee or absolute owner, in any company in the management of which any managing director or manager of the bank is in any manner concerned or interested.

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The Reserve Bank of India guidelines on capital market exposures stipulate that a bank's exposure to capital markets in all forms (both fund based and non-fund based) by way of investments in shares, convertible bonds/debentures, units of equity oriented mutual funds, loans against shares, and secured and unsecured advances to stock brokers, should not exceed 40% of its net worth on both a stand-alone and consolidated basis as of March 31 of the previous year. Within this overall limit, direct investments in shares, convertible bonds/debentures, and units of equity oriented mutual funds and all exposures to venture capital funds have been restricted to 20.0% of their net worth on both a stand-alone and consolidated basis. Further, in July 2011, the Reserve Bank of India stipulated that a bank's investments in liquid schemes of debt oriented mutual funds are subject to a prudential cap of 10.0% of the bank's net worth as of March 31 of the previous year. The above guidelines are also applicable at a consolidated level.

Investment by banks in specified instruments which are issued by other banks or financial institutions and are eligible for capital status for the investee bank/financial institution should not exceed 10% of the investing bank's capital funds (tier I plus tier II). Further, the banks/financial institutions should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's or financial institution's holding exceeds 5% of the investee bank's equity capital. The guideline requires banks to obtain prior approval of the Reserve Bank of India for equity investment in a company engaged in the financials sector and such investments are held under the held-for-trading category.

The Reserve Bank of India has issued detailed guidelines on investments by banks in non-statutory liquidity ratio securities. These guidelines apply to primary market subscriptions and secondary market purchases. Pursuant to these guidelines, banks are prohibited from investing in non-statutory liquidity ratio securities with an original maturity of less than one year, other than commercial paper and certificates of deposits. Banks are also prohibited from investing in unrated securities. A bank's investment in unlisted non-statutory liquidity ratio securities may not exceed 10.0% of its total investment in non-statutory liquidity ratio securities at the end of the preceding fiscal year. However, the bank's investments in unlisted non-statutory liquidity ratio securities may exceed the 10.0% limit by an additional 10.0%, provided the investment is in securitization papers issued for infrastructure projects and bonds/debentures issued by securitization companies and reconstruction companies set up under the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 and registered with the Reserve Bank of India. In December 2007, the Reserve Bank of India permitted banks to invest in unrated bonds of corporations engaged in infrastructure activities within the ceiling of 10.0% for unlisted non-statutory liquidity ratio securities in order to encourage flow of credit to the infrastructure sector.

The Reserve Bank of India has also issued guidelines on investments in subsidiaries and other companies, including investments in non financial services companies. According to the guidelines, equity investments by a bank in a subsidiary company or other financial services company cannot exceed 10.0% of the bank's paid-up share capital and reserves. Equity investment by banks in non financial services companies is capped at 10.0% (as opposed to an earlier cap of 30.0%) of the investee company's paid-up share capital. Equity investments in non financial services companies at the group level, including investments by the bank's subsidiaries, cannot exceed 20% of the investee company's paid-up share capital. Also, overall equity investments by a bank, including investments in its subsidiaries and other companies, cannot exceed 20.0% of the bank's paid-up share capital and reserves.

Further, the total investment by banks in liquid or short-term debt schemes of mutual funds with weighted average maturity of portfolio of not more than one year will be subject to a prudential cap of 10% of their net worth as on March 31 of the previous year.

In July 2011, the Reserve Bank of India issued guidelines on risk-weighting banks' investments in paid-up equity of financial entities exempted from capital market exposure, effective from January 1, 2012. The entities exempted include institutions constituting crucial financial infrastructure, such as stock exchanges, commodity exchanges and depositories. The Reserve Bank of India assigned a 125% risk weight on all investments by a bank in the paid-up equity of such entities. With this mandate, the risk weight on all capital market exposures has been brought at par.





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### Banks' Investment Classification and Valuation Norms

The key features of the Reserve Bank of India guidelines on categorization and valuation of banks' investment portfolio are given below.

- The entire investment portfolio is required to be classified under three categories: (a) held to maturity, (b) held for trading and (c) available-for-sale. Held to maturity includes securities so classified in accordance with the Reserve Bank of India guidelines; held for trading includes securities acquired with the intention of being traded to take advantage of the short-term price/interest rate movements; and available-for-sale includes securities not included in held to maturity and held for trading. Banks should decide the category of investment at the time of acquisition.

The held to maturity category can include statutory liquidity ratio securities up to a specified percentage of the demand and time liabilities and certain non-statutory liquidity ratio securities, including fresh recapitalization bonds received from the government of India towards recapitalization requirement and held in the investment portfolio, fresh investment in the equity of subsidiaries and joint ventures, Rural Infrastructure Development Fund/Small Industries Development Board of India/Rural Housing Development Fund deposits and investment in long-term bonds (with a minimum residual maturity of seven years) issued by companies engaged in infrastructure activities. In December 2010, the Reserve Bank of India reduced the statutory liquidity ratio from 25.0% to 24.0%, and further reduced to 23.0% in August 2012. In May 2013, the Reserve Bank of India announced that the level of government securities portfolio permitted to be included in the held-to-maturity category in excess of the overall limit of 25.0% of the investment portfolio permitted to be classified as held-to-maturity, was reduced from 25.0% of demand and time liabilities to 23.0% of demand and time liabilities, in line with the present statutory liquidity ratio requirement, with the reduction to be implemented in a phased manner with 50 basis points being reduced every quarter beginning from the quarter ended June 30, 2013.

- Profit or loss on the sale of investments in both held for trading and available-for-sale categories are taken in the income statement. Profit on the sale of investments in the held to maturity category, net of tax and statutory reserve, is appropriated to the capital reserve account after being taken in the income statement. Loss on any sale is recognized in the income statement.
- The market price of the security available from the stock exchange, the price of securities in subsidiary general ledger transactions, the Reserve Bank of India price list or prices declared by Primary Dealers Association of India jointly with the Fixed Income Money Market and Derivatives Association of India serves as the "market value" for investments in available-for-sale and held for trading securities.
- Investments under the held for trading category should be sold within 90 days; in the event of inability to sell due to adverse factors including tight liquidity, extreme volatility or a unidirectional movement in the market, the unsold securities should be shifted to the available-for-sale category.
- Investments may be shifted from or to held-to-maturity with the approval of the board of directors once a year, normally at the beginning of the accounting year; shifting of investments from available-for-sale to held for trading may be done with the approval of the board of directors, the Asset Liability Management Committee or the Investment Committee; shifting from held for trading to available-for-sale is generally not permitted. Since August 2010, the Reserve Bank of India has mandated that, with regard to sales and transfers of securities from or to the held-to maturity category, if the value of sales exceeds 5% of the book value of the investment held in the held-to-maturity category at the beginning of the year, the market value of the investment will have to be disclosed in the notes to the financial accounts in the annual report along with the excess book value over market value for which a provision was not made.

- Banks are permitted to exceed the limit of 24.0% of total investments for the held-to-maturity category provided the excess comprises only statutory liquidity ratio securities and the aggregate of statutory liquidity ratio investments in the held-to-maturity category do not exceed 24.0% of the demand and time liabilities. The Reserve Bank of India had reduced the statutory liquidity ratio from 25.0% to 24.0% effective December 18, 2010. On August 11, 2012, the statutory liquidity ratio was further reduced to 23.0%.

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Held-to-maturity securities need not be marked to market and are carried at acquisition cost, unless it is more than the face value, in which case the premium should be amortized over the period remaining to maturity.

Investments under available-for-sale category are marked to market at quarterly intervals and held for trading securities valued at market at monthly intervals. Depreciation or appreciation for each basket within the available-for-sale and held for trading categories is aggregated. Net appreciation in each basket, if any, which is not realized, is ignored, while net depreciation is provided for.

Investments in security receipts or pass through certificates issued by asset reconstruction companies or trusts set up by asset reconstruction companies should be valued at the lower of: (a) the redemption value of the security receipts or pass through certificates; and (b) the net book value of the financial asset. However, if the instrument issued by securitization/asset reconstruction companies is limited to the actual realization of the financial asset assigned to the instrument, the net asset value should be obtained from the securitization/asset reconstruction companies for valuation of the investments.

In June 2008, the Reserve Bank of India issued revised guidelines for the valuation of non-statutory liquidity ratio securities, requiring banks to value such securities issued by the government of India at a spread of 25 basis points above the corresponding yield on government of India securities from an earlier spread of 50 basis points above the corresponding yield on government of India securities.

### Limit on Transactions through Individual Brokers

Guidelines issued by the Reserve Bank of India require banks to appoint brokers for transactions in securities. These guidelines also require that a disproportionate part of the bank's business should not be transacted only through one broker or a few brokers. If for any reason this limit is breached, the Reserve Bank of India has stipulated that the board of directors of the bank should be informed on a half yearly basis of such occurrence and ratify such action.

### Prohibition on Short-Selling

The Reserve Bank of India permits scheduled commercial banks and primary dealers to undertake short sale of central government dated securities, subject to the short position being covered within a maximum period of five trading days, including the day of trade. The short positions shall have to be covered only by outright purchase of an equivalent amount of the same security. The Reserve Bank of India has permitted banks to sell Government securities already contracted for purchase, provided that the purchase contract is confirmed and the contract is guaranteed by Clearing Corporation of India Limited, or the security is contracted for purchase from the Reserve Bank of India. Each security is deliverable or receivable on a net basis for a particular settlement cycle. The Reserve Bank of India has also permitted a "when issued" market in government securities in order to further strengthen the debt management framework.

### Introduction of Credit Default Swaps for Corporate Bonds

In fiscal 2012, the Reserve Bank of India introduced credit default swaps on corporate bonds. Banks are allowed to undertake such transactions, both as market makers as well as users. Commercial banks will be eligible to act as market makers provided they fulfill the criteria of a minimum 11.0% capital adequacy ratio with a tier I ratio of at least 7%, and a net non-performing assets ratio of less than 3.0%. Banks' net credit exposures on account of credit default swaps cannot exceed 10.0% of the investment portfolio of unlisted/unrated bonds. Credit default swaps were earlier allowed only on listed corporate bonds and unlisted but rated bonds of infrastructure companies. In January 2013, this was expanded to include unlisted but rated corporate bonds. Further, credit default swaps were permitted on securities with original maturities of up to one year such as commercial papers, certificates of deposit, and

non-convertible debentures with original maturities of less than one year.

#### Subsidiaries and Other Financial and Non-Financial Sector Investments

We need the prior permission of the Reserve Bank of India to incorporate a subsidiary. We are required to maintain an “arms’ length” relationship with our subsidiaries and with mutual funds sponsored by us in regard to business parameters such as not taking undue advantage in borrowing/lending funds, transferring/selling/buying of securities at rates other than market rates, giving special consideration for securities transactions, in

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supporting/financing the subsidiary or financing our clients through them when we are not able or not permitted to do so ourselves. We have to observe the prudential norms stipulated by the Reserve Bank of India, from time to time, in respect of our underwriting commitments. Pursuant to such prudential norms, our underwriting or the underwriting commitment of our subsidiaries under any single obligation shall not exceed 15.0% of an issue. We also need the prior specific approval of the Reserve Bank of India to participate in the equity of financial services ventures including stock exchanges and depositories notwithstanding the fact that such investments may be within the ceiling (the lower of 30.0% of the paid-up capital of the investee company or 30.0% of the investing bank's own paid-up capital and reserves) prescribed under Section 19(2) of the Banking Regulation Act.

Under Reserve Bank of India guidelines, a bank's equity investments by a bank in a subsidiary company, or a financial services company (including a financial institution, a stock or other exchange or a depository) which is not a subsidiary, should not exceed 10% of the bank's paid-up share capital and reserves and the total investments made in all subsidiaries and all non-subsidiary financial services companies should not exceed 20% of the bank's paid-up share capital and reserves. However, the cap of 20% does not apply, nor is the prior approval of the Reserve Bank of India required, if investments in financial services companies are held under the "held for trading" category, and are not held beyond 90 days.

Under Reserve Bank of India regulation, a bank's equity investments in companies engaged in non-financial services activities are subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less. For the purpose of this limit, equity investments held under the "held for trading" category are included. Equity investments in any non-financial services company held by a bank, or entities which are bank's subsidiaries, associates or joint ventures, and mutual funds managed by asset management companies controlled by the bank should in the aggregate not exceed 20% of the investee company's paid-up share capital. Any investment by a bank in excess of 10% of the investee company's paid-up share capital, but not exceeding 30%, requires the approval of the Reserve Bank of India.

A bank holding may hold equity in excess of 10% of a non-financial services investee company's paid-up capital without the prior approval of the Reserve Bank of India if the additional acquisition is made through a restructuring or corporate debt restructuring, or is acquired by the bank in order to protect its interest on loans/investments made in a company. However, banks have to submit to the Reserve Bank of India a time bound action plan for disposal of such shares within a specified period.

Further, a bank's equity investments in subsidiaries and other entities that are engaged in financial services activities, together with equity investments in entities engaged in non-financial services activities, should not exceed 20% of the bank's paid-up share capital and reserves. The cap of 20% would not apply for investments classified under the "held for trading" category and which are not held beyond 90 days. The Reserve Bank of India has clarified that investment in overseas banking subsidiaries can be excluded from the above 20% limit. In August 2006, the Reserve Bank of India issued guidelines that included banks' investments in venture capital funds in this limit.

## Regulations Relating to Securitization of Loans

With a view to developing an orderly and healthy securitization market, and ensuring alignment of originators and investors' interests, the Reserve Bank of India issued guidelines on securitization in May 2012. Under the guidelines, all on-balance sheet standard assets are eligible for securitization, except for revolving credit facilities, mortgage backed securities and asset backed securities. Loans must also meet a minimum holding period requirement, based on the maturity and repayment frequency of the loan, in order to be eligible for securitization. A minimum retention requirement is prescribed to ensure that the originating banks have a continuing stake in the performance of the securitised assets. The total exposure of banks to the securitised loans cannot exceed 20% of the total securitised instruments, and any exposure in excess of this limit must be risk-weighted at 1111%.

### Regulations Relating to Deposits

The Reserve Bank of India has permitted banks to independently determine interest rates offered on term deposits. However, banks cannot pay interest on current account deposits. Interest rates payable on savings deposits were regulated until October 2011. In May 2011, the Reserve Bank of India increased the interest rate on savings deposits from 3.5% to 4.0%. In October 2011, the Reserve Bank of India deregulated the savings account interest

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rate, instead applying a uniform interest rate to be paid on deposits up to Rs. 100,000 and permitting differential rates for deposits of over Rs. 100,000, depending on the amount in the account.

The Reserve Bank of India guidelines require that payment of interest be calculated on saving bank account deposits on a daily product basis since April 1, 2010.

Domestic time deposits and rupee-denominated non-resident ordinary and non-resident rupee accounts have a minimum maturity of seven days. Time deposits from non-resident Indians denominated in foreign currency have a minimum maturity of one year and a maximum maturity of five years.

Banks have the flexibility to offer varying rates of interests on domestic deposits of the same maturity subject to the following conditions:

- time deposits are of Rs. 1.5 million and above; and
- interest on deposits is paid in accordance with the schedule of interest rates disclosed in advance by the bank and not pursuant to negotiation between the depositor and the bank.

Interest rates on non-resident rupee term deposits of one to three years maturity are linked to the LIBOR/SWAP rates for the U.S. dollar of corresponding maturity. The rate is periodically prescribed by the Reserve Bank of India. Interest rates on non-resident rupee savings deposits are set at the rate applicable to domestic savings deposits. In fiscal 2012, the Reserve Bank of India deregulated interest rates on non-resident (external) rupee deposits and ordinary non-resident accounts, allowing banks to determine the interest rates on savings and term deposits with maturities of one year and above.

With a view to increasing the availability of financial services across regions and population segments, the Reserve Bank of India has advised banks to make available a basic savings bank deposit account requiring either nil or very low minimum balances and charges that would make these accounts accessible to low-income segments of the population.

### Regulations relating to customer service

The Reserve Bank of India has regularly emphasized on offering efficient, fair and speedy customer service. In this regard, a committee was set up in fiscal 2010 to consider improvements in customer service in banks. Following the recommendations made by the committee, the Reserve Bank of India has issued several guidelines. In May 2013, banks were mandated to have a uniform pricing policy for all customers across all branches, irrespective of the branch in which the account was opened. Further, draft guidelines on wealth management and marketing services offered by banks were issued. According to the guidelines, wealth management services can be offered only through a subsidiary or a separately identifiable department or division in the bank in order to avoid conflict of interest. Also, banks would need to take prior approval of the Reserve Bank of India to offer wealth management services.

### Deposit Insurance

Demand and time deposits of up to Rs. 100,000 that are accepted by Indian banks have to be insured with the Deposit Insurance and Credit Guarantee Corporation, a wholly owned subsidiary of the Reserve Bank of India. Banks are required to pay the insurance premium for the eligible amount to the Deposit Insurance and Credit Guarantee Corporation on a semi-annual basis. The cost of the insurance premium cannot be passed on to the customer.

### Regulations Relating to Knowing the Customer and Anti-Money Laundering



The Prevention of Money Laundering Act, 2002, which came into effect beginning July 2005, seeks to prevent and criminalise money laundering and terrorist financing. It also provides for the freezing and confiscation of assets concerned in money laundering / terrorism offences, and the formation of the Financial Intelligence Unit. The Act lays down the obligations on designated entities (including banks & financial institutions) for maintaining records of prescribed transactions and in reporting such transactions to the Financial Intelligence Unit. It also lists out the

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predicate offences that come under the purview of the Act. Prevention of Money-Laundering Rules have also been framed under the Act. The Act and the Rules have since been amended from time to time.

The Reserve Bank of India has prescribed comprehensive guidelines to be observed by Banks/Financial Institutions under its jurisdiction with regard to Know Your Customer, Anti-Money Laundering and Combating Financing of Terrorism procedures in line with the provisions of the Prevention of Money Laundering Act and Rules notified thereunder. This is in line with the recommendations made by the Financial Action Task Force on Anti-Money Laundering standards and on Combating Financing of Terrorism. These guidelines are revised from time to time, and consolidated guidelines are issued in the Reserve Bank of India's master circulars. The objective of these guidelines is to prevent banks from being used, intentionally or unintentionally, by criminal elements for money laundering or terrorist financing activities. The guidelines cover key aspects including customer acceptance policy, customer identification procedures, monitoring of transactions and risk management. The guidelines also cover enhanced due diligence measures, appointment of principal officers, training and audit.

The Reserve Bank of India guidelines also provide for simplified Know Your Customers procedures for persons intending to open small deposit accounts (balances not exceeding Rs. 50,000 in all their accounts taken together in which the total credit in all accounts taken together does not exceed Rs. 100,000 in a year). These provisions are intended to promote financial inclusion and to ensure that the implementation of the Know Your Customers guidelines do not result in the denial of banking services to financially or socially disadvantaged sections of society.

### Regulations on Asset Liability Management

The Reserve Bank of India's regulations for asset liability management require banks to draw up asset liability gap statements separately for rupee and foreign currencies for the domestic operations of the bank. These gap statements are prepared by scheduling all assets and liabilities according to the stated and anticipated repricing date, or maturity date. The statements are submitted to the Reserve Bank of India on a periodic basis. The Reserve Bank of India has advised banks to actively monitor the difference in the amount of assets and liabilities maturing or being repriced in a particular period and to place internal prudential limits on the gaps in each time period, as a risk control mechanism.

In March 2007, the Reserve Bank of India issued guidelines regarding prudential limits for inter-bank liabilities. Inter-bank liabilities of a bank cannot exceed 200.0% of its net worth as on the last day of the previous fiscal year. Individual banks have been permitted, with the approval of their boards of directors, to fix a lower limit for their inter-bank liabilities, keeping in view their business model. However, banks whose capital to risk assets ratio is at least 25% more than the minimum capital to risk assets ratio (currently 9%), i.e., 11.25% as on the last day of the previous fiscal year, are allowed a higher limit with respect to inter-bank liability of up to 300.0% of their net worth. It may be noted that the limits prescribed above would include only fund-based inter-bank liabilities within India (including inter-bank liabilities in foreign currency to banks operating within India), and inter-bank liabilities outside India are excluded. The Reserve Bank of India guidelines also stipulate that existing limits on call-money borrowing shall form a sub-limit of the above-mentioned limit. At present, on a fortnightly average basis, call/notice money borrowings should not exceed 100% of bank's capital funds. However, banks are allowed to borrow a maximum of 125% of their capital funds on any day during a fortnight.

In October 2007, the Reserve Bank of India issued amendments to guidelines on asset liability management to improve management of liquidity by banks and to provide a stimulus for development of the term-money market. The Reserve Bank of India has advised banks to adopt a more detailed approach to the measurement of liquidity risk effective January 1, 2008 by splitting the first time period (1-14 days earlier) in the statement of structural liquidity into three time periods—next day, 2-7 days and 8-14 days. The net cumulative negative liquidity mismatches during the next day, 2-7 days, 8-14 days and 15-28 days periods should not exceed 5%, 10%, 15% and 20% of the cumulative cash outflows in the respective time periods in order to recognize the cumulative impact on liquidity. Banks have also

been advised to undertake dynamic liquidity management and are required to prepare the structural liquidity statement on a daily basis. Further, since April 1, 2008, banks are required to report their liquidity gap statements on a fortnightly basis.

In November 2010, the Reserve Bank of India issued guidelines on the introduction of duration gap analysis for interest rate risk management. The guidelines are aimed at providing an indication of the interest rate risk to which

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the bank is exposed. The report on interest rate sensitivity as per duration gap analysis is required to be submitted on a quarterly basis with effect from June 30, 2011 and on a monthly basis with effect from April 30, 2012.

In November 2012, the Reserve Bank of India released draft guidelines on liquidity risk management and the Basel III liquidity standards. The Reserve Bank of India has proposed the monitoring and reporting of the Basel III liquidity coverage ratio, which is designed to ensure that a bank maintains an adequate level of liquid assets to survive an acute liquidity stress scenario lasting one month. It has also proposed a Basel III net stable funding ratio designed to ensure a minimum amount of funding that is expected to be stable over a one-year time horizon.

Foreign Currency Dealership

The Reserve Bank of India has granted us a full-fledged authorized dealers' license to deal in foreign exchange through our designated branches. Under this license, we have been granted permission to:

- engage in foreign exchange transactions in all currencies;
- open and maintain foreign currency accounts abroad;
- raise foreign currency and rupee denominated deposits from non-resident Indians;
- grant foreign currency loans to on-shore and off-shore corporations;
  - open documentary credits;
  - grant import and export loans;
- handle collection of bills, funds transfer services;
  - issue guarantees; and
- enter into derivative transactions and risk management activities that are incidental to our normal functions authorized under our organizational documents and as permitted under the provisions of the Banking Regulation Act.

Further, we have been permitted to hedge foreign currency loan exposures of Indian corporations in the form of interest rate swaps, currency swaps and forward rate agreements, subject to certain conditions. Banks in the authorized dealer category may become trading or clearing members of the currency derivatives segment to be set up by stock exchanges recognized by the Securities and Exchange Board of India, subject to their fulfilling the requirements of (i) minimum net worth of Rs. 5.0 billion, (ii) minimum capital adequacy ratio of 10%, (iii) net non-performing assets not exceeding 3% and (iv) net profit for the previous three years.

Our foreign exchange operations are subject to the guidelines specified by the Reserve Bank of India in the exchange control manual. As an authorized dealer, we are required to enroll as a member of the Foreign Exchange Dealers Association of India, which prescribes the rules relating to foreign exchange business in India.

Authorized dealers, like us, are required to determine our limits on open positions and maturity gaps in accordance with the Reserve Bank of India guidelines and these limits are approved by the Reserve Bank of India. Banks are required to put in place a proper mechanism to rigorously evaluate the risks arising out of unhedged foreign currency exposure of corporates and price them in the credit risk premium, while also considering stipulating a limit on the

unhedged positions of corporates on the basis of banks' board-approved policy. In order to address the risks on account of unhedged forex exposure of corporates, the Reserve Bank of India decided to introduce capital and provisioning requirement on banks' exposures to corporates on account of the corporates' unhedged forex exposure positions. The Reserve Bank of India issued draft guidelines in July 2013 in which the provisioning and capital requirements are linked to likely losses arising due to movement in the exchange rate as a proportion of the company's annual earnings before interest and depreciation. Provisioning requirements vary between 20 to 80 basis points depending on the extent of likely losses, and in the event of likely losses exceeding 75.0% of earnings before interest and depreciation, an additional risk weight of 25.0% has been proposed.

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In July 2010, the Reserve Bank of India permitted persons resident in India to enter into currency futures on stock exchanges.

### Statutes Governing Foreign Exchange and Cross-Border Business Transactions

Foreign exchange and cross-border transactions undertaken by banks are subject to the provisions of the Foreign Exchange Management Act. Banks are required to monitor transactions of customers based on pre-defined rules using a risk-based approach. The transaction monitoring system envisages identification of unusual transactions, undertaking due diligence on such transactions and, if confirmed as suspicious, reporting to the financial intelligence unit of the respective jurisdiction. Our transaction monitoring system is periodically reviewed and is being supplemented with appropriate anti-money laundering software technology solutions.

The Reserve Bank of India issues guidelines on external commercial borrowings from time to time. The guidelines do not permit financial intermediaries, including banks, to raise such borrowings or provide guarantees in favor of overseas lenders for such borrowings. Eligible borrowers, which are largely corporations, may raise such borrowings for investments such as the import of capital goods, in new and expansion projects, and also to meet foreign exchange needs of the infrastructure sector. The external commercial borrowing proceeds can also be utilized for overseas direct investment in joint ventures and wholly owned subsidiaries subject to the existing guidelines on Indian Direct Investment in joint ventures and wholly owned subsidiaries abroad. Utilization of external commercial borrowing proceeds is not permitted for lending, capital market investments or acquisitions in India or real estate investments (including integrated townships). Since November 2011, the all-in-cost ceiling for external commercial borrowings was fixed at LIBOR plus 350 basis points for borrowings with an average maturity period of three to five years from the earlier 300 basis points over LIBOR. For borrowings with an average maturity of over five years, the all-in-cost ceiling remains at 500 basis points over LIBOR. The limit on external commercial borrowings was enhanced in September 2011 to US\$750 million, from the earlier limit of US\$500 million. Corporations in the services sector were permitted to avail of external commercial borrowing of up to US\$200 million as against the earlier limit of US\$100 million. Also, in July 2012, the Reserve Bank of India permitted companies in the manufacturing and infrastructure sector to raise external commercial borrowings for the repayment of rupee loans availed from domestic banks, subject to their satisfying certain conditions.

Non-banking finance companies categorized as infrastructure finance companies were allowed to raise borrowings through external commercial borrowing in March 2010 and were permitted to borrow up to 50% of their owned funds under the automatic approval route in May 2010. The external commercial borrowing limit was enhanced to 75% of their owned funds under the automatic route in January 2013. Companies that want to exceed the limit of 75% of owned funds will require to take approval of the Reserve Bank of India. In September 2011, a number of measures were announced to ease availability of funding to infrastructure projects through external commercial borrowing.

- Companies in the infrastructure sector were permitted to utilize 25% of fresh external commercial borrowing towards refinancing existing rupee loans as against the earlier guideline which did not allow repayment of outstanding rupee loans through external commercial borrowing.
- Companies in the infrastructure sector were allowed to import capital goods by availing of short-term credit in the nature of a bridge finance. The bridge finance can later be replaced with long-term external commercial borrowing.
  - “Interest during construction” was accepted as an eligible end-use for availing external commercial borrowing.
- Foreign equity holders were allowed to provide credit enhancement to Indian companies exclusively engaged in the development of infrastructure under the automatic route without the prior approval of the Reserve Bank of India.

