

August 2, 2019

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 and BSE Scrip Code - 541179

The Twenty-Fourth Annual General Meeting ('AGM') of ICICI Securities Limited ('the Company') was held on Friday, August 2, 2019 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had 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 May 23, 2019.

The remote *e*-voting facility was provided to the Members of the Company holding shares as on the cut-off date being Friday, July 26, 2019 by Karvy Fintech Private Limited ('Karvy'). The remote *e*-voting period commenced on Tuesday, July 30, 2019 at 9.00 a.m. (IST) and ended on Thursday, August 1, 2019 at 5.00 p.m. (IST). The Company extended the facility for electronic voting at the AGM venue (Insta Poll) 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 submitted by the Agency which had provided voting facility *i.e.* Karvy Fintech Private Limited);
2. Scrutinizer's combined report on remote *e*-voting and electronic voting conducted at the AGM venue (Insta Poll), 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

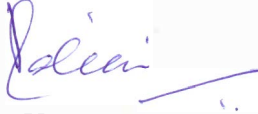


3. Summary of proceedings of the AGM, pursuant to Regulation 30 read with Schedule III of Listing Regulations.

Thanking you,

Yours faithfully,

For ICICI Securities Limited



Raju Nanwani
Senior Vice President &
Company Secretary

Encl.: As above

Company Name		ICICI SECURITIES LIMITED						
Date of the AGM/EGM/Declaration of Postal Ballot results		August 2, 2019						
Total number of shareholders on record date		122065						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		3						
Public:		54						
No. of Shareholders attended the meeting through Video Conferencing		Not Applicable						
Promoters and Promoter Group:								
Public:								
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, 2019 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	No. of votes	% of Votes Polled	No. of Votes – in	No. of Votes –	% of Votes in	% of Votes
Promoter and Promoter Group	E-Voting	25,52,16,095	25,52,15,095	99.9996	25,52,15,095	0	100.0000	0.0000
	Poll		400	0.0002	400	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,52,15,495	99.9998	25,52,15,495	0	100.0000	0.0000
Public- Institutions	E-Voting	4,56,03,339	3,02,55,531	66.3450	3,02,55,531	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		3,02,55,531	66.345	3,02,55,531	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,13,21,966	1,81,198	0.8498	1,80,668	530	99.7075	0.2924
	Poll		2,859	0.0134	2,859	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,84,057	0.8632	1,83,527	530	99.7120	0.2880
Total		32,21,41,400	28,56,55,083	88.6738	28,56,54,553	530	99.9998	0.0002



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, 2019 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	25,52,16,095	25,52,15,095	99.9996	25,52,15,095	0	100.0000	0.0000
	Poll		400	0.0002	400	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,52,15,495	99.9998	25,52,15,495	0	100.0000	0.0000
Public- Institutions	E-Voting	1,56,03,220	3,02,55,531	66.3450	3,02,55,531	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		3,02,55,531	66.345	3,02,55,531	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,13,21,966	1,81,198	0.8498	1,80,902	296	99.8366	0.1633
	Poll		2,859	0.0134	2,859	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,84,057	0.8632	1,83,761	296	99.8392	0.1608
	Total	32,21,41,400	28,56,55,083	88.6738	28,56,54,787	296	99.9999	0.0001



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, 2019.							
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	25,52,16,095	25,52,15,095	99.9996	25,52,15,095	0	100.0000	0.0000
	Poll		400	0.0002	400	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,52,15,495	99.9998	25,52,15,495	0	100.0000	0.0000
Public- Institutions	E-Voting	4,56,03,339	3,02,55,531	66.3450	3,02,55,531	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		3,02,55,531	66.345	3,02,55,531	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,13,21,966	1,81,473	0.8511	1,81,102	371	99.7955	0.2044
	Poll		2,859	0.0134	2,859	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,84,332	0.8645	1,83,961	371	99.7987	0.2013
Total		32,21,41,400	28,56,55,358	88.6739	28,56,54,987	371	99.9999	0.0001



