India Capital
GROWTH FUND

Annual Report & Audited Financial Statements

2018

FOR THE YEAR ENDED 31 DECEMBER 2018

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MANAGEMENT & ADMINISTRATION

DIRECTORS
Elisabeth Scott (Chairman)
Peter Niven
John Whittle

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INVESTMENT MANAGER
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ADMINISTRATOR AND SECRETARY
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CUSTODIAN
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London EC2V 7AN

REGISTRAR
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INDEPENDENT AUDITOR
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Guernsey GY1 3HW

CHAIRMAN'S STATEMENT

PERFORMANCE AND REVIEW

2018 was a difficult year for Indian equity markets, and for Indian small and mid-cap stocks in particular. As a consequence, the Net Asset Value of the Company's shares declined by 20% during the year, underperforming the Company's benchmark, the BSE Midcap TR Index (Total Return), which fell 15%. The Company's share price fell 24.9% over the period, with the discount to Net Asset Value widening from 8.3% at the beginning of 2018 to 14.0% at the year end. While the underperformance is disappointing, over longer periods the Company has delivered positive returns, although behind benchmark, over three and five years and continues to outperform its peer group of other similar Indian equity funds over the longer term.

After a period of improving economic growth, the macroeconomic environment was less investor friendly in 2018 than in previous years. The falling value of the Indian rupee magnified the impact of rising oil prices, interest rates increased, and bank lending slowed following a default by finance company, IL&FS. The internationally respected Governor of the Reserve Bank of India, Dr Urjit Patel, resigned, leading to concerns about political interference. Confidence in the financial sector was dented and this has had an impact on holdings in the Company's portfolio. As often happens when the economic situation looks like it is deteriorating, the small and mid-cap sector underperformed large cap companies regardless of the health of the underlying small and mid-cap companies. The Investment Manager's Report gives detailed information about the economic situation in India, the performance of the Company's portfolio and the investee company holdings.

Long Term Capital Gains Tax was introduced in early 2018. It did not have an effect on Net Asset Value in the year, but it does mean that in future investment long term gains (for holdings longer than 12 months) will be taxed at 10%.

INVESTOR RELATIONS AND GREATER VISIBILITY

Despite the challenges of 2018, and while the Company's discount widened, it remained in line with that of the other Investment Companies investing in India and other emerging markets. We are taking action on several fronts to make sure India Capital Growth is firmly in the sights of existing and potential investors, and those who influence them.

Frostrow Capital was appointed in March 2018 to market the Company to investors more widely across the UK, and, with their help, the fund adviser and other representatives of Ocean Dial have conducted 158 meetings in 18 cities across the United Kingdom and Ireland. As a consequence, the Company's shareholder register has seen a slight shift towards self-directed investors, retail investment platforms and wealth managers. We welcome this evidence of increasing investor interest in India. In support of the efforts to widen the Company's shareholder base, the Company appointed MaitlandAMO PR to raise its profile across the national and trade press.

The Company's website has been upgraded to provide shareholders and others with easy access to information about the Company. Also available are case studies and videos about investee companies and up to date views about India.

Your Board believes that these efforts to grow the Company will benefit all shareholders. Growing the Company's total value should make the Company attractive to a wider range of investors by improving secondary market liquidity and by enabling the Company's fixed expenses to be spread over a larger asset base.

BOARD MATTERS

I visited the Investment Manager's offices in Mumbai in May 2018, meeting the research team and senior managers of the Investment Manager's parent company, Avendus. I also accompanied the Fund Adviser on a number of visits to investee companies in Mumbai and in Delhi. In March 2019, the whole Board visited the Investment Manager's offices in Mumbai in order to undertake a review of the Investment Manager's business there. We were impressed by the quality of the Investment Adviser's relationships with the management of these companies, and the deep understanding not just of the companies' businesses but of the industry and competitive environment in which they operate.

OUTLOOK

After the decline in the Indian equity market in 2018, valuations have fallen to attractive levels. Recent data suggests that the economy is gaining momentum once again. However, it is likely that the market will continue to be relatively volatile until the results of the Indian General Election are known. Since the end of 2018 there has been much concern about the fractious relationship between India and Pakistan over Kashmir. A degree of calm has been restored, but border conflict continues to be a concern.

As you will read in the Investment Manager's Report, there are many reasons to be optimistic about India's equity market in the longer term. A more stable oil price has removed some of the pressure on the currency and on inflation, allowing the Reserve Bank of India to be more accommodating with interest rates. Corporate earnings growth continues at a strong pace which, combined with the lower valuations, creates a positive environment for investors.

These factors, combined with the Investment Manager's investment process, places India Capital Growth Fund in a good position for the coming year.

Elisabeth Scott | Chairman
28 March 2019

INVESTMENT MANAGER'S REPORT

One of the challenges of investing in Emerging Markets is the speed at which things change. India is no exception. In 2017 the country was in vogue, but 2018 saw tailwinds become headwinds with uncertainty and volatility dominating investor sentiment.

As long-term investors in small and midcap companies in a growing economy we have seen these shifts in sentiment in the past. We know there will be more in the future. What is important is to cut through the noise and calmly assess how the macro environment is affecting the opportunities we see, in terms of profitability and valuation.

After a period of strong returns across the whole market, 2018 was notable for the sharp divergence between large cap stocks and others. The BSE Sensex TR Index (the thirty largest Indian companies) was up 7.2% in Rupees, while the BSE Mid Cap TR Index was down 12.6% and the Small Cap Index fell 22.9%. The Mid Cap Index had outperformed the Sensex over the previous four years. Added to this, the Rupee depreciated 9.2% against the dollar and 2.9% against sterling. 2018 was the first year of net Foreign Institutional Investor (FII) outflows from Indian equities since 2011 with US$4.6bn going out compared to the previous year which saw net inflows of US$8bn.

The main drivers of the deterioration in performance and sentiment in 2018 were threefold: rising oil prices, tightening liquidity, and greater political uncertainty.

India imports 70% of its oil, and a 36% spike in Brent Crude from March to October 2018 was reflected in a worsening current account deficit (CAD) from 1.1% to 2.9% of GDP, currency depreciation, and fears of a return to petroleum subsidies and their consequential impact on the deficit. Alongside this the Reserve Bank of India (RBI) raised rates by 50bps in anticipation of higher inflation. These higher interest rates were compounded by a draconian approach to the recognition of non-performing loans (NPLs) in the banking sector as well curbs on incremental lending (particularly by public sector banks) not backed by adequate capital. A final flourish was the default of an AAA-rated quasi-sovereign lending company called IL&FS in September. This caused temporary systemic panic. While this was diffused swiftly, it brought to the fore long held concerns over the sustainability of credit in a capital constrained economy. Public disagreement between the central bank and the Government over how to manage the situation climaxed with the resignation of the RBI Governor, Urjit Patel in December. Liquidity remains tight as many businesses are finding it difficult to refinance. The new RBI head, Shaktikanta Das, has started with a more accommodative approach, addressing the Government's and wider industry's concerns. More on this later.

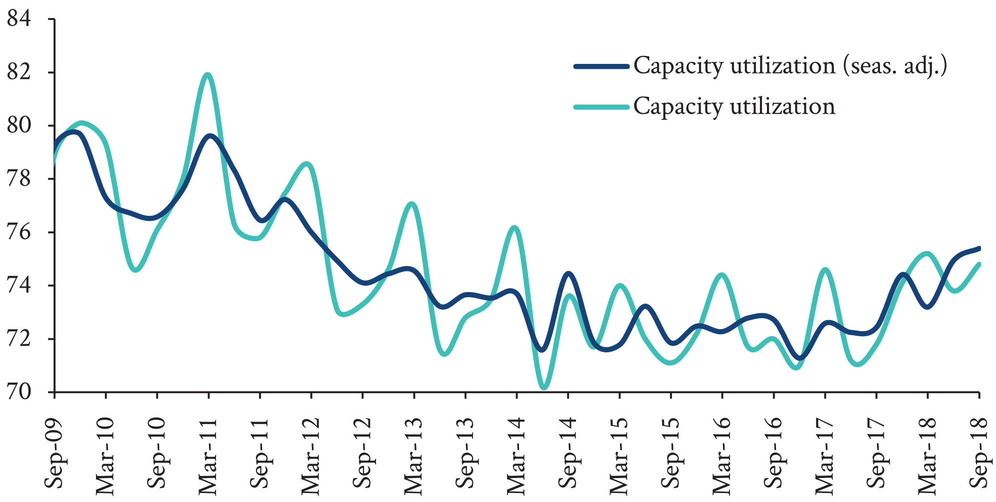
The ruling BJP's lacklustre performance in state elections through the year didn't help equity markets. This reflected the party's lower popularity following disruption from landmark reforms such as the introduction of a Goods and Services Tax, the Insolvency and Bankruptcy Code and the Real Estate Act. This has broadened the range of potential outcomes of the General Election which is taking place in April and May 2019. We expect news flow to be increasingly dominated by electioneering for the first half of the year. Trying to forecast the election result is a dangerous exercise but history shows that India grows in spite of politics, not because of its politicians. While we have been encouraged by the current administration, India's democratic process seems to be empowering an electorate that expects to see improving transparency and accountability, regardless of which party is in power.

In the short run, a correction in the oil price and a more dovish US Federal Reserve has bought breathing space for Indian policy makers. But last year's events are not without repercussions. The oil price spike will hit the margins of companies grappling with commodity and currency volatility in the short term. That said, we believe an economic turnaround is underway and this has coincided with lower valuations across many parts of our investable universe – mid and small cap companies.

Despite the IL&FS default there has been improvement in asset quality which suggests that the banking system is getting into better shape to lend. We have a benign inflationary environment (Consumer Price Inflation was at a record low of 2.2% in December and continues to fall), and a correspondingly more accommodative monetary policy (the RBI cut rates by 25bps in February 2019 and altered its policy stance from *calibrated tightening to neutral*) should provide further impetus to investment growth. Indeed, credit demand growth has increased to 15% from 8% a year ago. Capacity utilisation in the economy, which was 72% in September 2017, is now closer to 75%, a four-year high. This augurs well for a pickup in the private sector capex cycle. (see chart on page 4)

Our outlook on economic activity in India differs from the market view. The Mid Cap and Small Cap indices have fallen 23% and 35% respectively from their peaks (December 2017) and valuations are much more reasonable. As this happened, the team sat tight and avoided the temptation of activity for activity's sake and this was reflected by a low 9% turnover in the portfolio for 2018. While it is disappointing to deliver negative returns over the year (see the following section on Portfolio Performance), our investment horizon is longer. The fall in the Small and Mid Cap market has been indiscriminate, and as the dust is still settling it is revealing attractively priced opportunities in companies that fit our

INVESTMENT MANAGER'S REPORT continued



quality and corporate governance expectations. We will be looking to exploit these opportunities through the period of likely higher volatility in the run up to the General Election. We are confident the strength and depth of the investment process will leave the portfolio well positioned for the long run, regardless of shifts in sentiment that occur along the way.