In July 2010, the Reserve Bank of India permitted take-out financing arrangements through external commercial borrowing, under the approval route, for refinancing rupee loans providing for new infrastructure projects, including sea ports, airports, roads, bridges and the power sector. Further, in January 2013, the currency hedging requirement for non-banking finance companies categorized as infrastructure finance companies was reduced from 100% of their exposure to 75%.

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In December 2011, microfinance institutions were allowed to raise external commercial borrowings of up to US\$10.0 million during a year.

In fiscal 2012, following the sharp depreciation in the Rupee, the Reserve Bank of India issued several guidelines to provide support to the currency. With regard to export earners foreign currency accounts, the Reserve Bank of India required that 50% of the balances in such accounts be converted immediately into Rupee balances and credited to the Rupee accounts. Also, only 50% of all future foreign exchange earnings could be retained in the export earners foreign currency account and access to foreign exchange markets was allowed only after utilizing the available balances in these accounts. Further, the net overnight open position limit of authorized dealers in the exchanges for trading currency futures and options was set at US\$100 million or 15% of the outstanding open interest, whichever is lower.

Foreign Currency Borrowings by Banks in India

The Reserve Bank of India has allowed banks to borrow funds from their overseas branches and correspondent banks (including borrowings for financing export credit, external commercial borrowings and overdrafts from their head office/nostro account) up to a limit of 50% of unimpaired tier I capital or US\$10 million, whichever is higher, as against the earlier overall limit of 25% (excluding borrowings for financing export credit). However, short-term borrowings up to a period of one year or less should not exceed 20% of unimpaired tier I capital within the overall limit of 50%.

All the regulations and guidelines issued by the Reserve Bank of India, as amended from time to time, in connection with foreign currency borrowings by banks in India have been consolidated in the master circular on Risk Management and Inter-Bank Dealings dated July 1, 2013. The aforesaid limit applies to the aggregate amount availed of by all the offices and branches in India from all their branches or correspondents abroad and also includes overseas borrowings in gold for funding domestic gold loans. Capital funds raised by issue of innovative perpetual debt instruments and other overseas borrowings with the specific approval of the Reserve Bank of India will continue to be outside the limit of 50% of unimpaired tier I capital.

Legal Reserve Requirements

Cash Reserve Ratio

A bank is required to maintain a specified percentage of its net demand and time liabilities, excluding inter-bank deposits, by way of cash reserve with itself and by way of balance in current account with the Reserve Bank of India. Following the enactment of the Reserve Bank of India (Amendment) Bill 2006, the floor and ceiling rates (earlier 3% and 20% respectively) on the cash reserve ratio were removed. The following liabilities are excluded from the calculation of the demand and time liabilities to determine the cash reserve ratio:

- inter-bank liabilities;
- liabilities to primary dealers;
- refinancing from the Reserve Bank of India and other institutions permitted to offer refinancing to banks; and
- perpetual debt qualifying for lower tier I capital treatment.

The cash reserve ratio was revised to 4% effective from the fortnight beginning February 9, 2013. Effective April 13, 2007 the Reserve Bank of India does not pay any interest on cash reserve ratio balances.



The cash reserve ratio has to be maintained on an average basis for a fortnightly period and should not be below 70% of the required cash reserve ratio on any day of the fortnight. This was revised in July 2013 by the Reserve Bank of India to 99% of the required cash reserve ratio on any day of the fortnight, as part of measures to stabilize the movement in exchange rates.

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### Statutory Liquidity Ratio

In addition to the cash reserve ratio, a bank is required to maintain a specified percentage of its net demand and time liabilities by way of liquid assets like cash, gold or approved unencumbered securities. The percentage of this liquidity ratio is fixed by the Reserve Bank of India from time to time, and must be a minimum of 23% (with effect from August 11, 2012) and a maximum of 40.0% pursuant to section 24 of the Banking Regulation Act. See also “Overview of the Indian Financial Sector—Recent Structural Reforms—Proposed Amendments to the Banking Regulation Act”. With effect from December 18, 2010, the Reserve Bank of India reduced the statutory liquidity ratio from 25% to 24%. From August 11, 2012, the statutory liquidity ratio was reduced to 23%

### Ownership Restrictions

The government of India regulates foreign ownership in Indian banks. The total foreign ownership in a private sector bank, like us, cannot exceed 74% of the paid-up capital, and shares held by foreign institutional investors under portfolio investment schemes through stock exchanges cannot exceed 49% of the paid-up capital.

The Reserve Bank of India’s acknowledgement is required for the acquisition or transfer of a bank’s shares which will take the aggregate holding (direct and indirect, beneficial or otherwise) of an individual or a group to the equivalent of 5% or more of the bank’s total paid-up capital. The Reserve Bank of India, while granting acknowledgement, may take into account all matters that it considers relevant to the application, including ensuring that shareholders whose aggregate holdings are above specified thresholds meet fitness and propriety tests. In determining whether the acquirer or transferee is fit and proper to be a shareholder, the Reserve Bank of India may take into account various factors including, but not limited to, the acquirer or transferee’s integrity, reputation and track record in financial matters and compliance with tax laws, proceedings of a serious disciplinary or criminal nature against the acquirer or transferee and the source of funds for the investment.

The Reserve Bank of India issued guidelines on ownership and governance in private sector banks in February 2005. The key provisions of the guidelines on ownership are:

- No single entity or group of related entities would be permitted to directly or indirectly hold or control more than 10% of the paid-up equity capital of a private sector bank and any higher level of acquisition would require the Reserve Bank of India’s prior approval;
- In respect of corporate shareholders, the objective will be to ensure that no entity or group of related entities has a shareholding in excess of 10% in the corporate shareholder. In the case of shareholders that are financial entities, the objective will be to ensure that it is widely held, publicly listed and well-regulated;
- The Reserve Bank of India may permit a higher level of shareholding in the case of the restructuring of problem banks or weak banks or in the interest of consolidation in the banking industry;
- No single non-resident Indian can invest in excess of 5% of the paid-up capital of a private sector bank. The aggregate limit for investments by non-resident Indians is restricted to 10% of a private sector bank’s paid-up capital and can be increased to 24% of the bank’s paid-up capital by approval of its board of directors;
- Banks would be responsible for compliance with the “fit and proper” criteria for shareholders on an ongoing basis; and
- Banks where shareholders holdings are in excess of the prescribed limit would have to indicate a plan for compliance.

A legislation to amend the Banking Regulation Act making the prior approval of the Reserve Bank of India mandatory for the acquisition of more than 5% of a banking company's paid-up capital or voting rights by any individual or firm or group passed by Parliament and notified in fiscal 2013.

In February 2009, the government of India issued guidelines for calculation of total foreign investment, both direct and indirect, in Indian companies. Pursuant to this guideline, the foreign shareholding in an Indian company

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which is not majority-owned and controlled by Indian shareholders will be taken into account in computing the foreign shareholding in investee companies of such Indian company (other than investee companies in the insurance sector, for which there are separate specific regulations). Since foreign ownership up to 74% is permitted in Indian private sector banks, such as us, this would impact investments made by Indian private sector banks, including us, and their subsidiaries, in other companies. This would also require assessment of whether any of the Indian shareholders are to be reckoned for purposes of adherence to the foreign ownership limit of 74%. This does not, however, impact our investments in our insurance subsidiaries.

## Holding Companies

In the annual policy review for fiscal 2011, the Reserve Bank of India announced the formation of a working group, with representatives from the government, various regulatory authorities and banks, to draw a road map for the introduction of a holding company structure. The report of the working group was released in May 2011 with key recommendations favoring a financial holding company structure for the financial sector, particularly large financial groups, with a separate regulatory framework for these holding companies. The Reserve Bank of India, in its guidelines for new private sector banking licenses, has mandated all new banks pursuant to the issuance of such licenses, to be set up under a financial holding company structure.

## Restrictions on Payment of Dividends

The Banking Regulation Act requires banks to completely write off capitalized expenses and transfer 20.0% of the disclosed yearly profit to a reserve account before declaring a dividend.

Banks have to comply with the following prudential requirements to be eligible to declare dividends:

- The capital adequacy ratio is at least 9% for the preceding two completed years and the accounting year for which the bank proposes to declare a dividend.
- The net non-performing asset ratio is less than 7%.
- The Bank is in compliance with the prevailing regulations and guidelines issued by the Reserve Bank of India, including the creation of adequate provision for the impairment of assets, staff retirement benefits, transfer of profits to statutory reserves, etc.
- The proposed dividend will be paid out of the current year's profit.
- The Reserve Bank of India has not placed any explicit restrictions on the bank regarding the declaration of dividends.

In case a bank does not meet the capital adequacy norms for two consecutive years, but has a capital adequacy ratio of at least 9.0% for the accounting year for which it proposes to declare a dividend, it would be eligible to do so if its net non-performing asset ratio is less than 5.0%.

Banks that are eligible to declare dividends under the above rules can do so subject to the following:

- The dividend payout ratio (calculated as a percentage of dividend payable in a year to net profit during the year) must not exceed 40.0%. The maximum permissible dividend payout ratio would vary from bank to bank, depending on the capital adequacy ratio in each of the last three years and the net non-performing asset ratio.

- In case the profit for the relevant period includes any extraordinary income, the payout ratio must be calculated after excluding that income for compliance with the prudential payout ratio.
- The financial statements pertaining to the financial year for which the bank is declaring a dividend should be free of any qualification by the statutory auditors, which might have an adverse effect on the profit

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during that year. In case there are any such qualifications, the net profit should be suitably adjusted while computing the dividend payout ratio.

### Moratorium, Reconstruction and Amalgamation of Banks

The Reserve Bank of India can apply to the government of India for suspension of business by a banking company. The government of India, after considering the application of the Reserve Bank of India, may order a moratorium staying commencement of action or proceedings against such company for a maximum period of six months. During such period of moratorium, the Reserve Bank of India may (a) in the public interest; (b) in the interest of the depositors; (c) in order to secure the proper management of the bank; or (d) in the interests of the banking system of the country as a whole, prepare a scheme for the reconstruction of the bank or merger of the bank with any other bank. In circumstances entailing reconstruction of the bank or merger of the bank with another bank, the Reserve Bank of India invites suggestions and objections on the draft scheme prior to placing the scheme before the government of India for its approval. The central government may approve the scheme with or without modifications. The law does not require consent of the shareholders or creditors of such banks.

### Regulations on Mergers between Private Sector Banks and between Banks and Non-banking Finance Companies

In May 2005, the Reserve Bank of India issued guidelines on mergers between private sector banks and between banks and non-banking finance companies. The guidelines particularly emphasize the examination of the rationale for mergers, the systemic benefits arising from it and the advantages accruing to the merged entity. With respect to a merger between two private sector banks, the guidelines require the draft scheme of merger to be approved by the shareholders of both banks with a two-thirds majority after approval by the boards of directors of the two banks concerned. The draft scheme should also consider the impact of the merger on the valuation, profitability and capital adequacy ratio of the amalgamating bank and verify that the reconstituted board conforms to the Reserve Bank of India norms. The approved scheme needs to be submitted to the Reserve Bank of India for valuation and approval in accordance with the Banking Regulation Act, along with other documentation such as the draft document of proposed merger, copies of all relevant notices and certificates, swap ratio, share prices, etc. With respect to a merger of a bank and a non-banking company, the guidelines specify that the non-banking financial company has to comply with Know Your Customer norms for all accounts and all relevant norms issued by the Reserve Bank of India and the Securities and Exchange Board of India. The non-banking finance company should also conform to insider trading norms issued by the Securities and Exchange Board of India, whether it is listed or not, in order to regulate the promoter's trading of shares before and after the merger discussion period. See also “—Other Statutes—Competition Act”.

### Credit Information Bureaus

The Parliament of India has enacted the Credit Information Companies (Regulation) Act, 2005, pursuant to which every credit institution, including a bank, has to become a member of a credit information bureau and furnish to it such credit information as may be required of the credit institution by the credit information bureau about persons who enjoy a credit relationship with it. Other credit institutions, credit information bureaus and such other persons as the Reserve Bank of India specifies may access such disclosed credit information.

### Financial Stability and Development Council and Financial Sector Legislative Reforms Commission

The Indian government set up an apex-level body called the Financial Stability and Development Council in fiscal 2011. This is an independent body that oversees regulation and strengthens mechanisms for maintaining financial stability. The institution monitors macro-prudential supervision of the economy and the functioning of large financial conglomerates addresses inter-regulatory coordination issues and focuses on financial literacy and financial inclusion activities. The government has also set up a Financial Sector Legislative Reforms Commission to review the financial

sector laws and to bring them in line with the requirements of the sector.

In August 2010, the parliament passed the Securities and Insurance Laws (Amendment and Validation) Bill, 2010, which provides a mechanism to settle disputes between regulators. A committee chaired by the Finance Minister, with the governor of the Reserve Bank of India as vice chairperson and chairpersons of the Securities and Exchange Board of India, Insurance Regulatory and Development Authority of India, Pension Fund Regulatory of

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India and Development Authority and secretaries of the Department of Economic Affairs and Department of Financial Services would make the final decision on such disputes.

### Microfinance Institutions

A sub-committee of the Central Board of the Reserve Bank of India was established to study issues and concerns in the Indian microfinance industry and submitted its report in January 2011. The recommendations of the committee include, among others, margin and rate caps on loans by such institutions and transparency in interest charges. The Reserve Bank of India has accepted the broad framework recommended by the committee. In July 2011, the government released the draft Micro Financial Sector (Development and Regulation) Bill, 2011, seeking to bring all microfinance institutions under the regulation of the Reserve Bank of India. In the second quarter monetary policy review for fiscal 2012, the Reserve Bank of India accepted the recommendations of the Malegam committee report and decided to introduce a new category of non-banking financial company—microfinance institutions. These microfinance non-banking finance companies would require a minimum net worth of Rs. 50 million and a minimum capital adequacy of 15.0% of risk-weighted assets, with interest on individual loans capped at 25.0% per annum with an aggregate margin cap of 12.0%.

### Regulations Governing Use of Business Correspondents

To increase the outreach of banking and ensure greater financial inclusion, in January 2006 the Reserve Bank of India issued guidelines for the engagement of Business Correspondents by banks providing banking and financial services. Business Correspondents are agents engaged by banks to provide banking services at locations other than a bank branch. Business Correspondents offer a limited range of banking services at low cost, as setting up a brick and mortar branch may not be viable in all areas. Banks are required to take full responsibility for the acts of omission and commission of the Business Correspondents that they engage and to conduct due diligence for minimizing agency risks. When the Business Correspondent model was introduced in January 2006, the entities permitted to act as Business Correspondents included individuals such as retired bank employees, retired teachers, individual owners of kirana (small, independent grocery stores), medical and fair price shops and certain other individuals. The non-individual entities included Non-Government Organizations or Micro Finance Institutions set up under Societies/Trust Acts, societies registered under Mutually Aided Cooperative Societies Acts or the Cooperative Societies Acts of States, Section 25 companies and post offices. This list was eventually expanded to include Section 25 companies, provided the companies are stand-alone entities or Section 25 companies in which non-banking finance companies, banks, telecom companies and other corporate entities or their holding companies do not have holdings in excess of 10%. Also, from September 2010, banks are allowed to engage for-profit companies registered under the Indian Companies Act, 1956, excluding non-banking finance companies, as Business Correspondents in addition to the individuals/entities permitted earlier.

### Requirements of the Banking Regulation Act

#### Prohibited Business

The Banking Regulation Act specifies the business activities in which a bank may engage. Banks are prohibited from engaging in business activities other than the specified activities.

#### Reserve Fund

Any bank incorporated in India is required to create a reserve fund to which it must transfer not less than 25.0% of the profits of each year before dividends. If there is an appropriation from this account, the bank is required to report the same to the Reserve Bank of India within 21 days, explaining the circumstances leading to such appropriation. The



government of India may, on the recommendation of the Reserve Bank of India, exempt a bank from requirements relating to its reserve fund.

#### Restriction on Share Capital and Voting Rights

Banks can issue only ordinary shares. The Banking Regulation Act currently specifies that no shareholder in a banking company can exercise voting rights on poll in excess of 10.0% of total voting rights of all the shareholders of the banking company.

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In 2006, the Indian Parliament amended the laws governing India's public sector banks permitting these banks to issue preference shares and make preferential allotments or private placements of equity. According to current provisions private sector banks in India are not permitted to issue preference shares. Legislation has been introduced in the Parliament to amend the Banking Regulation Act to allow all banks to issue redeemable and non-redeemable preference shares. Prior to the merger, ICICI had preference share capital of Rs. 3.5 billion redeemable in 2018. The government of India, on the recommendation of the Reserve Bank of India, had granted us an exemption which allowed the inclusion of preference capital in our capital structure until the maturity of these shares. However, the Reserve Bank of India, in March 2010, issued a guideline requiring all commercial banks to treat preference shares as borrowings.

An amendment to the Banking Regulation Act in fiscal 2013 has increased the voting rights cap from 10.0% to 26.0%. However, this is pending notification by the Reserve Bank of India. See also "Overview of the Indian Financial Sector—Recent Structural Reforms—Proposed Amendments to the Banking Regulation Act".

### Restrictions on Investments in a Single Company

No bank may hold shares, as a pledgee, mortgagee or absolute owner in any company other than a subsidiary, exceeding 30.0% of the paid-up share capital of that company or 30.0% of its own paid-up share capital and reserves, whichever is less. In December 2011, the Reserve Bank of India issued guidelines on banks' investments in non-financial services companies, under which equity investment by a bank in companies engaged in non-financial services activities was limited to 10% of the investee company's paid-up share capital.

### Regulatory Reporting and Examination Procedures

The Reserve Bank of India is authorized under the Banking Regulation Act to inspect a bank. The Reserve Bank of India monitors prudential parameters at quarterly intervals. To this end and to enable off-site monitoring and surveillance by the Reserve Bank of India, banks are required to report to the Reserve Bank of India on aspects such as:

- assets, liabilities and off-balance sheet exposures;
- the risk-weighting of these exposures, the capital base and the capital adequacy ratio;
- the unaudited operating results for each quarter;
  - asset quality;
  - concentration of exposures;
- connected and related lending and the profile of ownership, control and management; and
  - other prudential parameters.

The Reserve Bank of India also conducts periodic on-site inspections on matters relating to the bank's portfolio, risk management systems, internal controls, credit allocation and regulatory compliance, at intervals ranging from one to three years. We are subject to the on-site inspection by the Reserve Bank of India at yearly intervals. The inspection report, along with the report on actions taken by us, has to be placed before our board of directors. On approval by our board of directors, we are required to submit the report on actions taken by us to the Reserve Bank of India. The Reserve Bank of India also discusses the report with our management team, including the Managing Director and

CEO.

The Reserve Bank of India also conducts on-site supervision of selected branches with respect to their general operations and foreign exchange related transactions.

#### Appointment and Remuneration of the Chairman, Managing Director and Other Directors

We are required to obtain prior approval of the Reserve Bank of India before we appoint our chairman, managing director and any other executive directors and fix their remuneration. The Reserve Bank of India is

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authorized to remove an appointee from the posts of chairman, managing director and other executive directors on the grounds of public interest, interest of depositors or to ensure our proper management. Further, the Reserve Bank of India may order meetings of our board of directors to discuss any matter in relation to us, appoint observers to such meetings and in general may make such changes to the management as it may deem necessary and may also order the convening of a general meeting of our shareholders to elect new directors. We cannot appoint as a director any person who is a director of another banking company. The Reserve Bank of India has issued guidelines on “fit and proper” criteria for directors of banks. Our directors must satisfy the requirements of these guidelines.

On January 13, 2012, the Reserve Bank of India issued guidelines on the compensation of whole-time directors/chief executive officers/risk takers and control function staff of private sector and foreign banks operating in India. The guidelines include principles for effective governance of compensation, alignment of compensation with risk taking and effective supervisory oversight and engagement by stakeholders.

### Penalties

The Reserve Bank of India may impose penalties on banks and its employees in case of infringement of regulations under the Banking Regulation Act. The penalty may be a fixed amount or may be related to the amount involved in any contravention of the regulations. The penalty may also include imprisonment. A press release has been issued by the Reserve Bank of India giving details of the circumstances under which the penalty is imposed on the bank along with the communication on the imposition of the penalty in public domain. The banks are also required to disclose the penalty in their annual report. In April 2008, the Reserve Bank of India issued guidelines for banks engaging recovery agents. Under these guidelines, the Reserve Bank of India may ban banks from engaging recovery agents in a particular area, either jurisdictional or functional, for a limited period, in case of complaints received by the regulator regarding violation of the above guidelines and adoption of abusive practices followed by banks’ recovery agents. In case of persistent breach of the above guidelines, the Reserve Bank of India may consider extending the period of ban or the area of ban. Similar supervisory action could be attracted when the High Courts or the Supreme Court pass strictures or impose penalties against any bank or its directors/officers/agents with regard to policy, practice and procedure related to the recovery process.

### Assets to be Maintained in India

Every bank is required to ensure that its assets in India (including import-export bills drawn in India and the Reserve Bank of India-approved securities, even if the bills and the securities are held outside India) are not less than 75.0% of its demand and time liabilities in India.

### Restriction on Creation of Floating Charge

Prior approval of the Reserve Bank of India is required for creating a floating charge on our undertaking or property. Currently, all of our borrowings, including bonds, are unsecured.

### Maintenance of Records

We are required to maintain books, records and registers. The Banking Regulation Act specifically requires banks to maintain books and records in a particular manner and file the same with the Registrar of Companies on a periodic basis. The provisions for production of documents and availability of records for inspection by shareholders as stipulated under the Companies Act and the rules thereunder would apply to us as in the case of any company. The Know Your Customer Guidelines framed by the Reserve Bank of India also provide for certain records to be updated at regular intervals. As per the Prevention of Money Laundering Act, records of a transaction are to be preserved for five years (changed from ten years to five years in February 2013) from the date of the transaction between a customer

and the bank. The Banking Companies (Period of Preservation of Records) Rules, 1985 requires a bank's records of books, accounts and other documents relating to stock and share registers to be maintained for a period of three years.

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### Other Statutes

#### Companies Act

Companies in India, including banks, in addition to the sector-specific statutes and the regulations and guidelines prescribed by the sectoral regulators, are required to comply with relevant provisions of the Companies Act 1956. The Companies Bill 2011, which is pending approval of the upper house of the Indian Parliament, would amend the Companies Act 1956. The provisions of the Bill include making independent directors more accountable and improving corporate governance practices. The Bill also seeks to make corporate social responsibility mandatory for companies above a certain size and require them to spend a minimum of 2% of the average net profits of the preceding three years for corporate social responsibility initiatives. Any shortfall in this regard is required to be explained in the annual report.

#### Competition Act

The Competition Act 2002 established the Competition Commission of India with the objective of promoting competition, preventing unfair trade practices and protecting the interest of consumers. The Competition Act prohibits anti-competitive agreements and abuse of market dominance, and requires the approval of the Competition Commission for mergers and acquisitions involving companies above a certain size. The Competition (Amendment) Bill 2012, introduced in the lower house of Parliament in December 2012, seeks to widen the scope from the enterprise level to the group level in identifying abuse of dominance, give the government of India the flexibility to specify thresholds for mergers to be regulated under the Act, and make it mandatory for sector-specific regulators to take the views of the Competition Commission of India on mergers and acquisitions in their respective sectors.

#### Secrecy Obligations

Our obligations relating to maintaining secrecy arise out of common law principles governing our relationship with our customers. We cannot disclose any information to third parties except under clearly defined circumstances. The following are the exceptions to this general rule:

- where disclosure is required to be made under any law;
- where there is an obligation to disclose to the public;
- where we need to disclose information in its interest; and
- where disclosure is made with the express or implied consent of the customer.

We are also required to disclose information if ordered to do so by a court. The Reserve Bank of India may, in the public interest, publish the information obtained from the bank. Under the provisions of the Banker's Books Evidence Act, a copy of any entry in a banker's book, such as ledgers, day books, cash books and account books certified by an officer of the bank, may be treated as prima facie evidence of the transaction in any legal proceeding.

#### Regulations Governing Offshore Banking Units

The government and the Reserve Bank of India have permitted banks to set up offshore banking units in Special Economic Zones, which are specially delineated duty-free enclaves deemed to be foreign territory for the purpose of trade operations, duties and tariffs. We have an offshore banking unit located in the Santacruz Electronic Exports Promotion Zone, Mumbai. The key regulations applicable to offshore banking units include, but are not limited to, the

following:

- No separate assigned capital is required. However, the parent bank is required to provide a minimum of US\$10 million to its offshore banking unit.
  - Offshore banking units are exempt from cash reserve ratio requirements.
- The Reserve Bank of India may exempt a bank's offshore banking unit from statutory liquidity ratio requirements on specific application by the bank.

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- An offshore banking unit may not enter into any transactions in foreign exchange with residents in India, unless such a person is eligible to enter into or undertake such transactions under the Foreign Exchange Management Act.
  - All prudential norms applicable to overseas branches of Indian banks apply to offshore banking units.
- Offshore banking units are required to adopt liquidity and interest rate risk management policies prescribed by the Reserve Bank of India in respect of overseas branches of Indian banks as well as within the overall risk management and asset and liability management framework of the bank subject to monitoring by the bank's board of directors at prescribed intervals. Further, the bank's board would be required to set comprehensive overnight limits for each currency for these branches, which would be separate from the open position limit of the parent bank.
- Offshore banking units may raise funds in convertible foreign currency as deposits and borrowings from non-residents including non-resident Indians but excluding overseas corporate bodies.
  - Offshore banking units may operate and maintain balance sheets only in foreign currency.
- The loans and advances of offshore banking units would not be reckoned as net bank credit for computing priority sector lending obligations.
- Offshore banking units must follow the Know Your Customer guidelines and must be able to establish the identity and address of the participants in a transaction, the legal capacity of the participants and the identity of the beneficial owner of the funds.
- The Special Economic Zone Act, 2005 permitted offshore banking units to additionally undertake the following activities:
  - lend outside India and take part in international syndications/consortiums on par with foreign offices.
    - invest in foreign currency denominated debt of Indian units; and
  - extend facilities to subsidiaries/units of Indian entities, located outside India.

Consolidated Supervision Guidelines

In fiscal 2003, the Reserve Bank of India issued guidelines for consolidated accounting and consolidated supervision for banks. These guidelines became effective April 1, 2003. The principal features of these guidelines are:

**Consolidated Financial Statements:** Banks are required to prepare consolidated financial statements intended for public disclosure.

**Consolidated Prudential Returns:** Banks are required to submit to the Reserve Bank of India consolidated prudential returns reporting their compliance with various prudential norms on a consolidated basis, excluding insurance subsidiaries and group companies engaged in businesses not pertaining to financial services. Compliance on a consolidated basis is required in respect of the following main prudential norms:

- single borrower exposure limit of 15% of capital funds (20% of capital funds, provided that the additional exposure of up to 5% is for the purpose of financing infrastructure projects);
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borrower group exposure limit of 40% of capital funds (50% of capital funds, provided that the additional exposure of up to 10% is for the purpose of financing infrastructure projects);

- deduction from tier I capital of the bank of any shortfall in capital adequacy of a subsidiary for which capital adequacy norms are specified; and

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- consolidated capital market exposure limit of 40% of consolidated net worth with a direct investment limit of 20% of consolidated net worth.