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Ajay Saraf (DIN: 00074885), who retires by rotation and being eligible, offers him self for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Made 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	25,52,16,095	25,52,14,895	99.9995	25,52,14,895	0	100.0000	0.0000
	Poll		400	0.0002	400	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,52,15,295	99.9997	25,52,15,295	0	100.0000	0.0000
Public- Institutions	E-Voting	4,56,03,339	3,02,55,531	66.3450	3,02,55,531	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		3,02,55,531	66.345	3,02,55,531	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,13,21,966	1,72,657	0.8098	1,71,308	1,349	99.2186	0.7813
	Poll		2,859	0.0134	2,859	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,75,516	0.8232	1,74,167	1,349	99.2314	0.7686
Total		32,21,41,400	28,56,46,342	88.6711	28,56,44,993	1,349	99.9995	0.0005



Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Continuation of appointment of 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	25,52,16,095	25,52,15,095	99.9996	25,52,15,095	0	100.0000	0.0000
	Poll		400	0.0002	400	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,52,15,495	99.9998	25,52,15,495	0	100.0000	0.0000
Public- Institutions	E-Voting	4,56,03,339	3,02,55,531	66.3450	3,02,36,831	18,700	99.9381	0.0618
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,02,55,531	66.345	3,02,36,831	18,700	99.9382	0.0618
Public- Non Institutions	E-Voting	2,13,21,966	1,80,914	0.8485	1,80,296	618	99.6584	0.3415
	Poll		2,859	0.0134	2,859	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,83,773	0.8619	1,83,155	618	99.6637	0.3363
Total		32,21,41,400	28,56,54,799	88.6737	28,56,35,481	19,318	99.9932	0.0068



Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Vinod Kumar Dhall (DIN: 02591373) as an Independent 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	25,52,16,095	25,52,15,095	99.9996	25,52,15,095	0	100.0000	0.0000
	Poll		400	0.0002	400	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,52,15,495	99.9998	25,52,15,495	0	100.0000	0.0000
Public- Institutions	E-Voting	4,56,03,339	3,02,55,531	66.3450	3,02,55,531	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		3,02,55,531	66.345	3,02,55,531	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,13,21,966	1,81,091	0.8493	1,80,036	1,055	99.4174	0.5825
	Poll		2,859	0.0134	2,859	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,83,950	0.8627	1,82,895	1,055	99.4265	0.5735
Total	Total	32,21,41,400	28,56,54,976	88.6738	28,56,53,921	1,055	99.9996	0.0004



Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Anup Bagchi (DIN: 00105962) as a Non-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 out standing 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	25,52,16,095	25,52,15,095	99.9996	25,52,15,095	0	100.0000	0.0000
	Poll		400	0.0002	400	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,52,15,495	99.9998	25,52,15,495	0	100.0000	0.0000
Public- Institutions	E-Voting	4,56,03,339	3,02,55,531	66.3450	3,02,36,831	18,700	99.9381	0.0618
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,02,55,531	66.345	3,02,36,831	18,700	99.9382	0.0618
Public- Non Institutions	E-Voting	2,13,21,966	1,80,822	0.8481	1,79,838	984	99.4558	0.5441
	Poll		2,859	0.0134	2,859	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,83,681	0.8615	1,82,697	984	99.4643	0.5357
	Total	32,21,41,400	28,56,54,707	88.6737	28,56,35,023	19,684	99.9931	0.0069



Resolution No.	8							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Pramod Rao (DIN: 02218756) as a Non-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	25,52,16,095	25,52,15,095	99.9996	25,52,15,095	0	100.0000	0.0000
	Poll		400	0.0002	400	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,52,15,495	99.9998	25,52,15,495	0	100.0000	0.0000
Public- Institutions	E-Voting	4,56,03,339	3,02,55,531	66.3450	3,02,36,831	18,700	99.9381	0.0618
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,02,55,531	66.345	3,02,36,831	18,700	99.9382	0.0618
Public- Non Institutions	E-Voting	2,13,21,966	1,80,822	0.8481	1,80,202	620	99.6571	0.3428
	Poll		2,859	0.0134	2,859	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,83,681	0.8615	1,83,061	620	99.6625	0.3375
Total	Total	32,21,41,400	28,56,54,707	88.6737	28,56,35,387	19,320	99.9932	0.0068



