

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]



Annual Return (other than OPCs and Small Companies)

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 Venture House, Appasaheb Marathe Marg, Prabhadevi
Mumbai
Mumbai City
Maharashtra
400025

(c) *e-mail ID of the company

raju.nanwani@icicisecurities.cc

(d) *Telephone number with STD code

02268077100

(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

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 29/08/2023

(b) Due date of AGM 30/09/2023

(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	68

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	74.85
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	322,867,726	322,867,726	322,867,726
Total amount of equity shares (in Rupees)	2,000,000,000	1,614,338,630	1,614,338,630	1,614,338,630

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share				
Number of equity shares	400,000,000	322,867,726	322,867,726	322,867,726
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	2,000,000,000	1,614,338,630	1,614,338,630	1,614,338,630

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	105	322,678,616	322678721	1,613,393,6	1,613,393,	
Increase during the year	0	189,105	189105	945,025	945,025	56,730,288.4
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	189,005	189005	945,025	945,025	56,730,288.4
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	100	100	0	0	0
Converted to Demat						
Decrease during the year	100	0	100	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	100	0	100	0	0	
Converted to Demat						
At the end of the year	5	322,867,721	322867726	1,614,338,6	1,614,338,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE763G01038

(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	
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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/ 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/ 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

(iv) *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
Total			0

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**

34,222,748,882

(ii) Net worth of the Company

28,250,895,323

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	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	241,652,692	74.85	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	241,652,692	74.85	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	29,343,061	9.09	0	
	(ii) Non-resident Indian (NRI)	2,596,443	0.8	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	10,152,729	3.14	0	

4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	3,313,513	1.03	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,421,989	1.37	0	
10.	Others Alternate Investment Fund:	31,387,299	9.72	0	
	Total	81,215,034	25.15	0	0

Total number of shareholders (other than promoters)

176,551

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

176,552

**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	1	1
Members (other than promoters)	191,356	176,551
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	7	0.01	0
(i) Non-Independent	2	2	2	2	0.01	0
(ii) Independent	0	4	0	5	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	7	0.01	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 11

(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	24,670	
Vinod Kumar Dhall	02591373	Director	0	
Ashvin Parekh	06559989	Director	0	
Subrata Mukherji	00057492	Director	0	
Vijayalakshmi Iyer	05242960	Director	0	
Gopichand Katragadda	02475721	Director	0	
Rakesh Jha	00042075	Director	0	
Prasanna Balachander	02257744	Director	0	
Raju Nanwani	AABPN6479R	Company Secretar	8,400	
Harvinder Jaspal	ADWPJ5929J	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 9

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)
Pankaj Gadgil	08521239	Additional director	30/06/2022	Appointment
Pramod Rao	02218756	Director	30/06/2022	Resignation
Pankaj Gadgil	08521239	Additional director	19/07/2022	Resignation
Prasanna Balachander	02257744	Additional director	21/07/2022	Appointment
Prasanna Balachander	02257744	Director	26/08/2022	Change in designation
Gopichand Katragadda	02475721	Director	26/08/2022	Director
Anup Bagchi	00105962	Director	17/09/2022	Resignation
Rakesh Jha	00042075	Additional director	26/09/2022	Appointment
Rakesh Jha	00042075	Director	18/12/2022	Change in designation

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	26/08/2022	195,953	74	74.94

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	20/04/2022	8	8	100
2	21/07/2022	7	6	85.71
3	20/10/2022	9	9	100
4	19/01/2023	9	9	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	19/01/2023	9	9	100
6	10/03/2023	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held

24

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	13/04/2022	4	4	100
2	Audit Committee	20/04/2022	4	4	100
3	Audit Committee	14/07/2022	3	2	66.67
4	Audit Committee	21/07/2022	3	2	66.67
5	Audit Committee	14/10/2022	3	3	100
6	Audit Committee	20/10/2022	3	3	100
7	Audit Committee	13/01/2023	3	3	100
8	Audit Committee	19/01/2023	3	3	100
9	Corporate Social Responsibility	13/04/2022	3	3	100
10	Corporate Social Responsibility	15/07/2022	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	29/08/2023
								(Y/N/NA)
1	Vijay Chandok	6	6	100	12	12	100	Yes
2	Ajay Saraf	6	6	100	12	12	100	Yes
3	Vinod Kumar	6	6	100	8	8	100	Yes
4	Ashvin Parekh	6	6	100	16	16	100	Yes

