



**Registered Office:** ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai - 400020

**Website:** <http://www.icicisecuritiespd.com/>

Tel: (022) 22882460 /70 Fax :( 022) 22882312 /13

**Issue of 250 Unsecured, Subordinated, Listed, Redeemable, Non-Convertible Debentures of the face value of ₹ 1,000,000/- each, at par, aggregating ₹ 250.0 million plus a green shoe option for up to 250 Unsecured, Subordinated, Listed, Redeemable, Non-Convertible Debentures of the face value of ₹ 1,000,000/- each, at par, aggregating ₹ 250.0 million, on private placement basis constituting as Tier II capital ("the Debentures")**

**GENERAL RISKS:** Investors are advised to read the Risk Factors carefully before taking an investment decision in this offering. For taking an investment decision, the investors must rely on their own examination of the Issuer and the Issue including the risks involved. The Debentures have not been recommended or approved by Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of the investors is invited to the Risk Factors on page 9 of the Offer Document.

**ISSUER'S ABSOLUTE RESPONSIBILITY:** The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Offer Document contains all information with regard to the Issuer and the Issue, which is material in the context of the Issue, that the information contained in this Offer Document is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

**CREDIT RATING OF THE DEBENTURES:** 'CRISIL AAA' by CRISIL for ₹ 500 million and 'CARE AAA' by CARE for ₹ 500 million indicating highest degree of safety regarding timely servicing of financial obligations.

The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The ratings obtained are subject to revision at any point of time in the future. The Rating Agencies have a right to suspend or withdraw the rating at any time on the basis of new information, etc.

**LISTING OF THE DEBENTURES:** Listing of the Debentures is proposed to be carried out on the Wholesale Debt Segment (WDM) of the Bombay Stock Exchange Limited (BSE). This Offer Document for Private Placement is neither a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures to be issued by ICICI Securities Primary Dealership Limited.

**Arrangers to the issue:**

**ICICI SECURITIES PRIMARY DEALERSHIP LTD**

**Regd Office** – ICICI Center, H T Parekh Marg, Churchgate, Mumbai- 400020

Tel: (022) 2288 2460/70 Fax:(022) 2288 2312

**Registrars:**

**LINK INTIME INDIA PRIVATE LIMITED**

**Regd Office** –

C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai 400078

Tel:(022) 25963838 Fax:(022) 25946979

Email: [vinayak.bendal@linkintime.co.in](mailto:vinayak.bendal@linkintime.co.in)

Website: <http://linkintime.co.in/website/>

**Trustee:**

**IDBI Trusteeship Services Limited**

**Regd office** - Asian Building, Ground Floor

17, R. Kamani Marg, Ballard Estate,

Mumbai – 400 001

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## **I. DISCLAIMER CLAUSE**

### *1. DISCLAIMER OF THE ISSUER*

This Disclosure Document is neither a Prospectus nor a Statement in Lieu of Prospectus and is prepared in accordance with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide circular no. LAD-NRO/GN/2008/13/127878 dated June 06, 2008, as amended and Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012 issued vide circular no. LAD-NRO/GN/2012-13/19/5392 dated October 12, 2012, as amended. This Disclosure Document does not constitute an offer to public in general to subscribe for or otherwise acquire the Debentures to be issued by ICICI Securities Primary Dealership Limited (the "Issuer"/ the "Company"/ "I-Sec PD"). This Disclosure Document is for the exclusive use of the addressee and it should not be circulated or distributed to third party(ies). It is not and shall not be deemed to constitute an offer or an invitation to the public in general to subscribe to the Debentures issued by the Issuer. This Debenture issue is made strictly on private placement basis. Apart from this Disclosure Document, no offer document or prospectus has been prepared in connection with the offering of this Debenture issue or in relation to the issuer.

This Disclosure Document is not intended to form the basis of evaluation for the prospective subscribers to whom it is addressed and who are willing and eligible to subscribe to the Debentures issued by I-Sec PD. This Disclosure Document has been prepared to give general information regarding I-Sec PD to parties proposing to invest in this issue of Debentures and it does not purport to contain all the information that any such party may require. I-Sec PD believes that the information contained in this Disclosure Document is true and correct as of the date hereof. I-Sec PD does not undertake to update this Disclosure Document to reflect subsequent events and thus prospective subscribers must confirm about the accuracy and relevancy of any information contained herein with I-Sec PD. However, I-Sec PD reserves its right for providing the information at its absolute discretion. I-Sec PD accepts no responsibility for statements made in any advertisement or any other material and anyone placing reliance on any other source of information would be doing so at his own risk and responsibility.

Prospective subscribers must make their own independent evaluation and judgment before making the investment and are believed to be experienced in investing in debt markets and are able to bear the economic risk of investing in Debentures. It is the responsibility of the prospective subscriber to have obtained all consents, approvals or authorizations required by them to make an offer to subscribe for, and purchase the Debentures. It is the responsibility of the prospective subscriber to verify if they have necessary power and competence to apply for the Debentures under the relevant laws and regulations in force. Prospective subscribers should conduct their own investigation, due diligence and analysis before applying for the Debentures. Nothing in this Disclosure Document should be construed as advice or recommendation by the Issuer or by the Arrangers to the Issue to subscribers to the Debentures. The prospective subscribers also acknowledge that the Arrangers to the Issue do not owe the subscribers any duty of care in respect of this private placement offer to subscribe for the Debentures. Prospective subscribers should also consult their own advisors on the implications of application, allotment, sale, holding, ownership and redemption of these Debentures and matters incidental thereto.

This Disclosure Document is not intended for distribution. It is meant for the consideration of the person to whom it is addressed and should not be reproduced by

the recipient. The securities mentioned herein are being issued on private placement Basis and this offer does not constitute a public offer/ invitation.

The Issuer reserves the right to withdraw the private placement of the Debenture issue prior to the issue closing date(s) in the event of any unforeseen development adversely affecting the economic and regulatory environment or any other force majeure condition including any change in applicable law. In such an event, the Issuer will refund the application money, if any, along with interest payable on such application money, if any.

***2. DISCLAIMER OF THE SECURITIES & EXCHANGE BOARD OF INDIA:***

This Disclosure Document has not been filed with Securities & Exchange Board of India ("SEBI"). The Debentures have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this Disclosure Document. It is to be distinctly understood that this Disclosure Document should not, in any way, be deemed or construed that the same has been cleared or vetted by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the Issue is proposed to be made, or for the correctness of the statements made or opinions expressed in this Disclosure Document. The Issue of Debentures being made on private placement basis, filing of this Disclosure Document is not required with SEBI. However SEBI reserves the right to take up at any point of time, with the Issuer, any irregularities or lapses in this Disclosure Document.

***3. DISCLAIMER OF THE STOCK EXCHANGE:***

As required, a copy of this Disclosure Document has been submitted to BSE Limited (hereinafter referred to as "BSE") for hosting the same on its website. It is to be distinctly understood that such submission of the Disclosure Document with BSE or hosting the same on its website should not in any way be deemed or construed that the Disclosure Document has been cleared or approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Disclosure Document; nor does it warrant that this Issuer's securities will be listed or continue to be listed on the Exchange; nor does it take responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of the Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

**II. DEFINITIONS**

"ICICI Securities Primary Dealership Limited " / "I-Sec PD" / "Company" / "Issuer"	ICICI Securities Primary Dealership Limited a Company Registered under the Companies Act, 1956
Articles	Articles of Association of the Company
Board	Board of Directors of the Company or a Committee thereof
Debentureholder	The holder of the Debentures
Debentures	Unsecured, Subordinated, listed, Redeemable , Non-Convertible Debentures
NSDL	National Securities Depository Limited
CDSL	Central Depository Services Limited
Depository/ies	NSDL and/or CDSL
DP	Depository Participant
FY	Financial Year
I.T. Act	The Income-tax Act, 1961 as amended from time to time
Issue	Issue of 250 Unsecured, Subordinated, Listed, Redeemable, Non-Convertible Debentures of the face value of ₹ 1,000,000/- each, at par, aggregating ₹ 250.0 million plus a greenshoe option for up to 250 Unsecured, Subordinated, Listed, Redeemable, Non-Convertible Debentures of the face value of ₹ 1,000,000/- each, at par, aggregating ₹ 250.0 million, on private placement basis constituting as Tier II capital ("the Debentures")
Memorandum	Memorandum of Association of the Company
RBI	The Reserve Bank of India
SEBI	Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI Regulations	SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended and Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012
Subordinated debt	<ul style="list-style-type: none"> <li>• To be eligible for inclusion in Tier II capital, the instrument should be fully paid-up, unsecured, subordinated to the claims of other creditors, free of restrictive clauses, and should not be redeemable at the initiative of the holder or without the consent of the Reserve Bank of India (RBI).</li> <li>• Instruments with an initial maturity of less than 5 years or with a remaining maturity of one year</li> </ul>

	<p>should not be included as part of Tier II capital.</p> <ul style="list-style-type: none"> <li>• Subordinated debt instruments eligible to be reckoned as Tier II capital will be limited to 50 percent of Tier I capital.</li> <li>• subordinated debt instruments included in Tier II capital may be subjected to discount at the rates shown below:</li> </ul> <table border="1" data-bbox="684 488 1386 913"> <thead> <tr> <th data-bbox="684 488 1217 595"><b>Remaining Maturity of Instruments</b></th> <th data-bbox="1217 488 1386 595"><b>Rate of Discount (%)</b></th> </tr> </thead> <tbody> <tr> <td data-bbox="684 595 1217 629">Less than one year</td> <td data-bbox="1217 595 1386 629">100</td> </tr> <tr> <td data-bbox="684 629 1217 701">One year and more but less than two years</td> <td data-bbox="1217 629 1386 701">80</td> </tr> <tr> <td data-bbox="684 701 1217 772">Two years and more but less than three years</td> <td data-bbox="1217 701 1386 772">60</td> </tr> <tr> <td data-bbox="684 772 1217 844">Three years and more but less than four years</td> <td data-bbox="1217 772 1386 844">40</td> </tr> <tr> <td data-bbox="684 844 1217 913">Four years and more but less than five years</td> <td data-bbox="1217 844 1386 913">20</td> </tr> </tbody> </table>	<b>Remaining Maturity of Instruments</b>	<b>Rate of Discount (%)</b>	Less than one year	100	One year and more but less than two years	80	Two years and more but less than three years	60	Three years and more but less than four years	40	Four years and more but less than five years	20
<b>Remaining Maturity of Instruments</b>	<b>Rate of Discount (%)</b>												
Less than one year	100												
One year and more but less than two years	80												
Two years and more but less than three years	60												
Three years and more but less than four years	40												
Four years and more but less than five years	20												
The Act	The Companies Act, 2013												
Trustees	Trustees for the Debentureholders												

### III. RISK FACTORS

The investors should consider the following risk factors carefully for evaluating the Company and its business before making any investment decision. Unless the context requires otherwise, the risk factors described below apply to ICICI Securities Primary Dealership Limited only.

#### **Internal Risks**

1. Contingent Liabilities as at March 31, 2018: ₹ 111.39 million.

#### **Management Perception**

These contingent liabilities are in the normal course of business.

2. These Debentures are unsecured and subordinated in nature and constitute Tier II capital of the Company.
3. **Operational and Systemic Risk** - The Company is faced with operational and systemic risk as a result of a range of factors viz., improper authorisations, inappropriate documentation and failure in maintenance of proper security policies, frauds, inadequate training and employee errors. Further, the security risk in terms of handling IT related products involves certain risk like data loss, confidentiality, business continuity and network security.

