



## 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 2288 2455

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

# NOTICE

**NOTICE** is hereby given that the Twenty-Fifth Annual General Meeting ('AGM') of the Members of ICICI Securities Limited ('the Company') will be held on Tuesday, August 11, 2020 at 4:00 p.m. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following business:

### ORDINARY BUSINESS:

#### 1. Adoption of Standalone Audited Financial Statements of the Company:

To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2020 including the Audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, the Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Board of Directors and the Auditors thereon.

#### 2. Adoption of Consolidated Audited Financial Statements of the Company:

To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2020 including the Audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, the Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Report of the Auditors thereon.

#### 3. Declaration of dividend:

To confirm the payment of interim dividend and declare final dividend on equity shares for the financial year ended March 31, 2020.

#### 4. Appointment of Mr. Pramod Rao (DIN: 02218756), who retires by rotation and being eligible, offers himself for re-appointment:

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

**RESOLVED** that pursuant to Section 152 (6) and other applicable provisions, if any, of

the Companies Act, 2013, Mr. Pramod Rao (DIN: 02218756), who retires by rotation and being eligible offers himself for re-appointment and is hereby re-appointed as the Director of the Company.

### SPECIAL BUSINESS:

#### 5. Remuneration payable to Mr. Vijay Chandok (DIN: 01545262), the Managing Director & CEO of the Company:

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

**RESOLVED** that subject to the applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder and the provisions of the Articles of Association of the Company, Mr. Vijay Chandok (DIN: 01545262), Managing Director & CEO of the Company, be paid the following remuneration for FY2021:

Pay Details	April 2020 (₹)	May 2020 to March 2021 (₹) (per month)	Total (₹) (per annum)
Basic Salary	20,38,920/-	18,35,030/-	2,22,24,250/-
Retirals (Provident Fund, Superannuation & Gratuity)	7,20,350/-	6,48,316/-	78,51,826/-
Supplementary allowance	14,48,397/-	13,03,557/-	1,57,87,524/-
Fixed Pay	42,07,667/-	37,86,903/-	4,58,63,600/-
Target Bonus (70% of Basic + Supplementary allowance)*	24,41,122/-	24,41,122/-	2,92,93,463/-
Total Pay	66,48,789/-	62,28,025/-	7,51,57,063/-

\* For calculation of target bonus for FY2021, Basic and Supplementary allowance considered at FY2020 pay rate as approved by the Board.

**Performance Bonus FY2021:** An amount upto 70% of Basic and Supplementary allowance (target bonus), as may be determined by the Nomination & Remuneration Committee and the Board. For calculation of target bonus for FY2021, Basic and Supplementary allowance would be considered at FY2020 pay rate as per the approval granted by the Board. If the bonus, as determined, exceeds 50% of fixed pay (i.e. 70% of sum of Basic and Supplementary allowance), 60% of the bonus would be paid upfront and balance 40% equally deferred over 3 years. Superannuation allowance will not be considered for calculation of target bonus.

**Others:** Perquisites (evaluated as per Income-tax Rules, wherever applicable, and at actual cost to the Company in other cases) like the Company Car (including running & maintenance expenses), soft furnishing allowance of upto ₹ 25,00,000/-, telephone and internet usage at residence or reimbursement of expenses in lieu thereof, provision of gas, electricity and water, 2 club memberships, group life insurance cover of ₹ 7.5 Crore, personal accident insurance cover of ₹ 15 Crore, medical insurance for hospitalization coverage for self and dependents of ₹ 4 Lac per annum and domiciliary medical expenses for self and dependents of ₹ 75,000/- per annum (out of which ₹ 15,000/- was already included in the allowances), leave and children scholarship as per employees children scholarship scheme and interest subsidy for housing loan for purchase of residential property up to a maximum value of ₹ 8 Crore in Mumbai (lower limits ranging from ₹ 3.5 Crore - ₹ 4.5 Crore for other cities as per the Group policy), employee stock options under ICICI Securities Employees Stock Option Scheme – 2017 and other such perquisites & benefits, as applicable from time to time, and as may be determined by the Board/ Nomination & Remuneration Committee.

**Retirement Benefits:** Provident fund, Gratuity and other retirement benefits, in accordance with the scheme(s) and rule(s) applicable to the retired Whole-time Directors of the Company or the members of the staff, as the case may be, from time to time, for the aforesaid benefits, as may be determined by the Board or the Nomination & Remuneration Committee in accordance with the Compensation Policy of the Company. Superannuation allowance will be paid as part of supplementary allowance.

**Bonus for FY2020:** ₹ 92,44,249/- (prorated for 330 days from the date of joining the Company i.e. May 7, 2019).

**RESOLVED further** that Mr. Vijay Chandok (DIN: 01545262) be granted employee stock options of the Company from time to time.

**RESOLVED further** that pursuant to the relevant provisions of the Act, in the event of absence or inadequacy of net profit in any financial year, the remuneration payable to Mr. Vijay Chandok (DIN: 01545262) would be of the nature for which the approvals have been obtained from the Board of Directors and the shareholders of the Company, subject to applicable law, including the Act and the rules made thereunder and any other regulatory, statutory and governmental approvals, as may be necessary.

**RESOLVED further** that the Board of Directors of the Company (including the Nomination & Remuneration Committee) be and is hereby authorised to do all such acts, deeds, things and take such actions as may be required to give effect to this resolution.

