

ICICI BROKERAGE SERVICES LIMITED**7TH ANNUAL REPORT AND ACCOUNTS 2001-2002****Directors**

Devdatt Shah, *Chairman*
A. Murugappan
Meher Baburaj
Nitin Jain
Devesh Kumar

Auditors

N.M. Raiji & Co.
Chartered Accountants

Registered Office

41/44, Minoo Desai Marg
Colaba, Mumbai 400 005

directors' report

to the members

Your Directors have pleasure in presenting the Seventh Annual Report of ICICI Brokerage Services Limited (the Company), with the audited Statement of Accounts for the year ended March 31, 2002.

OPERATIONS AND FINANCIAL RESULTS

During the year, the Company recorded gross income of Rs. 95.81 million (previous year Rs. 206.30 million). The Profit before tax is Rs. 16.52 million (previous year Rs. 45.22 million) and Profit after tax is Rs. 10.99 million (previous year Rs. 27.72 million) after provision of Rs. 5.53 million (previous year Rs. 17.50 million) towards tax.

To conserve resources for the business of the Company, your Directors do not recommend payment of dividend for the current year.

BUSINESS ENVIRONMENT AND PERFORMANCE

Financial year 2001-2002 was a challenging year for the Company as volumes contracted on the back of the meltdown in technology stocks and due to the impact of the September 11 terrorist attack in the United States of America (U.S.). Further, restructuring within the domestic mutual fund industry also led to brokerage spreads decline considerably. The secondary markets remained subdued for most part of the year, despite a strong rebound after the September 11 attack.

The benchmark of BSE Sensex gave a negative return of 3.7% during the year, while the S&P CNX Nifty declined 1.3%. Average daily volumes on The Stock Exchange, Mumbai (BSE) and National Stock Exchange of India Limited (NSE) were Rs. 12.7 billion (for A and B group) and Rs. 20.5 billion respectively as against Rs. 39.6 billion and Rs. 49.9 billion in the previous year. Net inflow by Foreign Institutional Investors in equities during the year declined 22% over the previous year to Rs. 80 billion.

During the year, amongst others, a telecom company and a nationalised bank came out with the largest Initial Public Offer (IPO). The success of these IPOs paved the way for an imminent recovery in secondary markets.

Notwithstanding this slowdown, the Company consolidated its position in the broking business with revenues at Rs. 29.4 million during the year. Sustained efforts were made towards building a global presence, as the Company's equity sales activity in the U.S. also became operational. The Company added 17 clients in India and 9 clients internationally. The Company was involved in the two large IPOs during the year.

The Company continued its efforts to create a platform for investor-corporate interface for both private equity and secondary market investors. In its efforts, a number of conference calls with domestic companies were arranged for clients. Also, the Company had, along with the Singapore Stock Exchange, successfully co-arranged the international conference on technology, with 26 domestic companies participating. The research team supporting the Brokerage business of the Company also scored impressively on its research performance, with 55 company reports and 232 updates published in financial year 2002. Interaction with domestic companies enhanced significantly.

THE YEAR AHEAD

The Company has gained considerable acceptance among institutional clients for unbiased views. With cross-border equity selling the uppermost objectives, corporate relationships are being fortified across various platforms. Also, with the Indian markets reviving as the economy moves away from the shadow of a slowdown, we expect market volumes to increase. The Company is well positioned to take up this opportunity and is confident of bright future prospects.

MERGER OF ICICI LIMITED AND ICICI BANK LIMITED

With a view to emerging as the first Universal Bank in India, ICICI Limited merged with ICICI Bank Limited. Subsequent to the merger, ICICI Securities and Finance Company Limited, the holding company of the Company, will become the subsidiary of ICICI Bank Limited.

PUBLIC DEPOSITS

During the year, the Company has not accepted any deposit under Section 58A of the Companies Act, 1956.

DIRECTORS

Subhash V. Dhavale, Director, resigned with effect from April 16, 2002. The Board places on record its appreciation of the valuable advice and guidance given by him during his tenure on the Board.

A. Murugappan was appointed as an Additional Director of the Company with effect from April 22, 2002. In terms of Section 260 of the Companies Act, 1956 he holds office as an Additional Director only up to the forthcoming Annual General Meeting of the Company, and being eligible, offers himself for appointment.

In terms of the provisions of the Articles of Association of the Company, Meher Baburaj will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers herself for re-appointment.