See also “Business—Loan Portfolio—Loan Concentration”.

In June 2004, the Reserve Bank of India published the report of a working group on the monitoring of financial conglomerates, which proposed the following framework:

- identification of financial conglomerates that would be subjected to focused regulatory oversight;
- monitoring intra-group transactions and exposures and large exposures of the group to outside counter parties;
- identifying a designated entity within each group that would collate data in respect of all other group entities and furnish the same to its regulator; and
  - formalizing a mechanism for inter-regulatory exchange of information.

The framework covers entities under the jurisdiction of the Reserve Bank of India, the Securities and Exchange Board of India, the Insurance Regulatory and Development Authority and the National Housing Bank and would in due course be extended to entities regulated by the proposed Pension Fund Regulatory and Development Authority. The Reserve Bank of India has identified us and our related entities as a financial conglomerate with ICICI Bank as the designated entity responsible for reporting to the Reserve Bank of India.

In March 2013, financial sector regulators the Reserve Bank of India, the Securities and Exchange Board of India, the Insurance Regulatory and Development Authority and the Pension Fund Regulatory and Development Authority, signed a memorandum of understanding to cooperate in the field of consolidated supervision and monitoring of financial conglomerates.

### Regulations and Guidelines of the Securities and Exchange Board of India

The Securities and Exchange Board of India was established to protect the interests of public investors in securities and to promote the development of and to regulate the Indian securities market. We and our subsidiaries and affiliates are subject to the Securities and Exchange Board of India regulations for public capital issuances, as well as underwriting, custodial, depository participant, investment banking, brokering, asset management and debenture trusteeship activities. These regulations provide for our registration with the Securities and Exchange Board of India for each of these activities, functions and responsibilities. We and our subsidiaries are required to adhere to codes of conduct applicable for these activities.

### Special Status of Banks in India

The special status of banks is recognized under various statutes including the Sick Industrial Companies Act, 1985, Recovery of Debts Due to Banks and Financial Institutions Act, 1993, and the SARFAESI Act. As a bank, we are entitled to certain benefits under various statutes including the following:

- The Recovery of Debts Due to Banks and Financial Institutions Act, 1993 provides for establishment of Debt Recovery Tribunals for expeditious adjudication and recovery of debts due to any bank or Public Financial Institution or to a consortium of banks and Public Financial Institutions. Under this Act, the procedures for recoveries of debt have been simplified and time frames have been fixed for speedy disposal of cases. Upon establishment of the Debt Recovery Tribunal, no court or other authority can exercise jurisdiction in relation to

matters covered by this Act, except the higher courts in India in certain circumstances.

- The Sick Industrial Companies Act, 1985, (“SICA”), provides for referral of sick industrial companies to the Board for Industrial and Financial Reconstruction. Under the Act, other than the board of directors of a company, a scheduled bank (where it has an interest in the sick industrial company by any financial assistance or obligation, rendered by it or undertaken by it) may refer the company to the Board of Industrial and Financial Reconstruction (“BIFR”). The SICA has been repealed by the Sick Industrial

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Companies (Special Provisions) Repeal Act, 2004 (“SICA Repeal Act”). However, the SICA Repeal Act, which is due to come into force on a date to be notified by the central Government in the official gazette, has not yet been notified. On the repeal becoming effective, the provisions of the Companies Act will apply in relation to “sick” companies, under which the reference must be made to the National Company Law Tribunal, in place of the BIFR.

- The SARFAESI Act focuses on improving the rights of banks and financial institutions and other specified secured creditors as well as asset reconstruction companies by providing that such secured creditors can take over management control of a borrower company upon default and/or sell assets without the intervention of courts, in accordance with the provisions of the SARFAESI Act.

## Taxation

The Government has proposed three major reforms in Indian tax laws, namely the Goods and Services Tax, the Direct Taxes Code and the provisions relating to GAAR. While the implementation of Goods and Services Tax and the Direct taxes code are awaited, the implementation of GAAR has been deferred to fiscal 2017. Under the Goods and Services Tax reforms, it has been proposed to introduce unified goods and services tax structures to expand the tax base, rationalize the input tax credit and harmonize the current multiple taxation laws in India. The Goods and Services Tax would replace the indirect taxes on goods and services such as central excise duty, service tax, customs duty, central sales tax, state VAT, surcharge and excise currently being collected by the central and state governments. The Direct Taxes Code aims to reduce distortions in the tax structure, introduce moderate levels of taxation and expand the tax base. It also aims to provide greater tax clarity and stability to investors who invest in Indian projects and companies. It proposes to consolidate and amend laws relating to all direct taxes like income tax, dividend distribution tax, fringe benefit tax and wealth tax and facilitates voluntary compliance.

The GAAR provisions would apply to arrangements declared as “impermissible avoidance arrangements”, which is defined to mean an arrangement, the main purpose or one of the main purposes of which is to obtain a tax benefit and which satisfy at least one of the following tests (i) creates rights, or obligations, which are not ordinarily created between persons dealing at arm’s length; (ii) results, directly or indirectly, in misuse, or abuse, of the provisions of the Income Tax Act, 1961; (iii) lacks commercial substance or is deemed to lack commercial substance, in whole or in part; or (iv) is entered into, or carried out, by means, or in a manner, which are not ordinarily employed for bonafide purposes. If GAAR provisions are invoked, then the tax authorities have wide powers, including denial of tax benefit or a benefit under a tax treaty.

## Income Tax Benefits

As a banking company, the Bank is entitled to certain tax benefits under the Indian Income-tax Act including the following:

- We are allowed a deduction of up to 20% of the profits derived from the business of providing long-term finance in India (defined as loans and advances extended for a period of not less than five years) computed in the manner specified under the Indian Income-tax Act and carried to a Special Reserve account. The deduction is allowed subject to the aggregate of the amounts transferred to the Special Reserve Account for this purpose from time to time not exceeding twice our paid-up share capital and general reserves. The amount withdrawn from such a Special Reserve Account would be chargeable to income tax in the year of withdrawal, in accordance with the provisions of the Income-tax Act.
- We are entitled to a tax deduction, for income from an offshore banking unit in a special economic zone, at the rate of 100.0% for a period of five consecutive years beginning with the year in which permission under Banking Regulation Act, 1949 is obtained, i.e., up to March 31, 2008 for Offshore Banking Unit in Santacruz Electronics

Export Processing Zone, Mumbai and 50.0% deduction for a period of five consecutive years thereafter in accordance with and subject to the conditions prescribed therein.

Regulations Governing Insurance Companies

ICICI Prudential Life Insurance Company and ICICI Lombard General Insurance Company, our subsidiaries offering life insurance and non-life insurance, respectively, are subject to the provisions of the Insurance Act, 1938 and the various regulations prescribed by the Insurance Regulatory and Development Authority. These regulations

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regulate and govern, among other things, registration as an insurance company, investment, solvency margin requirements, licensing of insurance agents, advertising, sale and distribution of insurance products and services and protection of policyholders' interests.

In May 2002, the Indian Parliament approved the Insurance (Amendment) Act 2002, which facilitates the appointment of corporate agents by insurance companies and prohibits intermediaries and brokers from operating as surrogate insurance agents. The Indian government has proposed an increase in the limit on foreign equity participation in private sector insurance companies from 26% to 49%, which is awaiting Parliament's approval. Also, the current policy requires the Indian promoter to reduce its stake to 26% after completion of ten years of operations in a manner that would be prescribed by the regulator. The new Insurance Amendment Bill 2008 introduced in Parliament proposes to remove this restriction on divestment by Indian promoters.

The Insurance Regulatory and Development Authority periodically issues guidelines pertaining to life insurance business. The Insurance Regulatory and Development Authority issued guidelines effective September 2010 introducing a cap on charges levied on customers investing in equity linked life insurance policies and unit-linked insurance products. For unit-linked insurance products, the difference between gross and net yields was capped at 300 basis points for products with a tenor of less than ten years and 225 basis points for products with a tenor more than ten years. The fund management charges within these charges were capped at 150 basis points and 125 basis points for products with tenors of less than ten years and more than ten years respectively. Mortality and morbidity charges are not a part of the cap. Policy surrender charges from the fifth policy year onwards for unit-linked products have been removed. The changes included a cap on surrender charges, an increase in the minimum premium paying term and minimum guaranteed positive returns on pension products. The life insurance industry had to incorporate specific changes in its product offerings to comply with these guidelines. The minimum guaranteed return of 4.5% on pension products was applicable up to year-end fiscal 2011, and was withdrawn beginning fiscal 2012. Further, the Insurance Regulatory and Development Authority issued guidelines on non-linked life insurance products to be effective October 1, 2013, which included limits on the commission rates payable by insurance companies, introduction of minimum guaranteed surrender value and minimum death benefits. The new guidelines would require life insurance companies to modify existing non-linked products which do not comply with the revised guidelines.

The Insurance Regulatory and Development Authority released draft guidelines on bancassurance (i.e., the practice of banks selling insurance products in a marketing arrangement with insurance companies) in November 2011, under which banks cannot align with more than one life, one non-life and one standalone health insurance company in any of the zones in the country, as defined by the regulator. Correspondingly, no insurer can tie up with a bancassurance agent in more than a specified number of zones. Final guidelines on bancassurance are awaited.

In December 2011, the Insurance Regulatory and Development Authority issued regulations on the issue of capital by life insurance companies and disclosure requirements. As per the guidelines, an insurance company can raise share capital through a public issue after completion of ten years from the date of commencement of operations, having maintained the prescribed regulatory solvency margin for at least the preceding six quarters, and an embedded value of at least twice the paid-up equity capital.

With regard to guidelines pertaining to the general insurance industry, in fiscal 2007, the general insurance industry in India was de-tariffed and insurance premiums were freed from price controls. In March 2011, the Insurance Regulatory and Development Authority decided that all general insurance companies were required to provide for losses on the third party motor pool at a provisional rate of 153% over fiscal 2008 to fiscal 2011 compared to the earlier loss rate of 122%-127%. Further, based on the results of an evaluation instituted to determine the loss rates of the third party motor pool released on January 3, 2012, the loss rates were further revised upwards to 159% for fiscal 2008, 188% for fiscal 2009, 200% for fiscal 2010 and 213% for fiscal 2011. This upward revision of the loss rates for the previous years impacted the profitability of the general insurance companies for fiscal 2012. Further, pursuant to

the decision to dismantle the third party motor pool by the Insurance Regulatory and Development Authority, effective April 1, 2012, the above loss rates were applicable until March 31, 2012 and a Declined Risk Pool has been created in its place. Under this Pool approach, insurers will cede only those policies to the pool that they would not consider underwriting themselves. Insurers have been mandated to underwrite motor pool policies to the extent of the sum of 50% of their share in total gross premium and 50% share in total motor premium. Any shortfall against this requirement will be allocated to the insurers from the Declined Risk Pool. Additionally, as against the earlier approach of ceding all third party premiums including those related to

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comprehensive policies, under the Declined Risk Pool framework, only specific third party insurance premiums will be pooled. Accordingly, under this approach, the size of the pool is expected to decline substantially and the allocation of losses to individual insurers will be based on their ability to meet the mandated targets. Further, the Insurance Regulatory and Development Authority relaxed the solvency requirement for insurers to 1.3 at March 2012, 1.4 at March 2013, 1.5 at March 2014 and at all times thereafter. See also “Risk Factors—Risks Relating to Our Business—The regulatory environment for financial institutions is facing unprecedented change in the post-financial crisis environment”.

### Regulations Governing Mutual Funds

ICICI Prudential Asset Management Company, our asset management subsidiary, is subject to provisions of the Securities and Exchange Board of India (Mutual Fund) Regulations 1996, as amended from time to time. These regulations regulate and govern, among other things, registration as a mutual fund, restrictions on business activities of an asset management company, process for launching of mutual fund schemes, investment objectives and valuation policies and pricing. In June 2009, the Securities and Exchange Board of India issued guidelines stating that mutual funds could not charge any entry load to investors investing in mutual fund schemes. In August 2009, the Securities and Exchange Board of India issued guidelines directing mutual funds to ensure parity of exit loads charged across various unit holder groups.

In February 2010, the Securities and Exchange Board of India introduced guidelines for the valuation of money market and debt securities with a view to ensuring that the value of money market and debt securities in the portfolio of mutual fund schemes reflects the current market scenario. The valuation guidelines have been effective from August 1, 2010.

In the Union Budget for fiscal 2014 announced on February 28, 2013, it was proposed that mutual fund distributors would be allowed to become members in the mutual fund segment of stock exchanges to improve their reach and distribution.

### Regulations Governing International Operations

Our international operations are governed by regulations in the countries in which we have a presence.

#### Overseas Banking Subsidiaries

Our wholly owned subsidiary in the United Kingdom, ICICI Bank UK PLC, is authorized and regulated by the Financial Services Authority, which granted its application for authorization under Part IV of the Financial Services and Markets Act, 2000. The UK subsidiary has established a branch in Antwerp, Belgium under the European Union Passporting arrangements and also opened a branch in Frankfurt, Germany. The UK subsidiary adopted the Basel II capital framework effective January 1, 2008.

Our wholly owned subsidiary in Canada, ICICI Bank Canada (a Schedule II Bank in Canada), is regulated by the Office of the Superintendent of Financial Institutions, which provided it with an order to commence and carry on business on November 25, 2003. ICICI Bank Canada’s wholly owned subsidiary, ICICI Wealth Management Inc., is regulated by Ontario Securities Commission, which licensed it as a Limited Market Dealer, on March 2, 2007. As required by the Office of the Superintendent of Financial Institutions, the Canadian subsidiary adopted the Basel II capital framework effective January 1, 2008.

Our wholly owned subsidiary in Russia, ICICI Bank Eurasia Limited Liability Company, is regulated by the Central Bank of the Russian Federation. The capital requirements prescribed by the Central Bank of Russia, which are based



on Basel I, are applicable for ICICI Bank Eurasia Limited Liability Company.

#### Offshore Branches

The Foreign Exchange Management (Borrowing or Lending in Foreign Exchange) Regulations, 2000, as amended, and rules issued thereunder, permit a branch located outside India of a bank incorporated or constituted in India to borrow in foreign currency in the normal course of its banking business outside India, subject to the directions or guidelines issued by the Reserve Bank of India from time to time and the Regulatory Authority of the country where the branch is located.

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Our Singapore branch is currently engaged in corporate and institutional banking, private banking and treasury-related activities. In April 2010, the Monetary Authority of Singapore granted the Singapore branch Qualified Full Banking privileges which entitled us to take retail deposits. In Bahrain, we have an offshore branch, regulated by the Central Bank of Bahrain. The Bahrain branch is permitted to transact banking business with approved financial institutions within Bahrain, individuals or institutions outside Bahrain. It is also permitted to offer banking services to non-resident Indians in Bahrain. Our branch in Hong Kong is regulated by the Hong Kong Monetary Authority and is permitted to undertake banking business with certain restrictions. Our branch in Sri Lanka is regulated by the Central Bank of Sri Lanka. Our branch in the Dubai International Financial Centre is regulated by the Dubai Financial Services Authority and is licensed to engage in corporate and commercial banking operations in or from the DIFC. The Qatar Financial Centre Regulatory Authority regulates our branch in Qatar. Our branch in New York is regulated by the Federal Reserve Board and the Office of the Comptroller of the Currency. In addition, we also have an Offshore Banking Unit located in the Santacruz Electronic Exports Promotion Zone, Mumbai.

Representative Offices

Our representative offices in United Arab Emirates, China, South Africa, Bangladesh, Malaysia, Thailand and Indonesia are regulated by the respective regulatory authorities.

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EXCHANGE CONTROLS

Restrictions on Conversion of Rupees

There are restrictions on the conversion of rupees into dollars. Before February 29, 1992, the Reserve Bank of India determined the official value of the rupee in relation to a weighted basket of currencies of India's major trading partners. In the February 1992 budget, a new dual exchange rate mechanism was introduced by allowing conversion of 60% of the foreign exchange received on trade or current account at a market-determined rate and the remaining 40% at the official rate. All importers were, however, required to buy foreign exchange at the market rate except for certain specified priority imports. In March 1993, the exchange rate was unified and allowed to float. In February 1994 and again in August 1994, the Reserve Bank of India announced relaxations in payment restrictions in the case of a number of transactions. Since August 1994, the government of India has substantially complied with its obligations owed to the International Monetary Fund, under which India is committed to refrain from using exchange restrictions on current international transactions as an instrument in managing the balance of payments. Effective July 1995, the process of current account convertibility was advanced by relaxing restrictions on foreign exchange for various purposes, such as foreign travel and medical treatment.

The Foreign Exchange Management Act, 1999 regulates transactions involving foreign exchange and provides that certain transactions cannot be carried out without the general or special permission of the Reserve Bank of India. The Foreign Exchange Management Act, 1999 has substantially eased the restrictions on current account transactions (with a few exceptions). However, the Reserve Bank of India continues to exercise control over capital account transactions (i.e., those which alter the assets or liabilities, including contingent liabilities, of persons). The Reserve Bank of India has issued regulations under the Foreign Exchange Management Act, 1999 to regulate the various kinds of capital account transactions, including certain aspects of the purchase and issuance of shares of Indian companies. The Reserve Bank of India has also permitted authorized dealers to freely allow remittances by individuals up to US\$ 200,000 subject to certain restrictions per financial year for any permissible current or capital account transactions or a combination of both, under the Liberalized Remittance Scheme.

Restrictions on Sale of the Equity Shares underlying ADSs and Repatriation of Sale Proceeds

ADSs issued by Indian companies to non-residents have free transferability outside India. Under current Indian regulations and practice, approval of the Reserve Bank of India is not required for the sale of equity shares underlying ADSs by a non-resident of India to a resident of India if the sale has been executed on a recognized stock exchange in India through a registered broker at the prevailing market price, subject to the relevant sectoral cap as prescribed by the Reserve Bank of India from time to time. Approval of the Reserve Bank of India is not required for a sale of shares of a company other than a company in the financial services sector (banks, non-bank finance companies and insurance companies) and certain other specified sectors, even if the transfer is other than on a recognized stock exchange in India or through a registered broker, as long as conditions prescribed in the Reserve Bank of India guidelines are complied with. The same applies to a renunciation of rights to a resident of India. Foreign institutional investors registered with the Securities and Exchange Board of India are eligible to purchase shares of an Indian company under the Portfolio Investment Scheme. However, such investment is subject to certain limits as prescribed by the Reserve Bank of India for investment through the Portfolio Investment Scheme from time to time. Approval of the Reserve Bank of India is not required for a sale of shares by an foreign institutional investor to any person resident outside India under the Portfolio Investment Scheme prescribed by the Reserve Bank of India provided the sale is made on a recognized stock exchange and through a stock broker registered with the stock exchange or a merchant banker registered with Securities and Exchange Board of India.

If a sale of securities has taken place in terms of the Reserve Bank of India guidelines and other applicable regulations, as briefly described in the previous paragraph, then provided (i) the securities were held on repatriation basis, (ii) the shares have been sold on a recognized stock exchange in India through a stock broker at the ruling market price as determined on the floor of the exchange and (iii) a no objection/tax clearance certificate from income tax authority has been obtained, the sale proceeds may be freely remitted. If a sale was made pursuant to specific approval of the Reserve Bank of India, then sale proceeds can be remitted as per the terms of such an approval. If the equity shares underlying ADSs are sold under the Portfolio Investment Scheme, then the sale proceeds may be remitted through an authorized dealer, without the approval of the Reserve Bank of India, provided that the equity shares are sold on a recognized stock exchange through a registered stock broker and a no objection/tax clearance certificate from the income-tax authority has been produced.

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After the announcement of India's budget for fiscal 2002, the Reserve Bank of India issued certain notifications for the liberalization of the capital account. Pursuant to the notifications, in contrast to prior regulations, limited two-way fungibility in ADS/GDR issues of Indian companies was introduced, subject to sectoral caps, wherever applicable. On April 1, 2013, a new edition of Consolidated Foreign Direct Investment Policy came into effect, to further liberalize capital account transactions.

The Reserve Bank of India issued a notification under the provisions of the Foreign Exchange Management Act, 1999, permitting a registered broker in India to purchase shares of any Indian company on behalf of a person resident outside India, for the purpose of converting the shares so purchased into ADSs, provided that:

- the shares are purchased on a recognized stock exchange;
- the Indian company has issued ADSs;
- the shares are purchased with the permission of the custodian of ADSs of the concerned Indian company and are deposited with the custodian;
- the number of shares so purchased shall not exceed the number of ADSs converted into underlying shares and shall be subject to sectoral caps as applicable; and
- the non-resident investor, broker, custodian and the overseas depository comply with the provisions of the Scheme for Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and the guidelines issued there under by the government of India from time to time.

On November 23, 2002, the government of India's Ministry of Finance issued Operative Guidelines for Disinvestment of Shares by the Indian Companies in the Overseas Market through the Issue of ADSs. Under these guidelines, the shareholders may divest their holdings in the overseas market through the mechanism of a sponsored ADS issue by the Indian company. The holdings which may be divested are holdings in Indian companies which are listed either in India or on an overseas exchange. The divestment process is initiated when the Indian company whose shares are being offered for divestment in the overseas market sponsors an ADS issue against the block of existing shares offered by the shareholders under these guidelines. Such ADS issues against existing shares offered for divestment must also comply with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997, if ADSs are cancelled and the underlying shares are to be registered with the company. Such divestment would result in foreign equity investment and would also need to conform to the foreign direct investment sectoral policy. All mandatory approvals including those under the Companies Act, 1956 and the approval of the Foreign Investment Promotion Board for foreign equity induction through the offer of existing shares would have to be obtained.

The Reserve Bank of India has permitted Indian companies to retain abroad, for any period, the funds raised through an issue of ADSs (except funds raised under a sponsored issue of ADSs), in order to meet their future foreign exchange requirement. Further, pending repatriation or utilization, the Indian company may invest the foreign currency funds raised in:

- deposits or certificates of deposit or other products offered by banks who have been rated by Standard and Poor's Ratings Service/Fitch, IBCA or by Moody's Investors Service; and such rating not being less than the applicable rating stipulated by the Reserve Bank of India from time to time for the purpose.
- deposits with an overseas branch of an authorized dealer in India; and

- treasury bills and other monetary instruments with a maturity or unexpired maturity of one-year or less.

The Reserve Bank of India permits resident shareholders of Indian companies who offer their shares for conversion to ADSs to receive the sale proceeds in foreign currency. However, the conversion to such ADSs must have the approval of the Foreign Investment Promotion Board. Further, the sale proceeds received by residents are permitted to be credited to their Exchange Earners' Foreign Currency/Resident Foreign Currency (Domestic) accounts or to their rupee accounts in India at their option.

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RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

The Government of India strictly regulates ownership of Indian companies by foreigners. Foreign investment in Indian securities, including the equity shares represented by ADSs, is generally regulated by the Foreign Exchange Management Act, 1999, which permits transactions involving the inflow or outflow of foreign exchange and authorizes the Reserve Bank of India to prohibit or regulate such transactions.

The Foreign Exchange Management Act, 1999 regulates transactions involving foreign exchange and provides that certain transactions cannot be carried out without the general or special permission of the Reserve Bank of India or the Foreign Investment Promotion Board of the government of India. The Foreign Exchange Management Act, 1999 has eased restrictions on current account transactions. However, the Reserve Bank of India continues to exercise control over capital account transactions (i.e., those which alter the assets or liabilities, including contingent liabilities, of persons). The Reserve Bank of India has issued regulations under the Foreign Exchange Management Act, 1999 to regulate the various kinds of capital account transactions, including certain aspects of the purchase and issuance of shares of Indian companies.

Under the foreign investment rules, the following are the restrictions on foreign ownership applicable to us:

- Foreign investors may own up to 74.0% (including by foreign institutional investors) of our equity share capital subject to conformity with guidelines issued by the Reserve Bank of India from time to time. The limit under the automatic route is 49.0% and does not require specific approval of the Foreign Investment Promotion Board. The limit under the approval route is beyond 49.0% and up to 74%. It includes investments by way of foreign direct investment, ADSs, Global Depository Receipts and investment under the Portfolio Investment Scheme by foreign institutional investors and also non-resident Indians, and also includes shares acquired by subscription to private placements and public offerings and acquisition of shares from existing shareholders. At all times, at least 26.0% of the paid-up equity capital would have to be held by residents, except in regard to a wholly owned subsidiary of a foreign bank. The Reserve Bank of India released its roadmap for foreign banks in India. The roadmap was divided into two phases. During the first phase, between March 2005 and March 2009, foreign banks were allowed to acquire a controlling stake in a phased manner only in private sector banks that are identified by the Reserve Bank of India for restructuring. The second phase was scheduled to commence in April 2009 after a review of the experience gained and after due consultation with all the stakeholders in the banking sector. For new and existing foreign banks, it was proposed to go beyond the existing commitment to the World Trade Organization of allowing an increase of 12 branches per year. A more liberal policy was to be followed for under-banked areas. However, in April 2009, in view of the deterioration in the global financial markets, the Reserve Bank of India decided to put on hold the second phase until greater clarity emerged on recovery as well as the reformed global regulatory and supervisory architecture. In January 2011, the Reserve Bank of India released a discussion paper on the Presence of Foreign Banks in India. It is expected that comprehensive guidelines on the mode of presence of foreign banks in India will be issued after consideration of comments on the discussion paper.
- Indian companies can raise foreign currency resources abroad through the issue of ADSs, in accordance with the Scheme for Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism), 1993 (FCCB Scheme) and guidelines issued by the government of India there under from time to time. The policy for External Commercial Borrowings is also applicable to FCCBs. Under the FCCB Scheme, foreign investors may purchase ADSs, subject to the receipt of all necessary government approvals at the time the depository receipt program is set up. The government of India announced the Issue of Foreign Currency Exchangeable Bonds Scheme, 2008 on February 15, 2008 and the policy was implemented through a Reserve Bank

of India circular dated September 23, 2008 to facilitate the issue of bonds expressed in a foreign currency exchangeable into equity shares of another group company.

- Under the portfolio investment scheme, foreign institutional investors, subject to registration with the Securities and Exchange Board of India, may hold in aggregate up to 24.0% of paid-up equity capital, and this limit may be raised to the sectoral cap/statutory ceiling of 49.0%, subject to the approval of the board of directors followed by the general body of the company passing a special resolution to that effect, provided that no single foreign institutional investor may own more than 10.0% of total paid-up equity



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capital on behalf of itself or its sub-accounts. The shareholding of an individual non-resident Indian is restricted to 5.0% of our total paid-up equity capital both on repatriation and non-repatriation basis. This limit may be raised to 24.0% by a special resolution at a general meeting of the shareholders of the company. Foreign institutional investors registered with the Securities and Exchange Board of India shall restrict the allocation of their total investment between equities and debt in the Indian capital market in a 70:30 ratio.

- A person residing outside India (other than a non-resident Indian and overseas corporate bodies) may transfer by way of sale or gift the shares or convertible debentures to any person residing outside India (including a non-resident Indian), subject to the requirement that the transferee obtain prior permission of the Secretarial for Industrial Assistance/Foreign Investment Promotion Board to acquire the shares if he has previous venture or tie-up in India through investment/technical collaboration/trade mark agreement in the same field in which the Indian company, whose shares are being transferred, is engaged. This restriction is, however, not applicable to the transfer of shares to international financial institutions such as The Asian Development Bank, International Financial Corporation, Commonwealth Development Corporation, Deutsche Entwicklungs Gescellschaft and transfer of shares to an Indian company engaged in information technology sector.
- The Reserve Bank of India guidelines relating to acquisition by purchase or otherwise of equity shares of a private sector bank, if such acquisition results in any person owning or controlling 5.0% or more of the paid -up capital of the bank, are also applicable to non-resident investors investing in our shares. For more details on the Reserve Bank of India guidelines relating to acquisition by purchase or otherwise of shares of a private bank, see “Supervision and Regulation—Ownership Restrictions”.