**6. Remuneration payable to Mr. Ajay Saraf (DIN: 00074885), the Executive Director of the Company:**

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

**RESOLVED** that subject to the applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder and the provisions of the Articles of Association of the Company, Mr. Ajay Saraf (DIN: 00074885), Executive Director, be paid the following remuneration for FY2021:

Pay Details	April 2020 (₹)	May 2020 to March 2021 (₹) (per month)	Total (₹) (per annum)
Basic Salary	8,71,000/-	7,83,900/-	94,93,900/-
Retirals (Provident Fund & Gratuity)	1,77,074/-	1,59,367/-	19,30,111/-
Supplementary allowance	10,66,091/-	9,59,482/-	1,16,20,393/-
Fixed Pay	21,14,165/-	19,02,749/-	2,30,44,404/-
Target Bonus (70% of Basic + Supplementary allowance)*	13,55,964/-	13,55,964/-	1,62,71,564/-
<b>Total Pay</b>	<b>34,70,129/-</b>	<b>32,58,713/-</b>	<b>3,93,15,968/-</b>

\* For calculation of target bonus for FY2021, Basic and Supplementary allowance considered at FY2020 pay rate as approved by the Board.

**Performance Bonus:** An amount upto 70% of Basic and supplementary allowance (target bonus), as may be determined by the Nomination & Remuneration Committee and the Board. For calculation of target bonus for FY2021, Basic and Supplementary allowance would be considered at FY2020 pay rate as per the approval granted by the Board. If the bonus, as determined, exceeds 50% of fixed pay (*i.e.* 70% of sum of Basic and Supplementary allowance), 60% of the bonus would be paid upfront and balance 40% equally deferred over 3 years.

**Others:** Perquisites like one club membership, group life insurance cover of ₹ 5.1 Crore, personal accident cover of ₹ 10.2 Crore, Company provided car in line with Group benefits policy, medical insurance for hospitalisation coverage for self and dependants of ₹ 4 Lac per annum, domiciliary medical expenses for self and dependents of ₹ 75,000/- per annum (out of which ₹ 15,000/- was already included in the allowances), leave as per Company policy and children scholarship as per employees children scholarship scheme of the Company, employee stock options under ICICI Securities Employees Stock Option Scheme – 2017 and other such perquisites & benefits, as applicable from time to time, and as may be determined by the Board/Nomination & Remuneration Committee.

**Retirement Benefits:** Provident fund, Gratuity and other retirement benefits, in accordance with the scheme(s) and rule(s) applicable to the retired Whole-time Directors of the Company or the members of the staff, as the case may be, from time to time, for the aforesaid benefits, as may be determined by the Board or the Nomination & Remuneration Committee in accordance with the Compensation Policy of the Company.

**Bonus for FY2020:** ₹ 56,95,048/-

**RESOLVED further** that Mr. Ajay Saraf (DIN: 00074885) be granted employee stock options of the Company from time to time.

**RESOLVED further** that pursuant to the relevant provisions of the Act, in the event of absence or inadequacy of net profit in any financial year, the remuneration payable to Mr. Ajay Saraf (DIN: 00074885) would be of the nature for which the approvals have been obtained from the Board of Directors and the shareholders of the Company, subject to applicable law, including the Act and the rules made thereunder and any other approvals, as may be necessary.

**RESOLVED further** that the Board of Directors of the Company (including the Nomination & Remuneration Committee) be and is hereby authorised to do all such acts, deeds, things and take such actions as may be required to give effect to this resolution.

**7. Enhancement of the existing borrowing limit under Section 180 of the Companies Act, 2013:**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**RESOLVED** that pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to the Board of Directors of the Company to borrow such moneys or sums of money, subject to the prevailing laws, rules, regulations and guidelines to the extent they are applicable, in any manner, from time to time, with or without security and upon such terms and conditions as the Board may think fit, notwithstanding that money to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the limit specified under Section 180 (1) (c) of the Act, *viz.*, the aggregate of the Company's paid-up share capital, free reserves and securities premium, provided that the total amount so borrowed and outstanding at any time shall not exceed the sum of ₹ 35.00 billion.

**8. Enhancement of the existing limit of Material Related Party Transaction(s) for availing short term borrowings by way of credit facility from ICICI Bank Limited (Holding Company):**

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

**RESOLVED** that pursuant to the provisions of Regulation 23 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modifications or re-enactment thereof for the time being in force) and the Policy on Related Party Transactions of the Company, approval of the Members of the Company be and is hereby accorded in respect of material related party transaction(s), to avail short term borrowings by way of credit facility from ICICI Bank Limited, a related party within the meaning of Section 2 (76) of the Act and Regulation 2 (1) (zb) of Listing Regulations as

amended from time to time as well as Bankers to the Company on such term(s) and condition(s) as may be agreed, which may exceed the limit specified under Regulation 23 (1) of Listing Regulations, viz., ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, but not exceeding maximum outstanding balance of ₹ 25.00 billion on any day-end, provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**9. Approval for Material Related Party Transaction(s) for placing of fixed deposits with ICICI Bank Limited (Holding Company):**

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

**RESOLVED** that pursuant to the provisions of Regulation 23 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modifications or re-enactment thereof for the time being in force) and the Policy on Related Party Transactions of the Company, approval of the Members of the Company be and is hereby accorded in respect of material related party transaction(s), to place fixed deposits with ICICI Bank Limited, a related

party within the meaning of Section 2 (76) of the Act and Regulation 2 (1) (zb) of Listing Regulations as amended from time to time as well as Bankers to the Company on such term(s) and condition(s) as may be agreed, which may exceed the limit specified under Regulation 23 (1) of Listing Regulations, viz., ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, but not exceeding maximum outstanding balance of ₹ 5.00 billion (excluding accrued interest thereon), provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