PORTFOLIO PERFORMANCE

The portfolio was down 20.0%, underperforming BSE Mid Cap TR index by 5.0%. During the year, apart from IT and Healthcare, all sectors contributed negatively to the performance.

Positive contribution came from NIIT Technology (+80.2%), Tech Mahindra (+46.7%), Divis Laboratories (+36.0%), Radico Khaitan (+36.6%), City Union Bank (+19.5%) and Berger Paints (+21.3%). Negative contribution came from Skipper (-67.4%), Ramkrishna Forgings (-37.4%), Manpasand Beverages (-79.6%) and Motherson Sumi Systems (-33.5%). Overall, nine stocks delivered positive returns in 2018 while the rest had negative returns.

During the year we added one new holding and exited three. We did however make several changes to the weights of individual stocks, mainly adding to some existing stocks on the back of attractive valuations after sharp price falls. These include BLS International, J&K Bank, JK Lakshmi Cement, Kajaria Ceramics, Manpasand, Skipper and Yes Bank. We also top sliced some of the stocks including Dewan Housing, Sobha Developers, Ramkrishna Forgings and Finolex Cables. Turnover for the fund was 9% compared to 11% in 2017.

Companies added	Sector
Aurobindo Pharma	Healthcare

Companies exited	Sector
Dish TV	Consumer Discretionary
Goodluck India	Materials
Matrimony.com	IT

BREXIT IMPACT

The Investment Manager believes that whatever the outcome of the current Brexit negotiations, it will have little or no impact upon the Company and its performance as it is a non-EU investment company incorporated in Guernsey, investing in the securities of companies in India.

Ocean Dial Asset Management
28 March 2019

DIRECTORS

The Directors as at 31 December 2018, all of whom are non-executive, are as follows:

ELISABETH SCOTT (CHAIRMAN)

Elisabeth was appointed to the Board as Chairman on 18 December 2017. She has 33 years' experience in the asset management industry, having started as a US equity fund manager in Edinburgh in 1985. She went to Hong Kong in 1992, where she remained until 2008, most recently in the role of Managing Director and Country Head of Schroder Investment Management (Hong Kong) Limited and Chairman of the Hong Kong Investment Funds Association. She is aged 56 and a UK resident.

PETER NIVEN

Peter was appointed to the Board on 11 August 2011. He has over 40 years' experience in the financial services industry both in the UK and offshore. He was a senior executive in the Lloyds TSB Group until his retirement in 2004 and until July 2012 was the Chief Executive of Guernsey Finance LBG, promoting the island as a financial services destination. He is a Fellow of the Chartered Institute of Bankers and a Chartered Director. He is aged 64 and a resident of Guernsey.

JOHN WHITTLE

John was appointed to the Board on 17 November 2011. He is a Chartered Accountant and holds the IoD Diploma in Company Direction. He was previously Finance Director of Close Fund Services, a large independent fund administrator. Prior to moving to Guernsey he was at Pricewaterhouse in London before embarking on a career in business services, predominantly telecoms. He is aged 63 and a resident of Guernsey.

DISCLOSURE OF DIRECTORSHIPS IN PUBLIC COMPANIES

The following summarises the Directors' directorships in other public companies:

	Company name	Stock exchange
Elisabeth Scott	Dunedin Income Growth Investment Trust PLC	London
	Allianz Technology Trust PLC	London
	Fidelity China Special Situations PLC	London
Peter Niven	SQN Asset Finance Income Fund Limited	London
John Whittle	Aberdeen Frontier Markets Investment Company Limited	AIM
	GLI Finance Limited	AIM
	Globalworth Real Estate Investments Limited	AIM
	International Public Partnerships Limited	London
	Starwood European Real Estate Finance Limited	London
	Chenavari Toro Income Fund Limited	SFS[1]

1 Specialist Fund Sector

DIRECTORS' REPORT

The Directors present their annual report and the audited financial statements of the Company for the year ended 31 December 2018 which have been properly prepared in accordance with The Companies (Guernsey) Law, 2008.

THE COMPANY

India Capital Growth Fund Limited (the "Company") was registered in Guernsey on 11 November 2005 and is a closed-ended investment company. At 31 December 2018, the Company has one wholly owned Mauritian subsidiary, ICG Q Limited. The Company's Ordinary Shares are admitted to trading on the Main Market of the London Stock Exchange. Until 24 January 2018, they were listed on the AIM market of the London Stock Exchange.

INVESTMENT POLICY

The Company's investment objective is to provide long-term capital appreciation by investing in companies based in India. The investment policy permits the Company to make investments in a range of Indian equity and equity linked securities and predominantly in listed mid and small cap Indian companies with a smaller proportion in unlisted Indian companies. Investment may also be made in large-cap listed Indian companies and in companies incorporated outside India which have significant operations or markets in India. While the principal focus is on investment in listed equity securities or equity linked securities, the Company has the flexibility to invest in bonds (including non-investment grade bonds), convertibles and other types of securities. The Company may, for the purposes of hedging and investing, use derivative instruments such as financial futures, options and warrants. The Company may, from time to time, use borrowings to provide short-term liquidity and, if the Directors deem it prudent, for longer term purposes. The Directors intend to restrict borrowings on a longer term basis to a maximum amount equal to 25% of the net assets of the Company at the time of the drawdown. It is the Company's current policy not to hedge the exposure to the Indian Rupee.

The portfolio concentration ranges between 30 and 40 stocks; however, to the extent the Company grows, the number of stocks held may increase over time. The Company is subject to the following investment limitations: No more than 10% of Total Assets may be invested in the securities of any one Issuer or invested in listed closed-ended funds.

The Board of Directors of the Company does not intend to use derivatives for investment purposes.

The Directors confirm the investment policy of the Company has been complied with throughout the year ended 31 December 2018.

RESULTS AND DIVIDENDS

The Company's performance during the year is discussed in the Investment Manager's report.

The results for the year are set out in the audited statement of comprehensive income.

Consistent with the Company's investment policy of providing long term capital appreciation, the Directors do not recommend the payment of a dividend for the year ended 31 December 2018 (2017: £nil).

Significant interests

Shareholders who have reported they held an interest of 3% or more of the Ordinary Share Capital of the Company at 31 December 2018 are stated in the table below:

	Number of shares	% holding
Lazard Asset Management	15,147,773	13.5%
Hargreaves Lansdown	14,264,017	12.7%
Miton Asset Management	7,423,736	6.6%
EFG Harris Allday	6,002,898	5.3%
Charles Stanley	5,855,148	5.2%
Interactive Investor	5,204,413	4.6%
Rathbones	4,150,020	3.7%
AJ Bell	3,846,570	3.4%

DIRECTORS

The names and a short biography of the Directors of the Company are set out on page 5, all of whom served throughout the year and to date.

DIRECTORS' INTERESTS

At 31 December 2018, Directors and their immediate families held the following declarable interests in the Company:

	Ordinary shares
Elisabeth Scott	10,000
Peter Niven	37,500
John Whittle	30,000

INDEPENDENT AUDITOR

The Independent Auditor, Deloitte LLP, has indicated their willingness to continue in office. Accordingly, a resolution for their reappointment will be proposed at the forthcoming Annual General Meeting.

DIRECTORS' REPORT (continued)

ONGOING CHARGES

In accordance with the recommended methodology set out by the Association of Investment Companies ("AIC"), the ongoing charges ratio ("OCR") of the Company and its subsidiary for the year ended 31 December 2018 was 1.91% based on an average AUM of £120,863,000 (2017: 1.86% based on an average AUM of £126,872,000).

CORPORATE GOVERNANCE

The Directors follow and report against the principles and recommendations of the AIC Code of Corporate Governance ("AIC Code") by reference to the AIC Corporate Governance Guide published by the FRC in April 2016 (UK Corporate Governance Code). The AIC Code addresses all the principles and recommendations on issues that are of specific relevance to investment companies.

The UK Corporate Governance Code includes provisions relating to: (i) having a senior independent director; (ii) the role of the chief executive; (iii) executive directors' remuneration; (iv) a nomination committee; and (v) an internal audit function. For the reasons set out in the AIC Corporate Governance Guide, the Board of Directors considers these provisions are not relevant to the position of the Company, being an externally managed investment company with no employees and the Company therefore does not comply with them.

The Finance Sector Code of Corporate Governance issued by the GFSC (the "GFSC Code") applies to the Company. Companies which report against the UK Corporate Governance Code or the AIC Code are deemed to meet the requirements of the GFSC Code.

Save as stated above, the Board considers that it has complied with the AIC Code and UK Code during the year ended 31 December 2018.

COMPOSITION AND INDEPENDENCE OF THE BOARD

The Board currently consists of three Non-Executive Directors, all of whom are independent. The Chairman of the Board is Elisabeth Scott. In considering the independence of the Chairman, the Board has taken note of the provisions of the AIC Code relating to independence, and has determined that Elisabeth Scott is an Independent Director. As the Chairman is an Independent Director, no appointment of a Senior Independent Director has been made. The Company has no employees and therefore there is no requirement for a Chief Executive.

BOARD MEETINGS

The Board generally meets on at least four occasions each year, at which time the Directors review the management of the Company's assets and all other significant matters so as to ensure that the Directors maintain overall control and supervision of the Company's affairs. The Board is responsible for the appointment and monitoring of all service providers to the Company.

