

Company number  
04663024

The Companies Act 1985  
Company Limited by Shares

Written Resolution 1

of

**ICICI Bank UK Limited (the Company)**

UNDER SECTION 381A OF THE COMPANIES ACT 1985

By a written resolution dated 26 October 2006, the holders of all the issued share capital of the Company agreed to the following resolutions being passed:

**Resolutions**

That:

1. (a) the directors be generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985) up to the unissued share capital of the Company;  
(b) this authority shall expire on the day five years after the passing of this resolution;  
(c) the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted under this authority after it expires; and  
(d) all previous authorities under section 80 of the Companies Act 1985 shall cease to have effect;
2. the directors be given power to allot for cash equity securities (as defined in section 94(2) of the Companies Act 1985 for the purposes of section 89 of that Act), pursuant to the general authority conferred on them by the resolution above, as if section 89(1) of that Act did not apply to the allotment. This power shall expire five years after the passing of this resolution.

*Sanjay Chatterjee*  
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Director



The Companies Act 1985  
Company Limited by Shares  
Written Resolution 1

of

ICICI Bank UK Limited (the Company) (Company number – 04663024)

(passed on October 26, 2006)

**UNDER SECTION 381A OF THE COMPANIES ACT 1985**

We, the undersigned, being the holders of all the share capital of the Company, pass the following resolutions:

**Resolutions**

That:

1. (a) the directors be generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985) up to the unissued share capital of the Company;  
(b) this authority shall expire on the day five years after the passing of this resolution;  
(c) the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted under this authority after it expires; and  
(d) all previous authorities under section 80 of the Companies Act 1985 shall cease to have effect;
2. the directors be given power to allot for cash equity securities (as defined in section 94(2) of the Companies Act 1985 for the purposes of section 89 of that Act), pursuant to the general authority conferred on them by the resolution above, as if section 89(1) of that Act did not apply to the allotment. This power shall expire five years after the passing of this resolution.

For and on behalf of  
ICICI Bank Limited



Bhargav Dasgupta  
Senior General Manager

For and on behalf of  
ICICI Bank Ltd (Off-Shore Banking Unit)



Girish Nayak  
Joint General Manager