#### **Management Perception**

Efforts are made on an ongoing basis to minimise and eliminate operational risk by way of effective internal control systems, establishment of systems and procedures to monitor transactions, adequate back-up procedures and meticulous contingency planning.

The internal audit department undertakes a comprehensive audit of all business groups and functional areas. Further, it also conceptualises and implements effective systems of internal controls. The Company conducts regular Audits of the Systems and Procedures and reports the same to the Audit Committee of the Company and monitors security policies and effective functioning of all major systems on a regular basis.

4. The resignations of key managerial personnel may have an impact on operations.

#### **Management Perception**

The Human Resources department takes steps to ensure management continuity. I-Sec PD has been able to identify and attract talent internally and externally to ensure smooth business operations.

5. We may be involved in litigation and regulatory proceedings.

### **Management Perception**

Currently, there are no litigations pending against the Company. However, litigation may come up in the normal course of business of the Company.

### **External Risks**

1. **Market Risk** - Being a primary dealer, underwriting and trading in government securities (G-Sec) is a key activity. I-Sec PD's business volumes & earnings are subject to interest rate movements.

### **Management Perception**

The Company has put in place risk management systems to address market risks. The Company also uses interest rate swaps (IRS) as a product to manage interest rate risk.

2. **Legal & Statutory Risks** - Being a primary dealer registered with Reserve Bank of India ("RBI"), the Company's operations are regulated by RBI. The Company is also required to comply with statutory enactments including the Companies Act, 2013 ("the Act"), Reserve Bank of India Act, Regulations issued by RBI as applicable to Primary Dealers', SEBI Regulations, etc.

### **Management Perception**

The Company has taken adequate steps for complying with the prudential norms and other directions issued by the Reserve Bank of India in respect of primary dealers. Additionally, measures have also been taken to ensure proper compliance under the provisions of the Act, regulations and guidelines issued by SEBI and various other related laws.

**IV. Issuer Information:**

<b>Name of the Issuer</b>	: ICICI Securities Primary Dealership Limited
<b>Registered and Corporate office</b>	: ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai – 400 020 Tel. no.: +91 22 2288 2460/70 Fax no.: +91 22 2288 2312/13 <a href="http://www.icicisecuritiespd.com">http://www.icicisecuritiespd.com</a>
<b>Compliance Office of the Issuer</b>	: Ms. Prachiti D. Lalingkar ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai – 400 020 Tel. no.: +91 22 6637 7342 Fax no.: +91 22 2284 5572 Email: <a href="mailto:prachiti.lalingkar@isecpd.com">prachiti.lalingkar@isecpd.com</a>
<b>CFO of the Issuer</b>	: Mr. Abhijeet Guin ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai – 400 020 Tel. no.: +91 22 6637 7424 Fax no.: +91 22-6637 7413 Email: <a href="mailto:abhijeet.guin@isecpd.com">abhijeet.guin@isecpd.com</a>
<b>Arrangers of the instrument</b>	: ICICI Securities Primary Dealership Limited ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai – 400 020 Tel. no.: +91 22 2288 2460/70 Fax no.: +91 22 2288 2312
<b>Trustee of the Issue</b>	: IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001
<b>Registrar of the issue</b>	: Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai 400078
<b>Credit rating Agency of the issue</b>	: CRISIL Limited Crisil House, Central Avenue, Hiranandani Business Park, Powai, Mumbai – 400 076  CARE Ratings Limited 4 <sup>th</sup> Floor, Godrej Coliseum, Somaiya Hospital Road, Sion East, Mumbai 400022
<b>Auditors of the Issuer</b>	: B S R & Co. LLP Lodha Excelus, Apollo Mills Compound NM Joshi Marg, Mahalaxmi, Mumbai 400 011

**V. DETAILS OF DIRECTORS OF THE ISSUER****A. CURRENT DIRECTORS OF THE ISSUER:**

The composition of the Board of Directors of the Company as on March 31, 2018 is as under:

<b>Name, Designation and DIN</b>	<b>Age</b>	<b>Address</b>	<b>Director of the Company since</b>	<b>Details of other directorship</b>
Mr. N. S. Kannan, Chairman, DIN-00066009	52	Flat B 204, Kalpataru Horizon, S.K. Ahire Marg, Worli, Mumbai 400 018.	May 1, 2009	1. ICICI Bank Limited 2. ICICI Lombard General Insurance Company Limited 3. ICICI Prudential Asset Management Company Limited 4. ICICI Prudential Life Insurance Company Limited 5. ICICI Bank UK PLC 6. ICICI Bank Canada
Mr. B. Prasanna, Vice Chairman, DIN- 02257744	47	1105, Tower B, Ashok Towers, Dr. S. S. Rao Road, Parel, Mumbai 400 012	June 28, 2008	1. The Fixed Income Money Market and Derivatives Association of India 2. The Clearing Corporation Of India Limited
Mr. Dilip Karnik Director, DIN - 06419513	67	1102, Model Colony, Shivajinagar, Pune, 411016.	August 26, 2014	1. ICICI Prudential Life Insurance Company Limited 2. ICICI Prudential Asset Management Company Limited 3. Birla Corporation Limited 4. Vindya Telelinks Limited 5. Universal Cables Limited
Mr. Ashvin Parekh Director, DIN - 06559989	64	501, 5 <sup>th</sup> floor, Raheja Princess, S K Bole road, Prabhadevi, Mumbai, 400025.	March 30, 2015	1. Ashvin Parekh Advisory Services LLP 2. ICICI Lombard General Insurance Company Limited 3. ICICI Securities Limited 4. National Pension Trust (Chairman of the Board)

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Mr. Radhakrishnan Nair Director DIN- 07225354	63	J1403, Raheja Vistas, Raheja Vihar, Chandivali, Mumbai 400072	October 1, 2015	<ol style="list-style-type: none"> <li>1. ICICI Prudential Trust Limited</li> <li>2. Indian Commodity Exchange Limited</li> <li>3. Touchstone Regulatory Advisors Private Limited</li> <li>4. ICICI Prudential Life Insurance Company Limited</li> <li>5. Inditrade Microfinance Limited</li> <li>6. Geojit Financial Services Limited</li> </ol>
Ms. Shilpa Kumar, Director DIN- 02404667	51	The Cliff Co-op Housing Society, 2nd floor, 27 Pochkanwalla Road, Worli, Mumbai 400 025.	June 23, 2011	<ol style="list-style-type: none"> <li>1. ICICI Securities Limited</li> <li>2. The Ugar Sugars Works Ltd.</li> <li>3. National Investment and Infrastructure Fund Limited</li> </ol>
Mr. Subir Saha, Director, DIN- 00227049	47	Flat No. C-401, Anmol, Opp. Patel Auto, S. V. Road, Goregoan, Mumbai 400062	July 17, 2007	Comm Trade Services Limited
Mr. Shailendra Jhingan Managing Director & CEO, DIN- 07636448	51	E – 704, Ashok Gardens, 7 <sup>th</sup> Floor, Tower II, T J Road, Sewri, Mumbai 400015	November 3, 2016	Primary Dealers Association of India

None of the current directors of the Issuer appear in the RBI's defaulter list or ECGC's default list.

**B. CHANGE IN DIRECTORS OF THE ISSUER SINCE LAST THREE YEARS:**

Changes in the Board of Directors of the Company since April 1, 2015 (i.e. during the last three years) are as under:

<b>Name, Designation and DIN</b>	<b>Date of Appointment / Resignation</b>	<b>Director of the Company since (in case of resignation)</b>	<b>Remarks</b>
Mr. Radhakrishnan Nair Director	October 1, 2015	Not applicable	Appointed on the Board of Directors

DIN- 07225354			
Mr. Uday Chitale, Director, DIN- 00043268	October 10, 2015	October 11, 2005	Retired from the Board of Directors
Mr. Sundaram G. H. Executive Director, DIN- 02516202	May 16, 2016	January 15, 2009	Resigned from the Board of Directors
Mr. Shailendra Jhingan Managing Director & CEO, DIN- 07636448	November 3, 2016	Not applicable	Appointed on the Board of Directors

Mr. B. Prasanna, DIN- 02257744 was re-designated as the Vice Chairman from the Managing Director & CEO with effect from November 3, 2016

## VI. DETAILS OF STATUTORY AUDITORS OF THE ISSUER

### A. CURRENT STATUTORY AUDITORS OF THE ISSUER:

Details of the statutory auditors of the Issuer for financial year 2018-19 are as under:

Name of Statutory Auditors	Firm Registration No.	Address & Contact Details	Auditor since
B S R & Co. LLP, Chartered Accountants	101248W/W-100022	Lodha Excelus, 5th Floor Apollo Mills Compound N.M. Joshi Marg, Mahalaxmi Mumbai - 400 011	April 1, 2017

### B. CHANGE IN STATUTORY AUDITORS OF THE ISSUER SINCE LAST THREE YEARS:

In accordance with provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, S. R. Batliboi & Co. LLP, ICAI Firm Registration Number: 301003E (formerly known as S. R. Batliboi & Co.), Chartered Accountants, Mumbai, retired as the statutory auditors of the Company at the conclusion of the Twenty Fourth Annual General Meeting held on June 12, 2017.

## VII. BRIEF SUMMARY OF BUSINESS/ ACTIVITIES OF ISSUER AND ITS LINE OF BUSINESS

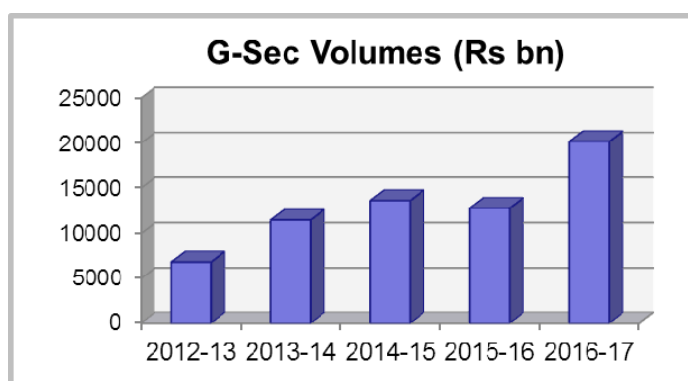
### A. Overview:

ICICI Securities Primary Dealership Limited is a fully owned subsidiary of ICICI Bank Limited. I-Sec PD is one of the first and largest primary dealers in India with one of the best profitability ratios among peers. I-Sec PD is the only bond house with a leading presence across all fixed income products, syndication & placement and trading & research. I-Sec PD has a strong presence in G-Sec trading, IRS, Corporate bonds trading and equity trading. In addition, it has a strong Debt Capital Market team which has been ranked among the Top 5 in Debt Origination and Placements for the past several years.