Board meetings, Committee meetings and Directors' attendance

During the year, the Directors in attendance at meetings were as listed in the table below:

	Board Meeting		Audit Committee	
	Held	Attended	Held	Attended
Elisabeth Scott	5	5	-	-
Peter Niven	5	5	2	2
John Whittle	5	5	2	2

PERFORMANCE EVALUATION

On an annual basis the Board formally considers the independence of its members, its effectiveness as a Board, the balance of skills represented and the composition and performance of its committees. The Board considers that it has an appropriate balance of skills and experience in relation to the activities of the Company and offers relevant training where necessary. The Chairman evaluates the performance of each of the Directors on an annual basis, taking into account the effectiveness of their contributions and their commitment to the role. The performance and contribution of the Chairman is reviewed by the other Directors under the leadership of the Chairman of the Audit Committee. The conclusion of the 2018 review was that the skill sets of the members of the Board were complementary, and that the Board functioned effectively.

NOMINATION COMMITTEE

The size of the Board and independence of its members are such that it fulfils the role of the Nomination Committee. Any proposal for a new director is discussed and approved by the Board, having considered the current skills, experience and diversity of the Board. The Board will determine whether an external search consultancy or open advertising is used in the appointment of a non-executive director and ensure relevant induction training is provided upon commencement. The Chairman will not chair the Board meeting when it is dealing with the appointment of a successor to the chairmanship.

REMUNERATION COMMITTEE

As the Directors are non-executive and few in number, the Board has decided that it is not appropriate to form a separate Remuneration Committee. Remuneration is reviewed annually and discussed by the Board as a whole with independent input.

Directors' and Officers' liability insurance cover is maintained by the Company on behalf of the Directors.

DIRECTORS' REPORT (continued)

AUDIT COMMITTEE

The members of the Company's Audit Committee are John Whittle (Chairman) and Peter Niven. The Audit Committee conducts formal meetings throughout the year for the purpose, amongst others, of considering the appointment, independence, effectiveness of the audit and remuneration of the auditors and to review and recommend the annual statutory accounts and interim report to the Board. Full details of its functions and activities are set out in the report of the Audit Committee.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE MATTERS

As an investment trust, the Company has no significant direct social, community, environmental or employee responsibilities. Its policy is focused on ensuring that its funds are properly managed and invested within the guidelines approved by the Board. The Board receives regular reports on the policies and controls in place.

DIVERSITY

The Board supports the principal of diversity. Directors are selected and appointed having considered experience, qualifications, and the skills and diversity, gender or otherwise, required by the Board as a whole to provide it with the broad and balanced experience necessary for an investment company listed on the Main Market of the London Stock Exchange which invests in India. The Board currently comprises of one female and two male Directors.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for establishing and maintaining the Company's system of internal controls and for maintaining and reviewing its effectiveness. The system of internal controls is designed to manage rather than to eliminate the risk of failure to achieve business objectives and as such can only provide reasonable, but not absolute, assurance against material misstatement or loss.

The Board also considers the process for identifying, evaluating and managing any significant risks faced by the Company. At each quarterly meeting of the Board a report on the control environment and risk assessment is presented and considered. Changes in the risk environment are highlighted as are changes in the controls in force to manage or mitigate those risks. The Board is satisfied that appropriate controls are in place in relation to the key risks faced by the business.

PRINCIPAL RISKS AND UNCERTAINTIES

The Board confirms that they have carried out a robust assessment of the principal risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity. The Board has drawn up a Control Environment and Risk Assessment Matrix (the "Matrix"), which identifies the key risks to the Company and considers the impact and likelihood of each significant risk identified. These fall into the following broad categories:

- **Investment:** The Company is exposed to the risk that its portfolio fails to perform in line with the investment objectives and policy if the companies in the portfolio perform poorly or markets move adversely. The Board reviews reports from the Investment Manager at each quarterly Board meeting, paying particular attention to the constitution of the portfolio, its liquidity and its attribution by sector and weighting compared to the BSE Mid Cap Total Return Index.
- **Assets:** The Company's assets may be affected by uncertainties in India such as political developments, changes in government policies, restrictions on foreign investment and currency repatriation, currency fluctuations and other developments in the laws and regulations.
- **Operations, Systems and Data Security:** The Company is exposed to the risks arising from any failure of systems and controls in the operations of the Investment Manager, the Administrator, or the Company's other service providers. The Audit Committee visit the Investment Manager annually to perform a due diligence review of its controls and the Board receives reports annually from the Administrator on their internal controls.
- **Accounting, Legal and Regulatory:** The Company is exposed to risk if it fails to comply with the laws and regulations applicable to a company with a premium listing on the Main Market of the London Stock Exchange and the Guernsey, Mauritian and Indian laws and regulations or if it fails to maintain accurate accounting records. The Investment Manager and Administrator provides the Board with regular reports on changes in regulations and accounting requirements.
- **Taxation:** The Company is exposed to the risk of additional taxation charges from several geographical jurisdictions in which the Company, its service providers or companies in its investment portfolio reside. The risk that appropriate tax residency is not maintained may result from poor administration or from changes in Government policy. The board receives quarterly updates from the Investment Manager and the Administrator who is responsible for tax residence administration. Note 11 to the financial statements details key taxation risks and their impact upon the Company.
- **Financial:** The financial risks, including market, foreign currency, credit and liquidity risk, faced by the Company, where appropriate, are set out in note 11 to the financial statements. These risks and the controls in place to mitigate them are reviewed at each quarterly Board meeting.

DIRECTORS' REPORT (continued)

SUPPLY OF INFORMATION TO THE BOARD

Board meetings are the principal source of regular information for the Board enabling it to determine policy and to monitor performance and compliance. A representative of the Investment Manager attends each Board meeting thus enabling the Board to discuss fully and review the Company's operation and performance. Each Director has direct access to the Company Secretary, and may, at the expense of the Company, seek independent professional advice on any matter that concerns them in the furtherance of their duties.

DELEGATION OF FUNCTIONS

The Board has contractually delegated various functions as listed below, to external parties. Each of these contracts have been entered into after full and proper consideration by the Board, mindful of the quality and cost of services offered, including the control systems in operation as far as they relate to the affairs of the Company. The duties of investment management, accounting and custody are segregated.

- Investment Management is provided by Ocean Dial Asset Management Limited, a company authorised and regulated in the United Kingdom by the Financial Conduct Authority (FCA).
- Administration and Company Secretarial duties for the Company during the year were performed by Apex Fund Services (Guernsey) Limited, a company licensed and regulated by the Guernsey Financial Services Commission. Those for the subsidiary were performed by Apex Fund Services (Mauritius) Limited, a company registered in Mauritius and licensed by the Financial Services Commission in Mauritius.
- Custody of assets is undertaken by Kotak Mahindra Bank Ltd, which is registered as a custodian with the Securities and Exchange Board of India (SEBI).

The Board has established a Management Engagement Committee to review the performance of all material external service providers and of the related contractual terms. The Management Engagement Committee is constituted of the current three Directors of the Company. The last meeting of the Management Engagement Committee was held on 12 June 2018 and it intends to sit annually in the month of June. Performances of all material external service providers are considered satisfactory.

INVESTMENT MANAGEMENT

The management agreement will continue unless and until terminated by either party giving to the other not less than twelve months' notice in writing. The management agreement may also be terminated forthwith as a result of a material breach of the agreement or on the insolvency of the Investment Manager or the Company and by the Investment Manager by notice within 30 days of being notified by the Company of any material change to the investment policy.

The Investment Manager is entitled to receive a management fee payable jointly by the Company and the Mauritian subsidiary, ICG Q Limited, equivalent to 1.5% per annum of the Company's Total Assets, calculated and payable monthly in arrears. The Company's Total Assets consist of the aggregate value of the assets of the Company less its current liabilities before the deduction of management fees. For purposes of the calculation of these fees current liabilities exclude any proportion of principal amounts borrowed for investment. To date, the Company has not borrowed for investment or any other purpose.

The Board as a whole reviews the performance of the Investment Manager at each quarterly Board Meeting and considers whether the investment strategy utilised is likely to achieve the Company's investment objective. Having considered the portfolio performance and investment strategy, the Board has agreed that the interests of the shareholders as a whole are best served by the continuing appointment of the Investment Manager on the terms agreed.

The Investment Management Agreement continues in force until determined by the Investment Manager or the Company giving not less than 12 months' notice to the other party.

From time to time the extent of powers delegated to the Investment Manager and matters upon which decision making is reserved to the Board are reviewed and considered. In particular, the approval of the Board (or a designated committee) is required in relation to:

- Borrowings (other than on a temporary basis)
- Investment in unlisted securities (other than those arising on a temporary basis from demergers from existing listed holdings).
- Exercise of share buy-back powers
- Policy on currency hedging

The Investment Manager reports to the Board on brokers used for executing trades and the commission paid to brokers analysed between brokerage and research services. The Investment Manager does not use commissions paid by the Company to pay for services used by the Investment Manager other than directly related research services provided by the broker. There is a procedure in place whereby any prospective conflict of interest is reported by the Investment Manager to the Chairman and a procedure to manage the prospective conflict agreed. The Investment Manager's policy on conflicts is reviewed by the Board annually.

DIRECTORS' REPORT (continued)

The provisions of the UK Stewardship Code do not apply to the Company as all investments are outside the United Kingdom. The Board has delegated to the Investment Manager the power to vote in relation to ICG Q Limited's, the Company's wholly-owned subsidiary, holdings in Indian listed companies.

ALTERNATIVE INVESTMENT FUND MANAGERS DIRECTIVE ("AIFMD")

The Board has appointed the Investment Manager to act as its AIF Manager.

The Investment Manager, Ocean Dial Asset Management Limited, is registered with the FCA as an Alternative Investment Manager ("AIFM") and is authorised as a small Authorised UK AIFM. Consequently, AIFM remuneration disclosures are not required.

FOREIGN ACCOUNT TAX COMPLIANCE ACT ("FATCA")

For purposes of the US Foreign Account Tax Compliance Act, the Company registered with the US Internal Revenue Services ("IRS") as a Guernsey reporting Foreign Financial Institution ("FFI"), received a Global Intermediary Identification Number and can be found on the IRS FFI list. The responsible officer is Robin Sellers, CEO of the Investment Manager.

The Company is subject to Guernsey regulations and guidance based on reciprocal information sharing inter-governmental agreements which Guernsey has entered into with the United Kingdom and the United States of America. The Board will take the necessary actions to ensure that the Company is compliant with Guernsey regulations and guidance in this regard.

