

# ANNUAL REPORT 2017-18



# INDIA ICC

INDIA INTERNATIONAL CLEARING CORPORATION

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## DIRECTORS' REPORT

To the Members,  
India International Clearing Corporation (IFSC) Limited

Your Directors have great pleasure in presenting their Second Annual Report and Audited Accounts for the financial year ended March 31, 2018.

### FINANCIAL RESULTS

The Company's financial performance, for the year ended March 31, 2018:

Particulars	2017-18		2016-17 (Sep 2016 – Mar 2017)	
	Rs Lakhs	USD '000	Rs Lakhs	USD '000
Total Revenue	74.53	115.64	0.02	0.03
Total Expenses	372.59	578.12	200.65	298.64
Profit / (Loss) before exceptional items & tax	(298.06)	(462.48)	(200.63)	(298.61)
Exceptional items	-	-	-	-
Profit / (Loss) before tax	(298.06)	(462.48)	(200.63)	(298.61)
Provision for tax	-	-	-	-
Net Loss for the year/period	(298.06)	(462.48)	(200.63)	(298.61)
Other comprehensive income (net of tax)	45.63	1.87	(313.11)	0.72
Total comprehensive income for the year	(252.43)	(460.61)	(513.74)	(297.89)
Net Profit attributable to the shareholders of the Company	(298.06)	(462.48)	(200.63)	(298.61)

The total income of the Company during the FY 2017-18 was INR 74.53 Lakhs mainly on account of investment income. The total expenses for the year was INR 372.60 Lakh mainly on account of INR 160.60 lakhs employee cost, INR 57.23 lakhs Computer Technology Expenses and INR 67.98 Lakhs Depreciation.

## **PERFORMANCE & OPERATIONS**

India ICC provides clearing & settlement, risk management and collateral management services to the India International Exchange (IFSC) Limited (India INX), a wholly owned subsidiary of the BSE operating at the IFSC, Gift City. The products cleared and settled by India ICC include Index and Single stock Derivatives, Commodity Derivatives and Currency Derivatives. SEBI has vide letter no. SEBI/HO/MRD/DRMNP/OW/P/2017/33253/1 dated December 28, 2017 granted renewal of recognition to India ICC for a period of one year from December 29, 2017 to December 28, 2018 to act as a Clearing Corporation. Presently, five clearing banks, namely ICICI Bank Limited, Kotak Mahindra Bank Limited, YES Bank Limited, HDFC Bank Limited and HDFC Bank Limited are empaneled with India ICC to facilitate funds settlement. India ICC has engaged with International Central Securities Depositories (ICSDs), such as Clearstream Banking S.A., for clearing & settlement of debt securities and has implemented SWIFT messaging system for communicating with ICSDs and clearing banks. India ICC has also become a member of CCP 12, which is a global association of central counter parties. India ICC has also received a rating of CARE AAA (Is), Stable rating from CARE Ratings Limited.

## **DIVIDEND**

Your Directors have not recommended any dividend on the share capital of the Company for the Financial Year under review.

## **TRANSFER TO RESERVES**

Your Company has not transferred any sum to reserves during the period starting from April 1, 2017 to March 31, 2018.

## **ISSUE OF SHARES, ETC.**

The Company has further issued INR 20,00,00,000 (Rupees Twenty Crores only) Equity Shares of Rs. 1 each at par to BSE Limited on Preferential Basis on September 21, 2017. The above share allotment resulted in an increase in equity share capital of the Company from INR 60,00,00,000 (Rupees Sixty Crores) to INR 80,00,00,000 (Rupees Eighty Crores) as on March 31, 2018.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

During the year under review, the Company has not entered into any transactions pursuant to Section 186 of the Companies Act, 2013 and rules made thereunder.

## **SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES**

The Company has no subsidiaries, associates and joint ventures.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL ("KMP")**

### **> Appointments**

- **Chairman**

Shri Ashishkumar Chauhan was appointed as Chairman of the Company w.e.f. February 8, 2017.

- **Managing Director**

Shri Arup Mukherjee, was appointed the as Managing Director and Chief Executive Officer of the Company w.e.f. February 8, 2017.

- **Directors**

The Board of Directors comprises of Shri Arun Mehta (DIN: 00073422), Dr. Alok Sherry (DIN: 07735320), Shri Ashishkumar Chauhan (DIN: 00898469), Shri Balasubramaniam Venkataramani (DIN: 00625701), Shri Nehal Vora (DIN: 02769054) and Shri Arup Mukherjee (DIN: 07698913)

- **Key Managerial Personnel**

Shri Arup Mukherjee, Managing Director & CEO, Shri Deepak Khemani, Chief Financial Officer and Ms. Riddhi Khatri, Company Secretary are the Key Managerial Personnel of the Company pursuant to the Companies Act, 2013.

- **Cessation**

Ms. Gunjan Mirani and Ms. Shilpa Pawar resigned from the post of Chief Financial Officer and Company Secretary, respectively, w.e.f. June 6, 2017 and June 9, 2017, respectively due to pre-occupancy.

## **DECLARATION OF INDEPENDENCE**

The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Companies Act, 2013. They have submitted a declaration that each of them meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013 and there has been no change in the circumstances which may affect their status as Independent Director during the year.

## **NUMBER OF MEETINGS HELD DURING THE FINANCIAL YEAR**

During the financial year, five Board Meetings were convened and held on April 21, 2017; June 23, 2017; July 21, 2017; October 7, 2017 and January 10, 2018

## **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out the annual performance evaluation of its own performance and the Directors individually.

## **AUDITORS & AUDITOR'S REPORT**

### **Secretarial Auditor**

The Statutory Auditors, M/s. S. Pansé & Co., Chartered Accountants (Firm Registration No. 113470W), were appointed as the Statutory Auditors of the Company at the first Annual General Meeting (AGM) of the Company held on July 21, 2017 for a period of five years till the conclusion of the sixth AGM to be held in the year 2022, subject to ratification at every Annual General Meeting.

M/s. S. Pansé & Co., have confirmed that, their appointment, if made, would be in accordance with Section 139 of the Companies Act, 2013 and the rules made thereunder and that they are not disqualified in terms of Section 141 of the Act.

The Report given by the Statutory Auditor on the financial statements of the Company is part of the Annual Report.

### **Secretarial Auditor**

Pursuant to provisions of section 204 of the Companies Act, 2013 and rules framed thereunder, M/s. Parikh Dave & Associates, Practicing Company Secretaries, were appointed to undertake Secretarial Audit of the Company.

The Secretarial Audit Report forms part of the Directors' Report as Annexure I

**Explanations or comments by the Board on qualification, reservation or adverse remark or disclaimer made by auditors:**

There have been no qualifications, reservations, adverse remarks or disclaimers given by the Statutory Auditor and Secretarial Auditor in their Reports. No instance of fraud has been reported by the Auditors under sub-section (12) of Section 143 of the Companies Act, 2013.

### **POLICY MATTERS**

**Company's Policy On Directors' Appointment And Remuneration Including Criteria For Determining Qualifications, Positive Attributes, Independence Of A Director And Other Matters**

The provisions of Section 178 of the Companies Act, 2013 in relation to policy on Directors' appointment and remuneration including the criteria for determining qualifications, positive attributes, independence of a Director and other matters are not applicable to the Company as per the exemption notification no. G.S.R. 08(E) dated January 4, 2017.

### **CORPORATE SOCIAL RESPONSIBILITY**

The provisions of Section 135 of the Companies Act, 2013 in relation to Corporate Social Responsibility are not applicable to the Company for a period of five years from the date of commencement of Business as per the exemption notification no. G.S.R. 08(E) dated January 4, 2017.

## **VIGIL MECHANISM POLICY**

The provisions of Section 177 of the Companies Act, 2013, in relation to the Vigil Mechanism Policy are specifically exempted for IFSC Public Limited Company by Ministry of Corporate Affairs through exemption notification no. G.S.R. 08(E) dated January 4, 2017.

## **CORPORATE GOVERNANCE**

The provisions related to Corporate Governance disclosure requirement are specifically exempted for IFSC Public Limited Company by Ministry of Corporate Affairs through exemption notification no. G.S.R. 08(E) dated January 4, 2017.

## **THE SEXUAL HARASSMENT OF WOMEN AT WORKPLCE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has always believed in providing a safe and harassment free workplace for every individual working in its premises through various policies and practices. The Company has always endeavored to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has adopted a policy on Prevention of Sexual Harassment at Workplace against women employees which aims at prevention of harassment of women employees and lays down the guidelines for identification, reporting and prevention of undesired behavior. An internal complaints committee has been set up by the senior management (with women employees constituting the majority). This committee is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the Policy.

During the year ended March 31, 2018, no complaints pertaining to sexual harassment have been received.

## **RISK MANAGEMENT MECHANISM**

The Company maintains an integrated and comprehensive view of risk and ensures that its risk management tools can manage and report on, all relevant risks. The Company's risk management policies, procedures, systems and controls form a part of a coherent and consistent governance framework which is reviewed and updated regularly.



Participant Exposure and Settlement Default Risk, Credit Risk, Liquidity Risk, Legal Risk, Operational Risk, Custody and Investment Risk, Technology Risk, Clearing Bank Risk etc. are some of the risks that can be foreseen on a continuous basis. The Company has a sound framework for the comprehensive management of all material risks and established documented policies, procedures, systems and controls to identify, measure, monitor and manage such risks. The risk management policy of the Company is in accordance with the Principles for Financial Market Infrastructures ("PFMI") published by the Committee on Payments and Market Infrastructures ("CPMI") and the Technical Committee of the International Organization of Securities Commissions ("IOSCO").

The risk in relation to internal control over financial recording and reporting is reviewed by the Board. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of operations. These systems are routinely tested and certified by Statutory as well as Internal Auditors. The Board reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's financial risk management policies and systems.

During the period, the Company also initiated compliance with ISO 27001 Information Systems Security Risk Management framework with the objective of continuous improvement. The risk management framework determines the probability and magnitude of harm that could come to an information system and ultimately the Company itself in the event of a security breach. By determining the amount of risk that exists, the Company will be in a better position to determine how much of that risk should be mitigated and what controls should be used to achieve that mitigation. The scope of ISO 27001 risk management pertains to any information system of the Company and it applies to various assets like information asset, IT assets, Business and operation's process or procedure and or legal, regulatory and contractual requirements by which these assets are administered and/or maintained.

For each risk identified, risk reduction can be achieved through the implementation of a managed system architecture that includes the following components:

- Operational
- Procedural
- Physical
- Personnel
- Technical security

The risk that the organization carries regarding the threat to its information is the result of a combination of factors. Any change to either of these factors will alter the risk profile.

Reviewing of information security on a regular basis is vital to ensure that the safeguards employed continue to offer the appropriate level of protection.

The Risk Assessment & Treatment Plan is reviewed at least once every year or in the event of any major changes brought about within the organization or any of its internal/external functional processes and also in the event a security incident takes place which could have an impact on the Risk Profile.

### **INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

The Company has maintained adequate internal financial controls over financial reporting.

These includes policies and procedures –

- a. Pertaining to the maintenance of records that is reasonably detailed, accurately and fairly reflects the transactions and dispositions of the assets of the Company,
- b. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with Indian Accounting Standards ("IAS") notified under the Companies (IAS) Rules 2015 as amended from time to time, and that receipts and expenditures of the Clearing Corporation are being made only in accordance with authorization of management and directors of the Company, and
- c. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material impact on the financial statements. Such internal financial controls over financial reporting were operating effectively as of March 31, 2018.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

During the period under review the Company has entered into the transactions with related parties at arm's length price as referred to in sub section (1) of Section 188 of the Companies Act, 2013 the details of which are provided in the financial statements of the Company.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION**

### **(A) Conservation of Energy**

The Company is located at Gujarat International Finance Tech City (GIFT City), which is India's model smart city. The city's air-conditioning system runs on chilled water which is also used for offices located at GIFT City. This results in significant reduction in energy consumption. The Company also takes appropriate steps for conservation of energy in its day to day operations by switching off lights, taking advantage of natural light wherever possible.

### **(B) Technology Absorption**

The Company started its operations on 16<sup>th</sup> Jan, 2017 and implemented the latest technologies for its operations. The company has not imported any technology during the year.

