

December 18, 2020

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 Scrutinizers report

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

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), as amended from time to time, read with applicable rules made under the Act read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs ('MCA Circulars'), the Company had sought approval of the Members on the following Special Resolutions, through Postal Ballot by remote *e*-voting system ('remote *e*-voting'/'*e*-voting') only:

1. Enhancement of the existing borrowing limit under Section 180 of the Companies Act, 2013; and
2. Enhancement of the existing limit under Section 186 of the Companies Act, 2013.

The *e*-voting for the purpose of Postal Ballot commenced on Wednesday, November 18, 2020 at 9:00 a.m. (IST) and concluded on Thursday, December 17, 2020 at 5:00 p.m. (IST).

Dholakia & Associates LLP, Practicing Company Secretaries, the Scrutinizers appointed to scrutinize the Postal Ballot voting process, have submitted their report today. In terms of the report of the Scrutinizer, the resolutions contained in the Postal Ballot Notice dated October 28, 2020 have been approved by the Members with requisite majority.

The resolutions are deemed to have been passed on the last date of voting, *i.e.* Thursday, December 17, 2020.

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

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

Member of National Stock Exchange of India Ltd, BSE Ltd and Metropolitan Stock Exchange of India Ltd.
SEBI Registration : IN2000183631
CIN No.: I87120M911995PLC086241

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 Sawaan 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





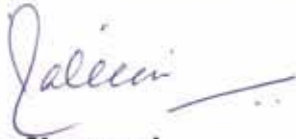
The above information will also be available on the Website of the Company at www.icicisecurities.com.

Kindly take the above on your records and oblige.

Thanking you,

Yours faithfully,

For ICICI Securities Limited



Raju Nanwani
Senior Vice President &
Company Secretary

Encl.: As above

Company Name	ICICI SECURITIES LIMITED
Date of the AGM/EGM/Declaration of Postal Ballot results	December 18, 2020
Total number of shareholders on record date	135501
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	-
Public:	-

Resolution required: (Ordinary/ Special)	SPECIAL - Enhancement of the existing borrowing limit under Section 180 of the Companies Act, 2013.							
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	248774095	248774095	100.0000	248774095	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	44339912	31630337	71.3360	31383895	246442	99.2208	0.7791
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	29081103	117948	0.4056	115017	2931	97.5150	2.4849
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	322195110	280522380	87.0660	280273007	249373	99.9111	0.0889



Resolution required: (Ordinary/ Special)	SPECIAL - Enhancement of the existing limit under Section 186 of the Companies Act, 2013.								
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	248774095	248774095	100.0000	248774095	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
Public- Institutions	E-Voting	44339912	31630337	71.3360	30921656	708681	97.7594	2.2405	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	29081103	117948	0.4056	114961	2987	97.4675	2.5324	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
Total		322195110	280522380	87.0660	279810712	711668	99.7463	0.2537	



Designated Partners
CS Bhumitra V. Dholakia
B.A., L.L.B., C.A.I.I.B., F.C.S.
CS Nrupang B. Dholakia
B.Com., F.C.S., L.L.B., MBL, D.C.L., EP.CORP

DHOLAKIA & ASSOCIATES LLP
(COMPANY SECRETARIES)

SCRUTINIZER'S REPORT

To,
Mr. Vinod Kumar Dhall
Chairman
ICICI Securities Limited

**SUB: REPORT ON THE POSTAL BALLOT PROCESS FOR THE RESOLUTIONS AS SET OUT IN THE
NOTICE OF POSTAL BALLOT DATED OCTOBER 28, 2020**

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 28, 2020, to scrutinize the Postal Ballot voting process (voting by e-voting/remote 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 on November 17, 2020 through electronic mode to the Members whose names appeared in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as at the close of business hours on November 6, 2020 ('cut-off date') and whose e-mail IDs were registered with Company/Registrar and Transfer Agent of the Company/ Depositories, pursuant to General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs under COVID-19 pandemic.
 - 2.2 The Postal Ballot was conducted only through remote e-voting system pursuant to the above referred Circulars, hence, Postal Ballot forms were not required to be sent by the Company.
 - 2.3 I have received a complete record of votes cast by e-voting mode on December 17, 2020 from KFin Technologies Private Limited, the 'e-voting Agency'. The voting period concluded on December 17, 2020 at 5.00 p.m. (IST).
 - 2.4 Particulars of all the votes cast by electronic mode have been entered in a Register separately maintained for the purpose in electronic mode.

