

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)¹
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).

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 disclosures
provided in a
prior cover
page.

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SIGNATURE

Exhibit Index

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

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

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 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 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
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 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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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 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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