

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L67120MH1995PLC086241

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACI0996E

(ii) (a) Name of the company

ICICI SECURITIES LIMITED

(b) Registered office address

ICICI CENTRE, H. T. PAREKH MARG,  
CHURCHGATE,  
MUMBAI - 400 020,  
MAHARASHTRA

(c) \*e-mail ID of the company

raju.nanwani@icicisecurities.cc

(d) \*Telephone number with STD code

02222882460

(e) Website

www.icicisecurities.com

(iii) Date of Incorporation

09/03/1995

| (iv) | Type of the Company | Category of the Company   | Sub-category of the Company   |
|------|---------------------|---------------------------|-------------------------------|
|      | Public Company      | Company limited by shares | Indian Non-Government company |

(v) Whether company is having share capital

Yes

No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes

No

(a) Details of stock exchanges where shares are listed

| S. No. | Stock Exchange Name                      | Code  |
|--------|--|-------|
| 1      | National Stock Exchange of India Limited | 1,024 |
| 2      | BSE Limited                              | 1     |

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KARVY FINTECH PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Karvy Selenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda, Serilingampally

(vii) \*Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM 02/08/2019

(b) Due date of AGM 30/09/2019

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 2

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity                       | % of turnover of the company |
|------|--------------------------|------------------------------------|------------------------|--|------------------------------|
| 1    | K                        | Financial and insurance Service    | K7                     | Financial Advisory, brokerage and Consultancy Services | 54                           |
| 2    | K                        | Financial and insurance Service    | K8                     | Other financial activities                             | 33                           |

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 3

Pre-fill All

| S.No | Name of the company | CIN / FCRN            | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|---------------------|-----------------------|--|------------------|
| 1    | ICICI BANK LIMITED  | L65190GJ1994PLC021012 | Holding                                      | 79.22            |

|   |                               |  |            |     |
|---|-------------------------------|--|------------|-----|
| 2 | ICICI SECURITIES HOLDINGS, IN |  | Subsidiary | 100 |
| 3 | ICICI SECURITIES, INC.        |  | Subsidiary | 100 |

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

| Particulars                               | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of equity shares             | 400,000,000        | 322,141,400    | 322,141,400        | 322,141,400     |
| Total amount of equity shares (in Rupees) | 2,000,000,000      | 1,610,707,000  | 1,610,707,000      | 1,610,707,000   |

Number of classes

1

| Class of Shares                           | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Equity Shares                             |                    |                |                    |                 |
| Number of equity shares                   | 400,000,000        | 322,141,400    | 322,141,400        | 322,141,400     |
| Nominal value per share (in rupees)       | 5                  | 5              | 5                  | 5               |
| Total amount of equity shares (in rupees) | 2,000,000,000      | 1,610,707,000  | 1,610,707,000      | 1,610,707,000   |

###### (b) Preference share capital

| Particulars                                   | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares             | 5,000,000          | 0              | 0                  | 0               |
| Total amount of preference shares (in rupees) | 500,000,000        | 0              | 0                  | 0               |

Number of classes

1

| Class of shares                               | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Preference Shares                             |                    |                |                    |                 |
| Number of preference shares                   | 5,000,000          | 0              | 0                  | 0               |
| Nominal value per share (in rupees)           | 100                | 100            | 100                | 100             |
| Total amount of preference shares (in rupees) | 500,000,000        | 0              | 0                  | 0               |

###### (c) Unclassified share capital

| Particulars                         | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0                  |