SHAREHOLDER COMMUNICATIONS

A report on Shareholder communications is considered at each quarterly Board Meeting. A monthly Fact Sheet is published on the Company's website reporting the month-end Net Asset Value and with a commentary on performance. In addition, the Investment Manager reports a daily estimated, unaudited Net Asset Value. The Investment Manager and the Corporate Broker maintain regular dialogue with institutional shareholders, feedback from which is reported to the Board. In addition, Board members are available to answer shareholders' questions at any time, and specifically at the Annual General Meeting. The Company Secretary is available to answer general shareholder queries at any time during the year. The Board monitors activity in the Company's shares and the discount or premium to Net Asset Value at which the shares trade both in absolute terms and relative to the Company's peers.

The Company has the authority, subject to various terms as set out in its Articles and in accordance with The Companies (Guernsey) Law, 2008, to buy-back in the market, up to 14.99% of the shares in issue. The Company intends to request renewal of this power from shareholders on an annual basis. The Board did not consider it appropriate to exercise such powers in 2018.

In order to ensure the Board members have an understanding of the views of the major shareholders about their Company, the Investment Manager and the Corporate Broker, who regularly engage with those shareholders, both report those views to the Board Members at each board meeting.

GOING CONCERN

The Directors believe that it is appropriate to continue to adopt the going concern basis in preparing the financial statements since the assets of the Company's wholly-owned subsidiary consist mainly of securities which are readily realisable and, accordingly, the Company has adequate financial resources to continue in operational existence for the foreseeable future.

VIABILITY STATEMENT

The Directors have assessed the prospects of the Company for a period of three years. The Board believes this time period is appropriate having consideration for the Company's principal risks and uncertainties, its portfolio of liquid listed equity investments and cash balances and the period covered by the Company's "Three Yearly Assessment" agreed at the 2014 AGM and currently applicable for the three years to August 2020. In making this assessment, the Directors have considered detailed information provided at board meetings which include the Company's balance sheet, market capitalisation, share price discount, investment performance and in particular, performance against the BSE Mid Cap Total Return Index, investment portfolio liquidity, income and operating expenses. Based on the above, the Board confirms it has a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the three year period of this assessment.

Approved by the Board of Directors and signed on behalf of the Board on 28 March 2019

John Whittle **Peter Niven**

STATEMENT OF DIRECTORS' RESPONSIBILITY

The Directors are responsible for preparing the Directors' Report, Directors' Remuneration Report, Portfolio Statement and the Financial Statements in accordance with applicable laws.

The Companies (Guernsey) Law, 2008 requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the Financial Statements in conformity with International Financial Reporting Standards ("IFRS"), as adopted by the European Union ("EU") and applicable law.

The Financial Statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these Financial Statements the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- provide additional disclosures when compliance with the specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, the event and conditions on the Company's financial position and financial performance;
- present information, including accounting policies in a manner that provides relevant, reliable, comparable and understandable information;
- state whether applicable accounting standards have been followed subject to any material departures disclosed and explained in the Financial Statements; and
- prepare the Financial Statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the Financial Statements comply with the Companies (Guernsey) Law, 2008. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors are also responsible for ensuring the Company complies with the Listing Rules and Disclosure Guidance and Transparency Rules (DTR) of the UK Listing Authority which, with regard to corporate governance, requires the Company to disclose how it has applied the principles, and complied with the provisions, of the UK Corporate Governance Code to the Company.

We confirm to the best of our knowledge that:

- so far as each of the Directors is aware, there is no relevant audit information of which the Company's Auditor is unaware, and each has taken all the steps he ought to have taken as a Director to make himself aware of any relevant information and to establish that the Company's Auditor is aware of that information;
- these Financial Statements have been prepared in conformity with IFRS as adopted by the EU and give a true and fair view of the financial position of the Company; and
- this Annual Report and Financial Statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for the shareholders to assess the Company's performance, business model and strategy.

Signed on behalf of the Board by:

John Whittle **Peter Niven**

28 March 2019

UNAUDITED DIRECTORS' REMUNERATION REPORT

INTRODUCTION

An ordinary resolution for the approval of the directors' remuneration report will be put to the Shareholders at the next Annual General Meeting.

REMUNERATION POLICY

Since the Directors are non-executive and few in number, the Company has not established a Remuneration Committee.

The Company's Articles of Incorporation provide that unless otherwise determined by ordinary resolution, the number of the Directors shall not be less than two and the aggregate remuneration of all Directors in any 12 month period or pro rata for any lesser period shall not exceed £200,000 or such higher amount as may be approved by ordinary resolution. The level of Directors' fees is determined by the whole Board on an annual basis but no Director is involved in setting his own remuneration. When considering the level of Directors' remuneration the Board considers the industry standard and the level of work that is undertaken.

The Directors shall also be entitled to be repaid all reasonable out of pocket expenses properly incurred by them in or with a view to the performance of their duties or in attending meetings of the Board or of committees or general meetings.

The Board shall have the power at any time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, provided that no person shall be appointed as a Director under any provision of the Articles if their appointment would cause or permit the aggregate of the number of Directors resident in the United Kingdom or the United States for the purposes of United Kingdom or United States taxation, as the case may be, to constitute a majority of Directors. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

Remuneration

As a result of its annual review of Directors' remuneration, annual Directors' fees for the years listed are as follows:

	To 31 Dec 2018 £	To 31 Dec 2017 £
Elisabeth Scott (Chairman)	**35,000**	845
John Whittle (Audit Committee Chairman)	**28,000**	20,000
Peter Niven	**25,000**	22,000

No additional sums were paid in the year to Directors for work on behalf of the Company outside their normal duties. None of the Directors had a service contract with the Company during the year and accordingly a Director is not entitled to any minimum period of notice or to compensation in the event of their removal as a Director.

AUDIT COMMITTEE REPORT

INTRODUCTION

The Audit Committee (the "Committee") report for 2018 is presented below. As in previous years, the Committee has reviewed the Company's financial reporting, the independence and effectiveness of the Independent Auditor and the internal control and risk management systems of the Company and its service providers.

STRUCTURE AND COMPOSITION

The Committee is chaired by John Whittle.

The Chairman of the Committee is appointed by the Board and the members are appointed by the Board, in consultation with the Chairman of the Committee. The Committee shall have a minimum of two members. All members of the Committee shall be independent non-executive directors with recent relevant financial experience.

The Committee conducts formal meetings at least twice a year, normally immediately preceding the Board meetings at which the financial statements for the half-year and year end are reviewed. Only members of the Committee have the right to attend meetings although, with the consent of the Chairman of the Committee, other Directors may be in attendance. The meetings attendance table in the Directors' Report sets out the number of Committee meetings held during the year ended 31 December 2018 and the number of such meetings attended by each committee member. The independent auditor is invited to attend those meetings at which the annual and interim reports are considered. The independent auditor and the Committee may meet together without representatives of either the Administrator or Investment Manager being present if either considers this to be necessary.

PRINCIPAL DUTIES OF THE COMMITTEE

The role of the Committee includes:

- monitoring the integrity of the financial statements and any formal announcements regarding financial performance;
- reviewing and reporting to the Board on the significant issues and judgements made in the preparation of the Company's published financial statements, (having regard to matters communicated by the independent auditors) preliminary announcement and other financial information;
- reviewing the effectiveness of the external audit process and the auditors' independence;
- considering and making recommendations to the Board on the appointment, reappointment, replacement and remuneration of the Company's independent auditor;
- reviewing arrangements by which persons associated with the key service providers are able to, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and to ensure that appropriate proportionate independent investigation of such matters is undertaken; and
- assessing whether the Annual Report and Financial Statements taken as a whole, are fair, balanced and understandable and provide the information necessary for the shareholders to assess the Company's performance, business model and strategy.

The complete details of the Committee's formal duties and responsibilities are set out in the Committee's terms of reference, which can be obtained from the Company's website.

INDEPENDENT AUDITOR

Deloitte LLP acted as the Independent Auditor of the Company in respect of the year ended 31 December 2018.

The recent revisions to the UK Corporate Governance Code introduced a recommendation that the independent audit of FTSE 350 companies be put out to tender every 10 years. Similarly, the EU and the Competition Markets Authority have also issued requirements to tender every 10 years and extend for a maximum of further 10 years before mandatory rotation. The Committee will follow the developments around the FRC, EU and Competition Markets Authority guidance on tendering and consider the impact for offshore entities.

The independence and objectivity of the Independent Auditor is reviewed by the Committee which also reviews the terms under which the independent auditor is appointed to perform non-audit services. Any non-audit service provided by the Independent Auditor requires prior Committee approval where fees for the service are in excess of £10,000 cumulative over the financial year.

As a general rule, the Company does not utilise the Independent Auditor for internal audit purposes, secondments or valuation advice. Services which are in the nature of audit, such as tax compliance, private letter rulings, accounting advice, quarterly reviews and disclosure advice are normally permitted relative to the established non-audit services policy of the Company.

Given the fees for non-audit services paid by the Company are currently below the specified threshold, the Independent Auditor can be deemed to be independent and objective.

EVALUATIONS DURING THE YEAR

The following assessments have been made by the Committee during the year:

Significant Financial Statement Issues

Liquidity and Valuation - The ongoing liquidity of the Company's investment portfolio was evaluated, which included a review of both financial and relative non-financial information. Due to the liquid nature of ICG Q

AUDIT COMMITTEE REPORT (continued)

Limited's holdings and the Company's ability to effect a disposal of any investment in ICG Q Limited's portfolio at the prevailing market price and the distribution of proceeds back to the Company should it so wish, it was determined that no illiquidity discount would be applied in determining the fair value of the Company's investment in ICG Q Limited.

The foregoing matter was discussed during the planning and final stage of the audit and there were no disagreements between the management and the Independent Auditor.

Effectiveness of the External Audit Process

The Committee had formal meetings with Deloitte LLP during the course of the year: 1) at the review and approval of the year end accounts, which included planning discussion for the next half-year accounts; and 2) at the review and approval of the half-year accounts, which included planning discussion for the next annual accounts. The Committee performed the following in relation to its review of the effectiveness and independence of the Independent Auditor:

- Challenged the audit plan presented to the Committee before the start of the audit;
- Challenged the post audit report;
- Challenged the Auditor's own internal procedures to identify threats to independence, which included obtaining confirmation from the Independent Auditor of their independence;
- Discussed with both the Manager and the Administrator any feedback on the external audit process;
- Challenged and approved terms of the engagement of both the audit and non-audit services during the year, which included an evaluation of the relating fees.