By Order of the Board of Directors  
For ICICI Securities Limited

Sd/-

Raju Nanwani  
Senior Vice President &  
Company Secretary  
FCS 4785

Place: Mumbai  
Date: July 15, 2020

**CIN:** L67120MH1995PLC086241

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

**Registered Office:**

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

## NOTES:

1. A statement pursuant to Section 102 (1) of the Companies Act, 2013 ('the Act') setting out the material facts concerning each item of special business *i.e.* Item Nos. 5 to 9 set out in the Notice is annexed hereto. The Board of Directors of the Company considered that these special businesses, being unavoidable, be transacted at the Twenty-Fifth AGM of the Company.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has *vide* circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 ('MCA Circulars') permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Act read with MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company will be held through VC/OAVM. The deemed venue for the Twenty-Fifth AGM shall be the Registered Office of the Company *i.e.* ICICI Centre, H. T. Parekh Marg, Churchgate, Mumbai - 400 020.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the AGM will be held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate members intending to appoint their authorised representatives to attend the Meeting are requested to send a certified copy of the Board resolution authorising their representative to attend the AGM and vote on their behalf at the AGM, to the Scrutinizer at e-mail ID: [info@dholakia-associates.com](mailto:info@dholakia-associates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Company's Registrar & Transfer Agent for its share registry (both, physical as well as electronic) is KFin Technologies Private Limited (erstwhile Karvy Fintech Private Limited) ('KFINTECH' or 'R&TA') having its office at Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 (Unit: ICICI Securities Limited).
7. **Voting through electronic means:**
  - A. In compliance with Regulation 44 of Listing Regulations and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide Members, the facility to exercise their right to vote at the Twenty-Fifth AGM by electronic means. The facility of casting votes by a Member using an electronic voting system from a place other than the venue of the AGM ('remote e-voting') as well as voting during the meeting will be provided by National Securities Depository Limited ('NSDL') and the items of business as detailed in this Notice may be transacted through remote e-voting.
  - B. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date *i.e.* Tuesday, August 4, 2020 only shall be entitled to avail the facility of remote e-voting as well as voting during the AGM.
  - C. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
  - D. The facility for voting shall also be made available during the AGM and the Members attending the AGM who have not already cast their votes through remote e-voting and are otherwise not barred from doing so, shall be able to exercise their voting rights during the AGM.
  - E. Members may follow the same procedure for e-voting during the Twenty-Fifth AGM as mentioned below in Point 8 for remote e-voting.
  - F. The Members who have cast their votes through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes again. However, in case a Member casts his/her vote both by voting during the AGM and by remote e-voting, then voting done through remote e-voting shall be considered and voting done during the AGM will be treated as invalid.
8. **The instructions for remote e-voting are as under:**
  - Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>
  - Step 2: Cast your vote electronically on NSDL e-voting system.

**Details on Step 1 are mentioned below:  
How to Log-in to NSDL e-voting website?**

- I. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- II. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- III. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

IV. 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*** and then User ID is 123456002***.

V. Your password details are given below:

- a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the

'initial password' and the system will force you to change your password.

c. How to retrieve your 'initial password'?

(i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from [evoting@nsdl.com](mailto:evoting@nsdl.com). Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your e-mail ID is not registered, please follow steps as mentioned below in Point VI.

VI. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

VII. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

VIII. Now, you will have to click on "Login" button.

IX. After you click on the "Login" button, Home page of e-voting will open.

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

**How to cast your vote electronically on NSDL e-voting system?**

- I. After successful login at **Step 1**, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
  - II. After clicking on Active Voting Cycles, you will be able to see the "EVEN" of all the Companies in which you are holding shares and whose voting cycle is in active status.
  - III. Select "EVEN" of Company.
  - IV. Now you are ready for e-voting as the Voting page opens.
  - V. Cast your vote by selecting appropriate options *i.e.* assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  - VI. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - VII. You can also take the print-out of the votes cast by you by clicking on the print option on the confirmation page.
  - VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
9. In case of any query/grievance relating to e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated e-mail IDs: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone nos.: +91-22-24994360 or +91-22-24994545 respectively who will also address the grievances connected with the voting by electronic means.
10. The Company has appointed Dholakia & Associates LLP, Practicing Company Secretaries as the Scrutinizer. Accordingly, Mr. Bhumitra V. Dholakia and/or Mr. Nrupang B. Dholakia, 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 voting process in a fair and transparent manner.

11. Corporates/Institutional members (*i.e.* other than Individuals, HUF, NRI, *etc.*) are required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/Authority Letter, *etc.* authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote, to the Scrutinizer at e-mail ID: [info@dholakia-associates.com](mailto:info@dholakia-associates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). The scanned image of the above mentioned documents should be in the naming format 'Corporate Name\_EVEN.'
12. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
13. **Process for obtaining User ID and Password/ AGM Notice and Annual Report for those Members whose e-mail ids are not registered:**
  - I. In case 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 [investors@icicisecurities.com](mailto:investors@icicisecurities.com) or [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).
  - II. In case 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 [investors@icicisecurities.com](mailto:investors@icicisecurities.com).
  - III. Alternatively, Member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the details mentioned in Point (I) or (II), as the case may be.
14. In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date *i.e.* Tuesday, August 4, 2020, he/she may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and password by providing the details mentioned in

Point 13 (I) or 13 (II), as the case may be. However, if he/she is already registered with NSDL for remote e-voting, then he/she can use his/her existing User ID and password for casting his/her vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**15. The instructions for Members for attending the AGM through VC/OAVM are as under:**

- I. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under Shareholder/Member login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
- II. Members requiring assistance before or during the AGM may contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/1800-222-990 or contact Mr. Amit Vishal, Senior Manager - NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/+91-22-24994360 or Ms. Pallavi Mhatre, Manager - NSDL at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)/+91-22-24994545.
- III. Facility of joining the AGM through VC/OAVM shall be open 30 minutes before the scheduled time for the AGM and shall close 30 minutes after the commencement of the AGM and will be available for 1,000 Members on first come first served basis. The participation of Members holding 2% or more of the total equity share capital of the Company, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM will not be restricted on first come first served basis.
- IV. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address

mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [investors@icicisecurities.com](mailto:investors@icicisecurities.com)/IR@icicisecurities.com on or before 5:00 p.m. (IST) on Friday, August 7, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Queries of the Members will be answered at the AGM, only if the Member continues to hold the shares as on the cut-off date *i.e.* Tuesday, August 4, 2020.

