

August 30, 2018

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: Summary of proceedings of the Annual General Meeting, declaration of voting results and combined report issued by the Scrutinizer

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

The Twenty-Third Annual General Meeting ('AGM') of ICICI Securities Limited ('the Company') was held on Thursday, August 30, 2018 at 2.30 p.m. IST at Rama & Sundri Watumull Auditorium, Kishinchand Chellaram College, Vidyasagar Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai - 400 020.

Pursuant to Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company provided facility to the Members to exercise their voting rights through electronic voting (remote e-voting) for the items of business as detailed in the Notice of the AGM dated July 23, 2018.

The remote e-voting facility was provided to the Members of the Company holding shares as on the cut-off date being Thursday, August 23, 2018 by Karvy Computershare Private Limited ('Karvy'). The remote e-voting period commenced on Monday, August 27, 2018 at 9.00 a.m. (IST) and ended on Wednesday, August 29, 2018 at 5.00 p.m. (IST). The Company extended the facility for electronic voting at the AGM venue for those Members who were present at the AGM but had not cast their votes by remote e-voting.

Accordingly, please find attached the following disclosures:

1. Voting results in the format prescribed under Regulation 44 of Listing Regulations (as provided by the Agency for providing voting facility i.e. Karvy Computershare Private Limited);
2. Scrutinizer's combined report on remote e-voting and electronic voting conducted at the AGM venue, pursuant to Section 108 of the Act and the rules thereunder and;

Member of National Stock Exchange of India Ltd, BSE Ltd and Metropolitan Stock Exchange of India Ltd.
SEBI Registration : INZ000183631
CIN No.: L67120MH1995PLC086241

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 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) : Mr. Anoop Goyal
Email Address: complianceofficer@icicisecurities.com / Tel (91 22) 4070 1000
Website Address: www.icicisecurities.com / www.icicidirect.com

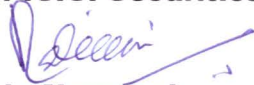


3. Summary of proceedings of the AGM, pursuant to Regulation 30 read with Schedule III of Listing Regulations.

Thanking you,

Yours faithfully,

For ICICI Securities Limited



Raju Nanwani
Senior Vice President &
Company Secretary
FCS: 4785

Encl.: As above

	ICICI SECURITIES LIMITED
Date of the AGM/EGM	30-08-2018
Total number of shareholders on record date	127906
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	7
Public:	84
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors' and the Auditors thereon.							
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	255,216,095	255,215,895	99.9999	255,215,895	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
	Total		255,215,895	99.9999	255,215,895	0	100.0000	0.0000
Public- Institutions	E-Voting	51,112,775	30,151,458	58.9901	30,151,458	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
	Total		30,151,458	58.9901	30,151,458	0	100.0000	0.0000
Public- Non Institutions	E-Voting	15,812,530	36,133	0.2285	35,743	390	98.9206	1.0793
	Poll		1,701	0.0108	1,701	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		37,834	0.2393	37,444	390	98.9692	1.0308
Total		322,141,400	285,405,187	88.5962	285,404,797	390	99.9999	0.0001



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of the Auditors thereon.							
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	255,216,095	255,215,895	99.9999	255,215,895	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
	Total		255,215,895	99.9999	255,215,895	0	100.0000	0.0000
Public- Institutions	E-Voting	51,112,775	30,151,458	58.9901	30,151,458	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
	Total		30,151,458	58.9901	30,151,458	0	100.0000	0.0000
Public- Non Institutions	E-Voting	15,812,530	36,133	0.2285	35,687	446	98.7656	1.2343
	Poll		1,701	0.0108	1,701	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		37,834	0.2393	37,388	446	98.8212	1.1788
Total		322,141,400	285,405,187	88.5962	285,404,741	446	99.9998	0.0002



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To confirm the payment of interim dividend and declare final dividend on equity shares for the financial year ended March 31, 2018.							
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	255,216,095	255,215,895	99.9999	255,215,895	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
	Total		255,215,895	99.9999	255,215,895	0	100.0000	0.0000
Public- Institutions	E-Voting	51,112,775	28,122,750	55.0210	28,122,750	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
	Total		28,122,750	55.021	28,122,750	0	100.0000	0.0000
Public- Non Institutions	E-Voting	15,812,530	36,267	0.2294	35,912	355	99.0211	0.9788
	Poll		1,701	0.0108	1,701	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		37,968	0.2402	37,613	355	99.0650	0.9350
Total	Total	322,141,400	283,376,613	87.9665	283,376,258	355	99.9999	0.0001



