

Form No. PAS – 4**PRIVATE PLACEMENT OFFER LETTER**

[Pursuant to Section 42 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014]

Private Placement Document (Offer Document) dated **August 30, 2021** for issue of 50 Unsecured, Subordinated, Listed, Redeemable, Non-Convertible Debentures of the face value of ₹ 10 million each, at par, aggregating ₹ 500 million plus greenshoe option of ₹ 500 million i.e., upto ₹ 1,000 million on private placement basis constituting as Tier II capital

1. General Information:**1.1 Name, address, website and other contact details of the Company, indicating both registered office and the Corporate office:**

Issuer / Company	ICICI SECURITIES PRIMARY DEALERSHIP LIMITED
Registered Office	ICICI Centre, H. T. Parekh Marg, Churchgate, Mumbai – 400020
Corporate Office	Same as registered office
Telephone Number	+91 22 2288 2460/70
Fax	+91 22 2288 2312
Website	http://www.icicisecuritiespd.com/
Email	info@isecpd.com
Contact Person	Ms. Prachiti D. Lalingkar, Company Secretary and Compliance Officer Tel. no. +91 22 6637 7342, Email id: prachiti.lalingkar@isecpd.com

1.2 Date of Incorporation of the Company:

February 22, 1993

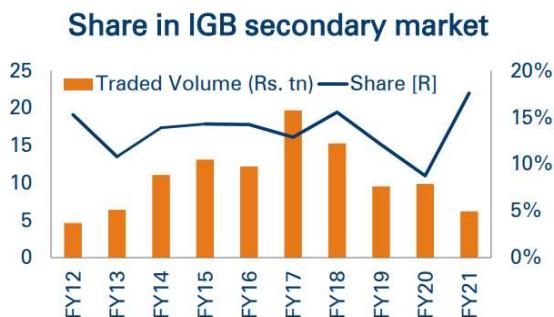
1.3 Business carried on by the Company and its subsidiaries with the details of branches or units, if any:

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 primary dealer which has 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 amongst the top participants (in terms of trading volumes and primary subscriptions) in the G-Sec auctions. Due to its long-standing history as a standalone Primary Dealer, 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 ₹ 6,000,000 million in FY 2021 with 17% volume share in secondary market activity in India Government Bonds (IGB).



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 nearly ₹ 600,000 million in FY 2021.

IRS Trading:

I-Sec PD is amongst the largest players with annual swap volume of ₹ 40,000,000 million in FY 2021. I-Sec PD was the first to transact in IRS on 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 an 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.

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 advisory services to a number of Provident and Pension 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 PRIME Database debt league tables.

Market Leadership	Highlights of Select Deals
<ul style="list-style-type: none">• Consistent one of the leaders in Debt league tables• Associated with large number of AAA rated debt issues• Extensive knowledge of Fixed 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	<ul style="list-style-type: none">• Sole Arranger to first issuance of subordinated debentures by an Insurance Company – ICICI Lombard General Insurance Company (2016)• Arranger to the only two Supranational Bond issues in Indian markets – ADB's 2004 INR Bond Issue and IFC's 2014 'Maharaja Bond' issue• Arranger to the first 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 ₹ 13,000 million 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



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

The following are the registered, regional / branch office of the Company:

Sr. No.	Registered Office Address	Location
1.	Registered office- ICICI Centre, H. T. Parekh Marg, Churchgate, Mumbai – 400020	Mumbai
Sr. No.	Regional / Branch Offices	Location
2.	ICICI Bank Tower, 3 rd Floor, NBCC place, Bisham Pitamah Marg, New Delhi- 110 003	New Delhi
3.	ICICI Bank Towers, 3rd Floor, ICICI Bank Towers, Plot No. 24, South Phase I, Ambattur Industrial Estate, Ambattur, Chennai - 600058.	Chennai
4.	10 th Floor, Prestige Obelisk, Kasturba Road, Bangalore – 560 001.	Bangalore
5.	1A, Acharya Jagadish Chandra (AJC) Bose Road, 1 st floor, Kolkata- 700020.	Kolkata

The Company does not have any subsidiary.

1.4 Brief particulars of the management of the Company:

The management of the Company is overseen by the board of directors.

The table below sets out the details regarding the Company's Board of Directors as on date of this offer letter:

Name, Designation and DIN	Age	Address	Director of the Company since	Details of other directorship
Mr. B. Prasanna, Chairman,	51	4001, W 54, Bal Govindas Road,	June 28, 2008*	1. Fixed Income Money Market and Derivatives

DIN- 02257744		Near Ruparel Law College, Mahim, Mumbai 400016		Association of India 2. The Clearing Corporation of India 3. Foreign Exchange Dealers Association of India
Mr. Dilip Karnik Independent Director, DIN - 06419513	71	"Shri Ram", 1102/B-4, 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 Independent Director, DIN - 06559989	68	501, 5 th 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. Nippon Life India Asset Management Limited
Mr. Radhakrishnan Nair Independent Director DIN- 07225354	66	J1403, Raheja Vistas, Raheja Vihar, Chandivali, Mumbai 400072	October 1, 2015	1. ICICI Bank Limited 2. ICICI Prudential Life Insurance Company Limited 3. Touchstone Regulatory Advisors Private Limited 4. Geojit Financial Services Limited 5. Geojit Credits Private Limited 6. Axis Mutual Fund Trustee Limited 7. Geojit Techloan Private Limited

				8. Brickwork India Limited 9. Inditrade Capital Limited	Ratings Private Capital
Ms. Anubhuti Sanghai, Non-executive Director DIN- 08668593	47	Flat 1802, Signia Isles, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400051	January 23, 2020	-	
Mr. Shailendra Jhingan Managing Director & CEO, DIN- 07636448	49	E – 704, Ashok Gardens, 7 th Floor, Tower II, T J Road, Sewri, Mumbai 400015	November 3, 2016	Primary Dealers Association of India	

* Director since June 28, 2008. Appointed as Chairman w.e.f. July 13, 2018.

Note: None of the directors of the Issuer are appearing in the RBI Defaulter List or the ECGC Default List.

1.5 Management perception of 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, 2021: ₹ 1.0 million (represents estimated amount of contracts to be executed on capital account).

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 authorise 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 authorized 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

We may be involved in litigations in the ordinary course of business. We estimate the probability of losses that may be incurred in connection with legal and regulatory proceedings as of the date on which our financial statements are prepared. We recognize a provision when we have a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. We determine the amount of provision based on our estimate of the amount required to settle the obligation at the balance sheet date, supplemented by our experience in similar situations. We review provisions at each balance sheet date and adjust them to reflect current estimates. In cases where the available information indicates that a loss is reasonably possible but the amount of such loss cannot be reasonably estimated, we make a disclosure to this effect in the financial statements. Whenever we consider it appropriate and the legal or regulatory guidelines so permit, we may seek to settle or compound legal or regulatory proceedings through consensual process with the concerned claimant or regulator entailing monetary payment or receipt or nonmonetary terms being agreed upon.

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 non-deposit accepting NBFC and a primary dealer registered with Reserve Bank of India (“RBI”), the Company’s operations are regulated by RBI. The Company is also registered with SEBI as a Merchant Banker, Portfolio Manager and Stock Broker. 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 & SEBI from time to time. Additionally, measures have also been taken to ensure proper compliance under the provisions of the Act, regulations and guidelines issued by stock exchanges and various other related laws.

1.6 Details of defaults, if any, including the amounts involved, duration of default, and present status, in repayment of:

(a) Statutory Dues	:	None
(b) Debenture and interest thereon	:	None
(c) Deposits and interest thereon	:	None
(d) Loans from banks and financial institutions and interest thereon	:	None

1.7 Name, designation, address and phone number, email ID of the nodal / compliance officer of the Company, if any, for the Issue:

Name	:	Ms. Prachiti D. Lalingkar
Designation	:	Company Secretary and Compliance Officer
Address	:	ICICI Centre, H. T. Parekh Marg, Churchgate, Mumbai 400020
Phone No.	:	+91 22 22882460/70
Email	:	prachiti.lalingkar@isecpd.com

2. Particulars of the Offer:

Date of passing of Board Resolution	April 20, 2021 and August 24, 2021. A copy of the said board resolution is annexed herewith and marked as Annexure II .								
Date of passing of resolution in general meeting, authorizing the offer of securities	June 29, 2021 and August 26, 2021. A copy of the said shareholders' resolutions is annexed herewith and marked as Annexure III .								
Kind of Security offered and Class thereof	Unsecured, Subordinated, Listed, Redeemable, Non-Convertible Debentures constituting Tier II capital of the Company								
Price at which the security is being offered, including premium if any, along with justification of the price	The Debentures have a face value of ₹ 10 million per Debenture and are being offered at par								
Name and address of the valuer who performed valuation of the security offered	Not applicable as the Debentures are unsecured								
Amount, which the Company intends to raise by way of securities	Base Issue size of ₹ 500 million with greenshoe option of ₹ 500 million i.e., upto ₹ 1,000 million								
Terms of raising of securities:	<p>The key terms of the Debentures are set out in the term sheet annexed herewith and marked as Annexure I and the disclosure document circulated simultaneously with this Offer Letter. Certain of the said terms are, for ease of reference, reproduced in this column:</p> <table border="1"> <tr> <td>Duration, if applicable:</td> <td>3,865 days</td> </tr> <tr> <td>Rate of Interest:</td> <td>7.52% per annum</td> </tr> <tr> <td>Mode of Payment</td> <td>RTGS/ NEFT</td> </tr> <tr> <td>Mode of Repayment</td> <td>RTGS/ NEFT</td> </tr> </table>	Duration, if applicable:	3,865 days	Rate of Interest:	7.52% per annum	Mode of Payment	RTGS/ NEFT	Mode of Repayment	RTGS/ NEFT
Duration, if applicable:	3,865 days								
Rate of Interest:	7.52% per annum								
Mode of Payment	RTGS/ NEFT								
Mode of Repayment	RTGS/ NEFT								
Proposed time schedule for which the Issue is valid	<p>Issue opening date: September 06, 2021 Issue closing date: September 06, 2021 Deemed Date of Allotment: September 07, 2021</p>								
Purpose and 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.								
Contribution being made by the Promoters or directors either as part of the offer or separately in furtherance of the object	None								
Principal terms of assets charged as security, if applicable	Not applicable as the Debentures are unsecured								

