

July 17, 2024

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: Declaration of voting results of Postal Ballot alongwith the Scrutinizer's report

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

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), as amended from time to time, read with applicable rules made under the Act read with relevant applicable circulars issued by the Ministry of Corporate Affairs ('MCA Circulars'), the Company had sought approval of the Members on the following Ordinary Resolutions through Postal Ballot by remote e-voting process ('remote e-voting'/'e-voting') only.

1. Re-appointment of Mr. Vijay Chandok (DIN: 01545262) as the Managing Director & CEO of the Company and payment of remuneration;
2. Appointment of Mr. T.K. Srirang (DIN: 10594104) as a Director of the Company; and
3. Appointment of Mr. T.K. Srirang (DIN: 10594104) as the Joint Managing Director of the Company and payment of remuneration.

The e-voting for the purpose of Postal Ballot commenced on Monday, June 17, 2024 at 9:00 a.m. (IST) and concluded on Tuesday, July 16, 2024 at 5:00 p.m. (IST).

Dholakia & Associates LLP, Practicing Company Secretaries, the Scrutinizer appointed to scrutinize the Postal Ballot voting process, have submitted their report today. In terms of the report of the Scrutinizer, the resolutions contained in the Postal Ballot Notice dated June 12, 2024 have been approved by the Members with requisite majority.

The resolutions are deemed to have been passed on the last date of voting, i.e. Tuesday, July 16, 2024.

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 :

Building No. 3, Plot No. Gen- 2/1D, Gen-2/1E and Gen-2/1F, at
MIDC TTC Industrial Area, Mindspace Juinagar,
Bonsari, Shiravane Turbhe MIDC, Navi Mumbai – 400706
"Tel". (91 22) 4070 1000

Name of Compliance Officer (Broking Operations) : Mamta Shetty

Email Address: complianceofficer@icicisecurities.com / Tel. (91 22) 4070 1000

Website Address: www.icicisecurities.com / www.icicidirect.com



Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed the following:

1. Voting results in the format prescribed under Regulation 44 of Listing Regulations as provided by KFin Technologies Limited (e-voting agency); and
2. Report of the Scrutinizer on voting by Postal Ballot.

The above information will also be available on the Website of the Company at www.icicisecurities.com.

Kindly take the above on your records and oblige.

Thanking you,

Yours faithfully,

For ICICI Securities Limited

Raju Nanwani
Company Secretary

Encl.: As above

| | |
|--------------------------------------------------------------------------------------|--------------------------|
| Company Name | ICICI SECURITIES LIMITED |
| Date of the AGM/EGM/last day of receipt of Postal Ballot forms | July 16, 2024 |
| Total number of shareholders on record date | 129097 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | - |
| Public: | - |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | - |
| Public: | - |

| Resolution required: (Ordinary/ Special) | ORDINARY - Re-appointment of Mr. Vijay Chandok (DIN: 01545262) as the Managing Director & CEO of the Company and payment of remuneration | | | | | | | |
|---------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 241679478 | 241652692 | 99.9889 | 241652692 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 62390008 | 50765599 | 81.3682 | 50407770 | 357829 | 99.2951 | 0.7048 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 19635280 | 371321 | 1.8911 | 236362 | 134959 | 63.6543 | 36.3456 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 323704766 | 292789612 | 90.4496 | 292296824 | 492788 | 99.8317 | 0.1683 |

| Resolution required: (Ordinary/ Special) | ORDINARY - Appointment of Mr. T.K. Srirang (DIN: 10594104) as a Director of the Company | | | | | | | |
|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 241679478 | 241652692 | 99.9889 | 241652692 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 62390008 | 50765599 | 81.3682 | 50409881 | 355718 | 99.2992 | 0.7007 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 19635280 | 371270 | 1.8908 | 252844 | 118426 | 68.1024 | 31.8975 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Total | | 323704766 | 292789561 | 90.4496 | 292315417 | 474144 | 99.8381 | 0.1619 |