AUDITORS

The Auditors, M/s. N. M. Raiji & Co., Chartered Accountants, Mumbai, will retire at the ensuing Annual General Meeting. The Board at its Meeting held on April 22, 2002, has proposed their re-appointment as Auditors to audit the accounts of the Company for the financial year 2002-2003. You are requested to consider their re-appointment.

FOREIGN EXCHANGE EARNING AND EXPENDITURE

During 2001-2002, expenditure in foreign currencies amounted to Rs. 0.31 million on account of import of capital goods, dividend, travelling and other expenses.

PERSONNEL AND OTHER MATTERS

There are no employees within the purview of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

Since your Company does not own any manufacturing facility, the disclosure of information relating to conservation of energy and technology absorption to be disclosed in terms of Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are not applicable and hence not given.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm:

1. that in preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanations relating to material departures;
2. that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
3. that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. that the Directors had prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENTS

Your Directors thank the clients of the Company, the Securities and Exchange Board of India, The Stock Exchange, Mumbai, National Stock Exchange of India Limited, its bankers and other statutory authorities for their continued support to the Company.

Your Directors would like to express their gratitude for the unstinted support and guidance received from you, ICICI Limited and other group companies.

Your Directors would also like to express their sincere thanks and appreciation to all the employees for their commendable teamwork, professionalism and contribution during the year.

For and on behalf of the Board

DEV DATT SHAH
Chairman

Mumbai, April 22, 2002

auditors' report



to the members of ICICI Brokerage Services Limited

We have audited the attached Balance Sheet of ICICI BROKERAGE SERVICES LIMITED as at March 31, 2002 and the annexed Profit and Loss Account for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. 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 audit provides a reasonable basis for our opinion.

- (1) As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988 issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable to the Company.
- (2) Further to our comments in the Annexure referred to in paragraph (1) above:
 - (a) we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of the books;

- (c) the Balance Sheet and Profit and Loss Account dealt with by this Report are in agreement with the books of account of the Company;
- (d) in our opinion, the Balance Sheet and Profit and Loss Account dealt with by this Report are in compliance with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956 and are in agreement with the books of account;
- (e) On the basis of written representations received from the directors, we report that none of the directors is disqualified as on March 31, 2002 from being appointed as a director u/s 274(1)(g) of the Companies Act, 1956;
- (f) in our opinion, to the best of our information and according to the explanations given to us, the said accounts read with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2002; and
 - (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date.

For N. M. RAJI & CO.
Chartered Accountants

J. M. GANDHI
Partner

Mumbai, April 22, 2002

annexure to the auditors' report

1. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. Fixed Assets, have been physically verified by the management during the year. No discrepancies were noticed on such verification.
2. None of the fixed assets have been revalued during the year.
3. The securities held as stock in trade and in custody of the Company have been physically verified by the management at reasonable intervals. For securities with the custodian and depository participants, statements from them have been obtained on a regular basis.
4. The procedures of physical verification of securities followed by the management are reasonable and adequate in relation to the size of the Company.
5. No material discrepancies have been noticed on reconciliation of stock with the custodian and depository participants as compared to the book stock.
6. In our opinion, the valuation of stock-in-trade is fair and proper in accordance with the normally accepted accounting principles and is on the same basis as in the preceding year.
7. The Company has taken loans from the Companies listed in the register maintained under Section 301 of the Companies Act, 1956. The rate of interest and other terms and conditions of such loans are, prima facie, not prejudicial to the interest of the Company. The Company has taken loans, secured or unsecured, from companies under the same management as defined under Section 370(1B) of the Companies Act, 1956. The rate of interest and other terms and conditions of such loans are, prima facie, not prejudicial to the interest of the Company.
8. The Company has neither granted loan to the parties listed in the register maintained under Section 301 of the Companies Act, 1956 nor to the Companies under the same management defined under Section 370 (1B) of the Companies Act, 1956.
9. The Company has not accepted any deposits from the public and the provisions of Section 58A of the Companies Act, 1956 and the rules framed thereunder are not applicable to the Company.
10. The Company has an adequate internal control procedure commensurate with the size of the Company and the nature of its business in respect of purchase of assets and purchase and sale of securities.
11. In our opinion, and according to the information and explanations given to us, services provided and purchase and sale of securities in pursuance of contracts or arrangements listed in the register maintained under

Section 301 of the Companies Act, 1956 and aggregating during the year to Rs. 50,000 or more in respect of each party, have been made at prices which are reasonable, having regard to the prevailing market prices for such services/securities.

