

TRANSCRIPT OF THE MEETING OF THE EQUITY SHAREHOLDERS OF ICICI SECURITIES LIMITED CONVENED PURSUANT TO THE ORDER DATED FEBRUARY 14, 2024 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ('NCLT') HELD ON WEDNESDAY, MARCH 27, 2024 AT 5:30 P.M. (IST) THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS

Akil Kureshi: Good Evening Ladies and Gentlemen. It is now 05:30 p.m. I have great pleasure in welcoming you to this Meeting of equity shareholders which includes public shareholders of ICICI Securities Limited ("ICICI Securities or the Company") convened as per the notice dated February 20, 2024.

I am Akil Kureshi, former Chief Justice of High Courts of Rajasthan and Tripura and the Chairman appointed by the Honourable National Company Law, Tribunal, Mumbai Bench ('NCLT') to conduct the proceedings of the meeting, I would like to inform you that this Meeting is being convened under the order dated February 14, 2024 passed by the NCLT for the purpose of considering the Scheme of Arrangement amongst ICICI Bank Limited and ICICI Securities and their respective shareholders ("Scheme").

The alternate Chairman, Mr. BSV Prakash Kumar, former Presiding Officer of the National Company Law Tribunal is attending the Meeting in person.

I am joined by the Chairman of the Board of Directors of the Company, Mr. Vinod Kumar Dhall, Mr. Vijay Chandok, Managing Director & CEO, Mr. Ajay Saraf, Executive Director, Mr. Rakesh Jha, Non-Executive, Non-Independent Director, Mr. Harvinder Jaspal, Chief Financial Officer and Mr. Raju Nanwani, Company Secretary of the Company.

We are attending the Meeting from the Registered Office of the Company at Mumbai. The Independent Directors namely Mr. Ashvin Parekh, Mr. Subrata Mukherji, Mrs. Vijayalakshmi Iyer and Dr. Gopichand Katragadda are attending the Meeting through VC.

Mr. Prasanna Balachander, Non-executive Non-Independent Director has not been able to attend the Meeting due to some urgent meeting.

I thank all the shareholders for joining the Meeting this evening.

I would like to remind all the shareholders that this Meeting has been convened under the order of the NCLT only to discuss the scheme and it is not for any other business of ICICI Securities.

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

SEBI Registration: INZ000183631

CIN No.: L67120MH1995PLC086241

ICICI Securities Limited

Registered Office:

ICICI Venture House
Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400025, India
Tel. (+91 22) 6807 7100
Fax (+91 22) 6807 7803

Corporate Office :

Building No. 3, Plot No. Gen- 2/1D, Gen-2/1E and Gen-
2/1F, at MIDC TTC Industrial Area, Mindspace Juinagar,
Bonsari, Shiravane Turbhe MIDC, Navi Mumbai – 400706
"Tel". (91 22) 4070 1000

Name of Compliance Officer (Broking Operations) : Ms. Mamta Shetty

Email Address: complianceofficer@icicisecurities.com / Tel. (91 22) 4070 1000

Website Address: www.icicisecurities.com / www.icicidirect.com



This Meeting is being held through Video Conference ('VC')/Other Audio Visual Means pursuant to the order passed by the NCLT read with various circulars of Ministry of Corporate Affairs ('MCA').

The senior officials of the Company, representatives of the Statutory Auditors & Secretarial Auditors, legal and transaction counsels and Scrutinizers are attending the Meeting in person or through VC.

I thank all the shareholders, the Directors of the ICICI Securities, Chief Financial Officer, Company Secretary, senior officials of the Company, representatives of the Auditors, Scrutinizers and legal and transaction council for joining the meeting.

In terms of MCA circulars and the Companies Act 2013, participation of the members through VC is being reckoned for the purpose of quorum. I have been informed that more than 30 members are present which is the quorum required in terms of the order of NCLT and hence, I am calling this Meeting to order.

As this Meeting is being held through VC, the facility of appointment of proxies by the equity shareholders (which includes public shareholders) is not applicable and hence, the register of proxies is not required to be maintained and therefore, the question for inspection does not arise.

ICICI Securities has received four authorization letters from the institutional/corporate shareholders holding 24,18,92,692 shares representing 74.81% of the paid-up share capital of ICICI Securities.

The copies of various documents, as detailed in the Explanatory Statement annexed to the Notice of the Meeting, are also available for inspection electronically on the website of the National Securities Depository Limited during the meeting.

The Notice convening the meeting, the Explanatory Statement under Section 230 read with section 102 of the Companies Act 2013 and the Scheme having been circulated to the equity shareholders (which includes public shareholders) by the permissible mode are being taken as read and I trust you are aware of the resolution proposed to be passed at this meeting. The said documents are also available on the website of ICICI Securities.

ICICI Securities has made all feasible efforts to enable the equity shareholders to participate and vote on the matter being considered at this meeting.

The facility of joining the Meeting and live webcast has been made available on a first-come-first serve basis. To avoid disturbances, all the equity shareholders who have joined the Meeting have by default been placed on 'mute' mode. Equity shareholders who have registered themselves as speakers will be unmuted by the moderator on their name being called out for speaking.

Equity shareholders seeking any technical assistance during the Meeting may reach out to the helpline numbers provided in the notice.

In compliance with the various MCA Circulars, the Companies Act 2013 read with the rules framed thereunder, SEBI Listing Regulations, SEBI schemes Master Circular

and SEBI Delisting Regulations, the facility of remote e-voting as well as e-voting during this Meeting has been provided to all the equity shareholders. The remote e-voting facility commenced on Friday, March 22, 2024 (09:00 a.m. IST) and ended on Thursday, March 26, 2024 (05:00 p.m. IST).

Those members who have attended the Meeting and have not cast their vote through remote e-voting may vote by clicking on the “vote” tab, which will be visible on their screens once the voting begins. The voting shall commence after the conclusion of the meeting. Members who have already voted through remote e-voting mechanism may attend the meeting, though they will not be able to vote again.

