ICICI Securities

August 13, 2020

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: Voting results of the Annual General Meeting and combined report issued by the Scrutinizer

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

The Twenty-Fifth Annual General Meeting ('AGM'/'Meeting') of the Members of ICICI Securities Limited ('the Company') was held on Tuesday, August 11, 2020 at 4:00 p.m. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

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 SEBI (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 July 15, 2020.

The remote *e*-voting facility was provided to the Members of the Company holding shares as on the cut-off date being Tuesday, August 4, 2020 by National Securities Depository Limited ('NSDL'). The remote *e*-voting period commenced on Friday, August 7, 2020 at 9.00 a.m. (IST) and ended on Monday, August 10, 2020 at 5.00 p.m. (IST). The Company extended the facility for electronic voting during the AGM for those Members who were present at the AGM but had not cast their votes by remote *e*-voting through NSDL.

Accordingly, please find attached the following disclosures:

1. Voting results in the format prescribed under Regulation 44 of Listing Regulations (as submitted by the Registrar and Transfer Agent *i.e.* KFin Technologies Private Limited, based on the voting results provided by the agency which had provided voting facility *i.e.* NSDL); and

2. Scrutinizer's combined report on remote *e*-voting and electronic voting during the AGM, pursuant to Section 108 of the Act and the rules thereunder.

ICICI Securities

Based on the Scrutinizer's combined report dated August 13, 2020, all the resolutions as set out in the Notice of the AGM dated July 15, 2020 were passed by the Members with requisite Majority.

Request you to please take the above information on records.

Thanking you,

Yours faithfully,
For ICICI Securities Limited

Raju Nanwani
Senior Vice President &
Company Secretary

Encl.: As above

	ICICI SECURITIES LIMITED
Date of the AGM/~~EGM~~	11-08-2020
Total number of shareholders on record date	127176
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	N.A.
Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	1
Public:	100

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, 2020 together with the Reports of the Board of Directors and the Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	255,216,095	255,216,095	100.0000	255,216,095	0	100.0000	0.0000
	Poll (E-Voting during the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		255,216,095	100.0000	255,216,095	0	100.0000	0.0000
Public - Institutions	E-Voting	44,269,654	33,280,134	75.1760	33,280,134	0	100.0000	0.0000
	Poll (E-Voting during the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33,280,134	75.176	33,280,134	0	100.0000	0.0000
Public - Non Institutions	E-Voting	22,669,261	80,772	0.3563	80,640	132	99.8365	0.1634
	Poll (E-Voting during the AGM)		3,996	0.0176	3,996	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		84,768	0.3739	84,636	132	99.8443	0.1557
	Total	322,155,010	288,580,997	89.5783	288,580,865	132	100.0000	0.0000



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, 2020 together with the Report of the Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	255,216,095	255,216,095	100.0000	255,216,095	0	100.0000	0.0000
	Poll (E-Voting during the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		255,216,095	100.0000	255,216,095	0	100.0000	0.0000
Public- Institutions	E-Voting	44,269,654	33,280,134	75.1760	33,280,134	0	100.0000	0.0000
	Poll (E-Voting during the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33,280,134	75.176	33,280,134	0	100.0000	0.0000
Public- Non Institutions	E-Voting	22,669,261	80,770	0.3563	80,173	597	99.2608	0.7391
	Poll (E-Voting during the AGM)		3,996	0.0176	3,996	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		84,766	0.3739	84,169	597	99.2957	0.7043
	Total	322,155,010	288,580,995	89.5783	288,580,398	597	99.9998	0.0002



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To confirm the payment of interim dividend and declare final dividend on equity shares for the financial year ended March 31, 2020.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	255,216,095	255,216,095	100.0000	255,216,095	0	100.0000	0.0000
	Poll (E-Voting during the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		255,216,095	100.0000	255,216,095	0	100.0000	0.0000
Public- Institutions	E-Voting	44,269,654	33,340,134	75.3115	33,340,134	0	100.0000	0.0000
	Poll (E-Voting during the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33,340,134	75.3115	33,340,134	0	100.0000	0.0000
Public- Non Institutions	E-Voting	22,669,261	80,944	0.3571	80,852	92	99.8863	0.1136
	Poll (E-Voting during the AGM)		3,996	0.0176	3,996	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		84,940	0.3747	84,848	92	99.8917	0.1083
	Total	322,155,010	288,641,169	89.5970	288,641,077	92	100.0000	0.0000



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Pramod Rao (DIN: 02218756), who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	255,216,095	255,216,095	100.0000	255,216,095	0	100.0000	0.0000
	Poll (E-Voting during the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		255,216,095	100.0000	255,216,095	0	100.0000	0.0000
Public- Institutions	E-Voting	44,269,654	33,340,134	75.3115	31,917,049	1,423,085	95.7316	4.2683
	Poll (E-Voting during the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33,340,134	75.3115	31,917,049	1,423,085	95.7316	4.2684
Public- Non Institutions	E-Voting	22,669,261	80,505	0.3551	78,400	2,105	97.3852	2.6147
	Poll (E-Voting during the AGM)		3,996	0.0176	3,996	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		84,501	0.3727	82,396	2,105	97.5089	2.4911
	Total	322,155,010	288,640,730	89.5968	287,215,540	1,425,190	99.5062	0.4938



Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Remuneration payable to Mr. Vijay Chandok (DIN: 01545262), the Managing Director & CEO of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	255,216,095	255,216,095	100.0000	255,216,095	0	100.0000	0.0000
	Poll (E-Voting during the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		255,216,095	100.0000	255,216,095	0	100.0000	0.0000
Public- Institutions	E-Voting	44,269,654	33,340,134	75.3115	33,332,436	7,698	99.9769	0.0230
	Poll (E-Voting during the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33,340,134	75.3115	33,332,436	7,698	99.9769	0.0231
Public- Non Institutions	E-Voting	22,669,261	80,207	0.3538	77,748	2,459	96.9341	3.0658
	Poll (E-Voting during the AGM)		3,996	0.0176	3,996	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		84,203	0.3714	81,744	2,459	97.0797	2.9203
	Total	322,155,010	288,640,432	89.5968	288,630,275	10,157	99.9965	0.0035



Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Remuneration payable to Mr. Ajay Saraf (DIN: 00074885), the Executive Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	255,216,095	255,216,095	100.0000	255,216,095	0	100.0000	0.0000
	Poll (E-Voting during the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		255,216,095	100.0000	255,216,095	0	100.0000	0.0000
Public- Institutions	E-Voting	44,269,654	33,340,134	75.3115	33,332,436	7,698	99.9769	0.0230
	Poll (E-Voting during the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33,340,134	75.3115	33,332,436	7,698	99.9769	0.0231
Public- Non Institutions	E-Voting	22,669,261	71,637	0.3160	69,082	2,555	96.4334	3.5665
	Poll (E-Voting during the AGM)		3,996	0.0176	3,996	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		75,633	0.3336	73,078	2,555	96.6218	3.3782
	Total	322,155,010	288,631,862	89.5941	288,621,609	10,253	99.9964	0.0036



Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Enhancement of the existing borrowing limited 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	255,216,095	255,216,095	100.0000	255,216,095	0	100.0000	0.0000
	Poll (E-Voting during the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		255,216,095	100.0000	255,216,095	0	100.0000	0.0000
Public- Institutions	E-Voting	44,269,654	33,340,134	75.3115	33,340,134	0	100.0000	0.0000
	Poll (E-Voting during the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33,340,134	75.3115	33,340,134	0	100.0000	0.0000
Public- Non Institutions	E-Voting	22,669,261	80,447	0.3549	78,380	2,067	97.4306	2.5693
	Poll (E-Voting during the AGM)		3,996	0.0176	3,996	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		84,443	0.3725	82,376	2,067	97.5522	2.4478
	Total	322,155,010	288,640,672	89.5968	288,638,605	2,067	99.9993	0.0007



