

FORM NO. MGT-7

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

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

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

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

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

(a) If yes, date of AGM

11/08/2020

(b) Due date of AGM

30/09/2020

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

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	85

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
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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
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Equity shares				
At the beginning of the year	322,141,400	1,610,707,000	1,610,707,000	
Increase during the year	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				
Decrease during the year	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				
At the end of the year	322,141,400	1,610,707,000	1,610,707,000	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	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				

Decrease during the year	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				
At the end of the year	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		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			

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"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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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			14,975,320,085
Deposit			0
Total			14,975,320,085

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
Total					

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

17,220,598,586

(ii) Net worth of the Company

11,895,503,737

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	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	255,216,095	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 (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	255,216,095	79.22	0	0

Total number of shareholders (promoters)

1

(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	15,666,267	4.86	0	
	(ii) Non-resident Indian (NRI)	1,119,673	0.35	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	600,423	0.19	0	
5.	Financial institutions	38,454	0.01	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	33,298,441	10.34	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,038,680	0.63	0	
10.	Others Alternate Investment Funds	14,163,367	4.4	0	
	Total	66,925,305	20.78	0	0

Total number of shareholders (other than promoters)

126,875

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

126,876

**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	1
Members (other than promoters)	124,011	126,875
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

A. Promoter	0	0	0	0	0	0
B. Non-Promoter	2	6	2	6	0	0
(i) Non-Independent	2	2	2	2	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	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
Total	2	6	2	6	0	0

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)
Vijay Chandok	01545262	Managing Director	0	
Ajay Saraf	00074885	Whole-time director	8,500	
Vinod Kumar Dhall	02591373	Director	0	
Ashvin Parekh	06559989	Director	0	
Subrata Mukherji	00057492	Director	0	
Vijayalakshmi Iyer	05242960	Director	0	
Anup Bagchi	00105962	Director	1,932	
Pramod Rao	02218756	Director	0	
Raju Nanwani	AABPN6479R	Company Secretary	0	
Harvinder Jaspal	ADWPJ5929J	CFO	0	

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

8

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)
Shilpa Kumar	02404667	Managing Director	06/05/2019	Cessation
Vijay Chandok	01545262	Additional director	07/05/2019	Appointment at the Board Meeting he
Vijay Chandok	01545262	Managing Director	07/05/2019	Appointment at the Board meeting he
Vijay Chandok	01545262	CEO	07/05/2019	Appointment at the Board meeting he
Vijay Chandok	01545262	Director	02/08/2019	Change in designation at the Annual
Anup Bagchi	00105962	Director	02/08/2019	Change in Designation at the Annual
Pramod Rao	02218756	Director	02/08/2019	Change in Designation at the Annual
Vinod Kumar Dhall	02591373	Director	28/10/2019	Re-appointment at the Annual Gener

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	02/08/2019	122,065	57	79.23

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/04/2019	8	8	100
2	17/05/2019	8	8	100
3	12/07/2019	8	7	87.5
4	22/07/2019	8	8	100
5	22/10/2019	8	7	87.5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
6	06/01/2020	8	8	100
7	20/01/2020	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

22

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	23/04/2019	4	4	100
2	Audit Committee	17/07/2019	4	3	75
3	Audit Committee	22/07/2019	4	4	100
4	Audit Committee	15/10/2019	4	3	75
5	Audit Committee	22/10/2019	4	3	75
6	Audit Committee	15/01/2020	4	4	100
7	Audit Committee	20/01/2020	4	4	100
8	Corporate Soc	23/04/2019	3	3	100
9	Corporate Soc	22/07/2019	3	3	100
10	Corporate Soc	22/10/2019	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 11/08/2020 (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	Vijay Chandok	6	6	100	8	6	75	Yes
2	Ajay Saraf	7	7	100	11	10	90.91	Yes
3	Vinod Kumar I	7	7	100	7	7	100	Yes
4	Ashvin Parekh	7	7	100	14	14	100	Yes

5	Subrata Mukh	7	7	100	10	10	100	Yes
6	Vijayalakshmi	7	6	85.71	15	13	86.67	Yes
7	Anup Bagchi	7	7	100	4	4	100	Yes
8	Pramod Rao	7	6	85.71	7	5	71.43	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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vijay Chandok	Managing Director	44,153,460	0	0	13,508	44,166,968
2	Ajay Saraf	Executive Director	34,173,807	0	0	15,000	34,188,807
3	Shilpa Kumar	Erstwhile Manager	15,486,218	0	0	1,492	15,487,710
	Total		93,813,485	0	0	30,000	93,843,485

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Raju Nanwani	Company Secretary	10,661,282	0	0	15,000	10,676,282
2	Harvinder Jaspal	CFO	12,777,326	0	0	15,000	12,792,326
	Total		23,438,608	0	0	30,000	23,468,608

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vinod Kumar Dhall	Independent Director	0	1,000,000	0	910,000	1,910,000
2	Ashvin Parekh	Independent Director	0	1,000,000	0	1,260,000	2,260,000
3	Subrata Mukherji	Independent Director	0	1,000,000	0	1,140,000	2,140,000
4	Vijayalakshmi Iyer	Independent Director	0	1,000,000	0	1,110,000	2,110,000
	Total		0	4,000,000	0	4,420,000	8,420,000

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
Digitally signed by
VIJAY KUMAR
CHANDOK
Date: 2020.10.05
11:45:22 +05'30'

DIN of the director

To be digitally signed by

RAJU
NANIKRAM
NANWANI
Digitally signed by
RAJU NANIKRAM
NANWANI
Date: 2020.10.05
12:03:21 +05'30'

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

List of attachments

Form MGT-8.pdf
Details of Committee meetings.pdf
Clarification letter.pdf

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

October 1, 2020

The Registrar of Companies
Marine Lines
Mumbai 400 002

Ref.: Corporate Identification Number: L67120MH1995PLC086241
Sub: Filing of e-form MGT-7 (Annual Return) for FY2019-20

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 point 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 and therefore, the total number of shareholders/members mentioned in this form will, to that extent, be different from the total number of shareholders/members as per the shareholding pattern filed with the Stock Exchanges as on March 31, 2020.
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) had granted stock options to the erstwhile Managing Director & CEO and to the Executive Director. The number of such stock options exercised by the erstwhile Managing Director & CEO during FY2020 is 11,28,275 and the number of stock options exercised by the Executive Director is 89,100.

The Company had also granted 2,50,200 stock options to the erstwhile Managing Director & CEO and 1,99,600 stock options to the Executive Director in FY2020.

Thanking you,

Yours faithfully,
For ICICI Securities Limited

RAJU
NANIKRA
M
NANWANI

Digitally signed by RAJU NANIKRA NANWANI
DN: cn=Person, email=rajnanikra@icicisecurities.com, o=Mahindra, ou=ICICI Securities, c=IN
1607941504cc06109e494030e4
6169206206
6483210202109104610447
677749670101010447
ICICI Securities Limited
Date: 2020.10.01 18:46:00 +05'30'

Raju Nanwani
Senior Vice President
& Company Secretary

Membership No.: F4785

Address : 303, Lodha Eternis C.H.S. Ltd., Building no. 2,
MIDC, Off Mahakali Caves Road, Andheri East, Mumbai - 400093

Member of National Stock Exchange of India Ltd, BSE Ltd and Metropolitan Stock Exchange of India Ltd.
SEBI Registration : INZD00183631
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	Nomination & Remuneration Committee	23/04/2019	3	3	100
12	Nomination & Remuneration Committee	17/05/2019	3	3	100
13	Nomination & Remuneration Committee	22/07/2019	3	3	100
14	Nomination & Remuneration Committee	22/10/2019	3	3	100
15	Stakeholders Relationship Committee	22/04/2019	3	2	66.67
16	Stakeholders Relationship Committee	16/07/2019	3	3	100
17	Stakeholders Relationship Committee	15/10/2019	3	3	100
18	Stakeholders Relationship Committee	15/01/2020	3	2	66.67
19	Risk Management Committee	15/04/2019	5	4	80
20	Risk Management Committee	16/07/2019	7	7	100
21	Risk Management Committee	16/10/2019	7	6	85.71
22	Risk Management Committee	15/01/2020	7	6	85.71

For ICICI Securities Limited

RAJU
 NANIKRA
 M
 NANWANI

Digitally signed by RAJU NANWANI
 DN: cn=RAJU NANWANI,
 email=nanwani@icicisecurities.com,
 o=ICICI Securities Limited,
 ou=ICICI Securities Limited,
 c=IN

Raju Nanwani
Senior Vice President
& Company Secretary

Membership No.: F4785

Address : 303, Lodha Eternis C.H.S. Ltd., Building no. 2,
 MIDC, Off Mahakali Caves Road, Andheri East,
 Mumbai - 400093

Date: September 28, 2020

Member of National Stock Exchange of India Ltd, BSE Ltd and Metropolitan Stock Exchange of India Ltd.
 SEBI Registration : INZ000183631
 CIN No.: L67120MH1995PLC088241

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



Makarand M. Joshi & Co.

Company Secretaries

Ecstasy 803-804, 8th Floor, City of Joy, JSD Road, Mulund (West), Mumbai – 400080, (T) 022-21678100

Form No. MGT-8

[Pursuant to Section 92 (2) of the Companies Act, 2013 and rule 11 (2) of 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, 2020. 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 and other authorities as stated in **Annexure** of this certificate. Further, there was no filing of forms and returns with Central Government, Regional Director, the Tribunal or Court;
 - 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 Minutes 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 reporting period;**
 - 7. contracts/arrangements with related parties as specified in section 188 of the Act;

8. there was no issue or allotment/transfer/transmission/buy back of shares/redemption of preference shares or debentures/alteration or 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 reporting period;**
10. declaration/payment of final dividend of Rs. 5.70/- per share of face value of Rs. 5/- each for FY2019 and interim dividend of Rs. 4.25/- per share of face value of Rs. 5/- each for FY2020. 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 is 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. appointment/re-appointment/filling of casual vacancy of auditors as per the provisions of section 139 of the Act - **No such event during the reporting period;**
14. approvals taken from the Registrar of Companies. Further, there was no approval required from Central Government, Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act;
15. acceptance / renewal/ repayment of deposits - **No such event during the reporting 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. investments made and loans given 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; and

18. alteration of the provisions of the Memorandum and/or Articles of Association of the Company - **No such event during the reporting period.**

**For Makarand M. Joshi & Co.
Practicing Company Secretaries**

MAKARAND MAKARAND
MADHUSUD MADHUSU
AN JOSHI / DAN JOSHI

Makarand Joshi

Partner

FCS No. 5533

CP No. 3662

UDIN: F005533B000742709

Peer Review No: P2009MH007000

Place: Mumbai

Date: 21st September, 2020

Annexure

Sr. No.	Form	Date of Event	Purpose	Date of Filing
1.	INC-22A	NA	Filing of ACTIVE (Active Company Tagging Identities and Verification) Form	18-04-2019
2.	MGT-6	29-03-2019	Declaration received under Section 89 of the Companies Act, 2013	25-04-2019
3.	MGT-14	30-03-2019	<p>i) To appoint Mr. Vijay Chandok (DIN: 01545262) as the Managing Director & CEO of the Company with effect from May 7, 2019 subject to approval of the Members of the Company and SEBI as well as other regulatory approvals, if any;</p> <p>ii) To approve payment of remuneration to Mr. Vijay Chandok (DIN: 01545262), Managing Director & CEO of the Company with effect from May 7, 2019; and</p> <p>iii) Delegation of powers to Mr. Vijay Chandok (DIN: 01545262), Managing Director & CEO of the Company with effect from May 7, 2019.</p>	24-04-2019
4.	DIR-12	30-03-2019	<p>i) Resignation of Ms. Shilpa Kumar (DIN: 02404667) as the Managing Director & CEO of the Company with effect from May 6, 2019; and</p> <p>ii) Appointment of Mr. Vijay Chandok (DIN: 01545262) as an Additional Director of the Company with effect from May 7, 2019.</p>	24-05-2019
5.	DIR-12	30-03-2019	<p>i) Appointment of Mr. Vijay Chandok (DIN: 01545262) as the Managing Director of the Company with effect from May 7, 2019; and</p> <p>ii) Appointment of Mr. Vijay Chandok (DIN: 01545262) as the Chief Executive Officer (Key Managerial Personnel) of the Company with effect from May 7, 2019.</p>	24-05-2019
6.	MR-1	30-03-2019	Appointment of Mr. Vijay Chandok (DIN: 01545262) as the Managing Director & CEO of the Company for a period of five years with effect from May 7, 2019.	12-06-2019

7.	MSME-Form 1	22-01-2019	Initial return for outstanding dues to Micro or small enterprises suppliers.	29-05-2019
8.	DPT-3	31-03-2019	Yearly filing of particulars of transactions by a company not considered as deposit as per rule 2 (1) (c) of the Companies (Acceptance of Deposit) Rules, 2014.	28-06-2019
9.	DPT-3	31-03-2019	One time return for disclosure of details of outstanding money or loan received by a company but not considered as deposits in terms of rule 2 (1) (c) of the Companies (Acceptance of Deposits) Rules, 2014 from April 1, 2014 to March 31, 2019.	28-06-2019
10.	MGT-14	23-04-2019	<ul style="list-style-type: none"> i) Re-appointment of M/s. Makarand M Joshi & Co., Practicing Company Secretary to give Secretarial Audit Report for FY2020; ii) To approve the Audited financial statements (Standalone & Consolidated) for the year ended March 31, 2019; iii) To approve the payment of profit related commission to the Independent Directors of Company for FY2019; iv) To approve the payment of Variable Pay for FY2019 to the Whole-time Directors of the Company; v) To approve revision in remuneration for FY2020 to the Whole-time Directors of the Company; vi) To approve the grant of ICICI Securities Limited ESOPs for FY2019 to the Whole-time Directors of the Company; and vii) To approve Directors' Report along with Business Responsibility Report for FY2019. 	21-05-2019
11.	MGT-14	17-05-2019	To approve payment of revised remuneration to Mr. Vijay Chandok (DIN: 01545262), Managing Director & CEO of the Company with effect from May 7, 2019.	11-06-2019
12.	MGT-6	15-06-2019	Declaration received under Section 89 of the Companies Act, 2013	28-06-2019

13.	MGT-14	22-07-2019	To approve the reimbursement of expenses to the Managing Director & CEO of the Company	19-08-2019
14.	MGT-15	02-08-2019	Report on Annual General Meeting	19-08-2019
15.	MGT-14	02-08-2019	<p>i) To approve the re-appointment of Mr. Vinod Kumar Dhall (DIN: 02591373) as an Independent Director of the Company;</p> <p>ii) To approve the appointment of Mr. Vijay Chandok (DIN: 01545262) as the Managing Director & CEO of the Company and payment of remuneration;</p> <p>iii) To approve the revision in remuneration payable to Ms. Shilpa Kumar (DIN: 02404667);</p> <p>iv) To approve the revision in remuneration payable to Mr. Ajay Saraf (DIN: 00074885), the Executive Director of the Company; and</p> <p>v) To approve the payment of profit related commission to the Independent Directors of the Company.</p>	20-08-2019
16.	DIR-12	02-08-2019	<p>i) Change in designation of Mr. Anup Bagchi (DIN: 00105962) from Additional Director to Non-Executive Director;</p> <p>ii) Change in designation of Mr. Pramod Rao (DIN: 02218756) from Additional Director to Non-Executive Director; and</p> <p>iii) Change in designation of Mr. Vijay Chandok (DIN: 01545262) from Additional Director to Director.</p>	27-08-2019
17.	DIR-12	02-08-2019	Change in designation of Mr. Vijay Chandok (DIN: 01545262) as the Managing Director of the Company with effect from May 7, 2019.	29-08-2019
18.	MGT-7	02-08-2019	Filing of Annual Return for FY2018-19	11-09-2019
19.	IEPF 2	02-08-2019	Statement of unclaimed and unpaid amounts.	27-09-2019
20.	AOC-4 NBFC (IND AS)	02-08-2019	Filing of annual standalone financial statements for the year ended March 31, 2019	31-03-2020

21.	AOC-4 CFS NBFC (IND AS)	02-08-2019	Filing of annual consolidated financial statements for the year ended March 31, 2019	17-08-2020
22.	MGT-6	22-08-2019	Declaration received under Section 89 of the Companies Act, 2013	11-09-2019
23.	IEPF-2	22-10-2019	Appointment of Mr. Raju Nanwani as Nodal Officer	24-10-2019
24.	IEPF-2	22-10-2019	Appointment of Mr. Rupesh Jadhav as Deputy Nodal Officer	24-10-2019
25.	CHG-1	27-11-2019	Modification of Charge for securing Temporary Overdraft facilities in the aggregate not exceeding Rs. 400 Crore and Intraday facilities in the aggregate not exceeding Rs. 1000 Crore.	27-11-2019
26.	MGT-14	06-01-2020	i) Approval for enhancing the existing limit under Section 186 of the Companies Act, 2013; ii) Approval for investing the funds of the Company upto Rs. 35 billion; and iii) Delegation of power to the Managing Director & CEO for deploying/investing/lending the funds of the Company up to an aggregate limit of Rs. 35 billion.	28-01-2020
27.	MGT-6	15-01-2020	Declaration received under Section 89 of the Companies Act, 2013	28-01-2020
28.	MGT-6	07-02-2020	Declaration received under Section 89 of the Companies Act, 2013	27-02-2020
29.	MGT-6	07-02-2020 & 14-02-2020	Declaration received under Section 89 of the Companies Act, 2013	27-02-2020
30.	MGT-14	20-02-2020	Enhancement of the existing limit under Section 186 of the Companies Act, 2013 from Rs. 15.00 Billion to Rs. 35.00 Billion.	06-03-2020
31.	MGT-6	28-02-2020	Declaration received under Section 89 of the Companies Act, 2013	06-03-2020
32.	MGT-6	02-03-2020 & 16-03-2020	Declaration received under Section 89 of the Companies Act, 2013	17-03-2020