

NOTICE

Notice is hereby given that the Fourteenth Annual General Meeting of the Members of **Altico Capital India Limited** (the "**Company**") will be held on Friday, September 28, 2018 at 11:00 am at the Registered Office of the Company situated at 21, 2nd Floor, 5 North Avenue, Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 to transact the following businesses at a shorter notice:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Directors and the Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Robert D Petty (DIN 00385586), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Amit Gupta (DIN 00019529), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. Appointment of Mr. Rahul Narandas Merchant (DIN: 07081486) as an Independent Director

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

"**RESOLVED THAT** Mr. Rahul Narandas Merchant (DIN: 07081486), who was appointed as an Additional Non-Executive Director of the Company by the Board of Directors, with effect from October 05, 2017 and who holds office up to the date of the ensuing Annual General Meeting pursuant to the provisions of the Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice, in writing, from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

"**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. Rahul Narandas Merchant (DIN: 07081486), as an Independent Non-Executive Director of the Company, by the Board of Directors of the Company with effect from October 05, 2017 for a period of up to five years (subject to annual evaluation by the Board), be and is hereby approved."

"**RESOLVED FURTHER THAT** any Director(s) of the Company or the Company Secretary of the Company, be and is hereby severally authorized to sign and execute all necessary agreement, papers, documents, e-forms and take all necessary steps to give effect to the above resolution including notifying the relevant authorities".

5. Appointment of Mr. Francisco Borja Cuellar Prats (DIN: 08169406) as a Non-Executive Director

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

"**RESOLVED THAT** Mr. Francisco Borja Cuellar Prats (DIN: 08169406), who was appointed as an Additional Non-Executive Director of the Company by the Board of Directors, with effect from July 06, 2018 and who holds office up to the date of the ensuing Annual General Meeting pursuant to the provisions of the Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice, in writing, from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non- Executive Director of the Company."

"**RESOLVED FURTHER THAT** any Director(s) of the Company or the Company Secretary of the Company, be and is hereby severally authorized to sign and execute all necessary agreements, papers, documents, e-forms and take all necessary steps to give effect to the above resolution including notifying the relevant authorities".

Registered Office:

21, 2nd Floor, 5 North Avenue, Maker Maxity,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051

Place: Mumbai
Date: July 30, 2018

By Order of the Board of Directors
For **Altico Capital India 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 ANNUAL 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.
- f) The information required to be provided under the Secretarial Standards on General Meetings in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.

Registered Office:

21, 2nd Floor, 5 North Avenue, Maker Maxity,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051

Place: Mumbai
Date: July 30, 2018

By Order of the Board of Directors
For **Altico Capital India 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 FRIDAY SEPTEMBER 28, 2018 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 21, 2ND FLOOR, 5 NORTH AVENUE, MAKER MAXITY, BANDRA KURLA COMPLEX, BANDRA (EAST), MUMBAI - 400 051

Item No. 4:

Based on the recommendation of the Nomination Committee, the Board of Directors ("Board") had appointed Mr. Rahul Narandas Merchant (DIN: 07081486), as an Additional Non-Executive Director with effect from October 05, 2017. Further, at the same meeting based on the recommendation of the Nomination Committee, the Board had also considered and appointed Mr. Merchant as an Independent Non-Executive Director of the Company for a period of five year with effect from October 05, 2017, subject to approval of the Members at the General Meeting.

Mr. Rahul Merchant is Executive Vice President and Chief Information Officer at TIAA. Mr. Merchant has more than 30 years of public and private sector experience as a transformation leader, including expertise in business, technology, operations and private equity. Prior to joining TIAA in April 2015, Mr. Merchant ran his own advisory firm. Previously, Mr. Merchant was Citywide Chief Information and Innovation Officer for the City of New York; Executive Vice President, Chief Information and Operations Officer and Member of the Executive Committee at Fannie Mae, and Senior Vice President, Chief Information Officer and Chief Technology Officer at Merrill Lynch. Mr. Merchant also has served as a senior executive with Dresdner Bank, Sanwa Bank, and Cooper Neff and Associates. Mr. Merchant holds Bachelor of Science in Electrical Engineering from Bombay University, a Master of Science in Computer Science from Memphis State University, and a Master of Business Administration from Temple University.

In terms of Section 161(1) of the Act read with Article 117 of the Articles of Association of the Company, Mr. Merchant holds office as an Additional Non-Executive Director only up to the date of the ensuing Annual General Meeting. The Company has received notice under Section 160(1) of the Act, from a Member signifying its intention to propose the appointment of Mr. Rahul Merchant as a Director of the Company.

The Company has received consent to act as a Director of the Company from Mr. Merchant and intimation to the effect that he is not disqualified to act as a Director under Section 164 of the Act and declaration in terms of Section 149 of the Act and the Rules, stating that he is qualified to be appointed as an Independent Non-Executive Director of the Company.

In the opinion of the Board, Mr. Merchant fulfills the conditions specified in the Act and the Rules for appointment as an Independent Non-Executive Director and that he is independent of the Management. In this regard, the Board has approved the appointment of Mr. Merchant as an Independent Non-Executive Director, for a period of up to 5 years commencing from the date of his appointment i.e. October 05, 2017, subject to the approval of the Members at the ensuing Annual General Meeting and subject to annual evaluation by the Board.

A copy of the letter appointing Mr. Merchant as Independent Non-Executive Director, setting out the terms and conditions, would be available for inspection with the Company Secretary of the Company without any fee, by the Members at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday).

The Board is of the opinion that Mr. Merchant's vast experience and knowledge will be of great value to the Company and hence recommends the resolution at Item No. 4 of this Notice as an Ordinary Resolution for the approval of the Members of the Company. Brief Profile of Mr. Merchant in terms of Clause 1.2.5 of Secretarial Standard - 2 on General Meetings, is provided elsewhere in this Notice.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Merchant and his relatives, are concerned or interested in the passing of the Resolution set out at Item No. 4 of this Notice.

Item No. 5

Based on the recommendation of the Nomination Committee, the Board of Directors ("Board") had appointed Mr. Francisco Borja Cuellar Prats (DIN: 08169406) as an Additional Non-Executive Director of the Company, with effect from July 06, 2018, the nominee of Class E shareholder of India Credit Pte. Ltd., the holding Company.

Mr. Borja Cuellar is head of Special Situations - Real Estate, at Abu Dhabi Investment Council (ADIC). He joined ADIC in 2013. Prior to joining ADIC, Mr. Cuellar spent six years at Private Equity fund Citi Venture Capital International. Prior to that, he worked at the Leveraged Finance department of Lehman Brothers. Mr. Cuellar started his professional career in management consulting. Mr. Cuellar graduated from Universidad Pontificia de Comillas-ICADE (Madrid, Spain) with a B.A. in Business Administration and a B.A. in Law, and received an M.B.A. from Columbia University (New York, USA).

In terms of Section 161(1) of the Act read with Article 117 of the Articles of Association of the Company, Mr. Borja holds office as Additional Non-Executive Director only up to the date of the ensuing Annual General Meeting.

The Board is of the opinion that Mr. Borja's vast experience and knowledge will be of great value to the Company and hence recommends the resolution at Item No. 5 of this Notice as an Ordinary Resolution for the approval of the Members of the Company. Brief Profile of Mr. Borja in terms of Clause 1.2.5 of Secretarial Standard - 2 on General Meetings, is provided elsewhere in this Notice.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Borja and his relatives, are concerned or interested in the passing of the Resolution set out at Item No. 5 of this Notice.

Registered Office:

21, 2nd Floor, 5 North Avenue, Maker Maxity,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051

Place: Mumbai

Date: July 30, 2018

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

Binoy K Parikh
Company Secretary
Membership No. A24137

Annexure A

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTH COMING ANNUAL GENERAL MEETING