2.1 Disclosure with regard to interest of directors, litigation, etc:

Any financial or other material interest of the directors, promoters or key managerial personnel in the Issue and the effect of such interest	The Directors of the Company, the Promoters of the Company and the Key Managerial Personnel of the Company do not have any personal interest in the Issue
-----------------------------------------------------------------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------

in so far as it is different from the interests of other persons																	
Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any Promoter of the Company during the last 3 (three) years immediately preceding the year of the circulation of this Disclosure Document and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed	Please refer to Annexure IV																
Remuneration of directors (during the current year and last 3 (three) financial years)	<p style="text-align: right;">(₹million)</p> <table border="1"> <thead> <tr> <th></th> <th>Shailendra Jhingan</th> </tr> </thead> <tbody> <tr> <td>FY2019</td> <td>32.6</td> </tr> <tr> <td>FY2020</td> <td>32.3</td> </tr> <tr> <td>FY2021</td> <td>30.6</td> </tr> </tbody> </table> <p style="text-align: right;">(₹million)</p> <table border="1"> <thead> <tr> <th></th> <th>Sitting fees and profit linked commission paid to Independent Directors</th> </tr> </thead> <tbody> <tr> <td>FY2019</td> <td>3.9</td> </tr> <tr> <td>FY2020</td> <td>4.3</td> </tr> <tr> <td>FY2021</td> <td>3.9</td> </tr> </tbody> </table>		Shailendra Jhingan	FY2019	32.6	FY2020	32.3	FY2021	30.6		Sitting fees and profit linked commission paid to Independent Directors	FY2019	3.9	FY2020	4.3	FY2021	3.9
	Shailendra Jhingan																
FY2019	32.6																
FY2020	32.3																
FY2021	30.6																
	Sitting fees and profit linked commission paid to Independent Directors																
FY2019	3.9																
FY2020	4.3																
FY2021	3.9																
Related party transactions entered during the last 3 (three) financial years immediately preceding the year of circulation of this Disclosure Document including with regard to loans made or, guarantees given or securities provided	Please refer to Annexure V for the related party transactions.																
Summary of reservations or qualifications or adverse remarks of auditors in the last 5 (five) financial years immediately preceding the year of circulation of this Disclosure Document and of their impact on the financial statements and financial position of the Company and the corrective steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remark	Nil																
Details of any inquiry, inspections or investigations initiated or conducted under the Act or any previous company law in the last 3	None																

(three) years immediately preceding the year of circulation of offer letter in the case of the Company and all of its subsidiaries. Also if there were any were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last 3 (three) years immediately preceding the year of this Disclosure Document and if so, section-wise details thereof for the Company and all of its subsidiaries	
Details of acts of material frauds committed against the Company in the last 3 (three) years, if any, and if so, the action taken by the company	None

2.2 Financial Position of the Company:

The capital structure of the Company in the following manner in a tabular form:

The authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value)	Particulars	Amount (₹ in crore)
	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
Size of the Present Issue	50 Unsecured, Subordinated, Listed, Redeemable, Non-Convertible Debentures of the face value of ₹ 10 million each, at par, aggregating ₹ 500 million plus greenshoe option of ₹ 500 million i.e., upto ₹ 1,000 million on private placement basis constituting as Tier II capital	
Paid-up Capital: a. After the offer: b. After the conversion of Convertible Instruments (if applicable):	This issuance of Debentures will not alter the paid-up capital of the Issuer	

Share Account:	Premium	This issuance of Debentures will not alter the reserves in the share premium account of the Issuer. The current balance in the share premium account is NIL
a. Before the offer:	b. After the offer:	

Details of the existing share capital of the Issuer

Date of Allotment / Extinguishment	No. of shares	Face value	Issue Price per share	Total paid up capital	Cumulative paid- up share capital (Rs.)	Nature of Consideration	Remarks
March 3, 1993	700	10	10	7,000	7,000	Cash	Subscribers to the Memorandum and Articles of Association
April 19, 1993	10,00,000	10	10	1,00,00,000	1,00,07,000	Cash	Further allotment of equity shares to ICICI Limited
May 14, 1993	70,00,000	10	10	7,00,00,000	8,00,07,000	Cash	Further allotment of equity shares to ICICI Limited
July 2, 1993	60,00,000	10	10	6,00,00,000	14,00,07,000	Cash	Further allotment of equity shares to ICICI Limited
August 25, 1993	1,60,00,000	10	10	16,00,00,000	30,00,07,000	Cash	Further allotment of equity shares to ICICI Limited

	2,00,00,000	10	16	20,00,00,000	50,00,07,000	Cash	Allotment of equity shares to Morgan Guaranty International Finance Corporation, USA at a premium of Rs. 5.64 per share.		
November 4, 1993	5,00,00,700	10	10	50,00,07,000	1,00,00,14,000	Rights Issue	1:1		
April 1, 1994	14,99,200	10	10	1,49,92,000	1,01,50,06,000	Employees stock option scheme	Allotted under employees stock option scheme		
May 30, 1994	800	10	10	8,000	1,01,50,14,000	Employees stock option scheme	Allotted to a foreign national on receipt of RBI approval for the same.		
September 11, 1996	10,15,01,400	10	10	1,01,50,14,000	2,03,00,28,000				
September 29, 2005	3,71,18,700	10	-	(37,11,87,000)	1,65,88,41,000	Cash	Buy back		
December 30, 2006	37,84,100	10	-	(3,78,41,000)	1,62,10,00,000	Cash	Buy back		
Consolidation of 10,000 equity shares of ₹ 10/- to 1 equity share of ₹ 100,000/- each									
September 28, 2008	576	1,00,000	-	(5,76,00,000)	1,56,34,00,000	Cash	Buy back		
Details of allotments made by the Company for Consideration other than cash	As set out in the table above								
Profits of the Company, before and after making provision for tax, for the 3 (three)	(₹ in million)	FY2021		FY2020		FY2019			
		Profit Before Tax		7,606.6		4,376.6			
		Profit After Tax		5,681.2		3,334.8			

financial years immediately preceding the date of circulation of this Disclosure Document				
Dividends declared by the Company in respect of the said 3 (three) financial years	(₹ in million)	FY2021	FY2020	FY2019
	Dividends Declared*	3,408.2	1,997.5	390.9
	*Including proposed dividend (if any)			
Interest coverage ratio for last three years (cash profit after tax plus interest paid/interest paid)	Being a Non-Banking Financial Company (NBFC), the requirement of disclosures of interest service coverage ratio as per Regulation 52(4) of the Securities and Exchange Board of India ('SEBI') Listing Obligations and Disclosure Requirements Regulations, 2015 is not applicable to the Company.			
A summary of the financial position of the Company as in the 3 (three) audited balance sheets immediately preceding the date of circulation of this Disclosure Document	Annexed at Annexure VI			
Audited Cash Flow Statement for the 3 (three) years immediately preceding the date of circulation of this Disclosure Document	Annexed at Annexure VI			
Any change in accounting policies during the last 3 (three) years and their effect on the profits and the reserves of the Company	Mentioned in Annexure VI below.			