5	Subrata Mukh	6	6	100	12	12	100	Yes
6	Vijayalakshmi	6	5	83.33	16	14	87.5	Yes
7	Gopichand Ka	4	4	100	0	0	0	Yes
8	Rakesh Jha	4	4	100	0	0	0	Yes
9	Prasanna Bala	4	4	100	4	3	75	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/ Sweat equity	Others	Total Amount
1	Vijay Chandok	Managing Direct	65,447,291	0	0	0	65,447,291
2	Ajay Saraf	Executive Direct	38,372,624	0	0	0	38,372,624
	Total		103,819,915	0	0	0	103,819,915

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 Secre	10,567,121	0	875,016	0	11,442,137
2	Harvinder Jaspal	Chief Financial C	22,142,751	0	0	0	22,142,751
	Total		32,709,872	0	875,016	0	33,584,888

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	Vinod Kumar Dhall	Independent Dir	0	1,000,000	0	1,000,000	2,000,000
2	Ashvin Parekh	Independent Dir	0	1,000,000	0	2,000,000	3,000,000
3	Subrata Mukherji	Independent Dir	0	1,000,000	0	1,800,000	2,800,000
4	Vijayalakshmi Iyer	Independent Dir	0	1,000,000	0	1,600,000	2,600,000
5	Gopichand Katragal	Independent Dir	0	0	0	550,000	550,000
	Total		0	4,000,000	0	6,950,000	10,950,000

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: 2023.10.09
11:53:41 +05'30'

DIN of the director

To be digitally signed by

RAJU
NANIKRAM
NANWANI
Digitally signed by
RAJU NANIKRAM
NANWANI
Date: 2023.10.09
11:54:42 +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

Attach

Attach

Attach

Attach

List of attachments

Form MGT 8.pdf
Committee meeting details.pdf
Clarification Letter.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

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D 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 the "Act") and the rules made thereunder for the financial year ended on March 31, 2023 ("Audit Period"). 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 Investor Education and Protection Fund Authority within the prescribed time as stated in **Annexure**. Further, no forms were required to be filed with the Regional Director, Central Government, the Tribunal, Court or other authorities;
 4. calling/convening/holding meetings of Board of Directors, 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 audit period;**
 7. contracts/arrangements with related parties as specified in Section 188 of the Act;
 8. issue and allotment of 1,89,005 equity shares of ₹ 5/- pursuant to exercise of stock options under the ICICI Securities Limited - Employees Stock Option Scheme - 2017. Further, there were no physical transfer or transmission or buy back of

securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities or issue of share certificates;

9. there were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. declaration and payment of final dividend of ₹ 12.75 per share of face value of ₹ 5/- each for FY2022 and Interim Dividend of ₹ 9.75 per share of face value of ₹ 5/- each for FY2023, in accordance with Section 123 of the Act. Further, there were no amounts required to 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 statement 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-appointments/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them. Further, there is no retirement or filling of casual vacancies during the audit period;
13. re-appointment of auditor as per the provisions of section 139 of the Act. Further, there were no new appointment or filling up of casual vacancies of auditor;
14. approval required to be taken from Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act - **No such event during the audit period;**
15. acceptance/renewal/repayment of deposits - **No such event during the audit period;**
16. borrowings from banks and others and creation of charge in that respect, wherever applicable. Further, there is no borrowing from its directors, member, and public financial institutions and no modification/satisfaction of charges during the audit period;
17. investments to other bodies corporate or persons falling under the provisions of section 186 of the Act. Further, there were no loans made and guarantees given or securities provided during the audit period; and
18. alteration in provisions of its Memorandum and/or Articles of Association - **No such event during the audit period.**

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

MAKARAND
MADHUSUDA
N JOSHI

Digitally signed by
MAKARAND
MADHUSUDAN JOSHI
Date: 2023.09.28
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**Makarand M. Joshi
Partner**

