

Directors:

Sriram H. Iyer (Chairman)
Warren Law
Bishen Pertab

Auditors:

B S R & Co. LLP
Chartered Accountants
(Registration No. 101248W/W-100022)

Registered Office:

251 Little Falls Drive Wilmington,
DE 19808, United States of America

directors' report

to the members,

The Directors are pleased to present the Nineteenth Annual Report of ICICI Securities Holdings, Inc. along with the audited statement of accounts for the financial year ended March 31, 2019.

OPERATIONAL REVIEW

In fiscal 2019, the Company maintained its registration with the Division of Corporations, Secretary of State, State of Delaware in accordance with the provisions of the General Corporation Law of the State of Delaware. The Company is not currently registered with any regulatory authority, has no full-time employees and does not carry out any business activities in the U.S. The Company will continue to grow its wholly-owned subsidiary, viz. ICICI Securities, Inc., in its efforts to increase business from the institutional segment in US, Canada and Singapore.

FINANCIAL HIGHLIGHTS

	(₹ in '000s)	
	Fiscal 2018	Fiscal 2019
Gross income	-	2,001
Profit/(Loss) before tax	(80)	2,001
Provision for tax	(172)	322
Profit/(Loss) after tax	92	1,679

SUBSIDIARY COMPANY

The Company's wholly-owned subsidiary, ICICI Securities, Inc., is registered with the Securities and Exchange Commission ("SEC") and is a member of the Financial Industry Regulatory Authority ("FINRA"). It has its main office in New York, USA and branch office in Singapore, which holds a Capital Market Services license granted by the Monetary Authority of Singapore ("MAS") for the purpose of dealing in capital markets products. ICICI Securities, Inc. also operates under the International Dealer exemption from the Canadian Securities Administrators ("CSA") that enables it to expand its reach to institutional investors in the province of British Columbia, Ontario and Quebec. ICICI Securities, Inc. refers major institutional investors in the U.S., Canada and Singapore, who propose to deal in securities listed on the Indian Stock Exchanges, to its foreign affiliates viz., ICICI Securities Limited and ICICI Securities Primary Dealership Limited.

During fiscal 2019, the subsidiary strengthened its positioning among institutional investors by conducting several investors' conferences, in association with its foreign affiliate ICICI Securities Limited, providing investors with an opportunity for interaction with policy makers and corporate leaders. These activities added value to the decision making process of its clients by providing differentiated research, access to corporate management and experts from various fields. It also helps it to penetrate new clients, as well as strengthen its foothold among existing clients, resulting in higher broking income.

SHARE CAPITAL

During the year, there was no change in the paid-up equity share capital of the Company.

DIRECTORS

As at March 31, 2019, following are the Directors of the Company:

Sriram H. Iyer (Chairman)
Warren Law
Bishen Pertab

AUDITORS

The Board, at its Meeting held on April 15, 2019, proposed the re-appointment of B S R & Co. LLP (Registration number 101248W/W-100022), Chartered Accountants as Statutory Auditors of the Company for fiscal 2020 as per Indian Accounting Standards (Ind-AS) as well as Indian GAAP and for the purpose of complying with the provisions of the Indian Companies Act, 2013, as the accounts of the Company are consolidated with the accounts of the holding company viz. ICICI Securities Limited. You are requested to consider the appointment of the aforementioned Auditor.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company confirm:

- that the applicable accounting standards have been followed in the preparation of the annual accounts and that there are no material departures;
- that such accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at March 31, 2019 and of the loss of the Company for the year ended on that date;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;
- that the annual accounts have been prepared on a 'going concern' basis; and
- that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

ACKNOWLEDGEMENTS

The Directors would like to thank the statutory authorities and the Company's bankers for their continued support.

The Directors express their gratitude for the unstinted support and guidance received from the Company's shareholders, ICICI Securities Limited and other group companies.

For and on behalf of the Board

Sriram Iyer
Chairman

Date: April 15, 2019

independent auditors' report

ICICI Securities Holdings, Inc. to the members of ICICI Securities Holdings, Inc.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

We have audited the financial statements of ICICI Securities Holdings, Inc. (the 'Company'), which comprise the balance sheet as at 31 March 2019, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

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

OTHER INFORMATION

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

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

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

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's management and Board of Directors are responsible for the matters with respect to the preparation of these financial statements, that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act, 2013. This responsibility also includes maintenance of adequate accounting records for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

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

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

OTHER MATTER

The comparative financial information of the Company for the year ended 31 March 2017 and the transition date opening balance sheet as at 1 April 2017 included in these financial statements, are based on the previously issued financial statements prepared in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016 audited by the predecessor auditor whose report for the year ended 31 March 2017 dated 20 April 2017, expressed an unmodified opinion on those condensed standalone financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us. Our opinion is not modified in respect of this matter.