###### (d) Break-up of paid-up share capital

| Class of shares                               | Number of shares | Total nominal amount | Total Paid-up amount | Total premium |
|---|------------------|----------------------|----------------------|---------------|
| <b>Equity shares</b>                          |                  |                      |                      |               |
| <b>At the beginning of the year</b>           | 322,141,400      | 1,610,707,000        | 1,610,707,000        |               |
| <b>Increase during the year</b>               | 0                | 0                    | 0                    | 0             |
| i. Public Issues                              | 0                | 0                    | 0                    | 0             |
| ii. Rights issue                              | 0                | 0                    | 0                    | 0             |
| iii. Bonus issue                              | 0                | 0                    | 0                    | 0             |
| iv. Private Placement/ Preferential allotment | 0                | 0                    | 0                    | 0             |
| v. ESOPs                                      | 0                | 0                    | 0                    | 0             |
| vi. Sweat equity shares allotted              | 0                | 0                    | 0                    | 0             |
| vii. Conversion of Preference share           | 0                | 0                    | 0                    | 0             |
| viii. Conversion of Debentures                | 0                | 0                    | 0                    | 0             |
| ix. GDRs/ADRs                                 | 0                | 0                    | 0                    | 0             |
| x. Others, specify                            |                  |                      |                      |               |
|   |                  |                      |                      |               |
| <b>Decrease during the year</b>               | 0                | 0                    | 0                    | 0             |
| i. Buy-back of shares                         | 0                | 0                    | 0                    | 0             |
| ii. Shares forfeited                          | 0                | 0                    | 0                    | 0             |
| iii. Reduction of share capital               | 0                | 0                    | 0                    | 0             |
| iv. Others, specify                           | 0                | 0                    | 0                    |               |
| Not Applicable                                |                  |                      |                      |               |
| <b>At the end of the year</b>                 | 322,141,400      | 1,610,707,000        | 1,610,707,000        |               |
| <b>Preference shares</b>                      |                  |                      |                      |               |
| <b>At the beginning of the year</b>           | 0                | 0                    | 0                    |               |
| <b>Increase during the year</b>               | 0                | 0                    | 0                    | 0             |
| i. Issues of shares                           | 0                | 0                    | 0                    | 0             |
| ii. Re-issue of forfeited shares              | 0                | 0                    | 0                    | 0             |

|                                 |   |   |   |   |
|---------------------------------|---|---|---|---|
| iii. Others, specify            |   |   |   |   |
|                                 |   |   |   |   |
| <b>Decrease during the year</b> | 0 | 0 | 0 | 0 |
| i. Redemption of shares         | 0 | 0 | 0 | 0 |
| ii. Shares forfeited            | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 |
| iv. Others, specify             |   |   |   |   |
|                                 |   |   |   |   |
| <b>At the end of the year</b>   | 0 | 0 | 0 |   |

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

| Class of shares              |                      | (i) | (ii) | (iii) |
|------------------------------|----------------------|-----|------|-------|
| Before split / Consolidation | Number of shares     |     |      |       |
|                              | Face value per share |     |      |       |
| After split / Consolidation  | Number of shares     |     |      |       |
|                              | Face value per share |     |      |       |

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

|  |                      |  |
|--|----------------------|--|
| Date of the previous annual general meeting        |                      |  |
| Date of registration of transfer (Date Month Year) |                      |  |
| Type of transfer                                   | <input type="text"/> | 1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock   |
| Number of Shares/ Debentures/ Units Transferred    | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/> |

|                            |                      |  |                      |                      |                      |  |
|----------------------------|----------------------|--|----------------------|----------------------|----------------------|--|
| Ledger Folio of Transferor |                      |  |                      | <input type="text"/> |                      |  |
| Transferor's Name          | <input type="text"/> |  | <input type="text"/> |                      | <input type="text"/> |  |
|                            | Surname              |  | middle name          |                      | first name           |  |
| Ledger Folio of Transferee |                      |  |                      | <input type="text"/> |                      |  |
| Transferee's Name          | <input type="text"/> |  | <input type="text"/> |                      | <input type="text"/> |  |
|                            | Surname              |  | middle name          |                      | first name           |  |

|  |  |                      |
|--|--|----------------------|
| Date of registration of transfer (Date Month Year) |  | <input type="text"/> |
|--|--|----------------------|

|                  |                      |  |
|------------------|----------------------|--|
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
|------------------|----------------------|--|

|  |                      |  |                      |
|--|----------------------|--|----------------------|
| Number of Shares/ Debentures/<br>Units Transferred | <input type="text"/> | Amount per Share/<br>Debenture/Unit (in Rs.) | <input type="text"/> |
|--|----------------------|--|----------------------|

|                            |  |  |  |                      |  |  |
|----------------------------|--|--|--|----------------------|--|--|
| Ledger Folio of Transferor |  |  |  | <input type="text"/> |  |  |
|----------------------------|--|--|--|----------------------|--|--|

|                   |                      |  |                      |  |                      |  |
|-------------------|----------------------|--|----------------------|--|----------------------|--|
| Transferor's Name | <input type="text"/> |  | <input type="text"/> |  | <input type="text"/> |  |
|                   | Surname              |  | middle name          |  | first name           |  |

|                            |  |  |  |                      |  |  |
|----------------------------|--|--|--|----------------------|--|--|
| Ledger Folio of Transferee |  |  |  | <input type="text"/> |  |  |
|----------------------------|--|--|--|----------------------|--|--|

|                   |                      |  |                      |  |                      |  |
|-------------------|----------------------|--|----------------------|--|----------------------|--|
| Transferee's Name | <input type="text"/> |  | <input type="text"/> |  | <input type="text"/> |  |
|                   | Surname              |  | middle name          |  | first name           |  |