FCS No. 5533

CP. No. 3662

Peer Review No: 640/2019

UDIN: F005533E001114135

Place: Mumbai

Date: September 28, 2023

Annexure

Sr. No.	Forms	Date of Event	Particulars	Date of Event
1.	PAS-3	18-04-2022, 02-05-2022	Allotment of 17,410 equity shares of face value of ₹ 5/- each under ICICI Securities Limited - Employees Stock Option Scheme - 2017.	11-05-2022
2.	MGT-14	20-04-2022	Filing of Board Resolutions for: 1. Re-appointment of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries as the Secretarial Auditors of the Company for FY2023. 2. Approval for enhancing the existing borrowing limit to ₹ 150 billion under Section 180 of the Companies Act, 2013. 3. Approval for enhancing the existing limit to ₹ 150 billion under Section 186 of the Companies Act, 2013. 4. Approval of draft Directors' Report along with Business Responsibility and Sustainability Report for FY2022. 5. Approval of Audited financial statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2022. 6. Approval of payment of Variable Pay for FY2022 to the Managing Director & CEO of the Company. 7. Approval of Grant of Employee Stock Options of ICICI Securities Limited to the Managing Director & CEO of the Company for FY2022. 8. Approval of payment of remuneration for FY2023 to the Managing Director & CEO of the Company.	18-05-2022
3.	MGT-6	27-04-2022	Return to the Registrar in respect of declaration under section 89 received by the Company.	24-05-2022
4.	MGT-6	27-04-2022	Return to the Registrar in respect of declaration under section 89 received by the Company.	24-05-2022
5.	MGT-6	27-04-2022	Return to the Registrar in respect of declaration under section 89 received by the Company.	24-05-2022
6.	PAS-3	09-05-2022	Allotment of 36,210 equity shares of face value of ₹ 5/- each under ICICI Securities Limited - Employees Stock Option Scheme - 2017.	03-06-2022

7.	CHG-1	20-05-2022	Creation of charge in favour of ICICI Bank Limited of ₹ 30,00,00,00,000/-.	15-06-2022
8.	PAS-3	23-05-2022	Allotment of 21,780 equity shares of face value of ₹ 5/- each under ICICI Securities Limited - Employees Stock Option Scheme - 2017.	17-06-2022
9.	MGT-6	03-06-2022, 07-06-2022	Return to the Registrar in respect of declaration under section 89 received by the Company	20-06-2022
10.	MGT-6	07-06-2022	Return to the Registrar in respect of declaration under section 89 received by the Company	20-06-2022
11.	MGT-6	07-06-2022	Return to the Registrar in respect of declaration under section 89 received by the Company	20-06-2022
12.	PAS-3	06-06-2022	Allotment of 10,035 equity shares of face value of ₹ 5/- each under ICICI Securities Limited - Employees Stock Option Scheme - 2017.	23-06-2022
13.	DPT-3	31-03-2022	Return of Deposit for FY2021-22.	29-06-2022
14.	MGT-6	15-06-2022, 17-06-2022	Return to the Registrar in respect of declaration under section 89 received by the Company	11-07-2022
15.	MGT-6	15-06-2022, 17-06-2022	Return to the Registrar in respect of declaration under section 89 received by the Company	11-07-2022
16.	DIR-12	15-06-2022	1. Resignation of Mr. Pramod Rao as a Non-Executive Non-Independent Director of the Company w.e.f. June 30, 2022. 2. Appointment of Mr. Pankaj Gadgil as Additional Director of the Company w.e.f. June 30, 2022.	11-07-2022
17.	PAS-3	20-06-2022	Allotment of 9,025 equity shares of face value of ₹ 5/- each under ICICI Securities Limited - Employees Stock Option Scheme - 2017.	14-07-2022
18.	PAS-3	18-07-2022, 01-08-2022 and 09-08-2022	Allotment of 10,810 equity shares of face value of ₹ 5/- each under ICICI Securities Limited - Employees Stock Option Scheme - 2017.	12-08-2022
19.	DIR-12	19-07-2022	1. Resignation of Mr. Pankaj Gadgil as an Additional Director of the Company w.e.f. July 19, 2022. 2. Appointment of Mr. Prasanna Balachander as Additional Director of the Company w.e.f. July 21, 2022.	12-08-2022
20.	MGT-14	21-07-2022	Filing of Board Resolution for approval of revised Directors' Report along with	12-08-2022