In addition, the Committee performed specific evaluation of the performance of the independent auditor which is supported by the results of questionnaires completed by the Committee. This questionnaire covered areas such as quality of audit team, business understanding, audit approach and management.

There were no significant findings from the evaluation this year and the Committee is satisfied that the external audit process is effective.

Audit fees and Non-audit Services

The table below summarises the remuneration paid by the Company to the Independent Auditor:

	2018 £	2017 £
Annual Audit	**23,500**	23,575
Interim Review	**8,000**	8,000

Internal Control

The Committee has examined the need for an internal audit function. The Committee considered that the systems and procedures employed by the Investment Manager and the Administrator provided sufficient assurance that a sound system of internal control, which safeguards the Company's assets, has been maintained. An internal audit function specific to the Company is therefore considered unnecessary.

The Committee examined externally prepared assessments of the control environment in place at the Administrator who provided an independent service auditor's report in accordance with ISAE 3402 for the year ended 30 September 2018.

CONCLUSION AND RECOMMENDATION

After consultations with the Independent Auditor as necessary and reviewing various reports from the Investment Manager such as the quarterly performance reports and portfolio attribution and portfolio turnover reporting and assessing the significant financial statement issues, the Committee is satisfied that the Financial Statements appropriately address the critical judgements and key estimates (both in respect to the amounts reported and the disclosures). The Committee is also satisfied that the significant assumptions used for determining the value of assets and liabilities have been appropriately scrutinised, challenged and are sufficiently robust. The Committee further concludes that the Financial Statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for the shareholder to assess the Company's performance, business model and strategy.

At the conclusion of the external audit process, the Independent Auditor reported to the Committee that no material misstatements were found in the course of its work. Furthermore, both the Manager and the Administrator confirmed to the Committee that they were not aware of any material misstatements including matters relating to presentation. The Committee confirms that it is satisfied that the Independent Auditor has fulfilled its responsibilities with diligence and professional scepticism.

Following the detailed review and evaluation processes identified in this report, the Committee has concluded that the auditors have acted independently in the work undertaken on behalf of the Company and has recommended to the Board that Deloitte LLP be reappointed as Independent Auditor of the Company for the coming financial year.

John Whittle I Audit Committee Chairman

28 March 2019

PRINCIPAL INVESTMENTS OF ICG Q LIMITED

AS AT 31 DECEMBER 2018

HOLDING	Market cap size[1]	Sector	Value £000	% of company NAV
Tech Mahindra	L	IT	5,308	4.6%
Federal Bank	M	Financials	5,265	4.6%
Jyothy Laboratories	S	Consumer staples	5,036	4.4%
City Union Bank	M	Financials	5,016	4.4%
Kajaria Ceramics	S	Industrials	4,267	3.7%
Motherson Sumi Systems	L	Consumer discretionary	4,180	3.7%
NIIT Technologies	S	IT	4,153	3.6%
Divi's Laboratories	M	Healthcare	4,104	3.6%
Ramkrishna Forgings	S	Materials	4,014	3.5%
PI Industries	S	Materials	3,701	3.2%
Exide Industries	M	Consumer discretionary	3,678	3.2%
Berger Paints India	M	Materials	3,656	3.2%
Radico Khaitan	S	Consumer staples	3,491	3.1%
Aurobindo Pharma	M	Healthcare	3,476	3.0%
Indusind Bank	L	Financials	3,432	3.0%
IDFC Bank	S	Financials	3,402	3.0%
Welspun India	S	Consumer discretionary	3,377	3.0%
Sobha Developers	S	Real estate	3,136	2.7%
Balkrishna Industries	M	Consumer discretionary	2,791	2.4%
Sagar Cements	S	Materials	2,547	2.2%
Total top 20 portfolio investments			**78,030**	**68.1%**

1 Refer to page 24 for market capitalisation size definitions.

PORTFOLIO STATEMENT OF ICG Q LIMITED

AS AT 31 DECEMBER 2018

HOLDING	Market cap size[1]	Nominal	Value £000	% of company NAV
LISTED SECURITIES				
Consumer Discretionary				
Balkrishna Industries	M	267,517	2,791	2.4%
Exide Industries	M	1,215,336	3,678	3.2%
Kitex Garments	S	700,000	879	0.8%
Motherson Sumi Systems	L	2,218,110	4,180	3.7%
Welspun India	S	5,000,000	3,377	3.0%
			14,905	13.1%
Consumer Staples				
Emami	M	390,000	1,850	1.6%
Jyothy Laboratories	S	2,086,710	5,036	4.4%
Manpasand Beverages	S	1,386,000	1,391	1.2%
Radico Khaitan	S	772,000	3,491	3.1%
			11,768	10.3%
Financials				
City Union Bank	M	2,277,000	5,016	4.4%
Dewan Housing Finance	S	510,000	1,436	1.3%
Indian Bank	S	754,400	2,075	1.8%
IDFC Bank	S	6,950,000	3,402	3.0%
Indusind Bank	L	190,000	3,432	3.0%
Jammu & Kashmir Bank	S	4,600,000	1,958	1.7%
Federal Bank	M	5,000,000	5,265	4.6%
Yes Bank	M	1,125,000	2,310	2.0%
			24,894	21.8%
Healthcare				
Aurobindo Pharma	M	420,000	3,476	3.0%
Divi's Laboratories	M	245,100	4,104	3.6%
Neuland Laboratories	S	148,000	766	0.7%
			8,346	7.3%
Industrials				
Finolex Cables	S	494,083	2,534	2.2%
Jain Irrigation Systems	S	2,190,000	1,726	1.5%
Kajaria Ceramics	S	766,243	4,267	3.7%
PSP Projects	S	373,875	1,657	1.4%
			10,184	8.8%

PORTFOLIO STATEMENT OF ICG Q LIMITED (continued)

HOLDING	Market cap size[1]	Nominal	Value £000	% of company NAV
IT				
BLS International Services	S	1,000,000	1,352	1.2%
NIIT Technologies	S	320,000	4,153	3.6%
Tech Mahindra	L	650,000	5,308	4.6%
			10,813	9.4%
Materials				
Berger Paints India	M	980,000	3,656	3.2%
Essel Propack	S	1,796,520	2,226	1.9%
JK Lakshmi Cement	S	504,239	1,668	1.5%
PI Industries	S	380,000	3,701	3.2%
Ramkrishna Forgings	S	661,230	4,014	3.5%
Sagar Cements	S	330,000	2,547	2.2%
Skipper	S	1,768,293	1,743	1.6%
The Ramco Cements	M	320,000	2,313	2.1%
			21,868	19.2%
Real Estate				
Arihant Foundations & Housing	S	592,400	217	0.2%
Sobha Developers	S	610,000	3,136	2.7%
			3,353	2.9%
Total equity investments			**106,131**	**92.8%**
Cash less other net current liabilities of ICG Q Limited			8,226	7.2%
Total net assets of ICG Q Limited			**114,357**	**100.0%**
Cash less other net current liabilities of the Company			7	0.0%
Total Net Assets			**114,364**	**100.0%**

Notes:

L: Large cap – companies with a market capitalisation above US$7bn	11.3%
M: Mid cap – companies with a market capitalisation between US$2bn and US$7bn	30.1%
S: Small cap – companies with a market capitalisation below US$2bn	51.4%
	92.8%

The information above relates to the investment portfolio held by ICG Q Limited, the Company's wholly owned subsidiary.

INDEPENDENT AUDITOR'S REPORT

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INDIA CAPITAL GROWTH FUND LIMITED

Opinion

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies (Guernsey) Law, 2008.

We have audited the financial statements which comprise:

- the Statement of Comprehensive Income;
- the Statement of Financial Position;
- the Statement of Changes in Equity;
- the Statement of Cash Flows; and
- the related notes 1 to 14

The financial reporting framework that has been applied in their preparation is applicable law and IFRSs as adopted by the European Union.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Summary of our audit approach

Key audit matter	The key audit matter that we identified in the current year relates to the valuation of the Company's investment in its subsidiary, ICG Q Limited.
Materiality	The materiality that we used in the current year was £1,143,000 which was determined on the basis of 1% of Net Assets.
Scoping	The Company holds the underlying investment in ICG Q Limited. Deloitte Guernsey carried out the substantive audit work of both the Company and ICG Q Limited and have therefore audited both companies directly.
Significant changes in our approach	Our audit approach is consistent to that in the prior financial year.

INDEPENDENT AUDITOR'S REPORT (continued)

Conclusions relating to going concern, principal risks and viability statement

Going concern

We have reviewed the directors' statement in note 1 to the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them and their identification of any material uncertainties to the Company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements.

We considered as part of our risk assessment the nature of the Company, its business model and related risks including where relevant the impact of Brexit, the requirements of the applicable financial reporting framework and the system of internal control. We evaluated the directors' assessment of the Company's ability to continue as a going concern, including challenging the underlying data and key assumptions used to make the assessment, and evaluated the directors' plans for future actions in relation to their going concern assessment.

We are required to state whether we have anything material to add or draw attention to in relation to that statement required by Listing Rule 9.8.6R(3) and report if the statement is materially inconsistent with our knowledge obtained in the audit.

We confirm that we have nothing material to report, add or draw attention to in respect of these matters.

Principal risks and viability statement

Based solely on reading the directors' statements and considering whether they were consistent with the knowledge we obtained in the course of the audit, including the knowledge obtained in the evaluation of the directors' assessment of the Company's ability to continue as a going concern, we are required to state whether we have anything material to add or draw attention to in relation to:

- the disclosures in note 11 that describe the principal risks and explain how they are being managed or mitigated;
- the directors' confirmation on page 9 that they have carried out a robust assessment of the principal risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity; or
- the directors' explanation on page 11 as to how they have assessed the prospects of the Company, over what period they have done so and why they consider that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

We are also required to report whether the directors' statement relating to the prospects of the Company required by Listing Rule 9.8.6R(3) is materially inconsistent with our knowledge obtained in the audit.

We confirm that we have nothing material to report, add or draw attention to in respect of these matters.