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

| Particulars   | Number of units | Nominal value per unit | Total value   |
|---|-----------------|------------------------|---------------|
| Non-convertible debentures  | 0               | 0                      | 0             |
| Partly convertible debentures   | 0               | 0                      | 0             |
| Fully convertible debentures  | 0               | 0                      | 0             |
| Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits   |                 |                        | 0             |
| Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits |                 |                        | 4,473,029,112 |
| Deposit   |                 |                        | 0             |
| <b>Total</b>  |                 |                        | 4,473,029,112 |

**Details of debentures**

| Class of debentures           | Outstanding as at the beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|-------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non-convertible debentures    | 0   | 0                        | 0                        | 0                                     |
| Partly convertible debentures | 0   | 0                        | 0                        | 0                                     |
| Fully convertible debentures  | 0   | 0                        | 0                        | 0                                     |

**(v) Securities (other than shares and debentures)**

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
|                    |                      |                            |                     |                            |                     |
|                    |                      |                            |                     |                            |                     |
| <b>Total</b>       |                      |                            |                     |                            |                     |

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

17,257,997,907

**(ii) Net worth of the Company**

10,055,438,781

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

| S. No. | Category | Equity | Preference |
|--------|----------|--------|------------|
|--------|----------|--------|------------|

|     |   | Number of shares | Percentage | Number of shares | Percentage |
|-----|---|------------------|------------|------------------|------------|
| 1.  | Individual/Hindu Undivided Family       |                  |            |                  |            |
|     | (i) Indian                              | 1,200            | 0          | 0                |            |
|     | (ii) Non-resident Indian (NRI)          | 0                | 0          | 0                |            |
|     | (iii) Foreign national (other than NRI) | 0                | 0          | 0                |            |
| 2.  | Government                              |                  |            |                  |            |
|     | (i) Central Government                  | 0                | 0          | 0                |            |
|     | (ii) State Government                   | 0                | 0          | 0                |            |
|     | (iii) Government companies              | 0                | 0          | 0                |            |
| 3.  | Insurance companies                     | 0                | 0          | 0                |            |
| 4.  | Banks                                   | 255,214,695      | 79.22      | 0                |            |
| 5.  | Financial institutions                  | 0                | 0          | 0                |            |
| 6.  | Foreign institutional investors         | 0                | 0          | 0                |            |
| 7.  | Mutual funds                            | 0                | 0          | 0                |            |
| 8.  | Venture capital                         | 0                | 0          | 0                |            |
| 9.  | Body corporate<br>(not mentioned above) | 200              | 0          | 0                |            |
| 10. | Others                                  | 0                | 0          | 0                |            |
|     | <b>Total</b>                            | 255,216,095      | 79.22      | 0                | 0          |

**Total number of shareholders (promoters)**

8

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

| S. No. | Category                                | Equity           |            | Preference       |            |
|--------|---|------------------|------------|------------------|------------|
|        |   | Number of shares | Percentage | Number of shares | Percentage |
| 1.     | Individual/Hindu Undivided Family       |                  |            |                  |            |
|        | (i) Indian                              | 13,136,799       | 4.08       | 0                |            |
|        | (ii) Non-resident Indian (NRI)          | 1,036,624        | 0.32       | 0                |            |
|        | (iii) Foreign national (other than NRI) | 0                | 0          | 0                |            |



|     |  |            |       |   |   |
|-----|--|------------|-------|---|---|
| 2.  | Government                                 |            |       |   |   |
|     | (i) Central Government                     | 0          | 0     | 0 |   |
|     | (ii) State Government                      | 0          | 0     | 0 |   |
|     | (iii) Government companies                 | 0          | 0     | 0 |   |
| 3.  | Insurance companies                        | 0          | 0     | 0 |   |
| 4.  | Banks                                      | 928,644    | 0.29  | 0 |   |
| 5.  | Financial institutions                     | 129,862    | 0.04  | 0 |   |
| 6.  | Foreign institutional investors            | 0          | 0     | 0 |   |
| 7.  | Mutual funds                               | 41,427,081 | 12.86 | 0 |   |
| 8.  | Venture capital                            | 0          | 0     | 0 |   |
| 9.  | Body corporate<br>(not mentioned above)    | 2,849,468  | 0.88  | 0 |   |
| 10. | Others          Alternative Investment Fun | 7,416,827  | 2.3   | 0 |   |
|     | <b>Total</b>                               | 66,925,305 | 20.77 | 0 | 0 |

