

December 7, 2023

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: Declaration of voting results of Postal Ballot alongwith the Scrutinizer's report

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

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), as amended from time to time, read with applicable rules made under the Act read with relevant applicable circulars issued by the Ministry of Corporate Affairs ('MCA Circulars'), the Company had sought approval of the Members on the following Special Resolutions through Postal Ballot by remote e-voting process ('remote e-voting'/'e-voting') only.

1. Enhancement of the existing borrowing limit under Section 180 of the Companies Act, 2013; and
2. Enhancement of the existing limit under Section 186 of the Companies Act, 2013.

The e-voting for the purpose of Postal Ballot commenced on Monday, November 6, 2023 at 9:00 a.m. (IST) and concluded on Tuesday, December 5, 2023 at 5:00 p.m. (IST).

Dholakia & Associates LLP, Practicing Company Secretaries, the Scrutinizer appointed to scrutinize the Postal Ballot voting process, have submitted their report today. In terms of the report of the Scrutinizer, the resolutions contained in the Postal Ballot Notice dated October 16, 2023 have been approved by the Members with requisite majority.

The resolutions are deemed to have been passed on the last date of voting, *i.e.* Tuesday, December 5, 2023.

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



Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed the following:

1. Voting results in the format prescribed under Regulation 44 of Listing Regulations as provided by KFin Technologies Limited (e-voting agency); and
2. Report of the Scrutinizer on voting by Postal Ballot.

The above information will also be available on the Website of the Company at www.icicisecurities.com.

Kindly take the above on your records and oblige.

Thanking you,

Yours faithfully,
For ICICI Securities Limited

Raju Nanwani
Company Secretary

Encl.: As above

Company Name	ICICI SECURITIES LIMITED
Date of the AGM/EGM/ last day of receipt of Postal Ballot forms	December 5, 2023
Total number of shareholders on record date	143102
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	-
Public:	-

Resolution required: (Ordinary/Special)	SPECIAL - Enhancement of the existing borrowing limit under Section 180 of the Companies Act, 2013							
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	241652692	241652692	100.0000	241652692	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
Public- Institutions	E-Voting	52684028	49487202	93.9321	49049170	438032	99.1148	0.8851
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	28773910	447089	1.5538	309759	137330	69.2835	30.7164
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		323110630	291586983	90.2437	291011621	575362	99.8027	0.1973

Resolution required: (Ordinary/ Special)	SPECIAL - Enhancement of the existing limit under Section 186 of the Companies Act, 2013							
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	241652692	241652692	100.0000	241652692	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
Public- Institutions	E-Voting	52684028	49487202	93.9321	48987618	499584	98.9904	1.0095
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	28773910	446756	1.5526	307127	139629	68.7460	31.2539
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	323110630	291586650	90.2436	290947437	639213	99.7808	0.2192

For ICICI Securities Limited

RAJU
NANIKRAM
NANWANI

Digitally signed
by RAJU
NANIKRAM
NANWANI
Date: 2023.12.07
13:42:16 +05'30'

Raju Nanwani
Company Secretary

Designated Partners
CS Vishvesh Girishchandra Bhagat
B.Com; LL.B (Gen.); ACS; FII
CS Nrupang B. Dholakia
B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

DHOLAKIA & ASSOCIATES LLP
(COMPANY SECRETARIES)

SCRUTINIZER'S REPORT

To,
Mr. Vinod Kumar Dhall
Chairman
ICICI Securities Limited

SUB: REPORT ON THE POSTAL BALLOT PROCESS FOR THE RESOLUTIONS AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED OCTOBER 16, 2023

Dear Sir,

1. Dholakia & Associates LLP, Company Secretaries ("firm") were appointed as the scrutinizer by the Board of Directors of ICICI Securities Limited ("the Company") at its meeting held on October 16, 2023 to scrutinize the postal ballot voting process (voting by e-voting/remote e-voting) in connection with the subject matter.
2. I, CS Nrupang B. Dholakia, Designated Partner of the firm, submit my report as under:
 - 2.1 The Company completed the despatch of Notice of postal ballot on November 2, 2023 through electronic mode to the Members whose names appeared in the register of members or in the register of beneficial owners maintained by the Depositories as at the close of business hours on Friday, October 27, 2023 ('cut-off date') and whose e-mail IDs were registered with Company/Registrar and Transfer Agent of the Company/Depositories, pursuant to the applicable General Circulars issued by the Ministry of Corporate Affairs for conduct of postal ballot.
 - 2.2 The postal ballot was conducted only through remote e-voting system pursuant to the applicable MCA Circulars, hence, postal ballot forms were not required to be sent by the Company.
 - 2.3 I have received a complete record of votes cast by e-voting mode on Tuesday, December 5, 2023 from KFin Technologies Limited, the 'e-voting Agency'. The voting period concluded on Tuesday, December 5, 2023 at 5.00 p.m. (IST).
 - 2.4 Particulars of all the votes cast by electronic mode have been entered in a register separately maintained for the purpose in electronic mode.

- 2.5 I am obligated under section 110 of the Companies Act, 2013 and the Rules framed thereunder to retain the postal ballot related data till the time the Company signs the minutes or proceedings. Once the copy of minutes or proceedings is provided, the same will be handed over to the Company.
3. The Members who have abstained from voting in the e-voting have been treated as invalid (details attached in **Annexure - II**)
4. In accordance with the basis of rejection (as per **Annexure - I**) and on proper scrutiny of all the postal ballot votes cast by way of e-voting, I report the result of the postal ballot as under:

RESOLUTION NO. 1 – ENHANCEMENT OF THE EXISTING BORROWING LIMIT UNDER SECTION 180 OF THE COMPANIES ACT, 2013 – SPECIAL RESOLUTION.

