

September 20, 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: Voting results of the Twenty-Ninth Annual General Meeting and combined report issued by the Scrutinizer

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

The Twenty-Ninth Annual General Meeting ('AGM'/ 'Meeting') of the Members of ICICI Securities Limited ('the Company') was held on Thursday, September 19, 2024 at 4:30 p.m. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

Pursuant to Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided facility to the Members to exercise their voting rights through electronic voting (remote e-voting) for the items of business as detailed in the Notice of the AGM dated July 23, 2024.

The Company had appointed National Securities Depository Limited ('NSDL') for providing facility to attend the AGM through VC/OAVM and to vote on the resolutions being considered at the AGM (including remote e-voting). The remote e-voting facility was provided to the Members of the Company holding shares as on the cut-off date i.e. Thursday, September 12, 2024. The remote e-voting period commenced on Sunday, September 15, 2024 at 9.00 a.m. (IST) and ended on Wednesday, September 18, 2024 at 5.00 p.m. (IST). The Company extended the facility for electronic voting during the AGM for those Members who were present at the AGM but had not cast their votes by remote e-voting through NSDL.

Accordingly, please find attached the following disclosures:

1. Voting results in the format prescribed under Regulation 44 of Listing Regulations; and

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

Name of Compliance Officer (Broking Operations) : Ms. Mamta Shetty

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

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



2. Scrutinizer's combined report on remote e-voting and electronic voting during the AGM, pursuant to Section 108 of the Act and the rules thereunder.

Based on the Scrutinizer's combined report dated September 20, 2024, all the resolutions as set out in the Notice of the AGM dated July 23, 2024 were passed by the Members with requisite Majority.

Request you to please take the above information on records.

Thanking you,

Yours faithfully,
For ICICI Securities Limited

Raju Nanwani
Company Secretary

Encls.: As above

| General information about company | |
|---|--------------------------|
| Scrip code | 541179 |
| NSE Symbol | ISEC |
| MSEI Symbol | NOTAPPLICABLE |
| ISIN | INE763G01038 |
| Name of the company | ICICI Securities Limited |
| Type of meeting | AGM |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 19-09-2024 |
| Start time of the meeting | 04:30 PM |
| End time of the meeting | 05:28 PM |

Scrutinizer Details

| | |
|---|---------------------------|
| Name of the Scrutinizer | Nrupang B. Dholakia |
| Firms Name | Dholakia & Associates LLP |
| Qualification | CS |
| Membership Number | 10032 |
| Date of Board Meeting in which appointed | 23-07-2024 |
| Date of Issuance of Report to the company | 20-09-2024 |

Voting results

| | |
|--|------------|
| Record date | 12-09-2024 |
| Total number of shareholders on record date | 120646 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | 0 |
| b) Public | 0 |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | 1 |
| b) Public | 70 |
| No. of resolution passed in the meeting | 9 |
| Disclosure of notes on voting results | |

| Resolution(1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 241686682 | 241652692 | 99.9859 | 241652692 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 241686682 | 241652692 | 99.9859 | 241652692 | 0 | 100 |
| Public-Institutions | E-Voting | 63353809 | 51935569 | 81.977 | 51935569 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 63353809 | 51935569 | 81.977 | 51935569 | 0 | 100 |
| Public- Non Institutions | E-Voting | 18948854 | 1064145 | 5.6159 | 1023113 | 41032 | 96.1441 | 3.8559 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 18948854 | 1064145 | 5.6159 | 1023113 | 41032 | 96.1441 |
| Total | | 323989345 | 294652406 | 90.9451 | 294611374 | 41032 | 99.9861 | 0.0139 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

| Details of Invalid Votes | |
|---------------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

| Resolution(2) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of the Auditors thereon | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 241686682 | 241652692 | 99.9859 | 241652692 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 241686682 | 241652692 | 99.9859 | 241652692 | 0 | 100 |
| Public- Institutions | E-Voting | 63353809 | 51935569 | 81.977 | 51935569 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 63353809 | 51935569 | 81.977 | 51935569 | 0 | 100 |
| Public- Non Institutions | E-Voting | 18948854 | 1064089 | 5.6156 | 1023069 | 41020 | 96.1451 | 3.8549 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 18948854 | 1064089 | 5.6156 | 1023069 | 41020 | 96.1451 |
| Total | | 323989345 | 294652350 | 90.9451 | 294611330 | 41020 | 99.9861 | 0.0139 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

Details of Invalid Votes

| Category | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

| Resolution(3) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | To confirm the payment of first and second interim dividend on equity shares declared for the financial year ended March 31, 2024 | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 241686682 | 241652692 | 99.9859 | 241652692 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 241686682 | 241652692 | 99.9859 | 241652692 | 0 | 100 |
| Public- Institutions | E-Voting | 63353809 | 51937764 | 81.9805 | 51937764 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 63353809 | 51937764 | 81.9805 | 51937764 | 0 | 100 |
| Public- Non Institutions | E-Voting | 18948854 | 1066593 | 5.6288 | 1027477 | 39116 | 96.3326 | 3.6674 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 18948854 | 1066593 | 5.6288 | 1027477 | 39116 | 96.3326 |
| Total | | 323989345 | 294657049 | 90.9465 | 294617933 | 39116 | 99.9867 | 0.0133 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

| Details of Invalid Votes | |
|---------------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

| Resolution(4) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Appointment of Mr. Ajay Saraf (DIN: 00074885), who retires by rotation and being eligible, offers himself for re-appointment | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 241686682 | 241652692 | 99.9859 | 241652692 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 241686682 | 241652692 | 99.9859 | 241652692 | 0 | 100 |
| Public- Institutions | E-Voting | 63353809 | 51935569 | 81.977 | 51580935 | 354634 | 99.3172 | 0.6828 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 63353809 | 51935569 | 81.977 | 51580935 | 354634 | 99.3172 |
| Public- Non Institutions | E-Voting | 18948854 | 1075237 | 5.6744 | 1004674 | 70563 | 93.4374 | 6.5626 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 18948854 | 1075237 | 5.6744 | 1004674 | 70563 | 93.4374 |
| Total | | 323989345 | 294663498 | 90.9485 | 294238301 | 425197 | 99.8557 | 0.1443 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

Details of Invalid Votes

| Category | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

| Resolution(5) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Revision in remuneration payable to Mr. Ajay Saraf (DIN: 00074885), the Executive Director of the Company | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 241686682 | 241652692 | 99.9859 | 241652692 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 241686682 | 241652692 | 99.9859 | 241652692 | 0 | 100 |
| Public- Institutions | E-Voting | 63353809 | 51935569 | 81.977 | 51633679 | 301890 | 99.4187 | 0.5813 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 63353809 | 51935569 | 81.977 | 51633679 | 301890 | 99.4187 |
| Public- Non Institutions | E-Voting | 18948854 | 1075022 | 5.6733 | 1001915 | 73107 | 93.1995 | 6.8005 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 18948854 | 1075022 | 5.6733 | 1001915 | 73107 | 93.1995 |
| Total | | 323989345 | 294663283 | 90.9484 | 294288286 | 374997 | 99.8727 | 0.1273 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

| Details of Invalid Votes | |
|---------------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

| Resolution(6) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Increase in payment of profit related commission to be paid to the Independent Directors of the Board from FY2025 onwards | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 241686682 | 241652692 | 99.9859 | 241652692 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 241686682 | 241652692 | 99.9859 | 241652692 | 0 | 100 |
| Public- Institutions | E-Voting | 63353809 | 51935569 | 81.977 | 39737907 | 12197662 | 76.5139 | 23.4861 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 63353809 | 51935569 | 81.977 | 39737907 | 12197662 | 76.5139 |
| Public- Non Institutions | E-Voting | 18948854 | 1065327 | 5.6221 | 989833 | 75494 | 92.9135 | 7.0865 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 18948854 | 1065327 | 5.6221 | 989833 | 75494 | 92.9135 |
| Total | | 323989345 | 294653588 | 90.9455 | 282380432 | 12273156 | 95.8347 | 4.1653 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

