Annexure I

Disclosures to be provided along with the application for listing.

1. Issuer details:

1.1. **Details of the issuer:**

(i) Name, Address, CIN and PAN:

ICICI Securities Primary Dealership Limited
Registered Office:
501-B, First International Financial Centre,
Plot No. C- 54 & 55, G – Block,
Bandra Kurla Complex,
Bandra (East), Mumbai 400098

CIN: U72900MH1993PLC131900
PAN: AAACI0995H

(ii) Line of business:

ICICI Securities Primary Dealership Limited is registered with the Reserve bank of India as a non-deposit accepting NBFC and a Primary Dealer. It is also licensed with the Securities & Exchange Board of India as a Merchant Banker, Portfolio Manager and Broker.

(iii) Chief Executive (Managing Director / President/ CEO / CFO):

Mr. Shailendra Jhingan, Managing Director & CEO

(iv) Group affiliation (if any):

ICICI Securities Primary Dealership Limited is a 100% subsidiary of ICICI Bank Limited and hence, a part of the ICICI Group.

1.2 Details of the directors (as on June 29, 2024):

Name, designation and DIN	Age	Address	Director since	List of other directorships
B. Prasanna Chairman (DIN: 02257744)	53 years	ICICI Bank Limited, ICICI Bank Towers, Bandra Kurla complex, Bandra East, Mumbai 400051	June 28, 2008	• ICICI Securities Limited

Dilip Karnik Independent Director (DIN: 06419513)	74 years	"Shri Ram", 1102/B-4, Shivajinagar, Pune – 411016	August 26, 2014	• ICICI Prudential Life Insurance Company Limited • ICICI Prudential Asset Management Company Limited • Birla Corporation Limited
Ashvin Parekh Independent Director (DIN: 06559989)	71 years	501, Raheja Princess, S. K. Bole Road, Agar Bazar, Prabhadevi, Mumbai 400028	March 30, 2015	• Ashvin Parekh Advisory Services LLP • ICICI Lombard General Insurance Company Limited • ICICI Securities Limited • Nippon Life India Asset Management Limited • Board of Trustees of Vision Foundation of India • APAS Fintech Services Private Limited • Aditya Birla Sun Life Insurance Company Limited
Radhakrishna Nair Independent Director (DIN: 07225354)	69 years	J1403, Raheja Vistas, Raheja Vihar, Chandivali, Mumbai 400072	October 1, 2015	• ICICI Bank Limited • ICICI Prudential Life Insurance Company Limited • Geojit Financial Services Limited • Geojit Credits Private Limited • Inditrade Capital Limited • Axis Mutual Fund Trustee Limited • Alpha Alternatives Fund-Infra Advisors Private Limited • Bilwa Global Asst Management Private Limited • Advisor NextBillion Technology Private Limited and One Mobikwik Systems Limited

Anubhuti Sanghai Non-executive Director (DIN-08668593)	50 years	ICICI Bank Limited, ICICI Bank Towers, Bandra Kurla complex, Bandra East, Mumbai 400051.	January 23, 2020	• ICICI Prudential Asset Management Company Limited
Shailendra Jhingan Managing Director & CEO (DIN: 07636448)	51 years	501-B, First International Financial Centre, Plot No. C- 54 & 55, G – Block, Bandra Kurla Complex, Bandra (East), Mumbai 400098	November 3, 2016	• Consultative Committee on Investments of Insurance Regulatory and Development Authority of India • Fixed Income Money Market and Derivatives Association of India

1.3 Details of change in directors in last three financial years including any change in the current year:

Name, designation and DIN	Date of appointment/ resignation	Date of cessation (in case of resignation)	Remarks (viz. reasons for change etc)
Anubhuti Sanghai Non-executive Director DIN- 0008668593	January 23, 2020	Not applicable	Appointed on the Board of Directors as a nominee of the promoter

1.4 List of top 10 holders of equity shares of the company as on June 30, 2024:

Sr. no	Name and category of shareholder	Total no. of equity shares	No of shares in demat form	Total shareholding as % of total no. of equity shares
1.	ICICI Bank Limited along with its nominees (Category- Promoter)	15,634	15,627	100

1.5 Details of the statutory auditor:

Name and address	Date of appointment	Remarks
Joint Statutory Auditors 1. Chaturvedi & Co. LLP (Firm Registration No. 302137E), Chartered Accountants 81, Mittal Chambers, 228, Nariman Point, Mumbai - 400021 2. N A Shah Associates LLP, (Firm Registration no. 116560W/ W100149) Chartered Accountants B-41-45, Paragon Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400013	Appointment for FY2022 October 12, 2021 (Appointed at the EGM held on November 17, 2021) Reappointment for FY2023 April 19, 2022 (Re-appointed at the AGM held on June 17, 2022) Reappointment for FY2024 April 12, 2023 (Re-appointed at the AGM held on June 19, 2023)	The Board at its meeting held on April 19, 2024, subject to approval of the Shareholders at the general meeting, has approved appointment of Chhajed & Doshi and V. Sankar Aiyer & Co. as new joint Statutory Auditors of the Company for the year ending March 31, 2025.

1.6 Details of the change in statutory auditors in last three financial years including any change in the current year:

Name, address	Date of appointment	Date of cessation (in case of resignation)	Remarks (viz. reasons for change etc)
B S R & Co. LLP, Chartered Accountants Lodha Excelus, 5th Floor, Apollo Mills Compound N.M. Joshi Marg, Mahalaxmi Mumbai - 400 011	April 1, 2017 (Appointed at the AGM held on June 12, 2017)	November 17, 2021	B S R & Co. LLP were appointed as the statutory auditors of the Company at the AGM held on June 12, 2017 to hold office till the conclusion of 29th AGM of the Company (for the audit of the accounts for year ending March 31, 2022). Pursuant to the issuance of guidelines dated April 27, 2021 by the Reserve Bank of India (RBI) for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) for Banks and NBFCs, B

			S R & Co. LLP (ICAI Firm Registration No. 101248W/W-100022) were not eligible to continue as statutory auditor of the Company beyond H1-2022. At the Extra Ordinary General Meeting of the Company held on November 17, 2021, B S R & Co, LLP retired as the Statutory Auditors of the Company.

1.7 List of top 10 debt securities holders (as on June 29, 2024):

Sr. No.	Name of holder	Category	Face value	Holding of debt securities as a % of total debt securities outstanding of the issuer
1	SBI Life Insurance Co. Limited	Insurance company	50,00,00,000.00	14.71
2	NPS Trust - A/C SBI Pension Fund Scheme - Central Govt.	Pension Fund	39,00,00,000.00	11.47
3	HDFC Life Insurance Company Limited	Insurance company	35,00,00,000.00	10.29
4	NPS Trust - A/C UTI Retirement Solutions Pension Fund Scheme - Central Govt.	Pension Fund	32,00,00,000.00	9.41
5	NPS Trust - A/C SBI Pension Fund Scheme - State Govt.	Pension Fund	30,80,00,000.00	9.06
6	NPS Trust - A/C UTI Retirement Solutions Pension Fund Scheme - State Govt.	Pension Fund	30,00,00,000.00	8.82
7	NPS Trust - A/C SBI Pension Fund Scheme - Corporate CG	Pension Fund	20,00,00,000.00	5.88
8	The Tata Power Consolidated Provident Fund	Provident Fund	16,00,00,000.00	4.71
9	HDFC Ergo General Insurance Company Limited	Insurance company	15,00,00,000.00	4.41
10	Hindustan Petroleum Corp Limited Provident Fund	Provident Fund	15,00,00,000.00	4.41

1.8 List of top 10 CP holders (as on June 29, 2024):

Sr. No.	Name of CP holder	Category of CP holder	Face value of CP holding	CP holding percentage as a percentage of total CP outstanding of the issuer
1	SBI Liquid Fund	Mutual Fund	4,00,00,00,000.00	28.07
2	SBI Savings Fund	Mutual Fund	3,00,00,00,000.00	21.05
3	SBI Magnum Ultra Short Duration Fund	Mutual Fund	2,00,00,00,000.00	14.04
4	LIC MF Liquid Fund	Mutual Fund	2,00,00,00,000.00	14.04
5	Mirae Asset Liquid Fund	Mutual Fund	1,00,00,00,000.00	7.02
6	Axis Mutual Fund Trustee Limited A/C Axis Mutual Fund A/C Axis Liquid Fund A/C	Mutual Fund	75,00,00,000.00	5.26
7	JM Financial Mutual Fund-JM Liquid Fund	Mutual Fund	50,00,00,000.00	3.51
8	Invesco India Liquid Fund	Mutual Fund	50,00,00,000.00	3.51
9	Bajaj Finserv Liquid Fund	Mutual Fund	25,00,00,000.00	1.75
10	Bajaj Finserv Money Market Fund	Mutual Fund	25,00,00,000.00	1.75

2. Material Information:

2.1. Details of all default/s and/or delay in payments of interest and principal of CPs, (including technical delay), debt securities, term loans, external commercial borrowings and other financial indebtedness including corporate guarantee issued in the past 5 financial years including in the current financial year. - None

2.2. Ongoing and/or outstanding material litigation and regulatory strictures, if any. – None

2.3. Any material event/ development having implications on the financials/ credit quality including any material regulatory proceedings against the Issuer/promoters, tax litigations resulting in material liabilities, corporate restructuring event which may affect the issue or the investor's decision to invest / continue to invest in the CP. – Nil

3. Details of borrowings of the company, as on the latest quarter end:

3.1. Details of debt securities and CPs:

a. Debt Securities: The details of debt securities outstanding as at June 29, 2024, are attached as Annexure 1.a.

b. Commercial Papers: The details of the commercial papers issued and outstanding as on June 29, 2024, are attached as Annexure 1.b.

3.2. Details of secured/ unsecured loan facilities/ bank fund-based facilities/ rest of the borrowing, if any, including hybrid debt like foreign currency convertible bonds (FCCB), optionally convertible debentures / preference shares from banks or financial institutions or financial creditors, as on June 29, 2024: The details are attached as Annexure 2.

3.3. The amount of corporate guarantee or letter of comfort issued by the issuer along with name of the counterparty (like name of the subsidiary, JV entity, group company, etc) on behalf of whom it has been issued, contingent liability including debt service reserve account (DSRA) guarantees/ any put option etc. - Nil.

4. Issue Information:

4.1. Details of current tranche including ISIN, amount, date of issue, maturity, all credit ratings including unaccepted ratings, date of rating, name of credit rating agency, its validity period (details of credit rating letter issued not older than one month on the date of opening of the issue), details of issuing and paying agent and other conditions, if any.: Details attached as Annexure 3.

4.2 CP borrowing limit, supporting board resolution for CP borrowing, details of CP issued during the last 15 months:

The Board of Directors of the Company has at its meeting held on July 14, 2023, approved issuance of commercial paper for a sum not exceeding ₹ 35,000 million (Rupees Thirty-Five Thousand million only), outstanding at any point of time subject to the guidelines issued by the Reserve Bank of India in this regard. The resolution passed by the Board is attached as Annexure 4.

The details of CP issued since June 1, 2019, are attached as Annexure 5.

4.3 End use of funds: The money raised by the issuance of commercial paper will be used by the Company to fund its securities positions.

4.4 Credit support/enhancement (if any): Not applicable.

(i) Details of instrument, amount, guarantor company – Not applicable

(ii) Copy of the executed guarantee– Not applicable

(iii) Net worth of the guarantor company– Not applicable

(iv) Names of companies to which guarantor has issued similar guarantee– Not applicable

(v) Extent of the guarantee offered by the guarantor company– Not applicable

(vi) Conditions under which the guarantee will be invoked– Not applicable

4.5 Where an issue is made by an issuer who has been in existence for less than three years, a disclosure that the issue is open for subscription only to Qualified Institutional Buyers – Not applicable

5 Financial Information:

5.1 Audited / Limited review half yearly consolidated (wherever available) and standalone financial information (Profit & Loss statement, Balance Sheet and Cash Flow statement) along with auditor qualifications, if any, for last three years along with latest available financial results. - Annual Reports for FY2021, FY2022 and FY2023 are attached as Annexure 6, 7 & 8.

5.2 Latest audited financials should not be older than six months from the date of application for listing.

Provided that listed issuers (who have already listed their specified securities and/or 'Non-convertible Debt Securities' (NCDs) and/or 'Non-Convertible Redeemable Preference Shares' (NCRPS)) who are in compliance with SEBI (Listing obligations and disclosure requirements) Regulations 2015 (hereinafter "SEBI LODR Regulations"), and/or issuers (who have outstanding listed Commercial Paper (CPs)) who are in compliance with Annexure II of CP Circular may file unaudited financials with limited review for the stub period in the current financial year, subject to making necessary disclosures in this regard including risk factors.

Financial results as on March 31, 2024, is attached as Annexure 9.

6 Asset Liability Management (ALM) Disclosures:

6.1 NBFCs seeking to list their CPs shall make disclosures as specified for NBFCs in SEBI Circular nos. CIR/IMD/DF/ 12 /2014, dated June 17, 2014 and CIR/IMD/DF/ 6 /2015, dated September 15, 2015, as revised from time to time. Further, "Total assets under management", under para 1.a. of Annexure I of CIR/IMD/DF/ 6 /2015, dated September 15, 2015 shall also include details of off balance sheet assets.

The company being a standalone primary dealer trades only in permissible money market products such as overnight Repo, Treps, RBI lendings, Call, Notice and Term. Hence, the requirements of above circulars are not applicable to the company.

7 Maturity pattern of certain items of assets and liabilities as at March 31, 2024:

	1 day to 30/31 day (one month)	Over one month to 2 months	Over 2 months upto 3 months	Over 3 months upto 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Assets									
Fixed Deposits Placed	-	-	-	-	-	-	-	-	0.00
Advances*	18,696.10	-	-	-	-	-	-	-	18,696.10
Investments	3,15,937.70	-	-	-	-	-	-	-	3,15,937.70
Liabilities									
Borrowings	2,91,847.00	15,096.10	9,238.10	-	-	1,400.00	1,000.00	1,000.00	3,19,581.20

*Loans and advances consists of repo lending and lending to RBI standing deposit facility

7.1 HFCs shall make disclosures as specified for NBFCs in SEBI Circular no. CIR/IMD/DF/ 6 /2015, dated September 15, 2015, as revised from time to time with appropriate modifications viz. retail housing loan, loan against property, wholesale loan - developer and others. – Not applicable

Annexure 1.a

Details of Non-Convertible Debentures constituting Tier II capital outstanding as at June 29, 2024

Series	ISIN	Tenor/ Period of maturity	Coupon	Amount issued (₹ Crores)	Date of allotment	Redemption date/Schedule	Credit rating	Secured/ Unsecured	Security	Other Details viz. Details of IPA, Details of CRA
1/2015-2016	INE849D08TU9	3,653 days	9.10% p.a.	95	29-04-2015	29-04-2025	AAA	Unsecured	Not applicable	CRISIL / CARE
1/2016-2017	INE849D08TV7	3,652 days	8.70% p.a.	45	28-04-2016	28-04-2026	AAA	Unsecured	Not applicable	CRISIL / CARE
1/2017-2018	INE849D08TW5	3,653 days	8.25% p.a.	50	25-04-2017	26-04-2027	AAA	Unsecured	Not applicable	CRISIL / CARE
1/2018-2019	INE849D08TX3	3,653 days	8.75% p.a.	50	11-05-2018	11-05-2028	AAA	Unsecured	Not applicable	CRISIL / CARE
1/2021-2022	INE849D08TY1	3,865 days	7.52% p.a.	100	07-09-2021	07-04-2032	AAA	Unsecured	Not applicable	CRISIL / CARE

Annexure 1.b

Details of commercial papers issued and outstanding as on June 29, 2024

Name of the CP holder	Category	Amount	%
SBI Liquid Fund	Mutual Fund	4,00,00,00,000.00	28.07
SBI Savings Fund	Mutual Fund	3,00,00,00,000.00	21.05
SBI Magnum Ultra Short Duration Fund	Mutual Fund	2,00,00,00,000.00	14.04
LIC MF Liquid Fund	Mutual Fund	2,00,00,00,000.00	14.04
Mirae Asset Liquid Fund	Mutual Fund	1,00,00,00,000.00	7.02
Axis Mutual Fund Trustee Limited A/C Axis Mutual Fund A/C Axis Liquid Fund A/C	Mutual Fund	75,00,00,000.00	5.26
JM Financial Mutual Fund-JM Liquid Fund	Mutual Fund	50,00,00,000.00	3.51
Invesco India Liquid Fund	Mutual Fund	50,00,00,000.00	3.51
Bajaj Finserv Liquid Fund	Mutual Fund	25,00,00,000.00	1.75
Bajaj Finserv Money Market Fund	Mutual Fund	25,00,00,000.00	1.75

Annexure 2

Details of secured/ unsecured loan facilities/ bank fund based facilities/ rest of the borrowing, if any, including hybrid debt like foreign currency convertible bonds (FCCB), optionally convertible debentures / preference shares from banks or financial institutions or financial creditors, as on June 29, 2024

Lender's name / Name of the Bank	Nature of facility/ instrument	Amount sanctioned	Principal Amount outstanding	Repayment date / schedule	Security, if applicable	Credit rating, if applicable	Asset classification
ICICI Bank Limited	Intraday Liquidity Facility	50,00,00,00,000.00	0.00	N.A	N.A	N.A	STANDARD
HDFC Bank Limited	Intraday Liquidity Facility	5,00,00,00,000.00	0.00	N.A	N.A	N.A	STANDARD
YES Bank Limited	Intraday Liquidity Facility	10,00,00,00,000.00	0.00	N.A	N.A	N.A	STANDARD
The Clearing Corporation of India Limited	TREPS Borrowings	7,20,00,000.00	7,20,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	25,00,00,000.00	25,00,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	25,00,00,000.00	25,00,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	25,00,00,000.00	25,00,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	25,00,00,000.00	25,00,00,000.00	01-07-2024	N.A	N.A	

The Clearing Corporation of India Limited	TREPS Borrowings	43,10,00,000.00	43,10,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	70,30,00,000.00	70,30,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	5,95,00,000.00	5,95,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	30,00,00,000.00	30,00,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	61,05,00,000.00	61,05,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	50,00,00,000.00	50,00,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	11,90,00,000.00	11,90,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	5,00,00,000.00	5,00,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	9,20,00,000.00	9,20,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	25,00,00,000.00	25,00,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	20,00,00,000.00	20,00,00,000.00	01-07-2024	N.A	N.A	

The Clearing Corporation of India Limited	TREPS Borrowings	2,35,00,00,000.00	2,35,00,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	1,99,90,00,000.00	1,99,90,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	24,50,00,000.00	24,50,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	20,00,00,000.00	20,00,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	1,90,00,000.00	1,90,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	90,90,00,000.00	90,90,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	50,00,000.00	50,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	2,26,20,00,000.00	2,26,20,00,000.00	01-07-2024	N.A	N.A	
The Clearing Corporation of India Limited	TREPS Borrowings	3,00,00,000.00	3,00,00,000.00	01-07-2024	N.A	N.A	
Latur District Central Co Op Bank Limited	NOTICE Borrowings	50,00,00,000.00	50,00,00,000.00	02-07-2024	N.A	N.A	
Prerana Co Operative Bank Limited	NOTICE Borrowings	5,00,00,000.00	5,00,00,000.00	01-07-2024	N.A	N.A	
GS Mahanagar Co-Op Bank Limited	NOTICE Borrowings	25,00,00,000.00	25,00,00,000.00	01-07-2024	N.A	N.A	
Kotak Mahindra Bank Limited	NOTICE Borrowings	1,50,00,00,000.00	1,50,00,00,000.00	01-07-2024	N.A	N.A	

Axis Bank Limited	NOTICE Borrowings	1,00,00,00,000.00	1,00,00,00,000.00	01-07-2024	N.A	N.A	
Axis Bank Limited	NOTICE Borrowings	3,00,00,00,000.00	3,00,00,00,000.00	01-07-2024	N.A	N.A	
The Pimpalgaon Merchants Co-Op Bank Limited	NOTICE Borrowings	5,00,00,000.00	5,00,00,000.00	01-07-2024	N.A	N.A	
Utkarsh Small Finance Bank Limited	NOTICE Borrowings	75,00,00,000.00	75,00,00,000.00	01-07-2024	N.A	N.A	
Sharad Sahakari Bank Ltd., Manchar	NOTICE Borrowings	15,00,00,000.00	15,00,00,000.00	01-07-2024	N.A	N.A	
Janaseva Sahakari Bank (Borivali) Limited	NOTICE Borrowings	12,25,00,000.00	12,25,00,000.00	01-07-2024	N.A	N.A	
Sharad Sahakari Bank Limited., Manchar	NOTICE Borrowings	5,00,00,000.00	5,00,00,000.00	01-07-2024	N.A	N.A	
Pavana Sahakari Bank Limited	NOTICE Borrowings	3,00,00,000.00	3,00,00,000.00	01-07-2024	N.A	N.A	
The Baramati Sahakari Bank Limited	NOTICE Borrowings	15,00,00,000.00	15,00,00,000.00	01-07-2024	N.A	N.A	
ICICI Bank Limited	NOTICE Borrowings	3,00,00,00,000.00	3,00,00,00,000.00	01-07-2024	N.A	N.A	
Vidarbha Merchants Urban Co-Operative Bank Limited	NOTICE Borrowings	4,80,00,000.00	4,80,00,000.00	01-07-2024	N.A	N.A	
Shikshak Sahakari Bank Limited	NOTICE Borrowings	3,00,00,000.00	3,00,00,000.00	01-07-2024	N.A	N.A	
The Akola Janata Commercial Co-Operative Bank Limited	NOTICE Borrowings	5,00,00,000.00	5,00,00,000.00	01-07-2024	N.A	N.A	
HDFC Bank Ltd	NOTICE Borrowings	5,00,00,00,000.00	5,00,00,00,000.00	01-07-2024	N.A	N.A	
Sangli Urban Co-Operative Bank Limited	NOTICE Borrowings	4,50,00,000.00	4,50,00,000.00	01-07-2024	N.A	N.A	

GP Parsik Sahakari Bank Limited	NOTICE Borrowings	20,00,00,000.00	20,00,00,000.00	01-07-2024	N.A	N.A	
The Federal Bank Limited	NOTICE Borrowings	1,00,00,00,000.00	1,00,00,00,000.00	01-07-2024	N.A	N.A	
Bank of India	NOTICE Borrowings	1,50,00,00,000.00	1,50,00,00,000.00	01-07-2024	N.A	N.A	
The Rajasthan State Co-Operative Bank Limited	NOTICE Borrowings	50,00,00,000.00	50,00,00,000.00	01-07-2024	N.A	N.A	
The Karnataka State Co-Operative Apex Bank Limited	NOTICE Borrowings	1,25,00,00,000.00	1,25,00,00,000.00	01-07-2024	N.A	N.A	
The Federal Bank Limited	NOTICE Borrowings	1,00,00,00,000.00	1,00,00,00,000.00	01-07-2024	N.A	N.A	
The Vishweshwar Sahakari Bank Limited., Pune	NOTICE Borrowings	4,00,00,000.00	4,00,00,000.00	01-07-2024	N.A	N.A	
The Karnataka State Co-Operative Apex Bank Limited	NOTICE Borrowings	50,00,00,000.00	50,00,00,000.00	01-07-2024	N.A	N.A	
Punjab National Bank	NOTICE Borrowings	1,00,00,00,000.00	1,00,00,00,000.00	01-07-2024	N.A	N.A	
ICICI Bank Limited	NOTICE Borrowings	2,01,00,00,000.00	2,01,00,00,000.00	01-07-2024	N.A	N.A	
The Odisha State Co-Operative Bank Limited	TERM Borrowing	2,75,00,00,000.00	2,75,00,00,000.00	05-07-2024	N.A	N.A	
M. P. Rajya Sahakari Bank Maryadit	TERM Borrowing	40,00,00,000.00	40,00,00,000.00	05-07-2024	N.A	N.A	
The Municipal Co-Op Bank Limited Mumbai	TERM Borrowing	16,00,00,000.00	16,00,00,000.00	05-07-2024	N.A	N.A	
M. P. Rajya Sahakari Bank Maryadit	TERM Borrowing	60,00,00,000.00	60,00,00,000.00	08-07-2024	N.A	N.A	
The Municipal Co-Op Bank Limited Mumbai	TERM Borrowing	21,00,00,000.00	21,00,00,000.00	08-07-2024	N.A	N.A	

Jamia Co-Operative Bank Limited	TERM Borrowing	1,00,00,000.00	1,00,00,000.00	08-07-2024	N.A	N.A	
Jamia Co-Operative Bank Limited	TERM Borrowing	1,00,00,000.00	1,00,00,000.00	09-08-2024	N.A	N.A	
Esaf Small Finance Bank Ltd	TERM Borrowing	25,00,00,000.00	25,00,00,000.00	12-08-2024	N.A	N.A	
Jamia Co-Operative Bank Limited	TERM Borrowing	1,00,00,000.00	1,00,00,000.00	12-08-2024	N.A	N.A	
Vidarbha Merchants Urban Co-Operative Bank Limited	TERM Borrowing	2,00,00,000.00	2,00,00,000.00	12-08-2024	N.A	N.A	
Jamia Co-Operative Bank Limited	TERM Borrowing	1,00,00,000.00	1,00,00,000.00	19-08-2024	N.A	N.A	
Jamia Co-Operative Bank Limited	TERM Borrowing	1,00,00,000.00	1,00,00,000.00	26-08-2024	N.A	N.A	
Jamia Co-Operative Bank Limited	TERM Borrowing	1,00,00,000.00	1,00,00,000.00	02-09-2024	N.A	N.A	
Jamia Co-Operative Bank Limited	TERM Borrowing	1,00,00,000.00	1,00,00,000.00	09-09-2024	N.A	N.A	
Jamia Co-Operative Bank Limited	TERM Borrowing	1,00,00,000.00	1,00,00,000.00	29-07-2024	N.A	N.A	
Suryoday Small Finance Bank Limited	TERM Borrowing	25,00,00,000.00	25,00,00,000.00	15-07-2024	N.A	N.A	
Zoroastrian Co-Operative Bank Limited	TERM Borrowing	20,00,00,000.00	20,00,00,000.00	26-09-2024	N.A	N.A	
Zoroastrian Co-Operative Bank Limited	TERM Borrowing	5,00,00,000.00	5,00,00,000.00	26-09-2024	N.A	N.A	
Gujarat State Financial Services Limited	ICD Borrowing	20,00,00,000.00	20,00,00,000.00	05-07-2024	N.A	N.A	
Gujarat State Financial Services Limited	ICD Borrowing	20,00,00,000.00	20,00,00,000.00	08-07-2024	N.A	N.A	
Gujarat State Financial Services Limited	ICD Borrowing	24,25,00,000.00	24,25,00,000.00	15-07-2024	N.A	N.A	

Gujarat State Financial Services Limited	ICD Borrowing	22,00,00,000.00	22,00,00,000.00	20-08-2024	N.A	N.A	
Gujarat State Financial Services Limited	ICD Borrowing	25,00,00,000.00	25,00,00,000.00	02-09-2024	N.A	N.A	
Central Coalfields Limited	ICD Borrowing	2,08,00,000.00	2,08,00,000.00	02-07-2024	N.A	N.A	
Gujarat State Financial Services Limited	ICD Borrowing	11,00,00,000.00	11,00,00,000.00	12-09-2024	N.A	N.A	
Gujarat State Financial Services Limited	ICD Borrowing	25,00,00,000.00	25,00,00,000.00	13-09-2024	N.A	N.A	
Mahanadi Coalfields Limited	ICD Borrowing	1,35,00,00,000.00	1,35,00,00,000.00	19-07-2024	N.A	N.A	
Bharat Coking Coal Limited	ICD Borrowing	50,00,00,000.00	50,00,00,000.00	01-07-2024	N.A	N.A	
Gujarat State Financial Services Limited	ICD Borrowing	25,00,00,000.00	25,00,00,000.00	24-09-2024	N.A	N.A	
Gujarat State Financial Services Limited	ICD Borrowing	20,00,00,000.00	20,00,00,000.00	26-09-2024	N.A	N.A	
The Reserve Bank of India	Refinance Borrowing	9,73,70,00,000.00	9,73,70,00,000.00	23-07-2024	N.A	N.A	
The Reserve Bank of India	Refinance Borrowing	9,67,83,00,000.00	9,67,83,00,000.00	13-08-2024	N.A	N.A	
The Reserve Bank of India	Refinance Borrowing	7,02,97,00,000.00	7,02,97,00,000.00	26-09-2024	N.A	N.A	

TIER II and Commercial Papers

Lender's name / Name of the Bank	Nature of facility/ instrument	Amount sanctioned	Principal Amount outstanding	Repayment date / schedule	Security, if applicable	Credit rating, if applicable	Asset classification
HDFC Life Insurance Company Limited	Non-Convertible Debentures	25,00,00,000.00	25,00,00,000.00	29-04-2025		CRISIL / CARE - AAA	
HDFC Ergo General Insurance Company Limited	Non-Convertible Debentures	10,00,00,000.00	10,00,00,000.00	29-04-2025		CRISIL / CARE - AAA	
Star Health And Allied Insurance Co. Limited	Non-Convertible Debentures	3,00,00,000.00	3,00,00,000.00	29-04-2025		CRISIL / CARE - AAA	
NPS Trust- A/C SBI Pension Fund Scheme - Central Govt	Non-Convertible Debentures	19,00,00,000.00	19,00,00,000.00	29-04-2025		CRISIL / CARE - AAA	
NPS Trust- A/C SBI Pension Fund Scheme C - Tier I	Non-Convertible Debentures	1,90,00,000.00	1,90,00,000.00	29-04-2025		CRISIL / CARE - AAA	
NPS Trust- A/C SBI Pension Fund Scheme - State Govt	Non-Convertible Debentures	10,80,00,000.00	10,80,00,000.00	29-04-2025		CRISIL / CARE - AAA	
NPS Trust- A/C SBI Pension Fund Scheme C - Tier Ii	Non-Convertible Debentures	20,00,000.00	20,00,000.00	29-04-2025		CRISIL / CARE - AAA	
NPS Trust A/C - SBI Pension Funds Private Limited -NPS Lite Scheme - Govt. Pattern	Non-Convertible Debentures	4,00,00,000.00	4,00,00,000.00	29-04-2025		CRISIL / CARE - AAA	
NPS Trust - A/C SBI Pension Fund Scheme - Corporate Cg	Non-Convertible Debentures	10,00,00,000.00	10,00,00,000.00	29-04-2025		CRISIL / CARE - AAA	

Genpact India Employees Provident Fund Trust	Non-Convertible Debentures	8,00,00,000.00	8,00,00,000.00	29-04-2025		CRISIL / CARE - AAA	
Genpact Mobility Services Employees Providentfund Trust	Non-Convertible Debentures	10,00,000.00	10,00,000.00	29-04-2025		CRISIL / CARE - AAA	
National Insurance Co Limited Employees Providentfund	Non-Convertible Debentures	3,00,00,000.00	3,00,00,000.00	29-04-2025		CRISIL / CARE - AAA	
HDFC Life Insurance Company Limited	Non-Convertible Debentures	10,00,00,000.00	10,00,00,000.00	28-04-2026		CRISIL / CARE - AAA	
HDFC Ergo General Insurance Company Limited	Non-Convertible Debentures	5,00,00,000.00	5,00,00,000.00	28-04-2026		CRISIL / CARE - AAA	
NPS Trust- A/C UTI Retirement Solutions Pension Fund Scheme - Central Govt	Non-Convertible Debentures	10,00,00,000.00	10,00,00,000.00	28-04-2026		CRISIL / CARE - AAA	
NPS Trust- A/C UTI Retirement Solutions Pension Fund Scheme - State Govt	Non-Convertible Debentures	15,00,00,000.00	15,00,00,000.00	28-04-2026		CRISIL / CARE - AAA	
Hindustan Petroleum Corporation Limited Provident Fund	Non-Convertible Debentures	5,00,00,000.00	5,00,00,000.00	28-04-2026		CRISIL / CARE - AAA	
Star Health and Allied Insurance Co. Limited	Non-Convertible Debentures	5,00,00,000.00	5,00,00,000.00	26-04-2027		CRISIL / CARE - AAA	
NPS Trust- A/C Uti Retirement Solutions Pension Fund Scheme - Central Govt	Non-Convertible Debentures	22,00,00,000.00	22,00,00,000.00	26-04-2027		CRISIL / CARE - AAA	

NPS Trust- A/C UTI Retirement Solutions Pension Fund Scheme - State Govt	Non-Convertible Debentures	15,00,00,000.00	15,00,00,000.00	26-04-2027		CRISIL / CARE - AAA	
NPS Trust - A/C UTI Retirement Solutions Ltd Scheme - Atal Pension Yojana (Apy)	Non-Convertible Debentures	3,00,00,000.00	3,00,00,000.00	26-04-2027		CRISIL / CARE - AAA	
Indian Provident Fund Of Bharat Petroleum Corporation Limited	Non-Convertible Debentures	5,00,00,000.00	5,00,00,000.00	26-04-2027		CRISIL / CARE - AAA	
NPS Trust- A/C SBI Pension Fund Scheme - Central Govt	Non-Convertible Debentures	20,00,00,000.00	20,00,00,000.00	11-05-2028		CRISIL / CARE - AAA	
NPS Trust- A/C SBI Pension Fund Scheme - State Govt	Non-Convertible Debentures	20,00,00,000.00	20,00,00,000.00	11-05-2028		CRISIL / CARE - AAA	
NPS Trust - A/C SBI Pension Fund Scheme - Corporate Cg	Non-Convertible Debentures	10,00,00,000.00	10,00,00,000.00	11-05-2028		CRISIL / CARE - AAA	
Navi Finserv Private Limited	Non-Convertible Debentures	1,00,00,00,000.00	1,00,00,00,000.00	07-04-2032		CRISIL / CARE - AAA	
Mirae Asset Mutual Fund	Commercial Paper	50,00,00,000.00	50,00,00,000.00	14-08-2024		CRISIL / ICRA - A1+	
Axis Mutual Fund	Commercial Paper	75,00,00,000.00	75,00,00,000.00	14-08-2024		CRISIL / ICRA - A1+	
LIC Mutual Fund	Commercial Paper	1,00,00,00,000.00	1,00,00,00,000.00	14-08-2024		CRISIL / ICRA - A1+	
Bajaj Finserv Mutual Fund	Commercial Paper	25,00,00,000.00	25,00,00,000.00	14-08-2024		CRISIL / ICRA - A1+	

Mirae Asset Mutual Fund	Commercial Paper	50,00,00,000.00	50,00,00,000.00	14-08-2024		CRISIL / ICRA - A1+	
LIC Mutual Fund	Commercial Paper	1,00,00,00,000.00	1,00,00,00,000.00	14-08-2024		CRISIL / ICRA - A1+	
SBI Mutual Fund - SBI Savings Fund	Commercial Paper	1,00,00,00,000.00	1,00,00,00,000.00	10-12-2024		CRISIL / ICRA - A1+	
SBI Mutual Fund - SBI Savings Fund	Commercial Paper	2,00,00,00,000.00	2,00,00,00,000.00	10-12-2024		CRISIL / ICRA - A1+	
SBI Mutual Fund - SBI Magnum Ultra Short Duration Fund	Commercial Paper	2,00,00,00,000.00	2,00,00,00,000.00	10-12-2024		CRISIL / ICRA - A1+	
SBI Mutual Fund - SBI Liquid Fund	Commercial Paper	2,00,00,00,000.00	2,00,00,00,000.00	17-09-2024		CRISIL / ICRA - A1+	
SBI Mutual Fund - SBI Liquid Fund	Commercial Paper	2,00,00,00,000.00	2,00,00,00,000.00	17-09-2024		CRISIL / ICRA - A1+	
JM Financial Mutual Fund - JM Liquid Fund	Commercial Paper	50,00,00,000.00	50,00,00,000.00	17-09-2024		CRISIL / ICRA - A1+	
Invesco India Liquid Fund	Commercial Paper	50,00,00,000.00	50,00,00,000.00	17-09-2024		CRISIL / ICRA - A1+	
Bajaj Finserv Liquid Fund	Commercial Paper	25,00,00,000.00	25,00,00,000.00	17-09-2024		CRISIL / ICRA - A1+	

Annexure 3

Details of current tranche including ISIN, amount, date of issue, maturity, all credit ratings including unaccepted ratings, date of rating, name of credit rating agency, its validity period (details of credit rating letter issued not older than one month on the date of opening of the issue), details of issuing and paying agent and other conditions, if any

ISIN	Amount (₹ crore)	Date Of Issue	Maturity date	CRA	Date of rating	Current credit rating	Validity period of rating	IPA
INE849D14HQ0	500	10-Jul-24	07-Oct-24	CRISIL	05-06-2024	A1+	60 Calendar Days from the date of Letter	ICICI BANK LTD
				ICRA	05-06-2024		3 Months from the date of Letter	

ICICI Securities
Primary Dealership Limited

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF ICICI SECURITIES PRIMARY DEALERSHIP LIMITED HELD ON JULY 14, 2023

RESOLVED THAT in partial modification of the earlier resolution passed by the Board in this regard, the approval of the Board of Directors of the Company be and is hereby granted to the Company to borrow money by issuing Commercial Paper for a sum not exceeding ₹ 35,000 million (Rupees Thirty Five Thousand million only), outstanding at any point of time subject to the guidelines issued by the Reserve Bank of India in this regard and after fulfilling stipulated formalities.

RESOLVED FURTHER THAT the Company be and is hereby authorised to rollover/ buyback the Commercial Paper in future as and when required after the due dates depending upon the market rates for Commercial Papers and also subject to the guidelines issued by the Reserve Bank of India from time to time.

RESOLVED FURTHER THAT that the following officials of the Company:

Mr. Shailendra Jhingan, Managing Director & CEO
Mr. Naveen Kumar Singh, Executive Vice President – Fixed Income
Mr. Jatinder Papneja, SVP & Chief Financial Officer
Mr. Amod Lad, SVP & Head - Compliance
Mr. Yatin Vinekar, Senior Vice President - Fixed Income
Ms. Riya Sawant, Company Secretary

be and are hereby severally authorised to decide the amount and terms of issue and to take necessary actions in connection with the issue and rollover of the Commercial Paper, for a value not exceeding ₹ 35,000 million outstanding at any point of time.

Certified to be true
For ICICI Securities Primary Dealership Limited

Riya Sawant
Company Secretary

Place: Mumbai
Date: July 24, 2023

ICICI Securities Primary Dealership Limited
501-B, First International Financial Centre,
Plot No. C – 54 & 55, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai 400 098,
Maharashtra, India

GST No. : 27AAACI0995H1ZG
CIN : U72900MH1993PLC131900

Tel : (91 22) 6637 7100
Website : www.icicisecuritiespd.com
Email id : info@isecpd.com

Annexure 5

Details of CP issued since July 1, 2019

ISIN	Issue date	Amount (₹ Crores)	Maturity date	Amount outstanding (₹ Crores)	IPA	CRA	Rating	Rated amount (₹ Crores)
INE849D14GA6	18-07-2019	175	16-09-2019	0	IDBI Bank Ltd	CRISIL & ICRA	A1+	1,500
INE849D14GB4	22-07-2019	400	20-09-2019	0	IDBI Bank Ltd	CRISIL & ICRA	A1+	1,500
INE849D14GC2	08-08-2019	200	25-10-2019	0	IDBI Bank Ltd	CRISIL & ICRA	A1+	1,500
INE849D14GC2	09-08-2019	200	25-10-2019	0	IDBI Bank Ltd	CRISIL & ICRA	A1+	1,500
INE849D14GD0	04-09-2019	200	31-10-2019	0	IDBI Bank Ltd	CRISIL & ICRA	A1+	1,500
INE849D14GE8	16-09-2019	325	21-10-2019	0	IDBI Bank Ltd	CRISIL & ICRA	A1+	1,500
INE849D14GF5	19-09-2019	175	18-11-2019	0	IDBI Bank Ltd	CRISIL & ICRA	A1+	1,500
INE849D14GG3	20-09-2019	400	19-11-2019	0	IDBI Bank Ltd	CRISIL & ICRA	A1+	1,500
INE849D14GH1	22-10-2019	325	20-12-2019	0	IDBI Bank Ltd	CRISIL & ICRA	A1+	1,500
INE849D14GI9	26-11-2019	200	31-01-2020	0	IDBI Bank Ltd	CRISIL & ICRA	A1+	1,500
INE849D14GI9	28-11-2019	300	31-01-2020	0	IDBI Bank Ltd	CRISIL & ICRA	A1+	1,500
INE849D14GJ7	09-12-2019	200	07-02-2020	0	IDBI Bank Ltd	CRISIL & ICRA	A1+	1,500
INE849D14GK5	07-02-2020	300	27-04-2020	0	IDBI Bank Ltd	CRISIL & ICRA	A1+	1,500
INE849D14GL3	12-02-2020	400	20-04-2020	0	IDBI Bank Ltd	CRISIL & ICRA	A1+	1,500
INE849D14GM1	17-02-2020	400	17-04-2020	0	IDBI Bank Ltd	CRISIL & ICRA	A1+	1,500
INE849D14GN9	24-02-2020	400	06-05-2020	0	IDBI Bank Ltd	CRISIL & ICRA	A1+	1,500
INE849D14GO7	20-04-2020	700	19-06-2020	0	IDBI Bank Ltd	CRISIL & ICRA	A1+	1,500

INE849D14GP4	03-03-2021	200	28-04-2021	0	ICICI BANK LTD	CRISIL & ICRA	A1+	1,500
INE849D14GQ2	15-03-2021	500	10-05-2021	0	ICICI BANK LTD	CRISIL & ICRA	A1+	1,500
INE849D14GR0	29-04-2021	500	25-06-2021	0	ICICI BANK LTD	CRISIL & ICRA	A1+	1,500
INE849D14GS8	04-05-2021	425	30-07-2021	0	ICICI BANK LTD	CRISIL & ICRA	A1+	1,500
INE849D14GT6	28-07-2021	670	28-09-2021	0	ICICI BANK LTD	CRISIL & ICRA	A1+	1,500
INE849D14GU4	23-11-2021	500	23-12-2021	0	ICICI BANK LTD	CRISIL & ICRA	A1+	1,500
INE849D14GV2	27-01-2022	500	07-04-2022	0	ICICI BANK LTD	CRISIL & ICRA	A1+	1,500
INE849D14GW0	08-02-2022	500	12-04-2022	0	ICICI BANK LTD	CRISIL & ICRA	A1+	1,500
INE849D14GX8	13-06-2022	200	12-08-2022	0	ICICI BANK LTD	CRISIL & ICRA	A1+	1,500
INE849D14GY6	11-07-2022	300	30-08-2022	0	ICICI BANK LTD	CRISIL & ICRA	A1+	1,500
INE849D14GZ3	19-09-2022	500	16-12-2022	0	ICICI BANK LTD	CRISIL & ICRA	A1+	1,500
INE849D14HA4	17-01-2023	325	13-04-2023	0	ICICI BANK LTD	CRISIL & ICRA	A1+	1,500
INE849D14HB2	13-04-2023	500	20-06-2023	0	ICICI BANK LTD	CRISIL & ICRA	A1+	1,500
INE849D14HC0	24-04-2023	450	21-07-2023	0	ICICI BANK LTD	CRISIL & ICRA	A1+	2,000
INE849D14HD8	24-04-2023	500	24-07-2023	0	ICICI BANK LTD	CRISIL & ICRA	A1+	2,000
INE849D14HE6	02-06-2023	500	01-09-2023	0	ICICI BANK LTD	CRISIL & ICRA	A1+	2,000
INE849D14HF3	23-06-2023	550	21-09-2023	0	ICICI BANK LTD	CRISIL & ICRA	A1+	2,500
INE849D14HG1	28-07-2023	400	23-10-2023	0	ICICI BANK LTD	CRISIL & ICRA	A1+	2,500
INE849D14HH9	28-07-2023	400	26-10-2023	0	ICICI BANK LTD	CRISIL & ICRA	A1+	2,500
INE849D14HI7	10-08-2023	325	09-11-2023	0	ICICI BANK LTD	CRISIL & ICRA	A1+	2,500

INE849D14HJ5	09-10-2023	625	20-12-2023	0	ICICI BANK LTD	CRISIL & ICRA	A1+	2,500
INE849D14HK3	15-12-2023	300	15-03-2024	0	ICICI BANK LTD	CRISIL & ICRA	A1+	2,500
INE849D14HL1	12-03-2024	250	13-05-2024	0	ICICI BANK LTD	CRISIL & ICRA	A1+	2,500
INE849D14HM9	15-04-2024	900	24-06-2024	900	ICICI BANK LTD	CRISIL & ICRA	A1+	2,500
INE849D14HN7	15-05-2024	400	14-08-2024	400	ICICI BANK LTD	CRISIL & ICRA	A1+	2,500
INE849D14HO5	12-06-2024	500	10-12-2024	500	ICICI BANK LTD	CRISIL & ICRA	A1+	2,500
INE849D14HP2	18-06-2024	525	17-09-2024	525	ICICI BANK LTD	CRISIL & ICRA	A1+	2,500

ICICI Securities
Primary Dealership Limited

ICICI SECURITIES PRIMARY DEALERSHIP LIMITED

28TH ANNUAL REPORT AND ACCOUNTS 2020-2021

Directors
B. Prasanna, Chairman
Ashvin Parekh
Dilip Karnik
Radhakrishnan Nair
Anubhuti Sanghai
Shailendra Jhingan, Managing Director & CEO

Auditors
B S R & Co. LLP
Chartered Accountants

Prachiti D. Lalingkar
Company Secretary

Registered Office
ICICI Centre
H. T. Parekh Marg
Churchgate
Mumbai - 400 020

directors' report

to the members,

Your Directors have pleasure in presenting the Twenty Eighth Annual Report of ICICI Securities Primary Dealership Limited (the Company) along with the audited financial statement of accounts for the year ended March 31, 2021.

INDUSTRY OVERVIEW

Fiscal 2021 was marked by the Covid-19 pandemic and related disruptions. India began the year in the midst of a country-wide lockdown, which had been imposed on March 25, 2020. The lockdown was one of the most stringent in the world, as per a stringency index developed by the Oxford University. The lockdown and resultant disruptions impacted economic activity.

While India's economic growth had moderated for prior to fiscal 2021, the negative growth in gross domestic product (GDP) in FY2021 was mainly attributable to the pandemic and the resultant lockdown. GDP contracted by 24% year-over-year in the April-June quarter, the steepest contraction on record, as per quarterly data available since 1996. Economic activity was virtually at a standstill in April 2020.

Gradually, the restrictions were relaxed and the government announced an ambitious 'Atmanirbhar' (or 'self-reliant') programme in May 2020 to aid economic growth. The headline 'stimulus' provided under the package was pegged at over ₹ 20 trillion, of which, more than ₹ 8 trillion was in the form of liquidity support by the Reserve Bank of India (RBI). A large part of the proposed stimulus was either in the form of credit (such as collateral-free automatic loans to small and medium businesses) or in the form an investment fund (such as ₹ 1 trillion for an agricultural infrastructure fund).

Economic activity picked up gradually to near normal levels by October 2020, led by the manufacturing sector. The Union government had also prohibited states from imposing arbitrary restrictions under 'Unlock 4' beginning in early September 2020. This reduced uncertainty and aided economic recovery. India's GDP re-entered the positive growth territory in the third quarter of fiscal 2021. Fiscal 2021 full year (real) GDP is expected to have contracted 8%, as per the second advance estimates released by the Central Statistics Office in end-February 2021. Excluding the impact of net indirect taxes and subsidies, another measure of India's output – gross value added (GVA) – is expected to register a slightly lower contraction of 6.5% in FY2021.

Both manufacturing and services GVA are set to have fallen by 8.4% year over year (YoY) in FY2021, as per official estimates. Within services, the 'trade, hotels, transport and communication' segment has been the worst hit with a decrease of 17% YoY in fiscal 2021. On the other hand, agriculture fared relatively with 3% YoY growth as lockdown restrictions did not limit any on-farm activity. On the expenditure-side of GDP, private consumption reduced by 9% and investment spending reduced by 13% during the year. Net exports improved as a driver of GDP growth, as decline in imports outpaced the slowdown in exports.

Headline consumer price (CPI) inflation trended largely higher in the first half of financial year 2021, rising from 5.8% in March-2020 to a six-and-half year high of 7.6% in October 2020. Inflation remained above RBI's upper target band of 6% for eight consecutive months from April to November 2020, with the inflation reading for April 2020 and May 2020 being imputed from incomplete data. The surge in inflation during lockdown months suggests that supply disruptions had a greater impact on inflation compared to demand suppression due to the pandemic, even as tax hikes on auto fuels and intoxicants were big drivers.

Headline inflation has eased since November 2020 and stood at 5.0% in February 2021, within RBI's tolerance band. Inflation averaged 6.2% in FY2021 (till February), higher than FY2020's average of 4.8%.

Core inflation, i.e. CPI excluding food and fuel prices, continued to rise, leading to the Monetary Policy Committee (MPC) members recording their discomfort in the latest available minutes of their February 2021 meeting. Core CPI inflation has risen steadily from 3.9% YoY in March 2020 to 6.0% in February 2021. Other indicators also suggest building up of price pressures. Wholesale Price Index (WPI) inflation has steadily risen from deflation territory in April-July 2020 to a two year-high of 4.2% in February 2021. Similarly, WPI manufactured items inflation has also risen consistently in FY2021 and was 5.8% YoY in February 2021, highest in the data series since 2013. PMI surveys of February also showed that producers were facing increased input price pressures.

RBI in FY2021 has had to contend with two conflicting objectives – managing rising inflation against pandemic-induced growth disruption. Given the impact on economic growth, RBI prioritized supporting growth. RBI had cut interest rates five times between February and October 2019. Thereafter, as economic outlook deteriorated amid emerging Covid-related concerns, RBI again undertook easing measures in February and March 2020. MPC cut the repo rate by 75 basis points (bps) and the reverse repo by 90 bps on March 27, 2020. Further interest rate cuts were effected in April and May 2020. Thus, the repo rate was reduced by a cumulative 115 bps from 5.15% in February 2020 to 4.00% by May 2020, where it has remained flat since then. The reverse repo rate, which is now the effective policy rate, has been reduced by 155 bps over the same time period to 3.35%.

Besides interest rate cuts, RBI also effected easing through unconventional tools. RBI had already introduced 3-year long-term repo operations (LTRO) in February 2020. Thereafter, RBI also conducted sector-specific targeted LTRO (TLTROs) in March-April 2020 which provided around ₹ 1 trillion of liquidity. The aim of TLTROs was to encourage banks to buy investment-grade bonds of the specific sectors. Subsequently, TLTRO 2.0 was introduced to provide relief to the small and mid-sized corporates, including NBFCs and micro finance institutions (MFIs). However, the demand for TLTRO 2.0 was 'lukewarm', as RBI itself noted in its March 2021 bulletin.

The RBI introduced various other liquidity support programmes during the lockdown to ease the stress in financial markets. For example, a special liquidity facility for mutual funds (SLF-MF) of ₹ 500 billion was introduced in April 2020, to ease any possible redemption pressure on mutual funds, in the wake of closure of some debt mutual funds.

Meanwhile, RBI stepped up its asset purchases in FY2021, evidently with an eye on capping the bond yields and supporting the increased borrowing requirement of the government due to the economic shock. Gross purchases of dated securities including Government Securities and state development loans by RBI under the open market operations (OMOs) amounted to ₹ 3.8 trillion in FY2021, far higher than ₹ 1.0 trillion worth of buying in Government Securities in FY2020. OMOs in FY2021 included 'twist' operations (i.e. simultaneous purchase of longer tenure bonds and sale of shorter tenure bonds or bills), purchases of state government debt and intervention in the secondary market.

On the fiscal front, revenues of both the Centre and state governments were hit due to pandemic-related disruptions. However, the Union government tried to offset the impact by hiking taxes on petrol and diesel. Tax revenues recovered in the second half of year with a record high gross goods and services tax (GST) revenue of ₹ 1.24 trillion in March 2021 rose to a record high of ₹ 1.24 trillion. Nevertheless, the fiscal situation has deteriorated in FY2021. After having already invoked the escape clause in the Fiscal Responsibility and Budget Management (FRBM) Act in February 2020, the Government effectively suspended the FRBM targets in the Budget presented in February 2021. The Centre pegged its fiscal deficit for FY2021 at 9.5% of GDP (Revised estimate, RE), up from the initial budget estimate of 3.5%. A part of the increase in deficit was due to more transparent provisioning of outstanding food subsidy dues to the Food Corporation of India (FCI). Meanwhile, state finances were impacted by shortfall in their GST collections. The Centre has partially filled the gap by providing ₹ 1.1 trillion to states through 'back-to-back' loans. The states have pegged fiscal deficit for FY2021 at around 4.1% of GDP, as per RE, versus budget estimate of 2.8%. Budget estimates for FY2022 peg fiscal deficit at 6.8% and around 3.3% for Centre and states respectively.

On the global front as well, FY2021 was a year dominated by the Covid-19 pandemic and resultant lockdowns. Consequently, central banks and governments across the world supported the economy by way of monetary and fiscal stimulus. The US

Federal Reserve has maintained the fed funds rate target at 0-0.25% since March 2020 and has indicated that it is prepared to look through possible rise in inflation and is in no hurry to raise interest rates, in addition to indulging in unprecedented large scale asset purchases to support the government borrowing program and market liquidity. Meanwhile, the US government has already provided cash transfers to American households, while seeking to further raise government spending.

Meanwhile, global trade was adversely affected due to the pandemic. Global trade volumes fell, compared to the corresponding month last year, in each of the months from April to October 2020, as per the CPB World Trade Monitor. However, trade has recovered in recent months and global trade volume in January 2021 was 6% higher than January 2020. India witnessed an improvement in the trade balance and the current account balance in FY2021 as imports fell faster than exports, helped by lower international crude prices. As per available data, current account recorded a surplus of 1.7% of GDP in April-December of FY2021 compared to a deficit of 1.2% in the corresponding period previous year, and 0.9% deficit for the full year FY2020. Meanwhile, Balance of Payments posted a surplus of US$ 83.9 billion in April-December 2020 versus a surplus of US$ 59.5 billion in FY2020.

FINANCIAL HIGHLIGHTS

The financial performance for fiscal 2021 is summarised in the following table:

(₹ in million)

	Fiscal 2020	**Fiscal 2021**
Gross income	*13,915.0*	**13,853.2**
Profit before tax	*4,376.6*	**7,606.6**
Tax	*1,041.8*	**1,925.4**
Profit for the period	*3,334.8*	**5,681.2**
Other Comprehensive Income, net of tax	*(20.3)*	**22.5**
Total Comprehensive Income	*3,314.5*	**5,703.7**

Appropriations

Total Comprehensive Income for fiscal 2021 is ₹ 5,703.7 million. The retained earnings available for appropriation are ₹ 7,945.3 million, taking into account the balance of ₹ 2,241.6 million brought forward from the previous year.

As per RBI guidelines, standalone primary dealers are permitted to have dividend pay-out ratio of up to 50% provided the capital to risk-weighted assets ratio during all the four quarters of the year is at 20% or above. In view of the significant profits earned by the Company and the comfortable capital adequacy ratio, the Company had requested RBI to permit a higher dividend pay-out ratio. RBI has approved a dividend pay-out ratio of 60% for FY2021. During FY2021, the Company had declared three interim dividends aggregating to 141.00% on the equity share capital of the Company. Further, your Directors have recommended a final proposed dividend of 77% for the year. The Company recommends the aggregate of interim dividends and the final proposed dividend as final dividend. The retained earnings have been appropriated as follows:

(₹ in million)

	Fiscal 2020	**Fiscal 2021**
Capital Reserve	-	**473.6**
Special Reserve	*667.0*	**1,136.2**
Dividend paid on equity shares	*1,200.5*	**3,189.0**
Tax on dividend	*246.8*	**-**
Retained earnings balance	*2,241.6*	**3,146.5**

Debenture Trustees

As per SEBI circular no. CIR/IMD/DF/18/2013 dated October 29, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of Debenture Trustees are as under:

Name: IDBI Trusteeship Services Limited

Contact details – Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001. Tel No. 022-40807008

OPERATIONAL REVIEW

Fixed Income

The fiscal started with India and the world firmly in grip of the Covid-19 pandemic. A health scare of this scale was unprecedented (with the only reference being the epidemic of 1920) and the governments and central banks responded by massive Fiscal and Monetary easing. RBI reduced the Reverse Repo rate form 4.90% in March 2020 to 3.35% in June 2020, a reduction of 155 bps. RBI also supplied targeted liquidity through various tools resulting in the system turning vastly surplus and driving down short end yields. Yields on 1-year Government securities (G-Sec) in India fell around 200 bps from 5.50% to 3.5%, while the 5-year yield fell around 130 bps. The curve steepened as market contended with surplus liquidity but also a much higher supply due to higher fiscal deficit.

The curves adjusted higher as global markets showed a sharp recovery with equities, global interest rates and commodities moving sharply higher in the second half of the fiscal. The short end of the curve also gave up gains post the VRR announcement in January 2021, which was seen as the first sign of RBI unwinding the extraordinary measures. This was followed up by the budget which pegged the central borrowing for next year at similar level to this year. The announcement led to a rise in yields and a series of devolvements on Primary Dealers as there was a mismatch between market and RBI expectation on yields.

The year ended with a much steeper yield curve. While the short end was down more than 100 bps, the long end was nearly flat. The year provided the Company with some excellent trading opportunities which it captured well. It was also a challenging year as employees used to a much closer interaction adapted to a new way of working from home in a very dynamic domestic and global environment.

5-year overnight indexed swap (5yr OIS) closed at 5.25% at the end of fiscal 2021 vis-à-vis 4.70% at the start of the fiscal. Yields dropped to a low of 4% in Q1-2021 as RBI cut rates and economic growth was impacted by the country-wide lockdown. Sharp uptick in oil prices and USTs have since pulled 5yr OIS along with it. Like in US, curve steepened in India as well, as market believed that despite high inflation, the normalisation of rates may be delayed. The spread between 5yr OIS and 1yr OIS steepened by 100 bps through the year – from 40bps at the start of FY2021 to 140bps by March 2021. The Company continued to be an active player in the interbank OIS market throughout the year.

Corporate bonds faced an eventful year in fiscal 2021 as yields declined on account of surplus systemic liquidity maintained by RBI in the wake of the Covid-19 pandemic. Curve steepened sharply in the first quarter as the benign rate environment, record high liquidity and TLTRO from RBI led to 3-year point moving down by 110 basis points while 10-year point moved down by 50 basis points in this time frame. Up to 5 year corporate bonds continued to outperform during Q2-2021 and Q3-2021 while 10-year point traded sideways with Mutual Funds witnessing record inflows in their debt oriented schemes. Market turned volatile in Q4-2021 as yields braced for a severe up move in January and February with RBI announcing 14-day Variable Rate Reverse Repo (VRRR) operations, Union Budget announcement and MPC's February monetary policy review although some part of it got reversed in March due to favourable demand-supply dynamics. Overall for the year, 3-year and 10-year points moved lower by 90 basis points and 30 basis points respectively in the benchmark credits while spread papers turned lower by 150 basis points and 50 basis points respectively.

Private placement volumes surged in the first quarter of FY2021 led by bank lending under the TLTRO notified by RBI. Annual corporate bond issuance rose to a lifetime high of ₹ 7,426 billion (PRIME Database provisional data) in FY2021, growing at 12% over ₹ 6,631 billion issuance in FY2020. While placement volumes dipped slightly in Q2-2021 and Q3-2021, these increased strongly in Q4-2021 as business momentum returned to Corporate India. PSUs including NABARD, PFC, REC were very large issuers while there were large Government guaranteed issues from BSNL, MTNL and FCI and Government serviced issues from NABARD.

In the PRIME League Tables for FY2021, the Company maintained its 2nd position and ranked above large banks which had been extremely active in TLTRO. The Company's distribution led model led to strong performance in issuance of Government guaranteed / serviced bonds, PSU Bank debt capital and by other PSUs. The Company continued to be active in the NBFC segment where it syndicated for the stronger credits.

During the year, the Company was re-appointed as an investment advisor to the West Bengal State Electricity Distribution Company Limited (WBSEDCL) General Provident Fund, WBSEDCL Pension Fund, WBSEDCL Gratuity Fund, West Bengal State Electricity Board Employees Contributory Provident Fund and CESC Limited Provident Fund. The Company is proactively targeting new clients to increase its presence in this line of business.

Risk Management

As a financial services company, risk management forms the core of our various business operations. The Corporate Risk Management Group (CRMG) is committed to framing effective and contemporary risk management policies, addressing market and credit risk. CRMG has developed comprehensive risk management policies, which seek to minimise risks in the activities of the Company. CRMG develops and maintains models to assess market risks that are constantly updated to capture the dynamic nature of the markets and, thus, participates in the evaluation and introduction of new products and business activities. CRMG also advises the fixed income division by acting as an investment advisor on possible rating migration and thereby enables the Company to effectively protect its capital from possible defaults and rating revisions. CRMG closely monitors the financial profiles of counterparties (private and public sector companies, banks and financial institutions and others) through in-depth analysis, regular interactions with the companies and rating agencies to provide proactive recommendations to the fixed income division.

The Company has an internal Risk Management & IT Strategy Committee comprising members of the Board of Directors of the Company. The Risk Management & IT Strategy Committee is, inter alia, responsible for analysing and monitoring the risks associated with the different business activities of the Company and ensuring adherence to the risk and investment limits set by the Board of Directors.

The Company also has an internal Asset Liability Management Committee comprising officials of the Company. The Asset Liability Management Committee

is, inter alia, responsible for the liquidity risk management, management of market risks, funding and capital planning, profit planning and growth projection, forecasting and analysing of contingency plans and such other business as stipulated by the RBI.

On the basis of the robust risk management framework and regular monitoring of all major risk areas within the Company, the Board is satisfied that there are no factors that could adversely affect the existence of the Company.

OUTLOOK

The economic outlook for the year will significantly depend on how well India is able to cope with the pandemic, in the backdrop of the new second wave of infections that threaten to far exceed the peak seen during the first phase. The potential depth and duration of the pandemic is still uncertain and depends on the study of drivers behind the recent surge in infections, as well as the pace of vaccinations. But renewed lockdown restrictions have already been announced in some districts, especially in states such as Maharashtra that contribute significantly to national GDP. Thus, closing of the output gap may well not be realized in FY2022, and we suspect there has been a large permanent loss in output with economy unlikely to catch up with the pre-pandemic growth trend in the foreseeable future. That said, continued economic recovery is likely and may still fan inflation pressures, particularly given the supply side bottlenecks are likely to take longer to be resolved. This would present a precarious dilemma for RBI and the Monetary Policy Committee and the policy choices they make would have deep implications for the bond market.

Given the economic recovery is still nascent and the country is still firmly in the midst of pandemic, RBI may not wish to allow a premature tightening in financial conditions. Considering the experience of maintaining emergency monetary policy settings for much longer than warranted after the 2008 global financial crisis, RBI has already signalled a calibrated exit by way of steps such as phased reversal of CRR cut that was administered last year, and may further wish to normalize the corridor for overnight rates progressively over the course of the year. We anticipate active steps such as reverse repo hikes as early as in August this year which could be followed by a change in monetary policy stance away from accommodation as well. Moreover, other decisions relating to the liquidity management framework can also trigger earlier rise in overnight rates, and such preferences need close monitoring.

At the same time, RBI signalled that it would actively manage any negative spill overs to the long end of the yield curve and emphasized its commitment to smooth rollout of the government borrowing program. Both the Centre and the state governments are expecting fiscal consolidation in FY2022 after increased deficits in FY2021. Going by the budget estimates of the Centre and various state governments, aggregate net (dated) borrowing would amount to around ₹ 16 trillion in FY2022, lower than ₹ 17.9 trillion in FY2021. However, there remains risk of fiscal slippage and extra borrowing requirements of the Government. Moreover, the gross general government borrowings are likely to be only modestly lower compared to FY2021 in the baseline scenario.

RBI's challenge to maintaining easy financial conditions may be further complicated by the rise in global risk free rates. US bond market has witnessed a sharp bear steepening of the yield curve in recent months, despite aggressive bond buying operations from the US Federal Reserve, and additional forward guidance to maintain easy monetary policy. Investors are trying to assess the prospect of a sharp rise in US inflation pressures in the backdrop of extravagant fiscal support backed by money printing, and questioning the durability of central bank support notwithstanding the commitment provided by the monetary authority. Evolution of these economic outcomes will then have significant spill overs for global economic prospects and capital flows, and may exert big influence on RBI monetary policy decisions as well, even as strong buffer of forex reserves would provide a lot of cushion.

Overall, bond market conditions are likely to stay volatile over the course of the year, given considerable uncertainties about the economic outlook and reaction from policy makers. The Company would remain watchful while opportunistically capitalising on favourable developments during the year.

VIGIL MECHANISM

The Company has formulated a Whistle Blower Policy. The policy comprehensively provides an opportunity for any employee/Director of the Company to raise any issues concerning breaches of law, statute or regulation by the Company, accounting policies and procedures adopted for any area or item or any act resulting in financial or reputation loss and misuse of office or suspected/actual fraud and criminal offences. The policy provides for a mechanism to report such concerns to the Audit Committee through specified channels. The policy has been periodically communicated to the employees and also posted on the Company's intranet. The Whistle Blower Policy complies with the requirements of Vigil mechanism as stipulated under Section 177 of the Companies Act, 2013. The details of establishment of the Whistle Blower Policy/Vigil mechanism have been disclosed on the website of the Company.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company has adequate internal controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. These controls and processes are driven through various policies, procedures and certifications. The processes and controls are reviewed periodically. The Company has a mechanism of testing the controls at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.

AUDITOR'S REPORT

There are no qualifications, reservations or adverse remarks or disclaimers made by the Statutory Auditors in their report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The CSR Committee of the Company consists of three directors viz., Dilip Karnik (DIN: 06419513), Shailendra Jhingan (DIN: 07636448) and Anubhuti Sanghai (DIN: -08668593).

The Company's primary focus areas for CSR activities are:

- Education
- Health Care
- Skill development and sustainable livelihoods
- Financial inclusion
- Support employee engagement in CSR activities
- Capacity building for corporate social responsibility
- Other areas

The Company partnered with ICICI Foundation for Inclusive Growth to support the cause of elementary education, primary health, sustainable livelihood and skill development to achieve the CSR objectives. The Company has also contributed to the PM Cares Fund, Annamrita Foundation, Maharashtra Social Housing and Action League (MASHAL), Rotary Club Mumbai Charity Trust No 3, Vision Foundation of India, Sri Sathya Sai Sanjeevani Centre for Child Heart Care, Salaam Baalak Trust and Bharatiya Vidya Bhavan for their project called Abhyudaya to support the cause of primary health and other areas.

The Corporate Social Responsibility Policy as approved by the Board is uploaded on the Company's website.

The Annual Report on CSR activities is annexed herewith as Annexure A.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 are made available on the website of the Company under corporate governance (https://www.icicisecuritiespd.com/frm_Home.aspx).

PUBLIC DEPOSITS

The Company has not accepted any deposit from the public during the year under review and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company, being a non-banking financial company registered with RBI and engaged in the business of acquisition of securities, is exempt from complying with the provisions of Section 186(4) of the Companies Act, 2013 in respect of loans given, investments made, security provided and guarantees given. Accordingly, the disclosures required under the aforesaid section have not been made in this Report.

RELATED PARTY TRANSACTIONS

The Company undertakes various transactions with related parties in the ordinary course of business. The Company has a Board approved policy on related party transactions and an arms' length policy which requires transactions with the group companies to be at arm's length. The policy is annexed herewith as Annexure B.i. The transactions between the Company and its related parties, during fiscal 2021 were in the ordinary course of business and based on the principles of arm's length. The details of material related party transactions at an aggregate level for fiscal 2021 is annexed as Annexure B.ii.

ACHIEVEMENTS DURING THE YEAR

The Company was ranked second in PRIME league tables on the basis of its performance as a debt arranger.

During the year, the Company was voted 1st in "Top Arrangers – Investors' choice for Government Primary Issues, India", and 2nd in "Top sellside firms - Secondary Market – Government Bonds, India" and 4th in "Top Arrangers – Investors' choice for Corporate Primary Issues, India" and 3rd in "Top sellside firms - Secondary Market – Corporate Bonds, India" by 'The Asset' in the Asian Local Currency Bond Benchmark Review 2020.

The Asset Local Currency Bond Benchmark Review 2020 by 'The Asset' has also voted two employees in the Research function of the Company as "Best Individual in Research, India, Rank 5" and "Best Individual in Research, India, Highly Commended" and two employees in the Sales function of the Company as "Best Individual in Sales, India, Rank 2" and "Best Individual in Sales, India, Highly Commended" while two other employees were voted as 5th and "Highly Commended" in Trading.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Changes in the composition of the Board of Directors and other Key Managerial Personnel

At the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, the shareholders, at the Extra-Ordinary General meetings held on September 23, 2020, approved the re-appointment of R. K. Nair (DIN: 07225354) as an Independent Director of the Company for a further term of 5 years with effect from October 1, 2020.

There was no appointment or cessation of key managerial personnel during the financial year.

Independent Directors

As per the provisions of the Companies Act, 2013, independent directors are not liable to retire by rotation and the terms of appointment of independent directors will be governed by the provisions of the Companies Act, 2013. All independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 of the Companies Act, 2013 which has been relied on by the Company and placed at the Board Meeting of the Company held on April 20, 2021.

Retirement by rotation

In terms of Section 152 of the Companies Act, 2013, Shailendra Jhingan (DIN: 07636448) would retire by rotation at the forthcoming AGM and is eligible for re-appointment. Shailendra Jhingan (DIN: 07636448) has offered himself for re-appointment.

PERFORMANCE EVALUATION OF THE BOARD, COMMITTEES AND DIRECTORS

The Company with the approval of its Nomination & Remuneration Committee has put in place an evaluation framework for evaluation of the Board, Directors, Chairperson and Committees.

The evaluations for the Board, Directors and Committees were done through circulation of questionnaires. The evaluation for fiscal 2021 was carried out by circulation of four questionnaires, one for the Chairman, second for the Directors other than the Chairman, third for the Board and fourth for the Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee which assessed the performance of the Board on select parameters related to roles, responsibilities and obligations of the Board and functioning of the Committees including assessing the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The evaluation criteria for the Chairman and Directors was based on their participation, contribution and offering guidance to and understanding of the areas which are relevant to them in their capacity as members of the Board. The Nomination & Remuneration Committee has oversight over compensation. Additionally, the Board also carries out an evaluation of the working of its Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee. The evaluation of the Committees is based on the assessment of the compliance with the terms of reference of the Committees. The Nomination & Remuneration Committee defines Key Performance Indicators (KPIs) for the Managing Director & CEO and the organisational performance norms for bonus based on the financial and strategic plan approved by the Board. The KPIs include both quantitative and qualitative aspects. The Nomination & Remuneration Committee assesses organisational performance as well as the individual performance for Managing Director & CEO. Based on its assessment, it makes recommendations to the Board regarding compensation for the Managing Director & CEO.

Remuneration Policy

The Company has in place the remuneration framework for the non-executive directors and the compensation policy for the whole-time directors, key managerial personnel and other employees. The Company also has in place the criteria for determining qualifications, positive attributes and independence of a director.

Meetings

The Board of Directors of the Company meet at regular intervals to discuss and decide on business policy and strategy apart from other board business. The Board met four times in the fiscal 2021 viz., on April 28, 2020, July 14, 2020, October 20, 2020 and January 20, 2021.

Sr. No.	Name of the Director	Board meetings attended during the year
Independent Directors		
1	Dilip Karnik (DIN: 06419513)	4/4
2	Ashvin Parekh (DIN: 06559989)	4/4
3	R K Nair (DIN: 07225354)	4/4
Non-Executive Directors		
4	Prasanna B. (DIN: 02257744)	3/4
5	Anubhuti Sanghai (DIN: 08668593)	4/4
Wholetime Directors		
6	Shailendra Jhingan (DIN: 07636448)	4/4

COMMITTEES OF BOARD

(i) Audit Committee

The Audit Committee comprises of Ashvin Parekh (DIN: 06559989), Dilip Karnik (DIN: 06419513) and Prasanna B. (DIN: 02257744) as its members. Ashvin Parekh (DIN: 06559989), an independent Director, is the Chairman of the Audit Committee. The Committee meets, inter alia, to review the accounts of the Company and to discuss the audit findings and recommendations of the internal and statutory auditors.

The Audit Committee met four times in the fiscal 2021 viz., on April 28, 2020, July 14, 2020, October 20, 2020 and January 20, 2021.

Attendance record of the Members:

Name of Member	Meetings attended during the year
Ashvin Parekh (DIN: 06559989)	4/4
Dilip Karnik (DIN: 06419513)	4/4
Prasanna B. (DIN: 02257744)	3/4

(ii) Nomination and Remuneration Committee

The Committee comprises of Dilip Karnik (DIN: 06419513), Ashvin Parekh (DIN: 06559989) and Prasanna B. (DIN: 02257744) as its members. Dilip Karnik (DIN: 06419513), an independent Director, is the Chairman of the Committee.

The Committee met two times in fiscal 2021 on April 28, 2020 and July 14, 2020.

Attendance record of the Members:

Name of Member	Meetings attended during the year
Dilip Karnik (DIN: 06419513)	2/2
Ashvin Parekh (DIN: 06559989)	2/2
Prasanna B. (DIN: 02257744)	2/2

(iii) Corporate Social Responsibility Committee

The Committee comprises of Dilip Karnik (DIN: 06419513), Anubhuti Sanghai (DIN: 08668593) and Shailendra Jhingan (DIN: 07636448) as its members. Dilip Karnik (DIN: 06419513), an independent Director, is the Chairman of the Committee.

The Committee met six times in fiscal 2021 on April 28, 2020, May 5, 2020, May 28, 2020, June 5, 2020, June 10, 2020 and January 12, 2021.

Attendance record of the Members:

Name of Member	Meetings attended during the year
Dilip Karnik (DIN: 06419513)	6/6
Anubhuti Sanghai (DIN:08668593)	4/6
Shailendra Jhingan (DIN: 07636448)	4/6

GENERAL MEETINGS

The particulars of all general meetings held during the last three years are as follows:

Particulars	Date
Extra Ordinary General Meeting	May 4, 2018
25th Annual General Meeting	June 14, 2018
26th Annual General Meeting	June 25, 2019
Extra Ordinary General Meeting	August 22, 2019
Extra Ordinary General Meeting	March 24, 2020
27th Annual General Meeting	June 29, 2020
Extra Ordinary General Meeting	September 23, 2020

AUDITORS

Statutory Auditors

At the AGM held on June 12, 2017 the Members approved the appointment of B S R & Co. LLP., Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022) as statutory auditors for a period of five years from the conclusion of the twenty fourth AGM till the conclusion of the twenty ninth AGM subject to the ratification by the Members every year. The Companies (Amendment) Act, 2017 (notified with effect from May 7, 2018) has waived the requirement for ratification of the appointment of

statutory auditor by the shareholders at every Annual General Meeting.

There are no qualifications, reservation or adverse remarks made by the statutory auditors in the audit report.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company with the approval of its Board, appointed Jaiprakash R. Singh & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for fiscal 2021. The Secretarial Audit Report is annexed herewith as Annexure C. There are no qualifications, reservation or adverse remark or disclaimer made by the auditor in the report save and except disclaimer made by them in discharge of their professional obligation.

FOREIGN EXCHANGE EARNINGS AND EXPENDITURE

During fiscal 2021, expenditure in foreign currencies amounted to ₹ 5.7 million (previous year: ₹ 5.0 million) and earnings in foreign currencies amounted to ₹ 0.2 million (previous year: ₹ 0.2 million).

PERSONNEL AND CORPORATE GOVERNANCE

The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in an annexure and forms part of this report. In terms of Section 136(1) of the Act, the Report and the Accounts are being sent to the shareholders excluding the aforesaid Annexure. Any shareholder interested in obtaining a copy of the Annexure may write to the Company Secretary at the Registered Office of the Company.

The ratio of the remuneration of each director to the median employee's remuneration and such other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in Annexure D.

The Managing Director of the Company is granted stock options of the holding company i.e. ICICI Bank Limited (the Bank) which is issued pursuant to the Employee Stock Option Scheme of the Bank.

ADDITIONAL INFORMATION

In view of the nature of business activities of the Company, the information relating to conservation of energy and technology absorption, as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is not required to be given. The Company has, however, used information technology extensively in its operations.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of financial year of the Company to which the Balance Sheet relates and the date of this Report

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

There are no significant and/or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company confirm:

i. that the applicable accounting standards have been followed in the preparation of the annual accounts and that there are no material departures;

ii. that such accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at March 31, 2021 and of the profit of the Company for the year ended on that date;

iii. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;

iv. that the annual accounts have been prepared on a 'going concern' basis;

v. that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively and;

vi. that internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively

CORPORATE PHILOSOPHY AND COMPLIANCE

The Company firmly believes that corporate governance and compliance practices are of paramount importance to maintain the trust and confidence of its stakeholders and good reputation of the Company. To ensure transparency, fairness and objectivity in an organisation's functioning, the Company has proactively adopted best practices as regards corporate governance and compliance. The Company's policy on compliance with external regulatory requirements is backed by stringent internal policies and principles to ensure, inter alia, integrity of all personnel involved in the Company, priority to clients' interests over proprietary interest, maintenance of confidentiality of client information and prevention of insider trading.

INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL), ACT, 2013

The Company has a policy against sexual harassment and has constituted an Internal Committee and has a formal process for dealing with complaints of harassment or discrimination.

There were no complaints reported under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENTS

The Directors thank the clients for the confidence reposed, which has enabled the Company to successfully deliver well-structured solutions through timely execution in a preferred way.

The Directors thank the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and other statutory authorities for their continued support to the Company. The Directors also thank the Company's bankers and lenders.

The Directors express their gratitude for the support and guidance received from ICICI Bank Limited, the holding company and other group companies.

The Directors also express their sincere appreciation to all the employees for commendable teamwork, professionalism and contribution during the year.

For and on behalf of the Board

Prasanna B.
Chairman
(DIN: 02257744)

Mumbai, April 20, 2021

annexure a

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES/INITIATIVES

1. **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:**

   Corporate Social Responsibility (CSR) has been a long-standing commitment at ICICI Securities Primary Dealership Limited (the Company) and the ICICI Group and forms an integral part of our activities. The ICICI Group's contribution to social sector development includes several pioneering interventions, and is implemented through the involvement of stakeholders within the Group and the broader community. ICICI Bank established the ICICI Foundation for Inclusive Growth (ICICI Foundation) in 2008 with a view to significantly expand the ICICI Group's activities in the area of CSR. Over the last few years ICICI Foundation has developed significant projects in specific areas, and has built capabilities for direct project implementation as opposed to extending financial support to other organisations.

   The CSR Policy of the Company sets the framework guiding the Company's CSR activities. It outlines the governance structure, operating framework, monitoring mechanism, and CSR activities that would be undertaken. The CSR committee is the governing body that articulates the scope of CSR activities and ensures compliance with the CSR policy. The Company's CSR activities are largely focused in the areas of education, health, skill development and financial inclusion and other activities as the Company may choose to select in fulfilling its CSR objectives.

2. **Composition of CSR Committee:**

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Dilip Karnik	Chairman	6	6
2	Anubhuti Sanghai	Member	6	4
3	Shailendra Jhingan	Member	6	4

   The functions of the Committee include review of CSR initiatives undertaken by the Company, formulation and recommendation of CSR policy indicating the activities to be undertaken and recommendation of the annual CSR plan and amount of the expenditure to be incurred on such activities to the Board, monitoring the CSR activities, implementation of and compliance with the CSR Policy and reviewing and implementing, if required, any other matter related to CSR initiatives as recommended/ suggested by the Board.

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. https://www.icicisecuritiespd.com/frm_Home.aspx

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). – **Not applicable**

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any - **Nil**

6. Average net profit of the Company as per section 135(5) - ₹ **2,379.93 million**

7. (a) Two percent of average net profit of the company as per section 135(5) - ₹ **47.60 million**

   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years- **Nil**

   (c) Amount required to be set off for the financial year, if any - **Nil**

   (d) Total CSR obligation for the financial year (7a+7b- 7c) - ₹ **47.60 million**

8. (a) CSR amount spent or unspent for the financial year:

₹ million

Total Amount Spent for the Financial Year	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
47.60	Nil	Not applicable	Not applicable	Nil	Not applicable

   (b) Details of CSR amount spent against ongoing projects for the financial year: **None.**

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl No	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (in ₹)	Mode of implementation- Direct (Yes/No)	Mode of implementation – Through implementing agency	
				State	District			Name	CSR registration number
1.	Projects of ICICI Foundation for Inclusive Growth	• Promoting sustainable livelihood through vocational skill development projects • Promoting education	Yes	Pan India		14,598,955	No	ICICI Foundation for Inclusive Growth	CSR00001979
2.	Contributed towards PM CARES Fund to help India in fighting distress situations like COVID-19	Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund)	Yes	Pan India		10,000,000	Yes	-	-
3.	Project of Rotary Club Mumbai Charity Trust no 3	Primary health care -Purchasing ventilators and dialysis machines for donation to hospitals providing COVID-19 treatment to under privileged individuals	Yes	Maharashtra	• Mumbai • Pune • Palghar • Dahanu	5,700,000	Yes	-	-
4.	Sri Sathya Sai Sanjeevani Centre for Child Heart Care	Primary health care- • Purchasing Holter systems and X-ray machine • Setting up PICU and paediatric ward at Kharghar centre • Purchasing PPE kits, disinfectants, face shields, gloves and protective leggings for its doctors.	Yes	Maharashtra	Navi Mumbai	56,00,000	Yes	-	-
5.	Vision Foundation	Primary health care- • Adult cataract surgery under Project Rashtriya Netra Yagna and • Pediatric surgeries for curing blindness	Yes	Pan India		50,00,000	Yes	-	-
6.	Annamrita Foundation	Primary health care and livelihood- providing cooked meals through 'Karuna Project' during the nation-wide lockdown in May 2020	Yes	Maharashtra	• Mumbai • Pune	25,05,825	Yes	-	-
7.	Salaam Baalak Trust	• Primary health care and livelihood- Providing dry ration for 2 months to families which lost livelihood during the nationwide and Statewide lockdown during the COVID 19 pandemic • Promoting education by providing laptops, smart phones and internet connectivity for street kids associated with SBT to attend online school	Yes	Maharashtra	• Mumbai • Solapur	26,13,872	Yes	-	-
8.	Maharashtra Social Housing and Action League (MASHAL)	Promoting primary health care and livelihood by setting up the helpline for migrant workers and providing journey tiffin and hygiene kits to migrant workers	Yes	Maharashtra	Pune	1,120,000	Yes	-	-
9.	Bharatiya Vidya Bhavan	Promoting education by providing training to under-privileged children from municipal schools for competing in robotics competition	Yes	Maharashtra	Mumbai	460,000	Yes	-	-
	TOTAL					**4,75,98,652**			

(d) Amount spent in Administrative Overheads : **Nil**

(e) Amount spent on Impact Assessment, if applicable: **Nil**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : ₹ **47.60 million**

(g) Excess amount for set off, if any : : **Nil**

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	47,598,652
(ii)	Total amount spent for the Financial Year	47,598,652
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for. the preceding three financial years: **Nil**
   (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **None**

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year
    (a) Date of creation or acquisition of the capital asset(s).- **Not applicable**
    (b) Amount of CSR spent for creation or acquisition of capital asset. - **Not applicable**
    (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. - **Not applicable**
    (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). - **Not applicable**

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).- **Not applicable**
    The CSR Committee hereby confirms that the implementation and monitoring of CSR activities is in compliance with CSR objectives and the CSR Policy of the Company.

Sd/-
Shailendra Jhingan
(DIN: 07636448)
Managing Director & CEO

Sd/-
Dilip Karnik
(DIN: 06419513)
Chairman CSR Committee

ICICI Securities Primary Dealership Limited

annexure b.i

Related Party Transactions

Sections 177 and 188 of the Companies Act, 2013 ('the Act') contains provisions regarding related party transactions. These sections, along with the relevant Rules framed under the Act, as amended from time to time, have compliance and approval requirements pertaining to the related party transactions.

Accordingly, the Board of Directors ('the Board') of ICICI Securities Primary Dealership Limited ('the Company') has adopted a framework for related party transactions. The Audit Committee of the Company reviews the framework from time to time and proposes modifications, if required, to the Board for approval. The salient features of the framework are summarized below:

I. Definition and identification of related parties

The term "related party" has been defined in the Companies Act and Indian Accounting Standard (Ind AS) 24.

Accordingly, the framework for compliance in the matter of related party transactions is made applicable to all related parties specified under both, Companies Act as well as Ind AS 24.

In terms of the Act, the expression 'arm's length transaction' means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest. A transaction with a related party will be considered to be on arm's length basis if the key terms, including pricing of the transaction, taken as a whole, are comparable with those of similar transactions if they would have been undertaken with unrelated parties.

II. Approval of transactions with related parties by the Audit Committee, the Board and the shareholders

a. Approval of related party transactions by the Audit Committee

All the transactions which are identified as related party transactions should be pre-approved by the Audit Committee before entering into such transaction. The Audit Committee shall consider all relevant factors while deliberating the related party transactions for its approval.

Any member of the Committee who has a potential interest in any related party transaction will recuse and abstain from discussion and voting on the approval of the related party transaction. A related party transaction which is (i) not in the ordinary course of business, or (ii) not at arm's length price, would require approval of the Board of Directors or of shareholders as discussed subsequently.

The Audit Committee may grant omnibus approval for related party transactions which are repetitive in nature and subject to certain criteria/ conditions as required under the Act (and Rules framed thereunder) and such other conditions as it may consider necessary in line with this policy and in the interest of the Company. Such omnibus approval shall be valid for one financial year.

Audit Committee shall review, at periodic intervals, the details of related party transactions entered into by the Company pursuant to the omnibus approval. In connection with any review of a related party transaction, the Audit Committee has authority to modify or waive any procedural requirements of this policy.

A related party transaction entered into by the Company, which is not under the omnibus approval or otherwise pre-approved by the Audit Committee, will be placed before the Audit Committee for ratification.

b. Approval of related party transactions by the Board of Directors

In case any related party transactions are referred by the Company to the Board for its approval due to the transaction being (i) not in the ordinary course of business, or (ii) not at an arm's length price, the Board will consider such factors as, nature of the transaction, material terms, the manner of determining the pricing and the business rationale for entering into such transaction. On such consideration, the Board may approve the transaction or may require such modifications to transaction terms as it deems appropriate under the circumstances. Any member of the Board who has any interest in any related party transaction will recuse and abstain from discussion and voting on the approval of the related party transaction.

c. Approval of related party transactions by shareholders

If a related party transaction is not in the ordinary course of business, or not at arm's length price and exceeds certain thresholds prescribed under the Act (or Rules framed thereunder), it shall require shareholders' approval by a resolution. In such a case, any member who is a related party having interest in the transaction for which resolution is being proposed, shall not vote on such resolution passed for approving related party transaction. However the shareholders' approval is not required for the transactions entered into between the holding company and its wholly owned subsidiaries whose accounts are consolidated with the holding company and placed before its shareholders at the general meeting.

III. Reporting of the related party transactions

Every contract or arrangement, which is required to be approved by the Board/ shareholders under this Policy, shall be referred to in the Board's report to the shareholders along with the justification for entering into such contract or arrangement. Additionally, reporting of details of material contracts or arrangements or transactions in Form No. AOC-2 shall also be made. In this regard, since materiality has not been defined for this purpose under the Act, the same threshold limits will be used as defined under the Act for transactions requiring shareholders' approval.

annexure b.ii

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis -- NIL
2. Details of material contracts or arrangement or transactions at arm's length basis:

The Company undertakes various transactions with related parties in the ordinary course of business. The Company has a Board approved policy on Related Party Transactions and an arms' length policy which requires transactions with the group companies to be at arm's length. The transactions between the Company and its related parties, during year ended March 31, 2021, were based on the principles of arm's length.

The details of material related party transactions at an aggregate level for year ended March 31, 2021:

Sr. No	Nature of contracts/ transactions	Name of the related party	Nature of relationship	Duration of contracts	Salient terms of contracts/ transactions	₹ in million
1	Purchase of government securities, bonds/ debentures	ICICI Bank Limited	Holding Company	-	At market price	3,803.6
		ICICI Prudential Life Insurance Company Limited	Fellow Subsidiary	-	At market price	7,053.6
		ICICI Lombard General Insurance Company Limited	Fellow Subsidiary	-	At market price	1,412.1
		India Infradebt Limited	Associate of the Holding Company	-	At market price	4,250.0
2	Sale of government securities, bonds/ debentures	ICICI Bank Limited	Holding Company	-	At market price	28,230.9
		ICICI Securities Limited	Fellow Subsidiary	-	At market price	1,460.5
		ICICI Prudential Life Insurance Company Limited	Fellow Subsidiary	-	At market price	22,367.9
		ICICI Lombard General Insurance Company Limited	Fellow Subsidiary	-	At market price	7,465.4

For and on behalf of the Board

PRASANNA B.
(DIN: 02257744)
Chairman

annexure C

FORM No. MR-3 Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021.
[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
ICICI Securities Primary Dealership Limited
ICICI Centre, H.T. Parekh Marg,
Mumbai - 400020.

Dear Sirs,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ICICI SECURITIES PRIMARY DEALERSHIP LIMITED (U72900MH1993PLC131900) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's relevant books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representation made by the management and considering the relaxation granted by the Ministry of Corporate affairs warranted due to the spread of COVID-19 pandemic, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place, to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 according to the provisions of:

   I. The Companies Act, 2013 (the Act) and the Rules made thereunder;

   II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

   III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

   IV. The Foreign Exchange Management Act, 1999 and FDI Regulations.

   V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended till date to the extent applicable to the Company:-

      a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

      b) The Securities and Exchange Board of India (Merchant Bankers) Regulations,1992;

      c) The Securities and Exchange Board of India (Underwriters) Regulations, 1993

      d) Bye Laws of Stock exchange;

      e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

      f) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

      g) Securities and Exchange Board of India (Investment Advisors) Regulations, 2013.

      h) The Securities and Exchange Board of India (Stockbrokers and Sub brokers) Regulations, 1992;

      i) The Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020

      j) The Securities and Exchange Board of India (Certification of Associated Persons in Securities Markets) Regulations, 2007;

      k) Circulars by Association of Mutual Funds in India/ SEBI for Mutual Funds Distributors;

      l) Prevention of Money Laundering Act 2002 and guidelines issued by SEBI/RBI/FIU

   VI. Other applicable laws:

      a) The Bombay Shops and Establishments Act, 1948.

      b) Contract Labour (Regulation and Abolition) Act, 1970.

      c) The Payment of Bonus Act, 1965.

      d) Non- Banking Finance Companies Regulations issued by the Reserve Bank of India (RBI).

      e) RBI's Operational Guidelines, Prudential Guidelines for the Primary Dealers in Government Securities Market, Capital Adequacy Standards and Risk Management Guidelines for Standalone Primary Dealers, guidelines applicable for currency futures and other guidelines applicable to primary dealers.

      f) Interest Rate Futures (Reserve Bank) Directions, 2013.

      g) The Negotiable Instruments Act, 1881 to the extent of Section 138.

      h) Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975

      i) The Payment of Gratuity Act, 1972

      j) The Employees Provident Funds & Miscellaneous Provisions Act, 1952

      k) The Maternity Benefit Act, 1961

      l) Employees State Insurance Act, 1948

      m) Sarbanes Oxley Act, 2002 (to the extent applicable)

   I have also examined compliance with the applicable clauses of the following:

      i) Secretarial Standards issued by The Institute of Company Secretaries of India.

      ii) The Debt Listing Agreement entered into by the Company with the BSE Limited under SEBI (LODR), 2015.

   During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

   I have relied on the representation made by the Company and its various heads for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

   a) maintenance of various statutory registers and documents and making necessary entries therein;

   b) closure of the Register of Members;

   c) forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;

   d) service of documents by the Company on its Members, Auditors and the Registrar of Companies;

   e) notice of Board meetings and Committee meetings of Directors;

   f) the meetings of Directors and Committees of Directors including passing of resolutions by circulation;

   g) the Extra Ordinary General Meeting held on 23rd September, 2020.

   h) the 27th Annual General Meeting held on 29th June, 2020.

   i) minutes of proceedings of General Meetings and of the Board and its Committee meetings;

   j) approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;

   k) constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement, cessation and reappointment of Directors including the Managing Director;

   l) payment of remuneration to Directors including the Managing Director;

   m) appointment and remuneration of Auditors ;

   n) declaration and payment of dividends;

ICICI Securities Primary Dealership Limited

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

3. I further report that:

   The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Woman Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

   Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent generally at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and none of the members have expressed their dissent.

4. I further report that:

   Based on the information received and records maintained, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Jaiprakash Singh
Jaiprakash R Singh & Associates
FCS No.:7391
C P No.:4412

Place: Mumbai
Date: 08.04.2021
UDIN: F007391B000145672

Encl: Annexure A

ANNEXURE A'

To,

The Members
ICICI Securities Primary Dealership Limited
ICICI Centre, H.T. Parekh Marg.
Mumbai-400020.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Jaiprakash Singh
Jaiprakash R Singh & Associates
FCS No.:7391
C P No.:4412

Place: Mumbai
Date: 08.04.2021

annexure d

Disclosures required with respect to Companies Act, Section 197(12)

The ratio of the remuneration of each director to the median employee's remuneration and such other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year;

Shailendra Jhingan	4.96:1

(ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;
During fiscal 2021 there was no increase in remuneration of Director, Chief Financial Officer, Chief Executive Officer and Company Secretary.

(iii) The percentage increase in the median remuneration of employees in the financial year;
The percentage increase in the median remuneration of employees in the financial year is around (0.92 %).

(iv) The number of permanent employees on the rolls of company;
The number of employees on permanent payrolls of the Company at March 31, 2021 is 72.

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;
The average percentage increase made in the salaries of total employees other than the KMPs for FY2020 is around 3.97%, however there was no increase in the remuneration of the Key Managerial Personnel in fiscal 2021.

(vi) Affirmation that the remuneration is as per the remuneration policy of the company.
Yes

independent auditors' report

to the members of ICICI Securities Primary Dealership Limited

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

We have audited the accompanying financial statements of ICICI Securities Primary Dealership Limited ("the Company"), which comprise the balance sheet as at 31 March 2021, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (" the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2021, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

DESCRIPTION OF KEY AUDIT MATTER

The Key audit matter	How the matter was addressed in our audit
Information technology (IT)	
IT systems and controls The Company's key financial accounting and reporting processes are highly dependent on information systems including automated controls, such that there exists a risk that gaps in the IT control environment could result in the financial accounting and reporting records being misstated. The Company uses SAP systems for overall financial reporting which is interfaced with other operating systems that process transactions related to investments and borrowings. In addition, due to the COVID-19 situation, IT systems have been made accessible to employees on a remote basis which has resulted in increasing challenges around the data protection. We identified 'Information Technology systems' as key audit matter because of the pervasive nature and high level of automation, interfaced with other systems used and the complexity of the IT architecture.	We have involved our IT specialists in our assessment of the IT systems and controls over financial reporting, which included carrying out the following key audit procedures: • Understood General IT Control (GITC) i.e. Access Controls, Program/ System Change, Program Development, Computer Operations (i.e. Job Processing, Data/ System Backup Incident Management) over key financial accounting and reporting systems, and supporting control systems (referred to as in-scope systems); • Understood the IT infrastructure i.e. operating systems and data bases and related data security controls in remote working scenario due to COVID-19 supporting the in-scope systems; • Tested controls over the IT infrastructure covering user access (including privilege users), data center and system changes; • Tested the General IT Controls for design and operating effectiveness for the audit period over the in-scope systems; • Understood IT application controls for the in scope systems including key interfaces, system generated reports, reconciliations and system processing as determined by us during our risk assessment; • Tested the application controls for design and operating effectiveness for the audit period; • Evaluated policies and strategies adopted by the Company, in relation to operational security of key information infrastructure, data and client information management, and monitoring and crisis management; and • Assessed whether controls have remained unchanged during the year or were changed after considering the controls around change management process
Valuation of Financial Instruments Refer to the accounting policies in "Note 4 to the Financial Statements: Financial Assets", "Note to the Financial Statements: Significant Accounting Policies- use of judgments, estimates and assumptions" "Note B to the Financial Statements: 1. Fair value measurements: Valuation framework"	
Management judgement and estimate Financial instruments held by the Company at fair value include derivative assets and liabilities, trading securities, certain debt instruments and other assets and liabilities designated at fair value. We identified assessing the fair value of financial instruments of trading securities and derivatives assets and liabilities as a key audit matter because of the financial significance to the Company and the nature of underlying products and estimate involved to determine fair value. The valuation of the Company's financial instruments, held at fair value, is based on a combination of market data and valuation models which often require considerable inputs. Many of these inputs are obtained from readily available market data, in particular for level 1 and level 2 financial instruments in the fair value hierarchy, the valuation techniques use quoted market prices and observable inputs, respectively. Where such observable data is not readily available as in the case of level 3 financial instruments, fair value is based on management's estimates and judgement. The valuation of certain derivatives held by the Company is sensitive to inputs including probabilities of default and loss given default, and industry practice is evolving as to how the impact of credit risk is incorporated within the valuation model of certain derivative instruments. It increased our audit effort in this area and necessitated the involvement of valuation specialists.	We have carried out the following key audit procedures: • Assessed the design, implementation and operating effectiveness of management's key internal controls over the valuation process and inputs of financial instruments including derivatives. • Tested access rights and change management controls for key systems. • Tested the governance and approval controls, such as management review and approval of the valuation models; • Engaged our valuation specialists to assist us in evaluating the valuation methodology and valuation models used by the Company in determining fair value of derivatives. • Re-performed the valuation of 'level 1', 'level 2' and 'level 3' trading securities, which are primarily government and corporate debt securities, by comparing the observable inputs, including quoted prices, to independently sourced market data. • We have reviewed the related disclosures in the Ind AS financial statements as required by the relevant accounting standards

ICICI Securities Primary Dealership Limited

OTHER INFORMATION

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cashflows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the financial statement made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditors' Report) Order, 2016 (the "Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(A) As required by Section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.

e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations as at March 31, 2021 on its financial position in its financial statements - Refer Note 33 to the financial statements;

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company; and

iv. the disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016 have not been made in these financial statements since they do not pertain to the financial year ended March 31, 2021.

(C) With respect to the matter to be included in the Auditors' Report under section 197 (16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197 (16) of the Act which are required to be commented upon by us.

For B S R & CO. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

KAPIL GOENKA
Partner
Membership No.118189
UDIN:21118189AAAAAV4633

Mumbai
April 20, 2021

'ANNEXURE A' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ICICI SECURITIES PRIMARY DEALERSHIP LIMITED

(Referred to in our report of even date)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified every year. In accordance with this programme, all the fixed assets have been physically verified by management during the year and no material discrepancies have been noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) The Company does not have any immovable properties. Accordingly, para 3(i)(c) of the Order is not applicable to the Company.

(ii) The Company's Securities for trade ('stock') mainly consists of Government securities and Treasury bills, held in the form of Subsidiary General Ledger (SGL) maintained with Reserve Bank of India ('RBI'). The said stock is verified by the management with the confirmation statement from Clearing Corporation of India Limited ('CCIL') on a daily basis. The stock of other securities are held by the Company in Demat form with the custodian and holding of the same is verified from the confirmation received from the custodian on regular basis. In our opinion, the frequency of such verification is reasonable. The Company is maintaining proper records of securities held as stock and other securities and no discrepancies were noticed on comparing these statements with the books of accounts.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Thus, paragraph 3(iii) of the Order is not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, made investments or provided guarantees and securities under Section 185 and 186 of the Act. Thus, para 3(iv) of the Order is not applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of Section 73 to Section 76 or any other relevant provisions of the Act and the rules framed there under apply. Thus, paragraph 3(v) of the Order is not applicable.

(vi) The Central Government has not prescribed the maintenance of cost records under sub section (1) of section 148 of the Act for any of the services rendered by the Company. Thus, paragraph 3(vi) of the Order is not applicable.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the books of account, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, goods and service tax and other material statutory dues have regularly been deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of excise duty, wealth tax, sales tax, ESI, duty of customs, VAT and cess. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income-tax, goods and services tax and other material statutory dues were in arrears as at 31 March 2021 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of provident fund, goods and service tax and other material statutory dues which have not been deposited by the company on account of disputes. The Income Tax dues outstanding on account of dispute are as follows:

Name of the statute	Nature of Dues	Amount ₹	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961	Disallowance u/s 14A	984,157	AY 2010-11	Assessing Officer
	Disallowance u/s 14A	1,131,522	AY 2011-12	Commissioner of Income Tax (appeals) - Mumbai
	Disallowance u/s 14A	531,174	AY 2012-13	Assessing Officer
	Disallowance u/s 14A	2,586,353	AY 2013-14	Commissioner of Income Tax (appeals) Mumbai

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.

(ix) According to the information and explanations given to us, the Company has applied the money raised by way of debt instruments in the nature of debentures and commercial papers for the purposes for which those are raised. The Company has not raised any money by way of initial public offer, further public offer or by way of term loans.

(x) According to the information and explanations given to us, no material fraud on or by the Company or its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations given to us, the Company has paid/ provided managerial remuneration in accordance with the provision prescribed under section 197 of the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Thus, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Thus, paragraph 3(xiv) of the Order is not applicable.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Thus, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company has obtained registration under section 45-IA of the Reserve Bank of India Act, 1934.