## **HUMAN RESOURCE**

India ICC has laid down HR policies to make benefits and compensation more transparent and employee friendly. Also, the organizational structure of India ICC has enhanced the accountability and efficiency to align with the performance management and reward strategies.

None of the employees of the Company are drawing remuneration in excess of the limits as specified in sub-rule (2) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## **DEPOSITS**

Your Company did not accept any deposits within the meaning of provisions of Chapter V- Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to sub section (5) of Section 134 of the Companies Act, 2013, the Directors hereby confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any;
- ii) they have selected such accounting policies and applied them consistently, and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year 31<sup>st</sup> March, 2018 and of the losses of the Company for that period;
- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) they have prepared the annual accounts on a going concern basis;
- v) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **OTHER DISCLOSURES**

### **Extract Of Annual Return**

The provisions of Section 92(3) of the Companies Act, 2017 regarding providing an extract of Annual Return in Board Report is specifically exempted by Ministry of Corporate Affairs through exemption notification dated 04<sup>th</sup> January, 2017.

### **Material Changes And Commitments, If Any, Affecting The Financial Position Of The Company Which Have Occurred Between The End Of The Financial Year Of The Company To Which The Financial Statements Relate And The Date Of The Report**

There were no material changes and commitments that took place and had affected the financial position of the Company after the end of the financial period ended 31<sup>st</sup> March, 2017.

### **Change In The Nature Of Business**

The Company has not undergone any changes in the nature of the business during the financial year.

### **Material Orders Passed By The Regulators Or Courts Or Tribunals Impacting The Going Concern Status Of The Company.**

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

### **ACKNOWLEDGMENTS**

We take the opportunity to express gratitude to the Bankers, Statutory Authorities, Service Providers and Stakeholders for the support and co-operation extended by them from time to time.

**For and on behalf of the Board of Director**



**Ashishkumar Chauhan**

**Chairman**

**DIN: 00898469**

Place: **MUMBAI**

Date: **APRIL 23, 2018**

**Registered Office: #102, First Floor, Hiranandani Signature Tower, Building no. 13B, Road 1C, Zone 1, GIFT City, Gandhinagar, Gujarat - 382355**

**Note:**

**In this report:**

- (a) "Company" has been used to denote India International Clearing Corporation (IFSC) Limited

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED March 31, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) LIMITED**  
**(Formerly known as BSE International Clearing Corporation (IFSC) Limited)**  
**CIN: U67190GJ2016PLC093683**  
1<sup>st</sup> Floor, Unit No. 102,  
The Signature Building No. 13B,  
Road 1C, Zone 1, GIFT SEZ,  
GIFT City, Gandhinagar - 382355

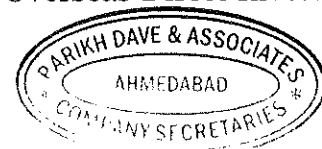
We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) LIMITED** (Formerly known as BSE International Clearing Corporation (IFSC) Limited), a Wholly Owned Subsidiary of BSE Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The Company is an IFSC (International Financial Service Centre) Company which has obtained necessary approval from Central Government for setting up its Centre in SEZ. The Company mainly deals with the flows of finance, financial products and services across borders.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit; we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of:

- 1) \* The Companies Act, 2013 (the Act) and the Rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;



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- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable to the Company as the Company's Securities are not listed on any Stock Exchange:
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;

Following Standards / Clauses / Regulations were not subject to our examinations as the same are not applicable to the Company:

- (i) Secretarial Standards with respect to the Meetings of the Board of Directors and Committee Meetings of the Board (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements and Uniform Listing Agreement entered into by the Company with Stock Exchange(s), if any.

During the period under review, the Company has complied with all material aspects of the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

**We further report that:**

During the audit period under review with reference to the industry specific acts / laws and Regulations, the Company being an IFSC Company, we have relied upon management representation issued to us.



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**We further report that:**

The Board of Directors of the Company is duly constituted. The changes in the composition of Board that took place during the year under review were carried out in compliance of the provisions of Act.

Adequate notice is given to all the Directors to schedule the Board Meetings at least seven days in advance except for the Board meetings held at Shorter Notices in due compliances of law. Agenda and detailed notes on agenda were sent well in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of Board of Directors of the Company were carried unanimously. We were informed that there were no dissenting views of the members' on any of the matters during the year that were required to be captured and recorded as part of the minutes.

**We further report that:**

Based on the review of compliance mechanism established by the Company, the information provided by the Company, its officers and authorized representatives during the conduct of the audit, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines as follows:

- Special Economic Zone Act, 2005 and Special Economic Zone Rules, 2006;
- Foreign Exchange Management (International Financial Services Centre) Regulations, 2015;
- Securities and Exchange Board of India (International Financial Services Centres) Guidelines, 2015;
- Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012;
- Pension Fund Regulatory and Development Authority Act, 2013.

**We further report that:**

The Compliance by the Company of the applicable financial laws like Direct and Indirect Tax laws, as may be applicable to the Company, has not been reviewed in this Audit since the same have been subject to the review by the Statutory Auditor(s) and other designated professionals.

**We further report that:**

During the Audit period under review, the events having major bearing on the Company's Affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc is as mentioned below:

- The Authorised share capital of the Company has been increased from Rs. 60,00,00,000/- consisting of 60,00,00,000 equity shares of Re. 1/- each to Rs. 80,00,00,000/- consisting of 80,00,00,000 equity shares of Re. 1/- each by passing special resolution at Extra-ordinary General Meeting held on 29/08/2017.



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- The Company has issued and allotted 20,00,00,000 equity shares of Re. 1/- each for cash at par to BSE Limited on preferential basis in compliance of provisions of Section 42 and 62 of the Companies Act, 2013 including the Rules framed thereunder.

There were no other instances of:

- a) Public issue / Right issue of Shares / Debentures / Sweat Equity etc.
- b) Redemption / Buy – Back of Securities
- c) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013
- d) Merger / amalgamation / Reconstruction etc.
- e) Foreign Technical Collaboration

\* Pursuant to the MCA Notification dated January 4, 2017, the Company being IFSC Company is exempted from certain provisions of Companies Act, 2013 and rules framed thereunder.

**FOR PARIKH DAVE & ASSOCIATES  
COMPANY SECRETARIES**



A handwritten signature in black ink, appearing to read "Uday Dave", written over a horizontal line.

**UDAY DAVE  
PARTNER**

**PRACTICING COMPANY SECRETARY  
FCS No.: 6545 C. P. No.: 7158**

**Place: Ahmedabad  
Date : April 17, 2018**

**Note:** This report is to be read with our letter of even date which is annexed as **Annexure – A** and forms an integral part of this report.

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**ANNEXURE - A**

To,  
The Members,  
**INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) LIMITED  
(Formerly known as BSE International Clearing Corporation (IFSC)  
Limited)**  
**CIN: U67190GJ2016PLC093683**

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

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

**FOR PARIKH DAVE & ASSOCIATES  
COMPANY SECRETARIES**



A handwritten signature in black ink, appearing to read "Uday Dave", written over a horizontal line.

**UDAY DAVE  
PARTNER**

**PRACTICING COMPANY SECRETARY  
FCS No.: 6545 C. P. No.: 7158**

**Place: Ahmedabad  
Date : April 17, 2018**

# S. Panse & Co.

Chartered Accountants

9, Three View Society, Veer Savarkar Marg, Mumbai - 400 025. Tel / Fax : 2437 0483 / 84 Email: admin@panse.in

## **Independent Auditor's Report**

**To the Members of India International Clearing Corporation (IFSC) Limited  
(Formerly known as BSE International Clearing Corporation (IFSC) Limited)**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of India International Clearing Corporation (IFSC) Limited (Formerly known as BSE International Clearing Corporation (IFSC) Limited) (hereinafter referred to as 'the Company'), which comprise the balance sheet as at 31 March 2018, the statement of profit and loss (including other comprehensive income), the cash flow statement and the statement of changes in equity for the year then ended and a summary of significant accounting policies and other explanatory information (herein after referred to as 'the financial statements').

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (herein after referred to as 'the Act') with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, and cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued thereunder.

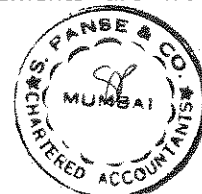
This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments 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.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind AS, of the Financial position of the Company as at 31 March 2018 and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year then ended.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) the balance sheet, the statement of profit and loss, the statement of cash flow and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rules issued thereunder;
  - (e) on the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the director is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;

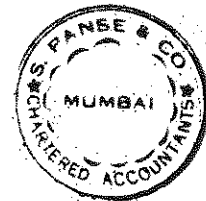


- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B; and
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, to the best of our information and according to the explanations given to us we state that:
- (i) there is no pending litigation against the Company
  - (ii) there are no material foreseeable losses on long term contracts including derivative contract where provision is required to be made by the Company under any law or accounting standards
  - (iii) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For S. Panse & Co.**  
**Chartered Accountants**  
(Firm Registration No: 113470W)

*Supriya Panse*  
**Supriya Panse**

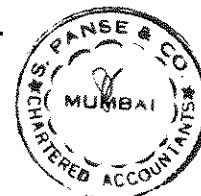
Partner  
Membership No.: 46607  
April 23, 2018



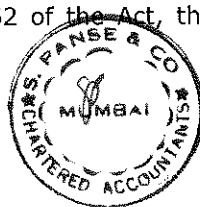
## Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year March 31, 2018, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a programme of physical verification of its fixed assets by which fixed assets are verified once every year which, in our opinion, is reasonable having regard to the size of the Company and the nature of its asset. Pursuant to the program, the fixed assets were verified during the year. In our opinion and according to information and explanation given to us no material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us and based on the examination of registered lease deed provided to us in respect of immovable property of office premise that has been taken on lease and disclosed as fixed asset, the lease agreement is in the name of the Company.
- (ii) The Company is a service company, primarily rendering clearing and settlement services. Accordingly, it does not hold any physical inventories. Hence reporting under paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) To the best of our knowledge and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the Order is not applicable.
- (iv) To the best of our knowledge and according to the information and explanations given to us, the Company has not made any investment or provided any guarantee or security in terms of provisions of section 185 and 186 of the Act. Hence reporting under paragraph 3 (iv) of the Order is not applicable
- (v) The Company has not accepted deposits from public and therefore, reporting under paragraph 3 (v) of the Order is not applicable.
- (vi) To the best of our knowledge and according to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act in respect of rendered by the Company. Hence reporting under clause 3(vi) of the order is not applicable to the Company.



- (vii) According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Value Added Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise duty, Cess and other material statutory dues as applicable with the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Value Added Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise duty, Cess and other material statutory dues as applicable in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
  - (c) There were no material dues of Income Tax, Sales tax, Service Tax, Goods and Service Tax, Duty of customs, Duty of Excise, Value Added tax as applicable that were not deposited by the Company on account of dispute.
- (viii) To the best of our knowledge and according to the explanations given to us, the Company has not taken any loans or borrowings from any financial institution, banks, government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
- (ix) To the best of our knowledge and according to the information and explanations given to us, the Company has not raised monies by way of initial public offer or further public offer (including debt instruments) and term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In terms of Notification No G.S.R. 08(E) dated January 4, 2017 issued by the Ministry of Corporate Affairs under section 462 of the Act, the provisions of section 197 in respect of payment of managerial remuneration are not applicable to the Company. Hence reporting under clause paragraph 3 (xi) of the Order is not applicable to the Company.
- (xii) To the best of our knowledge and according to the information and explanations given to us, the Company is not a nidhi company. Hence reporting under the paragraph 3(xii) of the Order is not applicable.
- (xiii) In terms of Notification No G.S.R. 08(E) dated January 4, 2017 issued by the Ministry of Corporate Affairs under section 462 of the Act, the provisions of section 177 are not



applicable to the Company. To the best of our knowledge and according to the information and explanations given to us, the Company is in compliance with Section 188 of the Act, as applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- (xiv) The Company made preferential allotment of shares during the period as mentioned in Note 8 to the financial statements and to the best of our knowledge and according to the information and explanations given to us, the amounts raised were used for the purpose for which they were raised.
- (xv) To the best of our knowledge and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and thus provisions of section 192 of the Companies Act, 2013 are not applicable to the Company. Hence reporting under paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45 -IA of the Reserve Bank of India Act 1934.