Annexure I: Term Sheet

Security Name	7.52% I-Sec PD 2032
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	1/2021-2022
Issue Size	Base Issue size of ₹ 500 million with greenshoe option of ₹ 500 million i.e., upto ₹ 1,000 million
Option to retain oversubscription	-
Face value	₹ 10 million
Issue Price	At par
Minimum application	1 Debentures and multiple of 1 Debenture thereafter
Tenor	3,865 days
Redemption date	April 07, 2032
Redemption premium / discount	Nil
Redemption amount	The aggregate of the Principal Amount, 100% (One hundred percent) of which will be paid on the Redemption date of the Debentures
Coupon rate	7.52% per annum
Step up/step down coupon rate	Not applicable
Put/Call option	None
Coupon payment frequency	Annual
Coupon payment dates	September 07 and on maturity
Coupon type	Fixed
Coupon reset process	Not applicable
Day count basis	Actual / Actual
Interest on application money	None
Eligible Investors	<p>Qualified institutional buyers (as defined under Regulation 2(1)(ss) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, which comprises of the following investors:</p> <ul style="list-style-type: none"> • a mutual fund, venture capital fund, alternative investment fund and foreign venture capital investor registered with the SEBI; • foreign portfolio investor other than individuals, corporate bodies and family offices;

	<ul style="list-style-type: none"> • a public financial institution; • a scheduled commercial bank; • a multilateral and bilateral development financial institution; • a state industrial development corporation; • an insurance company registered with the Insurance Regulatory and Development Authority of India; • a provident fund with minimum corpus of ₹25 Crores; • a pension fund with minimum corpus of ₹25 Crores; • National Investment Fund set up by resolution no. F.No.2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; • insurance funds set up and managed by army, navy or air force of the Union of India; • insurance funds set up and managed by the Department of Posts, India; and • systemically important NBFCs. <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 the Company's Tier-II Capital and for enhancing its long term resources.
Issuance Mode	In demat mode only
Trading Mode	In demat mode only
Credit Rating	CRISIL AAA/Stable and CARE AAA/Stable. Includes all the credit ratings obtained by the Company for the Issue.
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 Bank & Branch: ICICI Bank, Nariman Point, Mumbai IFSC Code: ICIC0000004 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 Documents	<p>The Issuer has executed/ shall execute the documents including but not limited to the following in connection with the Issue:</p> <ol style="list-style-type: none"> 1. Letter appointing Debenture Trustees to the Debenture holders; 2. Debenture Trusteeship Appointment Agreement; 3. Rating Agreement with CRISIL Ratings Limited 4. Rating Agreement with CARE Limited 5. Tripartite Agreement between the Issuer; Registrar and NSDL for issue of Debentures in dematerialized form; 6. Tripartite Agreement between the Issuer, Registrar and CDSL for issue of Debentures in dematerialized form; 7. Agreement appointing Registrar and Transfer Agent between the Issuer and the Registrar; 8. Application made to BSE for seeking its in-principle approval for listing of Bonds; 9. Listing Agreement with BSE.
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"> 1. Rating letter(s) from the aforesaid rating agency(ies) not being more than one month old from the issue opening date; 2. Letter from the Trustees conveying their consent to act as Trustees for the Debenture holder(s); 3. Letter from BSE conveying its in-principle approval for listing of Bonds. 4. The Issuer shall deliver to the Debenture Trustee, a certified true copy of the resolution of the Board of Directors and shareholders authorising the Issue of Debentures
Conditions subsequent to disbursement	<p>The Issuer shall ensure that the following documents are executed/ activities are completed as per time frame mentioned elsewhere in this Placement Memorandum:</p> <ol style="list-style-type: none"> 1. Maintaining a complete record of private placement offers in Form PAS-5; 2. Filing a return of allotment of Debentures with complete list of all Debenture Holders in Form PAS-3 under Section 42(8) of the Companies Act, with the Registrar of Companies, within the prescribed timelines; 3. Credit of dematerialized account(s) of the allottee(s) by number of Debentures allotted within 2 working days from the Deemed Date of Allotment; 4. Making listing application and seeking listing permission to the BSE within 4 (four) working days from the Issue Closing Date. In the event of delay in listing of Debentures beyond 4 working days from the closure of the Issue, the Issuer shall pay penal interest of 1.00% per annum over the Coupon Rate for the

	<p>period of delay to the investor (i.e. from the date of allotment to the date of listing);</p> <p>5. Execution of Debenture Trust Deed: Trust Deed will be executed within the timelines prescribed by SEBI failing which the Company shall also pay interest of at least 2% per annum or such other rate, as specified by SEBI to the holder of debt securities, over and above the agreed coupon rate, till the execution of the trust deed. The Debenture Trust Deed will be submitted to BSE within 5 (five) working days of execution of the same for uploading on their website.</p> <p>Besides, the Issuer shall perform all activities, whether mandatory or otherwise, as mentioned elsewhere in this Disclosure Document.</p> <p>The interest rates mentioned in above covenants shall be independent of each other.</p>
Events of Default	If the Issuer commits a default in making payment of any instalment 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. The Inter Creditor Agreement will be governed by the guidelines/directions issued by SEBI & RBI and as amended from time to time.
Cross Default	Not Applicable
Role and Responsibilities of Trustees	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, 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"> Security Creation: Not applicable Default in Payment: In case of default in payment of Interest and/or Principal redemption on the due dates, additional interest @2% per annum over the coupon rate shall be payable by the Issuer Delay in Listing: In the event of delay in listing of Debentures beyond 4 working days from the closure of the Issue, the Issuer shall pay penal interest of 1.00% per annum over the Coupon Rate for the period of delay to the investor (i.e. from the date of allotment to the date of listing)

	The interest rates mentioned in above covenants shall be independent of each other.
Issue Opening Date *	September 06, 2021
Issue Closing Date *	September 06, 2021
Pay-in Date(s) *	September 07, 2021
Deemed Date of Allotment *	September 07, 2021

* The Issuer reserves its sole and absolute right to modify (pre-pone/ 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.

Annexure II: Copy of Board Resolution

1. Board Resolution passed by the Board of Directors at its meeting held on April 20, 2021



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY AT ITS MEETING HELD ON APRIL 20, 2021 VIA VIDEO CONFERENCING THROUGH CISCO WEBEX

RESOLVED that the offer and issue of 3,987 Unsecured, Subordinated, Listed, Redeemable, Non-Convertible Debentures of the face value of ₹ 1.0 million each (Debentures), at par, aggregating ₹ 3,987.0 million, on a private placement basis in one or more tranches for a period of one year, constituting as Tier II capital, be and is hereby approved.

RESOLVED further that Mr. Shailendra Jhingan, Managing Director, Mr. Amit Pradhan, Executive Vice President & Head-Sales, Mr. Shameek Ray, Senior Vice President, Ms. Prachiti D. Lalingkar, Senior Vice President & Company Secretary, Mr. Yatin Vinekar, Senior Vice President and Mr. Ankit Maheshwari, Senior Vice President be and are hereby authorized to prepare and finalise the Offer Document as required pursuant to RBI guidelines read with SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended by SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012.

RESOLVED further that the Debenture Committee be and is hereby authorised to decide the coupon rates payable and the tenor of the Debentures depending on the market conditions at the time of issuance and offer of each tranche and to allot the Debentures to the subscribers.

RESOLVED further that the Debenture Committee be and is hereby authorised to appoint a SEBI registered Debenture Trustees for the said issue of Debentures.

RESOLVED further that Link Intime India Private Limited, registered with SEBI under SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 be and are hereby appointed as Registrar & Transfer Agents for the said issue of Debentures.

RESOLVED further that the consent of the Board be and is hereby accorded for issuing the declaration in such form and manner as may be required in Form PAS 4 and Mr. Shailendra Jhingan, Managing Director, Mr. Amit Pradhan, Executive Vice President & Head-Sales, Mr. Shameek Ray, Senior Vice President, Ms. Prachiti D. Lalingkar, Senior Vice President & Company Secretary, Mr. Yatin Vinekar, Senior Vice President and Mr. Ankit Maheshwari, Senior Vice President be and are hereby severally authorised to prepare and sign the private placement offer letter in form PAS 4 in accordance with Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended from time to time).

RESOLVED further that the Directors and Company Secretary be and are hereby severally authorised to file such forms and returns with the Registrar of Companies as may be required under the Companies Act, 2013 and the Rules framed thereunder.

ICICI Securities Primary Dealership Limited
ICICI Centre,
H.T. Parekh Marg,
Churchgate,
Mumbai 400 020, India.
U72900MH1993PLC131900

Tel (91 22) 2288 2460/70
Fax (91 22) 2284 5572

Website: www.icicisecuritiespd.com
e-mail id : info@isecpd.com



RESOLVED further that Mr. Shailendra Jhingan, Managing Director & CEO, Mr. Amit Pradhan, Executive Vice President & Head-Sales, Mr. Shameek Ray, Senior Vice President, Ms. Prachiti D. Lalingkar, Senior Vice President & Company Secretary, Mr. Yatin Vinekar, Senior Vice President and Mr. Ankit Maheshwari, Senior Vice President be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to this resolution.

Certified to be true
For ICICI Securities Primary Dealership Limited

A handwritten signature in blue ink that appears to read 'Prachiti D. Lalingkar'.

Prachiti D. Lalingkar
Senior Vice President
& Company Secretary

ICSI Membership No. : A20744

**Address : 901, B-Wing, Prathamesh Towers,
M M G S Marg, Dadar East,
Mumbai 400 014**

ICICI Securities Primary Dealership Limited
ICICI Centre,
H.T. Parekh Marg,
Churchgate,
Mumbai 400 020, India.
U72900MH1993PLC131900

Tel (91 22) 2288 2460/70
Fax (91 22) 2284 5572

Website: www.icicisecuritiespd.com
e-mail id : info@isecpd.com

**2. Board Resolution passed by circulation by majority of the Directors on
August 24, 2021**



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY CIRCULATION
BY THE BOARD OF DIRECTORS OF THE COMPANY ON AUGUST 24, 2021**

RESOLVED that in partial modification of the resolution passed by it at the meeting held on April 20, 2021 and subject to the approval of the shareholders in a general meeting, the approval of the Board be and is hereby accorded to change the face value of the Unsecured, Subordinated, Listed, Redeemable, Non-Convertible Debentures constituting Tier II capital and to be offered and issued by the Company in one or more tranches for a period of one year ending on April 19, 2022 from ₹ 1 million each to ₹ 10 million each.