Resolution No.	9							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Vijay Chandok (DIN: 01545262) as a 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	25,52,16,095	25,52,15,095	99.9996	25,52,15,095	0	100.0000	0.0000
	Poll		400	0.0002	400	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,52,15,495	99.9998	25,52,15,495	0	100.0000	0.0000
Public- Institutions	E-Voting	4,56,03,339	3,02,55,531	66.3450	3,02,55,531	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		3,02,55,531	66.345	3,02,55,531	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,13,21,966	1,80,857	0.8482	1,79,903	954	99.4725	0.5274
	Poll		2,859	0.0134	2,859	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,83,716	0.8616	1,82,762	954	99.4807	0.5193
	Total	32,21,41,400	28,56,54,742	88.6737	28,56,53,788	954	99.9997	0.0003

Resolution No.	10							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Vijay Chandok (DIN: 01545262) as the Managing Director & CEO of the Company and payment of remuneration.							
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	25,52,16,095	25,52,15,095	99.9996	25,52,15,095	0	100.0000	0.0000
	Poll		400	0.0002	400	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,52,15,495	99.9998	25,52,15,495	0	100.0000	0.0000
Public- Institutions	E-Voting	4,56,03,339	3,02,55,531	66.3450	3,02,36,831	18,700	99.9381	0.0618
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,02,55,531	66.345	3,02,36,831	18,700	99.9382	0.0618
Public- Non Institutions	E-Voting	2,13,21,966	1,81,157	0.8496	1,79,787	1,370	99.2437	0.7562
	Poll		2,859	0.0134	2,859	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,84,016	0.863	1,82,646	1,370	99.2555	0.7445
	Total	32,21,41,400	28,56,55,042	88.6738	28,56,34,972	20,070	99.9930	0.0070



Resolution No.	11							
Resolution required: (Ordinary/ Special)	ORDINARY - Revision in remuneration payable to Ms. Shilpa Kumar (DIN: 02404667).							
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	25,52,16,095	25,52,15,095	99.9996	25,52,15,095	0	100.0000	0.0000
	Poll		400	0.0002	400	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,52,15,495	99.9998	25,52,15,495	0	100.0000	0.0000
Public- Institutions	E-Voting	4,56,03,339	3,02,55,531	66.3450	3,02,55,531	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		3,02,55,531	66.345	3,02,55,531	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,13,21,966	1,81,207	0.8499	1,79,322	1,885	98.9597	1.0402
	Poll		2,859	0.0134	2,859	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,84,066	0.8633	1,82,181	1,885	98.9759	1.0241
	Total	32,21,41,400	28,56,55,092	88.6738	28,56,53,207	1,885	99.9993	0.0007



Resolution No.	12							
Resolution required: (Ordinary/ Special)	ORDINARY - Revision in remuneration payable to Mr. Ajay Saraf (DIN: 00074885).							
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 out standing 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	25,52,16,095	25,52,14,895	99.9995	25,52,14,895	0	100.0000	0.0000
	Poll		400	0.0002	400	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,52,15,295	99.9997	25,52,15,295	0	100.0000	0.0000
Public- Institutions	E-Voting	4,56,03,339	3,02,55,531	66.3450	3,02,36,831	18,700	99.9381	0.0618
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,02,55,531	66.345	3,02,36,831	18,700	99.9382	0.0618
Public- Non Institutions	E-Voting	2,13,21,966	1,72,343	0.8083	1,70,423	1,920	98.8859	1.1140
	Poll		2,859	0.0134	2,859	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,75,202	0.8217	1,73,282	1,920	98.9041	1.0959
	Total	32,21,41,400	28,56,46,028	88.6710	28,56,25,408	20,620	99.9928	0.0072



