



## NOTICE

Notice is hereby given that the Thirteenth Annual General Meeting of the Members of **Altico Capital India Private Limited** (the “**Company**”) will be held on Wednesday, September 27, 2017 at 5:15 p.m. at the Registered Office of the Company situated at 7<sup>th</sup> Floor, Mudra House, Opp. Grand Hyatt, Santacruz (East), Mumbai 400 055 to transact the following business at a shorter notice:

### **Ordinary Business:**

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Directors’ and the Statutory Auditors’ thereon.

### **Special Business:**

2. **Appointment of Price Waterhouse LLP (PWC), Chartered Accountants as Statutory Auditors of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139(2) read with Rule 5 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Price Waterhouse Chartered Accountants LLP, Mumbai, (Firm Registration No. LLPIN AAC – 5001/ICAI registration no. 012754N/N500016) be and are hereby appointed as Statutory Auditors of the Company in place of S. R. Batliboi & Associates, LLP whose term would be completed in accordance with provisions of Section 139(2)(b) of the Companies Act, 2013 at the ensuing Annual General Meeting of the Company.”

“**RESOLVED FURTHER THAT** M/s. Price Waterhouse Chartered Accountants LLP, Mumbai, be and are hereby appointed as Statutory Auditors of the Company for a period of five years i.e. to hold the office as the Statutory Auditors from the conclusion of the ensuing Annual General Meeting until the conclusion of the Annual General Meeting to be held in 2021-22 (subject to ratification by the members at every Annual General Meeting) on such remuneration as may be decided by the Board of Directors (or any Committee constituted thereof) of the Company in consultation with the Statutory Auditors.”



**“RESOLVED FURTHER THAT** any one of the Directors and / or the Company Secretary be and is hereby severally authorised to do and perform all such acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

**Registered Office:**

7<sup>th</sup> Floor, Mudra House,  
Opp. Grand Hyatt,  
Santacruz (East),  
Mumbai 400 055

Place: Mumbai  
Date: May 29, 2017

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

**Binoy K Parikh  
Company Secretary  
Membership No: A24137**

**NOTES:**

- a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), in respect of the special businesses set out above is annexed hereto and forms part of this Notice.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER. PROXIES TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE EXTRAORDINARY GENERAL MEETING, DULY COMPLETED.**
- c) Members are requested to register their email address, including changes therein from time to time, with the Company to enable the Company to service various notice, reports, documents etc. to the Members in electronic mode.
- d) Members/Proxies are requested to bring the Attendance Slip duly filled in.
- e) All documents referred to in the Notice will be available for inspection at the registered office of the Company during normal business hours on working days upto the date of the Annual General Meeting of the Company.

**Registered Office:**

7<sup>th</sup> Floor, Mudra House,  
Opp. Grand Hyatt,  
Santacruz (East),  
Mumbai 400 055

Place: Mumbai  
Date: May 29, 2017

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

**Binoy K Parikh  
Company Secretary  
Membership No: A24137**

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 WHICH FORMS A PART OF THE NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON WEDNESDAY, SEPTEMBER 27, 2017 AT 5:15 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 7TH FLOOR, MUDRA HOUSE, OPP. GRAND HYATT, SANTACRUZ (EAST), MUMBAI 400 055.**

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**Item No. 2:**

As per Section 139 of the Companies Act, 2013 (“Act”) read with Rule 5 of the Companies (Audit and Auditors) Rules, 2014, all private companies having paid up share capital of Rs. 20 crore or more are required to rotate the Statutory Auditors of the Company on completion of their two consecutive terms of 5 years each. Accordingly, the term of the current Statutory Auditors i.e. M/s. S. R. Batliboi & Associates LLP expires on the conclusion of the ensuing Annual General Meeting in accordance with provisions of Section 139(2)(b) of the Companies Act, 2013 at the ensuing Annual General Meeting.

The Audit Committee and the Board of Directors have recommended the appointment of M/s. Price Waterhouse Chartered Accountants LLP, Mumbai as the Statutory Auditors of the Company in place of S. R. Batliboi & Associates, LLP. M/s. Price Waterhouse Chartered Accountants LLP, if appointed at the ensuing Annual General Meeting will be holding office as the Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in 2021-22. M/s. Price Waterhouse LLP (PWC), Mumbai, Chartered Accountants, Mumbai, have conveyed their eligibility and consent to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

Accordingly, Special Resolution as set out in Item No. 2 of this Notice is placed for the consideration and approval of the Members.

None of the Directors, Key Managerial Persons of the Company or their relatives, is in any way, concerned or interested in the said resolution.

**Registered Office:**  
7<sup>th</sup> Floor, Mudra House,  
Opp. Grand Hyatt,  
Santacruz (East),  
Mumbai 400 055

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

**Binoy K Parikh  
Company Secretary  
Membership No: A24137**

Place: Mumbai  
Date: May 29, 2017



**ALTICO CAPITAL INDIA PRIVATE LIMITED**

**(FORMERLY CLEARWATER CAPITAL PARTNERS INDIA PRIVATE LIMITED)**

**Registered Office: 7<sup>th</sup> Floor, Mudra House, Opp. Grand Hyatt, Santacruz (East), Mumbai-400 055**

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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: U65993MH2004PTC144260

Name of the Company: Altico Capital India Private Limited

Registered Office: 7<sup>th</sup> Floor, Mudra House, Opp. Grand Hyatt, Santacruz (East), Mumbai- 400 055.

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:

as my/ our proxy to attend and to vote (on a poll) for me/ us on my/ our behalf at the Annual General Meeting of the Company to be held on Wednesday, September 27, 2017 at 5:15 p.m. at the Registered Office of the Company and at any adjournment in respect of such resolutions as are indicated below:

**Resolution No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Directors and the Auditors thereon.**

**Resolution No. 2: Appointment of M/s. Price Waterhouse Chartered Accountants LLP, Mumbai, as the Statutory Auditors of the Company.**

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Affix  
Revenue  
Stamp

Signature of shareholder(s) \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

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***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.***

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**ALTICO CAPITAL INDIA PRIVATE LIMITED**

Registered Office: 7<sup>th</sup> Floor, Mudra House, Opp. Grand Hyatt, Mumbai – 400 055

**ATTENDANCE SLIP**

(To be handed over at the entrance of the Meeting venue)  
Annual General Meeting, Wednesday, September 27, 2017 at 5:15 P.M.

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 the Annual General Meeting of the Company held on Wednesday, September 27, 2017 at 5:15 P.M. at the Registered Office of the Company at 7<sup>th</sup> Floor, Mudra House, Opp. Grand Hyatt, Mumbai 400 055.

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

Members/Proxy Name in Block Letters:

Members / Proxy Signature:

Dated: this \_\_\_ day of \_\_\_\_\_, 2017

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 AGM:**