For B S R & CO. LLP
Chartered Accountants
Firm's Registration No.: 101248W/W-100022

KAPIL GOENKA
Partner
UDIN: 21118189AAAAAV4633

Place: Mumbai
Date: 20 April 2021

ICICI Securities Primary Dealership Limited

'ANNEXURE – B' TO THE INDEPENDENT AUDITORS' REPORT ON THE FINANCIAL STATEMENTS OF ICICI SECURITIES PRIMARY DEALERSHIP LIMITED FOR THE YEAR ENDED 31 MARCH 2021

REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE AFORESAID FINANCIAL STATEMENTS UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013

(REFERRED TO IN PARAGRAPH 1(A)(F) UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' SECTION OF OUR REPORT OF EVEN DATE)

OPINION

We have audited the internal financial controls with reference to financial statements of ICICI Securities Primary Dealership Limited ("the Company") as of 31 March 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & CO. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

KAPIL GOENKA
Partner
Membership No.118189
UDIN:21118189AAAAAV4633

Place: Mumbai
Date: 20 April 2021

balance sheet

(₹ in million)

Particulars	Note No.	At March 31, 2021	At March 31, 2020
ASSETS			
1 Financial assets			
(a) Cash and cash equivalents	2	**22.8**	*34.4*
(b) Bank balance other than (a) above	3	**505.1**	*610.1*
(c) Securities for trade	4	**157,679.6**	*164,721.3*
(d) Derivative financial instruments	5	**606.8**	*1,230.5*
(e) Trade receivables	6	**24,901.6**	*1,024.2*
(f) Loans	7	**6,635.3**	*709.5*
(g) Other financial assets	8	**2,389.9**	*3,379.6*
		192,741.1	*171,709.6*
(2) Non-financial assets			
(a) Current tax assets (net)	9	**4,140.9**	*2,197.7*
(b) Deferred tax assets (net)	10	**293.8**	*322.7*
(c) Property, plant and equipment	11	**15.4**	*14.8*
(d) Capital work-in-progress	11	**2.2**	-
(e) Other intangible assets	11	**2.8**	*4.5*
(f) Other non-financial assets	12	**-**	*9.1*
		4,455.1	*2,548.8*
TOTAL ASSETS		**197,196.2**	*174,258.4*
LIABILITIES AND EQUITY			
LIABILITIES			
(1) Financial liabilities			
(a) Derivative financial instruments	5	**2,649.8**	*4,116.2*
(b) Trade payables	13		
(i) total outstanding dues of micro enterprises and small enterprises		**2.5**	*0.5*
(ii) total outstanding dues of creditors other than micro and small enterprises		**321.0**	*9,053.7*
(c) Debt securities	14	**6,975.1**	*14,943.7*
(d) Borrowings (Other than Debt securities)	15	**154,370.8**	*126,084.7*
(e) Subordinated liabilities	16	**5,250.0**	*5,250.0*
(f) Other financial liabilities	17	**9,154.1**	*780.9*
		178,723.3	*160,229.7*
(2) Non-financial liabilities			
(a) Current tax liabilities (net)	18	**3,870.9**	*1,958.0*
(b) Provisions	19	**129.8**	*136.3*
(c) Other non-financial liabilities	20	**63.7**	*53.6*
		4,064.4	*2,147.9*
(3) EQUITY	21	**1,563.4**	*1,563.4*
(a) Equity share capital	22	**12,845.1**	*10,317.4*
(b) Other equity		**14,408.5**	*11,880.8*
TOTAL LIABILITIES AND EQUITY		**197,196.2**	*174,258.4*
Significant Accounting Policies and Other Notes	1		

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For B S R & Co. LLP
ICAI Firm Registration No.101248W/W-100022
Chartered Accountants

KAPIL GOENKA
Partner
Membership No: 118189

Mumbai, April 20, 2021

For and on behalf of the Board of Directors

B. PRASANNA
Chairman
DIN : 02257744

RADHAKRISHNA NAIR
DIRECTOR
DIN : 07225354

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

PRACHITI LALINGKAR
Company Secretary

Mumbai, April 20, 2021

statement of profit and loss

ICICI Securities Primary Dealership Limited

(₹ in million)

		Note No.	Year Ended March 31, 2021	*Year Ended March 31, 2020*
Revenue from operations				
(i)	Interest income	23	**9,994.0**	*12,141.5*
(ii)	Dividend income	24	**24.5**	*0.0*
(iii)	Fees and commission income	25	**679.4**	*147.5*
(iv)	Net gain on fair value changes	26	**3,155.0**	*1,625.8*
(I)	**Total Revenue from operations**		**13,852.9**	*13,914.8*
(II)	Other income	27	**0.3**	*0.2*
(III)	**Total income (I+II)**		**13,853.2**	*13,915.0*
Expenses				
(i)	Finance costs	28	**5,040.8**	*8,399.6*
(ii)	Employee benefits expenses	29	**769.8**	*674.4*
(iii)	Depreciation, amortization and impairment	11	**9.0**	*6.5*
(iv)	Other expenses	30	**427.0**	*457.9*
(IV)	**Total expenses (IV)**		**6,246.6**	*9,538.4*
(V)	**Profit before tax (III-IV)**		**7,606.6**	*4,376.6*
(VI)	**Tax Expense:**			
	(1) Current Tax		**1,904.0**	*1,827.0*
	(2) Deferred Tax		**21.4**	*(785.2)*
			1,925.4	*1,041.8*
(VII)	**Profit/(Loss) for the period (V-VI)**		**5,681.2**	*3,334.8*
(VIII)	**Other Comprehensive Income**			
	(A) Items that will not be reclassified to profit or loss			
	(i) Gain/ (Loss) on re-measurement of Defined benefit plans		**30.1**	*(27.2)*
	(ii) Income tax relating to items that will not be reclassified to profit or loss		**7.6**	*(6.9)*
	Subtotal (A) (i) - (ii)		**22.5**	*(20.3)*
	(B) Items that will be reclassified to profit or loss			
	(i) Gain/ (Loss) on financial assets through Other Comprehensive Income		**-**	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		**-**	-
	Subtotal (B) (i) - (ii)		**-**	-
	Other Comprehensive Income (A + B)		**22.5**	*(20.3)*
(IX)	**Total Comprehensive Income for the period (VII+VIII) (comprising Profit/ (Loss) and Other Comprehensive Income)**		**5,703.7**	*3,314.5*
(X)	**Earnings per equity share (in ₹) (Basic & Diluted)**	31	**363,387.49**	*213,304.34*
	(Face value ₹1,00,000/- per share (previous year: ₹1,00,000/- per share)			
	0.0 indicates amounts less than ₹ 0.05 million			
	Significant Accounting Policies and Other Notes	1		

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For B S R & Co. LLP
ICAI Firm Registration No.101248W/W-100022
Chartered Accountants

KAPIL GOENKA
Partner
Membership No: 118189

Mumbai, April 20, 2021

For and on behalf of the Board of Directors

B. PRASANNA
Chairman
DIN : 02257744

RADHAKRISHNA NAIR
DIRECTOR
DIN : 07225354

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

PRACHITI LALINGKAR
Company Secretary

Mumbai, April 20, 2021

statement of changes in equity

for the year ended March 31, 2021

A EQUITY SHARE CAPITAL

(₹ in million)

Balance at the beginning of the reporting period	Changes in equity share capital during the period	Balance at the end of the reporting period
1,563.4	-	1,563.4

B OTHER EQUITY

(I) YEAR ENDED MARCH 31, 2021

(₹ in million)

	Reserves and Surplus						Other items of Other Comprehensive Income***	Total
	Capital reserve*	ESOP reserve	Other Reserves			Retained earnings		
			General reserve	Special reserve**	Capital redemption reserve			
Balance at April 1, 2020	**680.1**	**46.0**	**749.1**	**6,134.0**	**466.6**	**2,259.4**	**(17.8)**	**10,317.4**
Total Comprehensive Income for the period	-	-	-	-	-	5,681.2	22.5	**5,703.7**
Interim dividends for financial year 2020-21	-	-	-	-	-	(2,204.4)	-	**(2,204.4)**
Final dividend for financial year 2019-20	-	-	-	-	-	(984.6)	-	**(984.6)**
Dividend distribution tax	-	-	-	-	-	-	-	**-**
Transfer to / (from) retained earnings	473.6	-	-	1,136.2	-	(1,609.8)	-	**-**
ESOP expenses for the period	-	13.0	-	-	-	-	-	**13.0**
Balance at March 31, 2021	1,153.7	59.0	749.1	7,270.2	466.6	3,141.8	4.7	**12,845.1**

(II) YEAR ENDED MARCH 31, 2020

(₹ in million)

	Reserves and Surplus						Other items of Other Comprehensive Income***	Total
	Capital reserve*	ESOP reserve	Other Reserves			Retained earnings		
			General reserve	Special reserve**	Capital redemption reserve			
Balance at April 1, 2019	**680.1**	**22.5**	**749.1**	**5,467.0**	**466.6**	**1,038.9**	**2.5**	**8,426.7**
Total Comprehensive Income for the period	-	-	-	-	-	3,334.8	(20.3)	3,314.5
Interim dividend for financial year 2019-20	-	-	-	-	-	(1,012.9)	-	(1,012.9)
Final dividend for financial year 2018-19	-	-	-	-	-	(187.6)	-	(187.6)
Dividend distribution tax	-	-	-	-	-	(246.8)	-	(246.8)
Transfer to / (from) retained earnings	-	-	-	667.0	-	(667.0)	-	-
ESOP expenses for the period	-	23.5	-	-	-	-	-	23.5
Balance at March 31, 2020	680.1	46.0	749.1	6,134.0	466.6	2,259.4	(17.8)	10,317.4

* Represents profit on sale of securities classified as Held to Maturity (HTM) investments (net of tax) under Master Direction – Operational Guidelines for Primary Dealers issued by RBI

** Reserve maintained under Section 45 IC of the Reserve Bank of India(RBI) Act, 1934

*** Represents gain on re-measurement of defined benefit plans for employees

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For B S R & Co. LLP
ICAI Firm Registration No.101248W/W-100022
Chartered Accountants

KAPIL GOENKA
Partner
Membership No: 118189

Mumbai, April 20, 2021

For and on behalf of the Board of Directors

B. PRASANNA
Chairman
DIN : 02257744

RADHAKRISHNA NAIR
DIRECTOR
DIN : 07225354

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

PRACHITI LALINGKAR
Company Secretary

Mumbai, April 20, 2021

1. SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES

A. SIGNIFICANT ACCOUNTING POLICIES

Overview

ICICI Securities Primary Dealership Limited (the "Company") is registered as a Non-Banking Financial Services Company (NBFC) with the Reserve Bank of India (RBI) and is authorised to act as a Primary Dealer (PD). Being a PD, the Company is an active participant in primary and secondary segments of the debt and money markets. Besides, the Company also trades in equity, equity derivatives and currency futures market. The Company actively trades in permissible financial instruments/ securities and holds them mainly as part of its trading portfolio. The Company also engages in other non-banking financial services business like underwriting, portfolio management, fixed income research and debt capital market services. The Company raises funds through call/ notice money, term money, bi-partite and tri-partite repo, inter-corporate deposits, commercial paper and subordinate debt. The Company also has access to Liquidity Adjustment Facility(LAF) and Standing Adjustment Facility(SLF) of the Reserve Bank of India. The Company also lends in call/ notice money, term money, bi-partite and tri-partite repo and LAF.

The Company is a wholly-owned subsidiary of ICICI Bank Limited. The non-convertible bonds(Tier II capital)and commercial papers issued by the Company, from time to time, are listed on the Bombay Stock Exchange.

Basis of preparation

Compliance with IND AS

The financial statements of the Company for the year ended March 31, 2021 have been prepared in accordance with Indian Accounting Standards (IND AS) notified under section 133 of the Companies Act 2013 ("the act") read together with the Companies (Indian Accounting Standards)Rules, 2015 (as amended from time to time). The financial statements have been prepared on accrual basis and under the historical cost convention except for financial instruments which are measured at fair value.

Accounting policies have been consistently applied except where newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Functional and presentation currency

The financial statements are presented in Indian rupees (₹) which is the functional currency of the Company and the national currency of India. Except as otherwise indicated, financial information presented in Indian rupee has been rounded to the nearest million with one decimal.

Use of judgments, estimates and assumptions

The preparation of financial statements in conformity with IND AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and the income and expense for the reporting period. The actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Some of the Company's accounting policies require critical accounting estimates that involve complex and subjective judgments and the use of assumptions, some of which may be for matters that are inherently uncertain and susceptible to change. Such critical accounting estimates could change from period to period and may have a material impact on the Company's financial condition, changes in financial condition or results of operations. Critical accounting estimates could also involve estimates where management could have reasonably used another estimate in the current accounting period. The critical policies that involves critical accounting estimates includes valuation of financial instruments, impairment of financial assets, and deferred tax. Management believes that the estimates used in the preparation of the Company's financial statements are prudent and reasonable.

1) Revenue recognition

a) Interest

Interest income on all financial instruments other than financial instruments held at Fair Value through Profit & Loss (FVPTL) is recognised using the effective interest method on an accrual basis. For financial instruments held at FVTPL, interest income is recognised on contractual cash flow basis.

The effective interest rate is the rate that exactly discounts the estimated future cash receipts or payments through the expected life of the instrument, or where appropriate, a shorter period, to the net carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates cash flows considering all contractual terms of the financial instrument but not future credit losses.

Effective interest rate is established at the time of initial recognition of the financial instrument and is not revised subsequently.

Contractual cash flow basis refers to calculation of interest based on the rate of interest specified for respective securities.

b) Fee and commission

Fee and commission income including management fees, advisory fees, syndication fees are recognised as income as the related services are performed. Underwriting commission earned on government securities acquired upon devolvement is reduced from the cost of acquisition.

c) Net gain/(loss) on fair value changes

Net gain or loss on financial instrument designated at FVTPL includes realised and unrealised gains and losses from changes in the fair value of such instruments and is recognised in Statement of Profit & Loss.

Unrealised gains and losses on debt instruments measured at fair value through other comprehensive income (FVOCI) are recognised in other comprehensive income until de-recognition, at which point the cumulative gain or loss is transferred to the Statement of Profit and Loss.

d) Dividend income

Dividend income on equity instruments is recognised when the right to receive the dividend is established.

2) Cash and cash equivalents, Bank balances other than cash and cash equivalents

Cash and cash equivalents include cash on hand, balances with Reserve Bank of India, balances and short-term deposits with other banks. Deposits under lien in favor of clearing corporations and stock exchanges are included under bank balances other than cash and cash equivalents. Cash and cash equivalents are measured at amortised cost. The carrying value of cash equivalents approximates fair value.

3) Derivative assets and derivative liabilities

The Company enters into interest rate, currency and equity derivatives. These are measured at fair value at initial as well as subsequent measurement. The resultant gains and losses are recognised in the Statement of Profit and Loss.

Currently, the Company has not designated any derivative as hedge.

4) Financial assets

At initial recognition, the Company measures a financial asset at its fair value. Except financial assets that are irrevocably designated at initial recognition as fair value through profit or loss (FVTPL), the subsequent classification is based on:

(a) The Company's business model for managing the financial assets and

(b) The contractual cash flow characteristics of the financial asset.

Financial assets are classified according to subsequent measurement basis into:

i. Amortised cost: The Company classifies the financial assets at amortised cost if the contractual cash flows represent solely payments of principal and interest on the specified dates and as per the Company's business model, the intention is to hold such financial assets in order to collect contractual cash flows.

Financial assets measured at amortised cost requires the application of the effective interest method. This is calculated by applying the effective interest rate to the gross carrying amount of a financial asset. Gains and losses resulting from fluctuations in fair value are not recognised for financial assets classified as amortised cost measurement category.

ii. Fair value through other comprehensive income (FVOCI): The Company classifies the financial assets as FVOCI if the contractual cash flows represent solely payments of principal and interest on the specified datesand the Company's business model is achieved by both collecting contractual cash flows and selling financial assets.In case of these financial assets, changes in fair value are recognised in other comprehensive income.

iii. Fair value through profit or loss (FVTPL): A financial asset is classified as FVTPL if it is not meeting the criteria for classifying at amortised cost or FVOCI. Further, in certain cases to eliminate or significantly reduce a measurement or recognition inconsistency (accounting mismatch) that would other-wise arise, the Company irrevocably designates certain financial assets at FVTPL at initial recognition. In case of financial asset instruments classified as FVTPL, changes in fair value is recognised in profit or loss.

The Company follows trade date method of accounting for purchase and sale of securities. While determining profit or loss on sale of securities held under FVPTL & FVOCI, cost of securities is arrived/determined based on 'First in First Out' ('FIFO') basis.

5) Impairment of financial assets

At each reporting date, the Company assesses whether there is an objective evidence that loans, advances and other receivables are impaired. Loans,

advances and other receivables are classified as impaired and impairment losses are incurred only if there is an objective evidence of impairment as a result of one or more events that occurred after the initial recognition or of a loss event which have an impact on the estimated future cash flows that can be reliably estimated.

The criteria that the Company uses to determine that there is objective evidence of an impairment loss include:

(a) significant financial difficulty of the debtor;

(b) it becomes probable that the borrower will enter bankruptcy or other financial re-organisation;

In such cases, the Company measures loss allowances at an amount equal to lifetime Expected Credit Losses (ECL). Lifetime ECL are expected credit losses that result from all possible default events over the expected life of a financial instrument. In other cases, where the credit risk on a financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for that financial asset at an amount equal to 12-month expected credit losses.

The measurement of impairment losses in respect of financial assets requires judgment, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by number of factors, changes in which can result in different levels of allowances. The Company's ECL calculations are output of complex models with a number of underlying assumptions regarding the choice of variable inputs and their inter-dependencies. The inputs and models used for calculating ECL, may not always capture all characteristics of the market as on the date of financial statements.

The Company regularly reviews its models in the context of actual loss experience and makes adjustments when such differences are significantly material.

An allowance for impairment is maintained at a level that management considers adequate to absorb identified credit-related losses as well as losses that have occurred but have not yet been identified.

Loss allowance for financial assets are deducted from the gross carrying amount of the assets.

6) Borrowings, debt securities issued, subordinated liabilities and equity instruments

Borrowings, debt securities issued and subordinated liabilities are the Company's main sources of funding. Borrowings comprise borrowings from banks in the inter-bank call money market, borrowings from RBI, corporates and borrowings under repurchase (Repo) transactions.

The Company classifies these instruments as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments.

Borrowings, debt securities issued and subordinated liabilities are initially measured at fair value and subsequently measured at their amortised cost using the effective interest method.

Repo transactions are treated as collateralised lending and borrowing transactions, with an agreement to repurchase/resale, on the agreed terms, as per RBI guidelines and accordingly disclosed in the financial statements. The difference between consideration amount of the first leg and the second leg of the repo transaction is reckoned as repo interest. As regards repo/ reverse repo transactions outstanding on the balance sheet date, only the accrued income/ expenditure till the balance sheet date is taken to the Statement of Profit and Loss. Any repo income/ expenditure for the remaining period is reckoned in the next accounting period. The securities given as collateral under repo borrowing transactions continue to be valued as per the business model followed.

7) Offsetting financial assets and financial liabilities

Financial assets and financial liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

8) De-recognition of financial assets and liabilities

Financial assets are derecognised when the contractual rights to the cash flows from the financial assets have expired or where the Company has transferred substantially all the risks and rewards of ownership. If substantially all the risks and rewards have been neither retained nor transferred and the Company has retained control, the assets continue to be recognised to the extent of the Company's continuing involvement.

Financial liabilities are derecognised when they are extinguished, that is when the obligation is discharged, cancelled or expired.

9) Property, plant and equipment (PPE)

PPE are measured at cost less accumulated depreciation and accumulated impairment losses. The cost includes expenditures that are directly attributable to the acquisition and installation of the asset.

The gain/loss on disposal of an item of PPE is determined by comparing the proceeds from disposal with carrying amount of the item and is recognised in the Statement of Profit and Loss.

The cost of the day-to-day servicing of PPE is recognised in the Statement of Profit and Loss as and when it is incurred.

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value. Depreciation is provided on straight-line basis over the estimated useful lives of the assets. The following table sets forth useful life of property, plant and equipment.

Asset	Useful Life
Electrical Installations	10 years
Office Equipment	5 years
Mobile phones*	2 years
Computers – Servers & Networks	6 years
Computers – End user devices	3 years
Furniture & Fixtures	10 years
Vehicles	8 years
Vehicles – Corporate car policy*	5 years

*Based on historical experience and technical evaluation, the management believes that the useful lives, as given above, best represent the period over which management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as indicated under Part C of Schedule II of the Companies Act 2013.

Depreciation methods, useful lives, impairment and residual values are reassessed at each reporting date and adjusted if material. Advances paid towards acquisition of property, plant and equipment are disclosed as capital work in progress.

10) Capital work-in-progress

Capital work-in-progress are property, plant and equipment which are not yet ready for their intended use. Depreciation is not recorded on capital work-in-progress until construction and installation is completed and assets are ready for its intended use.

11) Intangible assets

Purchased software are measured at cost less accumulated amortisation and accumulated impairment losses, if any. The cost includes expenditures that are directly attributable to the acquisition and installation of the software. Software is amortised on a straight-line basis in the Statement of Profit and Loss over its estimated useful life, from the date on which it is available for use. The estimated useful life of software is four years.

Amortisation methods, useful lives, impairment and residual values are reviewed at each reporting date as may be required and adjusted if material.

12) Income taxes

The income tax expense comprises current and deferred tax incurred by the Company. Income tax expense is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised directly in equity or OCI, in which case the tax effect is recognised in equity or OCI. Income tax payable on profits is based on the applicable tax laws in India and is recognised as an expense in the period in which profit arises.

a) Current Tax

Current tax is expected tax payable/receivable on the taxable income /loss for the period, using tax rates enacted for the reporting period and any adjustment to tax payable/receivable in respect of previous years.

b) Deferred Tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purpose and the amounts for tax purposes.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised, for all deductible temporary differences, to the extent it is probable that future taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets / liabilities are reviewed at each reporting date and are adjusted based on such assessment.

The tax effects of income tax losses, available for carry forward, are recognised as deferred tax asset, when it is probable that future taxable profits will be available against which these losses can be set-off.

13) Employee benefit expenses

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g. under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past services provided by the employee and the amount of obligation can be estimated reliably.

Gratuity

The Company pays gratuity, a defined benefit plan, to employees who retire or resign after a minimum prescribed period of continuous service. The Company makes contribution to a Trust which administers the funds on its own account or through insurance companies.

The actuarial gains or losses arising during the year are recognised in OCI. Actuarial valuation of the gratuity liability is determined by an actuary appointed by the Company. Actuarial valuation of gratuity liability is determined based on certain assumptions regarding rate of interest, salary growth, mortality and staff attrition as per the projected unit credit method.

Provident fund

Retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss when the contributions to the fund is due.

National Pension Scheme (NPS)

The Company contributes 10% of the total basic salary of certain employees to NPS, a defined contribution plan, which is managed and administered by pension fund management companies. The Company also gives an option to its employees to receive the amount in lieu of such contribution along with the monthly salary.

The amounts so contributed/paid by the Company to NPS or to employees during the year are recognised in the Statement of Profit and Loss.

Leave encashment

The Company provides for leave encashment benefit based on actuarial valuation conducted by an independent actuary.

14) Share-based payments

The Employee Stock Option Scheme (the Scheme) of the Holding Company, ICICI Bank Limited, provides for grant of options to acquire equity shares of the Holding Company to whole time directors and eligible employees of the Company. The options vest in a graded manner and may be exercised within a specified period.

In respects of options granted up to March 31, 2020, the grant date fair value of equity-settled share-based payment awards (i.e. stock options) granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period in which the employees unconditionally become entitled to the awards. The Company measures employee expense relating to stock options based on its fair value which is recognised in the Statement of Profit and Loss on a straight line basis over the vesting period for each separately vesting portion of the grant as if the grant was in-substance, separate grants.

In respect of options granted after March 31, 2020, the Company reimburses the fair value of the options to the Holding Company and recognises the same as an expense in the Statement of Profit and Loss.

15) Provisions, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined based on management estimate of cash outflow to settle the obligation at the balance sheet date, supplemented by experience of similar transactions. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised and disclosed only where an inflow of economic benefits is probable.

16) Earnings per share

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

B. OTHER NOTES

1. Fair value measurements : Valuation framework

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company uses valuation models for computing the valuation of financial instruments wherever a traded price is not readily available for such instruments. The Middle Office Group, which functions independent of the front-office, carries out periodic valuation of financial instruments.

In accordance with the Board approved Valuation Policy, the Valuation Committee comprising of representatives from Corporate Risk Management Group (CRMG) and Financials group review the valuation of all securities, including derivatives, to bring it in line with realisable values wherever necessary.

a) Fair value hierarchy

The Company measures fair values using the following hierarchy that reflects the significance of inputs used in making the measurements.

Level 1

Valuation is based upon unadjusted quoted prices of identical instruments traded in active markets at the measurement date. The instruments that have been valued based upon such quoted prices include traded equity shares, mutual funds, government securities, corporate bonds, certificate of deposits (CDs), commercial papers (CPs), futures and options.

Level 2

Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, prices quoted by market participants and prices derived from valuation models which use significant inputs that are observable in active markets. Inputs used include interest rates, yield curves, volatilities, credit spreads, which are available from public sources like Reuters, Bloomberg, Financial Benchmarks India Private Limited (FIBIL) and Fixed Income Money Markets & Derivatives Association of India (FIMMDA). The products include government securities, corporate bonds, certificate of deposits, commercial papers, vanilla options, and simple interest rate derivatives.

Level 3

Valuation is based on valuation techniques or models which use significant market unobservable inputs or assumptions. Financial instruments are considered Level 3 when their values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable or when determination of the fair value requires significant management judgment or estimation.

b) Valuation models

Level 1

Prices quoted in active markets – The fair value of instruments that are quoted in active markets are determined using the quoted prices where they represent prices at which regularly and recently occurring transactions take place.

Level 2

The Company uses valuation techniques to establish the fair value of instruments where prices, quoted in active markets, are not available. Valuation techniques used for financial instruments include modeling techniques, the use of indicative quotes for proxy instruments, quotes from recent and less regular transactions and broker quotes.

A substantial portion of the securities portfolio is valued at prices, yields and spread published by benchmark administrators based on the unadjusted quoted or traded prices or based on models using market observable inputs such as interest rates, yield curves, volatilities and credit spreads available from public sources.

A substantial part of the derivatives portfolio is valued using market observable inputs like swap rates, foreign exchange rates, volatilities and forward rates. The valuation of derivatives is carried out primarily using the market quoted swap rates and foreign exchange rates.

Valuation of forex and derivatives products is carried out using mid-market prices.

Level 3

In certain markets, due to illiquidity, alternate valuation methodologies based on own assumptions and estimates of the fair values are used by the Company.

For instruments which are valued using models, an adjustment to the fair value is carried out to reflect the impact of security being illiquid.

Credit Valuation Adjustment and Debit Valuation Adjustment

To measure the fair value of financial assets and financial liabilities, the Company includes the effect of the Company's net exposure to the credit risk of that counter party or the counter party's net exposure to the credit risk of the Company in the fair value measurement in form of Credit Valuation Adjustment (CVA) and Debit Valuation Adjustment (DVA) separately in case the inputs used for fair valuation do not capture the same. CVA is a fair value adjustment to reflect counter party credit risk. The Company considers the adjustment based on the variation in the credit exposure and credit spread of the counterparty between the valuation date and the date of origination of the deal. DVA is done to account for change in the Company's own credit quality for exposures toother counter parties to the Company. Currently, CVA and DVA is considered for fair valuation of interest rate swaps.

The following table sets forth the information about Company's assets and liabilities measured at fair value on a recurring basis for periods mentioned and the level of inputs used to measure those products.

₹ in million

Description	At March 31, 2021			
	Level 1	Level 2	Level 3	Total
Securities for trade				
Government securities	125,325.7	15,113.2	-	140,438.9
Debentures, bonds, CPs & CDs	2,263.1	14,922.8	18.2	17,204.1
Equity instruments	34.6	-	2.0	36.6
Total	**127,623.4**	**30,036.0**	**20.2**	**157,679.6**
Derivative Financial Instruments (positive mark-to-market)				
Interest rate derivatives	-	605.4	-	605.4
Equity linked derivatives	1.4	-	-	1.4
Total positive mark-to-market	**1.4**	**605.4**	**-**	**606.8**
Derivative Financial Instruments (negative mark-to-market)				
Interest rate derivatives	-	(2,509.8)	(140.0)	(2,649.8)
Total negative mark-to-market	**-**	**(2,509.8)**	**(140.0)**	**(2,649.8)**

₹ in million

Description	At March 31, 2020			
	Level 1	Level 2	Level 3	Total
Securities for trade				
Government securities	63,345.2	84,131.6	-	147,476.8
Debentures, bonds, CPs & CDs	1,983.5	15,259.4	-	17,242.9
Equity instruments	-	-	1.6	1.6
Total	**65,328.7**	**99,391.0**	**1.6**	**164,721.3**
Derivatives (positive mark-to-market)				
Interest rate derivatives	-	1,223.2	6.4	1,229.6
Equity linked derivatives	0.9	-	-	0.9
Total positive mark-to-market	**0.9**	**1,223.2**	**6.4**	**1,230.5**
Derivatives (negative mark-to-market)				
Interest rate derivatives	(53.9)	(3,964.5)	(97.8)	(4,116.2)
Total negative mark-to-market	**(53.9)**	**(3,964.5)**	**(97.8)**	**(4,116.2)**

For certain products, the valuations based solely on market participant quotes/ spreads were considered inadequate due to relatively inactive markets and hence alternative valuation methodology has been used. The market for these instruments remains illiquid at March 31, 2021 and the sole reliability on market quotes remained inadequate at the reporting date. Financial assets which have been identified as illiquid and are valued based on the prices of similar assets or at a weighted average price derived from market quotes and valuation models have been classified as Level 2 or Level 3 instruments based on inputs used in valuation.

c) Transfers between Levels of the fair value hierarchy

The Company regularly monitors the inputs used for fair valuation of its financial instruments. As a policy, the Company transfers its financial instruments between categories at the end of the reporting period in case of any changes in these inputs.

Following table sets forth, transfer from Level 1, since these securities arevalued based on valuation models using market observable inputs or are valued based on internal valuation using unobservable inputs at March 31, 2021 as compared to valuation based on quoted price at March 31, 2020.

₹ in million

Description	At March 31, 2021		*At March 31, 2020*	
	Level 2	Level 3	*Level 2*	*Level 3*
Government securities	642.1	-	*364.7*	-
Debentures, bonds, CPs & CDs	-	-	*569.8*	-

Following table sets forth, transfer from Level 2, since these securities arevalued based on quoted prices or are valued based on internal valuation using unobservable inputs at March 31, 2021 as compared to valuation based on valuation models using market observable inputs at March 31, 2020.

₹ in million

Description	At March 31, 2021		*At March 31, 2020*	
	Level 1	Level 3	*Level 1*	*Level 3*
Government securities	2,177.8	-	*2.2*	-
Debentures, bonds, CPs & CDs	-	18.2	-	-

d) Estimated fair value of financial instruments

The Company's financial instruments include non-derivative financial assets and liabilities as well as derivative instruments. Fair value estimates are generally subjective in nature, and are made at a specific point in time based on the characteristics of the financial instruments and relevant market information. Quoted market prices are used, wherever available. In other cases, fair values are based on estimates using present value of future cash flows or other valuation techniques. These techniques involve uncertainties and are significantly affected by the assumptions used and judgments made regarding risk characteristics of various financial instruments, discount rates, estimates of future cash flows and other factors. Changes in assumptions could significantly affect these estimates and the resulting fair values. Derived fair value estimates cannot necessarily be substantiated by comparison to markets and in many cases, may not be realised in an immediate sale of the instruments.

Fair value estimates are based on existing financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered as financial instruments. Disclosure of fair values is not required for certain items such as investments accounted for under the equity method of accounting, obligations for pension and other post-retirement benefits, income tax assets and liabilities, property and equipment, pre-paid expenses, core deposit intangibles. Accordingly, the aggregate fair value amount presented does not purport to represent and should not be considered representative of the underlying market or franchise value of the Company. In addition, because of differences in methodologies and assumptions used to estimate fair values, the Company's fair values should not be compared to those of other financial institutions.

The following describes the methods and assumptions used by the Company in estimating the fair values of financial instruments.

i. Cash and cash equivalents

The carrying amounts reported in the balance sheet approximate fair value.

ii Trading assets and liabilities

Trading assets and liabilities are carried at fair value in the balance sheet. Values for trading securities are generally based on quoted or other independent market prices. Values for interest rate and foreign exchange products are based on quoted, or other independent market prices, or are estimated using pricing models or discounted cash flows.

iii. Financial investments

The fair values of investments are generally determined based on quoted or other independent market prices. Values for interest rate and foreign exchange products are based on quoted or other independent market prices or are estimated using pricing models or discounted cash flows. For certain debt and equity investments that do not trade on established exchanges and for which markets do not exist, estimates of fair value are based upon management's estimate.

iv. Debt securities and other borrowings

The fair value of the Company's debt is estimated by discounting future contractual cash flows using appropriate interest rates and credit spreads. The carrying value of certain other borrowings approximates fair value due to the short-term nature of these borrowings. The borrowings are classified as Level 2 instruments in view of the inputs used like interest rates, yield curves, credit spreads, which are available from public sources like Reuters, Bloomberg FIBIL and FIMMDA.

The following table sets forth, for the period indicated, listing of the fair values by category of financial assets and financial liabilities.

₹ in million

Description	At March 31, 2021				
	Carrying Value	Estimated fair value	Level 1	Level 2	Level 3
Derivative financial instruments (Net)	(2,043.0)	(2,043.0)	1.4	(1,904.4)	(140.0)
Securities for Trades	157,679.6	157,679.6	127,623.4	30,036.0	20.2
Subordinated Liabilities	5,250.0	5,731.2	-	5,731.2	-

₹ in million

Description	At March 31, 2020				
	Carrying Value	Estimated fair value	Level 1	Level 2	Level 3
Derivative financial instruments (Net)	(2,885.7)	(2,885.7)	(53.0)	(2,741.3)	(91.4)
Securities for Trades	164,721.3	164,721.3	65,328.7	99,391.0	1.6
Subordinated Liabilities	5,250.0	5,579.1	-	5,579.1	-

The following table sets forth, certain additional information about changes in the fair value of Level 3 derivatives and securities for trade for the year ended March 31, 2021.

Description	₹ in million
Beginning balance at April 1, 2020	(89.8)
Transfer in from Level 2 to level 3	18.2
Total gains or losses (realised/unrealised)	(48.2)
-Included in Statement of Profit and Loss[1]	(48.2)
Ending balance at March 31, 2021	**(119.8)**

1. Included in "Net gain /(Loss) fair value changes" in the Statement of Profit and Loss

The following table sets forth, certain additional information about changes in the fair value of Level 3 derivatives for the year ended March 31, 2020.

Description	₹ in million
Beginning balance at April 1, 2019	(58.3)
Total gains or losses (realised/unrealised)	(31.5)
-Included in Statement of Profit and Loss[1]	(31.5)
Ending balance at March 31, 2020	(89.8)

1. Included in "Net gain /(Loss) fair value changes" in the Statement of Profit and Loss

2. Current and non-current assets and liabilities

The following tables set forth, for the periods indicated, the assets and liabilities line items by amounts expected to be recovered or settled within or after twelve months.

₹ in million

Particulars	At March 31, 2021		
	Amounts recovered or settled		Total
Assets	Within twelve months	After twelve months	
Cash and cash equivalents	22.8	-	22.8
Bank balance other than Cash and cash equivalents above	505.1	-	505.1
Securities for trade	157,679.6	-	157,679.6
Derivative financial instruments	606.8	-	606.8
Trade receivables	24,901.6	-	24,901.6
Loans	6,635.3	-	6,635.3
Other financial assets	2,382.1	7.8	2,389.9
Current tax assets (Net)	-	4,140.9	4,140.9
Property, plant and equipment	-	15.4	15.4
Other intangible assets	-	2.2	2.2
Other non-financial assets	-	2.8	2.8
Total assets before deferred tax assets	**192,733.3**	**4,169.1**	**196,902.4**
Deferred tax assets (net)	-	293.8	293.8
Total assets	**192,733.3**	**4,462.9**	**197,196.2**

₹ in million

Particulars	At March 31, 2021		
	Amounts recovered or settled		Total
Assets	Within twelve months	After twelve months	
Liabilities			
Derivative financial instruments	2,649.8	-	2,649.8
Trade payables			
(i) total outstanding dues of micro enterprises and small enterprises	2.5	-	2.5
(ii) total outstanding dues of creditors other than micro and small enterprises	321.0	-	321.0
Debt securities	6,975.1	-	6,975.1
Borrowings (Other than debt securities)	154,370.8	-	154,370.8
Subordinated liabilities	500.0	4,750.0	5,250.0
Other financial liabilities	9,154.1	-	9,154.1
Current tax liabilities (net)	3,870.9	-	3,870.9
Provisions	1.3	128.5	129.8
Other non-financial liabilities	21.7	42.0	63.7
Total liabilities before deferred tax liabilities	**177,867.2**	**4,920.5**	**182,787.7**
Deferred tax liabilities	-	-	-
Total liabilities	**177,867.2**	**4,920.5**	**182,787.7**

₹ in million

Particulars	At March 31, 2020		
	Amounts recovered or settled		Total
Assets	Within twelve months	After twelve months	
Cash and cash equivalents	34.4	-	34.4
Bank balance other than Cash and cash equivalents above	610.1	-	610.1
Securities for trade	164,721.3	-	164,721.3
Derivative financial instruments	1,230.5	-	1,230.5
Trade receivables	1,024.2	-	1,024.2
Loans	709.5	-	709.5
Other financial assets	3,371.8	7.8	3,379.6
Current tax assets (Net)	-	2,197.7	2,197.7
Property, plant and equipment	-	14.8	14.8
Other intangible assets	-	4.5	4.5
Other non-financial assets	-	9.1	9.1
Total assets before deferred tax assets	**171,701.8**	**2,233.9**	**173,935.7**
Deferred tax assets (net)	-	322.7	322.7
Total assets	**171,701.8**	**2,556.6**	**174,258.4**
Liabilities			
Derivative financial instruments	4,116.2	-	4,116.2
Trade payables			
(i) total outstanding dues of micro enterprises and small enterprises	0.5	-	0.5
(ii) total outstanding dues of creditors other than micro and small enterprises	9,053.7	-	9,053.7
Debt securities	14,943.7	-	14,943.7
Borrowings (Other than debt securities)	126,084.7	-	126,084.7
Subordinated liabilities	-	5,250.00	5,250.00
Other financial liabilities	780.9	-	780.9
Current tax liabilities (net)	1,958.0	-	1,958.0
Provisions	-	136.3	136.3
Other non-financial liabilities	11.6	42.0	53.6
Total liabilities before deferred tax liabilities			
Deferred tax liabilities	-	-	-
Total liabilities	**156,949.3**	**5,428.3**	**162,377.6**

3. Financial risk management

Introduction and overview

As a financial intermediary, the Company is exposed primarily to market, credit and liquidity risk from financial instruments.

This section presents information about the Company's exposure to the above risks, its objectives, policies and processes for measuring and managing these risks.

Risk management framework

The key principles underlying the risk management framework at the Company are as follows:

The Board of Directors has oversight on all the risks assumed by the Company. Specific committees of the Board have been constituted to facilitate focused oversight of various risks. The Risk Management & IT Strategy Committee (RM & ITC)is responsible for analysing and monitoring the risks associated with the different business activities of the Company, ensuring adherence to the risk and investment limits set by the Board of Directorsand risk management guidelines stipulated by the RBI.It reviews key risk indicators covering areas such as market risk, credit risk, interest rate risk, liquidity risk, operational risk and technology risk.

Asset Liability Management Committee (ALCO) – Management level committee is responsible for the liquidity risk management, management of market risks, funding and capital planning, profit planning and growth projection, forecasting and analysing of contingency plans and such other business as stipulated by the RBI.

Policies approved from time to time by the Board of Directors/committees of the Board form the governing framework for each type of risk. The business activities are undertaken within this policy framework.

Independent groups across the Company facilitate independent evaluation, monitoring and reporting of various risks. These control groups function independently of the business groups.

The risk management framework forms the basis of developing consistent risk principles across the Company.

Material risks are identified, measured, monitored and reported to the Board of Director and Board level committees.

a) Credit risk

Credit risk is the risk of loss that may occur from the failure of any counterparty to abide by the terms and conditions of any financial contract with the Company, principally the failure to make required payments as per the terms and conditions of the contracts. The Company is exposed to credit risk in its trading, investment and underwriting business.

Objective

The Company manages its credit risk with the broad objectives of mitigating the risk arising from losses on account of the default, maintaining a healthy credit portfolio and complying with regulatory norms as specified by RBI.

Policies and processes

To mitigate the credit risk arising out of the business activities, exposure limits are set for all issuer counter parties with whom, and for all instruments in which, the company seeks to do business.

The exposure limit includes positions in commercial papers, bonds and debentures, certificate of deposits, fixed deposits, short term lending, interest rate derivatives, mutual fund and equity and equity derivatives.

All credit risk limits are approved by the RM & ITC and the Board.

Credit risk assessment and monitoring process

CRMG prepares a list of issuer counter parties which is reviewed on an annual basis by adding/deleting companies from the list and assigning limits to them. Additionally, the counter parties are monitored periodically for any adverse changes impacting its credit quality (for example rating watch / downgrade by credit rating agencies, press releases, notifications, etc.) and intimated to the dealer.

Reporting and measurement

All credit exposures are measured and monitored using a centralised exposure management system. The Company complies with the exposure limits as approved by the Board and as stipulated by RBI on an ongoing basis. Limits have been set as a percentage of the Company's capital funds and are regularly monitored.

Expected Credit Loss (ECL)

The Company is exposed to credit risk in respect of its fee & trade receivables, loans, fixed deposits and margins placed for membership and trading limits on stock exchanges and clearing houses. The Company is also exposed to credit risk on its receivables in respect to Over theCounter (OTC) derivatives. The Company has adopted various models for calculation of the expected credit losses for these and provisioning has been done for the same.

Credit concentration risk

Credit concentration risk arises mainly on account of concentration of exposures under single/group borrower exposures.

Limits have been stipulated on single borrower and borrower group. The Company complies with the norms on exposure stipulated by RBI for both single borrower as well as borrower group on an ongoing basis

Quantitative disclosures on credit risk

The following sections pertain to quantitative disclosures on maximum exposure for the Company.

Maximum credit risk exposure

The following table sets forth, for the periods indicated, the maximum exposure.

₹ in million

Category	At March 31, 2021	*At March 31, 2020*
Fixed Deposits with banks, margin, Repo Lending and other deposits with Qualified Central Counter Parties	6,054.9	*2,004.8*
Derivative financial instruments [1]	36,092.5	*50,098.7*
Bank Guarantee	-	*10.0*
Total	**42,147.4**	*52,113.5*

[1] Calculated in accordance with guidelines applicable to Primary Dealers for calculation of capital adequacy

b) Liquidity risk

Liquidity risk is the current and prospective risk arising out of an inability to meet financial commitments as they fall due, through available cash flows or through the sale of assets at fair market value. It includes both, the risk of unexpected increases in the cost of funding an asset portfolio at appropriate maturities and the risk of being unable to liquidate a position in a timely manner at a reasonable price.

Liquidity risk management

The Company being a trader in fixed income instruments, the interest rate risk is predominant risk for the Company. Liquidity risk is perceived to be low considering that a predominant portion of the Company's portfolio consists of government bonds and high rated corporate bonds. The Company is not under obligation to maintain a constant balance sheet size and is able to increase / decrease the balance sheet size based on its views on interest rates.

The Company manages liquidity risk in accordance with its Liquidity Management Framework as approved by the Board of Directors

The goal of liquidity risk management is to be able, to meet all liability repayments on time and to fund all trading and investment opportunities by raising sufficient funds either by increasing liabilities or by converting assets into cash expeditiously and at reasonable cost even under adverse conditions.

Given the nature of the business and short business cycle of the Company, the liquidity risk is managed as a part of its core daily business activity. Most of its funding requirements are met through short-term funding sources, primarily in the form of repo borrowings from market, RBI and other money market borrowings. The Company also borrows through non-convertible debentures with longer maturities. These are designated as Tier II Capital and help Company to augment its capital base.

Maturity analysis for financial liabilities

The tables below set forth the cash flows payable by the Company under financial liabilities as per their residual contractual maturities at the balance sheet date. The amounts disclosed in the table are the contractual cash flows of all financial liabilities.

₹ in million

Particulars	At March 31, 2021						
	Carrying amount	Gross nominal outflow	Less than 1 month	1 month to 3 months	Over 3 months to 1 year	Over 1 year to 5 years	Over 5 years
Non derivative liabilities							
Debt securities issued	6,975.1	6,975.1	1,995.0	4,980.1	-	-	-
Subordinated liabilities	5,250.0	5,250.0	-	-	500.0	3,300.0	1,450.0
Other Financial Liabilities *	163,848.4	163,848.4	159,636.3	3,790.1	422.0	-	-
Derivative liabilities							
Trading	2,649.8	2,649.8	2,649.8	-	-	-	-
Total financial liabilities	**178,723.3**	**178,723.3**	**164,281.1**	**8,770.2**	**922.0**	**3,300.0**	**1,450.0**

₹ in million

Particulars	At March 31, 2020						
	Carrying amount	Gross nominal outflow	Less than 1 month	1 month to 3 months	Over 3 months to 1 year	Over 1 year to 5 years	Over 5 years
Non derivative liabilities							
Debt securities issued	14,943.7	14,943.7	10,965.5	3,978.2	-	-	-
Subordinated liabilities	5,250.0	5,250.0	-	-	-	2,850.0	2,400.0
Other Financial Liabilities *	135,919.8	135,919.8	127,535.9	8,042.4	341.5	-	-
Derivative liabilities							
Trading	4,116.2	4,116.2	4,116.2	-	-	-	-
Total financial liabilities	**160,229.7**	**160,229.7**	**142,617.6**	**12,020.6**	**341.5**	**2,850.0**	**2,400.0**

*Other Financial Liabilities include Trade Payable & Borrowings (other than Debt Securities)

Source from which the Company can meet liquidity requirements:

The Company has diverse sources of liquidity to allow for flexibility in meeting funding requirements.

Contingency plan for managing liquidity risk

The Company enters into collateralised borrowings in the form of repurchase transactions with the Reserve Bank of India or through Clearing Corporation of India Limited, a centralized clearing counter party or with the market participants, against government securities to meet expected and unexpected borrowings requirements. The Company holds sufficient securities in its account to meet additional needs of collateral if required and systems and processes are in place to ensure sufficient balance in the Company's securities and margin accounts resulting in smooth settlement of transactions.

The company has recourse to assured standing liquidity facility (SLF)provided by RBI. The Company has the highest credit rating for its short term and long term borrowing programmes from various rating agencies which help it to raise short term and long term funding at short notice. The Company also has access to Call/notice and term money market, Commercial papers, ICD borrowing etc.

c) Market risk

Market risk is the possibility of loss arising from changes in the value of a financial instrument as a result of changes in market variables such as interest rates, exchange rates, credit spreads and other asset prices. The market risk for the Company is managed in accordance with the Corporate Risk and Investment Policy (CRIP) which is approved by the Board. CRIP ensures that operations in securities, foreign exchange and derivatives are conducted in accordance with sound and acceptable business practices and are as per the extant regulatory guidelines, laws governing transactions in financial securities and the financial environment. CRIP contains the limit structure that governs transactions in financial instruments. CRIP is reviewed periodically to incorporate changed business requirements, financial environment and revised policy guidelines.

Objective

The Company manages its market risk with the broad objectives of mitigating the risk arising from losses in the financial instruments on account of adverse movements in interest rates, currency and equities.

The company also ensures compliance with regulatory requirements with respect to monitoring, reporting and management of market risk

Structure and organisation of the market risk management function

CRMG which is an independent function exercises control over the process of market risk management, controls, processes and methodologies for quantifying and assessing market risk and recommends changes in risk policies to be approved by the Board. Further, there is clear functional separation of

- Trading
- Reporting, control, settlements and accounting

Scope and nature of risk reporting and/or measurement systems

Reporting

CRMG periodically reports on the various financial instruments and their related risk measures to the senior management and the committees of the Board. Financials and Operations Groups periodically submit the reports to the regulator as per the regulatory reporting requirements.

Measurement

CRMG formulates various risk metrics for different products which are approved by the RM & ITC and the Board. These risk metrics adopted by the Company for monitoring market risk are Value at Risk (VaR), price value of basis point (PV01), stop loss amongst others including trading universe, scrip-wise and sector-wise limits. Compliance is ensured for regulatory and internal limits placed on various risk metrics as approved by the RM & ITC and the Board.

Price Risk

Price risk relates to the risk of change in the fair value of the financial assets due the change in market price.

Fixed Income Portfolio

The following table sets forth, using the fixed income portfolio at March 31, 2021 as the base, one possible prediction of the impact of changes in interest rates on the value of the Company's fixed income portfolio measured fair valued through profit and loss (FVTPL) for the year ended March 31, 2021, assuming a parallel shift in interest rate curve.

₹ in million

	At March 31, 2021 Change in interest rates (in basis points)				
	Portfolio Size	(100)	(50)	50	100
Government Securities*	132,154.9	2,267.8	1,141.1	(1,141.1)	(2,267.8)
Corporate Bonds	17,204.1	344.2	173.5	(173.5)	(344.2)
Interest Rate Swaps	(2,044.4)	(748.2)	(374.1)	374.1	748.2
Total	**147,314.6**	**1,863.8**	**940.5**	**(940.5)**	**(1,863.8)**

* After adjusting open short and IRF positions (if any)

The following table sets forth, using the fixed income portfolio at March 31, 2020 as the base, one possible prediction of the impact of changes in interest rates on the value of the Company's fixed income portfolio measured at fair value through profit or loss for year ended March 31, 2020, assuming a parallel shift in interest rate curve.

₹ in million

	At March 31, 2020 Change in interest rates (in basis points)				
	Portfolio Size	(100)	(50)	50	100
Government Securities*	140,669.8	2,374.4	1,198.1	(1,198.1)	(2,374.4)
Corporate Bonds	17,242.9	307.3	155.1	(155.1)	(307.3)
Interest Rate Swaps	(2,832.7)	(937.7)	(468.9)	468.9	937.7
Total	**155,080.0**	**1,744.0**	**884.3**	**(884.3)**	**(1,744.0)**

*After adjusting open short and IRF positions (if any)

The sensitivity of fixed income portfolio at March 31, 2021 increased marginally compared to the same at March 31, 2020 primarily due to lower offsetting benefit from Interest rate swaps

Equity

As part of the equity proprietary business, the Company takes trading positions in the equity markets. The business involves taking positions in equity cash and derivative instruments, as well as equity oriented and hybrid mutual funds.

Impact of changes in the value of the underlying on the value of the equity proprietary trading portfolio is given below.

₹ in million

	At March 31, 2021 Change in value of underlying				
	Market Value	(25%)	(15%)	+25%	+15%
Equity & Equity Derivatives Portfolio	18.15	(37.5)	(4.8)	(20.6)	(49.5)

Outstanding positions were based on range bound view of the Index

₹ in million

	At March 31, 2020 Change in value of underlying				
	Market Value	(25%)	(15%)	+25%	+15%
Equity & Equity Derivatives Portfolio	2.2	(2.7)	(0.6)	(0.1)	(0.1)

Outstanding positions were based on range bound view of the Index

Currency Futures:

As part of the non-core activity, standalone Primary Dealers were permitted to participate in the exchange traded currency futures market with effect from April 11, 2016. Currently, the business involves taking positions in the following currency pairs viz. US$-INR, EUR-INR, GBP-INR and JPY-INR.The Company did not have any outstanding position in currency at March 31, 2021(Nil at March 31, 2020).

d) Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Operational risk includes legal risk but excludes strategic and reputational risks. Legal risk includes, but is not limited to, exposure to fines, penalties or punitive damages resulting from supervisory actions, as well as private settlements.

The management of operational risk is governed by the Operational Risk Management Policy approved by the Board of Directors.

Operational risk can result from a variety of factors, including failure to obtain proper internal authorizations, improperly documented transactions, failure of operational and information security procedures, computer systems, software or equipment, fraud, inadequate training and employee errors. Operational risk is sought to be mitigated by maintaining a comprehensive system of internal controls, establishing systems and procedures to monitor transactions, maintaining key back-up procedures and undertaking regular contingency planning.

Operational controls and procedures

The Company has put in place a comprehensive internal control structure with respect to its operations. The control measures include the segregation of duties between front-office and control and support functions, automated control procedures, continuous monitoring procedures, a well-defined code of conduct for dealers and comprehensive reconciliations of trades, positions, accounts, etc. In order to mitigate potential contractual risks, if any, negotiations for deals are recorded on a voice recording system. All key processes are documented and approved by the Company's Product and Process Approval Committee (PAC). Some of the control measures include deal validation, independent confirmation, documentation, limits monitoring, treasury accounting, settlement, reconciliation and regulatory compliance. Operations group reviews the unconfirmed, unsettled deals if any, on a regular basis and follows up for timely confirmation or settlement. There is a mechanism of escalation to senior management in case of delays in settlement or inreceipt of confirmation beyond specifiedtime period. In addition to the above, concurrent and internal auditors also undertake a comprehensive audit of treasury operations. The control structure is designed to minimize errors, prevent potential fraud and provide early-warning signals.

4. Capital management

Objective

The Company actively manages its capital to meet regulatory norms and current and future business needs considering the risks involved in its businesses, expectation of rating agencies, shareholders and investors and the available options of raising capital.

Regulatory capital

As a PD undertaking diversified activities, in accordance with applicable guidelines issued by RBI, the Company is required to maintain minimum Net Owned Funds (NOF) of ₹2,500 million on an ongoing basis. Apart from equity share capital and other equity, the Company has also issued non-convertible debentures as subordinated debt designated as Tier II capital to augment its capital base.

The Company is subject to the capital adequacy norms stipulated by the RBI guidelines as applicable to PDs as well as NBFCs. Both these guidelines require the Company to maintain a minimum ratio of total capital to risk weighted assets of 15%. Further, the guidelines as applicable to PDs require the Company to maintain minimum ratio of total capital to risk weighted assets of 20% for being eligible for dividend payout of more than 33% but up to 50%. The guidelines as applicable to NBFCs require a minimum tier-1 capital adequacy ratio of 10%. The capital adequacy ratio of the Company at March 31, 2021as per the RBI guidelines applicable to PDs is 44.07% and the same as per the RBI guidelines applicable to NBFCs is 58.34%with a Tier-1 capital adequacy ratio of 47.50%.

The Company determines the level of capital that needs to be maintained by considering the following in an integrated manner:

- Company's strategic focus, business plan and growth objectives;
- Regulatory capital requirements as per the RBI guidelines;
- Assessment of material risks and impact of stress testing;
- Perception of credit rating agencies, shareholders and investors;

Monitoring and reporting

The RM &ITC of the Board maintains an oversight over the Company's capital adequacy levels. On a quarterly basis an analysis of the capital adequacy position and the risk weighted assets is reported to the RM &ITC. The Company also reports the capital adequacy position periodically to RBI.

Capital requirements for various risk areas

As required by RBI guidelines applicable to PDs, the Company's capital requirements have been computed using the Standardised approach for credit risk and both the Standardised approach as well as internal model for market risk. The higher of the charge from the Standardised and internal model is used for the purpose of calculation of market risk requirements for capital adequacy calculations. The minimum capital required to be held for capital adequacy ratio of 15% for credit and market risks is given below:

	Amount (₹ in million)
a. Capital required for credit risk	2,647.6
b. Capital required for market risk	3,216.0
Total capital requirement (a + b)	5,863.6
Total capital funds of the Company	17,227.5
Total risk weighted assets	39,090.7
Capital Adequacy Ratio	**44.07%**

5. Reclassification of financial assets

The Company has not reclassified any financial assets during the current as well as previous financial year.

6. Offsetting financial assets and financial liabilities

The table below illustrates the amounts of financial instruments that have been offset on the balance sheet and also those amounts that are subject to enforceable master netting arrangements or similar arrangements.

The "Net amounts" presented in the table are not intended to represent the Company's actual exposure to credit risk, as the Company will utilise a wide range of strategies to mitigate credit risk in addition to netting and collateral arrangements.

The following tables sets forth, for the periods indicated, the information on the impact of off-setting on the balance sheet and other related information

At March 31, 2021 ₹ in million

Particulars	Effect of offsetting on balance sheet		
	Gross amounts of financial assets/ (liabilities)	Gross amounts set off on the balance sheet	Net amounts of financial assets/ (liabilities) presented on the balance sheet
Trade Receivables	25,964.8	(1,079.4)	24,885.4
Derivative financial instruments (Assets)	27,359.7	(26,752.9)	606.8
Trade Payables	(1,329.8)	1,079.4	(250.4)
Derivative financial instruments (Liabilities)	(29,402.7)	26,752.9	(2,649.8)

At March 31, 2020 ₹ in million

Particulars	Effect of offsetting on balance sheet		
	Gross amounts of financial assets/ (liabilities)	Gross amounts set off on the balance sheet	Net amounts of financial assets/ (liabilities) presented on the balance sheet
Trade Receivables	13,146.7	(12,134.2)	1,012.5
Derivative financial instruments (Assets)	63,123.0	(61,892.5)	1,230.5
Trade Payables	(21,127.9)	12,134.2	(8,993.7)
Derivative financial instruments (Liabilities)	(66,008.6)	61,892.4	(4,116.2)

There are no amounts which are eligible for set-off but have not been set-off as atMarch 31, 2021 and March 31, 2020.

7. Transfer of financial assets

Transfer of financial assets that are not de-recognised in their entirety

The Companyenters into transactions in the normal course of business by which it transfers recognised financial assets directly to third parties.

Repurchase agreements

The Company enters into repurchase agreements, securities lending agreements, in which the Company retains substantially all of the associated credit, price and interest rate risk and rewards associated with the assets as well as associated income streams.

If the Company transfers financial assets as part of repurchase or security lending agreement, it will not have ability to use financial asset during the tenure of the term of agreement.

Assets pledged and received as collateral

The Company pledges financial assets primarily for repurchase agreements, securities borrowing agreements as well as other borrowing arrangements and for margining purposes. Pledges are generally conducted under terms that are usual, in accordance with regulatory requirements and customary for standard secured borrowing contracts and other transactions described above.

The following table sets forth, for the periods indicated, the carrying value of the Company's assets pledged as collateral for liabilities (including borrowings).

₹ in million

Particulars	At March 31, 2021	*At March 31, 2020*
Government securities*	149,377.0	*128,265.5*
Fixed Deposits	505.1	*610.1*
Margins and Default Funds	794.3	*1,099.7*
Total	**150,676.4**	*129,975.3*

* Including interest accrued thereon

The Company receives collateral primarily in reverse repurchase agreements and other securities lending agreements. These transactions are generally conducted under terms that are usual and customary for standard secured lending activities and are in line with the regulatory guidelines. The Company, as the secured party, has the right to sell or re-pledge such collateral, subject to the Company returning equivalent securities upon completion of the transaction. This right is used primarily to meet delivery obligations forshort sales, securities loaned and securities sold under repurchase agreements.

The following table sets forth, for the periods indicated, the fair value of collateral (both financial and non-financial) held by the Company.

₹ in million

Particulars	At March 31, 2020	*At March 31, 2019*
Total of fair value of the collateral held	6,636.5	*712.5*
There of:		
Fair value of collateral sold	5,037.2	*712.5*
Fair value of collateral re-pledged	-	-

The Company has not sold or re-pledged financial asset amounting to ₹ 1,599.3 million received by it as collateral on account of LAF lending to RBI.

Assets charged as security for liabilities

Assets are pledged as collateral to secure liabilities under repurchase agreements which are generally conducted under terms that are usual and customary to standard securitised borrowing contracts and are governed by regulatory guidelines. In addition, the Company pledges collateral against other borrowing and settlement arrangements.

The following table sets forth, for the period indicated, the nature and carrying amount of the assets pledged as security to secure liabilities.

₹ in million

Particulars	At March 31, 2021	*At March 31, 2020*
Trading assets	138,321.7	116,200.1
Total	**138,321.7**	**116,200.1**

8. Employee benefits

Defined benefit plans

Gratuity

The Company provides for gratuity, a defined benefit retirement plan covering all employees. The plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee's salary and the years of employment with the Company. The gratuity benefit provided by the Company to its employees is equal to or greater than the statutory minimum. This gratuity benefit is provided through contributions to a fund administered and managed by ICICI Prudential Life Insurance Company Limited. Under this scheme, the settlement obligation remains with the Company.

Actuarial valuation of the gratuity liability for all the above funds is determined by an actuary appointed by the Company. In accordance with the gratuity fund's rules, actuarial valuation of gratuity liability is calculated based on certain assumptions regarding discount rate, salary growth, mortality and staff attrition as per the projected unit credit method.

The following table sets forth, for the periods indicated, the funded status of the plans and the amounts recognised in the financial statements.

₹ in million

	Year ended March 31, 2021	*Year ended March 31, 2020*
Change in benefit obligations		
Opening obligations	229.8	*196.9*
Add:		
Service cost	17.0	*14.1*
Interest cost	15.6	*15.2*
Actuarial (gain)/loss on obligations	(21.3)	*17.5*
Past service cost	-	-
Benefits paid	(4.9)	*(16.0)*
Liability assumed /(settled)	-	*2.1*
Benefit obligations at the end of the year	**236.3**	*229.8*
Change in plan assets	-	-
Fair value of plan assets at beginning of the year	119.4	*116.2*
Add:		
Actuarial gain/(loss)	18.6	*1.2*
Employer contributions	3.4	*16.0*
Benefits paid	(4.9)	*(13.9)*
Plan assets at the end of the year	**136.4**	*119.4*
Expected employer's contribution next year	10.0	*50.0*
Fair value of plan assets at the end of the year	136.4	*119.4*
Present value of the defined benefit obligations at the end of the year	236.3	*229.8*
Unrecognised prior service cost	-	-
Amount not recognised as an Asset	-	-
Asset/(Liability) recognised in balance sheet	**(99.8)**	*(110.4)*

The total amount of re-measurement items and impact of liabilities assumed or settled, if any, which is recorded immediately in Other Comprehensive Income (OCI) during the period is shown in the table below:

₹ in million

	Year ended March 31, 2021	*Year ended March 31, 2020*
Opening balance of actuarial (gains)/losses recognised in statement of recognised income and expense	23.5	*(3.7)*
Re-measurements loss/(gains)	-	-
Actuarial loss or gain arising from:	-	-
Demographic assumptions	-	-
Financial assumptions	(1.4)	*24.7*
Experience adjustment	(19.9)	*(7.2)*
Return on plan assets excluding interest income	(8.8)	*9.7*
Closing balance of actuarial (gains)/losses recognized in statement of recognized income and expense	**(6.5)**	*23.5*

The following table sets forth, for the periods indicated, the components of the net gratuity cost.

₹ in million

	Year ended March 31, 2021	*Year ended March 31, 2020*
Service cost	17.0	*14.1*
Interest cost/(income)	5.9	*4.4*
Amortization of prior service cost	-	-
Net gratuity cost	**22.9**	**18.5**

The discount rate used to discount gratuity obligations has been determined with reference to the prevailing market yields on government bonds, for the estimated term of obligations, at the end of the reporting period.

The following table sets forth, for the periods indicated, weighted average of the assumptions used to determine benefit obligations.

₹ in million

	At March 31, 2021	*At March 31, 2020*
Discount rate	6.90%	6.85%
Salary escalation rate	10.00%	10.00%
Rate of return on plan assets	8.00%	8.00%

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amount shown below:

₹ in million

	At March 31, 2021	*At March 31, 2020*
Discount rate (50 bps decrease)	(14.4)	(14.5)
Future salary growth (50 bps increase)	(13.9)	(14.0)

Plan assets

The Company determines its assumptions for the expected rate of return on plan assets based on the expected average long-term rate of return over the next 7 to 8 years on the type of investments prescribed as per statutory pattern of investment.

The following table sets forth, for the periods indicated, the Company's asset allocation for gratuity by asset category based on fair values.

₹ in million

Asset category	**At March 31, 2021**		**At March 31, 2020**	
	Amount	**% of total**	**Amount**	**%of total**
Insurer managed funds	135.7	99.5%	119.4	100%
Bank	0.7	0.5%	-	-

The plan assets primarily consist of investments made in funds managed by external entities, which invest primarily in equity, money market instruments and debt instruments in different proportions depending on the objective of schemes.

ICICI Prudential Life Insurance Company Limited administers the plan fund and it independently determines the target allocation by asset category. The investment strategy is to invest in a prudent manner for providing benefits to the participants of the scheme. ICICI Prudential Life Insurance Company Limited functions within the regulated investment norms.

Projected plan cash flow:

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:

₹ in million

Maturity Profile	**At March 31, 2021**	*At March 31, 2020*
Expected Benefit for year 1	3.0	3.6
Expected Benefit for year 2	3.3	3.1
Expected Benefit for year 3	10.3	3.4
Expected Benefit for year 4	6.3	11.0
Expected Benefit for year 5	15.8	6.5
Expected Benefit for year 6	6.6	16.8
Expected Benefit for year 7	31.0	10.1
Expected Benefit for year 8	41.0	33.3
Expected Benefit for year 9	12.2	42.2
Expected Benefit for year 10 & above	461.6	459.0

Leave encashment

The liability towards compensated absences is based on actuarial valuationcarried out by using the projected unit credit method.

	At March 31, 2021	*At March 31, 2020*
Discount rate	6.90%	6.85%
Salary escalation rate	10.00%	10.00%

Defined contribution plans

Provident fund

In accordance with Indian regulations, employees of the Company are entitled to receive benefits under the provident fund. These contributions are made to the Employees Provident Fund Organisation set up by the central government of India and administered by a Board of Trustees. The Company has contributed ₹ 17.6million (March 31, 2020: ₹ 17.7million) to the employees' provident fund for the year ended March 31, 2021.

9. Leased assets

The lease agreements / arrangements entered into by the Company are short term in nature. Consequently, the Company has elected the short-term lease exemption under Paragraph 5 of IND AS 116.

10. Income taxes

Components of deferred tax balances

The tax effects of temporary differences are reflected through deferred tax asset/liability, which is included in the balance sheet of the Company.

The following table sets forth, for the periods indicated, components of the deferred tax balances.

₹ in million

	At March 31, 2021	*At March 31, 2020*
Deferred tax assets:		
Disallowance u/s 43B of the Income Tax Act, 1961	33.0	*34.5*
Difference in depreciation as per books and as per Income Tax Act, 1961	2.0	*1.9*
Un-realised net loss on fair value changes	258.8	*286.3*
Total deferred tax asset	**293.8**	*322.7*
Deferred tax liabilities:		
Un-realised net gain on fair value changes	-	-
Total deferred tax liability	**-**	-
Net deferred tax asset/ (liability)	**293.8**	*322.7*

In assessing the realisation of deferred tax assets, management has considered whether it is probable that some portion or all of the deferred tax assets will not be realised. The ultimate realisation of the deferred tax asset is dependent on the generation of future taxable income during the periods in which the temporary differences become deductible or the unused tax losses will be utilised. Management has considered the scheduled reversal of deferred tax liabilities, the projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable incomes over the periods in which the deferred tax assets are deductible, management believes that it is probable that sufficient taxable profits will be available against which the Companywill realise the benefits of those deductible differences and utilise the unused tax losses. The amount of deferred tax assets considered realisable, however could be reduced in the near term if estimates of future taxable income are reduced.

Reconciliation of tax rates

The corporate tax rate (including surcharge and cess) was 25.168%for the year ended March 31, 2021 (25.168% for the year ended March 31, 2020).

The following table sets forth, for the periods indicated, reconciliation of the expected income taxes at statutory income tax rate to income tax expense/ (benefit) as reported.

₹ in million

	Year ended March 31,2021	*Year ended March 31,2020*
Profit/(loss) before income taxes	**7,606.6**	*4,376.6*
Enacted statutory tax rate in India	**25.168%**	*25.168%*
Income tax expense/(benefit) at the statutory tax rate	**1,914.0**	*1,101.5*
Increases/(reductions) in taxes on account of:		
Exempt interest and dividend income	**(6.2)**	-
Expenses disallowed for tax purposes	**17.5**	*17.9*
Timing differences	**(21.3)**	*707.6*
Income tax expense/(benefit) reported	**1,904.0**	*1,827.0*
MAT credit*	**-**	*74.6*
Deferred tax	**21.4**	*(859.8)*
Total tax expense	**1,925.4**	*1,041.8*
Effective tax rate	**25.31%**	*23.80%*

* In view of the Company exercising the option of lower corporate tax rate for year ended March 31, 2020, the outstanding MAT credit of ₹ 74.6 million was expensed out during that year.

The following table sets forth, for the periods indicated, income taxes charged or credited directly to statement of other comprehensive income.

₹ in million

	Year ended March 31,2021	*Year ended March 31,2020*
Items that will not be reclassified to the profit or loss		
Defined benefit plan actuarial gains/ (losses)	**30.1**	*(27.2)*
Items that will be reclassified to the profit or loss	**-**	-
Net change in fair value of financial assets measured at fair value through OCI	**-**	-
Income tax charged / (credit) to other comprehensive income	**7.6**	*(6.9)*

The following table sets forth, for the periods indicated, movement in temporary differences during the year.

₹ in million

For the year ended March 31, 2021	Balance at April 1, 2020	Recognised in Statement of Profit and Loss	Recognised in other comprehensive income	Net Balance	Deferred tax assets	Deferred tax liabilities
Depreciation on Property and equipment	7.6	0.3	-	7.9	2.0	-
Others	1,247.4	(115.3)	57.3	1,189.4	291.8	-
Total	**1,255.0**	**(115.0)**	**57.3**	**1,197.3**	**293.8**	**-**

The following table sets forth, for the periods indicated, movement in temporary differences during the year.

₹ in million

For the year ended March 31, 2020	Balance at April 1, 2020	Recognised in Statement of Profit and Loss	Recognised in other comprehensive income	Net Balance	Deferred tax assets	Deferred tax liabilities
Depreciation on Property and equipment	9.8	(2.2)	-	7.6	1.9	-
Others	(1,570.9)	2,841.1	(22.8)	1,247.4	524.8	(204.0)
Total	**(1,561.1)**	**2,838.9**	**(22.8)**	**1,255.0**	**526.7**	**(204.0)**

*Others include deferred tax asset/Liability on Employee benefit expenses andunrealised gains/losses.

Accounting for uncertainty in income taxes

The evaluation of uncertain tax positions involves an interpretation of relevant tax laws which could be subject to challenge by the tax authorities and an assessment of whether the tax authorities will accept the position taken. The Company does not currently consider that assumptions or judgements made in assessing tax liabilities have a significant risk resulting in a material adjustment within the next financial year.

11. Contingent liabilities and commitments

Capital commitments

The Company is obligated under a number of capital contracts. Capital contract isa job order of a capital nature, which has been committed. Estimated amounts of contracts remaining to be executed on property, plant and equipment aggregated ₹ 1.0 million at March 31, 2021 (March 31, 2020: ₹ 1.1 million). No contracts are remaining to be executed on intangible assets at March 31, 2021and at March 31, 2020.

Tax contingencies

Various tax-related legal proceedings are pending against the Company at various levels of appeal either with the tax authorities or in the courts. Where after considering all available information in the opinion of management a liability requires accrual, the Company accrues such liability.

Where such proceedings are sufficiently advanced to enable management to assess that a liability exists and are subject to reasonable estimation, management records its best estimate of such liability. Where a reasonable range of potential outcomes is estimated, management records its best estimate, or in the absence of a basis for selecting a specific estimate within a range, management records a liability no less than the lower end of the estimated range. The contested tax demands are adjusted by the tax authorities against refunds due to the Company on favorable resolution of earlier year's appeals/ completion of assessments or paid or kept in abeyance in accordance with the terms of the stay order. The payment/adjustment/stay does not prejudice the outcome of the appeals filed by the Company. The advance tax payments are recorded as advance tax payments under other assets.

At March 31, 2021, the Company does not have any contingent tax liability. Disputed tax issues that are classified as remote are not disclosed as contingent liabilities by the Company.

Litigation

There are no pending litigation or claims against the directors of the Company in their capacity as members of the Company's Board. The claims on the Company may mainly arise in connection with civil cases involving property or labor disputes, fraudulent transactions, economic offences and other cases filed in the normal course of business.

12. Reimbursement of Service Tax (ST) and Goods and Service Tax (GST) on underwriting commission

The Company receives underwriting commission from RBI towards underwriting issuances of government securities. This commission was brought under the ambit of Service Tax (ST) in terms of amendments introduced in the Finance Act 2012 with effect from July 01, 2012 till June 30, 2017 and thereafter under Goods and Services Tax (GST). The Company has been discharging the tax liability by considering the commission received as inclusive of ST/ GST. RBI vide its letter dated December 01, 2020 proposed to reimburse the ST/ GST paid by Primary Dealers(PDs) from July 01, 2012. The Company has received this reimbursement during Q4-2021. As a result of this, fees and commission income for FY2021 includes an amount of ₹ 176.4 million towards reimbursement of ST and GST on underwriting commission relating to the period from July 1, 2012 to March 31, 2020.

13. Information about business and geographical segments

The Company's primary operations fall under single business segment of securities trading, lending borrowing and its allied services whose operating results are regularly reviewed by the company's chief operating decision maker to assess performance and make decisions.Hence, no additional disclosure is to be provided under IND AS 108 Operating Segment Reporting, other than those already provided in the financial statements. Further all the assets and liabilities of the Company are located within India.

14. Subsidiaries and other entities

As per the existing regulatory framework applicable to the Company, the Company is not allowed to have any step-down subsidiary.

15. Significant restrictions

The Company does not have significant restrictions on its ability to access or use its assets and settle its liabilities other than those resulting from the supervisory frameworks within which it operates. The supervisory frameworks require the Company to maintain certain levels of investments in government securities, and comply with other limits and ratios.

16. Dividend

(a) Based on approval given by the Reserve Bank of India, the Board of Directors at its meeting held on April 28, 2020 had proposed final dividend amounting to ₹ 984.6 million (₹ 62,978/- per equity share) for the year ended March 31, 2020. The same was approved by the shareholders in the annual general meeting held on June 29, 2020. This dividend has been paid on June 30, 2020.

(b) During year ended March 31, 2021, the Board of Directors have approved three interim dividends on equity shares aggregating to ₹2,204.4 million (₹ 1,012.9 million during year ended March 31, 2020). Dividend distribution tax is not payable on the same (dividend distribution tax of ₹ 208.2 million for year ended March 31, 2020). These interim dividends have been paid during year ended March 31, 2021.

(c) Based on approval given by the Reserve Bank of India, the Board of Directors at its meeting held on April 20, 2021 have recommended final dividend on equity shares amounting to ₹1,203.8 million (₹77,000/- per equity share) for the year ended March 31, 2021 (₹ 984.6 million (₹ 62,978/- per equity share for year ended March 31, 2020)). Payment of this final dividend is subject to the approval of the shareholders in the annual general meeting of the Company.

17. Code on Social Security, 2020

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective.

18. Impact of COVID-19

The Company has taken into account the possible impact of COVID-19 pandemic in preparation of the aforementioned annual financial statements, including but not limited to its assessment of liquidity and going concern assumption, recoverable value of its financial and non-financial assets, impact on revenue and costs. Primary Dealership business was a permitted activity during the period of lockdown. Accordingly, the Company has faced no material business stoppages/ interruptions on account of COVID 19 pandemic. At April 20, 2021, based on facts and circumstances existing as of that date, the Company does not anticipate any material uncertainties which affect its liquidity position or its ability to continue as a going concern.

₹ in million

	At March 31, 2021	*At March 31, 2020*
2. CASH AND CASH EQUIVALENTS		
Balance in current accounts with scheduled banks	**20.1**	*15.5*
In current account with Reserve Bank of India	**2.7**	*18.9*
	22.8	*34.4*
3. BANK BALANCE OTHER THAN (A) ABOVE		
Fixed deposits with scheduled banks (under lien)	**505.2**	*610.2*
Less: Provision for Expected Credit Loss	**(0.1)**	*(0.1)*
	505.1	*610.1*

₹ in million

4. SECURITIES FOR TRADE	**At March 31, 2021**			*At March 31, 2020*		
	At Fair Value		**Total**	*At Fair Value*		*Total*
	Through Other Comprehensive Income	**Through profit or loss**		*Through Other Comprehensive Income*	*Through profit or loss*	
	(1)	**(2)**	**(3)=(1)+(2)**	*(1)*	*(2)*	*(3)=(1)+(2)*
Government securities	-	1,40,438.9	1,40,438.9	-	*1,47,476.8*	*1,47,476.8*
Debentures, Bonds, CPs & CDs	-	17,204.1	17,204.1	-	*17,242.9*	*17,242.9*
Equity instruments	-	36.6	36.6	-	*1.6*	*1.6*
Total – Gross (A)	-	**1,57,679.6**	**1,57,679.6**	-	***1,64,721.3***	***1,64,721.3***
(i) Outside India	-	-	-	-	-	-
(ii) In India	-	1,57,679.6	1,57,679.6	-	*1,64,721.3*	*1,64,721.3*
Total (B)	-	**1,57,679.6**	**1,57,679.6**	**-**	***1,64,721.3***	***1,64,721.3***
Total – Net D= (A)-(C)	-	**1,57,679.6**	**1,57,679.6**	**-**	***1,64,721.3***	***1,64,721.3***

DETAILS OF PURCHASES AND SALES OF SECURITIES FOR TRADE

₹ in million

Category	**Purchases**		**Sales**	
	Face Value	**Deal Value***	**Face Value**	**Deal Value***
Government securities**	3,907,939.1	3,970,936.7	4,115,833.8	3,973,991.9
	(5,472,286.3)	*(5,632,636.8)*	*(5,571,376.9)*	*(5,593,676.5)*
Treasury bills	534,975.3	525,983.1	551,155.9	542,377.0
	(370,663.2)	*(363,901.6)*	*(343,244.9)*	*(337,490.6)*
Shares	14.7	432.5	14.6	583.7
	(36.1)	*(100.9)*	*(36.3)*	*(143.1)*
Debentures, Bonds, CPs & CDs	285,527.9	286,876.0	285,670.9	287,124.2
	(334,316.3)	*(331,591.2)*	*(342,357.5)*	*(339,154.6)*
Mutual funds	903.7	1,000.0	903.7	1,000.2
	(15,218.2)	*(44,500.0)*	*(15,394.4)*	*(44,989.0)*
Total	**4,729,360.6**	**4,785,228.2**	**4,953,578.8**	**4,805,076.9**
	(6,192,520.1)	*(6,372,730.5)*	*(6,272,410.0)*	*(6,315,453.8)*

Note: Figures in parenthesis pertain to previous year. * Excludes accrued interest ** Includes deals executed in short-sell segment

5. DERIVATIVE FINANCIAL INSTRUMENTS

Being a Primary Dealer, the Company actively trades in permissible interest, currency and equity derivative instruments and holds them mainly as part of its trading portfolio. Refer to the Risk Management section under Significant Accounting Policies and Other Disclosures Note for overview of the risk management framework of the Company.

₹ in million

	At March 31, 2021			*At March 31, 2020*		
	Notional amounts	**Fair value - Assets**	**Fair value - Liabilities**	*Notional amounts*	*Fair value - Assets*	*Fair value - Liabilities*
(i) Currency derivatives:						
- Currency Futures	-	-	-	-	-	-
(ii) Interest rate derivatives						
- Interest Rate Swaps	3,779,416.1	605.4	2,649.8	*5,310,714.5*	*1,229.6*	*4,062.3*
- Exchange-traded Interest Rate Futures	-	-	-	*6,356.8*	-	*53.9*
Subtotal (ii)	3,779,416.1	605.4	2,649.8	*5,317,071.3*	*1,229.6*	*4,116.2*
(iii) Equity linked derivatives	2,112.7	1.4	-	*219.5*	*0.9*	-
Total Derivative Financial Instruments (i)+(ii)+(iii)	**3,781,528.8**	**606.8**	**2,649.8**	*5,317,290.8*	*1,230.5*	*4,116.2*

None of the above positions are held for hedging.

₹ in million

	At March 31, 2021	*At March 31, 2020*
6. TRADE RECEIVABLES		
Unsecured - considered good		
(A) Trades executed but not settled	24,885.4	*1,012.5*
Total (A)	24,885.4	*1,012.5*
(B) Others		
Fees receivable	16.2	*11.9*
Less: Provision for Standard assets/ Expected Credit Loss	0.0	*(0.2)*
Total (B)	16.2	*11.7*
	24,901.6	*1,024.2*

0.0 indicates amounts less than ₹ 0.05 million

₹ in million

	At March 31, 2021	*At March 31, 2020*
7. LOANS		
At Amortised cost		
(A)		
Repo lending	5,036.3	*709.6*
Less: Provision for Expected Credit Loss	(1.0)	*(0.1)*
	5,035.3	*709.5*
Repo lending to RBI	1,600.0	-
Total (A) - Gross	6,635.3	*709.5*
Less: Impairment loss allowance	-	-
Total (A) - Net	6,635.3	*709.5*
(B)		
(i) Secured by tangible assets	6,635.3	*709.5*
Total (B) - Gross	6,635.3	*709.5*
Total (B) - Net	6,635.3	*709.5*
(C) (I) Loans in India		
(i) Public sector	-	-
(ii) Others (as specified in (A) above)	6,635.3	*709.5*
Total (C)- Gross	6,635.3	*709.5*
Less: Impairment loss allowance	-	-
Total(C) (I)-Net	6,635.3	*709.5*
(C) (II)Loans outside India		
Less: Impairment loss allowance	-	-
Total (C) (II)- Net	-	-
Total C(I) and C(II)	**6,635.3**	*709.5*

₹ in million

	At March 31, 2021	At March 31, 2020
8. OTHER FINANCIAL ASSETS		
Interest accrued but not due	1,566.0	2,242.3
Advances and deposits*	816.3	1,129.7
Less: Provision for Expected Credit Loss	(0.2)	(0.2)
Deposits with stock exchanges	7.8	7.8
Less: Provision for Expected Credit Loss	0.0	0.0
	2,389.9	3,379.6

* For advances to and deposits with related parties, please refer Note 34 below

0.0 indicates amounts less than ₹ 0.05 million

₹ in million

	At March 31, 2021	At March 31, 2020
9. CURRENT TAX ASSETS (NET)		
Advance tax	4,140.9	2,197.7
	4,140.9	2,197.7

₹ in million

	At March 31, 2021	At March 31, 2020
10. DEFERRED TAX ASSETS (NET)		
The break-up of deferred tax assets into major components at balance sheet date is as follows:-		
Deferred tax assets		
Timing difference on depreciation on property, plant, equipment and other intangible assets	2.0	1.9
Expenditure disallowed under Income Tax Act, 1961		
Provision for expected credit losses	0.3	0.2
Provision for employee benefits	32.7	34.3
Unrealised net loss/ (gain) on derivatives & securities for trade	258.8	286.3
	293.8	322.7

₹ in million

	Gross block (at cost)				Accumulated depreciation/ amortisation				Net block	
	April 1, 2020	Additions	Sale/Adj.	March 31, 2021	April 1, 2020	Additions	Sale/Adj.	March 31, 2021	March 31, 2021	March 31, 2,020
11. PROPERTY, PLANT AND EQUIPMENT										
(i) TANGIBLE										
Office equipment	3.4	0.8	1.5	2.7	2.1	0.9	1.4	1.6	1.1	1.3
Computers	16.1	7.9	-	24.0	7.3	4.8	-	12.1	11.9	8.8
Furniture & fixtures	1.9	-	-	1.9	0.9	0.3	-	1.2	0.7	1.0
Vehicles	5.8	-	1.4	4.4	2.1	1.3	0.7	2.7	1.7	3.7
TOTAL TANGIBLE	27.2	8.7	2.9	33.0	12.4	7.3	2.1	17.6	15.4	14.8
(ii) INTANGIBLE										
Software	21.1	-	2.7	18.4	16.6	1.7	2.7	15.6	2.8	4.5
TOTAL INTANGIBLE	21.1	-	2.7	18.4	16.6	1.7	2.7	15.6	2.8	4.5
Total	48.3	8.7	5.6	51.4	29.0	9.0	4.8	33.2	18.2	19.3
(iii) Capital work-in-progress	-	2.2	-	2.2	-	-	-	-	2.2	-
Total	48.3	10.9	5.6	53.6	29.0	9.0	4.8	33.2	20.4	19.3
Previous Year	42.5	6.4	0.6	48.3	22.7	6.5	0.2	29.0	19.3	19.8

₹ in million

	At March 31, 2021	At March 31, 2020
12. OTHER NON-FINANCIAL ASSETS		
GST credit receivable	-	9.1
	-	9.1

₹ in million

	At March 31, 2021	At March 31, 2020
13. TRADE PAYABLES		
Total outstanding dues of micro, small and medium enterprises (refer note below)	2.5	0.5
Total outstanding dues to creditors other than micro small and medium enterprises	70.6	60.0
Trades executed but not settled	250.4	8,993.7
	323.5	9,054.2

Details of dues to micro and small enterprises as per Micro, Small and Medium Enterprises Development Act, 2006

The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified based on information available with the Company. The amount of principal and interest outstanding during the year is given below.

₹ in million

	At March 31, 2021	*At March 31, 2020*
The principal amount and the interest due thereon (Interest - March 31, 2021 : Nil, March 31, 2020 : Nil) remaining unpaid to any supplier at the end of each accounting year	**2.5**	**0.5**
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	**-**	**-**
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006	**-**	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	**-**	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	**-**	-

₹ in million

	At March 31, 2021	*At March 31, 2020*
14. DEBT SECURITIES		
At Amortised cost		
Commercial Paper borrowings	6,975.1	*14,943.7*
(The above borrowings are in India and are repayable within a year)		
	6,975.1	*14,943.7*
Terms of repayment :		
(1) Maturity pattern	**56 days**	*60 to 80 days*
(2) Interest rate	*3.40% - 3.75%*	*5.75% - 5.90%*

₹ in million

	At March 31, 2021	*At March 31, 2020*
15. BORROWINGS (OTHER THAN DEBT SECURITIES)		
At amortised cost (in India)		
Secured		
Borrowings under Liquidity Adjustment Facility & Standing Liquidity Facility	-	*31,518.5*
Secured by pledge of Government securities of Face Value ₹ NIL. (At March 31, 2020: ₹ 32,990.0 million)		
Tripartite Repo (TREPS) borrowings	-	*2,179.9*
Secured by pledge of Government securities of Face Value ₹ NIL. (At March 31, 2020: ₹ 2,203.1 million)		
Repo borrowings	138,375.8	*79,176.3*
Secured by pledge of Government securities of Face Value ₹ 134,234.4 million. (At March 31, 2020: ₹ 75,974.7 million)		
Unsecured		
Inter-Corporate borrowings	2,115.0	*1,420.0*
Money at Call, Notice and Term	13,880.0	*11,790.0*
	154,370.8	*126,084.7*

₹ in million

Terms of repayment:	**At March 31, 2021**		*At March 31, 2020*	
	Maturity pattern	**Interest rate**	*Maturity pattern*	*Interest rate*
Borrowings under Liquidity Adjustment Facility & Standing Liquidity Facility	**NA**	**NA**	7 days to 73 days	4.40% - 5.30%
Tripartite Repo (TREPS) borrowings	**NA**	**NA**	Next working day	0.4%
Repo borrowings	**5 days**	**3.40% - 3.50%**	3 days to 13 days	1.00% - 5.20%
Inter-Corporate borrowings	**7 days to 91 days**	**3.50% - 4.04%**	70 days to 91 days	5.31% - 5.32%
Money at Call, Notice and Term	**5 days to 54 days**	**3.25% - 3.67%**	3 days to 42 days	4.50% - 6.25%

₹ in million

	At March 31, 2021	*At March 31, 2020*
16. SUBORDINATED LIABILITIES		
At amortised cost (in India)		
Subordinated bonds issued as Tier II capital	5,250.0	*5,250.0*
	5,250.0	*5,250.0*

₹ in million

	At March 31, 2020	*At March 31, 2019*
17. OTHER FINANCIAL LIABILITIES		
Interest accrued but not due on loans	354.9	*430.4*
Other liabilities	8,799.2	*350.5*
Includes securities short sold of face value ₹ 8,465.0 million (At March 31, 2020: ₹ 50.0 million)		
	9,154.1	*780.9*

₹ in million

	At March 31, 2021	*At March 31, 2020*
18. CURRENT TAX LIABILITIES (NET)		
Provision for Income tax	**3,870.9**	*1,958.0*
	3,870.9	*1,958.0*

₹ in million

	At March 31, 2021	*At March 31, 2020*
19. PROVISIONS		
Provision for Leave Encashment	**30.0**	*25.9*
Provision for Gratuity	**99.8**	*110.4*
	129.8	*136.3*

₹ in million

	At March 31, 2021	*At March 31, 2020*
20. OTHER NON-FINANCIAL LIABILITIES		
Taxes payable	20.7	**10.6**
Other non-financial liabilities	43.0	**43.0**
	63.7	*53.6*

₹ in million

	At March 31, 2021	*At March 31, 2020*
21. EQUITY SHARE CAPITAL		
Authorized:		
50,000 (previous year: 50,000) equity shares of ₹ 1,00,000/- each	**5,000.0**	*5,000.0*
Issued, subscribed & fully paid-up		
15,634 (previous year: 15,634) equity shares of ₹ 1,00,000/- each	**1,563.4**	*1,563.4*

Notes:

(1) The Company has only one class of equity shares having a par value of ₹ 100,000/- per share. Each shareholder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

(2) All the Issued, subscribed & fully paid-up shares are held by ICICI Bank Limited (the Holding company) and its nominees (same for previous year).

Reconciliation of the shares at the beginning and at the end of the reporting year

Equity shares	**As March 31, 2021**		*As March 31, 2020*	
	No. of shares	**₹ in million**	*No. of shares*	*₹ in million*
At the beginning of the year	15,634	1,563.4	*15,634*	*1,563.4*
Issued during the year	-	-	-	-
Outstanding at the end of the year	**15,634**	**1,563.4**	*15,634*	*1,563.4*

Details of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date :

(a) During the period of last five years immediately preceding the reporting date, the Company has not allotted any shares as fully paid up pursuant to any contract without payment being received in cash.

(b) During the period of last five years immediately preceding the reporting date, the Company has not issued any bonus shares.

(c) During the period of last five years immediately preceding the reporting date, the Company has not bought back any equity shares.

₹ in million

	At March 31, 2021	*At March 31, 2020*
The Board proposed dividend on equity shares after the balance sheet date		
Proposed dividend on equity shares :		
₹ 77,000.00 per share (March 31, 2020 : ₹ 62,978/- per share)	1,203.8	*984.6*
	1,203.8	*984.6*

₹ in million

	At March 31, 2021	*At March 31, 2020*
22. OTHER EQUITY		
(A) Summary of Other Equity Balances		
Capital reserve	1,153.7	*680.1*
ESOP reserve	59.0	*46.0*
General reserve	749.1	*749.1*
Special reserve	7,270.2	*6,134.0*
Capital redemption reserve	466.6	*466.6*
Retained earnings	3,141.8	*2,259.4*
Items of other comprehensive income		
- Re-measurement of defined benefit plans	4.7	*(17.8)*
	12,845.1	*10,317.4*

(B) Nature and purpose of reserves

(a) Capital reserve

Capital Reserve represents profit on sale of securities classified as Held to Maturity (HTM) investments (net of tax) under Master Direction – Operational Guidelines for Primary Dealers issued by RBI and is not free for distribution of dividend.

(b) ESOP reserve

This reserve represents fair value of equity-settled share-based payment awards for grant of options to acquire equity shares of the Holding Company viz. ICICI Bank Limited, to whole time directors and eligible employees of the Company.

(c) General reserve

The Company created a general reserve in earlier years pursuant to the provisions of the Companies Act, 1956, wherein certain percentage of profits were required to be transferred to General reserve before declaring dividends. As per Companies Act, 2013, the requirement to transfer profits to General reserve is not mandatory. General reserve is a free reserve available to the Company for distribution.

(d) Special reserve

Pursuant to section 45 IC of The Reserve Bank of India Act, 1934, the Company being a NBFC is required to transfer a sum of not less than 20% of its net profits every year as disclosed in the Statement of Profit and Loss and before any dividend is declared to this reserve. No appropriation of any sum from this reserve shall be made by the Company except for the purpose as may be specified by RBI.

(e) Capital redemption reserve

Pursuant to provisions of erstwhile Companies Act, 1956, capital redemption reserve was created when Company bought back its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased was transferred to capital redemption reserve.

₹ in million

	Year ended March 31, 2021	*Year ended March 31, 2020*
23. INTEREST INCOME		
(i) Financial assets classified as fair value through profit or loss		
Interest and discount income	9,769.5	*11,796.5*
(ii) Financial assets classified as fair value through OCI		
Interest income from investments classified as fair valued through OCI	35.7	-
(iii) Financial assets measured at Amortised Cost		
Interest on loans	142.0	*273.6*
Interest on deposits with banks	40.0	*60.4*
Other interest income	6.8	*11.0*
	9,994.0	*12,141.5*

₹ in million

	Year ended March 31, 2021	*Year ended March 31, 2020*
24. DIVIDEND INCOME		
(i) On trading portfolio	24.5	*0.0*
	24.5	*0.0*

0.0 indicates amounts less than ₹ 0.05 million

₹ in million

	Year ended March 31, 2021	*Year ended March 31, 2020*
25. FEES AND COMMISSION INCOME		
Financial advisory services	10.4	*4.5*
Syndication fees	109.5	*96.9*
Underwriting commission	559.5	*46.0*
Brokerage and commission	-	*0.1*
	679.4	*147.5*

₹ in million

	Year ended March 31, 2021	*Year ended March 31, 2020*
26. NET GAIN ON FAIR VALUE CHANGES		
A. Net gain/ (loss) on financial instruments at fair value through profit or loss		
(i) On trading portfolio		
- Securities for trade	2,477.8	*3,071.0*
- Derivatives	44.3	*(1,445.2)*
B. Realised Profit / (Loss) on sale of securities fair valued through OCI	632.9	-
Total Net gain/(loss) on fair value changes (A+B)	**3,155.0**	***1,625.8***
Fair Value Changes		
- Realised	4,322.6	*3,350.3*
- Unrealised	(1,167.6)	*(1,724.5)*
	3,155.0	*1,625.8*

₹ in million

	Year ended March 31, 2021	*Year ended March 31, 2020*
27. OTHER INCOME		
Miscellaneous income	0.3	*0.2*
	0.3	*0.2*

₹ in million

	Year ended March 31, 2021	*Year ended March 31, 2020*
28. FINANCE COSTS		
On Financial liabilities measured at Amortised Cost		
Interest on borrowings	4,414.1	*7,264.1*
Interest on debt securities	137.6	*637.6*
Interest on subordinated liabilities	480.1	*480.9*
Other interest expense	9.0	*17.0*
	5,040.8	*8,399.6*

₹ in million

	Year ended March 31, 2021	*Year ended March 31, 2020*
29. EMPLOYEE BENEFITS EXPENSES		
Salaries, wages and incentives	703.2	*604.4*
Contribution to provident and other funds	41.3	*36.9*
Shared based payments to employees	13.0	*23.5*
Staff welfare expenses	12.3	*9.6*
	769.8	*674.4*

₹ in million

		Year ended March 31, 2021	*Year ended March 31, 2020*
30. OTHER EXPENSES			
Procurement expenses		4.7	*3.7*
Rating agency fees		3.9	*4.2*
Brokerage, stamp duty & Securities transaction tax		17.5	*27.5*
Bank charges		24.4	*14.9*
Transaction, custodial and depository charges		132.1	*179.5*
Doubtful debts written-off/ provided for the year	1.3		*0.6*
Less: Opening provision at April 1, 2020	0.6		*0.4*
		0.7	*0.2*
Rent and amenities		27.3	*29.5*
Insurance		0.2	*0.3*
Business promotion, traveling and conveyance expenses		3.8	*14.1*
Repairs, maintenance and upkeep		41.0	*39.6*
Rates and taxes		0.0	*0.1*
Electricity expenses		3.9	*3.9*
Loss on sale of fixed assets		0.1	*0.4*
Communication expenses		4.3	*4.3*
Printing and stationery		0.3	*1.4*
Royalty		35.3	*-*
Subscription and periodicals		48.0	*45.5*
Professional fees (Refer Note 1 below)		26.6	*19.6*
Advertisement expenses		0.0	*0.2*
CSR expenditure (Refer Note 2 below)		47.6	*60.7*
Miscellaneous expenses*		5.3	*8.3*
		427.0	*457.9*

0.0 indicates amounts less than ₹ 0.05 million

* Refer to Note 34. Related Party Disclosures for Independent Directors' Fees and Commission

Note 1

AUDITOR'S REMUNERATION* (included in Professional fees)

(a) Audit fees	3.4	*3.4*
(b) Certification fees	1.2	*1.1*
(c) Out of pocket expenses	0.2	*0.3*
	4.8	*4.8*

*Excluding GST

Note 2

DETAILS OF CSR EXPENDITURE

(a) Gross amount required to be spent by the Company during the year	47.6	*60.7*
(b) Amount spent during the year in cash		
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	47.6	*60.7*
Yet to be paid in cash	-	-
	47.6	*60.7*

31. EARNINGS PER EQUITY SHARE (IN ₹) (BASIC & DILUTED)

Basic and diluted EPS	**₹ 363,387.49**	*₹ 213,304.34*
Nominal value per share	**₹ 100,000.00**	*₹ 100,000.00*

EPS has been calculated based on the profit after tax of ₹ 5,681.2 million (previous year ₹ 3,334.8 million) and the weighted average number of equity shares outstanding during the year of 15,634 (previous year 15,634). Basic and Diluted EPS are same because there were no diluted potential equity shares outstanding during the year.

32. EXPENDITURE IN FOREIGN CURRENCY (ON ACCRUAL BASIS)

(a) Others	5.7	*5.0*

₹ in million

	At March 31, 2021	*At March 31, 2020*
33. CONTINGENT LIABILITIES & COMMITMENTS		
Estimated amount of contracts to be executed on capital account	1.0	*1.1*
	1.0	*1.1*

34. RELATED PARTY DISCLOSURES

Names of related parties where control exists irrespective of whether transactions have occurred

Holding Company	ICICI Bank Limited

Names of other related parties with whom transactions have taken place during the year

Fellow Subsidiaries	ICICI Securities Limited
	ICICI Securities Inc.
	ICICI Lombard General Insurance Company Limited
	ICICI Prudential Life Insurance Company Limited
	ICICI Home Finance Limited
	ICICI Venture Fund Management Company Limited
Associates of Holding Company	ICICI Foundation for Inclusive Growth
	India Infradebt Ltd
Post-employment benefit plan entities of ICICI Group Companies	ICICI Bank Limited Provident Fund
	ICICI Home Finance Limited Employees Provident Fund
	ICICI Prudential Life Insurance Company Ltd Employees Provident Fund
Key Management Personnel	Mr. Shailendra Jhingan, Managing Director & CEO
Independent Directors	Mr. Ashvin Parekh
	Mr. Dilip Karnik
	Mr. Radhakrishnan Nair

₹ in million

Name of the Related Party / Type of Transaction	Year ended March 31, 2021	*Year ended March 31, 2020*
ICICI Bank Limited		
Revenue from operations		
Fees and commission income	Nil	2.4
Interest income	Nil	4.9
Loss on Interest Rate Swaps	(372.7)	(1,456.1)
Expenses		
Finance costs	46.3	60.8
Other expenses	96.6	58.4
Employee benefit expenses	11.5	0.7
Other transactions		
Dividend paid	3,189.00	1,200.5
ICICI Securities Limited		
Miscellaneous Income	0.2	0.2
Expenses		
Other expenses/(recoveries)	(0.2)	(1.0)

₹ in million

Name of the Related Party / Type of Transaction	Year ended March 31, 2021	*Year ended March 31, 2020*
ICICI Securities Inc.		
Expenses		
Other expenses	3.3	3.3
ICICI Lombard General Insurance Company Limited		
Expenses		
Employee benefits expenses	8.8	3.2
Other expenses	0.1	0.1
ICICI Prudential Life Insurance Company Limited		
Revenue from Operations		
Fees and commission Income	2.3	Nil
Interest income	1.4	Nil
Expenses		
Finance costs	57.1	57.2
Administrative expenditure		
Employee benefits expenses	0.5	0.5
ICICI Home Finance Limited		
Revenue from Operations		
Fees and commission Income	4.3	3.1
Interest income	0.4	2.9
ICICI Venture Fund Management Company Limited		
Expenses		
Other expenses	0.6	0.6
ICICI Foundation for Inclusive Growth		
Expenses		
Corporate Social Responsibility Contribution	14.6	48.7
India Infradebt Ltd		
Revenue from Operations		
Fees and commission income	Nil	5.0
Interest income	7.4	70.3
Independent Directors		
Expenses		
Directors fees	1.6	2.0
Directors commission	2.3	2.3
ICICI Bank Limited		
Financial Assets		
Balance Sheet and Off balance sheet Items		
Cash and cash equivalents	15.6	12.3
Trade receivables	Nil	2.8
Other financial assets	110.2	65.7
MTM on Interest Rate Swaps payable	(154.4)	(831.0)
Financial Liabilities		
Trade payables	27.1	14.5
EQUITY		
Share Capital	1,563.4	1,563.4
Derivative Financial Instruments		
Notional Principal amount of Interest Rate Swaps outstanding*	173,521.9	407,690.6
Other transactions		
Purchase of investments (including accrued interest)	3,803.6	26,407.1
Sale of investments (including accrued interest)	28,230.9	14,750.5
Bank guarantees	Nil	10.0
ICICI Securities Limited		
Financial Assets		
Other Financial Assets	0.2	1.3
Trade Payables	0.3	Nil

₹ in million

Name of the Related Party / Type of Transaction	Year ended March 31, 2021	*Year ended March 31, 2020*
Other transactions		
Sale of investments (including accrued interest)	1,460.5	972.7
ICICI Securities Inc.		
Trade payables	1.6	1.7
ICICI Lombard General Insurance Company Limited		
Financial assets		
Other financial assets	6.2	7.8
Other transactions		
Purchase of investments (including accrued interest)	1,412.1	2,227.5
Sale of investments (including accrued interest)	7,465.4	6,401.8
ICICI Prudential Life Insurance Company Limited		
Financial Liabilities		
Subordinated Liabilities	600.0	600.0
Other financial liabilities	30.9	30.9
Financial assets		
Other financial assets	0.3	0.3
Other transactions		
Purchase of investments (including accrued interest)	7,053.6	3,918.4
Sale of investments (including accrued interest)	22,367.9	21,316.3
ICICI Home Finance Limited		
Other transactions		
Purchase of investments (including accrued interest)	973.4	3,202.4
ICICI Venture Fund Management Company Limited		
Financial assets		
Other financial assets	0.5	0.5
Other financial liabilities	Nil	0.1
India Infradebt Ltd		
Other Transactions		
Purchase of investments (including accrued interest)	4,250.0	2,000.0
ICICI Bank Limited Provident Fund		
Other Transactions		
Sale of investments (including accrued interest)	Nil	986.2
ICICI Prudential Life Insurance Company Limited Employees Provident Fund		
Other Transactions		
Sale of investments (including accrued interest)	47.40	Nil
ICICI Home Finance Limited Employees Provident Fund		
Other Transactions		
Sale of investments (including accrued interest)	5.6	30.90
Independent Directors		
Other Financial liabilities	Nil	0.0

Transactions of Income and Expenses stated above exclude GST

"* Includes notional Principal amount of ₹ 173,521.9 million (previous year ₹ 407,190.6 million) guaranteed by Clearing Corporation of India Limited (CCIL)"

0.0 indicates less than ₹ 0.05 million

Key Management Personnel Disclosures:

The compensation (including contribution to provident fund) for the year ended March 31, 2021 to Mr. Shailendra Jhingan Managing Director & CEO was ₹ 30.6 million (for the year ended March 31, 2020 - ₹ 32.3 million). The remuneration does not include the provisions made for bonus, gratuity and leave benefits, as they are determined for the Company as a whole.

35. DERIVATIVES

(Pursuant to RBI Circular No. RBI/DNBR/2016-17/45 Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016)

₹ in million

		At March 31, 2021	*At March 31, 2020*
Notional Principal amount of Interest Rate Swaps (IRS)			
a.	Hedging contracts	-	-
b.	Trading contracts	3,779,416.1	*5,310,714.5*
(i)	Associated credit risk on trading IRS*	605.4	*1,229.6*
(ii)	Collateral required by the NBFC upon entering into swaps	Nil	*Nil*
(iii)	Concentration of credit risk arising from IRS@	472.1	*820.2*
(iv)	Fair value of trading IRS	(2,044.4)	*(2,832.7)*
(iii)	Likely impact of one percentage change in interest rate (100*PV01)	748.2	*937.7*

Kindly refer to the Significant Accounting Policies and Other Notes for accounting policies and other disclosures with respect to IRS.

Interest Rate Futures Contracts		
Open quantity in lots - long	-	-
Open quantity in lots - short	-	*(31,784.0)*
Net open quantity long/ (short)	-	*(31,784.0)*
Equity Derivatives – Trading Contracts		
a. Futures Contracts		
Open quantity in lots - long	69,300.0	-
Open quantity in lots - short	(5,925.0)	-
Net open quantity long/ (short)	63,375.0	-
b. Option Contracts		
Open quantity in lots - long	49,950.0	*9,975.0*
Open quantity in lots - short	(99,900.0)	*(19,950.0)*
Net open quantity long/ (short)	(49,950.0)	*(9,975.0)*
MTM Gain / (loss) on Trading Derivatives	0.4	*0.6*

*Associated credit risk is defined as the loss that the Company would incur in case all the counterparties to these swaps fail to fulfill their contractual obligations.

@ Credit risk concentration is measured as the highest net receivable under swap contracts from top three counterparties.

36. COMPOSITION OF INVESTMENT IN NON-GOVERNMENT SECURITIES AT MARCH 31, 2021

(Pursuant to RBI circular no. IDMD.PDRS.No.03/03.64.00/2003-04)

Issuer#	Amount*	Extent of private placement**	Extent of unlisted securities
Public Sector Units	1,131.9	1,131.9	Nil
	(105.1)	(105.1)	(Nil)
Financial Institutions	8,919.9	8,919.9	Nil
	(2,507.7)	(2,507.7)	(Nil)
Banks	Nil	Nil	Nil
	(1,744.3)	(1,744.3)	(Nil)
Other Primary Dealers	Nil	Nil	Nil
	(Nil)	(Nil)	(Nil)
Private corporates	5.3	5.3	5.3
	(2,493.2)	(2,493.2)	(26.5)
Subsidiaries/ Joint ventures	Nil	Nil	Nil
	(Nil)	(Nil)	(Nil)
Others ##	7,147.0	7,147.0	Nil
	(10,392.6)	(10,392.6)	(Nil)
Provision held towards depreciation	Nil	Nil	Nil
Total	**17,204.1**	**17,204.1**	**5.3**
	(17,242.9)	(17,242.9)	(26.5)

Note: Figures in parenthesis pertain to previous financial year

All the investments (securities for trade) above are rated above investment grade

* Represents amounts net of provision for depreciation if any

** Represents original issue

Does not include equity and preference shares

Others include investments in Non-Banking Financial Companies and Housing Finance Companies

37. DISCLOSURE PURSUANT TO RBI CIRCULAR NO RBI/DNBR/2016-17/45 MASTER DIRECTION DNBR. PD. 008/03.10.119/2016-17 DATED SEPTEMBER 01, 2016

a. Capital to Risk Assets Ratio (CRAR)*

₹ in million

	Items	At March 31, 2021	*At March 31, 2020*
i)	CRAR (%)	58.34	*68.87*
ii)	CRAR – Tier I Capital (%)	47.50	*51.22*
iii)	CRAR – Tier II Capital (%)	10.84	*17.65*
iv)	Amount of subordinated debt raised as Tier-II capital	Nil	*Nil*
V)	Amount raised by issue of Perpetual Debt Instruments	Nil	*Nil*

*calculated as per RBI circular no.RBI/2006-2007/355 DNBS.PD/CC No.93/03.05.002/2006-07

b. Exposure to Real Estate Sector

₹ in million

Category	At March 31, 2021	At March 31, 2020
a) Direct exposure		
(i) Residential Mortgages		
Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented	Nil	*Nil*
(ii) Commercial Real Estate		
Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits	Nil	*Nil*
(iii) Investments in Mortgage Backed Securities (MBS) and other securitized exposures	Nil	*Nil*
b) Indirect Exposure		
Fund based – Investments in NCDs/FRBs/CPs/Equities	5,056.5	3,842.5
Non-fund based – credit equivalent amount of IRS & market value of equity futures	60.0	60.0
c. Exposure to Capital Market		
Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	205.8	*3.1*
Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	Nil	*Nil*
Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	Nil	*Nil*
Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;	Nil	*Nil*
Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	Nil	*Nil*
Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	Nil	*Nil*
Bridge loans to companies against expected equity flows / issues;	Nil	*Nil*
All exposures to Venture Capital Funds (both registered and unregistered)	Nil	*Nil*
Total Exposure to Capital Market	**205.8**	*3.1*

d. Asset Liability Management

Maturity pattern of certain items of assets and liabilities as at March 31, 2021

(₹ in million)

	1 day to 30/31 day (one month)	Over one month to 2 months	Over 2 months upto 3 months	Over 3 months upto 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Assets									
Fixed Deposits	80.0	78.0	97.5	-	249.6	-	-	-	505.1
Placed	(105.0)	-	-	-	(9.7)	(495.4)	-	-	(610.1)
Advances*	6,635.3	-	-	-	-	-	-	-	6,635.3
	(709.5)	-	-	-	-	-	-	-	(709.5)
Investments**	157,679.6	-	-	-	-	-	-	-	157,679.6
	(164,721.3)	-	-	-	-	-	-	-	(164,721.3)
Liabilities									
Borrowings	152,695.8	7,480.1	1,170.0	-	500.0	1,850.0	1,450.0	1,450.0	166,595.9
	(129,080.2)	(4,828.2)	(7,120.0)	-	-	(650.0)	(2,200.0)	(2,400.0)	(146,278.4)

*Advances represent amounts lent in money/ repo market

** Investments in the nature of 'Securities for Trade' are classified in the "one month bucket".

***The Company does not have any foreign currency assets and liabilities.

Note: Figures in parenthesis pertain to previous year.