Pursuant to a circular dated November 29, 2001, the Reserve Bank of India stated that, as of that date, overseas corporate bodies are not permitted to invest under the portfolio investment scheme, although they may continue to hold investments that have already been made under the portfolio investment scheme until such time as these investments are sold on the stock exchange. Overseas corporate bodies have been derecognized as a class of investor entity in India with effect from September 16, 2003. However, requests from such entities which are incorporated and not under the adverse notice of the Reserve Bank of India or the Securities and Exchange Board of India will be considered for fresh investments under the foreign direct investment scheme of the Reserve Bank of India with prior approval of the government of India or the Reserve Bank of India, as applicable.

An Indian company may sponsor an issue of ADSs with an overseas depository against shares held by its shareholders at a price to be determined by the lead manager. Under this mechanism the company offers its resident shareholders a choice to submit their shares back to the company so that on the basis of such shares, ADSs can be issued abroad. The proceeds of a sponsored ADR must be repatriated to India within a period of one month of the closure of the issue. The sponsoring company must comply with the provisions of the FCCB Scheme and the guidelines issued thereunder by the government of India from time to time. The sponsoring company must also furnish full details of the issue in the prescribed forms to the Reserve Bank of India within 30 days from the date of closure of the issue.

We obtained the approval of the Foreign Investment Promotion Board for our ADS offering in March 2000 and our sponsored ADS offering in March 2005, which were foreign direct investments. The investments through the portfolio investment scheme in the secondary market in India by foreign institutional investors, non-resident Indians and overseas corporate bodies and investments through the foreign direct investment scheme are distinct schemes that are available concurrently. As of June 30, 2013, foreign investors owned approximately 68.7% of our equity in total, of which 29.2% was through the ADS program.

An investor in ADSs does not need to seek the specific approval from the government of India to purchase, hold or dispose of ADSs. In the ADS offerings, we obtained the approval of the government of India’s Department of Corporate Affairs and the relevant stock exchanges.

Equity shares which have been withdrawn from the depositary facility and transferred on our register of shareholders to a person other than the depositary or its nominee may be voted by that person provided the necessary procedural requirements have been met. However, you may not receive sufficient advance notice of shareholder meetings to enable you to withdraw the underlying equity shares and vote at such meetings.

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Notwithstanding the foregoing, if a foreign institutional investor, non-resident Indian or overseas corporate body were to withdraw its equity shares from the ADS program, its investment in the equity shares would be subject to the general restrictions on foreign ownership noted above and may be subject to the portfolio investment restrictions. Secondary purchases of securities of a banking company in India by foreign direct investors or investments by non-resident Indians, overseas corporate bodies and foreign institutional investors above the ownership levels set forth above require the Indian government's approval on a case-by-case basis. It is unclear whether similar case-by-case approvals of ownership of equity shares withdrawn from the depositary facility by foreign institutional investors, non-resident Indians and overseas corporate bodies would be required.

You will be required to make a public offer to the remaining shareholders to purchase the equity shares held by them if you withdraw your equity shares from the ADS program and your direct or indirect holding in us exceeds 15.0% of our total equity under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997, as amended from time to time. Such a public offer would have to be made in compliance with the provisions of the aforesaid regulations of the Securities and Exchange Board of India. You will also require the acknowledgement of the Reserve Bank of India for the acquisition or transfer of our shares, which will take your aggregate holding (direct and indirect, beneficial or otherwise) as an individual or a group to the equivalent of 5.0% or more of our total paid-up capital. The Reserve Bank of India, while granting acknowledgement, may take into account all matters that it considers relevant to the application, including ensuring that shareholders whose aggregate holdings are above specified thresholds meet fitness and propriety tests. For more details on the Reserve Bank of India guidelines relating to acquisition by purchase or otherwise of shares of a private bank, see "Supervision and Regulation—Ownership Restrictions".

ADSs issued by Indian companies to non-residents have free transferability outside India. Under current Indian regulations and practice, approval of the Reserve Bank of India is not required for the sale of equity shares underlying the ADSs by a non-resident of India to a resident of India if the sale has been executed on a recognized stock exchange in India through a registered broker at the prevailing market price. Approval of the Reserve Bank of India is also not required for a sale of shares of a company other than a company in the financial services sector (banks, non-bank finance companies and insurance companies), even if the transfer is other than on a recognized stock exchange in India or through a registered broker, as long as conditions generally prescribed by the Reserve Bank of India are complied with. The same restrictions apply to a renunciation of rights to a resident of India. Approval of the Reserve Bank of India is not required for sale of shares under the portfolio investment scheme prescribed by the Reserve Bank of India provided the sale is made on a recognized stock exchange and through a registered stock broker.

In February 2009, the government of India issued guidelines for the calculation of total foreign investment, both direct and indirect, in Indian companies. Pursuant to this guideline, the foreign shareholding in an Indian company which is not majority owned and controlled by Indian shareholders will be taken into account in computing the foreign shareholding in investee companies of such Indian company (other than investee companies in the insurance sector, for which there are separate specific regulations). Since foreign ownership up to 74% is permitted in Indian private sector banks, such as us, this would impact investments made by Indian private sector banks, including us, and their subsidiaries, in other companies. This would also require an assessment as to whether any of the Indian shareholders are to be included for purposes of adherence to the foreign ownership limit of 74%. This does not, however, impact our investments in our insurance subsidiaries. We have sought clarification from the Department of Industrial Policy and Promotion on our status and that of our subsidiaries under these guidelines and are currently awaiting a response.

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## DIVIDENDS

Under Indian law, a company pays dividends upon a recommendation by its board of directors and approval by a majority of the shareholders at the annual general meeting of shareholders held within six months of the end of each fiscal year. The shareholders have the right to decrease but not increase the dividend amount recommended by the board of directors. Dividends may be paid out of the company's profits for the fiscal year for which the dividend is declared or out of undistributed profits of prior fiscal years. Dividends can also be paid by a company in the interim period, termed "interim dividend" which does not require the approval of the shareholders unless it is combined with the final dividend being recommended by the board of directors. The Reserve Bank of India has stipulated that banks may declare and pay dividend out of the profits from the relevant accounting period, without prior approval of the Reserve Bank of India if they satisfy the minimum prudential requirements and subject to the prudential cap on dividend payout ratio prescribed in the guidelines issued in this regard by the Reserve Bank of India. See also "Supervision and Regulation—Restrictions on Payment of Dividends".

Pursuant to circular number NSDL/SG/005/2000 issued by National Securities Depository Limited in February 2000, equity shares issued by us are pari passu in all respects including dividend entitlement.

ICICI Bank has paid dividends consistently every year from fiscal 1996, the second year of our operations. For fiscal 2009, we paid a dividend, excluding dividend tax, of Rs. 11.00 per equity share aggregating to Rs. 12.3 billion in July 2009. For fiscal 2010, we paid a dividend, excluding dividend tax, of Rs. 12.00 per equity share aggregating to Rs. 13.4 billion in June 2010. For fiscal 2011, we paid a dividend, excluding dividend tax, of Rs. 14.00 per equity share aggregating to Rs. 16.1 billion in June 2011. For fiscal 2012, we paid a dividend, excluding dividend tax, of Rs. 16.50 per equity share aggregating to Rs. 19.0 billion in June 2012. For fiscal 2013, we paid a dividend, excluding dividend tax, of Rs. 20.00 per equity share aggregating to Rs. 23.1 billion in June 2013.

The following table sets forth, for the periods indicated, the dividend per equity share and the total amount of dividends paid out on the equity shares during the fiscal year by ICICI Bank, each exclusive of dividend tax. This may be different from the dividend declared for the year.

	Dividend per equity share	Total amount of dividends paid (Rs. in billions)
Dividend paid during the fiscal year		
2009	11.00	12.2
2010	11.00	12.3
2011	12.00	13.4
2012	14.00	16.1
2013	16.50	19.0

Dividend income is tax-exempt in the hands of shareholders. However, for fiscal 2013, we were required to pay a tax at the rate of 16.9950% (including surcharge and cess) on distributed profits.

Future dividends will depend upon our revenues, cash flow, financial condition, the regulations of the Reserve Bank of India and other factors. Owners of ADSs will be entitled to receive dividends payable in respect of the equity shares represented by such ADSs. The equity shares represented by ADSs rank pari passu with existing equity shares. At

present, we have equity shares issued in India and equity shares represented by ADSs.

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TAXATION

Indian Tax

The following discussion of material Indian tax consequences to investors in ADSs and equity shares who are not resident in India, regardless of whether such investors are of Indian origin or not (each, a “non-resident investor”), is based on the provisions of the Indian Income-tax Act, 1961 (the “Income-tax Act”), including the special tax regime for ADSs contained in Section 115AC, which has been extended to cover additional ADSs that an investor may acquire in an merger or restructuring of the company, and certain regulations implementing the Section 115AC regime. The Income-tax Act is amended every year by the Finance Act of the relevant year. Some or all of the tax consequences described herein may be amended or modified by future amendments to the Income-tax Act. This summary is not intended to constitute a complete analysis of the tax consequences under Indian law of the acquisition, ownership and sale of ADSs and equity shares by non-resident investors. Holders should, therefore, consult their own tax advisers regarding the tax consequences of such acquisition, ownership and sale, including the tax consequences under Indian law, the law of the jurisdiction of their residence, any tax treaty between India and their country of residence, and in particular the application of the regulations implementing the Section 115AC regime.

Residence

For the purposes of the Income-tax Act, an individual is a resident of India during any fiscal year, if such individual (i) is in India in that year for 182 days or more or (ii) having been in India for a period or periods aggregating 365 days or more during the four years preceding that fiscal year, is in India for a period or periods aggregating 60 days or more in that fiscal year. The period of 60 days is replaced with 182 days in the case of an Indian citizen or person of Indian origin who, being resident outside India, comes on a visit to India during the fiscal year, or an Indian citizen who leaves India for purposes of employment or as a member of the crew of an Indian ship during the fiscal year. A company is resident in India in any fiscal year if it is registered in India or the control and management of its affairs are situated wholly in India in that year. A firm or other association of persons is resident in India except where the control and the management of its affairs are situated wholly outside India.

Taxation of Distributions

Dividends paid are not subject to tax in India in the hands of a recipient. However, we are required to pay tax at the rate of 16.995% (including the applicable surcharge and education cess) on the dividends distributed by us. Under Section 115-O(1A) of the Income-tax Act, dividends received by us on which our subsidiaries have paid the dividend distribution tax (the “DDT”) are deducted from the dividends distributed by us for the purpose of determining the DDT payable by us, subject to certain prescribed conditions being fulfilled.

Taxation on Exchange of ADSs

The receipt of equity shares upon the surrender of ADSs by a non-resident investor will not give rise to a taxable event for Indian tax purposes.

Taxation on Sale of ADSs or Equity Shares

Any transfer of ADSs outside India by a non-resident investor to another non-resident investor will not give rise to Indian capital gains tax in the hands of the transferor.

Subject to any relief under any relevant double taxation treaty, gain arising from the sale of an equity share will generally give rise to liability for Indian income tax in the hands of the transferor and tax will be required to be withheld at source. Gains will either be taxable as capital gains or business income, depending upon the nature of holding. Where the equity share has been held for more than 12 months (measured from the date of advice of redemption of the ADS by the depository as specified below), the resulting long-term capital gains will be exempt from tax if the shares are traded on a recognized stock exchange and the securities transaction tax (the "STT"), described below, is paid on such sale. If the equity share has been held for 12 months or less, the resulting short-term capital gains, will be taxable for fiscal 2013 at a tax rate of 15% (plus the applicable education cess and secondary and higher education cess). This rate of tax is applicable provided the gains are treated as capital gains and provided the shares are sold on recognized Indian stock exchanges and are subject to STT. In other cases, the

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rate of tax applicable under the provisions of the Income-tax Act varies, subject to a maximum rate of 40% (plus the applicable surcharges and education cess and secondary and higher education cess) for fiscal 2013. The actual rate depends on a number of factors, including without limitation the nature of the non-resident investor.

The above rate may be reduced under the provisions of the double taxation treaty entered into by the government of India with the country of residence of the non-resident investors. The double taxation treaty between the United States and India (the "Treaty") does not provide U.S. residents with any relief from Indian tax on capital gains. The benefit of a double tax treaty may be available provided that a tax residency certificate, is obtained by the taxpayer from the government of which the investor is a resident.

Further, investors are required to submit a valid Permanent Account Number, issued by the Indian Income Tax authorities, to the person responsible for deducting tax on capital gains or business income, otherwise tax will be deducted at the higher of (a) the rate specified in the relevant provisions of the Finance Act of 2012; (b) the rate or rates in force; or (c) 20%.

A sale of equity shares entered into on a recognized stock exchange in India, whether settled by actual delivery or transfer, will be subject to STT at the rate of 0.001% on the value of the transaction at the time of sale, however purchase of equity share will not be subject to STT.

For purposes of determining the amount of capital gains arising on a sale of an equity share for Indian tax purposes, the cost of acquisition of an equity share received upon the surrender of an ADS will be the price of the share prevailing on the Bombay Stock Exchange or the National Stock Exchange on the date on which the depository advises the custodian of such event, not the acquisition cost of the ADS being surrendered. The holding period of an equity share received upon the surrender of an ADS will commence on the date of advice of such event by the depository.

## Rights

Distributions to non-resident customers of additional ADSs or equity shares or rights to subscribe for equity shares made with respect to ADSs or equity shares are not subject to Indian income tax in the hands of the non-resident investor.

It is unclear whether capital gains derived from the sale of rights outside India by a non-resident investor, that is not entitled to exemption under a tax treaty, to another non-resident investor will be subject to Indian capital gains tax. These rights, however, may be deemed by the Indian tax authorities to be situated within India (as our situs is in India), in which case, any gains realized on the sale of the rights will be subject to Indian capital gains taxation, in the manner discussed above under "—Taxation on Sale of ADS or Equity Shares".

## Stamp Duty

Upon the issuance of the equity shares underlying ADSs, we are required to pay a stamp duty of 0.1% of the issue price per share if the aggregate value of shares being issued does not exceed Rs. 1,000,000, and 0.2% of the issue price per share if the aggregate value of shares being issued exceeds Rs. 1,000,000. A transfer of ADSs is not subject to stamp duty under Indian law. Generally, upon the receipt of equity shares in physical form from the depository in exchange for ADSs representing such equity shares, a non-resident investor is liable for stamp duty under Indian law which would be applicable to re-issuances in physical form. This stamp duty is the same as stamp duty payable on original issuances in physical form. Similarly, an agreement to sell equity shares in physical form by a non-resident investor is also subject to stamp duty at the rate of 0.005% of the market value of the equity shares on the trade date. In addition, a stamp duty of 0.25% of the market value of the equity shares on the trade date is levied upon the transfer



certificate. Customarily, such tax is borne by the transferee, that is, the purchaser. However, our equity shares are compulsorily delivered in non-physical form, unless the trade is for 500 shares or less, in which case, the shares may be delivered in physical form. Under stamp laws in India, no stamp duty is payable on the acquisition or transfer of equity shares in non-physical form. Except for the stamp duty payable on a transfer certificate, the rates of stamp duty provided above are the rates that are applicable when the document is stamped in the state of Maharashtra. The transfer certificate is stamped as per the rate prescribed under the Indian Stamp Act, 1899.

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### Other Taxes

At present, there are no taxes on wealth, gifts or inheritance which apply to the ADSs or underlying equity shares.

### Service Tax

Brokerage fees paid to stockbrokers in connection with the sale or purchase of shares which are listed on any recognized stock exchange in India are subject to a service tax at a rate of 12.36% (including the applicable education cess). The stockbroker is responsible for collecting the service tax and paying it to the relevant authority.

The constitutional amendment bill necessary for implementation of the Goods and Services Tax Act as well as the provisions of Goods and Services tax Act are yet to be introduced.

### General Anti Avoidance Rule (GAAR)

The Finance Act of 2012 introduced provisions for General Anti Avoidance of Tax (“GAAR”) which will be effective beginning on April 1, 2016. The specific details of the relevant guidelines are not known yet. The powers to invoke GAAR are bestowed upon the Indian Income Tax Authorities if they allege that the primary motive of a particular transaction or arrangement is to obtain a tax advantage. If GAAR is invoked by tax authorities, then a tax benefit or benefit under the tax treaty may be denied.

### Direct Tax Code

The Direct Tax Code Bill (the “Bill”) was tabled in the Parliament in August 2010, and will come into effect on a date to be announced. The following discussion describes salient provisions of the Bill.

### Tax Residency in India

Under the Bill, the right to substitute the period of 60 days stay in India with a period of 182 days stay in India in a financial year in the case of an Indian citizen or person of Indian origin who, being resident outside India, comes on a visit to India would be deleted. Accordingly, such person would be treated as resident in India if (a) such person’s stay in India during the fiscal year is 182 days or more or (b) such person’s stay in India is 365 days or more within the four years preceding the fiscal year and is for a period or periods aggregating 60 days or more in the fiscal year.

A foreign company would be treated as tax resident in India if its place of effective management is in India. A company’s place of effective management is where the board of directors makes decisions or executive directors or officers perform functions or make commercial decisions that are routinely approved by the board. A firm or other association of persons is resident in India except where the control and management of its affairs are situated wholly outside India.

### Capital Gains Tax

Under the Bill, capital gains tax would be applicable at a maximum marginal rate of 30% pursuant to the First Schedule to the Bill. Further, in the case of capital gains arising from the sale of equity shares or units of an equity-oriented fund that is subject to STT, a 100% deduction would be allowed for assets held for more than one year and a 50% deduction for assets held for one year or less. For equity shares held for more than one year that are not subject to STT, capital gains would be computed after indexation for inflation. The Bill proposes to change the base year for the purposes of the computation of capital gains indexation from 1981 to 2000.

United States Tax

The following is a description of material U.S. federal income tax consequences to the U.S. Holders described below of owning and disposing of ADSs or equity shares, but it does not purport to be a comprehensive description of all tax considerations that may be relevant to a particular person's decision to hold ADSs or equity shares. This discussion applies only to a U.S. Holder that holds ADSs or equity shares as capital assets for U.S. federal income tax purposes.

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This discussion does not discuss all of the tax consequences that may be relevant in light of your particular circumstances, including alternative minimum tax consequences, tax consequences of the “Medicare contribution tax” on “net investment income” and tax consequences applicable to U.S. Holders subject to special rules, such as:

- insurance companies;
- tax-exempt entities;
- certain dealers and traders in securities who use a mark-to-market method of tax accounting;
- certain financial institutions;
- persons who own ADSs or equity shares as part of an integrated investment (including a straddle or conversion transaction) comprised of ADS or equity shares, and one or more other positions for U.S. federal income tax purposes;
  - persons whose functional currency is not the U.S. dollar;
- persons who acquired or received ADSs or equity shares pursuant to the exercise of any employee stock option or otherwise as compensation;
- persons holding ADSs or equity shares in connection with a trade or business conducted outside of the United States;
  - persons who own, directly, indirectly or constructively, 10.0% or more of our voting stock; or
  - partnerships or other entities classified as partnerships for U.S. federal income tax purposes.

If an entity that is classified as a partnership for U.S. federal income tax purposes holds ADSs or equity shares, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. Partnerships holding ADSs or equity shares and partners in such partnerships should consult their tax advisers as to the particular U.S. federal income tax consequences of holding and disposing of ADSs or equity shares.

This discussion is based on the tax laws of the United States including the Internal Revenue Code of 1986, as amended, (referred to as the “Code”), proposed and final Treasury regulations, Revenue Rulings and judicial decisions, all as of the date hereof. These laws may change, possibly with retroactive effect.

A “U.S. Holder” is a holder who, for U.S. federal income tax purposes, is a beneficial owner of ADSs or equity shares and is:

- a citizen or individual resident of the United States;
- a corporation, or other entity taxable as a corporation, created or organized under the laws of the United States, any state therein or the District of Columbia; or
- an estate or trust the income of which is includable in gross income for U.S. federal income tax purposes regardless of its source.

In general, a U.S. Holder who owns ADSs will be treated as the owner of the underlying equity shares represented by those ADSs for U.S. federal income tax purposes. Accordingly, no gain or loss will be recognized if a U.S. Holder exchanges ADSs for the underlying equity shares represented by those ADSs.

The U.S. Treasury has expressed concern that parties to whom depositary shares are released before shares are delivered to the depositary (“pre-release”), or intermediaries in the chain of ownership between holders and the issuer of the security underlying the depositary shares, may be taking actions that are inconsistent with the claiming of foreign tax credits by U.S. Holders of depositary shares. These actions would also be inconsistent with the claiming of the reduced rate of tax, described below, applicable to dividends received by certain non-corporate U.S.

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Holders. Accordingly, the creditability of Indian taxes and the availability of the reduced tax rate for dividends received by certain non-corporate U.S. Holders, each described below, could be affected by actions taken by such parties or intermediaries. This discussion is also based in part on representations by the depositary and assumes that each obligation under the deposit agreement and any related agreement will be performed in accordance with its terms.

Please consult your tax adviser with regard to the application of U.S. federal income tax laws to ADSs or equity shares in your particular circumstances, including the passive foreign investment company (“PFIC”) rules described below, as well as any tax consequences arising under the laws of any state, local or other taxing jurisdiction.

This discussion assumes that we were not for the taxable year ended March 31, 2013, and will not become, a PFIC (as discussed below).

### Taxation of Dividends

Distributions you receive on ADSs or equity shares, other than certain pro rata distributions of equity shares or rights to acquire equity shares to all holders of equity shares (including holders of ADSs), will generally constitute foreign-source dividend income for U.S. federal income tax purposes. The amount of the dividend you will be required to include in income will be based on the U.S. dollar value of the rupee, calculated by reference to the exchange rate in effect on the date the payment is received by the depositary (in the case of ADSs) or by you (in the case of equity shares) regardless of whether the payment is converted into U.S. dollars on the date of receipt. If the dividend is converted into U.S. dollars on the date of receipt, you should not be required to recognize foreign currency gain or loss in respect of the dividend income. You may have foreign currency gain or loss if the dividend is converted into U.S. dollars after the date of receipt. If you realize gain or loss on a sale or other disposition of rupees, it will constitute U.S. source ordinary income or loss. The amount of the dividend will not be eligible for the dividends-received deduction generally available to U.S. corporations under the Code. Subject to applicable limitations, the discussion above regarding concerns expressed by the U.S. Treasury and the PFIC discussion below, if you are a non-corporate U.S. Holder, dividends paid to you may be taxable at the favorable rates applicable to long-term capital gains. If you are a non-corporate U.S. Holder, you should consult your tax adviser to determine whether you are subject to any special rules that limit your ability to be taxed at this favorable rate.

### Taxation of Capital Gains

You will recognize gain or loss for U.S. federal income tax purposes on the sale or exchange of ADSs or equity shares. The gain or loss will generally be U.S. source capital gain or loss, which will be long-term capital gain or loss if you have held such ADSs or equity shares for more than one year. You should consult your tax adviser about the treatment of capital gains, which may be taxed at lower rates than ordinary income for non-corporate taxpayers, and capital losses, the deductibility of which may be limited.

Under certain circumstances as described under “Taxation—Indian Tax—Taxation on sale of ADSs or Equity Shares,” you may be subject to Indian tax upon the disposition of equity shares. You should consult your tax adviser with respect to your ability to credit this Indian tax against your U.S. federal income tax liability.

### Passive Foreign Investment Company Rules

In general, a foreign corporation is a PFIC for any taxable year in which (i) 75.0% or more of its gross income consists of passive income (such as dividends, interest, rents, royalties and capital gains) or (ii) 50.0% or more of the average quarterly value of its assets consists of assets that produce, or are held for the production of, passive income. There are certain exceptions for active business income, including exceptions for certain income earned by foreign

active banks and insurance companies. Based upon certain proposed Treasury regulations, which were proposed to be effective for taxable years beginning after December 31, 1994, we do not believe we were a PFIC for our taxable year that ended March 31, 2013. Because there can be no assurance that the proposed regulations will be finalized in their current form and the manner of the application of the proposed regulations is not entirely clear, and because the composition of our income and assets will vary over time and our PFIC status for any taxable year will depend, in large part, on the extent to which our income and assets will be considered active under the exception for active banks, there can be no assurance that we will not be considered a PFIC for any taxable year.

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If we were a PFIC for any taxable year during which you owned ADSs or equity shares, you may be subject to adverse tax consequences. Generally, gain recognized upon a disposition (including, under certain circumstances, a pledge) of ADSs or equity shares by you would be allocated ratably over your holding period for such ADSs or equity shares. The amounts allocated to the taxable year of disposition and to years before we became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for that taxable year for individuals or corporations, as appropriate, and an interest charge would be imposed on the tax attributable to the allocated amounts. Further, to the extent that any distribution received by you on your ADSs or equity shares exceeds 125% of the average of the annual distributions on such ADSs or equity shares received during the preceding three years or your holding period, whichever is shorter, that distribution would be subject to taxation in the same manner as gain, as described above in this paragraph.

If we were a PFIC for any year during which you owned ADSs or equity shares, we generally would continue to be treated as a PFIC with respect to such ADSs or equity shares for all succeeding years during which you held the ADSs or equity shares, even if we ceased to meet the threshold requirements for PFIC status.

Alternatively, if we were a PFIC and if ADSs or equity shares were “regularly traded” on a “qualified exchange,” you could make a mark-to-market election that would result in tax treatment different from the general tax treatment for PFICs described above. ADSs or equity shares would be treated as “regularly traded” in any calendar year in which more than a de minimis quantity of ADSs or equity shares, as the case may be, were traded on a qualified exchange on at least 15 days during each calendar quarter. The New York Stock Exchange, on which ADSs are listed, is a qualified exchange for this purpose. A foreign exchange is a “qualified exchange” if it is regulated by a governmental authority in the jurisdiction in which the exchange is located and with respect to which certain other requirements are met.

If you make the mark-to-market election (assuming the election is available), you generally will recognize as ordinary income any excess of the fair market value of ADSs or equity shares at the end of each taxable year over their adjusted tax basis, and will recognize an ordinary loss in respect of any excess of the adjusted tax basis of ADSs or equity shares over their fair market value at the end of the taxable year (but only to the extent of the net amount of income previously included as a result of the mark-to-market election). If you make the election, your tax basis in ADSs or equity shares will be adjusted to reflect these income or loss amounts. Any gain recognized on the sale or other disposition of ADSs or equity shares in a year when we are a PFIC will be treated as ordinary income and any loss will be treated as ordinary loss (but only to the extent of the net amount of income previously included as a result of the mark-to-market election).

In addition, if we were a PFIC or, with respect to you, were treated as a PFIC for the taxable year in which we paid a dividend or for the prior taxable year, the favorable dividend rates with respect to dividends paid to certain non-corporate U.S. Holders, described above under “—Taxation of Dividends,” would not apply.

If you own ADSs or equity shares during any year in which we are a PFIC, you may be required to file a report with respect to us, generally with your federal income tax return, containing such information as the U.S. Treasury may require.

You should consult your tax adviser regarding whether we are or were a PFIC and the potential application of the PFIC rules.