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Ms. Chanda Kochhar (DIN: 00043617), who retires by rotation.							
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	255,216,095	255,215,895	99.9999	255,215,895	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
	Total		255,215,895	99.9999	255,215,895	0	100.0000	0.0000
Public- Institutions	E-Voting	51,112,775	24,586,419	48.1023	18,106,985	6,479,434	73.6462	26.3537
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		24,586,419	48.1023	18,106,985	6,479,434	73.6463	26.3537
Public- Non Institutions	E-Voting	15,812,530	35,694	0.2257	28,011	7,683	78.4753	21.5246
	Poll		1,701	0.0108	1,663	38	97.7660	2.2339
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		37,395	0.2365	29,674	7,721	79.3529	20.6471
Total		322,141,400	279,839,709	86.8686	273,352,554	6,487,155	97.6818	2.3182



Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants, Statutory Auditors.							
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	255,216,095	255,215,895	99.9999	255,215,895	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
	Total		255,215,895	99.9999	255,215,895	0	100.0000	0.0000
Public- Institutions	E-Voting	51,112,775	30,151,458	58.9901	29,466,850	684,608	97.7294	2.2705
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		30,151,458	58.9901	29,466,850	684,608	97.7294	2.2706
Public- Non Institutions	E-Voting	15,812,530	35,984	0.2276	33,107	2,877	92.0047	7.9952
	Poll		1,701	0.0108	1,701	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		37,685	0.2384	34,808	2,877	92.3657	7.6343
Total	Total	322,141,400	285,405,038	88.5962	284,717,553	687,485	99.7591	0.2409



Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of KPMG Lower Gulf Limited, Branch Auditors.							
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	255,216,095	255,215,895	99.9999	255,215,895	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
	Total		255,215,895	99.9999	255,215,895	0	100.0000	0.0000
Public- Institutions	E-Voting	51,112,775	30,151,458	58.9901	30,151,458	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
	Total		30,151,458	58.9901	30,151,458	0	100.0000	0.0000
Public- Non Institutions	E-Voting	15,812,530	36,012	0.2277	33,527	2,485	93.0995	6.9004
	Poll		1,701	0.0108	1,701	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		37,713	0.2385	35,228	2,485	93.4108	6.5892
	Total	322,141,400	285,405,066	88.5962	285,402,581	2,485	99.9991	0.0009



Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Revision in remuneration payable to Ms. Shilpa Kumar (DIN: 02404667), Managing Director & CEO of the Company.							
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	255,216,095	255,215,695	99.9998	255,215,695	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
	Total		255,215,695	99.9998	255,215,695	0	100.0000	0.0000
Public- Institutions	E-Voting	51,112,775	30,151,458	58.9901	30,151,458	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
	Total		30,151,458	58.9901	30,151,458	0	100.0000	0.0000
Public- Non Institutions	E-Voting	15,812,530	36,007	0.2277	30,430	5,577	84.5113	15.4886
	Poll		1,701	0.0108	1,701	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		37,708	0.2385	32,131	5,577	85.2100	14.7900
Total		322,141,400	285,404,861	88.5961	285,399,284	5,577	99.9980	0.0020



Resolution No.	8							
Resolution required: (Ordinary/ Special)	ORDINARY - Revision in remuneration payable to Mr. Ajay Saraf (DIN: 00074885), Executive Director of the Company.							
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	255,216,095	255,215,695	99.9998	255,215,695	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
	Total		255,215,695	99.9998	255,215,695	0	100.0000	0.0000
Public- Institutions	E-Voting	51,112,775	30,151,458	58.9901	30,151,458	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
	Total		30,151,458	58.9901	30,151,458	0	100.0000	0.0000
Public- Non Institutions	E-Voting	15,812,530	27,379	0.1731	21,790	5,589	79.5865	20.4134
	Poll		1,701	0.0108	1,701	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		29,080	0.1839	23,491	5,589	80.7806	19.2194
Total	Total	322,141,400	285,396,233	88.5935	285,390,644	5,589	99.9980	0.0020



