

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

The Board of Trustees
ICICI Prudential Mutual Fund

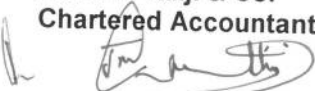
We have audited the attached Balance Sheet as at March 31, 2009 and the Revenue Account for the period ended on that date annexed thereto of Interval Fund – Annual Interval Plan-II (the scheme) of the Fund. These financial statements are the responsibility of the Management. Our responsibility is to 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 Interval Fund – Annual Interval Plan-II as at March 31, 2009; and
 - b. in the case of Revenue Account of the surplus of ICICI Prudential Interval Fund – Annual Interval Plan-II for the period ended on March 31, 2009.

For N M Raiji & Co.
Chartered Accountants


J. M. Gandhi
Partner

Membership No. 37924

Mumbai

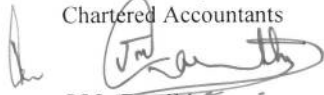
18 JUN 2009

ICICI Prudential Mutual Fund
Scheme - ICICI Prudential Interval Fund – Annual Interval Plan-II
Balance Sheet as at March 31, 2009

	Schedule No.	March 31, 2009 Amount (Rs.)	March 31, 2008 Amount (Rs.)
LIABILITIES			
Unit Capital	1	62,611,784	2,829,203,025
Reserves & Surplus	2	8,977,289	87,595,630
Unrealised Appreciation in value of Investment		-	29,829,145
Unitholders' Funds		71,589,073	2,946,627,800
Current Liabilities & Provisions	3	430,905	979,831
		72,019,978	2,947,607,631
ASSETS			
Investments	4	68,059,411	2,875,157,075
Deposits		-	-
Other Current Assets	5	3,960,567	72,450,556
		72,019,978	2,947,607,631
Significant Accounting Policies and Notes forming part of the Accounts	9		

As per our Report Attached

For N.M. Raiji & Co.
Chartered Accountants

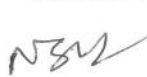


J.M. Gandhi
Partner
Membership No.37924

Mumbai.

18 JUN 2009

For ICICI Prudential Asset Management Company Ltd.



Nimesh Shah
Managing Director



Nilesh Shah
Deputy Managing Director



Chairanya Bande
Fund Manager

For ICICI PRUDENTIAL TRUST LTD.



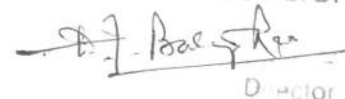
Director

For ICICI PRUDENTIAL TRUST LTD.



Director

For ICICI PRUDENTIAL TRUST LTD.



Director

ICICI Prudential Mutual Fund
Scheme - ICICI Prudential Interval Fund – Annual Interval Plan-II
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.)
INCOME			
Dividend		-	-
Interest	6	103,207,653	90,713,499
Amortisation of Premium/Discount		40,889,919	-
Profit on sale/redemption of Investments (other than inter-scheme transfer/sale)		28,899,890	398,043
Profit on inter-scheme transfer/sale of Investments		136	-
Other Income		-	5
		<u>172,997,598</u>	<u>91,111,547</u>

EXPENSES & LOSSES

Net Change in Marked to Market value of Investments		29,829,145	(29,829,145)
Loss on sale/redemption of Investments (other than inter-scheme sale/transfer)		-	-
Loss on Inter-Scheme sale/transfer of Investments		129,615	-
Management Fees (Including Service Tax)		2,093,845	474,675
Trusteeship Fees		15,880	-
Publicity Expenses		-	-
Audit Fees		25,815	11,236
Commission to Agents		226,987	909,220
Deferred Revenue Expenses Written Off		-	-
Custodian Fees		85,960	102,030
Registrar & Transfer Agent's Fees & Expenses		134,267	236,859
Other Operating Expenses	7	208	-
Surplus for the year/period		140,455,876	119,206,672
		<u>172,997,598</u>	<u>91,111,547</u>
Surplus for the year/period		140,455,876	119,206,672
Add: Write back of provision for Unrealised Appreciation on Investments		29,829,145	-
Less: Provision for unrealised appreciation on Investments		-	29,829,145
Add/(Less) : Income Equalisation		(207,878,320)	-
		(37,593,299)	89,377,527
Surplus brought forward		87,595,630	-
Amount available for Income Distribution		50,002,331	89,377,527
Less: Dividend Paid (Including Distribution Tax, if any)		2,354,082	1,781,897
Surplus carried forward to Balance Sheet		<u>47,648,249</u>	<u>87,595,630</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.

