

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 Monday, February 18, 2019, at 12:00 noon 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. Increase in Authorised Share Capital of the Company:

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the approval of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing INR 600,00,00,000 (Indian Rupees Six Hundred crore only) divided into 59,48,50,000 Equity Shares of Face Value of INR 10/- each and 5,15,00,000 cumulative redeemable preference shares of INR 1 each to INR 800,00,00,000 (Indian Rupees Eight Hundred crore only) divided into 79,48,50,000 Equity Shares of Face Value of Rs. 10/- each and 5,15,00,000 cumulative redeemable preference shares of Face Value of INR 1 each.”

“RESOLVED FURTHER THAT any Director of the Company or the Company Secretary, be and are hereby severally authorized to file the necessary e-forms etc., with the Registrar of Companies, Mumbai and any other statutory/regulatory authority, if required, and to complete all statutory procedures as may be required and to do all such acts, deeds and things as may be necessary and incidental for giving effect to the aforesaid resolution.”

2. Alteration to the Memorandum of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the approval of Members of the Company be and is hereby accorded for substituting Clause V(a) of the Memorandum of Association of the Company with the following new clause:

V(a) The Authorised Share Capital of the Company is INR 800,00,00,000 (Indian Rupees Eight Hundred crore only) divided into 79,48,50,000 (Seven Ninety Crore Forty Eight Lakh Fifty Thousand) Equity Shares of INR 10 (Indian Rupees Ten only) each and 5,15,00,000 Cumulative Redeemable Preference Shares of INR 1 (Indian Rupee One only) each, with power from time to time to increase, reduce, or modify its capital and to divide all or any of the shares in the capital of the Company, for the time being, classify or reclassify such shares of one class in to shares of other class or classes and attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the Board or the Company and to vary modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may for the time being, be permitted under applicable law.”

“RESOLVED FURTHER THAT any Director of the Company or the Company Secretary, be and are hereby severally authorized to file the necessary e-forms etc., with the Registrar of Companies, Mumbai and any other statutory/regulatory authority, if required, and to complete all statutory procedures as may be required and to do all such acts, deeds and things as may be necessary and incidental for giving effect to the aforesaid resolution.”

**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: February 14, 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:

ITEM NO. 1 & 2: Increase in Authorized Share Capital & Alteration to the Memorandum of Association:

Presently, the Authorized Share Capital of the Company is INR 600,00,00,000 (Indian Rupees Six Hundred crore only) divided into 59,48,50,000 Equity Shares of INR 10/- each and 5,15,00,000 cumulative redeemable preference shares of INR 1 each.

In view of the board approved business strategy and plan, it is proposed to increase the Authorized Share Capital of the Company from existing INR 600,00,00,000 (Indian Rupees Six Hundred crore only) divided into 59,48,50,000 Equity Shares of Face Value of INR10/- each and 5,15,00,000 cumulative redeemable preference shares of Face Value of INR 1 each to INR 800,00,00,000 (Indian Rupees Eight Hundred Crore) divided into 79,48,50,000 Equity Shares of Face Value of Rs. 10/- each and 51,500,000 redeemable preference shares of Face Value of INR 1 each.

Pursuant to the provisions of Section 13, read with Section 61 and Section 64 and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company at a general meeting is required for amending the Memorandum of Association of the Company.

Your Directors recommend the passing of the Resolutions at Item Nos. 1 & 2 as Ordinary Resolution and Special Resolution respectively.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions as set out at Item Nos. 1 & 2 of the Notice.

**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: February 14, 2019



Financing India's Future

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 an Extraordinary General Meeting of the Company to be held on Monday, February 18, 2019 at 12:00 noon 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:

Altico Capital India Ltd (formerly Altico Capital India Private Limited)

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

T: +91 22 6715 4000 F: +91 22 6715 4001 CIN no. U65993MH2004PLC144260

Website: www.alticocap.com

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Resolution No. 1	Increase in Authorised Share Capital of the Company
Resolution No. 2	Alteration to the Memorandum of Association of the Company

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 Monday, February 18, 2019 at 12:00 noon

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 Monday, February 18, 2019 at 12:00 noon 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:



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