### Trading:

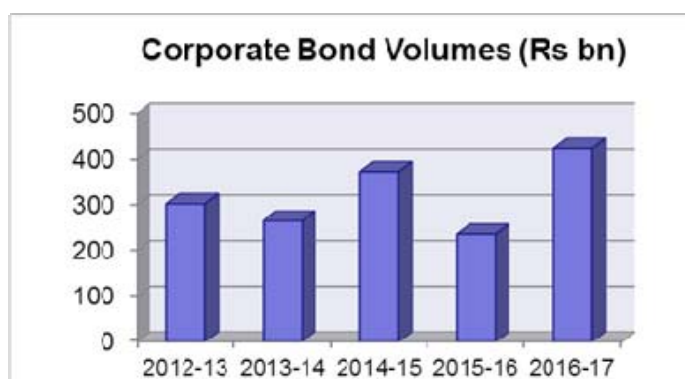
#### Government Securities Trading:

For past several years, I-Sec PD has been one of the top participants (in terms of trading volumes and primary subscriptions) in the G-Sec auctions. The firm has demonstrated the ability to significantly outperform markets irrespective of business conditions. Due to its leadership position, a large number of market participants tend to track the company's views on trading strategies and price discovery. The desk achieved volumes upwards of ₹ 20,000 billion in FY 2017.



#### Corporate Bond Trading:

I-Sec PD has a significant presence in the corporate bond market by way of trading and market making. The desk achieved volumes of over ₹ 400 billion in FY 2017.



**IRS Trading:**

I-Sec PD is one of the largest players with annual swap volume of over ₹ 3,700 billion in FY 2016. I-Sec-PD was the first to transact in IRS since its introduction in July 1999. With specialized capabilities of being market makers, it offers two-way quotes in the IRS market, especially in Overnight Indexed Swaps (OIS). I-Sec PD provides active assistance to clients in designing and marketing interest rate structures to suit their objectives.

**Equity Trading:**

I-Sec PD's proprietary equity trading includes dealing in both Cash and Derivatives. The Company's directional as well as arbitrage trades take advantage of market opportunity. The Company's directional trade is supported by research from various brokers and primary information by meeting the companies.

**Research:**

I-Sec PD's high quality research capabilities are widely accepted as the industry standard. It is one of the first bond houses to publish fixed income research. I-Sec PD has developed innovative and pioneering initiatives that have been considered as landmarks in the Bond market.

I-Bex, a comprehensive government security index, is published daily and is widely accepted by market participants.

**Sales:**

I-Sec PD has a strong and wide distribution network of relationships covering institutional investors such as FPIs, Banks, Mutual Funds, Insurance Companies, Provident Funds etc. With over a decade of market presence, I-Sec PD has not only built a large client base, but also been able to garner profound understanding of resource and deployment requirement. The Company's clients regard it as a Trusted Financial Advisor.

**Portfolio Management Services:**

I-Sec PD is highly regarded in market for its integrity and has an enviable reputation for guarding its clients' interests. I-Sec PD provides active fund management and advisory services to a number of Provident and Pension Funds.

I-Sec PD is one of the discretionary fund managers for Employees Provident Fund Organisation (EPFO) and Coal Mines Provident Fund (CMPF), the two largest provident funds in India.

I-Sec PD also provides advisory services to other retirement funds.

**Debt Capital Markets (DCM):**

I-Sec PD has a very strong team having extensive knowledge of Fixed Income universe across products and markets. I-Sec PD has been consistently ranked among Top 5 in debt league tables.

<b>Market Leadership</b>
<ul style="list-style-type: none"><li>• Consistent leader in Debt league tables</li><li>• Associated with almost all AAA rated debt issues</li><li>• Extensive knowledge of Fixed</li></ul>

<b>Highlights of Select Deals</b>
<ul style="list-style-type: none"><li>• Sole Arranger to first issuance of subordinated debentures by an Insurance Company – ICICI Lombard General Insurance Company (2016)</li><li>• Arranger to the only two Supranational</li></ul>

Income products and markets

- Powerful distribution capability
- Sound structuring expertise
- Balance sheet strength for executing underwritten and bought out deals
- Highest reputation and regular interaction with regulatory agencies
- Arranger to issues across various industries – Supra-nationals, Banks, Financial Institutions, Insurance, Holding Companies, Infrastructure, PSUs, NBFCs, HFCs

Bond issues in Indian markets - ADB's 2004 INR Bond Issue and IFC's 2014 'Maharaja Bond' issue

- Arranger to the first and only corporate bond reissuance in the Indian markets by IFC in Jan, 2016
- Syndication of Security Receipts for India's first Distressed Assets fund in FY 2008
- Arranger to ₹ 13.0 billion of Nuclear Power Corporation of India Limited (NPCIL) issue in FY 2010. I-Sec PD was the pioneer to quote in the 10 year floating rate bond which was a part of the issue. The issue opened the 10 year floating rate market with other issuers following NPCIL.
- Active across Rating Spectrum from BBB to AAA

The various prestigious awards won by the Company, over the years are a strong testimony of its capabilities and continuing dominant position in the market.

## THE ASSET

**Best Domestic Bond House – 2014, 2013, 2009, 2007**

**EUROMONEY**

**Best Debt House in India - 2012**

**GREENWICH  
ASSOCIATES**

**Rank 5 in 'Domestic Currency Asian Credit' – 2010  
Only domestic entity to be ranked in the Asian  
Fixed-Income Investors Study**

**FinanceAsia.com**

**Best Bond House  
- 2009, 2007, 2006, 2005, 2004 and 2001**

**ASIAMONEY**

**Best Domestic Bond House in India  
- 2007, 2005, 2004, 2002**

### **Corporate Risk Management Group (CRMG):**

CRMG frames effective and contemporary risk management policies addressing market and credit risk. The group has developed comprehensive risk management policies which seek to minimize risks generated by the activities of the organization. The group develops and maintains models to assess market risks which are constantly updated to capture the dynamic nature of the markets and in this capacity, participates in the evaluation and introduction of new products and business activities.

**B. Capital Structure:**

ICICI Securities Primary Dealership Limited was incorporated as ICICI Securities and Finance Company Limited on February 22, 1993 as a joint venture with Morgan Guaranty International Finance Corporation, an indirect subsidiary of J.P. Morgan Co. Incorporated (JP Morgan) to provide investment banking services to investors. The name ICICI Securities and Finance Company Limited was changed to ICICI Securities Limited on April 7, 2003 which was further changed to ICICI Securities Primary Dealership Limited on March 1, 2007.

RBI had vide its circular No. IDMD. PDRS./26/03.64.00/2006-07 dated July 4, 2006 in respect of diversification of activities by stand-alone Primary Dealers (PDs) - Operational Guidelines prohibited PDs from having a subsidiary in India or abroad and PDs that already have step-down subsidiaries (in India and abroad) were required to restructure the ownership pattern of these subsidiaries. The circular also provided for the activities that PD's can undertake.

ICICI Securities Primary Dealership Limited being a primary dealer was required to comply with this circular. Accordingly, the Company transferred all the shares held by it in ICICI Securities Limited (formerly known as ICICI Brokerage Services Limited, which was a subsidiary of the Company) to ICICI Bank Limited on May 9, 2007 and May 18, 2007. ICICI Securities Limited is now a 100% subsidiary of ICICI Bank Limited. Also, the shares held by ICICI Securities Primary Dealership Limited in ICICI Securities Holdings, Inc. (which was a foreign subsidiary of the Company) were transferred to ICICI Securities Limited on May 9, 2007. With this, the Company no longer has any subsidiary in India or abroad.

**C. KEY OPERATIONAL & FINANCIAL PARAMETERS OF THE ISSUER FOR THE LAST 3 AUDITED YEARS:**

(₹ in crores)

Sr. No.	Parameters	FY 2017-18	FY 2016-17	FY 2015-16
1.	Networth	974.24	943.52	866.86
2.	Total Debt	15,540.19	9,883.57	13,594.35
	of which:			
a.	Non Current Maturities of Long Term Borrowing	475.00	425.00	380.00
b.	Short Term Borrowing	15,065.19	9,458.57	13,214.35
c.	Current Maturities of Long Term Borrowing	Nil	Nil	Nil
3.	Net Fixed Assets	1.84	2.58	4.34
4.	Non Current Assets	341.22	163.97	202.15
5.	Cash and Cash Equivalents	87.29	169.11	91.76
6.	Current Investments	Nil	Nil	Nil
7.	Current Assets	16,898.91	13,003.82	15,875.13
8.	Current Liabilities	727.54	2,343.28	1,712.17
9.	Assets Under Management*			
10.	Off Balance Sheet Assets	Nil	Nil	Nil
11.	Interest Income	1,034.27	1,047.95	1,030.53
12.	Interest Expense	824.4	865.84	945.04
13.	Provisioning & Write-offs	0.09	0.05	0.01
14.	Profit After Taxation ("PAT")	111.63	411.6	195.47

15.	Gross NPA to Gross Advances (%)	0.00%	0.00%	0.00%
16.	Net NPA to Net Advances (%)	0.00%	0.00%	0.00%
17.	Tier I Capital Adequacy Ratio (%) <sup>@</sup>	23.91%	25.62%	25.15%
18.	Tier II Capital Adequacy Ratio (%) <sup>@</sup>	NA	NA	NA

\* ICICI Securities Primary Dealership Ltd has not done any securitization transaction and does not have any assets under management. However, the Company provides discretionary PMS services to its clients.

@ Capital Adequacy ratio Calculated as per Master Circular- Capital Adequacy Standards and Risk Management Guidelines for standalone Primary Dealers dated July 01, 2014. The said circular does not prescribe Tier II Capital Adequacy Ratio.

#### D. GROSS DEBT EQUITY RATIO OF THE ISSUER

(₹ in crores)

Particulars	Pre-Issue (as on March 31, 2018)	Post Issue of Bonds of ₹ 50 crore *
TOTAL DEBT	15,540.19	15,590.19
SHAREHOLDERS' FUNDS	974.24	974.24
Share Capital	156.34	156.34
Reserve & Surplus (excluding Revaluation Reserve)	817.90	817.90
Net Worth	974.24	974.24
GROSS DEBT/ EQUITY RATIO	15.95	16.00
Gross Debt/ Equity Ratio	15.95	16.00

\* assuming a tranche issue of ₹ 50 crore

#### E. PROJECT COST AND MEANS OF FINANCING, IN CASE OF FUNDING OF NEW PROJECTS

The funds being raised by the Issuer through present issue of Debentures are not meant for financing any particular project. The Issuer shall utilise the proceeds of the Issue for its regular business activities and other associated business objectives such as discharging existing debt obligations which were generally undertaken for business operations.

### VIII. BRIEF HISTORY OF ISSUER SINCE INCORPORATION, DETAILS OF ACTIVITIES INCLUDING ANY REORGANIZATION, RECONSTRUCTION OR AMALGAMATION, CHANGES IN CAPITAL STRUCTURE, (AUTHORIZED, ISSUED AND SUBSCRIBED) AND BORROWINGS

#### A. BRIEF HISTORY OF THE ISSUER

ICICI Securities Primary Dealership Limited was incorporated as ICICI Securities and Finance Company Limited on February 22, 1993 as a joint venture with Morgan Guaranty International Finance Corporation, an indirect subsidiary of J.P. Morgan Co. Incorporated (JP Morgan) to provide investment banking services to investors. The name ICICI Securities and Finance Company Limited was changed to ICICI Securities Limited on April 7, 2003 which was further changed to ICICI Securities Primary Dealership Limited on March 1, 2007.

RBI had vide its circular No. IDMD. PDRS./26/03.64.00/2006-07 dated July 4, 2006 in respect of diversification of activities by stand-alone Primary Dealers (PDs) - Operational

Guidelines prohibited PDs from having a subsidiary in India or abroad and PDs that already have step-down subsidiaries (in India and abroad) were required to restructure the ownership pattern of these subsidiaries. The circular also provided for the activities that PD's can undertake. ICICI Securities Primary Dealership Limited being a primary dealer was required to comply with this circular. Accordingly, the Company transferred all the shares held by it in ICICI Securities Limited (formerly known as ICICI Brokerage Services Limited, which was a subsidiary of the Company) to ICICI Bank Limited on May 9, 2007 and May 18, 2007. ICICI Securities Limited is now a 100% subsidiary of ICICI Bank Limited. Also, the shares held by ICICI Securities Primary Dealership Limited in ICICI Securities Holdings, Inc. (which was a foreign subsidiary of the Company) were transferred to ICICI Securities Limited on May 9, 2007. With this, the Company no longer has any subsidiary in India or abroad.

## B. CAPITAL STRUCTURE

(as on March 31, 2018)

(₹ in crore)

Particulars	Amount
1. SHARE CAPITAL	
a. Authorised Equity Share Capital	
50,000 Equity Shares of Rs. 1,00,000/- each	500.00
b. Issued Equity Share Capital	
15,634 Equity Shares of Rs. 1,00,000/- each	156.34
c. Subscribed & Paid-up Equity Share Capital	
15,634 Equity Shares of Rs. 1,00,000/- each	156.34
2. SHARE PREMIUM ACCOUNT	NIL

## C. EQUITY SHARE CAPITAL HISTORY OF THE ISSUER FOR LAST FIVE YEARS & UPTO MARCH 31, 2018:

Date of Allotment/ buy back	No. of Equity Shares	Face Value per share (in ₹)	Issue /buy back Price per share (in ₹)	Nature of consideration (cash, other than cash etc)	Nature of allotment	Cumulative Share Capital			Remarks
						No. of Equity Shares	Equity Share Capital (in ₹)	Equity Share Premium (in ₹)	
No change									
<b>TOTAL</b>	Not applicable								

## D. CHANGES IN CAPITAL STRUCTURE OF THE ISSUER FOR LAST FIVE YEARS & UPTO MARCH 31, 2018:

Particulars of change	Amount (in ₹)	Date of change (AGM/ EGM)
No change	No change	No change

## E. DETAILS OF ANY ACQUISITION OR AMALGAMATION IN THE LAST 1 YEAR:

None

**F. DETAILS OF ANY REORGANIZATION OR RECONSTRUCTION IN THE LAST 1 YEAR:**

Type of Event	Date of Announcement	Date of Completion	Details
None	Not applicable	Not applicable	Not applicable

**G. SHAREHOLDING PATTERN OF THE ISSUER AS ON MARCH 31, 2018:**

Sr. No.	Category	No. of Shareholders	Total No. of Shares	No. of Shares in demat form	Total Shareholding as a %age of Total No. of Shares
A	Shareholding of Promoter & Promoter Group				
(1)	Indian				
(a)	Individuals/ Hindu Undivided Family	-	-	-	-
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Bodies Corporate				
(d)	Financial Institutions/ Banks	7*	15,634	15,627	100
	Sub-Total (A)(1)	7	15,634	15,627	100
(2)	Foreign				
(a)	Individuals (Non- Resident Individuals/ Foreign Individuals)	-	-	-	-
(b)	Bodies Corporate	-	-	-	-
(c)	Institutions	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	7	15,634	15,627	100
B	Public Shareholding				
(1)	Institutions				
(a)	Mutual Funds/ UTI	-	-	-	-
(b)	Financial Institutions/ Banks	-	-	-	-
(c)	Foreign Institutional Investors	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-
(2)	Non-Institutions				
(a)	Bodies Corporate	-	-	-	-
(b)	Individuals	-	-	-	-
(i)	Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	-	-	-
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-
(c)	Others	-	-	-	-
(i)	Non Resident Individual	-	-	-	-
(ii)	Trust & Foundations	-	-	-	-
(iii)	Any Other	-	-	-	-
	Sub-Total(B)(2)	-	-	-	-
	Total Public Shareholding (B)=	-	-	-	-

	(B)(1)+(B)(2)				
	TOTAL (A)+(B)	7	15,634	15,627	100
C	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>7</b>	<b>15,634</b>	<b>15,627</b>	<b>100</b>

\* 6 shares of the Company are held by nominee of ICICI Bank Limited jointly with ICICI Bank Limited. The beneficial interest in these shares vests with ICICI Bank Limited.

Note: The promoters have not pledged or encumbered by their shareholding in the Issuer Company.

#### H. TOP 10 EQUITY SHARE HOLDERS OF THE ISSUER:

(as on March 31, 2018)

Sr. No	Name of Shareholder	Total No. of Equity Shares held	No. of Equity Shares held in demat form	Total Shareholding as a %age of Total No. of Equity Shares
1.	ICICI Bank Limited	15,628	15,627	99.96
2.	Nominee of ICICI Bank Limited jointly with ICICI Bank Limited	6	-	0.04
	<b>Total</b>	<b>15,634</b>	<b>15,627</b>	<b>100</b>

#### I. PROMOTER HOLDING IN THE ISSUER:

(as on March 31, 2018)

Name of Shareholder	Total No. of Equity Shares held	No. of Equity Shares held in demat form	Total shareholding as a %age of Total No. of Equity Shares	No of Equity Shares Pledged	% of Equity Shares pledged with respect to shares owned
ICICI Bank Limited jointly with its nominees	15,634	15,627	100	-	-

#### J. BORROWINGS OF THE ISSUER: (as on March 31, 2018)

##### a. SECURED LOAN FACILITIES

Lender's Name	Type of Facility	Amount Sanctioned (₹ in crore)	Principal Amount Outstanding (₹ in crore)	Repayment Date/ Schedule	Security
THE RESERVE BANK OF INDIA	LAF	NA	930.00	03 Apr 2018	Secured by pledge of Government securities
THE RESERVE BANK OF INDIA	LAF	NA	1,000.00	13 Apr 2018	
THE RESERVE BANK OF INDIA	REFINANCE	NA	582.35	29 May 2018	
THE RESERVE BANK OF INDIA	REFINANCE	NA	69.35	12 Jun 2018	
CROMS	GSEC REPO	NA	4,916.23	03 Apr 2018	

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DHFL GENERAL INSURANCE LIMITED	GSEC REPO	NA	10.18	03 Apr 2018
HDFC STANDARD LIFE INSURANCE COMPANY LIMITED	GSEC REPO	NA	498.74	03 Apr 2018
ICICI BANK LIMITED	GSEC REPO	NA	2,304.45	03 Apr 2018
MAX LIFE INSURANCE COMPANY LTD.	GSEC REPO	NA	449.18	03 Apr 2018
TATA AIA LIFE INSURANCE COMPANY LIMITED	GSEC REPO	NA	290.61	03 Apr 2018
THE CLEARING CORPORATION OF INDIA LIMITED	CBLO	NA	540.04	03 Apr 2018
			<b>11,591.14</b>	

b. UNSECURED LOAN FACILITIES

Lender's Name	Type of Facility	Amount Sanctioned	Principal Amount Outstanding	Repayment Date/ Schedule
		(₹ in crore)	(₹ in crore)	
ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE FLOATING RATE FUND - SHORT TERM PLAN	CP	NA	98.59	07 Jun 2018
L AND T MUTUAL FUND TRUSTEE LTD-L AND T LIQUID FUND	CP	NA	99.19	09 May 2018
L AND T MUTUAL FUND TRUSTEE LTD-L AND T LIQUID FUND	CP	NA	98.59	07 Jun 2018
COAL INDIA LIMITED	ICD	NA	93.08	03 Apr 2018
GUJARAT STATE FINANCIAL SERVICES LIMITED	ICD	NA	10.00	03 Apr 2018
GUJARAT STATE FINANCIAL SERVICES LIMITED	ICD	NA	15.00	06 Apr 2018
GUJARAT STATE FINANCIAL SERVICES LIMITED	ICD	NA	25.00	09 Apr 2018
GUJARAT STATE FINANCIAL SERVICES LIMITED	ICD	NA	27.00	17 Apr 2018
GUJARAT STATE FINANCIAL SERVICES LIMITED	ICD	NA	15.00	20 Apr 2018
GUJARAT STATE FINANCIAL SERVICES LIMITED	ICD	NA	10.00	24 Apr 2018
GUJARAT STATE FINANCIAL SERVICES LIMITED	ICD	NA	20.00	27 Apr 2018
GUJARAT STATE FINANCIAL SERVICES LIMITED	ICD	NA	20.00	03 May 2018

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GUJARAT STATE FINANCIAL SERVICES LIMITED	ICD	NA	15.00	30 May 2018
GUJARAT STATE FINANCIAL SERVICES LIMITED	ICD	NA	10.00	22 Jun 2018
GUJARAT STATE FINANCIAL SERVICES LIMITED	ICD	NA	17.00	27 Jun 2018
NTPC-SAIL POWER COMPANY LIMITED	ICD	NA	50.00	09 Apr 2018
BANDHAN BANK LIMITED	NOTICE	NA	100.00	03 Apr 2018
FINCARE SMALL FINANCE BANK LTD	NOTICE	NA	75.00	03 Apr 2018
ICICI BANK LIMITED	NOTICE	NA	300.00	03 Apr 2018
PUNE PEOPLES CO-OP BANK LTD; PUNE	NOTICE	NA	40.00	03 Apr 2018
PUNJAB SIND BANK	NOTICE	NA	87.00	03 Apr 2018
THE A.P. STATE CO-OP BANK LTD	NOTICE	NA	50.00	03 Apr 2018
THE MAHANAGAR CO-OP BANK LTD	NOTICE	NA	20.00	03 Apr 2018
THE MAHARASHTRA STATE CO-OP BANK LTD	NOTICE	NA	50.00	03 Apr 2018
THE RAJASTHAN STATE CO-OPERATIVE BANK LTD	NOTICE	NA	300.00	03 Apr 2018
THE TAMILNADU STATE APEX CO-OPERATIVE BANK LTD	NOTICE	NA	300.00	03 Apr 2018
THE VISHWESHWAR SAHAKARI BANK LTD., PUNE	NOTICE	NA	35.00	03 Apr 2018
TJSB SAHAKARI BANK LIMITED	NOTICE	NA	100.00	03 Apr 2018
UTKARSH SMALL FINANCE BANK LIMITED	NOTICE	NA	20.00	03 Apr 2018
ZOROASTRIAN CO-OPERATIVE BANK LIMITED	NOTICE	NA	10.00	03 Apr 2018
ABHYUDAYA CO-OP BANK LIMITED	TERM	NA	50.00	23 Apr 2018
CAPITAL SMALL FINANCE BANK LTD.	TERM	NA	25.00	04 Apr 2018
M. P. RAJYA SAHAKARI BANK MARYADIT	TERM	NA	150.00	03 Apr 2018
M. P. RAJYA SAHAKARI BANK MARYADIT	TERM	NA	50.00	04 Apr 2018
M. P. RAJYA SAHAKARI BANK MARYADIT	TERM	NA	50.00	09 Apr 2018
MALDA DISTRICT CENTRAL CO-OPERATIVE BANK LTD.	TERM	NA	5.00	12 Apr 2018
THE ASSAM CO-OPERATIVE APEX BANK LTD	TERM	NA	200.00	30 Apr 2018
THE ASSAM CO-OPERATIVE APEX BANK LTD	TERM	NA	50.00	14 May 2018
THE HARYANA STATE CO-OPERATIVE APEX BANK LTD	TERM	NA	50.00	05 Apr 2018
THE HARYANA STATE CO-OPERATIVE APEX BANK LTD	TERM	NA	50.00	06 Apr 2018