**Total number of shareholders (other than promoters)**

124,011

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

124,019

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

| Details                           | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters                         | 8                            | 8                      |
| Members<br>(other than promoters) | 129,453                      | 124,011                |
| Debenture holders                 | 0                            | 0                      |

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

| Category | Number of directors at the beginning of the year |               | Number of directors at the end of the year |               | Percentage of shares held by directors as at the end of year |               |
|----------|--|---------------|--|---------------|--|---------------|
|          | Executive  | Non-executive | Executive                                  | Non-executive | Executive  | Non-executive |
|          |  |               |  |               |  |               |

|  |          |          |          |          |          |          |
|--|----------|----------|----------|----------|----------|----------|
| <b>A. Promoter</b>                       | 0        | 0        | 0        | 0        | 0        | 0        |
| <b>B. Non-Promoter</b>                   | 2        | 6        | 2        | 6        | 0        | 0        |
| (i) Non-Independent                      | 2        | 2        | 2        | 2        | 0        | 0        |
| (ii) Independent                         | 0        | 4        | 0        | 4        | 0        | 0        |
| <b>C. Nominee Directors representing</b> | 0        | 0        | 0        | 0        | 0        | 0        |
| (i) Banks & FIs                          | 0        | 0        | 0        | 0        | 0        | 0        |
| (ii) Investing institutions              | 0        | 0        | 0        | 0        | 0        | 0        |
| (iii) Government                         | 0        | 0        | 0        | 0        | 0        | 0        |
| (iv) Small share holders                 | 0        | 0        | 0        | 0        | 0        | 0        |
| (v) Others                               | 0        | 0        | 0        | 0        | 0        | 0        |
| <b>Total</b>                             | <b>2</b> | <b>6</b> | <b>2</b> | <b>6</b> | <b>0</b> | <b>0</b> |

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 10

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

| Name               | DIN/PAN    | Designation         | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|--------------------|------------|---------------------|--------------------------------|--|
| Shilpa Kumar       | 02404667   | Managing Director   | 200                            | 06/05/2019   |
| Ajay Saraf         | 00074885   | Whole-time director | 8,700                          |  |
| Vinod Kumar Dhall  | 02591373   | Director            | 0                              |  |
| Ashvin Parekh      | 06559989   | Director            | 0                              |  |
| Subrata Mukherji   | 00057492   | Director            | 0                              |  |
| Vijayalakshmi Iyer | 05242960   | Director            | 0                              |  |
| Anup Bagchi        | 00105962   | Additional director | 1,932                          |  |
| Pramod Rao         | 02218756   | Additional director | 0                              |  |
| Raju Nanwani       | AABPN6479R | Company Secretar    | 0                              |  |
| Harvinder Jaspal   | ADWPJ5929J | CFO                 | 0                              |  |

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

4

| Name           | DIN/PAN  | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|----------------|----------|--|---|--|
| Chanda Kochhar | 00043617 | Director   | 05/10/2018  | Cessation  |
| Vishakha Mulye | 00203578 | Nominee director   | 05/10/2018  | Cessation  |
| Anup Bagchi    | 00105962 | Additional director                                      | 11/10/2018  | Appointment  |
| Pramod Rao     | 02218756 | Additional director                                      | 11/10/2018  | Appointment  |

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

| Type of meeting        | Date of meeting | Total Number of Members entitled to attend meeting | Attendance                 |                         |
|------------------------|-----------------|--|----------------------------|-------------------------|
|                        |                 |  | Number of members attended | % of total shareholding |
| Annual General Meeting | 30/08/2018      | 127,906  | 91                         | 79.23                   |

### B. BOARD MEETINGS

\*Number of meetings held

6

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance                   |                 |
|--------|-----------------|--|------------------------------|-----------------|
|        |                 |  | Number of directors attended | % of attendance |
| 1      | 14/04/2018      | 8  | 5                            | 62.5            |
| 2      | 23/07/2018      | 8  | 7                            | 87.5            |
| 3      | 19/10/2018      | 8  | 8                            | 100             |
| 4      | 21/11/2018      | 8  | 7                            | 87.5            |
| 5      | 14/01/2019      | 8  | 8                            | 100             |
| 6      | 30/03/2019      | 8  | 7                            | 87.5            |

### C. COMMITTEE MEETINGS

Number of meetings held

16

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance                 |                 |
|--------|-----------------|-----------------|---|----------------------------|-----------------|
|        |                 |                 |   | Number of members attended | % of attendance |
| 1      | Audit Committee | 12/04/2018      | 4   | 3                          | 75              |
| 2      | Audit Committee | 14/04/2018      | 4   | 3                          | 75              |
| 3      | Audit Committee | 23/07/2018      | 4   | 4                          | 100             |
| 4      | Audit Committee | 19/10/2018      | 4   | 4                          | 100             |
| 5      | Audit Committee | 14/01/2019      | 4   | 4                          | 100             |
| 6      | Audit Committee | 27/03/2019      | 4   | 4                          | 100             |
| 7      | Nomination & I  | 12/04/2018      | 3   | 3                          | 100             |
| 8      | Nomination & I  | 23/07/2018      | 3   | 2                          | 66.67           |
| 9      | Nomination & I  | 19/10/2018      | 3   | 3                          | 100             |
| 10     | Nomination & I  | 30/03/2019      | 3   | 2                          | 66.67           |

**D. \*ATTENDANCE OF DIRECTORS**

| S. No. | Name of the director | Board Meetings   |                             |                 | Committee Meetings                                       |                             |                 | Whether attended AGM held on<br>02/08/2019<br>(Y/N/NA) |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|--|
|        |                      | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance |  |
| 1      | Shilpa Kumar         | 6  | 6                           | 100             | 6  | 6                           | 100             | Not Applicable   |
| 2      | Ajay Saraf           | 6  | 6                           | 100             | 6  | 5                           | 83.33           | Yes  |
| 3      | Vinod Kumar I        | 6  | 5                           | 83.33           | 11   | 10                          | 90.91           | Yes  |
| 4      | Ashvin Parekh        | 6  | 6                           | 100             | 10   | 10                          | 100             | Yes  |
| 5      | Subrata Mukh         | 6  | 6                           | 100             | 6  | 6                           | 100             | Yes  |
| 6      | Vijayalakshmi        | 6  | 4                           | 66.67           | 5  | 5                           | 100             | Yes  |
| 7      | Anup Bagchi          | 4  | 3                           | 75              | 2  | 1                           | 50              | Yes  |
| 8      | Pramod Rao           | 4  | 4                           | 100             | 3  | 3                           | 100             | Yes  |

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

| S. No. | Name         | Designation   | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others  | Total<br>Amount |
|--------|--------------|---------------|--------------|------------|-------------------------------|---------|-----------------|
| 1      | SHILPA KUMAR | MANAGING DIR  | 39,061,748   | 0          | 0                             | 661,101 | 39,722,849      |
| 2      | AJAY SARAF   | EXECUTIVE DIR | 30,811,763   | 0          | 0                             | 39,600  | 30,851,363      |
|        | Total        |               | 69,873,511   | 0          | 0                             | 700,701 | 70,574,212      |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

| S. No. | Name           | Designation | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others  | Total<br>Amount |
|--------|----------------|-------------|--------------|------------|-------------------------------|---------|-----------------|
| 1      | RAJU NANWANI   | COMPANY SEC | 9,979,290    | 0          | 0                             | 210,396 | 10,189,686      |
| 2      | HARVINDER JASP | CFO         | 12,559,961   | 0          | 0                             | 259,209 | 12,819,170      |
|        | Total          |             | 22,539,251   | 0          | 0                             | 469,605 | 23,008,856      |

Number of other directors whose remuneration details to be entered

4

| S. No. | Name            | Designation | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others    | Total<br>Amount |
|--------|-----------------|-------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1      | VINOD KUMAR DH  | INDEPENDENT | 0            | 750,000    | 0                             | 860,000   | 1,610,000       |
| 2      | ASHVIN PAREKH   | INDEPENDENT | 0            | 750,000    | 0                             | 1,110,000 | 1,860,000       |
| 3      | SUBRATA MUKHE   | INDEPENDENT | 0            | 252,740    | 0                             | 900,000   | 1,152,740       |
| 4      | VIJAYALAKSHMI N | INDEPENDENT | 0            | 252,740    | 0                             | 620,000   | 872,740         |
|        | Total           |             | 0            | 2,005,480  | 0                             | 3,490,000 | 5,495,480       |

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which penalised / punished | Details of penalty/ punishment | Details of appeal (if any) including present status |
|--|--|---------------|--|--------------------------------|---|
|  |  |               |  |                                |   |

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which offence committed | Particulars of offence | Amount of compounding (in Rupees) |
|--|--|---------------|---|------------------------|-----------------------------------|
|  |  |               |   |                        |                                   |

