

**N. M. RAIJI & CO.**  
*Chartered Accountants*  
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**Auditors' Report**

**The Board of Trustees**  
**ICICI Prudential Mutual Fund**

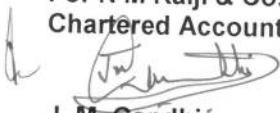
We have audited the attached Balance Sheet as at March 31, 2009 and the Revenue Account for the period ended on that date annexed thereto of ICICI Prudential Fixed Maturity Plan – Series 39 - 18 Months Plan A (the scheme) of the Fund. These financial statements are the responsibility of the Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with SEBI (Mutual Fund) Regulations, 1996. 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 the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. We have obtained all information and explanations, which, to the best of our knowledge and belief were necessary for the purpose of our audit.
2. The Balance Sheet and the Revenue Account are in agreement with the books of account of the Scheme.
3. In our opinion, valuation methods for Non Traded Securities, adopted by the scheme are fair and reasonable and are in accordance with the guidelines for valuation issued by SEBI and approved by the Trustees.
4. The accounts have been prepared in accordance with the accounting policies adopted by the trustees of the Fund and as specified in the Ninth Schedule to the SEBI (Mutual Funds) Regulations, 1996.
5. In our opinion and to the best of our information and according to the explanations given to us, the statement of accounts read with the notes thereon, give a true and fair view in accordance with the generally accepted accounting principles in India:
  - a. in the case of Balance Sheet, of the state of affairs of ICICI Prudential Fixed Maturity Plan – Series 39 - 18 Months Plan A as at March 31, 2009; and
  - b. in the case of Revenue Account of the surplus of ICICI Prudential Fixed Maturity Plan – Series 39 - 18 Months Plan A for the period ended on March 31, 2009.

**For N M Raiji & Co.**  
**Chartered Accountants**

  
**J. M. Gandhi**  
**Partner**  
Membership No. 37924

Mumbai

19 8 JUN 2009

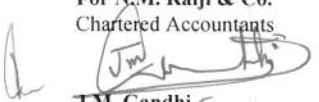
**ICICI Prudential Mutual Fund**  
**Scheme-ICICI Prudential Fixed Maturity Plan – Series 39 - 18 Months Plan A**  
**Balance Sheet as at March 31, 2009**

	Schedule No.	March 31, 2009 Amount (Rs.)	March 31, 2008 Amount (Rs.)
<b>LIABILITIES</b>			
Unit Capital	1	434,993,909	836,544,809
Reserves & Surplus	2	75,726,797	26,020,123
Unrealised Appreciation in value of Investment		7,845,087	-
<b>Unitholders' Funds</b>		<b>518,565,793</b>	<b>862,564,932</b>
Current Liabilities & Provisions	3	4,399,229	229,271
		<b>522,965,022</b>	<b>862,794,203</b>
<b>ASSETS</b>			
Investments	4	456,376,510	827,210,813
Deposits	5	40,000,000	-
Other Current Assets	6	26,588,512	35,583,390
		<b>522,965,022</b>	<b>862,794,203</b>

Significant Accounting Policies and Notes forming part of the Accounts 10

As per our Report Attached

For N.M. Raiji & Co.  
Chartered Accountants

  
J.M. Gandhi  
Partner  
Membership No.37924

Mumbai.

18 JUN 2009

For ICICI Prudential Asset Management Company Ltd.

    
Nimesh Shah      Nilesch Shah      Chaitanya Pande  
Managing Director      Deputy Managing Director      Fund Manager

For ICICI PRUDENTIAL TRUST LTD.

  
Director

For ICICI PRUDENTIAL TRUST LTD.

  
Director

For ICICI PRUDENTIAL TRUST LTD.

