



ICICI SECURITIES LIMITED

CIN: L67120MH1995PLC086241

Registered Office: ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai - 400 020

Tel.: 91 22 2288 2460/70; **Fax:** 91 22 2284 2455

Website: www.icicisecurities.com; **E-mail:** investors@icicisecurities.com

POSTAL BALLOT FORM

Serial No.:

1. Name(s) of the Member(s) :
[including joint-holder(s), if any]
2. Registered Address of the sole/
first named Member
3. Registered Folio No./DP ID*/ :
Client ID*
(*applicable only to Members
holding Shares in dematerialised
form)
4. Number of Equity Share(s) held :

I/We hereby exercise my/our vote(s) in respect of the following Resolution(s) to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice dated November 12, 2018 of ICICI Securities Limited ('the Company'), by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (√) mark at the appropriate box below:

Sr. No.	Details of the Resolutions	No. of Equity Share(s) held	I/We assent to the Resolution (Vote in favour)	I/We dissent from the Resolution (Vote against)
1.	Continuation of directorship of Mr. Vinod Kumar Dhall (DIN: 02591373) as an Independent Director of the Company (Special Resolution).			
2.	Approval for Material Related Party Transaction(s) with ICICI Bank Limited (Holding Company) (Ordinary Resolution).			

Place:

Date:

Signature of the Member _____

#E-mail address: _____ Tel. No.: _____

#To be provided by the Members holding Equity Shares in physical form.

Members holding shares in electronic form who have not registered their e-mail ID with the depository participant ('DP') may please update their e-mail IDs/contact number with their DP.

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://evoting.karvy.com>. The electronic voting particulars are set out below:

EVEN (E-voting Event Number)	User ID	Password

The e-voting facility will be available during the following voting period:

Commencement of e-voting	Tuesday, November 27, 2018 at 9:00 a.m. (IST)
End of e-voting	Wednesday, December 26, 2018 at 5:00 p.m. (IST)

Notes:

- Please read instructions printed below carefully before filling this form and for e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
- The last date for the receipt of the Postal Ballot Forms by the Scrutinizer is Wednesday, December 26, 2018 upto 5.00 p.m (IST).
- Please return your Postal Ballot Form in the Postage prepaid self-addressed Business Reply Envelope ('BRE') enclosed herewith.

INSTRUCTIONS

- Voting rights shall be reckoned on the paid-up value of equity shares registered in the names(s) of Member(s) on the cut-off date *i.e.* Friday, November 9, 2018. A person who is not a Member on the relevant date should treat this Postal Ballot Notice for information purpose only.
- A Member desirous of exercising vote(s) by physical Postal Ballot Form should complete the Postal Ballot Form in all respects and send the original signed Postal Ballot Form to the Scrutinizer, Dholakia & Associates LLP, Practicing Company Secretaries at C/o: Karvy Computershare Private Limited [Unit: ICICI Securities Limited], Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, in the attached postage pre-paid self-addressed BRE which shall be properly sealed with adhesive or adhesive tape. Postage charges will be borne and paid by the Company. Postal Ballot Form(s), if deposited in person or sent by courier or by registered/speed post at the expense of the Member will also be accepted.
- Alternatively, a Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
- **The Members can opt for only one mode of voting, *i.e.*, either by physical ballot form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.**
- This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Registrar and Transfer Agent ('R&TA')/Depository Participant). In case of joint-holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
- In case of equity shares held by companies, trusts, societies, *etc.*, the duly completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorisation with the specimen signature(s) of the authorised signatory(ies) duly certified/attested.
- Consent must be accorded by placing a tick mark in the column, 'I/ We assent to the Resolution', or dissent must be accorded by placing a tick mark in the column, 'I/We dissent from the Resolution'. Form bearing tick mark in both the columns will be treated as invalid. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
- The votes of a Member will be considered invalid on any of the following grounds:
 - a. If a form other than the Postal Ballot Form issued by the Company is used.
 - b. If the Postal Ballot Form has not been signed by or on behalf of the Member.
 - c. If the Member's signature does not tally with the specimen signature with the Company.
 - d. If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeded total number of Shares held.
 - e. If the Member has made any amendment to the Resolution(s) or imposed any condition while exercising his vote.
 - f. If the Postal Ballot Form is incomplete and incorrectly filled.
 - g. If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to

identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or neither assent or dissent is mentioned or if the signature could not be verified, or one or more of the above grounds.

- h. The envelope containing the Postal Ballot Form is received after the last date as specified above.
 - i. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority.
 - j. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
- Duly completed Postal Ballot Form should reach the Scrutinizer at C/o: Karvy Computershare Private Limited [Unit: ICICI Securities Limited], Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 not later than 5.00 p.m. (IST) on Wednesday, December 26, 2018. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
 - In case a Member is desirous of obtaining a duplicate copy of a Postal Ballot Form or desirous of any guidance pertaining to Postal Ballot Form can write to the Company's Registrar & Transfer Agent at Karvy Computershare Private Limited [Unit: ICICI Securities Limited], Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or may write to Karvy on the e-mail id: einward.ris@karvy.com or he/she may send an e-mail to investors@icicisecurities.com. The R&TA/Company shall forward the same along with postage pre-paid self-addressed BRE to the Member.
 - Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed BRE as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
 - For every Folio No./DP ID/Client ID, there will be only one Postal Ballot Form/e-voting irrespective of the number of joint-holder(s). Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy.
 - In case of non-receipt of the Postal Ballot Form or for any query relating thereto, the Members may contact the Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 [Unit: ICICI Securities Limited] or send an e-mail at investors@icicisecurities.com.
 - The Scrutinizer will submit his report to Mr. Ashvin Parekh (DIN: 06559989), Independent Director or any person authorized by him, after completion of the scrutiny and the results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on Friday, December 28, 2018 at the Registered Office and will also be displayed on the website of the Company (www.icicisecurities.com) and on the website of Karvy Computershare Private Limited (<https://evoting.karvy.com>), besides being communicated to the Stock Exchanges.
 - For detailed instructions on e-voting, please refer Note 9 of the Postal Ballot Notice.

Notification of the Securities and Exchange Board of India relating to transfer of equity shares held in physical form:

The Securities and Exchange Board of India ('SEBI') *vide* notification dated June 8, 2018 amended Regulation 40 of SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015, which shall come into force with effect from December 5, 2018. Accordingly, effective December 5, 2018 except in cases of transmission or transposition, transfer of securities of Company cannot be processed unless the securities are held in dematerialized form with a depository. The implication of the said amendment is that post December 5, 2018, equity shares of the Company which are held in physical form by shareholders can be continued to be held in physical form, but cannot be further transferred by the Company or its R&TA except in case of transmission and transposition matters. The Members are requested to take note of the same and may consider dematerialization of physical shares held by them to avoid inconvenience in transfer of shares, in future.