Resolution No.	9							
Resolution required: (Ordinary/ Special)	ORDINARY - Payment of profit related commission to the Independent Directors of the Company.							
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	255,216,095	255,215,895	99.9999	255,215,895	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
	Total		255,215,895	99.9999	255,215,895	0	100.0000	0.0000
Public- Institutions	E-Voting	51,112,775	30,151,458	58.9901	30,151,458	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
	Total		30,151,458	58.9901	30,151,458	0	100.0000	0.0000
Public- Non Institutions	E-Voting	15,812,530	35,879	0.2269	31,215	4,664	87.0007	12.9992
	Poll		1,701	0.0108	1,701	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		37,580	0.2377	32,916	4,664	87.5891	12.4109
Total		322,141,400	285,404,933	88.5962	285,400,269	4,664	99.9984	0.0016



Resolution No.	10							
Resolution required: (Ordinary/ Special)	SPECIAL - Ratification and approval of the ICICI Securities Limited - Employees Stock Option Scheme – 2017 - ratification and approval of the Employees Stock Option Scheme for eligible employees of the Company and grant of options.							
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	255,216,095	255,214,895	99.9995	255,214,895	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
	Total		255,214,895	99.9995	255,214,895	0	100.0000	0.0000
Public- Institutions	E-Voting	51,112,775	30,151,458	58.9901	26,603,774	3,547,684	88.2337	11.7662
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		30,151,458	58.9901	26,603,774	3,547,684	88.2338	11.7662
Public- Non Institutions	E-Voting	15,812,530	27,577	0.1744	24,329	3,248	88.2220	11.7779
	Poll		1,701	0.0108	1,701	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		29,278	0.1852	26,030	3,248	88.9063	11.0937
Total		322,141,400	285,395,631	88.5933	281,844,699	3,550,932	98.7558	1.2442



Resolution No.	11							
Resolution required: (Ordinary/ Special)	SPECIAL - Ratification and approval of the ICICI Securities Limited - Employees Stock Option Scheme – 2017 - ratification and approval of the Employees Stock Option Scheme for eligible employees of the Subsidiaries and grant of options.							
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	255,216,095	255,215,695	99.9998	255,215,695	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
	Total		255,215,695	99.9998	255,215,695	0	100.0000	0.0000
Public- Institutions	E-Voting	51,112,775	30,151,458	58.9901	26,603,774	3,547,684	88.2337	11.7662
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		30,151,458	58.9901	26,603,774	3,547,684	88.2338	11.7662
Public- Non Institutions	E-Voting	15,812,530	36,035	0.2279	32,651	3,384	90.6091	9.3908
	Poll		1,701	0.0108	1,701	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		37,736	0.2387	34,352	3,384	91.0324	8.9676
Total		322,141,400	285,404,889	88.5962	281,853,821	3,551,068	98.7558	1.2442



Resolution No.	12							
Resolution required: (Ordinary/ Special)	SPECIAL - Ratification and approval of the ICICI Securities Limited - Employees Stock Option Scheme – 2017 - ratification and approval of the Employees Stock Option Scheme for eligible employees of the Holding Company and grant of options.							
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	255,216,095	255,215,695	99.9998	255,215,695	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
	Total		255,215,695	99.9998	255,215,695	0	100.0000	0.0000
Public- Institutions	E-Voting	51,112,775	30,151,458	58.9901	26,603,774	3,547,684	88.2337	11.7662
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		30,151,458	58.9901	26,603,774	3,547,684	88.2338	11.7662
Public- Non Institutions	E-Voting	15,812,530	36,033	0.2279	32,405	3,628	89.9314	10.0685
	Poll		1,701	0.0108	1,701	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		37,734	0.2387	34,106	3,628	90.3853	9.6147
Total		322,141,400	285,404,887	88.5962	281,853,575	3,551,312	98.7557	1.2443



Combined Report of Scrutinizer for Remote e-Voting and e-Voting at AGM

To,

Mr. Vinod Kumar Dhall

The Chairman of 23rd Annual General Meeting of ICICI Securities Limited

Held on Thursday, 30th August 2018 at 2.30 p.m. at Rama & Sundri Watumull Auditorium, Kishinchand Chellaram College, Vidyasagar Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai - 400 020.

