



ICICI Bank UK PLC

**Basel II - Pillar 3 disclosures for the year
ended 31 March 2008**

1. Overview

Background

ICICI Bank UK PLC (“the Bank”) is a UK bank regulated by the Financial Services Authority (FSA) and a wholly owned subsidiary of ICICI Bank Limited. ICICI Bank UK PLC has adopted from 1 January 2008 the guidelines issued under the Basel II regime. The Capital Requirements Directive (Basel II) sets out new disclosure requirements for banks operating under the Framework. This document details the Pillar 3 disclosure requirements and is in addition to the consolidated Basel II – Pillar 3 Disclosures made by ICICI Bank Limited (“the Parent Bank”).

Basis of disclosures

The disclosures have been prepared for ICICI Bank UK PLC.

Scope of application of Directive requirements

The Pillar 3 disclosures have been prepared for ICICI Bank UK PLC in accordance with the rules laid out in the FSA handbook BIPRU Chapter 11. These disclosures should be read in conjunction with those made by the Parent Bank as part of their Basel II – Pillar 3 Disclosures (Consolidated).

Frequency

This report will be made on an annual basis. The disclosures will be as at the Accounting Reference Date (ARD), i.e. as at 31 March, and will be published alongwith the publication of the Annual Report & Accounts from FY2009 onwards.

Media and Location

The report will be published on the ICICI Bank UK PLC corporate website as part of the Annual Report (www.icicibank.co.uk). The Parent Bank’s consolidated disclosures for FY2008 are available at (http://www.icicibank.com/pfsuser/aboutus/investorelations/annualreport/pdf/Pillar_3_disclosures_FY2008.pdf).

Verification

The Pillar 3 disclosures have been prepared purely for explaining the basis on which the Bank has prepared and disclosed certain capital requirements and information about the management of certain risks and for no other purpose. They do not constitute any form of financial statement and must not be relied upon in making any judgement on the Bank.

2. Capital adequacy

The Bank determines its Pillar 1 regulatory capital requirement based on the following approaches:

- Credit risk - Standardised approach
- Operational risk – basic indicator approach
- Market risk - Standardised approach adopting the following methodologies:
 - Interest rate risk – Maturity Ladder approach
 - Foreign exchange risk – Standardised approach
 - Options risk – Standardised approach

The Bank plans to always maintain capital over and above the minimum required in order to meet its projected growth.

The Bank estimates the capital requirements in line with the regulatory guidelines issued by FSA. Capital is provided for the purposes of unforeseen and unexpected events based on the risk assessment for each of the underlying asset class in the Bank’s portfolio. Further, in line with industry practice, the Bank acknowledges that capital is not the only mitigating factor for all unforeseen events and contingencies therefore appropriate risk management and governance practices are in place to actively monitor the risks the Bank is exposed to in the course of executing its business. Further, the Bank in line with the regulatory requirements of FSA and the Parent Bank’s regulator Reserve Bank of India (RBI) has instituted an Internal Capital Adequacy Assessment Process (ICAAP) which is used to estimate the capital requirements in line with the risk appetite of the Bank and the Group. The ICAAP is approved by the Board Risk and Credit Committee (BRCC) of the Bank.

The amount and composition of the Bank’s capital requirement is determined by assessing the minimum capital requirement under Pillar 1 based upon the Capital Requirements Directive (CRD), the impact of stress and scenario tests, the Bank’s Individual Capital Guidance and the capital requirement that is consistent with the Bank’s target external rating.

The following table shows the Bank’s Pillar 1 capital requirement by each of the standardised credit risk exposure classes:

	USD million
Standardised approach – asset classes	Pillar 1 Capital requirement as at 31 March 2008
Central government or central banks	0.00
Institutions	77.05
Corporate	185.22
Retail	0.53
Securitised investments	17.51
Short term claims on institutions	39.08
Other items	15.63
Total	335.02

3. Counterparty credit risk

Counterparty credit risk (CCR) in the context of this disclosure is the risk that the counterparty to a derivative transaction posted to either the Banking Book or Trading Book could default before the final settlement of the transaction's cash flows.