| Details of Invalid Votes | |
|---------------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

| Resolution(7) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | Yes | | | | |
| Description of resolution considered | | | | Material related party transaction(s) for credit facilities | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 241686682 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 241686682 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Institutions | E-Voting | 63353809 | 51935569 | 81.977 | 51935569 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 63353809 | 51935569 | 81.977 | 51935569 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | 18948854 | 1062275 | 5.606 | 1012804 | 49471 | 95.3429 | 4.6571 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 18948854 | 1062275 | 5.606 | 1012804 | 49471 | 95.3429 | 4.6571 |
| Total | | 323989345 | 52997844 | 16.3579 | 52948373 | 49471 | 99.9067 | 0.0933 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

| Details of Invalid Votes | |
|---------------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

| Resolution(8) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | Yes | | | | |
| Description of resolution considered | | | | Material related party transaction(s) for placing of deposits | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 241686682 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 241686682 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Institutions | E-Voting | 63353809 | 51935569 | 81.977 | 51935569 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 63353809 | 51935569 | 81.977 | 51935569 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | 18948854 | 1062275 | 5.606 | 1010302 | 51973 | 95.1074 | 4.8926 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 18948854 | 1062275 | 5.606 | 1010302 | 51973 | 95.1074 | 4.8926 |
| Total | | 323989345 | 52997844 | 16.3579 | 52945871 | 51973 | 99.9019 | 0.0981 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

| Details of Invalid Votes | |
|---------------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

| Resolution(9) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Enhancement of the existing borrowing limit under Section 180 of the Companies Act, 2013 | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 241686682 | 241652692 | 99.9859 | 241652692 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 241686682 | 241652692 | 99.9859 | 241652692 | 0 | 100 |
| Public- Institutions | E-Voting | 63353809 | 51935569 | 81.977 | 51487667 | 447902 | 99.1376 | 0.8624 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 63353809 | 51935569 | 81.977 | 51487667 | 447902 | 99.1376 |
| Public- Non Institutions | E-Voting | 18948854 | 1063487 | 5.6124 | 1015242 | 48245 | 95.4635 | 4.5365 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 18948854 | 1063487 | 5.6124 | 1015242 | 48245 | 95.4635 |
| Total | | 323989345 | 294651748 | 90.9449 | 294155601 | 496147 | 99.8316 | 0.1684 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

| Details of Invalid Votes | |
|---------------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

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

Combined Report of Scrutinizer for remote e-voting and e-voting during the Annual General Meeting

To,
Mr. Vinod Kumar Dhall
Chairman
ICICI Securities Limited

Report on voting for the 29th Annual General Meeting (“Meeting”/“AGM”) held on Thursday, September 19, 2024 at 4:30 p.m. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”).

Combined Scrutinizer’s Report on voting through Remote e-voting and electronic voting during the AGM in terms of provisions of the Companies Act, 2013 (herein after referred to as “Act”) read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dholakia & Associates LLP, Company Secretaries (“the firm”) were appointed as the Scrutinizer by the Board of Directors of **ICICI Securities Limited (“the Company”)** pursuant to section 108 of the Companies Act, 2013 read with Rules made there under to scrutinize the electronic voting (remote e-voting) and the electronic voting during the AGM (e-voting) for the resolutions contained in the Notice of AGM.