| Resolution required: (Ordinary/ Special) | ORDINARY - Appointment of Mr. T.K. Srirang (DIN: 10594104) as the Joint Managing Director of the Company and payment of remuneration | | | | | | | |
|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 241679478 | 241652692 | 99.9889 | 241652692 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 62390008 | 50765599 | 81.3682 | 50456086 | 309513 | 99.3903 | 0.6096 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 19635280 | 370333 | 1.8861 | 251642 | 118691 | 67.9501 | 32.0498 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 323704766 | 292788624 | 90.4493 | 292360420 | 428204 | 99.8537 | 0.1463 |

For ICICI Securities Limited

**Raju Nanwani
Company Secretary**

Managing Partner
CS Nrupang B. Dholakia
B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

DHOLAKIA & ASSOCIATES LLP
(COMPANY SECRETARIES)

Designated Partner
CS Michelle Martin
B. Com, A.C.S, L.L.B

SCRUTINIZER'S REPORT

To,
Mr. Vinod Kumar Dhall
Chairman
ICICI Securities Limited

SUB: REPORT ON THE POSTAL BALLOT PROCESS FOR THE RESOLUTIONS AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED JUNE 12, 2024

Dear Sir,

1. Dholakia & Associates LLP, Company Secretaries ("firm") were appointed as the scrutinizer by the Board of Directors of ICICI Securities Limited ("the Company") on June 12, 2024 to scrutinize the postal ballot voting process (voting by e-voting/remote e-voting) in connection with the subject matter.
2. I, CS Nrupang B. Dholakia, Managing Partner of the firm, submit my report as under:
 - 2.1 The Company completed the despatch of Notice of postal ballot on June 13, 2024 through electronic mode to the Members whose names appeared in the register of members or in the register of beneficial owners maintained by the Depositories as at the close of business hours on Monday, June 10, 2024 ('cut-off date') and whose e-mail IDs were registered with Company/Registrar and Transfer Agent of the Company/Depositories, pursuant to the applicable General Circulars issued by the Ministry of Corporate Affairs for conduct of postal ballot.
 - 2.2 The postal ballot was conducted only through remote e-voting system pursuant to the applicable MCA Circulars, hence, postal ballot forms were not required to be sent by the Company.
 - 2.3 I have received a complete record of votes cast by e-voting mode on Tuesday, July 16, 2024 from KFin Technologies Limited, the 'e-voting Agency'. The voting period concluded on Tuesday, July 16, 2024 at 5.00 p.m. (IST).
 - 2.4 Particulars of all the votes cast by electronic mode have been entered in a register separately maintained for the purpose in electronic mode.

- 2.5 I am obligated under section 110 of the Companies Act, 2013 and the Rules framed thereunder to retain the postal ballot related data till the time the Company signs the minutes or proceedings. Once the copy of minutes or proceedings is provided, the same will be handed over to the Company.
3. The Members who have abstained from voting in the e-voting have been treated as invalid (details attached in **Annexure - II**)
4. In accordance with the basis of rejection (as per **Annexure - I**) and on proper scrutiny of all the postal ballot votes cast by way of e-voting, I report the result of the postal ballot as under:

RESOLUTION NO. 1 – RE-APPOINTMENT OF MR. VIJAY CHANDOK (DIN: 01545262) AS THE MANAGING DIRECTOR & CEO OF THE COMPANY AND PAYMENT OF REMUNERATION – ORDINARY RESOLUTION

(a) Details of voting, as received from the e-voting agency is as follows:

| Particulars | Number of Members who have cast their votes | No. of Equity Shares of the nominal value of INR 5/- each (votes cast) |
|-----------------------------------------------------------------------------------------------|---------------------------------------------|------------------------------------------------------------------------|
| Total votes received (members voted) * | 1,288 | 29,27,97,704 |
| Less: Total number of invalid votes (as per details attached in Annexure - II) | 30 | 8,092 |
| Total Number of valid votes (members voted) * | 1,258 | 29,27,89,612 |

