



ICICI SECURITIES LIMITED

CIN: L67120MH1995PLC086241

Registered Office: ICICI Venture House, Appasaheb Marathe Marg,  
Prabhadevi, Mumbai - 400 025

Tel.: 91 22 6807 7100; Fax: 91 22 6807 7803

Website: [www.icicisecurities.com](http://www.icicisecurities.com); E-mail: [investors@icicisecurities.com](mailto:investors@icicisecurities.com)

## POSTAL BALLOT NOTICE

Dear Members,

**NOTICE** is hereby given that 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 Rule 22 of the Companies (Management and Administration) Rules, 2014 and all other applicable rules made under the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with General Circular No. 3/2022 dated May 5, 2022, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020 issued by the Ministry of Corporate Affairs ('MCA Circulars') and subject to any other applicable laws, rules and regulations, the resolution as set out in this Postal Ballot Notice is proposed to be passed by the Members of the Company ('Members') through Postal Ballot by remote e-voting process ('remote e-voting'/'e-voting') only.

The relevant Explanatory Statement pursuant to Section 102 (1) of the Act, setting out the material facts concerning the resolution proposed to be passed is annexed hereto.

The Company has appointed Dholakia & Associates LLP, Practicing Company Secretaries, as the Scrutinizer. Accordingly, Mr. Nrupang B. Dholakia and/or Mr. Vishvesh Bhagat, Designated Partners of Dholakia & Associates LLP, Practicing Company Secretaries or any other person of repute authorised by them would act as the Scrutinizer to scrutinize the Postal Ballot voting process in a fair and transparent manner.

The Ministry of Corporate Affairs *vide* General Circular No. 17/2020 dated April 13, 2020 has specified that the Postal Ballot Notice can be sent by e-mail to the shareholders who have registered their e-mail addresses with the Company or Depository Participant/Depository and that the communication of assent or dissent of the Members would only take place through remote e-voting

system. In compliance with the provisions of Sections 108 and 110 of the Act, rules made thereunder and the aforesaid MCA Circulars, the Company is sending the Notice of the Postal Ballot only through electronic mode to those Members whose e-mail addresses are registered with the Company/the Registrar & Transfer Agent of the Company ('RTA')/Depositories and has extended only remote e-voting facility for its Members to enable them to cast their votes electronically on the resolution. The Postal Ballot Form and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only. The Company has appointed KFin Technologies Limited (erstwhile KFin Technologies Private Limited) ('KFINTECH' or 'RTA') for providing remote e-voting facility to enable the Members to cast their votes electronically.

Members may note that the Notice of the Postal Ballot will also be available on the Company's website at [www.icicisecurities.com](http://www.icicisecurities.com), the website of KFINTECH at <https://evoting.kfintech.com> and the websites of the Stock Exchanges *i.e.* National Stock Exchange of India Limited and BSE Limited.

The remote e-voting period commences on Saturday, November 19, 2022 at 9:00 a.m. (IST) and ends on Sunday, December 18, 2022 at 5:00 p.m. (IST). The e-voting module shall be disabled by KFINTECH for voting thereafter. Members desiring to exercise their vote(s) by remote e-voting are requested to carefully read the instructions provided in Point no. 9 of the Notes forming part of the Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through remote e-voting not later than 5:00 p.m. (IST) on Sunday, December 18, 2022, failing which it will be considered that no reply has been received from the Member.

The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after completion of scrutiny of total votes cast for Postal Ballot. The results of the resolution proposed to be passed by Postal Ballot would be declared on or before 5:00 p.m. (IST) on Tuesday, December 20, 2022.

The results declared along with the Scrutinizer's report will be sent to National Stock Exchange of India Limited and BSE Limited. The same will be available on the website of the Company at [www.icicisecurities.com](http://www.icicisecurities.com), the website of KFINTECH at <https://evoting.kfintech.com> and will also be displayed at the Registered Office as well as Corporate Office of the Company.

**PROPOSED RESOLUTION:**

**Appointment of Mr. Rakesh Jha (DIN: 00042075) as a Non-Executive Non-Independent Director of the Company:**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**RESOLVED** that pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors

of the Company, Mr. Rakesh Jha (DIN: 00042075) who was appointed by the Board of Directors as an Additional Director (Non-Executive Non-Independent Director) of the Company with effect from September 26, 2022 and in respect of whom the Company has received a notice in writing from a Member, proposing his candidature for the office of Director of the Company pursuant to the provisions of Section 160 of the Act and who is not disqualified to become a Director under the Act, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

By Order of the Board of Directors  
For ICICI Securities Limited

Sd/-

**Raju Nanwani**

Company Secretary

FCS 4785

Place: Mumbai

Date: October 20, 2022

**CIN:** L67120MH1995PLC086241

**Website:** [www.icicisecurities.com](http://www.icicisecurities.com)

**Registered Office:**

ICICI Venture House, Appasaheb Marathe Marg,  
Prabhadevi, Mumbai - 400 025

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ('the Act') setting out the material facts concerning the resolution proposed to be passed is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as at the close of business hours on Friday, November 11, 2022 ('cut-off date'). Members as on the cut-off date would be entitled to vote for the purpose of Postal Ballot and a person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purpose only. The Postal Ballot Notice is being sent only through electronic mode to all the Members whose e-mail addresses are registered with the Company/the Registrar & Transfer Agent of the Company/Depositories.
3. The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
4. The Company's Registrar & Transfer Agent for its share registry (both, physical as well as electronic) is KFin Technologies Limited (erstwhile KFin Technologies Private Limited) ('KFINTECH' or 'RTA') having its office at Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana (Unit: ICICI Securities Limited).
5. The resolution passed by the requisite majority of the Members through Postal Ballot shall be deemed to have been duly passed at a General Meeting convened in that behalf.
6. The resolution, if approved, shall be deemed to have been passed on the last date of voting, *i.e.* Sunday, December 18, 2022.
7. The remote e-voting period commences on Saturday, November 19, 2022 at 9:00 a.m. (IST) and ends on Sunday, December 18, 2022 at 5:00 p.m. (IST). During this period, the Members of the Company holding shares in physical form or in dematerialized form, as

on the cut-off date *i.e.* Friday, November 11, 2022 may cast their vote by electronic means in the manner and process as set out herein below. The remote e-voting module shall be disabled for voting thereafter.

**8. Voting through electronic means:**

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), SEBI Circular dated December 9, 2020 and Sections 108, 110 and other applicable provisions of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ('the Rules'), the Company is pleased to provide remote e-voting facility to all its Members holding shares as on the cut-off date *i.e.* Friday, November 11, 2022, to enable them to cast their votes electronically for the Postal Ballot. The Company has engaged the services of KFINTECH for the purpose of providing remote e-voting facility to all its Members.

During the voting period, Members can login to KFINTECH's e-voting platform any number of times till they have voted on the resolution. Once the vote on a resolution is cast by the Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote(s) again.

**9. The instructions for remote e-voting are as under:**

Currently, there are multiple e-voting service providers ('ESPs') providing e-voting facility to listed entities which necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Members. SEBI has, *vide* Circular dated December 9, 2020, decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants ('DPs'), in order to increase the efficiency of the voting process. Accordingly, Members would now be able to cast their vote without having to register again with the ESPs, which would not only facilitate seamless authentication but also enhance ease and convenience of participating in e-voting process for the Members. Members are advised to update their mobile number and e-mail id with their respective DPs for their demat accounts in order to access e-voting facility.

The voting process consists of 'Two Steps' as mentioned below:

**Step 1: Access to Depositories' e-voting system in case of individual shareholders holding shares in demat mode.**

**Step 2: Access to KFINTECH e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders holding shares in demat mode.**

**Details on Step 1 are mentioned below:**

**Login method for e-voting for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with National Securities Depository Limited ('NSDL')	<ol style="list-style-type: none"> <li data-bbox="459 578 1441 961">1. If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. Thereafter, a new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on options available against company name or e-voting service provider - KFINTECH and you will be re-directed to KFINTECH e-voting website for casting your vote through e-voting during the remote e-voting period. Please read the instructions provided in Point nos. (vi) to (xii) of Page No. 6 for further process.</li> <li data-bbox="459 982 1441 1085">2. If the user is not registered for IDeAS e-services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="459 1106 1441 1489">3. Alternatively, you can visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be re-directed to NSDL Depository website where you can see the e-voting page. Click on options available against company name or e-voting service provider - KFINTECH and you will be re-directed to e-voting website of KFINTECH for casting your vote during the remote e-voting period. Please read the instructions provided in Point nos. (vi) to (xii) of Page No. 6 for further process.</li> <li data-bbox="459 1510 1441 1574">4. You can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience:</li> </ol>