I, **CS Nrupang B. Dholakia, Managing Partner of the firm**, submit combined report as under:

1. The AGM was held in compliance with the MCA Circulars regarding holding of the AGM through VC/OVAM without the physical presence of the Members at a common venue. The Company has confirmed that the Notice of the AGM along with the Annual Report for the financial year 2023-24 has been sent on August 26, 2024 only through electronic mode to those Members whose e-mail addresses were registered with the Company, RTA or Depositories in compliance with the applicable MCA Circulars and SEBI Circulars. Further, the Company has also sent physical copies of the Annual Report and the Notice of the AGM to those members who had requested for the same.

Managing Partner
CS Nrupang B. Dholakia
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2. Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting (which includes remote e-voting and the electronic voting during the AGM) by the Members on the resolutions proposed in the Notice convening the 29th AGM of the Company was the responsibility of the management. Our responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner and render a combined scrutinizer's report on the voting to the Chairman on the resolutions.
3. The voting facility both for e-voting prior to the AGM (remote e-voting) and electronic voting during the AGM (e-voting) was provided by National Securities Depository Limited ("NSDL").
4. The Members of the Company as on the "cut-off" date i.e. Thursday, September 12, 2024 were entitled to vote on the resolutions.
5. The remote e-voting period commenced on Sunday, September 15, 2024 at 9:00 a.m. (IST) and concluded on Wednesday, September 18, 2024 5:00 p.m. (IST).
6. The e-voting during the AGM was conducted online on the website of NSDL i.e. www.evoting.nsd.com.
7. The facility to vote through electronic voting system as stated in point 6 above had also been provided to facilitate voting for those Members who were present during the meeting through VC/OAVM and had not cast their votes through remote e-Voting.
8. After the closure of the e-voting post 15 minutes of conclusion of AGM, the votes cast through e-voting during the AGM and through remote e-voting prior to the date of AGM were unblocked from the website of NSDL i.e. www.evoting.nsd.com on Thursday, September 19, 2024 in the presence of two witnesses i.e. Mr. Lalit Shah and Mr. Vidyut Vasavada who are not in the employment of the Company. **(Declaration enclosed)**.
9. I hereby submit a combined scrutinizer's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 29th AGM based on the scrutiny of remote e-voting and the electronic voting during the AGM and votes cast therein relying on the data downloaded by me from the electronic voting system of NSDL.

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10. The votes cast by Corporate/Institutional Members who have e-mailed the scanned certified true copy of the Board Resolution/Authority Letter, etc. at email ID: scrutinizer@dholakia-associates.com with a copy marked to evoting@nsdl.com or have uploaded on the website of NSDL i.e. www.evoting.nsdl.com or provided by the Company or Registrar and Share Transfer Agent of the Company have been considered valid.
11. Members who had exercised their vote through remote e-voting were not allowed to vote during the AGM in compliance with Rule 20(4)(xi) of the Companies (Management and Administration) Rules, 2014.
12. **The Combined Result (Remote e-Voting + e-Voting during the AGM) is as under:**

1. **Item No 1: To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon (Ordinary Resolution):**

| Particulars | Number of Members who cast vote | No. of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|--|---------------------------------|--|
| A. Remote e-Voting | | |
| Total Votes received | 740 | 29,46,18,440 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 740 | 29,46,18,440 |
| B. e-Voting during the AGM | | |
| Total Votes received | 23 | 33,966 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 23 | 33,966 |
| C. Combined (A+B) | | |
| Total Votes received | 763 | 29,46,52,406 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 763 | 29,46,52,406 |

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(i) Voted in favour of the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|-----------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 711 | 29,45,78,564 | 99.99 |
| B. e-Voting during the AGM | | |
| 20 | 32,810 | 96.60 |
| C. Combined (A+B) | | |
| 731 | 29,46,11,374 | 99.99 |

(ii) Voted against the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|-----------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 29 | 39,876 | 0.01 |
| B. e-Voting during the AGM | | |
| 3 | 1,156 | 3.40 |
| C. Combined (A+B) | | |
| 32 | 41,032 | 0.01 |