12. In our opinion, the Company has an internal audit system commensurate with the size of the Company and nature of its business.
13. The Employees' Provident Fund Act and Employees' State Insurance Act are not applicable to the Company.
14. As per the records of the Company and according to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty and excise duty were outstanding as at March 31, 2002 for a period of more than six months from the date they became payable.
15. During the course of our examination of the books of account and according to the information and explanations given to us, no personal expenses of employees or directors have been charged to revenue account, other than those payable under contractual obligations or in accordance with generally accepted business practice.
16. The Company is not an industrial company and hence the provisions of the Sick Industrial Companies (Special Provisions) Act, 1985 will not be applicable.
17. In respect of service activities, there is a reasonable system of authorization at proper levels and the system of internal control is commensurate with the size of the Company and nature of its business.
18. In respect of the loans and advances granted on the basis of security by way of pledge of shares, debentures and other securities, the Company has maintained adequate documents and records.
19. Proper records have been maintained for the transactions relating to trading in shares, securities, debentures and other investments and entries therein have been made generally on a timely basis. Securities are held by the company as "Stock-in-trade" and are generally sent for transfer or are held in dematerialised form.

For N. M. RAJI & CO.
Chartered Accountants

J. M. GANDHI
Partner

Mumbai, April 22, 2002

balance sheet

profit and loss account

as at March 31, 2002

for the year ended March 31, 2002

		Schedule	(Rs. in '000s)	March 31, 2001			Schedule	(Rs. in '000s)	March 31, 2001	
I. SOURCES OF FUNDS					INCOME FROM OPERATIONS					
1. Shareholders' Funds					(a) Brokerage Income 87,890 166,090					
A.	Share Capital	A	45,010	45,010	(b)	Interest Income	I	6,710	9,530	
B.	Reserves and Surplus		89,230	79,110	(c)	Other Income	J	1,690	23,430	
				134,240	124,120	(d)	Profit/(Loss) on Securities	K	(480)	7,250
2. Loan Funds					95,810 206,300					
Secured Loans					<i>Less:</i> Financial Charges and					
Cash Credit facility					Operating Expenses					
(Secured by guarantee from ICICI Limited)					L					
				—	64,900	65,090 147,330				
3. Deferred Tax Liability					30,720 58,970					
				1,100	—	EXPENDITURE				
				135,340	189,020	(a) Payments to and provisions				
II. APPLICATION OF FUNDS					for Employees					
1. Fixed Assets					M					
A.	Gross Block	B	14,470	13,260	(b)	Establishment and	N	11,500	12,270	
				5,920	4,150	(c)	Depreciation	1,770	1,300	
				8,550	9,110	14,200 13,750				
B.	Capital Work-in-Progress		—	460	Profit before Taxation					
				8,550	9,570	16,520 45,220				
2. Investments					<i>Less:</i> Provision for Taxation					
				—	—	5,300 17,500				
3. Current Assets, Loans and Advances					Deferred Tax Adjustment					
				1,100	—	230 —				
A. Current Assets:					Profit after Taxation					
(a)	Interest Accrued	C	2,830	1,730	10,990 27,720					
(b)	Securities held as		—	30	Brought forward from previous years					
				—	30	78,240 51,390				
(c)	Sundry Debtors	E	35,610	51,560	Balance carried to Balance Sheet					
(d)	Cash and		—	—	89,230 79,110					
				91,330	126,040	Notes forming part of the Accounts				
B. Loans and Advances					and Accounting Policies					
				86,830	81,940	O				
				216,600	261,300					
<i>Less: Current Liabilities</i>										
<i>and Provisions:</i>										
(a)	Current Liabilities	H	34,920	32,260						
(b)	Provisions		54,890	49,590						
Net Current Assets										
				126,790	179,450					
				135,340	189,020					
Notes forming part of the Accounts										
and Accounting Policies										

Per our Report attached

For N.M. RAIJI & CO.
Chartered Accountants

J.M. GANDHI
Partner

Mumbai, April 22, 2002

For and on behalf of the Board

DEV DATT SHAH
Chairman

DEVESH KUMAR
Director

schedules

ICICI Brokerage Services forming part of the Accounts

(Rs in '000s)

March 31, 2001

A. SHARE CAPITAL:

Authorised:			
25,000,000 Equity Shares of Rs. 10 each		<u>250,000</u>	<u>250,000</u>
Issued:			
4,500,700 Equity Shares of Rs. 10 each		<u>45,010</u>	<u>45,010</u>
Subscribed and Paid-up:			
4,500,700 Equity Shares of Rs. 10 each		<u>45,010</u>	<u>45,010</u>

The entire share capital of the Company is held by ICICI Securities and Finance Company Limited (the Holding Company) and its nominees.

