

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of ICICI Securities Limited will be held on Thursday, September 4, 2014 at 11.00 a.m. at ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai – 400 020 to transact the following business:

SPECIAL BUSINESS

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

RESOLVED that in supersession of the earlier resolutions passed by the Company, the consent of the Company under the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), be and is hereby accorded to the borrowings by the Board of Directors of the Company from time to time, of all moneys deemed by them to be requisite or proper for the purpose of carrying on the business of the Company, but so that the total amount of such borrowings, outstanding at any time shall not exceed ₹ 1,500 Crore, notwithstanding that the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves.

RESOLVED further that the Board of Directors of the Company be and is hereby severally authorised to take such steps as may be necessary to give effect to this resolution.

By Order of the Board of Directors

Place: Mumbai
Date: August 11, 2014

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)

The Company has requisite approvals from the shareholders of the Company under Section 293 (1) (d) of the Companies Act, 1956 for borrowing monies upto ₹ 15,000,000,000/- (Rupees One Thousand Five Hundred Crore only).

Under Section 180 (1) (c) of the Companies Act, 2013 ("the Act"), notified on September 12, 2013, the powers of the Board are required to be exercised only with the consent of the shareholders by a special resolution for borrowing monies, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves.

The Ministry of Corporate Affairs ("MCA") has *vide* its General Circular No. 4/2014 dated March 25, 2014 clarified that the Ordinary Resolution passed under Section 293 (1) (d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act for a period of one year from the date of notification of Section 180 of the Act.

In view of the above, the approval of the shareholders of the Company would be required to be obtained for the borrowing limits by way of a Special Resolution.

The Board of Directors have, at its meeting held on July 21, 2014 re-affirmed the borrowing limits of the Company.

Accordingly, the Directors recommend this special resolution for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution.

By Order of the Board of Directors

Place: Mumbai
Date: August 11, 2014

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, September 4, 2014 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 Thursday, September 4, 2014 at 11.00 a.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 _____ 2014

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.