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2. Item No 2: To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of the Auditors thereon (Ordinary Resolution):

| Particulars | Number of Members who cast vote | No. of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|--|---------------------------------|--|
| A. Remote e-Voting | | |
| Total Votes received | 739 | 29,46,18,384 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 739 | 29,46,18,384 |
| B. e-Voting during the AGM | | |
| Total Votes received | 23 | 33,966 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 23 | 33,966 |
| C. Combined (A+B) | | |
| Total Votes received | 762 | 29,46,52,350 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 762 | 29,46,52,350 |

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(i) Voted in favour of the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|-----------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 711 | 29,45,78,520 | 99.99 |
| B. e-Voting during the AGM | | |
| 20 | 32,810 | 96.60 |
| C. Combined (A+B) | | |
| 731 | 29,46,11,330 | 99.99 |

(ii) Voted against the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|-----------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 28 | 39,864 | 0.01 |
| B. e-Voting during the AGM | | |
| 3 | 1,156 | 3.40 |
| C. Combined (A+B) | | |
| 31 | 41,020 | 0.01 |

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3. Item No 3: To confirm the payment of first and second interim dividend on equity shares declared for the financial year ended March 31,2024 (Ordinary Resolution):

| Particulars | Number of Members who cast vote | No. of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|--|---------------------------------|--|
| A. Remote e-Voting | | |
| Total Votes received | 745 | 29,46,23,083 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 745 | 29,46,23,083 |
| B. e-Voting during the AGM | | |
| Total Votes received | 23 | 33,966 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 23 | 33,966 |
| C. Combined (A+B) | | |
| Total Votes received | 768 | 29,46,57,049 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 768 | 29,46,57,049 |

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(i) Voted in favour of the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|-----------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 719 | 29,45,85,123 | 99.99 |
| B. e-Voting during the AGM | | |
| 20 | 32,810 | 96.60 |
| C. Combined (A+B) | | |
| 739 | 29,46,17,933 | 99.99 |

(ii) Voted against the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|-----------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 26 | 37,960 | 0.01 |
| B. e-Voting during the AGM | | |
| 3 | 1,156 | 3.40 |
| C. Combined (A+B) | | |
| 29 | 39,116 | 0.01 |

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4. **Item No 4: Appointment of Mr. Ajay Saraf (DIN: 00074885), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution):**

| Particulars | Number of Members who cast vote | No. of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|--|---------------------------------|--|
| A. Remote e-Voting | | |
| Total Votes received | 744 | 29,46,29,532 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 744 | 29,46,29,532 |
| B. e-Voting during the AGM | | |
| Total Votes received | 23 | 33,966 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 23 | 33,966 |
| C. Combined (A+B) | | |
| Total Votes received | 767 | 29,46,63,498 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 767 | 29,46,63,498 |

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(i) Voted **in favour** of the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|-----------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 640 | 29,42,05,741 | 99.86 |
| B. e-Voting during the AGM | | |
| 18 | 32,560 | 95.86 |
| C. Combined (A+B) | | |
| 658 | 29,42,38,301 | 99.86 |

(ii) Voted **against** the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|-----------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 104 | 4,23,791 | 0.14 |
| B. e-Voting during the AGM | | |
| 5 | 1,406 | 4.14 |
| C. Combined (A+B) | | |
| 109 | 4,25,197 | 0.14 |

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5. **Item No 5: Revision in remuneration payable to Mr. Ajay Saraf (DIN: 00074885), the Executive Director of the Company (Ordinary Resolution):**

| Particulars | Number of Members who cast vote | No. of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|--|---------------------------------|--|
| A. Remote e-Voting | | |
| Total Votes received | 739 | 29,46,29,317 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 739 | 29,46,29,317 |
| B. e-Voting during the AGM | | |
| Total Votes received | 23 | 33,966 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 23 | 33,966 |
| C. Combined (A+B) | | |
| Total Votes received | 762 | 29,46,63,283 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 762 | 29,46,63,283 |