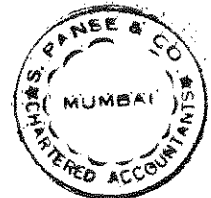
**For S. Panse & Co.**  
**Chartered Accountants**  
(Firm Registration No: 113470W)

  
**Supriya Panse**

Partner

Membership No.: 46607

April 23, 2018





## **Annexure - B to the Auditors' Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of India International Clearing Corporation (IFSC) Limited (Formerly known as BSE International Clearing Corporation (IFSC) Limited) ("the Company") as of 31 March 2018 in conjunction with our audit of the financial statements of the Company for the period ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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



### **Meaning of Internal Financial Controls over Financial Reporting**

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

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

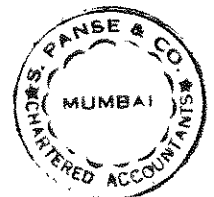
In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For S. Panse & Co.**  
**Chartered Accountants**  
(Firm Registration No: 113470W)

*Supriya Panse*  
**Supriya Panse**

Partner  
Membership No.: 46607

April 23, 2018



**INDIA ICC**

INDIA INTERNATIONAL CLEARING CORPORATION

INDIA INTERNATIONAL  
CLEARING CORPORATION  
(IFSC) LIMITED

Financial Statement for the  
Year ended March 2018

India International Clearing Corporation (IFSC) Limited (Formerly known as BSE International Clearing Corporation (IFSC) Limited) Balance Sheet as at March 31, 2018					
Particulars	Note No.	As at March 31, 2018		As at March 31, 2017	
		(Rs)	(USD)	(Rs)	(USD)
		Audited	Audited	Audited	Audited
<b>ASSETS</b>					
1 Non-current assets					
a. Property, plant and equipment	3	4,98,98,061	7,67,142	2,76,62,934	4,26,643
b. Other Intangible Assets	4	46,53,710	71,547	17,90,325	27,612
c. Financial assets					
(i) Other Financial Assets	6	8,76,98,700	13,48,296	77,158	1,190
d. Non-current tax assets (net)		3,252	50	-	-
<b>Total</b>		<b>14,22,53,723</b>	<b>21,87,035</b>	<b>2,95,30,417</b>	<b>4,55,445</b>
2 Current assets					
a. Financial assets					
(i) Cash and cash equivalents	5 (a)	16,65,78,396	25,61,007	55,96,21,763	86,30,997
(ii) Bank balances other than (i) above	5 (b)	54,89,85,147	84,40,199	5,36,31,961	8,27,161
(iii) Other financial assets	6	8,23,458	12,660	16,62,591	25,642
b. Other assets	7	23,04,057	35,423	3,22,183	4,969
<b>Total</b>		<b>71,86,91,058</b>	<b>1,10,49,289</b>	<b>61,52,38,498</b>	<b>94,88,769</b>
<b>Total Assets</b>		<b>86,09,44,781</b>	<b>1,32,36,324</b>	<b>64,47,68,915</b>	<b>99,44,214</b>
<b>EQUITY AND LIABILITIES</b>					
1 Equity					
a. Equity share capital	8	80,00,00,000	1,18,79,908	59,99,99,994	87,59,297
b. Other equity	9	(7,49,93,550)	(7,33,525)	(5,12,33,899)	(2,95,726)
<b>Total</b>		<b>72,50,06,450</b>	<b>1,11,46,383</b>	<b>54,87,66,095</b>	<b>84,63,571</b>
<b>LIABILITIES</b>					
2 Non-current liabilities					
a. Financial liabilities					
(i) Other financial liabilities	11	47,027	723	51,612	796
b. Provisions	12	18,65,140	28,675	7,80,981	12,045
<b>Total</b>		<b>19,12,167</b>	<b>29,398</b>	<b>8,32,593</b>	<b>12,841</b>
3 Current liabilities					
a. Financial liabilities					
(i) Trade payables					
a. Total outstanding dues of micro enterprises and small enterprises	10	12,423	191	-	-
b. Total outstanding dues of creditor other than micro enterprises and small enterprises	10	56,46,283	86,807	1,15,30,702	1,77,837
(ii) Other financial liabilities	11	12,64,16,071	19,43,544	8,25,29,423	12,72,844
b. Provisions	12	15,92,604	24,485	9,03,915	13,941
c. Other liabilities	13	3,58,783	5,516	2,06,187	3,180
<b>Total</b>		<b>13,40,26,164</b>	<b>20,60,543</b>	<b>9,51,70,227</b>	<b>14,67,802</b>
<b>Total Equity and Liabilities</b>		<b>86,09,44,781</b>	<b>1,32,36,324</b>	<b>64,47,68,915</b>	<b>99,44,214</b>

See accompanying notes forming part of the financial statements

In terms of our report attached  
For S. Panse & Co.  
Chartered Accountants  
Firm Reg. No.: 113470W

Supriya Panse  
Partner  
Membership No.: 48907

Date: April 23, 2018  
Place: Mumbai

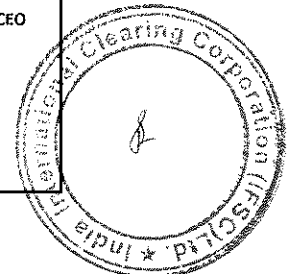
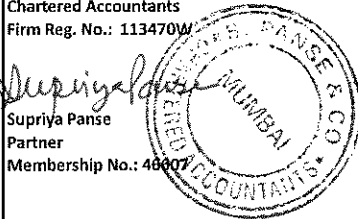
For and on behalf of the Board of Directors

Ashishkumar Chauhan  
Chairman

Deepak Khernani  
Chief Financial Officer

Arup Mukherjee  
Managing Director & CEO

Riddhi Khatri  
Company Secretary

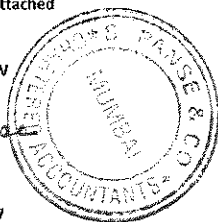


**India International Clearing Corporation (IFSC) Limited**  
(Formerly known as BSE International Clearing Corporation (IFSC) Limited)  
**Statement of Profit and Loss for the Year ended March 31, 2018**

Particulars	Note No.	For the Year ended March 31, 2018		From September 12, 2016 to period ended March 31, 2017	
		(Rs)	(USD)	(Rs)	(USD)
		Audited	Audited	Audited	Audited
1 Revenue from operations		-	-	-	-
2 Other income	14	74,52,762	1,15,641	1,814	27
3 Total revenue (1 + 2)		74,52,762	1,15,641	1,814	27
4 Expenses					
Employee benefits expense	15	1,60,59,840	2,49,193	47,26,113	70,343
Administration and other expenses	16	1,44,00,642	2,23,448	1,46,12,369	2,17,489
Finance costs		64	1	-	-
Depreciation and amortisation expenses		67,97,718	1,05,477	7,26,087	10,807
Total expenses		3,72,58,264	5,78,119	2,00,64,569	2,98,639
5 Profit / (loss) before tax (3 - 4)		(2,98,05,502)	(4,62,478)	(2,00,62,755)	(2,98,612)
6 Tax expense: Current tax and Deferred tax		-	-	-	-
7 Profit / (loss) for the year/period from continuing operations (5 - 6)		(2,98,05,502)	(4,62,478)	(2,00,62,755)	(2,98,612)
8 Profit from discontinuing operations		-	-	-	-
9 Tax expenses of discontinuing operations		-	-	-	-
10 Profit from discontinuing operations (after tax) (8+9)		-	-	-	-
11 Profit / (loss) for the year/period (7 + 10)		(2,98,05,502)	(4,62,478)	(2,00,62,755)	(2,98,612)
12 Other comprehensive income					
A Items that will not be reclassified to profit or loss					
(i) Remeasurement of defined benefit plan		1,20,452	1,869	48,710	725
B Items that will be reclassified to profit or loss					
(i) Foreign Currency translation reserve		44,41,743	-	(3,13,59,970)	-
Total other comprehensive income for the year/period		45,62,195	1,869	(3,13,11,260)	725
Total comprehensive income for the year/period (11+12)		(2,52,43,307)	(4,60,609)	(5,13,74,015)	(2,97,887)
13 Earning per equity share :	18				
Basic and Diluted before exceptional items		(0.042)	(0.0007)	(0.055)	(0.001)
Basic and Diluted after exceptional item		(0.042)	(0.0007)	(0.055)	(0.001)
Per value of share Rs		1	NA	1	NA
Weighted average number of shares (Nos.)		70,52,05,477	70,52,05,477	36,45,72,133	36,45,72,133
See accompanying notes forming part of the financial statements					

In terms of our report attached  
For S. Panse & Co.  
Chartered Accountants  
Firm Reg. No.: 113470W

  
Supriya Panse  
Partner  
Membership No.: 46607



For and on behalf of the Board of Directors

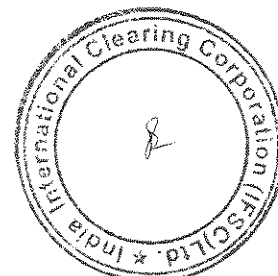
  
Ashishkumar Chauhan  
Chairman

  
Arup Mukherjee  
Managing Director & CEO

  
Deepa Khemani  
Chief Financial Officer

  
Riddhi Khatri  
Company Secretary

Date: April 23, 2018  
Place: Mumbai



**India International Clearing Corporation (IFSC) Limited**  
(Formerly known as BSE International Clearing Corporation (IFSC) Limited)  
Cash Flow Statement for the Year ended March 31, 2018

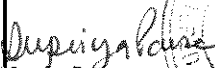
Particulars	For the Year ended March 31, 2018		From September 12, 2016 to period ended March 31, 2017	
	(Rs)	(USD)	(Rs)	(USD)
	Audited	Audited	Audited	Audited
<b>A. Cash flow from operating activities</b>				
Profit / (loss) for the year/period	(2,98,05,502)	(4,62,478)	(2,00,62,755)	(2,98,612)
Depreciation and Amortisation Expenses	67,97,718	1,05,477	7,00,711	10,807
Remeasurement of Defined benefit Plan	1,20,452	1,869	48,710	725
Interest Income on fixed deposits	(74,47,348)	(1,15,557)	-	-
Foreign Currency translation reserve	44,41,743	-	(3,13,59,970)	-
<u>Adjustments for Changes in operating Liability and Assets</u>				
Trade payable	(58,71,996)	(90,839)	1,15,30,702	1,77,837
Provisions	17,77,433	27,174	16,84,896	25,986
Other Liabilities	1,52,596	2,336	2,06,187	3,180
Other Financial Liabilities	4,60,62,612	7,04,493	7,55,14,146	11,64,648
Other Financial Assets	8,60,808	13,319	(17,39,749)	(26,832)
Other Assets	(19,81,874)	(30,454)	(3,22,183)	(4,969)
	<b>1,51,06,642</b>	<b>1,55,340</b>	<b>3,62,00,695</b>	<b>10,52,770</b>
Taxes paid	(3,252)	(50)	-	-
<b>Net cash generated from operating activities</b>	<b>1,51,03,390</b>	<b>1,55,290</b>	<b>3,62,00,695</b>	<b>10,52,770</b>
<b>B. Cash flow from investing activities</b>				
Purchase of Property, Plant & Equipment and Intangible Assets	(3,40,81,364)	(5,23,777)	(2,30,87,081)	(3,56,070)
Increase in Fixed deposits with banks	(57,40,65,399)	(88,22,114)	(5,34,91,845)	(8,25,000)
<b>Net cash generated (Used in) investment activities</b>	<b>(60,81,46,763)</b>	<b>(93,45,891)</b>	<b>(7,65,78,926)</b>	<b>(11,81,070)</b>
<b>C. Cash flow from financing activities</b>				
Proceeds from allotment of equity share	20,00,00,006	31,20,611	59,99,99,994	87,59,297
<b>Net cash generated from financing activities</b>	<b>20,00,00,006</b>	<b>31,20,611</b>	<b>59,99,99,994</b>	<b>87,59,297</b>
<b>D. Net increase / (decrease) in cash and cash equivalents</b>	<b>(39,30,43,367)</b>	<b>(60,69,990)</b>	<b>55,96,21,763</b>	<b>86,30,997</b>
Cash and cash equivalents at the end of the year/period				
In current account - Owned	12,50,26,013	19,22,173	48,33,76,367	74,55,071
In current account - Member Fund	4,13,03,004	6,35,000	7,29,43,425	11,25,000
In current account - Earmarked	2,49,379	3,834	33,01,971	50,926
	<b>16,65,78,396</b>	<b>25,61,007</b>	<b>55,96,21,763</b>	<b>86,30,997</b>
Cash and cash equivalents at the beginning of the year/period	55,96,21,763	86,30,997	-	-
Changes In cash and cash equivalents	(39,30,43,367)	(60,69,990)	55,96,21,763	86,30,997
Cash and cash equivalents at the end of the year/period	16,65,78,396	25,61,007	55,96,21,763	86,30,997
Cash and bank balance (Refer note 5 (a))	16,65,78,396	25,61,007	55,96,21,763	86,30,997

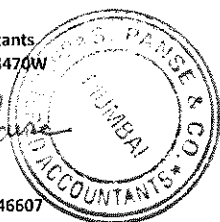
See accompanying notes forming part of the financial statements

Note :


- Cash and cash equivalents comprise balances in current account with banks.
- The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard - 7 "Cash Flow Statement".

