

March 28, 2024

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 in respect of the resolution passed at the Meeting of the Equity Shareholders of the Company convened pursuant to the order dated February 14, 2024 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') and Reports issued by the Scrutinizer

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

This is in connection with our letter dated February 22, 2024 informing that the NCLT convened Meeting of the Equity Shareholders of the Company ('the Meeting') is scheduled to be held on Wednesday, March 27, 2024 at 5:30 p.m. (1730 hours) IST. The copy of the Notice of the said Meeting along with the Explanatory Statement and other enclosures as indicated in the Index to the aforesaid Notice also formed part of the letter mentioned above.

In this connection, we wish to inform you that the Meeting was held on Wednesday, March 27, 2024 at 5:30 p.m. (1730 hours) IST through Video Conferencing/Other Audio-Visual Means for the purpose of considering and if thought fit, approving the arrangement embodied in the Scheme of Arrangement amongst ICICI Bank Limited ('Holding Company') and ICICI Securities Limited ('Subsidiary Company'/'Company') and their respective shareholders pursuant to provisions of Section 230 of the Companies Act, 2013 ('the Act') and other applicable provisions thereof and applicable rules thereunder.

Accordingly, please find attached the following disclosures:

1. Summary of the proceedings of the Meeting held on Wednesday, March 27, 2024 at 5:30 p.m. (1730 hours) IST enclosed as Annexure 1;
2. Combined voting results in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as submitted by the agency which had provided voting facility i.e. NSDL) enclosed as Annexure 2;

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) : Mamta Shetty

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

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



3. Report of the Scrutinizer on remote e-voting process and e-voting by the Equity Shareholders during the Meeting enclosed as Annexure 3;
4. Report of the Scrutinizer on remote e-voting process and e-voting by the Public Shareholders during the Meeting (Report pursuant to SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023) enclosed as Annexure 4; and
5. Report of the Scrutinizer on remote e-voting process and e-voting by the Public Shareholders during the Meeting (Report pursuant to Regulation 37 of SEBI [Delisting of Equity Shares] Regulations 2021) enclosed as Annexure 5.

Based on the consolidated Scrutinizer's reports dated March 28, 2024, the resolution for approval of the arrangement embodied in the Scheme of Arrangement amongst ICICI Bank Limited and ICICI Securities Limited and their respective shareholders as set out in the Notice dated February 20, 2024 convening the Meeting was passed :

- with requisite statutory majority as prescribed under the provisions of Section 230 of the Companies Act, 2013;
- with requisite statutory majority of Public Shareholders under the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023); and
- with requisite statutory majority of Public Shareholders under Regulation 37 of the SEBI (Delisting of Equity Shares) Regulations, 2021.

Request you to please take the above information on records.

Thanking you,

Yours faithfully,

For ICICI Securities Limited

Raju Nanwani
Company Secretary

Encl.: As above

ICICI SECURITIES LIMITED**Summary of the Proceedings of the Meeting of
the Equity Shareholders of the Company convened pursuant to the order
dated February 14, 2024 passed by the Hon'ble National Company Law
Tribunal, Mumbai Bench ('NCLT')**

The Meeting of the Equity Shareholders of the Company convened pursuant to the order dated February 14, 2024 passed by the NCLT (**'the Meeting'**) was held on Wednesday, March 27, 2024 at 5:30 p.m. (IST) through Video Conferencing (**'VC'**)/Other Audio-Visual Means (**'OAVM'**) for the purpose of considering and if thought fit, approving the arrangement embodied in the Scheme of Arrangement amongst ICICI Bank Limited and ICICI Securities Limited (**'Company'**) and their respective shareholders pursuant to provisions of Section 230 of the Companies Act, 2013 (**'the Act'**) and other applicable provisions thereof and applicable rules thereunder. The deemed venue for the Meeting was the registered office of the Company *i.e.* ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025.

The Meeting was attended by 161 Equity Shareholders (including authorised representatives) through VC. The requisite quorum as per the Companies Act, 2013 (**'the Act'**) being present, the Chairman called the Meeting to order.

Justice (Retd.) Akil Kureshi, the Chairman appointed by the NCLT for the Meeting, chaired the Meeting (hereinafter referred to as "the Chairman").

The Alternate Chairman, Mr. BSV Prakash Kumar, former Presiding Officer of the National Company Law Tribunal was also present in person.

The following Directors were present in person or through VC:

1. Mr. Vinod Kumar Dhall (DIN: 02591373), Chairman of the Board of Directors
2. Mr. Ashvin Parekh (DIN: 06559989), Independent Director, Chairman of the Audit Committee and Nomination & Remuneration Committee
3. Mr. Subrata Mukherji (DIN: 00057492), Independent Director
4. Mrs. Vijayalakshmi Iyer (DIN: 05242960), Independent Director, Chairperson of the Stakeholders Relationship Committee
5. Dr. Gopichand Katragadda (DIN: 02475721), Independent Director
6. Mr. Rakesh Jha (DIN: 00042075), Non-Executive Non-Independent Director
7. Mr. Vijay Chandok (DIN: 01545262), Managing Director & CEO
8. Mr. Ajay Saraf (DIN: 00074885), Executive Director

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



Mr. Prasanna Balachander (DIN: 02257744), Non-Executive Non-Independent Director) was not able to attend the meeting due to some urgent meeting.

Mr. Harvinder Jaspal, the Chief Financial Officer and Mr. Raju Nanwani, the Company Secretary of the Company were present at the Meeting in person.

The authorised representatives of B S R & Co. LLP, Statutory Auditors of the Company, the authorised representative of Makarand M. Joshi & Co., Secretarial Auditor of the Company and Mr. Nrupang B. Dholakia, Practicing Company Secretary, Scrutinizer appointed by NCLT were also present at the Meeting.