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(i) Voted in favour of the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|-----------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 613 | 29,42,55,726 | 99.87 |
| B. e-Voting during the AGM | | |
| 18 | 32,560 | 95.86 |
| C. Combined (A+B) | | |
| 631 | 29,42,88,286 | 99.87 |

(ii) Voted against the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|-----------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 126 | 3,73,591 | 0.13 |
| B. e-Voting during the AGM | | |
| 5 | 1,406 | 4.14 |
| C. Combined (A+B) | | |
| 131 | 3,74,997 | 0.13 |

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6. Item No 6: Increase in payment of profit related commission to be paid to the Independent Directors of the Board from FY2025 onwards: (Ordinary Resolution):

| Particulars | Number of Members who cast vote | No. of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|--|---------------------------------|--|
| A. Remote e-Voting | | |
| Total Votes received | 740 | 29,46,28,372 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 740 | 29,46,28,372 |
| B. e-Voting during the AGM | | |
| Total Votes received | 22 | 25,216 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 22 | 25,216 |
| C. Combined (A+B) | | |
| Total Votes received | 762 | 29,46,53,588 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 762 | 294653588 |

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(i) Voted in favour of the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|-----------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 561 | 28,23,56,622 | 95.83 |
| B. e-Voting during the AGM | | |
| 17 | 23,810 | 94.42 |
| C. Combined (A+B) | | |
| 578 | 28,23,80,432 | 95.83 |

(ii) Voted against the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|-----------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 179 | 1,22,71,750 | 4.17 |
| B. e-Voting during the AGM | | |
| 5 | 1,406 | 5.58 |
| C. Combined (A+B) | | |
| 184 | 1,22,73,156 | 4.17 |

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7. Item No 7: Material related party transaction(s) for credit facilities (Ordinary Resolution) :

| Particulars | Number of Members who cast vote | No. of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|--|---------------------------------|--|
| A. Remote e-Voting | | |
| Total Votes received | 734 | 5,29,63,878 |
| Less: Total Number of Invalid Votes (Related Parties) | NIL | NIL |
| Total Number of Valid Votes | 734 | 5,29,63,878 |
| B. e-Voting during the AGM | | |
| Total Votes received | 23 | 33,966 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 23 | 33,966 |
| C. Combined (A+B) | | |
| Total Votes received | 757 | 5,29,97,844 |
| Less: Total Number of Invalid Votes (Related Parties) | NIL | NIL |
| Total Number of Valid Votes | 757 | 5,29,97,844 |

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(i) Voted in favour of the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|-----------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 664 | 5,29,15,563 | 99.91 |
| B. e-Voting during the AGM | | |
| 20 | 32,810 | 96.60 |
| C. Combined (A+B) | | |
| 684 | 5,29,48,373 | 99.91 |

(ii) Voted against the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|-----------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 70 | 48,315 | 0.09 |
| B. e-Voting during the AGM | | |
| 3 | 1,156 | 3.40 |
| C. Combined (A+B) | | |
| 73 | 49,471 | 0.09 |

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8. Item No 8: Material related party transaction(s) for placing of deposits (Ordinary Resolution):

| Particulars | Number of Members who cast vote | No. of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|--|---------------------------------|--|
| A. Remote e-Voting | | |
| Total Votes received | 734 | 5,29,63,878 |
| Less: Total Number of Invalid Votes (Related Parties) | NIL | NIL |
| Total Number of Valid Votes | 734 | 5,29,63,878 |
| B. e-Voting during the AGM | | |
| Total Votes received | 23 | 33,966 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 23 | 33,966 |
| C. Combined (A+B) | | |
| Total Votes received | 757 | 5,29,97,844 |
| Less: Total Number of Invalid Votes (Related Parties) | NIL | NIL |
| Total Number of Valid Votes | 757 | 5,29,97,844 |