RESOLVED further that the approval of the Board be and is hereby accorded to convene an Extraordinary General meeting of the shareholders of the Company (EGM) using Video Conferencing/ Other Audio Visual Means at a short notice and Mr. Shailendra Jhingan, Managing Director & CEO and Ms. Prachiti D. Lalingkar, Senior Vice President & Company Secretary be and are hereby severally authorised to fix the date, time and venue of the EGM, prepare and finalise the notice and serve the notice calling the EGM along with Explanatory Statement annexed thereto at shorter notice, if required, on every member of the Company and also on others entitled to receive the notice and to do all such acts, deeds, things and matters as necessary to convene the aforesaid EGM.

RESOLVED further that Mr. Shailendra Jhingan, Managing Director & CEO, Mr. Amit Pradhan, Executive Vice President & Head-Sales, Mr. Shameek Ray, Senior Vice President, Ms. Prachiti D. Lalingkar, Senior Vice President & Company Secretary and Mr. Yatin Vinekar, Senior Vice President be and are hereby severally authorized to prepare and finalise the Placement Memorandum as required pursuant to the applicable RBI guidelines read with SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and the Operational Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper issued by SEBI.

RESOLVED further that the consent of the Board be and is hereby accorded to include confirmations as may be required in the format prescribed by SEBI in the Placement Memorandum in accordance with the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

**Certified to be true
For ICICI Securities Primary Dealership Limited**

A handwritten signature in blue ink, appearing to read 'Prachiti D. Lalingkar'.

**Prachiti D. Lalingkar
Senior Vice President
& Company Secretary**

ICSI Membership No. : A20744

**Address : 901, B-Wing, Prathamesh Towers,
M M G S Marg, Dadar East,
Mumbai 400 014**

**ICICI Securities Primary Dealership Limited
ICICI Centre,
H.T. Parekh Marg,
Churchgate,
Mumbai 400 020, India.
U72900MH1993PLC131900**

**Tel (91 22) 2288 2460/70
Fax (91 22) 2284 5572**

**Website: www.icicisecuritiespd.com
e-mail id : info@isecpd.com**

Annexure III: Copy of Shareholders' Resolution

1. Special Resolution passed by the Shareholders at Annual General Meeting (AGM) held on June 29, 2021

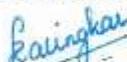


CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF THE COMPANY AT THE TWENTY EIGHTH ANNUAL GENERAL MEETING HELD ON JUNE 29, 2021

RESOLVED that subject to the provisions of Section 42 and such other provisions of the Companies Act, 2013 as may be applicable and the underlying rules viz. Companies (Prospectus and Allotment of Securities) Rules, 2014 as may be amended from time to time and such other regulations as may be applicable, the consent of the Members of the Company be and is hereby accorded to the Company to issue and allot up to 3,987 Unsecured, Subordinated, Listed, Redeemable, Non-Convertible Debentures of the face value of ₹ 1,000,000/- each, at par, aggregating ₹ 3,987.0 million on private placement basis constituting as Tier II capital ("the Debentures") in one or more tranches as may be deemed fit by the Debenture Committee of the Company during a period of one year from the date of passing of this Resolution within the overall borrowing limits of the Company, as approved by the Members, from time to time.

RESOLVED further that the Debenture Committee be and is hereby authorised to consider the application forms, approve the allotment of Debentures to the subscribers as it may deem fit and authorise officials of the Company to do all such acts, deeds, matters and things as may be required for the purpose of issuing, allotting and listing the Debentures.

Certified to be true
For ICICI Securities Primary Dealership Limited


Prachiti D. Lalingkar
Senior Vice President
& Company Secretary

ICSI Membership No. : A20744

Address : 901, B-Wing, Prathamesh Towers,
M M G S Marg, Dadar East,
Mumbai 400 014

ICICI Securities Primary Dealership Limited
ICICI Centre,
H.T. Parekh Marg, Churchgate,
Mumbai 400 020, India. Tel (91 22) 2288
2460/70 Website: www.icicisecuritiespd.com
U72900MH1993PLC131900 Fax (91 22) 2284 5572

e-mail id : info@isecpd.com

2. Special Resolution passed by the Shareholders at Extra Ordinary General Meeting (EGM) held on August 26, 2021



CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE SHAREHOLDERS OF THE COMPANY AT THE EXTRA ORDINARY GENERAL MEETING HELD ON AUGUST 26, 2021

RESOLVED that pursuant to the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI Regulations 2021") and in partial modification of the resolution passed by the Members at the meeting held on June 29, 2021, the consent of the Members of the Company be and is hereby accorded to the Company to change the face value of the Unsecured, Subordinated, Listed, Redeemable, Non-Convertible Debentures constituting Tier II capital ("the Debentures") from ₹ 1 million each to ₹ 10 million each and issue and allot up to 398 Unsecured, Subordinated, Listed, Redeemable, Non-Convertible Debentures of the face value of ₹ 10 million each, at par, aggregating ₹ 3,980.0 million on private placement basis in one or more tranches as may be deemed fit by the Debenture Committee of the Company during a period of one year from the date of passing of this Resolution within the overall borrowing limits of the Company, as approved by the Members, from time to time.

RESOLVED further that the Debenture Committee be and is hereby authorised to consider the application forms, approve the allotment of Debentures to the subscribers as it may deem fit and authorise officials of the Company to do all such acts, deeds, matters and things as may be required for the purpose of issuing, allotting and listing the Debentures.

Certified to be true
For ICICI Securities Primary Dealership Limited

A handwritten signature in blue ink, appearing to read 'Kalingkar'.

Prachiti D. Lalingkar
Senior Vice President
& Company Secretary

ICSI Membership No. : A20744

**Address : 901, B-Wing, Prathamesh Towers,
M M G S Marg, Dadar East,
Mumbai 400 014**

ICICI Securities Primary Dealership Limited
ICICI Centre,
H.T. Parekh Marg, Churchgate,
Mumbai 400 020, India. Tel (91 22) 2288 2460/70
U72900MH1993PLC131900 Fax (91 22) 2284 5572

Website : www.icicisecuritiespd.com
e-mail id : info@isecpd.com

Annexure IV

**Details of proceedings against the promoter
(ICICI Bank Limited)**

Nil in terms of materiality with respect to ICICI Bank Limited or the Company, other than in the ordinary course of business and/or as disclosed publically by ICICI Bank in its Annual Reports and filings with stock exchanges and regulators.

Annexure V

Transactions with Related Parties

Years ended March 31, 2021 and March 31, 2020

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

(₹ 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)

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

Balance Sheet and Off balance sheet Items:	At March 31,2021	At March 31, 2020
ICICI Bank Limited		
Financial Assets		
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	
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
<u>Financial assets</u>		
Other financial assets	0.3	0.3
<u>Other transactions</u>		
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		
<u>Other transactions</u>		
Purchase of investments (including accrued interest)	973.4	3,202.4
ICICI Venture Fund Management Company Limited		
<u>Financial assets</u>		
Other financial assets	0.5	0.5
<u>Other financial liabilities</u>	Nil	0.1
India Infradebt Ltd		
<u>Other Transactions</u>		
Purchase of investments (including accrued interest)	4,250.0	2,000.0
ICICI Bank Limited Provident Fund		
<u>Other Transactions</u>		
Sale of investments (including accrued interest)	Nil	986.2
ICICI Prudential Life Insurance Company Limited Employees Provident Fund		
<u>Other Transactions</u>		
Sale of investments (including accrued interest)	47.40	Nil
ICICI Home Finance Limited Employees Provident Fund		
<u>Other Transactions</u>		
Sale of investments (including accrued interest)	5.6	30.90
Independent Directors		
<u>Other Financial liabilities</u>	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.

Year ended March 31, 2019

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
	Pension Fund Of ICICI Bank Ltd
	Provident Fund of ICICI Bank Limited (Excluded)
	ICICI Prudential Life Insurance Company Ltd EPF
	ICICI Venture Funds Mgmt Co Ltd EPF Trust
Key Management Personnel	Mr. Shailendra Jhingan ,Managing Director & CEO
Independent Directors	Mr. Ashvin Parekh
	Mr. Dilip Karnik
	Mr. Radhakrishnan Nair

Name of the Related Party / Type of Transaction	For the year ended March 31, 2019
ICICI Bank Limited -The Holding Company	
<u>Revenue from operations</u>	
Fees and Commission Income	11.4
Interest & Dividend Income	Nil
Profit / (Loss) on Interest Rate Swaps	472.3
<u>Expenses</u>	
Finance Costs & Other Operating Expenses	80.4
Employee Benefits (Expenses)/Recoveries	(0.7)
Establishment and Other Expenses	40.9
<u>Financial Assets</u>	
Cash and Cash Equivalents	55.8
Trade Receivables	Nil
Other Financial Assets	95.0
MTM on Interest Rate Swaps Receivable / (Payable)	(246.5)
<u>Financial Liabilities</u>	
Borrowings (Other than Debt Securities)	Nil
Other Financial Liabilities	15.6
<u>EQUITY</u>	
Share Capital	1,563.4