38. DISCLOSURE PURSUANT TO RBI CIRCULAR NO.IDMC.PDRS. NO.2269/03.64.00/2002-03 -PUBLICATION OF FINANCIAL RESULTS DATED NOVEMBER 28, 2002

i) Net borrowings in call/notice: average ₹ 7,308.0 million; peak ₹ 41,795.0 million The securities for trade are fair valued.

ii) Leverage ratio: average 12.21 times; peak 20.30 times

iii) CRAR (Quarterly)*

30-Jun-20	*30-Sep-20*	*31-Dec-20*	**31-Mar-21**
38.77%	*58.10%*	*54.02%*	**44.07%**

*Calculated as per Master Direction - Standalone Primary Dealers (Reserve Bank) Directions, 2016 dated August 25, 2016 issued by the Reserve Bank of India.

39. REPO/REVERSE REPO TRANSACTIONS

(Ref: Guidelines for Accounting of Repo / Reverse Repo Transactions issued by RBI vide circular no RBI/2009-2010/356 IDMD/4135/11.08.43/2009-10dated March 23, 2010)

	Year ended March 31, 2021			
	Minimum outstanding during the year	**Maximum outstanding during the year**	**Daily average outstanding during the year**	**Outstanding at March 31, 2021**
Securities sold under repos (Face Value)				
(i) Government securities	29,217.4 *(28,290.8)*	205,433.0 *(158,223.9)*	114,369.2 *(95,199.9)*	134,234.4 *(75,974.7)*
(ii) Corporate debt securities	Nil *Nil*	Nil *Nil*	Nil *Nil*	Nil *Nil*
Securities purchased under reverse repos (Face Value)				
(i) Government securities	50.00 *Nil*	25,500.0 *(23,650.0)*	5,767.3 *(5,600.8)*	5,070.00 *(650.00)*
(ii) Corporate debt securities	Nil *(Nil)*	Nil *(Nil)*	Nil *(Nil)*	Nil *(Nil)*

Note: Figures in parenthesis pertain to previous year.

40 DISCLOSURE PURSUANT TO 53(f) of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) Regulations, 2015

Particulars	Outstanding at March 31, 2021	Maximum amount outstanding during the year
Loans and advances in the nature of loans to ICICI Bank Ltd., Holding Company - Amount lent in Inter-bank Call / Notice / Repo Market	Nil	Nil
Loans and advances in the nature of loans to Associates	Nil	Nil
Loans and advances in the nature of loans where there is –		
(i) no repayment schedule or repayment beyond seven years; or	Nil	Nil
(ii) no interest or interest below section 372A of Companies Act by name and amount.	Nil	Nil
Loans and advances in the nature of loans to firms/companies in which directors are interested	Nil	Nil

41. DISCLOSURES PURSUANT TO RBI CIRCULAR NO. RBI/2015-16/12 DNBR (PD) CC.NO.053/03.10.119/2015-16 DATED JULY 01, 2015

₹ in million

(a) Details of Investments	At March 31, 2021	*At March 31, 2020*
1) Value of Investments		
i) Gross Value of Investments		
a) In India	157,679.6	*164,721.3*
b) Outside India	Nil	*Nil*
ii) Provisions for Depreciation		
a) In India	Nil	*Nil*
b) Outside India	Nil	*Nil*
ii) Net Value of Investments		
a) In India	157,679.6	*164,721.3*
b) Outside India	Nil	*Nil*
2) Movement of provisions held towards depreciation on investments.		
i) Opening balance	Nil	*Nil*
ii) Add : Provisions made during the year	Nil	*Nil*
(iii) Less : Write-off / write-back of excess provisions during iii) the year	Nil	*Nil*
(iv) Closing balance	Nil	*Nil*

*Includes investments fair valued through profit or loss

(b) Exchange Traded Interest Rate (IR) Derivatives

₹ in million

Particulars	Amount
(i) Notional principal amount of exchange traded IR derivatives undertaken during the year	
a) Interest Rate Futures (IRF) on Government Securities	9,625.2
(ii) Notional principal amount of exchange traded IR derivatives outstanding at March 31, 2021	
a) IRF on Government Securities	Nil
(iii) Notional principal amount of exchange traded IR derivatives outstanding and not "highly effective" (instrument-wise)*	Nil
(iv) Mark-to-market value of exchange traded IR derivatives outstanding and not "highly effective" (instrument-wise)*	Nil

*The Company has not entered into IRF contracts for the purpose of hedging

(c) Disclosures on Risk Exposure in Derivatives

Kindly refer to the Risk Management section under Significant Accounting Policies and Other Disclosures Note for overview of the risk management framework of the Company.

₹ in million

Quantitative Disclosures	Currency Derivatives	Interest Rate Derivatives
(i) Derivatives (Notional Principal Amount)		
For hedging	Nil	Nil
(ii) Marked to Market Positions		
(a) Asset (+)	Nil	605.4
(b) Liability (-)	Nil	(2,649.8)
(iii) Credit Exposure*	Nil	35,472.5
(iv) Unhedged Exposures	Nil	35,472.5

* Credit exposure includes exposure on account of margins and default funds

(d) Disclosures relating to Securitisation, financial assets sold to Securitisation / Reconstruction Company for Asset Reconstruction, assignment transactions undertaken by NBFC and details of non-performing financial assets purchased / sold

The Company does not undertake securitisation business and therefore has not sold any assets to securitisation / reconstruction company for asset reconstruction. The Company has not undertaken any assignment transactions. The Company does not have any non-performing assets and has also not sold / purchased any non-performing financial assets.

(e) The Company does not finance products of parent company.

(f) The Company has not exceeded Single Borrower Limit (SGL) and Group Borrower Limit (GBL).

(g) Registrations obtained from other financial sector regulators

The Company is registered as a non-deposit accepting NBFC and holds license for carrying out Primary Dealership business from the Reserve Bank of India. It is also registered as a Category I - Merchant Banker, Portfolio Manager and stock broker with the Securities & Exchange Board of India. It is currently enabled as proprietary trading and self-clearing member of the currency derivatives segments of BSE Limited and National Stock Exchange of India Limited. It is also registered as a proprietary trading member of the currency derivatives segment of Metropolitan Stock Exchange of India Limited. Under the Merchant Banking license, the Company is also permitted to act as underwriters while the portfolio manager license permits the Company to also carry out investment advisory services

(h) Ratings assigned by credit rating agencies

The Company's Tier II borrowings have been rated as "CRISIL AAA" (rated amount ₹ 5,250 million) and 'CARE AAA' (rated amount ₹ 3,750 million) by credit rating agencies CRISIL and CARE respectively. Further, the Company's commercial papers has been rated as A1+ (rated amount ₹ 15,000 million) by CRISIL and ICRA.

₹ in million

(i) Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account	Year ended March 31, 2021	*Year ended March 31, 2020*
Provisions for depreciation on Investment	Nil	*Nil*
Provision towards NPA	Nil	*0.1*
Provision made towards Income Tax (including deferred tax)	1,933.0	*1,034.9*
Other provisions and contingencies (provision for Expected Credit Loss)	0.8	*0.2*
Provision for Standard assets	0.0	*0.0*

0.0 indicates amounts less than ₹ 0.05 million

(j) The Company has not drawn down any amount from reserves.

(k) At March 31, 2021, the Company had lent ₹ 5,036.3 million in Repo market and ₹ 1,600.0 million to RBI

(l) The Company does not have any joint ventures and subsidiaries and has not sponsored any special purpose vehicles.

(m) Customer Complaints

a)	No. of complaints pending at the beginning of the year	Nil
b)	No. of complaints received during the year	Nil
c)	No. of complaints redressed during the year	Nil
d)	No. of complaints pending at the end of the year	Nil

42. DISCLOSURE PURSUANT TO RBI CIRCULAR RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 DATED March 13, 2020

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
Performing Assets						
Standard	Stage 1	16.2	0.0	16.2	-	-
	Stage 2	-	-	-	-	-
Subtotal		16.2	0.0	16.2	-	-
Non-Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		-	-	-	-	-
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1					
	Stage 2					
	Stage 3					
Subtotal		-	-	-	-	-
Total	**Stage 1**	16.2	0.0	16.2	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	Total	16.2	0.0	16.2	-	-

0.0 indicates amounts less than ₹ 0.05 million

43. DISCLOSURE IN ACCORDANCE WITH SEBI CIRCULAR

(a) Disclosure in accordance with SEBI circular ref. no. SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018

Particulars	Details
Name of the company	ICICI Securities Primary Dealership Limited
CIN	U72900MH1993PLC131900
Outstanding borrowing of Company at March 31, 2021	₹ 5,250 Million*
Highest Credit Rating during the previous FY along with name of the Credit Rating Agency	The Company's Tier II borrowings have been rated as "CRISIL AAA" (rated amount ₹ 5,250 million) and 'CARE AAA' (rated amount ₹ 3,750 million) by credit rating agencies CRISIL and CARE respectively.
Name of Stock Exchange in which the fine shall be paid, in case of shortfall in the required borrowing under the framework	BSE Limited

(* Only borrowings with original maturity of one year and above)

The Company confirms that it is a 'Large Corporate' as per the applicability criteria given under above-mentioned SEBI circular.

(b) Annual Disclosure in terms of para 4.1.ii of the above-mentioned SEBI circular

1. Report filed for Financial Year : FY2021
2. Details of the borrowings*

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Incremental borrowing done in FY (a)	Nil	Nil
Mandatory borrowing to be done through issuance of debt securities (b) = (25% of a)	NA	NA
Actual borrowings done through debt securities in FY (c)	Nil	Nil
Shortfall in the mandatory borrowing through debt securities, if any (d) = (b) - (c) {If the calculated value is zero or negative, write ""nil""}	Nil	Nil
Reasons for short fall, if any, in mandatory borrowings through debt securities	NA	NA

(* Only borrowings with original maturity of one year and above)

As per our report of even date

For B S R & Co. LLP
ICAI Firm Registration No.101248W/W-100022
Chartered Accountants

KAPIL GOENKA
Partner
Membership No: 118189

Mumbai, April 20, 2021

For and on behalf of the Board of Directors

B. PRASANNA
Chairman
DIN : 02257744

RADHAKRISHNA NAIR
Director
DIN : 07225354

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

PRACHITI LALINGKAR
Company Secretary

Mumbai, April 20, 2021

statement of cash flows

for the year ended march 31, 2021

(₹ million)

			For the Year Ended March 31, 2021	*For the Year Ended March 31, 2020*
A	**Cash flow from Operating activities**			
	Profit before tax	**7,636.7**		*4,349.4*
	- Loss on sale of plant, property & equipment	**0.1**		*0.4*
	- Depreciation, amortization and impairment	**9.0**		*6.5*
	- Interest on income tax	**9.0**		*17.0*
	- Share based payments to employees	**13.0**		*23.5*
	- Doubtful debts written-off/ provided for	**0.7**		*0.2*
	Operating Profit before changes in operating assets and liabilities		**7,668.5**	*4,397.0*
	Adjustments for net change in operating assets and liabilities			
	- (Increase) / decrease in current assets	**(16,159.2)**		*(56,601.0)*
	- (Increase) / decrease in fixed deposits under lien	**105.0**		*334.5*
	- (Increase) / decrease in loans and advances relating to operations	**(6,446.9)**		*4,513.2*
	- Increase / (decrease) in current liabilities relating to operations	**(354.0)**		*8,699.7*
			(22,855.1)	*(43,053.6)*
	Cash (used in) / generated from operations		**(15,186.6)**	*(38,656.6)*
	Payment of taxes (net)		**(1,943.3)**	*(1,835.5)*
	Net cash (used in) / generated from operating activities		**(17,129.9)**	*(40,492.1)*
B	**Cash flow From Investment activities**			
	- Purchase of property, plant and equipments and other intangible assets		**(10.9)**	*(6.4)*
	- Proceeds from sale of property, plant and equipments		**0.7**	*-*
	Net cash (used in) / generated from investment activities		**(10.2)**	*(6.4)*
C	**Cash flow from Financing activities**			
	- Increase / (decrease) in short-term borrowings (net)[1]		**20,317.5**	*41,954.5*
	- Dividends paid		**(3,189.0)**	*(1,200.5)*
	- Dividend distribution tax paid		**-**	*(288.6)*
	Net cash (used in) / generated from financing activities		**17,128.5**	*40,465.4*
	Net change in cash and cash equivalents (A + B + C)		**(11.6)**	*(33.1)*
	Cash and cash equivalents at the beginning of the year		**34.4**	*67.5*
	Cash and cash equivalents at the end of the year[2]		**22.8**	*34.4*
	Components of cash and cash equivalents			
	Balance In current accounts with scheduled banks		**20.1**	*15.5*
	In current accounts with Reserve Bank of India		**2.7**	*18.9*
	Total cash and cash equivalents		**22.8**	*34.4*

Notes:

1 Borrowings do not include any non-cash adjustment.

2 Please refer Significant Accounting Policies.

3 Cash and cash equivalents comprises of balances with scheduled banks and RBI.

4 The above Statement of Cash flows has been prepared under the "Indirect Method " as set out in Indian Accounting Standard (IND AS) - 7 'Statement of Cash Flows'.

This is the Statement of Cash flows referred to in our report of even date.

As per our report of even date

For B S R & Co. LLP
ICAI Firm Registration No.101248W/W-100022
Chartered Accountants

KAPIL GOENKA
Partner
Membership No: 118189

Mumbai, April 20, 2021

For and on behalf of the Board of Directors

B. PRASANNA
Chairman
DIN : 02257744

RADHAKRISHNA NAIR
Director
DIN : 07225354

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

PRACHITI LALINGKAR
Company Secretary

Mumbai, April 20, 2021

schedule to the balance sheet

ICICI Securities Primary Dealership Limited

as at March 31, 2021

(as required in terms of paragraph 18 of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016

(₹ in million)

Particulars

Liabilities side :

(1)	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:	Amount outstanding	Amount overdue
	(a) Debentures : Secured		
	: Unsecured (Other than falling within the meaning of public deposits)	5,566.3	Nil
	(d) Inter-corporate loans and borrowing	2,121.1	Nil
	(e) Commercial Paper	6,975.1	Nil
	(f) Other Loans -		
	TREPS - Secured	-	Nil
	Repo Borrowings - Secured	138,389.0	Nil
	Call, Notice and Term Money - Unsecured	13,899.3	Nil

Assets side :

(2)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :	Amount outstanding
	(a) Secured	6,635.3
	(b) Unsecured	16.2

(3)	Break-up of Leased Assets and stock on hire and other assets counting towards asset financing activities	Amount outstanding
	(i) Lease assets including lease rentals under sundry debtors :	
	(a) Financial lease	Nil
	(b) Operating lease	Nil
	(ii) Stock on hire including hire charges under sundry debtors :	
	(a) Assets on hire	Nil
	(b) Repossessed Assets	Nil
	(iii) Other loans counting towards AFC activities	
	(a) Loans where assets have been repossessed	Nil
	(b) Loans other than (a) above	Nil

(4)	Break-up of Investments	Amount outstanding
	Current Investments	
	1. Quoted	
	(i) Shares : (a) Equity	36.6
	(b) Preference	-
	(ii) Debentures and Bonds	17,204.1
	(iii) Units of mutual funds	-
	(iv) Government Securities	140,438.9
	(v) Others	-
	2. Unquoted	
	(i) Shares : (a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-

(4)	Break-up of Investments	Amount outstanding
	(v) Others	-
	Long Term Investments	
	1. Quoted	
	(i) Shares : (a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others	-
	2. Unquoted	
	(i) Shares : (a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others	-

(5) Borrower group-wise classification of assets financed as in (2) and (3) above :

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	6,635.3	16.2	6,651.5
Total	**6,635.3**	**16.2**	**6,651.5**

(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :

Category	Market Value	Book Value (Net of provisions)
1. Related Parties		
(a) Subsidiaries	-	-
(b) Companies in the same group	-	-
(c) Other related parties	-	-
2. Other than related parties	157,679.6	157,679.6
Total	**157,679.6**	**157,679.6**

(7)	Other information	
	Particulars	**Amount**
(i)	Gross Non-Performing Assets	
	(a) Related parties	-
	(b) Other than related parties	-
(ii)	Net Non-Performing Assets	
	(a) Related parties	-
	(b) Other than related parties	-
(iii)	Assets acquired in satisfaction of debt	-

* Includes investments fair valued through profit or loss

For and on behalf of the Board of Directors

B. PRASANNA
Chairman
DIN : 02257744

RADHAKRISHNA NAIR
Director
DIN : 07225354

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

PRACHITI LALINGKAR
Company Secretary

Mumbai, April 20, 2021

ICICI Securities
Primary Dealership Limited

ICICI SECURITIES PRIMARY DEALERSHIP LIMITED

29TH ANNUAL REPORT AND ACCOUNTS 2021-2022

Directors
B. Prasanna, Chairman
Dilip Karnik
Ashvin Parekh
Radhakrishnan Nair
Anubhuti Sanghai
Shailendra Jhingan, Managing Director & CEO

Joint Statutory Auditors
Chaturvedi & Co. LLP, *Chartered Accountants*
N. A. Shah Associates & LLP, Chartered Accountants

Riya Sawant
Company Secretary

Registered Office
ICICI Centre
H. T. Parekh Marg
Churchgate
Mumbai - 400 020

directors' report

to the members,

Your Directors have pleasure in presenting the Twenty Ninth Annual Report of ICICI Securities Primary Dealership Limited (the Company) along with the audited financial statements for the year ended March 31, 2022.

INDUSTRY OVERVIEW

Financial year 2021-22 began on a sombre note as India was struck by the second wave of COVID-19 infections in April and May 2021. While the second wave proved to be deadlier than the first one in 2020, economic activity was relatively less affected as governments refrained from enforcing strict curbs on movement of goods and people. Consequently, economic activity – as captured by various indicators such as indirect tax collections and exports – was more resilient than in 2020. As the covid wave began to subside by end-May, the focus shifted to India's vaccination drive. Around 90 per cent of population aged 18 years and above received at least one vaccine dose by the end of December 2021. Subsequently, vaccination coverage was extended to certain age groups below 18 years from January 2022 onwards. High vaccine coverage helped India in facing the omicron-wave of covid infections in January 2022 with lesser casualties and economic damage.

As per the latest official estimates released in February 2022, real GDP in fiscal year 2022 (FY22) likely grew 8.9% over FY2021, after having contracted 6.6% in covid-affected FY2021. When compared to FY2020, real GDP is slated to be only 1.8% higher as per the second advance estimate. Industry-wise estimates of national income, i.e. Gross Value Added (GVA) for FY2022 show that most sectors have recovered from FY2020 levels, led by the manufacturing sector (+10%). However, the economic burden of COVID has fallen disproportionately on the contact intensive services of the economy. That is encapsulated well in trade, hotels, transport & communication GVA still facing a shortfall of 11% in FY2022, compared to FY2020. Private consumption is also yet to recover to pre-COVID levels.

The stress in the informal economy and for the less well-off households is also captured well in the strong demand for government-sponsored rural jobs scheme. Consequently, the Union government increased its outlay on Mahatma Gandhi National Rural Employment Guarantee Scheme (MGNREGS) for fiscal year 2022 (FY2022) to ₹ 98,000 crores (as per revised estimates), from initial budget estimate (BE) of ₹ 78,000 crores. In similar vein, the government also extended the free food grain distribution scheme, PM Garib Kalyan Anna Yojana, till September 2022, suggesting the government acknowledges that a large part of the economy is yet to recover from pandemic-induced disruption.

Besides the pandemic, the economy also faced other supply-side disruptions due to global developments. The automobile sector continued to grapple with semiconductor shortages for most of the year. India was also affected by rise in global coal prices in the middle of the year, which led to concerns of coal shortages at India's power plants in September-October 2021. Meanwhile rise in global crude oil prices, partly due to geopolitical concerns, led to rise in domestic fuel prices. To stem the rise in domestic prices, the government steeply cut taxes on fuels in November 2021. Thus, the Indian economy witnessed multiple challenges in year FY2022.

Meanwhile, headline CPI inflation has slowed in FY2022, from 6.2% YoY average recorded in FY2021. However, it has remained elevated, with April-February FY2022 average at 5.4%. Moreover, headline inflation rose consistently in the second half of FY2022, after having eased to 4.3% in September 2021. Recent data reveals inflation breached the RBI's upper tolerance level of 6% in both January and February 2022. More worryingly, core CPI inflation, i.e. inflation excluding volatile items such as food and energy, also remained elevated for the most part of FY2022, averaging 5.9% (April-February) as compared to 5.5% in FY2021.

To be sure, India inflation prints are not really an outlier when looking at price pressures seen in the advanced economies. Inflation has risen to multi-decade highs on both sides of the Atlantic and prompted tightening by central banks in the US and UK. Recent Ukraine- Russia conflict has contributed to further run-up in global commodity prices and aggravated the concerns on inflation while at the same time increasing downside risks to growth. India's external accounts have been in good shape however, and that has mitigated spill overs on domestic economy. India's Current Account Balance (CAB) was in surplus in FY2021, although that was partly on account of weak growth inflicted by the pandemic and the measures to contain its spread. Growth revival in FY2022 has again shifted the CAB into a deficit mode. However, April-December 2021 current account deficit was still modest at 1.2% of GDP. Even as India has faced sharp portfolio outflows in the later part of FY2022, there has been sharp accretion of forex reserves since FY2020, allowing RBI to keep rupee stable.

The central bank has also preserved the accommodative stance of monetary policy, as it prioritizes nurturing a durable economic recovery. In the process, RBI and MPC have looked through elevated inflation, arguing price pressures would ease with dwindling of supply side constraints. The policy repo rate has remained at 4% over FY2022, and reverse repo rate was also kept unchanged at 3.35%. However, the central bank did announce some incremental steps towards monetary tightening. It effectively ended the bond-buying programme named G-sec Acquisition Programme (G-SAP) in the middle of the year and began absorbing a greater fraction of surplus inter-bank liquidity in variable rate windows, i.e. using variable reverse repo rate (VRRR) auctions. Increasing reliance on VRRR to absorb surplus liquidity has contributed to a rise in money market rates, despite no change in policy rates.

In line with accommodative monetary policy, fiscal policy also remained stimulative. Union government pegged its FY2022 gross fiscal deficit (GFD) at 6.9% of GDP as per revised estimates (RE) in 2022 Budget, slightly higher than BE of 6.8%. Higher expenditure that was partly necessitated by the second wave and stronger capex offset the sharply higher tax collections compared to the conservative estimates in the BE. The government still remains quite far from its fiscal consolidation target of 4.5% deficit by FY2026, with FY2023 deficit budgeted at a still high 6.4%.

FINANCIAL HIGHLIGHTS

The financial performance for fiscal 2022 is summarised in the following table:

(₹ in million)

	Fiscal 2021	**Fiscal 2022**
Gross income	*13,853.2*	**10,480.3**
Profit before tax	*7,606.6*	**4,424.8**
Tax	*1,925.4*	**1,137.7**
Profit for the period	*5,681.2*	**3,287.1**
Other Comprehensive Income, net of tax	*22.5*	**10.2**
Total Comprehensive Income	*5,703.7*	**3,297.3**

Appropriations

Total Comprehensive Income for fiscal 2022 is ₹ 3,297.3 million. The retained earnings (including other comprehensive income) available for appropriation are ₹ 6,443.8 million, taking into account the balance of ₹ 3,146.5 million brought forward from the previous year.

As per RBI guidelines, standalone primary dealers are permitted to have dividend pay-out ratio of up to 60% provided the capital to risk-weighted assets ratio during all the four quarters of the year is at 20% or above. During FY2022, the Company had declared an interim dividend amounting to 39% on the equity share capital of the Company. Further, your Directors have recommended a final proposed dividend amounting to 87% of equity share capital for the year. The dividends declared and proposed during the year are aggregating to 60% of the profit after tax. The retained earnings have been appropriated as follows:

(₹ in million)

	Fiscal 2021	**Fiscal 2022**
Capital Reserve	*473.6*	**-**
Special Reserve	*1,136.2*	**657.4**
Dividend paid on equity shares	*3,189.0*	**1,813.5**
Retailed earnings balance*	*3,146.5*	**3,972.9**

*Includes Other Comprehensive Income of ₹ 14.9 million in Fiscal 2022 (Fiscal 2021: ₹ 4.7 million)

OPERATIONAL REVIEW

Fixed Income

The fiscal started with India firmly in grip of the second wave of the Covid-19 pandemic. RBI continued with its low-rate regime in the view of this human calamity, even as inflation remained high on supply-side issues as the impact of high international commodity prices and increased logistics costs was being felt across manufacturing and services. RBI continued with targeted liquidity injection through LTROs while increasing the maturities of Variable Rate Reverse Repos (VRRR) to reduce the liquidity absorption in reverse repo. RBI also started with G-sec acquisition programme or G-SAP in order to support the G-Sec auctions, buying G-Sec securities of ₹ 1 lakh crores in Q1 and ₹ 1.25 lakh crores in Q2. In-spite of this, high inflation and fiscal deficits resulted in gradual increase of yields, with yields on 1-year Government securities (G-Sec) in India increasing by 90 bps from 3.8% to 4.7%, while the 10-year yield increased by 68 bps.

The curves adjusted higher as global interest rates and commodities moved sharply higher in the second half of the fiscal. This move was exacerbated by the shortages induced by the Ukraine war and resultant sanctions on Russia. Global central banks including US Fed turned hawkish in the face of continued high inflation, with calls for rate hikes and balance sheet contraction coming to the fore. The union budget pegged the central borrowing for next year at a record high of ₹ 14.35 lakh crores. The announcement led to a rise in yields post budget. High government cash in hand and rising yields prompted the government to cancel auctions worth ₹ 78,000 crore at the fag end of borrowing program and a fall in yields in March.

The year ended with higher yield curves across tenors with yields rising by 75-90 bps. It was a challenging year for the Company, however, the Company performed well in a rising rate scenario.

5-year overnight indexed swap (5yr OIS) closed at 5.99% at the end of fiscal 2022 vis-à-vis 5.25% at the end of last fiscal. Yields dropped to a low of ~5% in Q1FY2022 as RBI announced G-SAP and USTs move down. OIS Rates started moving higher in Q3 as Fed hinted of a change in stance and New Zealand hiked rates in October. Sharp up move happened in October in short end rates across the globe. Spread between 5yr OIS and 2yr OIS compressed by 50bps in a short span of 2 months (October-December 2021). Higher Oil prices in Q4 and a continued rising trajectory of global rates pulled 5yr OIS higher as well. The Company continued to be an active player in the interbank OIS market throughout the year. This year, the company also helped clients hedge their interest rate risks through other T-Bill linked Swaps and OIS.

Corporate bond market was characterised by record low primary supply in fiscal 2022 owing to corporate deleveraging and better rates offered in bank loans to PSU companies. Although yields moved higher across all tenors in sync with Government bonds, the extent of uptick was lower leading to significant compression in credit spreads – 10 year AAA PSU spread over 10 year G-Sec moved down from 70 bps at the start of year to 20 bps at the end. After a largely uneventful H1, yields began moving up in H2 with RBI putting stop to bond buying under GSAP program and in fact resorting to selling G-Secs. This got further exacerbated by Mutual Funds facing significant outflows in Q4 in their short tenor funds leading to bear flattening with AAA bonds maturing in 3, 5 and 10 years moving up by roughly 50, 40 and 20 basis points respectively. Overall for the year, 3 year, 5 year and 10 year points moved upwards by 45, 33 and 18 basis points respectively in the benchmark credits.

Private placement volumes dropped very sharply in the first quarter of FY2022 due to the Covid second wave. While it recovered appreciably in the second quarter, it remained subdued in H2FY2022 due to the ongoing cycle of corporate deleverage and slow balance sheet growth.

FY2022 annual corporate bond issuance was an estimated ₹ 5,565 billion, 25% lower than the lifetime high of ₹ 7,387 billion in FY2021 (which was boosted by TLTRO) and 15% lower than the pre Covid volume of ₹ 6,564 billion in FY2020.

Among the BFSI segment, Public Sector banks were large issuers as they refinanced calls exercised on their AT1 bonds. In PSUs, NABARD continued to be a large issuer while other hitherto large issuers like PFC, REC, IRFC and NHAI issued for lower amounts.

In the PRIME League Tables for FY2022, the Company maintained its 2nd position and ranked above large banks. The Company's distribution led model led to strong performance in issuance of PSU and PSU Bank debt issuance. The Company was also active in the NBFC segment where it actively syndicated as well as downsold.

During the year, the Company was re-appointed as an investment advisor to the West Bengal State Electricity Distribution Company Limited (WBSEDCL) General Provident Fund, WBSEDCL Pension Fund, WBSEDCL Gratuity Fund, West Bengal State Electricity Board Employees Contributory Provident Fund and CESC Limited Provident Fund. The Company is proactively targeting new clients to increase its presence in this line of business.

Risk Management

As a financial services company, risk management forms the core of our various business operations. The Corporate Risk Management Group (CRMG) is committed to framing effective and contemporary risk management policies, addressing market and credit risk. CRMG has developed comprehensive risk management policies, which seek to minimise risks in the activities of the Company. CRMG develops and maintains models to assess market risks that are constantly updated to capture the dynamic nature of the markets and, thus, participates in the evaluation and introduction of new products and business activities. CRMG also advises the fixed income division by acting as an investment advisor on possible rating migration and thereby enables the Company to effectively protect its capital from possible defaults and rating revisions. CRMG closely monitors the financial profiles of counterparties (private and public sector companies, banks and financial institutions and others) through in-depth analysis, regular interactions with the companies and rating agencies to provide proactive recommendations to the fixed income division.

The Company has Risk Management & IT Strategy Committee (RM&ITC) comprising members of the Board of Directors of the Company. RM&ITC is, *inter alia*, responsible for analyzing and monitoring the risks associated with the different business activities of the Company and ensuring adherence to the risk and investment limits set by the Board of Directors.

The Company also has an internal Asset Liability Management Committee (ALCO) comprising officials of the Company. ALCO is, inter alia, responsible for the liquidity risk management, management of market risks, funding and capital planning, profit planning and growth projection, forecasting and analysing of contingency plans and such other business as stipulated by the RBI.

On the basis of the robust risk management framework and regular monitoring of all major risk areas within the Company, the Board is satisfied that there are no factors that could adversely affect the existence of the Company.

OUTLOOK

The Ukraine-Russia conflict flared up in late February 2022, which has triggered a spate of sanctions, and spectre of global supply chain disruptions. There is still a lot of uncertainty about how prolonged the war could be with attendant implications for global commodity prices, particularly crude oil. At the same time, surge in covid infections in China, that has stuck to its zero-tolerance approach, threatens persistence of supply side headwinds as well. On the other hand, US Federal Reserve officials appear increasingly amenable to faster interest rate hikes and quantitative tightening than previously anticipated, as drivers of inflation turn broad based.

The economic outlook for the year for India will depend significantly on how these global risks evolve, and the policy response. India has faced elevated inflation all through the course of the pandemic, and there are no signs of imminent deceleration. Retail auto fuel prices are getting adjusted higher, to suitably reflect imported crude prices and services inflation looks likely to trend higher with fuller economic reopening. That complicates task for RBI and MPC that has otherwise held a very sanguine view on inflation prospects and the ability to persist with accommodative stance of monetary policy.

To the extent India's economic revival has been uneven and real GDP is still significantly below the pre-covid growth trendline, it is likely MPC will engineer only a gradual exit from easy monetary policy. Strong forex buffers also provide RBI leeway to dampen the transmission of global shocks. But, the monetary policy normalization may need to be expedited in case inflation worries refuse to abate. The policy choices made by RBI and MPC would have deep implications for the bond market that is faced with the challenge of tackling a record high general government borrowing program.

Going by the budget estimates of the Centre and various state governments, fiscal deficit is poised to decline. But, the gross borrowing program is still poised to rise sharply, from ₹ 18.3 trillion in FY2022 to 23.2 trillion in FY2023, in our view. The smooth rollout of such a large borrowing program is a key monitorable as credit growth picks up and with RBI potentially growing more wary of deep surplus liquidity in the banking system.

VIGIL MECHANISM

The Company has formulated a Whistle Blower Policy. The policy comprehensively provides an opportunity for any Employees/ Directors of the Company to raise any issues concerning breaches of law, statute or regulation by the Company, accounting policies and procedures adopted for any area or item or any act resulting in financial or reputation loss and misuse of office or suspected/actual fraud and criminal offences. The policy provides for a mechanism to report such concerns to the Audit Committee through specified channels. The policy has been periodically communicated to the employees and also posted on the Company's intranet. The Whistle Blower Policy complies with the requirements of Vigil mechanism as stipulated under Section 177 of the Companies Act, 2013. The details of establishment of the Whistle Blower Policy/ Vigil mechanism have been disclosed on the website of the Company at https://www.icicisecuritiespd.com.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company has adequate internal controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. These controls and processes are driven through various policies, procedures and certifications. The processes and controls are reviewed periodically. The Company has a mechanism of testing the controls at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility (CSR) Committee consists of three directors viz., Dilip Karnik (DIN: 06419513), Anubhuti Sanghai (DIN: 08668593) and Shailendra Jhingan (DIN: 07636448).

The Company's primary focus areas for CSR activities are:

- Education
- Health Care
- Skill development and sustainable livelihoods
- Environmental projects
- Rural development through financial inclusion and literacy
- Support employee engagement in CSR activities
- Capacity building for corporate social responsibility
- Other areas

The Company partnered with ICICI Foundation for Inclusive Growth to support the cause of elementary education, primary health, sustainable livelihood and skill development to achieve the CSR objectives. The Company has also contributed through various agencies viz. Vision Foundation of India, Sri Sathya Sai Sanjeevani Centre for Child Heart Care, Seva Sadan Society, Sankalp Shikshan Sanstha, Tata Memorial Centre and Seva Sahayog to support the cause of primary health, education and other areas.

The Corporate Social Responsibility Policy as approved by the Board is uploaded on the Company's website at https://www.icicisecuritiespd.com.

The Annual Report on CSR activities is annexed herewith as Annexure A.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013 the Annual Return as on March 31, 2022 is available on the Company's website at https://www.icicisecuritiespd.com under corporate governance.

PUBLIC DEPOSITS

The Company has not accepted any deposit from the public during the year under review and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company, being a non-banking financial company registered with RBI and engaged in the business of acquisition of securities, is exempt from complying with the provisions of Section 186(4) of the Companies Act, 2013 in respect of loans given, investments made, security provided and guarantees given. Accordingly, the disclosures required under the aforesaid section have not been made in this Report.

RELATED PARTY TRANSACTIONS

The Company undertakes various transactions with related parties in the ordinary course of business. The Company has a Board approved policy on related party transactions and an arms' length policy which requires transactions with the group companies to be at arm's length. The policy is annexed herewith as Annexure B.i. The transactions between the Company and its related parties, during fiscal 2022 were in the ordinary course of business and based on the principles of arm's length. The details of material related party transactions at an aggregate level for fiscal 2022 are annexed as Annexure B.ii.

ACHIEVEMENTS DURING THE YEAR

The Company was ranked second in PRIME league tables on the basis of its performance as a debt arranger.

During the year, the Company was voted 1st in "Top Arrangers – Investors' choice for Government Primary Issues, India", and joint 1st in "Top sell side firms - Secondary Market – Government Bonds, India" by 'The Asset' in the Asian Local Currency Bond Benchmark Review 2021.

The Asset Local Currency Bond Benchmark Review 2021 by 'The Asset' has also voted two employees in the Research function of the Company as "Best Individual in Research, India, Rank 3" and "Best Individual in Research, India, Highly Commended" and three employees in the Sales function of the Company as "Best Individual in Sales, India, Rank 2 and Rank 5" and "Best Individual in Sales, India, Highly Commended".

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of the Company currently and as at March 31, 2022, comprises of six Directors consisting of three Non-Executive Independent Directors, two Non-Executive Directors (nominees of ICICI Bank, the Holding Company) and the Managing Director & CEO.

The Directors of the Company are:

Sr. No.	Name of the Director	Designation	DIN
1	B. Prasanna	Chairman (Non-Executive Director)	02257744
2	Dilip Karnik	Non-Executive Independent Director	06419513
3	Ashvin Parekh	Non-Executive Independent Director	06559989
4	Radhakrishnan Nair	Non-Executive Independent Director	07225354
5	Anubhuti Sanghai	Non-Executive Director	08668593
6	Shailendra Jhingan	Managing Director & CEO	07636448

Changes in the composition of the Board of Directors

At the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, the shareholders, at the Extra-Ordinary General meeting held on August 26, 2021, approved the re-appointment of Shailendra Jhingan (DIN: 07636448) as the Managing Director & CEO of the Company for a further term of 5 years with effect from November 3, 2021.

Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Shailendra Jhingan (DIN: 07636448) (Managing Director & CEO), Jatinder Papneja (Chief Financial Officer) and Riya Sawant (Company Secretary) are the Key Managerial Personnel of the Company.

Prachiti Lalingkar (ACS 20744) resigned as the Company Secretary (CS) of the Company with effect from September 8, 2021. Riya Sawant (ACS 22268) was appointed in her place with effect from September 9, 2021.

Declaration of Independence

As per the provisions of the Companies Act, 2013, independent directors are not liable to retire by rotation and the terms of appointment of independent directors will be governed by the provisions of the Companies Act, 2013. All independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 of the Companies Act, 2013 as amended (the Act) and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), which has been relied on by the Company and were placed at the Board Meeting of the Company held on April 19, 2022. In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Act and the SEBI Listing Regulations and are independent of the Management.

Familiarization programme for Independent Directors

Independent Directors are familiarised with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company through induction programmes at the time of their appointment as Directors and through presentations on economy and industry overview, global and domestic macro-economic outlook, key regulatory developments, strategy and performance which are made to the Directors from time to time. The details of the familiarisation programmes have been hosted on the website of the Company at https://www.icicisecuritiespd.com

Retirement by rotation

In terms of Section 152 of the Companies Act, 2013, Anubhuti Sanghai (DIN: 08668593) would retire by rotation at the forthcoming AGM and is eligible for re-appointment. Anubhuti Sanghai has offered herself for re-appointment.

PERFORMANCE EVALUATION OF THE BOARD, COMMITTEES AND DIRECTORS

The Company has in place an evaluation framework for evaluation of the Board, Directors and Chairman. The Board also carries out an evaluation of the working of the Audit Committee, Nomination & Remuneration Committee (NRC) and Corporate Social Responsibility Committee (CSR). The evaluation of the Committees is based on the assessment of the compliance with the terms of reference of the Committees.

The evaluations for the Directors and the Board were done through circulation of questionnaires for evaluation of the performance of the Board, the Committees of the Board and the individual members of the Board, which assessed the performance of the Board on selected parameters related to roles, responsibilities and obligations of

the Board and functioning of the Committees including assessing the quality, quantity and timeliness of flow of information between the Company management and the Board that was necessary for the Board to effectively and reasonably perform their duties. The evaluation criteria for the Chairman and Directors (including Independent Directors) was based on their participation, contribution and offering guidance to and understanding of the areas which are relevant to them in their capacity as members of the Board.

The NRC has oversight over payment of compensation. The NRC defines Key Performance Indicators (KPIs) for the Managing Director & CEO and the organisational performance norms, based on the financial and strategic plan approved by the Board. The KPIs include both quantitative and qualitative aspects. The NRC assesses organisational performance as well as the individual performance of the Managing Director & CEO. Based on its assessment, it makes recommendations to the Board regarding compensation for the Managing Director & CEO.

Additionally, the Board also carries out an evaluation of the working of its Audit Committee, NRC and CSR. The evaluation of the Committees is based on the assessment of the compliance with the terms of reference of the Committees.

REMUNERATION POLICY

The Company has in place a framework of criteria for appointment and removal of Directors and senior management position including criteria for determining qualifications, positive attributes and independence of a Director as well as a policy on Board diversity.

The Company also has in place compensation policy for the non-executive directors and the compensation policy for the whole-time directors, key managerial personnel and other employees.

BOARD AND COMMITTEES OF THE BOARD

(i) Board of Directors

The Board of Directors of the Company meet at regular intervals to discuss and decide on business policy and strategy apart from other board business.

There were six meetings of the Board during the year - April 20, 2021, July 20, 2021, September 7, 2021, October 12, 2021, December 9, 2021, and January 12, 2022.

Name of Director	Board Meetings attended during the year	Attendance at last AGM (June 29, 2021)	No. of directorships		Names of the other listed entity where a person is a director and category of directorship	Number of other committee memberships@	
			of other Indian public limited Companies	of other Indian Companies#		No. of Member-ships held in Companies	No. of post of Chairperson held in Listed entities
Independent Directors							
Dilip Karnik (DIN: 06419513)	6/6	Present	5	-	1. ICICI Prudential Life Insurance Company Limited (Non-Executive – Independent Director) 2. Birla Corporation Limited (Non-Executive - Non-Independent Director) 3. Vindhya Telelinks Limited (Non-Executive - Non-Independent Director) 4. Universal Cables Limited (Non- Executive - Non-Independent Director)	2	-
Ashvin Parekh (DIN: 06559989)	6/6	-	3	1	1. ICICI Lombard General Insurance Company Limited (Non-Executive – Independent Director) 2. ICICI Securities Limited (Non-Executive – Independent Director) 3. Nippon Life India Asset Management Limited (Non-Executive – Independent Director)	4	3
Radhakrishnan Nair (DIN: 07225354)	6/6	-	5	3	1. ICICI Prudential Life Insurance Company Limited (Non-Executive – Independent Director) 2. Geojit Financial Services Limited (Non-Executive - Independent Director) 3. ICICI Bank Limited (Non-Executive - Independent Director) 4. Inditrade Capital Limited – (NonExecutive - Independent Director)	7	1
Non-Executive Directors							
B. Prasanna (DIN: 02257744)	5/6	Present	1	-	-	-	-
Anubhuti Sanghai (DIN: 08668593)	5/6	-	-	-	-	-	-
Wholetime Directors							
Shailendra Jhingan (DIN: 07636448	6/6	Present	-	-	-	-	-

Comprises private limited companies/LLP incorporated in India and foreign companies but excludes Section 8 companies and not for profit foreign companies.

@ Memberships/ Chairpersonships in Audit Committee and Stakeholder Relationship Committee of Indian public limited companies; number of Memberships includes Chairpersonships.

Skills/expertise/competence of the Board of Directors

The Company has distinguished individuals on its Board of Directors with each of the Directors having the requisite core skills/ expertise/ competence as well as several years of vast experience and knowledge in various diversified functions and fields.

The details of the core skills/ expertise/ competence possessed by the Directors is detailed as under:

Sr. No.	Name of the Director	Areas of expertise
1	B. Prasanna (DIN: 02257744)	Banking, Finance, Treasury, Securities Market, Strategy and Corporate Planning
2	Dilip Karnik (DIN: 06419513)	Law and Governance, Risk Management, Strategy
3	Ashvin Parekh (DIN: 06559989)	Finance and Accountancy, Audit, Strategy
4	Radhakrishnan Nair (DIN: 07225354)	Securities Market, Risk Management, Business Management, Economics and Finance
5	Anubhuti Sanghai (DIN: 08668593)	Banking, Operations, Risk Management, Securities Market, Strategy, Customer Service
6	Shailendra Jhingan (DIN: 07636448)	Business Management, Securities Market, Treasury, Strategy and Corporate Planning, Risk Management

(ii) Audit Committee

The Audit Committee comprises of Ashvin Parekh (DIN: 06559989), Dilip Karnik (DIN: 06419513) and B. Prasanna (DIN: 02257744) as its members. Ashvin Parekh, an independent Director, is the Chairman of the Audit Committee. The Committee meets, inter alia, to review the accounts of the Company and to discuss the audit findings and recommendations of the internal and statutory auditors.

There were four Meetings of the Committee during the year – April 20, 2021, July 20, 2021, October 12, 2021 and January 12, 2022. The details of the attendance at the Meetings are set out in the following table:

Name of Member	Meetings attended during the year
Ashvin Parekh, Chairman	4/4
Dilip Karnik	4/4
B. Prasanna	4/4

Terms of reference of Audit Committee

1. To oversee the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. To recommend the appointment/ removal of external auditor(s), terms of appointment, fix audit fee and also approve payment for any other services.
3. To review and monitor the auditor's independence and performance, and effectiveness of audit process.
4. To review with the Management the annual financial statements and auditor's report thereon before submission to the Board, focusing primarily on :
   - Any changes in accounting policies and practices
   - Major accounting entries based on exercise of judgment by management
   - Qualifications in draft audit report
   - Significant adjustments arising out of audit
   - The going concern assumption
   - Compliance with accounting standards
   - Compliance with legal requirements concerning financial statements
   - Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large and approve any subsequent modification of transactions of the Company with related parties.
5. Reviewing with the management, external and internal auditors, the adequacy of internal control systems. To evaluate internal financial controls and risk management systems.
6. Reviewing the adequacy of internal audit function, reporting structure coverage and frequency of internal audit.
7. Discussion with internal auditors any significant findings and follow up there on.
8. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
9. Discussion with external auditors, before the audit commences, nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
10. Reviewing the Company's financial and risk management policies.
11. To look into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
12. To scrutinize inter-corporate loans and investments.
13. To conduct valuation of undertakings or assets of the Company, wherever it is necessary.
14. To monitor the end use of funds raised through public offers and related matters.
15. To review the functioning of the Whistle Blower mechanism.
16. To investigate into any matter in relation to the terms of reference of the Audit Committee or referred to it by the Board and for this purpose, to obtain professional advice from external sources and have full access to information contained in the records of the Company.

(iii) Nomination and Remuneration Committee

The Committee comprises of Dilip Karnik (DIN: 06419513), Ashvin Parekh (DIN: 06559989) and B. Prasanna (DIN: 02257744) as its members. Dilip Karnik, an independent Director, is the Chairman of the Committee.

There were four Meetings of the Committee during the year –April 9, 2021, April 20, 2021, July 13, 2021 and September 7, 2021. The details of the attendance at the Meetings are set out in the following table:

Name of Member	Meetings attended during the year
Dilip Karnik, Chairman	4/4
Ashvin Parekh	4/4
B. Prasanna	3/4

Terms of reference of Nomination and Remuneration Committee

1. To recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

   To approve various policies on employee compensation, viz., long term incentive policy, policy on bonus (performance bonus/special bonus scheme), policy on annual increments, salary fitment and benefits for the whole-time directors.
2. To approve the increment matrix and the cost associated therewith.
3. To approve payment of annual increments to the employees of the Company.
4. To approve the payment of annual bonus to the employees of the Company.
5. To approve the key performance indicators for the Managing Director and other whole-time Directors at the beginning of the financial year and evaluate the performance of the Managing Director and other whole-time Directors vis-à-vis the key performance indicators.
6. To review and recommend to the Board of Directors for its approval the annual compensation (including annual increments and other benefits) and bonus for the Managing Director and other whole-time directors of the Company.
7. To approve the promotion formula for the employees of the Company and the cost associated therewith.
8. To recommend to the Board of Directors for its approval the allotment matrix for long term incentive (including grants under Employees Stock Option Schemes), if any, for the whole-time directors as well as the employees of the Company, its quantum and deviations from the matrix, if any.
9. To approve the annual manpower cost and manpower budget.
10. To ensure "fit and proper" status of the Directors.
11. To sign under the head 'Remarks of Board of Directors' in Point No. VI of the declaration on conglomerate supervision received from the Directors of the Company, including for every appointment as an additional director and for the appointment / re-appointment of the Directors at the Annual General Meeting.
12. To formulate the criteria for determining qualifications, positive attributes and independence of a director.
13. To submit recommendations to the Board with regard to –
    a. Filling up of vacancies in the Board that might occur from time to time and appointment of additional non whole-time Directors. In making

these recommendations, the Committee shall take into account the provisions of the Articles of Association and the special professional skills required for efficient discharge of the Board's functions;

b. Directors liable to retire by rotation;

c. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.

"senior management" means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads as defined by the Companies Act, 2013 as amended from time to time

14. To evaluate the performance of the Board and the individual members of the Board on certain pre-determined parameters as may be laid down by the Board as part of a self-evaluation process.

15. Any other matter relating to the remuneration of employees and whole-time Directors of the Company referred to the Nomination & Remuneration Committee.

(iv) Corporate Social Responsibility Committee

The Committee comprises of Dilip Karnik (DIN: 06419513), Anubhuti Sanghai (DIN: 08668593) and Shailendra Jhingan (DIN: 07636448) as its members. Dilip Karnik, an independent Director, is the Chairman of the Committee.

There were seven Meetings of the Committee during the year – April 20, 2021, May 10, 2021, June 2, 2021, June 10, 2021, July 19, 2021, August 23, 2021 and February 11, 2022. The details of the attendance at the Meetings are set out in the following table:

Name of Member	Meetings attended during the year
Dilip Karnik, Chairman	7/7
Anubhuti Sanghai	6/7
Shailendra Jhingan	7/7

Terms of reference of Corporate Social Responsibility Committee

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
2. Recommend the amount of expenditure to be incurred on the activities referred above.
3. Monitor the implementation of the Corporate Social Responsibility Policy of the Company from time to time.
4. Do all such acts, deeds and things as may be required for the implementation of the Corporate Social Responsibility Policy.

(v) Risk Management and IT Strategy Committee

The Committee comprises of Radhakrishnan Nair (DIN: 07225354), Dilip Karnik (DIN: 06419513), B. Prasanna (DIN: 02257744), Anubhuti Sanghai (DIN: 08668593) and Shailendra Jhingan (DIN: 07636448) as its members. Radhakrishnan Nair, an independent Director, is the Chairman of the Committee.

There were five Meetings of the Committee during the year – April 9, 2021, July 13, 2021, August 23, 2021, October 7, 2021 and January 10, 2022. The details of the attendance at the Meetings are set out in the following table:

Name of Member	Meetings attended during the year
Radhakrishnan Nair, Chairman	5/5
Dilip Karnik	5/5
B. Prasanna	5/5
Anubhuti Sanghai	3/5
Shailendra Jhingan	5/5

Terms of reference of Risk Management and IT Strategy Committee

1. Desired maturity profile of liabilities, the tolerance level for negative gap in the first time - bucket and for cumulative gaps in all subsequent time-buckets,
2. Classification of various assets/liabilities in the time-buckets as specified in the format to be approved by RMC,
3. Review the results of and progress in implementation of the decisions taken in the previous meetings.
4. Evaluation and adoption of any modification in methodology pertaining to measurement of risks whether credit or interest rate. This would include changes in our internal Value-at-Risk models and usage of the same for purposes of complying with RBI guidelines on capital adequacy.
5. Review the risk profile, understand future changes and threats, and concur on areas of highest priority and related mitigation strategy.
6. Assure adequate resources are being assigned to mitigate risks as needed.
7. Review and implement the Corporate Risk Investment Policy.
8. Such other business that might be relevant to asset liability and risk management and as may be delegated by the Board or required by RBI, from time to time.
9. To ensure that all ongoing outsourcing decisions taken by the Company and the activities undertaken by the third-party are in accordance with the Outsourcing Policy of the Company.
10. Instituting an appropriate governance mechanism for outsourced processes, comprising of risk based policies and procedures, to effectively identify, measure, monitor and control risks associated with outsourcing in an end to end manner;
11. Defining approval authorities for outsourcing depending on nature of risks and materiality of outsourcing;
12. Developing sound and responsive outsourcing risk management policies and procedures commensurate with the nature, scope, and complexity of outsourcing arrangements;
13. Undertaking a periodic review of outsourcing strategies and all existing material outsourcing arrangements;
14. Evaluating the risks and materiality of all prospective outsourcing based on the framework developed by the Board and periodically reviewing the effectiveness of policies and procedures.
15. Approving IT strategy and policy documents and ensuring that the management has put an effective strategic planning process in place
16. Ascertaining that management has implemented processes and practices that ensure that the IT delivers value to the business;
17. Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable;
18. Monitoring the method that management uses to determine the IT resources needed to achieve strategic goals and provide high-level direction for sourcing and use of IT resources;
19. Ensuring proper balance of IT investments for sustaining the Company's growth and becoming aware about exposure towards IT risks and controls.
20. Oversee the implementation of operational risk management policy.
21. Review the operational risk profile of various business/operational/ support groups on an on-going basis.
22. Review and approve the implementation of operational risk methodologies and tools, including assessments, reporting and loss event databases
23. Discuss and recommend suitable mitigation for managing operational risk
24. Assure adequate resources are being assigned to mitigate risks as needed.
25. Proactively review and manage potential risks which may arise from regulatory changes/or changes in economic/political environment.
26. Promote risk awareness across all business units and assess the appropriateness of management oversight towards managing operational risks.

(vi) Stakeholders Relationship Committee

The Committee was constituted on October 12, 2021. It comprises of Radhakrishnan Nair (DIN: 07225354), B. Prasanna (DIN: 02257744) Anubhuti Sanghai (DIN: 08668593) as its members. Radhakrishnan Nair, an independent Director, is the Chairman of the Committee.

One Meeting of the Committee was held on March 28, 2022. The details of the attendance at the Meetings are set out in the following table:

Name of Member	Meetings attended during the year
Radhakrishnan Nair, Chairman	1/1
B. Prasanna	1/1
Anubhuti Sanghai	1/1

Terms of reference of Stakeholders Relationship Committee

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the company

(vii) Other Committees

In addition to the above, the Board has from time to time constituted various committees, namely, Committee of Directors, Asset Liability Management Committee, Debentures Committee, Operations Committee, Internal Committee to approve transfer & transmission of shares as well as request for issue of duplicate share certificates.

Recommendations of mandatory committees

All the recommendations made by the committees of the Board which are mandatorily required to be constituted under the Companies Act, 2013 or SEBI Listing Regulations were accepted by the Board.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year, the Independent Directors met on April 20, 2021, inter alia to review the matters statutorily prescribed under the Companies Act, 2013.

GENERAL BODY MEETINGS

i. The details of General Body Meetings held in the last three years are given below:

Particulars	Day, Date	Location and Time
Twenty Sixth Annual General Meeting	Tuesday June 25, 2019	BKC, Mumbai 11.00 a.m.
Extra Ordinary General Meeting	Thursday August 22, 2019	BKC, Mumbai 9.15 a.m.
Extra Ordinary General Meeting	Tuesday March 24, 2020	Churchgate, Mumbai 9.45 a.m.
Twenty Seventh Annual General Meeting	Monday June 29, 2020	Meeting held through Video Conferencing/ Other Audio-Visual Means 3.00 p.m.
Extra Ordinary General Meeting	Wednesday September 23, 2020	Meeting held through Video Conferencing/ Other Audio-Visual Means 3.45 p.m.
Twenty Eighth Annual General Meeting	Tuesday June 29, 2021	Meeting held through Video Conferencing/ Other Audio-Visual Means 3.00 p.m.
Extra Ordinary General Meeting	Thursday August 26, 2021	Meeting held through Video Conferencing/ Other Audio-Visual Means 12.00 noon
Extra Ordinary General Meeting	Wednesday November 17, 2021	Meeting held through Video Conferencing/ Other Audio-Visual Means 3.00 p.m.

ii. The details of the Special Resolutions passed in the Annual General Meetings held in the previous three years are given below:

Particulars	Date	Resolutions
Twenty Sixth Annual General Meeting	June 25, 2019	Remuneration paid to Managing Director & CEO in FY2019, modification in remuneration payable to Managing Director & CEO
Twenty Seventh Annual General Meeting	June 29, 2020	Approval of managerial remuneration of Managing Director & CEO, Issue of Debentures, Increase in borrowing powers
Twenty Eighth Annual General Meeting	June 29, 2021	Modification in remuneration payable to Managing Director & CEO, Issue of Debentures, Increase in borrowing powers

iii. Special resolution passed last year through postal ballot: NIL

iv. Person who conducted the postal ballot exercise: Not applicable

v. Whether any special resolution is proposed to be conducted through postal ballot: No

vi. Procedure for postal ballot: Not applicable

AUDITORS

Statutory Auditors

Pursuant to the circular issued by Reserve Bank of India (RBI) on Guidelines for appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) for Banks and NBFCs, on the recommendations of the Audit Committee and the Board of Directors, the shareholders at the Extra-Ordinary General meeting held on November 17, 2021, approved the appointment of M/s. Chaturvedi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 302137E) and M/s. N.A. Shah Associates & LLP, Chartered Accountants (ICAI Firm Registration No. 116560W/ W100149) as Joint Statutory Auditors to hold office till conclusion of the twenty ninth Annual General Meeting.

The Audit Committee and the Board of Directors, at their respective meetings held on April 19, 2022, have recommended re-appointment of M/s. Chaturvedi & Co. LLP and M/s. N. A. Shah Associates & LLP as Joint Statutory Auditors from the conclusion of ensuing Annual General Meeting (AGM) till the conclusion of the 30th Annual General Meeting (AGM) to be held for the year 2023. The re-appointment of the Joint Statutory Auditors is being proposed to the Shareholders at the 29th Annual General Meeting.

There are no qualifications, reservation or adverse remarks made by the Joint Statutory Auditors in the audit report.

Secretarial Auditors

The Board appointed M/s. Jaiprakash R. Singh & Associates (FCS no. 7391, CP no. 4412), a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for fiscal 2022. The Secretarial Audit Report is annexed herewith as Annexure C. There are no qualifications, reservation or adverse remark or disclaimer made by the auditor in the report save and except disclaimer made by them in discharge of their professional obligation.

The Annual Secretarial Compliance Report for fiscal 2022 is available on the website of the Company at https://www.icicisecuritiespd.com and on the website of BSE Limited at www.bseindia.com

Reporting of Frauds by Auditors

During the year under review, there were no instances of fraud reported by the Statutory Auditors and Secretarial Auditor under Section 143(12) of the Companies Act, 2013 to the Audit Committee or the Board of Directors.

Maintenance of Cost Records

The Central Government has not prescribed the maintenance of cost records under sub section (1) of section 148 of the Company's Act, 2013 for the services rendered by the Company.

SECRETARIAL STANDARDS

Your Company is in compliance with the Secretarial Standard on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) for the financial year ended March 31, 2022.

CEO/CFO CERTIFICATION

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the certification by the Managing Director & CEO and Chief Financial Officer on the financial statements and internal controls relating to financial reporting has been obtained.

PERSONNEL AND CORPORATE GOVERNANCE

The disclosure as required in terms of sub-section 12 of Section 197 of the Companies Act, 2013 (the Act) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for fiscal 2022 is given in Annexure D.i.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure and forms part of this report. In terms of Section 136(1) of the Act, the Annual Report and the Financial Statements are being sent to the shareholders excluding the aforesaid Annexure D.ii. The said Annexure is available for inspection at the Registered Office of the Company. Any Member interested in obtaining a copy of the Annexure may write to the Company Secretary of the Company.

The Managing Director & CEO of the Company is granted stock options of the holding company i.e., ICICI Bank Limited (the Bank) which is issued pursuant to the Employee Stock Option Scheme of the Bank.

SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANY

The Company does not have any subsidiary, associate and joint venture company within the meaning of Section 2(87) and 2(6) of the Companies Act, 2013 and no new subsidiary, associate and joint venture company was formed during the year under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the nature of business activities of the Company, the information relating to conservation of energy and technology absorption, as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is not required to be given. The Company has, however, used information technology extensively in its operations.

During fiscal 2022, expenditure in foreign currencies amounted to ₹ 4.9 million (previous year: ₹ 5.7 million) and earnings in foreign currencies amounted to ₹ 0.3 million (previous year: ₹ 0.2 million).

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of the Company from the end of fiscal 2022 and till the date of this Report.

CHANGE OF NATURE OF BUSINESS

There has been no change in the nature of the business of the Company during the year under review.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

There are no significant and/or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

There is no application made or pending against the Company under the Insolvency and Bankruptcy Code, 2016.

DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not availed one-time settlement for any of its loan from Banks or Financial Institutions.

MEANS OF COMMUNICATION:

It is the Company's belief that all stakeholders should have access to complete information regarding its position to enable them to accurately assess its future potential. The Company's website https://www.icicisecuritiespd.com serves as a key awareness facility for all its stakeholders, allowing them to access information at their convenience. The financial results and various compliances as required/ prescribed under SEBI Listing Regulations are filed electronically with BSE Limited through BSE Listing Centre and are also available on the website of BSE Limited in addition to the Company's website.

The Company's quarterly financial results are published in English national daily newspaper circulating in the whole or substantially the whole of India.

The Annual Report containing, inter alia, Audited Financial Statement, Board's Report, Auditors' Report and other important information is circulated to the shareholders and others entitled thereto. The Annual Report is also available on the website of the Company.

GENERAL SHAREHOLDER INFORMATION:

1. Company registration details: CIN Number U72900MH1993PLC131900

2. Financial year: April 1, 2021 to March 31, 2022

3. Annual General Meeting date, time and venue: Friday, June 17, 2022, 2.00 p.m. through Video Conferencing/ Other Audio-Visual Means (Deemed venue of the AGM: ICICI Centre, H. T. Parekh Marg, Churchgate, Mumbai – 400020)

4. Dividend Payment Date: Will be paid on or after the AGM date

5. Stock Exchange: The non-convertible debentures (Tier II capital) (Scrip Code: 949550) and commercial papers issued by the Company, from time to time, are listed on BSE Limited. The Company has paid annual listing fees to BSE Limited.

6. Debenture Trustees
   As per SEBI circular No. CIR/IMD/DF/18/2013 dated October 29, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of Debenture Trustees are as under:

   Name: IDBI Trusteeship Services Limited
   Contact details – Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001. Tel No. 022-40807035
   Email id: itslcompliance@idbitrustee.com

7. Registrars & Transfer Agent:
   For Equity:
   3i Infotech Limited
   International Infotech Park, Tower # 5, 3rd Floor
   Vashi Railway Station Complex, Vashi, Navi Mumbai 400 703
   E-mail: investor@icicibank.com
   Tel. No.: +91-22-7123 8000 Fax No.: +91-22-7123 8099

   For Non-Convertible Debentures:
   Link Intime India Private Limited
   C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai 400078
   Email id- bonds.helpdesk@linkintime.co.in
   Tel. no. +91-22-4918 6101 ; Fax no+91-22-4918 6060

8. Shareholding of the Company and distribution of shareholding

Sr. No.	Name of the Shareholder	% of Share
1	ICICI Bank Limited (along with its nominees)	100

Distribution of shareholding

Range – Shares	No. of Shareholders		No. of Shares	
	Number	% of total	Shares	% of total
Upto 1,000	6	85.7	6	0.04
1,001-5,000	-	-	-	-
5,001-10,000	-	-	-	-
10,001-50,000	1	14.3	15,628	99.96
50,001 & above	-	-	-	-
Total	**7**	**100**	**15,634**	**100**

Category of shareholders

Category	No. of Shares held	% of Shareholding
Promoters & Promoter's group	15,634	100
Financial Institution & Banks	-	-
Foreign Portfolio Investors	-	-
Mutual Funds	-	-
Bodies Corporate	-	-
NRI	-	-
Individual	-	-
HUF	-	-
Trusts	-	-
Clearing Member	-	-
NBFCs registered with RBI	-	-
Employee Benefit Trust	-	-
Total	**15,634**	**100**

9. Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity:

   This is not applicable to the Company, since the Company has not issued Global Depository Receipts or American Depository Receipts or any convertible instruments.

10. Commodity price risk or foreign exchange risk and hedging activities and disclosures as per the format prescribed, if applicable

    As per RBI regulations applicable to Primary Dealers, the Company is not allowed to trade / offer broking services in commodities. The Company undertakes trading in exchange traded currency futures and thus may be exposed to foreign exchange risk arising on account of such trading activity. This risk is managed by applying various risk limits as approved by the Risk Management & IT Strategy Committee (RM& ITC) and the Board of Directors.

11. Credit ratings as on March 31, 2022:

Credit Rating Agency	Instruments	Ratings	Revisions if any	Revision Rational
CRISIL Ratings Limited	Non-Convertible Debentures	CRISIL AAA/ Stable	None	-
CARE Ratings Ltd.	Non-Convertible Debentures	CARE AAA/ Stable	None	-
CRISIL Ratings Limited	Commercial Papers	CRISIL A1+	None	-
ICRA Limited	Commercial Papers	ICRA A1+	None	-

12. Plant Location:

    This is not applicable to the Company as the Company is not a manufacturing entity.

13. Address for Correspondence:

Riya Sawant, Company Secretary
ICICI Securities Primary Dealership Limited
ICICI Centre, H T Parekh Marg, Churchgate, Mumbai – 400020
Tel no. 022 6637 7117
Email: riya.sawant@isecpd.com

DISCLOSURES

a) There are no materially significant transactions with related parties i.e., directors, management, subsidiaries, or relatives conflicting with the interests of the Company.

b) No penalties or strictures have been imposed on the Company by any of the Stock Exchanges, the Securities & Exchange Board of India (SEBI) or any other statutory authority, for any non-compliance on any matter relating to capital markets, during the last three years.

c) In terms of the Whistle-Blower Policy of the Company, no employee of the Company has been denied access to the Audit Committee.

d) The Company is High Value Debt Listed Entity (HVDLE). Provisions of regulations 16 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are applicable to the Company on 'comply or explain' basis till March 31, 2023 and mandatorily thereafter.

COMPLIANCE CERTIFICATE FROM THE AUDITORS

The certificate obtained from a practicing company secretary regarding compliance of conditions of Corporate Governance as stipulated in Listing Regulations is given in Annexure E.

A certificate from a practicing company secretary that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority as stipulated in SEBI Listing Regulations is given in Annexure F.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company confirm:

i. that the applicable accounting standards have been followed in the preparation of the annual accounts and that there are no material departures;

ii. that such accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at March 31, 2022 and of the profit of the Company for the year ended on that date;

iii. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;

iv. that the annual accounts have been prepared on a 'going concern' basis; and

v. that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

vi. that internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively

CORPORATE PHILOSOPHY AND COMPLIANCE

The Company firmly believes that corporate governance and compliance practices are of paramount importance to maintain the trust and confidence of its stakeholders and good reputation of the Company. To ensure transparency, fairness and objectivity in an organisation's functioning, the Company has proactively adopted best practices as regards corporate governance and compliance. The Company's policy on compliance with external regulatory requirements is backed by stringent internal policies and principles to ensure, inter alia, integrity of all personnel involved in the Company, priority to clients' interests over proprietary interest, maintenance of confidentiality of client information and prevention of insider trading.

COMPLIANCE WITH THE CODE OF BUSINESS CONDUCT AND ETHICS

The Code of Business Conduct and Ethics of the Company aims at ensuring consistent standards of conduct and ethical business practices across the Company. Pursuant to Listing Regulations, a confirmation from the Managing Director & CEO regarding compliance with the Code by all the Directors and senior management of the Company forms part of the Annual Report.

INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL), ACT, 2013

The Company has a policy against sexual harassment and a formal process for dealing with complaints of harassment or discrimination. The said policy is in line with the requirements of 'The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013'. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the said Act.

The details pertaining to number of complaints during the year has been provided below:

a. number of complaints filed during the financial year :1

b. number of complaints disposed of during the financial year :1

c. number of complaints pending as on end of the financial year: 0

ACKNOWLEDGEMENTS

The Directors thank the clients for the confidence reposed, which has enabled the Company to successfully deliver well-structured solutions through timely execution in a preferred way.

The Directors thank the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and other statutory authorities for their continued support to the Company. The Directors also thank the Company's bankers and lenders.

The Directors express their gratitude for the support and guidance received from ICICI Bank Limited, the holding company and other group companies.

The Directors also express their sincere appreciation to all the employees for commendable teamwork, professionalism and contribution during the year.

For and on behalf of the Board

B. Prasanna
Chairman
(DIN: 02257744)

Mumbai, April 19, 2022

DECLARATION BY THE CEO UNDER SCHEDULE V (D) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT

I confirm that all Directors and Members of the senior management have affirmed compliance with the Code of Business Conduct and Ethics for the year ended at March 31, 2022.

For and on behalf of the Board

Shailendra Jhingan
Managing Director & CEO
(DIN: 07636448)

Mumbai, April 19, 2022

annexure a

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES/ INITIATIVES

1. **A brief outline of the Company's Corporate Social Responsibility (CSR) policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:**

   Corporate Social Responsibility (CSR) has been a long-standing commitment at ICICI Securities Primary Dealership Limited (the Company) and the ICICI Group and forms an integral part of our activities. The Company's contribution to social sector development includes several pioneering interventions and is implemented through the involvement of stakeholders within the Group and the broader community. As per the CSR policy, CSR activities are being undertaken by the Company directly or through ICICI Foundation for Inclusive Growth (ICICI Foundation) or through other implementing agencies.

   The CSR Policy of the Company sets the framework guiding the Company's CSR activities. It outlines the governance structure, operating framework, monitoring mechanism and CSR activities that would be undertaken. The CSR committee is the governing body that articulates the scope of CSR activities and ensures compliance with the CSR policy. The Company's CSR activities are largely focused in the areas of education, health, skill development and sustainable livelihood, environmental projects and rural development through financial inclusion and literacy and other activities as the Company may choose to select in fulfilling its CSR objectives.

2. **Composition of CSR Committee:**

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Dilip Karnik (DIN: 06419513)	Chairman, Independent Director	7	7
2	Anubhuti Sanghai (DIN: 08668593)	Member, Non-Executive Director	7	6
3	Shailendra Jhingan (DIN: 07636448)	Member, Executive Director	7	7

   The functions of the Committee include review of CSR initiatives undertaken by the Company, formulation and recommendation of CSR policy indicating the activities to be undertaken and recommendation of the annual CSR plan and amount of the expenditure to be incurred on such activities to the Board, monitoring the CSR activities, implementation of and compliance with the CSR Policy and reviewing and implementing, if required, any other matter related to CSR initiatives as recommended/ suggested by the Board.

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company at https://www.icicisecuritiespd.com

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). – Not applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any - Nil

6. Average net profit of the Company as per section 135(5) - ₹ **4,956.3 million**

7. (a) Two percent of average net profit of the company as per section 135(5) - ₹ **99.1 million**

   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years- **Nil**

   (c) Amount required to be set off for the financial year, if any - **Nil**

   (d) Total CSR obligation for the financial year (7a+7b- 7c) ₹ **99.1 million**

8. (a) CSR amount spent or unspent for the financial year:

₹ million

Total Amount Spent for the Financial Year	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
99.1	Nil	Not applicable	Not applicable	Nil	Not applicable

   (b) Details of CSR amount spent against ongoing projects for the financial year: **None.**

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (₹ in million)	Mode of implementation- Direct (Yes/No)	Mode of implementation – Through implementing agency	
				State	District			Name	CSR registration number
1.	Covid 19 Relief activities	Promoting health care including preventive health care	No	Tamilnadu, Karnataka, Uttar Pradesh, Uttarakhand, Punjab, Rajasthan	Vellor, Chennai, Bangalore, Lucknow, Dehradun, Mohali, Udaipur, Jodhpur	21.8	No	ICICI Foundation for Inclusive Growth	CSR00001979
2.	Skill development	Promoting education, employment, enhancing vocational skills	No	Rajasthan, Bihar, Chhattisgarh, Madhya Pradesh, Punjab, Maharashtra, Telangana, Tamilnadu, Karnataka, Assam, Uttar Pradesh, Delhi, Odisha, Andhra Pradesh, Kerala, Gujarat, West Bengal, Haryana, Uttarakhand, Jammu, Jharkhand	Jaipur, Patna, Durg, Indore, Mohali, Mumbai, Pune, Nagpur, Aurangabad, Osmanabad, Hyderabad, Chennai, Trichy Bangalore, Mysore, Guwahati, Lucknow, Gorakhpur, Delhi, Bhubaneshwar, Vijayawada, Kochi, Vadodara, Kolkata, Karnal, Dehradun, Ranchi	13.0	No	ICICI Foundation for Inclusive Growth	CSR00001979
3.	Solid waste management project @Pimpari Chinchwad - Installation of Litter Bins	Promoting sanitation	No	Maharashtra	Pune	10.5	No	ICICI Foundation for Inclusive Growth	CSR00001979
4.	Rashtriya Netra Yagna initiative for conducting cataract surgeries in adults and pediatric surgeries for the marginalized strata of the society	Promoting health care including preventive health care	No	Maharashtra, Bihar, Gujarat, Karnataka, West Bengal, Punjab, Rajasthan, Telangana, Chhattisgarh, Delhi, Uttar Pradesh, Uttarakhand	Pune, Aurangabad, Mumbai, Sangli, Banka, Champaran, Valsad, Nadia, Jalandhar, Dharwad, Udaipur, Varanasi, Hyderabad, Darjeeling Purba Medinipur, Raipur, Delhi, Surat, Valsad, Ahmedabad, Rajkot, Haridwar	13.3	No	Vision Foundation of India	CSR00002065
5.	Donation of heart-lung machine @Kharghar Centre	Promoting health care including preventive health care	No	Maharashtra	Raigad	7.0	No	Sri Sathya Sai Sanjeevani Centre for Child Health Care	CSR00001048
6.	Sponsoring cardiac surgeries/ cath interventions	Promoting health care including preventive health care	No	Maharashtra Haryana, Chhattisgarh	Raigad, Palwal, Naya Raipur	7.2	No	Sri Sathya Sai Sanjeevani Centre for Child Health Care	CSR00001048
7.	Sponsoring higher education of deserving uunder privileged students	Promoting education	Yes	Maharashtra	Thane	1.5	No	Seva Sahayog Foundation	CSR00000756
8.	Sponsoring running cost and infrastructure upgrade for school	Promoting education	Yes	Maharashtra	Mumbai	3.6	No	Seva Sadan Society	CSR00003387
9.	Sponsoring teaching aids (including laptops, tabs, projector, hearing aids), subsidized fees, robotics training, office infrastructure for deaf student	Promoting education	Yes	Maharashtra	Mumbai	1.2	No	Sankalp Sikshan Sanstha	CSR00013751
10.	Sponsoring robotic surgery instruments	Promoting health care including preventive health care	Yes	Maharashtra	Mumbai	10.0	No	TATA Memorial Centre	CSR00001287
11.	Financial assistance to support treatment Cancer patients	Promoting health care including preventive health care	Yes	Maharashtra	Mumbai	10.0	No	TATA Memorial Centre	CSR00001287
	TOTAL					**99.1**			

(d) Amount spent in Administrative Overheads: **Nil**

(e) Amount spent on Impact Assessment, if applicable: **Nil**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ **99.1 million**

(g) Excess amount for set off, if any: **Nil**

Continued

Sl. No.	Particular	Amount (₹ in million)
(i)	Two percent of average net profit of the company as per section 135(5)	99.1
(ii)	Total amount spent for the Financial Year	99.1
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

9. (a) Details of Unspent CSR amount for the preceding three financial years: **Nil**

   (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **None**

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:

Sr. No.	Details of capital asset	Date of creation or acquisition	Amount spent (₹ in million)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered
1.	Litter bins	March 2022	10.5	Pimpari Chinchwad Municipal Corporation
2.	Ventilators, Ambulance, DG Sets	June-July 2022	21.8	Various hospitals in the states of Tamilnadu, Karnataka, Uttar Pradesh, Uttarakhand, Punjab, Rajasthan
3.	Heart Lung Machine at Sri Sathya Sai Sanjeevani Centre for Child Health Care Kharghar Centre	March 2022	7.0	Sri Sathya Sai Health & Education Trust, No. 303, Tara Apartments, 132 Infantry Road, Bangalore - 560001
4.	Robotic surgery instruments	February- March 2022	10.0	TATA Memorial Centre, TATA Memorial Hospital, Dr. Borges Road, Parel East, Mumbai - 400012
5.	Office equipments and other infrastructure at Residential home, English School, Girls High School at Seva Sadan Society	February-March 2022	3.6	Seva Sadan Society, Pandita Ramabai Road, Gamdevi, Mumbai - 400007
6.	Office Equipments, Hearing Aids	February-March 2022	1.2	Sankalp Shikshan Sanstha, 502, Meru Towers 'A' Jam-E-Jamshed Road, Matunga (E), Mumbai - 400016

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5)- **Not applicable**

    The CSR Committee hereby confirms that the implementation and monitoring of CSR activities is in compliance with CSR objectives and the CSR Policy of the Company.

Sd/-
Shailendra Jhingan
(DIN: 07636448)
Managing Director & CEO

Sd/-
Dilip Karnik
(DIN: 06419513)
Chairman CSR Committee

Mumbai, April 19, 2022

annexure b.i

Related Party Transactions

Sections 177 and 188 of the Companies Act, 2013 ('the Act') contains provisions regarding related party transactions. These sections, along with the relevant Rules framed under the Act, as amended from time to time, have compliance and approval requirements pertaining to the related party transactions.

Accordingly, the Board of Directors ('the Board') of ICICI Securities Primary Dealership Limited ('the Company') has adopted a framework for related party transactions. The Audit Committee of the Company reviews the framework from time to time and proposes modifications, if required, to the Board for approval. The salient features of the framework are summarized below:

I. Definition and identification of related parties

The term "related party" has been defined in the Companies Act and Indian Accounting Standard (Ind AS) 24.

Accordingly, the framework for compliance in the matter of related party transactions is made applicable to all related parties specified under both, Companies Act as well as Ind AS 24.

In terms of the Act, the expression 'arm's length transaction' means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest. A transaction with a related party will be considered to be on arm's length basis if the key terms, including pricing of the transaction, taken as a whole, are comparable with those of similar transactions if they would have been undertaken with unrelated parties.

II. Approval of transactions with related parties by the Audit Committee, the Board and the shareholders

a. Approval of related party transactions by the Audit Committee

All the transactions which are identified as related party transactions should be pre-approved by the Audit Committee before entering into such transaction. The Audit Committee shall consider all relevant factors while deliberating the related party transactions for its approval.

Any member of the Committee who has a potential interest in any related party transaction will recuse and abstain from discussion and voting on the approval of the related party transaction. A related party transaction which is (i) not in the ordinary course of business, or (ii) not at arm's length price, would require approval of the Board of Directors or of shareholders as discussed subsequently.

The Audit Committee may grant omnibus approval for related party transactions which are repetitive in nature and subject to certain criteria/ conditions as required under the Act (and Rules framed thereunder) and such other conditions as it may consider necessary in line with this policy and in the interest of the Company. Such omnibus approval shall be valid for one financial year.

Audit Committee shall review, at periodic intervals, the details of related party transactions entered into by the Company pursuant to the omnibus approval. In connection with any review of a related party transaction, the Audit Committee has authority to modify or waive any procedural requirements of this policy.

A related party transaction entered into by the Company, which is not under the omnibus approval or otherwise pre-approved by the Audit Committee, will be placed before the Audit Committee for ratification.

b. Approval of related party transactions by the Board of Directors

In case any related party transactions are referred by the Company to the Board for its approval due to the transaction being (i) not in the ordinary course of business, or (ii) not at an arm's length price, the Board will consider such factors as, nature of the transaction, material terms, the manner of determining the pricing and the business rationale for entering into such transaction. On such consideration, the Board may approve the transaction or may require such modifications to transaction terms as it deems appropriate under the circumstances. Any member of the Board who has any interest in any related party transaction will recuse and abstain from discussion and voting on the approval of the related party transaction.

c. Approval of related party transactions by shareholders

If a related party transaction is not in the ordinary course of business, or not at arm's length price and exceeds certain thresholds prescribed under the Act (or Rules framed thereunder), it shall require shareholders' approval by a resolution. In such a case, any member who is a related party having interest in the transaction for which resolution is being proposed, shall not vote on such resolution passed for approving related party transaction. However the shareholders' approval is not required for the transactions entered into between the holding company and its wholly owned subsidiaries whose accounts are consolidated with the holding company and placed before its shareholders at the general meeting.

III. Reporting of the related party transactions

Every contract or arrangement, which is required to be approved by the Board/ shareholders under this Policy, shall be referred to in the Board's report to the shareholders along with the justification for entering into such contract or arrangement. Additionally, reporting of details of material contracts or arrangements or transactions in Form No. AOC-2 shall also be made. In this regard, since materiality has not been defined for this purpose under the Act, the same threshold limits will be used as defined under the Act for transactions requiring shareholders' approval.

annexure b.ii

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis - NIL
2. Details of material contracts or arrangement or transactions at arm's length basis: The Company undertakes various transactions with related parties in the ordinary course of business. The Company has a Board approved policy on Related Party Transactions and an arms' length policy which requires transactions with the group companies to be at arm's length. The transactions between the Company and its related parties, during year ended March 31, 2022, were based on the principles of arm's length.

The details of material related party transactions at an aggregate level for year ended March 31, 2022:

Sr. No	Nature of contracts/ transactions	Name of the related party	Nature of relationship	Duration of contracts	Salient terms of contracts/ transactions	₹ in million
1	Purchase of government securities, bonds/ debentures	ICICI Bank Limited	Holding Company	-	At market price	7,319.8
		ICICI Prudential Life Insurance Company Limited	Fellow Subsidiary	-	At market price	3,710.3
		ICICI Lombard General Insurance Company Limited	Fellow Subsidiary	-	At market price	1,766.5
		ICICI Home Finance Limited	Fellow Subsidiary	-	At market price	1,464.5
2	Sale of government securities, bonds/ debentures	ICICI Bank Limited	Holding Company	-	At market price	7,945.8
		ICICI Prudential Life Insurance Company Limited	Fellow Subsidiary	-	At market price	17,292.2
		ICICI Lombard General Insurance Company Limited	Fellow Subsidiary	-	At market price	6,776.2

For and on behalf of the Board

B. PRASANNA
Chairman
(DIN: 02257744)

Mumbai, April 19, 2022

annexure c

FORM No. MR-3 Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022.
[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members
ICICI Securities Primary Dealership Limited
ICICI Centre, H.T. Parekh Marg.
Mumbai-400020.

Dear Sirs,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ICICI SECURITIES PRIMARY DEALERSHIP LIMITED (U72900MH1993PLC131900) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's relevant books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representation made by the management and considering the relaxation granted by the Ministry of Corporate affairs warranted due to the spread of COVID-19 pandemic, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place, to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March,2022 according to the provisions of:

   I. The Companies Act, 2013 (the Act) and the Rules made thereunder;

   II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

   III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

   IV. The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings

   V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended till date to the extent applicable to the Company: -

      a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

      b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

      c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

      d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

      e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

      f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

      g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not applicable to the Company during Audit period.

      h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not applicable to the Company during Audit period.

      i) The Securities and Exchange Board of India (Merchant Bankers) Regulations,1992;

      j) The Securities and Exchange Board of India (Underwriters) Regulations, 1993.

      k) Bye Laws of Stock exchange;

      l) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

      m) Securities and Exchange Board of India (Investment Advisors) Regulations, 2013.

      n) The Securities and Exchange Board of India (Stockbrokers) Regulations, 1992;

      o) The Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020

      p) The Securities and Exchange Board of India (Certification of Associated Persons in Securities Markets) Regulations, 2007;

      q) Circulars by Association of Mutual Funds in India/ SEBI for Mutual Funds;

      r) Prevention of Money Laundering Act 2002 and guidelines issued by SEBI/ RBI/ FIU

   VI. Other applicable laws:

      a) The Bombay Shops and Establishments Act, 1948.

      b) Contract Labour (Regulation and Abolition) Act,1970.

      c) The Payment of Bonus Act, 1965.

      d) Non- Banking Finance Companies Regulations issued by the Reserve Bank of India (RBI).

      e) RBI's Operational Guidelines, Prudential Guidelines for the Primary Dealers in Government Securities Market, Capital Adequacy Standards and Risk Management Guidelines for Standalone Primary Dealers, guidelines applicable for currency futures and other guidelines applicable to primary dealers.

      f) Interest Rate Futures (Reserve Bank) Directions, 2013.

      g) The Negotiable Instruments Act, 1881 to the extent of Section 138.

      h) Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975

      i) The Payment of Gratuity Act, 1972

      j) The Employees Provident Funds & Miscellaneous Provisions Act, 1952

      k) The Maternity Benefit Act, 1961

      l) Employees State Insurance Act, 1948

      m) Sarbanes Oxley Act, 2002 (to the extent applicable)

   I have also examined compliance with the applicable clauses of the following:

   i) Secretarial Standards issued by The Institute of Company Secretaries of India.

   ii) The Debt Listing Agreement entered into by the Company with the BSE Limited under SEBI (LODR), 2015.

   During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

   I have relied on explanation provided by the representative of the Company for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

   a) maintenance of various statutory registers and documents and making necessary entries therein;

   b) closure of the Register of Members;

   c) forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;

   d) service of documents by the Company on its Members, Auditors and the Registrar of Companies;

   e) notice of Board meetings and Committee meetings of Directors;

   f) the meetings of Directors and Committees of Directors including passing of resolutions by circulation;

   g) the two Extra Ordinary General Meetings were held on 26thAugust,2021, and 17th November, 2021 respectively.

   h) the 28th Annual General Meeting held on 29th June, 2021.

   i) minutes of proceedings of General Meetings and of the Board and its Committee meetings;

j) approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;

k) constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement, cessation and reappointment of Directors including the Managing Director;

l) payment of remuneration to Directors including the Managing Director;

m) appointment and remuneration of Auditors;

n) declaration and payment of dividends;

During the year under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

3. I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Woman Director and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent generally at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. During the year of Audit period, audio visual systems were used to conduct meeting of Board and Members as per Circulars issued by Ministry of Corporate Affairs.

Majority decision is carried through and none of the members have expressed their dissent.

4. I further report that:

Based on the information received and records maintained, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the audit period, the following major events have occurred and necessary approvals were received.:

a) Issue and allotment of Unsecured, Subordinated, Listed, Redeemable, Non-Convertible Debentures on private placement basis constituting as Tier II capital.

b) Increase in borrowing limits under section 180(1) (C) of the Companies Act,2013.

c) Re-appointment of Managing Director for further five years.

d) Cessation and appointment Company Secretary.

e) Appointment of Joint Statutory Auditors

Place: Mumbai
Date: 18/04/2022
UDIN: F007391D000145243

Jaiprakash Singh
Jaiprakash R Singh & Associates
FCS No.:7391
C P No.:4412

ANNEXURE A'

To,

The Members
ICICI Securities Primary Dealership Limited
ICICI Centre, H.T. Parekh Marg.
Mumbai-400020.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Jaiprakash Singh
Jaiprakash R Singh & Associates
FCS No.:7391
C P No.:4412

Place: Mumbai
Date: 18/04/2022

annexure d

Disclosures required with respect to Companies Act, Section 197(12)

The ratio of the remuneration of each director to the median employee's remuneration and such other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year;

Shailendra Jhingan	4.99:1

(ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;
The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary is 8.00%.

(iii) The percentage increase in the median remuneration of employees in the financial year;
The percentage increase in the median remuneration of employees in the financial year is around 7.31%.

(iv) The number of permanent employees on the rolls of company;
The number of employees on permanent payrolls of the Company at March 31, 2022 is 65.

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;
The average percentage increase made in the salaries of total employees other than the KMPs for FY2022 is around 15.15%, while the average increase in the remuneration of the KMPs is 8.00%.

The Company follows prudent remuneration practices under the guidance of the Board and the Nomination & Remuneration Committee (NRC). The Company's approach to remuneration is intended to drive meritocracy within the framework of prudent risk management. Remuneration is linked to corporate performance, business performance and individual performance.

The Company has a judicious and prudent approach to compensation and does not use compensation as the sole lever to attract and retain employees. The total compensation is a prudent mix of fixed pay and variable pay.

The increase in remuneration is a function of factors outlined above. The performance of the Company has bearing on the quantum of variable pay declared for employees across levels.

(vi) Affirmation that the remuneration is as per the remuneration policy of the company.
Yes

annexure e

To the Members of
ICICI Securities Primary Dealership Limited
ICICI Centre, H.T.Parekh Marg,
Churchgate Mumbai 400020.
Maharashtra

I have examined the compliance of consolidation of Corporate Governance by ICICI Securities Primary Dealership Limited, (the Company") for the year ended on March 31, 2022, as stipulated in Regulation 17 to 27 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an Audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanation given to me, and representations made by the management, I certify that the Company being a High Value Debt Listed Entity has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and Para C, D and E of Schedule V of Listing Regulations on comply and explain basis and is in process of full compliance.

I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Jaiprakash R Singh & Associates
Company Secretaries

Jaiprakash Singh
Proprietor
Membership No: F7391
Peer Review Certificate no: 1216/2021
UDIN: F007391D000152371

Mumbai, April 18, 2022

annexure f

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Para C (10)(i) of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of ICICI SECURITIES PRIMARY DEALERSHIP LIMITED,
ICICI CENTER,
H.T. PAREKH MARG,
CHURCHGATE,
MUMBAI–400020

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of ICICI Securities Primary Dealership Limited having CIN U72900MH1993PLC131900 and having registered office at ICICI Centre, H.T. Parekh Marg, Churchgate Mumbai MH 400020 In (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with clause 10(i) of Para C of Schedule V to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any such other statutory authority.

Sr. No	Name of the Directors as on March 31 ,2022	DIN	Category of Directorship	Date of Appointment
1	Mr. PRASANNA BALACHANDER	02257744	Nominee Director	June 28, 2008
2	Mr. DILIP GANESH KARNIK	06419513	Director	August 26, 2014
3	Mr. ASHVIN DHIRAJLAL PAREKH	06559989	Director	March 30, 2015
4	Mr. RADHAKRISHNA NAIR	07225354	Director	October 1, 2015
5	Mr. SHAILENDRA JHINGAN	07636448	Managing Director	November 3, 2016
6	Ms. ANUBHUTI SUNIL SANGHAI	08668593	Director	January 23, 2020

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M/s Jaiprakash R Singh & Associates
Practicing Company Secretary

Jaiprakash Singh
Proprietor
Membership No: F7391
C P No: 4412

Mumbai, April 18, 2022

ICICI Securities Primary Dealership Limited

to the members of ICICI Securities Primary Dealership Limited

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

We have audited the accompanying financial statements of ICICI Securities Primary Dealership Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2022, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity, and the Statement of Cash Flows for the year then ended on that date, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standard (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, the profit and other comprehensive income, statement of changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SAs") specified under Section 143 (10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

The Key audit matter	How the matter was addressed in our audit
Information technology (IT)	
IT systems and controls The Company's key financial accounting and reporting processes are highly dependent on information systems including automated controls, such that there exists a risk that gaps in the IT control environment could result in the financial accounting and reporting records being misstated. The Company uses SAP systems for overall financial reporting which is interfaced with other operating systems that process transactions related to investments and borrowings. In addition, due to the COVID-19 situation, IT systems have been made accessible to employees on a remote basis which has resulted in increasing challenges around the data protection. We identified 'Information Technology systems' as key audit matter because of the pervasive nature and high level of automation, interfaced with other systems used and the complexity of the IT architecture.	We carried out the following key audit procedures: • Understood General IT Control (GITC) i.e. Access Controls, Program/ System Change, Program Development, Computer Operations (i.e. Job Processing, Data/ System Backup Incident Management) over key financial accounting and reporting systems, and supporting control systems (referred to as in-scope systems); • Understood the IT infrastructure i.e. operating systems and data bases and related data security controls in remote working scenario due to COVID-19 supporting the in-scope systems; • Tested controls over the IT infrastructure covering user access (including privilege users), data center and system changes; • Tested the General IT Controls for design and operating effectiveness for the audit period over the in-scope systems; • Understood IT application controls for the in scope systems including key interfaces, system generated reports, reconciliations and system processing as determined by us during our risk assessment; • Tested the application controls for design and operating effectiveness for the audit period; • Evaluated policies and strategies adopted by the Company, in relation to operational security of key information infrastructure, data and client information management, and monitoring and crisis management; and • Assessed whether controls have remained unchanged during the year or were changed after considering the controls around change management process.
Valuation of Financial Instruments Refer to the accounting policies in "Note 1(A)(4) to the Financial Statements: Financial Assets", "Note 1(A) to the Financial Statements: Significant Accounting Policies – Use of judgments, estimates and assumptions", "Note 1(B)(1) to the Financial Statements – Fair value measurements: Valuation framework"	
Management judgement and estimate Financial instruments held by the Company at fair value include derivative assets and liabilities, trading securities, certain debt instruments and other assets and liabilities designated at fair value. We identified assessing the fair value of financial instruments of trading securities and derivatives assets and liabilities as a key audit matter because of the financial significance to the Company and the nature of underlying products and estimates involved to determine fair value. The valuation of the Company's financial instruments, held at fair value, is based on a combination of market data and valuation models which often require considerable inputs. Many of these inputs are obtained from readily available market data, in particular for level 1 and level 2 financial instruments in the fair value hierarchy, the valuation techniques use quoted market prices and observable inputs, respectively. Where such observable data is not readily available as in the case of level 3 financial instruments, fair value is based on management's estimates and judgement.	We have carried out the following key audit procedures: • Assessed the design, implementation and operating effectiveness of management's key internal controls over the valuation process and inputs of financial instruments including derivatives. • Tested access rights and change management controls for key systems. • Tested the governance and approval controls, such as management review and approval of the valuation models; • Re-performed the valuation of 'level 1', 'level 2' and 'level 3' trading securities, which are primarily government and corporate debt securities, by comparing the observable inputs, including quoted prices, to independently sourced market data. • We have reviewed the related disclosures in the Ind AS financial statements as required by the relevant accounting standards

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information obtained at the date of this auditor's report is the Director's report but does not include financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Management and Board of Directors are responsible for the matter stated in Section 134(5) of the Act with respect to preparation of these financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with Ind AS prescribed under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate

accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and the Board of Directors are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system with reference to the financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the financial statements made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of my audit.
   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Change in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
   d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rules made thereunder.
   e. On the basis of the written representations received from the directors as on 31st March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
   f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report given in 'Annexure B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
   g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
   h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of my information and according to the explanations given to us:
      i. The Company has disclosed the impact of pending litigations as at 31st March 2022 on its financial position in its financial statements - Refer note 1(B)(11) of other notes to the financial statements;
      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
      iii. There are no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
      iv. As per the management representation provided, we report,
         - no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the Intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.
         - no funds have been received by the company from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.
         - based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given by management under the above sub-clauses contain any material mis-statement.
      v. The Company has complied with Section 123 of the Act for the purpose of declaration and payment of dividend during the year. Also refer note 1(B)(22) of other notes to the financial statements.

OTHER MATTER

The figures for the year ended 31st March 2021 are based on the annual financial statements that were audited by the erstwhile auditors whose report dated 20th April 2021, expressed an unmodified opinion. Our opinion is not modified in respect of this matter. Our appointment as Joint Statutory Auditors was approved by the shareholder on 17th November 2021.

FOR CHATURVEDI & CO.
Chartered Accountants
Firm Registration: 302137E

TUSHAR KANDOI
Partner
Membership No. 136229
UDIN: 22136229AHIRFZ6051

Mumbai
April 19, 2022

FOR N. A. SHAH ASSOCIATES LLP
Chartered Accountants
Firm Registration: 116560W/ W100149

MILAN MODY
Partner
Membership No. 103286
UDIN: 22103286AHIRCP8361

Mumbai
April 19, 2022

ICICI Securities Primary Dealership Limited

ANNEXURE - 'A' TO THE INDEPENDENT AUDITOR'S REPORT FOR THE YEAR ENDED 31ST MARCH 2022

[Referred to in para 1 of the heading 'Report on other legal and regulatory requirements' of our report]

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right of-use of assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified every year. In accordance with this programme, all the Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) The Company does not have any immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, para 3(i)(c) of the Order is not applicable to the Company.

(d) The Company has not revalued its Property, Plant and Equipment (Including Right-of use of assets) or intangible assets or both during the year. Hence, para 3(i)(d) of the Order is not applicable to the Company.

(e) In our opinion and according to the information and explanations given to us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii) (a) The Company's Securities for trade ('Stock') mainly consists of Government securities and Treasury bill, held in the form of Subsidiary General Ledger (SGL) maintained with Reserve Bank of India ('RBI'). The said stock is verified by the management with the confirmation statement from Clearing Corporation of India Limited ('CCIL') on a daily basis. The stock of other securities are held by the Company in Demat form with the custodian and holding of the same is verified from the confirmation received from the custodian on regular basis. In our opinion, the frequency of such verification is reasonable. The Company is maintaining proper records of securities held as stock and other securities and no discrepancies were noticed on comparing these statements with the books of accounts.

(b) In our opinion and according to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of five crore rupees at any point of time of the year in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, the requirement to report on para 3(ii)(b) of the Order is not applicable to the Company.

(iii) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that since the company is in the business of Primary Dealership which involves making investments including granting loans in the normal course of its business and further, as it has not provided any guarantee or security to companies, firms, limited liability partnerships or any other parties, the provisions of paragraph 3(iii)(a) to (f) are not applicable.

(iv) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not provided any loans, investments, guarantees, and security during the year under Section 185 and 186 of the Act. Thus paragraph 3(iv) of the order is not applicable.

(v) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not accepted any deposits from the public during the year to which the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder apply. Thus paragraph 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not prescribed the maintenance of cost records under sub section (1) of section 148 of the Act for any of the services rendered by the Company. Thus paragraph 3(vi) of the Order is not applicable.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of amounts deducted / accrued in the books of account, the Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable to the Company, during the year with the appropriate authorities. There are no undisputed statutory dues payable in respect of above statues outstanding as at 31st March 2022 for a period of more than six months from the date they became payable.

(b) According to information and explanations given to us and on the basis of our examination of the records of the Company, except service tax, there are no dues referred to in sub-clause (a) have not been deposited on account of any dispute as at 31st March 2022. However, details of dues of Service tax which have not been deposited as on 31st March 2022 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount ₹
Finance Act, 1994	Service tax - Cenvat Credit and penalty	Customs, Excise and Service tax Appellate Tribunal	October 2012 to June 2017	198,498,936* (refer note 1 below)

Note:

1. this amount is net of ₹ 8,264,295 deposited under protest and it does not include interest on the above dues.
2. refer note 1(B)(11) to other notes of financial statements with regards to income tax matter under dispute.

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on para 3(viii) of the Order is not applicable to the Company.

(ix) (a) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not been declared willful defaulter by any bank or financial institution or other lender.

(c) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not raised any money by way of term loans.

(d) According to the information and explanations given to us and based on the audit procedures performed by us, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on paragraph 3(ix)(e) and (f) of the Order are not applicable to the Company.

(x) (a) According to the information and explanation given to us and based on the audit procedures performed by us, the Company has utilized the monies raised during the year by way debt instruments for the purposes for which they were raised. The Company has not raised any money by way of initial public offer or further public offer.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Hence reporting under paragraph 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) According to the information and explanation given to us and based on the audit procedures performed by us, we report that no fraud by the Company or on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) According to the information and explanation given to us, there were no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under paragraph (xii)(a), (b) and (c) of the Order is not applicable.

(xiii) According to the information and explanation given to us and based on the audit procedures performed by us, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards.

(xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered the internal audit reports for the year under audit.

(xv) According to the information and explanation given to us and based on the audit procedures performed by us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Act are not applicable.

(xvi) (a) The Company has obtained registration under Section 45-IA of the Reserve Bank of India Act, 1934.

(b) According to the information and explanation given to us and based on the audit procedures performed by us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid

Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Hence reporting under paragraph 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence reporting under paragraph 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanation given to us, none of the group companies are CIC and hence reporting under paragraph 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on paragraph 3(xviii) of the Order is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report of the Company's capability of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In respect of other than ongoing projects in connection, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Act, in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 29(2) to the financial statements.

(b) There are no unspent amounts in respect of ongoing projects that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in note 29(2) to the financial statements.

(xxi) The preparation of consolidated financial statements is not applicable to the Company. Hence reporting under paragraph (xxi) of the Order is not applicable to the Company.