Mr. Nupang B. Dholakia, Practising Company Secretary, has been appointed as a scrutinizer by NCLT to scrutinise the e-voting during the meeting and the remote e-voting process to ensure that they are conducted in a fair and transparent manner.

The resolution proposed for adoption by equity shareholders at this Meeting relates to approval of the Scheme of Arrangement amongst ICICI Bank Limited and ICICI Securities Limited and their respective shareholders.

The rationale for proposing the above matter and other necessary information including salient features of the Scheme are mentioned in the Explanatory Statement appended to the Notice convening this meeting, which has been circulated to all members. I'm sure you must have read it.

I put forth the matter for your consideration.

In the Notice dated February 20, 2024, the resolution proposed for adoption by the equity shareholders is mentioned. I take the same to have been read by the equity shareholders.

Since a resolution forming part of the Notice has already been voted on through remote e-voting and as provided in the Secretarial Standards relating to general meetings, there will be no proposing and seconding of resolution. Further, there will be no voting on the resolution by show of hands.

Before the resolution is put to vote, the equity shareholders who have registered themselves as speakers can express their views. The Moderator will call out the speaker's name one at a time and will simultaneously unmute the audio. Speakers may also turn on their videos while speaking. Once the speaker finishes speaking, the Moderator will again activate the ‘mute’ mode.

If someone is unable to use the video mode, they may still use the audio mode alone. Please use earphones and do not be connected to any other device while speaking. If for any reason, there is a connectivity issue at the speaker's end, the speaker will be disconnected and the next speaker will be invited to speak. Once connectivity is restored, the earlier speaker will be asked to resume after all other speakers.

I request the equity shareholders to keep their questions brief and specific. To avoid repetition, the answers to all the questions will be provided towards the end.

Before the Moderator begins calling out the names, may I, in the interest of time, request the speaker shareholders to restrict their queries to the matter under consideration at this Meeting and not repeat questions asked by earlier speakers.

I request the Company officials to make a note of the points made by the speakers.

I now request the Moderator to call out the name of the speaker shareholders in order of their registrations.

Moderator: Thank you Sir. Inviting the very first speaker shareholder, Mr. Jatinder Singh Ahuja. Hello sir. I request you to unmute yourself before you proceed with your queries. Mr. Ahuja are you with us?

Mr. Jatinder Singh Ahuja: Yes, yes. I am trying to unmute.

Moderator: We can hear you Sir. Please proceed. You may proceed with your queries.

Mr. Vijay Chandok: Mr. Ahuja, we can hear you. You can ask your questions.

Moderator: It appears that we are experiencing a technical difficulty with Mr. Ahuja. So may be we can move on to inviting the next speaker.

Akil Kureshi: Just one second. Mr. Ahuja, can you hear us? (After a pause) It appears that he cannot hear us or we cannot hear him. The moderator can move on to the next speaker shareholder please. He can join at the end.

Moderator: Sure Sir. Inviting the next speaker, Ms. Lekha Shah. Hi Ma'am, I request you to unmute yourself before you proceed with your queries. Ms. Shah. Hello.

Ms. Lekha Shah: Am I audible, Ma'am?

Moderator: Yes, Ma'am. Please proceed.

Ms. Lekha Shah: Thank you, Ma'am. Respected Chairman Sir, Board of Directors and my fellow Members. Good Evening to all of you, myself, Lekha Shah from Mumbai. First of all, I am very much thankful to our Company Secretary, Raju Sir especially, Mr. Rupesh for sending the Notice well in time. The Notice is really useful with lot of information. In today's meeting, I believe any decision taken by Chairman Sir will be good for the Shareholders.

Sir, I pray to God that he always showers his blessings upon you. Chairmen Sir, I hope the Company will continue to conduct General meetings through video conference in future. I have full confidence in our Company and Chairman Sir. There are no questions to be asked, where there is trust. So, I strongly and whole-heartedly support the resolution for today's meeting and my best wishes always with our Company and its prosperity. Thank you so much Sir.

Akil Kureshi: Thank you.

Moderator: Thank you Ma'am. Inviting the next Speaker, Mr. Vikrant Darak. Hello

Sir, please unmute yourself before you proceed with your queries.

Mr. Vikrant Darak: Am I audible?

Moderator: Yes Sir.

Mr. Vikrant Darak: Okay. Good Evening Ladies and Gentlemen and the Honourable Chairman. At the outset, I would like to draw the attention of the Honourable Chairman to the blatant violations of multiple laws by ICICI Bank and ICICI Securities while conducting, since the beginning of this arbitrary initiative of delisting of equity shares of ICICI Securities. Now, when I say that there have been blatant violations, let me start with the data privacy violations that have been carried out by ICICI Bank as well as ICICI Securities. So, to elaborate further, shareholders started receiving unsolicited calls, maybe two months before the date of the Meeting and votings were announced. These calls were made under the pretext of gathering information of shareholders. I believe all this data is already available with the RTAs and the depository participants and that should not have been shared with the third party called Trustwell Management Consulting. So, first of all, I would like to bring to the notice of the Honourable Chairman, the blatant violations of Data Privacy laws. That's my point one. Second is and it is reasonably clear to almost everyone that ICICI Bank has misused its clout in not only sourcing this data but disseminating it to various people, including their employees, who have pestered people with unsolicited calls, trying to influence the voting of minority shareholders. So, may I have the answer to my questions? Why were these done?

Akil Kureshi: Yes, your questions are being noted. As I said earlier, all questions will be answered at the end. If you have any more questions, please go ahead. All the questions of all the speakers will be answered at the end by the Company Management.

Mr. Vikrant Darak: Okay, fine. Noted. Thank you.

Moderator: Thank you, Sir. Inviting the next Speaker Shareholder, Mr. Manu Rishi Guptha. Hi Sir. Please unmute yourself before you proceed.

Mr. Manu Rishi Guptha: Thank you very much. Am I audible, please?

Moderator: Yes, Sir. You're audible.

Akil Kureshi: Yes, please.

