

May 28, 2019

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, 2019

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

Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended March 31, 2019 issued by M/s. Makarand M. Joshi & Co., Practising Company Secretaries.

Request you to please take the above on records.

Yours faithfully,

For **ICICI Securities Limited**



Raju Nanwani
Senior Vice President &
Company Secretary

Encl.: As above

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

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

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

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



MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803-804, 9th Floor, City of Joy, JSD Road, Mulund (W), Mumbai- 400080

Secretarial compliance report of ICICI Securities Limited *For the year ended March 31, 2019*

To,
The Members,
ICICI Securities Limited,
ICICI Centre, H.T. Parekh Marg,
Churchgate, Mumbai- 400020

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,

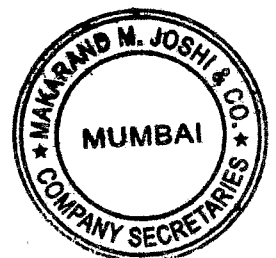
(d) any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended 2019 ('Review Period') in respect of compliance with the provisions of :

(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;
- 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; **(Not Applicable to the Company during the Audit Period)**
- 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;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the Audit Period)**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The 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;
- j) The Securities and Exchange Board of India (Research Analysts) Regulations, 2014;
- k) The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992;
- l) The Securities and Exchange Board of India (Underwriters) Regulations, 1993;
- m) The Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992 and Rules, Regulations, and Bye-laws of Stock Exchanges;
- n) The Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} Regulations, 2011
- o) The Securities and Exchange Board of India (Investment Advisers) Regulations, 2013;
- p) The Securities and Exchange Board of India (Certification of Associated Persons in the Securities Markets) Regulations, 2007;
- q) The IRDAI (Registration of Corporate Agents) Regulations, 2015; and



r) The Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993

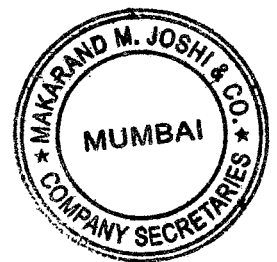
and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

(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
SEBI Circular CIR/MIRSD/120/2016 dated 10 November 2016 Point 2, Clause A Registered intermediaries have to update their IT systems as well as register all new accounts of individuals in accordance with the CKYCR template, mandatorily by October 31, 2016.	Non-upload of KYC details on CKYCR of clients on-boarded prior to August 1, 2016.	KYC related details of clients on-boarded prior to August 1, 2016 were not uploaded on CKYC Registry on account of non-availability of certain KYC details since seeking those additional details was not a regulatory requirement at the time of on-boarding those clients and was made applicable subsequently on a retrospective basis. The Company has made representations to SEBI in this regard highlighting practical challenges in uploading those details in CKYC registry.

(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.




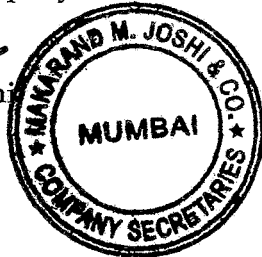
Sr.No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Not Applicable				

(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
Not Applicable				

For Makarand M. Joshi & Co.
Practicing Company Secretaries


Makarand Joshi
Partner
FCS No. 5533
CP No. 3662



Place: Mumbai
Date: 16.04.2019