Resolution No.	8							
Resolution required: (Ordinary/ Special)	ORDINARY - Enhancement of the existing limit of Material Related Party Transaction(s) for availing short term borrowings by way of credit facility from ICICI Bank Limited (Holding Company).							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	255,216,095	0	0.0000	0	0	0.0000	0.0000
	Poll (E-Voting during the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	44,269,654	33,340,134	75.3115	33,340,134	0	100.0000	0.0000
	Poll (E-Voting during the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33,340,134	75.3115	33,340,134	0	100.0000	0.0000
Public- Non Institutions	E-Voting	22,669,261	71,947	0.3174	69,955	1,992	97.2313	2.7687
	Poll (E-Voting during the AGM)		3,996	0.0176	3,996	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		75,943	0.335	73,951	1,992	97.3770	2.6230
	Total	322,155,010	33,416,077	10.3727	33,414,085	1,992	99.9940	0.0060



Resolution No.	9							
Resolution required: (Ordinary/ Special)	ORDINARY - Approval for Material Related Party Transaction(s) for placing of fixed deposits with ICICI Bank Limited (Holding Limited).							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	255,216,095	0	0.0000	0	0	0.0000	0.0000
	Poll (E-Voting during the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	44,269,654	33,340,134	75.3115	33,340,134	0	100.0000	0.0000
	Poll (E-Voting during the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33,340,134	75.3115	33,340,134	0	100.0000	0.0000
Public- Non Institutions	E-Voting	22,669,261	71,985	0.3175	70,611	1,374	98.0913	1.9087
	Poll (E-Voting during the AGM)		3,996	0.0176	3,996	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		75,981	0.3351	74,607	1,374	98.1917	1.8083
	Total	322,155,010	33,416,115	10.3727	33,414,741	1,374	99.9959	0.0041



Designated Partners
CS Bhumitra V. Dholakia
B.A., L.L.B., C.A.I.I.B., F.C.S.
CS Nrupang B. Dholakia
B.Com., F.C.S., L.L.B., D.C.L., EP.CORP

DHOLAKIA & ASSOCIATES LLP
(COMPANY SECRETARIES)

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

To,
Mr. Vinod Kumar Dhall
Chairman
ICICI Securities Limited

Report on voting for the 25th Annual General Meeting held on Tuesday, 11th August 2020 at 4.00 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OVAM").

Combined Scrutinizer's Report on voting through Remote e-voting and electronic voting during the AGM in terms of provisions of the Companies Act, 2013 (herein after referred to as "Act") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 electronic voting during the Annual General Meeting (e-Voting) for the resolutions contained in the Notice of 25th Annual General Meeting of the Company ("Meeting" /"AGM") I, **CS Bhumitra V. Dholakia, Designated Partner of the firm**, submit combined report as under:

1. The AGM was held in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 regarding holding of the "AGM" through Video Conferencing (VC)/Other Audio-Visual Means (OVAM) without the physical presence of the Members at a common venue. The Company has confirmed that the Notice of the AGM along with the Annual Report for the financial year 2019-20 has been sent on July 18, 2020 only through electronic mode to those Members whose e-mail addresses were registered with the Company, RTA or CDSL/NSDL ("Depositories") in compliance with the MCA Circulars and SEBI Circular dated May 12, 2020.

2. Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Voting (which includes remote e-Voting and the electronic voting during the AGM) by the Members on the resolutions proposed in the Notice convening the 25th AGM

of the Company was the responsibility of the management. Our responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner and render a combined scrutinizer's report on the voting to the Chairman on the resolutions.

3. The voting facility both for e-voting prior to the AGM (remote e-voting) and electronic voting during the AGM (e-voting) was provided by National Securities Depository Limited ('NSDL').

4. The Members of the Company as on the "cut-off" date i.e. Tuesday, August 4, 2020 were entitled to vote on the resolutions.

5. The remote e-voting period commenced on Friday, August 7, 2020 9:00 a.m. (IST) and concluded on Monday, August 10, 2020 5:00 p.m. (IST).