FOR CHATURVEDI & CO.
Chartered Accountants
Firm Registration: 302137E

TUSHAR KANDOI
Partner
Membership No. 136229
UDIN: 22136229AHIRFZ6051

Mumbai
April 19, 2022

FOR N. A. SHAH ASSOCIATES LLP
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MILAN MODY
Partner
Membership No. 103286
UDIN: 22103286AHIRCP8361

Mumbai
April 19, 2022

ICICI Securities Primary Dealership Limited

'ANNEXURE – B' TO THE INDEPENDENT AUDITORS' REPORT

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

[REFERRED TO IN PARA 2(F) OF THE HEADING 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' OF OUR REPORT]

OPINION

We have audited the internal financial controls over financial reporting of ICICI Securities Primary Dealership Limited ('the Company') as of 31st March 2022 in conjunction with our audit of the financial statements of the Company for the year then ended.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

FOR CHATURVEDI & CO.
Chartered Accountants
Firm Registration: 302137E

TUSHAR KANDOI
Partner
Membership No. 136229
UDIN: 22136229AHIRFZ6051

Mumbai
April 19, 2022

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MILAN MODY
Partner
Membership No. 103286
UDIN: 22103286AHIRCP8361

Mumbai
April 19, 2022

balance sheet

(₹ in million)

Particulars	Note No.	At March 31, 2022	At March 31, 2021
ASSETS			
1 Financial assets			
(a) Cash and cash equivalents	2	**46.4**	*22.8*
(b) Bank balance other than (a) above	3	**9.7**	*505.1*
(c) Securities for trade	4	**158,637.4**	*157,679.6*
(d) Derivative financial instruments	5	**713.4**	*606.8*
(e) Trade receivables	6	**14,050.9**	*24,901.6*
(f) Loans	7	**25,643.6**	*6,635.3*
(g) Other financial assets	8	**2,989.3**	*2,369.7*
		202,090.7	*192,720.9*
(2) Non-financial assets			
(a) Current tax assets (net)	9	**316.9**	*270.0*
(b) Deferred tax assets (net)	10	**-**	*293.8*
(c) Property, plant and equipment	11	**241.0**	*15.4*
(d) Capital work-in-progress	11	**-**	*2.2*
(e) Other intangible assets	11	**1.3**	*2.8*
(f) Other non-financial assets	12	**73.7**	*20.2*
		632.9	*604.4*
TOTAL ASSETS		**202,723.6**	*193,325.3*
LIABILITIES AND EQUITY			
LIABILITIES			
(1) Financial liabilities			
(a) Derivative financial instruments	5	**300.7**	*2,649.8*
(b) Trade payables	13		
(i) total outstanding dues of micro enterprises and small enterprises		**4.8**	*2.5*
(ii) total outstanding dues of creditors other than micro and small enterprises		**68.1**	*321.0*
(c) Debt securities	14	**9,989.9**	*6,975.1*
(d) Borrowings (other than Debt securities)	15	**143,846.6**	*154,370.8*
(e) Subordinated liabilities	16	**5,750.0**	*5,250.0*
(f) Other financial liabilities	17	**26,439.3**	*9,196.1*
		186,399.4	*178,765.3*
(2) Non-financial liabilities			
(a) Provisions	18	**187.5**	*129.8*
(b) Deferred tax liabilities (net)	10	**204.3**	-
(c) Other non-financial liabilities	19	**34.8**	*21.7*
		426.6	*151.5*
(3) EQUITY	20	**1,563.4**	*1,563.4*
(a) Equity share capital	21	**14,334.2**	*12,845.1*
(b) Other equity		**15,897.6**	*14,408.5*
TOTAL LIABILITIES AND EQUITY		**202,723.6**	*193,325.3*
Significant Accounting Policies and Other Notes	1		

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board of Directors
ICICI Securities Primary Dealership Limited

For Chaturvedi & Co.
Chartered Accountants
Firm Registration No. 302137E

TUSHAR KANDOI
Partner
Membership No: 136229

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No.116560W / W100149

MILAN MODY
Partner
Membership No: 103286

B. PRASANNA
CHAIRMAN
DIN : 02257744

ASHVIN PAREKH
DIRECTOR
DIN : 06559989

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

RIYA SAWANT
Company Secretary

Mumbai, April 19, 2022

Mumbai, April 19, 2022

statement of profit and loss

ICICI Securities Primary Dealership Limited

(₹ in million)

		Note No.	Year Ended March 31, 2022	*Year Ended March 31, 2021*
Revenue from operations				
(i)	Interest income	22	**8,461.9**	*9,994.0*
(ii)	Dividend income	23	**1.6**	*24.5*
(iii)	Fees and commission income	24	**633.6**	*679.4*
(iv)	Net gain on fair value changes	25	**1,378.2**	*3,155.0*
(I)	**Total Revenue from operations**		**10,475.3**	*13,852.9*
(II)	Other income	26	**5.0**	*0.3*
(III)	**Total income (I+II)**		**10,480.3**	*13,853.2*
Expenses				
(i)	Finance costs	27	**4,717.9**	*5,040.8*
(ii)	Employee benefits expenses	28	**763.6**	*769.8*
(iii)	Depreciation, amortisation and impairment	11	**17.5**	*9.0*
(iv)	Other expenses	29	**556.5**	*427.0*
(IV)	**Total expenses**		**6,055.5**	*6,246.6*
(V)	**Profit before tax (III-IV)**		**4,424.8**	*7,606.6*
(VI)	**Tax Expense:**			
	(1) Current tax (refer note 10 of other notes)		**643.0**	*1,904.0*
	(2) Deferred tax (refer note 10 of other notes)		**494.7**	*21.4*
			1,137.7	*1,925.4*
(VII)	**Profit for the year (V-VI)**		**3,287.1**	*5,681.2*
(VIII)	**Other Comprehensive Income**			
	Items that will not be reclassified to profit or loss			
	(i) Gain on re-measurement of Defined benefit plans		**13.6**	*30.1*
	(ii) Income tax relating to items that will not be reclassified to profit or loss		**(3.4)**	*(7.6)*
	Subtotal (i) - (ii)		**10.2**	*22.5*
	Other Comprehensive Income		**10.2**	*22.5*
(IX)	**Total Comprehensive Income for the year (VII+VIII) (comprising Profit and Other Comprehensive Income)**		**3,297.3**	*5,703.7*
(X)	**Earnings per equity share (in ₹) (Basic and Diluted)**	30	**210,253.29**	*363,387.49*
	(Face value ₹1,00,000/- per share (previous year: ₹1,00,000/- per share)			
	Significant Accounting Policies and Other Notes	1		

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For Chaturvedi & Co.
Chartered Accountants
Firm Registration No. 302137E

TUSHAR KANDOI
Partner
Membership No: 136229

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No.116560W / W100149

MILAN MODY
Partner
Membership No: 103286

Mumbai, April 19, 2022

For and on behalf of the Board of Directors
ICICI Securities Primary Dealership Limited

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Managing Director & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

RIYA SAWANT
Company Secretary

Mumbai, April 19, 2022

statement of changes in equity

for the year ended March 31, 2022

A EQUITY SHARE CAPITAL

(I) YEAR ENDED MARCH 31, 2022

(₹ in million)

Balance at the beginning of the year	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting year	Changes in equity share capital during the year	Balance at the end of the reporting year
1,563.4	-	1,563.4	-	1,563.4

(II) YEAR ENDED MARCH 31, 2021

(₹ in million)

Balance at the beginning of the year	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting year	Changes in equity share capital during the year	Balance at the end of the reporting year
1,563.4	-	1,563.4	-	1,563.4

B OTHER EQUITY

(I) YEAR ENDED MARCH 31, 2022

(₹ in million)

	Reserves and Surplus						Other items of Other Comprehensive Income***	Total
	Capital reserve*	ESOP reserve	Other Reserves			Retained earnings		
			General reserve	Special reserve**	Capital redemption reserve			
Balance at April 1, 2021	**1,153.7**	**59.0**	**749.1**	**7,270.2**	**466.6**	**3,141.8**	**4.7**	**12,845.1**
Total Comprehensive Income for the year	-	-	-	-	-	3,287.1	10.2	**3,297.3**
Interim dividends for financial year 2021-22	-	-	-	-	-	(609.7)	-	**(609.7)**
Final dividend for financial year 2020-21	-	-	-	-	-	(1,203.8)	-	**(1,203.8)**
Transfer to / (from) retained earnings	-	-	-	657.4	-	(657.4)	-	**-**
ESOP expenses for the year	-	5.3	-	-	-	-	-	**5.3**
Balance at March 31, 2022	1,153.7	64.3	749.1	7,927.6	466.6	3,958.0	14.9	**14,334.2**

(II) YEAR ENDED MARCH 31, 2021

(₹ in million)

	Reserves and Surplus						Other items of Other Comprehensive Income***	Total
	Capital reserve*	ESOP reserve	Other Reserves			Retained earnings		
			General reserve	Special reserve**	Capital redemption reserve			
Balance at April 1, 2020	**680.1**	**46.0**	**749.1**	**6,134.0**	**466.6**	**2,259.4**	**(17.8)**	**10,317.4**
Total Comprehensive Income for the year	-	-	-	-	-	5,681.2	22.5	5,703.7
Interim dividend for financial year 2020-21	-	-	-	-	-	(2,204.4)	-	(2,204.4)
Final dividend for financial year 2019-20	-	-	-	-	-	(984.6)	-	(984.6)
Transfer to / (from) retained earnings	473.6	-	-	1,136.2	-	(1,609.8)	-	-
ESOP expenses for the year	-	13.0	-	-	-	-	-	13.0
Balance at March 31, 2021	1,153.7	59.0	749.1	7,270.2	466.6	3,141.8	4.7	12,845.1

* Represents profit on sale of securities classified as Held to Maturity (HTM) investments (net of tax) as per Master Direction – Operational Guidelines for Primary Dealers issued by RBI

** Reserve maintained under Section 45 IC of the Reserve Bank of India(RBI) Act, 1934

*** Represents gain/(loss) on re-measurement of defined benefit plans for employees

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board of Directors
ICICI Securities Primary Dealership Limited

For Chaturvedi & Co.
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Firm Registration No. 302137E

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DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

RIYA SAWANT
Company Secretary

Mumbai, April 19, 2022

Mumbai, April 19, 2022

1. SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES

A. SIGNIFICANT ACCOUNTING POLICIES

Overview

ICICI Securities Primary Dealership Limited (the "Company") is registered as a Non-Banking Financial Services Company (NBFC) with the Reserve Bank of India (RBI) and is authorised to act as a Primary Dealer (PD). Being a PD, the Company is an active participant in primary and secondary segments of the debt and money markets. Besides, the Company also trades in equity, equity derivatives and currency futures market. The Company actively trades in permissible financial instruments/ securities and holds them mainly as part of its trading portfolio. The Company also engages in other non-banking financial services business like underwriting, portfolio management, fixed income research and debt capital market services. The Company raises funds through call/ notice money, term money, bi-partite and tri-partite repo, inter-corporate deposits, commercial paper and subordinate debt. The Company also has access to Liquidity Adjustment Facility (LAF) and Standing Liquidity Facility (SLF) of the Reserve Bank of India. The Company also lends in call/ notice money, term money, bi-partite and tri-partite repo and LAF.

The Company is a wholly-owned subsidiary of ICICI Bank Limited. The non-convertible bonds (Tier II capital) and commercial papers issued by the Company, from time to time, are listed on the Bombay Stock Exchange.

Basis of preparation

Compliance with IND AS

The financial statements of the Company for the year ended March 31, 2022 have been prepared in accordance with Indian Accounting Standards (IND AS) notified under section 133 of the Companies Act 2013 ("the act") read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The financial statements have been prepared on accrual basis and under the historical cost convention except for financial instruments which are measured at fair value.

Accounting policies have been consistently applied except where newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Board of Directors of the Company have approved the Financial Statements on April 19, 2022.

Functional and presentation currency

The financial statements are presented in Indian rupees (₹) which is the functional currency of the Company and the national currency of India. Except as otherwise indicated, financial information presented in Indian rupee has been rounded to the nearest million with one decimal.

Use of judgments, estimates and assumptions

The preparation of financial statements in conformity with IND AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and the income and expense for the reporting period. The actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Some of the Company's accounting policies require critical accounting estimates that involve complex and subjective judgments and the use of assumptions, some of which may be for matters that are inherently uncertain and susceptible to change. Such critical accounting estimates could change from period to period and may have a material impact on the Company's financial condition, changes in financial condition or results of operations. Critical accounting estimates could also involve estimates where management could have reasonably used another estimate in the current accounting period. The critical policies that involves critical accounting estimates includes valuation of financial instruments, impairment of financial assets, and deferred tax. Management believes that the estimates used in the preparation of the Company's financial statements are prudent and reasonable.

1) Revenue recognition

a) Interest

Interest income on all financial instruments other than financial instruments held at Fair Value through Profit & Loss (FVPTL) is recognised using the effective interest method on an accrual basis. For financial instruments held at FVTPL, interest income is recognised on contractual cash flow basis.

The effective interest rate is the rate that exactly discounts the estimated future cash receipts or payments through the expected life of the instrument, or where appropriate, a shorter period, to the net carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates cash flows considering all contractual terms of the financial instrument but not future credit losses.

Effective interest rate is established at the time of initial recognition of the financial instrument and is not revised subsequently.

Contractual cash flow basis refers to calculation of interest based on the rate of interest specified for respective securities.

b) Fee and commission

Fee and commission income including management fees, advisory fees, syndication fees are recognised as income as the related services are performed. Underwriting commission earned on government securities acquired upon devolvement is reduced from the cost of acquisition.

c) Net gain/ (loss) on fair value changes

Net gain or loss on financial instrument designated at FVTPL includes realised and unrealised gains and losses from changes in the fair value of such instruments and is recognised in Statement of Profit & Loss.

Unrealised gains and losses on debt instruments measured at fair value through other comprehensive income (FVOCI) are recognised in other comprehensive income until de-recognition, at which point the cumulative gain or loss is transferred to the Statement of Profit and Loss.

d) Dividend income

Dividend income on equity instruments is recognised when the right to receive the dividend is established.

2) Cash and cash equivalents, Bank balances other than cash and cash equivalents

Cash and cash equivalents include cash on hand, balances with Reserve Bank of India, balances and short-term deposits with other banks. Deposits under lien in favor of clearing corporations and stock exchanges are included under bank balances other than cash and cash equivalents. Cash and cash equivalents are measured at amortised cost. The carrying value of cash equivalents approximates fair value.

3) Derivative assets and derivative liabilities

The Company enters into interest rate, currency and equity derivatives. These are measured at fair value at initial as well as subsequent measurement. The resultant gains and losses are recognised in the Statement of Profit and Loss.

Currently, the Company has not designated any derivative as hedge.

4) Financial assets

At initial recognition, the Company measures a financial asset at its fair value. Except financial assets that are irrevocably designated at initial recognition as fair value through profit or loss (FVTPL), the subsequent classification is based on:

(a) The Company's business model for managing the financial assets and

(b) The contractual cash flow characteristics of the financial asset.

Financial assets are classified according to subsequent measurement basis into:

i. Amortised cost: The Company classifies the financial assets at amortised cost if the contractual cash flows represent solely payments of principal and interest on the specified dates and as per the Company's business model, the intention is to hold such financial assets in order to collect contractual cash flows.

Financial assets measured at amortised cost requires the application of the effective interest method. This is calculated by applying the effective interest rate to the gross carrying amount of a financial asset. Gains and losses resulting from fluctuations in fair value are not recognised for financial assets classified as amortised cost measurement category.

ii. Fair value through other comprehensive income (FVOCI): The Company classifies the financial assets as FVOCI if the contractual cash flows represent solely payments of principal and interest on the specified dates and the Company's business model is achieved by both collecting contractual cash flows and selling financial assets. In case of these financial assets, changes in fair value are recognised in other comprehensive income.

iii. Fair value through profit or loss (FVTPL): A financial asset is classified as FVTPL if it is not meeting the criteria for classifying at amortised cost or FVOCI. The Company irrevocably designates certain financial assets at FVTPL at initial recognition. In case of financial asset instruments classified as FVTPL, changes in fair value is recognised in profit or loss.

The Company follows trade date method of accounting for purchase and sale of securities. While determining profit or loss on sale of securities held under FVPTL & FVOCI, cost of securities is arrived/determined based on 'First in First Out' ('FIFO') basis.

5) Impairment of financial assets

At each reporting date, the Company assesses whether there is an objective evidence that loans, advances and other receivables are impaired. The Loans, advances and other receivables are classified as impaired and impairment

Notes forming part of the financial statements *Continued*

losses are incurred only if there is an objective evidence of impairment as a result of one or more events that occurred after the initial recognition or of a loss event which have an impact on the estimated future cash flows that can be reliably estimated.

The criteria that the Company uses to determine that there is objective evidence of an impairment loss include:

(a) significant financial difficulty of the debtor;

(b) it becomes probable that the borrower will enter bankruptcy or other financial re-organisation;

In such cases, the Company measures loss allowances at an amount equal to lifetime Expected Credit Losses (ECL). Lifetime ECL are expected credit losses that result from all possible default events over the expected life of a financial instrument. In other cases, where the credit risk on a financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for that financial asset at an amount equal to 12-month expected credit losses.

The measurement of impairment losses in respect of financial assets requires judgment, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by number of factors, changes in which can result in different levels of allowances. The Company's ECL calculations are output of complex models with a number of underlying assumptions regarding the choice of variable inputs and their inter-dependencies. The inputs and models used for calculating ECL, may not always capture all characteristics of the market as on the date of financial statements.

The Company regularly reviews its models in the context of actual loss experience and makes adjustments when such differences are significantly material.

An allowance for impairment is maintained at a level that management considers adequate to absorb identified credit-related losses as well as losses that have occurred but have not yet been identified.

Loss allowance for financial assets are deducted from the gross carrying amount of the assets.

6) Borrowings, debt securities issued, subordinated liabilities and equity instruments

Borrowings, equity, debt securities issued and subordinated liabilities are the Company's main sources of funding. Borrowings comprise borrowings from banks in the inter-bank call money market, borrowings from RBI, corporates and borrowings under repurchase (Repo) transactions.

The Company classifies these instruments as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments.

Borrowings, debt securities issued and subordinated liabilities are initially measured at fair value, and subsequently measured at their amortised cost using the effective interest method.

Repo transactions are treated as collateralised lending and borrowing transactions, with an agreement to repurchase/resale, on the agreed terms, as per RBI guidelines and accordingly disclosed in the financial statements. The difference between consideration amount of the first leg and the second leg of the repo transaction is reckoned as repo interest. As regards repo/ reverse repo transactions outstanding on the balance sheet date, only the accrued income/ expenditure till the balance sheet date is taken to the Statement of Profit and Loss. Any repo income/ expenditure for the remaining period is reckoned in the next accounting period. The securities given as collateral under repo borrowing transactions continue to be valued as per the business model followed.

7) Offsetting financial assets and financial liabilities

Financial assets and financial liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

8) De-recognition of financial assets and liabilities

Financial assets are derecognised when the contractual rights to the cash flows from the financial assets have expired or where the Company has transferred substantially all the risks and rewards of ownership. If substantially all the risks and rewards have been neither retained nor transferred and the Company has retained control, the assets continue to be recognised to the extent of the Company's continuing involvement.

Financial liabilities are derecognised when they are extinguished, that is when the obligation is discharged, cancelled or expired.

9) Property, plant and equipment (PPE)

PPE are measured at cost less accumulated depreciation and accumulated impairment losses. The cost includes expenditures that are directly attributable to the acquisition and installation of the asset.

The gain/loss on disposal of an item of PPE is determined by comparing the proceeds from disposal with carrying amount of the item and is recognised in the Statement of Profit and Loss.

The cost of the day-to-day servicing of PPE is recognised in the Statement of Profit and Loss as and when it is incurred.

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value. Depreciation is provided on straight-line basis over the estimated useful lives of the assets. The following table sets forth useful life of property, plant and equipment.

Asset	Useful Life
Electrical Installations	10 years
Office Equipment	5 years
Mobile phones*	2 years
Computers – Servers & Networks	6 years
Right-of-use assets	Lease term#
Computers – End user devices	3 years
Furniture & Fixtures	10 years
Vehicles	8 years
Vehicles – Corporate car policy*	5 years

*Based on historical experience and technical evaluation, the management believes that the useful lives, as given above, best represent the period over which management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as indicated under Part C of Schedule II of the Companies Act 2013.

Non-Cancellable period of the lease term

Depreciation methods, useful lives, impairment and residual values are reassessed at each reporting date and adjusted prospectively if material. Advances paid towards acquisition of property, plant and equipment are disclosed as capital advances under other non-financial assets.

10) Capital work-in-progress

Capital work-in-progress are property, plant and equipment which are not yet ready for their intended use. Depreciation is not recorded on capital work-in-progress until construction and installation is completed and assets are ready for its intended use.

11) Intangible assets

Purchased software are measured at cost less accumulated amortisation and accumulated impairment losses, if any. The cost includes expenditures that are directly attributable to the acquisition and installation of the software. Software is amortised on a straight-line basis in the Statement of Profit and Loss over its estimated useful life, from the date on which it is available for use. The estimated useful life of software is four years.

Intangible asset under development comprises of cost incurred on intangible asset under development that are not yet ready for their intended use at

Amortisation methods, useful lives, impairment and residual values are reviewed at each reporting date as may be required and adjusted prospectively if material.

12) Cash Flow Statements:

Cash Flows are reported using Indirect Method, whereby profit / (loss) for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

13) Income taxes

The income tax expense comprises current and deferred tax incurred by the Company. Income tax expense is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised directly in equity or OCI, in which case the tax effect is recognised in equity or OCI. Income tax payable on profits is based on the applicable tax laws in India and is recognised as an expense in the period in which profit arises.

a) Current Tax

Current tax is expected tax payable/ receivable on the taxable income / loss for the period, using tax rates enacted for the reporting period and any adjustment to tax payable/ receivable in respect of previous years.

b) Deferred Tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purpose and the amounts for tax purposes.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised, for all deductible temporary differences, to the extent it is probable that future taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets / liabilities are reviewed at each reporting date and are adjusted based on such assessment.

The tax effects of income tax losses, available for carry forward, are recognised as deferred tax asset, when it is probable that future taxable profits will be available against which these losses can be set-off.

14) Employee benefit expenses

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g. under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past services provided by the employee and the amount of obligation can be estimated reliably.

Post-employment benefits and other long term benefits

Gratuity

The Company pays gratuity, a defined benefit plan, to employees who retire or resign after a minimum prescribed period of continuous service. The Company makes contribution to a Trust which administers the funds on its own account or through insurance companies.

The actuarial gains or losses arising during the year are recognised in OCI. Actuarial valuation of the gratuity liability is determined by an actuary appointed by the Company. Actuarial valuation of gratuity liability is determined based on certain assumptions regarding rate of interest, salary growth, mortality and staff attrition as per the projected unit credit method.

Provident fund

Retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss when the contributions to the fund is due.

National Pension Scheme (NPS)

The Company contributes 10% of the total basic salary of certain employees to NPS, a defined contribution plan, which is managed and administered by pension fund management companies. The Company also gives an option to its employees to receive the amount in lieu of such contribution along with the monthly salary.

The amounts so contributed/paid by the Company to NPS or to employees during the year are recognised in the Statement of Profit and Loss.

Leave encashment

The Company provides for leave encashment benefit based on actuarial valuation conducted by an independent actuary.

Long Term Performance Pay

Long Term Performance Pay is provided based on actuarial valuation including actuarial gains/losses at balance sheet date and it is recognised in statement of profit and loss. The actuarial valuation has been carried out using the Projected Unit Credit Method.

15) Share-based payments

The Employee Stock Option Scheme (the Scheme) of the Holding Company, ICICI Bank Limited, provides for grant of options to acquire equity shares of the Holding Company to whole time directors and eligible employees of the Company. The options vest in a graded manner and may be exercised within a specified period.

In respects of options granted up to March 31, 2020, the grant date fair value of equity-settled share-based payment awards (i.e. stock options) granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period in which the employees unconditionally become entitled to the awards. The Company measures employee expense relating to stock options based on its fair value which is recognised in the Statement of Profit and Loss on a straight line basis over the vesting period for each separately vesting portion of the grant as if the grant was in-substance, separate grants.

In respect of options granted after March 31, 2020, the Company reimburses the fair value of the options to the Holding Company and recognises the same as an expense in the Statement of Profit and Loss.

16) Provisions, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined based on management estimate of cash outflow to settle the obligation at the balance sheet date, supplemented by experience of similar transactions. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised and disclosed only where an inflow of economic benefits is probable.

17) Earnings per share

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

18) Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The company has elected not to recognize right of use asset and lease liability for low value asset and short term leases. The Company has recognized the lease payment associated with these leases as an expense on straight line basis over the lease term.

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprise of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date net of lease incentive received, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use asset is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortised cost using the effective interest method.

Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease

B. OTHER NOTES

1) Fair value measurements : Valuation framework

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company uses valuation models for computing the valuation of financial instruments wherever a traded price is not readily available for such instruments. The Middle Office Group, which functions independent of the front-office, carries out periodic valuation of financial instruments.

Notes forming part of the financial statements *Continued*

In accordance with the Board approved Valuation Policy, the Valuation Committee comprising of representatives from Corporate Risk Management Group (CRMG) and Financials group review the valuation of all securities, including derivatives, to bring it in line with realisable values wherever necessary.

a) Fair value hierarchy

The Company measures fair values using the following hierarchy that reflects the significance of inputs used in making the measurements.

Level 1

Valuation is based upon unadjusted quoted prices of identical instruments traded in active markets at the measurement date. The instruments that have been valued based upon such quoted prices include traded equity shares, mutual funds, government securities, corporate bonds, certificate of deposits (CDs), commercial papers (CPs), futures and options.

Level 2

Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, prices quoted by market participants and prices derived from valuation models which use significant inputs that are observable in active markets. Inputs used include interest rates, yield curves, volatilities, credit spreads, which are available from public sources like Reuters, Bloomberg, Financial Benchmarks India Private Limited (FIBIL) and Fixed Income Money Markets & Derivatives Association of India (FIMMDA). The products include government securities, corporate bonds, certificate of deposits, commercial papers, vanilla options, and simple interest rate derivatives.

Level 3

Valuation is based on valuation techniques or models which use significant market unobservable inputs or assumptions. Financial instruments are considered Level 3 when their values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable or when determination of the fair value requires significant management judgment or estimation.

b) Valuation models

Level 1

Prices quoted in active markets – The fair value of instruments that are quoted in active markets are determined using the quoted prices where they represent prices at which regularly and recently occurring transactions take place.

Level 2

The Company uses valuation techniques to establish the fair value of instruments where prices, quoted in active markets, are not available. Valuation techniques used for financial instruments include modeling techniques, the use of indicative quotes for proxy instruments, quotes from recent and less regular transactions and broker quotes.

A substantial portion of the securities portfolio is valued at prices, yields and spread published by benchmark administrators based on the unadjusted quoted or traded prices or based on models using market observable inputs such as interest rates, yield curves, volatilities and credit spreads available from public sources.

A substantial part of the derivatives portfolio is valued using market observable inputs like swap rates, foreign exchange rates, volatilities and forward rates. The valuation of derivatives is carried out primarily using the market quoted swap rates and foreign exchange rates.

Valuation of forex and derivatives products is carried out using mid-market prices.

Level 3

In certain markets, due to illiquidity, alternate valuation methodologies based on own assumptions and estimates of the fair values are used by the Company.

For instruments which are valued using models, an adjustment to the fair value is carried out to reflect the impact of security being illiquid.

Credit Valuation Adjustment and Debit Valuation Adjustment

To measure the fair value of financial assets and financial liabilities, the Company includes the effect of the Company's net exposure to the credit risk of that counterparty or the counterparty's net exposure to the credit risk of the Company in the fair value measurement in form of Credit Valuation Adjustment (CVA) and Debit Valuation Adjustment (DVA) separately in case the inputs used for fair valuation do not capture the same. CVA is a fair value adjustment to reflect counterparty credit risk. The Company considers the adjustment based on the variation in the credit exposure and credit spread of the counterparty between the valuation date and the date of origination of the deal. DVA is done to account for change in the Company's own credit quality for exposures to other counterparties to the Company. Currently, CVA and DVA is considered for fair valuation of interest rate swaps.

The following table sets forth the information about Company's assets and liabilities measured at fair value on a recurring basis for periods mentioned and the level of inputs used to measure those products.

₹ in million

Description	At March 31, 2022			
	Level 1	Level 2	Level 3	Total
Securities for trade				
Government securities	73,239.4	64,194.0	-	137,433.4
Debentures, bonds, CPs & CDs	3,853.5	17,311.7	-	21,165.2
Equity instruments	36.5	-	2.3	38.8
Total	**77,129.4**	**81,505.7**	**2.3**	**158,637.4**
Derivative financial instruments (positive mark-to-market)				
Interest rate derivatives	-	415.1	292.3	707.4
Equity linked derivatives	6.0	-	-	6.0
Total positive mark-to-market	**6.0**	**415.1**	**292.3**	**713.4**
Derivative financial instruments (negative mark-to-market)				
Interest rate derivatives	-	(300.7)	-	(300.7)
Currency derivatives	**0.0**	**-**	**-**	**0.0**
Total negative mark-to-market	**-**	**(300.7)**	**-**	**(300.7)**

₹ in million

Description	At March 31, 2021			
	Level 1	Level 2	Level 3	Total
Securities for trade				
Government securities	125,325.7	15,113.2	-	140,438.9
Debentures, bonds, CPs & CDs	2,263.1	14,922.8	18.2	17,204.1
Equity instruments	34.6	-	2.0	36.6
Total	**127,623.4**	**30,036.0**	**20.2**	**157,679.6**
Derivative financial instruments (positive mark-to-market)				
Interest rate derivatives	-	605.4	-	605.4
Equity linked derivatives	1.4	-	-	1.4
Total positive mark-to-market	**1.4**	**605.4**	**-**	**606.8**
Derivative financial instruments (negative mark-to-market)				
Interest rate derivatives	-	(2,509.8)	(140.0)	(2,649.8)
Total negative mark-to-market	**-**	**(2,509.8)**	**(140.0)**	**(2,649.8)**

For certain products, the valuations based solely on market participant quotes/ spreads were considered inadequate due to relatively inactive markets and hence alternative valuation methodology has been used. The market for these instruments remains illiquid at March 31, 2022 and the sole reliability on market quotes remained inadequate at the reporting date. Financial assets which have been identified as illiquid and are valued based on the prices of similar assets or at a weighted average price derived from market quotes and valuation models have been classified as Level 2 or Level 3 instruments based on inputs used in valuation.

c) Transfers between Levels of the fair value hierarchy

The Company regularly monitors the inputs used for fair valuation of its financial instruments. As a policy, the Company transfers its financial instruments between categories at the end of the reporting period in case of any changes in these inputs.

Following table sets forth, transfer from Level 1, since these securities are valued based on valuation models using market observable inputs or are valued based on internal valuation using unobservable inputs at March 31, 2022 as compared to valuation based on quoted price at March 31, 2021.

₹ in million

Particulars	At March 31, 2022		*At March 31, 2021*	
	Level 2	Level 3	*Level 2*	*Level 3*
Government securities	3,581.5	-	*642.1*	-
Debentures, bonds, CPs & CDs	-	-	-	-

Following table sets forth, transfer from Level 2, since these securities are

valued based on quoted prices or are valued based on internal valuation using unobservable inputs at March 31, 2022 as compared to valuation based on valuation models using market observable inputs at March 31, 2021.

₹ in million

Particulars	At March 31, 2022		*At March 31, 2021*	
	Level 1	Level 3	*Level 1*	*Level 3*
Government securities	4,199.8	-	*2,177.8*	-
Debentures, bonds, CPs & CDs	-	-	-	*18.2*

d) Estimated fair value of financial instruments

The Company's financial instruments include non-derivative financial assets and liabilities as well as derivative instruments. Fair value estimates are generally subjective in nature, and are made at a specific point in time based on the characteristics of the financial instruments and relevant market information. Quoted market prices are used, wherever available. In other cases, fair values are based on estimates using present value of future cash flows or other valuation techniques. These techniques involve uncertainties and are significantly affected by the assumptions used and judgments made regarding risk characteristics of various financial instruments, discount rates, estimates of future cash flows and other factors. Changes in assumptions could significantly affect these estimates and the resulting fair values. Derived fair value estimates cannot necessarily be substantiated by comparison to markets and in many cases, may not be realised in an immediate sale of the instruments.

Fair value estimates are based on existing financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered as financial instruments. Disclosure of fair values is not required for certain items such as investments accounted for under the equity method of accounting, obligations for pension and other post-retirement benefits, income tax assets and liabilities, property and equipment, pre-paid expenses, core deposit intangibles. Accordingly, the aggregate fair value amount presented does not purport to represent and should not be considered representative of the underlying market or franchise value of the Company. In addition, because of differences in methodologies and assumptions used to estimate fair values, the Company's fair values should not be compared to those of other financial institutions.

The following describes the methods and assumptions used by the Company in estimating the fair values of financial instruments.

i. Cash and cash equivalents

The carrying amounts reported in the balance sheet approximate fair value.

ii. Trading assets and liabilities

Trading assets and liabilities are carried at fair value in the balance sheet. Values for trading securities are generally based on quoted or other independent market prices. Values for interest rate and foreign exchange products are based on quoted, or other independent market prices, or are estimated using pricing models or discounted cash flows.

iii. Financial investments

The fair values of investments are generally determined based on quoted or other independent market prices. Values for interest rate and foreign exchange products are based on quoted or other independent market prices or are estimated using pricing models or discounted cash flows. For certain debt and equity investments that do not trade on established exchanges and for which markets do not exist, estimates of fair value are based upon management's estimate.

iv. Debt securities and other borrowings

The fair value of the Company's debt is estimated by discounting future contractual cash flows using appropriate interest rates and credit spreads. The carrying value of certain other borrowings approximates fair value due to the short-term nature of these borrowings. The borrowings are classified as Level 2 instruments in view of the inputs used like interest rates, yield curves, credit spreads, which are available from public sources like Reuters, Bloomberg FIBIL and FIMMDA.

The following table sets forth, for the period indicated, listing of the fair values by category of financial assets and financial liabilities.

₹ in million

	At March 31, 2022				
	Carrying Value	Estimated fair value	Level 1	Level 2	Level 3
Derivative financial instruments (net)	412.7	412.7	6.0	114.4	292.3
Securities for trade	158,637.4	158,637.4	77,129.4	81,505.7	2.3
Subordinated liabilities	5,750.0	6,096.0	-	6,096.0	-

₹ in million

	At March 31, 2021				
	Carrying Value	Estimated fair value	Level 1	Level 2	Level 3
Derivative financial instruments (net)	(2,043.0)	(2,043.0)	1.4	(1,904.4)	(140.0)
Securities for trade	157,679.6	157,679.6	127,623.4	30,036.0	20.2
Subordinated liabilities	5,250.0	5,731.2	-	5,731.2	-

The following table sets forth, certain additional information about changes in the fair value of Level 3 derivatives and securities for trade for the year ended March 31, 2022.

Description	₹ in million
Beginning balance at April 1, 2021	(119.8)
Sale consideration of level 3 asset (Receipts) / Payments	(73.6)
Total gains or losses (realised/ unrealised)	404.7
- Included in Statement of Profit and Loss[1]	404.7
Settlements (Receipts) / Payments	83.4
Ending balance at March 31, 2022	**294.6**

1. Included in "Net gain /(Loss) fair value changes" in the Statement of Profit and Loss

The following table sets forth, certain additional information about changes in the fair value of Level 3 derivatives for the year ended March 31, 2021.

Description	₹ in million
Beginning balance at April 1, 2020	(89.8)
Transfer in from Level 2 to level 3	18.2
Total gains or losses (realised/ unrealised)	(75.8)
- Included in Statement of Profit and Loss[1]	(75.8)
Settlements (Receipts) / Payments	27.6
Ending balance at March 31, 2021	**(119.8)**

1. Included in "Net gain /(Loss) fair value changes" in the Statement of Profit and Loss

2) Current and non-current assets and liabilities

The following tables set forth, for the periods indicated, the assets and liabilities line items by amounts expected to be recovered or settled within or after twelve months.

₹ in million

Particulars	At March 31, 2022		
	Amounts to be recovered or settled		Total
Assets	Within twelve months	After twelve months	
Cash and cash equivalents	46.4	-	46.4
Bank balance other than Cash and cash equivalents above	9.7	-	9.7
Securities for trade	158,637.4	-	158,637.4
Derivative financial instruments	713.4	-	713.4
Trade receivables	14,050.9	-	14,050.9
Loans	25,643.6	-	25,643.6
Other financial assets	2,956.2	33.1	2,989.3
Current tax assets (Net)	-	316.9	316.9
Property, plant and equipment	-	241.0	241.0
Other non financial asset	56.9	16.8	73.7
Other intangible assets	-	1.3	1.3
Total assets before deferred tax assets	**202,114.5**	**609.1**	**202,723.6**
Total assets	**202,114.5**	**609.1**	**202,723.6**
Liabilities			
Derivative financial instruments	300.7	-	300.7
Trade payables			
(i) total outstanding dues of micro enterprises and small enterprises	4.8	-	4.8
(ii) total outstanding dues of creditors other than micro and small enterprises	68.1	-	68.1
Debt securities	9,989.9	-	9,989.9
Borrowings (Other than debt securities)	143,846.6	-	143,846.6
Subordinated liabilities	150.0	5,600.0	5,750.0
Other financial liabilities	26,238.7	200.7	26,439.4
Provisions	38.7	148.8	187.5
Other non-financial liabilities	34.8	-	34.8
Total liabilities before deferred tax liabilities	**180,672.3**	**5,949.5**	**186,621.8**
Deferred tax liabilities	-	204.3	204.3
Total liabilities	**180,672.3**	**6,153.8**	**186,826.1**

Notes forming part of the financial statements *Continued*

₹ in million

Particulars	At March 31, 2021		
	Amounts recovered or settled		Total
Assets	**Within twelve months**	**After twelve months**	
Cash and cash equivalents	22.8	-	22.8
Bank balance other than Cash and cash equivalents above	505.1	-	505.1
Securities for trade	157,679.6	-	157,679.6
Derivative financial instruments	606.8	-	606.8
Trade receivables	24,901.6	-	24,901.6
Loans	6,635.3	-	6,635.3
Other financial assets	2,361.9	7.8	2,369.7
Current tax assets (Net)	-	270.0	270.0
Property, plant and equipment	-	15.4	15.4
Capital work-in-progress	-	2.2	2.2
Other intangible assets	-	2.8	2.8
Other non-financial assets	11.9	8.3	20.2
Total assets before deferred tax assets	**192,725.0**	**306.5**	**193,031.5**
Deferred tax assets (net)	-	293.8	293.8
Total assets	**192,725.0**	**600.3**	**193,325.3**
Liabilities			
Derivative financial instruments	2,649.8	-	2,649.8
Trade payables			
(i) total outstanding dues of micro enterprises and small enterprises	2.5	-	2.5
(ii) total outstanding dues of creditors other than micro and small enterprises	321.0	-	321.0
Debt securities	6,975.1	-	6,975.1
Borrowings (Other than debt securities)	154,370.8	-	154,370.8
Subordinated liabilities	500.0	4,750.0	5,250.0
Other financial liabilities	9,196.1	-	9,196.1
Provisions	1.3	128.5	129.8
Other non-financial liabilities	21.7	-	21.7
Total liabilities	**174,038.3**	**4,878.5**	**178,916.8**

3. Financial risk management

Introduction and overview

As a financial intermediary, the Company is exposed primarily to market, credit and liquidity risk from financial instruments.

This section presents information about the Company's exposure to the above risks, its objectives, policies and processes for measuring and managing these risks.

Risk management framework

The key principles underlying the risk management framework at the Company are as follows:

The Board of Directors has oversight on all the risks assumed by the Company. Specific committees of the Board have been constituted to facilitate focused oversight of various risks. The Risk Management & IT Strategy Committee (RM & ITC) is responsible for analysing and monitoring the risks associated with the different business activities of the Company, ensuring adherence to the risk and investment limits set by the Board of Directors and risk management guidelines stipulated by the RBI. It reviews key risk indicators covering areas such as market risk, credit risk, interest rate risk, liquidity risk, operational risk and technology risk.

Asset Liability Management Committee (ALCO) – Management level committee is responsible for the liquidity risk management, management of market risks, funding and capital planning, profit planning and growth projection, forecasting and analysing of contingency plans and such other business as stipulated by the RBI.

Policies approved from time to time by the Board of Directors/ committees of the Board form the governing framework for each type of risk. The business activities are undertaken within this policy framework.

Independent groups across the Company facilitate independent evaluation, monitoring and reporting of various risks. These control groups function independently of the business groups.

The risk management framework forms the basis of developing consistent risk principles across the Company.

Material risks are identified, measured, monitored and reported to the Board of Director and Board level committees.

a) Credit risk

Credit risk is the risk of loss that may occur from the failure of any counterparty to abide by the terms and conditions of any financial contract with the Company, principally the failure to make required payments as per the terms and conditions of the contracts. The Company is exposed to credit risk in its trading, investment and underwriting business.

Objective

The Company manages its credit risk with the broad objectives of mitigating the risk arising from losses on account of the default, maintaining a healthy credit portfolio and complying with regulatory norms as specified by RBI.

Policies and processes

To mitigate the credit risk arising out of the business activities, exposure limits are set for all issuer counterparties with whom, and for all instruments in which, the Company seeks to do business.

The exposure limit includes positions in commercial papers, bonds and debentures, certificate of deposits, fixed deposits, short term lending, interest rate derivatives, mutual fund and equity and equity derivatives.

All credit risk limits are approved by the RM & ITC and the Board.

Credit risk assessment and monitoring process

CRMG prepares a list of issuer counterparties which is reviewed on an annual basis by adding/deleting companies from the list and assigning limits to them. Additionally, the counterparties are monitored periodically for any adverse changes impacting its credit quality (for example rating watch / downgrade by credit rating agencies, press releases, notifications, etc.) and intimated to the dealer.

Reporting and measurement

All credit exposures are measured and monitored using a centralised exposure management system. The Company complies with the exposure limits as approved by the Board and as stipulated by RBI on an ongoing basis. Limits have been set as a percentage of the Company's capital funds and are regularly monitored.

Expected Credit Loss (ECL)

The Company is exposed to credit risk in respect of its fee & trade receivables, loans, fixed deposits and margins placed for membership and trading limits on stock exchanges and clearing houses. The Company is also exposed to credit risk on its receivables in respect to Over the Counter (OTC) derivatives. The Company has adopted various models for calculation of the expected credit losses for these and provisioning has been done for the same.

Credit concentration risk

Credit concentration risk arises mainly on account of concentration of exposures under single/group borrower exposures.

Limits have been stipulated on single borrower and borrower group. The Company complies with the norms on exposure stipulated by RBI for both single borrower as well as borrower group on an ongoing basis

Quantitative disclosures on credit risk

The following sections pertain to quantitative disclosures on maximum exposure for the Company.

Maximum credit risk exposure

The following table sets forth, for the periods indicated, the maximum exposure.

₹ in million

Category	At March 31, 2022	*At March 31, 2021*
Fixed Deposits with banks, margin, Repo Lending and other deposits with Qualified Central Counter Parties	26,908.9	*6,054.9*
Derivative financial instruments [1]	62,241.8	*36,092.5*
Total	**89,150.7**	*42,147.4*

[1] Calculated in accordance with guidelines applicable to Primary Dealers for calculation of capital adequacy

b) Liquidity risk

Liquidity risk is the current and prospective risk arising out of an inability to meet financial commitments as they fall due, through available cash flows or through the sale of assets at fair market value. It includes both, the risk of unexpected increases in the cost of funding an asset portfolio at appropriate maturities and the risk of being unable to liquidate a position in a timely manner at a reasonable price.

Liquidity risk management

The Company being a trader in fixed income instruments, the interest rate risk is predominant risk for the Company. Liquidity risk is perceived to be low considering that a predominant portion of the Company's portfolio consists of government bonds and high rated corporate bonds. The Company is not under obligation to maintain a constant balance sheet size and is able to increase / decrease the balance sheet size based on its views on interest rates.

The Company manages liquidity risk in accordance with its Liquidity Management Framework as approved by the Board of Directors

The goal of liquidity risk management is to be able, to meet all liability repayments on time and to fund all trading and investment opportunities by raising sufficient funds either by increasing liabilities or by converting assets into cash expeditiously and at reasonable cost even under adverse conditions.

Given the nature of the business and short business cycle of the Company, the liquidity risk is managed as a part of its core daily business activity. Most of its funding requirements are met through short-term funding sources, primarily in the form of repo borrowings from market, RBI and other money market borrowings. The Company also borrows through non-convertible debentures with longer maturities. These are designated as Tier II Capital and help Company to augment its capital base.

Maturity analysis for financial liabilities

The tables below set forth the cash flows payable by the Company under financial liabilities as per their residual contractual maturities at the balance sheet date. The amounts disclosed in the table are the contractual cash flows of all financial liabilities.

₹ in million

Particulars	At March 31, 2022						
	Carrying amount	Gross nominal outflow	Less than 1 month	1 month to 3 months	Over 3 months to 1 year	Over 1 year to 5 years	Over 5 years
Non derivative liabilities							
Debt securities issued	9,989.9	9,989.9	9,989.9	-	-	-	-
Subordinated liabilities	5,750.0	5,750.0	-	150.0	-	3,600.0	2,000.0
Other financial liabilities*	170,358.8	170,358.8	167,623.2	2,111.7	436.8	187.1	-
Derivative liabilities							
Trading	300.7	300.7	300.7	-	-	-	-
Total financial liabilities	**186,399.4**	**186,399.4**	**177,913.8**	**2,261.7**	**436.8**	**3,787.1**	**2,000.0**

₹ in million

Particulars	At March 31, 2021						
	Carrying amount	Gross nominal outflow	Less than 1 month	1 month to 3 months	Over 3 months to 1 year	Over 1 year to 5 years	Over 5 years
Non derivative liabilities							
Debt securities issued	6,975.1	6,975.1	1,995.0	4,980.1	-	-	-
Subordinated liabilities	5,250.0	5,250.0	-	-	500.0	3,300.0	1,450.0
Other financial liabilities*	163,890.4	163,890.4	159,636.3	3,790.1	462.0	-	-
Derivative liabilities							
Trading	2,649.8	2,649.8	2,649.8	-	-	-	-
Total financial liabilities	**178,723.3**	**178,723.3**	**164,281.1**	**8,770.2**	**960.2**	**3,300.0**	**1,450.0**

*Other Financial Liabilities include Trade Payable & Borrowings (other than Debt Securities)

Source from which the Company can meet liquidity requirements:

The Company has diverse sources of liquidity to allow for flexibility in meeting funding requirements.

Contingency plan for managing liquidity risk

The Company enters into collateralised borrowings in the form of repurchase transactions with the Reserve Bank of India or through Clearing Corporation of India Limited, a centralized clearing counterparty or with the market participants, against government securities to meet expected and unexpected borrowings requirements. The Company holds sufficient securities in its account to meet additional needs of collateral if required and systems and processes are in place to ensure sufficient balance in the Company's securities and margin accounts resulting in smooth settlement of transactions.

The Company has recourse to assured standing liquidity facility (SLF) provided by RBI. The Company has the highest credit rating for its short term and long term borrowing programmes from various rating agencies which help it to raise short term and long term funding at short notice. The Company also has access to Call/notice and term money market, Commercial papers, ICD borrowing etc.

c) Market risk

Market risk is the possibility of loss arising from changes in the value of a financial instrument as a result of changes in market variables such as interest rates, exchange rates, credit spreads and other asset prices. The market risk for the Company is managed in accordance with the Corporate Risk and Investment Policy (CRIP) which is approved by the Board. CRIP ensures that operations in securities, foreign exchange and derivatives are conducted in accordance with sound and acceptable business practices and are as per the extant regulatory guidelines, laws governing transactions in financial securities and the financial environment. CRIP contains the limit structure that governs transactions in financial instruments. CRIP is reviewed periodically to incorporate changed business requirements, financial environment and revised policy guidelines.

Objective

The Company manages its market risk with the broad objectives of mitigating the risk arising from losses in the financial instruments on account of adverse movements in interest rates, currency and equities.

The Company also ensures compliance with regulatory requirements with respect to monitoring, reporting and management of market risk

Structure and organisation of the market risk management function

CRMG which is an independent function exercises control over the process of market risk management, controls, processes and methodologies for quantifying and assessing market risk and recommends changes in risk policies to be approved by the Board. Further, there is clear functional separation of

- Trading
- Reporting, control, settlements and accounting

Scope and nature of risk reporting and/or measurement systems

Reporting

CRMG periodically reports on the various financial instruments and their related risk measures to the senior management and the committees of the Board. Financials and Operations Groups periodically submit the reports to the regulator as per the regulatory reporting requirements.

Measurement

CRMG formulates various risk metrics for different products which are approved by the RM & ITC and the Board. These risk metrics adopted by the Company for monitoring market risk are Value at Risk (VaR), price value of basis point (PV01), stop loss amongst others including trading universe, scrip-wise and sector-wise limits. Compliance is ensured for regulatory and internal limits placed on various risk metrics as approved by the RM & ITC and the Board.

Price Risk

Price risk relates to the risk of change in the fair value of the financial assets due the change in market price.

Fixed Income Portfolio

The following table sets forth, using the fixed income portfolio at March 31, 2022 as the base, one possible prediction of the impact of changes in interest rates on the value of the Company's fixed income portfolio measured fair valued through profit and loss (FVTPL) for the year ended March 31, 2022, assuming a parallel shift in interest rate curve.

Notes forming part of the financial statements *Continued*

₹ in million

	Portfolio Size	At March 31, 2022 Change in interest rates (in basis points)			
		(100)	(50)	50	100
Government securities*	112,357.3	1,145.1	567.4	(567.4)	(1,145.1)
Corporate bonds	21,165.2	289.9	146.0	(146.0)	(289.9)
Interest rate swaps	406.9	(2,062.6)	(1,031.3)	1,031.3	2,062.6
Total	**133,929.4**	**(627.5)**	**(317.9)**	**317.9**	**627.5**

* After adjusting open short and IRF positions (if any)

The following table sets forth, using the fixed income portfolio at March 31, 2021 as the base, one possible prediction of the impact of changes in interest rates on the value of the Company's fixed income portfolio measured at FVTPL for year ended March 31, 2021, assuming a parallel shift in interest rate curve.

₹ in million

	Portfolio Size	At March 31, 2021 Change in interest rates (in basis points)			
		(100)	(50)	50	100
Government securities*	132,154.9	2,267.8	1,141.1	(1,141.1)	(2,267.8)
Corporate bonds	17,204.1	344.2	173.5	(173.5)	(344.2)
Interest rate swaps	(2,044.4)	(748.2)	(374.1)	374.1	748.2
Total	**147,314.6**	**1,863.8**	**940.5**	**(940.5)**	**(1,863.8)**

*After adjusting open short and IRF positions (if any)

The sensitivity of fixed income portfolio has significantly reduced at March 31, 2022 as compared to the same at March 31, 2021 primarily due to significant reduction in the duration of the securities and significant benefit from positions held in Interest Rate Swaps.

Equity

As part of the equity proprietary business, the Company takes trading positions in the equity markets. The business involves taking positions in equity cash and derivative instruments, as well as equity oriented and hybrid mutual funds.

Impact of changes in the value of the underlying on the value of the equity proprietary trading portfolio is given below.

₹ in million

	At March 31, 2022 Change in value of underlying				
	Market Value	(25%)	(15%)	+15%	+25%
Equity & equity derivatives portfolio	592.74	(127.8)	(69.1)	(107.7)	(327.1)

Outstanding positions were based on range bound view of the Index

₹ in million

	At March 31, 2021 Change in value of underlying				
	Market Value	(25%)	(15%)	+15%	+25%
Equity & equity derivatives portfolio	18.15	(37.5)	(4.8)	(20.6)	(49.5)

Outstanding positions were based on range bound view of the Index

Currency Futures:

As part of the non-core activity, standalone Primary Dealers were permitted to participate in the exchange traded currency futures market with effect from April 11, 2016. Currently, the business involves taking positions in the following currency pairs viz. USD-INR, EUR-INR, GBP-INR and JPY-INR. The Company did not have any outstanding position in Currency Futures at March 31, 2021.

Impact of changes in the value of the underlying on the value of the currency futures portfolio is given below

₹ in million

	At March 31, 2022 Change in value of underlying				
	Market Value	(25%)	(15%)	+15%	+20%
Currency Futures	151.83	(30.37)	(22.77)	22.77	30.37

d) Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Operational risk includes legal risk but excludes strategic and reputational risks. Legal risk includes, but is not limited to, exposure to fines, penalties or punitive damages resulting from supervisory actions, as well as private settlements.

The management of operational risk is governed by the Operational Risk Management Policy approved by the Board of Directors.

Operational risk can result from a variety of factors, including failure to obtain proper internal authorizations, improperly documented transactions, failure of operational and information security procedures, computer systems, software or equipment, fraud, inadequate training and employee errors. Operational risk is sought to be mitigated by maintaining a comprehensive system of internal controls, establishing systems and procedures to monitor transactions, maintaining key back-up procedures and undertaking regular contingency planning.

Operational controls and procedures

The Company has put in place a comprehensive internal control structure with respect to its operations. The control measures include the segregation of duties between front-office and control and support functions, automated control procedures, continuous monitoring procedures, a well-defined code of conduct for dealers and comprehensive reconciliations of trades, positions, accounts, etc. In order to mitigate potential contractual risks, if any, negotiations for deals are recorded on a voice recording system. All key processes are documented and approved by the Company's Product and Process Approval Committee (PAC). Some of the control measures include deal validation, independent confirmation, documentation, limits monitoring, treasury accounting, settlement, reconciliation and regulatory compliance. Operations group reviews the unconfirmed, unsettled deals if any, on a regular basis and follows up for timely confirmation or settlement. There is a mechanism of escalation to senior management in case of delays in settlement or in receipt of confirmation beyond specified time period. In addition to the above, concurrent and internal auditors also undertake a comprehensive audit of treasury operations. The control structure is designed to minimize errors, prevent potential fraud and provide early-warning signals.

4. Capital management

Objective

The Company actively manages its capital to meet regulatory norms and current and future business needs considering the risks involved in its businesses, expectation of rating agencies, shareholders and investors and the available options of raising capital.

Regulatory capital

As a PD undertaking diversified activities, in accordance with applicable guidelines issued by RBI, the Company is required to maintain minimum Net Owned Funds (NOF) of ₹ 2,500 million on an ongoing basis. Apart from equity share capital and other equity, the Company has also issued non-convertible bonds as subordinated debt designated as Tier II capital to augment its capital base.

The Company is subject to the capital adequacy norms stipulated by the RBI guidelines as applicable to PDs as well as NBFCs. Both these guidelines require the Company to maintain a minimum ratio of total capital to risk weighted assets of 15%. Further, the guidelines as applicable to PDs require the Company to maintain minimum ratio of total capital to risk weighted assets of 20% for being eligible for dividend payout of more than 33% but up to 60%.

The guidelines as applicable to NBFCs require a minimum tier-1 capital adequacy ratio of 10%.

The capital adequacy ratio of the Company at March 31, 2022 as per the RBI guidelines applicable to PDs is 47.66% and the same as per the RBI guidelines applicable to NBFCs is 35.88% with a Tier-1 capital adequacy ratio of 29.38%.

The Company determines the level of capital that needs to be maintained by considering the following in an integrated manner:

- Company's strategic focus, business plan and growth objectives
- Regulatory capital requirements as per the RBI guidelines
- Assessment of material risks and impact of stress testing
- Perception of credit rating agencies, shareholders and investors

Monitoring and reporting

The RM & ITC of the Board maintains an oversight over the Company's capital adequacy levels. On a quarterly basis, an analysis of the capital adequacy position and the risk weighted assets is reported to the RM & ITC. The Company also reports the capital adequacy position periodically to RBI.

Capital requirements for various risk areas

As required by RBI guidelines applicable to PDs, the Company's capital requirements have been computed using the Standardised approach for credit risk. The higher of the charge from the Standardised and internal model is used for the purpose of calculation of market risk requirements for capital adequacy calculations. The minimum capital required to be held for capital adequacy ratio of 15% for credit and market risks is given below:

(₹ in million)

	(FY 2022)	*(FY 2021)*
a. Capital required for credit risk	4,572.7	2,647.6
b. Capital required for market risk	3,397.4	3,216.0
Total capital requirement (a + b)	7,970.1	5,863.6
Total capital funds of the Company	18,993.8	17,227.5
Total risk weighted assets	39,850.1	39,090.7
Capital Adequacy Ratio	**47.66%**	**44.07%**

5) Reclassification of financial assets

The Company has not reclassified any financial assets during the current as well as previous financial year.

6) Offsetting financial assets and financial liabilities

The table below illustrates the amounts of financial instruments that have been offset on the balance sheet and also those amounts that are subject to enforceable master netting arrangements or similar arrangements.

The "Net amounts" presented in the table are not intended to represent the Company's actual exposure to credit risk, as the Company will utilise a wide range of strategies to mitigate credit risk in addition to netting and collateral arrangements.

The following tables sets forth, for the periods indicated, the information on the impact of off-setting on the balance sheet and other related information

At March 31, 2022 ₹ in million

Particulars	Effect of offsetting on balance sheet		
	Gross amounts of financial assets/ (liabilities)	Gross amounts set off on the balance sheet	Net amounts of financial assets/ (liabilities) presented on the balance sheet
Trade receivables	32,514.1	(18,465.2)	14,048.9
Derivative financial instruments-Assets	25,695.8	(24,982.4)	713.4
Trade payables	(18,469.7)	18,465.2	(4.5)
Derivative financial instruments-Liabilities	(25,282.1)	24,982.4	(300.7)

At March 31, 2021 ₹ in million

Particulars	Effect of offsetting on balance sheet		
	Gross amounts of financial assets/ (liabilities)	Gross amounts set off on the balance sheet	Net amounts of financial assets/ (liabilities) presented on the balance sheet
Trade receivables	25,964.8	(1,079.4)	24,885.4
Derivative financial instruments-Assets	27,359.7	(26,752.9)	606.8
Trade payables	(1,329.8)	1,079.4	(250.4)
Derivative financial instruments-Liabilities	(29,402.7)	26,752.9	(2,649.8)

There are no amounts which are eligible for set-off but have not been set-off as at March 31, 2022 and March 31, 2021.

7) Transfer of financial assets

Transfer of financial assets that are not de-recognised in their entirety
The Company enters into transactions in the normal course of business by which it transfers recognised financial assets directly to third parties.

Repurchase agreements
The Company enters into repurchase agreements, securities lending agreements, in which the Company retains substantially all of the associated credit, price and interest rate risk and rewards associated with the assets as well as associated income streams.

If the Company transfers financial assets as part of repurchase or security lending agreement, it will not have ability to use financial asset during the tenure of the term of agreement.

Assets pledged and received as collateral
The Company pledges financial assets primarily for repurchase agreements, securities borrowing agreements as well as other borrowing arrangements and for margining purposes. Pledges are generally conducted under terms that are usual, in accordance with regulatory requirements and customary for standard secured borrowing contracts and other transactions described above.

The following table sets forth, for the periods indicated, the carrying value of the Company's assets pledged as collateral for liabilities (including borrowings).

₹ in million

Particulars	At March 31, 2022	*At March 31, 2021*
Government securities*	130,301.1	*149,377.0*
Fixed deposits	9.7	*505.1*
Margins and Default funds	1284.1	*684.1*
Total	**131,594.9**	*150,566.2*

* Including interest accrued thereon

The Company receives collateral primarily in reverse repurchase agreements and other securities lending agreements. These transactions are generally conducted under terms that are usual and customary for standard secured lending activities and are in line with the regulatory guidelines. The Company, as the secured party, has the right to sell or re-pledge such collateral, subject to the Company returning equivalent securities upon completion of the transaction. This right is used primarily to meet delivery obligations for short sales, securities loaned and securities sold under repurchase agreements.

The following table sets forth, for the periods indicated, the fair value of collateral (both financial and non-financial) held by the Company.

₹ in million

Particulars	At March 31, 2022	*At March 31, 2021*
Total fair value of collateral held	25,844.2	*6,636.5*
There of:		
Fair value of collateral sold	25,844.2	*5,037.2*
Fair value of collateral re-pledged	-	-

Assets charged as security for liabilities
Assets are pledged as collateral to secure liabilities under repurchase agreements which are generally conducted under terms that are usual and customary to standard securitised borrowing contracts and are governed by regulatory guidelines. In addition, the Company pledges collateral against other borrowing and settlement arrangements.

The following table sets forth, for the period indicated, the nature and carrying amount of the assets pledged as security to secure liabilities.

₹ in million

Particulars	At March 31, 2022	*At March 31, 2021*
Trading assets	115,571.0	138,321.7
Total	**115,571.0**	**138,321.7**

8. Employee benefits

(A) Defined benefit plans

i. Gratuity
The Company provides for gratuity, a defined benefit retirement plan covering all employees. The plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee's salary and the years of employment with the Company. The gratuity benefit provided by the Company to its employees is equal to or greater than the statutory minimum. This gratuity benefit is provided through contributions to a fund administered and managed by ICICI Prudential Life Insurance Company Limited. Under this scheme, the settlement obligation remains with the Company.

Actuarial valuation of the gratuity liability for all the above funds is determined by an actuary appointed by the Company. In accordance with the gratuity fund's rules, actuarial valuation of gratuity liability is calculated based on certain assumptions regarding discount rate, salary growth, mortality and staff attrition as per the projected unit credit method.

Notes forming part of the financial statements *Continued*

The following table sets forth, for the periods indicated, the funded status of the plans and the amounts recognised in the financial statements.

₹ in million

	Year ended March 31, 2022	*Year ended March 31, 2021*
Change in benefit obligations		
Opening obligations	236.3	*229.8*
Add:		
Service cost	16.2	*17.0*
Interest cost	16.2	*15.6*
Actuarial loss / (gain) arising from change in financial assumptions	(10.5)	*(1.4)*
Actuarial loss / (gain) arising on account of experience changes	(4.5)	*(19.9)*
Benefits paid	(28.4)	*(4.9)*
Liability assumed /(settled) *	(2.1)	-
Benefit obligations at the end of the year	**223.1**	*236.3*
Change in plan assets		
Fair value of plan assets at beginning of the year	136.4	*119.4*
Add:		
Interest on plan assets	9.7	*9.8*
Remeasurements due to: Actual return on plan assets less interest on plan assets	(1.4)	*8.8*
Employer contributions	30.6	*3.4*
Benefits paid	**(28.4)**	*(4.9)*
Assets acquired / (settled) *	(2.1)	-
Plan assets at the end of the year	144.7	*136.4*
Expected employer's contribution next year	10.0	*10.0*
Fair value of plan assets at the end of the year	144.7	*136.4*
Present value of the defined benefit obligations at the end of the year	223.1	*236.3*
Asset/(Liability) recognised in balance sheet	**(78.4)**	*(99.8)*

* On account of inter group transfer

The total amount of re-measurement items and impact of liabilities assumed or settled, if any, which is recorded immediately in Other Comprehensive Income (OCI) during the period is shown in the table below:

₹ in million

	Year ended March 31, 2022	*Year ended March 31, 2021*
Opening balance of actuarial (gains)/losses recognised in statement of recognised income and expense	(6.5)	*23.5*
Actuarial loss or gain arising from:		
Demographic assumptions	-	-
Financial assumptions	(10.5)	*(1.4)*
Experience adjustment	(4.5)	*(19.9)*
Return on plan assets excluding interest income	1.4	*(8.8)*
Closing balance of actuarial (gains)/losses recognised in statement of income and expense	**(20.1)**	*(6.5)*

The following table sets forth, for the periods indicated, the components of the net gratuity cost.

₹ in million

	Year ended March 31, 2022	*Year ended March 31, 2021*
Service cost	16.2	*17.0*
Interest cost/(income)	6.6	*5.9*
Net gratuity cost	**22.8**	**22.9**

The discount rate used to discount gratuity obligations has been determined with reference to the prevailing market yields on government bonds, for the estimated term of obligations, at the end of the reporting period.

The following table sets forth, for the periods indicated, weighted average of the assumptions used to determine benefit obligations.

₹ in million

	At March 31, 2022	*At March 31, 2021*
Discount rate	7.30%	6.90%
Salary escalation rate	10.00%	10.00%

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected (amount in (-) indicates an increase in Defined Benefit Obligation), the defined benefit obligation by the amount shown below:

₹ in million

	At March 31, 2022	*At March 31, 2021*
Discount rate (50 bps decrease)	13.2	14.4
Future salary growth (50 bps increase)	12.8	13.9
Discount rate (50 bps increase)	(12.2)	(13.3)
Future salary growth (50 bps decrease)	(12.0)	(13.0)

Plan assets

The Company determines its assumptions for the expected rate of return on plan assets based on the expected average long-term rate of return over the next 7 to 8 years on the type of investments prescribed as per statutory pattern of investment.

The following table sets forth, for the periods indicated, the Company's asset allocation for gratuity by asset category based on fair values.

₹ in million

Asset category	At March 31, 2022		At March 31, 2021	
	Amount	% of total	Amount	%of total
Insurer managed funds	144.0	99.50%	135.7	99.50%
Bank	0.7	0.50%	0.7	0.50%

The plan assets primarily consist of investments made in funds managed by external entity, which invest primarily in equity, money market instruments and debt instruments in different proportions depending on the objective of schemes.

ICICI Prudential Life Insurance Company Limited administers the plan fund and it independently determines the target allocation by asset category. The investment strategy is to invest in a prudent manner for providing benefits to the participants of the scheme. ICICI Prudential Life Insurance Company Limited functions within the regulated investment norms.

Projected plan cash flow:

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:

₹ in million

Maturity Profile	At March 31, 2022	*At March 31, 2021*
Expected Benefit for year 1	3.0	3.0
Expected Benefit for year 2	10.0	3.3
Expected Benefit for year 3	6.0	10.3
Expected Benefit for year 4	3.8	6.3
Expected Benefit for year 5	6.7	15.8
Expected Benefit for year 6	30.5	6.6
Expected Benefit for year 7	31.9	31.0
Expected Benefit for year 8	12.7	41.0
Expected Benefit for year 9	7.0	12.2
Expected Benefit for year 10 & above	464.9	461.6

ii. Leave encashment

The liability towards compensated absences is based on actuarial valuation carried out by using the projected unit credit method.

Particulars	Year ended March 31, 2022	*Year ended March 31, 2021*
Total actuarial liability	18.1	30.0
Cost*	(5.8)**	7.6
Assumptions		
Discount rate	7.3%	6.9%
Salary escalation rate	10.0%	10.0%

*Included in Employee benefit expenses

** due to changes in actuarial assumption resulted into written back of provision for leave.

iii. Long Term Performance Pay

The Company has scheme for Long Term Performance Incentive Plan. The plan is a discretionary deferred compensation plan with a vesting period of three years. The Company has determined the liability on the basis of actuarial valuation.

₹ in million

Particulars	Year ended March 31, 2022	*Year ended March 31, 2021*
Opening Balance	-	-
Less Amount paid	-	-
Add / (Less) provision for the year	91.0	-
Closing Balance	91.0	-
Assumptions		
Discount Rate	4.55%	-

B. Defined contribution plans

Provident fund

In accordance with Indian regulations, employees of the Company are entitled to receive benefits under the provident fund. These contributions are made to the Employees Provident Fund Organisation set up by the Government of India and administered by a Board of Trustees. The Company has contributed ₹ 17.5 million (March 31, 2021: ₹ 16.6 million) to the employees' provident fund for the year ended March 31, 2022.

9) Leases

The company has taken office premises on non-cancellable lease term of 5 years and disclosure as required by Ind AS 116 'Leases' are stated below\

(A) Lease liability movement

₹ in million

Particulars	At March 31, 2022	*At March 31, 2021*
Opening Balance	-	-
Add: Addition during the year	227.3	-
Interest on Lease liability	2.5	-
Less: Deletion during the year	-	-
Lease rental payments	-	-
Balance at the end of the year	**229.8**	-

(B) Future lease cash outflow

₹ in million

Particulars	At March 31, 2022	*At March 31, 2021*
Not later than one year	42.1	-
Later than one year but not later than five years	224.9	-
Later than five years	-	-
Total	**267.0**	-

(C) Maturity analysis of lease liability

₹ in million

Particulars	At March 31, 2022	*At March 31, 2021*
Within 12 months	29.1	-
After 12 months	200.7	-
Total	**229.8**	-

(D) Short term lease

Lease rentals of ₹ 23.4 million (Previous year ₹ 27.3 million) pertaining to short term leases and low value assets has been charged to Statement of Profit and Loss.

10. Income taxes

Components of deferred tax balances

The tax effects of temporary differences are reflected through deferred tax asset/liability, which is included in the balance sheet of the Company.

The following table sets forth, for the periods indicated, components of the deferred tax balances.

₹ in million

	At March 31, 2022	*At March 31, 2021*
Deferred tax assets:		
Disallowance u/s 43B of the Income Tax Act, 1961	40.0	*33.0*
Difference in depreciation as per books and as per Income Tax Act, 1961	2.2	*2.0*
Un-realised net loss on fair value changes	-	*258.8*
Net Lease Liability- Office Premises	3.1	-
Total deferred tax asset	**45.3**	*293.8*

₹ in million

	At March 31, 2022	*At March 31, 2021*
Deferred tax liabilities:		
Un-realised net gain on fair value changes	(249.6)	-
Total deferred tax liability	**(249.6)**	-
Net deferred tax asset/ (liability)	**(204.3)**	*293.8*

In assessing the realisation of deferred tax assets, management has considered whether it is probable that some portion or all of the deferred tax assets will not be realised. The ultimate realisation of the deferred tax asset is dependent on the generation of future taxable income during the periods in which the temporary differences become deductible or the unused tax losses will be utilised. Management has considered the scheduled reversal of deferred tax liabilities, the projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable incomes over the periods in which the deferred tax assets are deductible, management believes that it is probable that sufficient taxable profits will be available against which the Company will realise the benefits of those deductible differences and utilise the unused tax losses. The amount of deferred tax assets considered realisable, however could be reduced in the near term if estimates of future taxable income are reduced.

Reconciliation of tax rates

The corporate tax rate (including surcharge and cess) was 25.168% for the year ended March 31, 2022 (25.168% for the year ended March 31, 2021).

The following table sets forth, for the periods indicated, reconciliation of the expected income taxes at statutory income tax rate to income tax expense/ (benefit) as reported.

₹ in million

Particulars	Year ended March 31,2022	*Year ended March 31,2021*
Profit before income taxes	4,424.8	*7,606.6*
Enacted statutory tax rate in India	25.168%	*25.168%*
Income tax expense/(benefit) at the statutory tax rate	1,113.6	*1,914.4*
Increases/(reductions) in taxes on account of:		
Exempt interest and dividend income	(0.4))	*(6.2)*
Expenses disallowed for tax purposes	24.9	*17.5*
Timing differences	(495.1)	*(21.3)*
Income tax expense/(benefit) reported	643.0	*1,904.0*
Deferred tax	494.7	*21.4*
Total tax expense	1,137.7	*1,925.4*
Effective tax rate	25.71%	*25.31%*

The following table sets forth, for the periods indicated, income taxes charged or credited directly to statement of other comprehensive income.

₹ in million

Particulars	Year ended March 31,2022	*Year ended March 31,2021*
Items that will not be reclassified to the profit or loss ('P&L')		
Defined benefit plan actuarial gains/ (losses)	13.6	*30.1*
Items that will be reclassified to the P&L	-	-
Net change in fair value of financial assets measured at fair value through Other Comprehensive Income ('OCI')	-	-
Income tax charged / (credit) to OCI	3.4	*7.6*

Notes forming part of the financial statements *Continued*

Significant components of net deferred tax assets and liabilities for the year ended March 31, 2022 are as follows

₹ in million

For the year ended March 31, 2022	Opening balance	Recognised in P&L	Recognised in OCI	Closing balance
Depreciation on Property and equipment	2.0	0.2	-	2.2
Right of use asset and lease liability	-	3.1	-	3.1
Provision for Employee Benefit Obligation	32.7	9.4	(3.4)	38.6
Provision for Expected Credit Losses	0.3	1.0	-	1.3
Unrealised Gain/ Loss on securities and derivatives	258.8	(508.4)	-	(249.6)
Total	**293.8**	**(494.7)**	**(3.4)**	**(204.3)**

₹ in million

For the year ended March 31, 2021	Opening balance	Recognised in P&L	Recognised in OCI	Closing balance
Depreciation on Property and equipment	1.9	0.1	-	2.0
Provision for Employee Benefit Obligation	34.3	5.9	(7.6)	32.7
Provision for Expected Credit Losses	0.2	0.2	-	0.3
Unrealised Gain/ Loss on securities and derivatives	286.3	(27.5)	-	258.8
Total	**322.7**	**(21.4)**	**(7.6)**	**293.8**

Accounting for uncertainty in income taxes

The evaluation of uncertain tax positions involves an interpretation of relevant tax laws which could be subject to challenge by the tax authorities and an assessment of whether the tax authorities will accept the position taken. The Company does not currently consider that assumptions or judgements made in assessing tax liabilities have a significant risk resulting in a material adjustment within the next financial year.

Undisclosed income

There is no unrecorded transaction in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

11) Contingent liabilities and commitments

Various tax-related legal proceedings are pending against the Company at various levels of appeal either with the tax authorities or in the courts. Where after considering all available information in the opinion of management a liability requires accrual, the Company accrues such liability.

Where such proceedings are sufficiently advanced to enable management to assess that a liability exists and are subject to reasonable estimation, management records its best estimate of such liability. Where a reasonable range of potential outcomes is estimated, management records its best estimate, or in the absence of a basis for selecting a specific estimate within a range, management records a liability no less than the lower end of the estimated range. The contested tax demands are adjusted by the tax authorities against refunds due to the Company on favorable resolution of earlier year's appeals/ completion of assessments or paid or kept in abeyance in accordance with the terms of the stay order. The payment/adjustment/stay does not prejudice the outcome of the appeals filed by the Company. Contingent liabilities towards income tax matters is ₹ Nil (previous year ₹ Nil).

There are block assessment for various assessment years which are pending at the High Court or ITAT and the Company expects that that the tax demand (if any) will be adjusted against the refund for other years in the block and there will not be any cash outflow for the Company.

₹ in million

	Nature of liabilities	At March 31, 2022	*At March 31, 2021*
A	Contingent liabilities*	206.7	-
B	Estimated amount of contracts to be executed on capital account**	57.9	*1.0*

* During the year, the Company has received an order from The Principal Commissioner, CGST and Central Excise pertaining to two show cause notices for the period 01-10-2012 to 30-06-2017. The impugned order has disallowed claim of Cenvat credit amounting to ₹ 110.2 million under Rule 14 of CENVAT Credit Rules, levied penalty amounting to ₹ 96.6 million under Rule 15 of CENVAT Credit Rules and interest is also levied at appropriate rate which will be determined as per the rule 14 of CCR 2004 read with section 75 of Finance Act 1994. The Company has paid ₹ 8.3 million (previous year ₹ Nil) under protest for filing appeal with CESTAT. Balance cash outflow for service tax matter under dispute aggregating ₹ 198.5 (previous year Nil) will depend on the outcome of matter under dispute.

** Includes GST

12) Reimbursement of Service Tax (ST) and Goods and Service Tax (GST) on underwriting commission

The Company receives underwriting commission from RBI towards underwriting issuances of government securities. This commission was brought under the ambit of Service Tax (ST) in terms of amendments introduced in the Finance Act 2012 with effect from July 01, 2012 till June 30, 2017 and thereafter under Goods and Services Tax (GST). The Company has been discharging the tax liability by considering the commission received as inclusive of ST/ GST. RBI vide its letter dated December 01, 2020 proposed to reimburse the ST/ GST paid by Primary Dealers(PDs) from July 01, 2012. The Company has received this reimbursement during FY-2021. As a result of this, fees and commission income for FY2021 includes an amount of ₹ 176.4 million towards reimbursement of ST and GST on underwriting commission relating to the period from July 1, 2012 to March 31, 2020.

13) Information about business and geographical segments

The Company's primary operations fall under single business segment of securities trading, lending borrowing and its allied services whose operating results are regularly reviewed by the Company's chief operating decision maker to assess performance and make decisions. Hence, no additional disclosure is to be provided under IND AS 108 Operating Segment Reporting, other than those already provided in the financial statements. Further all the assets and liabilities of the Company are located within India.

14) Subsidiaries and other entities

As per the existing regulatory framework applicable to the Company, the Company is not allowed to have any step-down subsidiary.

15) Borrowings from banks and financial institution

The Company has utilized Borrowings from Banks and Financial Institution for the purposes for which it was taken.

16) The Company is not engaged in the business of trading or investing in crypto currency or virtual currency and hence no disclosure is required.

17) As at March 31, 2022, the Company has not been declared willful defaulter by any bank/financial institution or other lender.

18) The Company does not have any transaction with companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 and hence no disclosure is required.

19) The Company does not have any charges or satisfaction yet to be registered with the registrar of companies(ROC) beyond the statutory period as at March 31, 2022.

20) Significant restrictions

The Company does not have significant restrictions on its ability to access or use its assets and settle its liabilities other than those resulting from the supervisory frameworks within which it operates. The supervisory frameworks require the Company to maintain certain levels of investments in government securities, and comply with other limits and ratios.

21) Changes in liabilities arising from financing activities including changes arising from both cash flow and non-cash changes in line with Ind AS 7, 'Statement of Cash Flow':

₹ in million

	April 1, 2021	Cash Flows	Non-Cash Changes		March 31, 2022
			New Leases	Interest Expense	
Short term Borrowing					
Secured					
Tripartite Repo (TREPS) borrowings	-	28,377.3	-	-	28,377.3
Repo borrowings	138,375.8	(51,466.5)	-	-	86,909.3
Unsecured					
Commercial Paper borrowings	6,975.1	3,014.8	-	-	9,989.9
Inter-Corporate borrowings	2,115.0	2,685.0	-	-	4,800.0
Money at Call, Notice and Term	13,880.0	9,880.0	-	-	23,760.0
Total short-term borrowings (net) (A)	**161,345.9**	**(7,509.4)**	**-**	**-**	**153,836.5**
Long term Borrowing					
Subordinated bonds issued as Tier II capital	5,250.0	500.0	-	-	5,750.0
Total long-term borrowings (net) (B)	**5,250.0**	**500.0**	**-**	**-**	**5,750.0**
Lease (C)	**-**	**-**	**227.3**	**2.5**	**229.8**
Dividend Paid (D)	**-**	**(1,813.5)**			**-**
Total(A+B+C+D)	**166,595.9**	**(8,822.9)**	**227.3**	**2.5**	**159,816.3**

₹ in million

	April 1, 2020	Cash Flows	Non-Cash Changes		March 31, 2021
			New Leases	Interest Expense	
Short term Borrowing					
Secured					
Borrowings under Liquidity Adjustment Facility & Standing Liquidity Facility	31,518.5	(31,518.5)			-
Tripartite Repo (TREPS) borrowings	2,179.9	(2,179.9)	-	-	-
Repo borrowings	79,176.3	59,199.5	-	-	138,375.8
Unsecured					
Commercial Paper borrowings	14,943.7	(7,968.6)	-	-	6,975.1
Inter-Corporate borrowings	1,420.0	695.0	-	-	2,115.0
Money at Call, Notice and Term	11,790.0	2,090.0	-	-	13,880.0
Total short-term borrowings (net) (A)	**141,028.4**	**20,317.5**	**-**	**-**	**161,345.9**
Long term Borrowing					
Subordinated bonds issued as Tier II capital	5,250.0	-	-	-	5,250.0
Total long-term borrowings (net) (B)	**5,250.0**	**-**	**-**	**-**	**5,250.0**
Lease (C)	**-**	**-**	**-**	**-**	**-**
Dividend Paid (D)	**-**	**(3,189.0)**			**-**
Total (A+B+C+D)	**146,278.4**	**17,128.5**	**-**	**-**	**166,595.9**

22) Dividend

(a) The Board of Directors at its meeting held on April 20, 2021 had recommended final dividend amounting to ₹ 1,203.8 million (₹ 77,000/- per equity share) for the year ended March 31, 2021. The same was approved by the shareholders in the annual general meeting held on June 29, 2021. This dividend has been paid on June 30, 2021

(b) The Board of Directors at its meeting held on October 12, 2021 had approved first interim dividend on equity shares amounting to ₹ 609.7 million (₹ 39,000/- per equity share) for the six months ended September 30, 2021 (first interim dividend of ₹ 703.5 million (₹ 45,000/- per equity share) approved for the three months ended June 30, 2020, second interim dividend of ₹ 500.3 million (₹ 32,000/- per equity share) approved for the six months ended September 30, 2020 and third interim dividend of ₹ 1,000.6 million (₹ 64,000/- per equity share) approved for the nine months ended December 31, 2020.) This dividend has been paid on October 14, 2021.

(c) The Board of Directors at its meeting held on April 19, 2022 have recommended final dividend on equity shares amounting to ₹ 1,360.2 million (₹ 87,000/- per equity share) for the year ended March 31, 2022. (₹ 1,203.8 million, ₹ 77,000/- per equity share for the year ended March 31, 2021). Payment of this final dividend is subject to the approval of the shareholders in the annual general meeting of the Company.

23) Code on Social Security, 2020

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective.

24) Recent Pronouncement

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statement

25) Impact of COVID-19

The Company has taken into account the possible impact of COVID-19 pandemic in preparation of the aforementioned annual financial statements, including but not limited to its assessment of liquidity and going concern assumption, recoverable value of its financial and non-financial assets, impact on revenue and costs. Primary Dealership business was a permitted activity during the period of lockdown. Accordingly, the Company has faced no material business stoppages/ interruptions on account of COVID 19 pandemic. At April 19, 2022, based on facts and circumstances existing as of that date, the Company does not anticipate any material uncertainties which affect its liquidity position or its ability to continue as a going concern.

Notes forming part of the financial statements *Continued*

₹ in million

	At March 31, 2022	*At March 31, 2021*
2. CASH AND CASH EQUIVALENTS		
Balance in current accounts with scheduled banks	**34.0**	*20.1*
In current account with Reserve Bank of India	**12.4**	*2.7*
	46.4	*22.8*
3. BANK BALANCE OTHER THAN (2) ABOVE		
Fixed deposits with scheduled banks (under lien)	**9.7**	*505.2*
Provision for Expected Credit Loss	**(0.0)**	*(0.1)*
	9.7	*505.1*

0.0 indicates amounts less than ₹ 0.05 million

₹ in million

4. SECURITIES FOR TRADE	**At March 31, 2022**			*At March 31, 2021*		
	At Fair Value		**Total**	*At Fair Value*		*Total*
	Through Other Comprehensive Income	**Through profit or loss**		*Through Other Comprehensive Income*	*Through profit or loss*	
	(1)	**(2)**	**(3)=(1)+(2)**	*(1)*	*(2)*	*(3)=(1)+(2)*
Government securities	-	137,433.4	137,433.4	-	*140,438.9*	*140,438.9*
Debentures, Bonds, CPs & CDs	-	21,165.2	21,165.2	-	*17,204.1*	*17,204.1*
Equity instruments	-	38.8	38.8	-	*36.6*	*36.6*
Total – Gross (A)	-	**158,637.4**	**158,637.4**	-	***157,679.6***	***157,679.6***
(i) Outside India	-	-	-	-	-	-
(ii) In India	-	158,637.4	158,637.4	-	*157,679.6*	*157,679.6*
Total (B)	-	**158,637.4**	**158,637.4**	**-**	***157,679.6***	***157,679.6***
Less: Allowance for impairment loss (C)	-	-	-	-	-	-
Total – Net D = (A)-(C)	-	**158,637.4**	**158,637.4**	**-**	***157,679.6***	***157,679.6***

DETAILS OF PURCHASES AND SALES OF SECURITIES FOR TRADE

₹ in million

Category	**Purchases**		**Sales**	
	Face Value	**Deal Value***	**Face Value**	**Deal Value***
Government securities**	4,952,015.8	4,914,508.3	5,424,390.8	4,995,297.2
	(3,907,939.1)	*(3,970,936.7)*	*(4,115,833.8)*	*(3,973,991.9)*
Treasury bills	570,838.0	557,602.2	509,352.1	499,251.8
	(534,975.3)	*(525,983.1)*	*(551,155.9)*	*(542,377.0)*
Shares	7.0	911.4	6.9	1,382.6
	(14.7)	*(432.5)*	*(14.6)*	*(583.7)*
Debentures, Bonds, CPs & CDs	214,144.2	215,170.5	210,244.2	211,214.0
	(285,527.9)	*(286,876.0)*	*(285,670.9)*	*(287,124.2)*
Mutual funds	1,763.4	1,999.9	1,763.4	2,000.3
	(903.7)	*(1,000.0)*	*(903.7)*	*(1,000.2)*
Total	**5,738,768.4**	**5,690,192.2**	**6,145,757.4**	**5,709,145.9**
	(4,729,360.6)	*(4,785,228.2)*	*(4,953,578.8)*	*(4,805,076.9)*

Note: Figures in parenthesis pertain to previous year. * Excludes accrued interest ** Includes deals executed in short-sell segment

5. DERIVATIVE FINANCIAL INSTRUMENTS

Being a Primary Dealer, the Company actively trades in permissible interest, currency and equity derivative instruments and holds them mainly as part of its trading portfolio.

Refer to the Risk Management section under Significant Accounting Policies and Other Disclosures Note for overview of the risk management framework of the Company.

₹ in million

	At March 31, 2022			*At March 31, 2021*		
	Notional amounts	**Fair value - Assets**	**Fair value - Liabilities**	*Notional amounts*	*Fair value - Assets*	*Fair value - Liabilities*
(i) Currency derivatives:						
- Currency Futures	151.9	-	0.0	-	-	-
(ii) Interest rate derivatives						
- Interest Rate Swaps	6,629,124.8	707.4	300.7	*3,779,416.1*	*605.4*	*2,649.8*
(iii) Equity linked derivatives	10,258.5	6.0	-	*2,112.7*	*1.4*	-
Total Derivative Financial Instruments (i)+(ii)+(iii)	**66,39,535.2**	**713.4**	**300.7**	*3,781,528.8*	*606.8*	*2,649.8*

None of the above positions are held for hedging.

₹ in million

	At March 31, 2021	*At March 31, 2020*
6. TRADE RECEIVABLES		
SECURED		
Trades executed but not settled	14,048.9	*24,885.4*
Considered Doubtful	-	-
Total secured	14,048.9	*24,885.4*
UNSECURED		
Fees receivable	2.0	*16.2*
Considered doubtful	-	-
	2.0	*16.2*
Provision for Standard assets/ Expected Credit Loss	(0.0)	*(0.0)*
Total unsecured	2.0	*16.2*
TOTAL	**14,050.9**	*24,901.6*

For trade receivables outstanding, following is the ageing schedule:

At March 31, 2022

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed trade receivables - considered good	14,048.9	2.0	-	-	-	-	14,050.9
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-		-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total	**14,048.9**	**2.0**	**-**	**-**	**-**	**-**	**14,050.9**

The Provision has been made as per the guidelines issued by RBI and there is no receivable which is in the nature of credit impaired

At March 31, 2021

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed trade receivables - considered good	24,885.4	16.2	-	-	-	-	24,901.6
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-		-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total	**24,885.4**	**16.2**	**-**	**-**	**-**	**-**	**24,901.6**

The Provision has been made as per the guidelines issued by RBI and there is no receivable which is in the nature of credit impaired

0.0 indicates amounts less than ₹ 0.05 million

₹ in million

	At March 31, 2022	*At March 31, 2021*
7. LOANS		
At Amortised cost		
(A)		
Repo lending	25,648.6	*5,036.3*
Provision for Expected Credit Loss	(5.0)	*(1.0)*
	25,643.6	***5,035.3***
Repo lending to RBI	-	*1,600.0*
Total (A) - Gross	**25,643.6**	***6,635.3***
Impairment loss allowance	-	-
Total (A) - Net	25,643.6	*6,635.3*
(B)		
Secured by tangible assets (securities in trade)	25,643.6	*6,635.3*
Total (B) - Gross	**25,643.6**	***6,635.3***
Impairment loss allowance	-	-
Total (B) - Net	**25,643.6**	***6,635.3***
(C) (I) Loans in India		
(i) Public sector	-	-
(ii) Others (as specified in (A) above)	25,643.6	*6,635.3*
Impairment loss allowance	-	-
Total(C) (I)-Net	**25,643.6**	***6,635.3***
(C) (II) Loans outside India		
Total (C) (II)- Net	-	-
Total C(I) and C(II)	**25,643.6**	***6,635.3***

Note: The Company has not granted any loans or advances in the nature of loans to promoter, directors, KMP and related party as defined under Companies Act 2013 during the current and previous financial year

Notes forming part of the financial statements *Continued*

₹ in million

	At March 31, 2022	*At March 31, 2021*
8. OTHER FINANCIAL ASSETS		
Interest accrued but not due	1,558.8	*1,566.0*
Advances and deposits*	1,418.0	*796.1*
Provision for Expected Credit Loss	(0.3)	*(0.2)*
Deposits with stock exchanges	12.8	*7.8*
Provision for Expected Credit Loss	(0.00)	*(0.00)*
	2,989.3	*2,369.7*

* For advances to and deposits with related parties, please refer Note 32 below

0.0 indicates amounts less than ₹ 0.05 million

₹ in million

	At March 31, 2022	*At March 31, 2021*
9. CURRENT TAX ASSETS (NET)		
Advance tax (including tax deducted at source) net of provisions for tax	316.9	*270.0*
	316.9	*270.0*

₹ in million

	At March 31, 2022	*At March 31, 2021*
10. DEFERRED TAX ASSETS / (LIABILITIES) (NET)		
The break-up of deferred tax assets / (liabilities) into major components at balance sheet date is as follows:-		
Timing differences on account of:		
Depreciation on property, plant, equipment and other intangible assets	2.2	*2.0*
Right of use asset and lease liability	3.1	-
Provision for expected credit losses	1.3	*0.3*
Provision for employee benefits	38.6	*32.7*
Unrealised net loss/ (gain) on derivatives & securities for trade	(249.6)	*258.8*
	(204.3)	*293.8*

(Also refer note 10 of other notes)

₹ in million

	Gross block (at cost)				Accumulated depreciation/ amortisation				Net block
	April 1, 2021	*Additions*	*Sale/Adj.*	**March 31, 2022**	April 1, 2021	Additions	Sale/Adj.	**March 31, 2022**	March 31, 2,021
11. PROPERTY, PLANT AND EQUIPMENT									
(i) Tangible									
Office equipment	*2.7*	**1.2**	**0.8**	**3.1**	*1.6*	**0.7**	**0.7**	**1.6**	*1.5*
Computers	*24.0*	**5.1**	**1.8**	**27.3**	*12.1*	**5.3**	**1.8**	**15.6**	*11.7*
Furniture & fixtures	*1.9*	**-**	**-**	**1.9**	*1.2*	**0.3**	**-**	**1.5**	*0.4*
Vehicles	*4.4*	**-**	**-**	**4.4**	*2.7*	**1.1**	**-**	**3.8**	*0.6*
Right-of-Use - Office premises (refer note 9 of Other notes)	**-**	**235.3**	**-**	**235.3**	-	**8.5**	**-**	**8.5**	*226.8*
TOTAL TANGIBLE	***33.0***	**241.6**	**2.6**	**272.0**	***17.6***	**15.9**	**2.5**	**31.0**	***241.0***
(ii) Intangible									
Software	*18.4*	**-**	**0.6**	**17.8**	*15.6*	**1.5**	**0.6**	**16.5**	*1.3*
Total intangible	***18.4***	**-**	**0.6**	**17.8**	***15.6***	**1.5**	**0.6**	**16.5**	***1.3***
Total (i) & (ii)	***51.4***	**241.6**	**3.2**	**289.8**	***33.2***	**17.4**	**3.1**	**47.5**	***242.3***
(iii) Capital work-in-progress	*2.2*	-	**2.2**	**-**	-	**-**	-	**-**	-
GRAND TOTAL (i), (ii) & (iii)	*53.6*	**241.6**	**5.4**	**289.8**	*33.2*	**17.4**	**3.1**	**47.5**	***242.3***

Note: The Company does not possess any immovable property, investment property and benami property (under the Benami transactions prohibitions Act 1988) Act at March 31, 2022.

At March 31, 2022

CWIP	**Amount in CWIP for a period of**				**Total***
	Less than 1 year	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

*Note: There is no capital work in progress whose completion is overdue or has exceeded its cost compared to its original plan as on March 31, 2022.

₹ in million

	Gross block (at cost)				Accumulated depreciation/ amortisation				Net block
	April 1, 2020	*Additions*	*Sale/Adj.*	*March 31, 2021*	*April 1, 2020*	*Additions*	*Sale/Adj.*	*March 31, 2021*	*March 31, 2021*
11. PROPERTY, PLANT AND EQUIPMENT									
(i) Tangible									
Office equipment	*3.4*	*0.8*	*1.5*	*2.7*	*2.1*	*0.9*	*1.4*	*1.6*	*1.1*
Computers	*16.1*	*7.9*	*-*	*24.0*	*7.3*	*4.8*	*-*	*12.1*	*11.9*
Furniture & fixtures	*1.9*	*-*	*-*	*1.9*	*0.9*	*0.3*	*-*	*1.2*	*0.7*
Vehicles	*5.8*	*-*	*1.4*	*4.4*	*2.1*	*1.3*	*0.7*	*2.7*	*1.7*
TOTAL TANGIBLE	*27.2*	*8.7*	*2.9*	*33.0*	*12.4*	*7.3*	*2.1*	*17.6*	*15.4*
(ii) Intangible									
Software	*21.1*	*-*	*2.7*	*18.4*	*16.6*	*1.7*	*2.7*	*15.6*	*2.8*
Total intangible	*21.1*	*-*	*2.7*	*18.4*	*16.6*	*1.7*	*2.7*	*15.6*	*2.8*
Total (i) & (ii)	***48.3***	***8.7***	***5.6***	***51.4***	***29.0***	***9.0***	***4.8***	***33.2***	***18.2***
(iii) Capital work-in-progress	*-*	*2.2*	*-*	*2.2*	*-*	*-*	*-*	*-*	*2.2*
GRAND TOTAL (i), (ii) & (iii)	***48.3***	***10.9***	***5.6***	***53.6***	***29.0***	***9.0***	***4.8***	***33.2***	***20.4***

Note: The Company does not possess any immovable property, investment property and benami property (under the Benami transactions prohibitions Act 1988) Act at March 31, 2021

At March 31, 2021

CWIP	**Amount in CWIP for a period of**				**Total***
	Less than 1 year	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	
Projects in progress	2.2	-	-	-	2.2
Projects temporarily suspended	-	-	-	-	-

*Note: There is no capital work in progress whose completion is overdue or has exceeded its cost compared to its original plan as on March 31, 2021

₹ in million

	At March 31, 2022	*At March 31, 2021*
12. OTHER NON-FINANCIAL ASSETS		
GST credit receivable	19.6	-
Amount deposited under protest*	8.3	-
Prepaid Expenses	40.4	*20.2*
Capital Advances	5.4	-
	73.7	*20.2*

*Amount deposited under protest relates to amount deposited for filing appeal with CESTAT for service tax matter under dispute. Also refer note 11 of other notes

**For other advances to related parties, please refer Note 32

₹ in million

	At March 31, 2022	*At March 31, 2021*
13. TRADE PAYABLES		
(i) Total outstanding dues of micro and small enterprises (refer note below)	4.8	*2.5*
(ii) Total outstanding dues of creditors other than micro and small enterprises: (includes trades executed but not settled of ₹ 4.5 million (At March 31, 2021: ₹ 250.4 million))	68.1	321.0
	72.9	*323.5*

At March 31, 2022

			Outstanding for following periods from due date of payment			
	Unbilled	**Not due**	**Less than 1 year**	**1 - 2 years**	**More than 2 years**	**Total**
(i) MSME	4.8	-	-	-	-	4.8
(ii) Others	35.1	4.5	28.5	-	-	68.1
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**39.9**	**4.5**	**28.5**	**-**	**-**	**72.9**

At March 31, 2021

			Outstanding for following periods from due date of payment			
	Unbilled	**Not due**	**Less than 1 year**	**1 - 2 years**	**More than 2 years**	**Total**
(i) MSME	*2.5*	-	-	-	-	*2.5*
(ii) Others	*30.7*	*250.4*	*39.9*	-	-	*321.0*
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	***33.2***	***250.4***	***39.9***	**-**	**-**	***323.5***

Note: Details of dues to micro and small enterprises as per Micro, Small and Medium Enterprises Development Act, 2006

Notes forming part of the financial statements *Continued*

The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified based on information available with the Company. The amount of principal and interest outstanding during the year is given below.

₹ in million

	At March 31, 2022	*At March 31, 2021*
The principal amount and the interest due thereon (Interest - March 31, 2022 : Nil, March 31, 2021 : Nil) remaining unpaid to any supplier at the end of each accounting year	**4.8**	2.5
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	**-**	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006	**-**	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	**-**	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	**-**	-

₹ in million

	At March 31, 2022	*At March 31, 2021*
14. DEBT SECURITIES		
Unsecured		
At Amortised cost		
Commercial Paper borrowings	9,989.9	*6,975.1*
(The above borrowings are in India and are repayable within a year)		
	9,989.9	*6,975.1*
Terms of repayment :		
(1) Maturity pattern	63 days to 70 days	*56 days*
(2) Interest rate	4.21% - 4.48%	*3.40% - 3.75%*

₹ in million

	At March 31, 2022	*At March 31, 2021*
15. BORROWINGS (OTHER THAN DEBT SECURITIES)		
At amortised cost		
Secured		
Tripartite Repo (TREPS) borrowings	28,377.3	-
(Secured by pledge of Government securities of Face Value ₹ 29,766.7 million. (At March 31, 2021: ₹ NIL))		
Repo borrowings	86,909.3	*138,375.8*
(Secured by pledge of Government securities of Face Value ₹ 85,360.8 million. (At March 31, 2021: ₹ 134,234.4 million))		
Unsecured		
Inter-Corporate borrowings	4,800.0	*2,115.0*
Money at Call, Notice and Term	23,760.0	*13,880.0*
	143,846.6	*154,370.8*

₹ in million

Terms of repayment:	**At March 31, 2022**		*At March 31, 2021*	
	Maturity pattern	**Interest rate**	*Maturity pattern*	*Interest rate*
Tripartite Repo (TREPS) borrowings	4 days	4.00% - 4.10%	NA	NA
Repo borrowings	4 days	3.65% - 3.85%	5 days	3.40% - 3.50%
Inter-Corporate borrowings	15 days to 91 days	3.65% - 4.44%	7 days to 91 days	3.50% - 4.04%
Money at Call, Notice and Term	4 days to 114 days	3.35% - 4.05%	5 days to 54 days	3.25% - 3.67%

₹ in million

	At March 31, 2022	*At March 31, 2021*
16. SUBORDINATED LIABILITIES		
Unsecured		
At Amortised cost		
Subordinated bonds issued as Tier II capital	5,750.0	*5,250.0*
(The above borrowings are in India)		
	5,750.0	*5,250.0*

₹ in million

	At March 31, 2022	*At March 31, 2021*
17. OTHER FINANCIAL LIABILITIES		
Interest accrued but not due on loans	409.3	*354.9*
Other liabilities	25,800.2	*8,841.2*
(Includes securities short sold of face value ₹ 25,707.0 million (At March 31, 2021: ₹ 8,465.0 million) and security deposit of ₹ 42 million (At March 31, 2021: ₹ 42 million)		
Lease Liabilities (refer note 9 of Other notes)	229.8	-
	26,439.3	*9,196.1*

₹ in million

	At March 31, 2022	*At March 31, 2021*
18. PROVISIONS		
Provision for employee benefits		
Provision for leave encashment (refer note 8 of Other notes)	18.1	*30.0*
Provision for gratuity (refer note 8 of Other notes)	78.4	*99.8*
Provision for long term incentive (refer note 8 of Other notes)	91.0	-
	187.5	*129.8*

₹ in million

	At March 31, 2022	*At March 31, 2021*
19. OTHER NON-FINANCIAL LIABILITIES		
Statutory dues	34.0	*20.7*
Other non-financial liabilities	0.8	*1.0*
	34.8	*21.7*

₹ in million

	At March 31, 2022	*At March 31, 2021*
20. EQUITY SHARE CAPITAL		
Authorized:		
50,000 (previous year: 50,000) equity shares of ₹ 1,00,000/- each	5,000.0	*5,000.0*
Issued, subscribed & fully paid-up		
15,634 (previous year: 15,634) equity shares of ₹ 1,00,000/- each	1,563.4	*1,563.4*

Shares held by promoters at the end of the year (same for previous year)				% Change during the year
Sr. no.	**Promoter Name**	**No. of Shares**	**%of total shares**	
1	ICICI Bank Limited	15,634	100%	-

Notes:

(1) The Company has only one class of equity shares having a par value of ₹ 100,000/- per share. Each shareholder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

(2) All the issued, subscribed & fully paid-up shares are held by ICICI Bank Limited (the Holding company) and its nominees (same for previous year).

Reconciliation of the shares at the beginning and at the end of the reporting year

Equity shares	**As March 31, 2022**		*As March 31, 2021*	
	No. of shares	**₹ in million**	*No. of shares*	*₹ in million*
At the beginning of the year	15,634	1,563.4	*15,634*	*1,563.4*
Issued during the year	-	-	-	-
Outstanding at the end of the year	**15,634**	**1,563.4**	*15,634*	*1,563.4*

Details of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date :

(a) During the period of last five years immediately preceding the reporting date, the Company has not allotted any shares as fully paid up pursuant to any contract without payment being received in cash.

(b) During the period of last five years immediately preceding the reporting date, the Company has not issued any bonus shares.

(c) During the period of last five years immediately preceding the reporting date, the Company has not bought back any equity shares.

₹ in million

Details of proposed dividend	At March 31, 2022	*At March 31, 2021*
The Board proposed final dividend on equity shares after the balance sheet date		
Proposed dividend on equity shares :		
₹ 87,000 per share (March 31, 2021 : ₹ 77,000/- per share)	1,360.2	*1,203.8*
	1,360.2	*1,203.8*

Notes forming part of the financial statements *Continued*

₹ in million

	At March 31, 2022	*At March 31, 2021*
21. OTHER EQUITY		
(A) Summary of Other Equity Balances		
Capital reserve	1,153.7	*1,153.7*
ESOP reserve	64.3	*59.0*
General reserve	749.1	*749.1*
Special reserve	7,927.6	*7,270.2*
Capital redemption reserve	466.6	*466.6*
Retained earnings	3,958.0	*3,141.8*
Items of other comprehensive income		
- Re-measurement of defined benefit plans	14.9	*4.7*
	14,334.2	*12,845.1*

(B) Nature and purpose of reserves

(a) Capital reserve

Capital Reserve represents profit on sale of securities classified as Held to Maturity (HTM) investments (net of tax) under Master Direction – Operational Guidelines for Primary Dealers issued by RBI and is not free for distribution of dividend.

(b) ESOP reserve

This reserve represents fair value of equity-settled share-based payment awards for grant of options to acquire equity shares of the Holding Company viz. ICICI Bank Limited, to whole time directors and eligible employees of the Company.

(c) General reserve

The Company created a general reserve in earlier years pursuant to the provisions of the Companies Act, 1956, wherein certain percentage of profits were required to be transferred to General reserve before declaring dividends. As per Companies Act, 2013, the requirement to transfer profits to General reserve is not mandatory. General reserve is a free reserve available to the Company for distribution.

(d) Special reserve

Pursuant to section 45 IC of The Reserve Bank of India Act, 1934, the Company being a NBFC is required to transfer a sum of not less than 20% of its net profits every year as disclosed in the Statement of Profit and Loss and before any dividend is declared to this reserve. No appropriation of any sum from this reserve shall be made by the Company except for the purpose as may be specified by RBI.

(e) Capital redemption reserve

Pursuant to provisions of erstwhile Companies Act, 1956, capital redemption reserve was created when Company bought back its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased was transferred to capital redemption reserve.

₹ in million

	Year ended March 31, 2022	*Year ended March 31, 2021*
22. INTEREST INCOME		
(i) Financial assets classified as fair value through profit or loss		
Interest and discount income	8,075.5	*9,769.5*
(ii) Financial assets classified as fair value through OCI		
Interest income from investments classified as fair valued through OCI	-	*35.7*
(iii) Financial assets measured at Amortised Cost		
Interest on loans	354.3	*142.0*
Interest on deposits with banks	20.1	*40.0*
Other interest income	12.0	*6.8*
	8,461.9	*9,994.0*

₹ in million

	Year ended March 31, 2022	*Year ended March 31, 2021*
23. DIVIDEND INCOME		
Dividend income on trading portfolio	1.6	*24.5*
	1.6	*24.5*

₹ in million

	Year ended March 31, 2022	*Year ended March 31, 2021*
24. FEES AND COMMISSION INCOME		
Financial advisory services	2.2	*10.4*
Syndication fees	99.6	*109.5*
Underwriting commission	530.5	*559.5*
Brokerage and commission	1.3	-
	633.6	*679.4*

₹ in million

	Year ended March 31, 2022	*Year ended March 31, 2021*
25. NET GAIN ON FAIR VALUE CHANGES		
A. Net gain/ (loss) on financial instruments at fair value through profit or loss		
(i) On trading portfolio		
- Securities for trade	615.4	*2,477.8*
- Derivatives	762.8	*44.3*
B. Realised gain / (loss) on sale of securities fair valued through OCI	-	*632.9*
Total Net gain / (loss) on fair value changes (A+B)	**1,378.2**	***3,155.0***
Fair Value Changes		
- Realised	(1,154.9)	*4,322.6*
- Unrealised	2,533.1	*(1,167.6)*
	1,378.2	*3,155.0*

₹ in million

	Year ended March 31, 2022	*Year ended March 31, 2021*
26. OTHER INCOME		
Miscellaneous income*	5.0	*0.3*
	5.0	*0.3*

(*Includes excess provision of interest written back amounting to ₹ 4.7 million (previous year Nil))

₹ in million

	Year ended March 31, 2022	*Year ended March 31, 2021*
27. FINANCE COSTS		
On Financial liabilities measured at Amortised cost		
Interest on borrowings	3,992.7	*4,414.1*
Interest on debt securities	213.2	*137.6*
Interest on subordinated liabilities	509.5	*480.1*
Other interest expense	2.5	*9.0*
	4,717.9	*5,040.8*

₹ in million

	Year ended March 31, 2022	*Year ended March 31, 2021*
28. EMPLOYEE BENEFITS EXPENSES		
Salaries, wages and incentives	702.6	*703.2*
Contribution to provident and other funds	46.1	*41.3*
Share based payments to employees	5.3	*13.0*
Staff welfare expenses	9.6	*12.3*
	763.6	*769.8*

₹ in million

	Year ended March 31, 2022	*Year ended March 31, 2021*
29. OTHER EXPENSES		
Procurement expenses	5.0	*4.7*
Rating agency fees	4.4	*3.9*
Brokerage, stamp duty & securities transaction tax	29.6	*17.5*
Bank charges	30.3	*24.4*
Transaction, custodial and depository charges	140.5	*132.1*
Doubtful debts written-off/ provided during the year	5.3	*1.3*
Less: Opening provision	1.3	*0.6*
	4.0	*0.7*
Rent and amenities (also refer note 9 of Other notes)	23.6	*27.3*
Insurance	0.2	*0.2*
Business promotion, traveling and conveyance expenses	10.3	*3.8*
Repairs, maintenance and upkeep	59.1	*41.0*
Rates and taxes	0.1	*0.0*
Electricity expenses	3.7	*3.9*
Loss on sale of fixed assets	0.0	*0.1*
Communication expenses	4.3	*4.3*
Printing and stationery	0.4	*0.3*
Royalty (refer note 32)	61.1	*35.3*
Subscription and periodicals	53.3	*48.0*
Professional fees (Refer Note 1 below)	21.0	*26.6*
Advertisement expenses	0.1	*0.0*
CSR expenditure (Refer Note 2 below)	99.1	*47.6*
Miscellaneous expenses*	6.4	*5.3*
	556.5	*427.0*

0.0 indicates amounts less than ₹ 0.05 million

* Refer to Note 32. Related Party Disclosures for Independent Directors' Fees and Commission

Note 1

AUDITOR'S REMUNERATION* (included in Professional fees)

(a) Audit fees	3.6	*3.4*
(b) Certification fees	1.3	*1.2*
(c) Reimbursement of expenses	0.2	*0.2*
	5.1	*4.8*

*Excluding GST

Note 2

DETAILS OF CSR EXPENDITURE

(a)	Amount required to be spent by the Company during the year,	99.1	*47.6*
(b)	Amount of expenditure incurred	99.1	*47.6*
(i)	Construction or acquisition of asset	-	-
(ii)	on purposes other than (i) above	99.1	*47.6*
(c)	Shortfall at the end of the year	-	-
(d)	Total of previous years shortfall	-	-
(e)	Reason for shortfall	NA	*NA*
(f)	Nature of CSR activities		

Year ended March 31, 2022

Name	Nature	Amount
ICICI Foundation for Inclusive Growth (Refer note 32)	Skill development program; Covid 19 Relief activities; Solid waste management project @Pune - Installation of Litter Bins	**45.3**
Sankalp Sikshan Sanstha	Sponsoring teaching aids, subsidized fees, robotics training, office infrastructure for deaf students	**1.2**
Seva Sadan Society	Sponsoring running cost and infrastructure upgrade for school	**3.6**
Seva Sahayog Foundation	Sponsoring higher education of deserving under privileged students	**1.5**
Sri Sathya Sai Foundation	Heart-lung machine for Kharghar Centre; Sponsoring Cardiac Surgeries / catheter interventions	**7.0** **7.2**
Tata Memorial Fund	Sponsoring robotic surgery instruments; Financial assistance to support treatment of cancer patients	**20.0**
Vision Foundation	Cataract surgeries in adults and pediatric surgeries for the marginalised strata of society	**13.3**
Total		**99.1**

Year ended March 31, 2021

Name	Nature	Amount
Annamrita Foundation	Sponsoring 7,740 meals for migrant workers everyday for a week i.e. a total of 54,180 meals.	2.5
Maharashtra Social Housing and Action League (MASHAL)	Surakshit Safar Sewa for setting up the helpline and providing journey tiffin and hygiene kits to 2,000 migrant workers stuck in Mumbai and Pune	1.1
PM Cares Fund	Covid relief	10.0
Rotary Club Mumbai Charity Trust no 3	Purchase of: 1. AgVa Ventilators 2. Fresenius or any other equivalent brand Dialysis Machines	5.7
Sri Sathya Sai Sanjeevani Centre for Child Heart Care	Purchase of Covid relief equipments: 1. PPE Suits 2. Disinfectants 3. Face Shields 4. Gloves & protective leggings 5. Purchase of X-Ray Machine & other hospital equipments	5.6
Salaam Balaak Trust	1. Sponsoring of dry ration hamper to needy family for 2 months 2. Purchase of 68 pieces of smart phones to be utilised for Online Educational Purposes for children studying in the 9th Standard and onwards 3. Purchase of Laptop and Sim card"	2.6
Bharatiya Vidya Bhavan	Sponsoring underpriviledged kids for robotics competition organised by First Inspires in India	0.5
"ICICI Foundation for Inclusive Growth (Refer note 32)"	Skill development program; Covid 19 Relief activities; Solid waste management project @Pune - Installation of Litter Bins	14.6
Vision Foundation	Sponsoring of 1. Adult cataract surgery 2. pediatric surgery for curing blindness	5.0
Total		**47.6**

30. EARNINGS PER EQUITY SHARE (IN ₹) (BASIC & DILUTED)

Basic and diluted EPS	**₹ 210,253.29**	*₹ 363,387.49*
Nominal value per share	**₹ 100,000.00**	*₹ 100,000.00*

EPS has been calculated based on the profit after tax of ₹ 3,287.1 million (previous year ₹ 5,681.2 million) and the weighted average number of equity shares outstanding during the year of 15,634 (previous year 15,634). Basic and Diluted EPS are same because there were no diluted potential equity shares outstanding during the year.

