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ICICI BANK LTD

Form F-6

March 10, 2005

As filed with the Securities and Exchange Commission on March 10, 2005

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
UNDER

THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

ICICI BANK LIMITED

(Exact name of issuer of deposited securities as specified in its charter)

Not Applicable
(Translation of issuer's name into English)

Republic of India
(Jurisdiction of incorporation or organization of issuer)

DEUTSCHE BANK TRUST COMPANY AMERICAS,
formerly Bankers Trust Company
(Exact name of depositary as specified in its charter)

60 Wall Street
New York, New York 10005
(212) 250-9100

(Address, including zip code, and telephone number, including area
code, of depositary's principal executive offices)

Mr. Madhav Kalyan
Joint General Manager, ICICI Bank
New York Representative Office
500 Fifth Avenue, Suite 2830
New York, NY 10110
(646) 827-8448

(Address, including zip code, and telephone number, including area code, of
agent for service)

Copies to:

Francis Fitzherbert-Brockholes, Esq.
White & Case
5 Old Broad Street
London EC2N 1DW
+44-20-7532-1000

Margaret E. Tahyar, Esq.
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15 avenue Matignon
75008 Paris
+33-1-5659-3600

It is proposed that this filing become effective under Rule 466:

immediately upon filing.
 on [Date] at [Time].

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If a separate registration statement has been filed to register the deposited shares, check the following box: []

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Aggregate Price Per Unit* | Proposed Maximum Aggregate Offer Price** |
|--|-------------------------|--|--|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing 2 shares, Rs. 10 par value, of ICICI Bank Limited (the "shares") | 150,000,000 ADSS | \$0.05 | \$7,500,000 |

* Each unit represents one American Depositary Share.
 ** Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of receipts evidencing American Depositary Shares.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

PART I
 INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt ("Receipt" or "American Depositary Receipt") included as Exhibit A to the Deposit Agreement filed as Exhibit (a) to this Registration Statement, which form of American Depositary Receipt is incorporated herein by reference.

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Cross Reference

| Item Number and Caption | Location in Form of Receipt Filed Herewith as Prospectus |
|---|--|
| 1. Name of depositary and address of its principal executive office | Face of Receipt, Introduction |
| 2. Title of American Depositary Receipts and identity of deposited securities | Face of Receipt, Introduction |

Terms of Deposit:

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| | |
|---|--|
| (i) The amount of deposited securities represented by one unit of American Depositary Receipts | Face of Receipt, Intro upper right corner |
| (ii) The procedure for voting, if any, the deposited securities | Reverse of Receipt, Ar |
| (iii) The collection and distribution of dividends | Reverse of Receipt, Ar |
| (iv) The transmission of notices, reports and proxy soliciting material | Face of Receipt, Artic |
| (v) The sale or exercise of rights | Reverse of Receipt, Ar |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face of Receipt, Artic Receipt, Articles 13 a |
| (vii) Amendment, extension or termination of the deposit arrangements | Reverse of Receipt, Ar (no provision for exte |
| (viii) Rights of holders of American Depositary Receipts to inspect the books of the depository and the list of holders of Receipts | Face of Receipt, Artic |
| (ix) Restrictions upon the right to transfer or withdraw the underlying securities | Face of Receipt, Artic |
| (x) Limitation upon the liability of the depository | Reverse of Receipt, Ar |
| 3. Fees and Charges | Face of Receipt, Artic |

Item 2. AVAILABLE INFORMATION

Public reports furnished by issuer Face of Receipt Article 11

The Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports can be inspected by holders of Receipts and copied at public reference facilities maintained by the Commission located at Judiciary Plaza, 450 Fifth Street, N.W. (Room 1024), Washington D.C. 20549, and at the principal executive office of the Depository and, where made available by the Commission, on the Commission's website (www.sec.gov).

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Deposit Agreement. Form of Deposit Agreement by and among ICICI Bank Limited (the "Company"), Deutsche Bank Trust Company Americas, formerly Bankers Trust Company, as depository (the "Depository"), and all holders and beneficial owners from time to time of American Depositary Receipts issued thereunder (the "Deposit Agreement"), including the form of American Depositary Receipt to be issued thereunder, attached as Exhibit A thereto. Filed as Exhibit (a) to Form F-6 (File Number 333-11504), dated February 18, 2000, and

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incorporated herein by reference.

- (b) (1) Letter Agreements. Letter Agreements dated February 19, 2002 and April 1, 2002 between the Company and the Depositary amending and supplementing the Deposit Agreement, incorporated herein by reference to the Company's Annual Report on Form 20-F for the fiscal year ended March 31, 2002 filed on September 30, 2002.
- (b) (2) Letter Agreement. Letter Agreement dated March 8, 2005 between the Company and the Depositary amending the Deposit Agreement to change the Company's agent for service of process. Filed herewith as Exhibit (b) (2).
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. Not Applicable.
- (d) Opinion of White & Case, counsel to the Depositary, as to the legality of the securities being registered. Filed herewith as Exhibit (d).
- (e) Certification under Rule 466. Filed herewith as Exhibit (e).
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. Incorporated herein by reference to Exhibits 24.1 through 24.10 to the Company's registration statement on Form F-3 (File No. 333-121664) filed on December 27, 2004.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to

notify each registered holder of an American Depositary Receipt at least thirty days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Deutsche Bank Trust Company Americas, on behalf of the legal entity created by the Deposit Agreement, dated as of March 31, 2000, by and among the Company, Deutsche Bank Trust Company Americas, as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and

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has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in London, United Kingdom, on March 10, 2005.

Legal entity created by the agreement for the issuance of American Depositary Receipts for Registered Shares, Par Value Rs. 10 each, of ICICI Bank Limited.

By: Deutsche Bank Trust Company
Americas, as Depositary

By: /s/ Mike R. Hughes

Name: Mike R. Hughes
Title: Director

By: /s/ Jeff Margolick

Name: Jeff Margolick
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, ICICI Bank Limited certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-6 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Mumbai, India on March 10, 2005.

ICICI Bank Limited

By: /s/ Mr. Jyotin Mehta

Name: Mr. Jyotin Mehta
Title: General Manager and Company
Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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| Signature ----- | Title ----- | Date ----- |
|---|--|---------------|
| * ----- Mr. Narayanan Vaghul | Chairman | |
| * ----- Mr. Uday Madhav Chitale | Non-Executive Director | |
| * ----- Mr. Somesh Ramchandra Sathe | Non-Executive Director | |
| * ----- Mr. Mahendra Kumar Sharma | Non-Executive Director | |
| * ----- Prof. Marti Gurunath Subrahmanyam | Non-Executive Director | |
| * ----- Mr. Kundapur Vaman Kamath | Managing Director and Chief Executive Officer | |
| * ----- Ms. Lalita Dileep Gupte | Joint Managing Director | |
| * ----- Ms. Kalpana Morparia | Deputy Managing Director | |
| * ----- Ms. Chanda Kochhar | Executive Director | |
| * ----- Mr. N.S. Kannan | Chief Financial Officer | |

*By: /s/ Nilesh Trivedi

Mr. Nilesh Trivedi
Attorney-in-Fact

March 10

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Authorized Representative

/s/ Madhav Kalyan

Mr. Madhav Kalyan, as duly authorized
representative of ICICI Bank Limited in
the United States.

INDEX TO EXHIBITS

Exhibit Number

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