Dear Sir,

Dholakia & Associates LLP, Company Secretaries ("firm") were appointed as the Scrutinizer by the Board of Directors of **ICICI Securities Limited ("the Company")** pursuant to Section 108 of the Companies Act, 2013 read with Rules made there under to scrutinize the electronic voting (Remote e-Voting) and the e-Voting at the Annual General Meeting (Instapoll) for the resolutions contained in the Notice of 23rd Annual General Meeting ("the Meeting" & "AGM") of the Company. I, **CS Bhumitra V. Dholakia, Designated Partner of the firm**, submit combined report as under:

1. The Management of the Company is responsible for the compliance of Section 108 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favour or against for the respective Resolutions.
2. E-voting through Instapoll Facility was provided by the Company at the AGM and Karvy Computershare Private Limited ("Karvy") was duly appointed by the Company to provide the said facility.
3. Karvy issued Password slips to the shareholders at the time of entry at the venue of the Meeting after ascertaining that the said shareholder has not exercised his/her vote through Remote e-voting.
4. Karvy provided Tablets to the Members for e-voting at the AGM (Instapoll) whereby the votes cast by the shareholders, were electronically registered in the system of Karvy.
5. The e-voting at the AGM (Instapoll) was conducted in my presence and in presence of my authorised representatives.
6. The e-voting at the AGM (Instapoll) was unblocked at Mumbai by Karvy after the conclusion of the AGM and the Excel File containing the Result was opened in the presence of

Scrutinizer's Report – Combined (Remote e-Voting and e-Voting at AGM) – ICICI Securities Limited
23rd AGM

Page 1 of 2

Ms. C. Shobha Anand and Mr. G. Govardhana Rao who are not in the employment of the Company. **(Declaration attached)**

7. The Remote e-Voting commenced on August 27, 2018 (9:00 am) (IST) and was closed on August 29, 2018 (5.00 pm) (IST).
8. The Remote e-Voting was unblocked at Mumbai from the website of Karvy Computershare Private Limited i.e. www.evoting.karvy.com after votes cast by e-voting at the Meeting was counted by me and the Excel File containing the Result was opened in the presence of Ms. C. Shobha Anand and Mr. G. Govardhana Rao who are not in the employment of the Company. **(Declaration attached)**
9. The Votes cast by Corporate/Institutional Members who have emailed the scanned certified true copy of the Board Resolution/Authority Letter, etc. at email ID: icicisecuritiesagm2018@dholakia-associates.com or have uploaded on the website of Karvy Computershare Private Limited i.e. www.evoting.karvy.com or provided to the Company have been considered valid.
10. Members who had exercised their vote through Remote e-Voting were not allowed to vote at the AGM in compliance with Rule 20(4)(xiii) of Companies (Management and Administration) Rules, 2014.
11. The Combined Result (Remote e-Voting + Voting - Instapoll) is as under:

1. Item No 1(a): To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors' and the Auditors thereon.

Particulars	Number of Members who cast vote	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	343	28,54,03,630
Less: Total Number of Invalid Votes (Refer Point No. 9)	NIL	NIL
Total Number of Valid Votes	343	28,54,03,630
B. e-Voting at AGM		
Total Votes received	23	1,701
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	23	1,701

C. Combined (A+B)		
Total Votes received	366	28,54,05,331
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	366	28,54,05,331

(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
334	28,54,03,096	99.999813
B. e-Voting at AGM		
23	1,701	100.00
C. Combined (A+B)		
357	28,54,04,797	99.999813

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
7	390	0.000137
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
7	390	0.000137

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
2	144	0.00005
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
2	144	0.00005

2. Item No 1(b): To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of the Auditors thereon.

Particulars	Number of Members who cast vote	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	343	28,54,03,630
Less: Total Number of Invalid Votes (Refer Point No. 9)	NIL	NIL
Total Number of Valid Votes	343	28,54,03,630
B. e-Voting at AGM		
Total Votes received	23	1,701
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	23	1,701
C. Combined (A+B)		
Total Votes received	366	28,54,05,331
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	366	28,54,05,331




(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
333	28,54,03,040	99.999793
B. e-Voting at AGM		
23	1,701	100.00
C. Combined (A+B)		
356	28,54,04,741	99.999793

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
8	446	0.000156
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
8	446	0.000156

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
2	144	0.00005
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
2	144	0.00005



3. Item No 2: To confirm the payment of interim dividend and declare final dividend on equity shares for the financial year ended March 31, 2018.