31. EXPENDITURE IN FOREIGN CURRENCY (ON ACCRUAL BASIS)

Payment for services received	4.9	*5.7*

Notes forming part of the financial statements *Continued*

32. RELATED PARTY DISCLOSURES

Names of related parties where control exists irrespective of whether transactions have occurred

Holding Company	ICICI Bank Limited

Names of other related parties with whom transactions have taken place during the year

Fellow Subsidiaries	ICICI Securities Limited
	ICICI Securities Inc.
	ICICI Prudential Life Insurance Company Limited
	ICICI Home Finance Company Limited
	ICICI Venture Fund Management Company Limited
	ICICI Lombard General Insurance Company Limited (till September 7, 2021)
Associates of Holding Company	ICICI Foundation for Inclusive Growth
	India Infradebt Ltd
	ICICI Lombard General Insurance Company Limited (w.e.f. September 08, 2021)
Post-employment benefit plan entities of ICICI Group Companies	ICICI Bank Limited Provident Fund
	ICICI Home Finance Company Limited Employees Provident Fund
	ICICI Prudential Life Insurance Company Ltd Employees Provident Fund
Key Management Personnel	Mr. Shailendra Jhingan, Managing Director & CEO
Managing director is a KMP	Primary Dealers Association of India
Independent Directors	Mr. Ashvin Parekh
	Mr. Dilip Karnik
	Mr. Radhakrishnan Nair

₹ in million

Name of the Related Party / Type of Transaction	Year ended March 31, 2022	*Year ended March 31, 2021*
ICICI Bank Limited		
Revenue from operations		
Fees and commission income	29.3	Nil
Net gain/(loss) on fair value changes of Interest rate swaps	51.1	(372.7)
Expenses		
Finance costs	14.8	46.3
Royalty	56.8	32.4
Other expenses	74.2	64.2
Employee benefits expenses	21.3	11.5
Other transactions		
Dividend paid	1,813.5	3,189.0
ICICI Securities Limited		
Miscellaneous Income	0.0	0.2
Expenses		
Finance Costs & Other Operating Expenses	1.8	Nil
Other expenses/(recoveries)	1.4	(0.2)
Employee benefits expenses	0.0	Nil
ICICI Securities Inc.		
Expenses		
Other expenses	3.4	3.3
ICICI Lombard General Insurance Company Limited		
Expenses		
Employee benefits expenses	5.2	8.8
Other expenses	0.1	0.1
ICICI Prudential Life Insurance Company Limited		
Revenue from Operations		
Fees and commission Income	Nil	2.3
Interest income	Nil	1.4
Expenses		
Finance costs	47.7	57.1
Employee benefits expenses	0.7	0.5
ICICI Home Finance Company Limited		
Revenue from Operations		
Fees and commission Income	2.1	4.3
Interest income	3.6	0.4
ICICI Venture Fund Management Company Limited		
Expenses		
Other expenses	0.5	0.6
ICICI Foundation for Inclusive Growth		
Expenses		
Corporate Social Responsibility Contribution	45.3	14.6
India Infradebt Ltd		
Revenue from Operations		
Fees and commission income	11.3	Nil
Interest income	16.7	7.4
Independent Directors		
Expenses		
Directors fees	2.7	1.6
Directors commission	2.3	2.3
Primary Dealers Association of India		
Other expenses	0.0**	0.1
Balance Sheet and Off-balance sheet Items:		
ICICI Bank Limited		
Financial Assets		
Cash and cash equivalents	29.3	15.6
Trade receivables	0.9	Nil
Other financial assets	110.2	110.2
Financial Liabilities		
MTM payable on Interest Rate Swaps	108.5	154.4
Trade payables	16.1	27.1
Equity		
Share Capital	1,563.4	1,563.4
Derivative Financial Instruments		
Notional Principal amount of Interest Rate Swaps outstanding*	37,251.8	173,521.9
Other transactions		
Purchase of securities in trade (including accrued interest)	7,319.8	3,803.6
Sale of securities in trade (including accrued interest)	7,945.8	28,230.9
ICICI Securities Limited		
Non Financial Assets		
Other Non Financial Assets	1.4	0.2
Financial Liabilities		
Trade Payables	0.0**	0.3
Other transactions		
Sale of securities in trade (including accrued interest)	605.5	1,460.5
Purchase of Fixed asset	1.3	Nil
ICICI Securities Inc.		
Trade payables	1.7	1.6

₹ in million

Name of the Related Party / Type of Transaction	Year ended March 31, 2022	*Year ended March 31, 2021*
ICICI Lombard General Insurance Company Limited		
Non Financial assets		
Other non financial assets	7.0	6.2
Other transactions		
Purchase of securities in trade (including accrued interest)	1,766.5	1,412.1
Sale of securities in trade (including accrued interest)	6,776.2	7,465.4
ICICI Prudential Life Insurance Company Limited		
Financial Liabilities		
Subordinated Liabilities	250.0	600.0
Other financial liabilities	21.4	30.9
Non Financial assets		
Other Non financial assets	0.5	0.3
Other transactions		
Purchase of securities in trade (including accrued interest)	3,710.3	7,053.6
Sale of securities in trade (including accrued interest)	17,292.2	22,367.9
ICICI Home Finance Company Limited		
Other transactions		
Purchase of securities in trade (including accrued interest)	1,464.5	973.4
ICICI Venture Fund Management Company Limited		
Financial assets		
Other financial assets	Nil	0.5
India Infradebt Ltd		
Other Transactions		
Purchase of securities in trade (including accrued interest)	1,000.0	4,250.0
ICICI Prudential Life Insurance Company Limited Employees Provident Fund		
Other Transactions		
Sale of securities in trade (including accrued interest)	Nil	47.4
ICICI Home Finance Company Limited Employees Provident Fund		
Other Transactions		
Sale of securities in trade (including accrued interest)	7.9	5.6
Primary Dealers Association of India		
Other Non Financial assets	0.0**	0.0**
Independent Directors		
Other financial liabilities		
Directors commission	2.3	2.3

Transactions of Income and Expenses stated above exclude GST

* Includes notional Principal amount of ₹ 37,251.8 million (previous year ₹ 173,521.9 million) guaranteed by Clearing Corporation of India Limited (CCIL)

**0.0 indicates less than ₹ 0.05 million

Key Management Personnel (KMP) disclosures:

The compensation (including contribution to provident fund and bonus paid) for the year ended March 31, 2022 to Mr. Shailendra Jhingan Managing Director & CEO was ₹ 45.0 million (for the year ended March 31, 2021 - ₹ 30.6 million).

The remuneration does not include the provisions made for gratuity and leave benefits, as they are determined for the Company as a whole. Bonus is included in compensation on payment basis.

For the purpose of above disclosure, Chief Financial Officer and Company Secretary are not covered since they are not KMP under Ind AS 24 'Related Party Disclosures'.

33. DISCLOSURE PURSUANT TO RBI CIRCULAR NO. RBI/DNBR/2016-17/45 Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016

Derivatives

₹ in million

		At March 31, 2022	*At March 31, 2021*
Notional Principal amount of Interest Rate Swaps (IRS)			
a.	Hedging contracts	-	-
b.	Trading contracts	6,629,124.8	*3,779,416.1*
(i)	Associated credit risk on trading IRS*	707.4	*605.4*
(ii)	Collateral required by the NBFC upon entering into swaps	Nil	*Nil*
(iii)	Concentration of credit risk arising from IRS@	558.7	*472.1*
(iv)	Fair value of trading IRS	406.7	*(2,044.4)*
(iii)	Likely impact of one percentage change in interest rate (100*PV01)	2,062.6	*748.2*

Kindly refer to the Significant Accounting Policies and Other Notes for accounting policies and other disclosures with respect to IRS.

Interest Rate Futures Contracts			
Open quantity in lots - long		-	-
Open quantity in lots - short		-	-
Net open quantity long/ (short)		-	-
Equity Derivatives – Trading Contracts			
a.	**Futures Contracts**		
	Open quantity in lots - long	185,625.0	*69,300.0*
	Open quantity in lots - short	-	*(5,925.0)*
	Net open quantity long/ (short)	185,625.0	*63,375.0*
	MTM Gain / (loss) on Trading Derivatives	(0.2)	*0.8*
b.	**Option Contracts**		
	Open quantity in lots - long	150,600.00	*49,950.0*
	Open quantity in lots - short	(301,200.0)	*(99,900.0)*
	Net open quantity long/ (short)	(150,600.0)	*(49,950.0)*
	MTM Gain / (loss) on Trading Derivatives	(0.1)	*0.4*

*Associated credit risk is defined as the loss that the Company would incur in case all the counterparties to these swaps fail to fulfill their contractual obligations.

@ Credit risk concentration is measured as the highest net receivable under swap contracts from top three counterparties.

34. DISCLOSURE PURSUANT TO RBI CIRCULAR NO. IDMD.PDRS. No.03/03.64.00/2003-04

Composition of investment in non-government securities at March 31, 2022

₹ in million

Issuer#	Amount*	Extent of private placement**	Extent of unlisted securities
Public Sector Units	520.2	520.2	Nil
	(1,131.9)	(1,131.9)	(Nil)
Financial Institutions	10,701.7	10,701.7	Nil
	(8,919.9)	(8,919.9)	(Nil)
Banks	1,245.4	1,245.4	Nil
	(Nil)	(Nil)	(Nil)
Other Primary Dealers	Nil	Nil	Nil
	(Nil)	(Nil)	(Nil)
Private corporates	5.0	5.0	5.0
	(5.3)	(5.3)	(5.3)
Subsidiaries/ Joint ventures	Nil	Nil	Nil
	(Nil)	(Nil)	(Nil)
Others ##	8,692.9	8,692.9	Nil
	(7,147.0)	(7,147.0)	(Nil)
Provision held towards depreciation	Nil	Nil	Nil
	(Nil)	(Nil)	(Nil)
Total	21,165.2	21,165.2	5.0
	(17,204.1)	(17,204.1)	(5.3)

Note: Figures in parenthesis pertain to previous financial year

All the investments (securities for trade) above are rated above investment grade

* Represents amounts net of provision for depreciation if any
** Represents original issue
# Does not include equity and preference shares
Others include investments in Non-Banking Financial Companies and Housing Finance Companies

Notes forming part of the financial statements *Continued*

35. DISCLOSURE PURSUANT TO RBI CIRCULAR NO. RBI/DNBR/2016-17/45 MASTER DIRECTION DNBR. PD. 008/03.10.119/2016-17 DATED SEP 01, 2016

a. Capital to Risk Assets Ratio (CRAR)*

₹ in million

	Items	At March 31, 2022	*At March 31, 2021*
i)	CRAR (%)	35.88	*58.34*
ii)	CRAR – Tier I Capital (%)	29.38	*47.50*
iii)	CRAR – Tier II Capital (%)	6.50	*10.84*
iv)	Amount of subordinated debt raised as Tier-II capital during the year	Nil	*Nil*
V)	Amount raised by issue of Perpetual Debt Instruments	Nil	*Nil*

*calculated as per RBI circular no.RBI/2006-2007/355 DNBS.PD/CC No.93/03.05.002/2006-07

As per RBI/DNBR/2016-17/45 Master Direction DNBR PD.008/03.10.119/2016-17 guidelines pertaining to liquidity coverage ratio are not applicable to Standalone primary dealers

b. Exposure to Real Estate Sector

₹ in million

	Category	At March 31, 2022	*At March 31, 2021*
a)	**Direct exposure**		
(i)	**Residential Mortgages**		
	Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented	Nil	*Nil*
(ii)	**Commercial Real Estate**		
	Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits	Nil	*Nil*
(iii)	**Investments in Mortgage Backed Securities (MBS) and other securitized exposures**	Nil	*Nil*
b)	**Indirect Exposure**		
	Fund based – Investments in NCDs/ FRBs/CPs/Equities	2,501.5	5,056.5
	Non-fund based – credit equivalent amount of IRS & market value of equity futures	2,230.6	60.0

	Particulars	At March 31, 2022	*At March 31, 2021*
c.	**Exposure to Capital Market**		
	Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	371.3	*205.8*
	Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	Nil	*Nil*
	Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	Nil	*Nil*
	Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;	Nil	*Nil*
	Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	Nil	*Nil*
	Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	Nil	*Nil*
	Bridge loans to companies against expected equity flows / issues;	Nil	*Nil*
	All exposures to Venture Capital Funds (both registered and unregistered)	Nil	*Nil*
	Total Exposure to Capital Market	**371.3**	*205.8*

₹ in million

d. Asset Liability Management

Maturity pattern of certain items of assets and liabilities at March 31, 2022***

(₹ in million)

	1 day to 30/31 day (one month)	Over one month to 2 months	Over 2 months upto 3 months	Over 3 months upto 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Assets									
Fixed Deposits Placed	-	-	-	-	9.7	-	-	-	9.7
	(80.0)	(78.0)	(97.5)	-	(9.7)	(495.4)	-	-	(760.6)
Advances*	25,643.6	-	-	-	-	-	-	-	25,643.6
	(6,635.3)	-	-	-	-	-	-	-	(6,635.3)
Investments**	158,637.4	-	-	-	-	-	-	-	158,637.4
	(157,679.6)	-	-	-	-	-	-	-	(157,679.6)
Liabilities									
Borrowings	151,836.5	1,150.0	1,000.0	-	-	2,200.0	1,400.0	2,000.0	159,586.5
	(152,695.8)	(7,480.1)	(1,170.0)	-	(500.0)	(1,850.0)	(1,450.0)	(1,450.0)	(166,595.9)

*Advances represent amounts lent in money/ repo market

** Investments in the nature of 'Securities for Trade' are classified in the "one month bucket".

***The Company does not have any foreign currency assets and liabilities.

Note: Figures in parenthesis pertain to previous year.

36. Disclosure of ratios pursuant to schedule III

₹ in million

Items	At March 31, 2022	*At March 31, 2021*
i) CRAR (%)	35.88	*58.34*
Numerator	19,147.8	*17,331.9*
Denominator	53,363.7	*29,707.9*
Variance %	(38.50)	*(15.29)*
Reason for variance (If above 25%)	Due to substantial increase in risk weighted assets	
ii) CRAR – Tier I Capital (%)	29.38	*47.50*
Numerator	15,677.8	*14,111.9*
Denominator	53,363.7	*29,707.9*
Variance %	(38.15)	*(7.26)*
Reason for variance (If above 25%)	Due to substantial increase in risk weighted assets	
iii) CRAR – Tier II Capital (%)	6.50	*10.84*
Numerator	3,470.0	*3220.0*
Denominator	53,363.7	*29,707.9*
Variance %	(40.04)	*(38.58)*
Reason for variance (If above 25%)	Due to substantial increase in risk weighted assets	

As per RBI/DNBR/2016-17/45 Master Direction DNBR.PD.008/03.10.119/2016-17 guidelines pertaining to liquidity coverage ratio are not applicable to Standalone primary dealers

37. DISCLOSURE PURSUANT TO RBI CIRCULAR NO. IDMC.PDRS. NO.2269/03.64.00/2002-03 - PUBLICATION OF FINANCIAL RESULTS DATED NOVEMBER 28, 2002

i) Net borrowings in call/notice: average ₹ 8,876.1 million; peak ₹ 32,345.0 million

ii) Leverage ratio: average 8.92 times; peak 19.41 times

iii) CRAR (Quarterly)*

30-Jun-21	*30-Sep-21*	*31-Dec-21*	**31-Mar-22**
46.52%	*45.30%*	*57.92%*	**47.66%**

*Calculated as per Master Direction - Standalone Primary Dealers (Reserve Bank) Directions, 2016 dated August 25, 2016 issued by the Reserve Bank of India.

38. REPO/REVERSE REPO TRANSACTIONS

(Ref: Guidelines for Accounting of Repo / Reverse Repo Transactions issued by RBI vide circular no RBI/2009-2010/356 IDMD/4135/11.08.43/2009-10 dated March 23, 2010)

₹ in million

		Minimum outstanding during the year	Maximum outstanding during the year	Daily average outstanding during the year	Outstanding at March 31, 2022
Securities sold under repos (Face Value)					
(i)	Government securities	22,862.3	196,007.9	84,458.2	85,360.8
		(29,217.4)	*(205,433.0)*	*(114,369.2)*	*(134,234.4)*
(ii)	Corporate debt securities	Nil	Nil	Nil	Nil
		Nil	*Nil*	*Nil*	*Nil*
Securities purchased under reverse repos (Face Value)					
(i)	Government securities	450.00	26,160.0	1,054.2	25,770.00
		(50.00)	*(25,500.0)*	*(5,767.3)*	*(5,070.00)*
(ii)	Corporate debt securities	Nil	Nil	Nil	Nil
		(Nil)	*(Nil)*	*(Nil)*	*(Nil)*

Note: Figures in parenthesis pertain to previous year.

39. DISCLOSURE PURSUANT TO 53(f) of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Particulars	Outstanding at March 31, 2022	Maximum amount outstanding during the year
Loans and advances in the nature of loans to ICICI Bank Ltd., Holding Company	Nil	Nil
Loans and advances in the nature of loans to Associates	Nil	Nil
Loans and advances in the nature of loans where there is –		
(i) no repayment schedule or repayment beyond seven years; or	Nil	Nil
(ii) no interest or interest below section 372A of Companies Act by name and amount.	Nil	Nil
Loans and advances in the nature of loans to firms/companies in which directors are interested	Nil	Nil

40. DISCLOSURES PURSUANT TO RBI CIRCULAR NO. RBI/2015-16/12 DNBR (PD) CC.NO.053/03.10.119/2015-16 DATED JULY 01, 2015

₹ in million

(a) Details of Investments			At March 31, 2022	*At March 31, 2021*
1)	**Value of Investments**			
	i)	Gross Value of Investments		
		a) In India	158,637.4	*157,679.6*
		b) Outside India	Nil	*Nil*
	ii)	Provisions for Depreciation		
		a) In India	Nil	*Nil*
		b) Outside India	Nil	*Nil*
	iii)	Net Value of Investments		
		a) In India	158,637.4	*157,679.6*
		b) Outside India	Nil	*Nil*
2)	**Movement of provisions held towards depreciation on investments.**			
	i)	Opening balance	Nil	*Nil*
	ii)	Add : Provisions made during the year	Nil	*Nil*
	(iii)	Less : Write-off / write-back of excess provisions during iii) the year	Nil	*Nil*
	(iv)	Closing balance	Nil	*Nil*

*Includes securities held for trading measured at fair value through profit or loss

(b) Exchange Traded Interest Rate (IR) Derivatives

₹ in million

Particulars	Year ended March 31, 2022	*Year ended March 31, 2021*
(i) Notional principal amount of exchange traded IR derivatives undertaken during the year		
a) Interest Rate Futures (IRF) on Government Securities	Nil	*9,625.20*
(ii) Notional principal amount of exchange traded IR derivatives outstanding at March 31, 2022		
a) IRF on Government Securities	Nil	*Nil*
(iii) Notional principal amount of exchange traded IR derivative outstanding and not "highly effective" (instrument-wise)*	Nil	*Nil*
(iv) Mark-to-market value of exchange traded IR derivatives outstanding and not "highly effective" (instrument-wise)*	Nil	*Nil*

*The Company has not entered into IRF contracts for the purpose of hedging

(c) Disclosures on Risk Exposure in Derivatives

Kindly refer to the Risk Management section under Significant Accounting Policies and Other Disclosures Note for overview of the risk management framework of the Company.

₹ in million

		Year ended March 31, 2021		*Year ended March 31, 2020*	
Quantitative Disclosures		**Currency Derivatives**	**Interest Rate Derivatives**	**Currency Derivatives**	**Interest Rate Derivatives**
(i)	Derivatives (Notional Principal Amount)				
	For hedging	Nil	Nil	Nil	Nil
(ii)	Marked to Market Positions				
	(a) Asset (+)	Nil	707.4	Nil	605.4
	(b) Liability (-)	(0.0)	(300.7)	Nil	(2,649.8)
(iii)	Credit Exposure*	3.0	60,919.5	Nil	35,472.5
(iv)	Unhedged Exposures	3.0	60,919.5	Nil	35,472.5

* Credit exposure includes exposure on account of margins and default funds

Notes forming part of the financial statements *Continued*

(d) Disclosures relating to Securitisation, financial assets sold to Securitisation / Reconstruction Company for Asset Reconstruction, assignment transactions undertaken by NBFC and details of non-performing financial assets purchased / sold

The Company does not undertake securitisation business and therefore has not sold any assets to securitisation / reconstruction company for asset reconstruction. The Company has not undertaken any assignment transactions. The Company does not have any non-performing assets and has also not sold / purchased any non-performing financial assets.

(e) The Company does not finance products of parent Company.

(f) The Company has not exceeded Single Borrower Limit (SGL) and Group Borrower Limit (GBL).

(g) Registrations obtained from other financial sector regulators

The Company is registered as a non-deposit accepting NBFC and holds license for carrying out Primary Dealership business from the Reserve Bank of India. It is also registered as a Category I - Merchant Banker, Portfolio Manager and stock broker with the Securities & Exchange Board of India. It is currently enabled as proprietary trading and self-clearing member of the currency derivatives segments of BSE Limited and National Stock Exchange of India Limited. It is also registered as a proprietary trading member of the currency derivatives segment of Metropolitan Stock Exchange of India Limited. Under the Merchant Banking license, the Company is also permitted to act as underwriters while the portfolio manager license permits the Company to also carry out investment advisory services.

(h) Ratings assigned by credit rating agencies

The Company's Tier II borrowings have been rated as "CRISIL AAA" (rated amount ₹ 5,750 million) and 'CARE AAA' (rated amount ₹ 4,750 million) by credit rating agencies CRISIL and CARE respectively. Further, the Company's commercial papers has been rated as A1+ (rated amount ₹ 15,000 million) by CRISIL and ICRA.

₹ in million

(i) Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account	Year ended March 31, 2022	*Year ended March 31, 2021*
Provisions for depreciation on Investment	Nil	*Nil*
Provision towards NPA	Nil	*Nil*
Provision made towards Income Tax (including deferred tax)	1,141.1	*1,933.0*
Other provisions and contingencies (provision for Expected Credit Loss)	4.0	*0.8*
Provision for Standard assets	0.0	*0.0*

0.0 indicates amounts less than ₹ 0.05 million

(j) The Company has not drawn down any amount from reserves.

(k) At March 31, 2022, the Company had lent ₹ 25,648.6 million in Repo market

(l) The Company does not have any joint ventures and subsidiaries and has not sponsored any special purpose vehicles.

(m) Customer Complaints

a)	No. of complaints pending at the beginning of the year	Nil
b)	No. of complaints received during the year	Nil
c)	No. of complaints redressed during the year	Nil
d)	No. of complaints pending at the end of the year	Nil

41. DISCLOSURE PURSUANT TO RBI CIRCULAR RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 DATED March 13, 2020

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
Performing Assets						
Standard	Stage 1	2.0	0.0	2.0	0.0	-
	Stage 2	-	-	-	-	-
Subtotal		2.0	0.0	2.0	0.0	-
Non-Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	**Stage 1**	2.0	0.0	2.0	0.0	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	Total	2.0	0.0	2.0	0.0	-

0.0 indicates amounts less than ₹ 0.05 million

42. DISCLOSURE PURSUANT TO SEBI CIRCULAR NO. SEBI/HO/DDHS/CIR/P/2018/144 DATED NOVEMBER 26, 2018

Particulars	Details
Name of the company	ICICI Securities Primary Dealership Limited
CIN	U72900MH1993PLC131900
Outstanding borrowing of Company at March 31, 2022	₹ 5,750 Million*
Highest Credit Rating during the previous FY along with name of the Credit Rating Agency	The Company's Tier II borrowings have been rated as "CRISIL AAA" (rated amount ₹ 5,750 million) and 'CARE AAA' (rated amount ₹ 4,750 million) by credit rating agencies CRISIL and CARE respectively.
Name of Stock Exchange in which the fine shall be paid, in case of shortfall in the required borrowing under the framework	BSE Limited

(* Only borrowings with original maturity of one year and above)

The Company confirms that it is a 'Large Corporate' as per the applicability criteria given under above-mentioned SEBI circular.

1. Report filed for Financial Year : FY 2022

2. Details of the borrowings*

3. Details of the current block:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
2-year block period (Specify financial years)	FY 2022 & FY 2023	NA
Incremental borrowing done in financial year (a)	₹ 1,000 million	Nil
Mandatory borrowing to be done through issuance of debt securities (b) = (25% of a)	₹ 250 million	NA
Actual borrowings done through debt securities in financial year (c)	₹ 1,000 million	Nil
Shortfall in the mandatory borrowing through debt securities, if any, for FY 2021 carried forward to FY 2022 (d)	Nil	Nil
Quantum of (d), which has been met from (c) (e)	Nil	Nil
Shortfall, if any, in the mandatory borrowing through debt securities (f)= (b)-[(c)-(e)]	Nil	Nil
Amount of fine to be paid for the year	Nil	Nil

(* Only borrowings with original maturity of one year and above)

43. Previous year figures have been regrouped/rearranged in order to align with the requirement of ammendment to Division III of Schedule III of the Companies Act, 2013

As per our report of even date attached

For Chaturvedi & Co.
Chartered Accountants
Firm Registration No. 302137E

TUSHAR KANDOI
Partner
Membership No: 136229

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No.116560W / W100149

MILAN MODY
Partner
Membership No: 103286

Mumbai, April 19, 2022

For and on behalf of the Board of Directors
ICICI Securities Primary Dealership Limited

B. PRASANNA
CHAIRMAN
DIN : 02257744

ASHVIN PAREKH
DIRECTOR
DIN : 06559989

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

RIYA SAWANT
Company Secretary

Mumbai, April 19, 2022

statement of cash flows

for the year ended march 31, 2022

(₹ million)

		For the Year Ended March 31, 2022	*For the Year Ended March 31, 2021*
A	**Cash flow from operating activities**		
	Profit before tax	**4,438.4**	*7,636.7*
	- Net loss on sale of plant, property & equipment	**-**	*0.1*
	- Net gain on fair value changes (unrealised)	**(2,533.1)**	*1,167.6*
	- Interest expense on lease liability	**2.5**	-
	- Interest income on security deposit for lease	**(0.2)**	-
	- Depreciation, amortisation and impairment	**17.5**	*9.0*
	- Interest on income tax	**-**	*9.0*
	- Excess provision of interest written back	**(4.7)**	-
	- Share based payments to employees	**5.3**	*13.0*
	- Doubtful debts written-off/ provided for	**4.0**	*0.7*
	Operating profit before changes in operating assets and liabilities	**1,929.7**	*8,836.1*
	Adjustments for net change in operating assets and liabilities		
	- (Increase) / decrease in securities in trade, trade receivables and other financial assets	**12,433.4**	*(17,326.8)*
	- (Increase) / decrease in fixed deposits under lien	**495.5**	*105.0*
	- (Increase) / decrease in loans and advances relating to operations	**(22,155.3)**	*(6,446.9)*
	- Increase / (decrease) in financial liabilities and other non financial liabilities relating to operations	**16,833.4**	*(354.0)*
		7,607.0	*(24,022.7)*
	Cash (used in) / generated from operating activities	**9,536.7**	*(15,186.6)*
	Payment of taxes (net)	**(685.2)**	*(1,943.3)*
	Net cash (used in) / generated from operating activities	**8,851.5**	*(17,129.9)*
B	**Cash flow from investment activities**		
	- Purchase of property, plant and equipments and other intangible assets	**(5.1)**	*(10.9)*
	- Proceeds from sale of property, plant and equipments	**0.1**	*0.7*
	Net cash (used in) / generated from investment activities	**(5.0)**	*(10.2)*
C	**Cash flow from Financing activities**		
	- Increase / (decrease) in short-term borrowings (net)	**(7,509.4)**	*20,317.5*
	- Issue of Subordinated liabilities	**1,000.0**	-
	- Repayment of Subordinated liabilities	**(500.0)**	-
	- Dividends paid	**(1,813.5)**	*(3,189.0)*
	Net cash (used in) / generated from financing activities	**(8,822.9)**	*17,128.5*
	Net change in cash and cash equivalents (A + B + C)	**23.6**	*(11.6)*
	Cash and cash equivalents at the beginning of the year	**22.8**	*34.4*
	Cash and cash equivalents at the end of the year	**46.4**	*22.8*
	Components of cash and cash equivalents		
	Balance In current accounts with scheduled banks	**34.0**	*20.1*
	In current accounts with Reserve Bank of India	**12.4**	*2.7*
	Total cash and cash equivalents	**46.4**	*22.8*

Notes:

- Cash and cash equivalents comprises of balances with scheduled banks and RBI.
- Borrowings do not include any non-cash adjustment.
- The above Statement of Cash flows has been prepared under the "Indirect Method " as set out in Indian Accounting Standard (IND AS) - 7 'Statement of Cash Flows'.
- Please refer Significant Accounting Policies.
- Also refer note 21 of other notes for disclosure pertaining to changes in liabilities arising from financing activities including changes arising from both cash flow and non-cash changes

As per our report of even date attached

For and on behalf of the Board of Directors
ICICI Securities Primary Dealership Limited

For Chaturvedi & Co.
Chartered Accountants
Firm Registration No. 302137E

TUSHAR KANDOI
Partner
Membership No: 136229

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Managing Director & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

RIYA SAWANT
Company Secretary

Mumbai, April 19, 2022

Mumbai, April 19, 2022

schedule to the balance sheet

ICICI Securities Primary Dealership Limited

as at March 31, 2022

(as required in terms of paragraph 18 of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016

(₹ in million)

Particulars

Liabilities side :

(1)	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:	Amount outstanding	Amount overdue
	(a) Debentures : Secured		
	: Unsecured (Other than falling within the meaning of public deposits)	6,095.3	Nil
	(d) Inter-corporate loans and borrowing	4,811.1	Nil
	(e) Commercial Paper	9,989.9	Nil
	(f) Other Loans -		
	TREPS - Secured	28,380.5	Nil
	Repo Borrowings - Secured	86,918.1	Nil
	Call, Notice and Term Money - Unsecured	23,801.0	Nil

Assets side :

(2)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :	Amount outstanding
	(a) Secured	25,643.6
	(b) Unsecured	2.0

(3)	Break-up of Leased Assets and stock on hire and other assets counting towards asset financing activities	Amount outstanding
	(i) Lease assets including lease rentals under sundry debtors :	
	(a) Financial lease	Nil
	(b) Operating lease	Nil
	(ii) Stock on hire including hire charges under sundry debtors :	
	(a) Assets on hire	Nil
	(b) Repossessed Assets	Nil
	(iii) Other loans counting towards AFC activities	
	(a) Loans where assets have been repossessed	Nil
	(b) Loans other than (a) above	Nil

(4)	Break-up of Investments	Amount outstanding
	Current Investments	
	1. Quoted	
	(i) Shares : (a) Equity	38.8
	(b) Preference	-
	(ii) Debentures and Bonds	21,165.2
	(iii) Units of mutual funds	-
	(iv) Government Securities	137,433.4
	(v) Others	-
	2. Unquoted	
	(i) Shares : (a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others	-

(4)	Break-up of Investments	Amount outstanding
	Long Term Investments	
	1. Quoted	
	(i) Shares : (a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others	-
	2. Unquoted	
	(i) Shares : (a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others	-

(5) Borrower group-wise classification of assets financed as in (2) and (3) above :

Category		Amount net of provisions		
		Secured	Unsecured	Total
1.	**Related Parties**			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	0.8	0.8
	(c) Other related parties	-	-	-
2.	**Other than related parties**	25,643.6	1.2	25,644.8
Total		**25,643.6**	**2.0**	**25,645.6**

(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :

Category	Market Value	Book Value (Net of provisions)
1. Related Parties		
(a) Subsidiaries	-	-
(b) Companies in the same group	-	-
(c) Other related parties	-	-
2. Other than related parties	158,637.4	158,637.4
Total	**158,637.4**	**158,637.4**

(7)	Other information	
	Particulars	**Amount**
(i)	Gross Non-Performing Assets	
	(a) Related parties	-
	(b) Other than related parties	-
(ii)	Net Non-Performing Assets	
	(a) Related parties	-
	(b) Other than related parties	-
(iii)	Assets acquired in satisfaction of debt	-

* Includes investments fair valued through profit or loss

For and on behalf of the Board of Directors
ICICI Securities Primary Dealership Limited

B. PRASANNA
CHAIRMAN
DIN : 02257744

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

ASHVIN PAREKH
DIRECTOR
DIN : 06559989

JATINDER PAPNEJA
Chief Financial Officer

RIYA SAWANT
Company Secretary

Mumbai, April 19, 2022

ICICI Securities
Primary Dealership Limited

ICICI SECURITIES PRIMARY DEALERSHIP LIMITED

ICICI Securities
Primary Dealership Limited

ICICI SECURITIES PRIMARY DEALERSHIP LIMITED

30TH ANNUAL REPORT AND ACCOUNTS 2022-2023

Directors
B. Prasanna, Chairman
Dilip Karnik
Ashvin Parekh
Radhakrishnan Nair
Anubhuti Sanghai
Shailendra Jhingan, Managing Director & CEO

Chief Financial Officer
Jatinder Papneja

Company Secretary
Riya Sawant

Joint Statutory Auditors
Chaturvedi & Co., Chartered Accountants
N. A. Shah Associates LLP, Chartered Accountants

Registered Office
501B, First International Financial Centre (FIFC),
Plot No. C 54 & 55, G Block,
Bandra Kurla Complex (BKC),
Bandra (East), Mumbai - 400098

directors' report

to the members,

Your Directors have pleasure in presenting the 30th Annual Report of ICICI Securities Primary Dealership Limited (the Company) along with the audited financial statements for the year ended March 31, 2023.

INDUSTRY OVERVIEW

Financial year 2022-23 (FY2023) began in the backdrop of geopolitical uncertainty. The world economy was bracing for the impact of conflict between Russia and Ukraine that had begun earlier in February 2022. In response, western governments imposed a host of sanctions on Russia that threatened global supply of many commodities. Stress was felt in the global energy markets, with the Brent oil price rising to average USD 112 per barrel in Q1-2023 (April-June), higher than pre-conflict average of USD 86 per barrel in January 2022. Certain agricultural commodities were also affected as the Black Sea region is a major exporter of wheat and as Russia is a major exporter of fertilizers.

At the same time, inflation was already rising in most countries, partly as a delayed reaction to pandemic-era monetary and fiscal stimulus and due to demand-supply imbalances in supply chains. In response to rising inflation, central banks across the world began hiking interest rates, which had previously been slashed during pandemic in 2020. The US Federal Reserve (Fed) began raising interest rates in March 2022, when it hiked the Fed funds rate by 25 bps from 0-0.25%, and that was its first rate hike in four years. Over the course of FY2023, several central banks across the world hiked interest rates successively. US Fed quickened the pace of rate hikes to 75 bps per meeting in the middle of FY2023, i.e., from June to November 2022, before slowing down the pace of rate hikes to 50 bps in December and then to 25bps in February and March 2023. Since it began raising rates, US Fed has raised policy rate by 5%, European Central Bank by 3.75% and Bank of England by 4.4%. Apart from China, most Emerging markets have also raised interest rates.

Global financial conditions tightened as a result of these synchronous rate hikes by both developed and emerging economy central banks. Rising energy and commodity prices along with portfolio outflows seen in EMs impacted India as well. India's growth momentum slowed down to 7.2% in FY2023 from 9.1% seen in the previous year. On the demand side, India's consumption demand decelerated with tapering-off of pent up demand and higher inflation. Portfolio outflows and lower inflows into start-ups also impacted sentiment and thus consumption. Weak global demand impacted India's manufacturing exports along with higher commodity prices which drove margins lower.

However, India has weathered global headwinds and pandemic quite well. Compared with pre-pandemic levels (FY2020) real GDP is 9.9% higher and real GVA is up by 11.2% in the same period. India's growth has also been revised upwards for the financial years FY2021 and FY2022 implying India handled pandemic better than what was estimated earlier. Government's strategy of capex induced growth has been driving growth and should crowd-in private sector capex cycle.

Meanwhile, headline inflation as measured by consumer price Index (CPI) remained above the upper band of Reserve Bank of India's (RBI's) inflation target range (i.e., 6%) for majority of FY2023. The headline CPI was above 6% for ten consecutive months to October 2022, prompting RBI to write an explanatory letter to government, outlining reasons for inflation breaching the target and remedial measures to tackle the situation. Subsequently, inflation was below 6% in three out of five months from November 2022 to March 2023. Commodity prices, including oil prices, came off their highs during the year as global growth slowdown became increasingly visible. Core CPI inflation, i.e., CPI excluding the volatile food and energy components, hovered around 6% for much of the year also, averaging 6.1% in FY2023.

Rising energy and commodity prices were an important factor in driving India's domestic inflation higher. Both government and RBI acted in unison and came up with measures to mitigate the impact on India. The Union government banned the export of wheat in May 2022, in its aim to contain domestic prices. In the same month, excise duties on petrol and diesel were reduced by ₹ 8 per litre and ₹ 6 per litre respectively, in order to curb fuel price inflation. RBI Monetary Policy Committee (MPC) also embarked on monetary policy normalization and withdrawal of pandemic-era stimulus from the start of FY2023.

RBI introduced the Standing Deposit Facility (SDF) at 3.75% in April 2022, thus leading to an effective 40 bps interest rate-hike, as the new facility de facto replaced the reverse repo rate (that was at 3.35%). Subsequently, in an unscheduled meeting in May 2022, RBI MPC hiked the benchmark repo rate by 40 bps. RBI MPC hiked again by 50 bps in June, August and September. The pace of rate hikes was eventually slowed down to 35 bps in December and 25 bps in February. Thus, repo rate was hiked from 4.0% at the beginning of the year to eventually 6.50% by the end of FY2023, i.e., an increase of 250 bps over the year. However, given that the reverse repo rate (3.35%) was the effective policy rate at beginning of the year, therefore the effective rate hike was much higher (290 bps). Besides hiking interest rates, RBI also allowed banking system liquidity to tighten in FY2023. It took active measures such as increase in banks' Cash Reserve Ratio (CRR) by 50 bps in May 2022, in addition to allowing passive drain on account of depletion of foreign exchange reserves and currency leakage.

On the fiscal policy, front centre's fiscal deficit came down to 6.4% of GDP in FY2023 in line with government's fiscal glide path. Despite allocating higher amount for capital expenditure, India is continuing on the path towards fiscal consolidation with fiscal deficit estimated to be lower at 5.9% of GDP in FY2024.

While India's Balance of Payments (BoP) situation which had deteriorated in early part of FY2023, owing to a wider trade deficit, has seen a turnaround towards later part of the financial year. As per available data, India's current account deficit (CAD) widened to 2.7% of GDP in April-December period of FY2023, higher than 1.2% witnessed in FY2022. This can be explained by higher imports led by commodity and energy imports because of higher international prices. Once prices came-off in later part of the financial year, imports eased. At the same time, India's services exports have been rising and remittances into India have also been growing. Narrowing goods deficit in conjunction with rising services exports and surplus likely helped to wipe out CAD in Q4. The same is visible in rising foreign exchange reserves which rose to USD 578bn as of March 31, 2023 from a low of USD 525bn in October 2022.

FINANCIAL HIGHLIGHTS

The financial performance for fiscal 2023 is summarised in the following table:

(₹ in million)

	Fiscal 2022	Fiscal 2023	% change
Gross income	10,480.3	**13,743.0**	31.1%
Profit before tax	4,424.8	**1,744.6**	(60.6) %
Tax	1,137.7	**466.2**	(59.0) %
Profit for the period	3,287.1	**1,278.4**	(61.1) %
Other Comprehensive Income, net of tax	10.2	**6.2**	(39.2) %
Total Comprehensive Income	3,297.3	**1,284.6**	(61.0) %

Appropriations

Total Comprehensive Income for fiscal 2023 is ₹ 1,284.6 million. The retained earnings (including other comprehensive income) available for appropriation are ₹ 5,257.5 million, taking into account the balance of ₹ 3,641.6 million brought forward from the previous year.

As per RBI guidelines, standalone primary dealers are permitted to have dividend pay-out ratio of up to 60% provided the capital to risk-weighted assets ratio during

all the four quarters of the year is at 20% or above. The Board of Directors have recommended a final dividend amounting to 49% of equity share capital for the year ended March 31, 2023, and the same is within the aforementioned limit of 60% of the profit after tax. The final dividend is subject to the approval of the Members at the ensuing Annual General Meeting. The retained earnings have been appropriated as follows:

(₹ in million)

	Fiscal 2022	Fiscal 2023
Special Reserve	657.4	**255.7**
Dividend paid on equity shares	1,813.5	**1,360.2**
Retained earnings balance*	3,972.9	**3,641.6**

*Includes Other Comprehensive Income of ₹ 21.1 million in Fiscal 2023 (Fiscal 2022: ₹ 14.9 million)

SHARE CAPITAL

The authorised share capital of the Company at the beginning of the year was ₹ 5,000.0 million divided into 50,000 equity shares having a face value of ₹ 1,00,000/- per equity shares. The paid-up share capital of the Company at the beginning of the year was ₹ 1,563.0 million divided into 15,634 equity shares having a face value of ₹ 1,00,000/- per equity shares. There was no change in the equity share capital during the year.

OPERATIONAL REVIEW

Fixed Income

The year began with markets remaining on the edge with elevated volatility as geopolitical tensions added to the concerns around inflation. Central banks around the world raised policy rates to tame inflation with some of the steepest rate increases since the global financial crisis. MPC surprised the market twice in a period of one month, first by narrowing the policy corridor to 25 bps in April and then hiking the main policy repo rates by 40 bps in an unscheduled policy meeting in May. With most commodities on the boil and demand for services rising in a post pandemic world, MPC continued with steep 50 bps hikes in the next three meetings before stepping down to 35 bps and 25 bps hikes to end FY2023 at repo rate of 6.50%. The rate increases were supplemented with drawdown of banking system liquidity surplus. CRR hike of 50 bps, BoP deficit funding through reserves, rise in currency in circulation and Open Market Operation (OMO) sales helped take down core liquidity surplus closer towards neutral with headline liquidity occasionally dipping into deficit post tax outflows from banking system.

The hawkish policy stance and weakening rupee led to sharp up moves in bond yields. The yield curve flattened out as the front end of the curve bore the brunt of rate increases and lower system liquidity surplus. RBI managed to conduct record government borrowings of ₹ 14.21 lakh crores in a smooth manner with minimal disruptions even in this unprecedented rate environment. Investor demand was quite robust and appetite for long end bonds remained strong throughout the year from insurance and provident funds. In contrast, demand for short-tenor bonds remained lacklustre for most part of the year and the front end of the curve inverted due to higher treasury bill issuances. The year ended with yields rising by 13-86 bps in 5y - 30y segment. The 364D treasury bill moved up by 273 bps in the year.

Overnight Indexed Swaps exhibited the highest volatility as markets frequently altered the terminal policy rate pricing. 5yr OIS (Overnight Indexed Swap) marked its peak in mid-June and rates moved lower till mid-September with Brent crude prices dipping below USD 100/bbl and markets expecting a hard landing for global economy. Inflation continued to print higher than market expectation and tight labour market led to recalibration of market pricing of Fed policy rates. 5yr OIS moved back higher to 7.15 in early Q3-2023 but retraced back lower after a soft US CPI print in mid-November. Q4-2023 was a story of three parts and highlighted the volatility that markets endured through the year. OIS rates moved lower in January after US CPI printed below expectations with 5y OIS coming within touching distance of FY2022 closing level. The surprise uptick in US payroll numbers in early February led to reversal of all gains and 5yr OIS moved up by 60 bps from January lows. Emergence of banking and financial stability concerns in early March led to 5yr OIS moving lower by 40 bps from February highs to close FY2023 at 6.30%. The Company continued to be an active player in the interbank OIS market and helped clients hedge their interest rate risks through Forward Rate Agreements (FRAs) and OIS.

Corporate bond yields turned higher in Q1-2023 following surprise rate hike by MPC, due to a combination of higher G-Sec yields and ~20 bps widening in credit spreads. However, the spreads normalised in the later part of the year as the primary supply remained low in the duration part of the curve (5-10yr). Higher primary supply in the December 2022 to March 2023 period again led to AAA spreads widening to about 40 bps from a low of 10 bps. At the shorter end of the curve (up to 5yr) primary supply was high and kept yields under pressure throughout the year with spreads rising unilaterally by 60 bps. Aggressive front loading of rate hikes by MPC led to significant inversion in the curve with 1 year bank CDs getting priced at close to 8% yield in Q4-2023. Overall, for the year, 3 year, 5 year and 10 year points moved upwards by 180, 143 and 66 basis points respectively for the benchmark AAA credits.

Private placement volumes rose to a record high in FY2023 bolstered by Banks and HFCs. Volumes were subdued in the first half of the financial year with Issuers preferring lower floating rates in bank loans but rose in the next six months backed by increased borrowings by public enterprises. FY2023 annual corporate bond issuance was at a record high, crossing ₹ 8,000 billion, a greater than 25% increase over the earlier high of ₹ 7,387 billion in FY2021, which had been boosted by Targeted Long Term Repo Operations (TLTRO).

In the BFSI segment, HDFC Limited issued the largest corporate debt issue in India for ₹ 250bn, where your Company was one of the joint Arrangers. Issuance volume from HDFC was also higher at ₹ 784bn, a rise of 57% over the previous year. Supply from Public Sector banks rose as they raised growth capital and refinanced calls exercised on their AT1 bonds and Banks raised infrastructure bonds and Tier 2 bonds too. Among PSUs, SIDBI and NABARD continued to be significant issuers while previously larger issuers like PFC, REC, and IRFC issued for lower amounts. NBFCs preferred to draw down on bank lines as capital market rates were higher through most of the year. Supply was skewed towards the longer end of the curve to suit investor requirements.

In the PRIME League Tables for FY2023, the Company maintained its 2nd position, ranking above large banks. The Company's distribution led model led to strong performance in issuance of PSU and PSU Bank debt issuance. The Company was active in the BFSI segment where it actively syndicated as well as downsold.

Risk Management

As a financial services Company, risk management forms the core of our business operations. The Corporate Risk Management Group (CRMG) is committed to framing effective and contemporary risk management policies, addressing market and credit risk. CRMG has developed comprehensive risk management policies, which seek to minimize risks in the activities of the Company. CRMG develops and maintains models to assess market risks that are constantly updated to capture the dynamic nature of markets and, thus, participates in the evaluation and introduction of new products and business activities. CRMG also advises the fixed income division by acting as an investment advisor on possible rating migration and thereby enables the Company to effectively protect its capital from possible defaults and rating revisions. CRMG closely monitors the financial profiles of counterparties (private and public sector companies, banks and financial institutions and others) through in-depth analysis and regular interactions with rating agencies to provide proactive recommendations to the fixed income division.

The Company has Risk Management & IT Strategy Committee (RM&ITC) comprising members of the Board of Directors of the Company. RM&ITC is, inter alia, responsible for analyzing and monitoring the risks associated with the different business activities of the Company and ensuring adherence to the risk and investment limits set by the Board of Directors.

The Company also has an internal Asset Liability Management Committee (ALCO) comprising officials of the Company. ALCO is, inter alia, responsible for liquidity risk management, management of market risks, funding and capital planning, profit planning and growth projection, forecasting and analysing of contingency plans and such other business as stipulated by RBI.

Based on the robust risk management framework and regular monitoring of all major risk areas within the Company, the Board is satisfied that there are no factors that could adversely affect the existence of the Company.

OUTLOOK

As per the latest 'World Economic Outlook' update released by the International Monetary Fund (IMF), global GDP growth is projected at 2.8% in 2023, and that is lower than 3.4% in 2022. There are concerns that growth will falter going ahead due to cumulative effect of monetary tightening by central banks across the world in 2022 and this year. Besides, the last quarter of FY2023 saw troubles in several small and medium sized banks in the USA and that may also contribute to tighter credit conditions and weigh on growth. Besides the external risks, India's growth prospects also face headwinds from tighter domestic monetary and fiscal policies and fading of pent up demand from the pandemic. Nevertheless, RBI has projected only a moderate slowdown in GDP growth to 6.5%.

Inflation is expected to decelerate in FY2024, after averaging 6.7% in FY2023. RBI projects inflation at an average 5.2% in FY2023. The Company expects inflation to be in line with RBI's projections with high uncertainty bands given downside risk to growth and upside risk from food inflation. Warm weather, unseasonal rains and potentially weaker monsoons (given high probability of El-Nino flagged by multiple global weather agencies) could keep food inflation higher than we anticipate.

As a result, even as we hold the baseline view that RBI MPC is at the end of a rate hike cycle, the central bank could be faced with a bigger dilemma if inflation surprises higher even as growth drifts lower. Reaction of global central banks that are grappling with financial stability risks and high inflation will also impact RBI's policy decisions and the bond market behaviour. External funding conditions are expected to be more benign with a narrower CAD expected to lead to a modest BoP surplus.

RBI's decisions on the timing and the mechanism of likely liquidity injections required over the course of FY2024 will also inform the behaviour of the yield curve during the year. That is more so given bond market has to contend with large aggregate supply of government bonds and State Development Loans (SDL) over the course of the fiscal. Overall, bond market conditions are likely to stay volatile, given considerable uncertainties about the economic outlook and reaction from policy makers. The Company would remain watchful while opportunistically capitalising on favourable developments during the year.

ACHIEVEMENTS DURING THE YEAR

The Company maintained it's second rank in PRIME league tables on the basis of its performance as a debt arranger.

The Company also won various awards & recognitions from Asset Benchmark Research in FY2023:-

- Ranked 1st in "Top Sell side firms in the secondary market – Government Bonds – INR"
- Ranked 1st in "Top Arrangers – Investors' choice for Primary Issues – Government Bonds – INR"
- Two individuals ranked in "Top 5" and one in "Highly Commended" in the region's best local currency bond individuals under India – Sales
- One individual ranked in "Top 5" and one in "Highly Commended" in the region's best local currency bond individuals under India – Research
- One individual ranked in "Top 5" in the region's best local currency bond individuals under India – Trading

VIGIL MECHANISM

The Company has formulated a Whistle Blower Policy. The policy comprehensively provides an opportunity for Employees/ Directors of the Company to raise any issues concerning breaches of law, statute or regulation by the Company, accounting policies and procedures adopted for any area or item or any act resulting in financial or reputation loss and misuse of office or suspected/ actual fraud and criminal offences. The policy provides for a mechanism to report such concerns to the Audit Committee through specified channels. The policy has been periodically communicated to the employees and also posted on the Company's intranet. The Whistle Blower Policy complies with the requirements of Vigil mechanism as stipulated under Section 177 of the Companies Act, 2013 and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015. The details of establishment of the Whistle Blower Policy/ Vigil mechanism have been disclosed on the website of the Company at https://www.icicisecuritiespd.com

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company has adequate internal controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. These controls and processes are driven through various policies, procedures and certifications. The processes and controls are reviewed periodically. The Company has a mechanism of testing the controls at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility (CSR) Committee consists of three directors viz., Dilip Karnik (DIN: 06419513), Anubhuti Sanghai (DIN: 08668593) and Shailendra Jhingan (DIN: 07636448).

The Company's primary focus areas for CSR activities are:

- Education
- Health Care
- Skill development and sustainable livelihoods
- Environmental projects
- Rural development through financial inclusion and literacy
- Support employee engagement in CSR activities
- Capacity building for corporate social responsibility
- Other areas

The Company partnered with ICICI Foundation for Inclusive Growth to support the cause of elementary education, primary health, sustainable livelihood and skill development to achieve the CSR objectives. The Company has also contributed through various agencies viz. Vision Foundation of India, Sri Sathya Sai Sanjeevani Centre for Child Heart Care, Seva Sadan Society, Sankalp Shikshan Sanstha, Tata Memorial Centre and Prime Ministers National Relief Fund to support the cause of primary health, education and other areas.

Details of CSR amount contributed during FY2023 is as given below:

Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Amount spent for the project (₹ in million)	Mode of implementation- Direct (Yes/No)	Mode of implementation – Through implementing agency	
					Name	CSR registration number
1.	Skill development	Promoting education, employment, enhancing vocational skills, livelihood enhancement projects	55.0	No	ICICI Foundation for Inclusive Growth	CSR00001979
2.	Sponsoring MSCIT, Coding and Tally courses to the deaf students	Promoting education, special education	0.86	No	Sankalp Sikshan Sanstha	CSR00013751
3.	Rashtriya Netra Yagna initiative for conducting cataract surgeries in adults and pediatric surgeries for the marginalized strata of the society	Promoting health care including preventive health care	8.40	No	Vision Foundation of India	CSR00002065
4.	Sponsoring cardiac surgeries/ cath interventions	Promoting health care including preventive health care	15.0	No	Sri Sathya Sai Sanjeevani Centre for Child Health Care	CSR00001048
5.	Sponsoring running cost and infrastructure upgrade for school	Promoting education	5.7	No	Seva Sadan Society	CSR00003387
6.	Financial assistance to support treatment of Cancer patients	Promoting health care including preventive health care	20.0	No	TATA Memorial Centre	CSR00001287
7.	Water Harvesting	Ensuring environmental sustainability, ecological balance, conservation of natural resources and maintaining quality of soil, air and water	8.7	No	ICICI Foundation for Inclusive Growth	CSR00001979
8.	Contribution to the Prime Minister's National Relief Fund (PMNRF)	Contribution to the Prime Minister's National Relief Fund (PMNRF)	0.1	Yes	-	-
	TOTAL		**113.8**			

The Corporate Social Responsibility Policy as approved by the Board is uploaded on the Company's website at https://www.icicisecuritiespd.com

The Annual Report on CSR activities is annexed herewith as **Annexure a.**

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013 the Annual Return as on March 31, 2023 is available on the Company's website at https://www.icicisecuritiespd.com under corporate governance.

PUBLIC DEPOSITS

The Company has not accepted any deposit from the public during the year under review and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company, being a non-banking financial company registered with RBI and engaged in the business of acquisition of securities, is exempt from complying with the provisions of Section 186(4) of the Companies Act, 2013 in respect of loans given, investments made, security provided and guarantees given. Accordingly, the disclosures required under the aforesaid section have not been made in this Report.

RELATED PARTY TRANSACTIONS

The transactions between the Company and its related parties, during fiscal 2023, were in the ordinary course of business and based on the principles of arm's length. The Company has a Board approved policy on related party transactions, which has been disclosed on the website of the Company at https://www.icicisecuritiespd.com. The details of material related party transactions at an aggregate level for fiscal 2023 are annexed as **Annexure b.**

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of the Company currently and as at March 31, 2023, comprises of 6 (six) Directors consisting of 3 (three) Non-Executive Independent Directors, 2 (two) Non-Executive Directors (nominees of ICICI Bank Limited - the Holding Company) and the Managing Director & CEO.

The Directors of the Company are:

Sr. No.	Name of the Director	Designation	DIN
1	B. Prasanna	Chairman (Non-Executive Director)	02257744
2	Dilip Karnik	Non-Executive Independent Director	06419513
3	Ashvin Parekh	Non-Executive Independent Director	06559989
4	Radhakrishnan Nair	Non-Executive Independent Director	07225354
5	Anubhuti Sanghai	Non-Executive Director	08668593
6	Shailendra Jhingan	Managing Director & CEO	07636448

Changes in the composition of the Board of Directors

There were no changes in the composition of the Board of Directors during FY2023.

Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Shailendra Jhingan (Managing Director & CEO), Jatinder Papneja (Chief Financial Officer) and Riya Sawant (Company Secretary) are Key Managerial Personnel (KMP) of the Company. During FY2023, there was no change in the KMPs.

Declaration of Independence

As per the provisions of the Companies Act, 2013, Independent Directors are not liable to retire by rotation and the terms of appointment of Independent Directors will be governed by the provisions of the Companies Act, 2013. All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 of the Companies Act, 2013 as amended and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), which has been relied on by the Company and were placed at the Board Meeting of the Company held on April 12, 2023. In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Companies Act, 2013 and the SEBI Listing Regulations and are independent of the Management.

Familiarization programme for Independent Directors

Independent Directors are familiarised with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company through induction programmes at the time of their appointment as Directors and through presentations on economy and industry overview, global and domestic macro-economic outlook, key regulatory developments, strategy and performance which are made to the Directors from time to time. The details of the familiarisation programmes have been hosted on the website of the Company at https://www.icicisecuritiespd.com

Retirement by rotation

In terms of Section 152 of the Companies Act, 2013, B. Prasanna (DIN: 02257744) would retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. B. Prasanna has offered himself for re-appointment.

PERFORMANCE EVALUATION OF THE BOARD, COMMITTEES AND DIRECTORS

The Company has in place an evaluation framework for evaluation of the Board, Directors and Chairman. The Board also carries out an evaluation of the working of the Audit Committee, Nomination & Remuneration Committee (NRC) and Corporate Social Responsibility Committee (CSR).

The evaluations for the Directors and the Board were done through circulation of questionnaires for evaluation of the performance of the Board, the Committees of the Board and the individual members of the Board, which assessed the performance of the Board on selected parameters related to roles, responsibilities and obligations of the Board and functioning of the Committees including assessing the quality, quantity and timeliness of flow of information between the Company management and the Board that was necessary for the Board to effectively and reasonably perform their duties. The evaluation criteria for the Chairman and Directors (including Independent Directors) was based on their participation, contribution and offering guidance to and understanding of the areas which are relevant to them in their capacity as members of the Board.

Additionally, the Board also carries out an evaluation of the working of its Audit Committee, NRC and CSR. The evaluation of the Committees is based on the assessment of the compliance with the terms of reference of the Committees.

The NRC has oversight over payment of compensation. The NRC defines Key Performance Indicators (KPIs) for the Managing Director & CEO and the organisational performance norms, based on the financial and strategic plan approved by the Board. The KPIs include both quantitative and qualitative aspects. The NRC assesses organisational performance as well as the individual performance of the Managing Director & CEO. Based on its assessment, it makes recommendations to the Board regarding compensation for the Managing Director & CEO.

A separate meeting of Independent Directors without the attendance of Non-Independent Directors and the management team was held during the fiscal as per the provisions of Schedule IV of the Act.

REMUNERATION POLICY

The Company has in place a framework of criteria for appointment and removal of Directors and senior management position including criteria for determining qualifications, positive attributes and independence of a Director as well as a policy on Board diversity.

The Company also has in place compensation policy for the non-executive directors and the compensation policy for the whole-time directors, key managerial personnel, and other employees.

Details of Remuneration for the fiscal 2023:

a. Non-executive directors

(₹ in million)

Sr. No.	Name of the Director	Commission	Sitting Fees
1	Dilip Karnik (DIN: 06419513), Independent Director	0.75	0.88
2	Ashvin Parekh (DIN: 06559989), Independent Director	0.75	0.66
3	Radhakrishnan Nair (DIN: 07225354), Independent Director	0.75	0.55

b. Managing Director and CEO

(₹ in million)

Name of the Director	Particulars	Amount
Shailendra Jhingan	Basic	9.2
	Perquisites and allowances[1]	12.5
	Contribution to provident fund[2]	1.1
	Performance Bonus paid in FY2023[3]	13.7
	Perquisite value of ESOP[4]	28.9
	Stock Options of ICICI Bank Limited (Number)[4]	89,300 (nos)

1 Includes leave travel allowance, house rent allowance, special allowance, conveyance allowance, leave encashment, car maintenance and perquisites, mobile perquisite etc.

2 The gratuity amount has not been considered, as only the amount paid (cash basis) taken into the consideration.

3 The amount represents payout of 50% of the performance bonus amount pertaining to fiscal 2022. The balance 50% amount will be equally deferred over a period of three years in line with the Company's policy.

4 The Managing Director & CEO of the Company is granted stock options of the holding company i.e., ICICI Bank Limited which are issued pursuant to the Employee Stock Option Scheme of the Bank. The number above represents options granted during the year and the amount represents perquisites of previous years stock options exercised during fiscal 2023.

BOARD AND COMMITTEES OF THE BOARD

(i) Board of Directors

The Board of Directors of the Company meet at regular intervals to discuss and decide on business policy and strategy apart from other board business.

There were four meetings of the Board during the year - April 19, 2022, July 20, 2022, October 13, 2022, and January 18, 2023.

Name of Director	Board Meetings attended during the year	Attendance at last AGM (June 17, 2022)	No. of directorships		Names of the other listed entity where a person is a director and category of directorship	Number of other committee memberships@	
			of other Indian public limited Companies	of other Indian Companies#		No. of Member-ships held in Companies	No. of post of Chairperson held in Listed entities
Independent Directors							
Dilip Karnik (DIN: 06419513)	4/4	Present	5	-	1. ICICI Prudential Life Insurance Company Limited (Non-Executive – Independent Director) 2. Birla Corporation Limited (Non-Executive - Non-Independent Director) 3. Vindhya Telelinks Limited (Non-Executive - Non-Independent Director) 4. Universal Cables Limited (Non-Executive - Non-Independent Director)	3	-
Ashvin Parekh (DIN: 06559989)	4/4	Present	3	2	1. ICICI Lombard General Insurance Company Limited (Non-Executive – Independent Director) 2. ICICI Securities Limited (Non-Executive – Independent Director) 3. Nippon Life India Asset Management Limited (Non-Executive – Independent Director)	4	3
Radhakrishnan Nair (DIN: 07225354)	4/4	Present	5	2	1. ICICI Prudential Life Insurance Company Limited (Non-Executive – Independent Director) 2. Geojit Financial Services Limited (Non-Executive - Independent Director) 3. ICICI Bank Limited (Non-Executive - Independent Director) 4. Inditrade Capital Limited – (Non-Executive - Independent Director)	6	2
Non-Executive Directors							
B. Prasanna (DIN: 02257744)	4/4	Present	1	-	1. ICICI Securities Limited (Non-Executive – Non- Independent Director)	-	-
Anubhuti Sanghai (DIN: 08668593)	4/4	-	-	-	-	-	-
Wholetime Directors							
Shailendra Jhingan (DIN: 07636448)	4/4	Present	-	-	-	-	-

Comprises private limited companies/LLP incorporated in India and foreign companies but excludes Section 8 companies and not for profit foreign companies.

@ Memberships/ Chairpersonships in Audit Committee and Stakeholder Relationship Committee of Indian public limited companies; number of Memberships includes Chairpersonships.

Skills/expertise/competence of the Board of Directors

The Company has distinguished individuals on its Board of Directors with each of the Directors having the requisite core skills/ expertise/ competence as well as several years of vast experience and knowledge in various diversified functions and fields.

The details of the core skills/ expertise/ competence possessed by the Directors is detailed as under:

Sr. No.	Name of the Director	Areas of expertise
1	B. Prasanna (DIN: 02257744)	Banking, Finance, Treasury, Securities Market, Strategy and Corporate Planning
2	Dilip Karnik (DIN: 06419513)	Law and Governance, Risk Management, Strategy
3	Ashvin Parekh (DIN: 06559989)	Finance and Accountancy, Audit, Strategy
4	Radhakrishnan Nair (DIN: 07225354)	Securities Market, Risk Management, Business Management, Economics and Finance
5	Anubhuti Sanghai (DIN: 08668593)	Banking, Operations, Risk Management, Securities Market, Strategy, Customer Service
6	Shailendra Jhingan (DIN: 07636448)	Business Management, Securities Market, Treasury, Strategy and Corporate Planning, Risk Management

Disclosure of relationships between Directors inter-se

There were no inter-se relationships between any of the Directors of the Company.

Details of shareholding of Non-Executive Director

Except B. Prasanna (DIN: 02257744), who holds 1 equity share of the Company as on March 31, 2023, as a nominee of ICICI Bank Limited, none of the Non-executive Directors hold any equity shares of the Company.

(ii) Audit Committee

The Audit Committee comprises of Ashvin Parekh (DIN: 06559989), Dilip Karnik (DIN: 06419513) and B. Prasanna (DIN: 02257744) as its members. Ashvin Parekh, an independent Director, is the Chairman of the Audit Committee. The Committee meets, inter alia, to review the accounts of the Company and to discuss the audit findings and recommendations of the internal and statutory auditors.

There were four Meetings of the Committee during the year – April 19, 2022, July 20, 2022, October 13, 2022, and January 18, 2023. The details of the attendance at the Meetings are set out in the following table:

Name of Member	Meetings attended during the year
Ashvin Parekh, Chairman	4/4
Dilip Karnik	4/4
B. Prasanna	4/4

Terms of reference of Audit Committee

1. To oversee the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. To recommend the appointment/ removal of external auditor(s), terms of appointment, fix audit fee and also approve payment for any other services.
3. To review with the Management the annual financial statements and auditor's report thereon before submission to the Board, with particular reference to:
   a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
   (b) changes, if any, in accounting policies and practices and reasons for the same;
   (c) major accounting entries involving estimates based on the exercise of judgment by management;
   (d) significant adjustments made in the financial statements arising out of audit findings;
   (e) compliance with listing and other legal requirements relating to financial statements;
   (f) disclosure of any related party transactions;
   (g) modified opinion(s) in the draft audit report;
4. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
5. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
6. To review and monitor the auditor's independence and performance, and effectiveness of audit process.
7. Approval or any subsequent modification of transactions of the listed entity with related parties;
8. To scrutinize inter-corporate loans and investments.
9. To conduct valuation of undertakings or assets of the Company, wherever it is necessary.
10. Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
11. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
13. Discussion with internal auditors any significant findings and follow up there on.
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
15. Discussion with external auditors, before the audit commences, nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
16. To look into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
17. To review the functioning of the Whistle Blower mechanism
18. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
19. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
20. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
21. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
22. To review:

(1) management discussion and analysis of financial condition and results of operations;

(2) management letters / letters of internal control weaknesses issued by the statutory auditors;

(3) internal audit reports relating to internal control weaknesses; and

(4) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

(5) statement of deviations:

(a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s)

(b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms

(iii) Nomination and Remuneration Committee

The Committee comprises of Dilip Karnik (DIN: 06419513), Ashvin Parekh (DIN: 06559989) and B. Prasanna (DIN: 02257744) as its members. Dilip Karnik, an independent Director, is the Chairman of the Committee.

There were two Meetings of the Committee during the year – April 18, 2022, and January 18, 2023. The details of the attendance at the Meetings are set out in the following table:

Name of Member	Meetings attended during the year
Dilip Karnik, Chairman	2/2
Ashvin Parekh	2/2
B. Prasanna	1/2

Terms of reference of Nomination and Remuneration Committee

1. To recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

   To approve various policies on employee compensation, viz., long term incentive policy, policy on bonus (performance bonus/special bonus scheme), policy on annual increments, salary fitment and benefits for the whole-time directors.
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

a. use the services of an external agencies, if required;

b. consider candidates from a wide range of backgrounds, having due regard to diversity;

c. consider the time commitments of the candidates.

3. To approve the increment matrix and the cost associated therewith.

4. To approve payment of annual increments to the employees of the Company.

5. To approve the payment of annual bonus to the employees of the Company.

6. To approve the key performance indicators for the Managing Director and other whole-time Directors at the beginning of the financial year and evaluate the performance of the Managing Director and other whole-time Directors vis-à-vis the key performance indicators.

7. To review and recommend to the Board of Directors for its approval the annual compensation (including annual increments and other benefits) and bonus for the Managing Director and other whole-time directors of the Company.

8. To approve the promotion formula for the employees of the Company and the cost associated therewith.

9. To recommend to the Board of Directors for its approval the allotment matrix for long term incentive (including grants under Employees Stock Option Schemes), if any, for the whole-time directors as well as the employees of the Company, its quantum and deviations from the matrix, if any.

10. To approve the annual manpower cost and manpower budget.

11. To ensure "fit and proper" status of the Directors.

12. To sign under the head 'Remarks of Board of Directors' in Point No. VI of the declaration on conglomerate supervision received from the Directors of the Company, including for every appointment as an additional director and for the appointment / re-appointment of the Directors at the Annual General Meeting.

13. To formulate the criteria for determining qualifications, positive attributes and independence of a director.

14. To devise a policy on diversity of board of directors.

15. To submit recommendations to the Board with regard to –

a. Filling up of vacancies in the Board that might occur from time to time and appointment of additional non whole-time Directors. In making these recommendations, the Committee shall take into account the provisions of the Articles of Association and the special professional skills required for efficient discharge of the Board's functions;

b. Directors liable to retire by rotation;

c. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.

"senior management" means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads as defined by the Companies Act, 2013 as amended from time to time

16. To formulate criteria for evaluation of performance of independent directors and the board of directors and evaluate the performance.

17. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

18. Recommend to the board, all remuneration, in whatever form, payable to senior Management

19. Any other matter relating to the remuneration of employees and whole-time Directors of the Company referred to the Nomination & Remuneration Committee.

(iv) Corporate Social Responsibility Committee

The Committee comprises of Dilip Karnik (DIN: 06419513), Anubhuti Sanghai (DIN: 08668593) and Shailendra Jhingan (DIN: 07636448) as its members. Dilip Karnik (DIN: 06419513), an independent Director, is the Chairman of the Committee.

There were four Meetings of the Committee during the year – April 19, 2022, June 9, 2022, July 13, 2022, and January 16, 2023. The details of the attendance at the Meetings are set out in the following table:

Name of Member	Meetings attended during the year
Dilip Karnik, Chairman	4/4
Anubhuti Sanghai	4/4
Shailendra Jhingan	4/4

Terms of reference of Corporate Social Responsibility Committee

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.

2. Recommend the amount of expenditure to be incurred on the activities referred above.

3. Monitor the implementation of the Corporate Social Responsibility Policy of the Company from time to time.

4. Do all such acts, deeds and things as may be required for the implementation of the Corporate Social Responsibility Policy.

(v) Risk Management and IT Strategy Committee

The Committee comprises of Radhakrishnan Nair (DIN: 07225354), Dilip Karnik (DIN: 06419513), B. Prasanna (DIN: 02257744), Anubhuti Sanghai (DIN: 08668593) and Shailendra Jhingan (DIN: 07636448) as its members. Radhakrishnan Nair, an independent Director, is the Chairman of the Committee.

There were four Meetings of the Committee during the year – April 12, 2022, July 15, 2022, October 7, 2022, and January 6, 2023. The details of the attendance at the Meetings are set out in the following table:

Name of Member	Meetings attended during the year
Radhakrishnan Nair, Chairman	4/4
Dilip Karnik	4/4
B. Prasanna	4/4
Anubhuti Sanghai	3/4
Shailendra Jhingan	4/4

Terms of reference of Risk Management and IT Strategy Committee

1. Desired maturity profile of liabilities, the tolerance level for negative gap in the first time - bucket and for cumulative gaps in all subsequent time-buckets,

2. Classification of various assets/liabilities in the time-buckets as specified in the format to be approved by RMC,

3. Review the results of and progress in implementation of the decisions taken in the previous meetings.

4. Evaluation and adoption of any modification in methodology pertaining to measurement of risks whether credit or interest rate. This would include changes in Company's internal Value-at-Risk models and usage of the same for purposes of complying with RBI guidelines on capital adequacy.

5. Review the risk profile, understand future changes and threats and concur on areas of highest priority and related mitigation strategy.

6. Assure adequate resources are being assigned to mitigate risks as needed.

7. Review and implement the Corporate Risk Investment Policy.

8. Such other business that might be relevant to asset liability and risk management and as may be delegated by the Board or required by RBI, from time to time.

9. To ensure that all ongoing outsourcing decisions taken by the Company and the activities undertaken by the third-party are in accordance with the Outsourcing Policy of the Company.

10. Instituting an appropriate governance mechanism for outsourced processes, comprising of risk based policies and procedures, to effectively identify, measure, monitor and control risks associated with outsourcing in an end to end manner;

11. Defining approval authorities for outsourcing depending on nature of risks and materiality of outsourcing;

12. Developing sound and responsive outsourcing risk management policies and procedures commensurate with the nature, scope and complexity of outsourcing arrangements;

13. Undertaking a periodic review of outsourcing strategies and all existing material outsourcing arrangements;

14. Evaluating the risks and materiality of all prospective outsourcing based on the framework developed by the Board and periodically reviewing the effectiveness of policies and procedures.
15. Approving IT strategy and policy documents and ensuring that the management has put an effective strategic planning process in place
16. Ascertaining that management has implemented processes and practices that ensure that the IT delivers value to the business;
17. Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable;
18. Monitoring the method that management uses to determine the IT resources needed to achieve strategic goals and provide high-level direction for sourcing and use of IT resources;
19. Ensuring proper balance of IT investments for sustaining the Company's growth and becoming aware about exposure towards IT risks and controls.
20. Oversee the implementation of operational risk management policy.
21. Review the operational risk profile of various business/operational/ support groups on an on-going basis.
22. Review and approve the implementation of operational risk methodologies and tools, including assessments, reporting and loss event databases
23. Discuss and recommend suitable mitigation for managing operational risk
24. Assure adequate resources are being assigned to mitigate risks as needed.
25. Proactively review and manage potential risks which may arise from regulatory changes/or changes in economic/political environment.
26. Promote risk awareness across all business units and assess the appropriateness of management oversight towards managing operational risks.

(vi) Stakeholders Relationship Committee

The Committee comprises of Radhakrishnan Nair (DIN: 07225354), B. Prasanna (DIN: 02257744) and Anubhuti Sanghai (DIN: 08668593) as its Members. Radhakrishnan Nair, an independent Director, is the Chairman of the Committee.

Riya Sawant, Company Secretary of the Company acts as the Compliance Officer in accordance with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. No complaints were received or were pending as at March 31, 2023.

One Meeting of the Committee was held on March 27, 2023. The details of the attendance at the Meetings are set out in the following table:

Name of Member	Meetings attended during the year
Radhakrishnan Nair, Chairman	1/1
B. Prasanna	1/1
Anubhuti Sanghai	1/1

Terms of reference of Stakeholders Relationship Committee

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the company.

(vii) Other Committees

In addition to the above, the Board has from time to time constituted various committees, namely, Committee of Directors, Asset Liability Management Committee, Debentures Committee, Operations Committee, Internal Committee to approve transfer & transmission of shares as well as request for issue of duplicate share certificates.

Recommendations of mandatory committees

All the recommendations made by the committees of the Board which are mandatorily required to be constituted under the Companies Act, 2013 or SEBI Listing Regulations were accepted by the Board.

GENERAL BODY MEETINGS

i. The details of General Body Meetings held in the last three years are given below:

Particulars	Day, Date	Location and Time
Extra Ordinary General Meeting	Tuesday March 24, 2020	Churchgate, Mumbai 9.45 a.m.
Twenty Seventh Annual General Meeting	Monday June 29, 2020	Meeting held through Video Conferencing/ Other Audio-Visual Means 3.00 p.m.
Extra Ordinary General Meeting	Wednesday September 23, 2020	Meeting held through Video Conferencing/ Other Audio-Visual Means 3.45 p.m.
Twenty Eighth Annual General Meeting	Tuesday June 29, 2021	Meeting held through Video Conferencing/ Other Audio-Visual Means 3.00 p.m.
Extra Ordinary General Meeting	Thursday August 26, 2021	Meeting held through Video Conferencing/ Other Audio-Visual Means 12.00 noon
Extra Ordinary General Meeting	Wednesday November 17, 2021	Meeting held through Video Conferencing/ Other Audio-Visual Means 3.00 p.m.
Twenty Ninth Annual General Meeting	Friday June 17, 2022	Meeting held through Video Conferencing/ Other Audio-Visual Means 2.00 p.m.
Extra Ordinary General Meeting	Thursday February 9, 2023	Meeting held through Video Conferencing/ Other Audio-Visual Means 12.00 noon

ii. The details of the Special Resolutions passed in the Annual General Meetings held in the previous three years are given below:

Particulars	Date	Resolutions
Twenty Seventh Annual General Meeting	June 29, 2020	Approval of managerial remuneration of Managing Director & CEO, Issue of Debentures, Increase in borrowing powers
Twenty Eighth Annual General Meeting	June 29, 2021	Modification in remuneration payable to Managing Director & CEO, Issue of Debentures, Increase in borrowing powers
Twenty Ninth Annual General Meeting	June 17, 2022	Modification in remuneration payable to Managing Director & CEO, Issue of Debentures

iii. Special resolution passed last year through postal ballot: NIL

iv. Person who conducted the postal ballot exercise: Not applicable

v. Whether any special resolution is proposed to be conducted through postal ballot: No

vi. Procedure for postal ballot: Not applicable

AUDITORS

Statutory Auditors

At the Annual General Meeting (AGM) held on June 17, 2022, the Members had approved the re-appointment of Chaturvedi & Co., Chartered Accountants (ICAI Firm Registration No. 302137E) and N.A. Shah Associates LLP, Chartered Accountants (ICAI Firm Registration No. 116560W/W100149) as the Joint Statutory Auditors to hold office from the conclusion of twenty ninth AGM till conclusion of the thirtieth AGM.

Pursuant to the circular issued by Reserve Bank of India (RBI) on Guidelines for appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs), the joint statutory auditors are allowed to continue for a period of three years, subject to fulfilling the prescribed eligibility norms. Accordingly, Chaturvedi & Co. and N. A. Shah Associates LLP, would be eligible for reappointment at the ensuing AGM. The Auditors have indicated their willingness to continue as Joint Statutory Auditors of the Company and provided the certificate that they meet the eligibility criteria as required under the Act. As recommended by the Audit Committee, the Board has proposed the re-appointment of Chaturvedi & Co. and N. A. Shah Associates LLP, as the Joint Statutory Auditors for the year ending March 31, 2024 (fiscal 2024), to hold office from the conclusion of ensuing AGM till the conclusion of the thirty first AGM to be held for the year 2024.

There are no qualifications, reservation or adverse remarks made by the Joint Statutory Auditors in the audit report.

Secretarial Auditors

The Board appointed Alwyn Jay & Co., a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for fiscal 2023. The Secretarial Audit Report is annexed herewith as **Annexure c.** There are no qualifications, reservation

or adverse remark or disclaimer made by the auditor in the report save and except disclaimer made by them in discharge of their professional obligation.

The Annual Secretarial Compliance Report for fiscal 2023 is available on the website of the Company at https://www.icicisecuritiespd.com and on the website of BSE Limited at www.bseindia.com

Reporting of Frauds by Auditors

During the year under review, there were no instances of fraud reported by the Statutory Auditors and Secretarial Auditor under Section 143(12) of the Companies Act, 2013 to the Audit Committee or the Board of Directors.

Maintenance of Cost Records

The Central Government has not prescribed the maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 for the services rendered by the Company.

SECRETARIAL STANDARDS

Your Company is in compliance with the Secretarial Standard on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) for the financial year ended March 31, 2023.

CEO/CFO CERTIFICATION

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the certification by the Managing Director & CEO and Chief Financial Officer on the financial statements and internal controls relating to financial reporting has been obtained.

PERSONNEL AND CORPORATE GOVERNANCE

The disclosure as required in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for fiscal 2023 is given in **Annexure d.i.**

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **Annexure d.ii** and forms part of this report. In terms of Section 136(1) of the Act, the Annual Report and the Financial Statements are being sent to the shareholders excluding the aforesaid Annexure. The said Annexure is available for inspection and any Member interested in obtaining a copy of the Annexure may write to the Company Secretary of the Company.

SUCCESSION PLANNING

The Company has in place a well-defined succession planning process to facilitate the development of high potential talent and to mitigate vacancy risk arising from attrition and ensure business continuity at all times. The Succession Plan of the Company is reviewed by the Nomination and Remuneration Committee on periodic basis.

SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANY

The Company does not have any subsidiary, associate and joint venture company and no new subsidiary, associate and joint venture company was formed during the year under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the nature of business activities of the Company, the information relating to conservation of energy and technology absorption, as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is not required to be given. The Company has, however, used information technology extensively in its operations.

During fiscal 2023, expenditure in foreign currencies amounted to ₹ 5.4 million (previous year: ₹ 4.9 million) and earnings in foreign currencies amounted to ₹ 0.2 million (previous year: ₹ 0.2 million).

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

CHANGE OF NATURE OF BUSINESS

There has been no change in the nature of the business of the Company during the year under review.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY AND ITS FUTURE OPERATIONS

There are no significant and/or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status or future operations of the Company.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

There is no application made or pending against the Company under the Insolvency and Bankruptcy Code, 2016.

DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not availed one-time settlement for any of its loans from Banks or Financial Institutions.

MEANS OF COMMUNICATION:

It is the Company's belief that all stakeholders should have access to complete information regarding its position to enable them to accurately assess its future potential. The Company's website https://www.icicisecuritiespd.com serves as a key awareness facility for all its stakeholders, allowing them to access information at their convenience. The financial results and various compliances as required/ prescribed under SEBI Listing Regulations are filed electronically with BSE Limited through BSE Listing Centre and are also available on the website of BSE Limited in addition to the Company's website.

The Company's quarterly financial results are published in English national daily newspaper circulating in the whole or substantially the whole of India.

The Annual Report containing, inter alia, Audited Financial Statement, Board's Report, Auditors' Report and other important information is circulated to the shareholders and others entitled thereto. The Annual Report is also available on the website of the Company.

GENERAL SHAREHOLDER INFORMATION:

1. Company registration details: CIN U72900MH1993PLC131900
2. Financial year: April 1, 2022 to March 31, 2023
3. Annual General Meeting date, time and venue: Monday, June 19, 2023, 10.30 a.m. through Video Conferencing/ Other Audio-Visual Means (Deemed venue of the AGM: 501B, First International Financial Centre (FIFC), Plot No. C 54 & 55, G Block, Bandra Kurla Complex (BKC), Bandra (East), Mumbai - 400098)
4. Dividend Payment Date: Will be paid on or after the AGM date
5. Stock Exchange: The Non-Convertible Debentures (NCD) (Tier II capital) (Scrip Code: 949550) and commercial papers issued by the Company, from time to time, are listed on BSE Limited. The Company has paid annual listing fees to BSE Limited.
6. Market Price Data – High, Low during each month in last Financial Year – Not Applicable
7. Performance in comparison to Broad-based indices such as BSE Sensex, CRISIL Index – Not Applicable
8. IN case of, any of the securities of the Company are suspended from trading – Not Applicable
9. Debenture Trustees As per SEBI circular No. CIR/IMD/DF/18/2013 dated October 29, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of Debenture Trustees are as under:

   Name: IDBI Trusteeship Services Limited
   Contact details – Ground Floor, Universal Insurance Building, Sir Phirozshah Mehta Road, Fort, Mumbai - 400001
   Tel No. 022-40807015 / 35
   Email id: itslcompliance@idbitrustee.com / compliance@idbitrustee.com
10. Registrars & Transfer Agent:
    For Equity:
    3i Infotech Limited
    International Infotech Park, Tower # 5,
    Vashi Station Complex, Vashi, Navi Mumbai-400 703
    E-mail: investors@3i-infotech.com
    Tel. No.: +91-22-7123 8000 Fax No.: +91-22-7123 8099

    For Non-Convertible Debentures:
    Link Intime India Private Limited
    C-101, 247 Park, LBS Marg, Vikhroli (West),
    Mumbai-400083
    Email id- debtca@linkintime.co.in
    Tel. no. +91-22-4918 6000 Fax no+91-22-4918 6060

11. Shareholding of the Company and distribution of shareholding

Sr. No.	Name of the Shareholder	% of Share
1	ICICI Bank Limited (along with its nominees)	100

Distribution of shareholding

Range – Shares	No. of Shareholders		No. of Shares	
	Number	% of total	Shares	% of total
Upto 1,000	6	85.7	6	0.04
1,001-5,000	-	-	-	-
5,001-10,000	-	-	-	-
10,001-50,000	1	14.3	15,628	99.96
50,001 & above	-	-	-	-
Total	**7**	**100**	**15,634**	**100**

Category of shareholders

Category	No. of Shares held	% of Shareholding
Promoters & Promoter's group	15,634	100
Financial Institution & Banks	-	-
Foreign Portfolio Investors	-	-
Mutual Funds	-	-
Bodies Corporate	-	-
NRI	-	-
Individual	-	-
HUF	-	-
Trusts	-	-
Clearing Member	-	-
NBFCs registered with RBI	-	-
Employee Benefit Trust	-	-
Total	**15,634**	**100**

Dematerialisation of Shares and Liquidity

Equity shares of the Company representing 99.96% of the Company's equity share capital are dematerialised as on March 31, 2023.

12. Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity:

    This is not applicable to the Company, since the Company has not issued Global Depository Receipts or American Depository Receipts or any convertible instruments.

13. Commodity price risk or foreign exchange risk and hedging activities and disclosures as per the format prescribed, if applicable

    As per RBI regulations applicable to Primary Dealers, the Company is not allowed to trade / offer broking services in commodities. The Company undertakes trading in exchange traded currency futures and thus may be exposed to foreign exchange risk arising on account of such trading activity. This risk is managed by applying various risk limits as approved by the Risk Management & IT Strategy Committee (RM& ITC) and the Board of Directors.

14. Credit ratings as on March 31, 2023:

Credit Rating Agency	Instruments	Ratings	Revisions if any	Revision Rational
CRISIL Ratings Limited	Non-Convertible Debentures	CRISIL AAA/ Stable	None	-
CARE Ratings Limited	Non-Convertible Debentures	CARE AAA/ Stable	None	-
CRISIL Ratings Limited	Commercial Papers	CRISIL A1+	None	-
ICRA Limited	Commercial Papers	ICRA A1+	None	-

15. Plant Location:

    This is not applicable to the Company as the Company is not a manufacturing entity.

16. Address for Correspondence:

    Riya Sawant, Company Secretary
    ICICI Securities Primary Dealership Limited
    501 - B, First International Financial Centre, Plot No. C - 54 & 55, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400098
    Tel no. 022 6637 7117 Email: riya.sawant@isecpd.com

DISCLOSURES

a) There are no materially significant transactions with related parties i.e., directors, management, subsidiaries, or relatives conflicting with the interests of the Company.

b) Web-link where policy on dealing with the Related Party Transaction is disclosed - The policy on dealing with the Related Party Transaction is hosted on the website of the Company i.e. https://www.icicisecuritiespd.com

c) Penalties or strictures imposed on the Company by any of the Stock Exchanges, the Securities & Exchange Board of India (SEBI) or any other statutory authority, for any non-compliance on any matter relating to capital markets, during the last three years – During FY2023, BSE Limited on March 2, 2023, has levied fine of ₹ 10,000 plus GST on the Company for delay in compliance with Regulation 60 (1) & (2) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 regarding the submission of record date for payment of interest. Further, BSE Limited on September 28, 2022, has levied fine of ₹ 1,000 plus GST on the Company for non-submission of intimation of record date for payment of interest pertaining to period May 2021. The Company has paid the fine amounts to BSE Limited.

d) In terms of the Whistle-Blower Policy of the Company, no employee of the Company has been denied access to the Audit Committee.

e) Details of Compliance with the Mandatory requirements and adoption of Non-Mandatory Requirements – Mandatory requirements as mentioned under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable have been complied by the Company. However, the Company has adopted the following non-mandatory requirement of Regulation 27 of the SEBI LODR Regulations:

   The auditors' reports on statutory financial statements of the Company are with an unmodified opinion.

f) The Company is High Value Debt Listed Entity (HVDLE). Provisions of regulations 16 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are applicable to the Company on 'comply or explain' basis till March 31, 2024, and mandatorily thereafter. The Company has, however, ensured compliance with the new requirements to the extent applicable to the Company.

g) Remuneration to Statutory Auditors

   As required under Part C of the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the total fees paid by the Company, to the statutory auditor are as under:

   ₹ in million

Type of Services	Amount
Statutory Audit Fees	3.8
Certification and other fees	1.5
Total	**5.3**

h) Disclosure by listed entity of 'Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount - No such loans and advances are given by the Company.

i) Web-link where policy for determining "material" subsidiaries is disclosed - The Company has no subsidiaries.

j) Details of Utilisation of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32(7A) – Nil

k) Disclosures with respect to demat suspense account/ unclaimed suspense account: Not Applicable

COMPLIANCE CERTIFICATE FROM THE AUDITORS

The certificate obtained from a practicing company secretary regarding compliance of conditions of Corporate Governance as stipulated in Listing Regulations is given in **Annexure e.**

A certificate from a practicing company secretary that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority as stipulated in SEBI Listing Regulations is given in **Annexure f.**

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company confirm:

i. that the applicable accounting standards have been followed in the preparation of the annual accounts and that there are no material departures;

ii. that such accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent, so as to give a true

and fair view of the state of affairs of the Company at March 31, 2023 and of the profit of the Company for the year ended on that date;

iii. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;

iv. that the annual accounts have been prepared on a 'going concern' basis; and

v. that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

vi. that internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

CORPORATE PHILOSOPHY AND COMPLIANCE

The Company firmly believes that corporate governance and compliance practices are of paramount importance to maintain the trust and confidence of its stakeholders and good reputation of the Company. To ensure transparency, fairness and objectivity in an organisation's functioning, the Company has proactively adopted best practices as regards corporate governance and compliance. The Company's policy on compliance with external regulatory requirements is backed by stringent internal policies and principles to ensure, inter alia, integrity of all personnel involved in the Company, priority to clients' interests over proprietary interest, maintenance of confidentiality of client information and prevention of insider trading.

COMPLIANCE WITH THE CODE OF BUSINESS CONDUCT AND ETHICS

The Code of Business Conduct and Ethics of the Company aims at ensuring consistent standards of conduct and ethical business practices across the Company. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a confirmation from the Managing Director & CEO regarding compliance with the Code by all the Directors and senior management of the Company forms part of the Annual Report.

INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL), ACT, 2013

The Company has a policy against sexual harassment and a formal process for dealing with complaints of harassment or discrimination. The said policy is in line with the requirements of 'The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013'. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the said Act.

The details pertaining to number of complaints during the year has been provided below:

a. number of complaints filed during the financial year: 0

b. number of complaints disposed of during the financial year: 0

c. number of complaints pending as on end of the financial year: 0

ACKNOWLEDGEMENTS

The Directors thank the clients for the confidence reposed, which has enabled the Company to successfully deliver well-structured solutions through timely execution in a preferred way.

The Directors thank the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and other statutory authorities for their continued support to the Company. The Directors also thank the Company's bankers and lenders.

The Directors express their gratitude for the support and guidance received from ICICI Bank Limited, the holding company and other group companies.

The Directors also express their sincere appreciation to all the employees for commendable teamwork, professionalism and contribution during the year.

For and on behalf of the Board

B. Prasanna
Chairman
(DIN: 02257744)

Mumbai, April 12, 2023

DECLARATION BY THE CEO UNDER SCHEDULE V (D) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT

I confirm that all Directors and Members of the senior management have affirmed compliance with the Code of Business Conduct and Ethics for the year ended at March 31, 2023.

For and on behalf of the Board

Shailendra Jhingan
Managing Director & CEO
(DIN: 07636448)

Mumbai, April 12, 2023

Continued

annexure a

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

1. **Brief outline on CSR policy of the Company:**

   Corporate Social Responsibility (CSR) has been a long-standing commitment at ICICI Securities Primary Dealership Limited (the Company) and forms an integral part of our activities. The Company's contribution to social sector development includes several pioneering interventions and is implemented through the involvement of stakeholders within the Company and through the broader community. As per the CSR policy, CSR activities are being undertaken by the Company directly or through ICICI Foundation for Inclusive Growth (ICICI Foundation) or through other implementing agencies.

   The CSR Policy of the Company sets the framework guiding the Company's CSR activities. It outlines the governance structure, operating framework, monitoring mechanism, guiding principles for selecting CSR projects and CSR activities that would be undertaken. The Company's CSR activities are largely focused in the areas of skill development and sustainable livelihood, education, healthcare, social and environmental projects or other activities as the Company may choose to select in fulfilling its CSR objectives. The CSR policy (as amended from time to time) is put up on the Company's website https://www.icicisecuritiespd.com

2. **Composition of CSR Committee:**

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Dilip Karnik (DIN: 06419513)	Chairman, Independent Director	4	4
2	Anubhuti Sanghai (DIN: 08668593)	Member, Non-Executive Director	4	4
3	Shailendra Jhingan (DIN: 07636448)	Member, Executive Director	4	4

   There were 4 (four) Meetings of the Committee during fiscal 2023 – April 19, 2022, June 9, 2022, July 13, 2022 and January 16, 2023.

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company: https://www.icicisecuritiespd.com
4. Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. – Not applicable
5. (a) Average net profit of the Company as per section 135 (5) - ₹ 5,688.0 million
   (b) Two percent of average net profit of the company as per section 135 (5) - ₹ 113.8 million
   (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years- Nil
   (d) Amount required to be set off for the financial year, if any - Nil
   (e) Total CSR obligation for the financial year (5b+5c-5d)- ₹ 113.8 million
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) - ₹ 113.8 million
   (b) Amount spent in Administrative Overheads – Nil
   (c) Amount spent on Impact Assessment, if applicable. – Nil
   (d) Total amount spent for the Financial Year [6a+6b+6c] - ₹ 113.8 million
   (e) CSR amount spent or unspent for the Financial Year:

₹ million

Total amount spent for the Financial Year (₹ million)	Amount unspent (₹ million)				
	Total amount transferred to unspent CSR Account as per Section 135 (6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135 (5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
113.8	Nil	Not applicable	Nil	Not applicable	Nil

   (f) Excess amount for set-off, if any:

Sr. No.	Particulars	Amount ₹ million
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	113.8
(ii)	Total amount spent for the Financial Year	113.8
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	-

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Sr. No.	Preceeding Financial Years	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 ₹ million	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 ₹ million	Amount Spent in the Financial Year ₹ million	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any	Amount remaining to be spent in succeeding Financial Years ₹ million	Deficiency, if any
1	FY2021-22						
2	FY2020-21			Not applicable			
3	FY2019-20						

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Yes

   If Yes, enter the number of Capital assets created/ acquired: 38

   Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent (₹ in million)	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered Office
1	Rainwater harvesting Installations (Storage tank with hand pump, filter, surface levelling and civil works, Recharge pit with Filter media) installed at Chamaraja Nagar district	Hanuru- 571439 Gundlupet-571111	Between October 31, 2022 to March 31, 2023	8.7	-	Government schools at Chamarajanagar district	Government schools at Chamarajanagar district

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135 – Not applicable

Shailendra Jhingan
(DIN: 07636448)
Managing Director & CEO

Dilip Karnik
(DIN: 06419513)
Chairman CSR Committee

Mumbai, April 12, 2023

Continued

annexure b

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis - NIL
2. Details of material contracts or arrangement or transactions at arm's length basis: The Company undertakes various transactions with related parties in the ordinary course of business. The Company has a Board approved policy on Related Party Transactions and an arms' length policy which requires transactions with the group companies to be at arm's length. The transactions between the Company and its related parties, during year ended March 31, 2023, were based on the principles of arm's length.

The details of material related party transactions at an aggregate level for year ended March 31, 2023:

Sr. No	Nature of contracts/ transactions	Name of the related party	Nature of relationship	Duration of contracts	Salient terms of contracts/ transactions	₹ in million
1	Purchase of government securities, bonds/ debentures	ICICI Bank Limited	Holding Company	-	At market price	21,625.8
		ICICI Lombard General Insurance Company Limited	Fellow Subsidiary	-	At market price	1,634.0
		ICICI Prudential Life Insurance Company Limited	Fellow Subsidiary	-	At market price	4,768.1
		India Infradebt Limited	Associate of Holding Company	-	At market price	1,850.0
2	Sale of government securities, bonds/ debentures of	ICICI Bank Limited	Holding Company	-	At market price	16,246.1
		ICICI Prudential Life Insurance Company Limited	Fellow Subsidiary	-	At market price	21,191.1
		ICICI Lombard General Insurance Company Limited	Fellow Subsidiary	-	At market price	16,202.2
3	Money at Call, Notice and Term (outstanding as on March 31, 2023)	ICICI Bank Limited	Holding Company	-	At market interest rate	6,000.0
4	Share Capital outstanding	ICICI Bank Limited	Holding Company	-	At market price	1,563.4
5	Notional Principal amount of Interest Rate Swaps outstanding	ICICI Bank Limited	Holding Company	-	At market price	7,501.8
6	Dividend paid	ICICI Bank Limited	Holding Company	-	-	1,360.2

For and on behalf of the Board

B. PRASANNA
Chairman
(DIN: 02257744)

Mumbai, April 12, 2023

ICICI Securities Primary Dealership Limited

annexure c

FORM No. MR-3 Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023.
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
ICICI Securities Primary Dealership Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ICICI Securities Primary Dealership Limited (CIN - U72900MH1993PLC131900) (hereinafter called "the Company").

The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts and statutory compliances to express our opinion thereon.

Based on our verification of the Company's statutory registers, books, papers, minute books, forms and returns filed and other records maintained by the Company and the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has followed proper Board-processes and has required compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder for compliance in respect of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, as applicable;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as amended from time to time:

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 – Not Applicable to the Company;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- Not Applicable to the Company;

e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - Not Applicable to the Company;

f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - Not Applicable to the Company;

g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not Applicable to the Company;

h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

i) The Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018;

j) The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992;

k) The Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020;

l) The Securities and Exchange Board of India (Investment Advisers) Regulations, 2013;

m) The Securities and Exchange Board of India (Stock-brokers and Sub-brokers) Regulations, 1992

(vi) Other specific business/industry related laws applicable to the Company- The Company has complied with the Reserve Bank of India Act, 1934, Non-Banking Financial Company Regulations, Master Direction – Reserve Bank of India (Call, Notice and Term Money Markets) Directions, 2021 Standalone Primary Dealers (Reserve Bank) Directions, 2016, RBI's Operational Guidelines, Capital Adequacy Standards and Risk Management Guidelines for Standalone Primary Dealers and the other applicable general laws, rules, regulations and guidelines.

We have also examined compliance with the applicable clauses of the following:

(a) the Secretarial Standards with regards to Meeting of Board of Directors (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India; and

(b) SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 to the extent applicable to listed Non-Convertible Debentures.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards mentioned above except the following:

1. BSE Ltd. had levied fine of ₹ 10,000 (Rupees Ten Thousand Only) plus GST on the Company for delay in compliance with Regulation 60 (1) & (2) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 regarding the submission of record date for payment of interest. The Company had paid the fine to BSE Ltd.

We further report that –

(a) The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review;

(b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and in respect of meetings held at short notice or meetings for which the agenda notes (other than those relating to Unpublished Price Sensitive Information (UPSI)) were sent at a notice of less than 7 days, the unanimous consent of the Board/Committee was taken for discussion of the said agenda items and the same has been recorded in the minutes. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;

(c) The minutes of the Board meetings and Committee Meetings have not identified any dissent by members of the Board /Committee of the Board, respectively hence we have no reason to believe that the decisions by the Board were not approved by all the directors present. The Minutes of the Board Meetings and Committee Meetings were duly approved at the Meeting by the Chairman of the Meeting.

We further report that there are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. As informed, the Company has responded appropriately to communication received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

We further report that during the audit period, there were following specific events /actions have taken place that have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards:

1. Approval of the Board of Directors of the Company at its meeting held on 19th April, 2022 was obtained for the issuance of 485 Unsecured, Subordinated, Listed, Redeemable, Non-Convertible Debentures of Rs.10 million each aggregating to ₹ 4850 million on private placement basis constituting Tier II capital of the Company.

2. The Company has obtained approval of the Shareholders of the Company at the Annual General Meeting held on 17th June, 2022 for Issuance of 485 Unsecured, Subordinated, Listed, Redeemable, Non-Convertible Debentures of Rs.10 million each aggregating to Rs.4850 million on private placement basis constituting Tier II capital of the Company under Section 42 of the Companies Act, 2013.

Place : Mumbai
Date : 12th April, 2023

ALWYN JAY & Co.
Company Secretaries

Office Address :
Annex-103, Dimple Arcade,
Asha Nagar, Kandivali (East),
Mumbai 400101.

[Jay D'Souza FCS.3058]
(Partner)
[Certificate of Practice No.6915]
[UDIN : F003058E000074888]

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

ANNEXURE A'

Continued

To
The Members,
ICICI Securities Primary Dealership Limited

Our Secretarial Audit Report of even date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to ICICI Securities Primary Dealership Limited (hereinafter called 'the Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. We believe that the processes and the practices we followed, provide a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the management representation on the list of applicable laws, compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Mumbai
Date : 12th April, 2023

ALWYN JAY & Co.
Company Secretaries

Office Address :
Annex-103, Dimple Arcade,
Asha Nagar, Kandivali (East),
Mumbai 400101.

[Jay D'Souza FCS.3058]
(Partner)
[Certificate of Practice No.6915]
[UDIN : F003058E000074888]

annexure d.i

Disclosures required with respect to Companies Act, Section 197(12)

The ratio of the remuneration of each director to the median employee's remuneration and such other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year;

Shailendra Jhingan	6.16:1

(ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary is between 6% to 7%.

(iii) The percentage increase in the median remuneration of employees in the financial year;

The percentage increase in the median remuneration of employees in the financial year is around (14.1%).

(iv) The number of permanent employees on the rolls of company;

The number of employees on permanent payrolls of the Company at March 31, 2023 is 63.

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

The average percentage increase made in the salaries of total employees other than the KMPs for FY2023 is around 12.9%, while the average increase in the remuneration of the KMPs is 6.5%.

The Company follows prudent remuneration practices under the guidance of the Board and the Nomination & Remuneration Committee (NRC). The Company's approach to remuneration is intended to drive meritocracy within the framework of prudent risk management. Remuneration is linked to corporate performance, business performance and individual performance.

The Company has a judicious and prudent approach to compensation and does not use compensation as the sole lever to attract and retain employees. The total compensation is a prudent mix of fixed pay and variable pay.

The increase in remuneration is a function of the factors outlined above. The performance of the Company has bearing on the quantum of variable pay declared for employees across levels.

(vi) Affirmation that the remuneration is as per the remuneration policy of the company.

Yes

annexure e

CERTIFICATE OF COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,

The Members of ICICI Securities Primary Dealership Limited,

1. We have examined the compliances of the conditions of Corporate Governance by ICICI Securities Primary Dealership Limited ("the Company") for the financial year ended 31st March, 2023, as prescribed in Regulations 17 to 27, clauses (b) to (i) of sub- regulation (2) of regulation 46 and paras C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 ('Listing Regulations').
2. The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place : Mumbai
Date : 12th April, 2023

ALWYN JAY & Co.
Company Secretaries

Office Address :
Annex-103, Dimple Arcade,
Asha Nagar, Kandivali (East),
Mumbai 400101.

[Jay D'Souza FCS.3058]
(Partner)
[Certificate of Practice No.6915]
[UDIN : F003058E000075009]

annexure f

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) read with sub-clause (10)(i) of Clause C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of **ICICI Securities Primary Dealership Limited**
501-B, First International Financial Centre,
Plot C-54&55, G Block, Bandra Kurla Complex,
Bandra (E), Mumbai - 400098 IN

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of ICICI Securities Primary Dealership Limited having CIN U72900MH1993PLC131900 and having registered office at 501-B, First International Financial Centre, Plot C-54&55, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400098 IN (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Sub-clause 10(i) of Clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Designation	Date of appointment
1	Shailendra Jhingan	07636448	Managing Director	03/11/2016
2	Anubhuti Sunil Sanghai	08668593	Non-Executive Director	23/01/2020
3	Dilip Ganesh Karnik	06419513	Independent Director	26/08/2014
4	Ashvin Dhirajlal Parekh	06559989	Independent Director	30/03/2015
5	Radhakrishna Nair	07225354	Independent Director	01/10/2015
6	Prasanna Balachander	02257744	Nominee Director	28/06/2008

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Mumbai
Date : 12th April, 2023

ALWYN JAY & Co.
Company Secretaries

Office Address :
Annex-103, Dimple Arcade,
Asha Nagar, Kandivali (East),
Mumbai 400101.