In terms of our report attached

For S. Panse & Co.  
Chartered Accountants  
Firm Reg. No.: 113470W  
  
Supriya Panse  
Partner  
Membership No.: 46607




For and on behalf of the Board of Directors

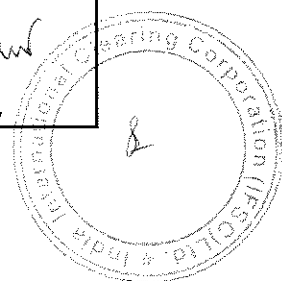
  
Ashishkumar Chauhan  
Chairman

  
Deepak Khemani  
Chief Financial Officer

  
Arup Mukherjee  
Managing Director & CEO

  
Riddhi Khatri  
Company Secretary

Date: April 23, 2018  
Place: Mumbai



**India International Clearing Corporation (IFSC) Limited**  
 (Formerly known as BSE International Clearing Corporation (IFSC) Limited)  
 Statement of changes in Equity for the year ended March 31, 2018

**A. Equity Share Capital**

Particulars	(Rs)	(USD)
Balance at September 12, 2016	-	-
Changes in Equity Share Capital during the period	59,99,99,994	87,59,297
Balance as at March 31, 2017	59,99,99,994	87,59,297
Changes in Equity Share Capital during the year	20,00,00,006	31,20,611
Balance as at March 31, 2018	80,00,00,000	1,18,79,908

**B. Other Equity**

Particulars	Reserve & Surplus				Total Other equity	Total Other equity	Total equity
	Retained earning	Retained earning	Default Fund	Default Fund			
	(Rs)	(USD)	(Rs)	(USD)			
Balance at September 12, 2016	(2,00,62,755)	(2,98,612)	1,40,116	2,161	(1,99,22,639)	(3,13,11,260)	(2,96,451)
Profit/(loss) for the period	48,710	725			(3,13,59,970)	(5,12,33,899)	725
Other Comprehensive Income	(2,00,14,045)	(2,97,887)	1,40,116	2,161	(3,13,59,970)	(5,12,33,899)	(2,95,726)
Balance as at March 31, 2017	(2,98,05,502)	(4,62,478)	14,83,656	22,810	44,41,743	(2,83,21,846)	(4,39,668)
Profit / (Loss) for the Year ended March 2018	1,20,452	1,869			(2,69,18,227)	(7,49,93,550)	1,869
Other Comprehensive income for the Year ended March 31, 2018	(4,96,99,095)	(7,58,496)	16,23,772	24,971			
Balance as at March 31, 2018							

In terms of our report attached

For and on behalf of the Board of Directors



For S. P. Pate & Co.  
 Chartered Accountants  
 Firm Reg. No.: 113470W  
 Supriya Pate  
 Partner  
 Membership No.: 46607

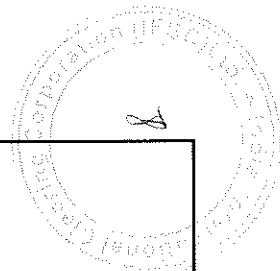
Date: April 23, 2018  
 Place: Mumbai

  
 Ashish Kumar Chakhan  
 Chairman

  
 Deepak Khemani  
 Chief Financial Officer

  
 Arup Mukherjee  
 Managing Director & CEO

  
 Riddhi Khatri  
 Company Secretary



# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

(Formerly known as BSE International Clearing Corporation (IFSC) Limited)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### 1. General Information

India International Clearing Corporation (IFSC) Limited (Formerly known as BSE International Clearing Corporation (IFSC) Limited) was incorporated in September 2016, to carry on business as a clearing corporation and to assist, regulate, control and/or otherwise associate with the business of clearing and settlement of debt securities, currency & interest rate derivatives, single stock derivatives, index based derivatives, commodities derivatives and such other securities/derivatives/products of any kind as may be permitted by Securities and Exchange Board of India or any other concerned authorities from time to time.

The financial statements were authorized for issuance by the Company's Board of Directors on April 23, 2018.

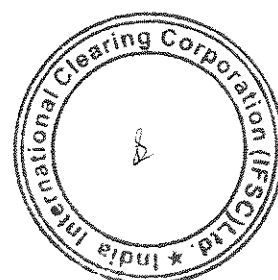
### 2. Significant Accounting Policies

#### 2.1 Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments), the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The Company has adopted all the Ind AS standards on date of incorporation i.e. September 12, 2016. The company has commenced its operation from January 16, 2017.

#### 2.2 Functional and presentation currency

United State Dollars (USD) is the functional currency of the Company and the currency of the primary economic environment in which the Company operates. The financial statements are presented in Indian rupees. The presentation currency is different from functional currency to comply with Income tax and other statutory law.





# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

(Formerly known as BSE International Clearing Corporation (IFSC) Limited)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### 2.3 Foreign Exchange Translation Reserve

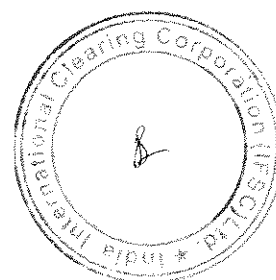
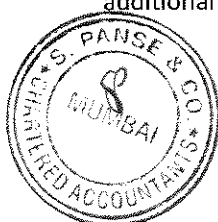
For the purpose of preparation of financial statements in Indian Rupees, income and expenses are translated at average rates and the assets and liabilities except equity share capital are stated at closing rate. The net impact of such changes is presented under foreign exchange translation reserve.

### 2.4 Use of Estimates and judgment

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

- a. *Income taxes:* The Company's tax jurisdiction is in India. Significant judgments are involved in determining the provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions. Company income is fully exempt from income tax for initial period of five years, 50% exempt for subsequent five years.
- b. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.
- c. Defined employee benefit obligations determined based on the present value of future obligations using assumptions determined by the Company with advice from an independent qualified actuary.
- d. *Other estimates:* The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer status, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.



# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

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## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### 2.5 Financial instruments

Financial assets and financial liabilities are recognised when company becomes a party to the contractual provisions of the instruments.

All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Purchase or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trade) are recognised on trade date. While, loans and borrowings and payable are recognised net of directly attributable transactions costs.

For the purpose of subsequent measurement, financial instruments of the Company are classified in the following categories: financial assets comprising amortised cost, financial assets (debt instruments) at fair value through Other Comprehensive Income (FVTOCI), equity instruments at FVTOCI and fair value through Profit and Loss account (FVTPL), financial liabilities at amortised cost or FVTPL.

The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition.

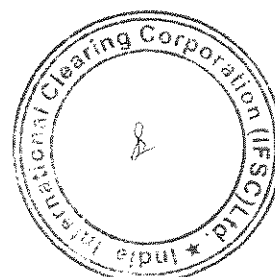
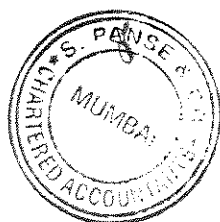
#### Financial assets

- a. Financial assets at amortised cost: A financial asset shall be measured at amortised cost if both of the following conditions are met:
  - i. The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
  - ii. The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI).

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment loss.

Amortised cost are represented by investment in interest bearing debt instruments, trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

Cash and cash equivalents comprise cash on hand and in banks and demand deposits with banks which can be withdrawn at any time without prior notice or penalty on the principal.



# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

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## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### b. Equity instruments at FVTOCI and FVTPL:

All equity instruments are measured at fair value other than investment in subsidiaries, joint venture and associate. Equity instruments held for trading is classified as FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in OCI. The Company makes such election on an instrument-by-instrument basis.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividend are recognised in OCI which is not subsequently recycled to statement of profit and loss.

### c. Financial assets at FVTPL :

FVTPL is a residual category for financial assets. Any financial asset which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as FVTPL. In addition the Company may elect to designate the financial asset, which otherwise meets amortised cost or FVOCI criteria, as FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency. The Company has not designated any financial asset as FVTPL. Financial assets included within the FVTPL category are measured at fair values with all changes in the statement of profit and loss.

### **Financial liabilities**

#### (a) Financial liabilities at amortised cost:

Financial liabilities at amortised cost represented by trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest method.

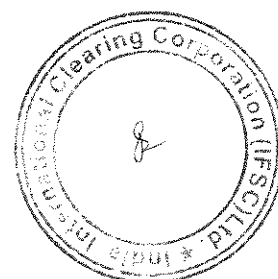
#### (b) Financial liabilities at FVTPL:

Financial liabilities at FVTPL represented by contingent consideration are measured at fair value with all changes recognised in the statement of profit and loss.

### **2.6 Property, plant and equipment**

a. *Recognition and measurement:* Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset.

b. *Depreciation:* The Company depreciates property, plant and equipment over the estimated useful lives on a Straight Line method basis from the date the assets are ready for intended use. Assets acquired under finance lease and leasehold improvements are amortized over the lower



# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

(Formerly known as BSE International Clearing Corporation (IFSC) Limited)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

of estimated useful lives and lease term. The estimated useful lives of assets of significant items of property, plant and equipment are as follows:

Category	Useful lives
Leasehold premises	30 years
Plant and Equipments	15 years
Electrical installations	10 years
Networking Equipments -- Owned	6 years
Computers Hardware -- Owned	3 years
Furniture, fixtures	10 years
Office equipment	5 years
Motor vehicles	8 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date, with the effect of any changes in estimate accounted for on a prospective basis.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the statement of profit and loss.

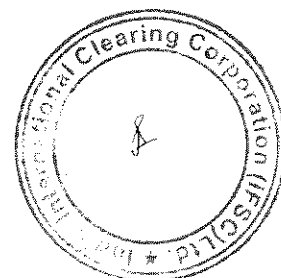
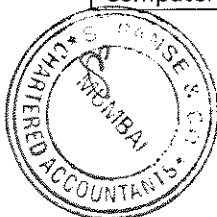
Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work-in-progress.

### 2.7 Other Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a "Straight Line method", from the date that they are available for use. The estimated useful lives of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

The estimated useful lives of intangibles are as follows:

Category	Useful lives
Computer software	6 years



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## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognised in profit or loss when the asset is derecognised.

### 2.8 Leases

Assets leased by the Company in its capacity as a lessee, where substantially all the risks and rewards of ownership vest in the Company are classified as finance leases. Such leases are capitalised at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as an operating lease. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis except where the lease payments are structured to increase in line with expected general inflation.

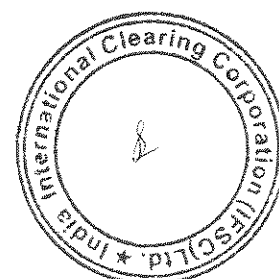
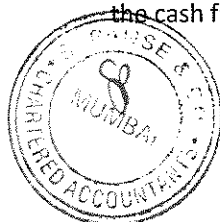
### 2.9 Impairment

#### a. Financial assets carried at amortised cost and FVTOCI

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL. Lifetime ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:



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## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

- i. All contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- ii. Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

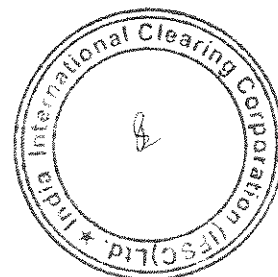
The Company has used a practical expedient by computing the expected credit loss allowance for trade receivable based on a detailed analysis of trade receivable by individual departments. ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/expense in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

Financial assets measured at amortised cost, contractual revenue receivable: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

### b. Non-financial assets

The Company assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial assets is impaired. If any such indication exists, the Company estimates the amount of impairment loss. An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognised in profit or loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. 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. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").



# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

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## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### 2.10 Employee benefit

The Company participates in various employee benefit plans. Post-employment benefits are classified as either defined contribution plans or defined benefit plans.

#### Defined Contribution Plan

Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as expense during the period when the employee provides service.

#### Defined benefit Plan

Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company. The present value of the defined benefit obligations is calculated using the projected unit credit method.

The Company has the following employee benefit plans:

#### a. Gratuity

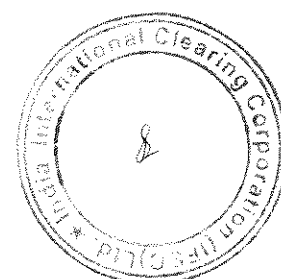
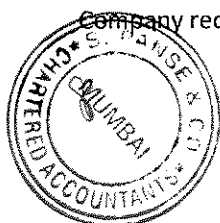
In accordance with the Payment of Gratuity Act, 1972, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company. The Company's obligation in respect of the gratuity plan, which is a defined benefit plan, is determined using the projected unit credit method, with actuarial valuations being carried out at each balance sheet date.

Actuarial gains or losses are recognized in full in the other comprehensive income for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, and otherwise is amortised on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost.

#### b. Compensated absences

The employees of the Company are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulating compensated absences and utilise it in future periods or receive cash at retirement or termination of employment. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of compensated absences as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Company recognizes accumulated compensated absences based on actuarial valuation. Non-



# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

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accumulating compensated absences are recognized in the period in which the absences occur.

### 2.11 Provisions and Contingent liabilities

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract and is adjusted to the cost of such assets.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by 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. Contingent liabilities are disclosed in the notes. Contingent assets are not recognised in the financial statements.

Provisions are reviewed at each balance sheet date adjusted to reflect the current best estimates.

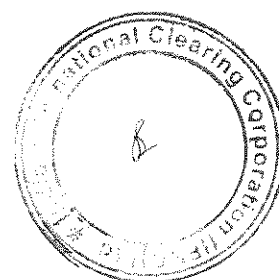
### 2.12 Revenue Recognition:

Revenue is measured at the fair value of the consideration received or receivable.

Revenue from Service is recognized as and when the service is performed as per the relevant agreements and when there is a reasonable certainty of ultimate realization

### 2.13 Dividend Income

Dividend income is recognized in the statement of profit and loss on the date that the Company's right to receive payment is established.





# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

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## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### 2.14 Finance income and expense

Finance income consists of interest income on funds invested, dividend income and gains on the disposal of FVTPL financial assets. Interest income is recognized as it accrues in the statement of profit and loss, using the effective interest method.

Finance expenses consist of interest expense on loans, borrowings and finance lease. Borrowing costs are recognized in the statement of profit and loss using the effective interest method.

### 2.15 Taxation

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

#### a. Current income tax

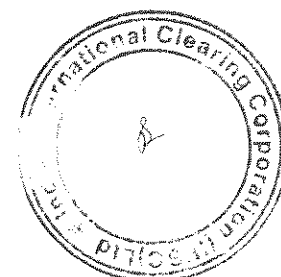
Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

#### b. Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred income tax liabilities are recognized for all taxable temporary differences.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.



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Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

The Company recognises interest levied and penalties related to income tax assessments in income tax expenses.

### 2.16 Earnings per share

The Company reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share. Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period.

Diluted EPS is computed by dividing the net profit/loss after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

### 2.17 Current and Non-current classification

The company present assets and liabilities in the balance sheet based on current/non-current classification

**Assets:** An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the entity's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within twelve months after the balance sheet date; or
- it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the balance sheet date

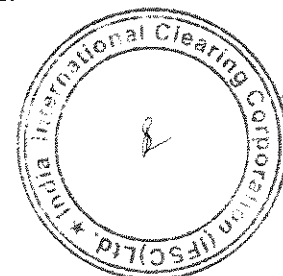
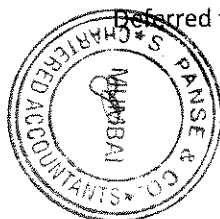
All other assets are classified as non-current.

**Liabilities:** A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in, the entity's normal operating cycle;
- It is held primarily for the purpose of being traded; it is due to be settled within twelve months after the balance sheet date; or
- The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.



# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

(Formerly known as BSE International Clearing Corporation (IFSC) Limited)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### **Operating Cycle**

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

### **2.18 Government grants**

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

### **2.19 Earmarked Funds**

Earmarked Funds represent Core SGF etc. held for specific purposes. These amounts are invested and the same are earmarked in the Balance Sheet. The Gain/(Loss) on Fair Value of the investments from these earmarked funds are shown as liabilities/asset and are not routed through the Statement of Profit and Loss.

### **2.20 Settlement Obligation**

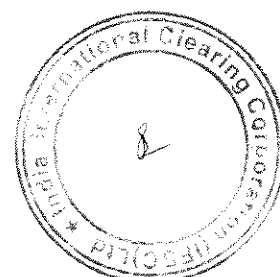
Pay-in/Pay-out obligation (Settlement Obligation) of the Company are accounted based on settlement dates.

### **2.21 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

### **2.22 Cash and cash equivalents (for purposes of Cash Flow Statement)**

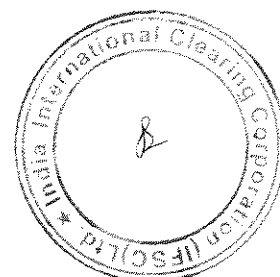
Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and net of outstanding bank overdrafts that are repayable on demand, book overdraft and are considered part of the Company's cash management system.



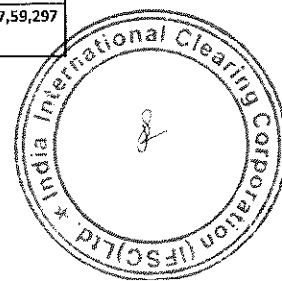
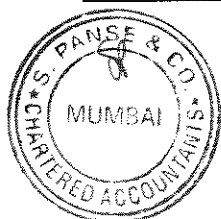


**4. Other intangible assets**

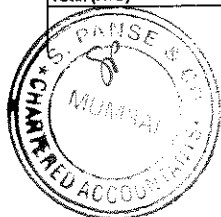
			Amount in USD	
Particulars	Software	Total		
<b>Gross block</b>				
Balance as at April 01, 2017	28,809	28,809		
Additions during the year	55,879	55,879		
Deductions / adjustments	(135)	(135)		
<b>Balance as at March 31, 2018</b>	<b>84,553</b>	<b>84,553</b>		
<b>Accumulated depreciation and impairment</b>				
Balance as at April 01, 2017	1,197	1,197		
Amortisation for the year	11,815	11,815		
Deductions / Adjustments	(6)	(6)		
<b>Balance as at March 31, 2018</b>	<b>13,006</b>	<b>13,006</b>		
<b>Net book value</b>				
Balance as at March 31, 2018	71,547	71,547		
Balance as at March 31, 2017	27,612	27,612		
			<b>Amount in Rs</b>	
Particulars	Software	Total		
<b>Gross block</b>				
Balance as at April 01, 2017	18,67,936	18,67,936		
Additions during the period	36,34,599	36,34,599		
Deductions / adjustments	(8,781)	(8,781)		
Currency Fluctuation	5,920	5,920		
<b>Balance as at March 31, 2018</b>	<b>54,99,674</b>	<b>54,99,674</b>		
<b>Accumulated depreciation and impairment</b>				
Balance as at April 01, 2017	77,611	77,611		
Amortisation for the period	7,61,446	7,61,446		
Deductions / Adjustments	(387)	(387)		
Currency Fluctuation	7,294	7,294		
<b>Balance as at March 31, 2018</b>	<b>8,45,964</b>	<b>8,45,964</b>		
<b>Net book value</b>				
Balance as at March 31, 2018	46,53,710	46,53,710		
Balance as at March 31, 2017	17,90,325	17,90,325		



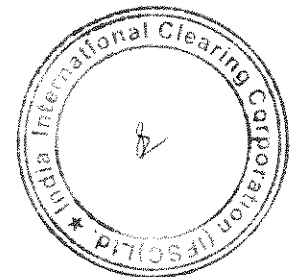
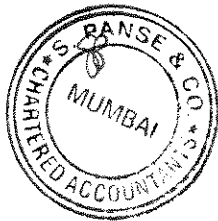
5. Cash and cash equivalents and Bank balances				
Particulars	As at March 31, 2018		As at March 31, 2017	
	(Rs)	(USD)	(Rs)	(USD)
	Audited	Audited	Audited	Audited
<b>5 (a) .Cash and cash equivalents</b>				
<b>Balance with Banks</b>				
<b>Own</b>				
In Current Accounts	12,50,26,013	19,22,173	48,33,76,367	74,55,071
<b>Member Fund</b>				
In Current Accounts	4,13,03,004	6,35,000	7,29,43,425	11,25,000
<b>Earmarked Fund - Default Fund</b>				
In Current Accounts	2,49,379	3,834	33,01,971	50,926
<b>Total</b>	<b>16,65,78,396</b>	<b>25,61,007</b>	<b>55,96,21,763</b>	<b>86,30,997</b>
<b>5 (b) .Bank Balance other than above</b>				
<b>Own</b>				
In Deposit Accounts	42,55,90,961	65,43,114	-	-
<b>Member Funds</b>				
In Deposit Accounts	6,50,44,100	10,00,000	-	-
<b>Earmarked Fund - Default Fund</b>				
In Deposit Accounts	5,83,50,086	8,97,085	5,36,31,961	8,27,161
<b>Total</b>	<b>54,89,85,147</b>	<b>84,40,199</b>	<b>5,36,31,961</b>	<b>8,27,161</b>
<b>6. Other financial assets</b>				
Particulars	As at March 31, 2018		As at March 31, 2017	
	(Rs)	(USD)	(Rs)	(USD)
	Audited	Audited	Audited	Audited
<b>Non Current</b>				
Advance to staff	55,483	853	77,158	1,190
<b>Own</b>				
Deposit with Banks (original maturity more than 12 months)	8,76,43,217	13,47,443	-	-
<b>Total (A)</b>	<b>8,76,98,700</b>	<b>13,48,296</b>	<b>77,158</b>	<b>1,190</b>
<b>Current</b>				
Deposits with public bodies and other parties	1,09,599	1,685	1,57,169	2,424
Advances to Staff	21,530	331	21,526	332
Receivable from Group Company	6,92,329	10,644	14,83,896	22,886
<b>Total (B)</b>	<b>8,23,458</b>	<b>12,660</b>	<b>16,62,591</b>	<b>25,642</b>
<b>Total (A+B)</b>	<b>8,85,22,158</b>	<b>13,60,956</b>	<b>17,39,749</b>	<b>26,832</b>
<b>7. Other assets</b>				
Particulars	As at March 31, 2018		As at March 31, 2017	
	(Rs)	(USD)	(Rs)	(USD)
	Audited	Audited	Audited	Audited
<b>Current</b>				
Prepaid Expenses	18,50,960	28,457	-	-
Centvat receivable	2,86,844	4,410	3,22,183	4,969
GST receivable	1,66,263	2,556	-	-
<b>Total</b>	<b>23,04,057</b>	<b>35,423</b>	<b>3,22,183</b>	<b>4,969</b>
<b>8. Equity Share Capital</b>				
Particulars	As at March 31, 2018		As at March 31, 2017	
	(Rs)	(USD)	(Rs)	(USD)
	Audited	Audited	Audited	Audited
<b>Equity Share Capital</b>				
<b>Authorised share capital:</b>				
80,00,00,000 Equity Shares (Previous year - 60,00,00,000 Equity Shares) of Re 1/- each with voting rights	80,00,00,000	Not Applicable	60,00,00,000	Not Applicable
<b>Issued, Subscribed and fully Paid - up</b>				
80,00,00,000 Equity Shares (Previous year - 60,00,00,000 Equity Shares) of Re 1/- each with voting rights	80,00,00,000	1,18,79,908	59,99,99,994	87,59,297



Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period				
Particulars	As at March 31, 2018		As at March 31, 2017	
	(Rs)	(USD)	(Rs)	(USD)
	Audited	Audited	Audited	Audited
No. of shares at the beginning of the period	59,99,99,994	-	-	-
Allotment (Subscription Money)	-	-	9,99,994	-
Preferential allotment and subscription money	20,00,00,006	-	59,90,00,000	-
No. of shares at the end of the period	80,00,00,000	-	59,99,99,994	-
<b>9. Other equity</b>				
Particulars	As at March 31, 2018		As at March 31, 2017	
	(Rs)	(USD)	(Rs)	(USD)
	Audited	Audited	Audited	Audited
<b>Default Fund</b>				
Opening Balance	1,40,116	2,161	-	-
Add: Income earned during the period	14,83,656	22,810	1,40,116	2,161
Closing Balance (A)	16,23,772	24,971	1,40,116	2,161
<b>Retained earnings</b>				
Balance at the beginning of the period	(5,13,74,015)	(2,97,887)	-	-
Total Comprehensive Income during the period	(2,52,43,307)	(4,60,609)	(5,13,74,015)	(2,97,887)
Closing Balance (B)	(7,66,17,322)	(7,58,496)	(5,13,74,015)	(2,97,887)
<b>Total (A+B)</b>	<b>(7,49,93,550)</b>	<b>(7,33,525)</b>	<b>(5,12,33,899)</b>	<b>(2,95,726)</b>
<b>10. Trade payables</b>				
Particulars	As at March 31, 2018		As at March 31, 2017	
	(Rs)	(USD)	(Rs)	(USD)
	Audited	Audited	Audited	Audited
<b>Current</b>				
Total outstanding dues of micro, small and medium enterprises (A)	12,423	191	-	-
Payable to service providers	20,75,622	31,911	24,14,849	37,244
Payable to Holding Company	8,92,665	13,724	78,48,064	1,21,040
Payable to Group Company	26,77,996	41,172	12,67,789	19,553
Total outstanding dues of creditor other than micro, small and medium enterprises (B)	56,46,283	86,807	1,15,30,702	1,77,837
<b>Total (A+B)</b>	<b>56,58,706</b>	<b>86,998</b>	<b>1,15,30,702</b>	<b>1,77,837</b>
<b>Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006</b>				
(a) Principal amount and interest thereon remaining unpaid at the end of year	12,423	191	-	-
Interest paid including payment made beyond appointed day	-	-	-	-
(b) Interest due and payable for delay during the year / period	-	-	-	-
(c) Amount of interest accrued and unpaid as at year end / period end	-	-	-	-
(d) The amount of further interest due and payable even in the succeeding year / period	-	-	-	-
<b>11. Other financial liabilities</b>				
Particulars	As at March 31, 2018		As at March 31, 2017	
	(Rs)	(USD)	(Rs)	(USD)
	Audited	Audited	Audited	Audited
<b>Non Current</b>				
Finance lease obligations	47,027	723	51,612	796
<b>Total (A)</b>	<b>47,027</b>	<b>723</b>	<b>51,612</b>	<b>796</b>
<b>Current</b>				
Payable for fixed assets	48,30,110	74,259	32,99,636	50,890
Accrued employee benefits	22,25,419	34,214	25,70,721	39,648
Deposits from Members	10,63,47,104	16,35,000	7,29,43,425	11,25,000
Deposits from Clearing Bank	1,30,08,820	2,00,000	-	-
Current maturities of finance lease obligations	4,618	71	37,15,641	57,306
Accrued interest on finance lease obligations	-	-	-	-
<b>Total (B)</b>	<b>12,64,16,071</b>	<b>19,43,544</b>	<b>8,25,29,423</b>	<b>12,72,844</b>
<b>Total (A+B)</b>	<b>12,64,63,098</b>	<b>19,44,267</b>	<b>8,25,81,035</b>	<b>12,73,640</b>



12. Provisions				
Particulars	As at March 31, 2018		As at March 31, 2017	
	(Rs)	(USD)	(Rs)	(USD)
	Audited	Audited	Audited	Audited
<b>Non Current</b>				
Gratuity liability	18,65,140	28,675	7,80,981	12,045
<b>Total (A)</b>	<b>18,65,140</b>	<b>28,675</b>	<b>7,80,981</b>	<b>12,045</b>
<b>Current</b>				
Compensated Absences	15,59,497	23,976	8,92,633	13,767
Gratuity liability	33,107	509	11,282	174
<b>Total (B)</b>	<b>15,92,604</b>	<b>24,485</b>	<b>9,03,915</b>	<b>13,941</b>
<b>Total (A+B)</b>	<b>34,57,744</b>	<b>53,160</b>	<b>16,84,896</b>	<b>25,986</b>
13. Other liabilities				
Particulars	As at March 31, 2018		As at March 31, 2017	
	(Rs)	(USD)	(Rs)	(USD)
	Audited	Audited	Audited	Audited
<b>Current</b>				
Statutory remittances	3,58,783	5,516	2,06,187	3,180
<b>Total</b>	<b>3,58,783</b>	<b>5,516</b>	<b>2,06,187</b>	<b>3,180</b>





<b>14. Other Income</b>				
Particulars	For the Year ended March 31, 2018		From September 12, 2016 to period ended March 31, 2017	
	(Rs)	(USD)	(Rs)	(USD)
	Audited	Audited	Audited	Audited
Miscellaneous income	5,414	84	1,814	27
Interest on Fixed Deposits	74,47,348	1,15,557	-	-
<b>TOTAL</b>	<b>74,52,762</b>	<b>1,15,641</b>	<b>1,814</b>	<b>27</b>

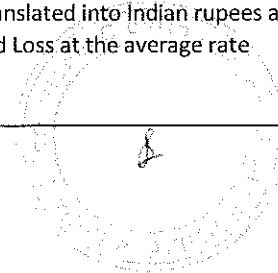
<b>15. Employee benefits expense</b>				
Particulars	For the Year ended March 31, 2018		From September 12, 2016 to period ended March 31, 2017	
	(Rs)	(USD)	(Rs)	(USD)
	Audited	Audited	Audited	Audited
Salaries, allowances and bonus	1,41,63,476	2,19,768	44,68,453	66,508
Contribution to provident and other Funds	7,05,248	10,943	90,366	1,345
Staff welfare expenses	9,860	153	76,794	1,143
Compensated absences	11,81,256	18,329	90,500	1,347
<b>TOTAL</b>	<b>1,60,59,840</b>	<b>2,49,193</b>	<b>47,26,113</b>	<b>70,343</b>

<b>16. Administration and other expenses</b>				
Particulars	For the Year ended March 31, 2018		From September 12, 2016 to period ended March 31, 2017	
	(Rs)	(USD)	(Rs)	(USD)
	Audited	Audited	Audited	Audited
Advertising and marketing expenses	-	-	11,45,533	17,050
Travelling expenses	5,82,024	9,031	34,86,721	51,896
Computer technology related expenses	64,92,431	1,00,740	5,80,829	8,645
Bank charges	37,895	588	52,406	780
Rent	4,09,177	6,349	2,73,853	4,076
Professional Fee (Refer note below)	12,64,522	19,621	24,51,777	36,492
Stamp duty & registration fee	17,40,531	27,007	60,01,855	89,331
Postage & Telephone Expenses	5,478	85	1,411	21
Electricity expenses	13,91,548	21,592	1,14,755	1,708
Audit Fees	1,05,049	1,630	12,967	193
Directors Fees	3,00,325	4,660	60,468	900
Insurance expenses	10,892	169	-	-
Building repair and Maintenance	11,40,848	17,702	1,12,672	1,677
Miscellaneous Expenses	6,18,759	9,601	1,45,123	2,160
Foreign Exchange Loss	3,01,163	4,673	1,71,999	2,560
<b>TOTAL</b>	<b>1,44,00,642</b>	<b>2,23,448</b>	<b>1,46,12,369</b>	<b>2,17,489</b>

Note : Professional Fees includes payment to auditor Rs 85,881 (USD 1,333) towards other services and other reimbursement of expenses.

**17. Exchange Rate :-**

Amounts of Balance Sheet other than shareholder funds in these financial statements have been translated into Indian rupees at the closing rate as at 31st March 2018 which is 1 USD = Rs 65.0441, amount of Statement Profit and Loss at the average rate from 01 April 2017 to 31 March 2018 which is 1 USD = Rs 64.4474.



# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

(Formerly known as BSE International Clearing Corporation (IFSC) Limited)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### 18. Earnings Per Share

Particulars	For the year ended March 31, 2018		From September 12, 2016 to period ended March 31, 2017	
	(Rs)	(USD)	(Rs)	(USD)
Profit / (Loss) for the year/ period	(2,98,05,502)	(4,62,478)	(2,00,62,755)	(2,98,612)
Weighted average number of equity shares (Nos)	70,52,05,477	70,52,05,477	36,45,72,133	36,45,72,133
Earnings per share basic and diluted	(0.042)	(0.0007)	(0.055)	(0.001)
Face value per equity share	1	NA	1	NA

### 19. Segment Reporting

The Chief Executive Officer & Managing Director of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by industry classes. Accordingly, segment information has been presented for industry classes. The Company operates only in one Business Segment i.e. "Clearing and Settlement Services", hence does not have any reportable Segments as per Indian Accounting Standard 108 "Operating Segments". The reportable business segments are in line with the segment wise information which is being presented to the CODM.

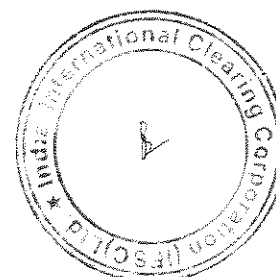
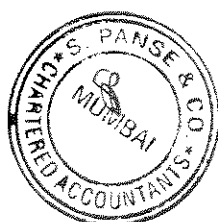
### 20. Financial Instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2.5 to the financial statements.

#### Fair value hierarchy:

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 — Inputs are not based on observable market data (unobservable inputs).



# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

(Formerly known as BSE International Clearing Corporation (IFSC) Limited)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

The carrying value of financial instruments by categories as of March 31, 2018 is as follows and the Company consider that the carrying amounts of below mentioned financial assets and financial liabilities recognised in the balance sheet approximate their fair values.

Particulars	As at March	As at March	As at March	As at
	31, 2018	31, 2018	31, 2017	March 31,
	(Rs)	(USD)	(Rs)	2017
<b>Financial Assets carried at amortised cost</b>				
Other non-current financial assets	8,76,98,700	13,48,296	77,158	1,190
Cash and cash equivalents	16,65,78,396	25,61,007	55,96,21,763	86,30,997
Bank balance other than above cash and cash equivalents	54,89,85,147	84,40,199	5,36,31,961	8,27,161
Other current financial assets	8,23,458	12,660	16,62,591	25,642
<b>Total</b>	<b>80,40,85,701</b>	<b>1,23,62,162</b>	<b>61,49,93,473</b>	<b>94,84,990</b>
<b>Financial Liabilities carried at amortised cost</b>				
Other non-current financial liabilities	47,027	723	51,612	796
Trade payables	56,58,706	86,998	1,15,30,702	1,77,837
Other current financial liabilities	12,64,16,071	19,43,544	8,25,29,423	12,72,844
<b>Total</b>	<b>13,21,21,804</b>	<b>20,31,265</b>	<b>9,41,11,737</b>	<b>14,51,477</b>

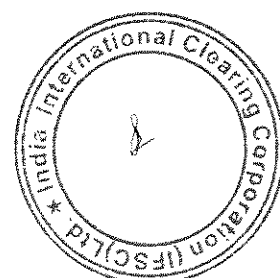
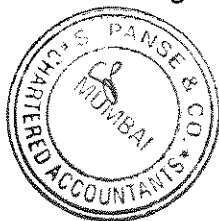
### 21. Disclosure as required on "Employee Benefits" is as under:

#### 21.1.1 Defined Benefit Plan – Gratuity

The Company offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount). Benefits under the defined benefit plans are typically based on years of service and the employee's compensation (generally immediately before retirement). The gratuity scheme covers substantially all regular employees.