B. FIXED ASSETS:

(Rupees in thousand)

	Gross Block (At Cost)			Accumulated Depreciation			Net Block		
	April 1, 2001	Additions	Sale/Adj. March 31, 2002	Additions	Sale/Adj. March 31, 2002	March 31, 2002	March 31, 2002	March 31, 2001	
Computers	1,100	1,210	—	2,310	560	—	1,420	890	240
Office Equipment	1,130	—	—	1,130	76	—	660	470	550
Improvements to Leased Property	1,030	—	—	1,030	130	—	770	260	390
BSE Membership Rights	10,000	—	—	10,000	1000	—	3,070	6,930	7,930
Total	13,260	1,210	—	14,470	1,766	—	5,920	8,554	9,110
<i>Previous Year</i>	<i>13,060</i>	<i>200</i>	<i>—</i>	<i>13,260</i>	<i>1,300</i>	<i>—</i>	<i>4,150</i>	<i>9,110</i>	

C. INTEREST ACCRUED:

On Loans and Advances		<u>2,830</u>	<u>1,730</u>
Total		<u>2,830</u>	<u>1,730</u>

D. SECURITIES HELD AS STOCK-IN-TRADE:

(At cost or market value whichever is lower)

QUOTED - EQUITY SHARES	Face Value (in Rupees)		
HDFC Limited	Nil (2,000)	—	10
R.S. Software Limited	Nil (1,000)	—	10
Software Solution International Limited	Nil (130)	—	10
Morepen Lab. Limited	Nil (350)	—	—
Total		<u>—</u>	<u>30</u>

Note: The aggregate carrying value and market value of quoted securities as at March 31, 2002 is Nil and Nil respectively (period year - Rs. 30 thousand and Rs. 30 thousand respectively).

E. SUNDRY DEBTORS (Unsecured):

Considered good (less than six months)		<u>35,610</u>	<u>51,560</u>
Total		<u>35,610</u>	<u>51,560</u>

schedules

forming part of the Accounts

Continued

	(Rs. in '000s)	March 31, 2001	(Rs. in '000s)	March 31, 2001
F. CASH AND BANK BALANCES:				
In Current Accounts with Scheduled Banks	9,440	49,160		
Fixed Deposits with Scheduled Banks (Under Lien with Stock Exchanges)	81,890	76,880		
Total	<u>91,330</u>	<u>126,040</u>		
G. LOANS AND ADVANCES: (Unsecured and considered good)				
Advances: (Recoverable in cash or in kind or for value to be received)				
Advance income and other taxes	66,770	60,150		
Deposit with stock exchanges	18,440	19,320		
Other advances and deposits	1,620	2,470		
Total	<u>86,830</u>	<u>81,940</u>		
H. CURRENT LIABILITIES AND PROVISIONS:				
(A) Current Liabilities:				
Interest accrued but not due	—	3,470		
Trade Creditors	33,050	17,310		
Other Sundry Creditors	1,460	8,370		
Other Liabilities	410	3,110		
Total (A)	<u>34,920</u>	<u>32,260</u>		
(B) Provisions:				
Income and Other Taxes	54,890	49,590		
Total (B)	<u>54,890</u>	<u>49,590</u>		
I. INTEREST INCOME:				
Interest income on Fixed Deposits	6,270	9,530		
Interest Income - Inter Corp Deposits Lent	440	—		
Total	<u>6,710</u>	<u>9,530</u>		
J. OTHER INCOME:				
Fees for Services	50	3,730		
Dividend Income	1,640	440		
Income from Contango Transactions	—	19,240		
Miscellaneous Income	—	20		
Total	<u>1,690</u>	<u>23,430</u>		
Aggregate Tax deducted at source Rs. 850 thousand (Previous year Rs. 1,900 thousand)				
K. PROFIT/(LOSS) ON SECURITIES:				
On Securities held as Stock-in-Trade				
Sales	354,020	2,411,690		
Less: Purchases	354,470	2,403,950		
	(450)	7,740		
Add/(Less): Increase/(Decrease) in Closing Stock	(30)	(480)	(490)	
Total	<u>(480)</u>	<u>7,250</u>		
L. FINANCIAL CHARGES AND OPERATING EXPENSES:				
Interest on Fixed Loans	2,300	31,720		
Procurement Expenses	58,830	43,610		
Fees for Technical Services	—	56,990		
Turnover Fees	800	6,660		
Transaction Charges	760	2,170		
Custodial and Depository Charges	350	2,030		
Guarantee Commission	650	1,810		
Stamp Duty	1,360	2,280		
Bank Charges	40	60		
Total	<u>65,090</u>	<u>147,330</u>		
M. PAYMENTS TO AND PROVISIONS FOR EMPLOYEES:				
Salaries, Wages and Incentive	900	110		
Staff Welfare Expenses	30	70		
Total	<u>930</u>	<u>180</u>		
N. ESTABLISHMENT AND OTHER EXPENSES:				
Rent and Amenities	6,240	6,240		
Insurance	230	220		
Travelling, Conveyance and Motor Car Expenses	250	390		
Repairs, Maintenance and Upkeep	720	430		
Rates and Taxes	25	—		
Communication Expenses	1,200	1,010		
Printing and Stationery	25	320		
Subscription and Periodicals	290	210		
Professional Fees	1,210	300		
Auditors' Remuneration	290	300		
Miscellaneous Expenses	1,020	2,850		
Total	<u>11,500</u>	<u>12,270</u>		

schedules

O. NOTES FORMING PART OF THE ACCOUNTS AND ACCOUNTING POLICIES:

1. Significant Accounting Policies

(i) Method of Accounting

The accounts are prepared in accordance with accounting principles generally accepted in India. The Company follows accrual method of accounting.

(ii) Revenue Recognition

(a) Income from Brokerage activities is recognised as income on the trade date of the transaction. Related expenditure incurred for procuring business is accounted for as procurement expenses.

(b) Contango transactions are treated as secured lending transactions and accordingly disclosed in the financial statements. The difference between purchase and sale values on such transactions is recognised as "Income from Contango transactions".

(iii) Investments and stock-in-trade

(a) The securities acquired with the intention of short-term holding and trading positions are considered as stock-in-trade and shown under current assets. Other securities acquired with the intention of long-term holding are considered as 'Investments'.

(b) In respect of securities held as stock-in-trade, brokerage and stamp duty are written-off as revenue expenditure. The cost of investment includes brokerage and stamp duty payable.

(c) The securities held as stock-in-trade under current assets are valued at cost or market/realisable value, whichever is lower.

(d) Investments are shown in the Balance Sheet at cost. In case of quoted investments, provision for diminution in value of investments is made, if such diminution is of a permanent nature in the opinion of the management.

(iv) Depreciation / Amortisation

Depreciation on value of improvements to leasehold property is provided on straight line method at the rate determined, considering the period of the lease or at the rate prescribed in Schedule XIV of the Companies Act, 1956, whichever is higher.

Membership Rights of Stock Exchanges is treated as an asset and the value paid to acquire such rights is amortised over a period of 10 years.

Depreciation on fixed assets other than improvements to leasehold property and Membership Rights of Stock Exchanges, is provided on written down value method at the rates prescribed in Schedule XIV of the Companies Act, 1956. Additionally, an asset whose written down value falls below Rs.5,000 is fully depreciated for the remaining balance.

(v) Sundry debtors and creditors

Amounts receivable from and payable to clients for broking transactions are recognised on trade date basis and disclosed separately as sundry debtors and creditors.

(vi) Deferred Tax

The tax effects of significant temporary differences are reflected through a deferred tax Asset /Liability, which has been reflected in the Balance Sheet and the corresponding effect of the same is given in the Profit and Loss Account.

(vii) Provision for Taxation

Provision for income tax is made on the assessable income at applicable tax rates.

2. Deferred Tax

In compliance with Accounting Standard 22 (Accounting for Taxes on Income), the Company has worked out deferred tax liability as at April 1, 2001 amounting to Rs. 860 thousand. This liability has been created out of retained earnings as on March 31, 2001. Further for the current period, deferred tax liability is increased to the extent of Rs. 230 thousand and to that extent profit after tax is lower.

The break-up of deferred tax assets and liabilities into major components is as follows: -

	(Rs. in '000s)
Deferred Tax Liability	
Depreciation	1,250
Less: Deferred Tax Assets	
Preliminary Expenses	150
	<u>1,100</u>

3. Contingent Liabilities

Contingent liabilities comprise bank guarantees amounting to Rs. 43,500 thousand provided to Stock Exchanges (Previous year – Rs. 158,500 thousand).