Mr. Manu Rishi Guptha: All right. Thank you very much. Myself Manu Rishi Guptha, I am an individual shareholder and also a shareholder from the perspective of my fund. I have been very graciously granted two slots. So, I will use one slot *i.e.* slot number 4 to replace for slot number 4 and slot number 5 and that is how I am going to proceed. Further, I am going to take about eight and a half minutes for my statement please. Thank you, Chairman Sir, for this opportunity to speak.

Akil Kureshi: Yes, please go ahead.

Mr. Manu Rishi Guptha: My father used to quote Dante Alighieri's quite often to build my character and personality, whenever I was in a state of doubt and some of Dante and Aristotle has defined who I am today. Allow me to quote just one quote for you here. "The hottest places in hell are reserved for people who maintain their neutrality in the times of moral crisis". And this one sentence has been the bedrock of my life's learnings because life remains meaningless for people who cannot stand up to face the injustice and who lead their life by the principles of, "Chalta hai, kya kare?" (This is how it works, what to do?). A bit of some facts here for the benefit of everyone. I have been using ICICI Securities' platform ICICI Direct since very early 2,000s, perhaps almost since the time it was founded. I suspect, I have been using ICICI Securities' platform much before any of the Senior Executives probably joined the Company. A large part of my personal wealth and my client's wealth as well as my family's wealth is invested in ICICI Securities' stock. When I was searching for a Company some five years ago that has a moat and is shockproof, has potential of a very high return on capital employed with negligible counterparty risk, feeds to the basic human nature of investing/gambling for high returns and catering to a market where the base is so-so low that the growth in coming years would go up by a geometric progression.

ICICI Securities came far ahead of many other companies. A company that has the potential of becoming the Goldman Sachs of India because of the sheer spectrum of its existing products and services and the quality of its personnel and the potential to grow on from here.

On top of that, I assumed that the culture seeded by Mr. K. V. Kamath would ensure that a Vedanta or a Reliance Power or a Yes Bank or a Suzlon would never happen to my Company. I stand shattered today to confess that one of the most mature franchises that has evolved in its talent, product and services over the last 25 years is being snatched away from its minority shareholders by using the intricacies of company law, intricacies of SEBI delisting guidelines and calculations and specious reports and recommendations by proxy advisories, who are all fee gathering consultants with no skin in the game. I will not go into the detail of numbers. We all know numbers. We are all mathematically wise, we are all educated and understand the essence of our arguments and we can continue to make a fool of each other by remaining convinced about our own self styled calculations and justifications, but the overall crux of the whole matter is as follows:

You sold me a Company six years ago at a lofty valuation when the industry was not as evolved as it is today with the promise of a La-la Utopian land in distant future and today, when that company is nearing a status of a mature growing business and giving hope to the very same investors who bailed out the IPO then, you want to short-change them all over again through a very unfavourable swap ratio. The Company collected thousands of crores of cash on its balance sheet along the way. When it has become what you promised, it would eventually become 6 years ago, you want all of it back in such an unfair manner and not through the reverse book building process.

What does ICICI Bank gain out of this delisting? Nearly 10,000 Crores of cash, a distribution business, a cash cow and a cushion through this cash from a situation, that is brewing in the distant corner. We all know the stress that is building in the

Indian banking sector as we are repeatedly being red flagged by the RBI governor, which might not be visible now but it will hit us like a tsunami in not-so-distant future and what do the minority shareholders get? Literally nothing, except inadequate number of shares of a business that is actually vulnerable to economic cycles and enough and more evidence is on record that the best of Indian banking and valuations is behind for some time till the next cycle of real growth restarts. If ICICI Bank was a company owned by a single family or a promoter, the greed to short change the meek shareholder was still understandable in a country where crony capitalism is still thriving but an institution that claims to be the epitome of corporate governance, the most respected brand in India and managed by all professionals and no promoters, how does the conscience of the people at helm allow this *Harakiri* when 75% of the Company is still owned by the Parent Company, that allows it to enjoy a large part of that bounty? The entire spectrum of similar broking and allied businesses in listed space trades at much higher multiples and this unfortunate delisting proposal has also deprived the ISEC shareholders of the best re-rating opportunity and a bull run that Indian markets have seen. nearly 700 rupees per share that is the loss to minority shareholders. I had promised not to go into the numbers, but we will just take about 30 seconds here. Angel One, IIFL, Anand Rathi have all grown modestly in comparison to our Company and yet our trading at valuations, the average of which would peg the ISEC share price at a minimum of Rupees 1,800/-. I repeat, Rupees 1,800/- gentlemen, 1,800. If ICICI Bank had not proposed the ill-fated delisting proposal, a far greater wealth of additional rupees 1,100 per share would have been created. That is a potential or a notional loss of nearly 1,100 rupees per share for minority shareholders. But ICICI Bank chose to defy the very principle of natural justice that is, *Nemo Judex in causa Sua*, that underpins the sentiment that no one should be a judge in their own case.

Last four days have been very intriguing and beyond my comprehension. ICICI Bank was legally given a mandate or the data of all the ICICI Securities shareholders and a nationwide campaign was launched by activating the entire machinery of the Bank, Relationship Managers, Branch Managers, Chief Managers landed up unannounced at ICICI Securities' shareholders homes at off-hours to cajole them to vote in favour of delisting. Why this desperation? Why this anxiety? Never ever in the history of corporate India has a majority shareholder looked and sounded as desperate to short change the minority that all these managers were asked to sacrifice their long holiday, Holi weekend to make calls and visit the ICICI Securities' shareholders, right up to their doorsteps in the last two or three days. What impression have you left on the fabric of propriety and how exposed you look while donning the shroud of your desperation that you want to take the Company away by hook or by crook? You have made your case even weaker gentlemen. Perhaps my stock is worth 2,000/- and not just a paltry 700/-.