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THE HARYANA STATE CO-OPERATIVE APEX BANK LTD	CO-	TERM	NA	50.00	09 Apr 2018
THE HARYANA STATE CO-OPERATIVE APEX BANK LTD	CO-	TERM	NA	50.00	02 May 2018
THE HARYANA STATE CO-OPERATIVE APEX BANK LTD	CO-	TERM	NA	100.00	05 Jun 2018
THE MAHANAGAR CO-OP BANK LTD		TERM	NA	5.00	23 Apr 2018
THE MUNICIPAL CO-OP BANK LTD MUMBAI		TERM	NA	19.60	02 May 2018
THE MUNICIPAL CO-OP BANK LTD MUMBAI		TERM	NA	9.00	11 Jun 2018
THE RAJASTHAN STATE CO-OPERATIVE BANK LTD	CO-	TERM	NA	85.00	05 Apr 2018
THE RAJASTHAN STATE CO-OPERATIVE BANK LTD	CO-	TERM	NA	55.00	06 Apr 2018
THE TAMILNADU STATE APEX CO-OPERATIVE BANK LTD	CO-	TERM	NA	50.00	20 Apr 2018
THE VAIDYANATH URBAN CO-OP BANK LTD	CO-OP	TERM	NA	8.00	06 Apr 2018
THE VAIDYANATH URBAN CO-OP BANK LTD	CO-OP	TERM	NA	7.00	09 Apr 2018
THE VAIDYANATH URBAN CO-OP BANK LTD	CO-OP	TERM	NA	10.00	08 May 2018
UTTAR PRADESH COOPERATIVE BANK LIMITED		TERM	NA	55.00	05 Apr 2018
UTTAR PRADESH COOPERATIVE BANK LIMITED		TERM	NA	165.00	06 Apr 2018
ZOROASTRIAN CO-OPERATIVE BANK LIMITED	CO-OPERATIVE	TERM	NA	10.00	05 Apr 2018
ZOROASTRIAN CO-OPERATIVE BANK LIMITED	CO-OPERATIVE	TERM	NA	5.00	12 Apr 2018
<b>Total</b>				<b>3,474.05</b>	

Excludes unsecured non convertible debentures (details provided below)

c. NON-CONVERTIBLE BONDS/ DEBENTURES

Bond/ Debenture Series	Tenure/ Period of Maturity (no. of days)	Coupon Rate (%p.a.)	Amount Outstanding (₹ in crore)	Date of Allotment	Repayment Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
3/2011-2012	3653	9.75%	50	Dec 21, 2011	Dec 21, 2021	AAA	Unsecured	Not applicable
4/2011-2012	3742	9.65%	15	Feb 17, 2012	May 17, 2022	AAA	Unsecured	Not applicable
2/2012-2013	3,803	9.35%	35	Nov. 30, 2012	April 30, 2023	AAA	Unsecured	Not applicable
3/2012-2013	3,834	9.35%	50	Dec 14, 2012	June 14, 2023	AAA	Unsecured	Not applicable

1/2013-2014	3,652	9.20%	85	April 26, 2013	April 26, 2023	AAA	Unsecured	Not applicable
2/2013-2014	3,773	9.80%	50	Jan 17, 2014	May 17, 2024	AAA	Unsecured	Not applicable
1/2015-2016	3,653	9.10%	95	April 29, 2015	April 29, 2025	AAA	Unsecured	Not applicable
1/2016-2017	3,652	8.70%	45	April 28, 2016	April 28, 2026	AAA	Unsecured	Not applicable
1/2017-2018	3,653	8.25%	50	April 25, 2017	April 26, 2027	AAA	Unsecured	Not applicable
<b>Total</b>			<b>475</b>					

**K. TOP 10 DEBENTURE HOLDERS\***

(as on March 31, 2018)

<b>Sr. No.</b>	<b>Name of bondholder</b>	<b>Total amount of bonds held (₹ in million)</b>
1	NPS TRUST- A/C UTI RETIREMENT SOLUTIONS PENSION FUND SCHEME - STATE GOVT	555
2	HDFC STANDARD LIFE INSURANCE COMPANY LIMITED	550
3	NPS TRUST- A/C UTI RETIREMENT SOLUTIONS PENSION FUND SCHEME - CENTRAL GOVT	535
4	NPS TRUST- A/C SBI PENSION FUND SCHEME - CENTRAL GOVT	530
5	NPS TRUST- A/C SBI PENSION FUND SCHEME - STATE GOVT	516
6	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD	285
7	NPS TRUST - A/C SBI PENSION FUND SCHEME - CORPORATE CG	171
8	HDFC ERGO GENERAL INSURANCE COMPANY LIMITED	150
9	POSTAL LIFE INSURANCE FUND A/C SBIFMPL	150
10	POSTAL LIFE INSURANCE FUND A/C UTI AMC	150
<b>Total</b>		<b>3,592</b>

\* Top 10 holders' of bonds have been shown on a cumulative basis for all outstanding bonds.

**L. AMOUNT OF CORPORATE GUARANTEES ISSUED BY THE ISSUER IN FAVOUR OF VARIOUS COUNTER PARTIES INCLUDING ITS SUBSIDIARIES, JOINT VENTURE ENTITIES, GROUP COMPANIES ETC.**

The Issuer has not issued any corporate guarantee in favour of any counterparty including its subsidiaries, joint venture entities, group companies etc.

**M. COMMERCIAL PAPER ISSUED BY THE ISSUER (AS ON MARCH 31, 2018)**

<b>Sr. No.</b>	<b>Maturity date</b>	<b>Total face value amount of commercial papers outstanding (₹ in crore)</b>
1.	May 9, 2018	100
2.	June 7, 2018	200
<b>Total</b>		<b>300</b>

**N. OTHER BORROWINGS (INCLUDING HYBRID DEBT LIKE FOREIGN CURRENCY CONVERTIBLE BONDS (“FCCBs”), OPTIONALLY CONVERTIBLE BONDS/ DEBENTURES/ PREFERENCE SHARES)**

As on March 31, 2018, the Issuer has not issued any hybrid debt like Foreign Currency Convertible Bonds, Optionally Convertible Debentures/ Preference Shares etc.

**O. SERVICING BEHAVIOR ON EXISTING DEBT SECURITIES, DEFAULT(S) AND/OR DELAY(S) IN PAYMENTS OF INTEREST AND PRINCIPAL OF ANY KIND OF TERM LOANS, DEBT SECURITIES AND OTHER FINANCIAL INDEBTEDNESS INCLUDING CORPORATE GUARANTEE ISSUED BY THE ISSUER, IN THE PAST 5 YEARS**

- a. The main constituents of the Issuer’s borrowings are generally in the form of loans from banks and financial institutions, assistance from multilateral and bilateral financing agencies, bonds, debentures, commercial paper etc.
- b. The Issuer has been servicing all its principal and interest liabilities on time and there has been no instance of delay or default since inception.
- c. The Issuer has neither defaulted in repayment/ redemption of any of its borrowings nor affected any kind of roll over against any of its borrowings in the past.
- d. The Issuer has not defaulted in any of its payment obligations arising out of any corporate guarantee issued by it to any counterparty including its subsidiaries, joint venture entities, group companies etc in the past.

**P. OUTSTANDING BORROWINGS/ DEBT SECURITIES ISSUED FOR CONSIDERATION OTHER THAN CASH, WHETHER IN WHOLE OR PART, AT A PREMIUM OR DISCOUNT, OR IN PURSUANCE OF AN OPTION**

The Issuer confirms that it has not issued any debt securities or agreed to issue any debt securities or availed any borrowings for a consideration other than cash, whether in whole or in part, at a premium or discount or in pursuance of an option.

**Q. AUDITED CONSOLIDATED AND STANDALONE FINANCIAL INFORMATION OF THE ISSUER**

The Company does not have a subsidiary in India or abroad. The standalone financial information of the Company is provided herein below:

**a. Statement of Profit & Loss**

Standalone	(₹ in crore)
<b>Parameters</b>	<b>FY 2018</b>
Revenue from Operations	
(a) Interest & Dividend Income	1,034.32
(b) Profit/(Loss) on Securities (Net)	11.15
(c) Income from Services	67.37
Other Income	0.04
Total Revenue	1,112.87

<i>Less : Expenses</i>	
(a) Finance Cost	824.40
(b) Employee Benefit Expenses	60.05
(c) Depreciation & Amortisation Expenses	1.33
(d) Operating, Establishment and Other Expenses	53.93
Total Expenses	939.71
Profit before Tax	173.16
Tax Expense	
(a) Current Tax	62.90
(b) Deferred Tax	(1.38)
Total Tax	61.52
Profit after Tax	111.63
Earnings per share (Basic & Diluted) (in ₹)	71,404.63
(Face value Rs. 1,00,000/- per share)	

Standalone

(₹ in crore)

<b>Parameters</b>	<b>FY 2017</b>
Revenue from Operations	
(a) Interest & Dividend Income	1,048.10
(b) Profit/(Loss) on Securities (Net)	519.21
(c) Income from Services	58.95
Other Income	0.89
Total Revenue	1,627.15
<i>Less : Expenses</i>	
(a) Finance Cost	865.84
(b) Employee Benefit Expenses	70.30
(c) Depreciation & Amortisation Expenses	1.49
(d) Operating, Establishment and Other Expenses	55.51
Total Expenses	993.14
Profit before Tax	634.01
Tax Expense	
(a) Current Tax	197.10
(b) Deferred Tax	25.31
Total Tax	222.41
Profit after Tax	411.59
Earnings per share (Basic & Diluted) (in ₹)	
(Face value Rs. 1,00,000/- per share)	263,269.16

Standalone

(₹ in crore)

<b>Parameters</b>	<b>FY 2016</b>
Revenue from Operations	
(a) Interest & Dividend Income	1,031.53
(b) Profit/(Loss) on Securities (Net)	288.95
(c) Income from Services	39.74
Other Income	1.71
Total Revenue	1,361.93
<i>Less : Expenses</i>	
(a) Finance Cost	945.04
(b) Employee Benefit Expenses	67.07

(c) Depreciation & Amortisation Expenses	1.60
(d) Operating, Establishment and Other Expenses	46.12
Total Expenses	1,059.83
Profit before Tax	302.1
Tax Expense	
(a) Current Tax	96.8
(b) Deferred Tax	9.83
Total Tax	106.63
Profit after Tax	195.47
Earnings per share (Basic & Diluted) (in ₹)	
(Face value Rs. 1,00,000/- per share)	125,030.06

**b. Balance Sheet**

c. Standalone

(₹ in crore)