<u>Derivative Financial Instruments</u>	
Notional Principal amount of Interest Rate Swaps outstanding	233,305.1
<u>Other transactions</u>	
Dividend paid	359.6
Purchase of Investments (including accrued interest)	16,598.0
Sale of Investments (including accrued interest)	32,457.9
Bank Guarantees	110.0
ICICI Securities Limited - Fellow Subsidiary	
<u>Miscellaneous Income</u>	0.3
<u>Expenses</u>	
Finance Costs & Other Operating Expenses	0.9
Establishment and Other (Expenses)/Recoveries	(0.5)
<u>Financial Assets</u>	
Other Financial Assets	0.2
<u>Trade Payables</u>	0.3
<u>Other Financial Liabilities</u>	0.3
<u>Other transactions</u>	
Purchase of Investments (including accrued interest)	252.2
ICICI Securities Inc. - Fellow Subsidiary	
<u>Expenses</u>	
Procurement Expenses	3.4
<u>Other Financial Liabilities</u>	3.4
ICICI Lombard General Insurance Company Limited - Fellow Subsidiary	
<u>Expenses</u>	
Employee Benefits Expenses	4.0
Establishment and Other Expenses	0.1
<u>Financial assets</u>	
Other Financial assets	4.0
<u>Other transactions</u>	
Purchase of Investments (including accrued interest)	-
Sale of Investments (including accrued interest)	2,998.0
ICICI Prudential Life Insurance Company Limited - Fellow Subsidiary	
<u>Expenses</u>	
Finance Costs & Other Operating Expenses	57.1
Employee Benefits Expenses	0.5
<u>Financial Liabilities</u>	

Subordinated Liabilities	600.0
<u>Financial assets</u>	
Other Financial assets	0.2
<u>Financial Liabilities</u>	
Other Financial Liabilities	30.9
<u>Other transactions</u>	
Purchase of Investments (including accrued interest)	268.1
Sale of Investments (including accrued interest)	18,819.3
ICICI Home Finance Limited - Fellow Subsidiary	
<u>Revenue from Operations</u>	
Fees and commission Income	0.2
Interest Income	1.1
<u>Other transactions</u>	
Purchase of Investments (including accrued interest)	500.0
ICICI Venture Fund Management Company Limited – Fellow Subsidiary	
<u>Expenses</u>	
Payment of Establishment & other expenses	0.7
<u>Financial assets</u>	
Other Financial assets	0.5
ICICI Foundation for Inclusive Growth - Associate of the Holding Company	
<u>Administrative Expenditure</u>	
Donations	71.4
India Infradebt Ltd - Associate of the Holding Company	
<u>Revenue from Operations</u>	
Fees and commission Income	38.3
Interest Income	100.6
<u>Financial assets</u>	
Other Current Assets	57.3
Stock in trade	1,502.2
<u>Other Transactions</u>	
Purchase of Investments (including accrued interest)	7,260.0
ICICI Bank Limited Provident Fund	
<u>Other Transactions</u>	
Sale of Investments (including accrued interest)	2,593.8

Pension Fund Of ICICI Bank Ltd	
<u>Other Transactions</u>	
Purchase of Investments (including accrued interest)	374.3
Sale of Investments (including accrued interest)	Nil
Provident Fund of ICICI Bank Limited (Excluded)	
<u>Other Transactions</u>	
Sale of Investments (including accrued interest)	166.0
ICICI Prudential Life Insurance Company Ltd EPF	
<u>Other Transactions</u>	
Sale of Investments (including accrued interest)	Nil
ICICI Venture Funds Mgmt Co Ltd EPF Trust	
<u>Other Transactions</u>	
Sale of Investments (including accrued interest)	Nil
Independent Directors	
<u>Expenses</u>	
Directors Fees	1.6
Directors Commission	2.3
Transactions of Income and Expenses stated above exclude GST	
Key Management Personnel Disclosures:	
The Compensation (including contribution to Provident Fund) for the year ended March 31, 2019 paid to Mr. Shailendra Jhingan MD & CEO was ₹ 32.6 million. The perquisite value of ESOP options of ICICI Bank Ltd exercised during the year ended March 31, 2019 is ₹ 4.6 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. The amount stated above include bonus payments made on cash basis.	

Annexure VI: Financial Information

A. Statement of Profit and Loss:

		Quarter ended June 30, 2021	Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2019
	Revenue from operations				
(i)	Interest income	3,192.9	9,994.0	12,141.5	10,768.5
(ii)	Dividend income	-	24.5	0	0.2
(iii)	Fees and commission income	260.7	679.4	147.5	392.0
(iv)	Net gain on fair value changes	266.2	3,155.0	1,625.8	-
(I)	Total Revenue from operations	3,719.8	13,852.9	13,914.8	11,160.7
(II)	Other income	0.0	0.3	0.2	93.9
(III)	Total income (I+II)	3,719.8	13,853.2	13,915.0	11,254.6
	Expenses				
(i)	Finance costs	1,708.3	5,040.8	8,399.6	8,682.2
(ii)	Net Loss on Fair Value Changes		-	-	500.5
(iii)	Employee benefits expenses	199.2	769.8	674.4	570.9
(iv)	Depreciation, amortization and impairment	2.2	9.0	6.5	9.6
(v)	Other expenses	128.2	427.0	457.9	459.1
(IV)	Total expenses (IV)	2,037.9	6,246.6	9,538.4	10,222.3
(V)	Profit before tax (III-IV)	1,681.9	7,606.6	4,376.6	1,032.3
(VI)	Tax Expense:				
(1)	Current Tax	335.0	1,904.0	1,827.0	231.6
(2)	Deferred Tax	94.8	21.4	(785.2)	144.4
		429.8	1,925.4	1,041.8	376.0
(VII)	Profit for the year (V-VI)	1,252.1	5,681.2	3,334.8	656.3
(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	(20.5)	30.1	(27.2)	(4.4)
(ii)	Income tax relating to items that will not be reclassified to profit or loss	(5.1)	7.6	(6.9)	(1.6)
	Subtotal (A) (i) - (ii)	(15.4)	22.5	(20.3)	(2.8)
	(B) Items that will be reclassified to profit or loss				
(i)	Gain/ (Loss) on financial assets through Other Comprehensive Income	-	-	-	196.8
(ii)	Income tax relating to items that will be reclassified to profit or loss	-	-	-	68.8
	Subtotal (B) (i) - (ii)	-	-	-	128.0

	Other Comprehensive Income (A + B)	(15.4)	22.5	(20.3)	125.2
(IX)	Total Comprehensive Income for the year (VII+VIII) (comprising Profit and Other Comprehensive Income)	1,236.7	5,703.7	3,314.5	781.5
(X)	Earnings per equity share (in ₹) (Basic and Diluted) (not annualised)	80,088.27	363,387.49	213,304.34	41,979.66
	(Face value ₹1,00,000/- per share (previous year: ₹1,00,000/- per share) 0.0 indicates amounts less than ₹ 0.05 million				

B. Balance Sheet:

(₹ in million)

		At June 30, 2021	At March 31,2021	At March 31,2020	At March 31,2019
ASSETS					
(1) Financial assets					
(a) Cash and cash equivalents	518.0	22.8	34.4	67.5	
(b) Bank balance other than (a) above	249.7	505.1	610.1	944.5	
(c) Securities for trade	125,226.4	157,679.6	164,721.3	103,062.6	
(d) Derivative financial instruments	633.2	606.8	1,230.5	2,935.0	
(e) Trade receivables	7,987.3	24,901.6	1,024.2	6,739.4	
(f) Loans	2,145.6	6,635.3	709.5	140.0	
(g) Other financial assets	2,357.6	2,389.9	3,379.6	2,316.9	
	139,117.8	192,741.1	171,709.6	116,205.9	
(2) Non-financial assets					
(a) Current tax assets (net)	4,302.3	4,140.9	2,197.7	468.2	
(b) Deferred tax assets (net)	204.1	293.8	322.7	-	
(c) Property, plant and equipment	15.4	15.4	14.8	13.5	
(d) Capital work-in-progress	-	2.2	-	-	
(e) Other intangible assets	2.4	2.8	4.5	6.3	
(f) Other non-financial assets		-	9.1	-	
	4,524.2	4,455.1	2,548.8	488.0	
TOTAL ASSETS	143,642.0	197,196.2	174,258.4	116,693.9	
LIABILITIES AND EQUITY					
LIABILITIES					
(1) Financial liabilities					
(a) Derivative financial instruments	1,275.3	2,649.8	4,116.2	323.4	
(b) Trade payables					
(i) total outstanding dues of micro enterprises and small enterprises	1.0	2.5	0.5	-	
(ii) total outstanding dues of creditors other than micro and small enterprises	100.1	321.0	9,053.7	477.1	
(c) Debt securities	4,238.1	6,975.1	14,943.7	7,943.8	
(d) Borrowings (Other than Debt securities)	108,159.9	154,370.8	126,084.7	91,130.1	
(e) Subordinated liabilities	5,250.0	5,250.0	5,250.0	5,250.0	
(f) Other financial liabilities	5,635.7	9,154.1	780.9	689.2	
	124,660.1	178,723.3	160,229.7	105,813.6	

(2)	Non-financial liabilities				
(a)	Current tax liabilities (net)	4,205.9	3,870.9	1,958.0	145.4
(b)	Provisions	155.7	129.8	136.3	102.1
(c)	Deferred tax liabilities (net)	-		-	544.0
(d)	Other non-financial liabilities	177.6	63.7	53.6	98.7
		4,539.2	4,064.4	2,147.9	890.2
(3)	EQUITY				
(a)	Equity share capital	1,563.4	1,563.4	1,563.4	1,563.4
(b)	Other equity	12,879.3	12,845.1	10,317.4	8,426.7
		14,442.7	14,408.5	11,880.8	9,990.1
	TOTAL LIABILITIES AND EQUITY	143,642.0	197,196.2	174,258.4	116,693.9

C. Statement of cash flows:

(₹ in million)

		Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2019
A	Cash flow from Operating activities			
	Profit before tax	7,636.7	4,349.4	1,224.7
	- Net loss on sale of plant, property & equipment	0.1	0.4	0.2
	- Depreciation, amortisation and impairment	9.0	6.5	9.6
	- Interest on income tax	9.0	17.0	10.4
	- Share based payments to employees	13.0	23.5	15.5
	- Doubtful debts written-off/ provided for	0.7	0.2	(1.2)
	Operating profit before changes in operating assets and liabilities	7,668.5	4,397.0	1,259.2
			-	-
	Adjustments for net change in operating assets and liabilities		-	-
	- (Increase) / decrease in current assets	(16,159.2)	(56,601.0)	55,703.7
	- (Increase) / decrease in fixed deposits under lien	105.0	334.5	(250.1)
	- (Increase) / decrease in loans and advances relating to operations	(6,446.9)	4,513.2	506.1
	- Increase / (decrease) in current liabilities relating to operations	(354.0)	8,699.7	(5,468.3)
		(22,855.1)	(43,053.6)	50,491.4
	Cash (used in) / generated from operations	(15,186.6)	(38,656.6)	51,750.6
	Payment of taxes (net)	(1,943.3)	(1,835.5)	(304.0)
		(17,129.9)	(40,492.1)	51,446.6
	Net cash (used in) / generated from operating activities			
B	Cash flow from investment activities			
	- Purchase of property, plant and equipments and other intangible assets	(10.9)	(6.4)	(11.3)
	- Proceeds from sale of property, plant and equipments	0.7	-	-
	Net cash (used in) / generated from investment activities	(10.2)	(6.4)	(11.3)
C	Cash flow from financing activities			

- Increase / (decrease) in short-term borrowings (net)	20,317.5	41,954.5	(51,578.0)
- Issue of Debentures / Bonds	-	-	500.0
- Dividends paid	(3,189.0)	(1,200.5)	(359.6)
- Dividend tax paid		(288.6)	(108.5)
Net cash (used in) / generated from financing activities	17,128.5	40,465.4	(51,546.1)
Net change in cash and cash equivalents (A + B + C)	(11.6)	(33.1)	(110.8)
Cash and cash equivalents at the beginning of the year	34.4	67.5	178.3
Cash and cash equivalents at the end of the year	22.8	34.4	67.5
Components of cash and cash equivalents			
Balance In current accounts with scheduled banks	20.1	15.5	59.9
In current accounts with Reserve Bank of India	2.7	18.9	7.6
Total cash and cash equivalents	22.8	34.4	67.5

The report on review of unaudited interim financial information for Q1-2022 is attached.

BSR & Co. LLP

Chartered Accountants

14th Floor, Central B Wing and North C Wing,
Nesco IT Park 4, Nesco Center,
Western Express Highway,
Goregaon (East), Mumbai - 400 063

Telephone: +91 22 6257 1000
Fax: +91 22 6257 1010

Report on Review of Interim Financial Information

To the Board of Directors of ICICI Securities Primary Dealership Limited

Introduction

We have reviewed the accompanying condensed interim financial statements of ICICI Securities Primary Dealership Limited (the 'Company'), which comprise the condensed interim balance sheet as at 30 June 2021, the condensed interim statement of profit and loss (including other comprehensive income), the condensed interim statement of changes in equity, the condensed interim statement of cash flows for the quarter then ended, and summary of significant accounting policies and other explanatory notes (the 'condensed interim financial statements').

Management is responsible for the preparation and presentation of the condensed interim financial statements in accordance with Indian Accounting Standard ('Ind AS') 34 – 'Interim Financial Reporting' and other recognized accounting practices and policies generally accepted in India. Our responsibility is to express a conclusion on these condensed interim financial statements based on our review.

Scope of review

We conducted our review in accordance with the Standard on Review Engagement ('SRE') 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed interim financial statements do not give true and fair view, in accordance with Ind AS 34 – Interim Financial Reporting notified under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies generally accepted in India.

Report on Review of Interim Financial Information (Continued)
ICICI Securities Primary Dealership Limited

Basis of preparation

Without modifying our opinion, we draw attention to Note A-Basis of preparation to the condensed interim financial statements, which describes the basis of preparation. The condensed interim financial statements are prepared solely for the use of the Board of Directors of the Company, accordingly, they should not be quoted or referred to in any other document or made available to any other person or persons without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom these condensed interim financial statements are shown or into whose hands it may come without our prior consent in writing.

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



Kapil Goenka
Partner

Membership No: 118189
UDIN: 21118189AAAADR1293

Mumbai
20 July 2021

ICICI SECURITIES PRIMARY DEALERSHIP LIMITED

CONDENSED INTERIM BALANCE SHEET

Particulars	(₹ in million)	
	At June 30, 2021 (Unaudited)	At March 31, 2021 (Audited)
ASSETS		
(1) Financial assets		
(a) Cash and cash equivalents	518.0	22.8
(b) Bank balance other than (a) above	249.7	505.1
(c) Securities for trade	125,226.4	157,679.6
(d) Derivative financial instruments	633.2	606.8
(e) Trade receivables	7,987.3	24,901.6
(f) Loans	2,145.6	6,635.3
(g) Other financial assets	2,357.6	2,389.9
	<u>139,117.8</u>	<u>192,741.1</u>
(2) Non-financial assets		
(a) Current tax assets (net)	4,302.3	4,140.9
(b) Deferred tax assets (net)	204.1	293.8
(c) Property, plant and equipment	15.4	15.4
(d) Capital work-in-progress	-	2.2
(e) Other intangible assets	2.4	2.8
	<u>4,524.2</u>	<u>4,455.1</u>
TOTAL ASSETS	<u>143,642.0</u>	<u>197,196.2</u>
LIABILITIES AND EQUITY		
LIABILITIES		
(1) Financial liabilities		
(a) Derivative financial instruments	1,275.3	2,649.8
(b) Trade payables		
(i) total outstanding dues of micro enterprises and small enterprises	1.0	2.5
(ii) total outstanding dues of creditors other than micro and small enterprises	100.1	321.0
(c) Debt securities	4,238.1	6,975.1
(d) Borrowings (Other than Debt securities)	108,159.9	154,370.8
(e) Subordinated liabilities	5,250.0	5,250.0
(f) Other financial liabilities	5,635.7	9,154.1
	<u>124,860.1</u>	<u>178,723.3</u>
(2) Non-financial liabilities		
(a) Current tax liabilities (net)	4,205.9	3,870.9
(b) Provisions	155.7	129.8
(c) Other non-financial liabilities	177.6	63.7
	<u>4,539.2</u>	<u>4,064.4</u>
(3) EQUITY		
(a) Equity share capital	1,563.4	1,563.4
(b) Other equity	12,879.3	12,845.1
	<u>14,442.7</u>	<u>14,408.5</u>
TOTAL LIABILITIES AND EQUITY	<u>143,642.0</u>	<u>197,196.2</u>

The accompanying condensed notes form an integral part of these condensed interim financial statements.

As per our report of even date attached

For and on behalf of the Board of Directors

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

B. PRASANNA
Chairman
DIN : 02257744

ASHVIN PAREKH
Director
DIN : 06559989

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

Kapil Goenka
KAPIL GOENKA
Partner
Membership No: 118189

Jatinder Papneja
JATINDER PAPNEJA
Chief Financial Officer

Lalingkar
PRACHITI LALINGKAR
Company Secretary

Mumbai, July 20, 2021

Mumbai, July 20, 2021



ICICI SECURITIES PRIMARY DEALERSHIP LIMITED

CONDENSED INTERIM STATEMENT OF PROFIT AND LOSS

(₹ in million)

	Quarter ended June 30, 2021	Quarter ended June 30, 2020
	(Unaudited)	(Unaudited)
Revenue from operations		
(i) Interest income	3,192.9	3,350.4
(ii) Dividend income	-	-
(iii) Fees and commission income	260.7	68.8
(iv) Net gain on fair value changes	266.2	3,183.1
(I) Total Revenue from operations	3,719.8	6,582.3
(II) Other income	0.0	0.1
(III) Total income (I+II)	3,719.8	6,582.4
Expenses		
(i) Finance costs	1,708.3	1,675.1
(ii) Employee benefits expenses	199.2	178.3
(iii) Depreciation, amortization and impairment	2.2	2.1
(iv) Other expenses	128.2	106.7
(IV) Total expenses	2,037.9	1,962.2
(V) Profit before tax (III-IV)	1,681.9	4,620.2
(VI) Tax Expense:		
(1) Current tax	335.0	1,065.0
(2) Deferred tax	94.8	104.4
	429.8	1,169.4
(VII) Profit for the period (V-VI)	1,252.1	3,450.8
(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	(20.5)	6.7
(ii) Income tax relating to items that will not be reclassified to profit or loss	(5.1)	1.7
Subtotal (A) (i) - (ii)	(15.4)	5.0
(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)	(15.4)	5.0
(IX) Total Comprehensive Income for the period (VII+VIII) (comprising Profit and Other Comprehensive Income)	1,236.7	3,455.8
(X) Earnings per equity share (in ₹) (Basic and Diluted) (not annualised)	80,088.27	220,724.06
(Face value ₹1,00,000/- per share (previous year: ₹1,00,000/- per share)		
0.0 indicates amounts less than ₹ 0.05 million		

The accompanying condensed notes form an integral part of these condensed interim financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