18 JUN 2009

For ICICI PRUDENTIAL TRUST LTD.

Director

For ICICI Prudential Asset Management Company Ltd.

Nimesh Shah
Managing Director

Nilesh Shah
Deputy Managing Director

Chaitanya Pandey
Fund Manager

For ICICI PRUDENTIAL TRUST LTD.

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For ICICI PRUDENTIAL TRUST LTD.

Director

ICICI Prudential Mutual Fund
Scheme - ICICI Prudential Interval Fund – Annual Interval Plan-II
Schedules Forming Part of the Accounts

	Year Ended March 31, 2009 Amount (Rs.)	Period Ended March 31, 2008 Amount (Rs.)
1 UNIT CAPITAL		
Unit Capital	62,611,784	2,829,203,025
	<u>62,611,784</u>	<u>2,829,203,025</u>
Number of Units of Face Value Rs.10	<u>6,261,178.4</u>	<u>282,920,302.5</u>
2 RESERVES & SURPLUS		
Unit Premium Reserve	-	-
Opening Balance	-	-
Additions / (Deductions) during the year	<u>(38,670,960)</u>	-
Closing Balance	(38,670,960)	-
Surplus in Revenue Account	47,648,249	87,595,630
	<u>8,977,289</u>	<u>87,595,630</u>
3 CURRENT LIABILITIES & PROVISIONS		
A Current Liabilities		
Management Fees Payable	208,737	43,450
Trusteeship Fees Payable	15,880	-
Load Carried Forward	43,086	-
Liability for Expenses Accrued	163,202	936,381
	<u>430,905</u>	<u>979,831</u>
B Provisions		
4 INVESTMENTS (Marked to Market)		
Equity Shares	-	-
Privately Placed Debentures/Bonds	-	-
Debentures/Bonds Listed / Awaiting listing on recognised Stock Exchange	-	346,605,564
Commercial Paper/Certificate of Deposits & Others	68,059,411	916,999,277
Government of India Securities	-	-
Pass Through Certificate for Debts	-	1,585,634,081
Collateralised Borrowing & Lending Obligation	-	25,918,153
	<u>68,059,411</u>	<u>2,875,157,075</u>
5 OTHER CURRENT ASSETS		
Balances with Banks in Current Account	42,979	47,194
Receivable from Asset Management Company	492	29,197
Outstanding and Accrued Income	3,917,096	-
Less: Provision for Outstanding Accrued Income considered doubtful	<u>-</u>	-
	3,917,096	72,374,165
Other Assets	-	-
	<u>3,960,567</u>	<u>72,450,556</u>
6 INTEREST INCOME		
Convertible/Non-Convertible Debentures	54,350,205	49,984,688
Collateralised Borrowing & Lending Obligation	329,580	2,146,995
Commercial Paper/Certificate of Deposits & Others	48,521,124	38,514,809
Government of India Securities	6,744	67,007
	<u>103,207,653</u>	<u>90,713,499</u>
7 OTHER OPERATING EXPENSES		
Bank Charges	148	-
Investor Service Charges	60	-
Other Expenses	-	-
	<u>208</u>	<u>-</u>