(a) Details of voting, as received from the e-voting agency is as follows:

Particulars	Number of Members who have cast their votes	No. of Equity Shares of the nominal value of INR 5/- each (votes cast)
Total votes received (members voted)*	1,243	29,15,89,346
<u>Less:</u> Total number of invalid votes (as per details attached in Annexure - II)	31	2,363
Total Number of valid votes (members voted)*	1,212	29,15,86,983

(b) Details of Voting:

Particulars	Aggregate of voting	No. of Equity Shares of the nominal value of INR 5/- each (votes cast)	% of valid votes received
Total valid votes received (members voted)*	1,212	29,15,86,983	100
Assented to Resolution	852	29,10,11,621	99.80
Dissented to Resolution	365	5,75,362	0.20

* Five Members have voted partially in 'For' as well as 'Against' categories.

Designated Partners
 CS Vishvesh Girishchandra Bhagat
 B.Com; LL.B (Gen.); ACS; FII
 CS Nrupang B. Dholakia
 B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

DHOLAKIA & ASSOCIATES LLP
 (COMPANY SECRETARIES)

RESOLUTION NO. 2 – ENHANCEMENT OF THE EXISTING LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013 – SPECIAL RESOLUTION.

(a) Details of voting, as received from the e-voting agency is as follows:

Particulars	Number of Members who have cast their votes	No. of Equity Shares of the nominal value of INR 5/- each (votes cast)
Total votes received (members voted)*	1,243	29,15,89,346
<u>Less:</u> Total number of invalid votes (as per details attached in Annexure - II)	32	2,696
Total Number of valid votes (members voted)*	1,211	29,15,86,650

(b) Details of Voting:

Particulars	Aggregate of voting	No. of Equity Shares of the nominal value of INR 5/- each (votes cast)	% of valid votes received
Total valid votes received (members voted)*	1,211	29,15,86,650	100
Assented to Resolution	848	29,09,47,437	99.78
Dissented to Resolution	370	6,39,213	0.22

* Seven Members have voted partially in 'For' as well as 'Against' categories.

Designated Partners
CS Vishvesh Girishchandra Bhagat
B.Com; LL.B (Gen.); ACS; FII
CS Nrupang B. Dholakia
B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

DHOLAKIA & ASSOCIATES LLP
(COMPANY SECRETARIES)

5. You may accordingly declare the result of the postal ballot voting process.

UDIN: F010032E0028629
Place: Mumbai
Date: December 7, 2023

NRUPANG BHUMITRA
DHOLAKIA
CS Nrupang B. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 10032 CP No: 12884

Digital Signature of NRUPANG BHUMITRA DHOLAKIA
DN: cn=NRUPANG BHUMITRA DHOLAKIA, o=DHOLAKIA & ASSOCIATES LLP, ou=INDIA, email=nrupang.dholakia@dholakia.com, c=IN
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Designated Partners
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 B.Com; LL.B (Gen.); ACS; FII
 CS Nrupang B. Dholakia
 B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

DHOLAKIA & ASSOCIATES LLP
 (COMPANY SECRETARIES)

“ANNEXURE-I”

BASIS OF REJECTION

1. Institutional Member (other than Individuals, HUF, NRI, etc.) has not uploaded scanned copy / hard copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. or e-mailed at scrutinizer@dholakia-associates.com or not available with us.
2. Board Resolution / Authority Letter / Power of Attorney, etc. does not grant power in favour of the person who has exercised voting right.

“ANNEXURE-II”

REPORT FOR INVALID VOTES

RESOLUTION NO. 1 – ENHANCEMENT OF THE EXISTING BORROWING LIMIT UNDER SECTION 180 OF THE COMPANIES ACT, 2013

Sr. No.	Category	No. of Votes (members)	Total number of Invalid votes (Equity share of the Nominal Value of INR 5/- each)
1.	Board Resolution / Power of Attorney not uploaded/sent	NIL	NIL
2.	Abstained from voting	31	2,363
TOTAL		31	2,363

RESOLUTION NO. 2 – ENHANCEMENT OF THE EXISTING LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Sr. No.	Category	No. of Votes (members)	Total number of Invalid votes (Equity share of the Nominal Value of INR 5/- each)
1.	Board Resolution / Power of Attorney not uploaded/sent	NIL	NIL
2.	Abstained from voting	32	2,696
TOTAL		32	2,696

Counter signed by Raju Nanwani, Company Secretary

RAJU
 NANIKRAM
 NANWANI

Digitally signed by RAJU
 NANIKRAM NANWANI
 Date: 2023.12.07
 13:52:48 +05'30'

NRUPANG
 BHUMITRA
 DHOLAKIA

CS Nrupang B. Dholakia
 Designated Partner
 Dholakia & Associates LLP
 (Company Secretaries)
 FCS: 10032 CP No: 12884

Digitally signed by NRUPANG BHUMITRA DHOLAKIA
 DN: cn=Nrupang Bhumitra Dholakia, o=Dholakia & Associates LLP, email=nrupang@dholakia.com, c=IN
 Date: 2023.12.07 13:52:17 +05'30'

UDIN: F010032E0028629

Place: Mumbai

Date: December 7, 2023

Regd Office: A/302, Sarvodaya CHSL, Bldg No. 11, Nr. P.F. Office, Service Road, Khernagar, Bandra (E), Mumbai – 400051.
 Tel No. +91 22 35501554. E-Mail: info@dholakia-associates.com LLPIN AAC 9552 GSTIN: 27AAKFD4117D1ZR