[Jay D'Souza FCS.3058]
(Partner)
[Certificate of Practice No.6915]
[UDIN : F003058E000075108]

independent auditors' report

to the members of ICICI Securities Primary Dealership Limited

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

We have audited the accompanying financial statements of ICICI Securities Primary Dealership Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2023, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity, and the Statement of Cash Flows for the year then ended on that date, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standard (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2023, the profit and other comprehensive income, statement of changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SAs") specified under Section 143 (10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

The Key audit matter	How the matter was addressed in our audit
Information technology (IT)	
IT systems and controls The Company's key financial accounting and reporting processes are highly dependent on information systems including automated controls, such that there exists a risk that gaps in the IT control environment could result in the financial accounting and reporting records being misstated. The Company uses SAP systems for overall financial reporting which is interfaced with other operating systems that process transactions related to investments and borrowings. In addition, due to the hybrid work situation, IT systems have been made accessible to employees on a remote basis which has resulted in increasing challenges around the data protection. We identified 'Information Technology systems' as key audit matter because of the pervasive nature and high level of automation, interfaced with other systems used and the complexity of the IT architecture.	We carried out the following key audit procedures: • Understood General IT Control (GITC) i.e. Access Controls, Program/ System Change, Program Development, Computer Operations (i.e. Job Processing, Data/System Backup Incident Management) over key financial accounting and reporting systems, and supporting control systems (referred to as in-scope systems); • Understood the IT infrastructure i.e. operating systems and data bases and related data security controls in remote working scenario due to hybrid work supporting the in-scope systems; • Tested controls over the IT infrastructure covering user access (including privilege users), data centre and system changes; • Tested the General IT Controls for design and operating effectiveness for the audit period over the in-scope systems; • Understood IT application controls for the in- scope systems including key interfaces, system generated reports, reconciliations and system processing as determined by us during our risk assessment; • Tested the application controls for design and operating effectiveness for the audit period; • Evaluated policies and strategies adopted by the Company, in relation to operational security of key information infrastructure, data and client information management, and monitoring and crisis management; and • Assessed whether controls have remained unchanged during the year or were changed after considering the controls around change management process.
Valuation of Financial Instruments Refer to the accounting policies in "Note 1(A)(4) to the Financial Statements: Financial Assets", "Note 1(A) to the Financial Statements: Significant Accounting Policies – Use of judgments, estimates and assumptions", "Note 1(B)(1) to the Financial Statements – Fair value measurements: Valuation framework"	
Management judgement and estimate Financial instruments held by the Company at fair value include derivative assets and liabilities, trading securities, certain debt instruments and other assets and liabilities designated at fair value. We identified assessing the fair value of financial instruments of trading securities and derivatives assets and liabilities as a key audit matter because of the financial significance to the Company and the nature of underlying products and estimates involved to determine fair value. The valuation of the Company's financial instruments, held at fair value, is based on a combination of market data and valuation models which often require considerable inputs. Many of these inputs are obtained from readily available market data, in particular for level 1 and level 2 financial instruments in the fair value hierarchy, the valuation techniques use quoted market prices and observable inputs, respectively. Where such observable data is not readily available as in the case of level 3 financial instruments, fair value is based on management's estimates and judgement.	We have carried out the following key audit procedures: • Assessed the design, implementation and operating effectiveness of management's key internal controls over the valuation process and inputs of financial instruments including derivatives. • Tested access rights and change management controls for key systems. • Tested the governance and approval controls, such as management review and approval of the valuation models; • Re-performed the valuation of 'level 1', 'level 2' and 'level 3' trading securities, which are primarily government and corporate debt securities, by comparing the observable inputs, including quoted prices, to independently sourced market data. • We have reviewed the related disclosures in the Ind AS financial statements as required by the relevant accounting standards

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information obtained at the date of this auditor's report is the Director's report but does not include financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Management and Board of Directors are responsible for the matter stated in Section 134(5) of the Act with respect to preparation of these financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with Ind AS prescribed under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that

were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and the Board of Directors are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference to the financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the financial statements made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
   c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Change in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
   d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rules made thereunder;
   e. On the basis of the written representations received from the directors as on 31st March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2023 from being appointed as a director in terms of Section 164(2) of the Act;
   f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report given in 'Annexure B';
   g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. Also refer note 32 to financial statement; and
   h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
      I. The Company has disclosed the impact of pending litigations as at 31st March 2023 on its financial position in its financial statements - Refer note 1(B)(11) to the financial statements.
      II. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
      III. There are no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
      iv. As per the management representation provided, we report,
         - no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the Intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.
         - no funds have been received by the company from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.
         - based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given by management under the above sub-clauses contain any material mis-statement.
      v. The Company has complied with Section 123 of the Act for the purpose of declaration and payment of dividend during the year. Also refer note 1(B)(21) to the financial statements.
      vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from April 1, 2023, reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 is not applicable in the current year.

FOR CHATURVEDI & CO.
Chartered Accountants
Firm Registration: 302137E

TUSHAR KANDOI
Partner
Membership No. 136229
UDIN: 23136229BGRLDS8014

Mumbai
April 12, 2023

FOR N. A. SHAH ASSOCIATES LLP
Chartered Accountants
Firm Registration: 116560W/ W100149

MILAN MODY
Partner
Membership No. 103286
UDIN: 23103286BGPZKW9335

Mumbai
April 12, 2023

ANNEXURE - 'A' TO THE INDEPENDENT AUDITOR'S REPORT FOR THE YEAR ENDED 31ST MARCH 2023

[Referred to in para 1 of the heading 'Report on other legal and regulatory requirements' of our report]

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right of-use of assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified every year. In accordance with this programme, all the Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) The Company does not have any immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, para 3(i)(c) of the Order is not applicable to the Company.

(d) The Company has not revalued its Property, Plant and Equipment (Including Right-of use of assets) or intangible assets or both during the year. Hence, para 3(i)(d) of the Order is not applicable to the Company.

(e) In our opinion and according to the information and explanations given to us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii) (a) The Company's Securities for trade ('Stock') mainly consists of Government securities and Treasury bill, held in the form of Subsidiary General Ledger (SGL) maintained with Reserve Bank of India ('RBI'). The said stock is verified by the management with the confirmation statement from Clearing Corporation of India Limited ('CCIL') on a daily basis. The stock of other securities are held by the Company in Demat form with the custodian and holding of the same is verified from the confirmation received from the custodian on regular basis. In our opinion, the frequency of such verification is reasonable. The Company is maintaining proper records of securities held as stock and other securities and no discrepancies were noticed on comparing these statements with the books of accounts.

(b) In our opinion and according to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of five crore rupees at any point of time of the year in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, the requirement to report on para 3(ii)(b) of the Order is not applicable to the Company.

(iii) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that since the Company is in the business of Primary Dealership which involves making investments including granting loans in the normal course of its business and further, as it has not provided any guarantee or security to companies, firms, limited liability partnerships or any other parties, the provisions of paragraph 3(iii)(a) to (f) are not applicable.

(iv) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not provided any loans, investments, guarantees, and security during the year under Section 185 and 186 of the Act. Thus paragraph 3(iv) of the order is not applicable.

(v) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not accepted any deposits from the public during the year to which the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder apply. Thus paragraph 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not prescribed the maintenance of cost records under sub section (1) of section 148 of the Act for any of the services rendered by the Company. Thus paragraph 3(vi) of the Order is not applicable.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of amounts deducted / accrued in the books of account, the Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable to the Company, during the year with the appropriate authorities. There are no undisputed statutory dues payable in respect of above statues outstanding as at 31st March 2023 for a period of more than six months from the date they became payable.

(b) According to information and explanations given to us and on the basis of our examination of the records of the Company, except service tax and income tax, there are no dues referred to in sub-clause (a) have not been deposited on account of any dispute as at 31st March 2023. However, details of disputed dues which have not been deposited as on 31st March 2023 are given below:

Name of Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount ₹
Finance Act, 1994	Service tax - Cenvat Credit and penalty	Customs, Excise and Service tax Appellate Tribunal	October 2012 to June 2017	198,498,936* (refer note 1 below)
Income Tax Act, 1961	Income tax - penalty	Commissioner of Income-tax (Appeal)	April 2019 to March 2020	8,734,999 (refer note 2 below)

Note:

1. this amount is net of ₹ 8,264,295 deposited under protest and it does not include interest on the above dues.
2. also refer note 1(B)(11) to the financial statements with regards to income tax matter under dispute.

(viii) As per information and explanations proved to us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on para 3(viii) of the Order is not applicable to the Company.

(ix) (a) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not been declared willful defaulter by any bank or financial institution or other lender.

(c) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not raised any money by way of term loans.

(d) According to the information and explanations given to us and based on the audit procedures performed by us, no funds raised on a short-term basis have been used for long-term purposes by the Company.

(e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on paragraph 3(ix)(e) and (f) of the Order are not applicable to the Company.

(x) (a) According to the information and explanation given to us and based on the audit procedures performed by us, the Company has utilized the monies raised during the year by way debt instruments for the purposes for which they were raised. The Company has not raised any money by way of initial public offer or further public offer.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Hence reporting under paragraph 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) According to the information and explanation given to us and based on the audit procedures performed by us, we report that no fraud by the Company or on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) According to the information and explanation given to us, there were no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under paragraphs (xii)(a), (b) and (c) of the Order are not applicable.

(xiii) According to the information and explanation given to us and based on the audit procedures performed by us, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards.

(xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered the internal audit reports for the year under audit issued upto the date of this report.

(xv) According to the information and explanation given to us and based on the audit procedures performed by us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Act are not applicable.

(xvi) (a) The Company has obtained registration under Section 45-IA of the Reserve Bank of India Act, 1934.

(b) According to the information and explanation given to us and based on the audit procedures performed by us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Hence reporting under paragraph 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence reporting under paragraph 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanation given to us, none of the group companies are CIC and hence reporting under paragraph 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on paragraph 3(xviii) of the Order is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report of the Company's capability of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In respect of other than ongoing projects in connection with Corporate Social Responsibility (CSR) obligations, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Act, in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 29(2) to the financial statements.

(b) There are no unspent amounts in respect of ongoing projects that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in note 29(2) to the financial statements.

(xxi) The preparation of consolidated financial statements is not applicable to the Company. Hence reporting under paragraph (xxi) of the Order is not applicable to the Company.

FOR CHATURVEDI & CO.
Chartered Accountants
Firm Registration: 302137E

TUSHAR KANDOI
Partner
Membership No. 136229
UDIN: 23136229BGRLDS8014

Mumbai
April 12, 2023

FOR N. A. SHAH ASSOCIATES LLP
Chartered Accountants
Firm Registration: 116560W/ W100149

MILAN MODY
Partner
Membership No. 103286
UDIN: 23103286BGPZKW9335

Mumbai
April 12, 2023

'ANNEXURE – B' TO THE INDEPENDENT AUDITORS' REPORT

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

[REFERRED TO IN PARA 2(F) OF THE HEADING 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' OF OUR REPORT]

OPINION

We have audited the internal financial controls over financial reporting of ICICI Securities Primary Dealership Limited ('the Company') as of 31st March 2023 in conjunction with our audit of the financial statements of the Company for the year then ended.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note")

MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

FOR CHATURVEDI & CO.
Chartered Accountants
Firm Registration: 302137E

TUSHAR KANDOI
Partner
Membership No. 136229
UDIN: 23136229BGRLDS8014

Mumbai
April 12, 2023

FOR N. A. SHAH ASSOCIATES LLP
Chartered Accountants
Firm Registration: 116560W/ W100149

MILAN MODY
Partner
Membership No. 103286
UDIN: 23103286BGPZKW9335

Mumbai
April 12, 2023

ICICI Securities Primary Dealership Limited

(₹ in million)

Particulars	Note No.	At March 31, 2023	At March 31, 2022
ASSETS			
1 Financial assets			
(a) Cash and cash equivalents	2	**36.1**	*46.4*
(b) Bank balance other than (a) above	3	**-**	*9.7*
(c) Securities for trade	4	**247,835.4**	*158,637.4*
(d) Derivative financial instruments	5	**1,211.2**	*713.4*
(e) Trade receivables	6	**73,225.0**	*14,050.9*
(f) Loans	7	**17,218.5**	*25,643.6*
(g) Other financial assets	8	**4,344.0**	*2,989.3*
		343,870.2	*202,090.7*
(2) Non-financial assets			
(a) Current tax assets (net)	9	**372.4**	*316.9*
(b) Property, plant and equipment	11	**312.0**	*241.0*
(c) Other intangible assets	11	**6.9**	*1.3*
(d) Other non-financial assets	12	**69.2**	*73.7*
		760.5	*632.9*
TOTAL ASSETS		**344,630.7**	*202,723.6*
LIABILITIES AND EQUITY			
LIABILITIES			
(1) Financial liabilities			
(a) Derivative financial instruments	5	**648.4**	*300.7*
(b) Trade payables	13		
(i) total outstanding dues of micro enterprises and small enterprises		**3.6**	*4.8*
(ii) total outstanding dues of creditors other than micro and small enterprises		**66.9**	*68.1*
(c) Debt securities	14	**3,242.3**	*9,989.9*
(d) Borrowings (other than Debt securities)	15	**293,949.8**	*143,846.6*
(e) Subordinated liabilities	16	**5,600.0**	*5,750.0*
(f) Other financial liabilities	17	**24,600.3**	*26,436.6*
		328,111.3	*186,396.7*
(2) Non-financial liabilities			
(a) Provisions	18	**240.9**	*187.5*
(b) Deferred tax liabilities (net)	10	**431.1**	*204.3*
(c) Other non-financial liabilities	19	**25.0**	*37.5*
		697.0	*429.3*
(3) EQUITY	20	**1,563.4**	*1,563.4*
(a) Equity share capital	21	**14,259.0**	*14,334.2*
(b) Other equity		**15,822.4**	*15,897.6*
TOTAL LIABILITIES AND EQUITY		**344,630.7**	*202,723.6*
Significant Accounting Policies and Other Notes	1		

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For Chaturvedi & Co.
Chartered Accountants
Firm Registration No. 302137E

TUSHAR KANDOI
Partner
Membership No: 136229

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No.116560W / W100149

MILAN MODY
Partner
Membership No: 103286

Mumbai, April 12, 2023

For and on behalf of the Board of Directors
ICICI Securities Primary Dealership Limited

B. PRASANNA
CHAIRMAN
DIN : 02257744

ASHVIN PAREKH
DIRECTOR
DIN : 06559989

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

RIYA SAWANT
Company Secretary

Mumbai, April 12, 2023

statement of profit and loss

(₹ in million)

Particulars		Note No.	Year Ended March 31, 2023	*Year Ended March 31, 2022*
Revenue from operations				
(i)	Interest income	22	**12,492.6**	*8,461.9*
(ii)	Dividend income	23	**0.2**	*1.6*
(iii)	Fees and commission income	24	**272.6**	*633.6*
(iv)	Net gain on fair value changes	25	**976.6**	*1,378.2*
(I)	**Total Revenue from operations**		**13,742.0**	*10,475.3*
(II)	Other income	26	**1.0**	*5.0*
(III)	**Total income (I+II)**		**13,743.0**	*10,480.3*
Expenses				
(i)	Finance costs	27	**10,631.5**	*4,717.9*
(ii)	Employee benefits expenses	28	**638.9**	*763.6*
(iii)	Depreciation and amortisation	11	**72.8**	*17.5*
(iv)	Other expenses	29	**655.2**	*556.5*
(IV)	**Total expenses**		**11,998.4**	*6,055.5*
(V)	**Profit before tax (III-IV)**		**1,744.6**	*4,424.8*
(VI)	**Tax Expense:**			
	(1) Current tax (refer note 10 of other notes)		**241.5**	*643.0*
	(2) Deferred tax charge/(credit) (refer note 10 of other notes)		**224.7**	*494.7*
			466.2	*1,137.7*
(VII)	**Profit for the year (V-VI)**		**1,278.4**	*3,287.1*
(VIII)	**Other Comprehensive Income**			
	Items that will not be reclassified to profit or loss			
	(i) Gain/(loss) on re-measurement of Defined benefit plans		**8.3**	*13.6*
	(ii) Tax relating to items that will not be reclassified to profit or loss		**2.1**	*3.4*
	Other Comprehensive Income Subtotal (i) - (ii)		**6.2**	*10.2*
			6.2	*10.2*
(IX)	**Total Comprehensive Income for the year (VII+VIII) (comprising Profit and Other Comprehensive Income)**		**1,284.6**	*3,297.3*
(X)	**Earnings per equity share (in ₹) (Basic and Diluted)**	30	**81,770.50**	*210,253.29*
	(Face value ₹1,00,000/- per share (previous year: ₹1,00,000/- per share)			
	Significant Accounting Policies and Other Notes	1		

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For Chaturvedi & Co.
Chartered Accountants
Firm Registration No. 302137E

TUSHAR KANDOI
Partner
Membership No: 136229

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No.116560W / W100149

MILAN MODY
Partner
Membership No: 103286

Mumbai, April 12, 2023

For and on behalf of the Board of Directors
ICICI Securities Primary Dealership Limited

B. PRASANNA
CHAIRMAN
DIN : 02257744

ASHVIN PAREKH
DIRECTOR
DIN : 06559989

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

RIYA SAWANT
Company Secretary

Mumbai, April 12, 2023

statement of changes in equity

ICICI Securities Primary Dealership Limited

for the year ended March 31, 2023

A EQUITY SHARE CAPITAL

(I) YEAR ENDED MARCH 31, 2023

(₹ in million)

Balance at the beginning of the year	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting year	Changes in equity share capital during the year	Balance at the end of the reporting year
1,563.4	-	1,563.4	-	1,563.4

(II) YEAR ENDED MARCH 31, 2022

(₹ in million)

Balance at the beginning of the year	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during previous year	Balance at the end of the reporting period
1,563.4	-	1,563.4	-	1,563.4

B OTHER EQUITY

(I) YEAR ENDED MARCH 31, 2023

(₹ in million)

	Reserves and Surplus						Other items of Other Comprehensive Income***	Total
	Capital reserve*	ESOP reserve	Other Reserves			Retained earnings		
			General reserve	Special reserve**	Capital redemption reserve			
Balance at April 1, 2022	**1,153.7**	**64.3**	**749.1**	**7,927.6**	**466.6**	**3,958.0**	**14.9**	**14,334.2**
Total Comprehensive Income for the period	-	-	-	-	-	1,278.4	6.2	**1,284.6**
Final dividend for financial year 2021-22	-	-	-	-	-	(1,360.2)	-	**(1,360.2)**
Transfer to / (from) retained earnings	-	-	-	255.7	-	(255.7)	-	**-**
ESOP expenses for the year	-	0.4	-	-	-	-	-	**0.4**
Balance at March 31, 2023	**1,153.7**	**64.7**	**749.1**	**8,183.3**	**466.6**	**3,620.5**	**21.1**	**14,259.0**

(I) YEAR ENDED MARCH 31, 2022

(₹ in million)

	Reserves and Surplus						Other items of Other Comprehensive Income***	Total
	Capital reserve*	ESOP reserve	Other Reserves			Retained earnings		
			General reserve	Special reserve**	Capital redemption reserve			
Balance at April 1, 2021	**1,153.7**	**59.0**	**749.1**	**7,270.2**	**466.6**	**3,141.8**	**4.7**	**12,845.1**
Total Comprehensive Income for the period	-	-	-	-	-	3,287.1	10.2	3,297.3
Interim dividends for financial year 2021-22	-	-	-	-	-	(609.7)	-	(609.7)
Final dividend for financial year 2020-21	-	-	-	-	-	(1,203.8)	-	(1,203.8)
Transfer to / (from) retained earnings	-	-	-	657.4	-	(657.4)	-	-
ESOP expenses for the year	-	5.3	-	-	-	-	-	5.3
Balance at March 31, 2022	1,153.7	64.3	749.1	7,927.6	466.6	3,958.0	14.9	14,334.2

* Represents profit on sale of securities (net of tax) classified as Held to Maturity (HTM) investments as per Master Direction – Operational Guidelines for Primary Dealers issued by RBI

** Reserve maintained under Section 45 IC of the Reserve Bank of India(RBI) Act, 1934

*** Represents gain/(loss) on re-measurement of defined benefit plans for employees

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For Chaturvedi & Co.
Chartered Accountants
Firm Registration No. 302137E

TUSHAR KANDOI
Partner
Membership No: 136229

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No.116560W / W100149

MILAN MODY
Partner
Membership No: 103286

Mumbai, April 12, 2023

For and on behalf of the Board of Directors
ICICI Securities Primary Dealership Limited

B. PRASANNA
CHAIRMAN
DIN : 02257744

ASHVIN PAREKH
DIRECTOR
DIN : 06559989

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

RIYA SAWANT
Company Secretary

Mumbai, April 12, 2023

Notes forming part of the financial statements

Continued

1. SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES

A. SIGNIFICANT ACCOUNTING POLICIES

Overview

ICICI Securities Primary Dealership Limited (the "Company") is registered as a Non-Banking Financial Services Company (NBFC) with the Reserve Bank of India (RBI) and is authorised to act as a Primary Dealer (PD). Being a PD, the Company is an active participant in primary and secondary segments of the debt and money markets. Besides, the Company also trades in equity, equity derivatives and currency futures market. The Company actively trades in permissible financial instruments/ securities and holds them mainly as part of its trading portfolio. The Company also engages in other non-banking financial services business like underwriting, portfolio management, fixed income research and debt capital market services. The Company raises funds through call/ notice money, term money, bi-partite and tri-partite repo, inter-corporate deposits, commercial paper and subordinate debt. The Company also has access to Liquidity Adjustment Facility (LAF) and Standing Liquidity Facility (SLF) of the Reserve Bank of India. The Company also lends in call/ notice money, term money, bi-partite and tri-partite repo, LAF and standing deposit facility (SDF) of RBI.

The Company is a wholly-owned subsidiary of ICICI Bank Limited. The non-convertible bonds (Tier II capital) and commercial papers issued by the Company are listed on the Bombay Stock Exchange.

Basis of preparation

Compliance with IND AS

The financial statements of the Company for the year ended March 31, 2023 have been prepared in accordance with Indian Accounting Standards (IND AS) notified under section 133 of the Companies Act 2013 ("the act") read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The financial statements have been prepared on accrual basis and under the historical cost convention except for financial instruments which are measured at fair value.

Accounting policies have been consistently applied except where newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Functional and presentation currency

The financial statements are presented in Indian rupees (₹) which is the functional currency of the Company and the national currency of India. Except as otherwise indicated, financial information presented in Indian rupee has been rounded to the nearest million with one decimal.

Use of judgments, estimates and assumptions

The preparation of financial statements in conformity with IND AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and the income and expense for the reporting period. The actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Some of the Company's accounting policies require critical accounting estimates that involve complex and subjective judgments and the use of assumptions, some of which may be for matters that are inherently uncertain and susceptible to change. Such critical accounting estimates could change from period to period and may have a material impact on the Company's financial condition, changes in financial condition or results of operations. Critical accounting estimates could also involve estimates where management could have reasonably used another estimate in the current accounting period. The critical policies that involves critical accounting estimates includes valuation of financial instruments and deferred tax. Management believes that the estimates used in the preparation of the Company's financial statements are prudent and reasonable.

1) Revenue recognition

a) Interest

Interest income on all financial instruments other than financial instruments held at Fair Value through Profit & Loss (FVPTL) is recognised using the effective interest method on an accrual basis. For financial instruments held at FVTPL, interest income is recognised on contractual cash flow basis.

The effective interest rate is the rate that exactly discounts the estimated future cash receipts or payments through the expected life of the instrument, or where appropriate, a shorter period, to the net carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates cash flows considering all contractual terms of the financial instrument but not future credit losses.

Effective interest rate is established at the time of initial recognition of the financial instrument and is not revised subsequently.

Contractual cash flow basis refers to calculation of interest based on the rate of interest specified for respective securities.

b) Fee and commission

Fee and commission income including management fees, advisory fees, syndication fees are recognised as income as the related services are performed. Underwriting commission earned on government securities acquired upon devolvement is reduced from the cost of acquisition.

c) Net gain/ (loss) on fair value changes

Net gain or loss on financial instrument designated at FVTPL includes realised and unrealised gains and losses from changes in the fair value of such instruments and is recognised in Statement of Profit & Loss.

Unrealised gains and losses on debt instruments measured at fair value through other comprehensive income (FVOCI) are recognised in other comprehensive income until de-recognition, at which point the cumulative gain or loss is transferred to the Statement of Profit and Loss.

d) Dividend income

Dividend income on equity instruments is recognised when the right to receive the dividend is established.

2) Cash and cash equivalents, Bank balances other than cash and cash equivalents

Cash and cash equivalents include cash on hand, balances with Reserve Bank of India, balances and short-term deposits with other banks. Deposits under lien in favor of clearing corporations and stock exchanges are included under bank balances other than cash and cash equivalents. Cash and cash equivalents are measured at amortised cost. The carrying value of cash equivalents approximates fair value.

3) Derivative assets and derivative liabilities

The Company enters into interest rate, currency and equity derivatives. These are measured at fair value at initial as well as subsequent measurement. The resultant gains and losses are recognised in the Statement of Profit and Loss.

Currently, the Company has not designated any derivative as hedge.

4) Financial assets

At initial recognition, the Company measures a financial asset at its fair value or transaction price as applicable. Except financial assets that are irrevocably designated at initial recognition as fair value through profit loss (FVTPL), the subsequent classification is based on:

(a) The Company's business model for managing the financial assets and

(b) The contractual cash flow characteristics of the financial asset.

Financial assets are classified according to subsequent measurement basis into:

i. Amortised cost: The Company classifies the financial assets at amortised cost if the contractual cash flows represent solely payments of principal and interest on the specified dates and as per the Company's business model, the intention is to hold such financial assets in order to collect contractual cash flows.

   Financial assets measured at amortised cost requires the application of the effective interest method. This is calculated by applying the effective interest rate to the gross carrying amount of a financial asset. Gains and losses resulting from fluctuations in fair value are not recognised for financial assets classified as amortised cost measurement category.

ii. Fair value through other comprehensive income (FVOCI): The Company classifies the financial assets as FVOCI if the contractual cash flows represent solely payments of principal and interest on the specified dates and the Company's business model is achieved by both collecting contractual cash flows and selling financial assets. In case of these financial assets, changes in fair value are recognised in other comprehensive income.

iii. Fair value through profit or loss (FVTPL): A financial asset is classified as FVTPL if it is not meeting the criteria for classifying at amortised cost or FVOCI. The Company irrevocably designates certain financial assets at FVTPL at initial recognition. In case of financial asset instruments classified as FVTPL, changes in fair value is recognised in profit or loss.

The Company follows trade date method of accounting for purchase and sale of securities. While determining profit or loss on sale of securities held under FVPTL & FVOCI, cost of securities is arrived/determined based on 'First in First Out' ('FIFO') basis.

5) Impairment of financial assets

At each reporting date, the Company assesses whether there is an objective evidence that loans, advances and other receivables are impaired. The Loans, advances and other receivables are classified as impaired and impairment losses are incurred only if there is an objective evidence of impairment as a result of one or more events that occurred after the initial recognition or of a

loss event which have an impact on the estimated future cash flows that can be reliably estimated.

The criteria that the Company uses to determine that there is objective evidence of an impairment loss include:

(a) significant financial difficulty of the debtor;

(b) it becomes probable that the borrower will enter bankruptcy or other financial re-organisation;

In such cases, the Company measures loss allowances at an amount equal to lifetime Expected Credit Losses (ECL). Lifetime ECL are expected credit losses that result from all possible default events over the expected life of a financial instrument. In other cases, where the credit risk on a financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for that financial asset at an amount equal to 12-month expected credit losses.

The measurement of impairment losses in respect of financial assets requires judgment, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by number of factors, changes in which can result in different levels of allowances. The Company's ECL calculations are output of complex models with a number of underlying assumptions regarding the choice of variable inputs and their inter-dependencies. The inputs and models used for calculating ECL, may not always capture all characteristics of the market as on the date of financial statements.

The models are reviewed periodically in the context of actual loss experience and adjustments are made when such differences are significantly material.

An allowance for impairment is maintained at a level that management considers adequate to absorb identified credit-related losses as well as losses that have occurred but have not yet been identified.

Loss allowance for financial assets are deducted from the gross carrying amount of the assets.

6) Borrowings, debt securities issued, subordinated liabilities and equity instruments

Borrowings, equity, debt securities issued and subordinated liabilities are the Company's main sources of funding. Borrowings comprise borrowings from banks in the inter-bank call money market, TREPS, borrowings from RBI, corporates and borrowings under repurchase (Repo) transactions.

The Company classifies these instruments as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments.

Borrowings, debt securities issued and subordinated liabilities are initially measured at fair value, and subsequently measured at their amortised cost using the effective interest method.

Repo transactions are treated as collateralised lending and borrowing transactions, with an agreement to repurchase/resale, on the agreed terms, as per RBI guidelines and accordingly disclosed in the financial statements. The difference between consideration amount of the first leg and the second leg of the repo transaction is reckoned as repo interest. As regards repo/ reverse repo transactions outstanding on the balance sheet date, only the accrued income/ expenditure till the balance sheet date is taken to the Statement of Profit and Loss. Any repo income/ expenditure for the remaining period is reckoned in the next accounting period. The securities given as collateral under repo borrowing transactions continue to be valued as per the business model followed.

7) Offsetting financial assets and financial liabilities

Financial assets and financial liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

8) De-recognition of financial assets and liabilities

Financial assets are derecognised when the contractual rights to the cash flows from the financial assets have expired or where the Company has transferred substantially all the risks and rewards of ownership. If substantially all the risks and rewards have been neither retained nor transferred and the Company has retained control, the assets continue to be recognised to the extent of the Company's continuing involvement.

Financial liabilities are derecognised when they are extinguished, that is when the obligation is discharged, cancelled or expired.

9) Property, plant and equipment (PPE)

PPE are measured at cost less accumulated depreciation and accumulated impairment losses. The cost includes expenditures that are directly attributable to the acquisition and installation of the asset.

The gain/loss on disposal of an item of PPE is determined by comparing the proceeds from disposal with carrying amount of the item and is recognised in the Statement of Profit and Loss.

The cost of the day-to-day servicing of PPE is recognised in the Statement of Profit and Loss as and when it is incurred.

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value. Depreciation is provided on straight-line basis over the estimated useful lives of the assets. The following table sets forth useful life of property, plant and equipment.

Asset	Useful Life
Furniture & Fixture	10 years
Office Equipment	5 years
Mobile phones*	2 years
Vehicles	8 years
Vehicles – Corporate car policy*	5 years
Computers – end user devices	3 years
Computers – servers, networking equipments	6 years
Improvement to leasehold property	Lease term
Right-of-use assets (office premises)	Lease term#

*Based on historical experience and technical evaluation, the management believes that the useful lives, as given above, best represent the period over which management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as indicated under Part C of Schedule II of the Companies Act 2013.

#Lower of useful life of the asset or non-cancellable period of the lease term.

Depreciation methods, useful lives, impairment and residual values are reassessed at each reporting date and adjusted prospectively if material. Advances paid towards acquisition of property, plant and equipment are disclosed as capital advances under other non-financial assets.

10) Capital work-in-progress

Capital work-in-progress are property, plant and equipment which are not yet ready for their intended use. Depreciation is not recorded on capital work-in-progress until construction and installation is completed and assets are ready for its intended use.

11) Intangible assets

Purchased software are measured at cost less accumulated amortisation and accumulated impairment losses, if any. The cost includes expenditures that are directly attributable to the acquisition and installation of the software. Software is amortised on a straight-line basis in the Statement of Profit and Loss over its estimated useful life, from the date on which it is available for use. The estimated useful life of software is four years or lease term.

Intangible asset under development comprises of cost incurred on intangible asset under development that are not yet ready for their intended use.

Amortisation methods, useful lives, impairment and residual values are reviewed at each reporting date as may be required and adjusted prospectively if material.

12) Cash Flow Statements:

Cash Flows are reported using Indirect Method, whereby profit / (loss) for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

13) Income taxes

The income tax expense comprises current and deferred tax incurred by the Company. Income tax expense is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised directly in equity or OCI, in which case the tax effect is recognised in equity or OCI. Income tax payable on profits is based on the applicable tax laws in India and is recognised as an expense in the period in which profit arises.

a) Current Tax

Current tax is expected tax payable/ receivable on the taxable income / loss for the period, using tax rates enacted for the reporting period and any adjustment to tax payable/ receivable in respect of previous years.

b) Deferred Tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purpose and the amounts for tax purposes.

Notes forming part of the financial statements

Continued

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised, for all deductible temporary differences, to the extent it is probable that future taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets / liabilities are reviewed at each reporting date and are adjusted based on such assessment.

The tax effects of income tax losses, available for carry forward, are recognised as deferred tax asset, when it is probable that future taxable profits will be available against which these losses can be set-off.

14) Employee benefit expenses

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g. under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past services provided by the employee and the amount of obligation can be estimated reliably.

Post-employment benefits and other long term benefits

Gratuity

The Company pays gratuity, a defined benefit plan, to employees who retire or resign after a minimum prescribed period of continuous service. The Company makes contribution to a Trust which administers the funds on its own account or through insurance companies.

The actuarial gains or losses arising during the year are recognised in OCI. Actuarial valuation of the gratuity liability is determined by an actuary appointed by the Company. Actuarial valuation of gratuity liability is determined based on certain assumptions regarding rate of interest, salary growth, mortality and staff attrition as per the projected unit credit method.

Provident fund

Retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss when the contributions to the fund is due.

National Pension Scheme (NPS)

The Company contributes 10% of the total basic salary of certain employees to NPS, a defined contribution plan, which is managed and administered by pension fund management companies. The Company also gives an option to its employees to receive the amount in lieu of such contribution along with the monthly salary.

The amounts so contributed/paid by the Company to NPS or to employees during the year are recognised in the Statement of Profit and Loss.

Leave encashment

The Company provides for leave encashment benefit based on actuarial valuation conducted by an independent actuary.

Long Term Performance Pay

Long Term Performance Pay is provided based on actuarial valuation including actuarial gains/losses at balance sheet date and it is recognised in statement of profit and loss. The actuarial valuation has been carried out using the Projected Unit Credit Method.

15) Share-based payments

The Employee Stock Option Scheme (the Scheme) of the Holding Company, ICICI Bank Limited, provides for grant of options to acquire equity shares of the Holding Company to whole time directors of the Company. The options vest in a graded manner and may be exercised within a specified period.

In respects of options granted up to March 31, 2020, the grant date fair value of equity-settled share-based payment awards (i.e. stock options) granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period in which the employees unconditionally become entitled to the awards. The Company measures employee expense relating to stock options based on its fair value which is recognised in the Statement of Profit and Loss on a straight line basis over the vesting period for each separately vesting portion of the grant as if the grant was in-substance, separate grants.

In respect of options granted after March 31, 2020, the Company reimburses the fair value of the options to the Holding Company and recognises the same as an expense in the Statement of Profit and Loss.

16) Provisions, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined based on management estimate of cash outflow to settle the obligation at the balance sheet date, supplemented by experience of similar transactions. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised and disclosed only where an inflow of economic benefits is probable.

17) Earnings per share

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

18) Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The company has elected not to recognize right of use asset and lease liability for low value asset and short term leases. The Company has recognized the lease payment associated with these leases as an expense on straight line basis over the lease term.

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprise of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date net of lease incentive received, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use asset is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortised cost using the effective interest method.

Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease

B. OTHER NOTES

1) Fair value measurements : Valuation framework

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company uses valuation models for computing the valuation of financial instruments wherever a traded price is not readily available for such instruments. The Middle Office, which functions independent of the front-office, carries out periodic valuation of financial instruments.

In accordance with the Board approved Valuation Policy, the Valuation Committee comprising of representatives from Corporate Risk Management

Group (CRMG) and Financials group review the valuation of all securities, including derivatives, to bring it in line with realisable values wherever necessary.

a) Fair value hierarchy

The Company measures fair values using the following hierarchy that reflects the significance of inputs used in making the measurements.

Level 1

Valuation is based upon unadjusted quoted prices of identical instruments traded in active markets at the measurement date. The instruments that have been valued based upon such quoted prices include traded equity shares, mutual funds, government securities, corporate bonds, certificate of deposits (CDs), commercial papers (CPs), futures and options.

Level 2

Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, prices quoted by market participants and prices derived from valuation models which use significant inputs that are observable in active markets. Inputs used include interest rates, yield curves, volatilities, credit spreads, which are available from public sources like Reuters, Bloomberg, Financial Benchmarks India Private Limited (FIBIL) and Fixed Income Money Markets & Derivatives Association of India (FIMMDA). The products include government securities, corporate bonds, certificate of deposits, commercial papers, vanilla options, and simple interest rate derivatives.

Level 3

Valuation is based on valuation techniques or models which use significant market unobservable inputs or assumptions. Financial instruments are considered Level 3 when their values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable or when determination of the fair value requires significant management judgment or estimation.

b) Valuation models

Level 1

Prices quoted in active markets – The fair value of instruments that are quoted in active markets are determined using the quoted prices where they represent prices at which regularly and recently occurring transactions take place.

Level 2

The Company uses valuation techniques to establish the fair value of instruments where prices, quoted in active markets, are not available. Valuation techniques used for financial instruments include modeling techniques, the use of indicative quotes for proxy instruments, quotes from recent and less regular transactions and broker quotes.

A substantial portion of the securities portfolio is valued at prices, yields and spread published by benchmark administrators based on the unadjusted quoted or traded prices or based on models using market observable inputs such as interest rates, yield curves, volatilities and credit spreads available from public sources.

A substantial part of the derivatives portfolio is valued using market observable inputs like swap rates, foreign exchange rates, volatilities and forward rates. The valuation of derivatives is carried out primarily using the market quoted swap rates and foreign exchange rates.

Valuation of forex and derivatives products is carried out using mid-market prices.

Level 3

In certain markets, due to illiquidity, alternate valuation methodologies based on own assumptions and estimates of the fair values are used by the Company.

For instruments which are valued using models, an adjustment to the fair value may be carried out to reflect the impact of security being illiquid.

Credit Valuation Adjustment and Debit Valuation Adjustment

To measure the fair value of financial assets and financial liabilities, the Company includes the effect of the Company's net exposure to the credit risk of that counterparty or the counterparty's net exposure to the credit risk of the Company in the fair value measurement in form of Credit Valuation Adjustment (CVA) and Debit Valuation Adjustment (DVA) separately in case the inputs used for fair valuation do not capture the same. CVA is a fair value adjustment to reflect counterparty credit risk. The Company considers the adjustment based on the variation in the credit exposure and credit spread of the counterparty between the valuation date and the date of origination of the deal. DVA is done to account for change in the Company's own credit quality for exposures to other counterparties to the Company. Currently, CVA and DVA is considered for fair valuation of interest rate swaps and Forward Rate Agreement (FRA).

The following table sets forth the information about Company's assets and liabilities measured at fair value on a recurring basis for periods mentioned and the level of inputs used to measure those products.

₹ in million

Description	At March 31, 2023			
	Level 1	Level 2	Level 3	Total
Securities for trade				
Government securities	148,560.3	72,934.3	-	221,494.6
Debentures, bonds, CPs & CDs	4,827.7	21,502.3	-	26,330.0
Equity instruments	8.2	-	2.6	10.8
Total	**153,396.2**	**94,436.6**	**2.6**	**247,835.4**
Derivative financial instruments (positive mark-to-market)				
Interest rate derivatives	-	14.8	1,189.1	1,203.9
Currency derivatives	3.7	-	-	3.7
Equity linked derivatives	3.6	-	-	3.6
Total positive mark-to-market	**7.3**	**14.8**	**1,189.1**	**1,211.2**
Derivative financial instruments (negative mark-to-market)				
Interest rate derivatives	-	(648.4)	-	(648.4)
Currency derivatives	-	-	-	-
Total negative mark-to-market	**-**	**(648.4)**	**-**	**(648.4)**

₹ in million

Description	At March 31, 2022			
	Level 1	Level 2	Level 3	Total
Securities for trade				
Government securities	73,239.4	64,194.0	-	137,433.4
Debentures, bonds, CPs & CDs	3,853.5	17,311.7	-	21,165.2
Equity instruments	36.5	-	2.3	38.8
Total	**77,129.4**	**81,505.7**	**2.3**	**158,637.4**
Derivative financial instruments (positive mark-to-market)				
Interest rate derivatives	-	415.1	292.3	707.4
Equity linked derivatives	6.0	-	-	6.0
Total positive mark-to-market	**6.0**	**415.1**	**292.3**	**713.4**
Derivative financial instruments (negative mark-to-market)				
Interest rate derivatives	-	(300.7)	-	(300.7)
Currency derivatives	0.0	-	-	0.0
Total negative mark-to-market	**-**	**(300.7)**	**-**	**(300.7)**

For certain products, the valuations based solely on market participant quotes/ spreads were considered inadequate due to relatively inactive markets and hence alternative valuation methodology has been used. The market for these instruments remains illiquid at March 31, 2023 and the sole reliability on market quotes remained inadequate at the reporting date. Financial assets which have been identified as illiquid and are valued based on the prices of similar assets or at a weighted average price derived from market quotes and valuation models have been classified as Level 2 or Level 3 instruments based on inputs used in valuation.

c) Transfers between Levels of the fair value hierarchy

The Company regularly monitors the inputs used for fair valuation of its financial instruments. As a policy, the Company transfers its financial instruments between categories at the end of the reporting period in case of any changes in these inputs.

Following table sets forth, transfer from Level 1, since these securities are valued based on valuation models using market observable inputs or are

valued based on internal valuation using unobservable inputs at March 31, 2023 as compared to valuation based on quoted price at March 31, 2022.

₹ in million

Particulars	At March 31, 2023		*At March 31, 2022*	
	Level 2	Level 3	*Level 2*	*Level 3*
Government securities	8,509.76	-	*3,581.5*	-
Debentures, bonds, CPs & CDs	-	-	-	-

Following table sets forth, transfer from Level 2, since these securities are valued based on quoted prices or are valued based on internal valuation using unobservable inputs at March 31, 2023 as compared to valuation based on valuation models using market observable inputs at March 31, 2022.

₹ in million

Particulars	At March 31, 2023		*At March 31, 2022*	
	Level 1	Level 3	*Level 1*	*Level 3*
Government securities	355.86	-	*4,199.8*	-
Debentures, bonds, CPs & CDs	-	-	-	-

d) Estimated fair value of financial instruments

The Company's financial instruments include non-derivative financial assets and liabilities as well as derivative instruments. Fair value estimates are generally subjective in nature and are made at a specific point in time based on the characteristics of the financial instruments and relevant market information. Quoted market prices are used, wherever available. In other cases, fair values are based on estimates using present value of future cash flows or other valuation techniques. These techniques involve uncertainties and are significantly affected by the assumptions used and judgments made regarding risk characteristics of various financial instruments, discount rates, estimates of future cash flows and other factors. Changes in assumptions could significantly affect these estimates and the resulting fair values. Derived fair value estimates cannot necessarily be substantiated by comparison to markets and in many cases, may not be realised in an immediate sale of the instruments.

Fair value estimates are based on existing financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered as financial instruments. Disclosure of fair values is not required for certain items such as investments accounted for under the equity method of accounting, obligations for pension and other post-retirement benefits, income tax assets and liabilities, property and equipment, pre-paid expenses, core deposit intangibles. Accordingly, the aggregate fair value amount presented does not purport to represent and should not be considered representative of the underlying market or franchise value of the Company. In addition, because of differences in methodologies and assumptions used to estimate fair values, the Company's fair values should not be compared to those of other financial institutions.

The following describes the methods and assumptions used by the Company in estimating the fair values of financial instruments.

i. Cash and cash equivalents

The carrying amounts reported in the balance sheet approximate fair value.

ii. Trading assets and liabilities

Trading assets and liabilities are carried at fair value in the balance sheet. Values for trading securities are generally based on quoted or other independent market prices. Values for interest rate and foreign exchange products are based on quoted, or other independent market prices, or are estimated using pricing models or discounted cash flows.

iii. Financial investments

The fair values of investments are generally determined based on quoted or other independent market prices. Values for interest rate and foreign exchange products are based on quoted or other independent market prices or are estimated using pricing models or discounted cash flows. For certain debt and equity investments that do not trade on established exchanges and for which markets do not exist, estimates of fair value are based upon management's estimate.

iv. Debt securities and other borrowings

The fair value of the Company's debt is estimated by discounting future contractual cash flows using appropriate interest rates and credit spreads. The carrying value of certain other borrowings approximates fair value due to the short-term nature of these borrowings. The borrowings are classified as Level 2 instruments in view of the inputs used like interest rates, yield curves, credit spreads, which are available from public sources like Reuters, Bloomberg FIBIL and FIMMDA.

The following table sets forth, for the period indicated, listing of the fair values by category of financial assets and financial liabilities.

₹ in million

	At March 31, 2023				
	Carrying Value	Estimated fair value	Level 1	Level 2	Level 3
Derivative financial instruments (net)	562.8	562.8	7.3	(633.6)	1,189.1
Securities for trade	247,835.4	247,835.4	153,396.2	94,436.6	2.6
Subordinated liabilities	5,600.0	5,628.4	-	5,628.4	-

₹ in million

	At March 31, 2022				
	Carrying Value	Estimated fair value	Level 1	Level 2	Level 3
Derivative financial instruments (net)	412.7	412.7	6.0	114.4	292.3
Securities for trade	158,637.4	158,637.4	77,129.4	81,505.7	2.3
Subordinated liabilities	5,750.0	6,096.0	-	6,096.0	-

The following table sets forth, certain additional information about changes in the fair value of Level 3 derivatives and securities for trade for the year ended March 31, 2023.

Description	₹ in million
Beginning balance at April 1, 2022	294.6
Sale consideration of level 3 asset (Receipts) / Payments	-
Total gains or losses (realised/ unrealised)	746.8
- Included in Statement of Profit and Loss[1]	746.8
Settlements (Receipts) / Payments	150.3
Ending balance at March 31, 2023	**1,191.7**

1. Included in "Net gain /(Loss) fair value changes" in the Statement of Profit and Loss

The following table sets forth, certain additional information about changes in the fair value of Level 3 derivatives for the year ended March 31, 2022.

Description	₹ in million
Beginning balance at April 1, 2021	(119.8)
Sale consideration of level 3 asset (Receipts) / Payments	(73.6)
Total gains or losses (realised/ unrealised)	404.7
- Included in Statement of Profit and Loss[1]	404.7
Settlements (Receipts) / Payments	83.3
Ending balance at March 31, 2022	**294.6**

1. Included in "Net gain /(Loss) fair value changes" in the Statement of Profit and Loss

2) Current and non-current assets and liabilities

The following tables set forth, for the periods indicated, the assets and liabilities line items by amounts expected to be recovered or settled within or after twelve months.

₹ in million

Particulars	At March 31, 2023		
	Amounts to be recovered or settled		Total
Assets	Within twelve months	After twelve months	
Cash and cash equivalents	36.1	-	36.1
Bank balance other than Cash and cash equivalents above	-	-	-
Securities for trade	247,835.4	-	247,835.4
Derivative financial instruments	1,211.2	-	1,211.2
Trade receivables	73,225.0	-	73,225.0
Loans	17,218.5	-	17,218.5
Other financial assets	4,301.0	43.0	4,344.0
Current tax assets (Net)	-	372.4	372.4
Property, plant and equipment	-	312.0	312.0
Other non financial asset	58.1	11.1	69.2
Other intangible assets	-	6.9	6.9
Total assets before deferred tax assets	**343,885.3**	**745.4**	**344,630.7**
Total assets	**343,885.3**	**745.4**	**344,630.7**

₹ in million

Particulars	At March 31, 2023		
	Amounts to be recovered or settled		Total
Assets	Within twelve months	After twelve months	
Liabilities			
Derivative financial instruments	648.4	-	648.4
Trade payables			
(i) total outstanding dues of micro enterprises and small enterprises	3.6	-	3.6
(ii) total outstanding dues of creditors other than micro and small enterprises	66.9	-	66.9
Debt securities	3,242.3	-	3,242.3
Borrowings (Other than debt securities)	293,949.8	-	293,949.8
Subordinated liabilities	1,700.0	3,900.0	5600.0
Other financial liabilities	24,443.8	156.5	24,600.3
Provisions	69.1	171.8	240.9
Other non-financial liabilities	25.0	-	25.0
Total liabilities before deferred tax liabilities	**324,148.9**	**4,228.3**	**328,377.2**
Deferred tax liabilities	-	431.1	431.1
Total liabilities	**324,148.9**	**4,659.4**	**328,808.3**

₹ in million

Particulars	At March 31, 2022		
	Amounts recovered or settled		Total
Assets	Within twelve months	After twelve months	
Cash and cash equivalents	46.4	-	46.4
Bank balance other than Cash and cash equivalents above	9.7	-	9.7
Securities for trade	158,637.4	-	158,637.4
Derivative financial instruments	713.4	-	713.4
Trade receivables	14,050.9	-	14,050.9
Loans	25,643.6	-	25,643.6
Other financial assets	2,956.2	33.1	2,989.3
Current tax assets (Net)	-	316.9	316.9
Property, plant and equipment	-	241.0	241.0
Other non financial asset	56.9	16.8	73.7
Other intangible assets	-	1.3	1.3
Total assets before deferred tax assets	**202,114.5**	**609.1**	**202,723.6**
Total assets	**202,114.5**	**609.1**	**202,723.6**
Liabilities			
Derivative financial instruments	300.7	-	300.7
Trade payables			
(i) total outstanding dues of micro enterprises and small enterprises	4.8	-	4.8
(ii) total outstanding dues of creditors other than micro and small enterprises	68.1	-	68.1
Debt securities	9,989.9	-	9,989.9
Borrowings (Other than debt securities)	143,846.6	-	143,846.6
Subordinated liabilities	150.0	5,600.0	5,750.0
Other financial liabilities	26,238.7	200.7	26,439.4
Provisions	38.7	148.8	187.5
Other non-financial liabilities	34.8	-	34.8
Total liabilities before deferred tax liabilities	**180,672.3**	**5,949.5**	**186,621.8**
Deferred tax liabilities	-	204.3	204.3
Total liabilities	**180,672.3**	**6,153.8**	**186,826.1**

3. Financial risk management

Introduction and overview

As a financial intermediary, the Company is exposed primarily to market, credit and liquidity risk from financial instruments.

This section presents information about the Company's exposure to the above risks, its objectives, policies and processes for measuring and managing these risks.

Risk management framework

The key principles underlying the risk management framework at the Company are as follows:

The Board of Directors has oversight on all the risks assumed by the Company. Specific committees of the Board have been constituted to facilitate focused oversight of various risks. The Risk Management & IT Strategy Committee (RM & ITC) is responsible for analysing and monitoring the risks associated with the different business activities of the Company, ensuring adherence to the risk and investment limits set by the Board of Directors and risk management guidelines stipulated by the RBI. It reviews key risk indicators covering areas such as market risk, credit risk, interest rate risk, liquidity risk, operational risk and technology risk.

Asset Liability Management Committee (ALCO) – Management level committee is responsible for the liquidity risk management, management of market risks, funding and capital planning, profit planning and growth projection, forecasting and analysing of contingency plans and such other business as stipulated by the RBI.

Policies approved from time to time by the Board of Directors/ committees of the Board form the governing framework for each type of risk. The business activities are undertaken within this policy framework.

Independent groups across the Company facilitate independent evaluation, monitoring and reporting of various risks. These control groups function independently of the business groups.

The risk management framework forms the basis of developing consistent risk principles across the Company.

Material risks are identified, measured, monitored and reported to the Board of Director and Board level committees.

a) Credit risk

Credit risk is the risk of loss that may occur from the failure of any counterparty to abide by the terms and conditions of any financial contract with the Company, principally the failure to make required payments as per the terms and conditions of the contracts. The Company is exposed to credit risk in its trading, investment and underwriting business.

Objective

The Company manages its credit risk with the broad objectives of mitigating the risk arising from losses on account of the default, maintaining a healthy credit portfolio and complying with regulatory norms as specified by RBI.

Policies and processes

To mitigate the credit risk arising out of the business activities, exposure limits are set for all issuer counterparties with whom, and for all instruments in which, the Company seeks to do business.

The exposure limit includes positions in commercial papers, bonds and debentures, certificate of deposits, fixed deposits, short term lending, interest rate derivatives, mutual fund and equity and equity derivatives.

All credit risk limits are approved by the RM & ITC and the Board.

Credit risk assessment and monitoring process

CRMG prepares a list of issuer counterparties which is reviewed on an annual basis by adding/deleting companies from the list and assigning limits to them. Additionally, the counterparties are monitored periodically for any adverse changes impacting its credit quality (for example rating watch /downgrade by credit rating agencies, press releases, notifications, etc.) and intimated to the dealer.

Reporting and measurement

All credit exposures are measured and monitored using a centralised exposure management system. The Company complies with the exposure limits as approved by the Board and as stipulated by RBI on an ongoing basis. Limits have been set as a percentage of the Company's capital funds and are regularly monitored.

Expected Credit Loss (ECL)

The Company is exposed to credit risk in respect of its fee & trade receivables, loans, fixed deposits and margins placed for membership and trading limits on stock exchanges and clearing houses. The Company is also exposed to credit risk on its receivables in respect to Over the Counter (OTC) derivatives. The Company has adopted various models for calculation of the expected credit losses for these and provisioning has been done for the same.

Notes forming part of the financial statements

Continued

Credit concentration risk

Credit concentration risk arises mainly on account of concentration of exposures under single/group borrower exposures.

Limits have been stipulated on single borrower and borrower group. The Company complies with the norms on exposure stipulated by RBI for both single borrower as well as borrower group on an ongoing basis

Quantitative disclosures on credit risk

The following sections pertain to quantitative disclosures on maximum exposure for the Company.

Maximum credit risk exposure

The following table sets forth, for the periods indicated, the maximum exposure.

₹ in million

Category	At March 31, 2023	*At March 31, 2022*
Fixed Deposits with banks, margin, Repo Lending and other deposits with Qualified Central Counter Parties	18,599.6	*27,214.9*
Derivative financial instruments [1]	60,126.4	*62,500.9*
Total	**78,726.0**	*89,715.8*

[1] Calculated in accordance with guidelines applicable to Primary Dealers for calculation of capital adequacy

b) Liquidity risk

Liquidity risk is the current and prospective risk arising out of an inability to meet financial commitments as they fall due, through available cash flows or through the sale of assets at fair market value. It includes both, the risk of unexpected increases in the cost of funding an asset portfolio at appropriate maturities and the risk of being unable to liquidate a position in a timely manner at a reasonable price.

Liquidity risk management

The Company being a trader in fixed income instruments, the interest rate risk is predominant risk for the Company. Liquidity risk is perceived to be low considering that a predominant portion of the Company's portfolio consists of government bonds and high rated corporate bonds. The Company is not under obligation to maintain a constant balance sheet size and is able to increase / decrease the balance sheet size based on its views on interest rates.

The Company manages liquidity risk in accordance with its Liquidity Management Framework as approved by the Board of Directors

The goal of liquidity risk management is to be able, to meet all liability repayments on time and to fund all trading and investment opportunities by raising sufficient funds either by increasing liabilities or by converting assets into cash expeditiously and at reasonable cost even under adverse conditions.

Given the nature of the business and short business cycle of the Company, the liquidity risk is managed as a part of its core daily business activity. Most of its funding requirements are met through short-term funding sources, primarily in the form of repo borrowings from market, RBI and other money market borrowings. The Company also borrows through non-convertible debentures with longer maturities. These are designated as Tier II Capital and help Company to augment its capital base.

Maturity analysis for financial liabilities

The tables below set forth the cash flows payable by the Company under financial liabilities as per their residual contractual maturities at the balance sheet date. The amounts disclosed in the table are the contractual cash flows of all financial liabilities.

₹ in million

Particulars	At March 31, 2023						
	Carrying amount	Gross nominal outflow	Less than 1 month	1 month to 3 months	Over 3 months to 1 year	Over 1 year to 5 years	Over 5 years
Non derivative liabilities							
Debt securities issued	3,242.3	3,242.3	3,242.3	-	-	-	-
Subordinated liabilities	5,600.0	5,600.0	1,200.0	500.0		2,400.0	1,500.0
Other financial liabilities*	319,298.8	319,298.8	305,175.0	13,782.4	143.5	197.9	-
Derivative liabilities							
Trading	648.4	648.4	648.4	-	-	-	-
Total financial liabilities	**328,789.5**	**328,789.5**	**310,265.7**	**14,282.4**	**143.5**	**2,597.9**	**1,500.0**

*Other Financial Liabilities include Trade Payable & Borrowings (other than Debt Securities)

₹ in million

Particulars	At March 31, 2022						
	Carrying amount	Gross nominal outflow	Less than 1 month	1 month to 3 months	Over 3 months to 1 year	Over 1 year to 5 years	Over 5 years
Non derivative liabilities							
Debt securities issued	9,989.9	9,989.9	9,989.9	-	-	-	-
Subordinated liabilities	5,750.0	5,750.0	-	150.0	-	3,600.0	2,000.0
Other financial liabilities*	170,358.8	170,358.8	167,623.2	2,111.7	436.8	187.1	-
Derivative liabilities							
Trading	300.7	300.7	300.7	-	-	-	-
Total financial liabilities	**186,399.4**	**186,399.4**	**177,913.8**	**2,261.7**	**436.8**	**3,787.1**	**2,000.0**

*Other Financial Liabilities include Trade Payable & Borrowings (other than Debt Securities)

Source from which the Company can meet liquidity requirements:

The Company has diverse sources of liquidity to allow for flexibility in meeting funding requirements.

Contingency plan for managing liquidity risk

The Company enters into collateralised borrowings in the form of repurchase transactions with the Reserve Bank of India or through Clearing Corporation of India Limited, a centralized clearing counterparty or with the market participants, against government securities to meet expected and unexpected borrowings requirements. The Company holds sufficient securities in its account to meet additional needs of collateral if required and systems and processes are in place to ensure sufficient balance in the Company's securities and margin accounts resulting in smooth settlement of transactions.

The Company has recourse to assured standing liquidity facility (SLF) provided by RBI. The Company has the highest credit rating for its short term and long term borrowing programmes from various rating agencies which help it to raise short term and long term funding at short notice. The Company also has access to Call/notice and term money market, Commercial papers, ICD borrowing etc.

c) Market risk

Market risk is the possibility of loss arising from changes in the value of a financial instrument as a result of changes in market variables such as interest rates, exchange rates, credit spreads and other asset prices. The market risk for the Company is managed in accordance with the Corporate Risk and Investment Policy (CRIP) which is approved by the Board. CRIP ensures that operations in securities, foreign exchange and derivatives are conducted in accordance with sound and acceptable business practices and are as per the extant regulatory guidelines, laws governing transactions in financial securities and the financial environment. CRIP contains the limit structure that governs transactions in financial instruments. CRIP is reviewed periodically to incorporate changed business requirements, financial environment and revised policy guidelines.

Objective

The Company manages its market risk with the broad objectives of mitigating the risk arising from losses in the financial instruments on account of adverse movements in interest rates, currency and equities.

The Company also ensures compliance with regulatory requirements with respect to monitoring, reporting and management of market risk

Structure and organisation of the market risk management function

CRMG which is an independent function exercises control over the process of market risk management, controls, processes and methodologies for quantifying and assessing market risk and recommends changes in risk policies to be approved by the Board. Further, there is clear functional separation of

- Trading
- Reporting, control, settlements and accounting

Scope and nature of risk reporting and/or measurement systems

Reporting

CRMG periodically reports on the various financial instruments and their related risk measures to the senior management and the committees of the Board. Financials and Operations Groups periodically submit the reports to the regulator as per the regulatory reporting requirements.

Measurement

CRMG formulates various risk metrics for different products which are approved by the RM & ITC and the Board. These risk metrics adopted by the Company for monitoring market risk are Value at Risk (VaR), price value of basis point (PV01), stop loss amongst others including trading universe, scrip-wise and sector-wise limits. Compliance is ensured for regulatory and internal limits placed on various risk metrics as approved by the RM & ITC and the Board.

Price Risk

Price risk relates to the risk of change in the fair value of the financial assets due the change in market price.

Fixed Income Portfolio

The following table sets forth, using the fixed income portfolio at March 31, 2023 as the base, one possible prediction of the impact of changes in interest rates on the value of the Company's fixed income portfolio measured at fair value through profit and loss (FVTPL) for the year ended March 31, 2023, assuming a parallel shift in interest rate curve.

₹ in million

	Portfolio Size	At March 31, 2023 Change in interest rates (in basis points)			
		(100)	(50)	50	100
Government securities*	193,183.1	3,502.1	1,764.5	(1,764.5)	(3,502.1)
Corporate bonds	26,330.0	526.9	267.2	(267.2)	(526.9)
Interest rate swaps	556.4	(2,591.7)	(1,295.9)	1,295.9	2,591.7
Total	**220,069.5**	**1,437.3**	**735.8**	**(735.8)**	**(1,437.3)**

* After adjusting open short and IRF positions (if any)

The following table sets forth, using the fixed income portfolio at March 31, 2022 as the base, one possible prediction of the impact of changes in interest rates on the value of the Company's fixed income portfolio measured at FVTPL for year ended March 31, 2022, assuming a parallel shift in interest rate curve.

₹ in million

	Portfolio Size	At March 31, 2022 Change in interest rates (in basis points)			
		(100)	(50)	50	100
Government securities*	112,357.3	1,145.1	567.4	(567.4)	(1,145.1)
Corporate bonds	21,165.2	289.9	146.0	(146.0)	(289.9)
Interest rate swaps	406.9	(2,062.6)	(1,031.3)	1,031.3	2,062.6
Total	**133,929.4**	**(627.6)**	**(317.9)**	**317.9**	**627.6**

*After adjusting open short and IRF positions (if any)

The sensitivity of fixed income portfolio has significantly increased at March 31, 2023 as compared to the same at March 31, 2022 primarily due to significant increase in the duration of the securities.

Equity

As part of the equity proprietary business, the Company takes trading positions in the equity markets. The business involves taking positions in equity cash and derivative instruments, as well as equity oriented and hybrid mutual funds.

Impact of changes in the value of the underlying on the value of the equity proprietary trading portfolio is given below.

₹ in million

	At March 31, 2023 Change in value of underlying				
	Market Value	(25%)	(15%)	+15%	+25%
Equity & equity derivatives portfolio	176.0	(118.0)	(65.0)	(84.0)	(180.0)

Outstanding positions were based on range bound view of the Index

₹ in million

	At March 31, 2022 Change in value of underlying				
	Market Value	(25%)	(15%)	+15%	+25%
Equity & equity derivatives portfolio	592.7	(127.8)	(69.1)	(107.7)	(327.1)

Outstanding positions were based on range bound view of the Index

Currency Futures:

As part of the non-core activities, standalone Primary Dealers are permitted to participate in the exchange traded currency futures market. Currently, the business involves taking positions in the following currency pairs viz. USD-INR, EUR-INR, GBP-INR and JPY-INR.

Impact of changes in the value of the underlying on the value of the currency futures portfolio is given below

₹ in million

	At March 31, 2023 Change in value of underlying				
	Market Value	(25%)	(15%)	+15%	+25%
Currency Futures	(1,097.0)	274.0	165.0	(165.0)	(274.0)

₹ in million

	At March 31, 2022 Change in value of underlying				
	Market Value	(25%)	(15%)	+15%	+25%
Currency Futures	151.8	(30.4)	(22.8)	22.8	30.4

d) Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Operational risk includes legal risk but excludes strategic and reputational risks. Legal risk includes, but is not limited to, exposure to fines, penalties or punitive damages resulting from supervisory actions, as well as private settlements.

The management of operational risk is governed by the Operational Risk Management Policy approved by the Board of Directors.

Operational risk can result from a variety of factors, including failure to obtain proper internal authorizations, improperly documented transactions, failure of operational and information security procedures, computer systems, software or equipment, fraud, inadequate training and employee errors. Operational risk is sought to be mitigated by maintaining a comprehensive system of internal controls, establishing systems and procedures to monitor transactions, maintaining key back-up procedures and undertaking regular contingency planning.

Operational controls and procedures

The Company has put in place a comprehensive internal control structure with respect to its operations. The control measures include the segregation of duties between front-office and control and support functions, automated control procedures, continuous monitoring procedures, a well-defined code of conduct for dealers and comprehensive reconciliations of trades, positions, accounts, etc. In order to mitigate potential contractual risks, if any, negotiations for deals are recorded on a voice recording system. All key processes are documented and approved by the Company's Product and Process Approval Committee (PAC). Some of the control measures include deal validation, independent confirmation, documentation, limits monitoring, treasury accounting, settlement, reconciliation and regulatory compliance. Operations group reviews the unconfirmed, unsettled deals if

any, on a regular basis and follows up for timely confirmation or settlement. There is a mechanism of escalation to senior management in case of delays in settlement or in receipt of confirmation beyond specified time period. In addition to the above, concurrent and internal auditors also undertake a comprehensive audit of treasury operations. The control structure is designed to minimize errors, prevent potential fraud and provide early-warning signals.

4. Capital management

Objective

The Company actively manages its capital to meet regulatory norms and current and future business needs considering the risks involved in its businesses, expectation of rating agencies, shareholders and investors and the available options of raising capital.

Regulatory capital

As a PD undertaking diversified activities, in accordance with applicable guidelines issued by RBI, the Company is required to maintain minimum Net Owned Funds (NOF) of ₹ 2,500 million on an ongoing basis. Apart from equity share capital and other equity, the Company has also issued non-convertible bonds as subordinated debt designated as Tier II capital to augment its capital base.

The Company is subject to the capital adequacy norms stipulated by the RBI guidelines as applicable to PDs as well as NBFCs. Both these guidelines require the Company to maintain a minimum ratio of total capital to risk weighted assets of 15%. Further, the guidelines as applicable to PDs require the Company to maintain minimum ratio of total capital to risk weighted assets of 20% for being eligible for dividend payout of more than 33% but up to 60%.

The guidelines as applicable to NBFCs require a minimum tier-1 capital adequacy ratio of 10%.

The capital adequacy ratio of the Company at March 31, 2023 as per the RBI guidelines applicable to PDs is 42.94% and the same as per the RBI guidelines applicable to NBFCs is 41.23% with a Tier-1 capital adequacy ratio of 35.19%.

The Company determines the level of capital that needs to be maintained by considering the following in an integrated manner:

- Company's strategic focus, business plan and growth objectives
- Regulatory capital requirements as per the RBI guidelines
- Assessment of material risks and impact of stress testing
- Perception of credit rating agencies, shareholders and investors

Monitoring and reporting

The RM & ITC of the Board maintains an oversight over the Company's capital adequacy levels. On a quarterly basis, an analysis of the capital adequacy position and the risk weighted assets is reported to the RM & ITC. The Company also reports the capital adequacy position periodically to RBI.

Capital requirements for various risk areas

As required by RBI guidelines applicable to PDs, the Company's capital requirements have been computed using the Standardised approach for credit risk. The higher of the charge from the Standardised and internal model is used for the purpose of calculation of market risk requirements for capital adequacy calculations. The minimum capital required to be held for capital adequacy ratio of 20% for credit and market risks is given below:

(₹ in million)

	(FY 2023)	*(FY 2022)*
a. Capital required for credit risk	4,255.2	4,572.7
b. Capital required for market risk	4,090.8	3,397.4
Total capital requirement (a + b)	8,346.0	7,970.1
Total capital funds of the Company	17,917.1	18,993.8
Total risk weighted assets	41,730.3	39,850.1
Capital Adequacy Ratio	**42.9%**	**47.7%**

5) Reclassification of financial assets

The Company has not reclassified any financial assets during the current as well as previous financial year.

6) Offsetting financial assets and financial liabilities

The table below illustrates the amounts of financial instruments that have been offset on the balance sheet and also those amounts that are subject to enforceable master netting arrangements or similar arrangements.

The "Net amounts" presented in the table are not intended to represent the Company's actual exposure to credit risk, as the Company will utilise a wide range of strategies to mitigate credit risk in addition to netting and collateral arrangements.

The following tables sets forth, for the periods indicated, the information on the impact of off-setting on the balance sheet and other related information

At March 31, 2023 ₹ in million

Particulars	**Effect of offsetting on balance sheet**		
	Gross amounts of financial assets/ (liabilities)	**Gross amounts set off on the balance sheet**	**Net amounts of financial assets/ (liabilities) presented on the balance sheet**
Trade receivables*	90,957.6	(17,737.0)	73,220.6
Derivative financial instruments-Assets	26,733.1	(25,521.9)	1,211.2
Trade payables*	(17,737.0)	17,737.4	0.4
Derivative financial instruments-Liabilities	(26,173.7)	26,822.1	648.4

*pertaining to trades pending settlement

At March 31, 2022 ₹ in million

Particulars	**Effect of offsetting on balance sheet**		
	Gross amounts of financial assets/ (liabilities)	**Gross amounts set off on the balance sheet**	**Net amounts of financial assets/ (liabilities) presented on the balance sheet**
Trade receivables*	32,514.1	(18,465.2)	14,048.9
Derivative financial instruments-Assets	25,695.8	(24,982.4)	713.4
Trade payables*	(18,469.7)	18,465.2	(4.5)
Derivative financial instruments-Liabilities	(25,282.1)	24,982.4	(300.7)

*pertaining to trades pending settlement

There are no amounts which are eligible for set-off but have not been set-off at March 31, 2023.

7) Transfer of financial assets

Transfer of financial assets that are not de-recognised in their entirety

The Company enters into transactions in the normal course of business by which it transfers recognised financial assets directly to third parties.

Repurchase agreements

The Company enters into repurchase agreements, securities lending agreements, in which the Company retains substantially all of the associated credit, price and interest rate risk and rewards associated with the assets as well as associated income streams.

If the Company transfers financial assets as part of repurchase or security lending agreement, it will not have ability to use financial asset during the tenure of the term of agreement.

Assets pledged and received as collateral

The Company pledges financial assets primarily for repurchase agreements, securities borrowing agreements as well as other borrowing arrangements and for margining purposes. Pledges are generally conducted under terms that are usual, in accordance with regulatory requirements and customary for standard secured borrowing contracts and other transactions described above.

The following table sets forth, for the periods indicated, the carrying value of the Company's assets pledged as collateral for liabilities (including borrowings) and towards margin money, membership deposit and default fund contributions to exchanges.

₹ in million

Particulars	**At March 31, 2023**	*At March 31, 2022*
Government securities*	272,750.3	*130,301.1*
Fixed deposits	-	*9.7*
Margins and Default funds	1,565.9	*1,407.0*
Total	**274,316.2**	*131,717.8*

* Including interest accrued thereon

The Company receives collateral primarily in reverse repurchase agreements and other securities lending agreements. These transactions are generally conducted under terms that are usual and customary for standard secured lending activities and are in line with the regulatory guidelines. The Company, as the secured party, has the right to sell or re-pledge such collateral, subject to the Company returning equivalent securities upon completion of the transaction. This right is used primarily to meet delivery obligations for short sales, securities loaned and securities sold under repurchase agreements.

The following table sets forth, for the periods indicated, the fair value of collateral (both financial and non-financial) held by the Company.

₹ in million

Particulars	At March 31, 2023	*At March 31, 2022*
Total fair value of collateral held	17,161.7	*25,844.2*
Thereof:		
Fair value of collateral sold	17,161.7	*25,844.2*
Fair value of collateral re-pledged	-	-

Assets charged as security for liabilities

Assets are pledged as collateral to secure liabilities under repurchase agreements which are generally conducted under terms that are usual and customary to standard securitised borrowing contracts and are governed by regulatory guidelines. In addition, the Company pledges collateral against other borrowing and settlement arrangements.

The following table sets forth, for the period indicated, the nature and carrying amount of the assets pledged as security to secure liabilities.

₹ in million

Particulars	At March 31, 2023	*At March 31, 2022*
Trading assets	257,287.6	115,571.0
Total	**257,287.6**	**115,571.0**

8. Employee benefits

(A) Defined benefit plans

i. Gratuity

The Company provides for gratuity, a defined benefit retirement plan covering all employees. The plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee's salary and the years of employment with the Company. The gratuity benefit provided by the Company to its employees is equal to or greater than the statutory limits. This gratuity benefit is provided through contributions to a fund administered and managed by ICICI Prudential Life Insurance Company Limited. Under this scheme, the settlement obligation remains with the Company.

Actuarial valuation of the gratuity liability for all the above funds is determined by an actuary appointed by the Company. In accordance with the gratuity fund's rules, actuarial valuation of gratuity liability is calculated based on certain assumptions regarding discount rate, salary growth, mortality and staff attrition as per the projected unit credit method.

The following table sets forth, for the periods indicated, the funded status of the plans and the amounts recognised in the financial statements.

₹ in million

	Year ended March 31, 2023	*Year ended March 31, 2022*
Change in benefit obligations		
Opening obligations	223.1	*236.3*
Add:		
Service cost	16.0	*16.2*
Interest cost	16.2	*16.2*
Actuarial loss / (gain) arising from change in financial assumptions	(4.7)	*(10.5)*
Actuarial loss / (gain) arising on account of experience changes	(10.2)	*(4.5)*
Benefits paid	(16.5)	*(28.4)*
Liability assumed /(settled) *	-	*(2.1)*
Benefit obligations at the end of the year	**223.9**	*223.2*
Change in plan assets		
Fair value of plan assets at beginning of the year	144.7	*136.4*
Add:		
Interest on plan assets	10.8	*9.7*
Remeasurements due to: Actual return on plan assets less interest on plan assets	(6.6)	*(1.4)*
Employer contributions	16.5	*30.6*
Benefits paid	(16.5)	*(28.4)*
Assets acquired / (settled) *	-	*(2.1)*
Plan assets at the end of the year	**148.9**	*144.8*
Expected employer's contribution next year	10.0	*10.0*
Fair value of plan assets at the end of the year	148.9	*144.7*
Present value of the defined benefit obligations at the end of the year	223.9	*223.1*
Asset/(Liability) recognised in balance sheet	**(75.0)**	*(78.4)*

* On account of inter group transfer

The total amount of re-measurement items and impact of liabilities assumed or settled, if any, which is recorded immediately in Other Comprehensive Income (OCI) during the period is shown in the table below:

₹ in million

	Year ended March 31, 2023	*Year ended March 31, 2022*
Opening balance of actuarial (gains)/losses recognised in statement of recognised income and expense	(20.1)	*(6.5)*
Actuarial loss or gain arising from:		
Demographic assumptions	-	-
Financial assumptions	(4.7)	*(10.5)*
Experience adjustment	(10.2)	*(4.5)*
Return on plan assets excluding interest income	6.6	*1.4*
Closing balance of actuarial (gains)/losses recognised in statement of income and expense	**(28.4)**	*(20.1)*

The following table sets forth, for the periods indicated, the components of the net gratuity cost.

₹ in million

	Year ended March 31, 2023	*Year ended March 31, 2022*
Service cost	16.0	*16.2*
Interest cost/(income)	5.4	*6.6*
Net gratuity cost	**21.4**	**22.8**

The discount rate used to discount gratuity obligations has been determined with reference to the prevailing market yields on government bonds, for the estimated term of obligations, at the end of the reporting period.

The following table sets forth, for the periods indicated, weighted average of the assumptions used to determine benefit obligations.

₹ in million

	At March 31, 2023	*At March 31, 2022*
Discount rate	7.50%	7.30%
Salary escalation rate	10.00%	10.00%

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected (amount in (-) indicates an increase in Defined Benefit Obligation), the defined benefit obligation by the amount shown below:

₹ in million

	At March 31, 2023	*At March 31, 2022*
Discount rate (50 bps decrease)	12.0	13.2
Future salary growth (50 bps increase)	11.6	12.8
Discount rate (50 bps increase)	(11.2)	(12.2)
Future salary growth (50 bps decrease)	(11.0)	(12.0)

Notes forming part of the financial statements

Continued

Plan assets

The Company determines its assumptions for the expected rate of return on plan assets based on the expected average long-term rate of return over the next 7 to 8 years on the type of investments prescribed as per statutory pattern of investment.

The following table sets forth, for the periods indicated, the Company's asset allocation for gratuity by asset category based on fair values.

₹ in million

Asset category	At March 31, 2023		At March 31, 2022	
	Amount	% of total	Amount	%of total
Insurer managed funds	148.2	99.5%	144.0	99.50%
Bank	0.7	0.5%	0.7	0.50%

The plan assets primarily consist of investments made in funds managed by external entity, which invest primarily in equity, money market instruments and debt instruments in different proportions depending on the objective of schemes.

ICICI Prudential Life Insurance Company Limited administers the plan fund and it independently determines the target allocation by asset category. The investment strategy is to invest in a prudent manner for providing benefits to the participants of the scheme. ICICI Prudential Life Insurance Company Limited functions within the regulated investment norms.

Projected plan cash flow:

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:

₹ in million

Maturity Profile	At March 31, 2023	*At March 31, 2022*
Expected Benefit for year 1	9.7	3.0
Expected Benefit for year 2	5.7	10.0
Expected Benefit for year 3	3.6	6.0
Expected Benefit for year 4	6.4	3.8
Expected Benefit for year 5	30.0	6.7
Expected Benefit for year 6	32.7	30.5
Expected Benefit for year 7	13.1	31.9
Expected Benefit for year 8	7.2	12.7
Expected Benefit for year 9	43.4	7.0
Expected Benefit for year 10 & above	395.5	464.9

ii. Leave encashment

The liability towards compensated absences is based on actuarial valuation carried out by using the projected unit credit method.

Particulars	Year ended March 31, 2023	*Year ended March 31, 2022*
Total actuarial liability	17.6	18.1
Cost*	4.5	(5.8)**
Assumptions		
Discount rate	7.5%	7.3%
Salary escalation rate	10.0%	10.0%

*Included in Employee benefit expenses

** due to changes in actuarial assumption resulting in writeback of provision

iii. Long Term Performance Pay

The Company has scheme for Long Term Performance Incentive Plan. The plan is a deferred compensation plan with a vesting period of three years. The Company has determined the liability on the basis of actuarial valuation.

₹ in million

Particulars	Year ended March 31, 2023	*Year ended March 31, 2022*
Opening Balance	91.0	-
Less Amount paid	(22.6)	-
Add / (Less) provision for the year(net)	79.9	91.0
Closing Balance	148.3	91.0
Assumptions		
Discount Rate	7.20%	4.55%

B. Defined contribution plans

Provident fund

In accordance with Indian regulations, employees of the Company are entitled to receive provident fund benefits. These contributions are made to the Employees Provident Fund Organisation set up by the Government of India and administered by a Board of Trustees. The Company has contributed ₹ 17.6 million (March 31, 2022: ₹ 17.5 million) to the employees' provident fund for the year ended March 31, 2023.

9) Leases

The company has taken office premises on non-cancellable lease term of 5 years and disclosure as required by Ind AS 116 'Leases' are stated below

(A) Lease liability movement

₹ in million

Particulars	At March 31, 2023	*At March 31, 2022*
Opening Balance	229.8	-
Add: Addition during the year	-	*227.3*
Interest on Lease liability	13.0	*2.5*
Less: Deletion during the year	-	-
Lease rental payments	(42.1)	-
Balance at the end of the year	**200.7**	*229.8*

(B) Future lease cash outflow

₹ in million

Particulars	At March 31, 2023	*At March 31, 2022*
Not later than one year	54.7	*42.1*
Later than one year but not later than five years	170.1	*224.9*
Later than five years	-	-
Total	**224.8**	*267.0*

(C) Maturity analysis of lease liability

₹ in million

Particulars	At March 31, 2023	*At March 31, 2022*
Within 12 months	44.2	*29.1*
After 12 months	156.5	*200.7*
Total	**200.7**	*229.8*

(D) Short term lease

Lease rentals of ₹ 21.3 million (previous year ₹ 23.4 million) pertaining to short-term leases and low value assets has been charged to the Statement of Profit and Loss.

10. Income taxes

Components of deferred tax balances

The tax effects of temporary differences are reflected through deferred tax asset/liability, which is included in the balance sheet of the Company.

The following table sets forth, for the periods indicated, components of the deferred tax balances.

₹ in million

	At March 31, 2023	*At March 31, 2022*
Deferred tax assets:		
Disallowance u/s 43B and provision for ECL	45.4	*40.0*
Difference in depreciation as per books and as per Income Tax Act, 1961	(1.7)	*2.2*
Unrealised net loss on fair value changes	-	-
Right of use asset and lease liability - Office premises	6.7	*3.1*
Total deferred tax asset	**50.4**	*45.3*
Deferred tax liabilities:		
Unrealised net gain on fair value changes	(481.5)	*(249.6)*
Total deferred tax liability	**-**	*(249.6)*
Net deferred tax asset/ (liability)	**(431.1)**	*(204.3)*

In assessing the realisation of deferred tax assets, management has considered whether it is probable that some portion or all of the deferred tax assets will not be realised. The ultimate realisation of the deferred tax asset is dependent on the generation of future taxable income during the periods in which the temporary differences become deductible or the unused tax losses will be utilised. Management has considered the scheduled reversal of deferred tax liabilities, the projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable incomes over the periods in which the deferred tax assets are deductible, management believes that it is probable that sufficient taxable profits will be available against which the Company will realise the benefits of those deductible differences and utilise the unused tax losses. The amount of deferred tax assets considered realisable, however could be reduced in the near term if estimates of future taxable income are reduced

Short/excess tax of earlier years

Break up of tax expense is as follows:

₹ in million

Particulars	Year ended March 31,2023	*Year ended March 31,2022*
(1) Current year's tax	243.8	*643.0*
(2) Short/(Excess) Tax expense for earlier years	(2.3)	-
Current Tax (A)	241.5	*643.0*
(3) Deferred tax charge/(credit)	222.4	*494.7*
(4) Deferred tax charge/(credit) for earlier years	2.3	-
Deferred Tax (B)	224.7	*494.7*
Total Tax Expense (A+B)	466.2	*1,137.7*

Reconciliation of tax rates

The corporate tax rate (including surcharge and cess) was 25.168% for the year ended March 31, 2023 (25.168% for the year ended March 31, 2022).

The following table sets forth, for the periods indicated, reconciliation of the expected income taxes at statutory income tax rate to income tax expense/ (benefit) as reported.

₹ in million

Particulars	Year ended March 31,2023	*Year ended March 31,2022*
Profit before income taxes	1,744.6	*4,424.8*
Enacted statutory tax rate in India	25.168%	*25.168%*
Income tax expense/(benefit) at the statutory tax rate	439.1	*1,113.6*
Increases/(reductions) in taxes on account of:		
Exempt interest and dividend income	-	*(0.4)*
Expenses disallowed for tax purposes	28.7	*24.9*
Timing differences	(224.0)	*(495.1)*
Income tax expense/(benefit) for the year	243.8	*643.0*
Deferred tax for the year	222.4	*494.7*
Total tax expense	466.2	*1,137.7*
Effective tax rate	26.72%	*25.71%*

The following table sets forth, for the periods indicated, income taxes charged or credited directly to statement of other comprehensive income.

₹ in million

Particulars	Year ended March 31,2023	*Year ended March 31,2022*
Items that will not be reclassified to the profit or loss ('P&L')		
Defined benefit plan actuarial gains/ (losses)	8.3	*13.6*
Items that will be reclassified to the P&L	-	-
Net change in fair value of financial assets measured at fair value through Other Comprehensive Income ('OCI')	-	-
Income tax charged / (credit) to OCI	2.1	*3.4*

Significant components of net deferred tax assets and liabilities for the year ended March 31, 2023 are as follows

₹ in million

For the year ended March 31, 2023	Opening balance	Recognised in P&L	Recognised in OCI	Closing balance
Depreciation on Property and equipment	2.2	(3.9)	-	(1.7)
Right of use asset and lease liability	3.1	3.6	-	6.7
Provision for Employee Benefit Obligation	38.6	7.9	(2.1)	44.5
Provision for Expected Credit Losses	1.3	(0.4)	-	0.9
Unrealised Gain/ Loss on securities and derivatives	(249.6)	(231.8)	-	(481.4)
Total	**(204.3)**	**(224.7)**	**(2.1)**	**(431.1)**

₹ in million

For the year ended March 31, 2022	Opening balance	Recognised in P&L	Recognised in OCI	Closing balance
Depreciation on Property and equipment	2.0	0.2	-	2.2
Right of use asset and lease liability	-	3.1	-	3.1
Provision for Employee Benefit Obligation	32.7	9.4	(3.4)	38.6
Provision for Expected Credit Losses	0.3	1.0	-	1.3
Unrealised Gain/ Loss on securities and derivatives	258.8	(508.4)	-	(249.6)
Total	**293.8**	**(494.7)**	**(3.4)**	**(204.3)**

Accounting for uncertainty in income taxes

The evaluation of uncertain tax positions involves an interpretation of relevant tax laws which could be subject to challenge by the tax authorities and an assessment of whether the tax authorities will accept the position taken. The Company does not currently consider that assumptions or judgements made in assessing tax liabilities have a significant risk resulting in a material adjustment within the next financial year.

Undisclosed income

There is no unrecorded transaction in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

11) Contingent liabilities and commitments

Various tax-related legal proceedings are pending against the Company at various levels of appeal either with the tax authorities or in the courts. Where after considering all available information, in the opinion of management a liability requires accrual, the Company accrues such liability.

Where such proceedings are sufficiently advanced to enable management to assess that a liability exists and are subject to reasonable estimation, management records its best estimate of such liability. Where a reasonable range of potential outcomes is estimated, management records its best estimate, or in the absence of a basis for selecting a specific estimate within a range, management records a liability no less than the lower end of the estimated range. The contested tax demands are adjusted by the tax authorities against refunds due to the Company on favorable resolution of earlier year's appeals/ completion of assessments or paid or kept in abeyance in accordance with the terms of the stay order. The payment/adjustment/stay does not prejudice the outcome of the appeals filed by the Company.

Notes forming part of the financial statements

Continued

There are block assessment for various assessment years which are pending at the High Court or ITAT and the Company expects that that the tax demand (if any) will be adjusted against the refund for other years in the block and there will not be any cash outflow for the Company.

The Company has received an order from the income tax department, imposing a penalty of ₹ 8.7 million (previous year: Nil) related to disallowance of education cess as a deductible expense. The Company has obtained a legal opinion from a practicing tax consultant and accordingly the likelihood of the said penalty to sustain at appellate levels is remote. Hence, this is not considered as a part of contingent liability as at balance sheet date.

₹ in million

	Nature of liabilities	At March 31, 2023	*At March 31, 2022*
A	Contingent liabilities*	206.7	*206.7*
B	Estimated amount of contracts to be executed on capital account**	0.1	*57.9*

** Includes GST

* During Financial Year 2022, the Company had received an order from The Principal Commissioner, CGST and Central Excise pertaining to two show cause notices for the period 01-10-2012 to 30-06-2017. The impugned order has disallowed claim of Cenvat credit amounting to ₹ 110.2 million under Rule 14 of CENVAT Credit Rules, levied penalty amounting to ₹ 96.6 million under Rule 15 of CENVAT Credit Rules and interest at appropriate rate to be determined as per the rule 14 of CCR 2004 read with section 75 of Finance Act 1994. The Company has paid NIL (previous year ₹ 8.3 million) under protest for filing appeal with CESTAT at March 31, 2023. Further liability, if any, will depend on the outcome of the matter under dispute.

12) Information about business and geographical segments

The Company's primary operations fall under single business segment of securities trading, lending borrowing and its allied services whose operating results are regularly reviewed by the Company's chief operating decision maker to assess performance and make decisions. Hence, no additional disclosure is to be provided under IND AS 108 Operating Segment Reporting, other than those already provided in the financial statements. Further all the assets and liabilities of the Company are located within India.

13) Subsidiaries and other entities

As per the existing regulatory framework applicable to the Company, the Company is not allowed to have any step-down subsidiary.

14) Borrowings from banks and financial institution

The Company has utilized Borrowings from Banks and Financial Institution for the purposes for which it was taken.

15) The Company is not engaged in the business of trading or investing in crypto currency or virtual currency and hence no disclosure is required.

16) As at March 31, 2023, the Company has not been declared willful defaulter by any bank/financial institution or other lender.

17) The Company does not have any transaction with companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 and hence no disclosure is required.

18) The Company does not have any charges or satisfaction yet to be registered with the registrar of companies(ROC) beyond the statutory period as at March 31, 2023.

19) Significant restrictions

The Company does not have significant restrictions on its ability to access or use its assets and settle its liabilities other than those resulting from the supervisory frameworks within which it operates. The supervisory frameworks require the Company to maintain certain levels of investments in government securities, and comply with other limits and ratios.

20) Changes in liabilities arising from financing activities including changes arising from both cash flow and non-cash changes in line with Ind AS 7, 'Statement of Cash Flow':

₹ in million

	March 31, 2022	Cash Flows	Non-Cash Changes		March 31, 2023
			New Leases	Interest Expense	
Short term Borrowing					
Secured					
Tripartite Repo (TREPS) borrowings	28,377.3	(24,039.7)	-	-	4,337.6
Borrowings under Liquidity Adjustment Facility & Standing Liquidity Facility	-	18,899.2			18,899.2
Repo borrowings	86,909.3	145,011.2	-	-	231,920.5
Unsecured					
Commercial Paper borrowings	9,989.9	(6,747.6)	-	-	3,242.3
Inter-Corporate borrowings	4,800.0	422.5	-	-	5,222.5
Money at Call, Notice and Term	23,760.0	9,810.0	-	-	33,570.0
Total short-term borrowings (net) (A)	**153,836.5**	**143,355.6**	**-**	**-**	**297,192.1**
Long term Borrowing					
Subordinated bonds issued as Tier II capital	5,750.0	(150.0)	-	-	5,600.0
Total long-term borrowings (net) (B)	**5,750.0**	**(150.0)**	**-**	**-**	**5,600.0**
Lease (C)	**229.8**	**(42.1)**	**-**	**13.0**	**200.7**
Dividend Paid (D)	**-**	**(1,360.2)**			**-**
Total(A+B+C+D)	**159,816.3**	**141,803.3**	**-**	**13.0**	**302,992.8**

₹ in million

	March 31, 2021	Cash Flows	Non-Cash Changes		March 31, 2022
			New Leases	Interest Expense	
Short term Borrowing					
Secured					
Tripartite Repo (TREPS) borrowings	-	28,377.3	-	-	28,377.3
Repo borrowings	138,375.8	(51,466.5)	-	-	86,909.3
Unsecured					
Commercial Paper borrowings	6,975.1	3,014.8	-	-	9,989.9
Inter-Corporate borrowings	2,115.0	2,685.0	-	-	4,800.0
Money at Call, Notice and Term	13,880.0	9,880.0	-	-	23,760.0
Total short-term borrowings (net) (A)	**161,345.9**	**(7,509.4)**	**-**	**-**	**153,836.5**
Long term Borrowing					
Subordinated bonds issued as Tier II capital	5,250.0	500.0	-	-	5,750.0
Total long-term borrowings (net) (B)	**5,250.0**	**500.0**	**-**	**-**	**5,750.0**
Lease (C)	**-**	**-**	**227.3**	**2.5**	**229.8**
Dividend Paid (D)	**-**	**(1,813.5)**			**-**
Total (A+B+C+D)	**166,595.9**	**(8,822.9)**	**227.3**	**2.5**	**159,816.3**

21) Dividend

(a) The Board of Directors at its meeting held on April 19, 2022 had recommended final dividend amounting to ₹ 1,360.2 million (₹ 87,000/- per equity share) for the year ended March 31, 2022. The same was approved by the shareholders in the annual general meeting held on June 17, 2022. This dividend has been paid on June 22, 2022

(b) The Board of Directors at its meeting held on April 12, 2023 have recommended final dividend on equity shares amounting to ₹ 766.1 million (₹ 49,000/- per equity share) for the year ended March 31, 2023. Payment of this final dividend is subject to the approval of the shareholders in the ensuing annual general meeting of the Company.

22) Code on Social Security, 2020

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective.

23) Details of penalties and strictures

During FY2023, BSE Limited on March 2, 2023, has levied fine of ₹ 10,000 plus GST on the Company for delay in compliance with Regulation 60 (1) & (2) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 regarding the submission of record date for payment of interest. Further, BSE Limited on September 28, 2022, has levied fine of ₹ 1,000 plus GST on the Company for non-submission of intimation of record date for payment of interest pertaining to period May, 2021. The Company has paid the fine amounts to BSE Limited.

24) Recent Pronouncement

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1st, 2023, as below:

Ind AS 1 – Preparation of Financial Statements: Companies should now disclose "Material Accounting Policies" rather than their "Significant Accounting Policies". Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors: Definition of 'change in account estimate' has been replaced by revised definition of 'accounting estimate'. As per revised definition, accounting estimates are monetary amounts in the financial statements that are subject to measurement uncertainty. A company develops an accounting estimate to achieve the objective set out by an accounting policy. Accounting estimates include:

a) Selection of a measurement technique (estimation or valuation technique)

b) Selecting the inputs to be used when applying the chosen measurement technique.

Ind AS 12 – Income Tax: Narrowed the scope of the Initial Recognition Exemption (IRE) (with regard to leases and decommissioning obligations). Now IRE does not apply to transactions that give rise to equal and offsetting temporary differences. Accordingly, companies will need to recognise a deferred tax asset and a deferred tax liability for temporary differences arising on transactions such as initial recognition of a lease and a decommissioning provision.

The company does not foresee any manterial changes due to above mentioned ammendments.

₹ in million

	At March 31, 2023	*At March 31, 2022*
2. CASH AND CASH EQUIVALENTS		
Balance in current accounts with scheduled banks	**27.0**	*34.0*
In current account with Reserve Bank of India	**9.1**	*12.4*
	36.1	*46.4*
3. BANK BALANCE OTHER THAN (2) ABOVE		
Fixed deposits with scheduled banks (under lien)	**-**	*9.7*
Provision for Expected Credit Loss	**-**	*(0.0)*
	-	*9.7*

0.0 indicates amounts less than ₹ 0.05 million

₹ in million

4. SECURITIES FOR TRADE	**At March 31, 2023**			*At March 31, 2022*		
	At Fair Value		**Total**	*At Fair Value*		*Total*
	Through Other Comprehensive Income	**Through profit or loss**		*Through Other Comprehensive Income*	*Through profit or loss*	
	(1)	**(2)**	**(3)=(1)+(2)**	*(1)*	*(2)*	*(3)=(1)+(2)*
Government securities	-	221,494.6	221,494.6	-	*137,433.4*	*137,433.4*
Debentures, Bonds, CPs & CDs	-	26,330.0	26,330.0	-	*21,165.2*	*21,165.2*
Equity instruments	-	10.8	10.8	-	*38.8*	*38.8*
Total – Gross (A)	-	**247,835.4**	**247,835.4**	-	***158,637.4***	***158,637.4***
(i) Outside India	-	-	-	-	-	-
(ii) In India	-	247,835.4	247,835.4	-	*158,637.4*	*158,637.4*
Total (B)	-	**247,835.4**	**247,835.4**	**-**	***158,637.4***	***158,637.4***
Less: Allowance for impairment loss (C)	-	-	-	-	-	-
Total – Net D = (A)-(C)	-	**247,835.4**	**247,835.4**	**-**	***158,637.4***	***158,637.4***

Notes forming part of the financial statements

Continued

DETAILS OF PURCHASES AND SALES OF SECURITIES FOR TRADE

₹ in million

Category	Purchases		Sales	
	Face Value	Deal Value*	Face Value	Deal Value*
Government securities**	6,184,870.4	6,044,807.0	6,599,788.9	5,955,102.0
	(4,952,015.8)	*(4,914,508.3)*	*(5,424,390.8)*	*(4,995,297.2)*
Treasury bills	778,996.1	751,104.9	787,519.8	762,449.8
	(570,838.0)	*(557,602.2)*	*(509,352.1)*	*(499,251.8)*
Shares	4.7	217.3	4.6	276.2
	(7.0)	*(911.4)*	*(6.9)*	*(1,382.6)*
Debentures, Bonds, CPs & CDs	276,139.2	273,487.6	269,489.6	268,357.5
	(214,144.2)	*(215,170.5)*	*(210,244.2)*	*(211,214.0)*
Mutual funds	10,559.1	15,249.2	10,559.1	15,251.9
	(1,763.4)	*(1,999.9)*	*(1,763.4)*	*(2,000.3)*
Total	**7,250,569.5**	**7,084,866.0**	**7,667,362.0**	**7,001,437.5**
	(5,738,768.4)	*(5,690,192.2)*	*(6,145,757.4)*	*(5,709,145.9)*

Note: Figures in parenthesis pertain to previous year. * Excludes accrued interest ** Includes deals executed in short-sell segment

5. DERIVATIVE FINANCIAL INSTRUMENTS

Being a Primary Dealer, the Company actively trades in permissible interest, currency and equity derivative instruments and holds them mainly as part of its trading portfolio.

Refer to the Risk Management section under Significant Accounting Policies and Other Disclosures Note for overview of the risk management framework of the Company.

₹ in million

	At March 31, 2023			*At March 31, 2022*		
	Notional amounts	Fair value - Assets	Fair value - Liabilities	*Notional amounts*	*Fair value - Assets*	*Fair value - Liabilities*
(i) Currency derivatives:						
- Currency Futures	1,097.3	3.7	-	*151.9*	-	-
(ii) Interest rate derivatives						
- Interest Rate Swaps	7,046,785.5	1,166.3	648.4	*6,629,124.8*	*707.4*	*300.7*
- Forward Rate Agreement	5,800.0	37.6	-			
Subtotal (ii)	7,052,585.5	1,203.9	648.4	*6,629,124.8*	*707.4*	*300.7*
(iii) Equity linked derivatives	4,735.3	3.6	-	*10,258.5*	*6.0*	-
Total Derivative Financial Instruments (i)+(ii)+(iii)	**7,058,418.1**	**1,211.2**	**648.4**	*6,639,535.2*	*713.4*	*300.7*

None of the above positions are held for hedging.

₹ in million

	At March 31, 2023	*At March 31, 2022*
6. TRADE RECEIVABLES		
SECURED		
Trades executed but not settled	73,220.6	*14,048.9*
Considered Doubtful	-	-
Total secured	73,220.6	*14,048.9*
UNSECURED		
Fees receivable	4.4	*2.0*
Considered doubtful	-	-
	4.4	*2.0*
Provision for Standard assets/ Expected Credit Loss	(0.0)	*(0.0)*
Total unsecured	4.4	*2.0*
TOTAL	**73,225.0**	*14,050.9*

For trade receivables outstanding, following is the ageing schedule:

At March 31, 2023

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed trade receivables - considered good	73,220.6	4.4	-	-	-	-	73,225.0
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-		-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total	**73,220.6**	**4.4**	**-**	**-**	**-**	**-**	**73,225.0**

The Provision has been made as per the guidelines issued by RBI and there is no receivable which is in the nature of credit impaired

At March 31, 2022

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed trade receivables - considered good	14,048.9	2.0	-	-	-	-	14,050.9
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-		-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total	**14,048.9**	**2.0**	**-**	**-**	**-**	**-**	**14,050.9**

The Provision has been made as per the guidelines issued by RBI and there is no receivable which is in the nature of credit impaired

0.0 indicates amounts less than ₹ 0.05 million

₹ in million

	At March 31, 2023	*At March 31, 2022*
7. LOANS		
At Amortised cost		
(A)		
Repo lending	17,221.9	*25,648.6*
Provision for Expected Credit Loss	(3.4)	*(5.0)*
Total (A) - Gross	**17,218.5**	***25,643.6***
Impairment loss allowance	-	-
Total (A) - Net	**17,218.5**	***25,643.6***
(B)		
Secured by tangible assets (securities in trade)	17,218.5	*25,643.6*
Total (B) - Gross	17,218.5	*25,643.6*
Impairment loss allowance	-	-
Total (B) - Net	**17,218.5**	***25,643.6***
(C) (I) Loans in India		
(i) Public sector	**-**	**-**
(ii) Others (as specified in (A) above)	17,218.5	25,643.6
Total (C)- Gross	17,218.5	*25,643.6*
Impairment loss allowance	-	-
Total(C) (I)-Net	17,218.5	*25,643.6*
(C) (II) Loans outside India	**-**	**-**
Less: Impairment loss allowance	-	-
Total (C) (II)- Net	-	-
Total C(I) and C(II)	**17,218.5**	***25,643.6***

Note: The Company has not granted any loans or advances in the nature of loans to promoter, directors, KMP and related party as defined under Companies Act 2013 during the current and previous financial year

Notes forming part of the financial statements

Continued

₹ in million

	At March 31, 2023	At March 31, 2022
8. OTHER FINANCIAL ASSETS		
Interest accrued but not due	2,755.5	*1,558.8*
Advances and deposits*	1,575.5	*1,418.0*
Less: Provision for Expected Credit Loss	(0.3)	*(0.3)*
Deposits with stock exchanges	13.3	*12.8*
Less: Provision for Expected Credit Loss	(0.00)	*(0.00)*
	4,344.0	*2,989.3*

* For advances and deposits to related parties, please refer Note 32 below

0.0 indicates amounts less than ₹ 0.05 million

₹ in million

	At March 31, 2023	At March 31, 2022
9. CURRENT TAX ASSETS (NET)		
Advance tax (including tax deducted at source) net of provisions for tax	372.4	*316.9*
	372.4	*316.9*

₹ in million

	At March 31, 2023	At March 31, 2022
10. DEFERRED TAX ASSETS / (LIABILITIES) (NET)		
The break-up of deferred tax assets / (liabilities) into major components at balance sheet date is as follows:-		
Timing differences on account of:		
Depreciation on property, plant, equipment and other intangible assets	(1.7)	*2.2*
Right of use asset and lease liability	6.7	*3.1*
Provision for expected credit losses	0.9	*1.3*
Provision for employee benefits	44.5	*38.6*
Unrealised net loss/ (gain) on derivatives & securities for trade	(481.5)	*(249.5)*
	(431.1)	*(204.3)*

(Also refer note 10 of other notes)

₹ in million

	Gross block (at cost)				Accumulated depreciation/ amortisation				Net block	
	April 1, 2022	*Additions*	*Sale/Adj.*	**March 31, 2023**	April 1, 2022	Additions	Sale/Adj.	**March 31, 2023**	**March 31, 2023**	March 31, 2,022
11. PROPERTY, PLANT AND EQUIPMENT										
(i) Tangible										
Office equipment	*3.1*	15.7	1.0	**17.8**	*1.6*	2.8	0.9	**3.5**	**14.3**	*1.5*
Computers	*27.3*	69.4	1.3	**95.4**	*15.6*	13.0	0.8	**27.8**	**67.6**	*11.7*
Improvements to Leasehold Property	-	47.0	-	**47.0**	-	6.1	-	**6.1**	**40.9**	-
Furniture & fixtures	*1.9*	10.4	0.2	**12.1**	*1.5*	1.1	-	**2.6**	**9.5**	*0.4*
Vehicles	*4.4*	-	4.1	**0.3**	*3.8*	0.6	4.1	**0.3**	**-**	*0.6*
Right-of-Use - Office premises (refer note 9 of Other notes)	*235.3*	-	-	**235.3**	*8.5*	47.1	-	**55.6**	**179.7**	*226.8*
TOTAL TANGIBLE	*272.0*	142.5	6.6	**407.9**	*31.0*	70.7	5.8	**95.9**	**312.0**	*241.0*
(ii) Intangible										
Software	*17.8*	7.8	-	**25.6**	*16.5*	2.2	-	**18.7**	**6.9**	*1.3*
TOTAL INTANGIBLE	*17.8*	7.8	-	**25.6**	*16.5*	2.2	-	**18.7**	**6.9**	*1.3*
TOTAL (I) & (II)	*289.8*	150.3	6.6	**433.5**	*47.5*	72.9	5.8	**114.6**	**318.9**	*242.3*
(iii) Capital work-in-progress	-	-	-	**-**	-	-	-	**-**	**-**	-
GRAND TOTAL (i), (ii) & (iii)	*289.8*	150.3	6.6	**433.5**	*47.5*	72.9	5.8	**114.6**	**318.9**	*242.3*

Note: The Company does not possess any immovable property, investment property and benami property (under the Benami transactions prohibitions Act 1988) Act at March 31, 2023.

At March 31, 2023

CWIP	Amount in CWIP for a period of				Total*
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

*Note: There is no capital work in progress whose completion is overdue or has exceeded its cost compared to its original plan as on March 31, 2023.