- V. All investors, including Institutional Investors, are encouraged to cast their votes on the proposed Resolutions and also attend the AGM through VC/OAVM facility.
- VI. Members are encouraged to join the Meeting through Laptops for better experience.
- VII. Members desirous of expressing their views/asking questions during the AGM shall join the AGM through a device with camera/webcam facility.
- VIII. Please note that Members connecting from Mobile Devices or Tablets or through Laptop connecting *via* Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

16. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

17. The remote e-voting period commences on Friday, August 7, 2020 at 9.00 a.m. (IST) and ends on Monday, August 10, 2020 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 being Tuesday, August 4, 2020 may cast their vote by electronic means in the manner and process set out hereinabove. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote through remote e-voting electronically shall not vote during the AGM.



18. 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 *i.e.* Tuesday, August 4, 2020.
19. The Chairman shall, during the AGM, allow voting through *e*-voting facility on all the Resolutions for all those Members who are present at the AGM and have not cast their votes by availing the remote *e*-voting facility.
20. The Scrutinizer shall close the *e*-voting facility after the expiry of 15 minutes from the conclusion of the AGM.
21. The Scrutinizer shall first count the votes cast during the AGM, thereafter unblock the votes cast through remote *e*-voting and make, not later than 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and provide the report to the Chairman or to any other person authorized by the Chairman.
22. The results on Resolutions shall be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the Resolutions.
23. The results declared along with the Scrutinizer's Report(s) will be available on the website of the Company [www.icicisecurities.com](http://www.icicisecurities.com) and on the website of NSDL <https://www.evoting.nsdl.com> and the communication will be sent to National Stock Exchange of India Limited and BSE Limited and will also be displayed at the Registered as well as Corporate Office of the Company.
24. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 5, 2020 to Tuesday, August 11, 2020 (both days inclusive) for determining the names of the Members eligible for final dividend on equity shares for the financial year ended March 31, 2020.
25. The final dividend for the financial year ended March 31, 2020, at the rate of ₹ 6.75 per equity share of face value of ₹ 5/- each as recommended by the Board of Directors, if approved at the AGM, would be paid to those Members who hold shares:
  - i. In dematerialised mode, based on the beneficial ownership details to be received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as at the close of business hours on Tuesday, August 4, 2020.
  - ii. In physical mode, if their names appear in the Company's Register of Members at the close of business hours on Tuesday, August 4, 2020.
26. As you may be aware that as per Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of shareholders. The Company is also required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereto. The shareholders are requested to update their PAN, residential status as per Income Tax Act, 1961 *i.e.* Resident or Non Resident, for financial year 2020-21, category of shareholder, *e*-mail ID and address with the Company/KFINTECH (in case of shares held in physical mode) and their Depository Participants ('DPs') (in case of shares held in demat mode).
 

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by *e*-mail to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or upload at <https://ris.kfintech.com/form15/> by Tuesday, August 4, 2020. Shareholders are requested to note that in case their PAN is not registered/valid, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders other than those covered under section 196D of Income Tax Act, 1961 can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents *i.e.* PAN, No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an *e*-mail to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or upload at <https://ris.kfintech.com/form15/>. The aforesaid declarations and documents need to be submitted by the shareholders by Tuesday, August 4, 2020.
27. Members wishing to claim unclaimed dividends are requested to correspond with KFINTECH or the Company Secretary, at the Company's registered office. Members are requested to note that dividends which are not claimed within seven (7) years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund as per the provisions of Section 124 of the Act and rules made thereunder. Further, pursuant to the provisions of Section 124 (6)

of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all shares in respect of which dividend has not been paid or claimed for seven (7) consecutive years or more shall be transferred to the demat account of the Investor Education and Protection Fund authority. The Company has uploaded the details of unpaid and unclaimed dividend amounts on the website of the Company [www.icicisecurities.com](http://www.icicisecurities.com).

28. Members holding shares in physical mode are requested to immediately notify change in their bank details, e-mail address, address/name, to KFINTECH at their above mentioned address/[einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), quoting their Folio Number(s).

In order to avoid fraudulent encashment of dividend warrants, Members holding shares in physical form are requested to send to KFINTECH, at the above mentioned address/[einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), on or before Tuesday, August 4, 2020, a Bank Mandate (providing details of name and address of bank branch, PIN code and particulars of the bank account) or changes therein, if not provided earlier, under the signature of the Sole/First holder quoting their Folio Number. This information will be printed on the dividend warrants.

Members holding shares in physical mode, who have not registered/updated their bank mandate for receiving dividend directly in their bank accounts through Electronic Clearing Service ('ECS') or any other electronic means, are requested to send to send the following documents to KFINTECH at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com):

- a. a signed request letter mentioning name, folio number and complete address;
- b. self-attested scanned copy of the PAN Card;
- c. self-attested scanned copy of any document (such as AADHAAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company;
- d. Name and Branch of Bank in which dividend is to be received and Bank Account type;
- e. Bank Account Number allotted by the Bank after implementation of Core Banking Solutions;
- f. 11 digit IFSC Code; and
- g. self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly.

29. 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.

30. In case information for remittance of dividend through ECS is not updated for a particular Member, warrants/cheques shall be dispatched upon normalization of the postal services, post COVID-19 pandemic.

31. 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. Members holding shares in physical form shall submit their PAN details to KFINTECH.