INDEPENDENT AUDITOR'S REPORT (continued)

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

VALUATION OF INVESTMENT IN SUBSIDIARY

Key audit matter description

The Company's investment in its subsidiary has a fair value of £114.4m (2017: £143.1m) as at 31 December 2018. This is comprised solely of an equity investment in the Company's wholly owned subsidiary, ICG Q Limited ("ICG Q"). The fair value of ICG Q reflects the underlying fair value of its net assets. ICG Q's underlying investments comprise listed equity securities. Errors or deliberate manipulation of valuations or of recorded investment holdings could result in material misstatement of the financial statements. Details of the investments are disclosed in notes 5 and 11 and the accounting policies relating to them are disclosed in note 1.

Investments are the most quantitatively significant balance in the Statement of Financial Position of ICG Q and are an area of focus as they drive the net asset value of ICG Q and ultimately of the Company.

How the scope of our audit responded to the key audit matter

In order to test the investments balance as at 31 December 2018 we performed the following procedures:

- Evaluated the design and implementation of controls relating to the valuation of investments, including controls adopted by the Company's administrators;
- Assessed the valuation policy and methodology adopted by management in comparison to IFRS and industry practice;
- Reconciled the number of underlying equity shares held by ICG Q as at 31 December 2018 to an independently received custodian confirmation;
- Obtained independent pricing information as at 31 December 2018 in order to recalculate the fair value of all of the investments held by ICG Q;
- Tested the initial cost and cut-off of investment transactions by agreeing the purchase and sale of a sample of ICG Q's equity shares to independent confirmations; and
- Reviewed trading volumes for a sample of investments held by ICG Q and enquired as to any liquidity issues with management.

Key observations

- Based on our audit work, we concurred with directors that the valuation of the investment was appropriate.

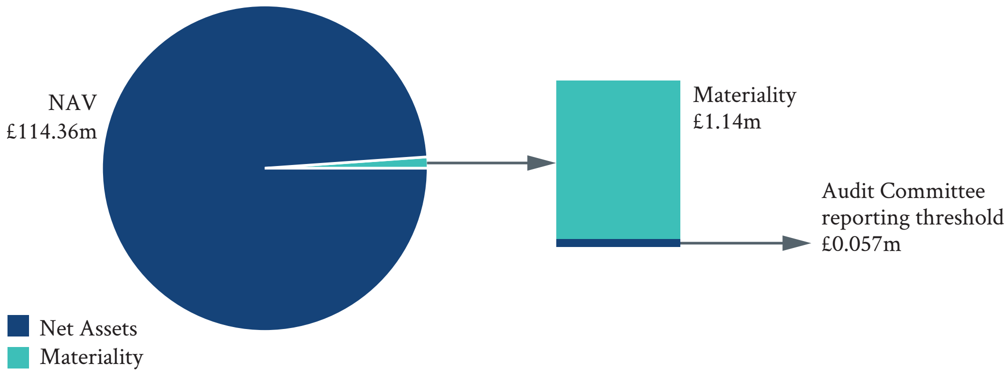
INDEPENDENT AUDITOR'S REPORT (continued)

OUR APPLICATION OF MATERIALITY

We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Materiality	£1,143,000 (2017: £1,430,000)
Basis for determining materiality	1% of Net Assets, which is consistent with the prior year.
Rationale for benchmark applied	Net Assets is the key balance considered by the users of the financial statements which is consistent with the market approach for such entities.



We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of £57,000 (2017: £71,000), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

An overview of the scope of our audit

Our audit was scoped by obtaining an understanding of the Company and its environment, including internal controls, and Our audit was scoped by obtaining an understanding of the Company and its environment, including internal controls, and assessing the risks of material misstatement.

The Company holds the underlying investment in ICG Q Limited. Deloitte Guernsey carried out the substantive audit work of both the Company and ICG Q Limited and have therefore audited both companies directly.

The administrator maintains the books and records of the Company and its subsidiary. Our audit therefore included obtaining an understanding of this service organisation (including obtaining and reviewing their controls assurance report) and its relationship with the Company.

INDEPENDENT AUDITOR'S REPORT (continued)

OTHER INFORMATION

We have nothing to report in respect of these matters.

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

In this context, matters that we are specifically required to report to you as uncorrected material misstatements of the other information include where we conclude that:

- *Fair, balanced and understandable* – the statement given by the directors that they consider the annual report and financial statements taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy, is materially inconsistent with our knowledge obtained in the audit; or
- *Audit committee reporting* – the section describing the work of the audit committee does not appropriately address matters communicated by us to the audit committee; or
- *Directors' statement of compliance with the UK Corporate Governance Code* – the parts of the directors' statement required under the Listing Rules relating to the Company's compliance with the UK Corporate Governance Code containing provisions specified for review by the auditor in accordance with Listing Rule 9.8.10R(2) do not properly disclose a departure from a relevant provision of the UK Corporate Governance Code.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

INDEPENDENT AUDITOR'S REPORT (continued)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Matters on which we are required to report by exception

Adequacy of explanations received and accounting records

Under the Companies (Guernsey) Law, 2008 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- proper accounting records have not been kept by the Company; or
- the financial statements are not in agreement with the accounting records.

We have nothing to report in respect of these matters.

USE OF OUR REPORT

This report is made solely to the Company's members, as a body, in accordance with Section 262 of the Companies (Guernsey) Law, 2008. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

David Becker
For and on behalf of Deloitte LLP
Recognised Auditor
St Peter Port, Guernsey
28 March 2019

AUDITED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2018

	Notes	Revenue £000	Capital £000	2018 Total £000	2017 Total £000
Income					
Net (loss)/gain on financial asset at fair value through profit or loss	5	-	(27,989)	**(27,989)**	43,257
Total income		-	(27,989)	**(27,989)**	43,257
Expenses					
Operating expenses	3	(422)	-	**(422)**	(378)
LSE Main Market listing expense		(155)	-	**(155)**	(424)
Foreign exchange loss		(1)	-	**(1)**	-
Investment management fees		-	-	**-**	(2)
Total expenses		(578)	-	**(578)**	(804)
(Loss)/profit for the year before taxation		(578)	(27,989)	**(28,567)**	42,453
Taxation	6	-	-	**-**	-
Total comprehensive (loss)/profit for the year		(578)	(27,989)	**(28,567)**	42,453
(Loss)/earnings per Ordinary Share (pence)	4			**(25.39)**	37.73
Fully diluted (loss)/earnings per Ordinary Share (pence)	4			**(25.39)**	37.73

The total column of this statement represents the Company's statement of comprehensive income, prepared in accordance with IFRS as adopted by the EU. The supplementary revenue and capital columns are both prepared under guidance published by the Association of Investment Companies, as disclosed in the Basis of Preparation in Note 1.

The profit after tax is the "total comprehensive income" as defined by IAS 1. There is no other comprehensive income as defined by IFRS and all the items in the above statement derive from continuing operations.

The notes on pages 29 to 37 form part of these financial statements.

AUDITED STATEMENT OF FINANCIAL POSITION

FOR THE YEAR ENDED 31 DECEMBER 2018

	Notes	2018 £000	207 £000
Non-current assets			
Financial asset designated at fair value through profit or loss	5	**114,357**	143,131
Current assets			
Cash and cash equivalents		**13**	76
Other receivables and prepayments		**206**	189
		219	265
Current liabilities			
Payables	7	**(212)**	(465)
Net current assets/(liabilities)		**7**	(200)
Net assets		**114,364**	142,931
Equity			
Ordinary share capital	9	**1,125**	1,125
Reserves		**113,239**	141,806
Total equity		**114,364**	142,931
Number of Ordinary Shares in issue	9	**112,502,173**	112,502,173
Net Asset Value per Ordinary Share (pence) - Undiluted and diluted		**101.65**	127.05

The audited financial statements on pages 25 to 37 were approved by the Board of Directors on 28 March 2019 and signed on its behalf by:

Peter Niven **John Whittle**

The notes on pages 29 to 37 form part of these financial statements.

AUDITED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2018

	Notes	Share capital £000	Capital reserve £000	Revenue reserve £000	Share premium £000	Total £000
Balance as at 1 January 2018		1,125	56,402	(9,946)	95,350	142,931
Loss on investments	5	-	(27,989)	-	-	(27,989)
Revenue loss for the period after taxation		-	-	(578)	-	(578)
Balance as at 31 December 2018		1,125	28,413	(10,524)	95,350	114,364

FOR THE YEAR ENDED 31 DECEMBER 2017

	Notes	Share capital £000	Capital reserve £000	Revenue reserve £000	Share premium £000	Total £000
Balance as at 1 January 2017		1,125	13,145	(9,142)	95,350	100,478
Gain on investments	5	-	43,257	-	-	43,257
Revenue loss for the period after taxation		-	-	(804)	-	(804)
Balance as at 31 December 2017		1,125	56,402	(9,946)	95,350	142,931

The notes on pages 29 to 37 form part of these financial statements.

AUDITED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2018

	2017 £000	2016 £000
Cash flows from operating activities		
Operating (loss)/profit	**(28,567)**	42,453
Adjustment for:		
Net loss/(gain) on financial asset at fair value through profit or loss	**27,989**	(43,257)
Foreign exchange losses	**1**	-
Increase in receivables	**(17)**	(50)
(Decrease)/increase in payables	**(253)**	286
Net cash flows from operating activities	**(847)**	(568)
Cash flows from investing activities		
Partial redemption of investment in ICG Q Limited	**785**	500
Net cash flows generated from investing activities	785	500
Net decrease in cash and cash equivalents during the year	**(62)**	(68)
Cash and cash equivalents at the start of the year	**76**	144
Foreign exchange losses	**(1)**	-
Cash and cash equivalents at the end of the year	**13**	76

The notes on pages 29 to 37 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and interpretations adopted by the International Accounting Standards Board (IASB).

Basis of preparation

The financial statements for the year ended 31 December 2018 have been prepared under the historical cost convention adjusted to take account of the revaluation of the Company's investments to fair value.

Where presentational guidance set out in the Statement of Recommended Practice (SORP) for Investment Trust Companies and Venture Capital Trusts issued by the Association of Investment Companies (AIC) in November 2014 is consistent with the requirements of IFRS, the Directors have sought to prepare the financial statements on a basis compliant with the recommendations of the SORP. In particular, supplementary information which analyses the statement of comprehensive income between items of a revenue and capital nature has been presented alongside the statement of comprehensive income.