₹ in million

	Gross block (at cost)				Accumulated depreciation/ amortisation				Net block
	April 1, 2021	*Additions*	*Sale/Adj.*	*March 31, 2022*	*April 1, 2021*	*Additions*	*Sale/Adj.*	*March 31, 2022*	*March 31, 2022*
For Financial Year 2021-22									
(i) TANGIBLE									
Office equipment	*2.7*	*1.2*	*0.8*	*3.1*	*1.6*	*0.7*	*0.7*	*1.6*	*1.5*
Computers	*24.0*	*5.1*	*1.8*	*27.3*	*12.1*	*5.3*	*1.8*	*15.6*	*11.7*
Furniture & fixtures	*1.9*	-	-	*1.9*	*1.2*	*0.3*	-	*1.5*	*0.4*
Vehicles	*4.4*	-	-	*4.4*	*2.7*	*1.1*	-	*3.8*	*0.6*
Right-of-Use - Office premises (refer note 9 of Other notes)	-	*235.3*	-	*235.3*	-	*8.5*	-	*8.5*	*226.8*
TOTAL TANGIBLE	*33.0*	*241.6*	*2.6*	*272.0*	*17.6*	*15.9*	*2.5*	*31.0*	*241.0*
(ii) INTANGIBLE									
Software	*18.4*	-	*0.6*	*17.8*	*15.6*	*1.5*	*0.6*	*16.5*	*1.3*
TOTAL INTANGIBLE	*18.4*	-	*0.6*	*17.8*	*15.6*	*1.5*	*0.6*	*16.5*	*1.3*
TOTAL (i) & (ii)	***51.4***	***241.6***	***3.2***	***289.8***	***33.2***	***17.4***	***3.1***	***47.5***	***242.3***
(iii) Capital work-in-progress	*2.2*	-	*2.2*	-	-	-	-	-	-
GRAND TOTAL (i) , (ii) & (iii)	***53.6***	***241.6***	***5.4***	***289.8***	***33.2***	***17.4***	***3.1***	***47.5***	***242.3***

Note: The Company does not possess any immovable property, investment property and benami property (under the Benami transactions prohibitions Act 1988) Act at March 31, 2022

At March 31, 2022

CWIP	Amount in CWIP for a period of				Total*
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

*Note: There is no capital work in progress whose completion is overdue or has exceeded its cost compared to its original plan at March 31, 2022

₹ in million

	At March 31, 2023	*At March 31, 2022*
12. OTHER NON-FINANCIAL ASSETS		
GST credit receivable	29.3	*19.6*
Amount deposited under protest*	8.3	*8.3*
Prepaid Expenses	31.6	*40.4*
Capital Advances	-	*5.4*
	69.2	*73.7*

*Amount deposited under protest relates to amount deposited for filing appeal with CESTAT for service tax matter under dispute. Also refer note 11 of other notes

₹ in million

	At March 31, 2023	*At March 31, 2022*
13. TRADE PAYABLES		
(i) Total outstanding dues of micro and small enterprises (refer note below)	3.6	*4.8*
(ii) Total outstanding dues of creditors other than micro and small enterprises:		
(includes trades executed but not settled of ₹ 0.4 million (At March 31, 2022: ₹ 4.5 million))	66.9	68.1
	70.5	*72.9*

Notes forming part of the financial statements

Continued

At March 31, 2023

	Unbilled	Not due	Outstanding for following periods from due date of payment			Total
			Less than 1 year	1 - 2 years	More than 2 years	
(i) MSME	3.6	-	-	-	-	3.6
(ii) Others	28.8	0.4	37.7	-	-	66.9
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**32.4**	**0.4**	**37.7**	**-**	**-**	**70.5**

At March 31, 2022

	Unbilled	Not due	Outstanding for following periods from due date of payment			Total
			Less than 1 year	1 - 2 years	More than 2 years	
(i) MSME	*4.8*	-	-	-	-	*4.8*
(ii) Others	*35.1*	*4.5*	*28.5*	-	-	*68.1*
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	***39.9***	***4.5***	***28.5***	**-**	**-**	***72.9***

Note: Details of dues to micro and small enterprises as per Micro, Small and Medium Enterprises Development Act, 2006

The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified based on information available with the Company. The amount of principal and interest outstanding during the year is given below.

₹ in million

	At March 31, 2023	*At March 31, 2022*
The principal amount and the interest due thereon (Interest - March 31, 2023 : Nil, March 31, 2022 : Nil) remaining unpaid to any supplier at the end of each accounting year	**3.6**	4.8
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	**-**	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006	**-**	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	**-**	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	**-**	-

₹ in million

	At March 31, 2023	*At March 31, 2022*
14. DEBT SECURITIES		
Unsecured		
At Amortised cost		
Commercial Paper borrowings	3,242.3	*9,989.9*
(The above borrowings are in India and are repayable within a year)		
	3,242.3	*9,989.9*
Terms of repayment :		
(1) Maturity pattern	86 days	*63 days to 70 days*
(2) Interest rate	7.30%	*4.21% - 4.48%*

₹ in million

	At March 31, 2023	*At March 31, 2022*
15. BORROWINGS (OTHER THAN DEBT SECURITIES)		
At amortised cost		
Secured		
Borrowings under Liquidity Adjustment Facility & Standing Liquidity Facilit	18,899.2	-
(Secured by pledge of Government securities of Face Value ₹ 20,700.0 million (At March 31, 2022: ₹ NIL))		
Tripartite Repo (TREPS) borrowings	4,337.6	*28,377.3*
(Secured by pledge of Government securities of Face Value ₹4,470.1 million. (At March 31, 2022: ₹29,766.7 million))		
Repo borrowings	231,920.5	*86,909.3*
(Secured by pledge of Government securities of Face Value ₹ 233,935.3 million. (At March 31, 2022: ₹ 85,360.8 million))		
Unsecured		
Inter-Corporate borrowings	5,222.5	*4,800.0*
Money at Call, Notice and Term	33,570.0	*23,760.0*
	293,949.8	*143,846.6*

₹ in million

Terms of repayment:	At March 31, 2023		At March 31, 2022	
	Maturity pattern	**Interest rate**	*Maturity pattern*	*Interest rate*
Borrowings under Liquidity Adjustment Facility & Standing Liquidity Facility	5 days to 90 days	6.50%	NA	NA
Tripartite Repo (TREPS) borrowings	3 days	6.70% to 6.95%	4 days	4.00% - 4.10%
Repo borrowings	3 days	6.50% to 8.00%	4 days	3.65% - 3.85%
Inter-Corporate borrowings	9 days to 91 days	6.95% to 7.57%	15 days to 91 days	3.65% - 4.44%
Money at Call, Notice and Term	3 days to 91 days	6.80% to 8.10%	4 days to 114 days	3.35% - 4.05%

₹ in million

	At March 31, 2023	*At March 31, 2022*
16. SUBORDINATED LIABILITIES		
Unsecured		
At Amortised cost		
Subordinated bonds issued as Tier II capital	5,600.0	*5,750.0*
(The above borrowings are in India)		
	5,600.0	*5,750.0*

₹ in million

	At March 31, 2023	*At March 31, 2022*
17. OTHER FINANCIAL LIABILITIES		
Interest accrued but not due on loans	521.9	*409.3*
Other liabilities	23,877.7	*25,797.5*
(Includes securities short sold including accrued interest of ₹ 22,913.7 million (face value ₹ 22,857.0 million) (At March 31, 2022: ₹ 25,478.2 million (face value ₹ 25,707.0 million), Credit Support annex of ₹ 760.4 (At March 31, 2022: ₹ Nil), Payable to employees ₹ 155.0 (At March 31, 2022: ₹ 275.4) and security deposit of ₹ 42 million (At March 31, 2022: ₹ 42 million)		
Lease Liabilities (refer note 9 of Other notes)	200.7	229.8
	24,600.3	*26,436.6*

₹ in million

	At March 31, 2023	*At March 31, 2022*
18. PROVISIONS		
Provision for employee benefits		
Provision for leave encashment (refer note 8 of Other notes)	17.6	*18.1*
Provision for gratuity (refer note 8 of Other notes)	75.0	*78.4*
Provision for long term incentive (refer note 8 of Other notes)	148.3	*91.0*
	240.9	*187.5*

₹ in million

	At March 31, 2023	*At March 31, 2022*
19. OTHER NON-FINANCIAL LIABILITIES		
Statutory dues	25.0	*37.5*
Other non-financial liabilities	-	*0.0*
	25.0	*37.5*

0.0 indicates amounts less than ₹ 0.05 million

₹ in million

	At March 31, 2023	*At March 31, 2022*
20. EQUITY SHARE CAPITAL		
Authorized:		
50,000 (previous year: 50,000) equity shares of ₹ 1,00,000/- each	5,000.0	*5,000.0*
Issued, subscribed & fully paid-up		
15,634 (previous year: 15,634) equity shares of ₹ 1,00,000/- each	1,563.4	*1,563.4*

Shares held by promoters at the end of the year (same for previous year)				% Change during the year
Sr. no.	**Promoter Name**	**No. of Shares**	**%of total shares**	
1	ICICI Bank Limited	15,634	100%	-

Notes forming part of the financial statements

Continued

Notes:

(1) The Company has only one class of equity shares having a par value of ₹ 100,000/- per share. Each shareholder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

(2) All the issued, subscribed & fully paid-up shares are held by ICICI Bank Limited (the Holding company) and its nominees (same for previous year).

Reconciliation of the shares at the beginning and at the end of the reporting year

Equity shares	**As March 31, 2023**		*As March 31, 2022*	
	No. of shares	**₹ in million**	*No. of shares*	*₹ in million*
At the beginning of the year	15,634	1,563.4	*15,634*	*1,563.4*
Issued during the year	-	-	-	-
Outstanding at the end of the year	**15,634**	**1,563.4**	*15,634*	*1,563.4*

Details of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date :

(a) During the period of last five years immediately preceding the reporting date, the Company has not allotted any shares as fully paid up pursuant to any contract without payment being received in cash.

(b) During the period of last five years immediately preceding the reporting date, the Company has not issued any bonus shares.

(c) During the period of last five years immediately preceding the reporting date, the Company has not bought back any equity shares.

₹ in million

Details of proposed dividend	**At March 31, 2023**	*At March 31, 2022*
The Board proposed final dividend on equity shares after the balance sheet date		
Proposed dividend on equity shares :		
₹ 49,000 per share (March 31, 2022 : ₹ 87,000/- per share)	766.1	*1,360.2*
	766.1	*1,360.2*

₹ in million

	At March 31, 2023	*At March 31, 2022*
21. OTHER EQUITY		
(A) Summary of Other Equity Balances		
Capital reserve	1,153.7	*1,153.7*
ESOP reserve	64.7	*64.3*
General reserve	749.1	*749.1*
Special reserve	8,183.3	*7,927.6*
Capital redemption reserve	466.6	*466.6*
Retained earnings	3,620.5	*3,958.0*
Items of other comprehensive income		
- Re-measurement of defined benefit plans	21.1	*14.9*
	14,259.0	*14,334.2*

(B) Nature and purpose of reserves

(a) Capital reserve

Capital Reserve represents profit on sale of securities classified as Held to Maturity (HTM) investments (net of tax) under Master Direction – Operational Guidelines for Primary Dealers issued by RBI and is not free for distribution of dividend.

(b) ESOP reserve

This reserve represents fair value of equity-settled share-based payment awards for grant of options to acquire equity shares of the Holding Company viz. ICICI Bank Limited, to whole time directors and eligible employees of the Company.

(c) General reserve

The Company created a general reserve in earlier years pursuant to the provisions of the Companies Act, 1956, wherein certain percentage of profits were required to be transferred to General reserve before declaring dividends. As per Companies Act, 2013, the requirement to transfer profits to General reserve is not mandatory. General reserve is a free reserve available to the Company for distribution.

(d) Special reserve

Pursuant to section 45 IC of The Reserve Bank of India Act, 1934, the Company being a NBFC is required to transfer a sum of not less than 20% of its net profits every year as disclosed in the Statement of Profit and Loss and before any dividend is declared to this reserve. No appropriation of any sum from this reserve shall be made by the Company except for the purpose as may be specified by RBI.

(e) Capital redemption reserve

Pursuant to provisions of erstwhile Companies Act, 1956, capital redemption reserve was created when Company bought back its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased was transferred to capital redemption reserve.

₹ in million

	Year ended March 31, 2023	*Year ended March 31, 2022*
22. INTEREST INCOME		
(i) Financial assets classified as fair value through profit or loss		
Interest and discount income	11,515.8	*8,075.5*
(ii) Financial assets classified as fair value through OCI		
Interest income from investments classified as fair valued through OCI	-	-
(iii) Financial assets measured at Amortised Cost		
Interest on loans	922.8	*354.3*
Interest on deposits with banks	6.0	*20.1*
Other interest income	48.0	*12.0*
	12,492.6	*8,461.9*

₹ in million

	Year ended March 31, 2023	*Year ended March 31, 2022*
23. DIVIDEND INCOME		
Dividend income on trading portfolio	0.2	*1.6*
	0.2	*1.6*

₹ in million

	Year ended March 31, 2023	*Year ended March 31, 2022*
24. FEES AND COMMISSION INCOME		
Financial advisory services	9.0	*2.2*
Syndication fees	129.4	*99.6*
Underwriting commission	130.6	*530.5*
Brokerage and commission	3.6	*1.3*
	272.6	*633.6*

₹ in million

	Year ended March 31, 2023	*Year ended March 31, 2022*
25. NET GAIN ON FAIR VALUE CHANGES		
A. Net gain/ (loss) on financial instruments at fair value through profit or loss		
(i) On trading portfolio		
- Securities for trade	572.6	*615.4*
- Derivatives	404.0	*762.8*
B. Realised gain / (loss) on sale of securities fair valued through OCI	-	-
Total Net gain / (loss) on fair value changes (A+B)	**976.6**	***1,378.2***
Fair Value Changes		
- Realised	429.4	*(1,154.9)*
- Unrealised	547.2	*2,533.1*
	976.6	*1,378.2*

₹ in million

	Year ended March 31, 2023	*Year ended March 31, 2022*
26. OTHER INCOME		
Miscellaneous income*	0.8	*5.0*
(*Includes excess provision of interest written back amounting to ₹ Nil (previous year 4.7 million))		
Profit on sale of property, plant and equipment	**0.2**	-
	1.0	*5.0*

₹ in million

	Year ended March 31, 2023	*Year ended March 31, 2022*
27. FINANCE COSTS		
On Financial liabilities measured at Amortised cost		
Interest on borrowings	9,882.9	*3,992.7*
Interest on debt securities	172.7	*213.2*
Interest on subordinated liabilities	494.3	*509.5*
Other interest expense	81.6	*2.5*
	10,631.5	*4,717.9*

₹ in million

	Year ended March 31, 2023	*Year ended March 31, 2022*
28. EMPLOYEE BENEFITS EXPENSES		
Salaries, wages and incentives (refer note 32)	578.8	*702.6*
Contribution to provident and other funds	45.3	*46.1*
Share based payments to employees	0.4	*5.3*
Staff welfare expenses	14.4	*9.6*
	638.9	*763.6*

₹ in million

	Year ended March 31, 2023	*Year ended March 31, 2022*
29. OTHER EXPENSES		
Procurement expenses	4.1	*5.0*
Rating agency fees	5.9	*4.4*
Brokerage, stamp duty & securities transaction tax	38.2	*29.6*
Bank charges (refer note 32)	49.5	*30.3*
Transaction, custodial and depository charges	200.2	*140.5*
Doubtful debts written-off/ provided during the year	3.7	*5.3*
Less: Opening provision	5.3	*1.3*
	(1.6)	*4.0*
Rent and amenities (also refer note 9 of Other notes)	21.4	*23.6*
Insurance (refer note 32)	0.3	*0.2*
Business promotion, traveling and conveyance expenses	6.9	*10.3*
Repairs, maintenance and upkeep (refer note 32)	69.3	*59.1*
Rates and taxes	0.0	*0.1*
Electricity expenses	5.3	*3.7*
Communication expenses	7.9	*4.3*
Printing and stationery	0.9	*0.4*
Royalty (refer note 32)	35.8	*61.1*
Subscription and periodicals	61.2	*53.3*
Professional fees (Refer Note 1 below)	27.0	*21.0*
Advertisement expenses	0.1	*0.1*
CSR expenditure (Refer Note 2 below)	113.8	*99.1*
Miscellaneous expenses*	9.0	*6.4*
	655.2	*556.5*

0.0 indicates amounts less than ₹ 0.05 million

* Refer to Note 32. Related Party Disclosures for Independent Directors' Fees and Commission

Note 1

AUDITOR'S REMUNERATION* (included in Professional fees)

(a) Audit fees	3.8	*3.6*
(b) Tax Audit Fees		
(b) Certification fees	1.4	*1.3*
(c) Reimbursement of expenses	0.1	*0.2*
	5.3	*5.1*

*Excluding GST

Note 2

DETAILS OF CSR EXPENDITURE

(a) Amount required to be spent by the Company during the year,	113.8	*99.1*
(b) Amount of expenditure incurred	113.8	*99.1*
(i) Construction or acquisition of asset	-	-
(ii) on purposes other than (i) above	113.8	*99.1*
(c) Shortfall at the end of the year	-	-
(d) Total of previous years shortfall	-	-
(e) Reason for shortfall	NA	*NA*
(f) Nature of CSR activities		

Notes forming part of the financial statements

Continued

Year ended March 31, 2023 ₹ in million

Name	Nature	Amount
ICICI Foundation for Inclusive Growth (Refer note 32)	Skill development and sustainable livelihoods and Rain water harvesting	**63.7**
Sankalp Sikshan Sanstha	Education & Skill Development	**0.9**
Seva Sadan Society	Infrastructure development and education	**5.7**
Sri Sathya Sai Foundation	Health Care	**15.0**
Tata Memorial Fund	Health Care	**20.0**
Vision Foundation	Health Care	**8.4**
Prime Minister National Relief Fund	Social Welfare	**0.1**
Total		**113.8**

Year ended March 31, 2022

Name	Nature	Amount
ICICI Foundation for Inclusive Growth (Refer note 32)	Skill development program; Covid 19 Relief activities; Solid waste management project @Pune - Installation of Litter Bins	45.3
Sankalp Sikshan Sanstha	Sponsoring teaching aids, subsidized fees, robotics training, office infrastructure for deaf students	1.2
Seva Sadan Society	Sponsoring running cost and infrastructure upgrade for school	3.6
Seva Sahayog Foundation	Sponsoring higher education of deserving under privileged students	1.5
Sri Sathya Sai Foundation	Heart-lung machine for Kharghar Centre;	7.0
	Sponsoring Cardiac Surgeries / catheter interventions	7.2
Tata Memorial Fund	Sponsoring robotic surgery instruments; Financial assistance to support treatment of cancer patients	20.0
Vision Foundation	Cataract surgeries in adults and pediatric surgeries for the marginalised strata of society	13.3
Total		**99.1**

30. EARNINGS PER EQUITY SHARE (IN ₹) (BASIC & DILUTED)

Basic and diluted EPS	₹ 81,770.50	₹ 210,253.29
Nominal value per share	₹ 100,000.00	₹ 100,000.00

EPS has been calculated based on the profit after tax of ₹ 1,278.4 million (previous year ₹ 3,287.1 million) and the weighted average number of equity shares outstanding during the year of 15,634 (previous year 15,634). Basic and Diluted EPS are same because there were no diluted potential equity shares outstanding during the year.

31. EXPENDITURE IN FOREIGN CURRENCY (ON ACCRUAL BASIS)

Payment for services received	5.4	*4.9*

32. RELATED PARTY DISCLOSURES

Names of related parties where control exists irrespective of whether transactions have occurred

Holding Company ICICI Bank Limited

Names of other related parties with whom transactions have taken place during the year

Fellow Subsidiaries	ICICI Securities Limited
	ICICI Securities Inc.
	ICICI Prudential Life Insurance Company Limited
	ICICI Home Finance Company Limited
	ICICI Venture Fund Management Company Limited
	ICICI Lombard General Insurance Company Limited (till September 7, 2021)
Associates of Holding Company	ICICI Foundation for Inclusive Growth
	India Infradebt Ltd
	ICICI Lombard General Insurance Company Limited (w.e.f. September 08, 2021)
Post-employment benefit plan entities of ICICI Group Companies	ICICI Bank Limited Provident Fund
	ICICI Home Finance Company Limited Employees Provident Fund
	ICICI Prudential Life Insurance Company Ltd Employees Provident Fund
	Pension Fund of ICICI Bank Limited
Key Management Personnel ('KMP')	Mr. Shailendra Jhingan, Managing Director & CEO
Independent Directors	Mr. Ashvin Parekh
	Mr. Dilip Karnik
	Mr. Radhakrishnan Nair

₹ in million

Name of the Related Party / Type of Transaction	Year ended March 31, 2023	*Year ended March 31, 2022*
ICICI Bank Limited		
Revenue from operations		
Fees and commission income	17.8	29.3
Interest income	Nil	Nil
Net gain/(loss) on fair value changes of Interest rate swaps	(124.2)	51.1
Miscellaneous Income	0.0	Nil
Expenses		
Finance costs	116.6	14.8
Royalty	32.9	56.8
Other expenses	69.4	74.2
Employee benefits expenses	25.8	21.3
Other transactions		
Dividend paid	1,360.2	1,813.5
Sale of Fixed Assets	0.1	-
ICICI Securities Limited		
Revenue from operations		
Fees and commission income	3.6	Nil
Miscellaneous Income	0.0	0.0
Expenses		
Finance Costs & Other Operating Expenses	6.8	1.8
Other expenses	0.5	1.4
ICICI Securities Inc.		
Expenses		
Other expenses	3.7	3.4

₹ in million

Name of the Related Party / Type of Transaction	Year ended March 31, 2023	*Year ended March 31, 2022*
ICICI Lombard General Insurance Company Limited		
Expenses		
Employee benefits expenses	5.8	5.2
Other expenses	0.2	0.1
ICICI Prudential Life Insurance Company Limited		
Expenses		
Finance costs	23.0	47.7
Employee benefits expenses	0.8	0.7
ICICI Home Finance Company Limited		
Revenue from Operations		
Fees and commission Income	-	2.1
Interest income	-	3.6
ICICI Venture Fund Management Company Limited		
Expenses		
Other expenses	-	0.5
ICICI Foundation for Inclusive Growth		
Expenses		
Corporate Social Responsibility Contribution	63.7	45.3
India Infradebt Ltd		
Revenue from Operations		
Fees and commission income	1.5	11.3
Interest income	2.2	16.7
Independent Directors		
Expenses		
Directors fees#	2.1	2.7
Directors commission#	2.3	2.3
Balance Sheet and Off-balance sheet Items:		
ICICI Bank Limited		
Financial Assets		
Cash and cash equivalents	26.7	29.3
Trade receivables	-	0.9
Other financial assets	168.6	110.2
Financial Liabilities		
Money at Call, Notice and Term	6,000.0	-
MTM payable on Interest Rate Swaps	86.7	108.5
Other financial liabilities	1.3	-
Trade payables	13.2	16.1
Equity		
Share Capital	1,563.4	1,563.4
Derivative Financial Instruments		
Notional Principal amount of Interest Rate Swaps outstanding**	7,501.8	37,251.8

₹ in million

Name of the Related Party / Type of Transaction	Year ended March 31, 2023	*Year ended March 31, 2022*
Other transactions		
Purchase of securities in trade (including accrued interest)	21,625.8	7,319.8
Sale of securities in trade (including accrued interest)	16,246.1	7,945.8
ICICI Securities Limited		
Non Financial Assets		
Other Non Financial Assets	-	1.4
Financial Liabilities		
Trade Payables	0.3	0.0
Other transactions		
Sale of securities in trade (including accrued interest)	350.0	605.5
Purchase of Fixed asset	-	1.30
ICICI Securities Inc.		
Trade payables	1.8	1.7
ICICI Lombard General Insurance Company Limited		
Non Financial assets		
Other non financial assets	5.5	7.0
Other transactions		
Purchase of securities in trade (including accrued interest)	1,634.0	1,766.5
Sale of securities in trade (including accrued interest)	16,202.2	6,776.2
ICICI Prudential Life Insurance Company Limited		
Financial Liabilities		
Subordinated Liabilities	250.0	250.0
Other financial liabilities	21.4	21.4
Non Financial assets		
Other Non financial assets	0.4	0.5
Other transactions		
Purchase of securities in trade (including accrued interest)	4,768.1	3,710.3
Sale of securities in trade (including accrued interest)	21,191.1	17,292.2
ICICI Home Finance Company Limited		
Other transactions		
Purchase of securities in trade (including accrued interest)	-	1,464.5
India Infradebt Ltd		
Other Transactions		
Purchase of securities in trade (including accrued interest)	1,850.0	1,000.0
ICICI Bank Limited Provident Fund		
Other Transactions		
Sale of securities in trade (including accrued interest)	658.4	Nil

Notes forming part of the financial statements

Continued

₹ in million

Name of the Related Party / Type of Transaction	Year ended March 31, 2023	*Year ended March 31, 2022*
ICICI Home Finance Company Limited Employees Provident Fund		
Other Transactions		
Sale of securities in trade (including accrued interest)	13.0	7.9
Pension Fund of ICICI Bank Limited		
Purchase of Investments (including accrued interest)	394.0	-

0.0 indicates amounts less than ₹ 0.05 million

Directors commission and director fees has been disclosed on payment basis.

Transactions of Income and Expenses stated above exclude GST.

** Interest rate swaps are guaranteed by CCIL.

Key Management Personnel disclosures:

The Compensation (including contribution to Provident Fund, bonus paid and long term incentives paid and perquisite value of ESOP exercised) for the year ended March 31, 2023 to Mr. Shailendra Jhingan Managing Director & CEO was ₹ 65.4 million (for the year ended March 31, 2022 - ₹ 45.0 million). The remuneration does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole.Further, during the year as per the Company's policy, the Company car was transfered to MD and CEO on completion of five years at NIL value

For the purpose of above disclosure, Chief Financial Officer and Company Secretary are not covered since they are not KMP as per IndAS 24 - Related Party Disclosures.

33. DISCLOSURE PURSUANT TO RBI CIRCULAR NO. RBI/DNBR/2016-17/45 Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016

Derivatives

₹ in million

	At March 31, 2023	*At March 31, 2022*
Notional Principal amount of Interest Rate Swaps (IRS)/ Forward Rate Agreement(FRA)		
a. Hedging contracts	-	-
b. Trading contracts	7,052,585.5	*6,629,124.8*
(i) Associated credit risk on trading IRS/FRA*	1,203.9	*707.4*
(ii) Collateral required by the NBFC upon entering into swaps	Nil	*Nil*
(iii) Concentration of credit risk arising from IRS/FRA@	404.8	*558.7*
(iv) Fair value of trading IRS/FRA	517.9	*406.7*
(v) Likely impact of one percentage change in interest rate (100*PV01)#	3,143.4	*2,062.6*

Kindly refer to the Significant Accounting Policies and Other Notes for accounting policies and other disclosures with respect to IRS.

Likely impact of one percentage change in interest rate (100*PV01) as at March 31, 2023 includes impact on account of FRA

Interest Rate Futures Contracts		
Open quantity in lots - long	-	-
Open quantity in lots - short	-	-
Net open quantity long/ (short)	-	-

Equity Derivatives – Trading Contracts	At March 31, 2023	*At March 31, 2022*
a. Futures Contracts		
Open quantity in lots - long	369,415	*185,625*
Open quantity in lots - short	-	-
Net open quantity long/ (short)	369,415	*185,625*
MTM Gain / (loss) on Trading Derivatives	(0.1)	*(0.2)*

₹ in million

	At March 31, 2023	*At March 31, 2022*
b. Option Contracts		
Open quantity in lots - long	86,000	*150,600*
Open quantity in lots - short	(172,000)	*(301,200)*
Net open quantity long/ (short)	(86,000)	*(150,600)*
MTM Gain / (loss) on Trading Derivatives	1.8	*(0.1)*

*Associated credit risk is defined as the loss that the Company would incur in case all the counterparties to these swaps fail to fulfill their contractual obligations.

@ Credit risk concentration is measured as the highest net receivable under swap contracts from top three counterparties.

34. DISCLOSURE PURSUANT TO RBI CIRCULAR NO. IDMD.PDRS. No.03/03.64.00/2003-04

Composition of investment in non-government securities at March 31, 2023

₹ in million

Issuer#	Amount*	Extent of private placement**	Extent of unlisted securities
Public Sector Units	225.5	225.5	Nil
	(520.2)	(520.2)	(Nil)
Financial Institutions	4,388.8	4,388.8	Nil
	(10,701.7)	(10,701.7)	(Nil)
Banks	7,751.9	7,751.9	Nil
	(1,245.4)	(1,245.4)	(Nil)
Other Primary Dealers	Nil	Nil	Nil
	(Nil)	(Nil)	(Nil)
Private corporates	1,488.8	1,488.8	Nil
	(5.0)	(5.0)	(5.0)
Subsidiaries/ Joint ventures	Nil	Nil	Nil
	(Nil)	(Nil)	(Nil)
Others ##	12,475.1	12,475.1	Nil
	(8,692.9)	(8,692.9)	(Nil)
Provision held towards depreciation	Nil	Nil	Nil
	(Nil)	(Nil)	(Nil)
Total	26,330.0	26,330.0	Nil
	(21,165.2)	(21,165.2)	(5.0)

Note: Figures in parenthesis pertain to previous financial year
All the investments (securities for trade) above are rated above investment grade

* Represents amounts net of provision for depreciation if any
** Represents original issue
# Does not include equity and preference shares
Others include investments in Non-Banking Financial Companies and Housing Finance Companies

35. DISCLOSURE PURSUANT TO RBI CIRCULAR NO. RBI/DNBR/2016-17/45 MASTER DIRECTION DNBR. PD. 008/03.10.119/2016-17 DATED SEP 01, 2016

a. Capital to Risk Assets Ratio (CRAR)*

₹ in million

Items	At March 31, 2023	*At March 31, 2022*
i) CRAR (%)	41.23	*35.88*
ii) CRAR – Tier I Capital (%)	35.19	*29.38*
iii) CRAR – Tier II Capital (%)	6.05	*6.50*
iv) Amount of subordinated debt raised as Tier-II capital during the year	Nil	*1,000.0*
V) Amount raised by issue of Perpetual Debt Instruments	Nil	*Nil*

*calculated as per RBI circular no.RBI/2006-2007/355 DNBS.PD/CC No.93/03.05.002/2006-07

As per RBI/DNBR/2016-17/45 Master Direction DNBR. PD.008/03.10.119/2016-17 guidelines pertaining to liquidity coverage ratio are not applicable to Standalone primary dealers

b. Exposure to Real Estate Sector

₹ in million

Category	At March 31, 2023	At March 31, 2022
a) Direct exposure		
(i) Residential Mortgages		
Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented	Nil	*Nil*
(ii) Commercial Real Estate		
Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits	Nil	*Nil*
(iii) Investments in Mortgage Backed Securities (MBS) and other securitized exposures	Nil	*Nil*
b) Indirect Exposure		
Fund based – Investments in NCDs/ FRBs/CPs/Equities	3,312.4	2,501.5
Non-fund based – credit equivalent amount of IRS & market value of equity futures	1,154.6	2,230.6

Particulars	At March 31, 2023	At March 31, 2022
c. Exposure to Capital Market		
Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	271.9	*371.3*
Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	Nil	*Nil*
Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	Nil	*Nil*
Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;	Nil	*Nil*
Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	Nil	*Nil*
Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	Nil	*Nil*
Bridge loans to companies against expected equity flows / issues;	Nil	*Nil*
All exposures to Venture Capital Funds (both registered and unregistered)	Nil	*Nil*
Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	Nil	*Nil*

₹ in million

Category	At March 31, 2023	At March 31, 2022
Financing to stockbrokers for margin trading	Nil	*Nil*
All exposures to Alternative Investment Funds: (i) Category I (ii) Category II (iii) Category III	Nil	*Nil*
Total Exposure to Capital Market	**271.9**	*371.3*

* DISCLOSURE PURSUANT TO RBI CIRCULAR RBI/2022-23/26 DOR. ACC.REC.No.20/21.04.018/2022-23 dated April 19, 2022

d. Asset Liability Management

Maturity pattern of certain items of assets and liabilities at March 31, 2023***

(₹ in million)

	1 day to 30/31 day (one month)	Over one month to 2 months	Over 2 months upto 3 months	Over 3 months upto 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Assets									
Fixed Deposits Placed	-	-	-	-	-	-	-	-	-
	-	-	-	-	(9.7)	-	-	-	9.7
Advances*	17,218.5	-	-	-	-	-	-	-	17,218.5
	(25,643.6)	-	-	-	-	-	-	-	(25,643.6)
Investments**	247,835.4	-	-	-	-	-	-	-	247,835.4
	(158,637.4)	-	-	-	-	-	-	-	(158,637.4)
Liabilities									
Borrowings	284,699	820.0	13,372.5	-	-	1450.0	950.0	1500.0	302,792.1
	(151,836.5)	(1,150.0)	(1,000.0)	-	-	(2,200.0)	(1,400.0)	(2,000.0)	(159,586.5)

*Advances represent amounts lent in money/ repo market

** Investments in the nature of 'Securities for Trade' are classified in the "one month bucket".

***The Company does not have any foreign currency assets and liabilities.

Note: Figures in parenthesis pertain to previous year.

36. Disclosure of ratios pursuant to schedule III

₹ in million

Items	At March 31, 2023	At March 31, 2022
i) CRAR (%)	41.23	*35.88*
Numerator	18,071.2	*19,147.8*
Denominator	43,825.9	*53,363.7*
Variance %	14.91	*(38.50)*
Reason for variance (If above 25%)	NA	Due to substantial increase in risk weighted assets
ii) CRAR – Tier I Capital (%)	35.19	*29.38*
Numerator	15,421.1	*15,677.8*
Denominator	43,825.9	*53,363.7*
Variance %	19.78	*(38.15)*
Reason for variance (If above 25%)	NA	Due to substantial increase in risk weighted assets
iii) CRAR – Tier II Capital (%)	6.05	*6.50*
Numerator	2,650.0	*3470.0*
Denominator	43,825.9	*53,363.7*
Variance %	(6.92)	*(40.04)*
Reason for variance (If above 25%)	NA	Due to substantial increase in risk weighted assets

As per RBI/DNBR/2016-17/45 Master Direction DNBR. PD.008/03.10.119/2016-17 guidelines pertaining to liquidity coverage ratio are not applicable to Standalone primary dealers

Notes forming part of the financial statements

Continued

37. DISCLOSURE PURSUANT TO RBI CIRCULAR NO. IDMC.PDRS. NO.2269/03.64.00/2002-03 - PUBLICATION OF FINANCIAL RESULTS DATED NOVEMBER 28, 2002

i) Net borrowings in call/notice: average ₹ 17,735.45 million; peak ₹ 40,480.0 million

ii) Leverage ratio: average 12.25 times; peak 19.34 times

iii) CRAR (Quarterly)*

30-Jun-22	*30-Sep-22*	*31-Dec-22*	31-Mar-23
45.1%	*40.6%*	*38.5%*	42.9%

*Calculated as per Master Direction - Standalone Primary Dealers (Reserve Bank) Directions, 2016 dated August 25, 2016 issued by the Reserve Bank of India.

38. REPO/REVERSE REPO TRANSACTIONS

(Ref: Guidelines for Accounting of Repo / Reverse Repo Transactions issued by RBI vide circular no RBI/2009-2010/356 IDMD/4135/11.08.43/2009-10 dated March 23, 2010)

₹ in million

		Minimum outstanding during the year	Maximum outstanding during the year	Daily average outstanding during the year	Outstanding at March 31, 2023
Securities sold under repos (Face Value)					
(i)	Government securities	56,996.5	238,961.6	135,163.2	233,935.3
		(22,862.3)	*(196,007.9)*	*(84,458.2)*	*(85,360.8)*
(ii)	Corporate debt securities	Nil	Nil	Nil	Nil
		Nil	*Nil*	*Nil*	*Nil*
Securities purchased under reverse repos (Face Value)					
(i)	Government securities	6,490.0	41,650.0	18,005.6	17,160.0
		(450.0)	*(26,160.0)*	*(10,542.0)*	*(25,770.0)*
(ii)	Corporate debt securities	500.0	700.0	11.0	Nil
		(Nil)	*(Nil)*	*(Nil)*	*(Nil)*

Note: Figures in parenthesis pertain to previous year.

39. DISCLOSURE PURSUANT TO 53(f) of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Particulars	Outstanding at March 31, 2023	Maximum amount outstanding during the year
Loans and advances in the nature of loans to ICICI Bank Ltd., Holding Company	Nil	Nil
Loans and advances in the nature of loans to Associates	Nil	Nil
Loans and advances in the nature of loans where there is –		
(i) no repayment schedule or repayment beyond seven years; or	Nil	Nil
(ii) no interest or interest below section 372A of Companies Act by name and amount.	Nil	Nil
Loans and advances in the nature of loans to firms/companies in which directors are interested	Nil	Nil

40. DISCLOSURES PURSUANT TO RBI CIRCULAR NO. RBI/2015-16/12 DNBR (PD) CC.NO.053/03.10.119/2015-16 DATED JULY 01, 2015

₹ in million

(a) Details of Investments*		**At March 31, 2023**	*At March 31, 2022*
1) Value of Investments			
	i) Gross Value of Investments		
	a) In India	247,835.4	*158,637.4*
	b) Outside India	Nil	*Nil*
	ii) Provisions for Depreciation		
	a) In India	Nil	*Nil*
	b) Outside India	Nil	*Nil*
	iii) Net Value of Investments		
	a) In India	247,835.4	*158,637.4*
	b) Outside India	Nil	*Nil*
2) Movement of provisions held towards depreciation on investments.			
	i) Opening balance	Nil	*Nil*
	ii) Add : Provisions made during the year	Nil	*Nil*
	(iii) Less : Write-off / write-back of excess provisions during the year	Nil	*Nil*
	(iv) Closing balance	Nil	*Nil*

*Includes securities held for trading measured at fair value through profit or loss

(b) Exchange Traded Interest Rate (IR) Derivatives

₹ in million

Particulars	**Year ended March 31, 2023**	*Year ended March 31, 2022*
(i) Notional principal amount of exchange traded IR derivatives undertaken during the year		
a) Interest Rate Futures (IRF) on Government Securities	Nil	*Nil*
(ii) Notional principal amount of exchange traded IR derivatives outstanding at March 31, 2023		
a) IRF on Government Securities	Nil	*Nil*
(iii) Notional principal amount of exchange traded IR derivative outstanding and not "highly effective" (instrument-wise)*	Nil	*Nil*
(iv) Mark-to-market value of exchange traded IR derivatives outstanding and not "highly effective" (instrument-wise)*	Nil	*Nil*

*The Company has not entered into IRF contracts for the purpose of hedging

(c) Disclosures on Risk Exposure in Derivatives

Kindly refer to the Risk Management section under Significant Accounting Policies and Other Disclosures Note for overview of the risk management framework of the Company.

₹ in million

Quantitative Disclosures	Year ended March 31, 2023		*Year ended March 31, 2022*	
	Currency Derivatives	Interest Rate Derivatives	Currency Derivatives	Interest Rate Derivatives
(i) Derivatives (Notional Principal Amount)				
For hedging	Nil	Nil	Nil	Nil
(ii) Marked to Market Positions				
(a) Asset (+)	3.7	1,203.9	Nil	707.4
(b) Liability (-)	Nil	(648.4)	(0.0)	(300.7)
(iii) Credit Exposure*	25.8	57,679.7	3	60,919.5
(iv) Unhedged Exposures	25.8	57,679.7	3	60,919.5

* Credit exposure includes exposure on account of margins and default funds

(d) Disclosures relating to Securitisation, financial assets sold to Securitisation / Reconstruction Company for Asset Reconstruction, assignment transactions undertaken by NBFC and details of non-performing financial assets purchased / sold

The Company does not undertake securitisation business and therefore has not sold any assets to securitisation / reconstruction company for asset reconstruction. The Company has not undertaken any assignment transactions. The Company does not have any non-performing assets and has also not sold / purchased any non-performing financial assets.

(e) The Company does not finance products of parent Company.

(f) The Company has not exceeded Single Borrower Limit (SGL) and Group Borrower Limit (GBL).

(g) Registrations obtained from other financial sector regulators

The Company is registered as a non-deposit accepting Non-Banking Financial Company (NBFC) and is authorised by The Reserve Bank of India for carrying out Primary Dealership business. It is also registered as a Category I - Merchant Banker, Portfolio Manager and stock broker with the Securities & Exchange Board of India. It is currently enabled as proprietary trading and self-clearing member of the currency derivatives, capital market (for trading of government securities) and new debt segments of BSE Limited and currency derivative segment of National Stock Exchange of India Limited. It is also registered as a proprietary trading member of the currency derivatives segment of Metropolitan Stock Exchange of India Limited. Under the Merchant Banking license, the Company is also permitted to act as underwriters while the portfolio manager license permits the Company to also carry out investment advisory services.RBI has authorised the Company to act as a Forex Authorised Dealer – Category III.

(h) Ratings assigned by credit rating agencies

The Company's Tier II borrowings have been rated as "CRISIL AAA" (rated amount ₹ 5,600 million) and 'CARE AAA' (rated amount ₹ 4,750 million) by credit rating agencies CRISIL and CARE respectively. Further, the Company's commercial papers has been rated as A1+ (rated amount ₹ 20,000 million) by CRISIL and ICRA.

₹ in million

(i) Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account	**Year ended March 31, 2023**	*Year ended March 31, 2022*
Provisions for depreciation on Investment	Nil	*Nil*
Provision towards NPA	Nil	*Nil*
Provision made towards Income Tax (including deferred tax)	464.1	*1,141.1*
Other provisions and contingencies (provision for Expected Credit Loss)(Net)	(1.6)	*4.0*
Provision for Standard assets	0.0	*0.0*

0.0 indicates amounts less than ₹ 0.05 million

Above table does not include provisions for employee benefits and other expenses

(j) The Company has not drawn down any amount from reserves.

(k) At March 31, 2023, the Company had lent ₹ 17,221.9 million in Repo market

(l) The Company does not have any joint ventures and subsidiaries and has not sponsored any special purpose vehicles.

(m) Customer Complaints

a)	No. of complaints pending at the beginning of the year	Nil
b)	No. of complaints received during the year	Nil
c)	No. of complaints redressed during the year	Nil
d)	No. of complaints pending at the end of the year	Nil

41. DISCLOSURE PURSUANT TO RBI CIRCULAR RBI/2022-23/26 DOR.ACC.REC.No.20/21.04.018/2022-23 dated April 19, 2022

₹ in million

Sectors	Current Year			Previous Year		
	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	**-**	**-**	**0.00%**	**-**	**-**	**0.00%**
2. Industry						
Road, port, telecom, urban development & other infra	2,266.6	-	0.00%	41.3	-	0.00%
Power	106.4	-	0.00%	1,946.6	-	0.00%
Others	228.3	-	0.00%	621.0	-	0.00%
Total of Industry	**2,601.3**	**-**	**0.00%**	**2,608.9**	**-**	**0.00%**
3. Services			0.00%			0.00%
Banks	9,881.5	-	0.00%	2,539.7	-	0.00%
Services - finance	163,674.3	-	0.00%	113,384.6	-	0.00%
Others	365.8	-	0.00%	1,114.4	-	0.00%
Total of Services	**173,921.6**	**-**	**0.00%**	**117,038.7**	**-**	**0.00%**
4. Personal Loans	-	-	0.00%	-	-	0.00%
5. Others	-	-	0.00%	-	-	0.00%
Total	**176,522.8**	**-**	**0.00%**	**119,647.7**		**0.00%**

Notes forming part of the financial statements

Continued

b) Intra-group exposures

₹ in million

Particulars	Current Year	Previous year
Total amount of intra-group exposures	195.3	140.4
Total amount of top 20 intra-group exposures	195.3	140.4
Percentage of intra-group exposures to total exposure of the NBFC on borrowers/customers	0.08%	0.12%

c) Unhedged foreign currency exposure

₹ in million

Particulars	Current Year	Previous year
Exchange traded currency futures	25.8	3.00

d) Related Party Disclosure

₹ in million

Related Party Items	Parent (as per ownership or control)		Subsidiaries		Associates/ Joint ventures		Key Management Personnel		Independent Directors		Others		Total	
	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year
Borrowings*	6,000 (11,000)	Nil (8,200)	-	-	-	-	-	-	-	-	250 (250)	250 (600)	6,250 (11,250)	250 (8,800)
Deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Placement of deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Advances	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Investments*	-	-	-	-	-	-	-	-	-	-	Nil (1,000)	Nil (1,000)	Nil (1,000)	Nil (1,000)
Purchase of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	1.3	-	1.3
Sale of fixed/other assets	0.1	-	-	-	-	-	-	-	-	-	-	-	0.1	-
Interest paid	116.6	14.8	-	-	-	-	-	-	-	-	23.0	47.7	139.6	62.5
Interest received	-	-	-	-	-	-	-	-	-	-	2.2	20.3	2.2	20.3
Remuneration to KMP & Director Commission/Sitting Fees	-	-	-	-	-	-	65.4	45.0	4.3	5.0	-	-	69.7	50.0
Salary**							15.5	23.6	-	-			15.5	23.6
Others:														
Share Capital	1,563.4	1,563.4	-	-	-	-	-	-	-	-	-	-	1,563.4	1,563.4
Cash and cash equivalents	26.7	29.3	-	-	-	-	-	-	-	-	-	-	26.7	29.3
Trade receivables	-	0.9	-	-	-	-	-	-	-	-	-	-	-	0.9
Other financial assets	168.6	110.2	-	-	-	-	-	-	-	-	-	-	168.6	110.2
Other Non Financial Assets	-	-	-	-	-	-	-	-	-	-	5.9	8.9	5.9	8.9
MTM payable on Interest Rate Swaps	86.7	108.5	-	-	-	-	-	-	-	-	-	-	86.7	108.5
Trade payables	13.2	16.1	-	-	-	-	-	-	-	-	2.1	1.7	15.3	17.8
Other financial liabilities	1.3	-	-	-	-	-	-	-	-	-	21.4	21.4	22.7	21.4
Fees and commission income	17.8	29.3	-	-	-	-	-	-	-	-	5.1	13.4	22.8	42.7
Net gain/(loss) on fair value changes of Interest rate swaps	(124.2)	51.1	-	-	-	-	-	-	-	-	-	-	(124.2)	51.1
Miscellaneous Income	0.0	-	-	-	-	-	-	-	-	-	-	-	0.0	-
Royalty	32.9	56.8	-	-	-	-	-	-	-	-	-	-	32.9	56.8
Other expenses	69.4	74.2	-	-	-	-	-	-	-	-	4.4	5.4	73.9	79.6
Employee benefits expenses	25.8	21.3	-	-	-	-	-	-	-	-	6.6	5.9	32.4	27.2
Finance costs	-	-	-	-	-	-	-	-	-	-	6.8	1.8	6.8	1.8
Dividend paid	1,360.2	1,813.5	-	-	-	-	-	-	-	-	-	-	1,360.2	1,813.5
Corporate Social Responsibility Contribution	-	-	-	-	-	-	-	-	-	-	63.7	45.3	63.7	45.3
Purchase of securities in trade (including accrued interest)	21,625.8	7,319.8	-	-	-	-	-	-	-	-	8,646.1	7,941.3	30,271.9	15,261.1
Sale of securities in trade (including accrued interest)	16,246.1	7,945.8	-	-	-	-	-	-	-	-	38,414.7	24,681.8	54,660.8	32,627.6
Notional Principal amount of Interest Rate Swaps outstanding	7,501.8	37,251.8	-	-	-	-	-	-	-	-	-	-	7,501.8	37,251.8

Note: There are no transactions with relatives of KMP and directors
* Figures in paranthesis represents maximum outstanding during the year
0.0 indicates amounts less than ₹ 0.05 million

e) Disclosure of complaints

1) Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

Sr No		Particulars	Current Year	Previous Year
	Complaints received by the NBFC from its customers			
1		Number of complaints pending at beginning of the year	NIL	NIL
2		Number of complaints received during the year	NIL	NIL
3		Number of complaints disposed during the year	NIL	NIL
	3.1	Of which, number of complaints rejected by the NBFC	NA	NA
4		Number of complaints pending at the end of the year		
	Maintainable complaints received by the NBFC from Office of Ombudsman		NIL	NIL
5		Number of maintainable complaints received by the NBFC from Office of Ombudsman	NIL	NIL
	5.1	Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman	NA	NA
	5.2	Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	NA	NA
	5.3	Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC	NA	NA
6		Number of Awards unimplemented within the stipulated time (other than those appealed)	NIL	NIL

2) TOP FIVE GROUNDS OF COMPLAINTS RECEIVED BY THE NBFCS FROM CUSTOMERS

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
1	**2**	**3**	**4**	**5**	**6**
		Current Year			
Ground - 1			**NA**	**NA**	**NA**
Ground - 2			**NA**	**NA**	**NA**
Ground - 3			**NA**	**NA**	**NA**
Ground - 4			**NA**	**NA**	**NA**
Ground - 5			**NA**	**NA**	**NA**
Others			**NA**	**NA**	**NA**
Total			**NA**	**NA**	**NA**
		Previous Year			
Ground - 1			NA	NA	NA
Ground - 2			NA	NA	NA
Ground - 3			NA	NA	NA
Ground - 4			NA	NA	NA
Ground - 5			NA	NA	NA
Others			NA	NA	NA
Total			**NA**	**NA**	**NA**

f) BREACH OF COVENANT

There were no instances of breach of covenant of loan availed or debt securities issued

g) DIVERGENCE IN ASSET CLASSIFICATION AND PROVISIONING

There were no additional provisioning requirements assessed by RBI during the inspection conducted during FY 2023

42. DISCLOSURE PURSUANT TO RRBI/2021-22/112 DOR.CRE.REC.NO.60/03.10.001/2021-22 DATED OCTOBER 22, 2021

a) DISCLOSURE ON MODIFIED OPINION, IF ANY, EXPRESSED BY AUDITORS, ITS IMPACT ON VARIOUS FINANCIAL ITEMS AND VIEWS OF MANAGEMENT ON AUDIT QUALIFICATIONS

The auditor's opinion on financial statement is unmodified

b) ITEMS OF INCOME AND EXPENDITURE OF EXCEPTIONAL NATURE

Notes forming part of the financial statements

Continued

There are no Items of income and expenditure of exceptional nature

c) DIVERGENCE IN ASSET CLASSIFICATION AND PROVISIONING ABOVE A CERTAIN THRESHOLD TO BE DECIDED BY THE RESERVE BANK.
There were no additional provisioning requirements assessed by RBI during the inspection conducted during FY 2023

43. DISCLOSURE PURSUANT TO RBI CIRCULAR RBI/2019-20/170 DOR (NBFC).CC.PD.NO.109/22.10.106/2019-20 DATED MARCH 13, 2020

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	"Loss Allowances (Provisions) as required under Ind AS 109 "	Net Carrying Amount	Provisions required as per IRACP norms	"Difference between Ind AS 109 provisions and IRACP "
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
Performing Assets						
Standard	Stage 1	4.4	0.0	4.4	0.0	-
	Stage 2	-	-	-	-	-
Sub total		**4.4**	**0.0**	**4.4**	**0.0**	**-**
Non-Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Sub total for doubtful		-	-	-	-	-
Sub total for NPA		-	-	-	-	-
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Sub total		**-**	**-**	**-**	**-**	**-**
Total	**Stage 1**	**4.4**	**0.0**	**4.4**	**0.0**	**-**
	Stage 2	**-**	**-**	**-**	**-**	**-**
	Stage 3	**-**	**-**	**-**	**-**	**-**
	Total	**4.4**	**0.0**	**4.4**	**0.0**	**-**

0.0 INDICATES AMOUNTS LESS THAN ₹ 0.05 MILLION

44. DISCLOSURE PURSUANT TO SEBI CIRCULAR NO. SEBI/HO/DDHS/CIR/P/2021/613 DATED AUGUST 10, 2021 (AS AMENDED)

Particulars	Details
Name of the Company	ICICI Securities Primary Dealership Limited
CIN	U72900MH1993PLC131900
Outstanding borrowing of Company at March 31, 2023	₹ 5,600 Million*
Highest Credit Rating during the previous FY along with name of the Credit Rating Agency	The Company's Tier II borrowings have been rated as "CRISIL AAA" (rated amount ₹ 5,600 million) and 'CARE AAA' (rated amount ₹ 4,750 million) by credit rating agencies CRISIL and CARE respectively.
Name of Stock Exchange in which the fine shall be paid, in case of shortfall in the required borrowing under the framework	BSE Limited

(* Only borrowings with original maturity of one year and above)

The Company confirms that it is a 'Large Corporate' as per the applicability criteria given under above-mentioned SEBI circular.

Annual Disclosure in terms of para 4.1.ii of the above-mentioned SEBI circular

1. Report filed for Financial Year : FY 2023

2. Details of the borrowings*

3. Details of the current block:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
2-year block period (Specify financial years)	FY 2023 & FY 2024	FY 2022 & FY 2023
Incremental borrowing done in financial year (a)	Nil	₹ 1,000 million
Mandatory borrowing to be done through issuance of debt securities (b) = (25% of a)	Nil	₹ 250 million
Actual borrowings done through debt securities in financial year (c)	Nil	₹ 1,000 million
Shortfall in the mandatory borrowing through debt securities, if any, for FY 2022 carried forward to FY 2023 (d)	Nil	Nil
Quantum of (d), which has been met from (c) (e)	Nil	Nil
Shortfall, if any, in the mandatory borrowing through debt securities (f)= (b)-[(c)-(e)]	Nil	Nil
Amount of fine to be paid for the year	Nil	Nil

(* Only borrowings with original maturity of one year and above)

45. Previous year figures have been regrouped/rearranged wherever considered necessary to confirm with current year classification.

As per our report of even date attached

For Chaturvedi & Co.
Chartered Accountants
Firm Registration No. 302137E

TUSHAR KANDOI
Partner
Membership No: 136229

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No.116560W / W100149

MILAN MODY
Partner
Membership No: 103286

Mumbai, April 12, 2023

For and on behalf of the Board of Directors
ICICI Securities Primary Dealership Limited

B. PRASANNA
CHAIRMAN
DIN : 02257744

ASHVIN PAREKH
DIRECTOR
DIN : 06559989

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

RIYA SAWANT
Company Secretary

Mumbai, April 12, 2023

statement of cash flows

for the year ended march 31, 2023

(₹ million)

		For the Year Ended March 31, 2023	*For the Year Ended March 31, 2022*
A	**Cash flow from operating activities**		
	Profit before tax (including Other Comprehensive Income)	**1,752.9**	*4,438.4*
	- Profit on sale of plant, property & equipment (net)	**(0.2)**	*-*
	- Net gain on fair value changes (unrealised)	**(547.2)**	*(2,533.1)*
	- Interest expense on lease liability	**13.0**	*2.5*
	- Interest income on security deposit for lease	**(1.3)**	*(0.2)*
	- Depreciation and amortisation	**72.8**	*17.5*
	- Excess provision of interest written back	**-**	*(4.7)*
	- Share based payments to employees	**0.4**	*5.3*
	- Doubtful debts written-off/ provided for (provision reversal)	**(1.6)**	*4.0*
	Operating profit before changes in operating assets and liabilities	**1,288.8**	*1,929.7*
	Adjustments for net change in operating assets and liabilities		
	- (Increase) / decrease in securities in trade, trade receivables and other financial assets	**(149,020.3)**	*12,433.4*
	- (Increase) / decrease in fixed deposits under lien	**9.7**	*495.5*
	- (Increase) / decrease in loans and advances relating to operations	**8,123.2**	*(22,155.3)*
	- Increase / (decrease) in financial liabilities and other non financial liabilities relating to operations	**(1,768.7)**	*16,833.4*
		(142,656.1)	*7,607.0*
	Cash (used in) / generated from operating activities	**(141,367.3)**	*9,536.7*
	Payment of taxes (net)	**(297.0)**	*(685.2)*
	Net cash (used in) / generated from operating activities	**(141,664.3)**	*8,851.5*
B	**Cash flow from investment activities**		
	- Purchase of property, plant and equipments and other intangible assets	**(150.3)**	*(5.1)*
	- Proceeds from sale of property, plant and equipments	**1.0**	*0.1*
	Net cash (used in) / generated from investment activities	**(149.3)**	*(5.0)*
C	**Cash flow from Financing activities**		
	Increase / (decrease) in short-term borrowings (net)	**143,355.6**	*(7,509.4)*
	Issue of Subordinated liabilities	**-**	*1,000.0*
	Repayment of Subordinated liabilities	**(150.0)**	*(500.0)*
	Dividends paid	**(1,360.2)**	*(1,813.5)*
	Lease payments	**(42.1)**	*-*
	Net cash (used in) / generated from financing activities	**141,803.3**	*(8,822.9)*
	Net change in cash and cash equivalents (A + B + C)	**(10.3)**	*23.6*
	Cash and cash equivalents at the beginning of the year	**46.4**	*22.8*
	Cash and cash equivalents at the end of the year	**36.1**	*46.4*
	Components of cash and cash equivalents		
	Cash & cheques on hand	**-**	*-*
	Balance in current accounts with scheduled banks	**27.0**	*34.0*
	In current accounts with Reserve Bank of India	**9.1**	*12.4*
	Total cash and cash equivalents	**36.1**	*46.4*

Notes:

- Cash and cash equivalents comprises of balances with scheduled banks and RBI.
- Borrowings do not include any non-cash adjustment.
- The above Statement of Cash flows has been prepared under the "Indirect Method " as set out in Indian Accounting Standard (IND AS) - 7 'Statement of Cash Flows'.
- Please refer Significant Accounting Policies.
- Also refer note 20 of other notes for disclosure pertaining to changes in liabilities arising from financing activities including changes arising from both cash flow and non-cash changes

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For Chaturvedi & Co.
Chartered Accountants
Firm Registration No. 302137E

TUSHAR KANDOI
Partner
Membership No: 136229

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No.116560W / W100149

MILAN MODY
Partner
Membership No: 103286

Mumbai, April 12, 2023

For and on behalf of the Board of Directors
ICICI Securities Primary Dealership Limited

B. PRASANNA
CHAIRMAN
DIN : 02257744

ASHVIN PAREKH
DIRECTOR
DIN : 06559989

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

RIYA SAWANT
Company Secretary

Mumbai, April 12, 2023

ICICI Securities Primary Dealership Limited

as at March 31, 2023 *Continued*

(as required in terms of paragraph 18 of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016

(₹ in million)

Particulars

Liabilities side :

(1)	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:	Amount outstanding	Amount overdue
(a)	Debentures : Secured	-	-
	: Unsecured	5,943.6	Nil
	(Other than falling within the meaning of public deposits)		
(b)	Deferred Credits	-	Nil
(c)	Term Loans	-	Nil
(d)	Inter-corporate loans and borrowing	5,240.6	Nil
(e)	Commercial Paper	3,242.3	Nil
(f)	Other Loans -		
	TREPS - Secured	4,338.4	Nil
	Borrowings under LAF & SLF - Secured	18,906.8	Nil
	Repo Borrowings - Secured	231,967.3	Nil
	Call, Notice and Term Money - Unsecured	33,675.0	Nil

Assets side :

(2)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :	Amount outstanding
	(a) Secured	17,218.5
	(b) Unsecured	4.4

(3)	Break-up of Leased Assets and stock on hire and other assets counting towards asset financing activities	Amount outstanding
(i)	Lease assets including lease rentals under sundry debtors :	
	(a) Financial lease	Nil
	(b) Operating lease	Nil
(ii)	Stock on hire including hire charges under sundry debtors :	
	(a) Assets on hire	Nil
	(b) Repossessed Assets	Nil
(iii)	Other loans counting towards AFC activities	
	(a) Loans where assets have been repossessed	Nil
	(b) Loans other than (a) above	Nil

(4)	Break-up of Investments*	Amount outstanding
	Current Investments	
	1. Quoted	
	(i) Shares : (a) Equity	10.8
	(b) Preference	-
	(ii) Debentures and Bonds	26,330.0
	(iii) Units of mutual funds	-
	(iv) Government Securities	221,494.6
	(v) Others	-
	2. Unquoted	
	(i) Shares : (a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others	-
	Long Term Investments	
	1. Quoted	
	(i) Shares : (a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others	-
	2. Unquoted	
	(i) Shares : (a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others	-

(5) Borrower group-wise classification of assets financed as in (2) and (3) above :

Category		Amount net of provisions		
		Secured	Unsecured	Total
1.	**Related Parties**			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-
	(c) Other related parties	-	-	-
2.	**Other than related parties**	17,218.5	4.4	17,222.9
Total		**17,218.5**	**4.4**	**17,222.9**

as at March 31, 2023

(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :

Category	Market Value	Book Value (Net of provisions)
1. Related Parties		
(a) Subsidiaries	-	-
(b) Companies in the same group	-	-
(c) Other related parties	-	-
2. Other than related parties	247,835.4	247,835.4
Total	**247,835.4**	**247,835.4**

(7) Other information

	Particulars	Amount
(i)	Gross Non-Performing Assets	
	(a) Related parties	-
	(b) Other than related parties	-
(ii)	Net Non-Performing Assets	
	(a) Related parties	-
	(b) Other than related parties	-
(iii)	Assets acquired in satisfaction of debt	-

* Includes investments fair valued through profit or loss

For and on behalf of the Board of Directors
ICICI Securities Primary Dealership Limited

B. PRASANNA
CHAIRMAN
DIN : 02257744

ASHVIN PAREKH
DIRECTOR
DIN : 06559989

SHAILENDRA JHINGAN
MANAGING DIRECTOR & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

RIYA SAWANT
Company Secretary

Mumbai, April 12, 2023

ICICI SECURITIES PRIMARY DEALERSHIP LIMITED

CIN: U72900MH1993PLC131900

BALANCE SHEET AT MARCH 31, 2024

(₹ in million)

Particulars	Note No.	At March 31, 2024	At March 31, 2023
ASSETS			
(1) Financial assets			
(a) Cash and cash equivalents	2	439.6	36.1
(b) Securities for trade	3	315,937.7	247,835.4
(c) Derivative financial instruments	4	1,848.5	1,211.2
(d) Trade receivables	5	12,410.2	73,225.0
(e) Loans	6	18,696.1	17,218.5
(f) Other financial assets	7	8,362.4	4,344.0
		357,694.5	343,870.2
(2) Non-financial assets			
(a) Current tax assets (net)	8	349.9	372.4
(b) Property, plant and equipment	10	244.3	312.0
(c) Capital work-in-progress	10	13.7	-
(d) Other intangible assets	10	52.0	6.9
(e) Other non-financial assets	11	108.1	69.2
		768.0	760.5
TOTAL ASSETS		358,462.5	344,630.7
LIABILITIES AND EQUITY			
LIABILITIES			
(1) Financial liabilities			
(a) Derivative financial instruments	4	362.3	648.4
(b) Trade payables	12		
(i) total outstanding dues of micro enterprises and small enterprises		3.4	3.6
(ii) total outstanding dues of creditors other than micro and small enterprises		76.5	66.9
(c) Debt securities	13	2,476.5	3,242.3
(d) Borrowings (other than Debt securities)	14	313,204.7	293,949.8
(e) Subordinated liabilities	15	3,900.0	5,600.0
(f) Other financial liabilities	16	18,977.0	24,600.3
		339,000.4	328,111.3
(2) Non-financial liabilities			
(a) Provisions	17	262.8	240.9
(b) Deferred tax liabilities (net)	9	657.8	431.1
(c) Other non-financial liabilities	18	20.7	25.0
		941.3	697.0
(3) EQUITY			
(a) Equity share capital	19	1,563.4	1,563.4
(b) Other equity	20	16,957.4	14,259.0
		18,520.8	15,822.4
TOTAL LIABILITIES AND EQUITY		358,462.5	344,630.7
Material Accounting Policies and Other Notes	1		

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board of Directors of
ICICI Securities Primary Dealership Limited

For Chaturvedi & Co.
Chartered Accountants
Firm Registration No. 302137E

TUSHAR KANDOI
Partner
Membership No: 136229

For N. A. Shah Associates LLP
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JATINDER PAPNEJA
Chief Financial Officer

RIYA SAWANT
Company Secretary

Mumbai, April 19, 2024

Mumbai, April 19, 2024

ICICI SECURITIES PRIMARY DEALERSHIP LIMITED

CIN: U72900MH1993PLC131900

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

(₹ in million)

Particulars	Note No.	Year ended March 31, 2024	*Year ended March 31, 2023*
Revenue from operations			
(i) Interest income	21	21,098.7	*12,492.6*
(ii) Dividend income	22	0.1	*0.2*
(iii) Fees and commission income	23	258.8	*272.6*
(iv) Net gain on fair value changes	24	4,932.1	*976.6*
(I) Total Revenue from operations		26,289.7	*13,742.0*
(II) Other income	25	0.1	*1.0*
(III) Total income (I+II)		26,289.8	*13,743.0*
Expenses			
(i) Finance costs	26	18,714.4	*10,631.5*
(ii) Employee benefits expenses	27	862.3	*638.9*
(iii) Depreciation and amortisation	10	88.1	*72.8*
(iv) Other expenses	28	769.9	*655.2*
(IV) Total expenses		20,434.7	*11,998.4*
(V) Profit before tax (III-IV)		5,855.1	*1,744.6*
(VI) Tax Expense:			
(1) Current tax (refer note 10 of other notes)		1,267.8	*241.5*
(2) Deferred tax charge/(credit) (refer note 10 of other notes)		225.6	*224.7*
		1,493.4	*466.2*
(VII) Profit for the year (V-VI)		4,361.7	*1,278.4*
(VIII) Other Comprehensive Income			
(A) Items that will not be reclassified to profit or loss			
(i) Gain/(loss) on re-measurement of Defined benefit plans		4.4	*8.3*
(ii) Tax relating to items that will not be reclassified to profit or loss		1.1	*2.1*
Subtotal (A) (i) - (ii)		3.3	*6.2*
(IX) Total Comprehensive Income for the year (VII+VIII) (comprising Profit and Other Comprehensive Income)		4,365.0	*1,284.6*
(X) Earnings per equity share (in ₹) (Basic and Diluted)	29	278,988.10	*81,770.50*
(Face value ₹1,00,000/- per share (previous year: ₹1,00,000/- per share)			
Material Accounting Policies and Other Notes	1		

0.0 indicates amounts less than ₹ 0.05 million

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board of Directors of
ICICI Securities Primary Dealership Limited

For Chaturvedi & Co.
Chartered Accountants
Firm Registration No. 302137E

TUSHAR KANDOI
Partner
Membership No: 136229

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No.116560W / W100149

MILAN MODY
Partner
Membership No: 103286

B. PRASANNA
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Managing Director & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

RIYA SAWANT
Company Secretary

Mumbai, April 19, 2024

Mumbai, April 19, 2024

ICICI SECURITIES PRIMARY DEALERSHIP LIMITED

CIN: U72900MH1993PLC131900

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024

A. Equity Share Capital

(i) Year ended March 31, 2024

(₹ in million)

Balance at the beginning of the year	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting year	Changes in equity share capital during the year	Balance at the end of the reporting year
1,563.4	-	1,563.4	-	1,563.4

(i) Year ended March 31, 2023

(₹ in million)

Balance at the beginning of the year	*Changes in equity share capital due to prior period errors*	*Restated balance at the beginning of the current reporting year*	*Changes in equity share capital during the year*	*Balance at the end of the reporting year*
1,563.4	-	*1,563.4*	-	*1,563.4*

B. Other equity

(i) Year ended March 31, 2024

(₹ in million)

	Reserves and Surplus						Other items of Other Comprehensive Income***	Total
			Other Reserves					
	Capital reserve*	ESOP reserve	General reserve	Special reserve**	Capital redemption reserve	Retained earnings		
Balance at April 1, 2023	**1,153.7**	**64.7**	**749.1**	**8,183.3**	**466.6**	**3,620.5**	**21.1**	**14,259.0**
Total Comprehensive Income for the year	-	-	-	-	-	4,361.7	3.3	**4,365.0**
Interim dividends for financial year 2023-24	-	-	-	-	-	(900.5)	-	**(900.5)**
Final dividend for financial year 2022-23	-	-	-	-	-	(766.1)	-	**(766.1)**
Transfer to / (from) retained earnings	-	-	-	872.3	-	(872.3)	-	-
Balance at March 31, 2024	**1,153.7**	**64.7**	**749.1**	**9,055.6**	**466.6**	**5,443.3**	**24.4**	**16,957.4**

(i) Year ended March 31, 2023

(₹ in million)

	Reserves and Surplus						*Other items of Other Comprehensive Income****	*Total*
			Other Reserves					
	*Capital reserve**	*ESOP reserve*	*General reserve*	*Special reserve***	*Capital redemption reserve*	*Retained earnings*		
Balance at April 1, 2022	*1,153.7*	*64.3*	*749.1*	*7,927.6*	*466.6*	*3,958.0*	*14.9*	*14,334.2*
Total Comprehensive Income for the year	-	-	-	-	-	*1,278.4*	*6.2*	*1,284.6*
Final dividend for financial year 2021-22	-	-	-	-	-	*(1,360.2)*	-	*(1,360.2)*
Transfer to / (from) retained earnings	-	-	-	*255.7*	-	*(255.7)*	-	-
ESOP expenses for the year	-	*0.4*	-	-	-	-	-	*0.4*
Balance at March 31, 2023	*1,153.7*	*64.7*	*749.1*	*8,183.3*	*466.6*	*3,620.5*	*21.1*	*14,259.0*

* Represents profit on sale of securities (net of tax) classified as Held to Maturity (HTM) investments as per Master Direction – Operational Guidelines for Primary Dealers issued by RBI

** Reserve maintained under Section 45 IC of the Reserve Bank of India(RBI) Act, 1934

*** Represents gain/(loss) on re-measurement of defined benefit plans for employees

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board of Directors of
ICICI Securities Primary Dealership Limited

For Chaturvedi & Co.
Chartered Accountants
Firm Registration No. 302137E

TUSHAR KANDOI
Partner
Membership No: 136229

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No.116560W / W100149

MILAN MODY
Partner
Membership No: 103286

B. PRASANNA
Chairman
DIN : 02257744

ASHVIN PAREKH
Director
DIN : 06559989

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

RIYA SAWANT
Company Secretary

Mumbai, April 19, 2024

Mumbai, April 19, 2024

ICICI SECURITIES PRIMARY DEALERSHIP LIMITED
CIN: U72900MH1993PLC131900

STATEMENT OF CASH FLOWS

(₹ in million)

	Year ended March 31, 2024	Year ended March 31, 2023
A Cash flow from operating activities		
Profit before tax (including Other Comprehensive Income)	5,859.5	1,752.9
- Gain on sale of plant, property & equipment (net)	(0.1)	(0.2)
- Net gain on fair value changes (unrealised)	(1,031.5)	(547.2)
- Interest expense on lease liability	10.6	13.0
- Interest income on security deposit for lease	(1.3)	(1.3)
- Depreciation and amortisation	88.1	72.8
- Interest on income tax	7.7	-
- Share based payments to employees	-	0.4
- Doubtful debts written-off/ provided for (provision reversal)	0.4	(1.6)
Operating profit before changes in operating assets and liabilities	4,933.4	1,288.8
Adjustments for net change in operating assets and liabilities		
- (Increase) / decrease in securities in trade, trade receivables and other financial assets	(9,936.4)	(149,020.3)
- (Increase) / decrease in fixed deposits under lien	-	9.7
- (Increase) / decrease in loans and advances and other non financial assets relating to operations	(2,780.0)	8,123.2
- Increase / (decrease) in financial liabilities and other non financial liabilities relating to operations	(5,552.3)	(1,768.7)
	(18,268.7)	(142,656.1)
Cash (used in) / generated from operating activities	(13,335.3)	(141,367.3)
Payment of taxes (net)	(1,250.0)	(297.0)
Net cash (used in) / generated from operating activities	(14,585.3)	(141,664.3)
B Cash flow from investment activities		
Purchase of property, plant and equipments, other intangible assets and capital work in progress	(79.1)	(150.3)
Proceeds from sale of property, plant and equipments	0.1	1.0
Net cash (used in) / generated from investment activities	(79.0)	(149.3)
C Cash flow from financing activities		
Increase / (decrease) in short-term borrowings (net)	18,489.1	143,355.6
Issue of Subordinated liabilities	-	-
Repayment of Subordinated liabilities	(1,700.0)	(150.0)
Dividends paid	(1,666.6)	(1,360.2)
Lease payments	(54.7)	(42.1)
- Dividend distribution tax paid	-	-
Net cash (used in) / generated from financing activities	15,067.8	141,803.3
Net change in cash and cash equivalents (A + B + C)	403.5	(10.3)
Cash and cash equivalents at the beginning of the year	36.1	46.4
Cash and cash equivalents at the end of the year	439.6	36.1
Components of cash and cash equivalents		
Balance in current accounts with scheduled banks	168.2	27.0
In current accounts and other balances with Reserve Bank of India	271.4	9.1
Total cash and cash equivalents	439.6	36.1

Notes:

- Borrowings do not include any non-cash adjustment.
- The above Statement of Cash flows has been prepared under the "Indirect Method " as set out in Indian Accounting Standard (IND AS) - 7 'Statement of Cash Flows'.
- Please refer Material Accounting Policies.
- Also refer note 20 of other notes for disclosure pertaining to changes in liabilities arising from financing activities including changes arising from both cash flow and non-cash changes

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board of Directors of
ICICI Securities Primary Dealership Limited

For Chaturvedi & Co. Chartered Accountants Firm Registration No. 302137E	For N. A. Shah Associates LLP Chartered Accountants Firm Registration No.116560W / W100149	B. PRASANNA Chairman DIN : 02257744	ASHVIN PAREKH Director DIN : 06559989
TUSHAR KANDOI Partner Membership No: 136229	MILAN MODY Partner Membership No: 103286	SHAILENDRA JHINGAN Managing Director & CEO DIN : 07636448	
		JATINDER PAPNEJA Chief Financial Officer	RIYA SAWANT Company Secretary

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

Mumbai, April 19, 2024

Mumbai, April 19, 2024

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES AND OTHER NOTES

A. MATERIAL ACCOUNTING POLICIES

Overview

ICICI Securities Primary Dealership Limited (the "Company") is registered as a Non-Banking Financial Services Company (NBFC) with the Reserve Bank of India (RBI) and is authorised to act as a Primary Dealer (PD). Being a PD, the Company is an active participant in primary and secondary segments of the debt and money markets. Besides, the Company also trades in equity, equity derivatives and currency futures market. The Company actively trades in permissible financial instruments/ securities and holds them mainly as part of its trading portfolio. The Company also engages in other non-banking financial services business like underwriting, portfolio management, fixed income research and debt capital market services. The Company raises funds through call/ notice money, term money, bi-partite and tri-partite repo, inter-corporate deposits, commercial paper, and subordinate debt. The Company also has access to Liquidity Adjustment Facility (LAF) and Standing Liquidity Facility (SLF) of the Reserve Bank of India. The Company also lends in call/ notice money, term money, bi-partite and tri-partite repo, LAF and standing deposit facility (SDF) of RBI.

The Company is a wholly owned subsidiary of ICICI Bank Limited. The non-convertible bonds (Tier II capital) and commercial papers issued by the Company are listed on the Bombay Stock Exchange.

Basis of preparation

Compliance with IND AS

The financial statements of the Company for the year ended March 31, 2024 have been prepared in accordance with Indian Accounting Standards (IND AS) notified under section 133 of the Companies Act 2013 ("the act") read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The financial statements have been prepared on accrual basis and under the historical cost convention except for financial instruments which are measured at fair value.

Accounting policies have been consistently applied except where newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Further, in accordance with the amendments to the Companies (Indian Accounting Standards) Rules, 2023, the company has disclosed material accounting policies as against the significant accounting policies. Considering the nature of transactions and business operation of the Company, accounting policies related to 'Diluted Earnings Per Share' are not forming part of material accounting policies.

Functional and presentation currency

The financial statements are presented in Indian rupees (₹) which is the functional currency of the Company and the national currency of India. Except as otherwise indicated, financial information presented in Indian rupee has been rounded to the nearest million with one decimal.

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N.A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

Use of judgments estimates and assumptions.

The preparation of financial statements in conformity with IND AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and the income and expense for the reporting period. The actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Some of the Company's accounting policies require critical accounting estimates that involve complex and subjective judgments and the use of assumptions, some of which may be for matters that are inherently uncertain and susceptible to change. Such critical accounting estimates could change from period to period and may have a material impact on the Company's financial condition, changes in financial condition or results of operations. Critical accounting estimates could also involve estimates where management could have reasonably used another estimate in the current accounting period. The critical policies that involves critical accounting estimates includes valuation of financial instruments and deferred tax. Management believes that the estimates used in the preparation of the Company's financial statements are prudent and reasonable.

1) Revenue recognition

a) Interest

Interest income on all financial instruments other than financial instruments held at Fair Value through Profit & Loss (FVPTL) is recognised using the effective interest method on an accrual basis. For financial instruments held at FVTPL, interest income is recognised on contractual cash flow basis.

The effective interest rate is the rate that exactly discounts the estimated future cash receipts or payments through the expected life of the instrument, or where appropriate, a shorter period, to the net carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates cash flows considering all contractual terms of the financial instrument but not future credit losses.

Effective interest rate is established at the time of initial recognition of the financial instrument and is not revised subsequently.

Contractual cash flow basis refers to calculation of interest based on the rate of interest specified for respective securities.

b) Fee and commission

Fee and commission income including management fees, advisory fees, syndication fees are recognised as income as the related services are performed. Underwriting commission earned on government securities acquired upon devolvement is reduced from the cost of acquisition.

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N.A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

c) Net gain/ (loss) on fair value changes

Net gain or loss on financial instrument designated at FVTPL includes realised and unrealised gains and losses from changes in the fair value of such instruments and is recognised in Statement of Profit & Loss.

Unrealised gains and losses on debt instruments measured at fair value through other comprehensive income (FVOCI) are recognised in other comprehensive income until de-recognition, at which point the cumulative gain or loss is transferred to the Statement of Profit and Loss.

d) Dividend income

Dividend income on equity instruments is recognised when the right to receive the dividend is established.

2) Cash and cash equivalents, Bank balances other than cash and cash equivalents

Cash and cash equivalents include cash on hand, balances with Reserve Bank of India, balances and short-term deposits with other banks. Deposits under lien in favor of clearing corporations and stock exchanges are included under bank balances other than cash and cash equivalents. Cash and cash equivalents are measured at amortised cost. The carrying value of cash equivalents approximates fair value.

3) Derivative assets and derivative liabilities

The Company enters into interest rate, currency and equity derivatives. These are measured at fair value at initial as well as subsequent measurement. The resultant gains and losses are recognised in the Statement of Profit and Loss.

Currently, the Company has not designated any derivative as hedge.

4) Financial assets

At initial recognition, the Company measures a financial asset at its fair value or transaction price as applicable. Except financial assets that are irrevocably designated at initial recognition as fair value through profit or loss (FVTPL), the subsequent classification is based on:

(a) The Company's business model for managing the financial assets and
(b) The contractual cash flow characteristics of the financial asset.

Financial assets are classified according to subsequent measurement basis into:

i. Amortised cost: The Company classifies the financial assets at amortised cost if the contractual cash flows represent solely payments of principal and interest on the specified dates and as per the Company's business model, the intention is to hold such financial assets in order to collect contractual cash flows.
   Financial assets measured at amortised cost requires the application of the effective interest method. This is calculated by applying the effective interest rate to the gross carrying amount of a financial asset. Gains and losses resulting from fluctuations in fair

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ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N A SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

value are not recognised for financial assets classified as amortised cost measurement category.

ii. Fair value through other comprehensive income (FVOCI): The Company classifies the financial assets as FVOCI if the contractual cash flows represent solely payments of principal and interest on the specified dates and the Company's business model is achieved by both collecting contractual cash flows and selling financial assets. In case of these financial assets, changes in fair value are recognised in other comprehensive income.

iii. Fair value through profit or loss (FVTPL): A financial asset is classified as FVTPL if it is not meeting the criteria for classifying at amortised cost or FVOCI. The Company irrevocably designates certain financial assets at FVTPL at initial recognition. In case of financial assets classified as FVTPL, changes in fair value is recognised in profit or loss.

The Company follows trade date method of accounting for purchase and sale of securities. While determining profit or loss on sale of securities held under FVPTL & FVOCI, cost of securities is arrived/determined based on 'First in First Out' ('FIFO') basis.

5) Impairment of financial assets

At each reporting date, the Company assesses whether there is an objective evidence that loans, advances and other receivables are impaired. The Loans, advances and other receivables are classified as impaired and impairment losses are incurred only if there is an objective evidence of impairment as a result of one or more events that occurred after the initial recognition or of a loss event which have an impact on the estimated future cash flows that can be reliably estimated.

The criteria that the Company uses to determine that there is objective evidence of an impairment loss include:

(a) significant financial difficulty of the debtor;
(b) it becomes probable that the borrower will enter bankruptcy or other financial re-organisation;

In such cases, the Company measures loss allowances at an amount equal to lifetime Expected Credit Losses (ECL). Lifetime ECL are expected credit losses that result from all possible default events over the expected life of a financial instrument. In other cases, where the credit risk on a financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for that financial asset at an amount equal to 12-month expected credit losses.

The measurement of impairment losses in respect of financial assets requires judgment, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by number of factors, changes in which can result in different levels of allowances. The Company's ECL calculations are output of complex models with a number of underlying assumptions regarding the choice of variable inputs and their inter-

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N.A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

dependencies. The inputs and models used for calculating ECL, may not always capture all characteristics of the market as on the date of financial statements.

The models are reviewed periodically in the context of actual loss experience and adjustments are made when such differences are significantly material.

An allowance for impairment is maintained at a level that management considers adequate to absorb identified credit-related losses as well as losses that have occurred but have not yet been identified.

Loss allowance for financial assets are deducted from the gross carrying amount of the assets.

6) Borrowings, debt securities issued, subordinated liabilities and equity instruments

Borrowings, equity, debt securities issued and subordinated liabilities are the Company's main sources of funding. Borrowings comprise borrowings from banks in the inter-bank call money market, TREPS, borrowings from RBI, corporates and borrowings under repurchase (Repo) transactions.

The Company classifies these instruments as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments.

Borrowings, debt securities issued and subordinated liabilities are initially measured at fair value, and subsequently measured at their amortised cost using the effective interest method.

Repo transactions are treated as collateralised lending and borrowing transactions, with an agreement to repurchase/resale, on the agreed terms, as per RBI guidelines and accordingly disclosed in the financial statements. The difference between consideration amount of the first leg and the second leg of the repo transaction is reckoned as repo interest. As regards repo/ reverse repo transactions outstanding on the balance sheet date, only the accrued income/ expenditure till the balance sheet date is taken to the Statement of Profit and Loss. Any repo income/ expenditure for the remaining period is reckoned in the next accounting period. The securities given as collateral under repo borrowing transactions continue to be valued as per the business model followed.

7) Offsetting financial assets and financial liabilities

Financial assets and financial liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

8) De-recognition of financial assets and liabilities

Financial assets are derecognised when the contractual rights to the cash flows from the financial assets have expired or where the Company has transferred substantially all the risks and rewards of ownership. If substantially all the risks and rewards have been neither retained nor transferred and the Company has retained control, the assets continue to be recognised to the extent of the Company's continuing involvement.

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ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

Financial liabilities are derecognised when they are extinguished, that is when the obligation is discharged, cancelled or expired.

9) Property, plant and equipment (PPE)

PPE are measured at cost less accumulated depreciation and accumulated impairment losses. The cost includes expenditures that are directly attributable to the acquisition and installation of the asset.

The gain/loss on disposal of an item of PPE is determined by comparing the proceeds from disposal with carrying amount of the item and is recognised in the Statement of Profit and Loss.

The cost of the day-to-day servicing of PPE is recognised in the Statement of Profit and Loss as and when it is incurred.

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value. Depreciation is provided on straight-line basis over the estimated useful lives of the assets. The following table sets forth useful life of property, plant and equipment.

Asset	Useful Life
Furniture & Fixture	10 years
Office Equipment	5 years
Mobile phones*	2 years
Vehicles	8 years
Vehicles – Corporate car policy*	5 years
Computers – end user devices	3 years
Computers – servers, networking equipments	6 years
Improvement to leasehold property	Lease term
Right-of-use assets (office premises)	Lease term#

*Based on historical experience and technical evaluation, the management believes that the useful lives, as given above, best represent the period over which management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as indicated under Part C of Schedule II of the Companies Act 2013.

#Lower of useful life of the asset or non-cancellable period of the lease term.

Depreciation methods, useful lives, impairment and residual values are reassessed at each reporting date and adjusted prospectively if material. Advances paid towards acquisition of property, plant and equipment are disclosed as capital advances under other non-financial assets.

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10) Capital work-in-progress

Capital work-in-progress are property, plant and equipment which are not yet ready for their intended use. Depreciation is not recorded on capital work-in-progress until construction and installation is completed and assets are ready for its intended use.

11) Intangible assets

Purchased software are measured at cost less accumulated amortisation and accumulated impairment losses, if any. The cost includes expenditures that are directly attributable to the acquisition and installation of the software. Software is amortised on a straight-line basis in the Statement of Profit and Loss over its estimated useful life, from the date on which it is available for use. The estimated useful life of software is four years or lease term.

Intangible asset under development comprises of cost incurred on intangible asset under development that are not yet ready for their intended use.

Amortisation methods, useful lives, impairment and residual values are reviewed at each reporting date as may be required and adjusted prospectively if material.

12) Cash Flow Statements:

Cash Flows are reported using Indirect Method, whereby profit / (loss) for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

13) Income taxes

The income tax expense comprises current and deferred tax incurred by the Company. Income tax expense is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised directly in equity or OCI, in which case the tax effect is recognised in equity or OCI. Income tax payable on profits is based on the applicable tax laws in India and is recognised as an expense in the period in which profit arises.

a) Current Tax

Current tax is expected tax payable/ receivable on the taxable income / loss for the period, using tax rates enacted for the reporting period and any adjustment to tax payable/ receivable in respect of previous years.

b) Deferred Tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purpose and the amounts for tax purposes.

C. HATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

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M. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised, for all deductible temporary differences, to the extent it is probable that future taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets / liabilities are reviewed at each reporting date and are adjusted based on such assessment.

The tax effects of income tax losses, available for carry forward, are recognised as deferred tax asset, when it is probable that future taxable profits will be available against which these losses can be set-off.

14) Employee benefit expenses

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g. under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past services provided by the employee and the amount of obligation can be estimated reliably.

Post-employment benefits and other long term benefits

- Gratuity

The Company pays gratuity, a defined benefit plan, to employees who retire or resign after a minimum prescribed period of continuous service. The Company makes contribution to a Trust which administers the funds on its own account or through insurance companies.

The actuarial gains or losses arising out of remeasurement during the year are recognised in OCI. Actuarial valuation of the gratuity liability is determined by an actuary appointed by the Company. Actuarial valuation of gratuity liability is determined based on certain assumptions regarding rate of interest, salary growth, mortality and staff attrition as per the projected unit credit method.

- Provident fund

Retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss when the contributions to the fund is due.

- National Pension Scheme (NPS)

The Company contributes 10% of the total basic salary of certain employees to NPS, a defined contribution plan, which is managed and administered by pension fund management companies. The Company also gives an option to its employees to receive the amount in lieu of such contribution along with the monthly salary.

The amounts so contributed/paid by the Company to NPS or to employees during the year are recognised in the Statement of Profit and Loss.

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ICICI SECURITIES PRIMARY DEALERSHIP LTD.

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- **Leave encashment**

The Company provides for leave encashment benefit based on actuarial valuation conducted by an independent actuary.

- **Long Term Incentive Scheme**

Long Term Incentive Scheme is provided based on actuarial valuation including actuarial gains/losses at balance sheet date and it is recognised in statement of profit and loss. The actuarial valuation has been carried out using the Projected Unit Credit Method.

15) Share-based payments

The Employee Stock Option Scheme (the Scheme) of the Holding Company, ICICI Bank Limited, provides for grant of options to acquire equity shares of the Holding Company to whole time directors of the Company. The options vest in a graded manner and may be exercised within a specified period.

In respects of options granted up to March 31, 2020, the grant date fair value of equity-settled share-based payment awards (i.e. stock options) granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period in which the employees unconditionally become entitled to the awards. The Company measures employee expense relating to stock options based on its fair value which is recognised in the Statement of Profit and Loss on a straight line basis over the vesting period for each separately vesting portion of the grant as if the grant was in-substance, separate grants.

In respect of options granted after March 31, 2020, the Company reimburses the fair value of the options to the Holding Company and recognises the same as an expense in the Statement of Profit and Loss.

16) Provisions, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined based on management estimate of cash outflow to settle the obligation at the balance sheet date, supplemented by experience of similar transactions. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised and disclosed only where an inflow of economic benefits is probable.

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

17) Earnings per share

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

18) Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company has elected not to recognize right of use asset and lease liability for low value asset and short term leases. The Company has recognized the lease payment associated with these leases as an expense on straight line basis over the lease term.

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprise of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date net of lease incentive received, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use asset is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortised cost using the effective interest method.

Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the

lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease

B. OTHER NOTES

1) Fair value measurements : Valuation framework

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company uses valuation models for computing the valuation of financial instruments wherever a traded price is not readily available for such instruments. The Middle Office, which functions independent of the front-office, carries out periodic valuation of financial instruments.

In accordance with the Board approved Valuation Policy, the Valuation Committee comprising of representatives from Corporate Risk Management Group (CRMG) and Financials group review the valuation of all securities, including derivatives, to bring it in line with realisable values wherever necessary.

a) Fair value hierarchy

The Company measures fair values using the following hierarchy that reflects the significance of inputs used in making the measurements.

Level 1

Valuation is based upon unadjusted quoted prices of identical instruments traded in active markets at the measurement date. The instruments that have been valued based upon such quoted prices include traded equity shares, mutual funds, government securities, corporate bonds, certificate of deposits (CDs), commercial papers (CPs), futures and options.

Level 2

Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, prices quoted by market participants and prices derived from valuation models which use significant inputs that are observable in active markets. Inputs used include interest rates, yield curves, volatilities, credit spreads, which are available from public sources like Reuters, Bloomberg, Financial Benchmarks India Private Limited (FIBIL) and Fixed Income Money Markets & Derivatives Association of India (FIMMDA). The products include government securities, corporate bonds, certificate of deposits, commercial papers, vanilla options, and simple interest rate derivatives.

CHATURVEDI & CO. FRN 302137C MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

Level 3

Valuation is based on valuation techniques or models which use significant market unobservable inputs or assumptions. Financial instruments are considered Level 3 when their values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable or when determination of the fair value requires significant management judgment or estimation.

b) Valuation models

Level 1

Prices quoted in active markets – The fair value of instruments that are quoted in active markets are determined using the quoted prices where they represent prices at which regularly and recently occurring transactions take place.

Level 2

The Company uses valuation techniques to establish the fair value of instruments where prices, quoted in active markets, are not available. Valuation techniques used for financial instruments include modeling techniques, the use of indicative quotes for proxy instruments, quotes from recent and less regular transactions and broker quotes.

A substantial portion of the securities portfolio is valued at prices, yields and spread published by benchmark administrators based on the unadjusted quoted or traded prices or based on models using market observable inputs such as interest rates, yield curves, volatilities and credit spreads available from public sources.

A substantial part of the derivatives portfolio is valued using market observable inputs like swap rates, foreign exchange rates, volatilities and forward rates. The valuation of derivatives is carried out primarily using the market quoted swap rates and foreign exchange rates.

Valuation of forex and derivatives products is carried out using mid-market prices.

Level 3

In certain markets, due to illiquidity, alternate valuation methodologies based on own assumptions and estimates of the fair values are used by the Company.

For instruments which are valued using models, an adjustment to the fair value may be carried out to reflect the impact of security being illiquid.

Credit Valuation Adjustment and Debit Valuation Adjustment

To measure the fair value of financial assets and financial liabilities, the Company includes the effect of the Company's net exposure to the credit risk of that counterparty or the counterparty's net exposure to the credit risk of the Company in the fair value measurement in form of Credit Valuation Adjustment (CVA) and Debit Valuation Adjustment (DVA) separately in case the

inputs used for fair valuation do not capture the same. CVA is a fair value adjustment to reflect counterparty credit risk. The Company considers the adjustment based on the variation in the credit exposure and credit spread of the counterparty between the valuation date and the date of origination of the deal. DVA is done to account for change in the Company's own credit quality for exposures of other counterparties to the Company. Currently, CVA and DVA is considered for fair valuation of non-guaranteed interest rate swaps and Forward Rate Agreement(FRA).

The following table sets forth the information about Company's assets and liabilities measured at fair value on a recurring basis for periods mentioned and the level of inputs used to measure those products.

₹ in million

Description	At March 31, 2024			
	Level 1	Level 2	Level 3	Total
Securities for trade				
Government securities	180,470.4	106,761.0	-	287,231.4
Debentures, bonds, CPs & CDs	14,843.1	13,860.4	-	28,703.5
Equity instruments	-	-	2.8	2.8
Total	**195,313.5**	**120,621.4**	**2.8**	**315,937.7**
Derivative financial instruments (positive mark-to-market)				
Interest rate derivatives	-	1,137.6	710.7	1,848.3
Currency derivatives	0.2	-	-	0.2
Equity linked derivatives	-	-	-	-
Total positive mark-to-market	**0.2**	**1,137.6**	**710.7**	**1,848.5**
Derivative financial instruments (negative mark-to-market)				
Interest rate derivatives	-	(362.3)	-	(362.3)
Currency derivatives	-	-	-	-
Total negative mark-to-market	-	**(362.3)**	-	**(362.3)**

Description	At March 31, 2023			
	Level 1	Level 2	Level 3	Total
Securities for trade				
Government securities	148,560.3	72,934.3	-	221,494.6
Debentures, bonds, CPs & CDs	4,827.7	21,502.3	-	26,330.0
Equity instruments	8.2	-	2.6	10.8
Total	**153,396.2**	**94,436.6**	**2.6**	**247,835.4**
Derivative financial instruments (positive mark-to-market)				
Interest rate derivatives	-	14.8	1,189.1	1,203.9
Currency derivatives	3.7	-	-	3.7
Equity linked derivatives	3.6	-	-	3.6
Total positive mark-to-market	**7.3**	**14.8**	**1,189.1**	**1,211.2**
Derivative financial instruments (negative mark-to-market)				
Interest rate derivatives	-	(648.4)	-	(648.4)
Currency derivatives	-	-	-	-
Total negative mark-to-market	-	**(648.4)**	-	**(648.4)**

CHATURVEDI & CO. FRN 302157E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

M.A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

For certain products, the valuations based solely on market participant quotes/ spreads were considered inadequate due to relatively inactive markets and hence alternative valuation methodology has been used. The market for these instruments remains illiquid at March 31, 2024 and the sole reliability on market quotes remained inadequate at the reporting date. Financial assets which have been identified as illiquid and are valued based on the prices of similar assets or at a weighted average price derived from market quotes and valuation models have been classified as Level 2 or Level 3 instruments based on inputs used in valuation.

c) Transfers between Levels of the fair value hierarchy

The Company regularly monitors the inputs used for fair valuation of its financial instruments. As a policy, the Company transfers its financial instruments between categories at the end of the reporting period in case of any changes in these inputs.

Following table sets forth, transfer from Level 1, since these securities are valued based on valuation models using market observable inputs or are valued based on internal valuation using unobservable inputs at March 31, 2024 as compared to valuation based on quoted price at March 31, 2023.

₹ in million

Particulars	At March 31, 2024		At March 31, 2023	
	Level 2	Level 3	Level 2	Level 3
Government securities	15,372.8	-	8,509.76	-

Following table sets forth, transfer from Level 2, since these securities are valued based on quoted prices or are valued based on internal valuation using unobservable inputs at March 31, 2024 as compared to valuation based on valuation models using market observable inputs at March 31, 2023.

₹ in million

Particulars	At March 31, 2024		At March 31, 2023	
	Level 1	Level 3	Level 1	Level 3
Government securities	3,674.4	-	355.86	-

d) Estimated fair value of financial instruments

The Company's financial instruments include non-derivative financial assets and liabilities as well as derivative instruments. Fair value estimates are generally subjective in nature and are made at a specific point in time based on the characteristics of the financial instruments and relevant market information. Quoted market prices are used, wherever available. In other cases, fair values are based on estimates using present value of future cash flows or other valuation techniques. These techniques involve uncertainties and are significantly affected by the assumptions used and judgments made regarding risk characteristics of various financial instruments, discount rates, estimates of future cash flows and other factors. Changes in assumptions could significantly affect these estimates and the resulting fair values. Derived fair value estimates cannot necessarily be substantiated by comparison to markets and in many cases, may not be realised in an immediate sale of the instruments.

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

Fair value estimates are based on existing financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered as financial instruments. Disclosure of fair values is not required for certain items such as investments accounted for under the equity method of accounting, obligations for pension and other post-retirement benefits, income tax assets and liabilities, property and equipment, pre-paid expenses, core deposit intangibles. Accordingly, the aggregate fair value amount presented does not purport to represent and should not be considered representative of the underlying market or franchise value of the Company. In addition, because of differences in methodologies and assumptions used to estimate fair values, the Company's fair values should not be compared to those of other financial institutions.

The following describes the methods and assumptions used by the Company in estimating the fair values of financial instruments.

i. Cash and cash equivalents

The carrying amounts reported in the balance sheet approximate fair value.

ii. Trading assets and liabilities

Trading assets and liabilities are carried at fair value in the balance sheet. Values for trading securities are generally based on quoted or other independent market prices. Values for interest rate and foreign exchange products are based on quoted, or other independent market prices, or are estimated using pricing models or discounted cash flows.

iii. Financial investments

The fair values of investments are generally determined based on quoted or other independent market prices. Values for interest rate and foreign exchange products are based on quoted or other independent market prices or are estimated using pricing models or discounted cash flows. For certain debt and equity investments that do not trade on established exchanges and for which markets do not exist, estimates of fair value are based upon management's estimate.

iv. Debt securities and other borrowings

The fair value of the Company's debt is estimated by discounting future contractual cash flows using appropriate interest rates and credit spreads. The carrying value of certain other borrowings approximates fair value due to the short-term nature of these borrowings. The borrowings are classified as Level 2 instruments in view of the inputs used like interest rates, yield curves, credit spreads, which are available from public sources like Reuters, Bloomberg FIBIL and FIMMDA.

The following table sets forth, for the period indicated, listing the fair values by category of financial assets and financial liabilities.

C.HATURVEDI & CO. FRN 302137C MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N.A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

₹ in million

	At March 31, 2024				
	Carrying Value	Estimated fair value	Level 1	Level 2	Level 3
Derivative financial instruments (net)	1,486.2	1,486.2	0.2	775.3	710.7
Securities for trade	315,937.7	315,937.7	195,313.5	120,621.4	2.8
Subordinated liabilities	3,900.0	3,923.7	-	3,923.7	-

₹ in million

	At March 31, 2023				
	Carrying value	Estimated fair value	Level 1	Level 2	Level 3
Derivative financial instruments (net)	562.8	562.8	7.3	(633.6)	1,189.1
Securities for trade	247,835.4	247,835.4	153,396.2	94,436.6	2.6
Subordinated liabilities	5,600.0	5,628.4	-	5,628.4	-

The following table sets forth, certain additional information about changes in the fair value of Level 3 derivatives and securities for trade for the year ended March 31, 2024.

Description	₹ in million
Beginning balance at April 1, 2023	1,191.7
Sale consideration of level 3 asset (Receipts) / Payments	-
Total gains or losses (realised/ unrealised)	**(163.1)**
- Included in Statement of Profit and Loss[1]	(163.1)
Settlements (Receipts) / Payments	(315.1)
Ending balance at March 31, 2024	**713.5**

1. Included in "Net gain /(Loss) fair value changes" in the Statement of Profit and Loss

The following table sets forth, certain additional information about changes in the fair value of Level 3 derivatives for the year ended March 31, 2023.

Description	₹ in million
Beginning balance at April 1, 2022	294.6
Sale consideration of level 3 asset (Receipts) / Payments	-
Total gains or losses (realised/ unrealised)	**746.8**
- Included in Statement of Profit and Loss[1]	746.8
Settlements (Receipts) / Payments	150.3
Ending balance at March 31, 2023	**1,191.7**

1. Included in "Net gain /(Loss) fair value changes" in the Statement of Profit and Loss

C. HATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

M. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

2) Current and non-current assets and liabilities

The following tables set forth, for the periods indicated, the assets and liabilities line items by amounts expected to be recovered or settled within or after twelve months.

₹ in million

Particulars	At March 31, 2024		
	Amounts to be recovered or settled		Total
Assets	Within twelve months	After twelve months	
Cash and cash equivalents	439.6	-	439.6
Securities for trade	315,937.7	-	315,937.7
Derivative financial instruments	1,848.5	-	1,848.5
Trade receivables	12,410.2	-	12,410.2
Loans	18,696.1	-	18,696.1
Other financial assets	8,268.9	93.5	8,362.4
Current tax assets (Net)	-	349.9	349.9
Property, plant and equipment	-	244.3	244.3
Capital work-in-progress	-	13.7	13.7
Other non-financial asset	97.4	10.7	108.1
Other intangible assets	-	52.0	52.0
Total assets before deferred tax assets	**357,698.4**	**764.1**	**358,462.5**
Total assets	**357,698.4**	**764.1**	**358,462.5**
Liabilities			
Derivative financial instruments	362.3	-	362.3
Trade payables			-
(i) total outstanding dues of micro enterprises and small enterprises	3.4	-	3.4
(ii) total outstanding dues of creditors other than micro and small enterprises	76.5	-	76.5
Debt securities	2,476.5	-	2,476.5
Borrowings (Other than debt securities)	313,204.7	-	313,204.7
Subordinated liabilities	500.0	3,400.0	3,900.0
Other financial liabilities	18,868.7	108.3	18,977.0
Provisions	113.1	149.7	262.8
Other non-financial liabilities	20.7	-	20.7
Total liabilities before deferred tax liabilities	**335,625.9**	**3,658.0**	**339,283.9**
Deferred tax liabilities	-	657.8	657.8
Total liabilities	**335,625.9**	**4,315.8**	**339,941.7**

C.HATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N.A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

₹ in million

Particulars	At March 31, 2023		
	Amounts recovered or settled		Total
Assets	Within twelve months	After twelve months	
Cash and cash equivalents	36.1	-	36.1
Securities for trade	247,835.4	-	247,835.4
Derivative financial instruments	1,211.2	-	1,211.2
Trade receivables	73,225.0	-	73,225.0
Loans	17,218.5	-	17,218.5
Other financial assets	4,301.0	43.0	4,344.0
Current tax assets (Net)	-	372.4	372.4
Property, plant and equipment	-	312.0	312.0
Other non financial asset	58.1	11.1	69.2
Other intangible assets	-	6.9	6.9
Total assets before deferred tax assets	**343,885.3**	**745.4**	**344,630.7**
Total assets	**343,885.3**	**745.4**	**344,630.7**
Liabilities			
Derivative financial instruments	648.4	-	648.4
Trade payables			
(i) total outstanding dues of micro enterprises and small enterprises	3.6	-	3.6
(ii) total outstanding dues of creditors other than micro and small enterprises	66.9	-	66.9
Debt securities	3,242.3	-	3,242.3
Borrowings (Other than debt securities)	293,949.8	-	293,949.8
Subordinated liabilities	1,700.0	3,900.0	5600.0
Other financial liabilities	24,443.8	156.5	24,600.3
Provisions	69.1	171.8	240.9
Other non-financial liabilities	25.0	-	25.0
Total liabilities before deferred tax liabilities	**324,148.9**	**4,228.3**	**328,377.2**
Deferred tax liabilities	-	431.1	431.1
Total liabilities	**324,148.9**	**4,659.4**	**328,808.3**

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N.A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

3) Financial risk management

Introduction and overview

As a financial intermediary, the Company is exposed primarily to market, credit and liquidity risk from financial instruments.

This section presents information about the Company's exposure to the above risks, its objectives, policies and processes for measuring and managing these risks.

Risk management framework

The key principles underlying the risk management framework at the Company are as follows:

The Board of Directors has oversight on all the risks assumed by the Company. Specific committees of the Board have been constituted to facilitate focused oversight of various risks. The Risk Management & IT Strategy Committee (RM & ITC) is responsible for analysing and monitoring the risks associated with the different business activities of the Company, ensuring adherence to the risk and investment limits set by the Board of Directors and risk management guidelines stipulated by the RBI. It reviews key risk indicators covering areas such as market risk, credit risk, interest rate risk, liquidity risk, operational risk and technology risk.

Asset Liability Management Committee (ALCO) – Management level committee is responsible for the liquidity risk management, management of market risks, funding and capital planning, profit planning and growth projection, forecasting and analysing of contingency plans and such other business as stipulated by the RBI.

Policies approved from time to time by the Board of Directors/ committees of the Board form the governing framework for each type of risk. The business activities are undertaken within this policy framework.

Independent groups across the Company facilitate independent evaluation, monitoring and reporting of various risks. These control groups function independently of the business groups.

The risk management framework forms the basis of developing consistent risk principles across the Company.

Material risks are identified, measured, monitored and reported to the Board of Director and Board level committees.

CHATURVEDI & CO. FRN 302137C MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

a) Credit risk

Credit risk is the risk of loss that may occur from the failure of any counterparty to abide by the terms and conditions of any financial contract with the Company, principally the failure to make required payments as per the terms and conditions of the contracts. The Company is exposed to credit risk in its trading, investment and underwriting business.

Objective

The Company manages its credit risk with the broad objectives of mitigating the risk arising from losses on account of the default, maintaining a healthy credit portfolio and complying with regulatory norms as specified by RBI.

Policies and processes

To mitigate the credit risk arising out of the business activities, exposure limits are set for all issuer counterparties with whom, and for all instruments in which, the Company seeks to do business.

The exposure limit includes positions in commercial papers, bonds and debentures, certificate of deposits, fixed deposits, short term lending, interest rate derivatives, mutual fund and equity and equity derivatives.

All credit risk limits are approved by the RM & ITC and the Board.

Credit risk assessment and monitoring process

CRMG prepares a list of issuer counterparties which is reviewed on an annual basis by adding/deleting companies from the list and assigning limits to them. Additionally, the counterparties are monitored periodically for any adverse changes impacting its credit quality (for example rating watch /downgrade by credit rating agencies, press releases, notifications, etc.) and intimated to the dealer.

Reporting and measurement

All credit exposures are measured and monitored using a centralised exposure management system. The Company complies with the exposure limits as approved by the Board and as stipulated by RBI on an ongoing basis. Limits have been set as a percentage of the Company's capital funds and are regularly monitored.

Expected Credit Loss (ECL)

The Company is exposed to credit risk in respect of its fee & trade receivables, loans, fixed deposits and margins placed for membership and trading limits on stock exchanges and clearing houses. The Company is also exposed to credit risk on its receivables in respect to Over the

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N A SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

Counter (OTC) derivatives. The Company has adopted various models for calculation of the expected credit losses for these and provisioning has been done for the same.

Credit concentration risk

Credit concentration risk arises mainly on account of concentration of exposures under single/group borrower exposures.

Limits have been stipulated on single borrower and borrower group. The Company complies with the norms on exposure stipulated by RBI for both single borrower as well as borrower group on an ongoing basis

Quantitative disclosures on credit risk

The following sections pertain to quantitative disclosures on maximum exposure for the Company.