Certain senior officials of the Company and legal and transaction counsels attended the Meeting in person or through VC.

The requisite quorum being present, the Chairman declared the Meeting to be in order and welcomed the Members.

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 by the permissible mode were taken as read.

While welcoming the Members, the Chairman mentioned that the Meeting was being held through VC pursuant to the order passed by the NCLT read with various Circulars of Ministry of Corporate Affairs.

The Chairman informed that the Company had provided facility of remote e-voting to its Equity Shareholders (including public shareholders) from Friday, March 22, 2024 at 9:00 a.m. (0900 hours) IST to Tuesday, March 26, 2024 till 5:00 p.m. (1700 hours) IST.

The Chairman, thereafter, informed that the Company had made all feasible efforts to enable the Equity Shareholders (including public shareholders) to participate and vote on the matter being considered at the Meeting and that the requisite documents were available for inspection by the Equity Shareholders during the Meeting.

The Chairman briefly explained about the process for the question and answer session and the instructions to be followed by the speaker shareholders to ensure smooth flow of communication at the Meeting.

The Chairman then invited queries from the Equity Shareholders on the business of the Meeting.

Thereafter, the Chairman invited Mr. Vijay Chandok, Managing Director & CEO and Mr. Harvinder Jaspal, Chief Financial Officer of the Company to respond to the said queries.

Mr. Chandok provided detailed responses to all the queries raised by the Equity Shareholders.

Thereafter, the Chairman informed that the Equity Shareholders who attended the Meeting and did not cast their vote through the remote e-voting, may cast their vote through the e-voting platform provided by NSDL and that the e-voting window would remain open for another thirty minutes for this purpose.

The Chairman, thereafter, concluded the proceedings by placing on record his gratitude to the Equity Shareholders of the Company for co-operating with him in the smooth conduct of the Meeting. The Meeting, accordingly, was concluded at 6:55 p.m. (1855 hours) IST.

Based on the consolidated Scrutinizer's reports dated March 28, 2024, the resolution for approval of the arrangement embodied in the Scheme of Arrangement amongst ICICI Bank Limited and ICICI Securities Limited and their respective shareholders as set out in the Notice dated February 20, 2024 convening the Meeting was passed :

- with requisite statutory majority as prescribed under the provisions of Section 230 of the Companies Act, 2013;
- with requisite statutory majority of Public Shareholders under the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023); and
- with requisite statutory majority of Public Shareholders under Regulation 37 of the SEBI (Delisting of Equity Shares) Regulations, 2021.

For ICICI Securities Limited

Raju Nanwani
Company Secretary

Annexure 2

Combined voting results as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015								
Resolution Details (1)								
				ICICI Securities Limited				
Date of AGM/EGM/Court Convened Meeting				27-03-2024				
Total number of shareholders on record date				128428				
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:				0				
Public:				0				
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:				1				
Public:				160				
Resolution Required				Consideration and approval of the arrangement embodied in the Scheme of Arrangement amongst ICICI Bank Limited and ICICI Securities Limited and their respective shareholders pursuant to provisions of Section 230 of the Companies Act, 2013 and other applicable provisions thereof and applicable rules thereunder (Requisite majority)				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour (6)=[(4)/(2)]*100 0	% of votes - in Against (7)=[(5)/(2)]*100 0
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-voting	241652692	241652692	100	241652692	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		241652692	241652692	100	241652692	0	100
Public Institutions	E-voting	56299513	52337625	92.96283788	43862255	8475370	83.80635346	16.19364654
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		56299513	52337625	92.96283788	43862255	8475370	83.80635346
Public Non-Institutions	E-voting	25400880	15710508	61.85025086	5055077	10655431	32.17640703	67.82359297
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		25400880	15710508	61.85025086	5055077	10655431	32.17640703
Total		323353085	309700825	95.77790946	290570024	19130801	93.82281239	6.177187613



Combined voting results as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (of Public Shareholders)								
Resolution Details (1)								
					ICICI Securities Limited			
Date of AGM/EGM/Court Convened Meeting					27-03-2024			
Total number of public shareholders on record date					128427			
No. of public shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:					0			
Public:					0			
No. of public shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:					0			
Public:					160			
Resolution Required					Consideration and approval of the arrangement embodied in the Scheme of Arrangement amongst ICICI Bank Limited and ICICI Securities Limited and their respective shareholders pursuant to provisions of Section 230 of the Companies Act, 2013 and other applicable provisions thereof and applicable rules thereunder (Requisite majority) - Public Shareholders			
Whether promoter/promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)	0	0
Promoter and Promoter Group	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot(if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public Institutions	E-voting	56299513	52337625	92.96283788	43862255	8475370	83.80635346	16.19364654
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	56299513	52337625	92.96283788	43862255	8475370	83.80635346	16.19364654
Public Non-Institutions	E-voting	25400880	15710508	61.85025086	5055077	10655431	32.17640703	67.82359297
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	25400880	15710508	61.85025086	5055077	10655431	32.17640703	67.82359297
Total		81700393	68048133	83.28984782	48917332	19130801	71.88636902	28.11363098



FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendments made thereto]

To,

Hon'ble Justice (Retd.) Mr. Akil Kureshi,

Chairman appointed for the Meeting of the Equity Shareholders of ICICI Securities Limited (hereinafter referred to as the ("Subsidiary Company"/"Applicant Company") (CIN: L67120MH1995PLC086241) convened pursuant to the order dated February 14, 2024 passed by the Hon'ble National Company Tribunal, Mumbai Bench, Mumbai ("NCLT") in the Company Scheme Application CA(CAA)/8/MB/2024.