Put a hand on your heart, you Board members of both the companies and tell me, when credit growth is slowing and deposits are becoming ever expensive, the best of Indian banking is really behind us for a few quarters and I would not be surprised if ICICI Bank trades at least at a 30% discount than its present price in not-so-distant future. Are you ready to sign a legal covenant that protects the future interests, dividend yield and capital appreciation of the minority shareholders of ICICI Securities? The IPO, six years ago was used to fill a hole. Is this delisting in cash on the books being used to fill another hole that is not known to the market yet? Board

members of ICICI Securities and of the Bank, I beseech you here with folded hands for you to introspect. When you keep your head on the pillow at night, would it make you proud you Honourable Board members, that your Company short-changed the IPO subscribers on the premise that it is a robust, stable, sustainable, growable business that deserves a price multiple of approximately 30 times in 2018? In the last six years, when India saw its most impressive bull run and growth under the stewardship of Honourable Shri Narendra Modiji and that started reflecting in the numbers of ISEC now, the business suddenly became mired with seasonality. As also mentioned in the delisting logic and also by Mr. Sandeep Bakhshi, just 2 hours ago in the Bank's meeting and you are now intending to delist my Company at half that valuation. During these six years, gentlemen, the profit has grown geometrically and there is substantial cash on our balance sheet.

Lastly, and most importantly, allow me to put things in perspective. ICICI Bank wants to take away 25% of the minority stake for approximately 6,000 crores in stock, not even in cash, in stock. Is this a fair deal? and if this deal is fair, as all deals must be fair and must be a two way street, are you ready to sell your stake to a suitor for 18,000 Crores? Dear Board members, leave a legacy, earn a peaceful sleep, when you lay your head on the pillow with a sense of satisfaction that you did right by the minority shareholders who could not fight. You did right by the people who trusted you in the first instance during the IPO and you did right by your responsibility as the custodians of the interests of the minority shareholders. Else, gentlemen, Dante will continue to haunt you because you accepted and furthered the injustice and were complicit. In short, changing the very people, who helped build your castle of success. Thank you very much.

Akil Kureshi: Thank you Mr. Gupta. Moderator, you can go over to the next Speaker please.

Moderator: Yes sir. Thank you Sir. As mentioned by Mr. Manu Gupta, he also spoke on behalf of MRG Investment Partners Private Limited. The next registered Speaker Shareholder, Mr. Akash Dhiren Shah is not present in the Meeting at the moment, neither is the next registered speaker shareholder, Ms. Poonam Darak. So, inviting the next registered Speaker Shareholder, Mr. Mukesh Rai. Hello sir. Please unmute yourself before you proceed.

Akil Kureshi: Please unmute yourself. We are unable to hear you, my friend.

Mr. Mukesh Rai: Thank you. So, am I audible right now?

Moderator: Yes Sir, Please proceed.

Mr. Mukesh Rai: Thanks a lot for giving me opportunity to speak and share my thoughts around whole delisting process. Whole life, when I invested in the IPO six years back, the whole journey which went for six years, and now as a Shareholder, as a retail Shareholder, the pain which we have, we want to share with you. We are feeling cheated. We are feeling like someone is snatching my asset without permission at a cheap cost, cheaper valuation. When you came with the IPO, your EPS was hardly around **four** (Actual number : EPS for FY18 at a consolidated level was 17.3 and for FY23 it was 34.5). Now your EPS is around 44, the 11 times. What

did I get? Did I get 11x on my investment? No, and I don't have a choice. You didn't leave a choice for me. You are kind of snatching my asset with full force. When I say full force, whole ICICI Bank staff, that was whole machinery was deployed to snatch it from my hand, by calling me on phone, by sending me message on WhatsApp, by chasing me, knocking my door, putting kind of forcing me to go ahead and vote in your favour so that this delisting goes through, which I will not allow. I have tried my level best to educate the retail as well, that they should be aware of their rights. ICICI Bank or any other organisation in India, that should not be permitted to snatch the way they try to get our 25% shares. Right now, when I say like **11x** your EPS grew, what did the retail investor get? It did not get even the return of a fixed deposit. Other point is that in fact, ICICI Bank was in banking domain, where data is treated like most precious thing. I am from IT industry. I do design solutions for banking domain customers as well and I understand what I am speaking. How dare ICICI Bank share my data with any other entity? I have on record that ICICI Bank callers are saying that being from ICICI Bank Parent Company, they are privileged to have all my confidential information, which should not be at all shared. Please make a note that it is a violation of data privacy under IT Act 2,000 of our Country.

The method was adopted, valuation, I think Manu spoke already. The method which was adopted to derive the price at which you want to grab my share, I 'idn't have any say on that. Did you allow me? So that even I can contribute in deriving the share price. You 'idn't. As an organisation, you fail to give me a right that even I can speak or I can contribute in the share price discovery. You chose a route, where all retail shareholders were kept in dark. You 'idn't allow them to even raise their concerns in Q3 con call. I am not sure if you forgot that, but we cannot. The Management did not allow us to put the questions at all and they ran away. We were waiting to raise our concerns, but unfortunately Management had different thoughts. They just wanted to run away and grab my share at their price, whatever they want, rather than allowing me to say anything. I did not share my thoughts. You didn't allow.

Next was the voting. Now, I am not sure what happened with the voting. Most of the members, family members with whom I am speaking, who voted for other companies resolutions as well. When I say others, it was for different companies and I am an active participant in that. So, you can trust me that I have not got the confirmation on my voting. Though, I got it for Suprajit Engineering, where I voted at the same time when voting happened for ICICI Securities. I have not yet got the confirmation and I am still chasing for that. Please make a note that it should not happen that our votes are not counted, because we do not have a confirmation, but we have the proof. When we voted, we have taken the screenshots. If needed, we can pass it on, but it should not happen that the Management or the Chairperson of this Meeting should miss counting those votes because there is no confirmation received on voting.

