

# SH02

## Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



☒ **What this form is for**  
You may use this form to give notice  
of consolidation, sub-division,  
redemption of shares or  
re-conversion of stock into shares

☐ **What this form is NOT for**  
You cannot use this form to  
notice of a conversion of sh  
stock

WEDNESDAY



LD2 20/02/2013 #68  
COMPANIES HOUSE

### 1 Company details

Company number 0 4 6 6 3 0 2 4

Company name in full ICICI Bank UK PLC

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

### 2 Date of resolution

Date of resolution d1 d3 m0 m2 y2 y0 y1 y3

### 3 Consolidation

Please show the amendments to each class of share

Class of shares (E g Ordinary/Preference etc )	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

### 4 Sub-division

Please show the amendments to each class of share

Class of shares (E g Ordinary/Preference etc )	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

### 5 Redemption

Please show the class number and nominal value of shares that have been redeemed  
Only redeemable shares can be redeemed

Class of shares (E g Ordinary/Preference etc )	Number of issued shares	Nominal value of each share
Non-cumulative perpetual callable preference shares	50,000,000	USD \$ 1.00

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**6 Re-conversion**

Please show the class number and nominal value of shares following re-conversion from stock

Value of stock	New share structure		
	Class of shares (E g Ordinary/Preference etc )	Number of issued shares	Nominal value of each share

**Statement of capital**

**Section 7** (also **Section 8** and **Section 9** if appropriate) should reflect the company's issued capital following the changes made in this form

**7 Statement of capital (Share capital in pound sterling (£))**

Please complete the table below to show each share classes held in pound sterling  
If all your issued capital is in sterling, only complete **Section 7** and then go to **Section 10**.

Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary £1 shares	1 00		50002	£ 50,002 00
				£
				£
				£
<b>Totals</b>			50002	£ 50,002 00

**8 Statement of capital (Share capital in other currencies)**

Please complete the table below to show any class of shares held in other currencies  
Please complete a separate table for each currency

Currency US Dollars (USD)

Class of shares (E g Ordinary / Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary \$1 Shares	1 00		545000000	545,000,000.00
<b>Totals</b>			545000000	545,000,000 00

Currency

Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

**Continuation pages**  
Please use a Statement of Capital continuation page if necessary

② Total number of issued shares in this class

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**9 Statement of capital (Totals)**

	Please give the total number of shares and total aggregate nominal value of issued share capital	<b>1 Total aggregate nominal value</b> Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares	545,050,002	
Total aggregate nominal value <b>1</b>	£50,002 + \$545,000,000	

**10 Statement of capital (Prescribed particulars of rights attached to shares) **2****

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in <b>Section 7</b> and <b>Section 8</b> .	<b>2 Prescribed particulars of rights attached to shares</b> The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares  A separate table must be used for each class of share  Please use a Statement of capital continuation page if necessary
Class of share	See continuation sheets	
Prescribed particulars		
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		
Class of share		

## SH02 - continuation page

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10	Statement of capital (Prescribed particulars of rights attached to shares) ①	
Class of share	Ordinary \$1 Shares	
Prescribed particulars	<p>(a) Subject to the articles of the Company and to any special rights or restrictions as to voting for the time being attached to any class of shares in the Company:</p> <p>(i) on a show of hands, every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member, shall have one vote, and</p> <p>(ii) on a poll, every member who is present in person or by proxy shall have one vote for every share of which he is the holder</p> <p>(b) The Company may, by ordinary resolution, declare a dividend to be paid to the members, according to their respective rights and interests in the profits, and may fix the time for payment of such dividend, but no dividend shall exceed the amount recommended by the board</p> <p>The board may pay such interim dividends as appear to the board to be justified by the financial position of the Company and may also pay any dividend payable at a fixed rate at intervals settled by the board whenever the financial position of the Company, in the opinion of the board, justifies its payment. If the board acts in good faith, none of the directors shall incur any liability to the holders of shares conferring preferred rights for any loss such holders may suffer in consequence of the payment of an interim dividend on any shares having non-preferred or deferred rights</p> <p>(c) On a return of capital on liquidation, the liquidator may, with the authority of a special resolution of the Company and any other authority required by the Statutes:</p> <p>(i) divide among the members in specie the whole or any part of the assets of the Company and, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members; or</p> <p>(ii) vest the whole or any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like sanction, shall think fit but no member shall be compelled to accept any assets upon which there is any liability</p> <p>(d) The Ordinary \$1 Shares are non-redeemable</p>	

### ① Prescribed particulars of rights attached to shares

The particulars are

- particulars of any voting rights, including rights that arise only in certain circumstances,
- particulars of any rights, as respects dividends, to participate in a distribution,
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

## SH02 - continuation page

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10	Statement of capital (Prescribed particulars of rights attached to shares) ①	
Class of share	Ordinary £1 Shares	
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The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

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Class of share	
Prescribed particulars	
Class of share	
Prescribed particulars	

**1 Prescribed particulars of rights attached to shares**  
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c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and  
d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Please use a Statement of capital continuation page if necessary

<b>11</b>	<b>Signature</b>						
	I am signing this form on behalf of the company						
Signature	<table border="1"><tr><td>Signature</td><td></td><td>X</td></tr><tr><td colspan="3">This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager</td></tr></table>	Signature		X	This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager		
Signature		X					
This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager							

**2 Societas Europaea**  
If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership

**3 Person authorised**  
Under either section 270 or 274 of the Companies Act 2006

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### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Benjamin Fellows

Company name DLA Piper UK LLP

Address 101 Barbirolli Square

Manchester

Post town

Country/Region

Postcode

M 2 3 D L

Country

DX DX: 14304 MANCHESTER

Telephone 08700 111 111



### Important information

Please note that all information on this form will appear on the public record.



### Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

**For companies registered in England and Wales.**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in Scotland:**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**For companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1



### Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register
- ☐ You have entered the date of resolution in Section 2
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6
- ☐ You have completed the statement of capital
- ☐ You have signed the form



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)