32. Members may avail the nomination facility as provided under Section 72 of the Act.

33. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Annual Report including the Report of the Board of Directors, Auditors' Report, Financial Statements, Notice of this AGM, etc. is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/R&TA/Depositories. Members may note that the Notice of the AGM and Annual Report will also be available on the Company's website at [www.icicisecurities.com](http://www.icicisecurities.com), website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited.

34. 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.

35. 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.

36. Statutory Registers and all the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members. 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).
37. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company through e-mail on [investors@icicisecurities.com](mailto:investors@icicisecurities.com)/[IR@icicisecurities.com](mailto:IR@icicisecurities.com) at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
38. Pursuant to Regulation 36 (3) of Listing Regulations and Secretarial Standard - 2, the required details of the Director proposed to be re-appointed and the terms of proposed remuneration of the Directors are given in the **Annexure** forming part of the Notice.
39. Since the AGM will be held through VC/OAVM, the Route Map of AGM venue is not annexed to the Notice.
40. 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 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.

By Order of the Board of Directors  
For ICICI Securities Limited

Sd/-  
Raju Nanwani  
Senior Vice President &  
Company Secretary  
FCS 4785

Place: Mumbai  
Date: July 15, 2020

**CIN:** L67120MH1995PLC086241  
**Website:** [www.icicisecurities.com](http://www.icicisecurities.com)  
**Registered Office:**  
ICICI Centre, H. T. Parekh Marg,  
Churchgate, Mumbai - 400 020

## STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013, SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS

### Item Nos. 5 and 6

The Board of Directors of the Company at its meeting held on May 7, 2020 approved the proposal for retaining FY2020 remuneration for the Whole-time Directors ('WTDs'), Key Managerial Personnel (KMP) and senior management (SM) for FY2021 *i.e.* no increase being proposed in the current remuneration from previously approved levels, based on the recommendation of the Nomination & Remuneration Committee ('NRC').

Further, given the prevailing scenario and the unprecedented challenges posed by COVID-19 pandemic, the WTDs have voluntarily opted to take a 10% salary reduction effective May 2020 in their basic, retirals and supplementary allowances for the remaining months in FY2021. The NRC, at its meeting held on May 28, 2020 accepted and recorded that for the purposes of salary increase, if any, for FY2022 *i.e.* period starting April 2021 – March 2022, the salary for FY2020 would be considered as a base and not the reduced salaries volunteered. Further, for calculation of target bonus, if any, for FY2021, the remuneration for FY2021 will be retained at the previous year level. The NRC also accepted the proposal for basic salary and supplementary allowances for FY2020 to be considered for the purpose of determining target bonus, if any, for FY2021. The same was further approved by the Board of Directors at its meeting held on May 28, 2020.

Pursuant to the provision of Section 197 of the Companies Act, 2013 ('the Act'), the details in this regard are set out in the Resolutions at Item Nos. 5 and 6.

#### Stock Options:

- Mr. Vijay Chandok (DIN: 01545262), Managing Director & CEO, was granted 5,86,000 stock options for FY2020 under ICICI Securities Limited - Employees Stock Option Scheme – 2017 ('the Scheme'). The stock option grants have a vesting schedule of three years, in the ratio of 30%:30%:40% starting one year from the date of the grant of the options. The options granted to Mr. Vijay Chandok is 0.18% of the issued shares of the Company at the time of grant of options and the same has been duly approved by the Board in accordance with the Scheme.
- Mr. Ajay Saraf (DIN: 00074885), Executive Director, was granted 1,32,500 stock options for FY2020 under the Scheme. The stock option grants have a vesting schedule of three years, in the ratio of 30%:30%:40% starting one year from the date of the grant of the options. The options granted to Mr. Ajay Saraf is 0.04% of the issued shares of the Company at the time of grant of options and the same has been duly

approved by the Board in accordance with the Scheme.

As per the requirements of Secretarial Standard 2, issued by the Institute of Company Secretaries of India, please find appended in the **Annexure** forming part of the Notice, the required details of Mr. Vijay Chandok (DIN: 01545262) and Mr. Ajay Saraf (DIN: 00074885).

The Directors recommend the Resolutions at Item Nos. 5 and 6 of the accompanying Notice as Ordinary Resolutions for approval of the Members of the Company.

Except Mr. Vijay Chandok (DIN: 01545262) and his relatives (for Resolution set out at Item No. 5) and Mr. Ajay Saraf (DIN: 00074885) and his relatives (for Resolution set out at Item No. 6), none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the passing of Resolutions set out at Item Nos. 5 and 6 of the accompanying Notice.

The terms and conditions stated in the Resolutions and information given as above may be treated as an abstract of the terms of contract under Section 190 (1) of the Act.

### Item No. 7

ICICI Securities Limited ('the Company'), being a Stock Broker and Merchant Banker, *inter alia*, carries out the following activities:

- Margin Trading Facility ('MTF'): Funding facility for clients for taking leveraged position in the equity cash market;
- Employee Stock Option Plan Funding ('ESOP Funding'): Funding facility for clients who wish to exercise ESOPs granted to them by their respective employers;
- Underwriting arrangements; and
- Acquisition of securities by way of subscription, purchase or otherwise.

As per Section 180 (1) (c) of the Companies Act, 2013 ('the Act'), the Company can borrow money together with the money already borrowed by the Company, exceeding aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in ordinary course of business only with the consent of the Members of the Company by a Special Resolution.

The Board had, at its meeting held on July 24, 2017, subject to the approval of the Members, approved the proposal to borrow money together with the money already borrowed upto ₹ 25.00 billion, keeping in mind the

foreseeable growth in business activities based on the assessment made at that point in time. The limit was subsequently approved by the Members of the Company by way of Special Resolution at the Extra-Ordinary General Meeting held on July 25, 2017.