6. The e-voting during the AGM was conducted online on the website of NSDL i.e. www.evoting.nsdl.com.

7. The facility to vote through electronic voting system as stated in point 6 above had been provided to facilitate voting for those Members who were present during the Meeting through VC/OAVM and had not cast their votes through Remote e-Voting.

8. After the closure of the e-voting post 15 minutes of conclusion of AGM, the votes cast through e-voting during the AGM and through remote e-voting prior to the date of AGM were unblocked from the website of NSDL i.e. www.evoting.nsdl.com on Tuesday, August 11, 2020 in the virtual presence of two witnesses i.e. Mr. Vishvesh Bhagat and Mr. Vidyut Vasavada who are not in the employment of the Company.

9. I hereby submit a combined scrutinizer's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 25th AGM based on the scrutiny of remote e-voting and the electronic voting during the AGM and votes cast therein relying on the data downloaded by me from the electronic voting system of NSDL.

10. 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: info@dholakia-associates.com or have uploaded on the website of NSDL i.e.

www.evoting.nsdl.com or provided by the Company or Registrar and Share Transfer Agent of the Company have been considered valid.

11. Members who had exercised their vote through Remote e-Voting were not allowed to vote during the AGM in compliance with Rule 20 (4) (xi) of the Companies (Management and Administration) Rules, 2014.

12. **The Combined Result (Remote e-Voting + e-Voting during the 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, 2020 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	595	28,85,77,001
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**595**	**28,85,77,001**
B. e-Voting during the AGM		
Total Votes received	25	3,996
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**25**	**3,996**
C. Combined (A+B)		
Total Votes received	620	28,85,80,997
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**620**	**28,85,80,997**

(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		
591	28,85,76,869	99.99995
B. e-Voting during the AGM		
25	3,996	100
C. Combined (A+B)		
616	**28,85,80,865**	**99.99995**

(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	132	0.00005
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
4	**132**	**0.00005**

2. **Item No 2: To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2020 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	595	28,85,76,999
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**595**	**28,85,76,999**
B. e-Voting during the AGM		
Total Votes received	25	3,996
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**25**	**3,996**
C. Combined (A+B)		
Total Votes received	620	28,85,80,995
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**620**	**28,85,80,995**

(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		
589	28,85,76,402	99.99979
B. e-Voting during the AGM		
25	3,996	100
C. Combined (A+B)		
614	**28,85,80,398**	**99.99979**

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

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
6	597	0.00021
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
6	**597**	**0.00021**

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, 2020 (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	596	28,86,37,173
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**596**	**28,86,37,173**
B. e-Voting during the AGM		
Total Votes received	25	3,996
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**25**	**3,996**
C. Combined (A+B)		
Total Votes received	621	28,86,41,169
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**621**	**28,86,41,169**

(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		
592	28,86,37,081	99.99997
B. e-Voting during the AGM		
25	3,996	100
C. Combined (A+B)		
617	**28,86,41,077**	**99.99997**

(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	92	0.00003
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
4	**92**	**0.00003**

4. **Item No 4: Appointment of Mr. Pramod Rao (DIN: 02218756), 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	593	28,86,36,734
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**593**	**28,86,36,734**
B. e-Voting during the AGM		
Total Votes received	25	3,996
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**25**	**3,996**
C. Combined (A+B)		
Total Votes received	618	28,86,40,730
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**618**	**28,86,40,730**

(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		
552	28,72,11,544	99.50623
B. e-Voting during the AGM		
25	3,996	100
C. Combined (A+B)		
577	**28,72,15,540**	**99.50624**

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

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
41	14,25,190	0.49377
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
41	**14,25,190**	**0.49376**

5. **Item No 5: Remuneration payable to Mr. Vijay Chandok (DIN: 01545262), the Managing Director & CEO 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	590	28,86,36,436
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**590**	**28,86,36,436**
B. e-Voting during the AGM		
Total Votes received	25	3,996
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**25**	**3,996**
C. Combined (A+B)		
Total Votes received	615	28,86,40,432
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**615**	**28,86,40,432**

