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1. Press announcement by ICICI Bank Limited.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: January 26, 2002

ICICI Bank Limited

By: /s/ Bhashyam Seshan

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Name: Bhashyam Seshan  
Title: Company Secretary

[ICICI Bank logo]

ICICI Bank Limited  
ICICI Towers  
Bandra Kurla Complex  
Mumbai 400 051

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Press Release

Vadodara, January 26, 2002

ICICI Bank shareholders approve merger

A meeting of the equity shareholders of ICICI Bank Limited (NYSE Code: IBN) was held on Friday, January 25, 2002 at Vadodara (India) in terms of the Order of the Honourable High Court of Gujarat at Ahmedabad (the Court), to consider the Scheme of Amalgamation of ICICI Limited (NYSE Code: IC), ICICI Capital Services Limited and ICICI Personal Financial Services Limited with ICICI Bank Limited (the Scheme). In terms of the order of the Court and in accordance with the provisions of the Companies Act, 1956, the approval of the shareholders for the Scheme was sought through the process of ballot. The Scheme was approved by an overwhelming majority of 99 per cent of the votes being cast in favour of the Resolution by shareholders present and voting at the meeting.

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The Scheme is further subject to approval of the shareholders of ICICI at their meeting to be held on Wednesday, January 30, 2002, the approval of the High Courts at Ahmedabad and Mumbai, Reserve Bank of India and such other authorities as may be required. The Scheme would come into effect from the date on which the RBI's approval becomes effective.

For investors' queries, contact : Bhashyam Seshan (Phone: (91)-22-653 8420 or 653 7460, Facsimile: (91)-22-653 1167, e-mail bhashyams@icicibank.com)

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### Additional Information and Where to Find It

ICICI Bank and ICICI have made available Notice of the Shareholders' Meeting, a copy of the Scheme of Amalgamation and an Information Statement to their shareholders and American Depositary Receipt (ADR) holders. These documents contain important information about the merger. Shareholders and ADR holders are urged to read these documents carefully. Free copies of these documents may also be obtained from ICICI Bank at the address given above. ICICI Bank's and ICICI's filings with the United States Securities and Exchange Commission (US SEC) are also available to the public from commercial document-retrieval services or from the SEC website at [www.sec.gov](http://www.sec.gov).

### Forward-Looking Statements

Except for the historical information contained herein, statements in this Release which contain words or phrases such as 'will', 'would', etc., and similar expressions or variations of such expressions may constitute 'forward-looking statements'. These forward-looking statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. These risks and uncertainties include, but are not limited to our ability to obtain statutory and regulatory approvals and to successfully implement our strategy, future levels of non-performing loans, our growth and expansion in business, the adequacy of our allowance for credit losses, technological implementation and changes, the actual growth in demand for banking products and services, investment income, cash flow projections, our exposure to market risks as well as other risks detailed in the reports filed by us with the US SEC. The Bank undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date hereof.