With an increased focus of the Company to cater to the increasing market demand, there is an opportunity for the Company to grow at a faster pace. In the current financial year, the loan book comprising of MTF and ESOP funding book peaked at approximately ₹ 14.97 billion from approximately ₹ 4.03 billion at the start of the year before winding down to less than ₹ 5.71 billion in the wake of the market environment and increased volatility in the second half of March 2020 due to COVID-19 pandemic.

Further, the Company in its brokerage business is required to maintain cash deposits and collaterals (generally placed in the form of bank fixed deposits) to meet its margin requirements towards clearing houses and exchanges. These fixed deposits fluctuate with the nature and volume of our customers' trading activity. As at March 31, 2020, the Company had placed an amount of ₹ 16.58 billion in fixed deposits with Exchanges as compared to ₹ 10.60 billion as at March 31, 2019.

The Company relies on borrowings in the form of Commercial Papers along with its own funds to meet these requirements. The Company's primary source of borrowing is in the form of Commercial Papers. In the current financial year, the borrowing position grew from ₹ 4.47 billion as on March 31, 2019 to ₹ 14.98 billion as at March 31, 2020 with peak borrowing utilisation during the year of ₹ 17.87 billion.

The Company expects the MTF and ESOP funding book to grow further which is in sync with its strategy of diversifying sources of revenue and increasing the scale of active clients. Further, with increased volatility in the markets, the Company is required to place margins of large amounts at short notice. In order to meet the aforesaid business requirement, it is proposed to enhance the borrowing limit under Section 180 of the Act from the existing limit of ₹ 25.00 billion to ₹ 35.00 billion.

Accordingly, the Board has, at its meeting held on May 7, 2020, subject to the approval of the Members of the Company, approved the aforesaid proposal for enhancing the limit of borrowings under Section 180 of the Act from the existing limit of ₹ 25.00 billion to ₹ 35.00 billion.

In view of the above, the approval of the Members of the Company by passing Special Resolution would be required to be obtained for enhancing the existing limit of borrowings under Section 180 of the Act.

The Directors recommend the Special Resolution at Item No. 7 of the accompanying Notice for approval of the Members of the Company.

No Director, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the passing of the Resolution at Item No. 7 of the accompanying Notice.

#### **Item No. 8**

Pursuant to Regulation 23 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), all material related party transactions shall require approval of the shareholders. Pursuant to Regulation 23 (1) of Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The Company in its brokerage business requires funds for stock exchanges' settlement obligations, margin requirement, client obligations, *etc.* The Company is also subject to cash deposit and collateral requirements (generally placed in the form of Bank fixed deposits) with clearing houses and exchanges, which may fluctuate with the nature and volume of our customers' trading activity. Apart from its own funds, the Company meets the liquidity needs primarily through short-term borrowings through Commercial Papers and supplemented by credit facilities, availed through ICICI Bank Limited ('the Bank'), to be utilized in case of temporary fluctuation in cash flow requirements for very short term, typically a day.

The Board had, at its meeting held on October 19, 2018, subject to the approval of the Members, approved the proposal to avail short term borrowings by way of credit facility from the Bank, a related party as well as the Banker to the Company, subject to maximum outstanding balance not exceeding ₹ 15.00 billion on any day and subject to such contract(s)/arrangement(s)/transaction(s) being at arm's length and in the ordinary course of business of the Company. Subsequently, the said proposal was also approved by the Members of the Company by Postal Ballot on December 26, 2018.

In the context of Company's strategy of enhancing scale and maximizing available opportunity and with emerging market environment characterized by higher volumes in the markets, the Company is required to place margins of large amounts at short notice. The Company relies and would continue to rely on Commercial Papers as its primary source of funding, being commercially beneficial. However, it would be prudent to have bank credit facilities of ₹ 25.00 billion to safeguard the Company against any adverse liquidity environment.

It is proposed that the Company be authorized to avail short term funding using the credit facilities available from the Bank, a related party as well as the banker to the Company, subject to maximum outstanding balance not

exceeding ₹ 25.00 billion on any day-end and subject to such transaction being at arm's length and in the ordinary course of business.

The Audit Committee has approved the aforesaid proposal on May 7, 2020 and recommended the same to the Board for its approval. The Board has, subject to the approval of the Members of the Company, approved the aforesaid proposal on May 7, 2020, for availing short term borrowings by way of credit facility from the Bank as per the above thresholds and conditions, being material related party transaction(s). In view of the above, approval of the Members of the Company is being sought for enhancement of the existing limit of material related party transaction(s) with ICICI Bank Limited, a related party as well as the Banker to the Company, subject to such contract(s)/arrangement(s)/transaction(s) being at arm's length and in the ordinary course of business.

The Directors recommend the Ordinary Resolution at Item No. 8 of the accompanying Notice for approval of the Members of the Company.

None of the Directors (except to the extent of common directorships), Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the passing of the Resolution at Item No. 8 of the accompanying Notice.

#### **Item No. 9**

Pursuant to Regulation 23 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), all material related party transactions shall require approval of the shareholders. Further, pursuant to Regulation 23 (1) of Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The Company has been entering into contracts and arrangements with ICICI Bank Limited ('ICICI Bank'), a related party as well as the Banker to the Company covering, *inter alia*, placing fixed deposits and collecting/recovering interest thereon, in the ordinary course of business.

The Company invests in fixed deposits primarily to place margin funds with Exchanges or to deploy excess funds for shorter tenure depending on the interest rates prevailing in the market. The requirements to place margin funds have been increasing due to growth in transaction volumes, being ₹ 20.89 billion as at March 31, 2020 as compared to ₹ 12.47 billion as at March 31, 2019, which are currently placed with 11 different banks. The quantum of fixed deposits with ICICI Bank has been within the limits of material related party transactions, being ₹ 1.15 billion as at March 31, 2020 (₹ 1.49 billion as at March 31, 2019).