The Bank measures exposure value on counterparty credit exposures under the CCR mark to market method. This exposure value is derived by adding the gross positive fair value of the contract (replacement cost) to the contracts potential credit exposure, which is derived by applying a multiple based on the contracts residual maturity to the notional value of the contract.

As at 31 March 2008, the notional principal values of the derivative instruments alongwith the gross positive and gross negative fair value were:

USD million

Instrument	Non- Trading	Trading		
	Notional Principal	Notional Principal	Gross Positive Fair value	Gross Negative Fair value
Exchange rate contracts	-	4,682.63	52.81	(181.90)
Interest rate contracts	18.18	3,401.54	79.11	(84.10)
Credit derivatives	-	368.49	-	(16.68)

The following table details the counterparty credit risk exposure calculation:

USD million

	Value
Gross positive fair value of contracts	131.92
Potential credit exposure	195.09
Counterparty credit risk exposures	327.01

4. Credit risk and dilution risk

Loan impairment provisions

The Bank regularly reviews its loan portfolios to assess for impairment. Impairment provisions are established to recognise incurred impairment losses in loan portfolios carried at amortised cost. In determining whether an impairment has occurred at the balance sheet date, the Bank considers whether there is any observable data indicating that there has been a measurable decrease in the estimated future cash flows or their timings; such observable data includes whether there has been an adverse change in the payment status of borrowers or changes in economic conditions that correlate with defaults on loan repayment obligations.

Collectively assessed impairment allowances cover credit losses inherent in portfolios with similar economic characteristics when there is objective evidence to suggest that they contain impaired claims, but the individual impaired items cannot yet be identified. In assessing the need for collective loss allowances, management considers factors such as credit quality, portfolio size, concentrations, and economic factors.

The following tables details the impaired and past due loans for the Bank as at 31 March 2008.

			USD million
	Specific impairment allowance	Collective impairment allowance	Total
Opening Balance	0.05	4.59	4.64
New charges		6.03	6.03
Write-offs	(0.05)		(0.05)
Closing balance	-	10.62	10.62

Valuation of financial instruments

The Bank values its investments at fair market value. The best evidence of fair value is a quoted price in an actively traded market. If the market for a financial instrument is not active, a valuation technique is used. The majority of valuation techniques employ only observable market data, and so the reliability of the fair value measurement is high. However, certain financial instruments are valued on the basis of valuation techniques that feature one or more significant market inputs that are not observable. Valuation techniques that rely to a greater extent on non-observable inputs require a higher level of management judgement to calculate a fair value than those based wholly on observable inputs.

Valuation techniques used to calculate fair values include comparisons with similar financial instruments for which market observable prices exist. When valuing instruments by reference to comparable instruments, management takes into account the maturity, structure and rating of the instrument with which the position held is being compared.

Analysis of credit risk exposures

The following tables detail the Bank's regulatory credit risk exposures as on 31 March 2008.

(i) Analysis of exposure by asset class

		USD million
Asset class	Regulatory credit risk exposure	
Central government or central banks	35.95	
Institutions	4,312.98	
Corporate	2,376.76	
Retail	15.72	
Securitised investments	477.51	
Other items	195.34	
Total	7,414.27	

(ii) Geographic distribution of exposures (based on country of residence or domicile) by significant asset class

USD million

Exposure to corporate in	Exposure value
Europe and North America	1,366.38
India	574.37
Rest of the world	436.01
Total	2,376.76

USD million

Exposure to institutions in	Exposure value
Europe and North America	3,289.73
India	252.16
Rest of the world	771.09
Total	4,312.98

USD million

Exposure to securitised investments in	Exposure value
Europe and North America	477.51
India	-
Rest of the world	-
Total	477.51

(iii) Residual maturity breakdown of exposures by significant asset class

USD million

Exposure to corporate with maturity of	Exposure value
Over 5 years	209.18
5 years or less but over 1 year	1,632.40
1 year or less but over 3 months	292.46
3 months or less	242.72
Total	2,376.76

USD million

Exposure to institutions with maturity of	Exposure value
Over 5 years	424.10
5 years or less but over 1 year	1,738.84
1 year or less but over 3 months	96.99
3 months or less	2,053.05
Total	4,312.98

USD million

Exposure to securitised investments with maturity of	Exposure value
Over 5 years	477.51
5 years or less but over 1 year	-
1 year or less but over 3 months	-
3 months or less	-
Total	477.51

5. Credit risk: Standardised approach

The Bank uses external credit assessments provided by Moody's, Standard & Poor's and Fitch. These are all recognised by the FSA as eligible external credit assessment institutions (ECAI) for the purpose of calculating credit risk requirements under the standardised approach.

