

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of **ALTICO CAPITAL INDIA LIMITED (formerly Altico Capital India Private Limited)** will be held on Friday, March 22, 2019, at 11:30 A.M. at 21, 2nd Floor, 5 North Avenue, Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 to transact the following **SPECIAL BUSINESS**, at a shorter notice:

1. To re-appoint Mr. Stephen Jeffrey Marzo as an Independent Non-Executive Director:

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Stephen Jeffrey Marzo (DIN: 01443338), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 upto 31st March, 2024 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

**By the Order of the Board of Directors
For Altico Capital India Limited**

Sd/-
Binoy K. Parikh
Company Secretary

Registered Office:
21, 2nd Floor,
5 North Avenue, Maker Maxity,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051
Date: March 18, 2019

NOTES:

- a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business set out above is annexed hereto.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- c) The form of proxy to be valid should be duly completed, stamped and signed and must be deposited with the Company at least 48 hours before the time scheduled for the Meeting.
- d) Members / Proxies are requested to bring the Attendance Slip duly filled in.
- e) Corporate Members intending to send their authorized representatives to attend the Extraordinary General Meeting are requested to send a certified copy of the Board Resolution/Authority Letter authorizing their representative to attend and vote on their behalf at the Meeting.
- f) Necessary documents shall be available for inspection at any time during the working hours at the Registered Office of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”):

ITEM NO. 1: To re-appoint Mr. Stephen Jeffrey Marzo as an Independent Non-Executive Director:

Pursuant to the provisions of the Section 149, 150 and 152 read with Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Stephen Jeffrey Marzo was appointed as an Independent Non-Executive Director on the Board of the Company for a period of five consecutive years commencing from 1st April, 2014 upto 31st March, 2019.

As per Section 149(10) of the Act, an independent director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the company for another term of upto five consecutive years on the Board of a company.

Based on the performance evaluation of Mr. Marzo and recommendation of Nomination and Remuneration Committee, Mr. Marzo, being eligible for re-appointment as an Independent Non-Executive Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Non-Executive Director for a second term of five consecutive years with effect from 1st April, 2019 upto 31st March, 2024.

The Company has received declaration from him stating that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. He has also given his consent to continue to act as an Independent Non-Executive Director of the Company, if so, appointed by the Members. In the opinion of the Board, Mr. Marzo fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management.

Brief Profile of Mr. Marzo in terms of Clause 1.2.5 of Secretarial Standard - 2 on General Meetings, is provided in Annexure A to this Notice.

Copy of the draft letter for appointment of Mr. Marzo as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Marzo as an Independent Non-Executive Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Marzo as an Independent Non-Executive Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the Members of the Company.



Except Mr. Marzo, being an appointee and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice of the meeting.

**By the Order of the Board of Directors
For Altico Capital India Limited**

**Sd/-
Binoy K. Parikh
Company Secretary**

Registered Office:

21, 2nd Floor,
5 North Avenue, Maker Maxity,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051
Date: March 18, 2019

**BRIEF PROFILE OF MR. STEPHEN JEFFREY MARZO SEEKING RE-APPOINTMENT
AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

(as required under Clause 1.2.5 of Secretarial Standards-2 on General Meetings)

Name of the Director	Mr. Stephen Jeffrey Marzo
Date of Birth	November 20, 1955
Qualification	Bachelor of Science in Business Administration from Georgetown University in Washington, DC, USA.
Date of Appointment	April 1, 2014
Expertise in specific functional area	<p>Mr. Marzo has spent most of his work life in Asia including the past 18 years in Hong Kong.</p> <p>Mr. Marzo recent roles include Chief Financial Officer of Hong Kong Exchanges and Clearing Limited (HKEx) and Group Chief Financial Officer of the Noble Group Limited (“Noble Group”), one of the largest commodities supply chain management companies in the world.</p> <p>Mr. Marzo held senior risk management positions at Goldman Sachs Asia LLC and Bear Stearns (Asia) LLC. He also previously worked as the European Treasurer for Phibro Energy Inc.</p>
Shareholding held in the Co.	NIL
List of Directorship held in other companies excluding foreign companies	NIL
Membership / Chairmanship of Committees of other Board	NIL
Relationship with other Directors / KMP	Not related
No. of Board Meetings attended during the financial year 2018-19	So far Mr. Marzo attended all 4 (four) Board Meetings held in FY 2018-19
Terms & conditions of appointment	Re-appointed as an Independent Non-Executive Director of the Company for a term of 5 years, not liable to retire by rotation

**By the Order of the Board of Directors
For Altico Capital India Limited**

**Sd/-
Binoy K. Parikh
Company Secretary**

Registered Office:
21, 2nd Floor,
5 North Avenue, Maker Maxity,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051
Date: March 18, 2019



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ALTICO CAPITAL INDIA LIMITED

(FORMERLY ALTICO CAPITAL INDIA PRIVATE LIMITED)

Registered Office: 21, 2nd Floor, 5 North Avenue, Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

Form No. MGT-11

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

CIN: U65993MH2004PLC144260

Name of the Company: Altico Capital India Limited

Registered Office: 21, 2nd Floor, 5 North Avenue, Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

Name of the member:

Registered address:

E-mail:

Folio number/ Client ID:

DP ID:

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

1) Name:

Address:

Email Id:

Signature: _____, or failing him

2) Name:

Address:

Email Id:

Signature: _____, or failing him

3) Name:

Address:

Email Id:

Signature:

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as my/ our proxy to attend and to vote (on a poll) for me/ us on my/ our behalf at an Extraordinary General Meeting of the Company to be held on Friday, March 22, 2019 at 11:30 am at the Registered Office of the Company at 21, 2nd Floor, 5 North Avenue, Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 and at any adjournment in respect of such resolutions as are indicated below:

Resolution No. 1	To re-appoint Mr. Stephen Jeffrey Marzo as an Independent Non- Executive Director
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Signed this _____ day of _____, 2019

Affix
Revenue
Stamp

Signature of shareholder(s) _____

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 before the commencement of the Meeting.



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ALTICO CAPITAL INDIA LIMITED

(FORMERLY ALTICO CAPITAL INDIA PRIVATE LIMITED)

Registered Office: 21, 2nd Floor, 5 North Avenue, Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting venue)

Extraordinary General Meeting on Friday, March 22, 2019 at 11:30 AM

Registered Folio/DP ID and Client ID:

Name and address of the Shareholder(s)

Joint Holder No.1

Joint Holder No.2

We hereby record our presence at an Extraordinary General Meeting of the Company held on Friday, March 22, 2019 at the Registered Office of the Company.

Member Folio No./DP ID and Client No.:

Members/Proxy Name in Block Letters:

Members / Proxy Signature:

Dated: this ___ day of _____, 2019

Note:

Please complete the Folio/DP ID and Client ID No. and name of the Member /Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting venue.

Road Map to the venue of EGM:

