

# 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	Nationa; Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U72400TG2003PTC041636

Pre-fill

Name of the Registrar and Transfer Agent

KARVY COMPUTERSHARE PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

46,,AVENUE, 4TH STREET,NO.1, BANJARA HILLS,  
HYDERABAD.

(vii) \*Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

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

(a) If yes, date of AGM

30/08/2018

(b) Due date of AGM

08/09/2018

(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	55.16
2	K	Financial and insurance Service	K8	Other financial activities	35.13

## 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>	805,353,500	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	0	0	0	
N.A.				
<b>Decrease during the year</b>	483,212,100	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	483,212,100	0	0	
Consolidation of equity shares of face value of Rs. 2/- ea				
<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				
N.A.	0	0	0	
<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				
N.A.	0	0	0	
<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)

1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	805,353,500		
	Face value per share	2		
After split / Consolidation	Number of shares	322,141,400		
	Face value per share	5		

(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)		15/11/2017	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	500	Amount per Share/ Debenture/Unit (in Rs.)	2

Ledger Folio of Transferor		0308231	
Transferor's Name	Arora		Vineet
	Surname	middle name	first name
Ledger Folio of Transferee		0308234	
Transferee's Name	Karkhanis		Ketan
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		15/11/2017	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	500	Amount per Share/ Debenture/Unit (in Rs.)	2
Ledger Folio of Transferor		IBR0028	
Transferor's Name	Saha		Subir
	Surname	middle name	first name
Ledger Folio of Transferee		0308235	
Transferee's Name	Chaudhuri		Ripujit
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		15/11/2017	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	500	Amount per Share/ Debenture/Unit (in Rs.)	2

Ledger Folio of Transferor		0308224	
Transferor's Name	Naik		Vaijayanti
	Surname	middle name	first name
Ledger Folio of Transferee		0308236	
Transferee's Name	Hattar	Singh	Sohandeep
	Surname	middle name	first name
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			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	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			6,725,063,793
Deposit			0
<b>Total</b>			6,725,063,793

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

18,567,950,000

(ii) Net worth of the Company

8,233,015,993

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	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 (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	8,430,940	2.62	0	
	(ii) Non-resident Indian (NRI)	349,496	0.11	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	961,520	0.3	0	
5.	Financial institutions	76,888	0.02	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	31,923,332	9.91	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,142,844	1.6	0	
10.	Others                      Alternative Investment Fun	20,040,285	6.22	0	
	<b>Total</b>	66,925,305	20.78	0	0

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

129,453

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

129,461

**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 (other than promoters)	0	129,453
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	2	2	4	0	0
(i) Non-Independent	2	0	2	0	0	0
(ii) Independent	0	2	0	4	0	0
<b>C. Nominee Directors representing</b>	0	3	0	2	0	0
(i) Banks & FIs	0	3	0	2	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	5	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)
Chanda Kochhar	00043617	Director	0	
Shilpa Kumar	02404667	Managing Director	200	
Ajay Saraf	00074885	Whole-time director	200	
Vinod Kumar Dhall	02591373	Director	0	
Ashvin Parekh	06559989	Director	0	
Vijayalakshmi Iyer	05242960	Director	0	
Subrata Mukherji	00057492	Director	0	
Vishakha Mulye	00203578	Nominee 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** 7

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)
Prashant Mohta	AJQPM5038H	CFO	31/08/2017	Cessation
Harvinder Jaspal	ADWPJ5929J	CFO	01/09/2017	Appointment in the Board Meeting held on
Anup Bagchi	00105962	Nominee director	29/11/2017	Cessation
Subrata Mukherji	00057492	Additional director	29/11/2017	Appointment in Board Meeting held on
Vijayalakshmi Iyer	05242960	Additional director	29/11/2017	Appointment in Board Meeting held on
Subrata Mukherji	00057492	Director	04/12/2017	Change in designation at Extra-Ordinary
Vijayalakshmi Iyer	05242960	Director	04/12/2017	Change in designation at Extra-Ordinary

## 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

4

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	09/06/2017	8	5	100
Extra-ordinary General Meeting	25/07/2017	8	5	100
Extra-ordinary General Meeting	04/12/2017	8	7	100
Extra-ordinary General Meeting	08/12/2017	8	5	100

### B. BOARD MEETINGS

\*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/04/2017	7	7	100
2	24/07/2017	7	7	100
3	16/08/2017	7	5	71.43

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
4	25/09/2017	7	7	100
5	17/10/2017	7	7	100
6	07/11/2017	7	5	71.43
7	24/11/2017	7	7	100
8	06/12/2017	8	8	100
9	28/12/2017	8	6	75
10	12/01/2018	8	8	100

#### C. COMMITTEE MEETINGS

Number of meetings held

15

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	20/04/2017	3	3	100
2	Audit Committee	21/07/2017	3	3	100
3	Audit Committee	17/10/2017	3	3	100
4	Audit Committee	24/11/2017	3	3	100
5	Audit Committee	06/12/2017	4	4	100
6	Audit Committee	12/01/2018	4	3	75
7	Nomination & Remuneration Committee	20/04/2017	3	3	100
8	Nomination & Remuneration Committee	16/08/2017	3	2	66.67
9	Nomination & Remuneration Committee	24/11/2017	3	3	100
10	Nomination & Remuneration Committee	06/12/2017	3	3	100