The following table details the ECAIs used for the standardised credit risk exposure classes.

Asset class	ECAI
Central government or central banks	Standard & Poor's, Moody's, Fitch
Institutions	Standard & Poor's, Moody's, Fitch
Corporate	Standard & Poor's, Moody's, Fitch
Securitised investments	Standard & Poor's, Moody's, Fitch

The following tables detail the standardised credit risk exposures by credit quality steps (CQS):

CQS for corporate exposure	Risk weight	Exposure	Exposure after credit risk mitigation
	%	USD million	USD million
1	20.00%	-	-
2	50.00%	-	-
3	100.00%	41.18	41.18
4	100.00%	71.93	71.93
5	150.00%	20.00	20.00
6	150.00%	-	-
Unrated - non default	100.00%	2,243.65	2,172.18
Total		2,376.76	2,305.29

COS for long term institutional exposure	Risk weight %	Exposure USD million	Exposure after credit risk mitigation USD million
1	20.00%	879.84	879.84
2	50.00%	993.99	993.99
3	50.00%	219.39	219.39
4	100.00%	114.36	114.36
5	100.00%	40.00	40.00
6	150.00%	-	-
Unrated - non default	50.00%	76.47	76.47
Total		2,324.05	2,324.05

COS for short term institutional exposure	Risk weight %	Exposure USD million	Exposure after credit risk mitigation USD million
1	20.00%	834.37	834.37
2	20.00%	625.99	625.99
3	20.00%	226.21	226.21
4	50.00%	15.00	15.00
5	50.00%	-	-
6	150.00%	-	-
Unrated - Non Default	20.00% ¹	287.36	287.36
Total		1,988.93	1,988.93

¹ Subject to Sovereign rating

COS for securitised investments	Risk weight %	Exposure USD million	Exposure after credit risk mitigation USD million
1	20.00%	313.82	313.82
2	50.00%	15.07	15.07
3	100.00%	148.63	148.63
Total		477.51	477.51

CQS for central government or central banks	Risk weight %	Exposure USD million	Exposure after credit risk mitigation USD million
1	0.00%	35.95	35.95
Total		35.95	35.95

Fixed assets and other assets attract a risk weight of 100%.

6. Exposures to equities in the non-trading book

The Bank does not have any exposure to equities in the non-trading book as of 31 March, 2008.

7. Exposures to interest rate risk in the non-trading book

Interest rate risk – Interest rate risk is defined as the exposure of a bank's financial condition to adverse movements in interest rates. Earnings from interest sensitive investments and the overall value of the investment portfolio will be impacted by changes in interest rates.

The Treasury Policy Manual currently sets out the measurement process to include the use of re-pricing gap reports and estimation of the sensitivity of the Bank's net interest income to a 100 basis points adverse change in the level of interest rates (defined as Earnings at Risk). The various limits set for interest rate risk are monitored and the utilizations reported to Asset Liability Management Committee (ALCO) and BRCC on a periodic basis.

The impact of an increase in interest rates on fixed income (fixed and floating rate) investments as at 31 March 2008, (broken down by currency) assuming a parallel shift in yield curve, has been set out in the following table:

Equivalent in USD million

Currency	Impact on reserves	
	Increase in interest rates by 100 bps	Increase in interest rates by 200 bps
EUR	5.27	10.54
USD	7.64	15.29
GBP	0.68	1.36
Others	0.55	1.08
Total	14.14	28.27

Volatility in interest rates has an impact on an entity's interest earnings. The impact of an increase in interest rates on the Bank's net interest income as at 31 March 2008, assuming a parallel shift in the yield curve, has been set out in the following table:

Equivalent in USD million

Currency	Impact on net interest income	
	Increase in interest rates by 100 bps	Increase in interest rates by 200 bps
EUR	0.14	0.28
USD	6.43	12.87
GBP	1.14	2.28
Others	(0.47)	(0.94)
Total	7.24	14.49