Scheme - ICICI PRUDENTIAL INTERVAL FUND - ANNUAL INTERVAL PLAN - II
Schedule Forming Part of Accounts

Schedule - 8
Holding Statement as on March 31, 2009

Sr.No.	Company	Market Value
<u>Certificate of Deposits</u>		
1	ABN AMRO BANK N. V.	5,349,659
2	EXPORT IMPORT BANK OF INDIA	62,709,752
		<u>68,059,411</u>
3 Collateralised Borrowing & Lending Obligation		
	Balance with Banks	42,979
	Net Current Assets Value	3,486,683
	Total Net Assets Value	<u><u>71,589,073</u></u>



**ICICI Prudential Mutual Fund
Scheme - ICICI Prudential Interval Fund – Annual Interval Plan-II**

Schedule 9: Significant accounting policies and Notes forming part of the accounts for the period 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. Income Equalisation

This being an open-ended scheme, when units are purchased / sold by the Scheme, an appropriate part of the purchase / sale price is debited / credited to an Equalisation Account. The net balance on this account is credited or debited to the Revenue Account.

For the purpose of equalisation, the cumulative distributable surplus (without considering unrealised appreciation and Unit Premium Reserve) upto the date of purchase / sale of units is taken into account. In case of deficit, no income equalisation is carried out.

5. Sale / Repurchase of Units

When units are sold / repurchased, after considering the income equalisation as above, the difference between the sale price and the face value of the unit, is transferred to unit premium reserve.

6. 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.

7. Entry and Exit Load

Load charged at the time of purchase and sale of units is utilised towards meeting distribution and marketing expenses. Unused amount of Load collected is carried forward to subsequent year unless the same is considered excess by the trustee. Such excess amount is credited to other income.

B. Notes Forming Part of the Accounts

1. The Scheme has two plans: Retail and Institutional. A Combined balance sheet and revenue account is prepared for the Scheme.
2. Net Asset Value Per Unit (NAV):

	Year ended March 31, 2009			Period ended March 31, 2008		
Face Value (Rs.)	10			10		
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*
Growth Option	11.4128	1,907,209.3		10.3921	1,122,892.0	-
Dividend Option	10.7002	457,498.4	0.3807	10.1112	410,000.0	0.2806
Institutional Option - I - Growth	11.5302	3,896,470.7		10.4215	275,994,903.9	-
Institutional Option - I - Dividend	-	-	0.4077	10.1121	5,392,506.6	0.3091

* Includes Distribution Tax

3. The Cost and Market /Fair Value of investments are as 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	-	-	410.19	426.81
Debentures and Bonds - Listed / Awaiting listing on recognised Stock Exchange	-	-	347.62	346.61
Commercial Paper/Certificate of Deposit	68.06	68.06	917.00	917.00
Pass Through Certificates	-	-	1,144.60	1,158.82
Collateralised Lending (CBLO)	-	-	25.92	25.92
TOTAL	68.06	68.06	2,845.33	2,875.16

Unrealised appreciation/(depreciation) in value of investments is Rs. Nil (Previous year Rs. 29.83 millions)

4. Industry- wise classification of Investments:

As per Annexure I

5. Aggregate value of purchases and sales 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	1,611.32		2,871.94	
	Aggregate Value	Percentage of Average Net Assets	Aggregate Value	Percentage of Average Net Assets
Purchases	2892.33	179.50%	12221.65	425.55%
Sales	6162.47	382.45%	9368.69	326.21%

6. Management fees

Management fees are paid on the basis of terms of the 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	1611.32	2,871.94
Management Fees Charge on Average Net Assets		
Retail	0.12%	0.03%
Institutional	0.12%	0.03%
Management Fees	1.87	0.42

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	1,611.32		2,871.94	
	Aggregate Value	Percentage of Average Net Assets*	Aggregate Value	Percentage of Average Net Assets*
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)	173.00	10.74%	91.11	6.49%
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)	2.71	0.17%	1.73	0.12%