I have two more points regarding the way adopted by ICICI Bank. I think, all of you might have gone through the newspapers in the morning and understand how this whole process has dented ICICI Bank as well. The reputation has gone, right?. What kind of mechanism was adopted? All national media, including even foreign media, including Bloomberg and all, everywhere it is flooded. Like how a big organisation like ICICI Bank which has a brand name is trying to grab the shares and at what

level they have gone for that. Whole media is kind of flooded with that. I did not expect. Even after delisting goes through, I am requesting that the Management should think about the retail shareholders as well. Just keep yourself in our place and think, what did you get in six years? Are you satisfied? If you are satisfied, I will be with you. If you are not, then certainly you need to rethink on the swap ratio, which is totally against retail shareholders. We expect a better swap ratio. We don't have any challenge with anything, but certainly we need a better swap ratio from Management, because like I shared earlier your EPS has grown eleven times in six years and it is still growing. PAT is growing 15% CAGR. Why should I give that asset to you at half valuation? I should not. Please think on the swap ratio, if it's possible for you.

I had few more points regarding the exemption given by SEBI. I am not sure that this forum is right for that, but the exemption which was given by SEBI, for merging or delisting of ICICI Securities and making a subsidiary of ICICI Bank. There also a history was created. Different line of business and still permissions are granted. We don't know, what is in the backend? Certainly, there are certain rules defined and we question them. We expect an answer. We expect an explanation from Management on that. With this, I will allow other speakers to speak, but certainly a final request to Management that please take care of the brand name which was built around 25-30 years by ICICI Bank that has got tarnished in yesterday's acts by their employees, guided by their Management. So, it is not a complaint or problem with the employees, but certainly they were forced to do work, because they are kind of accepting those things on the call. Plus, please think on the swap ratio, so that retail Shareholders gets better outcome of their investment. Thank you.

Akil Kureshi: Thank you, Mr. Rai. We can go to the next speakers please.

Moderator: Thank you Sir. We had experienced a technical difficulty with the first speaker shareholder who was unable to speak. Inviting once again, Mr. Jatinder Singh Ahuja.

Mr. Jatinder Singh Ahuja: Very Good Evening, Sir.

Akil Kureshi: Good Evening, Mr. Ahuja.

Mr. Jatinder Singh Ahuja: My Lord, you are in the right place. First time a retired Chief Justice of a High Court is conducting the Meeting as a Chairman. All these years, this NCLT court convened meetings were conducted by Company Directors only and shareholders were not given an opportunity at all to question the scheme. I am very happy that in ICICI Bank and right now in ICICI Securities, we are having august presence of you Sir. My Lord, you being an authority higher than even NCLT, merger, the name is merger and the merger means that two companies are merging for some synergy, economies of scale, cost benefit analysis. Nothing is there in this. They have no rationale. The only rationale is to get rid of public shareholders. It's really strange that a company which is making profits year after year and if I have to quote, for March 2019, profits after tax were 490 Crores and right now for December 2023, nine months, profit after tax is 1,160 Crores. For the full year, profits most likely shall be more than 1,500 Crore, a jump of three times in net profit over a period of five years, a company which is such strong is expanding and is growing.

Where is the need? Why the Bank has decided? It was a 100% owned by ICICI Bank till 2018 and in March 2018, my Lord, the Company came with an offer for sale for 25% of its holding and the interesting point to note is, as per their RHP (Red Herring Prospectus), cost of the share to the ICICI Bank at that point of time was 5 rupees only. The Company was able to offload its shares in OFS at the rate of 520 rupees in March 2018. The company has invested very little amount at 5 rupees face value and now that share is going at this rate, 700 plus. The point which I wish to say is that once you decide on a merger, it is the smaller Company which suffers, because on the merger, you decided on 30th June 2023, that this is the swap ratio. 67 ICICI Bank shares for 100 shares of ICICI Securities, how this ratio has been decided? You have got two valuers, two fair opinion givers and in the valuation reports, which have been sent to all the shareholders and even which has been vetted by SEBI. I am sorry to say that valuation reports are incomplete. They don't carry any details, how the values have been arrived at? Simple numbers have been put, under this method value comes to this much, under income approach, value comes to this much. Under other approach, value comes to 728 CCM method and under market price method, 539, but no working has been enclosed. What data they have taken? How these figures have been arrived at? Simply if you will see page number 87 on Valuation Report of the notice which has been sent, it simply states under this method, this is the value, and two valuers have given identical values, and they say that valuation differs from valuer to valuer, what approach they are adopting and no single value can be done for at the same time. But in this particular case, these values have been identical values by two top valuers in the area. My Lord, I raised a query with the Company, requesting for these details. The Company has not provided the details till date in spite of my two reminders. My other query in this regard was, how much fees have been paid to the valuers and the opinion, favourable opinion which who have provided? How much fees have been paid? Is it a secret or is it needed not to be disclosed to the shareholders if queries are being raised? You have decided to take entire 25% from the public shareholders without consulting them. One year back, you decided in your Board Meeting a ratio to be offered and from that day onwards, share price of ICICI Securities is tagged to ICICI Bank. Even it is a best performance, it won't make the price move and right now we are near to March 2024 ending. The results will be out very soon and the price during all this period has suffered, otherwise price would have gone beyond ICICI Bank. When this OFS came in 2018, what was their objective of the offer in the prospectus which they have stated? I will just read out those lines. Only two points, they have mentioned at that point of time as their objective for OFS and the ICICI Bank raised Rs. 4,000 Crores from this 25% offer for sale and those two points are very important. Please listen carefully, my Lord. This is how companies cheat and investors are left at the lurch. I will just read out those two points. Everybody please listens, the objects of the offer, page number 88 of RHP. So, first point is, to achieve the benefit of listing the equity shares on the stock exchanges and for sale of equity shares by promoter selling shareholder. ICICI Bank wanted to offload, so they have offloaded for 4,000 Crores and the benefit of listing was to be availed. That was point number 1. Second point which was mentioned is listing of equity shares will enhance its visibility and brand image and provide liquidity to its shareholders. So, what happened to those objectives?