Going concern

The Board have concluded the going concern basis of accounting is appropriate because there are no material uncertainties related to events or conditions that may cast significant doubt about the ability of the company to continue as a going concern for the next 12 months.

Impact of IFRS 10 'Consolidated Financial Statements'

As set out under IFRS 10, a parent entity that qualifies as an investment entity should not consolidate its subsidiaries. The Company meets all the following criteria to qualify as an investment entity:-

(i) Obtaining funds from one or more investors for the purpose of providing those investors with investment management services - the Board of Directors of the Company has delegated this function to its investment manager, Ocean Dial Asset Management Limited;

(ii) Commits to its investors that its business purpose is to invest funds solely for returns from capital appreciation, investment income or both - funds are invested in ICG Q Limited for the sole purpose of achieving capital appreciation via further placements in Indian listed securities; and

(iii) Measures and evaluates the performance of substantially all of its investments on a fair value basis - on a monthly basis, the Company's investment in ICG Q Limited is revalued at the prevailing Net Asset Value at the corresponding valuation date.

The IFRS 10 Investment Entity Exemption requires investment entities to fair value all subsidiaries that are themselves investment entities. As the subsidiary meets the criteria of an investment entity, it has not been consolidated.

On the basis of the above, these financial statements represent the stand-alone figures of the Company.

Expenses

Expenses are accounted for on an accruals basis. Other expenses, including management fees, are allocated to the revenue column of the statement of profit or loss and other comprehensive income.

Taxation

Full provision is made in the statement of profit or loss and other comprehensive income at the relevant rate for any taxation payable in respect of the results for the year.

Investments

The Company's investment is designated at fair value through profit or loss at the time of acquisition. It is initially recognised at fair value, being the cost incurred at acquisition. Transaction costs are expensed in the statement of comprehensive income. Gains and losses arising from changes in fair value are presented in the statement of comprehensive income in the period in which they arise.

NOTES TO THE FINANCIAL STATEMENTS (continued)

1. Accounting policies (continued)

The investment is designated at fair value through profit or loss at inception because it is managed and its performance evaluated on a fair value basis in accordance with the Company's investment strategy as documented in the Admission Document and information thereon is evaluated by the management of the Company on a fair value basis.

The basis of the fair value of the investment in the underlying subsidiary, ICG Q Limited, is its Net Asset Value. ICG Q Limited's investments are designated at fair value through profit and loss.

Purchases and sales are recognised on the trade date - the date on which the Company commits to purchase or sell the investment.

The financial asset is derecognised when the rights to receive cash flows from the investment have expired or the Company has transferred substantially all risks and rewards of ownership.

Impact of adoption of IFRS 9

The classification and measurement requirements of IFRS 9 have been adopted retrospectively as of the date of initial application on 1 January 2018. However, the Company has chosen to take advantage of the option not to restate comparatives. Therefore, the 2017 figures are presented and measured under IAS 39. The following table shows the original measurement categories in accordance with IAS 39 and the new measurement categories under IFRS 9 for the Company's financial assets and financial liabilities as at 1 January 2018:

1 January 2018	IAS 39 classification	IAS 39 measurement £'000	IFRS 9 classification	IFRS 9 measurement £'000
Financial assets				
Cash and cash equivalents	Loans and receivables	76	Amortised cost	76
Financial asset at fair value through profit or loss	Held for trading at fair value through profit or loss	143,131	Fair value through profit or loss	143,131
Financial liabilities				
Payables	Other financial liabilities	465	Amortised cost	465

Receivables and Payables

Receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate method (EIR), less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in profit or loss. The losses arising from impairment are recognised in profit or loss.

Other financial liabilities include all financial liabilities, other than those classified as at FVPL. The Company includes in this category short-term payables.

Foreign currency translation

The Company's shares are denominated in Sterling ("£") and the majority of its expenses are incurred in Sterling. Accordingly, the Board has determined that the functional currency is Sterling. Sterling is also the presentational currency of the financial statements.

Monetary foreign currency assets and liabilities are translated into Sterling at the rate of exchange ruling at the statement of financial position date. Investment transactions and income and expenditure items are translated at the rate of exchange ruling at the date of the transactions. Gains and losses on foreign exchange are included in the statement of comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS (continued)

1. Accounting policies (continued)

Cash and cash equivalents

Cash comprises of Bank current accounts. Cash equivalents are short-term highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant changes in value.

Share capital

The share capital of the Company comprises of Ordinary Shares which have all the features and have met all the conditions for classification as equity instruments under IAS 32 (amended) and have been classified as such in the financial statements.

Standards, interpretations and amendments to published statements effective but not material to the financial statements

The following standard is effective for the first time for the financial period beginning 1 January 2018 and is relevant to the Company's operations:

- IFRS 9, 'Financial Instruments'. The standard sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaces IAS 39, 'Financial Instruments: Recognition and Measurement.' The adoption of this standard has not had a significant effect on the Company's accounting policies related to financial assets and liabilities as majority are classified at fair value through profit or loss. The adoption of this standard did not require the restating of comparatives.

The following standards and amendments have been issued and are mandatory for accounting periods beginning on or after 1 January 2018 but are not relevant or have no material effect on the Company's operations or financial statements:

- IFRS 15, 'Revenue from Contracts with Customers'. This standard establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaced
- IAS 18, 'Revenue', IAS 11, 'Construction Contracts' and related interpretations.
- Amendments to IFRS 15 Clarifications to IFRS 15 Revenue from Contracts with Customers
- Classification and Measurement of Share-based Payment Transactions - Amendments to IFRS 2
- Transfers of Investment Property - Amendments to IAS 40
- IFRIC Interpretation 22 Foreign Currency Transactions and Advance Consideration
- Annual Improvements to IFRSs – 2014-2016 Cycle: IFRS 1 First-time Adoption of International Financial Reporting Standards - Deletion of short-term exemptions for first-time adopters
- Annual Improvements to IFRSs – 2014-2016 Cycle: IAS 28 Investments in Associates and Joint Ventures – Clarification that measuring investees at fair value through profit or loss is an investment - by - investment choice
- Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts - Amendments to IFRS 4

Other standards in issue, but not yet effective, are not expected to have a material effect on the financial statements of the Company in future periods and have not been disclosed.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

IFRS require management to make judgements, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about the carrying value of assets and liabilities that are not readily apparent from other sources. The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equate to the related actual results. In relation to the valuation of the unlisted investment, actual results may differ from the estimates. It is management's judgement that the Net Asset Value (NAV) of ICG Q Limited is an appropriate proxy for fair value as the Company can control the sale of the subsidiary's investments which are all listed on stock exchanges in India and therefore are mostly regarded as highly liquid.

3. OPERATING EXPENSES

	2018 £000	2017 £000
Administration and secretarial fees	**48**	46
Audit fees	**29**	39
Broker fee	**26**	20
D&O insurance	**5**	5
Directors' fees	**88**	70
General expenses	**55**	75
Marketing expenses	**110**	62
Nomad fee	**-**	21
Other professional fees	**36**	17
Registrar fee	**6**	6
Regulatory fees	**19**	17
	422	378

4. (LOSS)/EARNINGS PER SHARE

(Loss)/earnings per Ordinary Share and the fully diluted (loss)/earnings per share are calculated on the loss for the year of £28,567,000 (2017 – profit of £42,453,000) divided by the weighted average number of Ordinary Shares of 112,502,173 (2017 – 112,502,173).

NOTES TO THE FINANCIAL STATEMENTS (continued)

5. FINANCIAL ASSET DESIGNATED AT FAIR VALUE THROUGH PROFIT OR LOSS

The financial asset is the Company's wholly-owned subsidiary, ICG Q Limited

	2018 Total £000	2017 Total £000
Fair value at beginning of year	**143,131**	100,374
Reduction in share capital	**(785)**	(500)
Realised gain on partial redemption of investment	**536**	328
Unrealised (loss)/gain on revaluation	**(28,525)**	42,929
Net (loss)/profit of ICG Q Limited	**(27,989)**	43,257
Fair value at end of year	**114,357**	143,131

The net realised and unrealised (losses)/gains totalling losses of £27,989,000 (2017: gains of £43,257,000) on financial assets at fair value through profit and loss arise from the Company's holding in ICG Q Limited. The movement is driven by the following amounts within the financial statements of ICG Q Limited, as set out below.

	2018 Total £000	2017 Total £000
Dividend income	**758**	933
Other income	**15**	-
Unrealised (loss)/gain on financial assets at fair value through profit and loss	**(34,451)**	32,810
Realised gain on disposal of investments	**7,659**	11,599
Investment management fees	**(1,815)**	(1,905)
Other operating expenses	**(71)**	(78)
Taxes	**(19)**	(23)
Transaction costs	**(65)**	(79)
Net (loss)/profit of ICG Q Limited	**(27,989)**	43,257

The equity investment represents ICG Q Limited, the Company's wholly owned subsidiary. ICG Q Limited is incorporated and has its principal place of business in the Republic of Mauritius. The Company holds Participating Shares in ICG Q Limited, which confer voting rights to the Company, hence controlling interests.

6. TAXATION

Guernsey

India Capital Growth Fund Limited is exempt from taxation in Guernsey on non-Guernsey sourced income. The Company is exempt under The Income Tax (Exempt Bodies) (Guernsey) Ordinance 1989 (as amended) and paid the annual exemption fee of £1,200.

For the year ended 31 December 2018, the Company had a tax liability of £nil (2017: £nil).

NOTES TO THE FINANCIAL STATEMENTS (continued)

7. PAYABLES

	2018 Total £000	2017 Total £000
Payables in respect of LSE Main Market listing	-	198
Other payables and accruals	**212**	267
	212	465

8. SEGMENTAL INFORMATION

The Board has considered the provisions of IFRS 8 in relation to segmental reporting and concluded that the Company's activities form a single segment under the standard. From a geographical perspective, the Company's activities are focused in a single area - Mauritius. The subsidiary, ICG Q Limited, focuses its investment activities in listed securities in India. Additional disclosures have been provided in this Annual Report to disclose the underlying information.