In particular, there is a risk for the Company that any adverse salary growth or demographic experience can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

- The following tables set out the unfunded status of the gratuity plans and the amounts recognized in the Company's financial statements as at March 31, 2018.



# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

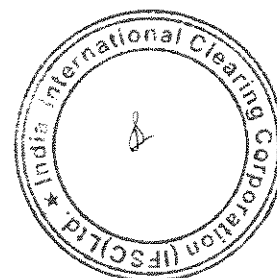
(Formerly known as BSE International Clearing Corporation (IFSC) Limited)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Particulars	As at March 31, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2017
	(Rs)	(USD)	(Rs)	(USD)
<b>Change in benefit obligations</b>				
Benefit obligations at the beginning	7,92,263	12,219	-	-
Current Service Cost	1,37,917	2,140	16,864	251
Past Service Cost	72,497	1,125	-	-
Interest on defined benefit obligation	55,360	859	17,939	267
Actuarial loss / (gain) arising on account of experience changes	(1,10,721)	(1,718)	(48,710)	(725)
Actuarial loss / (gain) arising on account of experience changes	(9,732)	(151)	-	-
Translation/ Forex impact	1,308	(39)	467	-
Liability assumed on transfer from group company	9,59,353	14,749	8,05,703	12,426
<b>Closing Defined Benefit Obligation</b>	<b>18,98,247</b>	<b>29,184</b>	<b>7,92,263</b>	<b>12,219</b>
<b>Current Provision (Refer note 12)</b>	<b>33,107</b>	<b>509</b>	<b>11,282</b>	<b>174</b>
<b>Non-Current Provision (Refer note 12)</b>	<b>18,65,140</b>	<b>28,675</b>	<b>7,80,981</b>	<b>12,045</b>

### ii. Amount recognised in the Statement of Profit and Loss

Particulars	For the Year Ended March 2018		From September 12, 2016 to period ended March 31, 2017	
	(Rs)	(USD)	(Rs)	(USD)
Current Service Cost	1,37,917	2,140	16,864	251
Past Service cost	72,497	1,125	-	-
Interest on net defined benefit obligations	55,360	859	17,939	267
<b>Total Included in "Employee Benefit Expense"</b>	<b>2,65,775</b>	<b>4,124</b>	<b>34,803</b>	<b>518</b>



# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

(Formerly known as BSE International Clearing Corporation (IFSC) Limited)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### iii. Amount recognised in the Other Comprehensive Income

Particulars	For the Year Ended March 2018		From September 12, 2016 to period ended March 31, 2017	
	(Rs)	(USD)	(Rs)	(USD)
Actuarial loss / (gain) arising from change in financial assumptions	(1,10,721)	(1,718)	-	-
Actuarial loss / (gain) arising on account of experience changes	(9,732)	(151)	(48,710)	(725)
<b>Amount recognised in the Other Comprehensive Income</b>	<b>(1,20,452)</b>	<b>(1,869)</b>	<b>(48,710)</b>	<b>(725)</b>

### iv. Principle actuarial assumption

Assumptions	March 31, 2018	March 31, 2017
Discount Rate	7.75%	7.10%
Salary escalation	7.00%	7.00%

- Discount Rate: The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.
  - Salary Escalation Rate: The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.
  - The Company has considered past service on account of benefit amendment.
- v. **Sensitivity Analysis:** The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points:-

Particulars	March 31, 2018		March 31, 2017	
	Discount rate	Salary escalation rate	Discount rate	Salary escalation rate
Impact of increase in 50 bps on defined benefit obligation	(4.25)%	4.50%	(4.88)%	5.15%
Impact of decrease in 50 bps on defined benefit obligation	4.49%	(4.30)%	5.17%	(4.91)%



# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

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## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Sensitivity for the significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by 50 basis points, keeping all other actuarial assumption constant.

### vi. Maturity profile of defined benefit obligations

Maturity Profile	March 31, 2018	March 31, 2017
Expected benefits for year 1	33,126	11,303
Expected benefits for year 2	36,494	12,348
Expected benefits for year 3	39,728	14,036
Expected benefits for year 4	43,242	15,708
Expected benefits for year 5	47,046	17,148
Expected benefits for year 6	51,160	18,712
Expected benefits for year 7	1,19,011	20,407
Expected benefits for year 8	2,23,987	66,741
Expected benefits for year 9	16,44,040	93,525
Expected benefits for year 10 and above	17,88,216	14,09,991

The weighted average duration to the payment of these cash flows is 10.04 years.

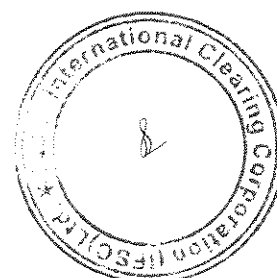
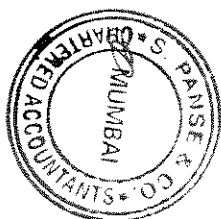
#### 21.1.2 Defined Benefit Plan – Compensated absence

The liability for compensated absences as at the year ended March 31, 2018 is Rs 15,59,528 (USD-23,976) (2017: Rs 8,92,633 (USD-13,767)) as shown under current provisions. Provision for compensated absence amounting to Rs 11,81,256 (USD-18,329) (2017: Rs 90,500 (USD-1,347)) have been charged to the Statement of Profit and Loss, under Compensated absence in note 15 "Employee benefits expense".

For Principle actuarial assumption refer above iv table of assumption.

#### 21.2 Defined Contribution Plan – Provident Fund, Pension Fund and National Pension Scheme (NPS)

These are plans in which the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. The Company offers its employees defined contribution plan in the form of provident fund and family pension fund. Provident fund and family pension fund cover substantially all regular employees. While both, the employees and the Company pay predetermined contributions into the provident fund and National Pension Scheme, contributions into the family pension fund are made by only the Company. The contributions are based on a certain proportion of the employee's salary.



# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

(Formerly known as BSE International Clearing Corporation (IFSC) Limited)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

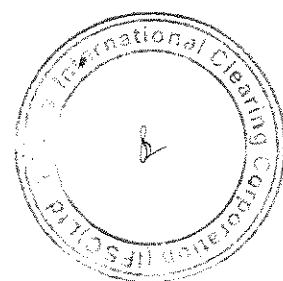
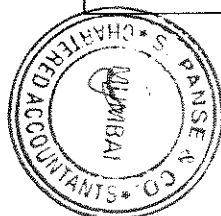
During the current year, provident fund contributions amounting to Rs 3,33,311 (USD – 5,172) (2017 : Rs 55,563 (USD - 827) have been charged to the Statement of Profit and Loss, under Contributions to provident, gratuity and other funds in note 15 “Employee benefits expense”.

During the current year, National pension scheme contributions amounting to Rs 1,06,162 (USD-1,647) (2017: Nil) have been charged to the Statement of Profit and Loss, under Contributions to provident, gratuity and other funds in note 16 “Employee benefits expense”.

## 22. Related Party Transactions

### 1. Names of related parties and nature of relationship

Category of related parties	Name
<b>Holding Company</b>	BSE Limited
<b>Fellow Subsidiaries:</b>	India International Exchange (IFSC) Limited
	Indian Clearing Corporation Limited
	Marketplace Technologies Private Limited
	BSE Investments Limited
	BSE Ebix Insurance Broking Private Limited (w.e.f March 15, 2018)
	BSE Institute Limited
	BSE CSR Integrated Foundation
	BSE Sammaan CSR Limited
	Marketplace Tech Infra Services Private Limited
	BSE Skills Limited
	BFSI Sector Skill Council of India
	BIL Ryerson Technology start up Incubator Foundation
	Central Depository Services (India) Limited (upto June 29, 2017)
	CDSL Ventures Limited (upto June 29, 2017)
	CDSL Insurance Repository Limited (upto June 29, 2017)
	CDSL Commodity Repository Limited (upto June 29, 2017)
<b>Associate of Holding Company</b>	Central Depository Services (India) Limited (w.e.f June 30, 2017)
	CDSL Ventures Limited (w.e.f June 30, 2017)



# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

(Formerly known as BSE International Clearing Corporation (IFSC) Limited)

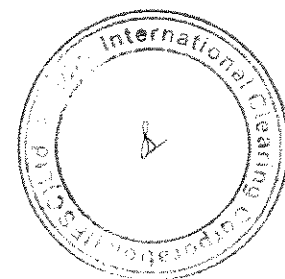
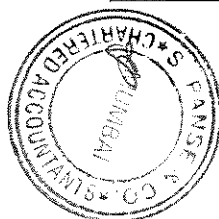
## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Category of related parties	Name
	CDSL Insurance Repository Limited (w.e.f June 30, 2017)
	CDSL Commodity Repository Limited (w.e.f June 30, 2017)
	Asia Index Private Limited
<b>Key Management Personnel</b>	Mr. Ashishkumar Chauhan – Non Executive Chairman
	Mr. Arup Mukherjee - Managing Director and Chief Executive Officer
	Mr. Arun Mehta – Independent Director
	Mr. Alok Sherry– Independent Director
	Mr. Balasubramaniam Venkataramani - Director
	Mr. Nehal Vora – Director

### 2. Transactions with Related Parties

#### (a) BSE Ltd (Holding Company):

Particulars	For the Year ended March 31, 2018 (Rs)	For the Year ended March 31, 2018 (USD)	From September 12, 2016 to period ended March 31, 2017 (Rs)	From September 12, 2016 to period ended March 31, 2017 (USD)
<b>Reimbursement/ (Recovery) of Expenses/ Transactions</b>				
Stamp duty & registration fee	-	-	53,94,689	80,294
Professional Fee	2,028	31.46	14,43,775	21,489
Advertising and marketing expenses	-	-	11,45,533	17,050
Salaries, allowances and bonus	(31,859)	(494)	170,385	2,536
Travelling Expenses	-	-	31,847	474
Miscellaneous Expenses	-	-	2,150	32
Computer Technology Related Expenses	11,81,620	18,335		
Recovery of gratuity liabilities	-	-	(12,708)	(196)
Recovery of compensated absence liabilities	-	-	(8,753)	(135)
Equity Share Capital	20,00,00,006	31,20,611	59,99,99,994	87,59,297





# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

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## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

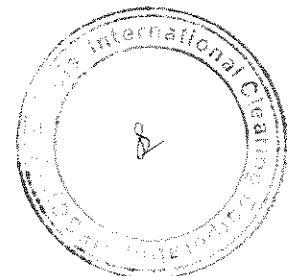
Particulars	As at March 31, 2018 (Rs)	As at March 31, 2018 (USD)	As at March 31, 2017 (Rs)	As at March 31, 2017 (USD)
<b>Liability-</b>				
Payable (net)*	8,92,655	13,724	78,48,064	1,21,040

\* The above payable does not include payable provision amounting to Rs 1,36,377 (USD 2,097).

### (b) India International Exchange (IFSC) Limited (Fellow Subsidiary):

Particulars	For the Year ended March 31, 2018 (Rs)	For the Year ended March 31, 2018 (USD)	From September 12, 2016 to period ended March 31, 2017 (Rs)	From September 12, 2016 to period ended March 31, 2017 (USD)
<b>Reimbursement of Expenses/Transactions</b>				
Computer Technology Related Expenses	21,12,326	32,776	-	-
Electricity Expenses	12,90,564	20,025	91,508	1,362
Staff Refreshment Expenses	-	-	38,968	580
Travelling Expenses	5,41,775	8,406	13,08,058	19,469
Property, Plant and Equipments	4,447	68.38	37,606	580
Others	-	-	(1,30,196)	(2,008)
Salaries, allowances and bonus	5,80,913	9,014	-	-
Professional Fees	1,18,899	1,845	-	-
Receivable of Gratuity liability on account of employee transfer	9,59,335	14,749	-	-

Particulars	As at March 31, 2018 (Rs)	As at March 31, 2018 (USD)	As at March 31, 2017 (Rs)	As at March 31, 2017 (USD)
<b>Liability</b>				
Payable (net)*	26,77,996	41,172	12,67,789	19,553



# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

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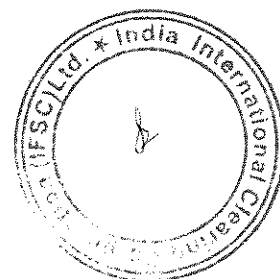
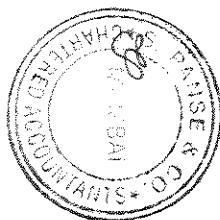
## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

\* The above payable does not include Provision amounting to Rs 3,41,458 (USD 5,250).