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

Place: Mumbai
Dated: 15 April 2019

Milind Ranade
Partner
Membership No: 100564

balance sheet

statement of profit and loss

as at March 31, 2019

for the year ended March 31, 2019

		(₹ in 000's)		
	Note No.	As at March 31, 2019	As at March 31, 2018	As at April 1, 2017
ASSETS				
(1) Financial Assets				
(a) Cash and cash equivalents	3	3,137	3,257	3,052
(b) Investments	4	94,498	94,498	94,498
(c) Other financial assets	5	31,405	29,598	29,716
		<u>129,040</u>	<u>127,353</u>	<u>127,266</u>
(2) Non-financial assets				
		-	-	-
TOTAL ASSETS		<u>129,040</u>	<u>127,353</u>	<u>127,266</u>
LIABILITIES AND EQUITY				
Liabilities				
(1) Financial Liabilities				
		-	-	-
(2) Non-financial liabilities				
(a) Current tax liabilities (Net)	6	152	144	314
		<u>152</u>	<u>144</u>	<u>314</u>
(3) Equity				
(a) Equity Share capital	7	728,206	728,206	728,206
(b) Other Equity	8	(599,318)	(600,997)	(601,254)
		<u>128,888</u>	<u>127,209</u>	<u>126,952</u>
TOTAL LIABILITIES AND EQUITY		<u>129,040</u>	<u>127,353</u>	<u>127,266</u>

		(₹ in 000's)	
	Note	For the year ended March 31, 2019	For the year ended March 31, 2018
I. Other Income			
Net gain/(loss) on foreign currency transaction and translation		2,001	-
II. Total Revenue		<u>2,001</u>	<u>-</u>
III. Expenses:			
Finance costs	9	-	80
IV Total Expenses		<u>-</u>	<u>80</u>
V Profit/(Loss) before tax (II -IV)		<u>2,001</u>	<u>(80)</u>
VI Tax expenses:			
Current tax		322	164
Tax reversal of prior year		-	(336)
		<u>322</u>	<u>(172)</u>
VII Profit/(Loss) for the year (V - VI)		<u>1,679</u>	<u>92</u>
VIII Earnings per share (basic & diluted)	12	<u>1,009.19</u>	<u>55.35</u>

See accompanying notes to the financial statements

As per our report of even date attached

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

Milind Ranade
Partner
Membership No.: 100564

For and on behalf of the Board of Directors

Sriram Iyer
Chairman

Bishen Pertab
Director

Warren Law
Director

Canada, April 15, 2019

standalone statement of changes in equity

ICICI Securities Holdings, Inc. for the year ended March 31, 2019

A EQUITY SHARE CAPITAL

		(₹ in 000's)
<i>Balance as of April 1, 2017</i>	<i>Changes in equity share capital during the year</i>	<i>Balance as on March 31, 2018</i>
728,206	-	728,206

		(₹ in 000's)
<i>Balance as of April 1, 2018</i>	<i>Changes in equity share capital during the year</i>	<i>Balance as on March 31, 2019</i>
728,206	-	728,206

B OTHER EQUITY

	Reserves and Surplus	Exchange Difference on translating the financial statements of a foreign operation	Total
<i>Balance as of April 1, 2017</i>	(624,258)	23,004	(601,254)
Profit for the period	92	-	92
Any other changes:			
Additions during the year (net)	-	165	165
Balance as on March 31, 2018	(624,166)	23,169	(600,997)
<i>Balance as of April 1, 2018</i>	(624,166)	23,169	(600,997)
Profit for the year	1,679	-	1,679
Any other changes:			
Additions during the year (net)	-	-	-
Balance as on March 31, 2019	(622,487)	23,169	(599,318)

See accompanying notes to the financial statements

As per our report of even date attached

For **BSR & Co. LLP**
Chartered Accountants
Firm Registration No.: 101248W/W-100022

Milind Ranade
Partner
Membership No.: 100564

For and on behalf of the Board of Directors

Sriram Iyer
Chairman

Bishen Pertab
Director

Warren Law
Director

Canada, April 15, 2019

to financial statements for the year ended March 31, 2019

1. CORPORATE INFORMATION

ICICI Securities Holdings, Inc. ("the Company"), a wholly owned subsidiary of ICICI Securities Ltd., was incorporated in the United States in 2001. In order to assist corporate clients and institutional investors with investment banking services, the Company set up a wholly owned subsidiary in the United States viz., ICICI Securities, Inc.