Resolution No.	13							
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	25,52,16,095	25,52,15,095	99.9996	25,52,15,095	0	100.0000	0.0000
	Poll		400	0.0002	400	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,52,15,495	99.9998	25,52,15,495	0	100.0000	0.0000
Public- Institutions	E-Voting	4,56,03,339	3,02,55,531	66.3450	3,02,55,531	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		3,02,55,531	66.345	3,02,55,531	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,13,21,966	1,81,042	0.8491	1,78,794	2,248	98.7582	1.2417
	Poll		2,859	0.0134	2,859	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,83,901	0.8625	1,81,653	2,248	98.7776	1.2224
	Total	32,21,41,400	28,56,54,927	88.6738	28,56,52,679	2,248	99.9992	0.0008



Designated Partners
CS Bhumitra V. Dholakia
B.A., LL.B., C.A.I.I.B., FCS
CS Nrupang B Dholakia
B.Com., FCS, LL.B., M.B.L., D.C.L., EPCORP

DHOLAKIA
& ASSOCIATES LLP
COMPANY SECRETARIES

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

To,
Mr. Vinod Kumar Dhall
Chairman
ICICI Securities Limited

Report on voting for the 24th Annual General Meeting held on Friday, 2nd August 2019 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 ("the 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 (Insta poll) for the resolutions contained in the Notice of 24th Annual General Meeting of the Company ("the Meeting" / "AGM"). 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 our responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favour or against the respective Resolutions.
2. E-voting through Insta poll facility was provided by the Company at the AGM and Karvy Fintech 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 (Insta poll) whereby the votes cast by the shareholders, were electronically registered in the system of Karvy.
5. The e-voting at the AGM (Insta poll) was conducted in my presence and in presence of my authorised representatives.
6. The e-voting at the AGM (Insta poll) was unblocked at Mumbai by Karvy after the conclusion of the AGM and the Excel File containing the Result was opened in the presence



Scrutinizer's Report - Combined (Remote e-Voting and e-Voting at AGM) - ICICI Securities Limited -
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Head Office : A/302, Khornagar Sarvodaya CHS LTD., Bldg No. 11, Nr. P.F. Office, Khornagar, M.H.B. Colony, Bandra (E),
Mumbai - 400 051, Tel.: + 91 22 26520309 / + 91 22 26471302 Fax : +91 22 26476280 Email : info@dholakia-associates.com
Dholakia & Associates a partnership firm has been converted into Dholakia & Associates LLP (a Limited Liability Partnership)
w.e.f. 21st November, 2014. LLPIN AAC 9552 | GSTIN : 27AAKF04117D1ZR

of Mr. Umesh Mangela and Mr. Ravindra A. Sakpal who are not in the employment of the Company. (Declaration attached)

7. The Remote e-Voting period commenced on Tuesday, July 30, 2019 (9.00 a.m.) (IST) and closed on Thursday, August 1, 2019 (5.00 p.m.) (IST).
8. The Remote e-Voting was unblocked at Mumbai from the website of Karvy Fintech Private limited i.e. www.evoting.karvy.com after votes cast by e-voting at the AGM were counted by me and the Excel File containing the Result was opened in the presence of Mr. Umesh Mangela and Mr. Ravindra A. Sakpal who are not in the employment of the Company. (Declaration attached)
9. The Votes cast by Corporate/Institutional Members who have e-mailed the scanned certified true copy of the Board Resolution/Authority Letter, etc. at email ID: icicisecuritiesagm2019@dholakia-associates.com or have uploaded on the website of Karvy Fintech Private Limited i.e. www.evoting.karvy.com 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) (xi) of the Companies (Management and Administration) Rules, 2014.
11. The Combined Result (Remote e-Voting + e-Voting at AGM) is as under:

1. Item No 1: To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon (Ordinary Resolution).

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	170	28,56,52,324
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	170	28,56,52,324
B. e-Voting at AGM		
Total Votes received	37	3,259
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	37	3,259



C. Combined (A+B)		
Total Votes received	207	28,56,55,583
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	207	28,56,55,583

(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		
163	28,56,51,294	99.9998
B. e-Voting at AGM		
37	3,259	100
C. Combined (A+B)		
200	28,56,54,553	99.9998

(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		
5	530	0.0002
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
5	530	0.0002

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them
A. Remote e-Voting	
2	500
B. e-Voting at AGM	
NIL	NIL
C. Combined (A+B)	
2	500



