

December 28, 2018

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 report issued by the Scrutiniser

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

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ('the Act'), read with applicable rules made under the Act, the Company had sought approval of the Members on the following matters, by way of Postal Ballot including electronic voting ('e-voting'):

1. Continuation of directorship of Mr. Vinod Kumar Dhall (DIN: 02591373) as an Independent Director of the Company; and
2. Approval for Material Related Party Transaction(s) with ICICI Bank Limited (Holding Company).

The voting for the purpose of Postal Ballot commenced on Tuesday, November 27, 2018 at 9.00 a.m. (IST) and concluded on Wednesday, December 26, 2018 at 5.00 p.m. (IST).

Dholakia & Associates LLP, Practicing Company Secretaries, who were appointed as the Scrutiniser to scrutinise the Postal Ballot voting process (voting by Postal Ballot Form and e-voting), submitted their report dated December 28, 2018. According to the report of the Scrutiniser, both the resolutions contained in the Postal Ballot Notice dated November 12, 2018 were approved by the Members with requisite majority.

The resolutions are deemed to have been passed on the last date of voting, *i.e.* Wednesday, December 26, 2018.

Pursuant to Regulation 44 of the Securities and Exchange Board of India (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 the Karvy Fintech Private Limited); and
2. Report of the Scrutiniser on voting by Postal Ballot Form and e-voting.

Member of National Stock Exchange of India Ltd, BSE Ltd and Metropolitan Stock Exchange of India Ltd.

SEBI Registration : IN2000183631

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



Kindly take the above on your records and oblige.

Thanking you,

Yours faithfully,

For ICICI Securities Limited



Raju Nanwani
Senior Vice President &
Company Secretary
FCS: 4785

Encl.: As above

Company Name	ICICI SECURITIES LIMITED
Date of the AGM/EGM/Declaration of Postal Ballot results	December 28, 2018
Total number of shareholders on record date	127159
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public:	

Resolution required: (Ordinary/ Special)	SPECIAL - Continuation of directorship of Mr. Vinod Kumar Dhali (DIN: 02591373) as an Independent 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	255216095	255215695	99.9998	255215695	0	100.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	255216095	200	0.0001	200	0	100.0000	0.0000
Public- Institutions	E-Voting	49973425	29899211	59.8302	29884742	14469	99.9516	0.0483
	Poll	49973425	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	49973425	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	16951880	128872	0.7602	124632	4240	96.7099	3.2900
	Poll	16951880	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	16951880	29204	0.1723	27019	2185	92.5181	7.4818
	Total	322141400	285273182	88.5553	285252288	20894	99.9927	0.0073



Resolution required: (Ordinary/ Special)		ORDINARY - Approval for Material Related Party Transaction(s) with ICICI Bank Limited (Holding Company).						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
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	255216095	0	0.0000	00	0	0.0000	0.0000
	Poll	255216095	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	255216095	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	49973425	29899211	59.8302	29899211	0	100.0000	0.0000
	Poll	49973425	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	49973425	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	16951880	120350	0.7100	117086	3264	97.2879	2.7120
	Poll	16951880	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	16951880	28508	0.1682	26267	2241	92.1390	7.8609
Total		322141400	30048069	9.3276	30042564	5505	99.9817	0.0183



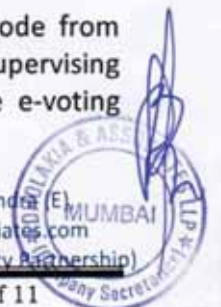
SCRUTINIZER'S REPORT

To,
Mr. Ashvin Parekh
The Chairman for the Postal Ballot of ICICI Securities Limited

SUB: REPORT ON THE POSTAL BALLOT PROCESS FOR THE RESOLUTIONS AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED NOVEMBER 12, 2018

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") at its Meeting held on October 19, 2018, to scrutinize the Postal Ballot voting process (voting by Postal Ballot Form and e-voting) in connection with the subject matter.
2. I, CS Bhumitra V. Dholakia, Designated Partner of the firm, submit my report as under:
 - 2.1 The Company completed the despatch of Notice of Postal Ballot along with the Postal Ballot Form on November 26, 2018, to the Members whose names appeared in the Register of Members/List of Beneficial owners as at the close of business hours on November 9, 2018 through (a) electronic mode to the Members whose e-mail IDs were registered with their Depository Participants (b) through physical mode, along with postage pre-paid self-addressed Business Reply Envelope to other Members (whose e-mail IDs were not registered).
 - 2.2 The sealed Postal Ballot Forms received from the Members were kept under the safe custody of the Registrar and Share Transfer Agent *i.e.* Karvy Fintech Private Limited at Karvy Selenium Tower B, Plot Number 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032.
 - 2.3 All Postal Ballot Forms received upto 5.00 p.m. (IST) on December 26, 2018, the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny.
 - 2.4 The Postal Ballot envelopes were scrutinized on December 26, 2018 in the presence of my authorised representatives.
 - 2.5 I have not found any mutilated Postal Ballot Forms.
 - 2.6 I have also received a complete record of votes cast by electronic mode from Karvy Fintech Private Limited ("e-voting Agency") for providing and supervising electronic platform on December 26, 2018, which was closed by the e-voting Agency on December 26, 2018 at 5.00 p.m. (IST).



- 2.7 Particulars of all the Postal Ballot Forms received from the Members and the votes cast by electronic mode have been entered in a Register separately maintained for the purpose in electronic mode.
- 2.8 I am obligated under Section 110 of the Companies Act, 2013 and Rules framed thereunder to retain the Postal Ballot Forms 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 deducted from the total votes in order to combine the Results of e-Voting and Postal Ballot Forms. (Details attached in **Annexure - III**)
4. In accordance with the Basis of Acceptance (as per **Annexure - I**) and Basis of Rejection (as per **Annexure - II**), and on proper scrutiny of all the Postal Ballot Forms and votes cast by way of e-voting, I report the result of the Postal Ballot as under:

RESOLUTION NO. 1 – CONTINUATION OF DIRECTORSHIP OF MR. VINOD KUMAR DHALL (DIN: 02591373) AS AN INDEPENDENT DIRECTOR OF THE COMPANY – SPECIAL RESOLUTION

A. VOTING BY POSTAL BALLOT FORMS:

(a) Details of Postal Ballot Forms received:

Particulars	Number of Forms	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by Postal Ballot Forms	170	31,840
Less: Total Number of Invalid Votes by Postal Ballot Forms. (As per details attached in Annexure - III)	31	2,436
Total Number of Valid Votes received by Postal Ballot Forms	139	29,404



(b) Details of Voting by Postal Ballot Forms:

Particulars	Aggregate of Physical Ballot Forms	No of Equity Shares of Rs. 5 each (Votes cast)	% of Valid Votes Received
Total Valid Postal Ballots received	139	29,404	100
Assented to Resolution	130	27,219	92.57
Dissented to Resolution	9	2,185	7.43

B. VOTING BY ELECTRONIC MODE:

(a) Details of Voting by Electronic Mode, as received from the e-voting Agency is as follows:

Particulars	Number of Members who cast electronically	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by electronic mode	308	28,52,44,122
Less: Total Number of Abstained Votes (As per details attached in Annexure - III)	8	344
Total Number of Valid Votes received by Electronic mode	300	28,52,43,778

(b) Details of Voting by Electronic Mode:

Particulars	Aggregate of electronic voting	No of Equity Shares of Rs. 5 each (Votes cast)	% of Valid Votes Received
Total Valid electronic votes received	300	28,52,43,778	100
Assented to Resolution	252*	28,52,25,069	99.99
Dissented to Resolution	50*	18,709	0.01

* Two Members voted for 'Assent' and 'Dissent' both.



C. COMBINED VOTING (POSTAL BALLOT FORMS AND ELECTRONIC MODE):**(a) Details of Combined Votes received:**

Particulars	Number of Members who cast their vote	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received	478	28,52,75,962
Less: Total Number of Abstained Votes	8	344
Less: Total Number of Invalid Votes (As per details attached in Annexure - III)	31	2,436
Total Number of Valid Votes received	439	28,52,73,182

(b) Details of Combined Voting:

Particulars	Aggregate of voting	No of Equity Shares of Rs. 5 each (Votes cast)	% of Valid Votes Received
Total Valid votes received	439	28,52,73,182	100
Assented to Resolution	382*	28,52,52,288	99.99
Dissented to Resolution	59*	20,894	0.01

* Two Members voted for 'Assent' and 'Dissent' both.