Particulars	Number of Members who cast vote	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	343	28,54,03,630
Less: Total Number of Invalid Votes (Refer Point No. 9)	NIL	NIL
Total Number of Valid Votes	343	28,54,03,630
B. e-Voting at AGM		
Total Votes received	23	1,701
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	23	1,701
C. Combined (A+B)		
Total Votes received	366	28,54,05,331
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	366	28,54,05,331



(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
333	28,33,74,557	99.289051
B. e-Voting at AGM		
23	1,701	100.00
C. Combined (A+B)		
356	28,33,76,258	99.289056

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
6	355	0.000124
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
6	355	0.000124

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
4	20,28,718	0.710824
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
4	20,28,718	0.710820



4. Item No 3: Re-appointment of Ms. Chanda Kochhar (DIN: 00043617), who retires by rotation.

Particulars	Number of Members who cast vote	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	343	28,54,03,630
Less: Total Number of Invalid Votes (Refer Point No. 9)	NIL	NIL
Total Number of Valid Votes	343	28,54,03,630
B. e-Voting at AGM		
Total Votes received	23	1,701
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	23	1,701
C. Combined (A+B)		
Total Votes received	366	28,54,05,331
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	366	28,54,05,331



(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
238	27,33,50,891	95.776950
B. e-Voting at AGM		
21	1,633	97.766020
C. Combined (A+B)		
259	27,33,52,554	95.776962

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
81	64,87,117	2.272962
B. e-Voting at AGM		
2	38	2.233980
C. Combined (A+B)		
83	64,87,155	2.272962

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
24	55,65,622	1.950088
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
24	55,65,622	1.950076



5. Item No 4: Ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants, Statutory Auditors.

Particulars	Number of Members who cast vote	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	343	28,54,03,630
Less: Total Number of Invalid Votes (Refer Point No. 9)	NIL	NIL
Total Number of Valid Votes	343	28,54,03,630
B. e-Voting at AGM		
Total Votes received	23	1,701
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	23	1,701
C. Combined (A+B)		
Total Votes received	366	28,54,05,331
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	366	28,54,05,331



(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
311	28,47,15,852	99.759016
B. e-Voting at AGM		
23	1,701	100.00
C. Combined (A+B)		
334	28,47,17,553	99.759017

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
26	6,87,485	0.240882
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
26	6,87,485	0.240880

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
6	293	0.000103
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
6	293	0.000103



6. Item No 5: Ratification of appointment of KPMG Lower Gulf Limited, Branch Auditors.

Particulars	Number of Members who cast vote	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	343	28,54,03,630
Less: Total Number of Invalid Votes (Refer Point No. 9)	NIL	NIL
Total Number of Valid Votes	343	28,54,03,630
B. e-Voting at AGM		
Total Votes received	23	1,701
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	23	1,701
C. Combined (A+B)		
Total Votes received	366	28,54,05,331
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	366	28,54,05,331



(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
316	28,54,00,880	99.999036
B. e-Voting at AGM		
23	1,701	100.00
C. Combined (A+B)		
339	28,54,02,581	99.999036

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
22	2,485	0.000871
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
22	2,485	0.000871

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
5	265	0.000093
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
5	265	0.000093



**7. Item No 6: Revision in remuneration payable to Ms. Shilpa Kumar (DIN: 02404667),
Managing Director & CEO of the Company**

Particulars	Number of Members who cast vote	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	343	28,54,03,630
Less: Total Number of Invalid Votes (Refer Point No. 9)	NIL	NIL
Total Number of Valid Votes	343	28,54,03,630
B. e-Voting at AGM		
Total Votes received	23	1,701
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	23	1,701
C. Combined (A+B)		
Total Votes received	366	28,54,05,331
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	366	28,54,05,331



(i) Voted **in favour** of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
293	28,53,97,583	99.997881
B. e-Voting at AGM		
23	1,701	100.00
C. Combined (A+B)		
316	28,53,99,284	99.997881

(ii) Voted **against** the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
45	5,577	0.001954
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
45	5,577	0.001954

(iii) **Abstained** for the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
5	470	0.000165
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
5	470	0.000165



**8. Item No 7: Revision in remuneration payable to Mr. Ajay Saraf (DIN: 00074885),
Executive Director of the Company**

Particulars	Number of Members who cast vote	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	343	28,54,03,630
Less: Total Number of Invalid Votes (Refer Point No. 9)	NIL	NIL
Total Number of Valid Votes	343	28,54,03,630
B. e-Voting at AGM		
Total Votes received	23	1,701
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	23	1,701
C. Combined (A+B)		
Total Votes received	366	28,54,05,331
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	366	28,54,05,331



(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
289	28,53,88,943	99.994854
B. e-Voting at AGM		
23	1,701	100.00
C. Combined (A+B)		
312	28,53,90,644	99.994854

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
46	5,589	0.001958
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
46	5,589	0.001958