## Information Reporting and Backup Withholding

Payments of dividends and sales proceeds that are made within the United States or through certain U.S.-related financial intermediaries generally are subject to information reporting and to backup withholding, unless (i) you are an exempt recipient or (ii) in the case of backup withholding, you provide a correct taxpayer identification number and



certify that no loss of exemption from backup withholding has occurred. The amount of any backup withholding from a payment to you will be allowed as a credit against your U.S. federal income tax liability and may entitle you to a refund, provided that the required information is timely furnished to the Internal Revenue Service.

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PRESENTATION OF FINANCIAL INFORMATION

Pursuant to the issuance and listing of our securities in the United States under registration statements filed with the United States Securities Exchange Commission, we file annual reports on Form 20-F, which must include financial statements prepared under generally accepted accounting principles in the United States (U.S. GAAP) or financial statements prepared according to a comprehensive body of accounting principles with a reconciliation of net income and stockholders' equity to U.S. GAAP. When we first listed our securities in the United States, Indian GAAP was not considered a comprehensive body of accounting principles under the United States securities laws and regulations. Accordingly, our annual reports on Form 20-F for fiscal years 2000 through 2005 have included U.S. GAAP financial statements. However, pursuant to a significant expansion of Indian accounting standards, Indian GAAP constitutes a comprehensive body of accounting principles. Accordingly, from fiscal 2006 onwards we have included in the annual report consolidated financial statements prepared according to Indian GAAP, which varies in certain respects from U.S. GAAP. For a reconciliation of net income and stockholders' equity to U.S. GAAP, a description of significant differences between Indian GAAP and U.S. GAAP and certain additional information required under U.S. GAAP, see notes 20 and 21 to our consolidated financial statements herein. For selected financial data in accordance with U.S. GAAP see "Selected Consolidated Financial and Operating Data—Selected U.S. GAAP Financial Data".

The data for fiscal 2009 through fiscal 2013 have been derived from our consolidated financial statements. The accounting and reporting policies used in the preparation of our financial statements reflect general industry practices and conform with Indian GAAP including the Accounting Standards (AS) issued by Institute of Chartered Accountants of India, guidelines issued by the Reserve Bank of India, the Insurance Regulatory and Development Authority and the National Housing Bank as applicable to relevant companies. In the case of foreign subsidiaries, Generally Accepted Accounting Principles as applicable to the respective subsidiaries are followed.

The consolidated financial statements for fiscal 2009 through fiscal 2010 were audited by B S R & Co. Chartered Accountants, and for fiscal 2011 through fiscal 2013 by S. R. Batliboi & Co. LLP, Chartered Accountants, under auditing standards issued by the Institute of Chartered Accountants of India. The consolidated financial statements for fiscal 2009 through fiscal 2013 have also been audited by KPMG, an independent registered public accounting firm in India, in accordance with the standards of the United States Public Company Accounting Oversight Board. Our financial statements as per Indian GAAP along with the reconciliation of net profit and stockholders' equity to U.S. GAAP, including the notes to these financial statements, audited by KPMG are set forth at the end of this annual report.

Under U.S. GAAP, the consolidation of ICICI's majority ownership interest in two insurance companies, ICICI Prudential Life Insurance Company Limited and ICICI Lombard General Insurance Company Limited, because of substantive participative rights retained by the minority shareholders, is accounted for by the equity method. Under Indian GAAP, these insurance subsidiaries are fully consolidated.

Under Indian GAAP, we have not consolidated certain entities in which investments are intended to be temporary. However under U.S. GAAP, these entities have been consolidated in accordance with FASB ASC Subtopic 810-10, "Consolidation – Overall" or have been accounted for as equity affiliates in accordance with FASB ASC Subtopic 323-10, "Investments – Equity Method and Joint Ventures". Under Indian GAAP, through fiscal 2011, 3i Infotech Limited was not consolidated because the investment is intended to be temporary. During fiscal 2012, loans from 3i Infotech Limited were restructured and as per the restructuring scheme a certain portion of the loans provided by ICICI Bank to 3i Infotech Limited was converted to equity shares. Based on the continued intention to reduce the stake below 20% and severe long-term restrictions on 3i Infotech Limited under debt restructuring scheme which impair the ability of 3i Infotech Limited to transfer funds to its investee, the results of 3i Infotech Limited were not consolidated in Indian GAAP.

Although we have translated in this annual report certain rupee amounts into dollars for convenience, this does not mean that the rupee amounts referred to could have been, or could be, converted into dollars at any particular rate, the rates stated earlier in this annual report, or at all. Except in the section on “Market Price Information”, all translations from rupees to U.S. dollars are based on the exchange rate as set forth in the H.10 statistical release of the Federal Reserve Board at year-end fiscal 2013. The Federal Reserve Bank of New York certifies this rate for customs purposes in a weekly version of the H.10 release. The exchange rate as set forth in the H.10 statistical release of the Federal Reserve Board at year-end fiscal 2013 was Rs. 54.52 per US\$ 1.00.

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ADDITIONAL INFORMATION

Memorandum and Articles of Association

Objects and Purposes

Pursuant to Clause III.A.1 of ICICI Bank's Memorandum of Association, ICICI Bank's main objective is to, inter alia, carry on the business of banking in any part of India or outside India.

Directors' Powers

ICICI Bank's directors' powers include the following:

- Article 140 of the Articles of Association provides that no director of ICICI Bank shall, as a director, take any part in the discussion of or vote on any contract or arrangement if such director is directly or indirectly concerned or interested in such contract or arrangement.
  - Directors have no powers to vote in absence of a quorum.
- Article 83 of the Articles of Association provides that the directors may by a resolution passed at a meeting of the board of directors borrow moneys and raise and secure the payment of amounts in a manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, debenture stock, or any mortgage or charge or other security on the undertaking or the whole or any part of the property of ICICI Bank (both present and future) including our uncalled capital.

Amendment to Rights of Holders of Equity Shares

Any change to the existing rights of the equity holders can be made only by amending the Articles of Association which would require a special resolution of the shareholders, passed by not less than three times the number of votes cast against the resolution.

Change in Control Provisions

Article 59 of the Articles of Association provides that the Board of Directors may at its discretion decline to register or acknowledge any transfer of shares in respect of shares upon which we have a lien or while any money in respect of the shares desired to be transferred or any of them remain unpaid. Moreover, the Board of Directors may refuse to register the transfer of any shares if the total nominal value of the shares or other securities intended to be transferred by any person would, together with the total nominal value of any shares held in ICICI Bank, exceed 1% of the paid-up equity share capital of ICICI Bank or if the Board of Directors is satisfied that as a result of such transfer, it would result in the change in the Board of Directors or change in the controlling interest of ICICI Bank and that such change would be prejudicial to the interests of ICICI Bank. However, under the Indian Companies Act, the enforceability of such transfer restrictions is unclear.

Recent Amendments to Memorandum and Articles of Association

The last amendment as effected to the Memorandum and Articles of Association was by a special resolution passed by our shareholders at our annual general meeting held on July 21, 2007, pursuant to which Article 56(d) of the Articles of Association was amended. Post this amendment, this Article requires a shareholder to obtain prior approval of the Reserve Bank of India before raising his/her/its holding of the Bank's equity shares to a level of 5.0% or more of the

total paid-up capital of ICICI Bank, or such other percentage as may be prescribed by the Reserve Bank of India from time to time, whereas prior to this amendment, this provision required the Reserve Bank of India's approval before a shareholder raised his/her/our stake above 5.0% of total issued capital.

Also, pursuant to a resolution passed by shareholders on June 8, 2007, section 5 of our Memorandum of Association was amended so that the authorized share capital of ICICI Bank was altered to Rs. 17,750,000,000 divided into 1,275,000,000 shares of Rs. 10 each, 15,000,000 shares of Rs. 100 each and 350 shares of Rs. 10 million each. The amended Memorandum and Articles of Association are attached as exhibits to this annual report.

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Documents on Display

The documents concerning us which are referred to herein may be inspected at the Securities and Exchange Commission ("SEC"). You may read and copy any document filed or furnished by us at the SEC's public reference rooms in Washington D.C., New York and Chicago, Illinois or obtain them by mail upon payment of prescribed rates. Please call the SEC at 1-800-SEC-0330 for further information. The SEC also maintains a website at [www.sec.gov](http://www.sec.gov), which contains, in electronic form, each of the reports and other information that we have filed electronically with the SEC. Information about ICICI Bank is also available on the web at [www.icicibank.com](http://www.icicibank.com).

Incorporation by Reference

We incorporate by reference the information disclosed under "Description of Equity Shares" and "Description of the American Depositary Shares" in ICICI Bank's Registration Statement on Form F-1 (File No. 333-30132).

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EXHIBIT INDEX

Exhibit No.	Description of Document
1.1	ICICI Bank Memorandum of Association, as amended (incorporated by reference to ICICI Bank’s Annual Report on Form 20-F for fiscal 2008 filed on September 29, 2008).
1.2	ICICI Bank Articles of Association, as amended (incorporated by reference to ICICI Bank’s Annual Report on Form 20-F for the fiscal year-end 2008 filed on September 29, 2008).
2.1	Deposit Agreement among ICICI Bank, Deutsche Bank and the holders from time to time of American Depositary Receipts issued thereunder (including as an exhibit, the form of American Depositary Receipt) (incorporated herein by reference to ICICI Bank’s Registration Statement on Form F-1 (File No. 333-30132)).
2.2	Letter Agreements dated February 19, 2002 and April 1, 2002 (incorporated herein by reference to ICICI Bank’s Annual Report on Form 20-F for the year ended March 31, 2002 filed on September 30, 2002) and Letter Agreement dated March 8, 2005 (incorporated by reference to ICICI Bank’s Registration Statement on Form F-3 (File No. 333-121664) amending and supplementing the Deposit Agreement.
2.3	Letter Agreement dated November 4, 2011 amending and supplementing the Deposit Agreement (incorporated by reference to ICICI Bank’s Annual Report on Form 20-F for fiscal 2012 filed on July 31, 2012).
2.4	ICICI Bank’s Specimen Certificate for Equity Shares (incorporated herein by reference to ICICI Bank’s Registration Statement on Form F-1 (File No. 333-30132)).
4.1	ICICI Bank’s Employee Stock Option Plan, as amended.
8.1	List of Subsidiaries (included under “Business—Subsidiaries, Associates and Joint Ventures” herein).
11.1	Code of Business Conduct and Ethics, as amended.
12.1	Certification of the Managing Director and Chief Executive Officer of the Company pursuant to Section 302 of the Sarbanes-Oxley Act.
12.2	Certification of the Executive Director and Chief Financial Officer of the Company pursuant to Section 302 of the Sarbanes-Oxley Act.
13	Certification of periodic financial report pursuant to 18 U.S.C. Section 1350, as mandated by Section 906 of the Sarbanes-Oxley Act.

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SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on our behalf.

For ICICI BANK LIMITED

By:	/s/ N. S. Kannan	
Name:		Mr. N. S. Kannan
Title:		Executive Director and Chief Financial Officer

Place: Mumbai

Date: July 31, 2013

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ICICI Bank Limited and subsidiaries

Consolidated Financial Statements  
For the year ended March 31, 2012  
and March 31, 2013 together  
with Auditors' Report

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Report of Independent Registered Public Accounting Firm – Consolidated Financial Statements

The Board of Directors and Stockholders  
ICICI Bank Limited

We have audited the accompanying consolidated balance sheets of ICICI Bank Limited and subsidiaries (the “Company”) as of March 31, 2013 and 2012, and the related consolidated profit and loss accounts and consolidated cash flow statements for each of the years in the three-year period ended March 31, 2013. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2013 and 2012, and the results of their operations and their cash flows for each of the years in the three-year period ended March 31, 2013, in conformity with generally accepted accounting principles in India.

Accounting principles generally accepted in India vary in certain significant respects from U.S. generally accepted accounting principles. Information relating to the nature and effect of such differences is presented in Note 20 of Schedule 18B to the consolidated financial statements.

As discussed in Note 20(c) to the consolidated financial statements titled ‘Amortization of deferred acquisition cost’, effective April 1, 2010, the Company retrospectively adopted guidance relating to the accounting for costs associated with acquiring and renewing insurance contracts.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of March 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated July 31, 2013 expressed an unqualified opinion on the effectiveness of the Company’s internal control over financial reporting.

/s/ KPMG

Mumbai, India  
April 26, 2013, except as to additional notes in Schedule 18B  
As to which the date is July 31, 2013

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Report of Independent Registered Public Accounting Firm – Internal Controls over Financial Reporting

The Board of Directors and Stockholders  
ICICI Bank Limited

We have audited ICICI Bank Limited and subsidiaries' (the "Company") internal control over financial reporting as of March 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting in the accompanying Form 20-F for the year ended March 31, 2013. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of March 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

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We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company as of March 31, 2013 and 2012, and the related consolidated profit and loss accounts and consolidated cash flow statements for each of the years in the three-year period ended March 31, 2013, and our report dated April 26, 2013, except as to additional notes in Schedule 18B as to which the date is July 31, 2013, expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG

Mumbai, India  
July 31, 2013

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ICICI Bank Limited and subsidiaries

Consolidated balance sheet  
(Rs. in thousands)

	Schedule	At March 31, 2012	March 31, 2013
<b>CAPITAL AND LIABILITIES</b>			
Capital	1	11,527,683	11,536,362
Employees stock options outstanding		23,854	44,835
Reserves and surplus	2	601,213,423	676,042,933
Minority interest	2A	14,277,247	17,057,595
Deposits	3	2,819,504,736	3,147,705,357
Borrowings	4	1,612,966,218	1,728,882,194
Liabilities on policies in force		662,294,640	689,105,371
Other liabilities and provisions	5	471,061,155	477,842,496
<b>TOTAL CAPITAL AND LIABILITIES</b>		<b>6,192,868,956</b>	<b>6,748,217,143</b>
<b>ASSETS</b>			
Cash and balances with Reserve Bank of India	6	207,281,806	193,062,020
Balances with banks and money at call and short notice	7	204,281,077	300,646,550
Investments	8	2,398,640,912	2,556,666,786
Advances	9	2,921,254,179	3,299,741,265
Fixed assets	10	54,319,822	54,734,587
Other assets	11	407,091,160	343,365,935
<b>TOTAL ASSETS</b>		<b>6,192,868,956</b>	<b>6,748,217,143</b>
Contingent liabilities	12	10,375,591,283	9,139,712,204
Bills for collection		76,129,947	124,534,781
Significant accounting policies and notes to accounts	17 & 18		

The schedules referred to above form an integral part of the Balance Sheet.

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ICICI Bank Limited and subsidiaries

Consolidated profit and loss account  
(Rs. in thousands)

		Year ended		
	Schedule	March 31, 2011	March 31, 2012	March 31, 2013
<b>I. INCOME</b>				
Interest earned	13	300,814,041	379,948,587	448,845,894
Other income	14	315,133,003	286,634,177	293,198,074
<b>TOTAL INCOME</b>		<b>615,947,044</b>	<b>666,582,764</b>	<b>742,043,968</b>
<b>II. EXPENDITURE</b>				
Interest expended	15	193,425,685	250,132,455	282,854,093
Operating expenses	16	313,024,545	295,520,458	302,070,495
Provisions and contingencies (refer note 18.7)		46,314,873	41,553,508	55,820,531
<b>TOTAL EXPENDITURE</b>		<b>552,765,103</b>	<b>587,206,421</b>	<b>640,745,119</b>
<b>III. PROFIT/LOSS</b>				
Net profit for the year		63,181,941	79,376,343	101,298,849
Less: Minority interest		2,249,269	2,946,988	5,262,724
Net profit after minority interest		60,932,672	76,429,355	96,036,125
Profit/(loss) brought forward		16,886,406	40,077,613	68,048,685
<b>TOTAL PROFIT/(LOSS)</b>		<b>77,819,078</b>	<b>116,506,968</b>	<b>164,084,810</b>
<b>IV. APPROPRIATIONS/TRANSFERS</b>				
Transfer to Statutory Reserve		12,880,000	16,170,000	20,820,000
Transfer to Reserve Fund		360	10,665	27,775
Transfer to Capital Reserve		832,500	380,000	330,000
Transfer to/(from) Investment Reserve Account		(1,160,000 )	--	--
Transfer to Special Reserve		5,720,000	7,020,000	8,041,000
Transfer to Revenue and other reserves		679,371	1,877,920	4,556,213
Dividend (including corporate dividend tax) for the previous year paid during the year		21,658	4,284	2,491
Proposed equity share dividend		16,125,811	19,020,400	23,072,271
Proposed preference share dividend		35	35	35
Corporate dividend tax		2,641,730	3,257,185	3,940,400

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Balance carried over to balance sheet	40,077,613	68,766,479	103,294,625
<b>TOTAL</b>	<b>77,819,078</b>	<b>116,506,968</b>	<b>164,084,810</b>

Significant accounting policies and notes to accounts 17 & 18

Earnings per share (Refer Note 18.1)

Basic (Rs.)	53.54	66.33	83.29
Diluted (Rs.)	53.25	66.06	82.84
Face value per share (Rs.)	10.00	10.00	10.00

The schedules referred to above form an integral part of the Profit and Loss Account.

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## ICICI Bank Limited and subsidiaries

Consolidated cash flow statement  
(Rs. in thousands)

PARTICULARS	Year ended		
	March 31, 2011	March 31, 2012	March 31, 2013
Cash flow from operating activities			
Profit before taxes	81,647,759	103,919,499	130,904,932
Adjustments for:			
Depreciation and amortization	8,576,451	7,546,097	7,309,535
Net (appreciation)/depreciation on investments	14,541,573	7,773,019	4,964,954
Provision in respect of non-performing assets	20,493,730	10,510,044	15,513,824
Prudential provision on standard assets	61,567	279,057	1,349,872
Provision for contingencies & others	1,881,817	2,100,543	2,370,283
(Profit)/loss on sale of fixed assets	(299,958 )	37,180	(339,276 )
Employee stock option grants	2,929	93,240	98,647
	126,905,868	132,258,679	162,172,771
Adjustments for:			
(Increase)/decrease in investments	(79,202,742 )	(126,076,483)	53,888,779
(Increase)/decrease in advances	(261,585,581)	(335,829,069)	(394,857,560)
Increase/(decrease) in deposits	40,049,589	228,444,687	328,200,621
(Increase)/decrease in other assets	25,485,114	(24,703,198 )	19,276,308
Increase/(decrease) in other liabilities and provisions	58,657,380	83,850,256	43,960,881
	(216,596,240)	(174,313,807)	50,469,029
Refund/(payment) of direct taxes	(22,046,919 )	(26,082,984 )	(37,702,018 )
Net cash flow from/(used in) operating activities (A)	(111,737,291)	(68,138,112 )	174,939,782
Cash flow from investing activities			
Purchase of fixed assets	(8,940,934 )	(6,054,398 )	(6,249,292 )
Proceeds from sale of fixed assets	707,207	180,758	700,038
(Purchase)/sale of held to maturity securities	(52,576,194 )	(206,755,330)	(185,928,901)
Net cash used in investing activities (B)	(60,809,921 )	(212,628,970)	(191,478,155)
Cash flow from financing activities			
Proceeds from issue of share capital (including ESOPs)	1,426,887	591,128	447,515

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Net proceeds/(repayment) of borrowings		96,073,647	312,815,320	114,579,019
Dividend and dividend tax paid		(15,567,579 )	(19,013,434 )	(22,194,629 )
Net cash generated from financing activities	(C)	81,932,955	294,393,014	92,831,905
Effect of exchange fluctuation on translation reserve	(D)	1,253,363	4,084,332	5,852,155
Net cash and cash equivalent taken over from erstwhile The Bank of Rajasthan Limited on amalgamation	(E)	11,772,300	--	--

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ICICI Bank Limited and subsidiaries

Consolidated cash flow statement (Continued)  
(Rs. in thousands)

PARTICULARS	March 31, 2011	Year ended March 31, 2012	March 31, 2013
Net increase/(decrease) in cash and cash equivalents (A) + (B) + (C) + (D) + (E)	(77,588,594 )	17,710,264	82,145,687
Cash and cash equivalents as the beginning of the year	471,441,213	393,852,619	411,562,883
Cash and cash equivalents as at the end of the year	393,852,619	411,562,883	493,708,570

Significant accounting policies and notes to accounts (refer schedule 17 &amp; 18).

Refer item no. 12 in schedule 17 Significant accounting policies.

The schedules referred to above form an integral part of the Balance Sheet.

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ICICI Bank Limited and subsidiaries

Schedules forming part of the consolidated balance sheet

## SCHEDULE 1 - CAPITAL

	(Rs. in thousands)	
	March 31, 2012	At March 31, 2013
Authorized capital		
1,275,000,000 equity shares of Rs. 10 each (March 31, 2012: 1,275,000,000 equity shares of Rs. 10 each)	12,750,000	12,750,000
15,000,000 shares of Rs. 100 each (March 31, 2012: 15,000,000 shares of Rs. 100 each) <sup>1</sup>	1,500,000	1,500,000
350 preference shares of Rs. 10 million each (March 31, 2012: 350 preference shares of Rs. 10 million each) <sup>2</sup>	3,500,000	3,500,000
Equity share capital		
Issued, subscribed and paid-up capital		
1,152,714,442 equity shares of Rs. 10 each (March 31, 2012: 1,151,772,372 equity shares )	11,517,723	11,527,144
Add: 867,273 equity shares of Rs. 10 each fully paid up (March 31, 2012: 942,070 equity shares) issued pursuant to exercise of employee stock options	9,421	8,673
	11,527,144	11,535,817
Less: Calls unpaid	(231 )	(225 )
Add: 111,603 equity shares forfeited (March 31, 2012: 111,603 equity shares)	770	770
<b>TOTAL CAPITAL</b>	<b>11,527,683</b>	<b>11,536,362</b>

1. These shares will be of such class and with such rights, privileges, conditions or restrictions as may be determined by the Bank in accordance with the Articles of Association of the Bank and subject to the legislative provisions in force for the time being in that behalf.

2. Pursuant to RBI circular no. DBOD.BP.BC No.81/21.01.002/2009-10, the issued and paid-up preference shares are grouped under Schedule 4-“Borrowings”.

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ICICI Bank Limited and subsidiaries

Schedules forming part of the consolidated balance sheet (Continued)

## SCHEDULE 2 - RESERVES AND SURPLUS

(Rs. in thousands)

	March 31, 2012	At March 31, 2013
<b>I. Statutory reserve</b>		
Opening balance	73,746,519	89,916,519
Additions during the year	16,170,000	20,820,000
Deductions during the year	--	--
<b>Closing balance</b>	<b>89,916,519</b>	<b>110,736,519</b>
<b>II. Special reserve</b>		
Opening balance	33,551,700	40,571,700
Additions during the year	7,020,000	8,041,000
Deductions during the year	--	--
<b>Closing balance</b>	<b>40,571,700</b>	<b>48,612,700</b>
<b>III. Securities premium</b>		
Opening balance	313,321,891	313,975,852
Additions during the year <sup>1</sup>	653,961	516,502
Deductions during the year	--	--
<b>Closing balance</b>	<b>313,975,852</b>	<b>314,492,354</b>
<b>IV. Investment reserve account</b>		
Opening balance	--	--
Additions during the year	--	--
Deductions during the year	--	--
<b>Closing balance</b>	<b>--</b>	<b>--</b>
<b>V. Unrealized investment reserve<sup>2</sup></b>		
Opening balance	(1,537,717 )	85,451
Additions during the year	1,749,967	12,400
Deductions during the year	126,799	61,611

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Closing balance	85,451	36,240
VI. Capital reserve		
Opening balance	21,707,857	22,087,857
Additions during the year <sup>3</sup>	380,000	330,000
Deductions during the year	--	--
Closing balance <sup>4</sup>	22,087,857	22,417,857
VII. Foreign currency translation reserve		
Opening balance	6,345,887	10,402,534
Additions during the year	10,995,811	5,852,155
Deductions during the year	6,939,164	--
Closing balance	10,402,534	16,254,689

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	March 31, 2012	At	March 31, 2013
VIII. Reserve fund			
Opening balance	11,279		21,944
Additions during the year <sup>5</sup>	10,665		27,775
Deductions during the year	--		--
Closing balance	21,944		49,719
IX. Revenue and other reserves			
Opening balance	54,278,794		56,102,881
Additions during the year <sup>6</sup>	3,331,588		6,166,874
Deductions during the year	1,507,501		2,121,525
Closing balance <sup>7,8</sup>	56,102,881		60,148,230
X. Balance in profit and loss account	68,766,479		103,294,625
Addition/(deductions) : Adjustments <sup>9</sup>	(717,794 )		--
Balance in profit and loss account	68,048,685		103,294,625
<b>TOTAL RESERVES AND SURPLUS</b>	<b>601,213,423</b>		<b>676,042,933</b>

1. Includes Rs. 435.1 million (March 31, 2012: Rs. 471.9 million) on exercise of employee stock options.
2. Represents unrealised profit/(loss) pertaining to the investments of venture capital funds.
3. Includes appropriations made for profit on sale of investments in held-to-maturity category, net of taxes and transfer to Statutory Reserve and profit on sale of land and buildings, net of taxes and transfer to Statutory Reserve.
4. Includes capital reserve on consolidation amounting to Rs. 82.2 million (March 31, 2012: Rs. 82.2 million).
5. Includes appropriations made to Reserve Fund and Investment Fund Account in accordance with regulations applicable to Sri Lanka branch.
6. At March 31, 2012 includes:
  - a) Rs. 50.4 million transferred in terms of RBI circular no. DBOD.No.BP.BC.26/21.04.048/2008-09 dated July 30, 2008, on Agricultural Debt Waiver and Debt Relief Scheme, 2008.
  - b) Outstanding unreconciled credit balance of individual value less than US\$ 2,500 or equivalent lying in nostro accounts appropriated in terms of RBI circular no. DBOD.BP.BC.No. 133/21.04.018/2008-09 dated May 11, 2009.
7. Includes unrealised profit/(loss), net of tax, of Rs. (882.9) million (March 31, 2012: Rs. (2,037.9) million) pertaining to the investments in the available for sale category of ICICI Bank UK PLC.
8. Includes restricted reserve of Rs. 2,453.0 million (March 31, 2012: Rs. 4,753.8 million) primarily relating to lapsed contracts of the life insurance subsidiary.
9. Represents the impact on account of transition of the financial statements of ICICI Bank Canada from Canadian GAAP to International Financial Reporting Standards (IFRS).