			revised Business Responsibility and Sustainability Report for FY2022.	
21.	MGT-6	01-08-2022	Return to the Registrar in respect of declaration under section 89 received by the Company	29-08-2022
22.	MGT-6	17-08-2022	Return to the Registrar in respect of declaration under section 89 received by the Company	29-08-2022
23.	MGT-15	26-08-2022	Filing of Report on Annual General Meeting held on August 26, 2022.	30-08-2022
24.	DIR-12	26-08-2022	<ol style="list-style-type: none"> 1. Appointment of Dr. Gopichand Katragadda as an Independent Director of the Company for a term of five consecutive years from August 26, 2022 to August 25, 2027. 2. Appointment of Mr. Prasanna Balachander as a Non-Executive Non-Independent Director of the Company w.e.f. August 26, 2022. 	01-09-2022
25.	ADT-1	26-08-2022	Re-appointment of B S R & Co. LLP, Chartered Accountants, as that Statutory Auditors of the Company for a 2 nd term of five consecutive years, to hold office from the conclusion of 27 th Annual General Meeting until to conclusion of the 32 nd Annual General Meeting of the Company.	06-09-2022
26.	MGT-6	18-08-2022, 07-09-2022	Return to the Registrar in respect of declaration under section 89 received by the Company	16-09-2022
27.	MGT-6	07-09-2022	Return to the Registrar in respect of declaration under section 89 received by the Company.	16-09-2022
28.	MGT-14	26-08-2022	<p>Filing of resolutions passed at Annual General Meeting for:</p> <ol style="list-style-type: none"> 1. Adoption of the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon. 2. Adoption of the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Report of the Auditors thereon. 3. Confirmation of payment of Interim Dividend and declaration of Final Dividend on equity shares for the financial year ended March 31, 2022. 	19-09-2022

			<ol style="list-style-type: none"> 4. Appointment of Mr. Ajay Saraf, who retires by rotation and being eligible, offers himself for re-appointment. 5. Re-appointment of B S R & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company for a 2nd term of five consecutive years, to hold office from the conclusion of the 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company. 6. Approval of the revision in remuneration payable to Mr. Vijay Chandok, the Managing Director & CEO of the Company. 7. Approval of the revision in remuneration payable to Mr. Ajay Saraf, the Executive Director of the Company. 8. Re-appointment of Mr. Subrata Mukherji as an Independent Director of the Company for a 2nd term of five years w.e.f. November 29, 2022 till November 28, 2027. 9. Re-appointment of Ms. Vijayalakshmi Iyer as an Independent Director of the Company for a 2nd term of five years w.e.f. November 29, 2022 till November 28, 2027. 10. Appointment of Dr. Gopichand Katragadda as an Independent Director of the Company for a term of five years w.e.f. August 26, 2022 till August 25, 2027. 	
29.	MGT-14	26-08-2022	<p>Filing of resolutions passed at Annual General Meeting for:</p> <ol style="list-style-type: none"> 1. Appointment of Mr. Prasanna Balachander as a Non-Executive Non-Independent Director of the Company w.e.f. August 26, 2022. 2. Approval for enhancing the existing borrowing limit to ₹ 150 billion under Section 180 of the Companies Act, 2013. 3. Approval for enhancing the existing limit to ₹ 150 billion under Section 186 of the Companies Act, 2013. 4. Approval of enhancement of the existing limit of Material Related Party 	19-09-2022

