

FORM NO. MGT - 9
EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:	
CIN	U72200MH1989PLC166901
Registration Date	January 5, 1988
Name of the Company	ICICI Venture Funds Management Company Limited
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered office and contact details	ICICI Venture House, Ground Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025. Tel. No. 022 – 6655 5050
Whether listed company	No
Name, Address and Contact details of Registrar and Transfer Agent, if any	3i Infotech Limited, Tower # 5, 3rd to 6th Floor, International Infotech Park, Vashi, Navi Mumbai - 400 703. Tel. No. 022 - 6792 8070

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Asset Management Services	65999	33.43%
2	Others	74999	66.57%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
ICICI Bank Limited, ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara, Gujarat – 390007	L65190GJ1994PLC021012	Holding	100%	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF									
b) Central Govt									
c) State Govt (s)									
d) Bodies Corp.									
e) Banks / FI	999,994	6	1,000,000	100%	999,994	6	1,000,000	100%	-
f) Any Other									
Sub-total (A) (1):-	999,994	6	1,000,000	100%	999,994	6	1,000,000	100%	-
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs - Individuals									
b) Other – Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other....									
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	999,994	6	1,000,000	100%	999,994	6	1,000,000	100%	-

B. Public Shareholding	-	-	-	-	-	-	-	-	-
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify) – unlisted public companies									
Sub-total (B)(1):-									
2. Non-Institutions									
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh									
c) Others (specify)									
Sub-total (B)(2):-									
Total Public Shareholding (B)=(B)(1)+(B)(2)									
C. Shares held by Custodian for GDRs & ADRs	NA								
Grand Total (A+B+C)	999,994	6	1,000,000	100%	999,994	6	1,000,000	100%	NIL

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ii) Shareholding of Promoters :

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	ICICI Bank Limited (along with its nominees)	1,000,000	100%	-	1,000,000	100%	-	-
	Total	1,000,000	100%	-	1,000,000	100%	-	-

iii) Change in Promoters' Shareholding (please specify, if there is no change) – No change in the Promoters' Shareholding in the Company

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1,000,000	100%	1,000,000	100%

	Date wise Increase / Decrease in Promoters Share Holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Not Applicable			
	At the End of the year	1,000,000	100%	1,000,000	100%

iv) *Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):*

Sl. No.		Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
	At the beginning of the Year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year (or on the date of separation, if separated during the year)	-	-	-	-

v) *Shareholding of Directors and Key Managerial Personnel:*

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Directors and KMP				
	At the beginning of the year	None of the Directors hold shares in the Company. KMP is not applicable to the Company.			
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	At the End of the year				

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ Million)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	534.0	Nil	Nil	534.0
ii) Interest due but not paid	2.9	Nil	Nil	2.9
iii) Interest accrued but not due	534.0	Nil	Nil	534.0
Total (i+ii+iii)	536.9	Nil	Nil	536.9
Change in Indebtedness during the financial year				
• Addition	Nil	Nil	Nil	Nil
• Reduction	(536.9)	Nil	Nil	(536.9)
Net Change	(536.9)	Nil	Nil	(536.9)
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SI. No.	Particulars of Remuneration	Total Amount (₹)	
		Mr. Prashant Purker, Managing Director & CEO (WTD)	Mr. Mohit Batra, Executive Director (WTD)
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	40,767,693	32,023,003
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	588,246	343,716
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others, please specify – (Retirals & Other benefits)	2,961,362	3,801,241
	Total (A)	44,317,301	36,167,960
	Ceiling as per the Act	As per Schedule V of the Act	As per Schedule V of the Act

B. Remuneration to other directors:

(₹ million)

Sl. No.	Particulars of Remuneration	Name of the Director			Total Amount
		S. Mukherji	Sridar Iyengar	Marti Subrahmanyam	
	1. Independent Directors ➤ Fee for attending board / committee meetings ➤ Commission ➤ Others, please specify	0.54	0.54	0.54	1.62
	Total (1)	0.54	0.54	0.54	1.62
	2. Other Non-Executive Directors ➤ Fee for attending board / committee meetings ➤ Commission ➤ Others, please specify				Nil
	Total (2)				
	Total (B)=(1+2)				1.62

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD – Not Applicable

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
					Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-

4	Commission - as % of profit - others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: - NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

Form No. AOC-2
(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: - NIL
2. Details of material contracts or arrangement or transactions at arm's length basis:

ICICI Venture Funds Management Company Limited ("Company" or "ICICI Venture") undertakes various transactions with related parties in the ordinary course of business. The Company has a Board approved policy on related party transactions. ICICI Venture, being a subsidiary of ICICI Bank Limited, also adheres to the Group's Arms' Length Policy which requires all the transactions with the Group companies to be at arm's length. The transactions between ICICI Venture and its related parties, during the year ended March 31, 2019, were based on the principles of arm's length.

The details of material related party transactions at an aggregate level for year ended March 31, 2019 are as follows:

Sr. no	Nature of contracts / transactions	Name of the related party	Nature of relationship	Duration of contracts	Salient terms of contracts/transactions	(₹ million)
1	Reimbursement recovered towards Rental income	ICICI Bank Limited	Holding Company	-	At Contractual rate	8.4
2	Dividend Payment	ICICI Bank Limited	Holding Company	-	Dividend payment out of FY2017-18 & FY218-19 profits	460.8
3	Premium paid towards general Insurance	ICICI Lombard General Insurance Company Limited	Entities under common control	Various policies	Insurance of Fixed Assets, Venture Capital Asset Protection Policy, hospitalization cover for employees, etc.,	9.8
4	Performance Fee	ICICI Strategic Investment Fund	Entities under common control	Not applicable	At Contractual rate	3.1

Sr. no	Nature of contracts / transactions	Name of the related party	Nature of relationship	Duration of contracts	Salient terms of contracts/transactions	(₹ million)
5	Marketing & distribution expenses	ICICI Securities Limited	Entities under common control	Not applicable	At Contractual rate	6.9
6	Rental income	ICICI Bank Limited	Holding Company	3 Years	At Contractual rate	59.7

For and on behalf of the Board of Directors
ICICI Venture Funds Management Company Limited

Place: Mumbai
Date: April 17, 2019

Sd/-
Sridar Iyengar
Chairman