2. Item No 2: To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of the Auditors thereon (Ordinary Resolution).

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	170	28,56,52,324
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	170	28,56,52,324
B. e-Voting at AGM		
Total Votes received	37	3,259
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	37	3,259
C. Combined (A+B)		
Total Votes received	207	28,56,55,583
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	207	28,56,55,583



(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		
164	28,56,51,528	99.9999
B. e-Voting at AGM		
37	3,259	100
C. Combined (A+B)		
201	28,56,54,787	99.9999

(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		
4	296	0.0001
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
4	296	0.0001

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them
A. Remote e-Voting	
2	500
B. e-Voting at AGM	
NIL	NIL
C. Combined (A+B)	
2	500



3. Item No 3: To confirm the payment of interim dividend and declare final dividend on equity shares for the financial year ended March 31, 2019 (Ordinary Resolution).

Particulars	Number of Member who cast vote	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	170	28,56,52,324
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	170	28,56,52,324
B. e-Voting at AGM		
Total Votes received	37	3,259
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	37	3,259
C. Combined (A+B)		
Total Votes received	207	28,56,55,583
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	207	28,56,55,583



(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		
165	28,56,51,728	99.9999
B. e-Voting at AGM		
37	3,259	100
C. Combined (A+B)		
202	28,56,54,987	99.9999

(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		
3	371	0.0001
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
3	371	0.0001

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them
A. Remote e-Voting	
2	225
B. e-Voting at AGM	
NIL	NIL
C. Combined (A+B)	
2	225

Note: One (1) Member has cast vote by way of Remote e-voting in 'For' and 'Against' both.



4. Item No 4: Appointment of Mr. Ajay Saraf (DIN: 00074885), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution).

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	170	28,56,52,324
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	170	28,56,52,324
B. e-Voting at AGM		
Total Votes received	37	3,259
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	37	3,259
C. Combined (A+B)		
Total Votes received	207	28,56,55,583
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	207	28,56,55,583



(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		
151	28,56,41,734	99.9995
B. e-Voting at AGM		
37	3,259	100
C. Combined (A+B)		
188	28,56,44,993	99.9995

(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		
14	1,349	0.0005
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
14	1,349	0.0005

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them
A. Remote e-Voting	
6	9,241
B. e-Voting at AGM	
NIL	NIL
C. Combined (A+B)	
6	9,241



S. Item No 5: Continuation of appointment of B S R & Co. LLP, Chartered Accountants, Statutory Auditors (Ordinary Resolution).

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	170	28,56,52,324
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	170	28,56,52,324
B. e-Voting at AGM		
Total Votes received	37	3,259
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	37	3,259
C. Combined {A+B}		
Total Votes received	207	28,56,55,583
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	207	28,56,55,583



(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		
156	28,56,32,222	99.9932
B. e-Voting at AGM		
37	3,259	100
C. Combined (A+B)		
193	28,56,35,481	99.9932

(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		
10	19,318	0.0068
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
10	19,318	0.0068

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them
A. Remote e-Voting	
4	784
B. e-Voting at AGM	
NIL	NIL
C. Combined (A+B)	
4	784



6. Item No 6: Re-appointment of Mr. Vinod Kumar Dhall (DIN: 02591373) as an Independent Director of the Company (Special Resolution).

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	170	28,56,52,324
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	170	28,56,52,324
B. e-Voting at AGM		
Total Votes received	37	3,259
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	37	3,259
C. Combined {A+B}		
Total Votes received	207	28,56,55,583
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	207	28,56,55,583



(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		
154	28,56,50,662	99.9996
B. e-Voting at AGM		
37	3,259	100
C. Combined (A+B)		
191	28,56,53,921	99.9996

(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		
12	1,055	0.0004
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
12	1,055	0.0004

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them
A. Remote e-Voting	
4	607
B. e-Voting at AGM	
NIL	NIL
C. Combined (A+B)	
4	607



7. Item No 7: Appointment of Mr. Anup Bagchi (DIN: 00105962) as a Non-executive Director of the Company (Ordinary Resolution).