RESOLUTION NO. 2 – APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH ICICI BANK LIMITED (HOLDING COMPANY) – ORDINARY RESOLUTION**A. VOTING BY POSTAL BALLOT FORMS:****(a) Details of Postal Ballot Forms received:**

Particulars	Number of Forms	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by Postal Ballot Forms	170	31,838
Less: Total Number of Invalid Votes by Postal Ballot Forms. (As per details attached in Annexure - III)	40	3,330
Total Number of Valid Votes received by Postal Ballot Forms	130	28,508



(b) Details of Voting by Postal Ballot Forms:

Particulars	Aggregate of Physical Ballot Forms	No of Equity Shares of Rs. 5 each (Votes cast)	% of Valid Votes Received
Total Valid Postal Ballots received	130	28,508	100
Assented to Resolution	120	26,267	92.14
Dissented to Resolution	10	2,241	7.86

B. VOTING BY ELECTRONIC MODE:

(a) Details of Voting by Electronic Mode, as received from the e-voting Agency is as follows:

Particulars	Number of Members who cast electronically	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by electronic mode	308	28,52,44,122
Less: Total Number of Abstained Votes	15	25,52,24,361
Less: Total Number of Invalid Votes (Voted by Related Party)	1	200
Total Number of Valid Votes received by Electronic mode	292	3,00,19,561

(b) Details of Voting by Electronic Mode:

Particulars	Aggregate of electronic voting	No of Equity Shares of Rs. 5 each (Votes cast)	% of Valid Votes Received
Total Valid electronic votes received	292	3,00,19,561	100
Assented to Resolution	257*	3,00,16,297	99.99
Dissented to Resolution	37*	3,264	0.01

* Two Members voted for 'Assent' and 'Dissent' both.



C. COMBINED VOTING (POSTAL BALLOT FORMS AND ELECTRONIC MODE):**(a) Details of Combined Votes received:**

Particulars	Number of Members who cast their vote	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received	478	28,52,75,960
Less: Total Number of Abstained Votes (As per details attached in Annexure - III)	15	25,52,24,361
Less: Total Number of Invalid/Abstained Votes (As per details attached in Annexure - III)	41	3,530
Total Number of Valid Votes received	422	3,00,48,069

(b) Details of Combined Voting:

Particulars	Aggregate voting	No of Equity Shares of Rs. 5 each (Votes cast)	% of Valid Votes Received
Total Valid votes received	422	3,00,48,069	100
Assented to Resolution	377*	3,00,42,564	99.98
Dissented to Resolution	47*	5,505	0.02

* Two Members voted for 'Assent' and 'Dissent' both.

5. You may accordingly declare the result of the voting by Postal Ballot.



[Signature]
CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
C. P. No. 507

Place: Mumbai
Date: 28th December, 2018

"ANNEXURE-I"**BASIS OF ACCEPTANCE****A. PHYSICAL BALLOT FORM:**

1. Postal Ballot Form complete in all respects including Duplicate Postal Ballot Form downloaded from the Website of Karvy Fintech Private Limited i.e. www.evoting.karvy.com.
2. Assent or dissent or abstain has been given by any other mark for the resolution, the voting has been considered.
3. Joint member(s) has/ have signed the Postal Ballot Form instead of first named member, the votes cast by the joint named members has/have been considered.
4. Member has assented or dissented or abstained without mentioning the number of shares, the entire shareholding has been considered.
5. Member has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
6. Member has voted for more than his actual shareholding, the actual shareholding has been considered.
7. The voting has been considered on the basis of the Power of Attorney/Board Resolution already registered by the Member.