You came to the market with an offer, you promised two things and now you are simply forgetting for what you have come. You have got the money and now you

simply want to give me at this rate, I am not giving you any money. You take shares of ICICI Bank. This is I would say is natural justice is denied. The Courts have decided there are no bonafide. Had there been a bonafide merger for synergy, for cost economies, scalability, those are the reasons for getting public shares out of the picture and this is the rationale. How silly it is, and these all people, they are happy and going ahead with this. My Lord, when I say my Lord, I feel that all those sitting on your left and right, they should feel they are not the bosses. They are answerable to shareholders. They can't simply dictate their own decisions without giving any thought. What exactly is the logic? Why you want this 25% back? How it helps the Company? You say that there is no other Bank listed entity, what difference it makes you? Already, HDB financial services, they are drawing up their papers. They will come out with the IPO and then you will be watching this our Board of Directors of ICICI Securities and ICICI Bank. This is really a foolish thing and such a respected name, they have simply spoiled the way they have conducted this. Why is e-voting there? E-voting is there to get an opinion or confirmation of public shareholders and in this exercise, normally what happens sir, the public shareholders don't vote actually. Only one percent public shareholders vote and the Company comes out with a statement that Company has got 99% voting in favour of the proposal. Few companies, I would say, 20 big FII's, mutual funds and other major entities holding a major chunk have voted. They come in favour of the Company or to the rescue of the Company. In this particular instance, never in the history, has it been done a foreign fund which is holding huge chunk, rather the top shareholder holding more than 3% on the voting day itself, on the 22nd March itself, they announced on their website that they have voted in favour and in our country even companies after voting, they never disclose which side they have voted and here we say our corporate governance standards are very high. Least, when a fund which is based in abroad, the day it has voted and it has put its own website. They have voted in favour and it made headlines in Indian media, whether one should say it is a coincidence when a top shareholder is voting in favour and that news is flashed in all the papers. Doesn't it influence the public shareholders? and what exactly they got? Their vote cannot be counted. Their vote doesn't matter at all, because they are an interested party in ICICI Bank as well as here also, they hold a huge chunk. These two shareholders, one is LIC and other one is Norway based fund. They both hold in ICICI Bank as well as this ICICI Securities. So, their vote, even if they vote in favour or against, but how the Company manages all these big entities which sail in same boat. They will vote in favour and nobody bothers, but it is the small investors who suffers and one more point which is very much relevant is, we have three proxy advisory firms who advise on which way to vote in any particular, this scheme or merger scheme or whatever, they provide their opinion that it is okay, you should support, or it is against. They have no stake whatsoever in these companies. They are not at all involved. They do not put any money. What they get is money and they give out their reports. Yes, vote in favour. So, all the companies, all the big institutional investors take it as a yes, based on that report, we have voted in favour.

My Lord , the most interesting and most shocking revelation which papers have highlighted today, even in news channels across all business channels. The first thing, there was no vote share. The public shareholders did not vote earlier and now ICICI Bank is deputing its entire machinery. They are going to the doorsteps of people. Earlier Bank used to go to people's doorsteps in order to recover the loan, if there was any default loan, or it used to go to mobilize the deposit. This is the first

time in this corporate governance culture, ICICI Bank has adopted this means. How low you can stoop? This is end of the limit. In politics, they say that they have captured the booth, so it is just like that. You are going into the shareholders home, asking them to vote and on this criteria alone, my Lord, this Company, ICICI Bank and ICICI Securities, its CMDs or the top bosses who are running the show, they have really brought down the image of these big institutions. What clout and what image they had few days back with this section, everyone is making fun of them. They are saying Bank people are coming to our homes asking for votes, if there is some very big election going on. People are sarcastically saying, it didn't happen before, what happened now? Why four people are calling us from the Bank? Giving them reminder is a different thing, but you are going to their doorsteps asking for votes, so it is nothing less than booth capturing, my Lord, it is just a booth capturing and for this reason alone, the tactics they have adopted are unlawful and the methods which they have adopted just to garner votes of the public shareholders are unlawful. They have gone so low to spoil their image of the ICICI Bank as well as ICICI Securities. I am sorry Sir, that I am taking little bit more time.

Akil Kureshi: Yes, I just want to request you to be little more precise.

Mr. Jatinder Singh Ahuja: My Lord, I am sorry, that I am taking little longer. I will finish in two minutes.

Akil Kureshi: We have received many questions and people are waiting for the answers. So, could you please finish as soon as possible? You have had your time.

Mr. Jatinder Singh Ahuja: Yes.

Akil Kureshi: Could you be a little more precise please?

Mr. Jatinder Singh Ahuja: Yes. My Lord , I will finish it within two minutes.

Akil Kureshi: Alright, thank you Sir.

Mr. Jatinder Singh Ahuja: No, no, Sir, just listen. My Lord , give me two minutes.

Akil Kureshi: Yes.

Mr. Jatinder Singh Ahuja: Whatever this exercise has happened, demean the very e-voting exercise for which this voting was taken place, based on this, what measures they have adopted? This e-voting cannot be treated as fair and it should be declared null and void in this Meeting itself. This is my strongest opposition to this type of tactics adopted by such big institutions that the individuals, just see how much the SBI chairman suffered at the hands of Supreme Court for denying information and here the CMD of the ICICI Bank is going down to such a level. It is really shocking and they really should be admonished. My Lord , you are the right person to take them to task. Your presence makes it mandatory to ensure that law prevails and injustice wherever is happening, you had such a credentials during your lifetime of legal journey as a High Court judge for more than 25 years and this is the way they are putting sword in your hand, we can withdraw any time, making mockery of the just this system, going to NCLT, wasting courts precious time and then suddenly at the last minute withdrawing, when they face that they are bound

to be defeated in the e-voting. Here, minority shareholders generally vote in huge numbers and they vote against, but their voice doesn't reach, because their shareholder number may be huge, but their shareholding is not that big to match with the few 20 shareholders, who have voted in favour. Here, I have one, this Supreme Court citation and I shall read it out this and then finish, if you will permit me more time, I have so many things to speak against this delisting exercise, so many bad things they have adopted. All this should be declared null and void. This Supreme Court citation, my dear Sir.

Akil Kureshi: Mr. Ahuja, yes, I understand but you had a very long say.