2. SIGNIFICANT ACCOUNTING POLICIES

(i) Basis of preparation

The Parent of the Company, ICICI Securities Ltd. has in accordance with the notification issued by the Ministry of Corporate Affairs, adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2018. The said notification is also applicable to the subsidiaries and hence the Company has also prepared financials in accordance with Ind AS. Previous year numbers in the financial statements have been restated to Ind AS. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standards, the Company has presented a reconciliation from the presentation of the financial statements under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") to Ind AS of Shareholders' equity as at March 31, 2018 and April 1, 2017 and of the total comprehensive income for the year ended March 31, 2018.

These financial statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013.

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.

These financial statements are the Company's first Ind AS standalone financial statements. The Company's financial statements are presented in Indian Rupees (₹) and rounded off to the nearest thousand.

(ii) Use of estimates

The preparation of the financial statements in conformity with Ind AS requires that management make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and the income and expense for the reporting period. The actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

The Company makes certain judgments and estimates for valuation and impairment of financial instruments, fair valuation of employee stock options, useful life of property, plant and equipment, deferred tax assets and retirement benefit obligations. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable.

(iii) Financial instruments

The Company recognizes all the financial assets and liabilities at its fair value on initial recognition; in the case of financial assets not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability are added to the fair value on initial recognition. The financial assets are accounted on a trade date basis.

Financial assets are classified into three categories for subsequent measurement based on the following:

- a. **Amortised cost:** The Company classifies the financial assets at amortised cost if the contractual cash flows represent solely payments of principal and interest on the principal amount outstanding and the assets are held under a business model to collect contractual cash flows. The gains and losses resulting from fluctuations in fair value are not recognised for financial assets classified in amortised cost measurement category. The carrying amount of trade receivables which are subsequently measured at amortised cost, approximate the fair values of these instruments due to their short-term nature.
- b. **Fair value through other comprehensive income (FVOCI):** The Company classifies the financial assets as FVOCI if the contractual cash flows represent solely payments of principal and interest on the principal amount outstanding and the Company's business model is achieved by both collecting contractual cash flow and selling financial assets. In case of debt instruments measured at FVOCI, changes in fair value are recognised in other comprehensive income.

The impairment gains or losses, foreign exchange gains or losses and interest calculated using the effective interest rate method are recognised in profit or loss. On de-recognition, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment. In case of equity instruments irrevocably designated at FVOCI, gains / losses including relating to foreign exchange are recognised through other comprehensive income. Further, cumulative gains or losses previously recognised in other comprehensive income remain permanently in equity and are not subsequently transferred to profit or loss.

- c. **Fair value through profit or loss (FVTPL):** The financial assets are classified as FVTPL if these do not meet the criteria for classifying financial asset at amortised cost or FVOCI. Further, in certain cases to eliminate or significantly reduce a measurement or recognition inconsistency (accounting mismatch), the Company irrevocably designates certain financial instruments at FVTPL at initial recognition. In case of financial assets measured at FVTPL, changes in fair value are recognised in profit or loss.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows –

Level 1: quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (e.g. as prices) or indirectly (e.g. derived from the prices).

Level 3: inputs for the assets or liability that are not based on observable market data (unobservable inputs).

For trade, other payables and other financial liabilities the carrying amount approximates the fair value due to short maturity of these instruments.

d. Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. The Company provides for its receivables as per the simplified method if the outstanding is overdue more than ninety days.

If the amount of an impairment loss decreases in a subsequent period, and the decrease can be related objectively to an event occurring after the impairment was recognised, the excess is written back by reducing the impairment allowance account accordingly. The write-back is recognised in the statement of profit and loss.

(iv) De-recognition of financial assets and financial liabilities

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

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

(v) Investment in subsidiary

The financial statements prepared are separate financial statements.

The company has elected to measure investment in subsidiary at deemed cost as per Ind AS 27.