(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		
553	28,86,26,279	99.99648
B. e-Voting during the AGM		
25	3,996	100
C. Combined (A+B)		
578	**28,86,30,275**	**99.99648**

(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		
37	10,157	0.00352
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
37	**10,157**	**0.00352**

6. **Item No 6: Remuneration payable to Mr. Ajay Saraf (DIN: 00074885), the 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	590	28,86,27,866
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**590**	**28,86,27,866**
B. e-Voting during the AGM		
Total Votes received	25	3,996
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**25**	**3,996**
C. Combined (A+B)		
Total Votes received	615	28,86,31,862
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**615**	**28,86,31,862**

(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		
551	28,86,17,613	99.99645
B. e-Voting during the AGM		
25	3,996	100
C. Combined (A+B)		
576	**28,86,21,609**	**99.99645**

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

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
39	10,253	0.00355
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
39	**10,253**	**0.00355**

7. **Item No 7: Enhancement of the existing borrowing limited under Section 180 of the Companies Act, 2013 (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	593	28,86,36,676
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**593**	**28,86,36,676**
B. e-Voting during the AGM		
Total Votes received	25	3,996
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**25**	**3,996**
C. Combined (A+B)		
Total Votes received	618	28,86,40,672
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**618**	**28,86,40,672**

(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		
569	28,86,34,609	99.99928
B. e-Voting during the AGM		
25	3,996	100
C. Combined (A+B)		
594	**28,86,38,605**	**99.99928**

(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		
24	2,067	0.00072
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
24	**2,067**	**0.00072**

8. **Item No 8: Enhancement of the existing limit of Material Related Party Transaction(s) for availing short term borrowings by way of credit facility from ICICI Bank Limited (Holding Company) (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	591	3,34,12,081
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**591**	**3,34,12,081**
B. e-Voting during the AGM		
Total Votes received	25	3,996
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**25**	**3,996**
C. Combined (A+B)		
Total Votes received	616	3,34,16,077
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**616**	**3,34,16,077**

(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		
570	3,34,10,089	99.99404
B. e-Voting during the AGM		
25	3,996	100
C. Combined (A+B)		
595	**3,34,14,085**	**99.99404**

(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		
21	1,992	0.00596
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
21	**1,992**	**0.00596**

9. **Item No 9: Approval for Material Related Party Transaction(s) for placing of fixed deposits with ICICI Bank Limited (Holding Limited) (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	592	3,34,12,119
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**592**	**3,34,12,119**
B. e-Voting during the AGM		
Total Votes received	25	3,996
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**25**	**3,996**
C. Combined (A+B)		
Total Votes received	617	3,34,16,115
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**617**	**3,34,16,115**

(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		
576	3,34,10,745	99.99589
B. e-Voting during the AGM		
25	3,996	100
C. Combined (A+B)		
601	**3,34,14,741**	**99.99589**

(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		
16	1,374	0.00411
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
16	**1,374**	**0.00411**

13. You may, accordingly, declare the results based on the above combined outcome of the Remote e-Voting and e-Voting during AGM.

Designated Partners
CS Bhumitra V. Dholakia
B.A., L.L.B., C.A.I.I.B., F.C.S.
CS Nrupang B. Dholakia
B.Com., F.C.S., L.L.B., D.C.L., EP.CORP

DHOLAKIA & ASSOCIATES LLP
(COMPANY SECRETARIES)

14. All the relevant records of Remote e-Voting and e-voting during AGM will be e-mailed to Mr. Raju Nanwani, 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,

BHUMITRA V DHOLAKIA
Digitally signed by BHUMITRA V DHOLAKIA
Date: 2020.08.13 11:44:38 +05'30'

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

Place: Mumbai
Date: 13th August, 2020
UDIN: F000977B000575199

Countersigned by Raju Nanwani, Company Secretary