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(i) Voted **in favour** of the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|-----------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 665 | 5,29,13,061 | 99.90 |
| B. e-Voting during the AGM | | |
| 20 | 32,810 | 96.60 |
| C. Combined (A+B) | | |
| 685 | 5,29,45,871 | 99.90 |

(ii) Voted **against** the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|-----------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 69 | 50,817 | 0.10 |
| B. e-Voting during the AGM | | |
| 3 | 1,156 | 3.40 |
| C. Combined (A+B) | | |
| 72 | 51,973 | 0.10 |

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9. Item No.9: Enhancement of the existing borrowing limit under Section 180 of the Companies Act, 2013 (Special Resolution):

| Particulars | Number of Members who cast vote | No. of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|--|---------------------------------|--|
| A. Remote e-Voting | | |
| Total Votes received | 742 | 29,46,17,782 |
| Less: Total Number of Invalid Votes (Related Parties) | NIL | NIL |
| Total Number of Valid Votes | 742 | 29,46,17,782 |
| B. e-Voting during the AGM | | |
| Total Votes received | 23 | 33,966 |
| Less: Total Number of Invalid Votes | NIL | NIL |
| Total Number of Valid Votes | 23 | 33,966 |
| C. Combined (A+B) | | |
| Total Votes received | 765 | 29,46,51,748 |
| Less: Total Number of Invalid Votes (Related Parties) | NIL | NIL |
| Total Number of Valid Votes | 765 | 29,46,51,748 |

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(i) Voted **in favour** of the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|-----------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 660 | 29,41,22,791 | 99.83 |
| B. e-Voting during the AGM | | |
| 20 | 32,810 | 96.60 |
| C. Combined (A+B) | | |
| 680 | 29,41,55,601 | 99.83 |

(ii) Voted **against** the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|-----------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 82 | 4,94,991 | 0.17 |
| B. e-Voting during the AGM | | |
| 3 | 1,156 | 3.40 |
| C. Combined (A+B) | | |
| 85 | 4,96,147 | 0.17 |

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13. You may, accordingly, declare the results based on the above combined outcome of the remote e-voting and e-voting during AGM.
14. All the relevant records of remote e-voting and e-voting during AGM will be e-mailed to Mr. Raju Nanwani, Company Secretary of the Company after the Chairman considers, approves, and signs the minutes of the AGM.

Thanking you,

Yours faithfully,

UDIN: F010032F001270269

Place: Mumbai

Date: 20th September, 2024

NRUPANG
BHUMITRA
DHOLAKIA
CS Nrupang Bhumitra Dholakia
Managing Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 10032 CP No: 12884

Digitally signed by NRUPANG BHUMITRA
DHOLAKIA
DN: c=IN, o=Personal,
postalCode=400051, st=Maharashtra,
serialNumber=F00A47593E8B457DD4E8
96941E41EA908D75D67D25D19543EB55
536991E0399B, cn=NRUPANG BHUMITRA
DHOLAKIA
Date: 2024.09.20 18:15:26 +05'30'

Counter signed by Raju Nanwani, Company Secretary

TO WHOMSOEVER IT MAY CONCERN

We, the undersigned hereby state that the e-voting (remote e-voting and e-voting at AGM) of **ICICI Securities Limited ("the Company")** for the Annual General Meeting of the Company held on Thursday, September 19, 2024 at 4.30 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") was unblocked from the website of National Securities Depository Limited i.e. www.evoting.nsdl.com in our presence as required under Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

Witness 1

Name: VIDYUT R. VASAVADA

Address: MHB-11, A-302, Sri Sarvodaya AMSL Service Road,
Bandra East, Mumbai - 400051

Signature: V. R. Vasavada

Witness 2

Name: LALIT BABALDAS SHAH

Address: A/302, Sarvodaya Service Road
Kherwadi Bandra E, Mumbai - 400052

Signature: [Signature]

Place: Mumbai

Date: 20th September, 2024