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

Name of the Director	Mr. Robert Petty	Mr. Amit Gupta	Mr. Rahul Merchant	Mr. Francisco Borja Cuellar Prats
Date of Birth	04/01/1961	17/12/1967	18/06/1956	24/01/1975
Qualification	Bachelor of Arts in Political Science from Brown University	Post Graduate Diploma in Management from the Indian Institute of Management, Calcutta and Bachelor of Engineering in Electronics and Communications with Honors from the Indian Institute of Technology, Roorkee	Bachelor of Science in Electrical Engineering from Bombay University, a Master of Science in Computer Science from Memphis State University, and Master of Business Administration from Temple University.	B.A. in Business Administration and a B.A. in Law from Universidad Pontificia de Comillas-ICADE (Madrid, Spain) and M.B.A. from Columbia University (New York, USA)
Date of Appointment	28/01/2004	28/01/2004	05/10/2017	06/07/2018
Expertise in specific functional area	Mr. Robert Petty is Managing Partner and Co-Founder of Clearwater Capital. Over his career, Mr. Petty has focused on Asia-dedicated credit investments, with broad expertise in direct lending, secondary credit and special situations strategies.	Mr. Amit Gupta is Partner and Co-Founder of Clearwater LLC, and a member of Clearwater's Investment and Management Committees. His principal responsibilities include credit research, due diligence, analysis and valuation. Throughout his nearly 26-year investment career, Mr. Gupta has been on the forefront of credit analysis and deal execution in Asia.	Mr. Rahul Merchant is Senior Executive Vice President, Head of Client Services and Technology at TIAA. He has more than 30 years of public and private sector experience as a transformation leader, including expertise in business, technology, operations and private equity.	Mr. Cuellar is head of Special Situations - Real Estate, at Abu Dhabi Investment Council (ADIC). He joined ADIC in 2013. Prior to joining ADIC, he spent six years at Private Equity fund Citi Venture Capital International. Prior to that, he worked at the Leveraged Finance department of Lehman Brothers. Mr. Cuellar started his professional career in management consulting.
Shareholding held in the Co.	Mr. Petty holds 1 Equity Share of the Company on behalf of India Credit Pte. Ltd.	NIL	NIL	NIL
List of Directorship held in other companies excluding foreign companies	NIL	NIL	TIAA Global Business Services (India) Private Limited	NIL
Membership/ Chairmanship of Committees of other Boards	NIL	NIL	NIL	NIL
Relationship with other Directors / KMP	Not related	Not related	Not related	Not related
No. of Board Meetings attended during the financial year 2017-18	Mr. Petty attended all 7 (seven) Board meetings held during the financial year 2017-18	Mr. Gupta attended all 7 (seven) Board meetings held during the financial year 2017-18	Mr. Merchant attended 6 (six) Board meetings held during the financial year 2017-18. Prior to his appointment as an Independent Director of the Company, Mr. Merchant was Non-Executive Director.	Mr. Borja is appointed as a Non-Executive Director in FY 2018-19. Mr. Borja attended 3 meetings in FY 2017-18 as an invitee to the Board Meetings.
Terms and conditions of appointment	Re-appointment as Non-Executive Director of the Company, liable to retire by rotation.	Re-appointment as Non-Executive Director of the Company, liable to retire by rotation.	Appointment as Independent Director of the Company, not liable to retire by rotation.	Appointment as Non-Executive Director of the Company, liable to retire by rotation.

Registered Office:

21, 2nd Floor, 5 North Avenue, Maker Maxity, Bandra
Kurla Complex, Bandra (East),
Mumbai - 400 051

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

Place: Mumbai
Date: July 30, 2018

Binoy K Parikh
Company Secretary
Membership No. A24137



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: _____

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 Friday, September 28, 2018 at 11:00 am 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, 2018 together with the Reports of the Directors and the Auditors thereon.
Resolution No. 2	To appoint a Director in place of Mr. Robert D Petty (DIN 00385586), who retires by rotation and being eligible, offers himself for re-appointment.
Resolution No. 3	To appoint a director in place of Mr. Amit Gupta (DIN 00019529), who retires by rotation and being eligible, offers himself for re-appointment.
Resolution No. 4	Appointment of Mr. Rahul Merchant (DIN: 07081486) as an Independent Non-Executive Director
Resolution No. 5	Appointment of Mr. Francisco Borja Cuellar Prats (DIN: 08169406) as a Non-Executive Director

Signed this _____ day of _____, 2018

Signature of shareholder(s) _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp

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.



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)

Annual General Meeting, Friday, September 28, 2018 at 11:00 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 the Annual General Meeting of the Company held on Friday September 28, 2018 at 11:00 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.

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

Members/Proxy Name in Block Letters:

Members / Proxy Signature:

Dated: this _____ day of _____, 2018

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