			<p>Transaction(s) for availing short term borrowings by way of credit facility from ICICI Bank Limited (Holding Company).</p> <p>5. Approval of enhancement of the existing limit of the Material Related Party Transaction(s) for placing of deposits with ICICI Bank Limited (Holding Company).</p> <p>6. Approval and adoption of ICICI Securities Limited - Employees Stock Unit Scheme - 2022.</p> <p>7. Approval of grant of Units to the eligible employees of Subsidiaries of the Company under ICICI Securities Limited - Employees Stock Unit Scheme - 2022.</p>	
30.	MGT-14	26-08-2022	<p>Filing of special resolutions passed at Annual General Meeting for:</p> <p>1. Re-appointment of Mr. Subrata Mukherji as an Independent Director of the Company for a 2nd term of five years w.e.f. November 29, 2022 till November 28, 2027.</p> <p>2. Re-appointment of Ms. Vijayalakshmi Iyer as an Independent Director of the Company for a 2nd term of five years w.e.f. November 29, 2022 till November 28, 2027.</p> <p>3. Appointment of Dr. Gopichand Katragadda as an Independent Director of the Company for a term of five consecutive years w.e.f. August 26, 2022 till August 25, 2027.</p> <p>4. Approval for enhancing the existing borrowing limit to ₹ 150 billion under Section 180 of the Companies Act, 2013.</p> <p>5. Approval for enhancing the existing limit to ₹ 150 billion under Section 186 of the Companies Act, 2013.</p> <p>6. Approval and adoption of ICICI Securities Limited - Employees Stock Unit Scheme - 2022.</p> <p>7. Approval of grant of Units to the eligible employees of Subsidiaries of the Company under ICICI Securities Limited - Employees Stock Unit Scheme - 2022.</p>	19-09-2022

31.	AOC-4 NBFC (Ind AS)	26-08-2022	Filing of Standalone Financial Statements for FY2022.	22-09-2022
32.	AOC-4 CFS NBFC (Ind AS)	26-08-2022	Filing of Consolidated Financial Statements for FY2022.	23-09-2022
33.	PAS-3	29-08-2022	Allotment of 10,770 equity shares of face value of ₹ 5/- each under ICICI Securities Limited - Employees Stock Option Scheme - 2017.	23-09-2022
34.	DIR-12	17-09-2022	Resignation of Mr. Anup Bagchi as a Non-Executive Non-Independent Director of the Company w.e.f. September 17, 2022.	30-09-2022
35.	PAS-3	12-09-2022	Allotment of 5,600 equity shares of face value of ₹ 5/- each under ICICI Securities Limited - Employees Stock Option Scheme - 2017.	03-10-2022
36.	PAS-3	20-09-2022	Allotment of 2,420 equity shares of face value of ₹ 5/- each under ICICI Securities Limited - Employees Stock Option Scheme - 2017.	07-10-2022
37.	PAS-3	26-09-2022	Allotment of 13,260 equity shares of face value of ₹ 5/- each under ICICI Securities Limited - Employees Stock Option Scheme - 2017.	07-10-2022
38.	MGT-7	26-08-2022	Annual Return for the financial year ended March 31, 2022.	11-10-2022
39.	IEPF-2	26-08-2022	Statement of unclaimed and unpaid amounts as on March 31, 2022.	17-10-2022
40.	DIR-12	26-09-2022	Appointment of Mr. Rakesh Jha as an Additional Director of the Company w.e.f. September 26, 2022.	21-10-2022
41.	PAS-3	10-10-2022 and 19-10-2022	Allotment of 6,510 equity shares of face value of ₹ 5/- each under ICICI Securities Limited - Employees Stock Option Scheme - 2017.	02-11-2022
42.	MGT-6	11-10-2022, 12- 10-2022	Return to the Registrar in respect of declaration under section 89 received by the Company.	02-11-2022
43.	MGT-6	12-10-2022	Return to the Registrar in respect of declaration under section 89 received by the Company.	02-11-2022
44.	MGT-6	12-10-2022, 03- 11-2022	Return to the Registrar in respect of declaration under section 89 received by the Company.	08-11-2022
45.	PAS-3	14-11-2022 and 21-11-2022	Allotment of 4,570 equity shares of face value of ₹ 5/- each under ICICI Securities Limited - Employees Stock Option Scheme - 2017.	01-12-2022