Report of Scrutinizer on remote e-voting process and e-voting by the Equity Shareholders conducted during the NCLT convened Meeting of the Equity Shareholders of the Subsidiary Company held on Wednesday, March 27, 2024 at 5.30 p.m. (1730 hours) IST through Video-Conference ('VC') (hereinafter referred to as "Meeting")

Ref: Scheme of Arrangement amongst ICICI Bank Limited ("Holding Company") and ICICI Securities Limited ("Subsidiary Company"/"Applicant Company") and their respective Shareholders ("Scheme") pursuant to the provisions of Section 230 of the Companies Act, 2013 ("Companies Act") and the other applicable provisions thereof and applicable rules thereunder.

Dear Sir,

I, Nrupang B. Dholakia, Designated Partner of Dholakia & Associates LLP, Practicing Company Secretaries, have been appointed by the Hon'ble NCLT vide its Order dated February 14, 2024 ("Order") as Scrutinizer for the purpose of scrutinizing the remote e-voting including e-voting during the Meeting and ascertaining the requisite majority on e-voting carried out as per section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with amendments made thereto on the business set out in the notice dated February 20 2024 ("the Notice") convening the Meeting for the purpose of considering the Scheme and approving it.



I hereby submit my consolidated report as follows:

The Subsidiary Company has availed facility of e-voting (which includes remote e-voting and e-voting during the Meeting of the Equity Shareholders) from National Securities Depository Limited ("NSDL").

1. Remote e-voting

- 1.1 The Subsidiary Company had provided the remote e-voting facility to its Equity Shareholders through NSDL. The Subsidiary Company had uploaded the Notice, including the explanatory statement and enclosures thereto, on the websites of the Subsidiary Company and NSDL and also on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited, to facilitate its Equity Shareholders to cast their vote through remote e-voting.
- 1.2 The Voting period for remote e-voting commenced on Friday, March 22, 2024 at 9.00 a.m. (0900 hours) IST and ended on Tuesday, March 26, 2024 at 5.00 p.m. (1700 hours) IST. The remote e-voting module was disabled by NSDL for Voting thereafter.
- 1.3 The Notice containing the detailed procedure to be followed by the Equity Shareholders for casting their votes electronically as provided under Rule 20 of the Rules read with amendments thereto and MCA circulars was sent to those Equity Shareholders of the Subsidiary Company whose e-mail IDs were registered with Kfin Technologies Limited (erstwhile Kfin Technologies Private Limited), the Subsidiary Company's Registrar and Transfer Agent (hereinafter referred to as "Kfin")/Depositories/Subsidiary Company through electronic mode to those equity shareholders whose names appear in the register of Members/List of Beneficial owners on Friday, February 9, 2024.
- 1.4 Pursuant to the Order, the Subsidiary Company has advertised the Notice in the Manner and form directed by the Hon'ble NCLT, in one issue each of The Indian Express (All editions) in the English Language and Marathi Translation thereof in Navshakti (Mumbai Edition) on Friday, February 23, 2024.
- 1.5 Certain Institutional Equity Shareholders who voted on the resolutions sent/ uploaded a scanned copy of the relevant board resolution/ authority letter, confirming that they were authorised to vote.
- 1.6 Voting rights of the Equity Shareholders have been reckoned in proportion to their holdings in the paid-up equity share capital of the Subsidiary Company as on the cut-off date i.e. Wednesday, March 20, 2024.

2. E-voting during the Meeting

- 2.1 After the announcement was made by the Chairman, Equity Shareholders attending the Meeting through VC and who had not cast their vote earlier through remote e-voting, voted through electronic voting facility provided by NSDL.
- 2.2 Based on the information and documents provided to me, the Management of the Subsidiary Company had ensured compliance with the requirements of the Act and Rules relating to remote e-voting prior to the Meeting and e-voting during the Meeting on the resolution contained in the Notice of the Meeting.



My responsibility as Scrutinizer for the remote e-voting and e-voting during the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolution by the Equity Shareholders.

3. Counting Process

- 3.1 On completion of voting at the Meeting, NSDL provided me with the list of Equity Shareholders present at the Meeting, their holding details and details of votes cast on the resolution.
- 3.2 I unblocked the votes casted electronically on the e-voting system of NSDL in the presence of Mr. Vidyut Vasavada and Ms. Krupali Dhruv who are not in employment of the Subsidiary Company and/or NSDL and downloaded the e-voting results. Signed declaration is enclosed with this report.
- 3.3 I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.

The result of remote e-voting provided by the Subsidiary Company through NSDL on the resolution is as follows:

Total number of equity shareholders voted	33,974
Total number of shares voted	30,96,93,343

(a) Voted in favour of the resolution

Number of equity shareholders voted through remote e-voting	% of the total number of equity shareholders voted through remote e-voting.	Number of Valid votes cast by them (in terms of number of shares held)	% of total number of Valid votes cast (in terms of number of shares held)
19,772	58.20	29,05,69,312	93.82

(b) Voted against the Resolution

Number of equity shareholders voted through remote e-voting	% of the total number of equity shareholders voted through remote e-voting	Number of Valid votes cast by them (in terms of number of shares held)	% of total number of Valid votes cast (in terms of number of shares held)
14,202	41.80	1,91,24,031	6.18

(c) Invalid Votes:

Total number of equity shareholders whose votes cast through remote e-voting were found to be Invalid	Total Number of Votes cast by them
NIL	NIL



- **The result of e-voting facility during the Meeting provided by the Subsidiary Company through NSDL on the resolution is as follows:**

Total number of equity shareholders present at the Meeting or by Authorised Representative	161
Total number of shares held by the equity shareholders present at the meeting or by Authorised Representative	24,27,95,628
Total number of equity shareholders present at the Meeting or by authorised representative who cast their votes by e-voting (other than persons who had cast their votes through remote e-voting)	19
Total numbers of votes cast by equity shareholders through e-voting (in terms of shares held)	7,482

(a) Voted in favour of the resolution

Number of equity shareholders voted through e-voting during the Meeting	% of the total number of equity shareholders voted through e-voting during the Meeting	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
14	73.68	712	9.52

(b) Voted against the resolution

Number of equity shareholders voted through e-voting during the Meeting	% of the total number of equity shareholders voted through e-voting during the Meeting	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
5	26.32	6,770	90.48

(c) Invalid Votes:

Total number of equity shareholders whose votes cast through remote e-voting during the Meeting were found to be Invalid	Total number of votes cast by them
NIL	NIL



- **Consolidated report on the results of remote e-voting and e-voting is as follows:**

Particulars	Remote e-voting		e-voting at the Meeting		Total	
	Number of Equity Shareholders	Number of votes cast by them	Number of Equity shareholders	Number of votes cast by them	Number of Equity Shareholders	Number of votes cast by them
Total Valid Votes	33,974	30,96,93,343	19	7,482	33,993	30,97,00,825
Total Votes cast in favour of the Resolution	19,772	29,05,69,312	14	712	19,786	29,05,70,024
% of Votes cast in favour of the Resolution	58.20	93.82	73.68	9.52	58.21	93.82
Total votes cast against the Resolution	14,202	1,91,24,031	5	6,770	14,207	1,91,30,801
% of votes cast against the Resolution	41.80	6.18	26.32	90.48	41.79	6.18

(Detailed Report of remote e-voting and e-voting by the Equity Shareholders of the Bank is attached herewith as "Annexure A")

4. Result:

As mentioned in the Notice to the Equity Shareholders, in accordance with the provisions of Section 230 of the Companies Act, 2013, the Scheme shall be considered approved by the Equity Shareholders if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourth in value of the Equity Shareholders e-voting during the Meeting or by remote e-voting.

Further, in terms of Paragraph A.10 of Part - I of the SEBI Schemes Master Circular (Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023) read with Regulation 37(2) (d) of SEBI (Delisting of Equity Shares) Regulations, 2021, it is required that the Scheme is approved by majority of Public Shareholders i.e. (i) the votes cast by the respective Public Shareholders of the Holding Company and the Subsidiary Company in favour of the proposal are more than the number of votes cast by the respective Public Shareholders against it; and (ii) votes cast by the Public Shareholders of the Subsidiary Company in favour of the proposal are at least two times the number of votes cast by the Public Shareholders of the Subsidiary Company against it. Separate reports are issued for the SEBI Schemes Master Circular and Regulation 37(2) (d) of SEBI (Delisting of Equity Shares) Regulations, 2021 for the Subsidiary Company. Holding Company's scrutinizer shall provide the results for the meeting of the Holding Company.



In view of the above scrutiny, I hereby certify that the above resolution has been passed with the requisite statutory majority as required under Section 230 of the Companies Act, 2013 on Wednesday, March 27, 2024.

The electronic data files pertaining to remote e-voting and e-voting conducted at the Meeting are being handed over to the Company Secretary of the Subsidiary Company for safe keeping.

I thank you for the opportunity given to act as a scrutinizer for the above-mentioned e-voting process of the Subsidiary Company.

Thanking You

Yours faithfully,

For DHOLAKIA & ASSOCIATES LLP,
(Practicing Company Secretaries)



CS Nrupang B. Dholakia
[Practicing Company Secretary & Scrutinizer appointed by the NCLT for the Meeting of the Equity Shareholders of the Subsidiary Company]
FCS: 10032 C.P. No. 12884

Date: 28th March, 2024
Place: Mumbai
UDIN: F010032E003639768

Countersigned by: RAJU NANWANJ

Signature:



Company Secretary

TO WHOMSOEVER IT MAY CONCERN

We, the undersigned hereby state that the e-voting (remote e-voting and e-voting at EGM) of **ICICI Securities Limited ("the Company")** for the NCLT Convened Extra- Ordinary General Meeting of the Company held on Wednesday, March 27, 2024 at 5.30 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") was unblocked from the website of National Securities Depository Limited i.e. www.evoting.nsdl.com in our presence as required under Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

Witness 1

Name: VIDYUT. R. VASAVADA

Address: MHB-11, A-302, Sri Sarvodaya CHSL,
Service Road, Kher Nagar, Bandra East
MUMBAI-400051

Signature: N. R. Vasavada

Witness 2

Name: Kunpali H. Dhruv

Address: MHB-11, A-302, Sri Sarvodaya CHS, Kher Nagar, Bandra
East, Mumbai 400051

Signature: Kdhruv

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendments made thereto]

To,

Hon'ble Justice (Retd.) Mr. Akil Kureshi,

Chairman appointed for the Meeting of the Equity Shareholders of ICICI Securities Limited and Mr. Vinod Kumar Dhall, Chairman of ICICI Securities Limited (hereinafter referred to as the "Subsidiary Company"/ "Applicant Company") (CIN: L67120MH1995PLC086241) convened pursuant to the order dated February 14, 2024 passed by the Hon'ble National Company Tribunal, Mumbai Bench, Mumbai ("NCLT") in the Company Scheme Application CA(CAA)/8/MB/2024.

Meeting of the Equity Shareholders of ICICI Securities Limited (hereinafter referred to as "Subsidiary Company"/ "Applicant Company") (CIN: L67120MH1995PLC086241) convened pursuant to the order dated February 14, 2024 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai ("NCLT") in the Company Scheme Application CA(CAA)/8/MB/2024.