Maximum credit risk exposure

The following table sets forth, for the periods indicated, the maximum exposure.

₹ in million

Category	At March 31, 2024	At March 31, 2023
Fixed Deposits with banks, margin, Repo Lending and other deposits with Qualified Central Counter Parties	20,258.5	18,599.6
Derivative financial instruments [1]	90,142.2	60,126.4
Total	**110,400.7**	**78,726.0**

1 Calculated in accordance with guidelines applicable to Primary Dealers for calculation of capital adequacy

b) Liquidity risk

Liquidity risk is the current and prospective risk arising out of an inability to meet financial commitments as they fall due, through available cash flows or through the sale of assets at fair market value. It includes both, the risk of unexpected increases in the cost of funding an asset portfolio at appropriate maturities and the risk of being unable to liquidate a position in a timely manner at a reasonable price.

Liquidity risk management

The Company being a trader in fixed income instruments, the interest rate risk is predominant risk for the Company. Liquidity risk is perceived to be low considering that a predominant portion of the Company's portfolio consists of government bonds and high rated corporate bonds. The Company is not under obligation to maintain a constant balance sheet size and is able to increase / decrease the balance sheet size based on its views on interest rates.

The Company manages liquidity risk in accordance with its Liquidity Management Framework as approved by the Board of Directors

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

The goal of liquidity risk management is to be able, to meet all liability repayments on time and to fund all trading and investment opportunities by raising sufficient funds either by increasing liabilities or by converting assets into cash expeditiously and at reasonable cost even under adverse conditions.

Given the nature of the business and short business cycle of the Company, the liquidity risk is managed as a part of its core daily business activity. Most of its funding requirements are met through short-term funding sources, primarily in the form of repo borrowings from market, RBI and other money market borrowings. The Company also borrows through non-convertible debentures with longer maturities. These are designated as Tier II Capital and help Company to augment its capital base.

Maturity analysis for financial liabilities

The tables below set forth the cash flows payable by the Company under financial liabilities as per their residual contractual maturities at the balance sheet date. The amounts disclosed in the table are the contractual cash flows of all financial liabilities.

₹ in million

At March 31, 2024							
Particulars	**Carrying amount**	**Gross nominal outflow**	**Less than 1 month**	**1 month to 3 months**	**Over 3 months to 1 year**	**Over 1 year to 5 years**	**Over 5 years**
Non-derivative liabilities							
Debt securities issued	2,476.5	2,476.5	-	2,476.5	-	-	-
Subordinated liabilities	3,900.0	3,900.0	-	500.0		2,400.0	1,000.0
Other financial liabilities*	332,261.6	332,261.6	310,535.4	21,418.7	157.7	149.8	-
Derivative liabilities							
Trading	362.3	362.3	362.3	-	-	-	-
Total financial liabilities	**339,000.4**	**339,000.4**	**310,897.5**	**24,395.2**	**157.5**	**2,549.8**	**1,000.0**

**Other Financial Liabilities include Trade Payable & Borrowings (other than Debt Securities)*

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

N.A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

₹ in million

At March 31, 2023							
Particulars	Carrying amount	Gross nominal outflow	Less than 1 month	1 month to 3 months	Over 3 months to 1 year	Over 1 year to 5 years	Over 5 years
Non-derivative liabilities							
Debt securities issued	3,242.3	3,242.3	3,242.3	-	-	-	-
Subordinated liabilities	5,600.0	5,600.0	1,200.0	500.0		2,400.0	1,500.0
Other financial liabilities*	318,620.6	318,620.6	304,497.5	13,746.6	178.6	197.9	-
Derivative liabilities							
Trading	648.4	648.4	648.4	-	-	-	-
Total financial liabilities	**328,111.3**	**328,111.3**	**309,588.2**	**14,246.6**	**178.6**	**2,597.9**	**1,500.0**

**Other Financial Liabilities include Trade Payable & Borrowings (other than Debt Securities)*

Source from which the Company can meet liquidity requirements:

The Company has diverse sources of liquidity to allow for flexibility in meeting funding requirements.

Contingency plan for managing liquidity risk

The Company enters into collateralised borrowings in the form of repurchase transactions with the Reserve Bank of India or through Clearing Corporation of India Limited, a centralized clearing counterparty or with the market participants, against government securities to meet expected and unexpected borrowings requirements. The Company holds sufficient securities in its account to meet additional needs of collateral if required and systems and processes are in place to ensure sufficient balance in the Company's securities and margin accounts resulting in smooth settlement of transactions.
The Company has recourse to assured Standing Liquidity Facility (SLF) provided by RBI. The Company has the highest credit rating for its short term and long term borrowing programmes from various rating agencies which help it to raise short term and long term funding at short notice. The Company also has access to Call/notice and term money market, Commercial papers, ICD borrowing etc.

c) Market risk

Market risk is the possibility of loss arising from changes in the value of a financial instrument as a result of changes in market variables such as interest rates, exchange rates, credit spreads and other asset prices. The market risk for the Company is managed in accordance with the Corporate Risk and Investment Policy (CRIP) which is approved by the Board. CRIP ensures that

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

operations in securities, foreign exchange and derivatives are conducted in accordance with sound and acceptable business practices and are as per the extant regulatory guidelines, laws governing transactions in financial securities and the financial environment. CRIP contains the limit structure that governs transactions in financial instruments. CRIP is reviewed periodically to incorporate changed business requirements, financial environment and revised policy guidelines.

Objective

The Company manages its market risk with the broad objectives of mitigating the risk arising from losses in the financial instruments on account of adverse movements in interest rates, currency and equities.
The Company also ensures compliance with regulatory requirements with respect to monitoring, reporting and management of market risk

Structure and organisation of the market risk management function

CRMG which is an independent function exercises control over the process of market risk management, controls, processes and methodologies for quantifying and assessing market risk and recommends changes in risk policies to be approved by the Board. Further, there is clear functional separation of

- Trading
- Reporting, control, settlements and accounting

Scope and nature of risk reporting and/or measurement systems

Reporting

CRMG periodically reports on the various financial instruments and their related risk measures to the senior management and the committees of the Board. Financials and Operations Groups periodically submit the reports to the regulator as per the regulatory reporting requirements.

Measurement

CRMG formulates various risk metrics for different products which are approved by the RM & ITC and the Board. These risk metrics adopted by the Company for monitoring market risk are Value at Risk (VaR), price value of basis point (PV01), stop loss amongst others including trading universe, scrip-wise and sector-wise limits. Compliance is ensured for regulatory and internal limits placed on various risk metrics as approved by the RM & ITC and the Board.

Price Risk

Price risk relates to the risk of change in the fair value of the financial assets due the change in market price.

CHATURVEDI & CO. FRN 302137C MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

Fixed Income Portfolio

The following table sets forth, using the fixed income portfolio at March 31, 2024 as the base, one possible prediction of the impact of changes in interest rates on the value of the Company's fixed income portfolio measured at fair value through profit or loss (FVTPL) for the year ended March 31, 2024, assuming a parallel shift in interest rate curve.

₹ in million

	Portfolio size	At March 31, 2024 Change in interest rates (in basis points)			
		(100)	(50)	50	100
Government securities*	250,525.7	7,893.4	3,998.5	(3,998.5)	(7,893.4)
Corporate bonds	28,703.5	929.5	472.2	(472.2)	(929.5)
Interest rate swaps	1,488.3	(2,227.6)	(1,113.8)	1,113.8	2,227.6
Total	**290,717.5**	**6,595.3**	**3,356.9**	**(3,356.9)**	**(6,595.3)**

*After adjusting open short, FRA and IRF positions (if any)

The following table sets forth, using the fixed income portfolio at March 31, 2023 as the base, one possible prediction of the impact of changes in interest rates on the value of the Company's fixed income portfolio measured at FVTPL for year ended March 31, 2023, assuming a parallel shift in interest rate curve.

₹ in million

	Portfolio size	At March 31, 2023 Change in interest rates (in basis points)			
		(100)	(50)	50	100
Government securities*	193,183.1	3,502.1	1,764.5	(1,764.5)	(3,502.1)
Corporate bonds	26,330.0	526.9	267.2	(267.2)	(526.9)
Interest rate swaps	556.4	(2,591.7)	(1,295.9)	1,295.9	2,591.7
Total	**220,069.5**	**1,437.3**	**735.8**	**(735.8)**	**(1,437.3)**

*After adjusting open short and IRF positions (if any)

The sensitivity of fixed income portfolio has significantly increased at March 31, 2024 as compared to the same at March 31, 2023 primarily due to significant increase in the duration of the securities.

Equity

As part of the equity proprietary business, the Company takes trading positions in the equity markets. The business involves taking positions in equity cash and derivative instruments, as well as equity oriented and hybrid mutual funds.
Impact of changes in the value of the underlying on the value of the equity proprietary trading portfolio is given below.

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N.A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

₹ in million

		At March 31, 2024 Change in value of underlying			
	Market Value	(25%)	(15%)	+15%	+25%
Equity & equity derivatives portfolio	2.8	(0.7)	(0.4)	0.4	0.7

Outstanding positions were based on range bound view of the Index

₹ in million

		At March 31, 2023 Change in value of underlying			
	Market Value	(25%)	(15%)	+15%	+25%
Equity & equity derivatives portfolio	176.0	(118.0)	(65.0)	(84.0)	(180.0)

Outstanding positions were based on range bound view of the Index

Currency Futures:

As part of the non-core activities, standalone Primary Dealers are permitted to participate in the exchange traded currency futures market. Currently, the business involves taking positions in the following currency pairs viz. USD-INR, EUR-INR, GBP-INR and JPY-INR.
Impact of changes in the value of the underlying on the value of the currency futures portfolio is given below

₹ in million

	Market Value	Carrying Value as per books	At March 31, 2024 Change in value of underlying			
			(25%)	(15%)	+15%	+25%
Currency Futures	(115.9)	0.2	29.0	17.4	(17.4)	(29.0)

₹ in million

	Market Value	Carrying Value as per books	At March 31, 2023 Change in value of underlying			
			(25%)	(15%)	+15%	+25%
Currency Futures	(1,097.0)	3.7	274.0	165.0	(165.0)	(274.0)

d) Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Operational risk includes legal risk but excludes strategic and reputational risks. Legal risk includes, but is not limited to, exposure to fines, penalties or punitive damages resulting from supervisory actions, as well as private settlements.
The management of operational risk is governed by the Operational Risk Management Policy approved by the Board of Directors.

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N.A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

Operational risk can result from a variety of factors, including failure to obtain proper internal authorizations, improperly documented transactions, failure of operational and information security procedures, computer systems, software or equipment, fraud, inadequate training and employee errors. Operational risk is sought to be mitigated by maintaining a comprehensive system of internal controls, establishing systems and procedures to monitor transactions, maintaining key back-up procedures and undertaking regular contingency planning.

Operational controls and procedures

The Company has put in place a comprehensive internal control structure with respect to its operations. The control measures include the segregation of duties between front-office and control and support functions, automated control procedures, continuous monitoring procedures, a well-defined code of conduct for dealers and comprehensive reconciliations of trades, positions, accounts, etc. In order to mitigate potential contractual risks, if any, negotiations for deals are recorded on a voice recording system. All key processes are documented and approved by the Company's Product and Process Approval Committee (PAC). Some of the control measures include deal validation, independent confirmation, documentation, limits monitoring, treasury accounting, settlement, reconciliation and regulatory compliance. Operations group reviews the unconfirmed, unsettled deals if any, on a regular basis and follows up for timely confirmation or settlement. There is a mechanism of escalation to senior management in case of delays in settlement or in receipt of confirmation beyond specified time period. In addition to the above, concurrent and internal auditors also undertake a comprehensive audit of treasury operations. The control structure is designed to minimize errors, prevent potential fraud and provide early-warning signals.

4) Capital management

Objective

The Company actively manages its capital to meet regulatory norms and current and future business needs considering the risks involved in its businesses, expectation of rating agencies, shareholders and investors and the available options of raising capital.

Regulatory capital

As a PD undertaking diversified activities, in accordance with applicable guidelines issued by RBI, the Company is required to maintain minimum Net Owned Funds (NOF) of ₹ 2,500 million on an ongoing basis. Apart from equity share capital and other equity, the Company has also issued non-convertible bonds as subordinated debt designated as Tier II capital to augment its capital base.

The Company is subject to the capital adequacy norms stipulated by the RBI guidelines as applicable to PDs as well as NBFCs. Both these guidelines require the Company to maintain a minimum ratio of total capital to risk weighted assets of 15%. Further, the guidelines as applicable to PDs require the Company to maintain minimum ratio of total capital to risk weighted assets of 20% for being eligible for dividend payout of more than 33% but up to 60%. The guidelines as applicable to NBFCs require a minimum tier-1 capital adequacy ratio of 10%.

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP CHARTERED ACCOUNTANTS MUMBAI

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

The capital adequacy ratio of the Company at March 31, 2024 as per the RBI guidelines applicable to PDs is 26.58% and the same as per the RBI guidelines applicable to NBFCs is 55.44% with a Tier-1 capital adequacy ratio of 49.46%.

The Company determines the level of capital that needs to be maintained by considering the following in an integrated manner:

- Company's strategic focus, business plan and growth objectives
- Regulatory capital requirements as per the RBI guidelines
- Assessment of material risks and impact of stress testing
- Perception of credit rating agencies, shareholders and investors

Monitoring and reporting

The RM & ITC of the Board maintains an oversight over the Company's capital adequacy levels. On a quarterly basis, an analysis of the capital adequacy position and the risk weighted assets is reported to the RM & ITC. The Company also reports the capital adequacy position periodically to RBI.

Capital requirements for various risk areas

As required by RBI guidelines applicable to PDs, the Company's capital requirements have been computed using the Standardised approach for credit risk. The higher of the charge from the Standardised and internal model is used for the purpose of calculation of market risk requirements for capital adequacy calculations. The minimum capital required to be held for capital adequacy ratio of 20% for credit and market risks is given below:

₹ in million

	FY 2024	FY 2023
a. Capital required for credit risk	3,694.3	4,255.2
b. Capital required for market risk	10,622.7	4,090.8
Total capital requirement (a + b)	14,317.0	8,346.0
Total capital funds of the Company	19,030.0	17,917.1
Total risk weighted assets	71,585.0	41,730.3
Capital Adequacy Ratio	**26.6%**	**42.9%**

5) Reclassification of financial assets

The Company has not reclassified any financial assets during the current as well as previous financial year.

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

6) Offsetting financial assets and financial liabilities

The table below illustrates the amounts of financial instruments that have been offset on the balance sheet and also those amounts that are subject to enforceable master netting arrangements or similar arrangements.

The "Net amounts" presented in the table are not intended to represent the Company's actual exposure to credit risk, as the Company will utilise a wide range of strategies to mitigate credit risk in addition to netting and collateral arrangements.

The following tables sets forth, for the periods indicated, the information on the impact of off-setting on the balance sheet and other related information

At March 31, 2024 ₹ in million

Particulars	Effect of offsetting on balance sheet		
	Gross amounts of financial assets/ (liabilities)	Gross amounts set off on the balance -sheet	Net amounts of financial assets/ (liabilities) presented on the balance sheet
Trade receivables*	36,408.0	(24,024.2)	12,383.8
Derivative financial instruments-Assets	20,546.5	(18,698.0)	1,848.5
Trade payables*	(24,024.2)	24,024.2	-
Derivative financial instruments-Liabilities	(19,060.3)	19,422.6	362.3

*pertaining to trades pending settlement

At March 31, 2023 ₹ in million

Particulars	Effect of offsetting on balance sheet		
	Gross amounts of financial assets/ (liabilities)	Gross amounts set off on the balance sheet	Net amounts of financial assets/ (liabilities) presented on the balance sheet
Trade receivables*	90,957.6	(17,737.0)	73,220.6
Derivative financial instruments-Assets	26,733.1	(25,521.9)	1,211.2
Trade payables*	(17,737.0)	17,737.4	0.4
Derivative financial instruments-Liabilities	(26,173.7)	26,822.1	648.4

*pertaining to trades pending settlement

There are no amounts which are eligible for set-off but have not been set-off at March 31, 2024.

C.HATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N.T. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

7) Transfer of financial assets

Transfer of financial assets that are not de-recognised in their entirety

The Company enters into transactions in the normal course of business by which it transfers recognised financial assets directly to third parties.

Repurchase agreements

The Company enters into repurchase agreements, securities lending agreements, in which the Company retains substantially all of the associated credit, price and interest rate risk and rewards associated with the assets as well as associated income streams.

If the Company transfers financial assets as part of repurchase or security lending agreement, it will not have ability to use financial asset during the tenure of the term of agreement.

Assets pledged and received as collateral

The Company pledges financial assets primarily for repurchase agreements, securities borrowing agreements as well as other borrowing arrangements and for margining purposes. Pledges are generally conducted under terms that are usual, in accordance with regulatory requirements and customary for standard secured borrowing contracts and other transactions described above.

The following table sets forth, for the periods indicated, the carrying value of the Company's assets pledged as collateral for liabilities (including borrowings),margin money(including under CSA), membership deposit and default fund contributions.

₹ in million

Particulars	At March 31, 2024	At March 31, 2023
Government securities*	304,166.8	272,750.3
Fixed deposits	-	-
Funds paid under CSA	132.6	-
Margins and Default funds	1,769.9	1,565.9
Total	**306,069.3**	**274,316.2**

* Including interest accrued thereon

The Company receives collateral primarily in repurchase agreements, other securities lending agreements and derivatives transaction covered under Credit Support Annex(CSA). These transactions are generally conducted under terms that are usual and customary for standard secured lending activities and are in line with the regulatory guidelines. The Company, as the secured party, has the right to sell or re-pledge such collateral, subject to the Company returning equivalent securities upon completion of the transaction. This right is used primarily to meet delivery obligations for short sales, securities loaned and securities sold under repurchase agreements.

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

The following table sets forth, for the periods indicated, the fair value of collateral (both financial and non-financial) held by the Company.

₹ in million

Particulars	At March 31, 2024	At March 31, 2023
Total fair value of collateral held under repo lending transactions	18,770.9	17,161.7
Thereof:		
Fair value of collateral sold	18,770.9	17,161.7
Fair value of collateral re-pledged	-	-
Total funds received under CSA	788.3	760.4

Assets charged as security for liabilities

Assets are pledged as collateral to secure liabilities under repurchase agreements which are generally conducted under terms that are usual and customary to standard securitised borrowing contracts and are governed by regulatory guidelines. In addition, the Company pledges collateral against other borrowing and settlement arrangements.

The following table sets forth, for the period indicated, the nature and carrying amount of the assets pledged as security to secure liabilities.

₹ in million

Particulars	At March 31, 2024	At March 31, 2023
Trading assets	279,389.3	257,287.6
Total	**279,389.3**	**257,287.6**

8) Employee benefits

(A) Defined benefit plans

i. Gratuity

The Company provides for gratuity, a defined benefit retirement plan covering all employees. The plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee's salary and the years of employment with the Company. The gratuity benefit provided by the Company to its employees is equal to or greater than the statutory limits. This gratuity benefit is provided through contributions to a fund administered and managed by ICICI Prudential Life Insurance Company Limited. Under this scheme, the settlement obligation remains with the Company.

Actuarial valuation of the gratuity liability for all the above funds is determined by an actuary appointed by the Company. In accordance with the gratuity fund's rules, actuarial valuation of gratuity liability is calculated based on certain assumptions regarding discount rate, salary growth, mortality and staff attrition as per the projected unit credit method.

The following table sets forth, for the periods indicated, the funded status of the plans and the amounts recognised in the financial statements.

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

₹ in million

	Year ended March 31, 2024	Year ended March 31, 2023
Change in benefit obligations		
Opening obligations	223.9	223.1
Add:		
Service cost	15.7	16.0
Interest cost	16.4	16.2
Actuarial loss / (gain) arising from change in financial assumptions	6.2	(4.7)
Actuarial loss / (gain) arising on account of experience changes	(4.0)	(10.2)
Benefits paid	(11.6)	(16.5)
Liability assumed /(settled)	-	-
Benefit obligations at the end of the year	**246.6**	**223.9**
Change in plan assets		
Fair value of plan assets at beginning of the year	148.9	144.7
Add:		
Interest on plan assets	11.2	10.8
Remeasurements due to: Actual return on plan assets less interest on plan assets	6.6	(6.6)
Employer contributions	61.6	16.5
Benefits paid	(11.6)	(16.5)
Assets acquired / (settled)	-	-
Plan assets at the end of the year	**216.7**	**148.9**
Expected employer's contribution next year	10.0	10.0
Fair value of plan assets at the end of the year	216.7	148.9
Present value of the defined benefit obligations at the end of the year	246.6	223.9
Asset/(Liability) recognised in balance sheet	**(29.9)**	**(75.0)**

The total amount of re-measurement items and impact of liabilities assumed or settled, if any, which is recorded in Other Comprehensive Income (OCI) during the period is shown in the table below:

₹ in million

	Year ended March 31, 2024	Year ended March 31, 2023
Opening balance of actuarial (gains)/losses recognised in statement of recognised income and expense	**(28.4)**	**(20.1)**
Actuarial loss or gain arising from:		
Demographic assumptions	-	-
Financial assumptions	6.2	(4.7)
Experience adjustment	(4.0)	(10.2)

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. L. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

Return on plan assets excluding interest income	(6.6)	6.6
Closing balance of actuarial (gains)/losses recognised in statement of income and expense	**(32.8)**	**(28.4)**

The following table sets forth, for the periods indicated, the components of the net gratuity cost.

₹ in million

	Year ended March 31, 2024	Year ended March 31, 2023
Service cost	15.7	16.0
Interest cost/(income)	5.2	5.4
Net gratuity cost	**20.9**	**21.4**

The discount rate used to discount gratuity obligations has been determined with reference to the prevailing market yields on government bonds, for the estimated term of obligations, at the end of the reporting period.

The following table sets forth, for the periods indicated, weighted average of the assumptions used to determine benefit obligations.

₹ in million

	At March 31, 2024	At March 31, 2023
Discount rate	7.25%	7.50%
Salary escalation rate	10.00%	10.00%

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected (amount in (-) indicates an increase in Defined Benefit Obligation), the defined benefit obligation by the amount shown below:

₹ in million

	At March 31, 2024	At March 31, 2023
Discount rate (50 bps decrease)	13.1	12.0
Future salary growth (50 bps increase)	(12.8)	(11.6)
Discount rate (50 bps increase)	(12.3)	(11.2)
Future salary growth (50 bps decrease)	12.0	11.0

Plan assets

The Company determines its assumptions for the expected rate of return on plan assets based on the expected average long-term rate of return over the next 7 to 8 years on the type of investments prescribed as per statutory pattern of investment.

The following table sets forth, for the periods indicated, the Company's asset allocation for gratuity by asset category based on fair values.

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

₹ in million

Asset category	At March 31, 2024		At March 31, 2023	
	Amount	% of total	Amount	%of total
Insurer managed funds	216.0	99.6%	148.2	99.5%
Bank	0.8	0.4%	0.7	0.5%

The plan assets primarily consist of investments made in funds managed by external entity, which invest primarily in equity, money market instruments and debt instruments in different proportions depending on the objective of schemes.

ICICI Prudential Life Insurance Company Limited administers the plan fund and it independently determines the target allocation by asset category. The investment strategy is to invest in a prudent manner for providing benefits to the participants of the scheme. ICICI Prudential Life Insurance Company Limited functions within the regulated investment norms.

Projected plan cash flow:

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees at valuation date:

₹ in million

Maturity Profile	At March 31, 2024	At March 31, 2023
Expected Benefit for year 1	5.8	9.7
Expected Benefit for year 2	3.7	5.7
Expected Benefit for year 3	3.9	3.6
Expected Benefit for year 4	29.5	6.4
Expected Benefit for year 5	34.0	30.0
Expected Benefit for year 6	13.6	32.7
Expected Benefit for year 7	7.4	13.1
Expected Benefit for year 8	44.6	7.2
Expected Benefit for year 9	45.0	43.4
Expected Benefit for year 10 & above	392.9	395.5

ii. Leave encashment

The liability towards compensated absences is based on actuarial valuation carried out by using the projected unit credit method.

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

₹ in million

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Total actuarial liability	18.5	17.6
Cost*	4.0	4.5
Assumptions		
Discount rate	7.25%	7.5%
Salary escalation rate	10.0%	10.0%

*Included in Employee benefit expenses

iii. Long Term Incentive Plan

The Company has scheme for Long Term Incentive Plan. The plan is a deferred compensation plan with a vesting period of three years. The Company has determined the liability on the basis of actuarial valuation.

₹ in million

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Opening Balance	148.3	91.0
Less Amount paid	(64.3)	(22.6)
Add / (Less) provision for the year(net)	130.4	79.9
Closing Balance	214.4	148.3
Assumptions		
Discount Rate	7.10%	7.20%

B. Defined contribution plans

Provident fund

In accordance with Indian regulations, employees of the Company are entitled to receive provident fund benefits. These contributions are made to the Employees Provident Fund Organisation set up by the Government of India and administered by a Board of Trustees. The Company has contributed ₹ 19.1 million (March 31, 2023: ₹ 17.6 million) to the employee's provident fund and employee's pension scheme for the year ended March 31, 2024.

9) Leases

The company has taken office premises on non-cancellable lease term of 5 years and disclosure as required by Ind AS 116 'Leases' are stated below

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

(A) Lease liability movement

₹ in million

Particulars	At March 31, 2024	At March 31, 2023
Opening Balance	200.7	229.8
Add: Addition during the year	-	-
Interest on Lease liability	10.7	13.0
Less: Deletion during the year	-	-
Lease rental payments	(54.7)	(42.1)
Balance at the end of the year	**156.7**	**200.7**

(B) Future lease cash outflow

₹ in million

Particulars	At March 31, 2024	At March 31, 2023
Not later than one year	56.3	54.7
Later than one year but not later than five years	114.0	170.1
Later than five years	-	-
Total	**170.3**	**224.8**

(C) Maturity analysis of lease liability

₹ in million

Particulars	At March 31, 2024	At March 31, 2023
Within 12 months	48.4	44.2
After 12 months	108.3	156.5
Total	**156.7**	**200.7**

(D) Short-term lease

Lease rentals of ₹₹ 12.3 million (previous year ₹ 21.3 million) pertaining to short-term leases and low value assets has been charged to the Statement of Profit and Loss.

10) Income taxes

Components of deferred tax balances

The tax effects of temporary differences are reflected through deferred tax asset/liability, which is included in the balance sheet of the Company.

The following table sets forth, for the periods indicated, components of the deferred tax balances.

CHATURVEDI & CO. FRN 302137C MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N.A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

₹ in million

	At March 31, 2024	At March 31, 2023
Deferred tax assets:		
Disallowance u/s 43B and provision for ECL	40.0	45.4
Difference in depreciation as per books and as per Income Tax Act, 1961	(2.7)	(1.7)
Unrealised net loss on fair value changes	-	-
Right of use asset and lease liability - Office premises	7.1	6.7
Total deferred tax asset	**44.4**	**50.4**
Deferred tax liabilities:		
Unrealised net gain on fair value changes	(702.2)	(481.5)
Total deferred tax liability	**(702.2)**	**(481.5)**
Net deferred tax asset/ (liability)	**(657.8)**	**(431.1)**

In assessing the realisation of deferred tax assets, management has considered whether it is probable that some portion or all of the deferred tax assets will not be realised. The ultimate realisation of the deferred tax asset is dependent on the generation of future taxable income during the periods in which the temporary differences become deductible or the unused tax losses will be utilised. Management has considered the scheduled reversal of deferred tax liabilities, the projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable incomes over the periods in which the deferred tax assets are deductible, management believes that it is probable that sufficient taxable profits will be available against which the Company will realise the benefits of those deductible differences and utilise the unused tax losses. The amount of deferred tax assets considered realisable, however could be reduced in the near term if estimates of future taxable income are reduced.

Short/excess tax of earlier years

Break up of tax expense is as follows:

₹ in million

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
(1) Current year's tax	1267.8	243.8
(2) Short/(Excess) Tax expense for earlier years	-	(2.3)
Current Tax (A)	**1267.8**	**241.5**
(3) Deferred tax charge/(credit)	225.6	222.4
(4) Deferred tax charge/(credit) for earlier years	-	2.3
Deferred Tax (B)	**225.6**	**224.7**
Total Tax Expense (A+B)	**1,493.4**	**466.2**

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ICICI SECURITIES PRIMARY DEALERSHIP LTD.

M. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

Reconciliation of tax rates

The corporate tax rate (including surcharge and cess) was 25.168 % for the year ended March 31, 2024 (25.168% for the year ended March 31, 2023).

The following table sets forth, for the periods indicated, reconciliation of the expected income taxes at statutory income tax rate to income tax expense/ (benefit) as reported.

₹ in million

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Profit before income taxes	5,855.1	1,744.6
Enacted statutory tax rate in India	25.168%	25.168%
Income tax expense/(benefit) at the statutory tax rate	1,473.6	439.1
Increases/(reductions) in taxes on account of:		
Exempt interest and dividend income	-	-
Expenses disallowed for tax purposes	19.9	28.7
Timing differences	(225.6)	(224.0)
Income tax expense/(benefit) for the year	1,267.8	243.8
Deferred tax for the year	225.6	222.4
Total tax expense	1,493.4	466.2
Effective tax rate	25.51%	26.72%

The following table sets forth, for the periods indicated, income taxes charged or credited directly to statement of other comprehensive income.

₹ in million

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Items that will not be reclassified to the profit or loss ('P&L')		
Defined benefit plan actuarial gains/(losses)	4.4	8.3
Items that will be reclassified to the P&L	-	-
Net change in fair value of financial assets measured at fair value through Other Comprehensive Income ('OCI')	-	-
Income tax charged / (credit) to OCI	**1.1**	**2.1**

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N. L. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

Significant components of net deferred tax assets and liabilities for the year ended March 31, 2024 are as follows

₹ in million

For the year ended March 31, 2024	Opening balance	Recognised in P&L	Recognised in OCI	Closing balance
Depreciation on PPE	(1.7)	(1.0)	-	(2.7)
Right of use asset and lease liability	6.7	0.4	-	7.1
Provision for Employee Benefit Obligation	44.5	(4.4)	(1.1)	39.0
Provision for Expected Credit Losses	0.9	0.1	-	1.0
Unrealised Gain/ Loss on securities and derivatives	(481.4)	(220.7)	-	(702.2)
Total	**(431.1)**	**(225.6)**	**(1.1)**	**(657.8)**

₹ in million

For the year ended March 31, 2023	Opening balance	Recognised in P&L	Recognised in OCI	Closing balance
Depreciation on PPE	2.2	(3.9)	-	(1.7)
Right of use asset and lease liability	3.1	3.6	-	6.7
Provision for Employee Benefit Obligation	38.6	7.9	(2.1)	44.5
Provision for Expected Credit Losses	1.3	(0.4)	-	0.9
Unrealised Gain/ Loss on securities and derivatives	(249.6)	(231.8)	-	(481.4)
Total	**(204.3)**	**(224.7)**	**(2.1)**	**(431.1)**

Accounting for uncertainty in income taxes

The evaluation of uncertain tax positions involves an interpretation of relevant tax laws which could be subject to challenge by the tax authorities and an assessment of whether the tax authorities will accept the position taken. The Company does not currently consider that assumptions or judgements made in assessing tax liabilities have a significant risk resulting in a material adjustment within the next financial year.

Undisclosed income

There is no unrecorded transaction in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

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ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

11) Contingent liabilities and commitments

Various tax-related legal proceedings are pending against the Company at various levels of appeal either with the tax authorities or in the courts. Where after considering all available information, in the opinion of management a liability requires accrual, the Company accrues such liability.

Where such proceedings are sufficiently advanced to enable management to assess that a liability exists and are subject to reasonable estimation, management records its best estimate of such liability. Where a reasonable range of potential outcomes is estimated, management records its best estimate, or in the absence of a basis for selecting a specific estimate within a range, management records a liability no less than the lower end of the estimated range. The contested tax demands are adjusted by the tax authorities against refunds due to the Company on favorable resolution of earlier year's appeals/completion of assessments or paid or kept in abeyance in accordance with the terms of the stay order. The payment/adjustment/stay does not prejudice the outcome of the appeals filed by the Company.

There are block assessment for various assessment years which are pending at the High Court or ITAT and the Company expects that that the tax demand (if any) will be adjusted against the refund for other years in the block and there will not be any cash outflow for the Company.

₹ in million

	Nature of liabilities	At March 31, 2024	At March 31, 2023
A	In respect of Income tax demands where the Company has filed appeal before the appellate authority *	613.6	-
B	In respect of disallowance of CENVAT credit and penalty thereon against which the company has filled appeal before appellate authority	206.7	206.7
C	Estimated amount of contracts to be executed on capital account**	28.7	0.1

** Includes GST

* During the year ended March 31, 2024, the Company received an Income Tax assessment order for assessment year 2017-18. The order has disallowed deduction of mark to market(MTM) gains of ₹ 1,004.6 million under Income Computation and Disclosure Standards(ICDS). The Company has filed an appeal with CIT(A) against the said order. The tax demand of ₹ 613.6 million towards this assessment order has been included in contingent liabilities. The tax demand includes ₹ 271.7 million of interest. The penalty on the tax demand has not been quantified. The Company has also filed an application for stay of the tax demand with the Income Tax department.

C.HATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N.A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

12) Information about business and geographical segments

The Company's primary operations fall under single business segment of securities trading, lending borrowing and its allied services whose operating results are regularly reviewed by the Company's chief operating decision maker to assess performance and make decisions. Hence, no additional disclosure is to be provided under IND AS 108 Operating Segment Reporting, other than those already provided in the financial statements. Further all the assets and liabilities of the Company are located within India.

13) Subsidiaries and other entities

As per the existing regulatory framework applicable to the Company, the Company is not allowed to have any step-down subsidiary.

14) The Company has utilised Borrowings from Banks and Financial Institutions for the purposes for which it was taken. There have been no deviations in the use of proceeds of issue of debt securities from the objects stated in the offer document.

15) The Company is not engaged in the business of trading or investing in crypto currency or virtual currency and hence no disclosure is required.

16) At March 31, 2024, the Company has not been declared willful defaulter by any bank/financial institution or other lender.

17) The Company does not have any transaction with companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 and hence no disclosure is required.

18) The Company does not have any charges or satisfaction yet to be registered with the registrar of companies(ROC) beyond the statutory period at March 31, 2024.

19) Significant restrictions

The Company does not have significant restrictions on its ability to access or use its assets and settle its liabilities other than those resulting from the supervisory frameworks within which it operates. The supervisory frameworks require the Company to maintain certain levels of investments in government securities and comply with other limits and ratios.

20) Changes in liabilities arising from financing activities including changes arising from both cash flow and non-cash changes in line with Ind AS 7, 'Statement of Cash Flow':

C.HATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP CHARTERED ACCOUNTANTS

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

₹ in million

	March 31, 2023	Cash Flows	Non-Cash Changes		March 31, 2024
			New Leases	Interest Expense	
Short term Borrowing					
Secured					
Tripartite Repo (TREPS) borrowings	4,337.6	7,801.0	-	-	12,138.6
Borrowings under Liquidity Adjustment Facility & Standing Liquidity Facility	18,899.2	7,287.7			26,186.9
Repo borrowings	231,920.5	5,566.2	-	-	237,486.7
Unsecured					
Commercial Paper borrowings	3,242.3	(765.8)	-	-	2,476.5
Inter-Corporate borrowings	5,222.5	(1,900.0)	-	-	3,322.5
Money at Call, Notice and Term	33,570.0	500.0	-	-	34,070.0
Total short-term borrowings (net) (A)	**297,192.1**	**18,489.1**	**-**	**-**	**315,681.2**
Long term Borrowing					
Subordinated bonds issued as Tier II capital	5,600.0	(1,700.0)	-	-	3,900.0
Total long-term borrowings (net) (B)	**5,600.0**	**(1,700.0)**	**-**	**-**	**3,900.0**
Lease (C)	**200.7**	**(54.7)**	**-**	**10.7**	**156.6**
Dividend Paid (D)	**-**	**(1,666.6)**			**-**
Total(A+B+C+D)	**302,992.8**	**15,067.8**	**-**	**10.7**	**319,737.8**

₹ in million

	March 31, 2022	Cash Flows	Non-Cash Changes		March 31, 2023
			New Leases	Interest Expense	
Short term Borrowing					
Secured					
Tripartite Repo (TREPS) borrowings	28,377.3	(24,039.7)	-	-	4,337.6
Borrowings under Liquidity Adjustment Facility & Standing Liquidity Facility	-	18,899.2			18,899.2
Repo borrowings	86,909.3	145,011.2	-	-	231,920.5
Unsecured					
Commercial Paper borrowings	9,989.9	(6,747.6)	-	-	3,242.3

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

Inter-Corporate borrowings	4,800.0	422.5	-	-	5,222.5
Money at Call, Notice and Term	23,760.0	9,810.0	-	-	33,570.0
Total short-term borrowings (net) (A)	**153,836.5**	**143,355.6**	**-**	**-**	**297,192.1**
Long term Borrowing					
Subordinated bonds issued as Tier II capital	5,750.0	(150.0)	-	-	5,600.0
Total long-term borrowings (net) (B)	**5,750.0**	**(150.0)**	**-**	**-**	**5,600.0**
Lease (C)	**229.8**	**(42.1)**	**-**	**13.0**	**200.7**
Dividend Paid (D)	**-**	**(1,360.2)**			**-**
Total (A+B+C+D)	**159,816.3**	**141,803.3**	**-**	**13.0**	**302,992.8**

21) Dividend

(a) The Board of Directors at its meeting held on April 12, 2023, had recommended final dividend amounting to ₹ 766.1 million (₹ 49,000/- per equity share) for the year ended March 31, 2023. The same was approved by the shareholders in the annual general meeting held on June 19, 2023. This dividend has been paid on June 23, 2023.

(b) The Board of Directors at its meeting held on October 12, 2023, had approved first interim dividend of ₹ 300.2 million (₹ 19,200/- per equity share) for the period ended September 30, 2023 (Nil for the period ended September 30, 2022). This dividend has been paid on October 18, 2023.

(c) The Board of Directors at its meeting held on January 18, 2024, have approved second interim dividend of ₹ 600.3 million (₹ 38,400/- per equity share) for the period ended December 31, 2023 (Nil for the period ended December 31, 2022). This dividend been paid on January 23, 2024.

(d) The Board of Directors at its meeting held on April 19, 2024 have recommended final dividend on equity shares amounting to ₹ 1,699.4 million (₹ 108,700/- per equity share) for the year ended March 31, 2024. Payment of this final dividend is subject to the approval of the shareholders in the annual general meeting of the Company.

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N.A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

22) Details of penalties and strictures

During FY2024, BSE Limited (BSE) had levied a fine of ₹ 10,000 plus GST for delay in submitting the notice of record date in one instance under Regulation 60(2) of the SEBI Listing Regulations. The Company paid the fine amount to BSE.

23) The interest and principal of Tier II Bonds and Commercial Papers(CP) were paid on due date as per following details:

Due date	ISIN	Interest/ Principal	Instrument Type
13-Apr-23	INE849D14HA4	Principal	CP
25-Apr-23	INE849D08TW5	Interest	Tier II Bond
26-Apr-23	INE849D08TS3	Principal & Interest	Tier II Bond
28-Apr-23	INE849D08TV7	Interest	Tier II Bond
29-Apr-23	INE849D08TU9	Interest	Tier II Bond
30-Apr-23	INE849D08TQ7	Principal & Interest	Tier II Bond
11-May-23	INE849D08TX3	Interest	Tier II Bond
14-Jun-23	INE849D08TR5	Principal & Interest	Tier II Bond
20-Jun-23	INE849D14HB2	Principal	CP
21-Jul-23	INE849D14HC0	Principal	CP
24-Jul-23	INE849D14HD8	Principal	CP
01-Sep-23	INE849D14HE6	Principal	CP
07-Sep-23	INE849D08TY1	Interest	Tier II Bond
21-Sep-23	INE849D14HF3	Principal	CP
23-Oct-23	INE849D14HG1	Principal	CP
26-Oct-23	INE849D14HH9	Principal	CP
09-Nov-23	INE849D14HI7	Principal	CP
20-Dec-23	INE849D14HJ5	Principal	CP
17-Jan-24	INE849D08TT1	Interest	Tier II Bond
15-Mar-24	INE849D14HK3	Principal	CP

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI Securities Primary Dealership Limited

CIN: U72900MH1993PLC131900

Notes forming part of the financial statements for the year ended 31 March 2024

24) Issue / repayment details of debt securities

a) Issuances(Face Value)

(₹ in million)

Nature of debt securities	Year ended March 2024	Year ended March 2023
Commercial paper	48,000.0	13,250.0
Subordinated debt	NIL	NIL

b) Repayments/Maturity(Face Value):

Nature of debt securities	Year ended March 2024	Year ended March 2023
Commercial paper	48,750.0	20,000.0
Subordinated debt	1,700.0	150.0

25) Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

(₹ in million)

2. CASH AND CASH EQUIVALENTS	At March 31, 2024	At March 31, 2023
Balance in current accounts with scheduled banks	168.2	27.0
In current account and other balances with Reserve Bank of India	271.4	9.1
	439.6	36.1

3. SECURITIES FOR TRADE

	At March 31, 2024			At March 31, 2023		
	At Fair Value		Total	At Fair Value		Total
	Through Other Comprehensive Income	Through profit or loss		Through Other Comprehensive Income	Through profit or loss	
	(1)	(2)	(3)=(1)+(2)	(1)	(2)	(3)=(1)+(2)
Government securities	-	287,231.4	287,231.4	-	221,494.6	221,494.6
Debentures, Bonds, CPs & CDs	-	28,703.5	28,703.5	-	26,330.0	26,330.0
Equity instruments	-	2.8	2.8	-	10.8	10.8
Total – Gross (A)	-	**315,937.7**	**315,937.7**	-	**247,835.4**	**247,835.4**
(i) Outside India	-	-	-	-	-	-
(ii) In India	-	315,937.7	315,937.7	-	247,835.4	247,835.4
Total (B)	-	**315,937.7**	**315,937.7**	-	**247,835.4**	**247,835.4**
Less: Allowance for impairment loss (C)	-	-	-	-	-	-
Total – Net D = (A)-(C)	-	315,937.7	315,937.7	-	247,835.4	247,835.4

DETAILS OF PURCHASES AND SALES OF SECURITIES FOR TRADE

Category	Purchases		Sales	
	Face Value	Deal Value*	Face Value	Deal Value*
Government securities**	9,817,002.1	9,833,493.4	10,370,330.3	9,710,861.8
	(6,184,870.4)	(6,044,807.0)	(6,599,788.9)	(5,955,102.0)
Treasury bills	594,037.4	574,103.0	653,218.9	631,512.1
	(778,996.1)	(751,104.9)	(787,519.8)	(762,449.8)
Shares	15.3	618.2	15.3	974.3
	(4.7)	(217.3)	(4.6)	(276.2)
Debentures, Bonds, CPs & CDs	352,329.8	350,726.5	350,896.3	348,508.2
	(276,139.2)	(273,487.6)	(269,489.6)	(268,357.5)
Mutual funds	7,796.6	12,999.4	7,796.6	13,001.7
	(10,559.1)	(15,249.2)	(10,559.1)	(15,251.9)
Total	**10,771,181.3**	**10,771,940.4**	**11,382,257.5**	**10,704,858.0**
	(7,250,569.6)	(7,084,866.0)	(7,667,362.0)	(7,001,437.5)

Note: Figures in parenthesis pertain to previous year. * Excludes accrued interest ** Includes deals executed in short-sell segment

4. DERIVATIVE FINANCIAL INSTRUMENTS

Being a Primary Dealer, the Company actively trades in permissible interest, currency and equity derivative instruments and holds them mainly as part of its trading portfolio.
Refer to the Risk Management section under Material Accounting Policies and Other Disclosures Note for overview of the risk management framework of the Company.

	At March 31, 2024			At March 31, 2023		
	Notional amount	Fair value - Assets	Fair value - Liabilities	Notional amount	Fair value - Assets	Fair value - Liabilities
(i) Currency derivatives:						
- Currency Futures	785.8	0.2	-	1,097.3	3.7	-
(ii) Interest rate derivatives						
- Interest Rate Swaps	10,451,800.0	1,848.3	189.1	7,046,785.5	1,166.3	648.4
- Forward Rate Agreement	10,150.0	-	173.2	5,800.0	37.6	-
Subtotal (ii)	10,461,950.0	1,848.3	362.3	7,052,585.5	1,203.9	648.4
(iii) Equity linked derivatives	-	-	-	4,735.3	3.6	-
Total Derivative Financial Instruments (i)+(ii)+(iii)	**10,462,735.8**	**1,848.5**	**362.3**	7,058,418.1	1,211.2	648.4

Note: None of the above positions are held for hedging.

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N.A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI SECURITIES PRIMARY DEALERSHIP LIMITED
CIN: U72900MH1993PLC131900
NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in million)

5. TRADE RECEIVABLES	At March 31, 2024	At March 31, 2023
SECURED		
Trades executed but not settled	12,383.8	73,220.6
Considered Doubtful	-	-
Total secured	12,383.8	73,220.6
UNSECURED		
Fees receivable	26.6	4.4
Considered doubtful	-	-
	26.6	4.4
Provision for Standard assets/ Expected Credit Loss	(0.2)	(0.0)
Total unsecured	26.4	4.4
TOTAL	**12,410.2**	73,225.0

For trade receivables outstanding, following is the ageing schedule:

At March 31, 2024

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed trade receivables - considered good	12,383.8	26.4	-	-	-	-	12,410.2
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-		-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total	12,383.8	26.4	-	-	-	-	12,410.2

The Provision has been made as per the guidelines issued by RBI and there is no receivable which is in the nature of credit impaired

At March 31, 2023

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed trade receivables - considered good	73,220.6	4.4	-	-	-	-	73,225.0
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-		-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total	73,220.6	4.4	-	-	-	-	73,225.0

The Provision has been made as per the guidelines issued by RBI and there is no receivable which is in the nature of credit impaired

0.0 indicates amounts less than ₹ 0.05 million

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

(₹ in million)

6. LOANS	At March 31, 2024	At March 31, 2023
At Amortised cost		
(A)		
Repo lending	18,699.7	17,221.9
Provision for Expected Credit Loss	(3.6)	(3.4)
	18,696.1	**17,218.5**
Total (A) - Gross	**18,696.1**	**17,218.5**
Impairment loss allowance	-	-
Total (A) - Net	18,696.1	17,218.5
(B)		
Secured by tangible assets (securities in trade)	18,696.1	17,218.5
(ii)Secured by intangible assets	-	-
(iii) Covered by bank/ government guarantees	-	-
(iv) Unsecured	-	-
Total (B) - Gross	**18,696.1**	**17,218.5**
Impairment loss allowance	-	-
Total (B) - Net	**18,696.1**	**17,218.5**
(C) (I) Loans in India		
(i) Public sector	-	-
(ii) Others (as specified in (A) above)	18,696.1	17,218.5
Total (C)- Gross	**18,696.1**	**17,218.5**
Impairment loss allowance	-	-
Total(C) (I)-Net	**18,696.1**	**17,218.5**
(C) (II) Loans outside India	-	-
Less: Impairment loss allowance	-	-
Total (C) (II)- Net	-	-
Total C(I) and C(II)	**18,696.1**	17,218.5

Note: The Company has not granted any loans or advances in the nature of loans to promoter, directors, KMP and related party as defined under Companies Act 2013 during the current and previous financial year

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N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

(₹ in million)

7. OTHER FINANCIAL ASSETS	At March 31, 2024	At March 31, 2023
Interest accrued but not due	6,437.0	2,755.5
Advances and deposits*	1,862.4	1,575.5
Less: Provision for Expected Credit Loss	(0.3)	(0.3)
Deposits with stock exchanges	63.3	13.3
Less: Provision for Expected Credit Loss	(0.0)	(0.00)
	8,362.4	4,344.0

* For advances and deposits to related parties, please refer Note 31 below
0.0 indicates amounts less than ₹ 0.05 million

8. CURRENT TAX ASSETS (NET)		
Advance tax (including tax deducted at source) net of provisions for tax(Refer note 9)	349.9	372.4
	349.9	372.4

11. OTHER NON-FINANCIAL ASSETS		
GST credit receivable	58.7	29.3
Amount deposited under protest*	8.3	8.3
Prepaid Expenses	41.1	31.6
Capital Advances	-	-
	108.1	69.2

*Amount deposited under protest relates to amount deposited for filing appeal with CESTAT for service tax matter under dispute. Also refer note 11 of other notes

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ICICI SECURITIES PRIMARY DEALERSHIP LTD.

ICICI SECURITIES PRIMARY DEALERSHIP LIMITED
CIN: U72900MH1993PLC131900
NOTES FORMING PART OF FINANCIAL STATEMENTS

10. PROPERTY, PLANT AND EQUIPMENT

(₹ in million)

For Financial Year 2023-24

	Gross block (at cost)				Accumulated depreciation/ amortisation				Net block
	April 1, 2023	Additions	Sale/Adj.	March 31, 2024	April 1, 2023	Additions	Sale/Adj.	March 31, 2024	March 31, 2024
(i) Tangible									
Office equipment	17.8	0.8	0.8	17.8	3.5	3.7	0.7	6.5	11.4
Computers	95.4	12.4	1.9	105.9	27.8	17.7	1.9	43.5	62.4
Improvements to Leasehold Property	47.0	-	-	47.0	6.1	10.6	-	16.7	30.3
Furniture & fixtures	12.1	-	0.0	12.1	2.6	1.7	0.0	4.3	7.8
Vehicles	0.3	-	-	0.3	0.3	-	-	0.3	-
Right-of-Use - Office premises (refer note 9 of Other notes)	235.3	-	-	235.3	55.6	47.3	-	102.9	132.4
Total tangible	407.9	13.2	2.7	418.4	95.9	81.0	2.7	174.2	244.3
(ii) Intangible									
Software	25.6	52.2	2.0	75.8	18.7	7.1	2.0	23.8	52.0
Total intangible	25.6	52.2	2.0	75.8	18.7	7.1	2.0	23.8	52.0
Total (i) & (ii)	433.5	65.4	4.7	494.2	114.6	88.0	4.7	197.9	296.3
(iii) Capital work-in-progress	-	13.7	-	13.7	-	-	-	-	13.7
GRAND TOTAL (i), (ii) & (iii)	433.5	79.1	4.7	507.9	114.6	88.0	4.7	197.9	310.0

Note: The Company does not possess any immovable property, investment property and benami property (under the Benami transactions prohibitions Act 1988) Act at March 31, 2024.

At
March 31, 2024

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total*
Projects in progress	13.7	-	-	-	13.7
Projects temporarily suspended	-	-	-	-	-

*Note: There is no capital work in progress whose completion is overdue or has exceeded its cost compared to its original plan at March 31, 2024.

ICICI SECURITIES PRIMARY DEALERSHIP LIMITED
CIN: U72900MH1993PLC131900
NOTES FORMING PART OF FINANCIAL STATEMENTS

For Financial Year 2022-23

(₹ in million)

	Gross block (at cost)				Accumulated depreciation/ amortisation				Net block
	April 1, 2022	Additions	Sale/Adj.	March 31, 2023	April 1 2022	Additions	Sale/Adj.	March 31, 2023	March 31, 2023
(i) TANGIBLE									
Office equipment	3.1	15.7	1.0	17.8	1.6	2.8	0.9	3.5	14.3
Computers	27.3	69.4	1.3	95.4	15.6	13.0	0.8	27.8	67.6
Furniture & fixtures	-	47.0	-	47.0	-	6.1	-	6.1	40.9
Vehicles	1.9	10.4	0.2	12.1	1.5	1.1	-	2.6	9.5
Right-of-Use - Office premises (refer note 9 of Other notes)	4.4	-	4.1	0.3	3.8	0.6	4.1	0.3	-
TOTAL TANGIBLE	235.3	-	-	235.3	8.5	47.1	-	55.6	179.7
(ii) INTANGIBLE	272.0	142.5	6.6	407.9	31.0	70.7	5.8	95.9	312.0
Software	17.8	7.8	-	25.6	16.5	2.2	-	18.7	6.9
TOTAL INTANGIBLE	17.8	7.8	-	25.6	16.5	2.2	-	18.7	6.9
Total	289.8	150.3	6.6	433.5	47.5	72.9	5.8	114.6	318.9
(iii) Capital work-in-progress	-	-	-	-	-	-	-	-	-
Total	289.8	150.3	6.6	433.5	47.5	72.9	5.8	114.6	318.9

Note: The Company does not possess any immovable property, investment property and benami property (under the Benami transactions prohibitions Act 1988) Act at March 31, 2023

(₹ in million)

12. TRADE PAYABLES	At March 31, 2024	At March 31, 2023
(i) Total outstanding dues of micro and small enterprises (refer note below)	3.4	3.6
(ii) Total outstanding dues of creditors other than micro and small enterprises:	76.5	66.9
(includes trades executed but not settled of Nil (At March 31, 2023: ₹ 0.4 million))		
	79.9	70.5

At March 31, 2024

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment			Total
			Less than 1 year	1 - 2 years	More than 2 years	
(i) MSME	3.4	-	-	-	-	3.4
(ii) Others	51.9	-	24.6	-	-	76.5
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**55.3**	-	**24.6**	-	-	**79.9**

At March 31, 2023

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment			Total
			Less than 1 year	1 - 2 years	More than 2 years	
(i) MSME	3.6	-	-	-	-	3.6
(ii) Others	28.8	0.4	37.7	-	-	66.9
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	32.4	0.4	37.7	-	-	70.5

Note: Details of dues to micro and small enterprises as per Micro, Small and Medium Enterprises Development Act, 2006

The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified based on information available with the Company. The amount of principal and interest outstanding during the year is given below.

Particulars	At March 31, 2024	At March 31, 2023
The principal amount and the interest due thereon (Interest - March 31, 2024 : Nil, March 31, 2023 : Nil) remaining unpaid to any supplier at the end of each accounting year	3.4	3.6
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	-	-

13. DEBT SECURITIES	At March 31, 2024	At March 31, 2023
Unsecured		
At Amortised cost		
Commercial Paper borrowings	2,476.5	3,242.3
(The above borrowings are in India and are repayable within a year)		
	2,476.5	3,242.3
Terms of repayment :		
(1) Maturity pattern based on original maturity	62 days	86 days
(2) Interest rate	8.30%	7.30%

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

(₹ in million)

	At March 31, 2024	At March 31, 2023
14. BORROWINGS (OTHER THAN DEBT SECURITIES)		
At Amortised cost		
Secured		
Borrowings under Liquidity Adjustment Facility & Standing Liquidity Facility		
(Secured by pledge of Government securities of Face Value ₹ 28,444.3 million (At March 31, 2023: ₹ 20,700.0 million))	26,186.9	*18,899.2*
Tripartite Repo (TREPS) borrowings *(Secured by pledge of Government securities of Face Value ₹13,090.9 million. (At March 31, 2023: ₹4,470.1 million))*	17,138.6	*4,337.6*
Repo borrowings *(Secured by pledge of Government securities of Face Value ₹ 232,986.2 million. (At March 31, 2023: ₹ 233,935.3 million))*	237,486.7	*231,920.5*
Unsecured		
Inter-Corporate borrowings	3,322.5	*5,222.5*
Money at Call, Notice and Term	34,070.0	*33,570.0*
	313,204.7	*293,949.8*

Terms of repayment:	At March 31, 2024		At March 31, 2023	
	Maturity pattern	Interest rate	*Maturity pattern*	*Interest rate*
Borrowings under Liquidity Adjustment Facility & Standing Liquidity Facility	90 days	6.50%	5 days to 90 days	6.50%
Tripartite Repo (TREPS) borrowings	5 days	6.85% to 7.00%	3 days	6.70% to 6.95%
Repo borrowings	5 days	6.80% to 7.40%	3 days	6.50% to 8.00%
Inter-Corporate borrowings *	12 days to 91 days	7.37% to 8.40%	9 days to 91 days	6.95% to 7.57%
Money at Call, Notice and Term	5 days to 84 days	6.50% to 7.75%	3 days to 91 days	6.80% to 8.10%

** Annualised interest rate calculated based on applicable MIBOR/Fixed Rate*

	At March 31, 2024	At *March 31, 2023*
15. SUBORDINATED LIABILITIES		
Unsecured		
At Amortised cost		
Subordinated bonds issued as Tier II capital (The above borrowings are in India)	3,900.0	*5,600.0*
	3,900.0	*5,600.0*
16. OTHER FINANCIAL LIABILITIES		
Interest accrued but not due on loans	697.6	*521.9*
Other liabilities *(Includes securities short sold including accrued interest of ₹ 17,000.2 million (face value ₹ 16,441 million) (At March 31, 2023: ₹ 22,913.7 million (face value ₹ 22,857.0 million), Credit Support Annex Margin of ₹ 788.3 million (At March 31, 2023: ₹760.4million). Payable to employees ₹ 286.4 million (At March 31, 2023: ₹million 155.0) and security deposit of ₹ 42 million (At March 31, 2023: ₹ 42 million)*	18,122.7	*23,877.7*
Lease Liabilities (refer note 9 of Other notes)	156.7	*200.7*
	18,977.0	*24,600.3*
17. PROVISIONS		
Provision for employee benefits		
Provision for leave encashment (refer note 8 of Other notes)	18.5	*17.6*
Provision for gratuity (refer note 8 of Other notes)	29.9	*75.0*
Provision for long term incentive (refer note 8 of Other notes)	214.4	*148.3*
	262.8	*240.9*

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

9. DEFERRED TAX ASSETS / (LIABILITIES) (NET)

(₹ in million)

The break-up of deferred tax assets/ (liabilities) into major components at balance sheet date is as follows:-

	At March 31, 2024	At March 31, 2023
Deferred tax assets/ (liabilities)		
Timing difference on depreciation on property, plant, equipment and other intangible assets	(2.7)	(1.7)
Right of use asset and lease liability	7.1	6.7
Expenditure disallowed under Income Tax Act, 1961		
Provision for expected credit losses / provision for standard assets	1.0	0.9
Provision for employee benefits	39.0	44.5
Unrealised net loss/ (gain) on derivatives & securities for trade	(702.3)	(481.5)
MTM - HTM Securities - OCI	-	-
Business Loss		
	(657.8)	(431.1)

18. OTHER NON-FINANCIAL LIABILITIES

Statutory dues	20.7	25.0
	20.7	25.0

19. EQUITY SHARE CAPITAL

Authorised:

50,000 (previous year: 50,000) equity shares of ₹ 1,00,000/- each	**5,000.0**	5,000.0

Issued, subscribed & fully paid-up

15,634 (previous year: 15,634) equity shares of ₹ 1,00,000/- each	**1,563.4**	1,563.4

Shares held by promoters at the end of the year (same for previous year)				% Change during the year
Sr. no.	Promoter Name	No. of Shares	%of total shares	
1	ICICI Bank Limited	15,634	100%	-

Notes:

(1) The Company has only one class of equity shares having a par value of ₹ 100,000/- per share. Each shareholder of equity share is entitled to one vote per share. The Company declares and pays dividends in indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

(2) All the issued, subscribed & fully paid-up shares are held by ICICI Bank Limited (the Holding company) and its nominees (same for previous year).

Reconciliation of the shares at the beginning and at the end of the reporting year

Equity shares	At March 31, 2024		At March 31, 2023	
	No. of shares	₹ in million	No. of shares	₹ in million
At the beginning of the year	15,634	1,563.4	15,634	1,563.4
Issued during the year	-	-	-	-
Outstanding at the end of the year	**15,634**	**1,563.4**	15,634	1,563.4

Details of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date :

(a) During the period of last five years immediately preceding the reporting date, the Company has not allotted any shares as fully paid up pursuant to any contract without payment being received in cash.

(b) During the period of last five years immediately preceding the reporting date, the Company has not issued any bonus shares.

(c) During the period of last five years immediately preceding the reporting date, the Company has not bought back any equity shares.

Details of proposed dividend

	At March 31, 2024	At March 31, 2023
The Board proposed final dividend on equity shares after the balance sheet date		
Proposed dividend on equity shares :		
₹108,700 per share (March 31, 2023 : ₹ 49,000/- per share)	1,699.4	766.1
	1,699.4	766.1

20. OTHER EQUITY

(A) Summary of Other Equity Balances

Capital reserve	1,153.7	1,153.7
ESOP reserve	64.7	64.7
General reserve	749.1	749.1
Special reserve	9,055.6	8,183.3
Capital redemption reserve	466.6	466.6
Retained earnings	5,443.3	3,620.5
Items of other comprehensive income		
- Re-measurement of defined benefit plans	24.4	21.1
	16,957.4	14,259.0

C.HATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N.A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

(B) Nature and purpose of reserves

(a) Capital reserve
Capital Reserve represents profit on sale of securities classified as Held to Maturity (HTM) investments (net of tax) under Master Direction – Operational Guidelines for Primary Dealers issued by RBI and is not free for distribution of dividend.

(b) ESOP reserve
This reserve represents fair value of equity-settled share-based payment awards for grant of options to acquire equity shares of the Holding Company viz. ICICI Bank Limited, to whole time directors and eligible employees of the Company.

(c) General reserve
The Company created a general reserve in earlier years pursuant to the provisions of the Companies Act, 1956, wherein certain percentage of profits were required to be transferred to General reserve before declaring dividends. As per Companies Act, 2013, the requirement to transfer profits to General reserve is not mandatory. General reserve is a free reserve available to the Company for distribution.

(d) Special reserve
Pursuant to section 45 IC of The Reserve Bank of India Act, 1934, the Company being a NBFC is required to transfer a sum of not less than 20% of its net profits every year as disclosed in the Statement of Profit and Loss and before any dividend is declared to this reserve. No appropriation of any sum from this reserve shall be made by the Company except for the purpose as may be specified by RBI.

(e) Capital redemption reserve
Pursuant to provisions of erstwhile Companies Act, 1956, capital redemption reserve was created when Company bought back its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased was transferred to capital redemption reserve.

(₹ in million)

	Year ended March 31, 2024	Year ended March 31, 2023
21. INTEREST INCOME		
(i) Financial assets classified as fair value through profit or loss		
Interest and discount income	18,944.1	11,515.8
(ii) Financial assets measured at Amortised Cost		
Interest on loans	2,037.8	922.8
Interest on deposits with banks	41.6	6.0
Other interest income	75.2	48.0
	21,098.7	12,492.6
22. DIVIDEND INCOME		
Dividend income on trading portfolio	0.1	0.2
	0.1	0.2
23. FEES AND COMMISSION INCOME		
Financial advisory services	1.0	9.0
Syndication fees	216.1	129.4
Underwriting commission	41.7	130.6
Commission	-	3.6
	258.8	272.6
24. NET GAIN ON FAIR VALUE CHANGES		
A. Net gain/ (loss) on financial instruments at fair value through profit or loss		
(i) On trading portfolio		
- Securities for trade	3,931.0	572.6
- Derivatives	1,001.1	404.0
B. Realised gain / (loss) on sale of securities fair valued through OCI	-	-
Total Net gain / (loss) on fair value changes (A+B)	**4,932.1**	976.6
Fair value changes		
- Realised	3,900.6	429.4
- Unrealised	1,031.5	547.2
	4,932.1	976.6
25. OTHER INCOME		
Miscellaneous income*	-	0.8
Profit on sale of property, plant and equipment	0.1	0.2
	0.1	1.0
26. FINANCE COSTS		
On Financial liabilities measured at Amortised cost		
Interest on borrowings	17,510.2	9,882.9
Interest on debt securities	778.6	172.7
Interest on subordinated liabilities	357.5	494.3
Other interest expense	73.1	81.6
	18,714.4	10,631.5

C.H.TURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N.A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

(₹ in million)

	Year ended March 31, 2024	Year ended March 31, 2023
27. EMPLOYEE BENEFITS EXPENSES		
Salaries, wages and incentives (refer note 31)	799.9	578.8
Contribution to provident and other funds	47.9	45.3
Share based payments to employees	-	0.4
Staff welfare expenses	14.5	14.4
	862.3	638.9
28. OTHER EXPENSES		
Procurement expenses	4.4	4.1
Rating agency fees	4.9	5.9
Brokerage, stamp duty & securities transaction tax	57.4	38.2
Bank charges (refer note 31)	51.0	49.5
Transaction, custodial and depository charges	318.7	200.2
Doubtful debts written-off/ provided during the year	4.1	3.7
Less: Opening provision	3.7	5.3
	0.4	(1.6)
Rent and amenities (also refer note 9 of Other notes)	12.3	21.4
Insurance (refer note 31)	0.3	0.3
Business promotion, traveling and conveyance expenses	30.2	6.9
Repairs, maintenance and upkeep (refer note 31)	79.5	69.3
Rates and taxes	0.1	0.0
Electricity expenses	5.7	5.3
Communication expenses	6.7	7.9
Printing and stationery	0.6	0.9
Royalty (refer note 31)	13.9	35.8
Subscription and periodicals	72.7	61.2
Professional fees (Refer Note 1 below)	30.5	27.0
Advertisement expenses	0.2	0.1
CSR expenditure (Refer Note 2 below)	71.3	113.8
Miscellaneous expenses*	9.6	9.0
	769.9	655.2

0.0 indicates amounts less than ₹ 0.05 million
* Refer to Note 31, Related Party Disclosures for Independent Directors' Fees and Commission

Note 1

AUDITOR'S REMUNERATION# (included in Professional fees)

(a) Audit fees	4.3	3.8
(b) Certification fees	1.2	1.4
(c) Reimbursement of expenses	0.3	0.1
	5.8	5.3

C.HATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

ICICI SECURITIES PRIMARY DEALERSHIP LIMITED
CIN: U72900MH1993PLC131900
NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 2

(₹ in million)

DETAILS OF CSR EXPENDITURE	Year ended March 31, 2024	Year ended March 31, 2023
(a) Amount required to be spent by the Company during the year.	71.3	113.8
(b) Amount of expenditure incurred	71.3	113.8
(i) Construction or acquisition of asset	-	-
(ii) on purposes other than (i) above	71.3	113.8
(c) Shortfall at the end of the year	-	-
(d) Total of previous years shortfall		
(e) Reason for shortfall	NA	NA
(f) Nature of CSR activities		

Year ended March 31, 2024

Name	Nature	Amount
ICICI Foundation for Inclusive Growth (Refer note 31)	Skill Development and sustainabale livelihoods	35.0
ICICI Foundation for Inclusive Growth	Healthcare	25.5
ICICI Foundation for Inclusive Growth	Environment(water harvesting project)	10.8
Total		71.3

Year ended March 31, 2023

Name	Nature	Amount
ICICI Foundation for Inclusive Growth (Refer note 32)	Skill development and sustainable livelihoods and Rain water harvesting	63.7
Sankalp Sikshan Sanstha	Education & Skill Development	0.9
Seva Sadan Society	Infrastructure development and education	5.7
Sri Sathya Sai Foundation	Health Care	15.0
Tata Memorial Fund	Health Care	20.0
Vision Foundation	Health Care	8.4
Prime Minister National Relief Fund	Social Welfare	0.1
Total		113.8

29. Earnings per equity share (in ₹) (Basic & Diluted)	Year ended March 31, 2024	Year ended March 31, 2023
Basic and diluted EPS	₹ 278,988.10	₹ 81,770.50
Nominal value per share	₹ 100,000.00	₹ 100,000.00

EPS has been calculated based on the profit after tax of Rs. 4,361.7 million (previous year Rs. 1,278.4 million) and the weighted average number of equity shares outstanding during the year of 15,634 (previous year 15,634). Basic and Diluted EPS are same because there were no diluted potential equity shares outstanding during the year.

30. EXPENDITURE IN FOREIGN CURRENCY (on accrual basis)

Payment for services received	55.5	5.4

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

31. RELATED PARTY DISCLOSURES

(₹ in million)

Names of related parties where control exists irrespective of whether transactions have occurred

Holding Company	ICICI Bank Limited

Names of other related parties with whom transactions have taken place during the year

Fellow Subsidiaries	ICICI Securities Limited ICICI Securities Inc. ICICI Prudential Life Insurance Company Limited ICICI Lombard General Insurance Company Limited (w.e.f. March 1, 2024)
Associates of Holding Company	ICICI Foundation for Inclusive Growth India Infradebt Ltd ICICI Lombard General Insurance Company Limited (till February 28, 2024)
Post-employment benefit plan entities of ICICI Group Companies	ICICI Bank Limited Provident Fund ICICI Home Finance Company Limited Employees Provident Fund ICICI Prudential Life Insurance Company Ltd Employees Provident Fund ICICI Securities Primary Dealership Gratuity Fund Provident Fund of ICICI Bank Limited (Excluded) Pension Fund of ICICI Bank Limited
Key Management Personnel ('KMP')	Mr. Shailendra Jhingan, Managing Director & CEO
Independent Directors	Mr. Ashvin Parekh Mr. Dilip Karnik Mr. Radhakrishnan Nair

(₹ in million)

Name of the Related Party / Type of Transaction	Year ended March 31, 2024	*Year ended March 31, 2023*
ICICI Bank Limited		
Revenue from operations		
Fees and commission income	10.0	17.8
Net gain/(loss) on fair value changes of Interest rate swaps	(15.4)	(124.2)
Expenses		
Finance costs	287.8	116.6
Royalty	12.8	32.9
Other expenses	60.5	69.4
Employee benefits expenses	26.7	25.8
Other transactions		
Dividend paid	1,666.6	1,360.2
Sale of Fixed Assets	Nil	0.1
ICICI Securities Limited		
Revenue from operations		
Fees and commission income	-	3.6
Expenses		
Finance Costs & Other Operating Expenses	15.6	6.8
Other expenses	0.5	0.5
ICICI Securities Inc.		
Expenses		
Other expenses	3.8	3.7
ICICI Lombard General Insurance Company Limited		
Expenses		
Employee benefits expenses	4.5	5.8
Other expenses	0.2	0.2
ICICI Prudential Life Insurance Company Limited		
Expenses		
Finance costs	1.6	23.0
Administrative expenditure		
Employee benefits expenses	0.8	0.8
ICICI Foundation for Inclusive Growth		
Expenses		
Corporate Social Responsibility Contribution	71.3	63.7
India Infradebt Ltd		
Revenue from Operations		
Fees and commission income	3.3	1.5
Interest income	7.2	2.2
Independent Directors		
Expenses		
Directors fees*	2.8	2.1
Directors commission*	2.3	2.3

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N.A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

Balance Sheet and Off-balance sheet Items:

(₹ in million)

	At March 31, 2024	At March 31, 2023
ICICI Bank Limited		
Financial Assets		
Cash and cash equivalents	166.9	26.7
Other financial assets	65.2	168.6
Financial Liabilities		
Money at Call, Notice and Term	-	6,000.0
MTM payable on Interest Rate Swaps	27.4	86.7
Other financial liabilities	-	1.3
Trade payables	20.3	13.2
Equity		
Share Capital	1,563.4	1,563.4
Derivative Financial Instruments		
Notional Principal amount of Interest Rate Swaps outstanding**	4,750.0	7,501.8
Other transactions during the year		
Purchase of securities in trade (including accrued interest)	10,585.7	21,675.8
Sale of securities in trade (including accrued interest)	28,947.2	16,246.1
Call/Notice Borrowings	1,021,540.0	444,200.0
ICICI Securities Limited		
Financial Liabilities		
Trade Payables	0.1	0.3
Other transactions during the year		
Sale of securities in trade (including accrued interest)	Nil	350.0
ICICI Securities Inc.		
Trade payables	2.2	1.8
ICICI Lombard General Insurance Company Limited		
Non Financial assets		
Other non financial assets	5.5	5.5
Other transactions during the year		
Purchase of securities in trade (including accrued interest)	2,906.3	1,634.0
Sale of securities in trade (including accrued interest)	11,205.5	16,202.2
ICICI Prudential Life Insurance Company Limited		
Financial Liabilities		
Subordinated Liabilities	-	250.0
Other financial liabilities	-	21.4
Non Financial assets		
Other Non financial assets	0.4	0.4
Other transactions during the year		
Purchase of securities in trade (including accrued interest)	13,385.4	4,768.1
Sale of securities in trade (including accrued interest)	26,326.9	21,191.1
India Infradebt Ltd		
Other transactions during the year		
Purchase of securities issued (including accrued interest)	3,681.9	1,850.0
Provident Fund of ICICI Bank Limited (Excluded)		
Other transactions during the year		
Purchase of securities in trade (including accrued interest)	164.6	Nil
ICICI Bank Limited Provident Fund		
Other transactions during the year		
Sale of securities in trade (including accrued interest)	518.4	658.4
ICICI Home Finance Company Limited Employees Provident Fund		
Other transactions during the year		
Sale of securities in trade (including accrued interest)	Nil	13.0
Pension Fund of ICICI Bank Limited		
Other transactions during the year		
Purchase of investments (including accrued interest)	Nil	394.0
ICICI Securities Primary Dealership Gratuity Fund		
Contribution to gratuity fund	50.00	Nil

0.0 indicates amounts less than ₹ 0.05 million
Directors commission and director fees has been disclosed on payment basis.
Transactions of Income and Expenses stated above exclude GST.
** All outstanding interest rate swap transactions are novated to Clearing Corporation of India Limited.

Key Management Personnel Disclosures:
The Compensation (including contribution to Provident Fund, bonus paid and long term incentives paid and perquisite value of ESOP exercised) for the year ended March 31, 2024 to Mr. Shailendra Jhingan Managing Director & CEO was ₹ 44.1 million (for the year ended March 31, 2023 - ₹ 65.4 million).The amount of remuneration includes perquisite value of ESOP exercised. The remuneration does not include the provisions made for long term incentive, gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole.

For the purpose of above disclosure, Chief Financial Officer and Company Secretary are not covered since they are not KMP as per IndAS 24 - Related Party Disclosures.

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

32. DISCLOSURE PURSUANT TO RBI CIRCULAR NO. RBI/DNBR/2016-17/45 Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016

Derivatives

(₹ in million)

	At March 31, 2024	At March 31, 2023
Notional Principal amount of Interest Rate Swaps (IRS)/ Forward Rate Agreement(FRA)		
a. Hedging contracts	-	-
b. Trading contracts	10,461,950.0	7,052,585.5
(i) Associated credit risk on trading IRS/FRA*	1,848.3	1,203.9
(ii) Collateral required by the NBFC upon entering into swaps	Nil	Nil
(iii) Concentration of credit risk arising from IRS/FRA.@	1,137.7	404.8
(iv) Fair value of trading IRS/FRA	1,486.0	555.5
(v) Likely impact of one percentage change in interest rate (100*PV01)	3,188.1	3,143.4

Kindly refer to the Material Accounting Policies and Other Notes for accounting policies and other disclosures with respect to IRS.

*Associated credit risk is defined as the loss that the Company would incur in case all the counterparties to these swaps fail to fulfill their contractual obligations.

@ Credit risk concentration is measured as the highest net receivable under swap contracts from top three counterparties.

Interest Rate Futures Contracts		
Open quantity in lots - long	-	-
Open quantity in lots - short	-	-
Net open quantity long/ (short)	-	-

Equity Derivatives – Trading Contracts	At March 31, 2024	At March 31, 2023
a. Futures Contracts		
Open quantity in lots - long	-	369,415
Open quantity in lots - short	-	-
Net open quantity long/ (short)	-	369,415
MTM Gain / (loss) on Trading Derivatives	-	(0.1)
b. Option Contracts		
Open quantity in lots - long	-	86,000
Open quantity in lots - short	-	(172,000)
Net open quantity long/ (short)	-	(86,000)
MTM Gain / (loss) on Trading Derivatives	-	1.6

33. DISCLOSURE PURSUANT TO RBI CIRCULAR NO. IDMD.PDRS.No.03/03.64.00/2003-04

Composition of investment in non-government securities at March 31, 2024

(₹ in million)

Issuer#	Amount*	Extent of private placement**	Extent of unlisted securities
Public Sector Units	501.1 (225.5)	501.1 (225.5)	Nil (Nil)
Financial Institutions	5,904.3 (4,388.8)	5,904.3 (4,388.8)	Nil (Nil)
Banks	5,255.9 (7,751.9)	5,255.9 (7,751.9)	Nil (Nil)
Other Primary Dealers	Nil (Nil)	Nil (Nil)	Nil (Nil)
Private corporates	- (1,488.8)	- (1,488.8)	Nil Nil
Subsidiaries/ Joint ventures	Nil (Nil)	Nil (Nil)	Nil (Nil)
Others##	17,042.2 (12,475.1)	17,042.2 (12,475.1)	Nil (Nil)
Provision held towards depreciation	Nil (Nil)	Nil (Nil)	Nil (Nil)
Total	28,703.5 (26,330.0)	28,703.5 (26,330.0)	Nil Nil

Note: Figures in parenthesis pertain to previous financial year

All the investments (securities for trade) above are rated above investment grade

* Represents amounts net of provision for depreciation if any

** Represents primary issuance

Does not include equity and preference shares

Others include investments in Non-Banking Financial Companies and Housing Finance Companies

All the investments reported in this disclosure are fair valued through profit or loss

34. DISCLOSURE PURSUANT TO RBI CIRCULAR NO. RBI/DNBR/2016-17/45 Master Direction DNBR. PD. 008/03.10.119/2016-17 dated Sep 01, 2016

a. Capital to Risk Assets Ratio (CRAR)*

Items	At March 31, 2024	At March 31, 2023
i) CRAR (%)	55.44	41.23
ii) CRAR – Tier I Capital (%)	49.46	35.19
iii) CRAR – Tier II Capital (%)	5.98	6.05
iv) Amount of subordinated debt raised as Tier-II capital during the year	Nil	Nil
V) Amount raised by issue of Perpetual Debt	Nil	Nil

*calculated as per RBI circular no.RBI/2006-2007/355 DNBS.PD/CC No.93/03.05.002/2006-07

As per RBI/DNBR/2016-17/45 Master Direction DNBR.PD.008/03.10.119/2016-17 guidelines pertaining to liquidity coverage ratio are not applicable to Standalone primary dealers

With effect from March 31, 2024, the credit exposure on secured financing transactions through CCPs have been reckoned as zero as per RBI guidelines. The ratios at March 31,2023 based on zero credit exposure on secured financing transaction through CCPs are as follows:

(i) CRAR(%) - 68.88%

(ii) CRAR – Tier I Capital (%) - 58.78%

(iii) CRAR - Tier II Capital (%) - 10.10%

b. Exposure to Real Estate Sector*

Category	At March 31, 2024	At March 31, 2023
a) Direct exposure		
(i) Residential Mortgages Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented	Nil	Nil
(ii) Commercial Real Estate Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits	Nil	Nil
(iii) Investments in Mortgage Backed Securities (MBS) and other securitized exposures	Nil	Nil

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

(₹ in million)

b) Indirect Exposure*	At March 31, 2024	At March 31, 2023
Fund based - Investments in NCDs/FRBs/CPs/Equities	151.0	3,312.4
Non-fund based – credit equivalent amount of IRS & market value of equity futures	-	1,154.6

c. Exposure to Capital Market*

(₹ in million)

Particulars	At March 31, 2024	At March 31, 2023
Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	2.8	271.9
Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	Nil	Nil
Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	Nil	Nil
Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;	Nil	Nil
Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	Nil	Nil
Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	Nil	Nil
Bridge loans to companies against expected equity flows / issues;	Nil	Nil
All exposures to Venture Capital Funds (both registered and unregistered)	Nil	Nil
Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	Nil	Nil
Financing to stockbrokers for margin trading	Nil	Nil
All exposures to Alternative Investment Funds:	Nil	Nil
(i) Category I		
(ii) Category II		
(iii) Category III		
Total Exposure to Capital Market	2.8	271.9

*** DISCLOSURE PURSUANT TO RBI CIRCULAR RBI/2022-23/26 DOR.ACC.REC.No.20/21.04.018/2022-23 dated April 19, 2022**

d. Asset Liability Management

Maturity pattern of certain items of assets and liabilities at March 31, 2024***

	1 day to 30/31 day (one month)	Over one month to 2 months	Over 2 months upto 3 months	Over 3 months upto 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Assets									
Fixed Deposits Placed	-	-	-	-	-	-	-	-	-
Advances*	18,696.1 (17,218.5)								18,696.1 (17,218.5)
Investments**	315,937.7 (247,835.4)	-	-	-	-	-	-	-	315,937.7 (247,835.4)
Liabilities									
Borrowings	291,847.0 (284,679.6)	15,096.1 (820.0)	9,238.1 (13,372.5)			1,400.0 (1,450.0)	1,000.0 (950.0)	1,000.0 (1,500.0)	319,581.2 (302,792.1)

*Advances represent amounts lent in money/ repo market

** Investments in the nature of 'Securities for Trade' are classified in the "one month bucket".

***The Company does not have any foreign currency assets and liabilities.

Note: Figures in parenthesis pertain to previous year.

35. Disclosure of ratios pursuant to schedule III

Items	At March 31, 2024	At March 31, 2023
i) CRAR (%)	55.44	41.23
Numerator	19,184.1	18,071.2
Denominator	34,605.0	43,875.9
Variance %	34.47	14.91
Reason for variance (If above 25%)	Due to decrease in risk weighted assets	NA
ii) CRAR – Tier I Capital (%)	49.46	35.19
Numerator	17,114.0	15,421.1
Denominator	34,605.0	43,875.9
Variance %	40.55	19.78
Reason for variance (If above 25%)	Due to decrease in risk weighted assets	NA
iii) CRAR – Tier II Capital (%)	5.98	6.05
Numerator	2,070.0	2650.0
Denominator	34,605.0	43,875.9
Variance %	(1.16)	(6.92)
Reason for variance (If above 25%)	NA	NA

Refer note 34 (a)

As per RBI/DNBR/2016-17/45 Master Direction DNBR.PD.008/03.10.119/2016-17 guidelines pertaining to liquidity coverage ratio are not applicable to Standalone primary dealers

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

36. DISCLOSURE PURSUANT TO RBI CIRCULAR NO. IDMC.PDRS.NO.2269/03.64.00/2002-03 - PUBLICATION OF FINANCIAL RESULTS DATED NOVEMBER 28, 2002

i) Net borrowings in call/notice: average ₹ 18,335.22 million; peak ₹ 48,655.0 million (previous year: average ₹ 17,735.45 million; peak ₹ 40,480.0 million)
ii) The securities held as trade are fair valued
iii) Leverage ratio: average 17.26 times; peak 22.56 times

iv) CRAR (Quarterly)*	30-Jun-23	30-Sep-23	31-Dec-23	31-Mar-24
	31.4%	29.3%	29.1%	26.6%

v) Refer note for 33 for issuer composition of non government securities investments
*Calculated as per Master Direction - Standalone Primary Dealers (Reserve Bank) Directions, 2016 dated August 25, 2016 issued by the Reserve Bank of India.

37. REPO/REVERSE REPO TRANSACTIONS

(Ref: Guidelines for Accounting of Repo / Reverse Repo Transactions issued by RBI vide circular no RBI/2018-19/24 FMRD.DIRD.01/14.03.038/2018-19 dated July 24, 2018)

(₹ in million)

	Minimum outstanding during the year	Maximum outstanding during the year	Daily average outstanding during the year	Outstanding at March 31, 2024
Securities sold under repos (Face Value)				
(i) Government securities	129,217.2	261,780.6	201,421.5	232,986.2
	(56,996.5)	*(238,961.6)*	*(135,163.2)*	*(233,935.3)*
(ii) Corporate debt securities	Nil	Nil	Nil	Nil
	Nil	*Nil*	*Nil*	*Nil*
Securities purchased under reverse repos (Face Value)				
(i) Government securities	11,870.0	46,720.0	29,861.5	18,090.0
	(6,490.0)	*(41,650.0)*	*(18,005.6)*	*(17,160.0)*
(ii) Corporate debt securities	500.0	550.0	2.9	Nil
	(500.00)	*(700.00)*	*(11.0)*	*Nil*

Note: Figures in parenthesis pertain to previous year.

38. DISCLOSURE PURSUANT TO 53(f) of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Particulars	Outstanding at March 31, 2024	Maximum amount outstanding during the year
Loans and advances in the nature of loans to ICICI Bank Ltd., Holding Company	Nil	Nil
Loans and advances in the nature of loans to Associates	Nil	Nil
Loans and advances in the nature of loans where there is –		
(i) no repayment schedule or repayment beyond seven years; or	Nil	Nil
(ii) no interest or interest below section 372A of Companies Act by name and amount.	Nil	Nil
Loans and advances in the nature of loans to firms/companies in which directors are interested	Nil	Nil

39. DISCLOSURES PURSUANT TO RBI CIRCULAR NO. RBI/2015-16/12 DNBR (PD) CC.NO.053/03.10.119/2015-16 DATED JULY 01, 2015

(₹ in million)

(a) Details of Investments*

	At March 31, 2024	*At March 31, 2023*
1) Value of Investments		
i) Gross Value of Investments		
a) In India	315,937.7	*247,835.4*
b) Outside India	Nil	*Nil*
ii) Provisions for Depreciation		
a) In India	Nil	*Nil*
b) Outside India	Nil	*Nil*
iii) Net Value of Investments		
a) In India	315,937.7	*247,835.4*
b) Outside India	Nil	*Nil*
2) Movement of provisions held towards depreciation on investments.		
i) Opening balance	Nil	Nil
ii) Add : Provisions made during the year	Nil	Nil
(iii) Less : Write-off / write-back of excess provisions during the year	Nil	Nil
(iv) Closing balance	Nil	Nil

*Includes securities held for trading measured at fair value through profit or loss

(b) Exchange Traded Interest Rate (IR) Derivatives

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
(i) Notional principal amount of exchange traded IR derivatives undertaken during the year		
a) Interest Rate Futures (IRF) on Government Securities	Nil	Nil
(ii) Notional principal amount of exchange traded IR derivatives outstanding at March 31, 2024		
a) IRF on Government Securities	Nil	Nil
(iii) Notional principal amount of exchange traded IR derivative outstanding and not "highly effective" (instrument-wise)*	Nil	Nil
(iv) Mark-to-market value of exchange traded IR derivatives outstanding and not "highly effective" (instrument-wise)*	Nil	Nil

*The Company has not entered into IRF contracts for the purpose of hedging

(c) Disclosures on Risk Exposure in Derivatives

Kindly refer to the Risk Management section under Material Accounting Policies and Other Disclosures Note for overview of the risk management framework of the Company.

(₹ in million)

Quantitative Disclosures	Year ended March 31, 2024		Year ended March 31, 2023	
	Currency Derivatives	Interest Rate Derivatives	Currency Derivatives	Interest Rate Derivatives
(i) Derivatives (Notional Principal Amount)				
For hedging	Nil	Nil	Nil	Nil
(ii) Marked to Market Positions				
(a) Asset (+)	0.7	1,848.3	3.7	1,203.9
(b) Liability (-)	Nil	(362.3)	Nil	(648.4)
(iii) Credit Exposure*	16.8	89,019.4	25.8	57,679.7
(iv) Unhedged Exposures	16.8	89,019.4	25.8	57,679.7

* Credit exposure includes exposure on account of margins and default funds

(d) Disclosures relating to Securitisation, financial assets sold to Securitisation / Reconstruction Company for Asset Reconstruction, assignment transactions undertaken by NBFC and details of non-performing financial assets purchased / sold

The Company does not undertake securitisation business and therefore has not sold any assets to securitisation / reconstruction company for asset reconstruction. The Company has not undertaken any assignment transactions. The Company does not have any non-performing assets and has also not sold /purchased any non-performing financial assets.

(e) The Company does not finance products of parent Company.

(f) During the year, there was a passive breach of single borrower limit of a counterparty due to cashflow exchange on an existing derivative transaction. The exposure was brought within limit on the next day. Further, there was no breach of group borrower limit during the year.

(g) Registrations obtained from other financial sector regulators

The Company is registered as a non-deposit accepting Non-Banking Financial Company (NBFC) and is authorised by The Reserve Bank of India for carrying out Primary Dealership business. It is also registered as a Category I - Merchant Banker, Portfolio Manager and stock broker with the Securities & Exchange Board of India. It is currently enabled as proprietary trading and self-clearing member of the currency derivatives, capital market (for trading of government securities) and new debt segments of BSE Limited and currency derivative segment of National Stock Exchange of India Limited. It is also registered as a proprietary trading member of the currency derivatives segment of Metropolitan Stock Exchange of India Limited. Under the Merchant Banking license, the Company is also permitted to act as underwriters while the portfolio manager license permits the Company to also carry out investment advisory services.RBI has authorised the Company to act as a Forex Authorised Dealer – Category III.

(h) Ratings assigned by credit rating agencies

The Company's Tier II borrowings have been rated as "CRISIL AAA" (rated amount ₹ 3,900 million) and 'CARE AAA' (rated amount ₹ 3,900 million) by credit rating agencies CRISIL and CARE respectively. Further, the Company's commercial papers has been rated as A1+ (rated amount ₹ 25,000 million) by CRISIL and ICRA and the company's intraday facility from banks have been rated A1+(rated amount ₹ 65,000 million) by CRISIL.

(i) Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account	Year ended March 31, 2024	Year ended March 31, 2023
Provisions for depreciation on Investment	Nil	Nil
Provision towards NPA	Nil	Nil
Provision made towards Income Tax (including deferred tax)	1,492.3	464.1
Other provisions and contingencies (provision for Expected Credit Loss)(Net)	0.4	(1.6)
Provision for Standard assets	0.0	0.0

0.0 indicates amounts less than ₹ 0.05 million

Above table does not include provisions for employee benefits and other expenses

(j) The Company has not drawn down any amount from reserves.

(k) At March 31, 2024, the Company had lent ₹ 18,699.7 million(excludes impact of expected credit loss) in Repo market(previous year: ₹ 17,221.9 million)

(l) The Company does not have any joint ventures and subsidiaries and has not sponsored any special purpose vehicles.

(m) Customer Complaints

a) No. of complaints pending at the beginning of the year	Nil
b) No. of complaints received during the year	Nil
c) No. of complaints redressed during the year	Nil
d) No. of complaints pending at the end of the year	Nil

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

40. DISCLOSURE PURSUANT TO RBI CIRCULAR RBI/2022-23/26 DOR.ACC.REC.No.20/21.04.018/2022-23 dated April 19, 2022

a) Sectoral exposure

(₹ in million)

Sectors	Current Year			Previous Year		
	Total Exposure (includes on balance sheet and off balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities			0.00%			0.00%
2. Industry						
Road, port, telecom, urban development & other infra	2,053.4	-	0.00%	2,275.6	-	0.00%
Power	0.6		0.00%	107.2		0.00%
Others	863.2	-	0.00%	232.8	-	0.00%
Total of Industry	**2,917.2**	-	**0.00%**	**2,615.6**	-	**0.00%**
3. Services			0.00%			0.00%
Banks	6,946.5		0.00%	9,872.4		0.00%
Services - finance	146,989.0	-	0.00%	163,721.8		0.00%
Others	88.1	-	0.00%	365.8	-	0.00%
Total of Services	**154,024.6**		**0.00%**	**173,960.0**	-	**0.00%**
4. Personal Loans	-	-	0.00%	-	-	0.00%
5. Others	-		0.00%			0.00%
Total	**156,941.8**		**0.00%**	**176,575.6**		**0.00%**

b) Intra-group exposures

(₹ in million)

Particulars	Current Year	Previous year
Total amount of intra-group exposures	232.1	195.3
Total amount of top 20 intra-group exposures	232.1	195.3
Percentage of intra-group exposures to total exposure of the NIIFC on borrowers/customers	0.15%	0.11%

c) Unhedged foreign currency exposure

(₹ in million)

Particulars	Current Year	Previous year
Exchange traded currency futures.	16.8	25.8

d) Related Party Disclosure

(₹ in million)

Related Party	Parent (as per ownership or control)		Subsidiaries		Associates/ joint ventures		Key Management Personnel		Independent Directors		Others		Total	
	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year
Borrowings*	0 (10,500)	6,000 (11,000)	-	-	-	-	-	-	-	-	0 (250)	250 (250)	0 (10,500)	6,250 (11,250)
Borrowings (call / notice) during the year	1,021,540.0	444,200.0											1,021,540.00	444,200.00
Deposits														
Placement of deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Advances														
Investments*											Nil (2,400)	Nil (1,000)	Nil (1,000)	Nil (1,000)
Purchase of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of fixed/other assets	Nil	0.1											Nil	0.1
Interest paid	287.8	116.6									1.6	23.0	289.4	139.6
Interest received	-	-	-	-	-	-	-	-	-	-	7.7	2.2	7.7	2.2
Remuneration to KMP & Director Commission/Sitting Fees							44.1	65.4	5.1	4.3			49.2	69.7
Salary**							15.3	15.5	-	-			15.3	15.5
Others:														
Share Capital	1,563.4	1,563.4											1,563.4	1,563.4
Cash and cash equivalents	166.9	26.7											166.9	26.7
Trade receivables													-	-
Other financial assets	65.2	168.6	-	-	-	-	-	-	-	-	-	-	65.2	168.6
Other Non Financial Assets											5.9	5.9	5.9	5.9
MTM payable on Interest Rate Swaps	27.4	86.7	-	-	-	-	-	-	-	-	-	-	27.4	86.7
Trade payables	20.3	13.2									2.3	2.1	22.6	15.3
Other financial liabilities		1.3										21.4		22.7
Fees and commission income	10.0	17.8	-	-	-	-	-	-	-	-	3.3	5.1	13.3	22.8
Net gain/(loss) on fair value changes of interest rate swaps	(15.4)	(124.2)											(15.4)	(124.2)
Miscellaneous Income	-	0.0	-	-	-	-	-	-	-	-	-	-	-	0.0
Royalty	12.8	32.9	-	-									12.8	32.9
Other expenses	60.5	69.4									4.4	4.4	64.9	73.9
Employee benefits expenses	26.7	25.8	-	-	-	-	-	-	-	-	5.3	6.6	32.0	32.4
Finance costs			-	-							15.6	6.8	15.6	6.8
Dividend paid	1,666.6	1,360.2	-	-	-	-	-	-	-	-	-	-	1,666.6	1,360.2
Contribution to gratuity fund			-								50.0		50.0	-
Corporate Social Responsibility Contribution											71.3	63.7	71.3	63.7
Purchase of securities in trade (including accrued interest)	10,585.7	21,625.8									20,138.7	8,646.1	30,724.0	30,271.9
Sale of securities in trade (including accrued interest)	28,947.2	16,246.1									38,050.8	38,414.7	66,998.0	54,660.8
Notional Principal amount of Interest Rate Swaps outstanding	4,750.0	7,501.8	-	-	-	-	-	-	-	-	-	-	4,750.0	7,501.8

Note: There are no transactions with relatives of KMP and directors

* Figures in parenthesis represents maximum outstanding during the year

0.0 indicates amounts less than ₹ 0.05 million

** Chief Financial Officer and Company Secretary are treated as related party for the purpose of this disclosure

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

e) Disclosure of complaints

1) Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

Sr No		Particulars	Current Year	Previous Year
	Complaints received by the NBFC from its customers			
1		Number of complaints pending at beginning of the year	NIL	NIL
2		Number of complaints received during the year	NIL	NIL
3		Number of complaints disposed during the year	NIL	NIL
	ii. Mutual Fund	Of which, number of complaints rejected by the NBFC	NA	NA
4		Number of complaints pending at the end of the year		
	Maintainable complaints received by the NBFC from Office of Ombudsman		NIL	NIL
5		Number of maintainable complaints received by the NBFC from Office of Ombudsman	NIL	NIL
	5.1	Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman	NA	NA
	5.2	Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	NA	NA
	5.3	Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC	NA	NA
6		Number of Awards unimplemented within the stipulated time (other than those appealed)	NIL	NIL

2) Top five grounds of complaints received by the NBFCs from customers

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
1	2	3	4	5	6
		Current Year			
Ground - 1			NA	NA	NA
Ground - 2			NA	NA	NA
Ground - 3			NA	NA	NA
Ground - 4			NA	NA	NA
Ground - 5			NA	NA	NA
Others			NA	NA	NA
Total			NA	NA	NA
		Previous Year			
Ground - 1			NA	NA	NA
Ground - 2			NA	NA	NA
Ground - 3			NA	NA	NA
Ground - 4			NA	NA	NA
Ground - 5			NA	NA	NA
Others			NA	NA	NA
Total			NA	NA	NA

f) Breach of covenant

There were no instances of breach of covenant of loan availed or debt securities issued

g) Divergence in Asset Classification and Provisioning

There were no additional provisioning requirements assessed by RBI during the inspection conducted during FY 2024

41. DISCLOSURE PURSUANT TO RRBI/2021-22/112 DOR.CRE.REC.No.60/03.10.001/2021-22 dated October 22, 2021

a) Disclosure on modified opinion, if any, expressed by auditors, its impact on various financial items and views of management on audit qualifications

The auditor's opinion on financial statement is unmodified

b) Items of income and expenditure of exceptional nature

There are no Items of income and expenditure of exceptional nature

c) Divergence in asset classification and provisioning above a certain threshold to be decided by the Reserve Bank.

There were no additional provisioning requirements assessed by RBI during the inspection conducted during FY 2024

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ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

42. DISCLOSURE PURSUANT TO RBI CIRCULAR RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 DATED March 13, 2020

For year ended March 31,2024

(₹ in million)

Asset Classification as per RBI Norms	Asset classifica tion as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
Performing Assets						
Standard	Stage 1	18,726.3	(3.8)	18,722.5	(0.2)	(3.6)
	Stage 2	-	-	-	-	-
Subtotal		18,726.3	(3.8)	18,722.5	(0.2)	(3.6)
Non-Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3					
Subtotal		-	-	-	-	-
Total	**Stage 1**	18,726.3	(3.8)	18,722.5	(0.2)	(3.6)
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	Total	18,726.3	(3.8)	18,722.5	(0.2)	(3.6)

For year ended March 31,2023

Asset Classification as per RBI Norms	Asset classifica tion as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
Performing Assets						
Standard	Stage 1	17,226.3	(3.4)	17,222.9	(0.0)	(3.4)
	Stage 2	-	-	-	-	-
Subtotal		17,226.3	(3.4)	17,222.9	(0.0)	(3.4)
Non-Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		-	-	-	-	-
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	**Stage 1**	17,226.3	(3.4)	17,222.9	(0.0)	(3.4)
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	Total	17,226.3	(3.4)	17,222.9	(0.0)	(3.4)

Standard Asset Provisioning on derivatives is not covered in this disclosure as the same is fair valued through Profit &Loss statement

43. DISCLOSURE PURSUANT TO SEBI CIRCULAR NO. SEBI/HO/DDHS/CIR/P/2021/613 DATED AUGUST 10, 2021 (as amended)

Particulars	Details
Name of the Company	ICICI Securities Primary Dealership Limited
CIN	U72900MH1993PLC131900
Outstanding borrowing of Company at March 31, 2024	₹ 3,900 Million*
Highest Credit Rating during the previous FY along with name of the Credit Rating Agency	The Company's Tier II borrowings have been rated as "CRISIL AAA" (rated amount ₹ 3,900 million) and 'CARE AAA' (rated amount ₹ 3,900 million) by credit rating agencies CRISIL and CARE respectively.
Name of Stock Exchange in which the fine shall be paid, in case of shortfall in the required borrowing under the framework	BSE Limited

(* Only borrowings with original maturity of one year and above)

The Company confirms that it is a 'Large Corporate' as per the applicability criteria given under above-mentioned SEBI circular.

Annual Disclosure in terms of para 4.1.ii of the above-mentioned SEBI circular

1. Report filed for Financial Year : FY 2024
2. Details of the borrowings*
3. Details of the current block:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
2-year block period (Specify financial years)	FY 2024 & FY 2025	FY 2023 & FY 2024
Incremental borrowing done in financial year (a)	Nil	Nil
Mandatory borrowing to be done through issuance of debt securities (b) = (25% of a)	Nil	Nil
Actual borrowings done through debt securities in financial year (c)	Nil	Nil
Shortfall in the mandatory borrowing through debt securities, if any, for FY 2023 carried forward to FY 2024 (d)	Nil	Nil
Reasons for short fall, if any, in mandatory borrowings through debt securities	NA	NA
Quantum of (d), which has been met from (c) (e)	Nil	Nil
Shortfall, if any, in the mandatory borrowing through debt securities (f)= (b)-[(c)-(e)]	Nil	Nil
Amount of fine to be paid for the year	Nil	Nil

(* Only borrowings with original maturity of one year and above)

C.HATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N.A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

44. Previous year figures have been regrouped/rearranged wherever considered necessary to confirm with current year classification.

As per our report of even date.

For and on behalf of the Board of Directors of
ICICI Securities Primary Dealership Limited

For Chaturvedi & Co.
Chartered Accountants
Firm Registration No. 302137E

TUSHAR KANDOI
Partner
Membership No: 136229

Mumbai, April 19, 2024

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No.116560W / W100149

MILAN MODY
Partner
Membership No: 103286

B. PRASANNA
Chairman
DIN : 02257744

ASHVIN PAREKH
Director
DIN : 06559989

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

RIYA SAWANT
Company Secretary

Mumbai, April 19, 2024

ICICI SECURITIES PRIMARY DEALERSHIP LIMITED
CIN: U72900MH1993PLC131900
Schedule to the Balance Sheet at March 31, 2024

(as required in terms of paragraph 18 of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016

(₹ in million)

	Particulars		
	Liabilities side :		
(1)	**Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:**	**Amount outstanding**	**Amount overdue**
	(a) Debentures : Secured	-	-
	: Unsecured	4,146.2	Nil
	(Other than falling within the meaning of public deposits)		
	(b) Deferred Credits	-	Nil
	(c) Term Loans	-	Nil
	(d) Inter-corporate loans and borrowing	3,339.5	Nil
	(e) Commercial Paper	2,476.5	Nil
	(f) Other Loans -		
	TREPS - Secured	12,147.7	Nil
	Borrowings under LAF & SLF - Secured	26,228.3	Nil
	Repo Borrowings - Secured	237,674.3	Nil
	Call, Notice and Term Money - Unsecured	34,266.3	Nil

	Assets side :	
(2)	**Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :**	**Amount outstanding**
	(a) Secured	18,696.1
	(b) Unsecured	26.4

(3)	**Break-up of Leased Assets and stock on hire and other assets counting towards asset financing activities**	**Amount outstanding**
	(i) Lease assets including lease rentals under sundry debtors :	
	(a) Financial lease	Nil
	(b) Operating lease	Nil
	(ii) Stock on hire including hire charges under sundry debtors :	
	(a) Assets on hire	Nil
	(b) Repossessed Assets	Nil
	(iii) Other loans counting towards AFC activities	
	(a) Loans where assets have been repossessed	Nil
	(b) Loans other than (a) above	Nil

(4)	**Break-up of Investments ***	
	Current Investments	
	1. Quoted	
	(i) Shares : (a) Equity	2.8
	(b) Preference	-
	(ii) Debentures and Bonds	28,703.5
	(iii) Units of mutual funds	-
	(iv) Government Securities	287,231.4
	(v) Others	-
	2. Unquoted	
	(i) Shares : (a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others	-
	Long Term Investments	
	1. Quoted	
	(i) Shares : (a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others	-
	2. Unquoted	
	(i) Shares : (a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others	-

CHATURVEDI & CO. FRN 302137C MUMBAI Chartered Accountants

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

(₹ in million)

(5)	Borrower group-wise classification of assets financed as in (2) and (3) above :			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	1. Related Parties			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-
	(c) Other related parties	-	-	-
	2. Other than related parties	18,696.1	26.4	18,722.5
	Total	**18,696.1**	**26.4**	**18,722.5**

(6)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :		
	Category	Market Value	Book Value (Net of provisions)
	1. Related Parties		
	(a) Subsidiaries	-	-
	(b) Companies in the same group	-	-
	(c) Other related parties	-	-
	2. Other than related parties	315,937.7	315,937.7
	Total	**315,937.7**	**315,937.7**

(7)	Other information	
	Particulars	Amount
(i)	Gross Non-Performing Assets	
	(a) Related parties	-
	(b) Other than related parties	-
(ii)	Net Non-Performing Assets	
	(a) Related parties	-
	(b) Other than related parties	-
(iii)	Assets acquired in satisfaction of debt	-

* Includes investments fair valued through profit or loss

For and on behalf of the Board of Directors of
ICICI Securities Primary Dealership Limited

B. PRASANNA
Chairman
DIN : 02257744

ASHVIN PAREKH
Director
DIN : 06559989

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

JATINDER PAPNEJA
Chief Financial Officer

RIYA SAWANT
Company Secretary

Mumbai, April 19, 2024

CHATURVEDI & CO. FRN 302137E MUMBAI Chartered Accountants

N. A. SHAH ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

ICICI SECURITIES PRIMARY DEALERSHIP LTD.

ICICI Securities
Primary Dealership Limited

Date: April 19, 2024

The Board of Directors
ICICI Securities Primary Dealership Limited

Sub: Compliance Certificate under Regulation 17 (8) of Listing Obligation & Disclosure Regulations

We confirm that:

A. We have reviewed financial statements and the cash flow statement for year ended March 31, 2024 and that to the best of their knowledge and belief:

(1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year ended March 31, 2024 which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

(1) significant changes in internal control over financial reporting during the year ended March 31, 2024;

(2) significant changes in accounting policies during the period ended March 31, 2024 and that the same have been disclosed in the notes to the financial statements; and

(3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Jatinder Papneja
Senior Vice President & CFO

Shailendra Jhingan
Managing Director & CEO

ICICI Securities Primary Dealership Limited
501-B, First International Financial Centre,
Plot No. C - 54 & 55, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400098,
Maharashtra, India.
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CIN : U72900MH1993PLC131900
Tel : (91 22) 6637 7100
Website : www.icicisecuritiespd.com
Email id : info@isecpd.com