

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of ICICI Securities Limited will be held on Thursday, March 12, 2015 at 11.00 a.m. at ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai – 400 020 to transact the following business:

SPECIAL BUSINESS**Appointment of Mr. Uday Chitale as an Independent Director**

To consider and if thought fit, to pass, with or without modifications, the following Resolution, as **Special Resolution** :

RESOLVED that Mr. Uday Chitale (DIN : 00043268) who was appointed as a Director with effect from June 27, 2006 and is continuing as Independent Director and who meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 ('the Act'), be and is hereby appointed as an Independent Director not liable to retire by rotation in terms of Sections 149 and 152 of the Act to hold office for a term upto June 26, 2016.

By Order of the Board of Directors

Place: Mumbai
Date: February 16, 2015

Sd/-
Raju Nanwani
Senior Vice President
& Company Secretary

NOTES :

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- (b) Members are requested to notify immediately, change in their addresses, if any, to 3i Infotech Limited, at International Infotech Park, Tower No.5, 3rd to 6th Floor, Vashi, Navi Mumbai – 400 703, quoting their Folio Number, to ensure prompt response.
- (c) Members / proxies should bring the Attendance slip duly filled in for attending the meeting.

ANNEXURE TO THE NOTICE
Explanatory Statement

(Under Section 102 of the Companies Act, 2013)

Mr. Uday Chitale was appointed as a Director on the Board of Directors of the Company effective June 27, 2006.

Pursuant to the provisions of Section 149 (10) and (11) of the Companies Act, 2013 ('the Act'), an independent director shall hold office for a term of up to five consecutive years on the Board of a company but shall be eligible for re-appointment on passing of a special resolution by the company. Such director can hold office for two consecutive terms of five years.

MCA has, *vide* its circular no. 14 / 2014 dated June 9, 2014 clarified that the appointment of the existing Independent Directors shall be made expressly under Section 149 (10) / (11) of the Act read with Schedule IV of the Act within one year from April 1, 2014 subject to compliance with eligibility and other prescribed conditions.

Pursuant to the norms governing the terms of appointment of Directors on the Board of Directors of the Company approved by the Board at its meeting held on January 12, 2010, a non-executive director (other than nominee director) can hold office for a maximum period of nine consecutive years. Accordingly, in terms of the provisions of the Act read with the MCA circular, the Board of Directors of the Company, at its meeting held on January 16, 2015, approved the revision in the norm to the effect that non-executive director (other than nominee director) can hold office for a maximum period of ten consecutive years.

In view of the above, it is proposed to appoint Mr. Uday Chitale as an Independent Director not liable to retire by rotation under Section 149 of the Act for a period upto June 26, 2016.

Mr. Chitale meets the criteria of independence as prescribed under Section 149 (6) of the Act and has also submitted a declaration under Section 149 (7) to the Company.

In the opinion of the Board, Mr. Chitale fulfils the conditions prescribed in the Act and Rules made thereunder for his appointment as an Independent Director of the Company and that he is independent of the Management.

The Company has received notice in writing from members along with deposit of ₹ 1,00,000/- as required under Section 160 of the Act, proposing the candidature of Mr. Uday Chitale for his appointment as an independent Director.

Accordingly, the Board recommends this special resolution for the approval of the Members of the Company.

None of the Directors (except Mr. Uday Chitale) and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the Resolution.

By Order of the Board of Directors

Place: Mumbai
Date: February 16, 2015

Sd/-
Raju Nanwani
Senior Vice President
& Company Secretary

ATTENDANCE SLIP

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company to be held on Thursday, March 12, 2015 at 11.00 a.m. at ICICI Centre, H. T. Parekh Marg, Churchgate, Mumbai – 400 020.

Full Name of Member (in BLOCK LETTERS) _____

Regd. Folio No. _____

No. of Shares held _____

Full Name of Proxy (in BLOCK LETTERS) _____

Signature of the member/proxy present

Please complete and sign the attendance slip and hand over at the entrance of the meeting hall. Only Member(s) or their Proxies with the attendance slip will be allowed entry to the Meeting.

Registered Office:

ICICI Centre, H.T. Parekh Marg, Tel (91 22) 2288 2460/70
Churchgate, Mumbai 400 020 Fax (91 22) 2284 5572

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U67120MH1995PLC086241

Name of the company: ICICI Securities Limited

Registered Office: ICICI Centre, H.T. Parekh Marg,
Churchgate, Mumbai 400 020

Tel (91 22) 2288 2460/70

Fax (91 22) 2284 5572

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our Proxy to attend and vote (on poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on,, 2015 at a.m. / p.m. at ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai – 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

2.....

3.....

Signed this _____ day of _____ 2015

Signature of shareholder

Affix Re. 1/-
Revenue
Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.