9. SHARE CAPITAL

Authorised Share Capital

Unlimited number of Ordinary Shares of £0.01 each

	Number of shares	Share capital £000
Ordinary Shares of £0.01 each At 31 December 2018	**112,502,173**	**1,125**
At 31 December 2017	112,502,173	1,125

10. FAIR VALUE OF FINANCIAL INSTRUMENTS

The following tables shows financial instruments recognised at fair value, analysed between those whose fair value is based on:

- Quoted prices in active markets for identical assets or liabilities (Level 1);
- Those involving inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (Level 2); and
- Those with inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

The analysis as at 31 December 2018 is as follows:	Level 1 £000	Level 2 £000	Level 3 £000	Total £000
Unlisted securities	-	**114,357**	-	**114,357**

The analysis as at 31 December 2017 is as follows:	Level 1 £000	Level 2 £000	Level 3 £000	Total £000
Unlisted securities	-	143,131	-	143,131

The Company's investment in ICG Q Limited, the Company's wholly owned subsidiary is priced based on the subsidiary's net asset value as calculated as at the reporting date. The company has the ability to redeem its investment in ICG Q Limited at the net asset value at the measurement date therefore this is categorised as level 2. The classification within the hierarchy does not necessarily correspond to the Investment Manager's perceived risk of the investment, nor the level of the investments held within the subsidiary. All the underlying investments of ICG Q Limited are categorised as level 1 at 31 December 2018 and 2017. The year-end fair value of those investments, together with cash held in ICG Q Limited, comprise all but an insignificant proportion of the net asset value of the subsidiary.

NOTES TO THE FINANCIAL STATEMENTS (continued)

11. FINANCIAL INSTRUMENTS AND RISK PROFILE

The primary objective of India Capital Growth Fund Limited is to provide long-term capital appreciation by investing predominantly in companies based in India through its subsidiary. The investment policy permits making investments in a range of equity and equity linked securities of such companies. ICG Q Limited's portfolio of investments is predominantly in listed mid cap and small cap Indian companies and did not hold any unlisted securities during the year ended 31 December 2018. While the principal focus is on investments in listed equity securities or equity-linked securities, ICG Q Limited has the flexibility to invest in bonds, convertibles and other type of securities.

The specific risks arising from the Company's exposure to these instruments and the Investment Manager's policies for managing these risks, which have been applied throughout the year, are summarised below:

Capital management

The Company is a closed-ended investment company and thus has a fixed capital for investment. It has no legal capital regulatory requirement. The Board has the power to purchase shares for cancellation thus reducing capital and the Board considers on a regular basis whether it is appropriate to exercise such powers. In the year ended 31 December 2018, the Board determined that it was inappropriate to exercise such powers, although continuation of these powers will be sought at the Annual General Meeting.

The Board also considers from time to time whether it may be appropriate to raise new capital by a further issue of shares. The raising of new capital would, however, be dependent on there being genuine market demand.

The Company holds a single investment in ICG Q Limited, which holds an underlying portfolio of 37 listed equity instruments based in India. Below is an assessment of the various risks the Company may be exposed to via ICG Q Limited.

Market price risk

Market price risk arises mainly from the uncertainty about future prices of the financial instrument held by ICG Q Limited. It represents the potential loss ICG Q Limited may suffer through holding market positions in the face of price movements.

ICG Q Limited's investment portfolio is exposed to market price fluctuations which are monitored by the Investment Manager in pursuance of the investment objectives and policies and in adherence to the investment guidelines and the investment and borrowing powers set out in the Admission Document. ICG Q Limited's investment portfolio is concentrated and, as at 31 December 2018, comprised investment in 37 companies. ICG Q Limited thus has higher exposure to market risk in relation to individual stocks than more broadly spread portfolios.

ICG Q Limited's portfolio consists predominantly of mid cap and small cap listed Indian securities, and thus the effect of market movements is not closely correlated with the principal market index, the BSE Sensex. The BSE Mid Cap Total Return Index provides a better (but not ideal) indicator of the effect of market price risk on the portfolio. Assuming perfect correlation the sensitivity of ICG Q Limited to market price risk can be approximated by applying the percentage of funds invested (2018: 92.80%; 2017: 97.36%) to any movement in the BSE Mid Cap Total Return Index. At 31 December 2018, with all other variables held constant, this approximation would produce a movement in the net assets of ICG Q Limited of £10,613,000 (2017: £13,916,000) for a 10% (2017: 10%) movement in the index which would impact the Company via a fair value movement of the same magnitude in its holding in ICG Q Limited.

Foreign currency risk

Foreign currency arises mainly from the fair value or future cash flows of the financial instruments held by ICG Q Limited fluctuating because of changes in foreign exchange rates. ICG Q Limited's portfolio comprises of predominantly Rupee denominated investments but reporting, and in particular the reported Net Asset Value, is denominated in Sterling. Any appreciation or depreciation in the Rupee would have an impact on the performance of the Company. The underlying currency risk in relation to ICG Q Limited's investments is the Rupee. ICG Q Limited's policy is not to hedge the Rupee exposure.

ICG Q Limited may enter into currency hedging transactions but appropriate mechanisms on acceptable terms are not expected to be readily available.

At 31 December 2018, if the Indian Rupee had strengthened or weakened by 10% (2017: 10%) against Sterling with all other variables held constant, pre-tax profit for the year would have been £11,439,000 (2017: £14,662,000) higher or lower, respectively, mainly as a result of foreign exchange gains or losses on translation of Indian Rupee denominated financial assets designated at fair value through profit or loss in ICG Q Limited and the consequent impact on the fair value of the Company's investment in ICG Q Limited.

NOTES TO THE FINANCIAL STATEMENTS (continued)

11. Financial instruments and risk profile (continued)

Credit risk

Credit risk arises mainly from an issuer or counterparty being unable to meet a commitment that it has entered into with ICG Q Limited. Credit risk in relation to securities transactions awaiting settlement is managed through the rules and procedures of the relevant stock exchanges. In particular settlements for transactions in listed securities are effected by the custodian on a delivery against payment or receipt against payment basis. Transactions in unlisted securities are effected against binding subscription agreements.

The principal credit risks for the Company are in relation to cash held by the custodian. Kotak Mahindra Bank Limited ("Kotak") acts as the custodian to the Company. The aggregate exposure to Kotak at 31 December 2018 was £8,388,000 (2017: £4,170,000).

Kotak acted as custodian of the Group's assets during the period. The securities held by Kotak as custodian are held in trust and are registered in the name of ICG Q Limited. Kotak has a credit rating of AAA.

Interest rate risk

Interest rate risk represents the uncertainty of investment return due to changes in the market rates of interest. The direct effect of movements in interest rates is not material as any surplus cash is predominantly in Indian Rupees, and foreign investors are not permitted to earn interest on Rupee balances.

Liquidity risk

Liquidity risk arises mainly from ICG Q Limited encountering difficulty in realising assets or otherwise raising funds to meet financial commitments. As the trading volume on the Indian stock markets is lower than that of more developed stock exchanges the Group may be invested in relatively illiquid securities. ICG Q Limited has no unlisted securities. ICG Q Limited's focus is to invest predominantly in mid and small cap listed stocks. As noted in the Investment Manager's Report, minimum liquidity criteria are utilised for new purchases. However there remain holdings where there is relatively little market liquidity, which may take time to realise. The Directors do not believe that the market is inactive enough to warrant a discount for liquidity risk on ICG Q Limited's investments.

ICG Q Limited seeks to maintain sufficient cash to meet its working capital requirements. The Directors do not believe it to be appropriate to adjust the fair value of the Company's investment in ICG Q Limited for liquidity risk, as it has the ability to effect a disposal of any investment in ICG Q Limited's portfolio at the prevailing market price and the distribution of proceeds back to the Company should it so wish.
All liabilities are current and due on demand.

Taxation risk

Taxation risk arises mainly from the taxation of income and capital gains of ICG Q Limited and the Company increasing as a result of changes in the tax regulations and practice in Guernsey, Mauritius and India. ICG Q Limited is registered with the Securities and Exchange Board of India ("SEBI") as a foreign portfolio investor ("FPI") with a Category II licence, holds a Category 1 Global Business Licence in Mauritius and has obtained a Mauritian Tax Residence Certificate ("TRC") which have been factors in determining its resident status under the India-Mauritius Double Taxation Avoidance Agreement ("DTAA") and General Anti Avoidance Rules ("GAAR") under the Income Tax Act 1961 ("ITA").

However, with effect from April 2017, the DTAA was amended such that the advantages of investing in India via Mauritius were removed and capital gains arising from investments in Indian companies are subject to Indian Capital Gains Tax regulations. Consequently, tax on short term capital gains (for investments held less than 12 months) of 15% and long-term capital gains (for investments held for 12 months or longer) of 10% will apply to the investment portfolio in future.

ICG Q Limited seeks to minimise the impact of these changes in the taxation rates applicable to its capital gains by maintaining its investment strategy of investing in a concentrated portfolio for long term capital appreciation. There is no capital gains tax accrued at 31 December 2018.

NOTES TO THE FINANCIAL STATEMENTS (continued)

12. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions.

The Directors are responsible for the determination of the investment policy and have overall responsibility for the Company's activities. Directors' fees are disclosed in the unaudited Directors' remuneration report. The Investment Manager is entitled to receive a management fee payable jointly by the Company and its subsidiaries equivalent to 1.5 per cent per annum of the aggregate value of its assets less current liabilities, calculated and payable monthly in arrears. The Investment Manager earned £1,815,000 in management fees during the year ended 31 December 2018 (2017: £1,907,000) of which £146,000 was outstanding at 31 December 2018 (2017: £191,000).

Under the terms of the Administration Agreement, Apex Fund Services (Guernsey) Limited is entitled to a minimum annual fee of US$41,000 or a fee of 5 basis points of the NAV of the Company, whichever is greater. The Administrator is also entitled to reimbursement of all out of pocket expenses recoverable by way of a fixed disbursement charge of US$50 per month excluding all international calls and courier. The Administrator earned £48,000 for administration and secretarial services during the year ended 31 December 2018 (2017: £47,000) of which £3,300 was outstanding at 31 December 2018 (2017: £4,600).

13. CONTINGENT LIABILITIES

The Directors are not aware of any contingent liabilities as at 31 December 2018 and the date of approving these financial statements.

14. SUBSEQUENT EVENTS

There are no subsequent events to report.

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India Capital
GROWTH FUND