  
Director

**ICICI Prudential Mutual Fund**  
**Scheme-ICICI Prudential Fixed Maturity Plan – Series 39 - 18 Months Plan A**  
**Revenue Account For The Year Ended March 31, 2009**

	Schedule No.	Year Ended March 31, 2009 Amount (Rs.)	Period Ended March 31, 2008 Amount (Rs.)
<b>INCOME</b>			
Dividend		-	-
Interest	7	56,401,328	28,040,073
Amortisation of Premium/Discount		31,229,740	-
Profit on sale/redemption of Investments (other than inter-scheme transfer/sale)		60,821	-
Profit on inter-scheme transfer/sale of Investments		11,181,752	-
Other Income		12,408,337	-
Net Change in Marked to Market value of Investments		9,038,124	-
		<u>120,320,102</u>	<u>28,040,073</u>

**EXPENSES & LOSSES**

Net Change in Marked to Market value of Investments		-	1,193,037
Loss on sale/redemption of Investments (other than inter-scheme sale/transfer)		41,692,483	-
Loss on Inter-Scheme sale/transfer of Investments		4,040,403	53,074
Management Fees (Including Service Tax)		4,377,137	77,155
Trusteeship Fees		7,183	-
Publicity Expenses		-	43,591
Audit Fees		11,209	-
Commission to Agents		487,807	568,069
Deferred Revenue Expenses Written Off		-	-
Custodian Fees		45,426	18,203
Registrar & Transfer Agent's Fees & Expenses		60,147	66,072
Other Operating Expenses	8	121	749
Surplus for the year/period		69,598,186	26,020,123
		<u>120,320,102</u>	<u>28,040,073</u>

Surplus for the year/period		69,598,186	26,020,123
Add: Write back of provision for Unrealised Appreciation on Investments		-	-
Less: Provision for unrealised appreciation on Investments		7,845,087	-
Add/(Less) : Income Equalisation		-	-
		<u>61,753,099</u>	<u>26,020,123</u>
Surplus brought forward		26,020,123	-
Amount available for Income Distribution		87,773,222	26,020,123
Less: Dividend Paid (Including Distribution Tax, if any)		-	-
Surplus carried forward to Balance Sheet		<u>87,773,222</u>	<u>26,020,123</u>

Significant Accounting Policies and Notes forming part of the Accounts

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As per our Report Attached

For N.M. Raiji & Co.  
Chartered Accountants

J.M. Gandhi  
Partner  
Membership No.37924

Mumbai.

For ICICI Prudential Asset Management Company Ltd.

Nimesh Shah  
Managing Director

Nilesh Shah  
Deputy Managing Director

Chaitanya Pande  
Fund Manager

18 JUN 2009

For ICICI PRUDENTIAL TRUST LTD.

Director

For ICICI PRUDENTIAL TRUST LTD.

Director

943 For ICICI PRUDENTIAL TRUST LTD.

ICICI Prudential Mutual Fund  
Scheme-ICICI Prudential Fixed Maturity Plan – Series 39 - 18 Months Plan A  
Schedules Forming Part of the Accounts

	Year Ended March 31, 2009 Amount (Rs.)	Period Ended March 31, 2008 Amount (Rs.)
<b>1 UNIT CAPITAL</b>		
Unit Capital	434,993,909	836,544,809
	<u>434,993,909</u>	<u>836,544,809</u>
Number of Units of Face Value Rs.10	43,499,390.9	83,654,480.9
<b>2 RESERVES &amp; SURPLUS</b>		
Unit Premium Reserve	-	-
Opening Balance	-	-
Additions / (Deductions) during the year	<u>(12,046,425)</u>	-
Closing Balance	(12,046,425)	-
Surplus in Revenue Account	87,773,222	26,020,123
	<u>75,726,797</u>	<u>26,020,123</u>
<b>3 CURRENT LIABILITIES &amp; PROVISIONS</b>		
<b>A Current Liabilities</b>		
Management Fees Payable	4,229,914	7,954
Trusteeship Fees Payable	7,183	-
Liability for Expenses Accrued	162,132	221,317
	<u>4,399,229</u>	<u>229,271</u>
<b>B Provisions</b>		
	-	-
<b>4 INVESTMENTS (Marked to Market)</b>		
Equity Shares	-	-
Privately Placed Debentures/Bonds	162,068,337	492,983,424
Debentures/Bonds Listed / Awaiting listing on recognised Stock Exchange	260,701,418	242,020,129
Commercial Paper/Certificate of Deposits & Others	14,466,655	-
Government of India Securities	-	-
Pass Through Certificate for Debts	19,030,123	91,377,639
Collateralised Borrowing & Lending Obligation	109,977	829,621
	<u>456,376,510</u>	<u>827,210,813</u>