<b>Parameters</b>	<b>As on March 31, 2018</b>
<b>EQUITY AND LIABILITIES</b>	
<b>Shareholders' Funds</b>	
A. Share Capital	156.34
B. Reserves and Surplus	817.90
	<b>974.24</b>
<b>Non-Current Liabilities</b>	
A. Long Term Borrowings	475.00
B. Deferred Tax Liabilities	31.53
C. Long Term Provisions	8.00
	<b>514.53</b>
<b>Current Liabilities</b>	
A. Short Term Borrowings	15,065.19
B. Current Maturities of Long Term Borrowings	-
C. Trade Payables	101.51
D. Other Current Liabilities	586.36
E. Short Term Provisions	0.14
	<b>15,753.20</b>
	<b>17,241.97</b>
<b>ASSETS</b>	
<b>Non-Current Assets</b>	
A. Fixed Assets	
(i) Tangible Assets	1.21
(ii) Intangible Assets	0.62
(iii) Capital Work-in-progress	-
B. Investments	309.86
C. Deferred Tax Assets (Net)	-
D. Long Term Loans and Advances	31.36
	<b>343.05</b>
<b>Current Assets</b>	
A. Inventories - Securities Held as Stock in Trade	15,135.87
B. Trade Receivables	1,018.36
C. Cash and Cash Equivalents	87.29
D. Short Term Loans and Advances	258.55

E. Other Current Assets	398.85
	<b>16,898.92</b>
	<b>17,241.97</b>

Standalone

(₹ in crore)

<b>Parameters</b>	<b>As on March 31, 2017</b>
<b>EQUITY AND LIABILITIES</b>	
<b>Shareholders' Funds</b>	
A. Share Capital	156.34
B. Reserves and Surplus	787.18
	<b>943.52</b>
<b>Non-Current Liabilities</b>	
A. Long Term Borrowings	425.00
B. Deferred Tax Liabilities	32.90
C. Long Term Provisions	7.16
	<b>465.06</b>
<b>Current Liabilities</b>	
A. Short Term Borrowings	
B. Current Maturities of Long Term Borrowings	9,458.57
C. Trade Payables	343.71
D. Other Current Liabilities	1,932.94
E. Short Term Provisions	26.57
	<b>11,761.79</b>
	<b>13,170.37</b>
<b>ASSETS</b>	
<b>Non-Current Assets</b>	
A. Fixed Assets	
(i) Tangible Assets	1.15
(ii) Intangible Assets	1.43
(iii) Capital Work-in-progress	-
B. Investments	157.35
C. Deferred Tax Assets (Net)	-
D. Long Term Loans and Advances	6.62
	<b>166.55</b>
<b>Current Assets</b>	
A. Inventories - Securities Held as Stock in Trade	9,335.14
B. Trade Receivables	2,565.18
C. Cash and Cash Equivalents	169.11
D. Short Term Loans and Advances	587.88
E. Other Current Assets	346.51
	<b>13,003.82</b>
	<b>13,170.37</b>

Standalone

(₹ in crore)

<b>Parameters</b>	<b>FY 2016</b>
<b>EQUITY AND LIABILITIES</b>	
<b>Shareholders' Funds</b>	
A. Share Capital	156.34

B. Reserves and Surplus	710.52
	866.86
<b>Non-Current Liabilities</b>	
A. Long Term Borrowings	380.00
B. Deferred Tax Liabilities	7.60
C. Long Term Provisions	8.68
	396.28
<b>Current Liabilities</b>	
A. Short Term Borrowings	13,214.35
B. Current Maturities of Long Term Borrowings	-
C. Trade Payables	1,236.76
D. Other Current Liabilities	445.56
E. Short Term Provisions	13.57
	<b>14,910.24</b>
	<b>16,173.38</b>
<b>ASSETS</b>	
<b>Non-Current Assets</b>	
A. Fixed Assets	
(i) Tangible Assets	2.00
(ii) Intangible Assets	2.34
(iii) Capital Work-in-progress	-
B. Investments	181.73
C. Deferred Tax Assets (Net)	-
D. Long Term Loans and Advances	20.42
	206.49
<b>Current Assets</b>	
A. Inventories - Securities Held as Stock in Trade	13,714.10
B. Trade Receivables	1,384.66
C. Cash and Cash Equivalents	91.75
D. Short Term Loans and Advances	49.67
E. Other Current Assets	726.71
	<b>15,966.89</b>
	<b>16,173.38</b>

**c. Cash Flow Statement**

Standalone

(₹ in crore)

Parameters	FY2018	FY2017	FY2016
Profit Before Tax	173.16	634.00	302.10
(Profit)/Loss on Sale of Fixed Assets	0.03	0.02	0.02
Depreciation	1.33	1.49	1.60
Income from Investment	(39.47)	(37.36)	(69.91)
Bad and Doubtful Debts (Net)	0.09	0.05	0.01
Interest on Income Tax	0.00	1.74	1.67
Provision for Expenses written back	0.00	0.00	0.00
Operating Profit before Changes in Operating Assets and Liabilities	135.14	599.94	235.49
<u>Adjustments for net change in Operating Assets and Liabilities</u>			

Current Assets excluding Cash and Cash equivalents	(4,691.65)	3,319.49	(1,936.78)
Fixed Deposits under Lien	96.98	(80.78)	0.07
Fixed Deposits (with maturity more than three months)	0.00	0.00	0.00
Loans and Advances relating to Operations	376.03	(592.06)	(17.75)
Current Liabilities relating to Operations	(1,269.73)	905.7	860.30
Cash generated from Operations	(5,353.23)	4,152.29	(858.67)
Payment of Taxes (Net)	(74.89)	(185.03)	(98.20)
Net Cash used in Operating Activities	(5,428.12)	3,967.25	(956.87)
<u>Cash Flow From Investment Activities</u>			
- Purchase of Investments	(3,082.72)	(3676.85)	(1575.74)
- Sale of Investments	2,938.04	3726.83	2138.64
- Income from investment	31.65	11.75	51.79
- Purchase of Fixed Assets (Including capital work in progress and capital advances)	(0.62)	(0.18)	(1.22)
- Sale of Fixed Assets	0.00	0.42	0.03
Net cash from Investment Activities	(113.65)	61.98	613.50
<u>Cash Flow From Financing Activities</u>			
- Increase/ (Decrease) in Short term Borrowings (Net)	5,606.62	(3755.77)	370.06
- Issue/ (Redemption) of Debentures / Bonds (Net)	50.00	45.00	95.00
- Dividends Paid	(67.23)	(278.29)	(121.95)
- Dividend Tax Paid	(32.46)	(43.6)	(26.15)
Net Cash used in Financing Activities	5,556.93	(4,032.66)	316.96
Net Change in Cash & Cash Equivalents	15.16	(3.43)	(26.41)
Cash and Cash Equivalents at the beginning of the year	2.67	6.10	32.51
Cash and Cash Equivalents at the end of the year	17.83	2.67	6.10
Cash and cash equivalents stated above do not include			
- Fixed deposits under Lien			
- Fixed deposits with maturity more than three months	69.46	166.44	85.66
	0.00	0.00	0.00

**d. Auditors' Qualifications**

None for the previous three financial years.

**R. LATEST AUDITED/ LIMITED REVIEW HALF YEARLY CONSOLIDATED AND STANDALONE FINANCIAL INFORMATION OF THE ISSUER****a. Statement of Profit & Loss**

Provided in Point Q above,

**b. Balance Sheet**

Provided in Point Q above,

**c. Auditors' Qualifications**

None

**S. MATERIAL EVENT, DEVELOPMENT OR CHANGE AT THE TIME OF ISSUE**

The Issuer hereby confirms that there has been no material event, development or change having implications on the financials/ credit quality of the Issuer (e.g. any material regulatory proceedings against the Issuer/ promoters of the Issuer, tax litigations

resulting in material liabilities, corporate restructuring event etc) at the time of Issue which may affect the Issue or the investor's decision to invest/ continue to invest in the debt securities of the Issuer.

## IX. SUMMARY TERM SHEET

Security Name	8.75% I-Sec PD 2028
Issuer	ICICI Securities Primary Dealership Limited ("I-Sec PD"/ the "Company"/ the "Issuer")
Type, Nature and Seniority of instrument	Unsecured, Subordinated, Listed, Redeemable, Non-Convertible Debentures constituting Tier II Capital
Mode of Issue	Private Placement
Issue Series	1/2018-2019
Issue Size	₹ 250 million plus greenshoe
Option to retain oversubscription	Greenshoe option of up to ₹ 250 million
Face value	₹ 10,00,000/- per Debenture
Issue Price	At par
Minimum application	10 Debentures and multiple of 1 Debenture thereafter
Tenor	10 years
Redemption date	11 <sup>th</sup> May 2028
Redemption premium / discount	Nil
Redemption amount	₹ 10,00,000/- per Debenture
Coupon rate	8.75% per annum
Step up/step down coupon rate	Not applicable
Put/Call option	None
Coupon payment frequency	Annual and on maturity
Coupon payment dates	Annually on 11 <sup>th</sup> May
Coupon type	Fixed
Coupon reset process	None
Day count basis	Actual / Actual
Interest on application money	Interest on Application Money is payable at the applicable coupon rate (subject to deduction of tax at source at the rates prevailing from time to time under the provisions of Income Tax Act, 1961 or any statutory modification or re-enactment thereof), will be paid on the entire application money on all valid applications. The same will be released within 30 days from the Date of Allotment.

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	Such interest shall be paid for the period commencing from the date of realisation of the cheque(s)/draft(s) up to one day prior to the date of allotment. No interest on application money would be payable in cases of invalid applications.
Eligible Investors	<p>The categories of investors, when specifically approached, are eligible to apply for this private placement of Debentures</p> <ul style="list-style-type: none"> <li>• Banks</li> <li>• Financial Institutions</li> <li>• Insurance Companies</li> <li>• Mutual Funds</li> <li>• Provident &amp; Pension Funds</li> <li>• Any other investor authorised to invest in these Debentures.</li> </ul> <p>All investors are required to comply with the relevant regulations / guidelines applicable to them for investing in this issue of Debentures.</p>
Objects of the Issue	Strengthening the capital adequacy by way of augmenting the Company's Tier-II Capital and for enhancing its long term resources.
Details of utilization of the proceeds	The present issue of Debentures is being made pursuant to applicable regulations and for strengthening the capital adequacy by way of augmenting our Tier-II Capital and for enhancing our long term resources.
Issuance Mode	In demat mode only
Trading Mode	In demat mode only
Credit Rating	<p>CRISIL AAA (Triple A) by CRISIL for ₹ 500 million indicating highest degree of safety regarding timely servicing of financial obligations.</p> <p>CARE AAA (Triple A) by CARE for ₹ 500 million indicating highest degree of safety regarding timely servicing of financial obligations.</p>
Listing	Proposed on the Wholesale Debt Market (WDM) Segment of BSE Limited ("BSE")
Trustees	IDBI Trusteeship Services Limited
Depository	National Securities Depository Limited and Central Depository Services (India) Limited
Registrars	Link Intime India Private Limited
Settlement Account	<p>Account Name: ISEC-PD LTD ISSUANCE APP MONEY A/C</p> <p>Bank &amp; Branch: ICICI Bank, Nariman Point, Mumbai</p> <p>IFSC Code: ICIC0000004</p> <p>Beneficiary A/c No: 000405108700</p>
Business Day Convention	<p>Business Day means a day which is not a Sunday or a public holiday and high value clearing facility is available in Mumbai.</p> <p>If any coupon payment date falls on a day which is not a business day, payment of interest amount shall be made on the next business day.</p> <p>If the redemption date falls on a day which is not a business day, payment of principal amount (along with part-interest) shall be made one business day prior to the redemption date (interest payable will be adjusted to account for advancement in payment).</p>
Record Date	15 calendar days before the interest payment date / redemption date
Transaction	The Issuer has executed/ shall execute the documents including but