4. Retirement Benefits

At present, there is no liability towards retirement benefits.

5. Improvement to Leasehold Property

Expenditure incurred on plumbing, flooring and other civil works at leased premises prior to its occupation by the Company have been capitalised as "Improvements to Leasehold Property".

6. Auditors' Remuneration

	(Rs. in '000s)	
	2001-2002	2000-2001
(a) Audit Fees	130	130
(b) Tax Audit and Certification Fees	150	150
(c) Out-of-Pocket Expenses	10	20
	<u>290</u>	<u>300</u>

7. Related Party Disclosures:

The following are the details of transactions with related parties: -

(Rs. in '000s)

Name of the Related Party	Type of Transactions	Amount
ICICI Limited – The Parent Company	Brokerage Income	58,440
ICICI Limited – The Parent Company	Interest Expense	1,010
ICICI Limited – The Parent Company	Guarantee Commission	280
ICICI Securities and Finance Company Limited – The Holding Company	Brokerage Income	10
ICICI Securities and Finance Company Limited – The Holding Company	Interest Income	440
ICICI Securities and Finance Company Limited – The Holding Company	Interest Expense	300
ICICI Capital Services Limited – Subsidiary of ICICI Limited	Brokerage Expense	58,520
ICICI Web Trade Limited – Subsidiary of ICICI Limited	Purchase of Fixed Assets	210
ICICI Securities Inc. – Subsidiary of Holding Company	Professional Fees	310
ICICI Bank Limited	Brokerage Income	840
ICICI Bank Limited	Interest Income	3,910

8. Quantitative details

(a) Details of Opening and Closing stock

(Rs. in '000s)

CATEGORY	OPENING STOCK		CLOSING STOCK	
	Face Value	Value	Face Value	Value
EQUITY	0.00	30	0.00	0.00
	(90)	(510)	(0.00)	(30)

(b) Details of Purchases and Sales during the year

	PURCHASES		SALES	
	Face Value	Value	Face Value	Value
EQUITY	16,150	354,470	16,160	354,020
	(36,680)	(2,403,950)	(36,770)	(2,411,690)

Note: Figures in parenthesis pertain to previous year.

9. Expenditure in foreign currency

	2001-2002	2000-2001
Professional Fees	310	Nil

10. Figures for the previous year have been regrouped wherever necessary.

For N.M. RAJI & CO.
Chartered Accountants

J.M. GANDHI
Partner

Mumbai, April 22, 2002

For and on behalf of the Board

DEV DATT SHAH
Chairman

DEVESH KUMAR
Director

**Statement pursuant to Part IV, Schedule VI to the Companies Act, 1956
Balance Sheet Abstract and Company's General Business Profile**

1. Registration Details

Registration No. 8 6 2 4 1
 Balance Sheet Date 3 1 0 3 2 0 0 2
 Date Month Year
 State Code 1 1

2. Capital raised during the Year

(Amount in Rupees thousand)

Public Issue

N I L

Rights Issue

N I L

Bonus Issue

N I L

Private Placement

N I L

3. Position of Mobilisation and Deployment of Funds

(Amount in Rupees thousand)

Total Liabilities and Shareholders' Funds

1 3 5 3 4 0

Sources of Funds

Paid-up Capital

4 5 0 1 0

Secured Loans

N I L

Application of Funds

Fixed Assets

8 5 5 0

Net Current Assets

1 2 6 7 9 0

Total Assets

1 3 5 3 4 0

Reserves and Surplus

8 9 2 3 0

Unsecured Loans

N I L

Investments

N I L

Miscellaneous Expenditure

N I L

4. Performance of the Company

(Amount in Rupees thousand)

Turnover

9 5 8 1 0

Profit before Tax

1 6 5 2 0

Earnings per Share in Rupees

2 . 4 4

Total Expenditure

7 9 2 9 0

Profit after Tax

1 0 9 9 0

Dividend Rate %

N I L

5. Generic Names of Three Principal Services of the Company

(As per Monetary Terms)

Brokerage commission from primary market operations

Brokerage commission from secondary market operations

Income from trading in securities

For and on behalf of the Board

DEV DATT SHAH
Chairman

DEVESH KUMAR
Director

Mumbai, April 22, 2002