(vi) Cash and cash equivalents

Cash and cash equivalents for the purpose of cash flow statement include cash in hand, balances with the banks and short term investments with an original maturity of three months or less.

(vii) Impairment of non-financial assets

The Company assesses at the reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's ("CGU") net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of

notes

an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

(viii) Provisions

Provision is recognised when an enterprise has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on management estimates required to settle the obligation at the balance sheet date, supplemented by experience of similar transactions. These are reviewed at the balance sheet date and adjusted to reflect the current management estimates.

(ix) Contingent liabilities and assets

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability. The existence of a contingent liability is disclosed in the notes to the financial statements.

Contingent assets are neither recognised nor disclosed.

(x) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding

during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(xi) Foreign exchange transactions

All income and expense items are converted at the average rate of exchange applicable for the year. All assets and liabilities are translated at the closing rate as on the Balance Sheet date.

(xii) Income tax

Current income- tax is measured at the amount expected to be paid to the tax authorities in accordance with the local tax rates of the United States of America. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

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

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised, for all deductible temporary differences, to the extent it is probable that future taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

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

	(₹ in 000's)		
	As at March 31, 2019	As at March 31, 2018	As at April 1, 2017
3. CASH AND BANK BALANCES			
Balances with Banks (of the nature of cash and cash equivalents)			
In current accounts with banks			
- In India with scheduled banks			
- Outside India	3,137	3,257	3,052
TOTAL	<u>3,137</u>	<u>3,257</u>	<u>3,052</u>
4. INVESTMENTS			
Investments outside India			
Equity Instruments			
Subsidiary : ICICI Securities, Inc.(Unquoted)*	94,498	94,498	94,498
* No par value			
TOTAL	<u>94,498</u>	<u>94,498</u>	<u>94,498</u>
5. OTHER FINANCIAL ASSETS			
Due from Subsidiary	31,405	29,598	29,716
TOTAL	<u>31,405</u>	<u>29,598</u>	<u>29,716</u>
6. CURRENT TAX LIABILITIES (NET)			
Provision for taxes (net of advance tax)	152	144	314
TOTAL	<u>152</u>	<u>144</u>	<u>314</u>
7. SHARE CAPITAL			
a. Authorised:			
3,000 Common Stock of no par value (As at March 31, 2018 3,000 Common Stock of no par value)			
b. Issued subscribed & Paid Up:			
Common stock no par value; 1,664 shares (As at March 31, 2018 1,664 Common stock of no par value) (All the above 1,664 (March 2018: 1,664) common stock of no par value are held by holding company ICICI Securities Ltd.)	<u>728,206</u>	<u>728,206</u>	<u>728,206</u>

(c) Reconciliation of the common stock at the beginning and at the end of the reporting year

Common stock	As at March 31, 2019		As at March 31, 2018		As at April 1, 2017	
	Nos.	₹	Nos.	₹	Nos.	₹
At the beginning of the year	1,664	728,206	1,664	728,206	1,664	728,206
Issued during the year	-	-	-	-	-	-
Outstanding at the end of the year	1,664	728,206	1,664	728,206	1,664	728,206

(d) Terms /rights attached to common stock

(e) Pattern of holding

	As at March 31, 2019		As at March 31, 2018		As at April 1, 2017	
	Nos.	₹	Nos.	₹	Nos.	₹
ICICI Securities Holdings, Inc.	1,664	728,206	1,664	728,206	1,664	728,206
	1,664	728,206	1,664	728,206	1,664	728,206

(f) There are no shares reserved for issue under options and contracts/commitments for the sale of shares or disinvestment.

(g) Other details of Equity Shares for a period of five years immediately preceding March 31, 2019:

Particulars	2019	2018	2017	2016	2015
	No of Shares				
Aggregate number of share allotted as fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Aggregate number of shares allotted as fully paid bonus shares	-	-	-	-	-
Aggregate number of shares bought back	-	-	-	-	-

(₹ in 000's)

	As at March 31, 2019	As at March 31, 2018	As at April 1, 2017
8. OTHER EQUITY			
Retained earnings			
Opening balance	(624,166)	(624,258)	(624,250)
Add: Profit/(loss) during the year	1,679	92	(8)
Closing Balance	(622,487)	(624,166)	(624,258)
Exchange Difference on translating the financial statements of a foreign operation			
Opening balance	23,169	23,004	23,708
Add: Additions during the year	0	165	(704)
Closing Balance	23,169	23,169	23,004
TOTAL	(599,318)	(600,997)	(601,254)

Nature and purpose of reserves

Retained earnings:

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Exchange Difference on translating the financial statements of a foreign operation

Under Ind AS, in cases where the functional currency of the foreign operation is different from the functional currency of the reporting entity, the translation differences are accounted in the Other Comprehensive Income and disclosed under Other Equity.

(₹ in 000's)

	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
9. FINANCE COST		
Bank charges	-	80
TOTAL	-	80

notes

10. EARNINGS PER SHARE

The computation of basic and diluted earnings per share is given below:

Particulars	Year ended	
	March 31, 2019	March 31, 2018
Net profit after tax, before preference dividend (₹ 000's)	1,679	92
Preference dividend and tax on dividend (₹ 000's)	-	-
Net profit after tax and preference dividend (₹ 000's) (A)	1,679	92
Weighted average number of equity shares outstanding for basic EPS (B)	1,664	1,664
Basic & diluted earnings per share (₹) (A) / (B)	1,009.19	55.35

11. SEGMENT REPORTING

The Chairman is considered as the Chief Operating Decision Maker (CODM) of the Company. The Company has a single segment and hence there is no separate reportable segment.

12. SIGNIFICANT INVESTMENT IN THE SUBSIDIARIES

Name of the Company	Principal place of business	Holding	% of shares held
ICICI Securities, Inc	275 Madison Avenue Suite 1417, New York, NY 10016, USA	Wholly-owned Subsidiary	100%

13. EVENTS AFTER REPORTING DATE

There have been no events after the reporting date that require disclosure in these financial statements.

16. MATURITY ANALYSIS OF ASSETS AND LIABILITIES

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

	As at March 31, 2019			As at March 31, 2018			As at April 1, 2017		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
	(₹ 000's)								
ASSETS									
1 Financial assets									
(a) Cash and cash equivalents	3,137	-	3,137	3,257	-	3,257	3,052	-	3,052
(b) Investments	-	94,498	94,498	-	94,498	94,498	-	94,498	94,498
(c) Other financial assets	31,405	-	31,405	29,598	-	29,598	29,716	-	29,716
	<u>34,542</u>	<u>94,498</u>	<u>129,040</u>	<u>32,855</u>	<u>94,498</u>	<u>127,353</u>	<u>32,768</u>	<u>94,498</u>	<u>127,266</u>
2 Non-financial assets	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
Total Assets	<u>34,542</u>	<u>94,498</u>	<u>129,040</u>	<u>32,855</u>	<u>94,498</u>	<u>127,353</u>	<u>32,768</u>	<u>94,498</u>	<u>127,266</u>
LIABILITIES									
1 Financial liabilities	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
2 Non-financial liabilities									
(a) Current tax liabilities (Net)	152	-	152	144	-	144	314	-	314
	<u>152</u>	<u>-</u>	<u>152</u>	<u>144</u>	<u>-</u>	<u>144</u>	<u>314</u>	<u>-</u>	<u>314</u>
Total Liabilities	<u>152</u>	<u>-</u>	<u>152</u>	<u>144</u>	<u>-</u>	<u>144</u>	<u>314</u>	<u>-</u>	<u>314</u>
Net	<u>34,390</u>	<u>94,498</u>	<u>128,888</u>	<u>32,711</u>	<u>94,498</u>	<u>127,209</u>	<u>32,454</u>	<u>94,498</u>	<u>126,952</u>

17. FINANCIAL INSTRUMENTS

The carrying value of financial instruments by categories as of March 31, 2019 is as follows:

	(₹ '000s)			
	Fair value through P&L	Fair value through OCI	Amortised cost	Total carrying value
Assets:				
Cash and cash equivalents	-	-	3,137	3,137
Other financial assets	-	-	31,405	31,405
Total	-	-	34,542	34,542
Liabilities:	-	-	-	-
Total	-	-	-	-

The carrying value of financial instruments by categories as of March 31, 2018 is as follows:

	(₹ '000s)			
	Fair value through P&L	Fair value through OCI	Amortised cost	Total carrying value
Assets:				
Cash and cash equivalents	-	-	3,257	3,257
Other financial assets	-	-	29,598	29,598
Total	-	-	32,855	32,855
Liabilities:	-	-	-	-
Other financial liabilities	-	-	-	-
Total	-	-	-	-

The carrying value of financial instruments by categories as of April 01, 2017 is as follows:

	(₹ '000s)			
	Fair value through P&L	Fair value through OCI	Amortised cost	Total carrying value
Assets:				
Cash and cash equivalents	-	-	3,052	3,052
Other financial assets	-	-	29,716	29,716
Total	-	-	32,768	32,768
Liabilities:	-	-	-	-
Other financial liabilities	-	-	-	-
Total	-	-	-	-

No Financial instruments are subject to offsetting or netting.

