

**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 Thursday, March 28, 2019, at 3:00 P.M. at 21, 2<sup>nd</sup> 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. Remuneration payable to the Independent Directors:**

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

**“RESOLVED THAT** pursuant to the provisions of the 197 read with Section 198 of the Companies Act, 2013 (“the Act”) and such other applicable provisions, if any, of the Act and rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) the relevant provisions of the Articles of Association of the Company and such other rules, regulations and guidelines as may be applicable from time to time, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to the Independent Non-Executive Directors in form of profit related commission, exceeding 1% of the net profits of the Company calculated in accordance with the applicable provisions of the Act.”

**“RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary for the purpose of giving effect to the above 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.”

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

Sd/-  
**Binoy K. Parikh**  
Company Secretary

**Registered Office:**

21, 2<sup>nd</sup> Floor,  
5 North Avenue, Maker Maxity,  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400 051  
Date: March 26, 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 (“ACT”):**

**ITEM NO. 1: Remuneration payable to the Independent Non-Executive Directors:**

The Board of Directors at their Meeting held on October 4, 2017 approved the following manner in which the remuneration would be paid to Independent Non-Executive Directors:

- Sitting Fees amounting to INR 1,00,000 per Board / Committee Meeting; and
- Profit related commission

In view of the current business growth, the Company envisages the business profitability to be inadequate for payment of remuneration by way of profit related commission to the Independent Non-Executive Directors of the Company.

Section 197 of the Companies Act, 2013 states that the remuneration payable to the Independent Non-Executive Directors cannot exceed 1% of the net profits of the Company unless otherwise approved by the shareholders by way of special resolution in general meeting.

Accordingly, the Board recommends passing of the Special Resolution by the shareholders in relation to remuneration payable to the Independent Non-Executive Directors exceeding 1% of the net profits of the Company.

Except Ms. Naina Lal Kidwai, Mr. Stephen Marzo & Mr. Rahul Merchant and their relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice of the meeting.

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

**Sd/-  
Binoy K. Parikh  
Company Secretary**

**Registered Office:**

21, 2<sup>nd</sup> Floor,  
5 North Avenue, Maker Maxity,  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400 051  
Date: March 26, 2019



**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 Thursday, March 28, 2019 at 3:00 pm 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	Remuneration payable to the Independent Non- Executive Director
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Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

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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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**

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**ATTENDANCE SLIP**

(To be handed over at the entrance of the Meeting venue)

**Extraordinary General Meeting on Thursday, March 28, 2019 at 3:00 PM**

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, March 28, 2019 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:



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

21, 2<sup>nd</sup> 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](http://www.alticocap.com)