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

MAKARAND JOSHI

Whether associate or fellow

Associate  Fellow

Certificate of practice number

3662

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

VIJAY  
KUMAR  
CHANDOK

DIN of the director

01545262

**To be digitally signed by**

RAJU  
NANIKRAM  
NANWANI

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

|               |
|---------------|
| <b>Attach</b> |
| <b>Attach</b> |
| <b>Attach</b> |
| <b>Attach</b> |

**List of attachments**

|  |
|--|
| Clarification letter.pdf<br>Details of Committee meetings.pdf<br>Signed MGT-8_ICSL_18-19.pdf |
|--|

**Remove attachment**

**Modify**

**Check Form**

**Prescrutiny**

**Submit**

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

August 29, 2019

The Registrar of Companies  
Marine Lines  
Mumbai 400 002

**Ref.: Corporate Identification Number: L67120MH1995PLC086241**  
**Sub: Filing of e-form MGT-7 (Annual Return) for FY2018-19**

Dear Sir,

With reference to the captioned subject, clarifications on certain points of e-form MGT-7 are as under:

1. In point VI (b) and VII, kindly note that the number of shareholders/members is mentioned on the basis of number of folios. However, pursuant to SEBI circular SEBI/HO/CFD/CMD/CIR/P/2017/128 dated December 19, 2017, the Shareholding pattern filed with the Stock Exchanges is required to contain the consolidated number of shareholders/members based on their unique PAN numbers.
2. In point X, for the column 'Stock Option/Sweat equity' for the Managing Director & CEO and Executive Director of the Company, kindly note that the holding company (ICICI Bank Limited) has granted stock options to the Managing Director & CEO and Executive Director. The stock options exercised by them during FY2019 is 2,65,575. These stock options were granted to them prior to their employment in the Company.

The Company has also granted 1,76,700 stock options to the Managing Director & CEO and Executive Director on October 19, 2018, which are yet to be vested.

Thanking you,

Yours faithfully,  
**For ICICI SECURITIES LIMITED**



**Raju Nanwani**  
**Senior Vice President**  
**& Company Secretary**

**Membership No.:** F4785

**Address :** B-503, Aakanksha,  
Vasari Hill, Goregaon (W),  
Mumbai 400062

Member of National Stock Exchange of India Ltd, BSE Ltd and Metropolitan Stock Exchange of India Ltd.  
SEBI Registration : INZ000183631  
CIN No.: L67120MH1995PLC086241

**ICICI Securities Limited**  
**Registered Office (Institutional):**  
ICICI Centre, H. T. Parekh Marg,  
Churchgate, Mumbai 400 020, India.  
Tel (91 22) 2288 2460/70  
Fax (91 22) 2288 2455

**Corporate Office (Retail):**  
Shree Sawan Knowledge Park, Plot No. D-507,  
T.T.C. Ind. Area, M.I.D.C, Turbhe, Navi Mumbai - 400 705  
Tel (91 22) 4070 1000  
Fax (91 22) 4070 1022

**Name of Compliance Officer (Broking Operations) :** Mr. Anoop Goyal  
**Email Address:** complianceofficer@icicisecurities.com / Tel (91 22) 4070 1000  
**Website Address:** www.icicisecurities.com / www.icicidirect.com





**C. Committee Meetings:**

| Sr. No. | Type of Meeting                           | Date of Meeting | Total Number of Members as on the date of the Meeting | Attendance                 |                 |
|---------|---|-----------------|---|----------------------------|-----------------|
|         |   |                 |   | Number of members attended | % of attendance |
| 11      | Corporate Social Responsibility Committee | 12/04/2018      | 3   | 3                          | 100             |
| 12      | Corporate Social Responsibility Committee | 23/07/2018      | 3   | 2                          | 66.67           |
| 13      | Corporate Social Responsibility Committee | 19/10/2018      | 3   | 3                          | 100             |
| 14      | Stakeholders Relationship Committee       | 17/07/2018      | 3   | 3                          | 100             |
| 15      | Stakeholders Relationship Committee       | 11/10/2018      | 3   | 3                          | 100             |
| 16      | Stakeholders Relationship Committee       | 11/01/2019      | 3   | 3                          | 100             |