**NSDL Mobile App is available on**



<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with Central Depository Services Limited ('CDSL')	<ol style="list-style-type: none"> <li>Existing users, who have opted for Easi/Easiest, can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi under the head 'Login'.</li> <li>After successful login of Easi/Easiest, the user will be able to see the E-voting Menu. The Menu will have links of e-voting service provider <i>i.e.</i> KFINTECH. Click on KFINTECH to cast your vote. Please read the instructions provided in Point nos. (vi) to (xii) of Page No. 6 for further process.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from the E-voting section given on home page of <a href="http://www.cdslindia.com">www.cdslindia.com</a>. The system will authenticate the user by sending OTP on registered Mobile number &amp; e-mail id as recorded with the Depository for the demat Account. After successful authentication, the user will be provided with links for the respective ESP <i>i.e.</i> KFINTECH where the e-voting is in progress. Please read the instructions provided in Point nos. (vi) to (xii) of Page No. 6 for further process.</li> </ol>
Individual Shareholders (holding securities in demat mode) to login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once you login, you will be able to see e-voting option. Once you click on e-voting option, you will be re-directed to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against company name or e-voting service provider - KFINTECH and you will be re-directed to e-voting website of KFINTECH for casting your vote during the remote e-voting period. Please read the instructions provided in Point nos. (vi) to (xii) of Page No. 6 for further process.

Members who are unable to retrieve User ID/Password are advised to use "Forget User ID" and "Forget Password" options available at above-mentioned websites.

**Helpdesk details for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depositories *i.e.* NSDL and CDSL are as under:**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43.

**Details on Step 2 are mentioned below:**

**Members holding shares in physical mode and non-individual shareholders holding shares in demat mode whose e-mail IDs are registered with the Company/Depositories/KFINTECH, will receive an e-mail from KFINTECH which would include details of E-Voting Event Number (EVEN), USER ID and password. Members are requested to follow the following process:**

- Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- Enter the login credentials (*i.e.* User ID and password) which are mentioned in the e-mail received from KFINTECH in the following format:

<b>EVEN (E-Voting Event Number)</b>	<b>User ID</b>	<b>Password</b>

**Your User ID details are given below:**

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID  For example: If your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID  For example: If your Beneficiary ID is 12***** then your User ID is 12*****.
c) For Members holding shares in Physical Form	EVEN followed by Folio Number registered with the Company  For example: If EVEN is 123456 and folio number is 002*** then User ID is 123456002***.

However, if you are already registered with KFINTECH for e-voting, you can use your existing User ID and password for casting your vote.

- iii. After entering these details appropriately, click on 'LOGIN'.
- iv. You will now reach 'password change' menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the E-voting event for ICICI Securities Limited.

- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under either 'FOR'/'AGAINST' or alternatively, you may partially enter any number under 'FOR'/'AGAINST', but the total number under 'FOR'/'AGAINST' taken together should not exceed your total shareholding as mentioned therein. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
  - viii. Members holding shares under multiple folios/demat accounts are requested to vote separately for each of their folios/demat accounts.
  - ix. You may then cast your vote by selecting an appropriate option and click on 'SUBMIT'.
  - x. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote.
  - xi. Corporates/Institutional members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/Authority Letter, etc. authorizing its representative(s) to vote on its behalf, to the Scrutinizer at e-mail ID: [scrutinizer@dholakia-associates.com](mailto:scrutinizer@dholakia-associates.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). They may also upload the same in the e-voting module in their login page. The scanned image of the above mentioned documents should be in the naming format 'Corporate Name\_EVEN.'
  - xii. If you have forgotten your password, you can reset your password by using 'Forgot Password' available on <https://evoting.kfintech.com> and following the password reset options provided therein or contact KFINTECH at toll free no.: 1800-309-4001.
10. The Annual Report, Notice of AGM, Postal Ballot Notice and e-voting instructions cannot be served to those Members who have not registered their e-mail address. Accordingly, such Members may temporarily get their e-mail address and mobile number updated with KFINTECH, by accessing the link <https://ris.kfintech.com/clientservices/postalballot/>. The Members are requested to follow the process as mentioned therein to capture the e-mail address and mobile number for receiving the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- Alternatively, Members may follow the below process for obtaining User ID and Password/Postal Ballot Notice:

- i. In case the shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar Card by e-mail to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [investors@icicisecurities.com](mailto:investors@icicisecurities.com).
  - ii. In case the shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar Card to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [investors@icicisecurities.com](mailto:investors@icicisecurities.com).
11. The documents referred to in this Postal Ballot Notice and Explanatory Statement will be available for inspection by the Members without any fee, till the conclusion of the voting period *i.e.* 5:00 p.m. (IST) on Sunday, December 18, 2022. Members who wish to inspect the same are requested to write to the Company through e-mail on [investors@icicisecurities.com](mailto:investors@icicisecurities.com).
  12. In case of any query/grievance with respect to remote e-voting, please visit the 'Help'/FAQs' section available on KFINTECH's website: <https://evoting.kfintech.com> or send an e-mail to [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFINTECH on toll free number 1800-309-4001. Members may also contact Ms. C. Shobha Anand, Deputy Vice President or Mr. PSRCH Murthy, Senior Manager, KFin Technologies Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana (Unit: ICICI Securities Limited) at the e-mail ID [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  13. Members holding shares in physical form are requested to register/update their KYC details including e-mail address by submitting duly filled and signed Form ISR-1 to KFINTECH at their above mentioned address/[einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in Form ISR-1. Form ISR- 1 is available on the website of the Company and KFINTECH.
  14. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, ECS mandates, e-mail addresses, nominations, power of attorney, change of address/ name, *etc.* to their DPs only and not to the Company or KFINTECH. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
  15. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to KFINTECH.
  16. Members may avail the nomination facility as provided under Section 72 of the Act.
  17. Non-Resident Indian Members are requested to inform their respective DPs, immediately of:
    - Change in their residential status on return to India for permanent settlement.
    - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
  18. Members who have not registered/updated their e-mail address with KFINTECH/Company may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), if shares are held in physical mode or with their DPs, if shares are held in electronic mode, for receiving all future communications from the Company including Annual Reports, Notices, Circulars, *etc.* electronically.
  19. **Notification of SEBI relating to transfer of equity shares held in physical form:**

SEBI *vide* notification dated June 8, 2018 amended Regulation 40 of Listing Regulations, which came into force with effect from April 1, 2019. Accordingly, effective April 1, 2019 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 April 1, 2019, 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 RTA 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.

By Order of the Board of Directors  
For ICICI Securities Limited

Sd/-

**Raju Nanwani**

Company Secretary

FCS 4785

Place: Mumbai

Date: October 20, 2022

CIN: L67120MH1995PLC086241

Website: [www.icicisecurities.com](http://www.icicisecurities.com)

Registered Office:

ICICI Venture House, Appasaheb Marathe Marg,  
Prabhadevi, Mumbai - 400 025

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013, SETTING OUT THE MATERIAL FACTS CONCERNING THE RESOLUTION:****APPOINTMENT OF MR. RAKESH JHA (DIN: 00042075) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY:**

The Board of Directors had approved the appointment of Mr. Rakesh Jha (DIN: 00042075) as an Additional Director (Non-Executive Non-Independent Director) on the Board of Directors of the Company with effect from September 26, 2022 subject to regulatory approvals, if any.

Pursuant to Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the Shareholders is required to be taken for appointment of a person on the Board of Directors of the Company, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In terms of Section 160 of the Companies Act, 2013 ('the Act'), the Company has received Notice in writing from a Member of the Company proposing the appointment of Mr. Rakesh Jha (DIN: 00042075) as the Director of the Company.

The Board of Directors, at its meeting held on October 20, 2022, based on the recommendation of the Nomination & Remuneration Committee, also approved the appointment of Mr. Rakesh Jha (DIN: 00042075) as a Non-Executive Non-Independent Director of the Company, subject to the approval of the Members of the Company.

In the opinion of the Board of Directors, Mr. Rakesh Jha (DIN: 00042075) fulfills the conditions specified in the Act and the rules made thereunder for his appointment as a Non-Executive Non-Independent Director of the Company.