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
8	9,098	0.003188
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
8	9,098	0.003188



9. Item No 8: Payment of profit related commission to the Independent Directors of the Company.

Particulars	Number of Members who cast vote	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	343	28,54,03,630
Less: Total Number of Invalid Votes (Refer Point No. 9)	NIL	NIL
Total Number of Valid Votes	343	28,54,03,630
B. e-Voting at AGM		
Total Votes received	23	1,701
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	23	1,701
C. Combined (A+B)		
Total Votes received	366	28,54,05,331
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	366	28,54,05,331



(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
296	28,53,98,568	99.998226
B. e-Voting at AGM		
23	1,701	100.00
C. Combined (A+B)		
319	28,54,00,269	99.998226

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
41	4,664	0.001634
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
41	4,664	0.001634

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
6	398	0.000139
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
6	398	0.000139



10. Item No 9(a): Ratification and approval of the ICICI Securities Limited - Employees Stock Option Scheme - 2017 - ratification and approval of the Employees Stock Option Scheme for eligible employees of the Company and grant of options.

Particulars	Number of Members who cast vote	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	343	28,54,03,630
Less: Total Number of Invalid Votes (Refer Point No. 9)	NIL	NIL
Total Number of Valid Votes	343	28,54,03,630
B. e-Voting at AGM		
Total Votes received	23	1,701
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	23	1,701
C. Combined (A+B)		
Total Votes received	366	28,54,05,331
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	366	28,54,05,331




(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
301	28,18,42,998	98.752422
B. e-Voting at AGM		
23	1,701	100.00
C. Combined (A+B)		
324	28,18,44,699	98.752430

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
33	35,50,932	1.244179
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
33	35,50,932	1.244171

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
9	9,700	0.003399
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
9	9,700	0.003399




11. Item No 9(b): Ratification and approval of the ICICI Securities Limited - Employees Stock Option Scheme - 2017 - ratification and approval of the Employees Stock Option Scheme for eligible employees of the Subsidiaries and grant of options.

Particulars	Number of Members who cast vote	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	343	28,54,03,630
Less: Total Number of Invalid Votes (Refer Point No. 9)	NIL	NIL
Total Number of Valid Votes	343	28,54,03,630
B. e-Voting at AGM		
Total Votes received	23	1,701
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	23	1,701
C. Combined (A+B)		
Total Votes received	366	28,54,05,331
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	366	28,54,05,331



(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
300	28,18,52,120	98.755618
B. e-Voting at AGM		
23	1,701	100.00
C. Combined (A+B)		
323	28,18,53,821	98.755626

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
38	35,51,068	1.244227
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
38	35,51,068	1.244219

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
5	442	0.000155
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
5	442	0.000155



12. Item No 9(c): Ratification and approval of the ICICI Securities Limited - Employees Stock Option Scheme - 2017 - ratification and approval of the Employees Stock Option Scheme for eligible employees of the Holding Company and grant of options.

Particulars	Number of Members who cast vote	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	343	28,54,03,630
Less: Total Number of Invalid Votes (Refer Point No. 9)	NIL	NIL
Total Number of Valid Votes	343	28,54,03,630
B. e-Voting at AGM		
Total Votes received	23	1,701
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	23	1,701
C. Combined (A+B)		
Total Votes received	366	28,54,05,331
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	366	28,54,05,331



(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
298	28,18,51,874	98.755532
B. e-Voting at AGM		
23	1,701	100.00
C. Combined (A+B)		
321	28,18,53,575	98.755540

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
39	35,51,312	1.244312
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
39	35,51,312	1.244305

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
6	444	0.000156
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
6	444	0.000155



12. You may accordingly declare the combined result of the Remote e-Voting and e-Voting at AGM (Instapoll).
13. The Register of Remote e-Voting and Register of e-voting at AGM will be e-mailed to Mr. Raju Nanwani, Sr. Vice President and Company Secretary of the Company after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,



CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 977 CP No: 507

Place: Mumbai

Date: 30th August, 2018



TO WHOMSOEVER IT MAY CONCERN

We, C. Shobha Anand and G. Govardhana Rao hereby state that the Excel Sheet containing the Results of Instapoll (e-voting at venue), in which Equity Shareholders of **ICICI Securities Limited ("the Company")** for the 23rd Annual General Meeting of the Company held on Thursday, 30th August, 2018 at 2.30 p.m. at Rama & Sundri Watumull Auditorium, Kishinchand Chellaram College, Vidyasagar Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai - 400 020 was opened in our presence as required under Rule 21(1)(f) of Companies (Management and Administration) Rules, 2014 and the same were in sealed condition and without any tampering.