Mr. Jatinder Singh Ahuja: *Sehsa Industries versus Krishna H. Bajaj*. The para 38 states that it is manifest that before according its sanction to a scheme of amalgamation, the Court has to see that the provisions of the Act have been duly complied with. The statutory majority has been acting bonafide. Here the statutory majority is not acting bonafide and in good faith and are not coercing the minority. Here, it is coercion of the minority in order to promote any interest adverse to that of the latter, comprising the same class whom they support to represent and scheme as a whole. This is Supreme Court's citation of year 2011, *Sehsa Industries versus Krishna H. Bajaj and others 3SCC 218*, that minority can't be coerced by the majority. Bonafide of the majority shareholders have to be proved, and my Lord, with your presence on the dias, we are very hopeful that you will right now recommend to the NCLT that this voting should not be counted at all and it should be declared null and void and both the companies should go to SEBI for reverse book building, that is the way delisting is done. How they have adopted all these tactics to rob the public shareholders. I am really very pleased, obliged that my Lord has given me so much time, but still there are so many points I can raise against this delisting exercise. Thank you very much. I am very obliged.

Akil Kureshi: Thank you so much Mr. Ahuja.

Mr. Jatinder Singh Ahuja: I am very much obliged and I am a great fan of you Sir.

Akil Kureshi: Thank you so much. Miss Moderator, you had mentioned two people who are not present at that time. If either of them has joined now, please let them have a chance. Could you just cheque if anybody has joined now?

Moderator: Yes, I will quickly just check. No Sir, it appears that Speaker Shareholders have not joined and that concludes the Speaker Shareholder addresses. Chairman Sir, we may proceed with addressing the queries. Over to you.

Akil Kureshi: Thank you so much. I now request Mr. Vijay Chandok, Managing Director and CEO and Mr. Harvinder Jaspal, Chief Financial Officer of ICICI Securities to address the queries.

Mr. Vijay Chandok: Namashkar. Thank you, Sir. Very Good Evening to all the shareholders. First and foremost, I would like to thank all the shareholders for the support that they have given us and for joining us this evening for this EGM. Some of them have been shareholders, not just shareholders but also customers and we thank you for your patronage. It means a lot to us. Many of you have complimented us, thanking for the service that we have rendered to you and also given us good

wishes. Once again, we acknowledge and deeply appreciate and take it with a lot of wholehearted thanks. There have been multiple speakers who have asked questions around three areas. One is around the merger rationale itself. Then, there is a second theme where the shareholders have asked about the fairness of valuation, because they feel that the valuation needs to be elaborated a little more. There is also a question about the type of communication that was done to the shareholders and the rationale behind it and the methodology adopted. So, I will take all these questions which have been raised by multiple shareholders first. So, here I would first take the point on the merger rationale. I think it is important to recognise that ICICI Bank today offers a comprehensive suite of banking products and ICICI Securities offers a comprehensive suite of investment products and personal financial products. Both these companies will be able to leverage strong composite proposition holistically together for both new as well as existing customers in a far more material way. With the Company becoming a 100% subsidiary, what would happen is that both the companies will be able to better capitalise on these synergies in line with the customer 360 degree focus so that a complete range of solutions around investments and banking can be offered to these customers.

Another important consideration has been that the business of ICICI Securities on a standalone basis has inherently been cyclical and dependent on macroeconomic and buoyancy in equity markets and this has reflected in the share price movement relative to the broader market over the longer period of time that it has been listed. Further, it is also important to recognise that the regulatory environment and also the competitive environment has rapidly evolved in the last few years. Considering all of this, strategic decision was taken to merge both these entities in order to create long term value for the shareholders of both the entities. However, since there are regulatory restrictions on conducting broking business and banking directly, we had to adopt a Scheme of Arrangement under the SEBI Delisting Regulations. Under these Regulations, ICICI Securities will remain a separate legal entity as a wholly owned subsidiary of the ICICI Bank and it will continue to operate on the broking businesses, just like the broking subsidiaries of other banks are operating, which are also delisted. We believe such delisting would provide significant benefits over longer term to public shareholders as the public shareholders upon the implementation of the scheme, if approved, will be getting shares in the Holding Company. Thereby, they would get access to a much wider and a more structural business, diversified business with greater revenue stability, unlike the securities business which, as I mentioned, has been inherently cyclical.

Post this transaction, the Public Shareholders will also become a part of a more liquid public Holding Company. There was then a question around the methodology and valuation that was asked. I think here, it is important to recognise that the valuation exercise was jointly conducted by PWC and E&Y and fairness opinion was provided by BoFA Securities India Limited, which is a SEBI registered merchant banker. I think there was a question around the details in the valuation report, it is actually uploaded on the website of the Company and the summary of the joint valuation report is annexed to the shareholders' notice. So, Sir, you can kindly refer to that for the details that you are looking for. The valuation methodology that has been followed by both the valuers is based on internationally accepted approaches, followed in similar situations combined with subject matter expertise and the values

have been applied on a case-to-case basis based on the facts in an independent manner. The fair equity value of the share exchange ratios is arrived by considering various qualitative factors relevant to the Company.

There were two methods that were adopted, the market approach and under this, there were methods of Market Price Method as well as Comparable Companies Multiple Method. A weightage of 40% has been assigned to each of these two methods in determining the valuation. The second method was the income approach method, where the discounted method was followed that involves estimating the value of the Company based on future free cash flows and applying an appropriate discount rate. So, 20% weightage was given to this factor. There was a question that valuers came out with an identical value. I think you have to note that, there was a joint report that E&Y and PWC carried out and they came out to a rounded off value of 0.67 swap ratio, which means that for 100 shares of ICICI Securities, 67 shares of ICICI Bank would be provided subject to the approval of the Scheme. I had also highlighted that the Scheme has found the positive sort of corroboration from proxy advisory firms, namely InGovern, SES, liAS and ISS. They have examined it and given a positive recommendation. The valuation is something that I thought it is important to elaborate because there were questions around it.