In view of the above, it is proposed to appoint Mr. Rakesh Jha (DIN: 00042075) as a Non-Executive

Non-Independent Director of the Company liable to retire by rotation.

Mr. Rakesh Jha (DIN: 00042075) is not disqualified from being appointed as a Director under Section 164 of the Act. As per the requirements of Regulation 36 (3) of Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, the required details of Mr. Rakesh Jha (DIN: 00042075) are appended in the **Annexure** forming part of the Postal Ballot Notice.

The Directors recommend the Resolution mentioned in the accompanying Postal Ballot Notice as an Ordinary Resolution for approval of the Members of the Company.

Except Mr. Rakesh Jha (DIN: 00042075) and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the passing of resolution as mentioned in the accompanying Postal Ballot Notice.

By Order of the Board of Directors  
For ICICI Securities Limited

Sd/-

**Raju Nanwani**

Company Secretary

FCS 4785

Place: Mumbai

Date: October 20, 2022

**CIN:** L67120MH1995PLC086241

**Website:** [www.icicisecurities.com](http://www.icicisecurities.com)

**Registered Office:**

ICICI Venture House, Appasaheb Marathe Marg,  
Prabhadevi, Mumbai - 400 025



## ANNEXURE TO THE POSTAL BALLOT NOTICE

Pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, the required details of the Director proposed to be appointed and the terms of proposed remuneration of the Director are given herein below:

<b>Name of the Director</b>	<b>Mr. Rakesh Jha (DIN: 00042075)</b>
Age	50 years
Date of first appointment on Board	September 26, 2022
Qualification, experience & nature of expertise	<p>Mr. Rakesh Jha is an Executive Director on the Board of ICICI Bank Limited ('the Bank') since September 2, 2022. He heads the Retail Banking business of the Bank. He is responsible for the Retail Banking, Rural &amp; Agriculture and Small &amp; Medium Enterprise businesses of the Bank. He also serves on the Board of ICICI Lombard General Insurance Company Limited, ICICI Venture Funds Management Company Limited and ICICI Home Finance Company Limited.</p> <p>He has been with ICICI Group since the year 1996 and has worked in various areas including financial reporting, planning, strategy, asset-liability management and investor relations. He is knowledgeable and has practical experience in the areas of accounting, banking, economics and finance. Prior to his current role, he was the Group Chief Financial Officer of the Bank.</p> <p>He has a management degree from the Indian Institute of Management, Lucknow and an engineering degree from the Indian Institute of Technology, Delhi.</p>
Other Directorships	<ol style="list-style-type: none"> <li>1) ICICI Bank Limited</li> <li>2) ICICI Lombard General Insurance Company Limited</li> <li>3) ICICI Venture Funds Management Company Limited</li> <li>4) ICICI Home Finance Company Limited</li> </ol>
Listed entities from which the Director has resigned in the past three years	Nil
Chairmanship/Membership of Committees in companies in which position of Director is held	<p><b>ICICI Bank Limited:</b>            Committee of Senior Management (Member)            Asset Liability Management Committee (Member)            Executive Investment Committee (Member)            Committee for Identification of Wilful Defaulters/Non-Co-operative Borrowers (Member)            Committee of Executive Director (COED) &amp; COED (Borrowing, Treasury &amp; Investment Operation) (Member)</p> <p><b>ICICI Lombard General Insurance Company Limited:</b>            Risk Management Committee (Member)            Strategy Committee (Member)</p> <p><b>ICICI Venture Funds Management Company Limited:</b>            Audit Committee (Member)            Corporate Social Responsibility Committee (Member)</p> <p><b>ICICI Home Finance Company Limited:</b>            Board Governance Nomination and Remuneration Committee (Member)            Asset Liability Committee (Member)            Management Committee (Member)</p>

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<b>Name of the Director</b>	<b>Mr. Rakesh Jha (DIN: 00042075)</b>
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None
No. of equity shares held in the Company as on date	Nil
No. of board meetings held/ attended during his tenure	1/1
Terms and conditions of appointment or re-appointment	Please refer to the Resolution and Explanatory Statement as mentioned in the accompanying Postal Ballot Notice.
Details of remuneration last drawn	N.A.
Details of remuneration sought to be paid	Nil

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