46.	DIR-12	18-12-2022	Change in designation of Mr. Rakesh Jha from Additional Director to Non-Executive Non-Independent Director of the Company w.e.f. December 18, 2022.	28-12-2022
47.	MGT-14	18-12-2022	Filing of resolution passed for approval of appointment of Mr. Rakesh Jha as a Non-Executive Non-Independent Director of the Company w.e.f. December 18, 2022.	28-12-2022
48.	MGT-6	01-12-2022	Return to the Registrar in respect of declaration under section 89 received by the Company	29-12-2022
49.	CHG-1	08-12-2022	Creation of charge in favour of Bank of Baroda of ₹ 2,50,00,00,000/-.	06-01-2023
50.	PAS-3	12-12-2022, 19-12-2022 and 02-01-2023	Allotment of 2,620 equity shares of face value of ₹ 5/- each under ICICI Securities Limited - Employees Stock Option Scheme - 2017.	09-01-2023
51.	CHG-1	12-12-2022	Creation of charge in favour of Canara Bank of ₹ 2,50,00,00,000/-.	09-01-2023
52.	MGT-6	18-01-2023	Return to the Registrar in respect of declaration under section 89 received by the Company	10-02-2023
53.	MGT-6	18-01-2023	Return to the Registrar in respect of declaration under section 89 received by the Company	10-02-2023
54.	MGT-6	18-01-2023	Return to the Registrar in respect of declaration under section 89 received by the Company	10-02-2023
55.	MGT-6	18-01-2023	Return to the Registrar in respect of declaration under section 89 received by the Company	10-02-2023
56.	PAS-3	20-02-2023, 27-02-2023 and 06-03-2023	Allotment of 16,225 equity shares of face value of ₹ 5/- each under ICICI Securities Limited - Employees Stock Option Scheme - 2017.	20-03-2023
57.	CHG-1	24-02-2023	Creation of charge in favour of State Bank of India of ₹ 2,50,00,00,000/-.	20-03-2023
58.	CSR-2	26-08-2022	Report on Corporate Social Responsibility for FY2022.	30-03-2023

Clarifications on certain points of e-form MGT-7 are as under:

1. Kindly note that there has been no transfer of shares in physical form during FY2023. However, as regards the shares held in dematerialized form, it is not possible to specifically identify and match the transferor and transferee and therefore, in point IV (iii), it has been mentioned that there were no transfers during FY2023.
2. In point VI (b) and point VII, kindly note that the number of shareholders/members is mentioned on the basis of total 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, 2023.
3. In point IX (c), the details pertaining only to the mandatory Committees as per the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been mentioned.
4. In point X, the amounts mentioned under the head 'Gross Salary' includes basic salary, performance bonus, allowances and perquisites.

Further, the amount mentioned under the head 'Stock Option/Sweat equity' is the perquisite on stock options exercised in FY2023.

5. In point X, the amounts mentioned under the head 'Others' pertaining to the remuneration of Independent Directors include sitting fees paid to the Independent Directors.
6. In the attachment pertaining to the list of shareholders that is to be uploaded post uploading of Form MGT-7, the names of the shareholders are to be bifurcated into three columns, i.e., 'First Name', 'Middle Name' and 'Last Name'. While such bifurcation is required in case of Individual shareholders, in case of Non-individual shareholders, such bifurcation could be avoided. Accordingly, we tried to fill-in the details of Non-individual shareholders in the 'First Name' column itself, however, we got the error 'More than one consecutive space is not allowed' and therefore, the names of all the shareholders (Individuals as well as Non-individuals) have been bifurcated across 'First Name', 'Middle Name' and 'Last Name' columns.

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	17/10/2022	3	3	100
12.	Corporate Social Responsibility Committee	14/02/2023	3	3	100
13.	Nomination & Remuneration Committee	20/04/2022	3	3	100
14.	Nomination & Remuneration Committee	21/07/2022	3	3	100
15.	Nomination & Remuneration Committee	20/10/2022	3	3	100
16.	Nomination & Remuneration Committee	19/01/2023	3	3	100
17.	Stakeholders Relationship Committee	13/04/2022	3	3	100
18.	Stakeholders Relationship Committee	14/07/2022	3	3	100
19.	Stakeholders Relationship Committee	14/10/2022	3	3	100
20.	Stakeholders Relationship Committee	13/01/2023	3	3	100
21.	Risk Management Committee	13/04/2022	7	7	100
22.	Risk Management Committee	14/07/2022	8	7	87.5
23.	Risk Management Committee	14/10/2022	8	8	100
24.	Risk Management Committee	13/01/2023	8	7	87.5