



## 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 Monday, September 10, 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 existing Article 4(a) of the Articles of Association of the Company be deleted and substituted with the following Article to be read as:

Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.

II. The existing heading CHAIRMAN be altered to read as CHAIRPERSON

III. The existing Article 158 of the Articles of Association of the Company be deleted and substituted with the following Article to be read as:

The Board shall at all times appoint any one Director to serve as the Chairperson of the Board (“Chairperson”) and/or replace or dismiss the Chairperson from time to time. The Chairperson will preside at all meetings of the Board. The Chairperson will have such other functions, authority, and duties as are prescribed by the Board.

IV. The existing Article 159 of the Articles of Association of the Company be deleted and substituted with the following Article to be read as:

The Chairperson will not have a casting vote and will not have any power to bind the Board over and above that of any other Director.

V. The existing Article 160 of the Articles of Association of the Company be deleted and substituted with the following Article to be read as:

The Chairperson of the Board shall be subject to the same provisions as to resignations and removal as the other directors and he shall ipso facto and immediately cease to be the Chairperson if he ceases to hold the office of director from any cause.

**“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: September 7, 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.**
- 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:**

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

Place: Mumbai

Date: September 7, 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 EXTRA ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON MONDAY, SEPTEMBER 10, 2018 AT 11:00 AM AT 21, 2ND FLOOR, 5 NORTH AVENUE, MAKER MAXITY, BANDRA KURLA COMPLEX, BANDRA (EAST), MUMBAI – 400 051**

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**Item No. 1**

In terms of the Company's business strategy, the Board of Directors of the Company offered Ms. Naina Lal Kidwai to become the Chairperson of the Board. Ms. Naina agreed to step into the role of Independent Chairperson of the Board. In this regard, the Board of Directors vide their resolution dated September 6, 2018 passed by way of circulation, has approved the appointment of Ms. Naina Lal Kidwai as an Independent Chairperson of the Board. In order to give effect to the proposed appointment of Ms. Naina as the Independent Chairperson, it is proposed to amend the existing Articles of Association ("AoA") of the Company which states that the Class B Shareholder shall at all times appoint any 1(one) Class B Nominated Director to serve as the chairman of the Board ("Chairman") and/or replace or dismiss the Chairman from time to time.

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

Except Ms. Naina, 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: September 7, 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**

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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: 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 Extra Ordinary General Meeting of the Company to be held on Monday, September 10, 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) \_\_\_\_\_

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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 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**

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**ATTENDANCE SLIP**

(To be handed over at the entrance of the Meeting venue)  
Extraordinary General Meeting Monday September 10, 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 Extra Ordinary General Meeting of the Company held on Monday, September 10, 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:**