Report of Scrutinizer on remote e-voting process and e-voting by the Public Shareholders conducted during the NCLT convened Meeting of the Equity Shareholders of the Subsidiary Company held on Wednesday, March 27, 2024 at 5.30 p.m. (1730 hours) IST through Video-Conference ('VC') (hereinafter the referred to as "Meeting")—Report pursuant to Schemes Master Circular (Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023)

Ref: Scheme of Arrangement amongst ICICI Bank Limited ("Holding Company") and ICICI Securities Limited ("Subsidiary Company"/ "Applicant Company") and their respective Shareholders ("Scheme") pursuant to the provisions of Section 230 of the Companies Act, 2013 ("Companies Act") and the other applicable provisions thereof and applicable rules thereunder.

Dear Sirs,

I, Nrupang B. Dholakia, Designated Partner of Dholakia & Associates LLP, Practising Company Secretaries, have been appointed by the Hon'ble NCLT vide its Order dated February 14, 2024 ("Order") as Scrutinizer for the purpose of scrutinizing the remote e-voting including e-voting during the Meeting and ascertaining the requisite majority on e-voting carried out as per section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with amendments made thereto on the business set out in the notice dated February 20, 2024 ("the Notice") convening the Meeting for the purpose of considering the Scheme and approving it.



Further, by way of the Order, I have been directed to submit a separate report to the Chairman of the Subsidiary Company or to the person authorised by him, with regard to the result of the remote e-voting and e-voting during the Meeting in respect of the Public Shareholders. Accordingly, I hereby submit my report as follows, with regard to the result of remote e-voting and e-voting during the Meeting in respect of the Public Shareholders pursuant to Schemes Master Circular (Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023).

The Subsidiary Company has availed facility of e-voting (which includes remote e-voting and e-voting during the Meeting of the Equity Shareholders) from National Securities Depository Limited ("NSDL").

1. Remote e-voting

- 1.1 The Subsidiary Company had provided the remote e-voting facility to its Public Shareholders through NSDL. The Subsidiary Company had uploaded the Notice, including the explanatory Statement and enclosures thereto, on the websites of the Subsidiary Company and NSDL and also on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited, to facilitate *inter alia* its Public Shareholders to cast their vote through remote e-voting.
- 1.2 The Voting period for remote e-voting commenced on Friday, March 22, 2024 at 9.00 a.m. (0900 hours) IST and ended on Tuesday, March 26, 2024 at 5.00 p.m. (1700 hours) IST. The remote e-voting module was disabled by NSDL for Voting thereafter.
- 1.3 The Notice containing the detailed procedure to be followed by *inter alia* the Public Shareholders for casting their votes electronically as provided under Rule 20 of the Rules read with amendments thereto and MCA circulars was sent to those Equity Shareholders of the Subsidiary Company whose email-ids were registered with Kfin Technologies Limited (erstwhile Kfin Technologies Private Limited), the Subsidiary Company's Registrar and Transfer Agent (hereinafter referred to as "Kfin")/ Depositories/Subsidiary Company through electronic mode to those Equity Shareholders whose names appear in the register of Members/List of Beneficial owners on Friday, February 9, 2024.
- 1.4 Pursuant to the Order, the Subsidiary Company has advertised the Notice in the Manner and form directed by the Hon'ble NCLT, in one issue each of The Indian Express (All editions) in the English Language and Marathi Translation thereof in Navshakti (Mumbai Edition) on Friday, February 23, 2024.
- 1.5 Certain Institutional Equity Shareholders who voted on the resolutions sent/ uploaded a scanned copy of the relevant board resolution/ authority letter, confirming that they were authorised to vote.
- 1.6 Voting rights of *inter alia* the Public Shareholders have been reckoned in proportion to their holdings in the paid-up equity share capital of the Subsidiary Company as on the cut-off date i.e. Wednesday, March 20, 2024.



2. E-voting during the Meeting

- 2.1 After the announcement was made by the Chairman of the Meeting, Equity Shareholders (including Public Shareholders) attending the Meeting through VC and who had not cast their vote earlier through remote e-voting, voted through electronic voting facility provided by NSDL.
- 2.2 Based on the information and documents provided to me, the Management of the Subsidiary Company had ensured compliance with the requirements of the Act and Rules relating to remote e-voting prior to the Meeting and e-voting during the Meeting on the resolution contained in the Notice of the Meeting.

My responsibility as Scrutinizer for the remote e-voting and e-voting during the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolution by the Public Shareholders.

3. Counting Process

- 3.1 On completion of voting at the Meeting, NSDL provided me with the list of Public Shareholders present at the Meeting, their holding details and details of votes cast on the resolution.
- 3.2 I unblocked the votes casted electronically on the e-voting system of NSDL in the presence of Mr. Vidyut Vasavada and Ms. Krupali Dhruv who are not in employment of the Subsidiary Company and/or NSDL and downloaded the e-voting results. Signed declaration is enclosed with this report.
- 3.3 I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.

- **The result of remote e-voting provided by the Subsidiary Company through NSDL on the resolution is as follows:**

Total number of public shareholders voted	33,973
Total number of shares voted	6,80,40,651

(a) Voted in favour of the resolution

Number of public shareholders voted through remote e-voting	% of the total number of public shareholders voted through remote e-voting	Number of Valid votes cast by them (in terms of number of shares held)	% of total number of Valid votes cast (in terms of number of shares held)
19,771	58.20	4,89,16,620	71.89



(b) Voted against the Resolution

Number of public shareholders voted through remote e-voting	% of the total number of public shareholders voted through remote e-voting	Number of Valid votes cast by them (in terms of number of shares held)	% of total number of Valid votes cast (in terms of number of shares held)
14,202	41.80	1,91,24,031	28.11

(c) Invalid Votes:

Total number of public shareholders whose votes cast through remote e-voting were found to be Invalid	Total Number of Votes cast by them
NIL	NIL

• **The result of e-voting facility during the Meeting provided by the Subsidiary Company through NSDL on the Resolution is as follows:**