ICICI Prudential Mutual Fund  
Scheme-ICICI Prudential Fixed Maturity Plan – Series 39 - 18 Months Plan A  
Schedules Forming Part of the Accounts

	Year Ended March 31, 2009 Amount (Rs.)	Period Ended March 31, 2008 Amount (Rs.)
<b>5 DEPOSITS</b>		
Call Deposits with Scheduled Banks	-	-
Call Deposits with Others	-	-
Deposits with Scheduled Banks	40,000,000	-
Other Deposits (Including Repos)	-	-
	<u>40,000,000</u>	<u>-</u>
<b>6 OTHER CURRENT ASSETS</b>		
Balances with Banks in Current Account	49,616	49,078
Receivable from Asset Management Company	-	11,236
Outstanding and Accrued Income	26,538,896	-
Less: Provision for Outstanding Accrued Income considered doubtful	<u>-</u>	<u>-</u>
	26,538,896	35,523,076
	<u>26,588,512</u>	<u>35,583,390</u>
<b>7 INTEREST INCOME</b>		
Convertible/Non-Convertible Debentures	55,216,961	27,434,940
Collateralised Borrowing & Lending Obligation	141,941	100,501
Commercial Paper/Certificate of Deposits & Others	985,779	-
Government of India Securities	6,784	504,632
Other Deposits	49,863	-
	<u>56,401,328</u>	<u>28,040,073</u>
<b>8 OTHER OPERATING EXPENSES</b>		
Bank Charges	121	-
Investor Service Charges	-	749
	<u>121</u>	<u>749</u>

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Scheme - ICICI PRUDENTIAL FIXED MATURITY PLAN - SERIES 39 - 18 MONTHS PLAN A  
Schedule Forming Part of Accounts

Schedule - 9  
Holding Statement as on March 31, 2009

Sr.No.	Company	Market Value
<b>Privately Placed Debentures/Bonds</b>		
1	GE MONEY FINANCIAL SERVICES LTD	3,873,915
2	NATIONAL BANK FOR AGRICULTURE AND RURAL DEVELOPME	74,033,132
3	TATA SONS LIMITED	40,161,290
4	KOTAK MAHINDRA PRIME LIMITED	44,000,000
		<b>162,068,337</b>
<b>Debentures and Bonds Listed / Awaiting listing on recognised Stock Exchange</b>		
5	CITICORP FINANCE (INDIA) LIMITED	96,589,273
6	CITIFINANCIAL CONSUMER FINANCE INDIA LIMITED.	94,679,916
7	HOUSING DEVELOPMENT FINANCE	19,394,034
8	LIC HOUSING FINANCE LIMITED	50,038,195
		<b>260,701,418</b>
<b>Asset Backed Securities</b>		
9	Indian Corporate Loan Securitisation Trust 2008 -	8,877,052
10	CORPORATE LOAN SECURITISATION SERIES 60 TRUST 2008	10,153,071
		<b>19,030,123</b>
<b>Certificate of Deposits</b>		
11	CANARA BANK	2,549,614
12	CORPORATION BANK	11,917,041
		<b>14,466,655</b>
13	<b>Collateralised Borrowing &amp; Lending Obligation</b>	<b>109,977</b>
	Deposits with Scheduled Banks	40,000,000
	Balance with Banks	49,616
	Net Current Assets Value	22,139,667
<b>Total Net Assets Value</b>		<b>518,565,793</b>

**ICICI Prudential Mutual Fund**  
**Scheme – ICICI Prudential Fixed Maturity Plan – Series 39 - 18 Months Plan A**

**Schedule 10: Significant accounting policies and Notes forming part of the accounts for the year ended March 31, 2009**

**A. Significant accounting policies**

1. The method of accounting is on accrual basis. The accounts are prepared as stipulated under SEBI Mutual Fund Regulations, 1996 wherein Cash Flow Statement and Segment Reporting are not required, accordingly Accounting Standard - 3 and Accounting Standard - 17 have not been considered as applicable to the scheme.