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	170	28,56,52,324
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	170	28,56,52,324
B. e-Voting at AGM		
Total Votes received	37	3,259
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	37	3,259
C. Combined (A+B)		
Total Votes received	207	28,56,55,583
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	207	28,56,55,583



(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		
152	28,56,31,764	99.9931
B. e-Voting at AGM		
37	3,259	100
C. Combined (A+B)		
189	28,56,35,023	99.9931

(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		
12	19,684	0.0069
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
12	19,684	0.0069

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them
A. Remote e-Voting	
6	876
B. e-Voting at AGM	
NIL	NIL
C. Combined (A+B)	
6	876



8. Item No 8: Appointment of Mr. Pramod Rao (DIN: 02218756) as a Non-executive Director of the Company (Ordinary Resolution).

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	170	28,56,52,324
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	170	28,56,52,324
B. e-Voting at AGM		
Total Votes received	37	3,259
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	37	3,259
C. Combined (A+B)		
Total Votes received	207	28,56,55,583
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	207	28,56,55,583



(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		
153	28,56,32,128	99.9932
B. e-Voting at AGM		
37	3,259	100
C. Combined (A+B)		
190	28,56,35,387	99.9932

(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		
11	19,320	0.0068
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
11	19,320	0.0068

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them
A. Remote e-Voting	
6	876
B. e-Voting at AGM	
NIL	NIL
C. Combined (A+B)	
6	876



9. Item No 9: Appointment of Mr. Vijay Chandok (DIN: 01545262) as a Director of the Company (Ordinary Resolution).

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	170	28,56,52,324
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	170	28,56,52,324
B. e-Voting at AGM		
Total Votes received	37	3,259
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	37	3,259
C. Combined (A+B)		
Total Votes received	207	28,56,55,583
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	207	28,56,55,583



(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		
155	28,56,50,529	99.9997
B. e-Voting at AGM		
37	3,259	100
C. Combined (A+B)		
192	28,56,53,788	99.9997

(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		
10	954	0.0003
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
10	954	0.0003

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them
A. Remote e-Voting	
5	841
B. e-Voting at AGM	
NIL	NIL
C. Combined (A+B)	
5	841



10. Item No 10: Appointment of Mr. Vijay Chandok (DIN: 01545262) as the Managing Director & CEO of the Company and payment of remuneration (Ordinary Resolution).

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	170	28,56,52,324
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	170	28,56,52,324
B. e-Voting at AGM		
Total Votes received	37	3,259
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	37	3,259
C. Combined (A+B)		
Total Votes received	207	28,56,55,583
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	207	28,56,55,583



(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		
151	28,56,31,713	99.9930
B. e-Voting at AGM		
37	3,259	100
C. Combined {A+B}		
188	28,56,34,972	99.9930

(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		
15	20,070	0.0070
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined {A+B}		
15	20,070	0.0070

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them
A. Remote e-Voting	
4	541
B. e-Voting at AGM	
NIL	NIL
C. Combined (A+B)	
4	541



11. Item No 11: Revision in remuneration payable to Ms. Shilpa Kumar (DIN: 02404667) (Ordinary Resolution).

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	170	28,56,52,324
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	170	28,56,52,324
B. e-Voting at AGM		
Total Votes received	37	3,259
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	37	3,259
C. Combined (A+B)		
Total Votes received	207	28,56,55,583
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	207	28,56,55,583



(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		
147	28,56,49,948	99.9993
B. e-Voting at AGM		
37	3,259	100
C. Combined (A+B)		
184	28,56,53,207	99.9993

(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		
20	1,885	0.0007
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
20	1,885	0.0007

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them
A. Remote e-Voting	
3	491
B. e-Voting at AGM	
NIL	NIL
C. Combined (A+B)	
3	491



12. Item No 12: Revision in remuneration payable to Mr. Ajay Saraf (DIN: 00074885) (Ordinary Resolution).

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	170	28,56,52,324
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	170	28,56,52,324
B. e-Voting at AGM		
Total Votes received	37	3,259
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	37	3,259
C. Combined (A+B)		
Total Votes received	207	28,56,55,583
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	207	28,56,55,583



(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		
142	28,56,22,149	99.9928
B. e-Voting at AGM		
37	3,259	100
C. Combined (A+B)		
179	28,56,25,408	99.9928