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

B. PRASANNA
Chairman
DIN : 02257744

ASHVIN PAREKH
Director
DIN : 06559989

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

KAPIL GOENKA
Partner
Membership No: 118189

JATINDER PAPNEJA
Chief Financial Officer

PRACHITI LALINGKAR
Company Secretary

Mumbai, July 20, 2021

Mumbai, July 20, 2021



ICICI SECURITIES PRIMARY DEALERSHIP LIMITED

CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY FOR THE QUARTER ENDED JUNE 30, 2021

A. Equity Share Capital

(₹ in million)

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

B. Other Equity

(i) Quarter ended June 30, 2021

(₹ in million)

	Reserves and Surplus					Other items of Other Comprehensive Income***	Total		
	Capital reserve*	ESOP reserve	Other Reserves						
			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	-	-	-	-	-	1,252.1	(15.4) 1,236.7		
Final dividend for financial year 2020-21	-	-	-	-	-	(1,203.8)	- (1,203.8)		
Transfer to / (from) retained earnings	-	-	-	-	-	-	-		
ESOP expenses for the period	-	1.3	-	-	-	-	1.3		
Balance at June 30, 2021	1,153.7	60.3	749.1	7,270.2	466.6	3,190.1	(10.7) 12,879.3		

(ii) Quarter ended June 30, 2020

(₹ in million)

	Reserves and Surplus					Other items of Other Comprehensive Income***	Total		
	Capital reserve*	ESOP reserve	Other Reserves						
			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	-	-	-	-	-	3,450.8	5.0 3,455.8		
Final dividend for financial year 2019-20	-	-	-	-	-	(984.6)	- (984.6)		
Transfer to / (from) retained earnings	473.4	-	-	690.2	-	(1,163.6)	-		
ESOP expenses for the period	-	6.0	-	-	-	-	6.0		
Balance at June 30, 2020	1,153.5	52.0	749.1	6,824.2	466.6	3,562.0	(12.8) 12,794.6		

* 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 condensed notes form an integral part of these condensed interim financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

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

B. PRASANNA
Chairman
DIN : 02257744

ASHVIN PAREKH
Director
DIN : 06559989

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448

KAPIL GOENKA
Partner
Membership No: 118189

JATINDER PAPNEJA
Chief Financial Officer

PRACHITI LALINGKAR
Company Secretary

Mumbai, July 20, 2021

Mumbai, July 20, 2021



ICICI SECURITIES PRIMARY DEALERSHIP LIMITED

STATEMENT OF CASH FLOWS

	(₹ in million)	
	Quarter ended June 30, 2021 (Unaudited)	Quarter ended June 30, 2020 (Unaudited)
1. Cash flows from operating activities	50,648.60	(52,780.0)
2. Cash flows from investing activities	0.30	(4.5)
3. Cash flows from financing activities	(50,151.70)	53,263.6
4. Total increase / (decrease) in cash and cash equivalents (1 + 2 + 3)	495.2	479.1
Cash and cash equivalents at the beginning of the period	22.8	34.4
Cash and cash equivalents at the end of the period	<u>518.0</u>	<u>513.5</u>
Components of cash and cash equivalents		
Balance in current accounts with scheduled banks	511.8	16.3
In current account with Reserve Bank of India	6.2	497.2
Total cash and cash equivalents	<u>518.0</u>	<u>513.5</u>

The accompanying condensed notes form an integral part of these condensed interim financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

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

B. PRASANNA
Chairman
DIN : 02257744

ASHVIN PAREKH
Director
DIN : 06559989

SHAILENDRA JHINGAN
Managing Director & CEO
DIN : 07636448


KAPIL GOENKA
Partner
Membership No: 118189


JATINDER PAPNEJA
Chief Financial Officer


PRACHITI LALINGKAR
Company Secretary

Mumbai, July 20, 2021

Mumbai, July 20, 2021



ICICI Securities Primary Dealership Limited

Notes forming part of the condensed interim financial statements

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 condensed interim financial statements of the Company for the quarter ended June 30, 2021 have been prepared in accordance with Indian Accounting Standards (IND AS) 34 – *Interim Financial Reporting*, the provisions of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time. The condensed interim 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 interim condensed 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



ICICI Securities Primary Dealership Limited

Notes forming part of the financial statements

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.

The Company has followed the same accounting policies and methods of computation in preparing the condensed interim financial statements as were followed for the year ended March 31, 2021.

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



ICICI Securities Primary Dealership Limited

Notes forming part of the financial statements

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.



ICICI Securities Primary Dealership Limited

Notes forming part of the financial statements

₹ in million

Description	At June 30, 2021			
	Level 1	Level 2	Level 3	Total
Securities for trade				
Government securities	88,787.6	25,710.2		114,497.8
Debentures, bonds, CPs & CDs	644.6	10,057.9	-	10,702.5
Equity instruments	23.8	-	2.3	26.1
Total	89,456.0	35,768.1	2.3	125,226.4
Derivative financial instruments (positive mark-to-market)				
Interest rate derivatives	-	631.9	-	631.9
Equity linked derivatives	1.3			1.3
Total positive mark-to-market	1.3	631.9	-	633.2
Derivative financial instruments (negative mark-to-market)				
Interest rate derivatives	-	(1,156.7)	(117.6)	(1,274.3)
Currency derivatives (including foreign exchange derivatives)	(1.0)	-	-	(1.0)
Total negative mark-to-market	(1.0)	(1,156.7)	(117.6)	(1,275.3)

₹ 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 June 30, 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.



ICICI Securities Primary Dealership Limited

Notes forming part of the financial statements

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 June 30, 2021 as compared to valuation based on quoted price at March 31, 2021.

Particulars	₹ in million			
	At June 30, 2021		At March 31, 2021	
	Level 2	Level 3	Level 2	Level 3
Government securities	7,278.1	-	642.1	-
Debentures, bonds, CPs & CDs	1,257.7	-	-	-

Following table sets forth, transfer from Level 2, since these securities are valued based on quoted prices or are valued based on internal valuation models using unobservable inputs at June 30, 2021 as compared to valuation based on valuation models using market observable inputs at March 31, 2021.

Particulars	₹ in million			
	At June 30, 2021		At March 31, 2021	
	Level 1	Level 3	Level 1	Level 3
Government securities	1,193.6	-	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



ICICI Securities Primary Dealership Limited

Notes forming part of the financial statements

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 June 30, 2021				
	Carrying Value	Estimated fair value	Level 1	Level 2	Level 3
Derivative financial instruments (net)	(642.1)	(642.1)	0.3	(524.8)	(117.6)
Securities for trade	125,226.4	125,226.4	89,456.0	35,768.1	2.3
Subordinated liabilities	5,250.00	5,704.8	-	5,704.8	-

	₹ 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 quarter ended June 30, 2021.

Description	₹ in million
Beginning balance at April 1, 2021	(119.8)
Sale consideration of level 3 asset	(72.2)
Total gains or losses (realised/ unrealised)	67.3
- Included in Statement of Profit and Loss ¹	67.3
Settlements (Receipts) / Payments	2.3
Ending balance at June 30, 2021	(115.3)

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



ICICI Securities Primary Dealership Limited

Notes forming part of the financial statements

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 Dividend

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.

3 Related party disclosure:

Disclosures with respect to transactions with related parties and key managerial person are as per Annexure 1.

4 Contingent liabilities and commitments:

	Nature of liabilities	At June 30, 2021	At March 31, 2021	(₹ in million)
A	Contingent liabilities	-	-	
B	Estimated amount of contracts to be executed on capital account	0.5	1.0	

5 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 condensed interim financial statements. Further, all the assets and liabilities of the Company are located within India.

6 Appropriation to Special Reserve

The Company shall appropriate net profit towards various reserves at the year-end. For Q1-2022, appropriation computed as per RBI regulations would have been ₹ 250.4 million towards Special Reserve maintained under section 45 IC of the Reserve Bank of India Act, 1934.

7 Impact of COVID-19

The Company has taken into account the possible impact of COVID-19 pandemic in preparation of the aforementioned condensed interim 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



ICICI Securities Primary Dealership Limited

Notes forming part of the financial statements

stoppages/ interruptions on account of COVID 19 pandemic. At July 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.

8 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.