2. Investments

a) Purchase and sale of securities are accounted on trade dates. Cost of investments includes brokerage, stamps fees, transaction charges (Government securities) and any losses on account of immediate sale of non-convertible portion of debentures under "Khokha" buy-back scheme and excludes custodian fees. The cost is net of front-end fees and incentives. In case of devolvement, the cost is net of underwriting commission earned.

b) Valuation for Performing Investments:

For the purpose of the financial statements, the Fund marks all investments to market and carries investments in the Balance Sheet at the market value. Unrealised gain, if any, arising out of appreciation of the investments, is carried to the Balance Sheet.

- Traded Securities other than Central Government Securities are valued at the closing traded price.
  - Non-traded /Thinly traded Debt Non-Government Securities of upto 182 days of maturity are valued on the basis of amortisation (Cost plus accrued interest basis) as prescribed by SEBI. Discount on short term instruments are amortised over the maturity period.
  - Non traded / Thinly traded Non-Government Debt Securities of over 182 days to maturity are valued in good faith in accordance with SEBI guidelines. The valuation of non-traded debt securities is on comparative yield to maturity basis; wherein the benchmark yields as provided by an independent agency, duly approved by AMFI is used.
  - Interest rate swaps are valued on the basis of expected future cash inflows and outflows and the difference as compared to its cost is considered as unrealised appreciation/ depreciation.
  - Traded / Non-traded / Thinly traded Central Government securities are valued based on prices released by an AMFI approved independent agency
- c) An investment is regarded as non-performing, if interest/principal amount has not been received or has remained outstanding for one quarter from the day such income/installment has fallen due.
- d) Investments include contracts for purchase of securities and exclude contracts for sale of securities, for which deliveries are not received/collected.

3. Income Recognition

- a) Profit or loss on sale of investments is arrived at by applying weighted average cost on trade date.
- b) Interest on debentures and other fixed income investments is recognised on accrual basis.
- c) Income on non-performing assets (NPA) is recognised on cash basis.
- d) Other income of miscellaneous nature is accounted for when there is certainty of collection.

4. Redemption of units

The difference between face value and net asset value (NAV) of the units repurchased is taken to "Unit Premium Reserve" and the difference between NAV and repurchase price of such units is taken to other income. Since this is a close-ended scheme, accounting for income equalisation is not carried out.

5. Provisions

Provision is made by charge to the Revenue Account, in respect of:

- a) Non Performing Debt Securities as per the Guidelines prescribed by SEBI.
- b) Interest Outstanding for more than one quarter beyond the due date.
- c) Securities where the certificates are not traceable for a protracted period.
- d) Assets other than investments, which in the opinion of the Trustees have suffered substantial impairment in their value.



## B. Notes Forming Part of the Accounts

- The Scheme has two plans: Retail and Institutional .A combined balance sheet and revenue account is prepared for the scheme.
- Net Asset Value Per Unit (NAV):**

	Year ended March 31, 2009			Period ended March 31, 2008		
	10			10		
Face Value (Rs.)						
Option	Net Asset Value Per Unit (Rs.)	Units	Dividend Declared during the year	Net Asset Value Per Unit (Rs.)	Units	Dividend Declared during the period
Retail Growth Option	11.8864	11,909,390.9	-	10.2988	14,674,849.9	-
Retail Dividend Option	11.8864	90,000.0	-	10.2988	129,100	-
Institutional Growth Option	11.9345	31,500,000.00	-	10.3137	68,850,537	-

- Cost and Market/Fair Value of investments are shown below:**

(Rs. in millions)

Investments	As at March 31, 2009		As at March 31, 2008	
	Cost	Market / Fair Value	Cost	Market / Fair Value
Privately Placed Debentures and Bonds	154.62	162.06	492.49	492.98
Debentures and Bonds - Listed / Awaiting listing on recognised Stock Exchange	260.30	260.70	243.70	242.02
Commercial Papers/ Certificate of Deposits	14.47	14.47	-	-
Pass Through Certificates	19.03	19.03	91.38	91.38
Collateralised Lending (CBLO)	0.11	0.11	0.83	0.83
<b>TOTAL</b>	<b>448.53</b>	<b>456.37</b>	<b>828.40</b>	<b>827.21</b>