(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	20,620	0.0072
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
22	20,620	0.0072

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them
A. Remote e-Voting	
6	9,555
B. e-Voting at AGM	
NIL	NIL
C. Combined (A+B)	
6	9,555



13. Item No 13: Payment of profit related commission to the Independent Directors of the Company (Ordinary Resolution).

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	170	28,56,52,324
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	170	28,56,52,324
B. e-Voting at AGM		
Total Votes received	37	3,259
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	37	3,259
C. Combined (A+B)		
Total Votes received	207	28,56,55,583
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	207	28,56,55,583



(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		
145	28,56,49,420	99.9992
B. e-Voting at AGM		
37	3,259	100
C. Combined (A+B)		
182	28,56,52,679	99.9992

(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	2,248	0.0008
B. e-Voting at AGM		
NIL	NIL	NIL
C. Combined (A+B)		
22	2,248	0.0008

(iii) Abstained for the resolution:

Number of Members who cast vote	Number of Votes cast by them
A. Remote e-Voting	
4	656
B. e-Voting at AGM	
NIL	NIL
C. Combined (A+B)	
4	656

Note: One (1) Member has cast vote by way of Remote e-voting in 'For' and 'Against' both.



12. You may accordingly declare the combined result of the Remote e-Voting and e-Voting at AGM (Insta poll).
13. The Register of Remote e-Voting and Register of e-voting at AGM will be e-mailed to Mr. Raju Nanwanl, Senior 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: 2nd August, 2019

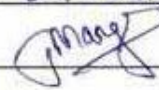
Countersigned by Raju Nanwanl, Company Secretary



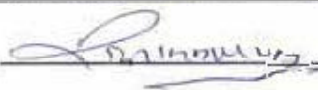
TO WHOMSOEVER IT MAY CONCERN

We, Omish Mangela and Ravindra A Salgal 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 24th Annual General Meeting of the Company held on Friday, 2nd August, 2019 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: Omish Mangela
Address: T-J Chawl, Loom No-3, 36/C, Mahim
Mori Road Mumbai - 16
Signature: 

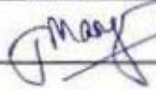
Witness 2

Name: Ravindra A Salgal
Address: Siddhivinayak chawl R.M No 2 Mahatre Nagar
Dombivali (E) - 421201
Signature: 

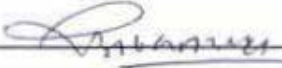
TO WHOMSOEVER IT MAY CONCERN

We, Umesh Mangla and Ravindra A Salpate hereby state that the Excel Sheet containing the Results of Remote e-Voting of ICICI Securities Limited ("the Company") for the 24th Annual General Meeting of the Company held on Friday, 2nd August, 2019 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: Umesh Mangla
Address: J.J. Chawl, Room No-3, 36/E, Mahin
Mori Road Mumbai-16.
Signature: 

Witness 2

Name: Ravindra A Salpate
Address: Siddhivinayak chawl Rm No. 2 Mahadev Nagar
Dombivoli (W) - 421201
Signature: 



ICICI Securities



ICICI SECURITIES LIMITED

Summary of Proceedings of the Twenty-Fourth Annual General Meeting of ICICI Securities Limited

The Twenty-Fourth Annual General Meeting ('AGM'/'Meeting') of the Members of ICICI Securities Limited ('the Company') was held on Friday, August 2, 2019 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.

Mr. Vinod Kumar Dhall (DIN: 02591373), Chairman and Independent Director of the Company, chaired the Meeting except for the business relating to his re-appointment as an Independent Director of the Company and payment of profit related commission to the Independent Directors of the Company, which were chaired by Mr. Vijay Chandok (DIN: 01545262), Managing Director & CEO of the Company.

The Meeting was attended by 57 members in person, by proxy and through authorized representatives.

The following Directors were present at the AGM:

1. Mr. Vinod Kumar Dhall (DIN: 02591373), Chairman and Independent Director
2. Mr. Ashvin Parekh (DIN: 06559989), Independent Director and Chairman of the Audit Committee and the Nomination & Remuneration Committee
3. Ms. Vijayalakshmi Iyer (DIN: 05242960), Independent Director and Chairperson of the Stakeholders Relationship Committee
4. Mr. Subrata Mukherji (DIN: 00057492), Independent Director
5. Mr. Anup Bagchi (DIN: 00105962), Non-Executive Director
6. Mr. Pramod Rao (DIN: 02218756), Non-Executive Director
7. Mr. Vijay Chandok (DIN: 01545262), Managing Director & CEO
8. Mr. Ajay Saraf (DIN: 00074885), Executive Director

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

Mr. Milind Ranande, 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.

The requisite quorum as per the Companies Act, 2013 ('the Act') being present, the Chairman called 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, the instruments of proxy, the statutory registers and other relevant 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 Company's Employees Stock Option Scheme was in compliance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the same was placed at the Meeting.

The Chairman informed that the Company had prepared its first integrated report for FY2019 which formed part of the Annual Report.

The Chairman informed that the authorised representations from two shareholders for a total of 2,55,214,895 equity shares were received and one proxy form was received for five equity shares.

With the consent of the Members present, the Notice convening the Twenty-Fourth AGM was taken as read. The Chairman informed the Members that there were no qualifications, observations or comments of the Statutory Auditors on the Auditors' Report. The Chairman also informed that there were no qualifications, observations or comments of the Secretarial Auditors which had adverse effect on the functioning of the Company. Therefore, the reports were not required to be read out at the meeting.

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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided facility to its Members to exercise their voting rights through remote *e*-voting *i.e.* electronic voting from a place other than the venue of the AGM, 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 Friday, July 26, 2019 by Karvy Fintech Private Limited ('Karvy'). The remote *e*-voting commenced on Tuesday, July 30, 2019 (9.00 a.m. IST) and ended on Thursday, August 1, 2019 (5.00 p.m. IST).

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

The Chairman informed the Members that the Board of Directors of the Company had appointed Dholakia & Associates LLP, Practicing Company Secretaries as the Scrutinizer. Mr. Bhumitra V. Dholakia, Designated Partner of Dholakia & Associates LLP would act 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' (Insta Poll) 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. A few of the members raised certain queries which were responded by Mr. Vijay Chandok (DIN: 01545262), Managing Director & CEO of the Company.

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:

Mr. Vijay Chandok (DIN: 01545262), 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 (Insta Poll):

Ordinary Business:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon;
2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of the Auditors thereon;
3. To confirm the payment of interim dividend and declare final dividend on equity shares for the financial year ended March 31, 2019;
4. Appointment of Mr. Ajay Saraf (DIN: 00074885), who retires by rotation and being eligible, offers himself for re-appointment;
5. Continuation of appointment of B S R & Co. LLP, Chartered Accountants, Statutory Auditors.

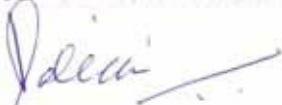
Special Business:

6. Re-appointment of Mr. Vinod Kumar Dhall (DIN: 02591373) as an Independent Director of the Company;
7. Appointment of Mr. Anup Bagchi (DIN: 00105962) as a Non-executive Director of the Company;
8. Appointment of Mr. Pramod Rao (DIN: 02218756) as a Non-executive Director of the Company;
9. Appointment of Mr. Vijay Chandok (DIN: 01545262) as a Director of the Company;
10. Appointment of Mr. Vijay Chandok (DIN: 01545262) as the Managing Director & CEO of the Company and payment of remuneration;
11. Revision in remuneration payable to Ms. Shilpa Kumar (DIN: 02404667);
12. Revision in remuneration payable to Mr. Ajay Saraf (DIN: 00074885); and
13. Payment of profit related commission to the Independent Directors of the Company.

Except Resolution No. 6, all the Resolutions were proposed to be passed as Ordinary Resolutions with simple majority.

Based on the Scrutinizer's Combined Report dated August 2, 2019, all the resolutions as set out in the Notice of the AGM dated May 23, 2019 were passed by the Members with requisite Majority.

For ICICI Securities Limited



Raju Nanwani
Senior Vice President &
Company Secretary