#### D. \* ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		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	30/08/2018
								(Y/N/NA)
1	Chanda Kochhar	10	10	100	4	4	100	No
2	Shilpa Kumar	10	10	100	5	5	100	Yes
3	Ajay Saraf	10	9	90	5	5	100	Yes
4	Vinod Kumar Iyer	10	9	90	15	14	93.33	Yes
5	Ashvin Parekh	10	9	90	10	10	100	No
6	Vijayalakshmi	3	2	66.67	0	0	0	Yes
7	Subrata Mukherjee	3	3	100	2	2	100	Yes
8	Vishakha Mulye	10	9	90	2	1	50	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	SHILPA KUMAR	MANAGING DIRECTOR	27,957,536			1,224,677	29,182,213
2	ANUP BAGCHI	MANAGING DIRECTOR	8,517,766				8,517,766
3	AJAY SARAF	EXECUTIVE DIRECTOR	26,075,076			39,600	26,114,676
	Total		62,550,378	0	0	1,264,277	63,814,655

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAJU NANWANI	COMPANY SECRETARY	8,860,168			182,952	9,043,120
2	HARVINDER JASPAL	CFO	3,881,419			159,030	4,040,449
3	PRASHANT MOHTA	EX CFO	6,941,665				6,941,665
	Total		19,683,252			341,982	20,025,234

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	UDAY CHITALE	INDEPENDENT	0	178,767	0	0	178,767
2	VINOD KUMAR DH	INDEPENDENT	0	750,000	0	1,320,000	2,070,000
3	ASHVIN PAREKH	INDEPENDENT	0	450,000	0	1,200,000	1,650,000
4	SUBRATA MUKHE	INDEPENDENT	0	0	0	340,000	340,000
5	VIJAYALAKSHMI N	INDEPENDENT	0	0	0	200,000	200,000
	Total		0	1,378,767	0	3,060,000	4,438,767

#### 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. ..

22(a)

dated

23/07/2018

(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

SHILPA  
KUMAR

DIN of the director

02404667

#### To be digitally signed by

RAJU  
NANIKRAM  
NANWANI

☒ Company Secretary

☐ Company secretary in practice

Membership number

4785

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 Attachement(s), if any

**Attach****Attach****Attach****Attach****List of attachments**

ICICI Securities MGT 8 26092018.pdf  
Details of committee meetings.pdf

**Remove attachment**

Modify

Check Form

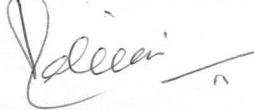
Prescrutiny

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**

**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	20/04/2017	3	3	100
12	Corporate Social Responsibility Committee	09/06/2017	3	3	100
13	Corporate Social Responsibility Committee	17/10/2017	3	3	100
14	Corporate Social Responsibility Committee	24/11/2017	3	3	100
15	Corporate Social Responsibility Committee	12/01/2018	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: October 25, 2018  
Place: Mumbai

Member of National Stock Exchange of India Ltd, BSE Ltd and Metropolitan Stock Exchange of India Ltd.  
SEBI Registration : IN2000183631  
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](mailto:complianceofficer@icicisecurities.com) / Tel (91 22) 4070 1000  
**Website Address:** [www.icicisecurities.com](http://www.icicisecurities.com) / [www.icicidirect.com](http://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 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, 2018. 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 as stated in the annual return, with the Registrar of Companies within and/or beyond the prescribed time;
  4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, 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 have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed. Further, no resolution was passed by Postal ballot;
  5. Closure of Register of Members / Security holders, as the case may be - **Not Applicable**;
  6. Advances/loans to its directors and/or persons or firms or Companies referred in section 185 of the Act - **Not Applicable**;
  7. Contracts/arrangements with related parties as specified in section 188 of the Act;



8. Transfer of shares including issuing certificates in all such instances. There was no fresh allotment of shares during the year. However, ICICI Bank Limited (the Promoter) sold 66,925,305 equity shares of the Company through an Initial Public Offering by way of an offer for sale of Rs. 5/- each for cash at the premium of Rs. 515/- each. Further, there was no buy back of shares/redemption of preference shares or debentures/ reduction of share capital/ conversion of shares/securities. During the year, the Company consolidated its share capital comprising of 805,353,500 equity shares of face value of Rs. 2/- each into 322,141,400 equity shares of face value of Rs. 5/- each.
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 - **Not Applicable;**
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. Appointment of the auditors as per the provisions of section 139 of the Act;
14. Approvals taken from the Registrar, Securities and Exchange Board of India and Stock Exchanges or such other authorities for an Initial Public Offering by way of an Offer for Sale. Further, there was no approval required from Central Government, Tribunal, Regional Director and Court under the various provisions of the Act;
15. Acceptance / renewal/ repayment of deposits - **Not Applicable;**
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;
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 securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. Alteration of provisions of the Memorandum and Articles of Association of the Company due to consolidation of Share Capital comprising of 805,353,500 equity





shares of face value of Rs. 2/- each into 322,141,400 equity shares of face value of Rs. 5/- each. Further, the Company has adopted new set of Articles of Association at the Extra Ordinary General Meeting held on December 4, 2017.

**For Makarand M. Joshi & Co.**

  
**Makarand Joshi**  
Partner  
FCS No. 5533  
CP No. 3662



**Place: Mumbai**

**Date: 24.09.2018**