Witness 1

Name: C. Shobha Anand
Address: Karvy Computershare Private Ltd
Financial District, Gachibowli, Hyd
Signature: [Signature]

Witness 2

Name: G. Govardhana Rao
Address: Karvy Computershare Private Ltd
Financial District, Gachibowli, Hyderabad
Signature: [Signature]

TO WHOMSOEVER IT MAY CONCERN

We, C. Shobha Anand and G. Govardhana Rao hereby state that the Excel Sheet containing the Results of Remote e-Voting of **ICICI Securities Limited** ("**the Company**") for the 23rd Annual General Meeting of the Company held on Thursday, 30th August, 2018 at 2.30 p.m. at Rama & Sundri Watumull Auditorium, Kishinchand Chellaram College, Vidyasagar Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai - 400 020 was unblocked from the website of Karvy Computershare Private Limited i.e. www.evoting.karvy.com and opened in our presence as required under Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

Witness 1

Name: C. Shobha Anand
Address: Karvy Computershare Private Ltd
Financial District, Gachibowli, Hyd.
Signature: [Signature]

Witness 2

Name: G. Govardhana Rao
Address: Karvy Computershare Pvt Ltd
Financial District, Gachibowli, Hyderabad
Signature: [Signature]

ICICI SECURITIES LIMITED**Summary of Proceedings of the Twenty-Third Annual General Meeting of
ICICI Securities Limited**

The Twenty-Third Annual General Meeting ('AGM' / 'Meeting') of the Members of ICICI Securities Limited ('the Company') was held on Thursday, August 30, 2018 at 2.30 p.m. IST at Rama & Sundri Watumull Auditorium, Kishinchand Chellaram College, Vidyasagar Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai - 400 020.

In the absence of Ms. Chanda Kochhar (DIN: 00043617), Chairperson, Mr. Vinod Kumar Dhall (DIN: 02591373) was designated by the Board of Directors of the Company as the Chairman of the Meeting.

Accordingly, the meeting was chaired by Mr. Vinod Kumar Dhall (DIN: 02591373) except business relating to payment of profit related commission to the Independent Directors of the Company, which was chaired by Ms. Shilpa Kumar (DIN: 02404667).

The Meeting was attended by 91 members in person, by proxy and through authorized representatives.

The following Directors were present at the meeting:

1. Mr. Vinod Kumar Dhall (DIN: 02591373), Independent Director and Chairman of the Audit Committee and Nomination and Remuneration Committee
2. Ms. Vijayalakshmi Iyer (DIN: 05242960), Independent Director and Chairperson of the Stakeholders Relationship Committee
3. Mr. Subrata Mukherji (DIN: 00057492), Independent Director
4. Ms. Vishakha Mulye (DIN: 00203578), Non-Executive Director
5. Ms. Shilpa Kumar (DIN: 02404667), Managing Director & CEO
6. Mr. Ajay Saraf (DIN: 00074885), Executive Director

Mr. Ashvin Parekh (DIN: 06559989) was unable to attend the AGM due to prior commitments and Ms. Chanda Kochhar (DIN: 00043617) expressed her inability to attend the meeting.

Mr. Raju Nanwani, Company Secretary, Mr. Harvinder Jaspal, Chief Financial Officer and few other senior executives of the Company were present.

Mr. V. Venkataramanan, Partner - B S R & Co. LLP, the Statutory Auditors of the Company and Mr. Makarand M. Joshi, Partner - Makarand M. Joshi & Co., the Secretarial Auditors of the Company were also present.

Member of National Stock Exchange of India Ltd, BSE Ltd and Metropolitan Stock Exchange of India Ltd.
SEBI Registration : INZ000183631
CIN No.: L67120MH1995PLC086241

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 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) : Mr. Anoop Goyal
Email Address: complianceofficer@icicisecurities.com / Tel (91 22) 4070 1000
Website Address: www.icicisecurities.com / www.icicidirect.com



The requisite quorum as per the Companies Act, 2013 ('the Act') being present, the Chairman declared the Meeting to order and welcomed the Members attending the meeting.

The Chairman, thereafter, introduced the Directors present at the meeting and informed that the Register of Proxies, statutory registers and other inspection documents were open for inspection by the Members till the conclusion of the Meeting. He informed that a certificate from B S R & Co. LLP, Statutory Auditors of the Company was obtained by the Company stating that the proposed Employees Stock Option Scheme was in compliance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the same was placed at the Meeting.