As per our report of even date

For and on behalf of the Board of Directors



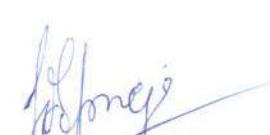
For B S R & Co. LLP
Chartered Accountants
ICAI Firm Reg. No.:
101248W/W-100022

B. PRASANNA

ASHVIN PAREKH

Chairman
DIN : 02257744

Director
DIN : 06559989


KAPIL GOENKA
Partner
Membership No: 118189
SHAILENDRA JHINGAN
Managing Director & CEO
DIN: 07636448
JATINDER PAPNEJA
Chief Financial Officer
PRACHITI LALINGKAR
Company Secretary

Mumbai, July 20, 2021



ICICI SECURITIES PRIMARY DEALERSHIP LIMITED

Annexure 1 - Related Party Disclosures

Names of related parties where control exists	
- Holding Company	ICICI Bank Limited
Names of other related parties with whom transactions have taken place	
- Fellow Subsidiaries	ICICI Securities Limited ICICI Securities Inc. ICICI Lombard General Insurance Company Limited ICICI Prudential Life Insurance Company Limited ICICI Venture Fund Management Company Limited ICICI Home Finance Company Limited
- Associate of the Holding Company	ICICI Foundation for Inclusive Growth India Infradebt Ltd
- Post-employment benefit plan entities of ICICI Group Companies	ICICI Home Finance Company Limited Employees Provident Fund ICICI Prudential Life Insurance Company Ltd Employees Provident Fund
Key Management Personnel	Mr. Shailendra Jhingani, Managing Director & CEO
Independent Directors	Mr. Ashvin Parekh Mr. Dilip Karnik Mr. Radhakrishnan Nair

(₹ in million)

Income and Expense items:

Name of the related party	Type of transactions	Quarter ended June 30, 2021	Quarter ended June 30, 2020	Year ended March 31, 2021
ICICI Bank Limited	Revenue from operations Fees and commission income Profit / (Loss) on interest rate swaps Expenses Finance costs Employee benefits expenses Other expenses Other Transactions Dividend paid	7.1 (1.6)	Nil (345.9)	Nil (372.7)
ICICI Securities Limited	Other income Other income Expenses Other expenses/(recoveries)	0.0*	0.1	0.2
ICICI Securities Inc.	Expenses Other expenses	Nil	Nil	3.3
ICICI Lombard General Insurance Company Limited	Expenses Employee benefits expenses Other expenses	1.3 0.0*	1.6 0.0*	8.8 0.1
ICICI Prudential Life Insurance Company Limited	Revenue from operations Fees and commission income Interest income Expenses Finance costs Employee benefits expenses	Nil Nil	Nil Nil	2.3 1.4
ICICI Venture Fund Management Company Limited	Expenses Other expenses	0.1	0.1	0.6
ICICI Home Finance Company Limited	Revenue from operations Fees and commission income Interest income	Nil Nil	1.6 0.2	4.3 0.4
ICICI Foundation for Inclusive Growth	Expenses Corporate social responsibility contribution	Nil	Nil	14.6
India Infradebt Ltd	Revenue from operations Fees and commission income Interest income	1.3 Nil	0.1 0.1	Nil 7.4
Independent Directors	Expenses Directors fees Directors commission	0.6 2.3	0.4 2.3	1.6 2.3

(₹ in million)

Balance Sheet and Off balance sheet items:

Name of the related party	Type of transactions	At June 30, 2021	At June 30, 2020	At March 31, 2021
ICICI Bank Limited	Financial assets Cash and cash equivalents Trade receivables Other financial assets MTM on interest rate swaps receivable/(payable)	507.3 8.3 110.2 (272.2)	13.1 Nil 65.7 (1,092.4)	15.6 Nil 110.2 (154.4)
	Financial liabilities Trade payables Equity Equity share capital Derivative financial instruments Notional principal amount of interest rate swaps outstanding** Other Transactions Purchase of investments (including accrued interest) Sale of investments (including accrued interest) Bank guarantee	30.1 1,563.4 95,521.9	12.6 1,563.4 432,690.6	27.1 1,563.4 173,521.9
ICICI Securities Limited	Financial assets Other financial assets Financial liabilities Trade payables Other transactions Sale of investments (including accrued interest)	0.2 0.2	0.4 0.0*	0.2 0.3
ICICI Securities Inc.	Financial liabilities Trade payables	Nil	1.7	1.6
ICICI Lombard General Insurance Company Limited	Financial assets Other financial assets Other transactions Purchase of investments (including accrued interest) Sale of investments (including accrued interest)	4.7 Nil 1,576.4	5.8 383.3 1,470.5	6.2 1,412.1 7,465.4



Balance Sheet and Off balance sheet items:

(₹ in million)

Name of the related party	Type of transactions	At June 30, 2021	At June 30, 2020	At March 31, 2021
ICICI Prudential Life Insurance Company Limited	Financial assets Other financial assets Financial liabilities Subordinated liabilities Other financial liabilities Other transactions Purchase of investments (including accrued interest) Sale of investments (including accrued interest)	0.1 600.0 22.1 541.4 12,201.8	0.1 600.0 22.2 1,908.5 8,947.0	0.3 600.0 30.9 7,053.6 22,367.9
ICICI Venture Fund Management Company Limited	Financial assets Other financial assets	0.5	0.5	0.5
ICICI Home Finance Company Limited	Financial assets Trade receivables Other transactions Purchase of investments (including accrued interest)	Nil	1.7	Nil
India Infradebt Ltd	Financial assets Other Financial assets Securities for Trade Other Transactions Purchase of Investments (including accrued interest)	Nil Nil Nil	0.1 500.0 500.0	Nil Nil 4,250.0
ICICI Home Finance Company Limited Employees Provident Fund	Other transactions Sale of investments (including accrued interest)	7.9	Nil	5.6
ICICI Prudential Life Insurance Company Limited Employees Provident Fund	Other transactions Sale of investments (including accrued interest)	Nil	47.4	47.4
Key Management Personnel Disclosures: The Compensation (including contribution to Provident Fund and bonus paid) for the quarter ended June 30, 2021 to Mr. Shaileendra Jhingran Managing Director & CEO was ₹ 30.5 million (for the quarter ended June 30, 2020 was ₹ 17.2 million and 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 on an actuarial basis for the Company as a whole				
0.0 indicates amounts less than ₹ 0.05 million Transactions of Income and Expenses stated above exclude GST. ** Notional principal amount is not recorded in statement of profit and loss. Includes notional Principal amount of ₹ 95,521.9 million guaranteed by CCIL at June 30, 2021 (₹ 432,690.6 million at June 30, 2020 and ₹ 173,521.9 million as at March 31, 2021)				



Annexure VI: Change in accounting policy

Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company.

In accordance with the roadmap for implementation of Indian Accounting Standards (IND AS) converged with International Financial Reporting Standards (IFRS), for Scheduled Commercial Banks (excluding Regional Rural Banks), insurers / insurance companies and Non-Banking Financial Companies (NBFCs), as published vide press release no. 11/10/2009 CL-V dated January 18, 2016 issued by the Ministry of Corporate Affairs (MCA), the Company being a NBFC, began to prepare IND AS based financial statements for accounting periods beginning from April 01, 2018. This entailed some changes in accounting policies being followed by the Company till then under earlier viz. Indian Generally Accepted Accounting Principles (Indian GAAP). The significant areas of differences have been described below. The adjustments arising from the application of these different accounting policies at the transition date (viz. April 1, 2017) have been recognised directly in retained earnings or other comprehensive income.

Valuation of debt and equity securities

Under Indian GAAP, the securities acquired with the intention of holding for short-term and trading were classified as stock-in-trade while the same acquired with the intention of holding till maturity or for a longer period were classified as non-current investments. Net unrealized losses of securities classified as stock-in-trade were taken to profit and loss account. Net unrealized gains on these securities computed category-wise were ignored. Non-current Investment were carried at amortised cost arrived at on weighted average basis and included directly attributable acquisition charges.

Under IND AS, investments are classified as amortised cost, FVOCI or FVTPL based on the business models. Accordingly, Government securities which were classified as held to maturity and shown under Non-current Investments in Indian GAAP are classified as FVOCI under IND AS. Unrealized gains or losses on FVTPL investments are recognized in the profit and loss account and unrealized gains or losses on investments classified as FVOCI are recognized in other comprehensive income under stockholders' equity.

Under Indian GAAP, premium over the face value of fixed rate instrument under held to maturity category was amortized over the remaining period to maturity on an effective constant yield basis. Under IND AS, in respect of securities held as FVOCI the interest income is arrived at by amortization/accrual of premium/discount on the face value of debt securities over the remaining period to maturity on an effective interest rate basis.

Accounting for compensation cost

Under Indian GAAP, the Company was not required to account for stock-based employees' compensation plans granted by the Parent ICICI Bank Limited. Under IND AS, employee stock options granted by the holding Company, ICICI Bank Limited to the eligible employees of the Company are recognized in the income statement based on their fair values.

Under Indian GAAP, all actuarial gains/losses are recognized on the balance sheet of the Company in the year in which they arise through suitable credit/debit in the profit and loss account of the year. Under IND AS, actuarial gains/losses relating to defined benefit plans

are accounted in Other Comprehensive Income. The amount lying in the Other Comprehensive Income is never recycled back to income statement.

Deferred taxes

The differences in the accounting for deferred taxes are primarily on account of tax impact of all IND AS adjustments over Indian GAAP.

Under Indian GAAP, deferred tax assets on deductible temporary timing differences such as unabsorbed depreciation or carried forward losses etc. are recognized only if there is virtual certainty of realization of such assets, whereas under IND AS it is recognized to the extent that it is probable that taxable profit will be available against which such assets can be realised.

DECLARATION

The Company and each of the directors of the Company, confirm that:

- (a) The Company has complied with the provisions of the Companies Act and the rules made thereunder in relation to the Issue;
- (b) The compliance with the Companies Act and the rules does not imply that payment of dividend or interest or repayment of Debentures, if applicable, is guaranteed by the Central Government;
- (c) The monies received under the Issue shall be used only for the purposes and objects indicated in this Offer Letter;

I, Prachiti D. Lalingkar, Senior Vice President & Company Secretary, am authorized by the Board of Directors of the Company vide resolution dated April 20, 2021 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this Offer Letter, and matters incidental thereto have been complied with. Whatever is stated in this Offer Letter and in the attachments thereto is true, correct and complete and no information material to the subject matter of the Offer Letter has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

For ICICI Securities Primary Dealership Limited



Name: Prachiti D. Lalingkar

Designation: Senior Vice President & Company Secretary

Date: August 30, 2021