* 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	282,920,302.5	2,829,203,025	282,920,302.5	2,829,203,025
Issued during the period	5,604,844.20	56,048,442.04	-	-
Repurchased during the period	282,263,968.34	2,822,639,683.36	-	-
Balance at the close of the period	6,261,178.4	62,611,784	282,920,302.5	2,829,203,025

9. 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. Previous Year - Nil
10. 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 subsidiaries are having a substantial interest:

(Rs In millions)

Entity	Nature Of Payment	Year Ended March 31, 2009	Period Ended March 31, 2008
ICICI Bank Limited	Brokerage / Marketing and Distribution Expenses	-	#
ICICI Bank Limited	Bank Charges/ Interest Charges*	#	-

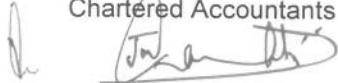
Less than Rs 0.01 million

11. 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 .

12. A complete list of investments of the Scheme is given in Schedule 7.
13. 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 9 to the Accounts of ICICI Prudential Mutual Fund – ICICI Prudential Interval Fund – Annual Interval Plan - II signed by three Directors of ICICI Prudential Trust Limited.

Scheme -ICICI PRUDENTIAL INTERVAL FUND - ANNUAL INTERVAL PLAN - II

Annexure I

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
Diversified Financials	-	-	147.61	5.13%
Finance	-	-	2701.63	93.96%
Collateralised Lending (Cblo)	-	-	25.92	0.90%
Banks	68.06	100.00%	-	-
TOTAL	68.06	100.00%	2,875.16	100.00%

Historical Per Unit Statistics (on the basis of closing units)				
Scheme - ICICI Prudential Interval Fund – Annual Interval Plan-II				
			31-Mar-09	31-Mar-08
			Rs	Rs
A		NET ASSET VALUE		
		Growth option	11.4128	10.3921
		Dividend option	10.7002	10.1112
		Institutional Growth Option	11.5302	10.4215
		Institutional Dividend Option	0.0000	10.1121
B	i	Income other than profit on sale of Investment	23.0144	0.3206
	ii	Income from profit on interscheme Sales / transfer of investment	-	-
	iii	Income from profit on sale of Investment	4.6157	0.0014
	iv	Transfer to Revenue Account from past year's Reserve	0.0000	0.0000
C		Aggregate of Expenses, Write off, amortisation and charges	0.4332	0.0061
D		Net Income	27.1969	0.3159
E		Net change in Marked to Market value of Investments	-4.7641	0.1054
F	(a)	Repurchase Price #		
		Highest during the Period		
		Growth Option	11.4128	10.3921
		Dividend Option	10.7002	10.3727
		Institutional Growth Option	11.5302	10.4215
		Institutional Dividend Option	10.4020	10.4013
		Lowest during the year / Period		
		Growth Option	10.3990	10.0000
		Dividend Option	10.1179	10.0000
		Institutional Growth Option	10.4287	10.0000
		Institutional Dividend Option	10.1191	10.0000
	(b)	Resale Price		
		Highest during the Period		
		Growth Option	11.4128	10.3921
		Dividend Option	10.7002	10.3727
		Institutional Growth Option	11.5302	10.4215
		Institutional Dividend Option	10.4020	10.4013
		Lowest during the year / Period		
		Growth Option	10.3990	10.0000
		Dividend Option	10.1179	10.0000
		Institutional Growth Option	10.4287	10.0000
		Institutional Dividend Option	10.1191	10.0000
	(c)	Trading Price	N.A.	N.A.
		Price-earning Ratio (Traded Price / Net Income)	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 * - Retail option	0.47%	0.71%
		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 * - Institutional option	0.16%	0.12%
H		Ratio of Gross Income (excluding net change in marked to market value of investment & Income Equalisation) to Average Net Assets by percentage *	10.74%	6.49%
	*	Annualised		

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