

ICICI BANK LTD  
Form SC 13G/A  
February 12, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G  
(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. 5)<sup>1</sup>  
ICICI BANK LIMITED**

(Name of Issuer)  
**EQUITY SHARES, PAR VALUE RS. 10**

(Title of Class of Securities)  
**INE090A01013**

(CUSIP Number)  
**December 31, 2009**

(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)
- Rule 13d-1(c)
- Rule 13d-1(d)

The information required on the remainder of this cover page 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 Act but shall be subject to all other provisions of the Act (however, see the Notes).

<sup>1</sup> 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 disclosures  
provided in a  
prior cover  
page.

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EX-1 JOINT FILING AGREEMENT

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CUSIP No. INE090A01013

**1** NAMES OF REPORTING PERSONS  
Temasek Holdings (Private) Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Singapore

**5** SOLE VOTING POWER

NUMBER OF 0

SHARES BENEFICIALLY OWNED BY **6** SHARED VOTING POWER  
65,656,079

EACH REPORTING PERSON **7** SOLE DISPOSITIVE POWER  
0

WITH: **8** SHARED DISPOSITIVE POWER  
65,656,079

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,656,079

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.90%\*

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Based on 1,113,501,059 equity shares, par value Rs. 10 per share (the Equity Shares ) reported as outstanding as of September 18, 2009 in ICICI Bank Limited's annual report on Form 20-F for the financial year ended March 31, 2009 and filed with the Securities and Exchange Commission on September 29, 2009.

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CUSIP No. INE090A01013

**1** NAMES OF REPORTING PERSONS  
Fullerton Management Pte Ltd

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Singapore

**5** SOLE VOTING POWER  
NUMBER OF 0

**6** SHARES BENEFICIALLY OWNED BY 64,113,201  
SHARED VOTING POWER

**7** EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

**8** WITH: 64,113,201  
SHARED DISPOSITIVE POWER

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
64,113,201

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.76%\*

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Based on 1,113,501,059 equity shares, par value Rs. 10 per share (the Equity Shares ) reported as outstanding as of September 18, 2009 in ICICI Bank Limited s annual report on Form 20-F for the financial year ended March 31, 2009 and filed with the Securities and Exchange Commission on September 29, 2009.

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CUSIP No. INE090A01013

**1** NAMES OF REPORTING PERSONS  
Fullerton Financial Holdings Pte. Ltd. (formerly known as Asia Financial Holdings Private Limited)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Singapore

**5** SOLE VOTING POWER  
NUMBER OF 0

**6** SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 64,113,201

**7** SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 0

**8** SHARED DISPOSITIVE POWER  
WITH: 64,113,201

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
64,113,201

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.76%\*

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Based on 1,113,501,059 equity shares, par value Rs. 10 per share (the Equity Shares ) reported as outstanding as of September 18, 2009 in ICICI Bank Limited s annual report on Form 20-F for the financial year ended March 31, 2009 and filed with the Securities and Exchange Commission on September 29, 2009.

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CUSIP No. INE090A01013

**1** NAMES OF REPORTING PERSONS  
Allamanda Investments Pte Ltd

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Mauritius

**5** SOLE VOTING POWER  
NUMBER OF 0

**6** SHARES BENEFICIALLY OWNED BY  
SHARED VOTING POWER  
64,113,201

**7** EACH REPORTING PERSON  
SOLE DISPOSITIVE POWER  
0

**8** WITH:  
SHARED DISPOSITIVE POWER  
64,113,201

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
64,113,201

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.76%\*

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Based on 1,113,501,059 equity shares, par value Rs. 10 per share (the Equity Shares ) reported as outstanding as of September 18, 2009 in ICICI Bank Limited s annual report on Form 20-F for the financial year ended March 31, 2009 and filed with the Securities and Exchange Commission on September 29, 2009.

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**Item 1(a). Name of Issuer**

ICICI Bank Limited ( ICICI )

**Item 1(b). Address of Issuer's Principal Executive Offices**

ICICI Bank Towers  
Bandra-Kurla Complex  
Mumbai 400051  
India

**Item 2(a). Name of Person Filing**

- (I) Temasek Holdings (Private) Limited ( Temasek )
- (II) Fullerton Management Pte Ltd ( FMPL ), a wholly-owned subsidiary of Temasek
- (III) Fullerton Financial Holdings Pte. Ltd. (formerly known as Asia Financial Holdings Private Limited) ( FFH ), a wholly-owned subsidiary of FMPL
- (IV) Allamanda Investments Pte Ltd ( Allamanda ), a wholly-owned subsidiary of FFH

**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) IMM, Les Cascades Building  
Edith Cavell 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, par value Rs. 10 per share, of ICICI (the Equity Shares ).