Unrealised appreciation/ (depreciation) in value of investments is Rs. 7.84 millions. Previous Year - Rs. (1.19) millions

- Industry-wise classification of Investments:**

As per Annexure I

5. **Aggregate value of purchases and sale of investments during the year as a percentage of average NAV :**

(Rs. in millions)

	Year ended March 31, 2009		Period ended March 31, 2008	
Average Net Assets	722.21		843.57	
	<b>Aggregate Value</b>	<b>Percentage of Average Net Assets</b>	<b>Aggregate Value</b>	<b>Percentage of Average Net Assets</b>
Purchases	886.87	122.80%	1,435.96	170.22%
Sales	1,242.65	172.06%	599.59	71.08%

6. **Management fees**

Management fees are paid on the basis of terms of Offer Document to ICICI Prudential Asset Management Company Limited. The computation for the same is as under:

(Rs in millions)

	Year Ended March 31, 2009	Period Ended March 31, 2008
Average Net Assets	722.21	843.57
Management Fees Charge on Average Net Assets		
Retail	0.55%	0.02%
Institutional	0.55%	0.02%
Management Fees	3.97	0.07

Management fees are computed after adjusting for units held by AMC, if any.

7. **Income and Expenditure as a % of Average Net Asset Value:**

(Rs In millions)

	Year ended March 31, 2009		Period ended March 31, 2008	
Average Net Assets	722.21		843.57	
	<b>Aggregate Value</b>	<b>Percentage of Average Net Assets</b>	<b>Aggregate Value</b>	<b>Percentage of Average Net Assets *</b>
Total Income (including profit on sale of investments and profit on inter-scheme transfers, excluding net change in unrealised appreciation in value of investments and write back of Provisions)	111.28	15.41%	28.04	7.70%
Total Expenditure (including loss on sale of investments and loss on inter-scheme transfers, excluding net change in unrealised depreciation in value of investments and other Provisions)	50.72	7.02%	0.83	0.23%

\* Annualised

**8. Movement in Unit Capital**

	Year Ended March 31, 2009		Period Ended March 31, 2008	
	No. of units	Amount (Rs.)	No. of units	Amount (Rs.)
Balance at the beginning of the period/Initial Subscription	83,654,480.9	836,544,809	83,654,480.9	836,544,809
Issued during the period	-	-	-	-
Repurchased during the period	40,155,090.00	401,550,899.96	-	-
Balance at the close of the period	43,499,390.9	434,993,909	83,654,480.9	836,544,809

**9. Unclaimed Redemption Amount:**

There is no Unclaimed Redemption amount. Redemption Payable, if any, represents the amount payable against Redemption request received at the end of the period.

10. a. In the following cases, the Schemes of the mutual fund have invested in a company, which holds more than 5% of the Net Asset Value of any Scheme of ICICI Prudential Mutual Fund as on March 31, 2009.

As per Annexure II

- b. Aggregate market value and cost of investments and term deposits made by all schemes in the group of the Sponsor i.e. ICICI Bank Ltd is Rs.16,054.14 millions and Rs. 18,782.27 millions respectively. (Previous year Rs. 54,391.69 millions and Rs. 55,919.44 millions respectively).
- c. Investors holding units in the Scheme over 25% of the NAV as on March 31, 2009 are Nil.

	No. of Investors	Holding (%)
March 31, 2009	1	34.52%
March 31, 2008	-	-

11. a. The AMC has not dealt in any securities through brokers associated with any of the sponsors in excess of the limit of 5% of the aggregate sale and purchase of securities made by the Mutual Fund in any block of three months.

- b. The AMC has paid the following charges to parties associated with one of the sponsors in which AMC or its major shareholders or its subsidiary are having a substantial interest:

Entity	Nature Of Payment	(Rs In millions)	
		Year Ended March 31, 2009	Period Ended March 31, 2008
ICICI Bank Limited	Brokerage / Marketing and Distribution Expenses	-	0.02
ICICI Bank Limited	Bank Charges/ Interest Charges	#	-

# less than 0.01 million

12. The audited results for the year ended March 31, 2009 have been placed by the ICICI Prudential Asset Management Company Limited and approved by the Trustees in the meeting of the Board of Directors of ICICI Prudential Trust Limited held on June 18, 2009.