**For ICICI Securities Limited**


**Raju Nanwani**  
**Senior Vice President**  
**& Company Secretary**

**Membership No.: F4785**

**Address:** B-503, Aakanksha,  
Vasari Hill, Goregaon (W),  
Mumbai 400062

**Date:** August 29, 2019

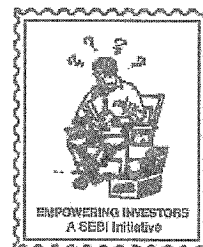
**Place:** Mumbai

Member of National Stock Exchange of India Ltd, BSE Ltd and Metropolitan Stock Exchange of India Ltd.  
SEBI Registration : INZ000183631  
CIN No.: L67120MH1995PLC086241

**ICICI Securities Limited**  
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Tel (91 22) 4070 1000  
Fax (91 22) 4070 1022

**Name of Compliance Officer (Broking Operations) :** Mr. Anoop Goyal  
**Email Address:** complianceofficer@icicisecurities.com / Tel (91 22) 4070 1000  
**Website Address:** www.icicisecurities.com / www.icicidirect.com



# Makarand M. Joshi & Co.

## Company Secretaries

Ecstasy 803-804, 9<sup>th</sup> Floor, City of Joy, JSD Road, Mulund West, Mumbai - 400080

Form No. MGT-8

[Pursuant to Section 92 (2) of the Companies Act, 2013 and rule 11 (2) of the Companies (Management and Administration) Rules, 2014]

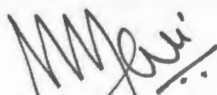
We have examined the registers, records and books and papers of ICICI Securities Limited (hereinafter referred as 'the Company') as required to be maintained under the Companies Act, 2013 (hereinafter referred as 'the Act') and the rules made thereunder for the financial year ended on March 31, 2019. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act and Rules made there under, in respect of:
  1. its status under the Act;
  2. maintenance of registers/records & making entries therein within the time prescribed therefore;
  3. filing of forms and returns with the Registrar of Companies as stated in Annexure. Further, there was no filing of forms and returns with Central Government, Regional Director, Tribunal, Court or any other authorities;
  4. calling/ convening/ holding meetings of Board of Directors or its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
  5. closure of Register of Members;
  6. advances/loans to its directors and/or persons or firms or Companies referred in section 185 of the Act - No such event during the period;
  7. contracts/arrangements with related parties as specified in section 188 of the Act;
  8. there were no transfer of shares/ issue or allotment of securities/ transmission/ buy back of shares/redemption of preference shares or debentures/ reduction of share capital/ conversion of shares/securities.



9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act - No such event during the period;
10. declaration/payment of dividend. Further, there was no requirement of transfer of unpaid/unclaimed dividend/other amounts as applicable, to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statements as per the provisions of section 134 of the Act and report of Directors' as per sub - sections (3), (4) and (5) thereof;
12. constitution/appointment/re-appointment/retirement/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. ratification of the auditors as per the provisions of section 139 of the Act;
14. approvals taken from the Registrar of Companies. Further, there was no approval required from Central Government, Tribunal, Regional Director and Court under various provisions of the Act;
15. acceptance / renewal/ repayment of deposits - No such event during the period;
16. borrowings from banks and others and creation/modification of charges in that respect, wherever applicable. Further, there were no borrowings from its directors & members and public financial institutions;
17. loans and investments to other bodies corporate or persons falling under the provisions of section 186 of the Act. Further, the Company has not given any guarantees or provided any security to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company- No such event during the period.

For Makarand M. Joshi & Co.



Makarand Joshi  
Partner

FCS No. 5533

CP No. 3662

UDIN- F005533A000006930

Place: Mumbai

Date: 04-09-2019



## Annexure

| Sr. No | Form   | Event date | Particulars of forms filed   | Date of filing |
|--------|--------|------------|--|----------------|
| 1.     | MGT-14 | 14-04-2018 | 1. Board approval for standalone and consolidated audited financial statements for the FY2018.<br>2. Board approval for Directors' Report for the FY2018.  | 11-05-2018     |
| 2.     | MGT-14 | 14-04-2018 | 1. Board approval for the payment of profit related commission to Independent Directors of the Company for FY2018.<br>2. Board approval for the payment of variable pay for FY2018 to the Whole-time Directors of the Company.<br>3. Board approval for revision in remuneration for FY2019 to the Whole-time Directors of the Company.  | 11-05-2018     |
| 3.     | MGT-14 | 14-04-2018 | 1. Board approval for setting up of a Subsidiary of the Company in Hong Kong.<br>2. Board approval for incorporating a Company in GIFT City - Gandhinagar, Gujarat.  | 11-05-2018     |
| 4.     | MGT-14 | 23-07-2018 | 1. Board approval for the audited Standalone and consolidated Balance Sheet as at June 30, 2018, March 31, 2018 and April 1, 2017, the Profit and Loss Account of the Company for the period ended on June 30, 2018 and June 30, 2017, Cash Flow Statement for the period ended June 30, 2018 and June 30, 2017 and condensed Notes to the Accounts for the period ended June 30, 2018, pursuant to migration of the Company to Ind AS.<br>2. Board approval for the re-appointment of a firm of Company Secretaries in Practice to give Secretarial Audit Report for FY2019.<br>3. Board approval for revised Directors' Report for FY2018.<br>4. Board approval for an investment in various schemes of the Alternative Investment Fund. | 20-08-2018     |
| 5.     | MGT-15 | 30-08-2018 | Report on Annual General Meeting   | 10-09-2018     |