**Item 2(e). CUSIP Number**

INE090A01013

**Item 3. If this Statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a**

Not applicable.

**Item 4. Ownership**

(a) Amount beneficially owned: 65,656,079 Equity Shares

(i) Allamanda directly owns 64,113,201 Equity Shares. Allamanda is wholly-owned by FFH. FFH is wholly-owned by FMPL. FMPL is wholly-owned by Temasek. Therefore, each of Temasek, FMPL and FFH may be deemed to beneficially own the 64,113,201 Equity Shares owned by Allamanda directly.

(ii) Temasek may be deemed to beneficially own an additional 1,069,810 Equity Shares. These Equity Shares are directly owned by Temasek Fullerton Alpha Pte. Ltd. ( Alpha ). Alpha is wholly-owned by Fullerton (Private) Limited ( FPL ). FPL is wholly-owned by Temasek.

Temasek may also be deemed to beneficially own an additional 473,068 Equity Shares. Fullerton Fund Management Company Ltd. ( FFMCL ) may be deemed to beneficially own these Equity Shares as a result of acting as investment manager for its clients. FFMCL is wholly-owned by FPL, and FPL is wholly-owned by Temasek.

Accordingly, as described in (i) and (ii) above, Temasek may be deemed to beneficially own 65,656,079 Equity Shares.

(b) Percent of class: The Equity Shares that may be deemed to be beneficially owned by Temasek constitute approximately 5.90% of the Equity Shares outstanding. The Equity Shares that may be deemed to be beneficially owned by FMPL, FFH and Allamanda constitute approximately 5.76% of the Equity Shares outstanding. All percentage calculations in this schedule are based on the 1,113,501,059 Equity Shares reported as outstanding by ICICI as of September 18, 2009 in its most recent annual report on Form 20-F filed on September 29, 2009.

(c) Number of shares as to which the person has:

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With respect to the shared power to vote, or to direct the vote, and to dispose, or to direct the disposition of, the Equity Shares, please see Item 4(a) above regarding qualifications as to beneficial ownership.

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote:

Temasek Holdings (Private) Limited: 65,656,079 Equity Shares

Fullerton Management Pte Ltd: 64,113,201 Equity Shares

Fullerton Financial Holdings Pte. Ltd. (formerly known as Asia Financial Holdings Private Limited): 64,113,201 Equity Shares

Allamanda Investments Pte Ltd: 64,113,201 Equity Shares

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of:

Temasek Holdings (Private) Limited: 65,656,079 Equity Shares

Fullerton Management Pte Ltd: 64,113,201 Equity Shares

Fullerton Financial Holdings Pte. Ltd. (formerly known as Asia Financial Holdings Private Limited): 64,113,201 Equity Shares

Allamanda Investments Pte Ltd: 64,113,201 Equity Shares

**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.

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**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.

Dated: February 12, 2010

**TEMASEK HOLDINGS  
(PRIVATE) LIMITED**

By: /s/ Leong Wai Leng  
Name: Leong Wai Leng  
Title: Senior Managing Director, Corporate  
Development & Chief Financial  
Officer

Dated: February 12, 2010

**FULLERTON MANAGEMENT PTE LTD**

By: /s/ Leong Wai Leng  
Name: Leong Wai Leng  
Title: Director

Dated: February 12, 2010

**FULLERTON FINANCIAL HOLDINGS PTE.  
LTD.**

By: /s/ Syed Aamir Zahidi  
Name: Syed Aamir Zahidi  
Title: Executive Vice President

Dated: February 12, 2010

**ALLAMANDA INVESTMENTS PTE LTD**

By: /s/ Rooksana Shahabally  
Name: Rooksana Shahabally  
Title: Director  
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**Exhibit Index**

Exhibit 1      Joint Filing Agreement, dated February 12, 2010, among Temasek Holdings (Private) Limited, Fullerton Management Pte Ltd, Fullerton Financial Holdings Pte. Ltd. and Allamanda Investments Pte Ltd.

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