Documents	<p>not limited to the following in connection with the Issue:</p> <ol style="list-style-type: none"> <li>1. Letter appointing Debenture Trustees to the Debenture holders;</li> <li>2. Debenture Trusteeship Appointment Agreement;</li> <li>3. Rating Agreement with CRISIL Limited</li> <li>4. Rating Agreement with CARE Limited</li> <li>5. Tripartite Agreement between the Issuer; Registrar and NSDL for issue of Debentures in dematerialized form;</li> <li>6. Tripartite Agreement between the Issuer, Registrar and CDSL for issue of Debentures in dematerialized form;</li> <li>7. Agreement appointing Registrar and Transfer Agent between the Issuer and the Registrar;</li> <li>8. Application made to BSE for seeking its in-principle approval for listing of Bonds;</li> <li>9. Listing Agreement with BSE.</li> </ol>
Conditions precedent to subscription of Debenture	<p>The subscription from investors shall be accepted for allocation and allotment by the Issuer subject to the following:</p> <ol style="list-style-type: none"> <li>1. Rating letter(s) from the aforesaid rating agency(ies) not being more than one month old from the issue opening date;</li> <li>2. Letter from the Trustees conveying their consent to act as Trustees for the Debenture holder(s);</li> <li>3. Letter from BSE conveying its in-principle approval for listing of Bonds.</li> </ol>
Conditions subsequent to subscription of Debenture	<p>The Issuer shall ensure that the following documents are executed/ activities are completed as per time frame mentioned elsewhere in this Disclosure Document:</p> <ol style="list-style-type: none"> <li>1. Credit of demat account(s) of the allottee(s) by number of Debenture allotted within 2 working days from the Deemed Date of Allotment;</li> <li>2. Making application to BSE within 15 days from the Deemed Date of Allotment to list the Debenture and seek listing permission within 20 days from the Deemed Date of Allotment;</li> </ol> <p>Besides, the Issuer shall perform all activities, whether mandatory or otherwise, as mentioned elsewhere in this Disclosure Document.</p>
Events of Default	<p>If the Issuer commits a default in making payment of any installment of interest or repayment of principal amount of the Debentures on the respective due date(s), the same shall constitute an “Event of Default” by the Issuer.</p>
Cross Default	<p>Not Applicable</p>
Role and Responsibilities of Trustees	<p>The Trustees shall perform its duties and obligations and exercise its rights and discretions, in keeping with the trust reposed in the Trustees by the holder(s) of the Debentures and shall further conduct itself, and comply with the provisions of all applicable laws, provided that, the provisions of Section 20 of the Indian Trusts Act, 1882, shall not be applicable to the Trustees. The Trustees shall carry out its duties and perform its functions as required to discharge its obligations under the terms of SEBI Debt Regulations, the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, Companies Act, 2013, the Debenture Trusteeship Agreement,</p>

	Disclosure Document and all other related transaction documents, with due care, diligence and loyalty.
Governing Law and Jurisdiction	The Debentures are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof shall be subject to the jurisdiction of courts of Mumbai.
Additional Covenants	<ol style="list-style-type: none"> <li>1. <b>Security Creation:</b> Not applicable</li> <li>2. <b>Default in Payment:</b> In the event of delay in the payment of interest amount and/ or principal amount on the due date(s), the Issuer shall pay additional interest of 2.00% per annum in addition to the Coupon Rate payable on the Debentures, on such amounts due, for the defaulting period i.e. the period commencing from and including the date on which such amount becomes due and upto but excluding the date on which such amount is actually paid.</li> <li>3. <b>Delay in Listing:</b> The Issuer shall complete all the formalities and seek listing permission within 20 days from the Deemed Date of Allotment. In the event of delay in listing of Debentures beyond 20 days from the Deemed Date of Allotment, the Issuer shall pay penal interest of 1.00% per annum over the Coupon Rate from the expiry of 30 days from the Deemed Date of Allotment till the listing of Debentures to the Debentures holder(s).</li> </ol> <p>The interest rates mentioned in above covenants shall be independent of each other.</p>
Issue Opening Date *	11 <sup>th</sup> May 2018
Issue Closing Date *	11 <sup>th</sup> May 2018
Pay-in Date(s) *	11 <sup>th</sup> May 2018
Deemed Date of Allotment *	11 <sup>th</sup> May 2018

\* The Issuer reserves its sole and absolute right to modify (pre-poned/ postpone) the above issue schedule without giving any reasons or prior notice. In such a case, investors shall be intimated about the revised time schedule by the Issuer. The Issuer also reserves the right to keep multiple Deemed Date(s) of Allotment at its sole and absolute discretion without any notice. In case if the Issue Closing Date/ Pay in Dates is/are changed (pre-poned/ postponed), the Deemed Date of Allotment may also be changed (pre-poned/ postponed) by the Issuer at its sole and absolute discretion. Consequent to change in Deemed Date of Allotment, the Coupon Payment Dates and/or Redemption Date may also be changed at the sole and absolute discretion of the Issuer.

## X. OTHER DETAILS

### (i) Common form of transfer

The Debentures issued under this Issue would only be in dematerialised form and there would be no physical certificates of the Debentures issued.

Pursuant to listing, trading in the Debentures will be in the compulsory demat segment of the stock exchanges. The market lot will be one Debenture. Since the Debentures are being issued only in dematerialised form, odd lots will not arise either at the time of issuance or at the time of transfer of the Debentures. However, the Issuer shall stipulate a common transfer form for physical holdings if at any time Debentures in physical form come into existence due to exercise of a rematerialisation option provided by the Depository to any Investor.

## **(ii) Information related to terms of the Offer**

The Debentures being offered are subject to the provisions of the Act, the Memorandum and Articles of Association, the terms of this Offer Document, Application Form and other terms and conditions as may be incorporated in the Letter(s) of Allotment and/or Debenture Certificate(s).

Over and above such terms and conditions, the Debentures shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital issued from time to time by SEBI/the Government of India/RBI and/or other authorities and other documents that may be executed in respect of the Debentures.

## **Authority for the Issue**

Pursuant to the provisions of Section 293 (1) (d) of the Companies Act, 1956, the members of the Company had, in their meeting held on September 6, 1996, approved borrowings upto a limit of ₹ 30.0 billion by the Board of Directors of the Company which was further enhanced to ₹ 40.0 billion at the meeting of the members held on August 16, 2004. The shareholders have, at their meeting held on July 18, 2007, approved an increase in this limit to ₹ 60.0 billion which was further increased to ₹ 100.0 billion on July 22, 2011. The shareholders have, at their meeting held on April 23, 2013 further enhanced the limit to ₹ 150.0 billion. The shareholders had, at their meeting held on June 27, 2014, re-affirmed the borrowing limit at ₹ 150,000 million by passing a special resolution under Section 180 of the Companies Act, 2013 and further enhanced it to ₹ 200,000 million on June 25, 2015 and ₹ 250,000.0 million on December 29, 2015.

The Board of Directors of the Company had, at its meeting held on July 17, 2007, approved the issuance of non-convertible debentures upto ₹ 20.0 billion. Further, in accordance with the provisions of Rule 14(2)(a) of the Companies (Prospectus and allotment of Securities) Rules, 2014, the shareholders have, at the extra ordinary general meeting held on May 4, 2018, approved the issue.

No further approvals are required from any Government authority for the private placement.

## **Nature of Debentures**

The instrument is to be issued in the form of Unsecured, Subordinated, Listed, Redeemable, Non-Convertible Debentures eligible for inclusion as Tier II capital of the Issuer.

Tier II capital includes the following:

- i. undisclosed reserves and cumulative preference shares other than those which are compulsorily convertible into equity. Cumulative Preferential shares should be fully paid-up and should not contain clauses which permit redemption by the holder;
- ii. revaluation reserves discounted at a rate of fifty five percent;
- iii. general provisions and loss reserves to the extent these are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to

meet unexpected losses, up to the maximum of 1.25 percent of total risk weighted assets;

- iv. Hybrid debt capital instruments, which combine certain characteristics of equity and certain characteristics of debt;
- v. Subordinated debt:
  - a. To be eligible for inclusion in Tier II capital, the instrument should be fully paid-up, unsecured, subordinated to the claims of other creditors, free of restrictive clauses, and should not be redeemable at the initiative of the holder or without the consent of the Reserve Bank of India (RBI). It often carries a fixed maturity, and as it approaches maturity, it should be subjected to progressive discount, for inclusion in Tier II capital. Instruments with an initial maturity of less than 5 years or with a remaining maturity of one year should not be included as part of Tier II capital. Subordinated debt instruments eligible to be reckoned as Tier II capital will be limited to 50 percent of Tier I capital.
  - b. The subordinated debt instruments included in Tier II capital may be subjected to discount at the rates shown below:

Remaining Maturity of Instruments	Rate of Discount (%)
Less than one year	100
One year and more but less than two years	80
Two years and more but less than three years	60
Three years and more but less than four years	40
Four years and more but less than five years	20

**PDs are required to maintain a minimum Capital to Risk-weighted Assets Ratio (CRAR) norm of 15 percent on an ongoing basis.**

#### **Allotment Letter(s)/Debenture Certificate(s)/Refund orders**

The beneficiary account of the investor(s) with National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL)/ Depository Participant will be given initial credit within 2 working days from the Deemed Date of Allotment. The initial credit in the account will be akin to the Letter of Allotment. On completion of the all statutory formalities, such credit in the account will be akin to a Debenture Certificate.

#### **Who can apply**

The categories of investors, when specifically approached, are eligible to apply for this private placement of Debentures

- Banks
- Financial Institutions
- Mutual Funds
- Provident & Pension Funds
- Any other investor authorised to invest in these Debentures.

All investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this issue of Debentures.

#### **Availability of Offer Document and Application Forms**

This is a private placement of debentures. Investors can subscribe to these Debentures only if an invitation is made by the Company to the investor. Copies of Offer Document and Application Forms may be obtained from offices of ICICI Securities Primary Dealership Limited.

### **Mode of Payment**

All cheques/drafts must be made payable to **“ICICI Securities Primary Dealership Limited”** and crossed **“A/C PAYEE ONLY”**.

Alternatively, payment can be made through RTGS transfer as per banking details given in the termsheet.

### **Submission of Completed Application Forms**

All applications duly completed and accompanied by account payee cheques shall be submitted at ICICI Securities Primary Dealership Limited offices.

### **Procedure for applications by Mutual Funds and Multiple Applications**

The applications forms duly filled shall clearly indicate the name of the concerned scheme for which application is being made and must be accompanied by certified true copies of:

- SEBI registration certificate
- Resolution authorising investment and containing operating instructions
- Specimen Signatures of authorised signatories

### **Despatch of Refund Orders**

The Company shall ensure dispatch of refund orders by registered post only and adequate funds for the purpose shall be made available.

### **Minimum Application Size**

The application must be made for a minimum of 10 Debentures and multiple of 1 Debenture thereafter.

### **Depository Arrangement**

The Company has made depository arrangements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for issue and holding of the Debentures in dematerialised form.

As per the provisions of Depositories Act, 1996, the Debentures issued by the Company should be held in a dematerialised form, i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. In this context:

- Two tripartite agreements have been signed:
  - Tripartite Agreement dated 27/04/2016 with CDSL
  - Tripartite Agreement dated 01/04/2016 with NSDL
- An applicant has the option to seek allotment of Debentures in electronic mode only.
- An applicant who wishes to apply for Debentures in the electronic form must have at least one beneficiary account with any of the Depository Participants (DPs) of NSDL or CDSL prior to making the application.
- The applicant seeking allotment of Debentures in the electronic form must necessarily fill in the details (including the beneficiary account number and Depository Participant's ID)

appearing in the Application form under the heading 'Request for Debentures in Electronic Form'.

