

To, Manager - Listing Compliance, National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex Bandra (E), Mumbai - 400 051 Tel: 2659 8235/8452 NSE Symbol: ISEC	To, The General Manager, Department of Corporate Services, BSE Limited, Corporate Relationship Dept. Phiroze Jeejeebhoy Towers, Dalai Street, Mumbai - 400 001 Tel: 2272 1233 / 8058 Ext. - 8013 Scrip Code No. 541179
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Dear Sir/ Ma'am,

**Subject:** Scheme of Arrangement for the delisting of the Equity Shares of ICICI Securities Limited

It is hereby certified that the draft Scheme of Arrangement involving ICICI Securities Limited and ICICI Bank Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") and the Master Circular on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under sub-rule (7) of rule 19 of the Securities Contracts (Regulations) Rules, 1957 bearing no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("**Circular**"), including the following:

SI.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements.	Yes
2	Regulation 11 of LODR Regulations	Compliance with securities laws.	Yes
Requirements of the Circular			
(a)	Para (I)(A)(2)	Submission of documents to stock exchanges.	Yes
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities.	N.A.

Member of National Stock Exchange of India Ltd, BSE Ltd and Multi Commodity Exchange of India Ltd.

SEBI Registration : INZ00183631  
 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:**  
 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) :** Mamta Shetty  
**Email Address:** complianceofficer@icicisecurities.com / Tel (91 22) 4070 1000  
**Website Address:** www.icicisecurities.com / www.icicidirect.com



(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Yes
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards.	Yes
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting.	Yes

**Thanking You,**

**For ICICI Securities Limited**



**Company Secretary**



**Managing Director & CEO**

Certified that the transactions/accounting treatment provided in the draft Scheme of Arrangement involving ICICI Securities Limited and ICICI Bank Limited are in compliance with all the Accounting Standards applicable to a listed entity.



**Chief Financial Officer**



**Managing Director & CEO**

**Place: Mumbai**

**Date: June 29, 2023**

**Certified True Copy**

RAJU  
NANIKRAM  
NANWANI  
Date: 2023.07.15  
20:09:20 +05'30'

**Raju Nanwani**  
**Company Secretary**