Total number of public shareholders present at the Meeting or by Authorised Representative	160
Total number of shares held by the public shareholders present at the meeting or by Authorised Representative	11,42,936
Total number of public shareholders present at the Meeting or by authorised representative who cast their votes by e-voting (other than persons who had cast their votes through remote e-voting)	19
Total numbers of votes cast by public shareholders through e-voting (in terms of shares held)	7,482

(a) Voted in favour of the resolution

Number of public shareholders voted through e-voting during the Meeting	% of the total number of public shareholders voted through e-voting during the Meeting	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
14	73.68	712	9.52

(b) Voted against the resolution

Number of public shareholders voted through e-voting during the Meeting	% of the total number of public shareholders voted through e-voting during the Meeting	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
5	26.32	6,770	90.48



(c) Invalid Votes:

Total number of public shareholders whose votes cast through remote e-voting during the Meeting were found to be Invalid	Total number of votes cast by them
NIL	NIL

- **Consolidated report on the results of remote e-voting and e-voting is as follows:**

Particulars	Remote e-voting		e-voting at the Meeting		Total	
	Number of public shareholders	Number of votes cast by them	Number of public shareholders	Number of votes cast by them	Number of public shareholders	Number of votes cast by them
Total Valid Votes	33,973	6,80,40,651	19	7,482	33,992	6,80,48,133
Total Votes cast in favour of the Resolution	19,771	4,89,16,620	14	712	19,785	4,89,17,332
% of Votes cast in favour of the Resolution	58.20	71.89	73.68	9.52	58.20	71.89
Total votes cast against the Resolution	14,202	1,91,24,031	5	6,770	14,207	1,91,30,801
% of votes cast against the Resolution	41.80	28.11	26.32	90.48	41.80	28.11

(Detailed Report of remote e-voting and e-voting by the Equity Shareholders of the Bank is attached herewith as "Annexure A")



4. Result:

As mentioned in the Notice to the Equity Shareholders, in accordance with the provisions of Section 230 of the Companies Act, 2013, the Scheme shall be considered approved by the Equity Shareholders if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourth in value of the Equity Shareholders e-voting during the Meeting or by remote e-voting.

Further, in terms of Paragraph A.10 of Part - I of the SEBI Schemes Master Circular (Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023) read with Regulation 37(2) (d) of SEBI (Delisting of Equity Shares) Regulations 2021, it is required that the Scheme is approved by majority of Public Shareholders i.e. (i) the votes cast by the respective Public Shareholders of the Holding Company and the Subsidiary Company in favour of the proposal are more than the number of votes cast by the respective Public Shareholders against it; and (ii) votes cast by the Public Shareholders of the Subsidiary Company in favour of the proposal are at least two times the number of votes cast by the Public Shareholders of the Subsidiary Company against it. Separate reports are issued for the Consolidated Report and Regulation 37(2) (d) of SEBI (Delisting of Equity Shares) Regulations, 2021 for the Subsidiary Company. Holding Company's scrutinizer shall provide the results for the meeting of the Holding Company.

In view of the above scrutiny and pursuant to Order issued by NCLT, dated February 14, 2024, I hereby certify and submit this additional report containing results of the remote e-voting and e-voting during the meeting in respect of the public shareholders.

I further certify that the above resolution has been passed with the requisite statutory majority of public shareholders as required under Paragraph A.10 of Part - I of the SEBI Schemes Master Circular (Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023) on Wednesday, March 27, 2024.

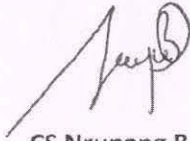
The electronic data files pertaining to remote e-voting and e-voting conducted at the Meeting are being handed over to the Company Secretary of the Subsidiary Company for safe keeping.



I thank you for the opportunity given to act as a scrutinizer for the above-mentioned e-voting process of the Subsidiary Company.

Thanking You

For DHOLAKIA & ASSOCIATES LLP,
(Practicing Company Secretaries)



CS Nrupang B. Dholakia

[Practicing Company Secretary & Scrutinizer appointed by the NCLT for the Meeting of the Equity Shareholders of the Subsidiary Company]

FCS: 10032 C.P. No. 12884

Date: 28th March, 2024

Place: Mumbai

UDIN: F010032E003639779

Countersigned by: RAJU NAWWANI

Signature:



Company Secretary

TO WHOMSOEVER IT MAY CONCERN

We, the undersigned hereby state that the e-voting (remote e-voting and e-voting at EGM) of **ICICI Securities Limited ("the Company")** for the NCLT Convened Extra- Ordinary General Meeting of the Company held on Wednesday, March 27, 2024 at 5.30 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") was unblocked from the website of National Securities Depository Limited i.e. www.evoting.nsdl.com in our presence as required under Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

Witness 1

Name: VIDYUT R. WASAVADA

Address: MHB-11, A-302, Sri Sarvodaya CHS,
Service Road, Kher Nagar, Bandra East
MUMBAI-400051

Signature: N - R - Wasavada

Witness 2

Name: Krupali H. Dhruv

Address: MHB-11, A-302, Sri Sarvodaya CHS, Service Road,
Kher Nagar, Bandra East, Mumbai 400051.

Signature: Kdhruv

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendments made thereto]

To,

Hon'ble Justice (Retd.) Mr. Akil Kureshi,

Chairman appointed for the Meeting of the Equity Shareholders of ICICI Securities Limited and Mr. Vinod Kumar Dhall, Chairman of ICICI Securities Limited (hereinafter referred to as the "Subsidiary Company"/"Applicant Company") (CIN: L67120MH1995PLC086241) convened pursuant to the order dated February 14, 2024 passed by the Hon'ble National Company Tribunal, Mumbai Bench, Mumbai ("NCLT") in the Company Scheme Application CA(CAA)/8/MB/2024.

