

May 11, 2022

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended
March 31, 2022

Ref: NSE Symbol - ISEC and BSE Scrip Code - 541179

Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended March 31, 2022 issued by M/s. Makarand M. Joshi & Co., Practicing Company Secretaries.

Request you to please take the above on records.

Yours faithfully,

For ICICI Securities Limited



Rupesh Jadhav
Chief Manager

Encl.: As above

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

ICICI Securities Limited

Registered Office:
ICICI Venture House
Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400025, India
Tel. (91 22) 6807 7100
Fax (91 22) 6807 7803

Corporate Office :
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) 6807 7100
Fax: (91 22) 6807 7801

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

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

Annual Secretarial Compliance Report of ICICI Securities Limited For Financial year ended March 31, 2022

To,
The Members,
ICICI Securities Limited,
ICICI Venture House, Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400025

We, M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **ICICI Securities Limited** ('the listed entity'),
- (b) the filings/submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on March 31, 2022 ('Review Period') in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI');

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations");
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**

- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 to the extent of listing of commercial papers;
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable.
- j) Securities and Exchange Board of India (Research Analysts) Regulations, 2014;
- k) Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992;
- l) Securities and Exchange Board of India (Underwriters) Regulations, 2021;
- m) Securities and Exchange Board of India (Stockbrokers) Regulations, 1992 and Rules, Regulations and Bye-laws of Stock Exchanges;
- n) Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} Regulations, 2011;
- o) Securities and Exchange Board of India (Investment Advisers) Regulations, 2013;
- p) Securities and Exchange Board of India (Certification of Associated Persons in the Securities Markets) Regulations, 2007;
- q) Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020.

and circulars/guidelines issued thereunder and SEBI circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 in respect of Resignation of statutory auditors from listed entities and their material subsidiaries. Based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Remarks of the Practicing Company Secretary
NIL		

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

Sr. No.	Action taken by	Details of violation	Details of action taken <i>E.g.</i> fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Multi Commodity Exchange of India Limited ('MCX') vide letter dated January 18, 2022	Non-compliances reported in the Internal Audit Report for the half year period April 01, 2021 to September 30, 2021 resulting into penalty are as follows: a. Non-Availability of Mandatory documentary evidence for Financial Information for Derivative Segment in 2 Cases. b. Incomplete disclosure of rationale for retention of funds towards margin obligations in the statements sent to 12	Penalty of Rs. 35,000/- levied by MCX for these two non-compliances reported in Internal Audit Report for the half year period from April 01, 2021 to September 30, 2021.	-

		clients.		
2.	National Stock Exchange of India Limited ('NSE')	There were few instances of trades done by the clients whose Unique Client Codes were not approved by NSE.	NSE has included the amount of penalty in monthly dues for the same.	Company is providing details of all the relevant uploads to NSE for these clients, in order to revisit the penalty and take necessary action for reduction/waiver of the penalty.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL				

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

MAKARAND Digitally signed by
MAKARAND
MADHUSU MADHUSUDAN JOSHI
DAN JOSHI Date: 2022.04.18
17:53:56 +05'30'

Makarand M. Joshi

Partner

FCS No. 5533

CP No. 3662

UDIN: F005533D000140107

Peer Review No: 640/2019

Place: Mumbai

Date: April 18, 2022