13. A complete list of investments of the Scheme is given in Schedule 9.

14. Previous year figures are regrouped wherever necessary. Previous year figures are for less than one year and hence not strictly comparable with the current year figures.

As per our report attached

For **N.M. Raiji & Co.**  
Chartered Accountants

  
**J.M. Gandhi**

Partner

Membership No. :37924

Mumbai.

18 JUN 2009

**Schedules 1 to 10 to the Accounts of ICICI Prudential Mutual Fund – ICICI Prudential Fixed Maturity Plan – Series 39 - 18 Months Plan A signed by three Directors of ICICI Prudential Trust Limited.**

Value of investments falling under each major industry group to the total investment in each major classification

Privately Placed Debentures / Bonds / Debentures Bonds Listed / Awaiting Listing  
/ Government Securities / Commercial Paper / Certificate of Deposits

(Rs. in millions)

Industry	As at March 31, 2009		As at March 31, 2008	
	Market / Fair Value	% Of Classification	Market / Fair Value	% Of Classification
Banks	88.5	19.39%	112.82	13.64%
Finance	318.73	69.84%	268.38	32.44%
IT Consulting & Services	40.16	8.80%	127.39	15.40%
Diversified Financials	-	-	317.8	38.42%
Collateralised Lending (Cblo)	0.11	0.02%	0.82	0.10%
Petroleum Products	8.88	1.95%	-	-
<b>TOTAL</b>	<b>456.38</b>	<b>100.00%</b>	<b>827.21</b>	<b>100.00%</b>

Historical Per Unit Statistics (on the basis of closing units)			
Scheme- ICICI Prudential Fixed Maturity Plan – Series 39 - 18 Months Plan A			
		31-Mar-09	31-Mar-08
		Rs.	Rs.
A	<b>NET ASSET VALUE</b>		
	Growth Option	11.8864	10.2988
	Dividend Option	11.8864	10.2988
	Institutional Growth Option	11.9345	10.3137
B	i Income other than profit on sale of Investment	2.2998	0.3352
	ii Income from profit on interscheme Sales / transfer of investment	0.2571	-
	iii Income from profit on sale of Investment	0.0014	-
	iv Transfer to Revenue Account from past year's Reserve	-	-
C	Aggregate of Expenses, Write off, amortisation and charges	1.1660	0.0099
D	Net Income	1.3922	0.3253
E	Net change in Marked to Market value of Investments	0.2078	(0.0143)
F	(a) <b>Repurchase Price</b>		
	Highest during the year / Period		
	Growth Option	11.8687	10.2613
	Dividend Option	11.8687	10.2613
	Institutional Growth Option	11.9167	10.2755
	Lowest during the year / Period		
	Growth Option	10.0057	9.9993
	Dividend Option	10.0057	9.9993
	Institutional Growth Option	10.0394	9.9996
	(b) <b>Resale Price</b>		
	Highest during the year / Period		
	Growth Option	N.A	N.A
	Dividend Option	N.A	N.A
	Institutional Growth Option	N.A	N.A
	Lowest during the year / Period		
	Growth Option	N.A	N.A
	Dividend Option	N.A	N.A
	Institutional Growth Option	N.A	N.A
	(c) <b>Trading Price</b>	N.A	N.A
	<b>Price-earning Ratio (Traded Price / Net Income)</b>	N.A	N.A
G	Ratio of Recurring Expenses (excluding loss on sale of Investment, write off and net change in marked to market value of investment) to Average Net Assets by percentage- for Regular Option	1.06%	0.50%
	Ratio of Recurring Expenses (excluding loss on sale of Investment, write off and net change in marked to market value of investment) to Average Net Assets by percentage- for Institutional Option	0.59%	0.15%
H	Ratio of Gross Income (excluding unrealised appreciation & Income Equalisation) to Average Net Assets by percentage* *Annualised	15.41%	7.70%

Note: The Highest and the Lowest Repurchase Price have been determined without considering the applicable Exit Load, if any.