### (C). Indian Clearing Corporation Limited (Fellow Subsidiary):

Particulars	For the Year ended March 31, 2018 (Rs)	For the Year ended March 31, 2018 (USD)	From September 12, 2016 to period ended March 31, 2017 (Rs)	From September 12, 2016 to period ended March 31, 2017 (USD)
<b>Reimbursement/ (Recovery) Transactions</b>				
Recovery of gratuity liabilities	-	-	(7,93,041)	(12,231)
Recovery of Compensated absence liabilities	-	-	(7,96,607)	(12,286)
Advance to Staff	-	-	1,05,752	1,631
Mobile phone & data card expenses	23,588	366	-	-
Hotel Expenses	3,59,036	5,571	-	-
Travelling expenses	3,14,697	4,883	-	-
Miscellaneous expenses	1,04,598	1,623		

Particulars	As at March 31, 2018 (Rs)	As at March 31, 2018 (USD)	As at March 31, 2017 (Rs)	As at March 31, 2017 (USD)
<b>Assets</b>				
Receivable (net)	6,92,329	10,644	14,83,896	22,886



## INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

(Formerly known as BSE International Clearing Corporation (IFSC) Limited)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### (d) Key Managerial remuneration:

Particular	For the Year ended March 31, 2018 (Rs)	For the Year ended March 31, 2018 (USD)	From September 12, 2016 to period ended March 31, 2017 (Rs)	From September 12, 2016 to period ended March 31, 2017 (USD)
Salaries, allowances and bonus				
Mr. Arup Mukherjee - Managing Director and Chief Executive Officer*	39,56,193	61,386	6,49,782	9,671

\* The Company provides long term benefits in the form of Gratuity to Key managerial person along with all employees, cost of same is not identifiable separately and not disclosed.

### 23. Contingent liabilities and Capital Commitments

There are no contingent liabilities and Capital commitments as at March 31, 2018 (2017: Nil).

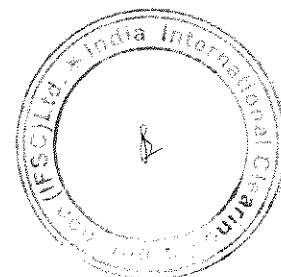
### 24. Lease

**24.1 Operating Lease:** The Company has taken residential facilities and official facilities under cancellable operating lease. During the year ended March 31, 2018 rental expenses under cancellable operating lease is recorded Rs 4,09,177 (USD-6,349) (2017: Rs 2,73,853 (USD-4,076)).

### 24.2 Finance Lease –

During the current period, Company has taken leasehold premises under finance lease term of 30 years. The Minimum lease rentals along with their leased premium and the present value of minimum lease payments in respect of assets acquired under finance lease are as follows:

Particular	Amount in Rs			
	Payable not later than 1 year	Payable later than 1 year and not later than 5 year	Payable later than 5 year	Total
<b>Minimum Lease Payments</b>				
March 31, 2018	4,854	9,708	55,860	70,422
March 31, 2017	37,15,737	9,708	60,675	37,86,120



# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

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## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Particular	Payable not later than 1 year	Payable later than 1 year and not later than 5 year	Payable later than 5 year	Total
<b>Finance Charge</b>				
March 31, 2018	240	1,023	17,514	18,777
March 31, 2017	49	663	18,155	18,867
<b>Present value of Minimum Lease Payments</b>				
March 31, 2018	4,614	8,685	38,346	51,645
March 31, 2017	37,15,688	9,045	42,520	37,67,253

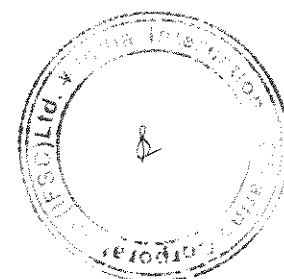
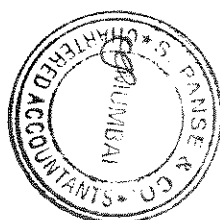
Amount in USD

Particular	Payable not later than 1 year	Payable later than 1 year and not later than 5 year	Payable later than 5 year	Total
<b>Minimum Lease Payments</b>				
March 31, 2018	75	149	859	1,083
March 31, 2017	57,307	150	936	58,393
<b>Finance Charge</b>				
March 31, 2018	4	16	269	289
March 31, 2017	-	10	280	290
<b>Present value of Minimum Lease Payments</b>				
March 31, 2018	71	133	590	794
March 31, 2017	57,307	140	656	58,103

### 25. Capital management:

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company monitors the return on capital as well as the level of dividends on its equity shares. The Company's objective when managing capital is to maintain an optimal structure so as to maximize shareholder value.

Particulars	As at March 31, 2018		As at March 31, 2017	
	(Rs)	(USD)	(Rs)	(USD)
Net worth	72,50,06,450	1,11,46,383	54,87,66,095	84,63,571
As percentage of total capital				
Current borrowings	-	-	-	-
Non-current borrowings	-	-	-	-
Total borrowings	-	-	-	-
As percentage of total capital	-	-	-	-
Total Capital (borrowings and equity)	72,50,06,450	1,11,46,383	54,87,66,095	84,63,571



# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

(Formerly known as BSE International Clearing Corporation (IFSC) Limited)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

The Company is predominantly equity financed which is evident from the capital structure table. Further, the company has always been a net cash company with cash and bank balances.

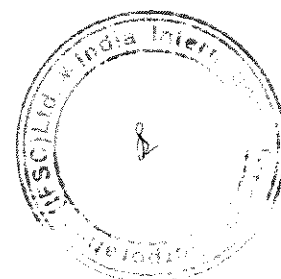
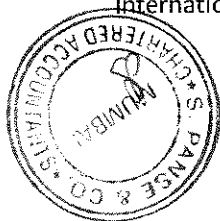
### Compliance with externally imposed capital requirements:

In accordance with SEBI (International Financial Services Centre) Guidelines, 2015, The Company shall have a minimum net worth equivalent of fifty crore rupees initially and it shall enhance its net worth to a minimum equivalent of three hundred crore rupees over the period of three years from the date of approval.

26. The Government of Gujarat introduced a "Scheme of assistance for IT/ITeS Industry" in form of specified incentives under 'IT/ITeS Policy (2016-21)', in pursuance of this policy, during the current year company has filed application on October 05, 2017 and subsequently inspection was done by the competent authority. Further on 21<sup>st</sup> April 2018, the company has received final approval letter from the competent authority approving assistance of Capital subsidy, Lease rental subsidy and Employment generation grant on EPF. The company has received assistance of Rs 51,26,421/- vide Cheque dated 21<sup>st</sup> April, 2018. Accordingly the company has not recognised any amount of assistance during the current year ended March 31, 2018. The same will be recognised in the financial year 2018-19 based on detailed annexure shared by the competent authority.
27. SEBI vide its circular no. SEBI/HO/MRD/DSA/CIR/P/2016/125 dated November 28, 2016, had inter alia specified that Clearing Corporations in IFSC shall establish and maintain a Fund to guarantee the settlement of trades executed in the stock exchanges in IFSC. To begin with such fund shall have a corpus equivalent to at least 10% of the net-worth of the clearing corporation. Clearing corporations shall evolve a detailed framework for the Fund, subject to approval of SEBI. In view of the above, before commencement of operations, i.e. on January 10, 2017, a Core Settlement Guarantee Fund (Default Fund) of USD 8,75,926.05 (Rs 5,95,62,971.40) @ RBI reference rate i.e Rs 68/- has been created.

### 28. Financial Risk Management

The company maintains an integrated and comprehensive view of risk and ensures that its risk management tools can manage and report on, all relevant risks. The Company's risk management policies, procedures, systems and controls form a part of a coherent and consistent governance framework which is reviewed and updated regularly. Participant Exposure and Settlement Default Risk, Credit Risk, Liquidity Risk, Legal Risk, Operational Risk, Custody and Investment Risk, Technology Risk, Clearing Bank Risk etc. are some of the risks that can be foreseen on a continuous basis. The Company has a sound framework for the comprehensive management of all material risks and established documented policies, procedures, systems and controls to identify, measure, monitor and manage such risks. The risk management policy of the Company shall be in accordance with the Principles for Financial Market Infrastructures ("PFMI") published by the Committee on Payments and Market Infrastructures ("CPMI") and the Technical Committee of the International Organization of Securities Commissions ("IOSCO").



# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

(Formerly known as BSE International Clearing Corporation (IFSC) Limited)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### Foreign currency risk

United State Dollars (USD) is the functional currency of the Company, thus the Company's exchange risk arises from its foreign currency expenses. Currency other than USD is considered as foreign currency. Company is using Special Non-Resident Rupee account for discharging the liability of INR.

### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Interest rates are sensitive to many factors, including governmental, monetary and tax policies, domestic and international economic and political considerations, fiscal deficits, trade surpluses or deficits, regulatory requirements and other factors beyond the Company's control.

Interest rate risk primarily arises from floating rate investment. The Company's investments in floating rate are primarily short-term, which do not expose it to significant interest rate risk.

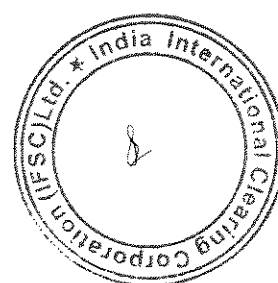
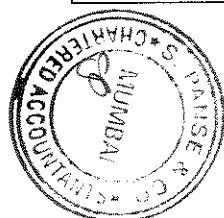
### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The table below provides details regarding the contractual maturities of significant financial liabilities as follows.

Amount in Rs

Particulars	On Demand	Payable within 1 year	Payable more than 1 year and less than 5 year	Payable more than 5 year	Total
<b>Finance lease obligation</b>					
March 31, 2018	-	4,854	9,708	55,795	70,357
March 31, 2017	-	37,15,737	9,708	60,675	37,86,120
<b>Deposits from Members &amp; Clearing Banks</b>					
March 31, 2018	11,93,55,924	-	-	-	11,93,55,924
March 31, 2017	7,29,43,425	-	-	-	7,29,43,425
<b>Trade payable</b>					
March 31, 2018	-	56,58,771	-	-	56,58,771
March 31, 2017	-	1,15,30,702	-	-	1,15,30,702
<b>Other financial liabilities</b>					
March 31, 2018	-	70,55,529	-	-	70,55,529
March 31, 2017	-	58,70,357	-	-	58,70,357



# INDIA INTERNATIONAL CLEARING CORPORATION (IFSC) Limited

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NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

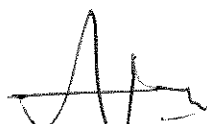
Amount in USD

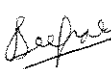
Particulars	On Demand	Payable within 1 year	Payable more than 1 year and less than 5 year	Payable more than 5 year	Total
<b>Finance lease obligation</b>					
March 31, 2018	-	75	149	859	1,082
March 31, 2017	-	57,307	150	936	58,393
<b>Deposits from Members &amp; Clearing bank</b>					
March 31, 2018	18,35,000	-	-	-	18,35,000
March 31, 2017	11,25,000	-	-	-	11,25,000
<b>Trade payable</b>					
March 31, 2018	-	86,999	-	-	86,999
March 31, 2017	-	1,77,837	-	-	1,77,837
<b>Other financial liabilities</b>					
March 31, 2018	-	1,08,473	-	-	1,08,473
March 31, 2017	-	90,538	-	-	90,538



For and on behalf of the Board of Directors

  
Ashishkumar Chauhan  
Chairman

  
Arup Mukherjee  
Managing Director & CEO

  
Deepak Khemani  
Chief Financial Officer

  
Riddhi Khatri  
Company Secretary

Date: April 23, 2018

Place: Mumbai