Meeting of the Equity Shareholders of ICICI Securities Limited (hereinafter referred to as "Subsidiary Company"/ "Applicant Company") (CIN: L67120MH1995PLC086241) convened pursuant to the order dated February 14, 2024 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai ("NCLT") in the Company Scheme Application CA(CAA)/8/MB/2024.

Report of Scrutinizer on remote e-voting process and e-voting by the Public Shareholders conducted during the NCLT convened Meeting of the Equity Shareholders of the Subsidiary Company held on Wednesday, March 27, 2024 at 5.30 p.m. (1730 hours) IST through Video-Conference ('VC') (hereinafter the referred to as "Meeting") – Report pursuant to Regulation 37(2) (d) of SEBI (Delisting of Equity Shares) Regulations 2021.

Ref: Scheme of Arrangement amongst ICICI Bank Limited ("Holding Company") and ICICI Securities Limited ("Subsidiary Company"/ "Applicant Company") and their respective Shareholders ("Scheme") pursuant to the provisions of Section 230 of the Companies Act, 2013 ("Companies Act") and the other applicable provisions thereof and applicable rules thereunder.

Dear Sirs,

I, Nrupang B. Dholakia, Designated Partner of Dholakia & Associates LLP, Practising Company Secretaries, have been appointed by the Hon'ble NCLT vide its Order dated February 14, 2024 ("Order") as Scrutinizer for the purpose of scrutinizing the remote e-voting including e-voting during the Meeting and ascertaining the requisite majority on e-voting carried out as per section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with amendments made thereto on the business set out in the notice dated February 20, 2024 ("the Notice") convening the Meeting for the purpose of considering the Scheme and approving it.

Further, by way of the Order, I have been directed to submit a separate report to the Chairman of the Subsidiary Company or to the person authorised by him, with regard to the result of the remote e-voting and e-voting during the Meeting in respect of the Public Shareholders. Accordingly, I hereby submit my report as follows, with regard to the result of remote e-voting and e-voting during the Meeting in respect of the Public Shareholders pursuant to Regulation 37(2) (d) of SEBI (Delisting of Equity Shares) Regulations 2021.



The Subsidiary Company has availed facility of e-voting (which includes remote e-voting and e-voting during the Meeting of the Equity Shareholders) from National Securities Depository Limited ("NSDL").

1. Remote e-voting

- 1.1 The Subsidiary Company had provided the remote e-voting facility to its Public Shareholders through NSDL. The Subsidiary Company had uploaded the Notice, including the explanatory Statement and enclosures thereto, on the websites of the Subsidiary Company and NSDL and also on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited, to facilitate *inter alia* its Public Shareholders to cast their vote through remote e-voting.
- 1.2 The Voting period for remote e-voting commenced on Friday, March 22, 2024 at 9.00 a.m. (0900 hours) IST and ended on Tuesday, March 26, 2024 at 5.00 p.m. (1700 hours) IST. The remote e-voting module was disabled by NSDL for Voting thereafter.
- 1.3 The Notice containing the detailed procedure to be followed by *inter alia* the Public Shareholders for casting their votes electronically as provided under Rule 20 of the Rules read with amendments thereto and MCA circulars was sent to those Equity Shareholders of the Subsidiary Company whose email-ids were registered with Kfin Technologies Limited (erstwhile Kfin Technologies Private Limited), the Subsidiary Company's Registrar and Transfer Agent (hereinafter referred to as "Kfin")/ Depositories/Subsidiary Company through electronic mode to those Equity Shareholders whose names appear in the register of Members/List of Beneficial owners on Friday, February 9, 2024.
- 1.4 Pursuant to the Order, the Subsidiary Company has advertised the Notice in the Manner and form directed by the Hon'ble NCLT, in one issue each of The Indian Express (All editions) in the English Language and Marathi Translation thereof in Navshakti (Mumbai Edition) on Friday, February 23, 2024.
- 1.5 Certain Institutional Equity Shareholders who voted on the resolutions sent/ uploaded a scanned copy of the relevant board resolution/ authority letter, confirming that they were authorised to vote.
- 1.6 Voting rights of *inter alia* the Public Shareholders have been reckoned in proportion to their holdings in the paid-up equity share capital of the Subsidiary Company as on the cut-off date i.e. Wednesday, March 20, 2024.

2. E-voting during the Meeting

- 2.1 After the announcement was made by the Chairman of the Meeting, Equity Shareholders (including Public Shareholders) attending the Meeting through VC and who had not cast their vote earlier through remote e-voting, voted through electronic voting facility provided by NSDL.
- 2.2 Based on the information and documents provided to me, the Management of the Subsidiary Company had ensured compliance with the requirements of the Act and Rules relating to remote e-voting prior to the Meeting and e-voting during the Meeting on the resolution contained in the Notice of the Meeting.



My responsibility as Scrutinizer for the remote e-voting and e-voting during the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolution by the Public Shareholders.

3. Counting Process

3.1 On completion of voting at the Meeting, NSDL provided me with the list of Public Shareholders present at the Meeting, their holding details and details of votes cast on the resolution.

3.2 I unblocked the votes casted electronically on the e-voting system of NSDL in the presence of Mr. Vidyut Vasavada and Ms. Krupali Dhruv who are not in employment of the Subsidiary Company and/or NSDL and downloaded the e-voting results. Signed declaration is enclosed with this report.