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ICICI Bank Limited and subsidiaries

Schedules forming part of the consolidated balance sheet (Continued)

## SCHEDULE 2A - MINORITY INTEREST

(Rs. in thousands)

	March 31, 2012	At March 31, 2013
Opening minority interest	13,582,218	14,277,247
Subsequent increase/(decrease)	695,029	2,780,348
<b>CLOSING MINORITY INTEREST</b>	<b>14,277,247</b>	<b>17,057,595</b>

## SCHEDULE 3 - DEPOSITS

(Rs. in thousands)

	March 31, 2012	At March 31, 2013
A. I. Demand deposits		
i) From banks	19,679,064	20,192,733
ii) From others	339,015,263	359,512,610
II. Savings bank deposits	829,071,333	921,659,854
III. Term deposits		
i) From banks	98,704,681	117,888,455
ii) From others	1,533,034,395	1,728,451,705
<b>TOTAL DEPOSITS</b>	<b>2,819,504,736</b>	<b>3,147,705,357</b>
B. I. Deposits of branches in India	2,416,126,468	2,743,209,597
II. Deposits of branches/subsidiaries outside India	403,378,268	404,495,760
<b>TOTAL DEPOSITS</b>	<b>2,819,504,736</b>	<b>3,147,705,357</b>



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ICICI Bank Limited and subsidiaries

Schedules forming part of the consolidated balance sheet (Continued)

## SCHEDULE 4 - BORROWINGS

(Rs. in thousands)

	At March 31, 2012	March 31, 2013
<b>I. Borrowings In India</b>		
i) Reserve Bank of India	183,985,000	171,688,500
ii) Other banks	45,759,565	55,276,764
iii) Other institutions and agencies		
a) Government of India	52,813	--
b) Financial institutions/others	85,884,260	96,037,351
iv) Borrowings in the form of		
a) Deposits	5,945,563	3,815,378
b) Commercial paper	13,033,986	6,093,554
c) Bonds and debentures (excluding subordinated debt)	14,030,626	39,645,665
v) Application money-bonds	--	--
vi) Capital instruments		
Innovative Perpetual Debt Instruments (IPDI) (qualifying as Tier I capital)	13,010,000	13,010,000
Hybrid debt capital instruments issued as bonds/debentures (qualifying as upper Tier II capital)	98,181,421	98,174,210
350 Redeemable Non-Cumulative Preference Shares (RNCPS) (Redeemable Non-Cumulative Preference Shares of Rs. 10 million each issued to preference share holders of erstwhile ICICI Limited on amalgamation redeemable at par on April 20, 2018)	3,500,000	3,500,000
Unsecured redeemable debentures/bonds (subordinated debt included in Tier II capital)	206,416,361	223,261,041
<b>TOTAL BORROWINGS IN INDIA</b>	<b>669,799,595</b>	<b>710,502,463</b>
<b>II. Borrowings outside India</b>		
i) Capital instruments		
Innovative Perpetual Debt Instruments (IPDI) (qualifying as Tier I capital)	17,244,895	18,413,008
Hybrid debt capital instruments issued as bonds/debentures (qualifying as upper Tier II capital)	49,944,301	53,348,947
Unsecured redeemable debentures/bonds (subordinated debt included in Tier II capital)	12,271,840	12,224,275
ii) Bonds and notes	342,264,313	315,107,768
iii) Other borrowings <sup>1</sup>	521,441,274	619,285,733
<b>TOTAL BORROWINGS OUTSIDE INDIA</b>	<b>943,166,623</b>	<b>1,018,379,731</b>

TOTAL BORROWINGS	1,612,966,218	1,728,882,194
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- 1.Includes borrowings guaranteed by Government of India for the equivalent of Rs. 15,815.0 million (March 31, 2012: Rs. 16,538.1 million).
- 2.Secured borrowings in I and II above amount to Rs.106,283.5 million (March 31, 2012: Rs. 77,175.5 million) except borrowings under Collateralised Borrowing and Lending Obligation, market repurchase transactions with banks and financial institutions and transactions under Liquidity Adjustment Facility with RBI.

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ICICI Bank Limited and subsidiaries

Schedules forming part of the consolidated balance sheet (Continued)

**SCHEDULE 5 - OTHER LIABILITIES AND PROVISIONS**

(Rs. in thousands)

	March 31, 2012	At March 31, 2013
I. Bills payable	37,974,191	43,210,852
II. Inter-office adjustments (net)	3,076,441	1,347,187
III Interest accrued	34,553,656	32,556,410
IV Sundry creditors	111,053,333	164,667,776
V. Provision for standard assets	17,529,163	19,095,238
VI Others <sup>1,2</sup>	266,874,371	216,965,033
<b>TOTAL OTHER LIABILITIES AND PROVISIONS</b>	<b>471,061,155</b>	<b>477,842,496</b>

## 1. Includes:

a) Proposed dividend amounting to Rs. 23,072.3 million (March 31, 2012: Rs. 19,020.4 million).

b) Corporate dividend tax payable amounting to Rs. 3,308.7 million (March 31, 2012: Rs. 2,524.3 million).

## 2. The Bank has presented the mark-to-market (MTM) gain or loss on forex and derivative transactions on gross basis.

Accordingly, the gross negative MTM of the Bank amounting to Rs. 108,263.2 million has been included in Other liabilities. Consequent to the change, Other liabilities have increased by Rs. 150,954.8 million at March 31, 2012.

**SCHEDULE 6 - CASH AND BALANCES WITH RESERVE BANK OF INDIA**

(Rs. in thousands)

	March 31, 2012	At March 31, 2013
I. Cash in hand (including foreign currency notes)	49,362,026	49,292,687
II. Balances with Reserve Bank of India in current accounts	157,919,780	143,769,333
<b>TOTAL CASH AND BALANCES WITH RESERVE BANK OF INDIA</b>	<b>207,281,806</b>	<b>193,062,020</b>

**SCHEDULE 7 - BALANCES WITH BANKS AND MONEY AT CALL AND SHORT NOTICE**

(Rs. in thousands)

	March 31, 2012	At March 31, 2013
I. In India		
i) Balances with banks		
a) in current accounts	3,901,946	4,294,956
b) in other deposit accounts	56,200,514	63,975,193
ii) Money at call and short notice		
a) with banks	5,087,500	53,000,000
b) with other institutions	7,231,647	1,944,203

TOTAL	72,421,607	123,214,352
II. Outside India		
i) in current accounts	25,520,589	55,358,220
ii) in other deposit accounts	35,288,381	87,295,053
iii) Money at call and short notice	71,050,500	34,778,925
TOTAL	131,859,470	177,432,198
TOTAL BALANCES WITH BANKS AND MONEY AT CALL AND SHORT NOTICE	204,281,077	300,646,550

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## SCHEDULE 8 - INVESTMENTS

(Rs. in thousands)

	March 31, 2012	At March 31, 2013
<b>I. Investments in India (net of provisions)</b>		
i) Government securities	993,524,949	1,097,604,436
ii) Other approved securities	4,250	--
iii) Shares (includes equity and preference shares) <sup>1</sup>	41,536,762	51,197,259
iv) Debentures and bonds	254,442,730	264,433,133
v) Assets held to cover linked liabilities of life insurance business	578,173,746	575,208,274
vi) Others (commercial paper, mutual fund units, pass through certificates, security receipts, certificate of deposits, Rural Infrastructure Development Fund deposits and other related investment)	410,125,260	472,423,718
<b>TOTAL INVESTMENTS IN INDIA</b>	<b>2,277,807,697</b>	<b>2,460,866,820</b>
<b>II. Investments outside India (net of provisions)</b>		
i) Government securities	67,140,077	48,086,185
ii) Others (equity shares, bonds and certificate of deposits)	53,693,138	47,713,781
<b>TOTAL INVESTMENTS OUTSIDE INDIA</b>	<b>120,833,215</b>	<b>95,799,966</b>
<b>TOTAL INVESTMENTS</b>	<b>2,398,640,912</b>	<b>2,556,666,786</b>
<b>III. Investments in India</b>		
Gross value of investments <sup>2</sup>	2,305,164,599	2,485,525,836
Less: Aggregate of provision/depreciation/(appreciation)	27,356,902	24,659,016
Net investments	2,277,807,697	2,460,866,820
<b>IV. Investments outside India</b>		
Gross value of investments	123,846,674	95,528,312
Less: Aggregate of provision/depreciation/(appreciation)	3,013,459	(271,654)
Net investments	120,833,215	95,799,966
<b>TOTAL INVESTMENTS</b>	<b>2,398,640,912</b>	<b>2,556,666,786</b>

1. Includes acquisition cost of investment in associates amounting to Rs 1,443.5 million (March 31, 2012: Rs. 494.9 million).

2. Includes appreciation amounting to Rs. 39,321.6 million (appreciation at March 31, 2012: Rs. 27,322.5 million) on investments held to cover linked liabilities of life insurance business.



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ICICI Bank Limited and subsidiaries

Schedules forming part of the consolidated balance sheet (Continued)

## SCHEDULE 9 - ADVANCES (net of provisions)

		(Rs. in thousands)
	March 31, 2012	At March 31, 2013
A.		
i) Bills purchased and discounted	59,774,883	69,689,970
ii) Cash credits, overdrafts and loans repayable on demand	339,590,153	455,660,112
iii) Term loans	2,521,889,143	2,774,391,183
<b>TOTAL ADVANCES</b>	<b>2,921,254,179</b>	<b>3,299,741,265</b>
B.		
i) Secured by tangible assets (includes advances against book debts)	2,426,141,317	2,777,704,336
ii) Covered by bank/government guarantees	13,869,020	22,221,201
iii) Unsecured	481,243,842	499,815,728
<b>TOTAL ADVANCES</b>	<b>2,921,254,179</b>	<b>3,299,741,265</b>
C.		
I. Advances in India		
i) Priority sector	592,856,433	593,479,333
ii) Public sector	11,968,345	13,438,496
iii) Banks	154,618	187,857
iv) Others	1,290,662,186	1,613,882,876
<b>TOTAL ADVANCES IN INDIA</b>	<b>1,895,641,582</b>	<b>2,220,988,562</b>
II. Advances outside India		
i) Due from banks	27,655,594	17,492,429
ii) Due from others		
a) Bills purchased and discounted	6,357,136	21,068,811
b) Syndicated and term loans	845,174,352	885,757,203
c) Others	146,425,515	154,434,260
<b>TOTAL ADVANCES OUTSIDE INDIA</b>	<b>1,025,612,597</b>	<b>1,078,752,703</b>
<b>TOTAL ADVANCES</b>	<b>2,921,254,179</b>	<b>3,299,741,265</b>

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ICICI Bank Limited and subsidiaries

Schedules forming part of the consolidated balance sheet (Continued)

## SCHEDULE 10 - FIXED ASSETS

(Rs. in thousands)

	March 31, 2012	At March 31, 2013
<b>I. Premises</b>		
At cost at March 31 of preceding year	45,902,791	46,967,168
Additions during the year	1,656,184	1,710,528
Deductions during the year	(591,807 )	(1,497,657 )
Depreciation to date <sup>1</sup>	(9,383,551 )	(9,896,489 )
<b>Net block</b>	<b>37,583,617</b>	<b>37,283,550</b>
<b>II. Other fixed assets (including furniture and fixtures)</b>		
At cost at March 31 of preceding year	41,441,024	45,135,661
Additions during the year	4,441,598	5,449,314
Deductions during the year	(746,961 )	(2,933,551 )
Depreciation to date <sup>2</sup>	(30,793,785)	(32,548,701)
<b>Net block</b>	<b>14,341,876</b>	<b>15,102,723</b>
<b>III. Assets given on Lease</b>		
At cost at March 31 of preceding year	17,510,087	17,509,544
Additions during the year	--	--
Deductions during the year	(543 )	--
Depreciation to date, accumulated lease adjustment and provisions <sup>3</sup>	(15,115,215)	(15,161,230)
<b>Net block</b>	<b>2,394,329</b>	<b>2,348,314</b>
<b>TOTAL FIXED ASSETS</b>	<b>54,319,822</b>	<b>54,734,587</b>

1. Includes depreciation charge amounting to Rs. 1,638.8 million for FY2013 (FY2012: Rs. 1,863.0 million).

2. Includes depreciation charge amounting to Rs. 4,590.9 million for FY2013 (FY2012: Rs. 4,550.2 million).

3. Includes depreciation charge/lease adjustment amounting to Rs. 328.2 million for FY2013 (FY2012: Rs. 422.6 million).

## SCHEDULE 11 – OTHER ASSETS

(Rs. in thousands)

	March 31, 2012	At March 31, 2013
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I.	Inter-office adjustments (net debit)	--	--
II.	Interest accrued	53,644,915	55,093,457
III.	Tax paid in advance/tax deducted at source (net)	38,176,875	41,873,082
IV.	Stationery and stamps	10,308	10,045
V.	Non-banking assets acquired in satisfaction of claims <sup>1</sup>	600,575	576,833
VI.	Advance for capital assets	1,494,098	1,358,102
VII.	Deposits	12,144,123	12,256,273
VIII.	Deferred tax asset (net)	28,033,693	26,805,959
IX.	Others <sup>2,3</sup>	272,986,573	205,392,184
<b>TOTAL OTHER ASSETS</b>		<b>407,091,160</b>	<b>343,365,935</b>

1. Includes certain non-banking assets acquired in satisfaction of claims which are in the process of being transferred in the Bank's name.
2. Includes goodwill on consolidation amounting to Rs. 1,432.3 million (March 31, 2012: Rs. 1,432.3 million).

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ICICI Bank Limited and subsidiaries

Schedules forming part of the consolidated balance sheet (Continued)

3. The Bank has presented the mark-to-market (MTM) gain or loss on forex and derivative transactions on gross basis. Accordingly, the gross positive MTM of the Bank amounting to Rs. 113,239.6 million has been included in Other assets. Consequent to the change, Other assets have increased by Rs. 150,954.8 million at March 31, 2012.

## SCHEDULE 12 - CONTINGENT LIABILITIES

(Rs. in thousands)

	March 31, 2012	At March 31, 2013
I. Claims against the Group not acknowledged as debts	34,360,751	53,721,418
II. Liability for partly paid investments	128,050	128,050
III. Liability on account of outstanding forward exchange contracts <sup>1</sup>	3,672,103,795	2,984,263,552
IV. Guarantees given on behalf of constituents		
a) In India	721,472,153	718,450,966
b) Outside India	243,307,639	235,173,947
V. Acceptances, endorsements and other obligations	569,297,814	623,110,066
VI. Currency swaps <sup>1</sup>	629,205,403	563,086,874
VII. Interest rate swaps, currency options and interest rate futures <sup>1</sup>	4,441,277,345	3,924,345,424
VIII. Other items for which the Group is contingently liable	64,438,333	37,431,907
<b>TOTAL CONTINGENT LIABILITES</b>	<b>10,375,591,283</b>	<b>9,139,712,204</b>

1. Represents notional amount.

## SCHEDULE 13 - INTEREST EARNED

(Rs. in thousands)

	Year ended		
	March 31, 2011	March 31, 2012	March 31, 2013
I. Interest/discount on advances/bills	190,975,431	246,201,222	295,624,597
II. Income on investments	91,806,801	113,762,938	133,188,599
III. Interest on balances with Reserve Bank of India and other inter-bank funds	4,693,218	7,005,946	7,566,271
IV. Others <sup>1,2</sup>	13,338,591	12,978,481	12,466,427
<b>TOTAL INTEREST EARNED</b>	<b>300,814,041</b>	<b>379,948,587</b>	<b>448,845,894</b>

1. Includes interest on income tax refunds amounting to Rs. 2,704.0 million (March 31, 2012: Rs. 846.4 million, March 31, 2011: Rs. 1,694.7 million).

2. Includes interest and amortisation of premium on non-trading interest rate swaps and foreign currency swaps.



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ICICI Bank Limited and subsidiaries

Schedules forming part of the profit and loss account (Continued)

## SCHEDULE 14 - OTHER INCOME

(Rs. in thousands)

	Year ended		
	March 31, 2011	March 31, 2012	March 31, 2013
I. Commission, exchange and brokerage	65,977,918	63,154,629	62,767,457
II. Profit/(loss) on sale of investments (net)	6,215,295	6,510,262	10,291,501
III. Profit/(loss) on revaluation of investments (net)	(4,528,802 )	(3,776,816 )	(1,148,007 )
IV. Profit/(loss) on sale of land, buildings and other assets (net) <sup>1</sup>	299,958	(37,180 )	339,276
V. Profit/(loss) on exchange transactions (net)	10,121,840	14,174,661	14,850,316
VI. Premium and other operating income from insurance business	236,030,257	204,877,907	203,944,026
VII. Miscellaneous income (including lease income) <sup>2</sup>	1,016,537	1,730,714	2,153,505
<b>TOTAL OTHER INCOME</b>	<b>315,133,003</b>	<b>286,634,177</b>	<b>293,198,074</b>

1. Includes profit/(loss) on sale of assets given on lease.

2. Includes share of profit/(loss) from associates.

## SCHEDULE 15 - INTEREST EXPENDED

(Rs. in thousands)

	Year ended		
	March 31, 2011	March 31, 2012	March 31, 2013
I. Interest on deposits	113,151,705	152,730,907	175,836,375
II. Interest on Reserve Bank of India/inter-bank borrowings	16,826,306	19,575,112	23,598,608
III. Others (including interest on borrowings of erstwhile ICICI Limited)	63,447,674	77,826,436	83,419,110
<b>TOTAL INTEREST EXPENDED</b>	<b>193,425,685</b>	<b>250,132,455</b>	<b>282,854,093</b>



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ICICI Bank Limited and subsidiaries

Schedules forming part of the profit and loss account (Continued)

## SCHEDULE 16 - OPERATING EXPENSES

(Rs. in thousands)

	Year ended		
	March 31, 2011	March 31, 2012	March 31, 2013
I. Payments to and provisions for employees	43,925,959	51,012,713	56,290,867
II. Rent, taxes and lighting	9,723,158	9,413,874	9,975,234
III. Printing and stationery	1,491,506	1,407,335	1,505,995
IV. Advertisement and publicity	3,874,585	4,264,149	5,544,774
V. Depreciation	6,607,680	6,291,795	5,926,565
VI. Depreciation (including lease equalization) on leased assets	789,135	422,579	328,220
VII. Directors' fees, allowances and expenses	33,590	36,126	41,630
VIII. Auditors' fees and expenses	160,924	159,975	167,191
IX. Law charges	810,340	842,420	1,222,079
X. Postages, telegrams, telephones, etc	3,007,539	2,881,332	3,211,547
XI. Repairs and maintenance	6,677,282	6,705,334	7,756,885
XII. Insurance	1,994,829	2,131,595	2,080,482
XIII. Direct marketing agency expenses	2,578,556	2,573,896	3,992,592
XIV. Claims and benefits paid pertaining to insurance business	28,158,043	39,449,052	43,170,439
XV. Other expenses pertaining to insurance business	180,870,784	139,805,254	130,346,902
XVI. Other expenditure	22,320,635	28,123,029	30,509,093
<b>TOTAL OPERATING EXPENSES</b>	<b>313,024,545</b>	<b>295,520,458</b>	<b>302,070,495</b>

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ICICI Bank Limited and subsidiaries  
Schedules forming part of the Consolidated Accounts

SCHEDULE 17

Significant accounting policies

Overview

ICICI Bank Limited, together with its subsidiaries, joint ventures and associates (collectively, the Group), is a diversified financial services group providing a wide range of banking and financial services including commercial banking, retail banking, project and corporate finance, working capital finance, insurance, venture capital and private equity, investment banking, broking and treasury products and services.

ICICI Bank Limited (the Bank), incorporated in Vadodara, India is a publicly held banking company governed by the Banking Regulation Act, 1949.

Principles of consolidation

The consolidated financial statements include the financials of ICICI Bank, its subsidiaries, associates and joint ventures.

Entities, in which the Bank holds, directly or indirectly, through subsidiaries and other consolidating entities, more than 50.00% of the voting rights or where it exercises control, over the composition of board of directors/governing body, are fully consolidated on a line-by-line basis in accordance with the provisions of AS 21. Investments in entities where the Bank, has the ability to exercise significant influence are accounted for under the equity method of accounting and the pro-rata share of their profit/(loss) is included in the consolidated profit and loss account. Assets, liabilities, income and expenditure of jointly controlled entities are consolidated using the proportionate consolidation method. Under this method, the Bank's share of each of the assets, liabilities, income and expenses of the jointly controlled entity is reported in separate line items in the consolidated financial statements. The Bank does not consolidate entities where the significant influence/control is intended to be temporary or entities which operate under severe long-term restrictions that impair their ability to transfer funds to parent/investing entity. All significant inter-company accounts and transactions are eliminated on consolidation.

Basis of preparation

The accounting and reporting policies of the Group used in the preparation of the consolidated financial statements conform to Generally Accepted Accounting Principles in India (Indian GAAP), the guidelines issued by the Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), Insurance Regulatory and Development Authority (IRDA), National Housing Bank (NHB), the Accounting Standards (AS) issued by the Institute of Chartered Accountants of India (ICAI) and notified under the Companies (Accounting Standards) Rules, 2006 from time to time, as applicable to relevant companies and practices generally prevalent in the banking industry in India. In the case of the foreign subsidiaries, Generally Accepted Accounting Principles as applicable to the respective foreign subsidiaries are followed. The Group follows the accrual method of accounting except where otherwise stated, and the historical cost convention. In case the accounting policies followed by a subsidiary or joint venture are different from those followed by the Bank, the same have been disclosed in the respective accounting policy.

The preparation of consolidated financial statements requires the management to make estimates and assumptions that are considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the

consolidated financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in the preparation of the consolidated financial statements are prudent and reasonable. Future results could differ from these estimates.

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The consolidated financial statements include the results of the following entities in addition to the Bank.

Sr. no.	Name of the entity	Country of incorporation	Nature of relationship	Nature of business	Ownership interest
1.	ICICI Bank UK PLC	United Kingdom	Subsidiary	Banking	100.00%
2.	ICICI Bank Canada	Canada	Subsidiary	Banking	100.00%
3.	ICICI Bank Eurasia Limited Liability Company	Russia	Subsidiary	Banking	100.00%
4.	ICICI Securities Limited	India	Subsidiary	Securities broking and merchant banking	100.00%
5.	ICICI Securities Holdings Inc.	USA	Subsidiary	Holding company	100.00%
6.	ICICI Securities Inc.	USA	Subsidiary	Securities broking	100.00%
7.	ICICI Securities Primary Dealership Limited	India	Subsidiary	Securities investment, trading and underwriting	100.00%
8.	ICICI Venture Funds Management Company Limited	India	Subsidiary	Private equity/venture capital fund management	100.00%
9.	ICICI Home Finance Company Limited	India	Subsidiary	Housing finance	100.00%
10.	ICICI Trusteeship Services Limited	India	Subsidiary	Trusteeship services	100.00%
11.	ICICI Investment Management Company Limited	India	Subsidiary	Asset management	100.00%
12.	ICICI International Limited	Mauritius	Subsidiary	Asset management	100.00%
13.	ICICI Prudential Pension Funds Management Company Limited1	India	Subsidiary	Pension fund management	100.00%
14.	ICICI Prudential Life Insurance Company Limited	India	Subsidiary	Life insurance	73.85%
15.	ICICI Lombard General Insurance Company Limited	India	Subsidiary	General insurance	73.37%

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16.	ICICI Prudential Asset Management Company Limited	India	Subsidiary	Asset management company	51.00%
17.	ICICI Prudential Trust Limited	India	Subsidiary	Trustee company	50.80%
18.	ICICI Eco-net Internet and Technology Fund	India	Consolidated as per AS 21	Venture capital fund	92.12%
19.	ICICI Equity Fund	India	Consolidated as per AS 21	Unregistered venture capital fund	100.00%
20.	ICICI Emerging Sectors Fund	India	Consolidated as per AS 21	Venture capital fund	99.31%
21.	ICICI Strategic Investments Fund	India	Consolidated as per AS 21	Unregistered venture capital fund	100.00%
22.	ICICI Kinfra Limited	India	Consolidated as per AS 21	Infrastructure development consultancy	76.00%
23.	ICICI Venture Value Fund	India	Consolidated as per AS 21	Unregistered venture capital fund	54.35%

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Sr. no.	Name of the entity	Country of incorporation	Nature of relationship	Nature of business	Ownership interest
24.	I-Ven Biotech Limited	India	Consolidated as per AS 21	Investment in research and development of biotechnology	100.00%
25.	TCW/ICICI Investment Partners Limited <sup>2</sup>	Mauritius	Jointly controlled entity	Asset management	50.00%
26.	Rainbow Fund <sup>3</sup>	India	Associate	Unregistered venture capital fund	23.98%
27.	FINO PayTech Limited (Formerly known as Financial Inclusion Network & Operations Limited) <sup>3</sup>	India	Associate	Support services for financial inclusion	27.25%
28.	I-Process Services (India) Private Limited <sup>3</sup>	India	Associate	Services related to back end operations	19.00%
29.	NIIT Institute of Finance Banking and Insurance Training Limited <sup>3</sup>	India	Associate	Education and training in banking and finance	18.79%
30.	ICICI Merchant Services Private Limited <sup>3</sup>	India	Associate	Merchant servicing	19.00%
31.	Mewar Aanchalik Gramin Bank <sup>3</sup>	India	Associate	Banking	35.00%
32.	India Infradebt Limited <sup>3</sup>	India	Associate	Infrastructure finance	31.00%

1. ICICI Prudential Pension Funds Management Company Limited is a wholly owned subsidiary of ICICI Prudential Life Insurance Company Limited.
2. The entity has been consolidated as per the proportionate consolidation method as prescribed by AS 27 on 'Financial Reporting of Interests in Joint Ventures'. The entity is in the process of liquidation.
3. These entities have been accounted as per the equity method as prescribed by AS 23 on 'Accounting for Investments in Associates in Consolidated Financial Statements'.

The financial statements of Comm Trade Services Limited have not been consolidated under AS 21, since the investment is temporary in nature. Investment in 3i Infotech Limited (3i Infotech) in which the Group holds 26.74% equity shares has not been accounted as per equity method under AS 23 at March 31, 2013 based on the severe long-term restrictions on 3i Infotech under restructuring arrangement that impair the ability of 3i Infotech to transfer funds to its investors and the Group's intention to reduce the stake in 3i Infotech below 20.0% in the near future.



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SIGNIFICANT ACCOUNTING POLICIES

1. Transactions involving foreign exchange

The consolidated financial statements of the Group are reported in Indian rupees, the national currency of India. Foreign currency income and expenditure items are translated as follows:

- For domestic operations, at the exchange rates prevailing on the date of the transaction with the resultant gain or loss accounted for in the profit and loss account.
- For integral foreign operations, at weekly average closing rates with the resultant gain or loss accounted for in the profit and loss account. An integral foreign operation is a subsidiary, associate, joint venture or branch of the reporting enterprise, the activities of which are based or conducted in a country other than the country of the reporting enterprise but are an integral part of the reporting enterprise.
- For non-integral foreign operations, at the quarterly average closing rates with the resultant gains or losses accounted for as foreign currency translation reserve.

Monetary foreign currency assets and liabilities of domestic and integral foreign operations are translated at closing exchange rates notified by Foreign Exchange Dealers' Association of India (FEDAI) at the balance sheet date and the resulting profits/losses are included in the profit and loss account.

Both monetary and non-monetary foreign currency assets and liabilities of non-integral foreign operations are translated at closing exchange rates notified by FEDAI at the balance sheet date and the resulting profits/losses from exchange differences are accumulated in the foreign currency translation reserve until the disposal of the net investment in the non-integral foreign operations.

The premium or discount arising on inception of forward exchange contracts in domestic operations that are entered to establish the amount of reporting currency required or available at the settlement date of a transaction is amortised over the life of the contract. All other outstanding forward exchange contracts are revalued based on the exchange rates notified by FEDAI for specified maturities and at interpolated rates for contracts of interim maturities. The contracts of longer maturities where exchange rates are not notified by FEDAI, are revalued, based on the forward exchange rates implied by the swap curves for respective currencies. The resultant gains or losses are recognised in the profit and loss account.

Contingent liabilities on account of guarantees, endorsements and other obligations denominated in foreign currency are disclosed at the closing exchange rates notified by FEDAI at the balance sheet date.