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

RESOLUTION NO. 1 – ENHANCEMENT OF THE EXISTING BORROWING LIMIT UNDER SECTION 180 OF THE COMPANIES ACT, 2013 – SPECIAL RESOLUTION

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

Particulars	Number of Members who have cast their votes.	No. of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast).
Total Votes received	357	28,05,44,744
Less: Total Number of Invalid Votes (As per details attached in Annexure - II)	6	22,364
Total Number of Valid Votes	351	28,05,22,380

(b) Details of Voting:

Particulars	Aggregate of voting	No. of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)	% of Valid Votes Received
Total Valid votes received	351	28,05,22,380	100
Assented to Resolution	323	28,02,73,007	99.91
Dissented to Resolution	28	2,49,373	0.09

RESOLUTION NO. 2 – ENHANCEMENT OF THE EXISTING LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013 – SPECIAL RESOLUTION

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

Particulars	Number of Members who have cast their votes	No. of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received	357	28,05,44,744
Less: Total Number of Invalid Votes (As per details attached in Annexure - II)	6	22,364
Total Number of Valid Votes	351	28,05,22,380

(b) Details of Voting:

Particulars	Aggregate of voting	No. of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)	% of Valid Votes Received
Total Valid votes received	351	28,05,22,380	100
Assented to Resolution	314	27,98,10,712	99.75
Dissented to Resolution	37	7,11,668	0.25

Designated Partners
CS Bhumitra V. Dholakia
B.A., L.L.B., C.A.I.I.B., F.C.S.
CS Nrupang B. Dholakia
B.Com., F.C.S., L.L.B., MBL, D.C.L., EP.CORP

DHOLAKIA & ASSOCIATES LLP
(COMPANY SECRETARIES)

4. You may accordingly declare the result of the Postal Ballot voting process.

BHUMITRA V Digitally signed by
DHOLAKIA BHUMITRA V DHOLAKIA
Date: 2020.12.18
14:19:00 +05'30'

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

ICSI UDIN: F000977B001542693

Place: Mumbai

Date: 18th December, 2020

“ANNEXURE-I”

BASIS OF REJECTION

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

“ANNEXURE-II”

REPORT FOR INVALID VOTES

RESOLUTION NO. 1 – ENHANCEMENT OF THE EXISTING BORROWING LIMIT UNDER SECTION 180 OF THE COMPANIES ACT, 2013 – SPECIAL RESOLUTION

Sr. No.	Category	No. of Votes	Total number of Invalid votes (Equity share of the Nominal Value of Rs. 5/- each)
<u>VOTING THROUGH ELECTRONIC MODE</u>			
1.	Board Resolution / Power of Attorney not uploaded/sent	NIL	NIL
2.	Abstained from voting	6	22,364
TOTAL		6	22,364

Designated Partners
CS Bhumitra V. Dholakia
B.A., L.L.B., C.A.I.I.B., F.C.S.
CS Nrupang B. Dholakia
B.Com., F.C.S., L.L.B., MBL, D.C.L., EP.CORP

DHOLAKIA & ASSOCIATES LLP
(COMPANY SECRETARIES)

RESOLUTION NO. 2 – ENHANCEMENT OF THE EXISTING LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013 – SPECIAL RESOLUTION

Sr. No.	Category	No. of Votes	Total number of Invalid votes (Equity share of the Nominal Value of Rs. 5/- each)
<u>VOTING THROUGH ELECTRONIC MODE</u>			
1.	Board Resolution / Power of Attorney not uploaded/sent	NIL	NIL
2.	Abstained from voting	6	22,364
TOTAL		6	22,364

BHUMITRA V. DHOLAKIA
Digitally signed by
BHUMITRA V DHOLAKIA
Date: 2020.12.18
14:19:42 +05'30'

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

ICSI UDIN: F000977B001542693

Place: Mumbai

Date: 18th December, 2020

Countersigned by Raju Nanwani, Company Secretary



Regd Office: A/302, Sarvodaya CHSL, Bldg No. 11, Nr. P.F. Office, Khernagar, Bandra (E), Mumbai – 400051.

Tel No. +91 22 26580309, +91 22 26476280, +91 22 26471302. E-Mail: info@dholakia-associates.com.

LLPIN AAC 9552 GSTIN: 27AAKFD4117D1ZR