Given the scenario of growing quantum of fixed deposits as well as emerging macro scenario, as a prudent measure, it may be required to place higher quantum of fixed deposits with larger Banks, going forward. Hence, fixed deposits placed with ICICI Bank may exceed the limits under Regulation 23 (4) of Listing Regulations for material related party transactions.

It is proposed that the Company be authorized to place fixed deposits with ICICI Bank, a related party as well as the Banker to the Company, subject to maximum outstanding balance not exceeding ₹ 5.00 billion (excluding accrued interest thereon) and subject to such transaction being on arm's length and in the ordinary course of business.

The Audit Committee has approved the aforesaid proposal on June 29, 2020 and recommended the same to the Board for its approval. The Board has, subject to approval of the Members of the Company, approved the aforesaid proposal on July 12, 2020, to place fixed deposits with ICICI Bank Limited as per the above thresholds and conditions, being material related party transaction(s). In view of the above, approval of the Members of the Company is being sought for material related party transaction(s) with ICICI Bank Limited, a related party as well as the Banker to the Company, subject to such contract(s)/arrangement(s)/transaction(s) being at arm's length and in the ordinary course of business .

The Directors recommend the Ordinary Resolution at Item No. 9 of the accompanying Notice for approval of the Members of the Company.

None of the Directors (except to the extent of common directorships), Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the passing of the Resolution at Item No. 9 of the accompanying Notice.

For inspection of documents referred in the above explanatory statements, please refer Note no. 36 of the accompanying Notice.

By Order of the Board of Directors  
For ICICI Securities Limited

Sd/-  
Raju Nanwani  
Senior Vice President &  
Company Secretary  
FCS 4785

Place: Mumbai  
Date: July 15, 2020

**CIN:** L67120MH1995PLC086241  
**Website:** [www.icicisecurities.com](http://www.icicisecurities.com)  
**Registered Office:**  
ICICI Centre, H. T. Parekh Marg,  
Churchgate, Mumbai - 400 020

## ANNEXURE TO ITEM NOS. 4, 5 AND 6 OF THE NOTICE OF THE AGM

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

<b>1. Mr. Pramod Rao (DIN: 02218756) – Item No. 4</b>	
Name of the Director	Mr. Pramod Rao
Age	46 years
Date of first appointment on Board	October 11, 2018
Qualification, experience & nature of expertise	<p>Mr. Pramod Rao joined ICICI Bank Limited ('ICICI Bank') as its Group General Counsel on August 16, 2018 and oversees the legal function for the ICICI group. Previously, Mr. Rao had served as General Counsel for Citi India cluster (July 2013 till mid-August 2018), and was responsible for the Legal &amp; Secretarial functions within Citi India cluster (incorporating Bangladesh &amp; Sri Lanka). He also oversaw Citi Security &amp; Investigative Services (CSIS) and chaired the Citi India Diversity Council and was a member of various internal management and oversight committees.</p> <p>Mr. Rao previously worked with Induslaw, a law firm as a resident partner, overseeing its Banking and Finance practice. He joined IndusLaw in 2012 and was instrumental to setting up the firm's office in Mumbai.</p> <p>Prior to Induslaw, Mr. Rao worked with ICICI Bank for over 15 years. In August 1996, he joined the erstwhile Industrial Credit &amp; Investment Corporation of India Limited (erstwhile ICICI), which subsequently in a reverse merger became ICICI Bank) upon obtaining B.A.LL.B (Hons) degree from the National Law School of India University, Bangalore (NLSIU) after a brief stint at Mulla and Mulla Craigie Blunt &amp; Caroe. He then rose to become the General Counsel of ICICI Bank in December 2005 and served in that capacity until April 2012. During the course of his career at ICICI Bank, Mr. Rao has overseen the legal function for all segments of the Bank. During his time there, he also advised the Board of Directors and various Board constituted committees and served on the Board of Directors of various ICICI group companies.</p> <p>Mr. Rao is also a member of the Board of Directors of ICICI Prudential Trust Limited and ICICI Trusteeship Services Limited. Mr. Rao also serves as a member of the Legal &amp; Banking Operations Committee of Indian Banks' Association (IBA) and of the National Committee for Regulatory Affairs constituted by the Confederation of Indian Industry (CII).</p> <p>Mr. Rao is the Chairman of the Fund Raising &amp; Resource Mobilization Committee of IDIA - Increasing Diversity by Increasing Access (<a href="http://www.idialaw.com">www.idialaw.com</a>) – an NGO dedicated to assisting students from underprivileged background entering premier law schools in India. He has also served as a member of the Governing Board of the NLSIU Alumni Association from 2015-2020.</p> <p>Mr. Rao has a deep interest in LawTech, having advised/mentored and served on the Board of Directors of two such startups in the last few years.</p> <p>Mr. Rao also participates in and contributes to various law and regulatory reform initiatives of the government, regulators and industry forums.</p>
Other Directorships	<p>1. ICICI Trusteeship Services Limited</p> <p>2. ICICI Prudential Trust Limited</p>
Chairmanship/Membership of Committees in companies in which position of Director is held	ICICI Securities Limited: Audit Committee (Member)
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 attended/entitled to attend during the year	6/7
Terms and conditions of appointment or re-appointment	Re-appointment as a Director, liable to retire by rotation.
Details of remuneration last drawn	Nil
Details of remuneration sought to be paid	Nil