(b) Details of Voting:

| Particulars | Aggregate of voting | No. of Equity Shares of the nominal value of INR 5/- each (votes cast) | % of valid votes received |
|-----------------------------------------------------|---------------------|------------------------------------------------------------------------|---------------------------|
| Total valid votes received (members voted) * | 1,258 | 29,27,89,612 | 100 |
| Assented to Resolution | 998 | 29,22,96,824 | 99.83 |
| Dissented to Resolution | 266 | 4,92,788 | 0.17 |

* Six Members have voted partially in 'For' as well as 'Against' categories.

RESOLUTION NO. 2 – APPOINTMENT OF MR. T.K. SRIRANG (DIN: 10594104) AS A DIRECTOR OF THE COMPANY – ORDINARY RESOLUTION

(a) Details of voting, as received from the e-voting agency is as follows:

| Particulars | Number of Members who have cast their votes | No. of Equity Shares of the nominal value of INR 5/- each (votes cast) |
|--------------------------------------------------------------------------------------------------|---------------------------------------------|------------------------------------------------------------------------|
| Total votes received (members voted) * | 1,288 | 29,27,97,704 |
| Less: Total number of invalid votes (as per details attached in Annexure - II) | 31 | 8,143 |
| Total Number of valid votes (members voted) * | 1,257 | 29,27,89,561 |

(b) Details of Voting:

| Particulars | Aggregate of voting | No. of Equity Shares of the nominal value of INR 5/- each (votes cast) | % of valid votes received |
|---------------------------------------------------------|---------------------|------------------------------------------------------------------------|---------------------------|
| Total valid votes received (members voted) * | 1,257 | 29,27,89,561 | 100 |
| Assented to Resolution | 1,011 | 29,23,15,417 | 99.84 |
| Dissented to Resolution | 252 | 4,74,144 | 0.16 |

* Six Members have voted partially in 'For' as well as 'Against' categories.

RESOLUTION NO. 3 – APPOINTMENT OF MR. T.K. SRIRANG (DIN: 10594104) AS THE JOINT MANAGING DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION – ORDINARY RESOLUTION

(a) Details of voting, as received from the e-voting agency is as follows:

| Particulars | Number of Members who have cast their votes | No. of Equity Shares of the nominal value of INR 5/- each (votes cast) |
|------------------------------------------------------------------------------------------|---------------------------------------------|------------------------------------------------------------------------|
| Total votes received (members voted) * | 1,288 | 29,27,97,605 |
| <u>Less:</u> Total number of invalid votes (as per details attached in Annexure - II) | 32 | 8,981 |
| Total Number of valid votes (members voted) * | 1,256 | 29,27,88,624 |

(b) Details of Voting:

| Particulars | Aggregate of voting | No. of Equity Shares of the nominal value of INR 5/- each (votes cast) | % of valid votes received |
|---------------------------------------------------------|---------------------|------------------------------------------------------------------------|---------------------------|
| Total valid votes received (members voted) * | 1,256 | 29,27,88,624 | 100 |
| Assented to Resolution | 1,004 | 29,23,60,420 | 99.85 |
| Dissented to Resolution | 255 | 4,28,204 | 0.15 |

* Three Members have voted partially in 'For' as well as 'Against' categories

Managing Partner
CS Nrupang B. Dholakia
B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

DHOLAKIA & ASSOCIATES LLP
(COMPANY SECRETARIES)

Designated Partner
CS Michelle Martin
B. Com, A.C.S, L.L.B

5. You may accordingly declare the result of the postal ballot voting process.

NRUPANG
BHUMITRA
DHOLAKIA
CS Nrupang B. Dholakia
Managing Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 10032 C. P. No. 12884