B. VOTING THROUGH ELECTRONIC MODE:

8. Member has voted only through e-voting i.e. electronic mode.
9. Member has voted by Physical Ballot Form and e-Voting both, then voting done through e-voting has been considered and Physical Ballot Form has been treated as 'Invalid'.



CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
C. P. No. 507

Place: Mumbai

Date: 28th December, 2018

"ANNEXURE-II"**BASIS OF REJECTION****A. PHYSICAL BALLOT FORM:**

1. Member has not put any tick mark on either assent or dissent.
2. Postal Ballot Form is not signed.
3. Specimen signature of the member with the Registrar and Share Transfer Agent differs with that of the signature in the Postal Ballot Form.
4. The specimen signature of the member is not available at the time of scrutiny of the Postal Ballot Form on the electronic registry (www.evoting.karvy.com) of the Registrar and Share Transfer Agent *i.e.* Karvy Fintech Private Limited and consequently there is no way to verify the signature.
5. Member has put tick mark in more than one column out of assent and dissent without indicating number of shares.
6. Member has sent a Photocopy of the Postal Ballot Form.
7. In case where a Postal Ballot Form has been signed by Authorised Signatory / Power of Attorney Holder and the certified true copy of the Board Resolution / Power of Attorney / Letter of Authority together with attested specimen signatures of the duly authorised signatory is not attached with the Postal Ballot Form or not registered with the Company.
8. Member has signed the Postal Ballot Form in Pencil.
9. Signature not visible.
10. Member has signed in the Column for the purpose of Assent / Dissent instead of signature column.
11. Member has sent Scanned Copy of Postal Ballot Form via E-Mail.
12. Postal Ballot Form is received torn or defaced or mutilated.
13. Board Resolution / Authority Letter / Power of Attorney, *etc.* does not grant power in favour of the person who has exercised voting right.
14. Member has voted by Physical Ballot Form and e-Voting both, then voting done through e-voting has been considered and Physical Ballot Form has been treated as 'Invalid'.



B. VOTING THROUGH ELECTRONIC MODE:

15. 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 icicisecuritiespb2018@dholakia-associates.com.
16. Board Resolution / Authority Letter / Power of Attorney, etc. does not grant power in favour of the person who has exercised voting right.



[Signature]
CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
C. P. No. 507

Place: Mumbai

Date: 28th December, 2018

"ANNEXURE-III"REPORT FOR INVALID/ABSTAINED VOTES BY PHYSICAL BALLOT AND ELECTRONIC VOTES.RESOLUTION NO. 1 – CONTINUATION OF DIRECTORSHIP OF MR. VINOD KUMAR DHALL
(DIN: 02591373) AS AN INDEPENDENT DIRECTOR OF THE COMPANY – SPECIAL RESOLUTION

Sr. No.	Category	No. of Forms	Total number of Invalid votes (Equity share of Rs. 5/- each)
I. PHYSICAL BALLOT FORM			
1.	No votes cast	9	336
2.	Not signed	2	106
3.	Signature not tallied	18	1,974
4.	Duplicate Form received	2	20
SUB-TOTAL - I		31	2,436
II. VOTING THROUGH ELECTRONIC MODE			
1.	Abstained from Voting	8	344
SUB-TOTAL - II		8	344
TOTAL (I + II)		39	2,780



RESOLUTION NO. 2 – APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH ICICI BANK LIMITED (HOLDING COMPANY) – ORDINARY RESOLUTION

Sr. No.	Category	No. of Forms	Total number of Invalid votes (Equity share of Rs. 5/- each)
I. PHYSICAL BALLOT FORM			
1.	No votes cast	18	1,230
2.	Not signed	2	106
3.	Signature not tallied	18	1,974
4.	Duplicate Form received	2	20
SUB-TOTAL - I		40	3,330
II. VOTING THROUGH ELECTRONIC MODE			
1.	Abstained from Voting	15	25,52,24,361
2.	Voted by Related Party	1	200
SUB-TOTAL - II		16	25,52,24,561
TOTAL (I + II)		56	25,52,27,891

Place: Mumbai

Date: 28th December, 2018

[Signature]
CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
C. P. No.507

For ICICI Securities Limited

[Signature]
Company Secretary