Financial risk management

The company is a holding company of its subsidiary and is not involved in any business activity and hence not exposed to any risks.

18. RELATED PARTY DISCLOSURES

As per Indian Accounting Standard on related party disclosures (Ind AS 24), the names of the related parties of the Company are as follows:

- A. Related party where control exists irrespective whether transactions have occurred or not

Ultimate Holding Company	:	ICICI Bank Limited
Holding Company	:	ICICI Securities Limited
Subsidiary Company	:	ICICI Securities, Inc.
- B. Other related parties where transactions have occurred during the year: Nil
- C. Directors and Key Management Personnel of the Company
 - i) Sriram Iyer – Chairman
 - ii) Warren Law – Director
 - iii) Bishen Pertab – Director

The following transactions were carried with the related parties in the ordinary course of business.

	(₹ '000's)	
Nature of Transaction	Subsidiary Company	Holding company
Investment		
ICICI Securities, Inc.	94,498	(94,498)
Receivables	31,405	(29,598)
Share Capital		7,28,206
		(7,28,206)

Note: Amount in brackets represent previous year numbers

Key Management Personnel

There was no payment made to the key management personnel during the current year and previous year.

19. INCOME TAXES

A. The major components of income tax expense for the year are as under:

	(₹ '000s)	
Particulars	FY 2018-19	FY 2017-18
Current tax		
In respect of current year	322	164
In respect of prior year	-	(336)
Income Tax recognised in the statement of Profit and Loss	322	(172)

Company is not engaged in any business activity, hence only state and local taxes are applicable.

20. RECENT ACCOUNTING PRONOUNCEMENTS

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind AS which the Group has not applied as they are effective from April 1, 2019:

Ind AS 116 Leases:

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17. The Company does not expect this amendment to have any significant impact on its financial statements.

Ind AS 12 Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividends clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact from this pronouncement.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any significant impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the remeasurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any significant impact from this amendment.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The Company does not currently have any long-term interests in associates and joint ventures.

Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Company does not have any control / joint control of a business that is a joint operation.

21. CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS.

There are no contingent liabilities and capital commitments to be reported for the year ended March 31, 2019.

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration No.:101248W/W-100022

Milind Ranade

Partner

Membership No.: 100564

For and on behalf of the Board of Directors

Sriram Iyer

Chairman

Bishen Pertab

Director

Warren Law

Director

Canada, April 15, 2019

standalone cash flow statement

for the year ended March 31, 2019

(₹ in 000's)

	For the year ended March 31, 2019	For the year ended March 31, 2018
A CASH FLOW FROM OPERATING ACTIVITIES	(120)	205
Profit /(Loss) before tax	2,001	(80)
- Exchange adjustments	-	166
Operating profit /(loss) before changes in operating assets and liabilities	2,001	86
Adjustments for net change in operating assets and liabilities		
- Loans and advances relating to operations	(1,808)	118
Cash generated from operations	193	204
Payment of taxes	(313)	1
Net cash generated from/ used in operating activities	(120)	205
B CASH FLOW GENERATED FROM INVESTMENT ACTIVITIES	-	-
C CASH FLOW GENERATED FROM FINANCING ACTIVITIES	-	-
Net change in cash and cash equivalents (A+B+C)	(120)	205
Cash and cash equivalents at the beginning of the year	3,257	3,052
Cash and cash equivalents at the end of the year	3,137	3,257
Components of cash and cash equivalents		
In current account with banks	3,137	3,257

Note : The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flow.

See accompanying notes to the financial statements

As per our report of even date attached

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

Milind Ranade
Partner
Membership No.: 100564

For and on behalf of the Board of Directors

Sriram Iyer
Chairman

Bishen Pertab
Director

Warren Law
Director

Canada, April 15, 2019