As far as the communication is concerned with respect to the shareholders, here, I would want to reiterate a few points to understand the context. The context was that the proposed delisting involves a Scheme under Section 230 of the Companies Act along with the Holding Company and I would like to reiterate that it is being implemented in accordance with the requirements of law and there were questions around some aspects of law that needed to be followed. So, we are confirming that all the provisions of law were followed. We also believe that the delisting is in the interests of shareholders of both ICICI Bank and ICICI Securities and it has been duly approved by the Boards of both the companies. It is only after getting the necessary consent from both BSE and NSE and here I must like to highlight that there were absolutely no adverse observations or objections raised in the process of getting these approvals. It is only after that the proposal was submitted to the honourable NCLT, after which the Meeting that we are having just now has been convened. With regards to the communication that we have done to the shareholders, we have, on behalf of the Scheme, reached out to the shareholders to assist them in any doubts that they may have with respect to the process of e-voting and also requesting them to exercise the vote. So that's the context in which the shareholders have been reached out.

I will also now move to some of the specific questions that were asked by various shareholders outside of these areas. There is a comment on reverse book building, why that methodology was not followed? Here, I would like to highlight that the RBI guidelines restrict banking companies to carry out broking business departmentally and therefore, a group consolidation by way of merger was not possible. So, ICICI Bank, therefore, adopted an approach to a delisting provision which is enshrined under the laws for such situations, which is Regulation 37 of the SEBI (Delisting of Equity Shares) Regulations, 2021.

Hence, under this law, SEBI granted exemption to facilitate group consolidation under these regulations, as I mentioned and therefore under these regulations, the

delisting can happen subject to the approval of minority shareholders. The minority shareholders have to approve with a majority of two thirds so that there are enough controls and checks and balances in carrying out this process and there are those checks and balances available to the retail shareholders. So the reason, why this was not done through a reverse book building is because there is a provision under SEBI Regulation to permit such transactions.

There was also a question around the valuation being higher at the time of the original issuance and being lower of 18 times. Now, here I would like to reiterate that the valuation multiples at the time of listing would not be exactly relevant for determining the swap ratio of 2023, because you would all appreciate that the regulatory as well as the competitive environment has significantly evolved and we are obviously supported by appropriate valuations to the extent that the current swap ratio has been detected.

There was also an observation regarding taking away the assets without permission. I think there was a comment around that. Here, I would like to reiterate the point that the power of voting is completely with the shareholders including the minority shareholders and therefore there is absolutely full right that is available to all minority shareholders to exercise and only on the provisions of the Scheme getting met, will we be able to proceed with the process of delisting. So, the control is completely in the hands of the shareholders is what I want to highlight.

With respect to SEBI, there was a query regarding the specific details about the exemption that was granted. Here, I would like to highlight that, as per the present Regulation 37 of the Delisting Regulations and conditions laid out in the circular, the listed holding companies and the listed subsidiary companies fall within the same broad Section K, Financial and Insurance activities but do not fall within the same line of business as per the three digits number code as per the National Industry Classification Code 2008. Considering the above enabling provision, whereby both the companies are engaged in similar business and carry significant synergies, the Bank sought an exemption from strict enforcement of chapter VI, Part C, Regulation 37 of the Delisting Regulations and SEBI *vide* its letter dated June 20, 2023 granted this relaxation to the Bank. So that's the context of the exemption given by SEBI.

I will now move to the last set of unique questions. There was a question around the fees paid for the valuation. Here, I would like to say that for carrying out this transaction, we have taken guidance from some of the reputed subject matter experts, which included valuers, fairness opinion providers and I must say that the cost incurred for this transaction is commensurate with the industry standards that are existing for such transactions and is not material when compared to the financial scale and size of our operations. We also believe that the benefits of this transaction would far outweigh the cost.

There was also a question around providing disclosures of voting. We understand that the shareholder which has provided disclosures for their Company, it is part of their Policy to provide their voting for various companies that they vote for. So, it is nothing unique in our case. It is their standard policy. There was also a question around that minority shareholders not having the power. Here, I would like to reiterate that the power of voting is completely in the hands of minority shareholders

and only after getting the requisite majority under the Act can the process move forward. I think Chairman Sir, with this, I have addressed all the general as well as the unique questions that were asked.

Sorry, there was one more question which was asked by Mr. Rai. You had expressed a point that you wanted to be sure that your voting is counted. Sir, you can visit the NSDL voting site and click on the 'join meeting' link. You will be able to see the e-voting status of your folio, so that will ensure and give you the endorsement and confirmation that indeed your vote is getting counted. So, I will repeat, you can visit the NSDL voting site and click on the 'join meeting' link and there you will be able to see that your e-voting status, what it stands to ensure that your vote is very much getting counted. Thank you, Sir. With that, Sir, I have addressed all the questions.

Akil Kureshi: I now request equity shareholders who have attended this Meeting and have not voted so far to cast their votes. Now, equity shareholders may note that the e-voting window will remain open for another 30 minutes for this purpose. This being the NCLT convened meeting, the results will be reported to the honourable National Company Law Tribunal, Mumbai Bench. I authorise Mr. Vijay Chandok, Managing Director & CEO Mr. Ajay Saraf, Executive Director, Mr. Harvinder Jaspal, Chief Financial Officer and Mr. Raju Nanwani, Company Secretary of ICICI Securities, severally to receive and declare the voting results along with the scrutinizers report, intimate the stock exchanges where shares of ICICI Securities are listed and place the same on the website of ICICI Securities. The resolution as set forth in the notice shall be deemed to be passed today, subject to receipt of requisite number of votes. Also, ICICI Securities will put up the results on its notice board at the Registered Office and at the Corporate Office, and on the website of National Securities Depository Limited on or before the close of business hours on Monday, April 1, 2024. The business of the Meeting is now complete and I declare the Meeting closed at 6:55 p.m. I thank you all for cooperating with me in the smooth conduct of the meeting. Thank you all.

Thank you, Sir.

Disclaimer: A few minor editorial changes in the transcript have been carried out for the purpose of clarity and better reading as well as to bring out factual details correctly. A few edits have also been carried out at places where the audio from some of the shareholders was not clear. Further, some of the figures mentioned by the speakers (marked in bold and italics) were factually incorrect and wherever possible, the correct numbers are now mentioned in brackets against such incorrect numbers.