ICICI Securities

August 30, 2018

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir/Madam,

Sub: Combined report issued by the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with rules thereunder

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

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

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

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

ICICI Securities

Accordingly, please find attached the Scrutinizer's combined report on remote *e*-voting and electronic voting conducted at the AGM venue, pursuant to Section 108 of the Act and the rules thereunder.

Thanking you,

Yours faithfully,
For ICICI Securities Limited

Raju Nanwani
Senior Vice President &
Company Secretary

Encl.: As above

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.,A.C.S., L.L.B. D.C.L., E.P.CORP

DHOLAKIA & ASSOCIATES LLP
COMPANY SECRETARIES

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

To,

Mr. Vinod Kumar Dhall
The Chairman of 23rd Annual General Meeting of ICICI Securities Limited
Held on Thursday, 30th August 2018 at 2.30 p.m. at Rama & Sundri Watumull Auditorium, Kishinchand Chellaram College, Vidyasagar Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai - 400 020.

Dear Sir,

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

1. The Management of the Company is responsible for the compliance of Section 108 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favour or against for the respective Resolutions.

2. E-voting through Instapoll Facility was provided by the Company at the AGM and Karvy Computershare Private Limited ("Karvy") was duly appointed by the Company to provide the said facility.

3. Karvy issued Password slips to the shareholders at the time of entry at the venue of the Meeting after ascertaining that the said shareholder has not exercised his/her vote through Remote e-voting.

4. Karvy provided Tablets to the Members for e-voting at the AGM (Instapoll) whereby the votes cast by the shareholders, were electronically registered in the system of Karvy.

5. The e-voting at the AGM (Instapoll) was conducted in my presence and in presence of my authorised representatives.

6. The e-voting at the AGM (Instapoll) was unblocked at Mumbai by Karvy after the conclusion of the AGM and the Excel File containing the Result was opened in the presence of

Regd Office : A/302, Khernagar Sarvoday CHS LTD., Bldg No. 11, Nr. P.F. Office, Khernagar, M.H.B. Colony, Bandra (E), Mumbai - 400 051. Tel.: + 91 22 26580309 / + 91 22 26471302 +91 22 26476280 Email : info@dholkia-associates.com
Ms/ Dholakia & Associates a partnership firm has been converted into Dholakia & Associates LLP (a Limited Liability Partnership) w.e.f. 21st November, 2014 LLPIN AAC 9552 GSTIN : 27AAKFD4117D1ZR

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

7. The Remote e-Voting commenced on August 27, 2018 (9:00 am) (IST) and was closed on August 29, 2018 (5.00 pm) (IST).

8. The Remote e-Voting was unblocked at Mumbai from the website of Karvy Computershare Private Limited i.e. www.evoting.karvy.com after votes cast by e-voting at the Meeting was counted by me and the Excel File containing the Result was opened in the presence of Ms. C. Shobha Anand and Mr. G. Govardhana Rao who are not in the employment of the Company. **(Declaration attached)**

9. The Votes cast by Corporate/Institutional Members who have emailed the scanned certified true copy of the Board Resolution/Authority Letter, etc. at email ID: icicisecuritiesagm2018@dholakia-associates.com or have uploaded on the website of Karvy Computershare Private Limited i.e. www.evoting.karvy.com or provided to the Company have been considered valid.

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

11. **The Combined Result (Remote e-Voting + Voting - Instapoll) is as under:**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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





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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution:

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

(iii) Abstained for the resolution:

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

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

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

(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution:

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

(iii) Abstained for the resolution:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

12. You may accordingly declare the combined result of the Remote e-Voting and e-Voting at AGM (Instapoll).

13. The Register of Remote e-Voting and Register of e-voting at AGM will be e-mailed to Mr. Raju Nanwani, Sr. Vice President and Company Secretary of the Company after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,

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

Place: Mumbai
Date: 30th August, 2018

TO WHOMSOEVER IT MAY CONCERN

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

Witness 1

Name: C. Shobha Anand

Address: Karvy Computershare Private Ltd
Financial District, Gachibowli, Hyd

Signature:

Witness 2

Name: G. Govardhana Rao

Address: Karvy Computershare Private Ltd
Financial District, Gachibowli, Hyderabad

Signature:

TO WHOMSOEVER IT MAY CONCERN

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

Witness 1

Name: C. Shobha Anand

Address: Karvy Computershare Private Ltd
Financial District, Gachibowli, Hyd.

Signature:

Witness 2

Name: G. Govardhana Rao

Address: Karvy Computershare Pvt Ltd
Financial District, Gachibowli, Hyderabad

Signature: G.Rao