|     |                |  |  |            |
|-----|----------------|--|--|------------|
| 6.  | MGT-14         | 30-08-2018   | <ol style="list-style-type: none"> <li>1. Ordinary resolution for approval of revision in remuneration payable to Ms. Shilpa Kumar (DIN: 02404667), Managing Director and CEO of the Company for FY2019.</li> <li>2. Ordinary resolution for approval of revision in remuneration payable to Mr. Ajay Saraf, (DIN: 00074885), Executive Director for FY2019.</li> <li>3. Ordinary resolution for approval of payment of profit related commission to the Independent Director of the Company for the financial year ended March 31, 2018.</li> <li>4. Special resolution for ratification and approval of the Employees Stock Option Scheme - 2017 for eligible employees of the Company and grant of options.</li> <li>5. Special resolution for ratification and approval of the Employees Stock Option Scheme - 2017 for eligible employees of the Subsidiaries of the Company and grant of options.</li> <li>6. Special resolution for ratification and approval of the Employees Stock Option Scheme - 2017 for eligible employees of the Holding Company of the Company and grant of options.</li> </ol> | 21-09-2018 |
| 7.  | AOC -4<br>XBRL | 30-08-2018   | Filing of annual financial statements for FY2018.  | 28-09-2018 |
| 8.  | MGT-6          | 08-10-2018   | Filing of change in beneficial ownership of equity shares of the Company received from one shareholder.  | 17-10-2018 |
| 9.  | MGT-7          | 30-08-2018   | Filing of annual return for FY2018.  | 25-10-2018 |
| 10. | DIR-12         | <ol style="list-style-type: none"> <li>1. 05-10-2018</li> <li>2. 05-10-2018</li> <li>3. 11-10-2018</li> <li>4. 11-10-2018</li> </ol> | <ol style="list-style-type: none"> <li>1. Resignation of Ms. Chanda Kochhar (DIN: 00043617), Non-Executive Director of the Company.</li> <li>2. Resignation of Ms. Vishakha Mulye (DIN: 00203578), Non-Executive Director of the Company.</li> <li>3. Appointment of Mr. Anup Bagchi (DIN: 00105962) as an Additional Non-Executive Director of the Company.</li> <li>4. Appointment of Mr. Pramod Rao (DIN: 02218756) as an Additional Non-Executive Director of the Company.</li> </ol>  | 01-11-2018 |



|     |        |            |  |            |
|-----|--------|------------|--|------------|
| 11. | DIR-12 | 19-10-2018 | Appointment of Mr. Vinod Kumar Dhall (DIN: 02591373) as the Chairman of the Board of Directors of the Company.   | 15-11-2018 |
| 12. | MGT-14 | 19-10-2018 | Board approval for approve of material related party transaction(s) for availing short term borrowings by way of credit facility from ICICI Bank Limited.  | 15-11-2018 |
| 13. | CHG-1  | 03-11-2018 | Modification of charge (charge ID-10272126) dated January 5, 2011 modified on November 3, 2018 in favor of ICICI Bank Limited. The total charge on the assets was reduced to INR 100 crores.   | 31-12-2018 |
| 14. | MGT-14 | 26-12-2018 | Special resolution for approval of continuation of directorship of Mr. Vinod Kumar Dhall (DIN: 02591373) as an Independent Director of the Company pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. | 17-01-2019 |
| 15. | CHG-1  | 31-12-2018 | Creation of charge of INR 900 crores in the favor of ICICI Bank Limited.   | 10-01-2019 |
| 16. | MGT-14 | 14-01-2019 | Board approval for increase in the limit for borrowing money by issuance of Commercial Papers for a sum not exceeding INR 25 billion outstanding at any point of time.   | 31-01-2019 |