3.3 I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.

- **The result of remote e-voting provided by the Subsidiary Company through NSDL on the resolution is as follows:**

Total number of public shareholders voted	33,973
Total number of shares voted	6,80,40,651

(a) Voted in **favour** of the resolution

Number of public shareholders voted through remote e-voting	% of the total number of public shareholders voted through remote e-voting	Number of Valid votes cast by them (in terms of number of shares held)	% of total number of Valid votes cast (in terms of number of shares held)
19,771	58.20	4,89,16,620	71.89

(b) Voted **against** the Resolution

Number of public shareholders voted through remote e-voting	% of the total number of public shareholders voted through remote e-voting	Number of Valid votes cast by them (in terms of number of shares held)	% of total number of Valid votes cast (in terms of number of shares held)
14,202	41.80	1,91,24,031	28.11

(c) Invalid Votes:

Total number of public shareholders whose votes cast through remote e-voting were found to be Invalid	Total Number of Votes cast by them
NIL	NIL



• **The result of e-voting facility during the Meeting provided by the Subsidiary Company through NSDL on the Resolution is as follows:**

Total number of public shareholders present at the Meeting or by Authorised Representative	160
Total number of shares held by the public shareholders present at the meeting or by Authorised Representative	11,42,936
Total number of public shareholders present at the Meeting or by authorised representative who cast their votes by e-voting (other than persons who had cast their votes through remote e-voting)	19
Total numbers of votes cast by public shareholders through e-voting (in terms of shares held)	7,482

(a) Voted in **favour** of the resolution

Number of public shareholders voted through e-voting during the Meeting	% of the total number of public shareholders voted through e-voting during the Meeting	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
14	73.68	712	9.52

(b) Voted **against** the resolution

Number of public shareholders voted through e-voting during the Meeting	% of the total number of public shareholders voted through e-voting during the Meeting	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
5	26.32	6770	90.48

(c) **Invalid Votes:**

Total number of public shareholders whose votes cast through remote e-voting during the Meeting were found to be Invalid	Total number of votes cast by them
NIL	NIL



- **Consolidated report on the results of remote e-voting and e-voting is as follows:**

Particulars	Remote e-voting		e-voting at the Meeting		Total	
	Number of public shareholders	Number of votes cast by them	Number of public shareholders	Number of votes cast by them	Number of public shareholders	Number of votes cast by them
Total Valid Votes	33,973	6,80,40,651	19	7,482	33,992	6,80,48,133
Total Votes cast in favour of the Resolution	19,771	4,89,16,620	14	712	19,785	4,89,17,332
% of Votes cast in favour of the Resolution	58.20	71.89	73.68	9.52	58.20	71.89
Total votes cast against the Resolution	14,202	1,91,24,031	5	6,770	14,207	1,91,30,801
% of votes cast against the Resolution	41.80	28.11	26.32	90.48	41.80	28.11

(Detailed Report of remote e-voting and e-voting by the Equity Shareholders of the Bank is attached herewith as "Annexure A")

4. Result:

As mentioned in the Notice to the Equity Shareholders, in accordance with the provisions of Section 230 of the Companies Act, 2013, the Scheme shall be considered approved by the Equity Shareholders if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourth in value of the Equity Shareholders e-voting during the Meeting or by remote e-voting.

Further, in terms of Paragraph A.10 of Part - I of the SEBI Schemes Master Circular (Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023) read with Regulation 37(2) (d) of SEBI (Delisting of Equity Shares) Regulations 2021, it is required that the Scheme is approved by majority of Public Shareholders i.e. (i) the votes cast by the respective Public Shareholders of the Holding Company and the Subsidiary Company in favour of the proposal are more than the number of votes cast by the respective Public Shareholders against it; and (ii) votes cast by the Public Shareholders of the Subsidiary Company in favour of the proposal are at least two times the number of votes cast by the Public Shareholders of the Subsidiary Company against it. Separate reports are issued for the Consolidated Report and SEBI Schemes Master Circular (Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023) for the Subsidiary Company. Holding Company's scrutinizer shall provide the results for the meeting of the Holding Company.



In view of the above scrutiny and pursuant to Order issued by NCLT, dated February 14, 2024, I hereby certify and submit this additional report containing results of the remote e-voting and e-voting during the meeting in respect of the public shareholders.

I further certify that the above resolution has been passed with the requisite statutory majority of public shareholders as required under Regulation 37(2) (d) of SEBI (Delisting of Equity Shares) Regulations 2021 on Wednesday, March 27, 2024.

The electronic data files pertaining to remote e-voting and e-voting conducted at the Meeting are being handed over to the Company Secretary of the Subsidiary Company for safe keeping.

I thank you for the opportunity given to act as a scrutinizer for the above-mentioned e-voting process of the Subsidiary Company.

Thanking You

For DHOLAKIA & ASSOCIATES LLP,
(Practicing Company Secretaries)



CS Nrupang B. Dholakia

[Practicing Company Secretary & Scrutinizer appointed by the NCLT for the Meeting of the Equity Shareholders of the Subsidiary Company]

FCS: 10032 C.P. No. 12884

Date: 28th March, 2024

Place: Mumbai

UDIN: F010032E003639781

Countersigned by: RAJU NANWANI

Signature:



Company Secretary

TO WHOMSOEVER IT MAY CONCERN

We, the undersigned hereby state that the e-voting (remote e-voting and e-voting at EGM) of **ICICI Securities Limited ("the Company")** for the NCLT Convened Extra- Ordinary General Meeting of the Company held on Wednesday, March 27, 2024 at 5.30 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") was unblocked from the website of National Securities Depository Limited i.e. www.evoting.nsdl.com in our presence as required under Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

Witness 1

Name: NIDYUT. R. VASAVADA

Address: MHB-11, A-302, Sri Sarvodaya CHS,
Service Road, Khar Nagar, Bandra East
MUMBAI - 400 051

Signature: N.R. Vasavada

Witness 2

Name: Kumpali. H. Dhruv

Address: MHB-11, A-302, Sri Sarvodaya CHS, Khar Nagar,
Bandra East, Mumbai 400051

Signature: Kdhruv