- Debentures allotted to an applicant in the electronic account form will be credited directly to the applicant's respective beneficiary account(s) with the DP.
- For subscription in electronic form, names in the application form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- In case of allotment of Debentures in electronic form, the address, nomination details and other details of the applicant as registered with his/her DP shall be used for all correspondence with the applicant. The Applicant is therefore responsible for the correctness of his/her demographic details given in the application form vis-à-vis those with his/her DP. In case the information is incorrect or insufficient, the Issuer would not be liable for losses, if any.

### **Face Value**

Each Debentures shall have a face value of ₹ 1,000,000 /- (Rupees one million only)

### **Payment on Application**

The full face value of the Debentures applied for, is to be paid along with the application form.

### **Deemed Date of Allotment**

The Deemed Date of Allotment is as per the termsheet.

### **Minimum Lot Size**

The minimum lot size for trading of the Debentures on the BSE is proposed to be 1 Debenture.

### **Payment of Interest**

The interest payable to each Debentureholder shall be paid by interest warrants bearing the interest payment dates. Such warrants shall be dispatched to the Debentureholders whose names appear in the Register of Debentureholders on the record date and in case of joint holders to the one whose name appears first in the Register of Debentureholders. In the event of the Company not receiving any notice of transfer on the record date i.e. 15 calendar days before the interest payment date, the transferee(s) for the Debenture shall not have any claim against the Company in respect of amount so paid to the registered Debentureholders

- The interest shall be computed on the basis of actual / actual

Wherever the signature(s) of such transferor(s) in the intimation sent to the Company is/are not in accordance with the specimen signature(s) of such transferor(s) available on the records of the Company, all payments on such Debenture(s) will be kept at abeyance by the Company till such time as the Company is satisfied in this regard.

No interest / interest on interest shall accrue on the Debentures after the date of maturity of the respective instruments.

The last interest payment will be proportionately made on the redemption date.

### **Interest on Application Money**

Interest on Application Money is payable at the applicable coupon rate (subject to deduction of tax at source at the rates prevailing from time to time under the provisions of Income Tax Act, 1961 or any statutory modification or re-enactment thereof), will be paid on the entire application money on all valid applications. The same will be released within 30 days from the Date of Allotment.

Such interest shall be paid for the period commencing from the date of realisation of the cheque(s)/draft(s) up to one day prior to the date of allotment. The interest warrants will be dispatched by registered post at the sole risk of the applicant, to the sole/first applicant.

No interest on application money would be payable in cases of invalid applications.

### **Effect of Holidays**

If any coupon payment date and/or redemption date falls on a day which is not a business day, payment of interest and/or principal amount shall be made on the next business day without liability for making payment of interest for the delayed period.

### **Tax Deduction at Source**

Income tax will be deducted at source from interest on application money as per applicable provisions of the Income Tax Act, 1961 and as applicable from time to time. In respect of interest on application money, the relevant document (Form 15AA / 15H) should be submitted along with the application form.

Where any deduction of Income Tax is made at source, the Company shall send to the Debentureholder a Certificate of Tax Deduction at Source.

### **Mode of Transfer**

Transfer of Debentures in dematerialised form would be in accordance with the rules / procedures as prescribed by NSDL / Depository participant.

### **Payment on Redemption**

The payment of the redemption amount of the Debentures will be made by the Company to the Registered Debentureholders recorded in the books of the Company and in the case of joint holders, to the one whose name appears first in the Register of Debentureholders as on the record date. In the event of the Company not receiving any notice of transfer, before the record date, the transferee(s) for the Debenture(s) shall not have any claim against the Company in respect to the amount so paid to the Registered Debentureholders.

The Debentures held in the Dematerialised Form shall be taken as discharged on payment of the redemption amount by the Company on maturity to the registered Debentureholders whose name appears in the Register of Debentureholders on the record date. Such payment will be a legal discharge of the liability of the Company towards the Debentureholders. On such payment being made, the Company will inform NSDL/CDSL and accordingly the account of the Debentureholders with NSDL /CDSL will be adjusted.

The Company's liability to the Debentureholders towards all their rights including for payment or otherwise shall cease and stand extinguished from the due dates of redemption in all events.

Further the Company will not be liable to pay any interest or compensation from the dates of such redemption.

On the Company dispatching the amount as specified above in respect of the Debentures, the liability of the Company shall stand extinguished.

### **Debenture Redemption Reserve (DRR)**

As per Rule 18(7)(b)(ii) of Companies (Share Capital and Debentures) Rules, 2014, NBFCs registered with RBI under Section 45-IA of the RBI (Amendment) Act, 1997 are not required to create any DRR in the case of privately placed debentures

### **Declaration regarding Non-Default**

I-Sec PD confirms that it has not defaulted on any interest payment or redemption payment on any series of Debentures, issued by it from the date of its inception.

### **Rights of Debentureholders**

The Debentureholders will not be entitled to any rights and privileges of shareholders other than those available to them under statutory requirements. The Debenture shall not confer upon the holders the right to receive notice, or to attend and vote at the general meetings of the Company. The Debentures shall be subjected to other usual terms and conditions incorporated in the Debenture certificate(s) that will be issued to the allottee(s) of such Debentures by the Company.

### **Modification of Rights**

The rights, privileges, terms and conditions attached to the Debentures may be varied, modified or abrogated with the consent, in writing, of those holders of the Debentures who hold at least three fourth of the outstanding amount of the Debentures or with the sanction accorded pursuant to a special resolution passed at a meeting of the Debentureholders, provided that nothing in such consent or resolution which modifies or varies the terms and conditions of the Debentures shall be operative against the Company, if the same are not accepted by the Company.

### **Future Borrowings**

The Company shall be entitled from time to time to make further issue of Debentures and to raise further loans, advances or such other facilities from Banks, Financial Institutions and / or any other person(s) on the security or otherwise of its assets without any further approval from the Debentureholders.

### **Transferability of Debentures**

All requests for transfer of securities / other documents should be sent to the office of the Registrar & Transfer Agent.

### **Right to accept / reject applications**

The Issuer is entitled at its sole and absolute discretion to accept or reject any application, in part or in full, without assigning any reason. Application forms which are incomplete or which do not fulfill the Terms & Conditions indicated on the reverse of the application form are liable to be rejected.

### **Basis of Allocation / Allotment**

The Issuer will decide the basis of allotment. The issuer reserves the right to reject any/all applications at its sole discretion, without assigning any reason whatsoever.

### **Documents to be provided by investors**

Investors need to submit the following documentation, along with the application form, as applicable:

- Memorandum and Articles of Association / Documents Governing Constitution;
- Resolution authorising investment;
- Certified True Copy of the Power of Attorney;
- Form 15 AA for investors seeking exemption from Tax deduction at source from interest on the application money;
- Specimen signatures of the authorised signatories duly certified by an appropriate authority;
- SEBI Registration Certificate (for Mutual Funds);
- Certified copy of the PAN card.

### **Despatch of Documents**

The Refund Orders and Cheques/ Demand Drafts/other instruments of payment, as the case may be, shall be dispatched by registered post / courier or by hand delivery to the address of the holder whose name appears first in the Register of Debentureholders. This will be at the sole risk of the addressee.

### **Debentureholder not a Shareholder**

The Debentureholders will not be entitled to any of the rights and privileges available to the Shareholders.

### **Governing Law**

The Debentures are governed by and shall be construed in accordance with the existing Indian laws. Any dispute arising thereof will be subject to the jurisdiction at the city of Mumbai.

### **Discount on the Offer Price of the Debentures**

The Debentures are being issued at face value and without any discount to the Offer Price.

### **Servicing Behavior on Existing Debts**

The Issuer has carried out payments of principal and interest in respect of its existing liabilities (including debt securities issued by it and any term loans), on respective due dates and expects to continue to do so in the future.

### **Permission / Consent from existing creditors for creation of any charges in favour of the Trustee**

The Debentures are unsecured and no charge is required to be created in favour of the Trustees.

### **Name of the Debenture Trustee(s)**

The Debentures being issued hereunder are unsecured in nature. Hence there would be no trust deed in relation to the Issue for securing the interests of the Debenture holders by creation of any charge over the properties of the Issuer.

To protect the interests of the Debenture holders, the Issuer would be entering into a Trustee Agreement in respect of the Issue. IDBI Trusteeship Services Limited ("Trustee"), through its letter no. 1336-B/ITSL/OPR/CL/18-19/DEB/72 dated May 9, 2018 has agreed to act as trustee for the Debenture holders in relation to the Issue.

The address of the Trustee is as follows:

#### **IDBI Trusteeship Services Limited**

**Regd office** - Asian Building, Ground Floor

17, R. Kamani Marg, Ballard Estate,

Mumbai – 400 001

### **Rating Rationale adopted by rating agencies**

'CRISIL AAA' by CRISIL for ₹ 500 million and 'CARE AAA' by CARE for ₹ 500 million indicating highest degree of safety regarding timely servicing of financial obligations.

The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The ratings obtained are subject to revision at any point of time in the future. The rating agencies have a right to suspend or withdraw the rating at any time on the basis of new information etc.

### **Listing of Debentures**

Listing of the Debentures is proposed to be carried out on the Wholesale Debt Segment (WDM) of the Bombay Stock Exchange Limited (BSE).

Bombay Stock Exchange Ltd. (BSE)

Rotunda Building,

Dalal Street,

Fort, Mumbai 400 001

**XI. Indicative Cashflow Schedule**

<b>Series</b>	<b>Redemption Amount</b>	<b>Period of Maturity</b>	<b>Yield on Redemption</b>
1/2018-2019	Rs. 50 crore	10 years	8.75%

Company	ICICI Securities Primary Dealership Limited
Series	1/2018-2019
Face Value (per security)	10,00,000
Issue Date / Date of Allotment	11 <sup>th</sup> May 2018
Redemption Date	11 <sup>th</sup> May 2028
Coupon Rate	8.75%
Frequency of the Interest Payment	Annual
Day Count Convention	Actual/Actual

**Cash Flows:**

<b>Cash Flows</b>	<b>Coupon Date</b>	<b>Payment Date</b>	<b>No. of days in Coupon Period</b>	<b>Amount (in Rupees)</b>
1 <sup>st</sup> Coupon	May 11, 2019	May 13, 2019	365	87,500
2 <sup>nd</sup> Coupon	May 11, 2020	May 11, 2020	366	87,500
3 <sup>rd</sup> Coupon	May 11, 2021	May 11, 2021	365	87,500
4 <sup>th</sup> Coupon	May 11, 2022	May 11, 2022	365	87,500
5 <sup>th</sup> Coupon	May 11, 2023	May 11, 2023	365	87,500
6 <sup>th</sup> Coupon	May 11, 2024	May 13, 2024	366	87,500
7 <sup>th</sup> Coupon	May 11, 2025	May 12, 2025	365	87,500
8 <sup>th</sup> Coupon	May 11, 2026	May 11, 2026	365	87,500
9 <sup>th</sup> Coupon	May 11, 2027	May 11, 2027	365	87,500
10 <sup>th</sup> Coupon	May 11, 2028	May 11, 2028	366	87,500
Principal				10,00,000
<b>Total</b>				