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ICICI BANK LTD
Form F-6
June 13, 2007

As filed with the Securities and Exchange Commission on June 13, 2007

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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
(Exact name of depository as specified in its charter)

60 Wall Street
New York, New York 10005
+1 212 250 9100

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

Mr. G. V. S. Ramesh
Joint General Manager, ICICI Bank
New York Representative Office
500 Fifth Avenue, Suite 2830
New York, NY 10110
+1 646 827 8448

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

Copies to:

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

Margaret E. Tahyar, Esq.
Davis Polk & Wardwell
121, avenue des Champs-Elysees
75008 Paris
+33 1 56 59 36 00

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

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

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

CALCULATION OF REGISTRATION FEE

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| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Aggregate Price Per Unit(*) | Proposed Maximum Aggregate Offering 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") | 800,000,000 ADSS | \$ 0.05 | \$ 40,000,000 |

* 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, Introductory Article |
| 2. Title of American Depositary Receipts and identity of deposited securities | Face of Receipt, Introductory Article |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one unit of American Depositary Receipts | Face of Receipt, Introductory Article upper right corner |
| (ii) The procedure for voting, if any, the deposited securities | Reverse of Receipt, Article 17 |
| (iii) The collection and distribution of dividends | Reverse of Receipt, Article 13 |

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| | |
|---|---|
| (iv) The transmission of notices, reports and proxy soliciting material | Face of Receipt, Article 11 |
| (v) The sale or exercise of rights | Reverse of Receipt, Article 14 |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face of Receipt, Article 3, Reverse of Receipt, Articles 13 and 18 |
| (vii) Amendment, extension or termination of the deposit arrangements | Reverse of Receipt, Articles 21 and 22 (no provision for extension) |
| (viii) Rights of holders of American Depositary Receipts to inspect the books of the depositary and the list of holders of Receipts | Face of Receipt, Article 11 |
| (ix) Restrictions upon the right to transfer or withdraw the underlying securities | Face of Receipt, Articles 2 and 4 |
| (x) Limitation upon the liability of the depositary | Reverse of Receipt, Articles 13, 19 and 22 |
| 3. Fees and Charges | Face of Receipt, Article 7 |

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, 100 F Street, N.E., Washington D.C. 20549, and at the principal executive office of the Depositary 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 depositary (the "Depositary"), 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 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

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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 as Exhibit (b) (2) to Form F-6 (File number 333-123236), dated March 10, 2005, and incorporated herein by reference.
- (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 as Exhibit (d) to Form F-6 (File number 333-123236), dated March 10, 2005, and incorporated herein by reference.
- (e) Certification under Rule 466. Filed as Exhibit (e) to Form F-6 (File number 333-123236), dated March 10, 2005, and incorporated herein by reference.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. Not applicable.

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 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 June 13, 2007.

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.

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By: DEUTSCHE BANK TRUST COMPANY AMERICAS,
as Depositary

By: /s/ Jane Taylor

Name: Jane Taylor
Title: Director

By: /s/ Tom Murphy

Name: Tom Murphy
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 June 13, 2007.

ICICI BANK LIMITED

By: /s/ 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.

| SIGNATURE ----- | TITLE ----- | DATE ----- |
|---|------------------------|---------------|
| * ----- Mr. Narayanan Vaghul | Chairman | |
| * ----- Mr. Sridar Iyengar | Non-Executive Director | |
| /s/ Ram Kishore Joshi ----- Mr. Ram Kishore Joshi | Non-Executive Director | June 13, 2007 |
| * ----- Mr. Lakshmi Niwas Mittal | Non-Executive Director | |
| /s/ Narendra Murkumbi | | |

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| | | |
|---|--|---------------|
| ----- Mr. Narendra Murkumbi | Non-Executive Director | June 13, 2007 |
| * | | |
| ----- Mr. Anupam Pradip Puri | Non-Executive Director | |
| * | | |
| ----- Mr. Vinod Rai | Non-Executive Director | |
| | | |
| /s/ Mahendra Kumar Sharma ----- Mr. Mahendra Kumar Sharma | Non-Executive Director | June 13, 2007 |
| * | | |
| ----- Mr. Priya Mohan Sinha | Non-Executive Director | |
| | | |
| /s/ T.S. Vijayan ----- Mr. T.S. Vijayan | Non-Executive Director | June 13, 2007 |
| * | | |
| ----- Prof. Marti Gurunath Subrahmanyam | Non-Executive Director | |
| * | | |
| ----- Mr. V. Prem Watsa | Non-Executive Director | |
| | | |
| /s/ Kundapur Vaman Kamath ----- Mr. Kundapur Vaman Kamath | Managing Director & Chief Executive Officer | June 13, 2007 |
| | | |
| SIGNATURE | TITLE | DATE |
| ----- | ----- | ----- |
| /s/ Chandra Kochlar ----- Mr. Chandra Kochlar | Deputy Managing Director | June 13, 2007 |
| | | |
| /s/ Nachiket Mor ----- Dr. Nachiket Mor | Deputy Managing Director | June 13, 2007 |
| | | |
| /s/ Madhabi Puri-Buch ----- | | |

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Ms. Madhabi Puri-Buch Executive Director June 13, 2007

/s/ V. Vaidyanathan

Mr. V. Vaidyanathan Executive Director June 13, 2007

/s/ Vishakha Mulye

Ms. Vishakha Mulye Group Chief Financial Officer June 13, 2007

By: /s/ Nilesh Trivedi June 13, 2007

Mr. Nilesh Trivedi
Attorney-in-Fact

Authorized Representative

/s/ G.V.S. Ramesh June 13, 2007

Mr. G.V.S. Ramesh, as duly authorized
representative of ICICI Bank Limited in
the United States.

INDEX TO EXHIBITS

| Exhibit Number | Sequentially Numbered Page |
|---|-------------------------------|
| ----- | ----- |
| (a) Form of Deposit Agreement among ICICI Bank Limited (the "Company"), Deutsche Bank Trust Company Americas, formerly Bankers Trust Company, as depositary (the "Depositary"), 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 incorporated herein by reference. | |
| (b) (1) 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. | |
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