2. Revenue recognition

- Interest income is recognised in the profit and loss account as it accrues except in the case of non-performing assets (NPAs) where it is recognised upon realisation, as per the income recognition and asset classification norms of RBI/NHB.
- Income from leases is calculated by applying the interest rate implicit in the lease to the net investment outstanding on the lease over the primary lease period. Finance leases entered into prior to April 1, 2001 have been accounted for as per the Guidance Note on Accounting for Leases issued by ICAI. The finance leases entered post April 1, 2001 have been accounted for as per Accounting Standard 19 on 'leases' issued by ICAI.



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- Income on discounted instruments is recognised over the tenure of the instrument on a constant yield basis.
- Dividend income is accounted on an accrual basis when the right to receive the dividend is established.
- Loan processing fee is accounted for upfront when it becomes due except in the case of foreign banking subsidiaries, where it is amortised over the period of the loan.
- Project appraisal/structuring fee is accounted for on the completion of the agreed service.
- Arranger fee is accounted for as income when a significant portion of the arrangement/syndication is completed.
- Commission received on guarantees issued is amortised on a straight-line basis over the period of the guarantee.
- All other fees are accounted for as and when they become due.
- The Bank deals in bullion business on a consignment basis. The difference between price recovered from customers and cost of bullion is accounted for at the time of sale to the customers. The Bank also deals in bullion on a borrowing and lending basis and the interest paid/received is accounted on accrual basis.
- Income from securities brokerage activities is recognised as income on the trade date of the transaction. Brokerage income in relation to public or other issuances of securities is recognised based on mobilisation and terms of agreement with the client.
- Life insurance premium is recognised as income when due. Premium on lapsed policies is recognised as income when such policies are reinstated. Top-up premiums are considered as single premium. For linked business, premium is recognised when the associated units are created. Income from linked funds, which includes fund management charges, policy administration charges, mortality charges etc. are recovered from the linked fund in accordance with the terms and conditions of the policy and are recognised when due.
- In the case of general insurance business, premium is recorded for the policy period at the commencement of risk and for instalment cases, it is recorded on instalment due dates. Premium earned is recognised as income over the period of the risk or the contract period based on 1/365 method, whichever is appropriate, on a gross basis, net of service tax. Any subsequent revision to premium is recognised over the remaining period of risk or contract period. Adjustments to premium income arising on cancellation of policies are recognised in the period in which the policies are cancelled. Commission on re-insurance ceded is recognised as income in the period of ceding the risk. Profit commission under re-insurance treaties, wherever applicable, is recognised as income in the period of final determination of profits and combined with commission on reinsurance ceded.
- In the case of general insurance business, insurance premium on ceding of the risk is recognised in the period in which the risk commences. Any subsequent revision to premium ceded is recognised in the period of such revision. Adjustment to re-insurance premium arising on cancellation of policies is recognised in the period in which they are cancelled. In case of life insurance business, cost of re-insurance ceded is accounted for at the time of recognition of premium income in accordance with the treaty or in-principle arrangement with the reinsurer. Profit commission on re-insurance ceded is netted off against premium ceded on re-insurance.

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- In the case of general insurance business, premium deficiency is recognised when the sum of expected claim costs and related expenses and maintenance costs exceed the reserve for unexpired risks and is computed at a business segment level.

3. Stock based compensation

The following entities within the group have granted stock options to their employees:

- ICICI Bank Limited
- ICICI Prudential Life Insurance Company Limited
- ICICI Lombard General Insurance Company Limited

The Employees Stock Option Scheme (the Scheme) provides for grant of option on equity shares of the Bank to wholetime directors and employees of the Bank and its subsidiaries. The Scheme provides that employees are granted an option to subscribe to equity shares of the Bank that vest in a graded manner. The options may be exercised within a specified period. ICICI Prudential Life Insurance Company and ICICI Lombard General Insurance Company have also formulated similar stock option schemes for their employees for grant of equity shares of their respective companies.

The Group follows the intrinsic value method to account for its stock-based employee compensation plans. Compensation cost is measured as the excess, if any, of the fair market price of the underlying stock over the exercise price on the grant date and amortised over the vesting period. The fair market price is the latest closing price, immediately prior to the grant date, which is generally the date of the Board of Directors meeting in which the options are granted, on the stock exchange on which the shares of the Bank are listed. If the shares are listed on more than one stock exchange, then the stock exchange where there is highest trading volume on the said date is considered. In the case of ICICI Prudential Life Insurance Company and ICICI Lombard General Insurance Company, the fair value of the shares is determined based on an external valuation report. The banking subsidiaries namely, ICICI Bank UK and ICICI Bank Canada account for the cost of the options granted to employees by ICICI Bank using the fair value method based on binomial tree model.

4. Income taxes

Income tax expense is the aggregate amount of current tax and deferred tax expense incurred by the Group. The current tax expense and deferred tax expense is determined in accordance with the provisions of the Income Tax Act, 1961 and as per Accounting Standard 22 - Accounting for Taxes on Income, respectively. Deferred tax adjustments comprise changes in the deferred tax assets or liabilities during the year.

Deferred tax assets and liabilities are recognised by considering the impact of timing differences between taxable income and accounting income for the current year, and carry forward losses. Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. The impact of changes in the deferred tax assets and liabilities is recognised in the profit and loss account.

Deferred tax assets are recognised and re-assessed at each reporting date, based upon the management's judgement as to whether their realisation is considered as reasonably certain. However, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets.

In the consolidated financial statements, deferred tax assets and liabilities are computed at an individual entity level and aggregated for consolidated reporting.





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5. Claims and benefits paid

In the case of general insurance business, claims incurred comprise claims paid, estimated liability for outstanding claims made following a loss occurrence reported and estimated liability for claims incurred but not reported (IBNR) and claims incurred but not enough reported (IBNER). Further, claims incurred also include specific claim settlement costs such as survey/legal fees and other directly attributable costs. Claims (net of amounts receivable from re-insurers/co-insurers) are recognised on the date of intimation based on estimates from surveyors/insured in the respective revenue account. Estimated liability for outstanding claims at the balance sheet date is recorded net of claims recoverable from/payable to co-insurers/re-insurers and salvage to the extent there is certainty of realisation. Estimated liability for outstanding claim is determined by the entity on the basis of ultimate amounts likely to be paid on each claim based on the past experience. These estimates are progressively revalidated on availability of further information. Claims IBNR represent that amount of claims that may have been incurred during the accounting period but have not been reported or claimed. The claims IBNR provision also includes provision, if any, required for claims IBNER. Estimated liability for claims IBNR/claims IBNER is based on an actuarial estimate duly certified by the appointed actuary of the entity.

In the case of life insurance business, claims other than maturity claims are accounted for on receipt of intimation. Survival benefit and maturity claims are accounted when due. Withdrawals and surrenders under linked policies are accounted in the respective schemes when the associated units are cancelled/redeemed. Re-insurance recoveries on claims are accounted for, in the same period as the related claims.

6. Liability for life policies in force

In the case of life insurance business, liability for life policies in force and also policies in respect of which premium has been discontinued but a liability exists, is determined by the appointed actuary as per the gross premium method in accordance with accepted actuarial practice, requirements of the IRDA and the Actuarial Society of India.

7. Reserve for unexpired risk

Reserve for unexpired risk is recognised net of re-insurance ceded and represents premium written that is attributable and to be allocated to succeeding accounting periods for risks to be borne by the entity under contractual obligations on contract period basis or risk period basis, whichever is appropriate. It is calculated on a daily pro-rata basis subject to a minimum of 50.00% of the aggregated premium, written on policies during the twelve months preceding the balance sheet date for fire, marine, cargo and miscellaneous business and 100.00% for marine hull business, on all unexpired policies at balance sheet date, in accordance with the provisions of the Insurance Act, 1938.

8. Actuarial method and valuation

In the case of life insurance business, the actuarial liability on both participating and non-participating policies is calculated using the gross premium method, using assumptions for interest, mortality, expense and inflation, and in the case of participating policies, future bonuses together with allowance for taxation and allocation of profits to shareholders. These assumptions are determined as prudent estimates at the date of valuation with allowances for adverse deviations. No allowance is made for expected lapses.

The greater of liability calculated using discounted cash flows and unearned premium reserves are held for the unexpired portion of the risk for the general fund liabilities of linked business and attached riders. An unearned premium reserve is held for one year renewable group term insurance.



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The unit liability in respect of linked business has been taken as the value of the units standing to the credit of policyholders, using the Net Asset Value (NAV) prevailing at the valuation date. The adequacy of charges under unit linked policies to meet future expenses has been tested and provision made as appropriate. Provision has also been made for the cost of guarantee under unit linked products that carry a guarantee. The units held in respect of lapsed policies are divided into a revival reserve, which contributes to liabilities, and a fund for future appropriation, which contributes to regulatory capital.

The interest rates used for valuing the liabilities are in the range of 4.43% to 6.26% per annum (previous year – 4.93% to 6.02% per annum).

Mortality rates used are based on the published IALM (94 – 96) Ultimate Mortality Table for assurances and LIC 96-98 table for annuities, adjusted to reflect expected experience while morbidity rates used are based on CIBT 93 table, adjusted for expected experience, or on risk rates supplied by reinsurers.

Expenses are provided for at current levels, in respect of renewal expenses, with no allowance for future improvements. Per policy renewal expenses for regular premium policies are assumed to inflate at 5.41% (previous year – 5.20%).

9. Acquisition costs for insurance business

Acquisition costs are those costs that vary with and are primarily related to the acquisition of insurance contracts and are expensed in the period in which they are incurred.

10. Staff retirement benefits

Gratuity

The Group pays gratuity to employees who retire or resign after a minimum prescribed period of continuous service and in the case of employees at the overseas locations as per the rules in force in the respective countries.

The actuarial gains or losses arising during the year are recognised in the profit and loss account.

Actuarial valuation of the gratuity liability is determined by an appointed actuary. Actuarial valuation of gratuity liability is determined based on certain assumptions regarding rate of interest, salary growth, mortality and staff attrition as per the projected unit credit method.

Superannuation fund

The Bank contributes 15.0% of the total annual basic salary of certain employees to a superannuation fund for its employees. The Bank also gives an option to its employees, allowing them to receive the amount contributed by it along with their monthly salary during their employment.

The amount so contributed/paid by the Bank to the superannuation fund or to employee during the year is recognised in the profit and loss account.

ICICI Prudential Life Insurance Company, ICICI Prudential Asset Management Company and ICICI Venture Funds Management Company have accrued for superannuation liability based on a percentage of basic salary payable to eligible employees for the period of service.



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Pension

The Bank provides for pension, a deferred retirement plan covering certain employees of erstwhile Bank of Madura, erstwhile Sangli Bank and erstwhile Bank of Rajasthan. The plan provides for pension payment including dearness relief on a monthly basis to these employees on their retirement based on the respective employee's years of service with the Bank and applicable salary.

Actuarial valuation of the pension liability is determined by an actuary appointed by the Bank. Actuarial valuation of pension liability is calculated based on certain assumptions regarding rate of interest, salary growth, mortality and staff attrition as per the projected unit credit method.

The actuarial gains or losses arising during the year are recognised in the profit and loss account.

Employees covered by the pension plan are not eligible for employer's contribution under the provident fund plan.

Provident fund

The Group is statutorily required to maintain a provident fund as a part of retirement benefits to its employees. Each employee contributes a certain percentage of his or her basic salary and the Group contributes an equal amount. The funds are invested according to the rules prescribed by the Government of India.

Actuarial valuation for the interest rate guarantee on the provident fund balances is determined by an actuary.

The actuarial gains or losses arising during the year are recognised in the profit and loss account.

Leave encashment

The Group provides for leave encashment benefit, which is a long-term benefit scheme, based on actuarial valuation conducted by an independent actuary.

11. Provisions, contingent liabilities and contingent assets

The Group estimates the probability of any loss that might be incurred on outcome of contingencies on the basis of information available upto the date on which the consolidated financial statements are prepared. A provision is recognised when an enterprise has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on management estimates of amounts required to settle the obligation at the balance sheet date, supplemented by experience of similar transactions. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates. In cases where the available information indicates that the loss on the contingency is reasonably possible but the amount of loss cannot be reasonably estimated, a disclosure to this effect is made in the consolidated financial statements. In case of remote possibility, neither provision nor disclosure is made in the consolidated financial statements. The Group does not account for or disclose contingent assets, if any.

12. Cash and cash equivalents

Cash and cash equivalents include cash in hand, balances with RBI, balances with other banks and money at call and short notice.



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13. Investments

i) Investments of the Bank are accounted for in accordance with the extant RBI guidelines on investment classification and valuation as given below.

All investments are classified into 'Held to Maturity', 'Available for Sale' and 'Held for Trading'. Reclassifications, if any, in any category are accounted for as per the RBI guidelines. Under each classification, the investments are further categorised as (a) government securities, (b) other approved securities, (c) shares, (d) bonds and debentures and (e) others.

a) 'Held to Maturity' securities are carried at their acquisition cost or at amortised cost, if acquired at a premium over the face value. Any premium over the face value of fixed rate and floating rate securities acquired is amortised over the remaining period to maturity on a constant yield basis and straight line basis respectively.

b) 'Available for Sale' and 'Held for Trading' securities are valued periodically as per RBI guidelines. Any premium over the face value of fixed rate and floating rate investments in government securities, classified as 'Available for Sale', is amortised over the remaining period to maturity on constant yield basis and straight line basis respectively. Quoted investments are valued based on the trades/quotes on the recognised stock exchanges, subsidiary general ledger account transactions, price list of RBI or prices declared by Primary Dealers Association of India jointly with Fixed Income Money Market and Derivatives Association (FIMMDA), periodically.

The market/fair value of unquoted government securities which are in the nature of Statutory Liquidity Ratio (SLR) securities included in the 'Available for Sale' and 'Held for Trading' categories is as per the rates published by FIMMDA. The valuation of other unquoted fixed income securities wherever linked to the Yield-to-Maturity (YTM) rates, is computed with a mark-up (reflecting associated credit risk) over the YTM rates for government securities published by FIMMDA.

Unquoted equity shares are valued at the break-up value, if the latest balance sheet is available or at Re. 1 as per RBI guidelines.

Securities are valued scrip-wise and depreciation/appreciation is aggregated for each category. Net appreciation in each category, if any, being unrealised, is ignored, while net depreciation is provided for. Non-performing investments are identified based on the RBI guidelines.

c) Costs including brokerage and commission pertaining to investments, paid at the time of acquisition, are charged to the profit and loss account. Cost of investments is computed based on the First-In-First-Out (FIFO) method.

d) Profit/loss on sale of investments in the 'Held to Maturity' category is recognised in the profit and loss account and profit is thereafter appropriated (net of applicable taxes and statutory reserve requirements) to Capital Reserve. Profit/loss on sale of investments in 'Available for sale' and 'Held for Trading' categories is recognised in the profit and loss account.

e) Market repurchase and reverse repurchase transactions, are accounted for as borrowing and lending transactions respectively in accordance with the extant RBI guidelines. The transactions with RBI under Liquidity Adjustment Facility (LAF) are accounted for as borrowing and lending transactions.



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- f) Broken period interest (the amount of interest from the previous interest payment date till the date of purchase/sale of instruments) on debt instruments is treated as a revenue item.
- g) At the end of each reporting period, security receipts issued by asset reconstruction companies are valued in accordance with the guidelines applicable to such instruments, prescribed by RBI from time to time. Accordingly, in cases where the cash flows from security receipts issued by asset reconstruction companies are limited to the actual realisation of the financial assets assigned to the instruments in the concerned scheme, the Bank reckons the net asset value, obtained from the asset reconstruction company from time to time, for valuation of such investments at each reporting period end.
- h) The Bank follows trade date method of accounting for purchase and sale of investments, except for government of India and state government securities where settlement date method of accounting is followed in accordance with RBI guidelines.
- ii) The Bank's consolidating venture capital funds carry investments at fair values, with unrealised gains and temporary losses on investments recognised as components of investors' equity and accounted for in the unrealised investment reserve account. The realised gains and losses on investments and units in mutual funds and unrealised gains or losses on revaluation of units in mutual funds are accounted for in the profit and loss account. Provisions are made in respect of accrued income considered doubtful. Such provisions as well as any subsequent recoveries are recorded through the profit and loss account. Subscription to/purchase of investments are accounted at the cost of acquisition inclusive of brokerage, commission and stamp duty. Bonus shares and right entitlements are recorded when such benefits are known. Quoted investments are valued on the valuation date at the closing market price. Quoted investments that are not traded on the valuation date but are traded during the two months prior to the valuation date are valued at the latest known closing price. An appropriate discount is applied where the asset management company considers it necessary to reflect restrictions on disposal. Quoted investments not traded during the two months prior to the valuation date are treated as unquoted. Unquoted investments are valued at their estimated fair values by applying appropriate valuation methods. Where there is a decline, other than temporary in the carrying amounts of investments, the resultant reduction in the carrying amount is charged to the profit and loss account during the period in which such decline is identified.
- iii) The Bank's primary dealership and securities broking subsidiaries classifies the securities held with the intention of holding for short-term and trading as stock-in-trade and are valued at lower of cost or market value. The securities acquired with the intention of holding till maturity or for a longer period are classified as investments and are carried at cost. Appropriate provision is made for other than temporary diminution in the value of investments. Commission earned in respect of securities acquired upon devolvement is reduced from the cost of acquisition.
- iv) The Bank's housing finance subsidiary classifies its investments as current investments and long-term investments. Investments that are readily realisable and intended to be held for not more than a year are classified as current investments, which are carried at the lower of cost and net realisable value. All other investments are classified as long-term investments, which are carried at their acquisition cost or at amortised cost, if acquired at a premium over the face value. Any premium over the face value of the securities acquired is amortised over the remaining period to maturity on a constant yield basis. However, a provision for diminution in value is made to recognise any other than temporary decline in the value of such long-term investments. Costs such as brokerage, commission etc. paid at the time of acquisition of investments are included in the investment cost.
- v) The Bank's overseas banking subsidiaries account for unrealised gain/loss, net of tax, on investment in 'Available for Sale' category directly in their reserves. Further, in the case of the Bank's United Kingdom and Canadian banking subsidiaries, unrealised gain/loss on investment in 'Held for Trading' category is accounted directly in the profit and loss account.

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vi) In the case of life and general insurance businesses, investments are made in accordance with the Insurance Act, 1938, the IRDA (Investment) Regulations, 2000, and various other circulars/notifications issued by the IRDA in this context from time to time.

In the case of life insurance business, valuation of investments (other than linked business) is done on the following basis:

- a. All debt securities and redeemable preference shares are considered as 'held to maturity' and accordingly stated at historical cost, subject to amortisation of premium or accretion of discount in the profit or loss account over the period of maturity/holding on a straight line basis.
- b. Listed equity shares are stated at fair value being the last quoted closing price on the National Stock Exchange (NSE) (in case of securities not listed on NSE, the last quoted closing price on the Bombay Stock Exchange (BSE) is used).
- c. Mutual fund units at the balance sheet date are valued at the latest available net asset values of the respective fund.

Unrealised gains/losses arising due to changes in the fair value of listed equity shares and mutual fund units are taken to 'Revenue and other reserves' in the balance sheet for life insurance business.

In the case of general insurance business, valuation of investments is done on the following basis:

- a. All debt securities including government securities and non-convertible preference shares are considered as 'held to maturity' and accordingly stated at amortised cost determined after amortisation of premium or accretion of discount on a straight line basis over the holding/maturity period.
- b. Listed equities and convertible preference shares at the balance sheet date are stated at fair value, being the lowest of last quoted closing price on NSE or BSE.
- c. Mutual fund investments (other than venture capital fund) are stated at fair value, being the closing net asset value at balance sheet date.

- d. Investments other than mentioned above are valued at cost.

Unrealised gains/losses arising due to changes in the fair value of listed equity shares and mutual fund units are taken to 'Revenue and other reserves' in the balance sheet for general insurance business.

The general insurance subsidiary assesses at each balance sheet date whether there is any indication that any investment in equity or units of mutual fund may be impaired. If any such indication exists, the carrying value of such investment is reduced to its recoverable amount and the impairment loss is recognised in the revenue(s)/profit and loss account.

The total proportion of investments for which subsidiaries have applied accounting policies different from the Bank as mentioned above, is approximately 15.75% of the total investments at March 31, 2013.

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14. Provisions/write-offs on loans and other credit facilities

i) Loans and other credit facilities of the Bank are accounted for in accordance with the extant RBI guidelines as given below:

a) All credit exposures, including loans and advances at the overseas branches and overdues arising from crystallised derivative contracts, are classified as per RBI guidelines, into performing and NPAs. Loans and advances held at the overseas branches that are identified as impaired as per host country regulations but which are standard as per the extant RBI guidelines are identified as NPAs at a borrower level. Further, NPAs are classified into sub-standard, doubtful and loss assets based on the criteria stipulated by RBI.

In the case of corporate loans and advances, provisions are made for sub-standard and doubtful assets at rates prescribed by RBI. Loss assets and the unsecured portion of doubtful assets are provided/written-off as per the extant RBI guidelines. For loans and advances booked in overseas branches, which are standard as per the extant RBI guidelines but are classified as NPAs based on host country guidelines, provisions are made as per the host country regulations. For loans and advances booked in overseas branches, which are NPAs as per the extant RBI guidelines and as per host country guidelines, provisions are made at the higher of the provisions required under RBI regulations and host country regulations. Provisions on homogeneous retail loans and advances, subject to minimum provisioning requirements of RBI, are assessed at a borrower level, on the basis of the ageing of the loans in the non-performing category.

The Bank holds specific provisions against non-performing loans and advances, general provision against performing loans and advances and floating provision taken over from erstwhile Bank of Rajasthan upon amalgamation. The assessment of incremental specific provisions is made after taking into consideration the existing specific provision held. The specific provisions on retail loans and advances held by the Bank are higher than the minimum regulatory requirements.

b) Provision on loan and advances restructured/rescheduled is made in accordance with the applicable RBI guidelines on restructuring of loans and advances by Banks.

In respect of non-performing loans and advances accounts subjected to restructuring, the account is upgraded to standard only after the specified period i.e. a period of one year after the date when first payment of interest or of principal, whichever is earlier, falls due, subject to satisfactory performance of the account during the period.

c) Amounts recovered against debts written off in earlier years and provisions no longer considered necessary in the context of the current status of the borrower are recognised in the profit and loss account.

d) In addition to the specific provision on NPAs, the Bank maintains a general provision on performing loans and advances at rates prescribed by RBI. For performing loans and advances in overseas branches, the general provision is made at higher of host country regulations requirement and RBI requirement.

e) In addition to the provisions required to be held according to the asset classification status, provisions are held for individual country exposures including indirect country risk (other than for home country exposure). The countries are categorised into seven risk categories namely insignificant, low, moderate, high, very high, restricted and off-credit and provisioning is made on exposures exceeding 180 days on a graded scale ranging from 0.25% to 100.00%. For exposures with contractual maturity of less than 180 days, provision is required to be held at 25.00% of the rates applicable to exposures exceeding 180 days. The indirect exposures may be reckoned at 50% of the exposure. If the country exposure (net) of the Bank in respect of each country does not exceed 1.00% of the total funded assets, no provision is required on such country exposure.

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ii) In the case of the Bank's housing finance subsidiary, loans and other credit facilities are classified as per the NHB guidelines into performing and non-performing assets. Further, NPAs are classified into sub-standard, doubtful and loss assets based on criteria stipulated by NHB. Additional provisions are made against specific non-performing assets over and above what is stated above, if in the opinion of the management, increased provisions are necessary.

iii) In the case of the Bank's overseas banking subsidiaries, loans are stated net of allowance for credit losses. Loans are classified as impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition on the loan (a loss event) and that loss event (or events) has an impact on the estimated future cash flows of the loans that can be reliably estimated. An allowance for impairment losses is maintained at a level that management considers adequate to absorb identified credit related losses as well as losses that have occurred but have not yet been identified.

The total proportion of loans for which subsidiaries have applied accounting policies different from the Bank as mentioned above, is approximately 10.66% of the total loans at March 31, 2013.

#### 15. Transfer and servicing of assets

The Bank transfers commercial and consumer loans through securitisation transactions. The transferred loans are de-recognised and gains/losses are accounted for only if the Bank surrenders the rights to benefits specified in the underlying securitised loan contract. Recourse and servicing obligations are accounted for net of provisions.

In accordance with the RBI guidelines for securitisation of standard assets, with effect from February 1, 2006, the Bank accounts for any loss arising from securitisation immediately at the time of sale and the profit/premium arising from securitisation is amortised over the life of the securities issued or to be issued by the special purpose vehicle to which the assets are sold. In the case of loans sold to an asset reconstruction company, the excess provision is not reversed but is utilised to meet the shortfall/loss on account of sale of other financial assets to securitisation company (SC)/reconstruction company (RC).

In accordance with the RBI guidelines dated May 7, 2012 for securitisation of standard assets, with effect from May 7, 2012, the Bank accounts for any loss arising from securitisation immediately at the time of sale and the profit/premium arising from securitisation is amortised over the life of the transaction based on the method prescribed by RBI guidelines.

The Canadian subsidiary has entered into securitisation arrangements in respect of its originated and purchased mortgages. ICICI Bank Canada either retains substantially all the risk and rewards or retains control over these mortgages, hence these arrangements do not qualify for de-recognition accounting under their local accounting standards. It continues to recognise the mortgages securitised in the book of accounts and the amounts received through securitisation are recognised as "Other borrowings".

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16. Fixed assets and depreciation

Premises and other fixed assets are carried at cost less accumulated depreciation. Cost includes freight, duties, taxes and incidental expenses related to the acquisition and installation of the asset. Depreciation is charged over the estimated useful life of a fixed asset on a straight-line basis. The rates of depreciation for fixed assets, which are not lower than the rates prescribed in Schedule XIV of the Companies Act, 1956.

Depreciation on leased assets and leasehold improvements is recognised on a straight-line basis using rates determined with reference to the primary period of lease or rates specified in Schedule XIV of the Companies Act, 1956, whichever is higher.

Assets purchased/sold during the period are depreciated on a pro-rata basis for the actual number of days the asset has been put to use.

In case of the Bank, items costing up to 5,000/- are depreciated fully over a period of 12 months from the date of purchase.

In case of revalued/impaired assets, depreciation is provided over the remaining useful life of the assets with reference to revised assets values.

17. Accounting for derivative contracts

The Group enters into derivative contracts such as foreign currency options, interest rate and currency swaps, credit default swaps and cross currency interest rate swaps.

The swap contracts entered to hedge on-balance sheet assets and liabilities are structured such that they bear an opposite and offsetting impact with the underlying on-balance sheet items. The impact of such derivative instruments is correlated with the movement of underlying assets and accounted pursuant to the principles of hedge accounting. Hedged swaps are accounted for on an accrual basis except in the case of the Bank's United Kingdom and Canadian banking subsidiaries, where the hedging transactions and the hedged items (for the risks being hedged) are measured at fair value with changes recognised in the profit and loss account.

Foreign currency and rupee derivative contracts entered into for trading purposes are marked to market and the resulting gain/loss, (net of provisions, if any) is accounted for in the profit and loss account. Pursuant to RBI guidelines, any receivables under derivative contracts which remain overdue for more than 90 days and mark-to-market gains on other derivative contracts with the same counter-parties are reversed through the profit and loss account.

18. Impairment of assets

Fixed assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset with future net discounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment is recognised by debiting the profit and loss account and is measured as the amount by which the carrying amount of the assets exceeds the fair value of the assets.

19. Lease transactions

Lease payments for assets taken on operating lease are recognised as an expense in the profit and loss account over the lease term on straight line basis.

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20.Earnings per share

Basic and diluted earnings per share are computed in accordance with Accounting Standard 20 – Earnings per share issued by ICAI.