With the consent of the Members present, the Notice convening the Twenty-Third AGM was taken as read. The Chairman informed the Members that there were no qualifications, observations or comments of the auditors on the Auditors' Report. He then requested Mr. Raju Nanwani, Senior Vice President & Company Secretary to read out the key portions of the Auditor's Report. Mr. Raju Nanwani read key portions of the Auditor's Report.

For the benefit of the shareholders, an audio visual presentation relating to the business of the Company was screened.

The Chairman informed the Members that pursuant to the provisions of the Act, read with the relevant rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company provided facility to its Members to exercise their voting rights through electronic voting (remote *e*-voting) for the items of business specified in the Notice of the AGM. The remote *e*-voting facility was provided to the Members of the Company holding shares as on the cut-off date being Thursday, August 23, 2018 by Karvy Computershare Private Limited ('Karvy').

The Chairman then informed the Members that the facility for electronic voting at the AGM venue was extended for Members attending the Meeting and who had not casted their vote by remote *e*-voting.

The Chairman informed the Members that the Board of Directors of the Company appointed Dholakia & Associates LLP, Practicing Company Secretaries as the Scrutinizer. Mr. Bhumitra V. Dholakia, Designated Partner of Dholakia & Associates LLP acted as the Scrutinizer for conducting the *e*-voting process in a fair and transparent manner and to scrutinize the votes cast at the AGM through 'Tablets' and through remote *e*-voting and to submit the Combined report of voting in compliance with the provisions of the Act and Listing Regulations.

The Chairman then invited members to ask their queries/ give suggestions.

Ms. Shilpa Kumar (DIN: 02404667), Managing Director & CEO of the Company then responded to the queries/suggestion of the Members and requested the Chairman to respond the other queries of the Members.

All the queries were answered and that concluded the formal business of the Meeting. The Chairman thanked the Members for their co-operation, active participation in the meeting and for providing valuable suggestions. He then declared the Meeting as closed.

The Chairman authorised any one of the following:

Ms. Shilpa Kumar (DIN: 02404667), Managing Director & CEO,
Mr. Ajay Saraf (DIN: 00074885) Executive Director,
Mr. Raju Nanwani, Company Secretary

to receive the scrutinizer's report on voting for the AGM of the Company, counter-sign the same and to do all such acts in relation to declaration of voting results within the prescribed time.

The following items of business were transacted through remote e-voting and through electronic means at the AGM venue:

Ordinary Business:

1.
 - a. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors' and the Auditors thereon;
 - b. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of the Auditors thereon;
2. To confirm the payment of interim dividend and declare final dividend on equity shares for the financial year ended March 31, 2018;
3. Re-appointment of Ms. Chanda Kochhar (DIN: 00043617), who retires by rotation;
4. Ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants, Statutory Auditors;
5. Ratification of appointment of KPMG Lower Gulf Limited, Branch Auditors.

Special Business:

6. Revision in remuneration payable to Ms. Shilpa Kumar (DIN: 02404667), Managing Director & CEO of the Company;
7. Revision in remuneration payable to Mr. Ajay Saraf (DIN: 00074885), Executive Director of the Company;
8. Payment of profit related commission to the Independent Directors of the Company;

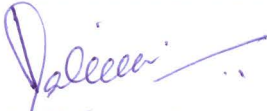
9. Ratification and approval of the ICICI Securities Limited - Employees Stock Option Scheme – 2017:

- a) Ratification and approval of the Employees Stock Option Scheme for eligible employees of the Company and grant of options;
- b) Ratification and approval of the Employees Stock Option Scheme for eligible employees of the Subsidiaries and grant of options; and
- c) Ratification and approval of the Employees Stock Option Scheme for eligible employees of the Holding Company and grant of options.

Resolutions proposed at Item Nos. (1) to (8) were proposed to be passed as Ordinary Resolutions, with simple majority. Resolutions proposed at Item Nos. 9 (a) to 9 (c) were proposed to be passed as Special Resolutions.

Based on the Scrutinizer's Combined Report dated August 30, 2018, all the resolutions as set out in the Notice of the AGM dated July 23, 2018 were passed by the Members with requisite Majority.

For ICICI Securities Limited



Raju Nanwani
Senior Vice President &
Company Secretary
FCS: 4785