**2. Mr. Vijay Chandok (DIN: 01545262) – Item No. 5**

Name of the Director	Mr. Vijay Chandok
Age	52 years
Date of first appointment on Board	May 7, 2019
Qualification, experience & nature of expertise	Mr. Vijay Chandok is the Managing Director & Chief Executive Officer of the Company. Prior to joining the Company, Mr. Chandok served as the Executive Director of ICICI Bank Limited ('the Bank'), responsible for the International Banking, Small and Medium Enterprises (SME) businesses, global markets and commercial banking businesses of the Bank. He also served as a Director on the Boards of ICICI Bank UK PLC and ICICI Bank Canada Ltd. Mr. Chandok has been with the ICICI Group since 1993 and has worked across corporate, retail and rural banking. Under Mr. Chandok's leadership, the Bank won numerous accolades. He also served as Vice Chairman of ICICI Home Finance Company Limited from April 13, 2009 to April 8, 2010. Mr. Chandok holds a Master's degree in Management Studies from Narsee Monjee Institute of Management Studies, Mumbai (NMIMS). He also holds a Bachelor's degree in Mechanical Engineering from the Indian Institute of Technology (Banaras Hindu University), Varanasi (formerly IT-BHU). In 2017, Mr. Chandok was conferred with a Distinguished Alumnus Award from NMIMS University.
Other Directorships	None
Chairmanship/Membership of Committees in companies in which position of Director is held	ICICI Securities Limited: Stakeholders Relationship Committee (Member) Corporate Social Responsibility Committee (Member) Risk Management Committee (Member) Investment Committee (Chairman) Commitment Committee (Chairman) IT Risk and Information/Cyber Security Committee (Chairman) Product Committee (Chairman)
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 attended/entitled to attend during the year	6/6
Terms and conditions of appointment or re-appointment	Not applicable
Details of remuneration last drawn	Remuneration paid for the period from May 7, 2019 to March 31, 2020: Basic - ₹ 2,20,33,490/- Allowances - ₹ 2,17,37,335/- . Allowances include components like house rent allowance, running and maintenance expenses of car (including fuel, repairs and maintenance, insurance, driver's salary), leave travel allowance, personal pay, domiciliary medical reimbursement of ₹ 15,000/- per annum. Superannuation equivalent amount is paid as part of allowances. Contribution to provident fund - ₹ 26,44,015/- Contribution to gratuity fund - ₹ 18,35,389/- Perquisites – ₹ 3,96,143/- . Perquisites (evaluated as per Income-tax Rules, wherever applicable, and at actual cost to the Company in other cases) like the Company Car (including running & maintenance expenses), one time soft furnishing allowance of upto ₹ 25,00,000/- for a period of five years, telephone and internet usage at residence or reimbursement of expenses in lieu thereof, provision of gas, electricity and water, 2 club memberships, group life insurance cover of ₹ 1.5 Crore, personal accident insurance cover of ₹ 6 Crore, medical insurance for hospitalization coverage for self and dependents of ₹ 4 Lac per annum and domiciliary medical expenses for self and dependents of ₹ 75,000/- per annum, leave and children scholarship as per employees children scholarship scheme and 5% interest subsidy for housing loan for purchase of residential property up to a maximum value of ₹ 8 Crore in Mumbai (lower limits ranging from ₹ 3.5 Crore - ₹ 4.5 Crore for other cities as per the Group policy).
Details of remuneration sought to be paid	As set out in the Resolution at Item No. 5 of the Notice.



<b>3. Mr. Ajay Saraf (DIN: 00074885) – Item No. 6</b>	
Name of the Director	Mr. Ajay Saraf
Age	50 years
Date of first appointment on Board	May 25, 2011
Qualification, experience & nature of expertise	Mr. Ajay Saraf is an Executive Director of the Company. He is a member of the Institute of Chartered Accountants of India and Institute of Cost and Works Accountants of India. He currently heads the investment banking and institutional broking divisions of the Company. He has over 26 years of experience and has been associated with the Company for over nine years. He has previously worked with ICICI Bank Limited for approximately nine years in corporate banking and Small and Medium Enterprises banking verticals. Prior to ICICI Bank Limited, he worked with American Express Bank Limited.
Other Directorships	None
Chairmanship/Membership of Committees in companies in which position of Director is held	ICICI Securities Limited: Stakeholders Relationship Committee (Member) Corporate Social Responsibility Committee (Member) Risk Management Committee (Member) Investment Committee (Member) Commitment Committee (Member) IT Risk and Information/Cyber Security Committee (Member) Product Committee (Member)
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	8,500
No. of board meetings attended/entitled to attend during the year	7/7
Terms and conditions of appointment or re-appointment	Not Applicable
Details of remuneration last drawn	Remuneration paid for the period from April 1, 2019 to March 31, 2020: Basic Salary - ₹ 1,04,52,000/- Allowances - ₹ 1,27,93,080/- . Allowances include house rent allowance, leave travel allowance, conveyance, running and maintenance expenses of car (including fuel, repairs and maintenance, insurance, driver's salary, etc.), personal pay, medical reimbursement of ₹ 15,000/- per annum. Performance Bonus - ₹ 1,01,93,887/- . The bonus amount paid in FY2020 includes the deferred portion of bonus approved in earlier years. Contribution to provident fund - ₹ 12,54,240/- Contribution to gratuity fund - ₹ 8,70,648/- Perquisites - ₹ 12,29,840/- . Perquisites like one club membership, group life insurance cover of ₹ 1.25 Crore, personal accident cover of ₹ 3.6 Crore, Company provided car in line with Group benefits policy, medical insurance for hospitalisation coverage for self and dependants of ₹ 4 Lac per annum, domiciliary medical expenses for self and dependants of ₹ 75,000/- per annum (out of which ₹ 15,000/- was already included in the allowances), leave as per Company policy and children scholarship as per employees children scholarship scheme of the Company. Stock Options – 1,99,600 options granted by the Company under ICICI Securities Limited - Employees Stock Option Scheme – 2017 and 41,400 options granted by ICICI Bank Limited under ICICI Bank Employees Stock Option Scheme, 2000.
Details of remuneration sought to be paid	As set out in the Resolution at Item No. 6 of the Notice.