Digitally signed by NRUPANG BHUMITRA
DHOLAKIA
DN: c=IN, ou=Personal, postalCode=400051,
st=Maharashtra,
serialNumber=10044759888051024889941,
e=NRUPANG@DHOLAKIA.COM,
ou=NRUPANG BHUMITRA DHOLAKIA
Date: 2024.07.17 12:14:40+05'30'

ICSI Unique Code: P2014MH034700
Peer Review Certificate No: 2404/2022
ICSI UDIN: F010032F000757671
Place: Mumbai
Date: 17th July, 2024

“ANNEXURE-I”

BASIS OF REJECTION

1. Corporate Member/ Institutional Member (other than Individuals, HUF, NRI, etc.) has not uploaded scanned copy / hard copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. or e-mailed at scrutinizer@dholakia-associates.com or not available with us.
2. Board Resolution / Authority Letter / Power of Attorney, etc. does not grant power in favour of the person who has exercised voting right.

“ANNEXURE-II”

REPORT FOR INVALID VOTES

RESOLUTION NO. 1 – RE-APPOINTMENT OF MR. VIJAY CHANDOK (DIN: 01545262) AS THE MANAGING DIRECTOR & CEO OF THE COMPANY AND PAYMENT OF REMUNERATION

| Sr. No. | Category | No. of Votes (members) | Total number of Invalid votes (Equity share of the Nominal Value of INR 5/- each) |
|--------------|--------------------------------------------------------|------------------------|-----------------------------------------------------------------------------------|
| 1. | Board Resolution / Power of Attorney not uploaded/sent | NIL | NIL |
| 2. | Abstained from voting | 30 | 8,092 |
| TOTAL | | 30 | 8,092 |

RESOLUTION NO. 2 APPOINTMENT OF MR. T.K. SRIRANG (DIN: 10594104) AS A DIRECTOR OF THE COMPANY

| Sr. No. | Category | No. of Votes (members) | Total number of Invalid votes (Equity share of the Nominal Value of INR 5/- each) |
|--------------|--------------------------------------------------------|------------------------|-----------------------------------------------------------------------------------|
| 1. | Board Resolution / Power of Attorney not uploaded/sent | NIL | NIL |
| 2. | Abstained from voting | 31 | 8,143 |
| TOTAL | | 31 | 8,143 |

Managing Partner
CS Nrupang B. Dholakia
B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

DHOLAKIA & ASSOCIATES LLP
(COMPANY SECRETARIES)

Designated Partner
CS Michelle Martin
B. Com, A.C.S, L.L.B

RESOLUTION NO. 3 APPOINTMENT OF MR. T.K. SRIRANG (DIN: 10594104) AS THE JOINT MANAGING DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION

| Sr. No. | Category | No. of Votes (members) | Total number of Invalid votes (Equity share of the Nominal Value of INR 5/- each) |
|--------------|--------------------------------------------------------|------------------------|-----------------------------------------------------------------------------------|
| 1. | Board Resolution / Power of Attorney not uploaded/sent | NIL | NIL |
| 2. | Abstained from voting | 32 | 8,981 |
| TOTAL | | 32 | 8,981 |

Counter signed by Raju Nanwani, Company Secretary

NRUPANG
BHUMITRA
DHOLAKIA
CS Nrupang B. Dholakia
Managing Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 10032 C. P. No. 12884

Digitally signed by NRUPANG
BHUMITRA DHOLAKIA
DN: cn=B, o=Personal,
postalCode=400051,
st=Maharashtra,
serialNumber=F0A47593E8B457DD
4E896941E41EAF0B75D07D25D195
4335536991E0399A, cn=NRUPANG
BHUMITRA DHOLAKIA
Date: 2024.07.17 17:58:15 +05'30'

ICSI Unique Code: P2014MH034700
Peer Review Certificate No: 2404/2022
ICSI UDIN: F010032F000757671
Place: Mumbai
Date: 17th July, 2024