Basic Earnings Per Share is calculated by dividing the net profit or loss after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share reflect the potential dilution that could occur if contracts to issue equity shares were exercised or converted during the year. Diluted earnings per equity share is computed using the weighted average number of equity shares and dilutive potential equity shares issued by the group outstanding during the year, except where the results are anti-dilutive.

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## SCHEDULE 18: NOTES FORMING PART OF THE ACCOUNTS

A. The following additional disclosures have been made taking into account the requirements of Accounting Standards (ASs) and Reserve Bank of India (RBI) guidelines in this regard.

## 1. Earnings per share

Basic and diluted earnings per equity share are computed in accordance with AS 20–Earnings per share. Basic earnings per share is computed by dividing net profit after tax by the weighted average number of equity shares outstanding during the year. The diluted earnings per equity share is computed using the weighted average number of equity shares and weighted average number of dilutive potential equity shares outstanding during the year.

The following table sets forth, for the periods indicated, the computation of earnings per share.

	Rupees in million, except per share data	
	Year ended March 31, 2013	Year ended March 31, 2012
Basic		
Weighted average no. of equity shares outstanding	1,153,066,422	1,152,338,322
Net profit	96,036.1	76,429.2
Basic earnings per share (Rs.)	83.29	66.33
Diluted		
Weighted average no. of equity shares outstanding	1,157,455,610	1,155,591,617
Net profit	95,886.2	76,338.7
Diluted earnings per share (Rs.)	82.84	66.06
Nominal value per share (Rs.)	10.00	10.00

The dilutive impact is mainly due to options granted to employees by the Group.

## 2. Related party transactions

The Group has transactions with its related parties comprising associates/other related entities and key management personnel and their relatives.

## Associates/other related entities

FINO PayTech Limited (formerly known as Financial Inclusion Network & Operations Limited), I-Process Services (India) Private Limited, NIIT Institute of Finance Banking and Insurance Training Limited, Comm Trade Services Limited, ICICI Foundation for Inclusive Growth, Rainbow Fund, ICICI Merchant Services Private Limited, Mewar Aanchalik Gramin Bank, India Infradebt Limited1.

1. This entity was incorporated and identified as a related party during the three months ended December 31, 2012.

## Key management personnel

Ms. Chanda Kochhar, Mr. N. S. Kannan, Mr. K. Ramkumar, Mr. Rajiv Sabharwal.

## Relatives of key management personnel

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Mr. Deepak Kochhar, Mr. Arjun Kochhar, Ms. Aarti Kochhar, Mr. Mahesh Advani, Ms. Varuna Karna, Ms. Sunita R. Advani, Ms. Rangarajan Kumudalakshmi, Ms. Aditi Kannan, Mr. Narayanan Raghunathan, Mr. Narayanan Rangarajan, Mr. Narayanan Krishnamachari, Mr. R. Shyam, Ms. R. Suchithra, Mr. K. Jayakumar, Mr. R. Krishnaswamy, Ms. J. Krishnaswamy, Ms. Sangeeta Sabharwal, Mr. Sanjiv Sabharwal.

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The following were the significant transactions between the Group and its related parties for the year ended March 31, 2013. A specific related party transaction is disclosed as a material related party transaction wherever it exceeds 10% of all related party transactions in that category.

### Insurance services

During the year ended March 31, 2013, the Group received insurance premium from associates/other related entities amounting to Rs. 25.2 million (March 31, 2012: Rs. 17.8 million), from key management personnel of the Bank amounting to Rs. 1.3 million (March 31, 2012: Rs. 1.1 million) and from relatives of key management personnel amounting to Rs. 0.3 million (March 31, 2012: Rs. 0.1 million). The material transaction for the year ended March 31, 2013 was with FINO PayTech Limited amounting to Rs. 20.5 million (March 31, 2012: Rs. 15.1 million).

During the year ended March 31, 2013, the Group paid insurance claims to associates/other related entities amounting to Rs. 0.12 million (March 31, 2012: Rs. 0.4 million). The material transactions for the year ended March 31, 2013 were with I-Process Services (India) Private Limited amounting to Rs. 0.07 million (March 31, 2012: Rs. 0.4 million) and with FINO PayTech Limited amounting to Rs. 0.05 million (March 31, 2012: Nil).

### Fees, commission and other income

During the year ended March 31, 2013, the Group received fees from its associates/other related entities amounting to Rs. 13.9 million (March 31, 2012: Rs. 21.8 million), from key management personnel of the Bank amounting to Rs. 0.3 million (March 31, 2012: Rs. 0.3 million) and from relatives of key management personnel of the Bank amounting to Rs. 0.1 million (March 31, 2012: Nil). The material transaction for the year ended March 31, 2013 was with ICICI Merchant Services Private Limited amounting to Rs. 13.1 million (March 31, 2012: Rs. 18.7 million).

### Lease of premises, common corporate and facilities expenses

During the year ended March 31, 2013, the Group recovered from its associates/other related entities an amount of Rs. 167.8 million (March 31, 2012: Rs. 38.4 million) and from key management personnel of the Bank an amount of Rs. 0.1 million (March 31, 2012: Nil) for lease of premises, common corporate and facilities expenses. The material transactions for the year ended March 31, 2013 were with ICICI Merchant Services Private Limited amounting to Rs. 147.9 million (March 31, 2012: Rs. 38.4 million) and with FINO PayTech Limited amounting to Rs. 19.9 million (March 31, 2012: Nil).

### Secondment of employees

During the year ended March 31, 2013, the Group recovered towards deputation of employees from I-Process Services (India) Private Limited amounting to Rs. 6.6 million (March 31, 2012: Rs. 7.0 million).

### Brokerage, fees and other expenses

During the year ended March 31, 2013, the Group paid brokerage/fees and other expenses to its associates/other related entities amounting to Rs. 3,357.3 million (March 31, 2012: Rs. 2,551.8 million). The material transactions for the year ended March 31, 2013 were with ICICI Merchant Services Private Limited amounting to Rs. 1,305.2 million (March 31, 2012: Rs. 953.9 million), I-Process Services (India) Private Limited amounting to Rs. 1,045.2 million (March 31, 2012: Rs. 606.5 million) and with FINO PayTech Limited amounting to Rs. 962.6 million (March 31, 2012: Rs. 978.3 million).



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### Purchase of investments

During the year ended March 31, 2013, the Group invested in the equity shares of India Infradebt Limited amounting to Rs. 930.0 million (March 31, 2012: Nil), applied for equity shares of Mewar Aanchalik Gramin Bank amounting to Rs. 18.6 million (March 31, 2012: Nil) and invested in equity warrants of FINO PayTech Limited amounting to Nil (March 31, 2012: Rs. 40.0 million).

### Sale of investments

During the year ended March 31, 2013, the Group sold certain investments to Mewar Aanchalik Gramin Bank amounting to Nil (March 31, 2012: Rs. 48.7 million).

### Interest expenses

During the year ended March 31, 2013, the Group paid interest to its associates/other related entities amounting to Rs. 265.1 million (March 31, 2012: Rs. 156.6 million), to its key management personnel amounting to Rs. 2.9 million (March 31, 2012: Rs. 2.0 million) and to relatives of key management personnel amounting to Rs. 1.7 million (March 31, 2012: Rs. 1.1 million). The material transactions for the year ended March 31, 2013 were with Mewar Aanchalik Gramin Bank amounting to Rs. 162.4 million (March 31, 2012: Rs. 128.9 million), India Infradebt Limited amounting to Rs. 84.5 million (March 31, 2012: Nil) and with ICICI Merchant Services Private Limited amounting to Rs. 7.6 million (March 31, 2012: Rs. 17.0 million).

### Interest income

During the year ended March 31, 2013, the Group received interest from its associates/other related entities amounting to Rs. 97.7 million (March 31, 2012: Rs. 51.6 million), from its key management personnel amounting to Rs. 0.4 million (March 31, 2012: Rs. 0.5 million) and from relatives of key management personnel amounting to Rs. 0.7 million (March 31, 2012: Rs. 0.7 million). The material transactions for the year ended March 31, 2013 were with ICICI Merchant Services Private Limited amounting to Rs. 47.5 million (March 31, 2012: Rs. 48.0 million) and with Mewar Aanchalik Gramin Bank amounting to Rs. 47.2 million (March 31, 2012: Nil).

### Dividend paid

During the year ended March 31, 2013, the Bank paid dividend to its key management personnel amounting to Rs. 6.7 million (March 31, 2012: Rs. 4.5 million). The dividend paid during the year ended March 31, 2013 to Ms. Chanda Kochhar was Rs. 5.1 million (March 31, 2012: Rs. 3.8 million), to Mr. N. S. Kannan was Rs. 1.2 million (March 31, 2012: Rs. 0.7 million) and to Mr. K. Ramkumar was Rs. 0.4 million (March 31, 2012: Nil).

### Remuneration to whole-time directors

Remuneration paid to the whole-time directors of the Bank during the year ended March 31, 2013 was Rs. 154.9 million (March 31, 2012: Rs. 111.3 million). The remuneration paid for the year ended March 31, 2013 to Ms. Chanda Kochhar was Rs. 54.2 million (March 31, 2012: Rs. 37.7 million), to Mr. N. S. Kannan was Rs. 32.2 million (March 31, 2012: Rs. 25.0 million), to Mr. K. Ramkumar was Rs. 42.7 million (March 31, 2012: Rs. 25.4 million) and to Mr. Rajiv Sabharwal was Rs. 25.8 million (March 31, 2012: Rs. 23.2 million).



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## Sale of fixed assets

During the year ended March 31, 2013, the Bank sold fixed assets to its key management personnel amounting to Rs. 0.7 million (March 31, 2012: Nil). The material transaction for the year ended March 31, 2013 was with Mr. K. Ramkumar amounting to Rs. 0.7 million (March 31, 2012: Nil).

## Donation

During the year ended March 31, 2013, the Group has given donation to ICICI Foundation for Inclusive Growth amounting to Rs. 104.0 million (March 31, 2012: Rs. 259.0 million).

## Related party balances

The following table sets forth, for the periods indicated, the balance payable to/receivable from its associates/other related entities.

Rs. in million

Items	At March 31, 2013	At March 31, 2012
Deposits with the Group	5,084.8	2,011.1
Advances	305.5	1,004.8
Investments of the Group in related parties	1,903.6	955.0
Investments of related parties in the Group	15.0	15.0
Payables	1,279.2	264.7
Guarantees issued by the Group	0.1	0.1

The following table sets forth, for the periods indicated, the balance payable to/receivable from key management personnel:

Rs. in million, except number of shares

Items	At March 31, 2013	At March 31, 2012
Deposits	60.5	41.0
Advances	5.7	9.2
Investments	4.1	4.1
Employee Stock Options Outstanding (Numbers)	3,172,500	2,701,500
Employee Stock Options Exercised <sup>1</sup>	0.5	0.9

1. During the year ended March 31, 2013, 54,000 employee stock options were exercised by the key management personnel of the Bank (March 31, 2012: 86,500), which have been reported at face value.



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The following table sets forth, for the periods indicated, the balance payable to/receivable from relatives of key management personnel:

Rs. in million		
Items	At March 31, 2013	At March 31, 2012
Deposits	23.6	19.8
Advances	6.9	7.4

The following table sets forth, for the periods indicated, the maximum balance payable to/receivable from key management personnel:

		Rs. in million
Items	Year ended March 31, 2013	Year ended March 31, 2012
Deposits	74.3	64.0
Advances	10.4	10.7
Investments	4.1	4.1

1. Maximum balances are determined based on comparison of the total outstanding balances at each quarter end during the financial year.

The following table sets forth, for the periods indicated, the maximum balance payable to/receivable from relatives of key management personnel:

Rs. in million		
Items	Year ended March 31, 2013	Year ended March 31, 2012
Deposits	44.6	29.3
Advances	7.9	9.2

### 3. Employee stock option scheme (ESOS)

In terms of the ESOS, as amended, the maximum number of options granted to any eligible employee in a financial year shall not exceed 0.05% of the issued equity shares of the Bank at the time of grant of the options and aggregate of all such options granted to the eligible employees shall not exceed 10% of the aggregate number of the issued equity shares of the Bank on the date(s) of the grant of options. Under the stock option scheme, eligible employees are entitled to apply for equity shares. Options granted for fiscal 2003 vest in a graded manner over a three-year period, with 20%, 30% and 50% of the grants vesting in each year commencing from the end of 12 months from the date of grant. Options granted from fiscal 2004 vest in a graded manner over a four-year period, with 20%, 20%, 30% and 30% of the grants vesting in each year commencing from the end of 12 months from the date of grant. Options granted in April 2009 vest in a graded manner over a five year period with 20%, 20%, 30% and 30% of grant vesting each year, commencing from the end of 24 months from the date of grant. Options granted in September, 2011 vest in a graded manner over a five years period with 15%, 20%, 20% and 45% of grant vesting each year, commencing from the end of 24 months from the date of the grant. The options can be exercised within 10 years from the date of grant or five years from the date of vesting, whichever is later. The exercise price of ICICI Bank's options was the last closing price on the stock exchange, which recorded highest trading volume preceding the date of grant of options. Hence, there was no compensation cost based on intrinsic value of options.

In February, 2011, the Bank granted 3,035,000 options to eligible employees and whole-time Directors of ICICI Bank and certain of its subsidiaries at an exercise price of Rs. 967. Of these options granted, 50% would vest on April 30, 2014 and the balance 50% would vest on April 30, 2015. The options can be exercised within 10 years from the date of grant or five years from the date of vesting, whichever is later. Based on intrinsic value of options, compensation cost of Rs. 21.0 million was recognised during the year ended March 31, 2013 (March 31, 2012: Rs. 21.0 million).

If ICICI Bank had used the fair value of options based on binomial tree model, compensation cost in the year ended March 31, 2013 would have been higher by Rs. 1,865.9 million and proforma profit after tax would have been Rs. 81.39 billion. On a proforma basis, ICICI Bank's basic and diluted earnings per share would have been Rs. 70.58 and Rs. 70.32 respectively. The key assumptions used to estimate the fair value of options granted during the year ended March 31, 2013 are given below.

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Risk-free interest rate	7.99% to 8.87%
Expected life	6.35 years
Expected volatility	48.99% to 49.55%
Expected dividend yield	1.52% to 1.96%

The weighted average fair value of options granted during the year ended March 31, 2013 is Rs. 434.91 per option (March 31, 2012: Rs. 592.52).

A summary of the status of the Bank's stock option plan is given below.

Rs. except number of options

Particulars	Stock options outstanding			
	Year ended March 31, 2013		Year ended March 31, 2012	
	Number of options	Weighted Average Exercise Price	Number of options	Weighted Average Exercise Price
Outstanding at the beginning of the year	23,199,545	846.94	20,529,387	779.72
Add: Granted during the year	4,450,200	844.53	4,060,600	1,104.82
Less: Lapsed during the year, net of re-issuance	802,019	929.35	448,372	798.77
Less: Exercised during the year	867,273	511.63	942,070	510.94
Outstanding at the end of the year	25,980,453	855.18	23,199,545	846.94
Options exercisable	13,597,383	793.57	12,019,655	745.26

In terms of the Scheme, 25,980,453 options (March 31, 2012: 23,199,545 options) granted to eligible employees were outstanding at March 31, 2013.

A summary of stock options outstanding at March 31, 2013 is given below.

Range of exercise price (Rs. per share)	Number of shares arising out of options	Weighted average exercise price (Rs. per share)	Weighted average remaining contractual life (Number of years)
105-299	12,675	132.05	0.07
300-599	5,229,338	470.26	3.35
600-999	16,827,750	917.10	6.66
1,000-1,399	3,910,690	1,105.80	8.06

A summary of stock options outstanding at March 31, 2012 is given below.

Range of exercise price (Rs. per share)	Number of shares arising	Weighted average	Weighted average
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	out of options	exercise price (Rs. per share)	remaining contractual life (Number of years)
105-299	28,925	132.05	1.07
300-599	6,048,620	471.10	4.35
600-999	13,122,000	942.79	6.80
1,000-1,399	4,000,000	1,106.03	9.04

The options were exercised regularly throughout the period and weighted average share price as per NSE price volume data during the year ended March 31, 2013 was Rs. 1,000.21 (March 31, 2012: Rs. 922.76).

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## ICICI Life:

ICICI Prudential Life Insurance Company has formulated various ESOS schemes, namely Founder I, Founder II, 2004-05, 2005-06, 2006-07 and 2007-08.

For ICICI Prudential Life Insurance Company there is no compensation cost for the year ended March 31, 2013 based on the intrinsic value of options. If the entity had used the fair value approach for accounting of options, based on the binomial tree model, compensation cost for the year ended March 31, 2013 would have been higher by Rs. 2.4 million (March 31, 2012: Rs. 34.3 million).

The following table sets forth, for the periods indicated, a summary of the status of the stock option plan of ICICI Prudential Life Insurance Company.

Particulars	Rs. except number of options			
	Stock options outstanding Year ended March 31, 2013		Year ended March 31, 2012	
	Number of shares	Weighted average exercise Price	Number of shares	Weighted average exercise Price
Outstanding at the beginning of the year	12,778,898	211.43	13,565,154	210.87
Add: Granted during the year	..	..	..	..
Less: Forfeited/ lapsed during the year	401,169	275.60	398,281	302.84
Less : Exercised during the year	90,125	70.00	387,975	94.00
Outstanding at the end of the year	12,287,604	210.60	12,778,898	211.43
Options exercisable	12,287,604	210.60	11,256,348	185.89

The following table sets forth, summary of stock options outstanding of ICICI Prudential Life Insurance Company at March 31, 2013.

Range of exercise price (Rs. per share)	Number of shares arising out of options (Number of shares)	Weighted average exercise price (Rs. per share)	Weighted average remaining contractual life (Number of years)
30-400	12,287,604	210.60	4.10

## ICICI General:

ICICI Lombard General Insurance Company has formulated various ESOS schemes for their employees. There is no compensation cost for the year ended March 31, 2013 based on the intrinsic value of options. If the entity had used the fair value approach for accounting of options, based on the binomial tree model, compensation cost for the year ended March 31, 2013 would have been higher by Rs. 7.5 million (March 31, 2012: Rs. 167.2 million).

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The following table sets forth, for the periods indicated, a summary of the status of the stock option plan of ICICI Lombard General Insurance Company.

Particulars	Number of shares	Rs. except number of options		
		Stock options outstanding Year ended March 31, 2013 Weighted Average Exercise Price	Number of shares	Year ended March 31, 2012 Weighted Average Exercise Price
Outstanding at the beginning of the year	12,449,262	99.33	13,644,522	98.72
Add: Granted during the year	..	..	722,900	109.00
Less: Forfeited/ lapsed during the year	854,912	118.57	1,100,770	134.13
Less : Exercised during the year	496,426	43.68	817,390	47.23
Outstanding at the end of the year	11,097,924	91.05	12,449,262	99.33
Options exercisable	9,235,704	98.95	8,713,800	87.23

The following table sets forth, summary of stock options outstanding of ICICI Lombard General Insurance Company at March 31, 2013.

Range of exercise price (Rs. per share)	Number of shares arising out of options (Number of shares)	Weighted average exercise price (Rs. per share)	Weighted average remaining contractual life (Number of years)
35 – 200	11,097,924	91.05	6.78

If the Group had used the fair value of options based on the binomial tree model, the compensation cost for the year ended March 31, 2013 would have been higher by Rs. 1,795.5 million (March 31, 2012: Rs. 1,891.9 million) and the proforma consolidated profit after tax would have been Rs. 94.24 billion (March 31, 2012: Rs. 74.54 billion). On a proforma basis, the Group's basic earnings per share would have been Rs. 81.73 (March 31, 2012: Rs. 64.68) and diluted earnings per share would have been Rs. 81.29 (March 31, 2012: Rs. 64.42).

#### 4. Fixed assets

The following table sets forth, for the periods indicated, the movement in software acquired by the Group, as included in fixed assets.

Particulars	Rs. in million	
	At March 31, 2013	At March 31, 2012
At cost at March 31 of preceding year	10,166.5	8,994.9
Additions during the year	2,092.9	1,206.3
Deductions during the year	(157.1 )	(34.7 )
Depreciation to date	(8,813.9 )	(7,709.6 )
Net block	3,288.4	2,456.9

5. Assets on lease

Assets taken under operating lease

The following table sets forth, for the periods indicated, the details of future rentals payable on operating leases.

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Rs. in million

Particulars	At March 31, 2013	At March 31, 2012
Not later than one year	732.3	916.9
Later than one year and not later than five years	1,940.1	2,359.0
Later than five years	165.9	487.5
Total	2,838.3	3,763.4

## 6. Preference shares

Certain government securities amounting to Rs. 2,749.9 million at March 31, 2013 (March 31, 2012: Rs. 2,578.1 million) have been earmarked against redemption of preference shares issued by the Bank, which fall due for redemption on April 20, 2018, as per the original issue terms.

## 7. Provisions and contingencies

The following table sets forth, for the periods indicated, the break-up of provisions and contingencies included in profit and loss account.

Particulars	Rs. in million	
	Year ended March 31, 2013	Year ended March 31, 2012
Provision for depreciation of investments	1,717.7	1,173.7
Provision towards non-performing and other assets	15,513.8	10,510.0
Provision towards income tax	33,701.4	25,711.4
Deferred tax adjustment	1,096.2	1,717.2
Provision towards wealth tax	71.2	61.5
Other provision and contingencies <sup>1</sup>	3,720.1	2,379.7
Total provisions and contingencies	55,820.5	41,553.5

1. Includes provision towards standard assets amounting to Rs. 1,349.9 million (March 31, 2012: Rs. 279.1 million)

## 8. Staff retirement benefits

## Pension

The Bank provides for pension, a deferred retirement plan covering certain employees of erstwhile Bank of Madura, erstwhile Sangli Bank and erstwhile Bank of Rajasthan. The Bank purchases annuities from LIC and ICICI Prudential Life Insurance Company Limited for payment of pension to retired employees.

The following table sets forth the status of the defined benefit pension plan as per actuarial valuation by the independent actuary appointed by the Bank.

Particulars	Rs. in million	
	Pension	
	Year ended March 31, 2013	Year ended March 31, 2012
Opening obligations	9,602.7	8,842.9
Service cost	250.6	251.6
Interest cost	793.7	707.8
Actuarial (gain)/loss	2,017.8	2,329.8
Liabilities extinguished on settlement	(1,960.1 )	(2,268.7 )



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Benefits paid	(312.2 )	(260.7 )
Obligations at the end of the year	10,392.5	9,602.7
Opening plan assets, at fair value	9,379.5	8,467.4
Expected return on plan assets	728.5	652.9
Actuarial gain/(loss)	102.3	51.7
Assets distributed on settlement	(2,177.9 )	(2,413.5 )

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Particulars	Pension		Rs. in million	
	Year ended March 31, 2013	Year ended March 31, 2012	Year ended March 31, 2013	Year ended March 31, 2012
Contributions	1,806.6		2,881.7	
Benefits paid	(312.2 )		(260.7 )	
Closing plan assets, at fair value	9,526.8		9,379.5	
Fair value of plan assets at the end of the year	9,526.8		9,379.5	
Present value of the defined benefit obligations at the end of the year	(10,392.5 )		(9,602.7 )	
Amount not recognized as an asset (limit in para 59(b) of AS 15 on 'employee benefits')	....		....	
Asset/(liability)	(865.7 )		(223.2 )	
Cost for the year				
Service cost	250.6		251.6	
Interest cost	793.7		707.8	
Expected return on plan assets	(728.4 )		(652.9 )	
Actuarial (gain)/loss	1,915.4		2,278.2	
Curtailments & settlements (gain)/loss	217.8		144.8	
Effect of the limit in para 59(b) of AS 15 on 'employee benefits'	....		....	
Net cost	2,449.1		2,729.5	
Actual Return on Plan Assets	828.7		704.6	
Expected employer's contribution next year	670.0		150.0	
Investment details of plan assets				
Insurer Managed Funds I	77.74	%	78.93	%
Government of India securities	7.62	%	8.59	%
Corporate Bonds	9.31	%	9.40	%
Others	5.33	%	3.08	%
Assumptions				
Interest rate	8.00	%	8.35	%
Salary escalation rate				
On Basic Pay	1.50	%	1.50	%
On Dearness Relief	7.00	%	7.00	%
Estimated rate of return on plan assets	8.00	%	8.00	%

1. Majority of the funds are invested in Government of India securities and corporate bonds.

Estimated rate of return on plan assets is based on our expectation of the average long-term rate of return on investments of the Fund during the estimated term of the obligations.

## Experience adjustment

Particulars	Rs. in million				
	Year ended March 31, 2013	Year ended March 31, 2012	Year ended March 31, 2011	Year ended March 31, 2010	Year ended March 31, 2009

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Plan assets	9,526.8	9,379.5	8,467.4	1,839.9	2,145.3
Defined benefit obligations	10,392.5	9,602.7	8,842.9	1,748.7	1,932.2
Amount not recognized as an asset (limit in para 59(b) of AS 15 on 'employee benefits')	....	....	....	7.7	51.2
Surplus/(deficit)	(865.7 )	(223.2 )	(375.5 )	83.5	161.9
Experience adjustment on plan assets	102.3	51.7	69.1	(130.7 )	144.8
Experience adjustment on plan liabilities	1,525.2	2,692.3	689.7	196.9	6.6

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## Gratuity

The following table set forth, for the periods indicated, movement of the present value of the defined benefit obligation, fair value of plan assets and other details for gratuity benefits of the Group.

Particulars	Rs. in million	
	Year ended March 31, 2013	Year ended March 31, 2012
Defined benefit obligation liability		
Opening obligations	6,257.9	5,943.4
Add: Adjustment for exchange fluctuation on opening obligation	3.8	5.9
Adjusted opening obligations	6,261.7	5,949.3
Service cost	522.9	549.3
Interest cost	519.1	497.4
Actuarial (gain)/loss	362.1	(83.9 )
Past service cost	0.6	..
Liability assumed on acquisition/(settled on divestiture)	10.5	23.5
Benefits paid	(789.6 )	(677.7 )
Obligations at the end of the year	6,887.3	6,257.9
Opening plan assets, at fair value	5,724.3	5,855.8
Expected return on plan assets	427.6	438.7
Actuarial gain/(loss)	51.0	23.1
Contributions	970.1	63.5
Asset acquired on acquisition/(distributed on divestiture)	11.5	20.9
Benefits paid	(789.6 )	(677.7 )
Closing plan assets, at fair value	6,394.9	5,724.3
Fair value of plan assets at the end of the year	6,394.9	5,724.3
Present value of the defined benefit obligations at the end of the year	(6,887.3 )	(6,257.9 )
Unrecognised past service cost	..	10.8
Amount not recognised as an asset (limit in para 59(b) of AS 15 on 'employee benefits')	(0.5 )	(1.2 )
Asset/(liability)	(492.9 )	(524.0 )
Cost for the year		
Service cost	522.9	549.3
Interest cost	519.1	497.4
Expected return on plan assets	(427.6 )	(438.7 )
Actuarial (gain)/loss	311.1	(107.0 )
Past service cost	11.4	14.7
Losses/(gains) on "Acquisition/Divestiture"	..	0.2
Exchange fluctuation loss/(gain)	3.8	5.9
Transitional obligation/(Asset)	..	(0.3 )
Effect of the limit in para 59(b) of AS 15 on 'employee benefits'	(0.7 )	(3.6 )

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Net cost	940.0	517.9
Actual Return on Plan Assets	478.6	461.7