

NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Members of **Altico Capital India Limited** (the “**Company**”) will be held at a shorter notice on Thursday, November 22, 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 to transact the following special business:

Special Business:

1. Alteration to the Articles of Association

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

“RESOLVED THAT in accordance with the provisions of Section 14 and all other applicable provision(s), if any, of the Companies Act, 2013 or applicable rule(s) made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be altered as under:

I. The definition of “Nomination Committee” in the existing Article 3 of the Articles of Association of the Company be deleted and substituted to be read as:

“Nomination and Remuneration Committee” shall mean the nomination and remuneration committee of the Board.

II. The definition of “Remuneration Committee” in the existing Article 3 of the Articles of Association of the Company be deleted.

III. The existing Article 110(a) of the Articles of Association of the Company be amended and to be read as:

at least such no. of independent directors (as required under the Act from time to time), each unaffiliated, directly or indirectly, with the Parties and possessing the requisite skill and experience to be non-executive directors of the Company, nominated by the Nomination and Remuneration Committee and approved by ICPL.

IV. The existing Article 116 of the Articles of Association of the Company be amended and to be read as:

Director Compensation:

Shareholder Directors shall not be compensated for services to the Company in their capacities as Directors. For the avoidance of doubt, it is clarified that the Shareholder Directors may, where relevant, be compensated in their capacity as employees of the Company or if the Board otherwise approves. Notwithstanding the preceding, all reasonable travel, accommodation and other incidental expenses of all the Directors incurred inside and outside India for attending any meeting of the Board or any Committees of the Board (including expenses incurred in travelling to and from India) shall be paid for by the Company, unless otherwise agreed in writing by the Investor Group. Remuneration of independent directors shall be determined by a Nomination and Remuneration Committee formed by the Board.

The remuneration payable to the Directors shall be in accordance with the Act.

V. The existing Article 161 of the Articles of Association of the Company be amended and to be read as:

Committees Generally:

The Company shall have a Credit Committee, an Audit Committee, a Nomination and Remuneration Committee and any other committee as the Board may determine from time to time. The members of each committee shall be nominated by the Board from time to time in accordance with these Articles.

VI. The existing Article 164 of the Articles of Association of the Company be amended and to be read as:

Nomination and Remuneration Committee:

Notwithstanding anything contrary contained in any agreements between the Parties and subject to the requirements under Applicable Law, the Nomination and Remuneration Committee may comprise of upto 5 (five) members with the Class B Shareholder having the right to appoint 3 (three) of such members, Class C Shareholder having right to appoint 1 (one) member and Class E Shareholder having the right to appoint 1 (one) member. Provided, the Class B Shareholder, Class C Shareholder and Class E Shareholder may each waive their right to appoint member(s) in writing to the Company. The governing documents of the Nomination and Remuneration Committee, including its powers and functions, meeting procedures and quorum and voting

requirements will be as agreed by the Investor Group, and adopted by the Board from time to time.

VII. The existing Article 165 of the Articles of Association of the Company is to be deleted and substituted to be read as “intentionally left blank”.

“RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) be and is hereby authorised to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the Registrar of Companies, Mumbai, in this regard or for giving effect to this Resolution.”

“RESOLVED FURTHER THAT a copy of this resolution duly certified as a True Copy by the Company Secretary, be submitted to the concerned authority and they are requested to rely upon the authority of the same.”

Registered Office:

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

Place: Mumbai

Date: November 19, 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 business 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.**
- 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 Extraordinary General Meeting of the Company.

Registered Office:

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

Place: Mumbai

Date: November 19, 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 EXTRAORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON THURSDAY, NOVEMBER 22, 2018 AT 11:00 AM AT 21, 2ND FLOOR, 5 NORTH AVENUE, MAKER MAXITY, BANDRA KURLA COMPLEX, BANDRA (EAST), MUMBAI – 400 051

Item No. 1

In terms of Section 178 of the Companies Act, 2013, the Company could have one combined committee as “Nomination and Remuneration Committee”. Currently, in terms of Investment Deed the Company has two separate committees with same members forming part of the said two committees. The parties to the Investment Deed have given their consent to amend the Articles of Association (“AOA”) of the Company and combining of the aforesaid committee into one committee as “Nomination and Remuneration Committee.”

In this regard, it is now proposed to combine Nomination Committee and Remuneration Committee as “Nomination and Remuneration Committee”. The Board of Directors vide their resolution dated October 30, 2018, has approved the proposal to combine Nomination Committee and Remuneration Committee as “Nomination and Remuneration Committee”.

In order to give effect to the proposed combination of both the committees, it is proposed to amend the existing AOA of the Company.

Pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company at a General Meeting is required by way of a Special Resolution for amending the AOA of the Company.

Accordingly, the Resolution at item no. 1 seek your consent by way of a Special Resolution, as stated in the Notice convening this meeting.

None of the Directors or other Key Managerial Personnel of the Company including their relatives, are, in any way, concerned or interested in the Resolution.

Registered Office:

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

Place: Mumbai

Date: November 19, 2018

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

**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:
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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 an Extraordinary General Meeting of the Company to be held on Thursday, November 22, 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 and at any adjournment in respect of such resolutions as are indicated below:

Resolution No. 1	Alteration to the Articles of Association
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Signed this _____ day of _____, 2018

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.



**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 Thursday, November 22, 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 an Extraordinary General Meeting of the Company held on Thursday, November 22, 2018 at 11:00 am 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 _____, 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 EGM:

