

Edgar Filing: ICICI BANK LTD - Form SC 13G/A

ICICI BANK LTD
Form SC 13G/A
February 14, 2005

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G/A
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) and (d) AND AMENDMENTS THERETO FILED PURSUANT
TO 13d-2

(Amendment No. 6) (1)

ICICI BANK LIMITED

(Name of Issuer)

EQUITY SHARES

(Title of Class of Securities)

INE090A01013(2)

(CUSIP Number)

February 14, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

{ } Rule 13d-1 (b)

{X} Rule 13d-1 (c)

{ } Rule 13d-1 (d)

(1) The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter the disclosures provided in a prior cover page.

(2) This Schedule 13G/A relates to ownership of equity shares which are not
publicly traded in the United States. The CUSIP number for the American
Depositary Shares, each representing two equity shares, is 45104G104.

The information required in the remainder of this cover shall not be deemed to
be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 (the "Act") or otherwise subject to the liabilities of that section of the

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Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAME OF REPORTING PERSONS
I.R.S IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Temasek Holdings (Private) Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) { }
(b) { }

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Singapore

| | |
|--|--------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. SOLE VOTING POWER 0 |
| | 6. SHARED VOTING POWER 69,566,991 |

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
69,566,991

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
69,566,991

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
{ }

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
9.45%

12. TYPE OF REPORTING PERSON*
OO

1. NAME OF REPORTING PERSONS
I.R.S IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Fullerton Management Private Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) { }
(b) { }

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

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Singapore

| | |
|--|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. SOLE VOTING POWER 0 |
| | 6. SHARED VOTING POWER 69,566,991 |
| | 7. SOLE DISPOSITIVE POWER 0 |
| | 8. SHARED DISPOSITIVE POWER 69,566,991 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
69,566,991

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
{ }

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
9.45%

12. TYPE OF REPORTING PERSON*
OO

1. NAME OF REPORTING PERSONS
I.R.S IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Asia Financial Holdings Private Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) { }
(b) { }

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Singapore

| | |
|--|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. SOLE VOTING POWER 0 |
| | 6. SHARED VOTING POWER 69,566,991 |
| | 7. SOLE DISPOSITIVE POWER 0 |
| | 8. SHARED DISPOSITIVE POWER 69,566,991 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
69,566,991

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
{ }

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
9.45%

12. TYPE OF REPORTING PERSON*
OO

1. NAME OF REPORTING PERSONS
I.R.S IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Allamanda Investments Private Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) { }
(b) { }

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Mauritius

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

5. SOLE VOTING POWER
0

6. SHARED VOTING POWER
69,566,991

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
69,566,991

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
69,566,991

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
{ }

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
9.45%

12. TYPE OF REPORTING PERSON*
OO

ITEM 1(a). NAME OF ISSUER

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ICICI Bank Limited

ITEM 1(b). ADDRESS OF ISSUERS' PRINCIPAL EXECUTIVE OFFICES

ICICI Towers
4th Floor South Tower
Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051
India

ITEM 2(a). NAME OF PERSON FILING

| | |
|-----|---|
| I | Temasek Holdings (Private) Limited |
| II | Fullerton Management Private Limited |
| III | Asia Financial Holdings Private Limited |
| IV | Allamanda Investments Private Limited |

The Reporting Persons may be deemed a "group" under the Act because Temasek Holdings (Private) Limited directly owns 100% of Allamanda Investments Private Limited. Allamanda Investments Private Limited is the registered holder of the securities to which this filing relates. However, neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that such a group exists. A Joint Filing Agreement among the Reporting Persons with respect to the filing of this Schedule 13G/A is attached hereto as Exhibit 1.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE

| | |
|-----|--|
| I | 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 |
| II | 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 |
| III | 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 |
| IV | 5th Floor, Anglo Mauritius House 4 Intendance Street Port Louis, Mauritius |

ITEM 2(c). CITIZENSHIP

| | |
|-----|-----------|
| I | Singapore |
| II | Singapore |
| III | Singapore |
| IV | Mauritius |

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ITEM 2(d). TITLE OF CLASS OF SECURITIES

Equity Shares

ITEM 2(e). CUSIP NUMBER

INE090A01013, 45104G104 (for ADS)

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-I(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A

Not applicable as this Schedule is filed pursuant to Rule 13d-1(c).

ITEM 4. OWNERSHIP

Temasek Holdings (Private) Limited directly owns 100% of Fullerton Management Private Limited. Fullerton Management Private Limited directly owns 100% of Asia Financial Holdings Private Limited, which directly owns 100% of Allamanda Investments Private Limited. Allamanda Investments Private Limited is the registered holder of the securities to which this filing relates. As such, Temasek Holdings (Private) Limited may be deemed the beneficial owner of 69,566,991 of the securities to which this filing relates.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

N.A.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

N.A.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

N.A.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

N.A.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

N.A.

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ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2005

Date

Temasek Holdings (Private) Limited

By /s/ Mr. Jeffrey Chua Siang Hwee

Mr. Jeffrey Chua Siang Hwee
Authorized Signatory

Fullerton Management Private Limited

By /s/ Mr. Jimmy Phoon Siew Heng

Mr. Jimmy Phoon Siew Heng
Director

Asia Financial Holdings Private Limited

By /s/ Mr. Jimmy Phoon Siew Heng

Mr. Jimmy Phoon Siew Heng
Director

Allamanda Investments Private Limited

By /s/ Mr. Jimmy Phoon Siew Heng

Mr. Jimmy Phoon Siew Heng
Director

Exhibit 1

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Joint Filing Agreement

The undersigned, Temasek Holdings (Private) Limited, Fullerton Management Private Limited, Asia Financial Holdings Private Limited and Allamanda Investments Private Limited, hereby agree and acknowledge that the information required by this Schedule 13G/A, to which this Agreement is attached as an exhibit, is filed on behalf of each of them. The undersigned further agree that any further amendments or supplements hereto shall also be filed on behalf of each of them.

February 14, 2005

Date

Temasek Holdings (Private) Limited

By /s/ Mr. Jeffrey Chua Siang Hwee

Mr. Jeffrey Chua Siang Hwee
Authorized Signatory

Fullerton Management Private Limited

By /s/ Mr. Jimmy Phoon Siew Heng

Mr. Jimmy Phoon Siew Heng
Director

Asia Financial Holdings Private Limited

By /s/ Mr. Jimmy Phoon Siew Heng

Mr. Jimmy Phoon Siew Heng
Director

Allamanda Investments Private Limited

By /s/ Mr. Jimmy Phoon Siew Heng

Mr. Jimmy Phoon Siew Heng
Director