



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 Friday, September 28, 2018 at 3:00 pm at 21, 2nd Floor, 5 North Avenue, Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 to transact the following special businesses:

Special Business:

1. Increase in Borrowing Limits

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

“RESOLVED THAT pursuant to the (i) provisions of Sections 180 (1)(c) of the Companies Act 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the “Act”); (ii) such other rules, regulations, guidelines and acts, as may be applicable, from time to time; and (iii) provisions of the Memorandum of Association and the Articles of Association of the Company; consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee of the Board of Directors thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to borrow any sum or sums of monies, from time to time, whether in Indian Rupees or in foreign currency, in any form or manner including but not limited to cash credit, working capital loans, term loans (rupee/foreign currency), inter-corporate deposits, debentures/bonds, commercial papers, subordinated debt/perpetual debt, external commercial borrowings etc., whether secured or unsecured with tenor and rate(fixed or floating) to be decided on a case to case basis etc., from banks, term lenders, financial institutions, non-banking finance companies, mutual funds, corporates, foreign body corporates, multilateral financial institutions, foreign financial institutions etc., as the Board may think fit, for the purpose of the Company’s business, such that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital and free reserves of the Company, provided however, the total amount so borrowed and outstanding (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed, at any point in time (excluding any interest/additional interest/default interest on such borrowings), a sum equivalent to INR 10,000 crores (Rupees Ten Thousand crore only), over and above the aggregate, for the time being, of the paid-up share capital and free reserves of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company (including any Committee of the Board of Directors thereof for the time being exercising the powers conferred on the Board by this Resolution), be and are hereby severally authorised to approve, finalise, modify, settle and execute such documents / deeds / writings / papers / agreements, as may be required or considered necessary and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the borrowing(s) to be undertaken by the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give 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.”

2. Issuance of Non-Convertible Debentures on private placement basis

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

“RESOLVED THAT pursuant to the provisions of Section 42, Section 71, Section 179, Section 180 and all other applicable provisions of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof, for the time being in force) (the “Act”) and such other rules, regulations, guidelines and acts, as may be applicable to the Company from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (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) to create / offer / issue / allot up to such number of redeemable non-convertible debentures (“NCDs”) through private placement, in one or more modes or combinations thereof and in one or more series or tranches, with or without security and on such terms and conditions as may be determined by the Board including but not limited to the subscriber(s) to the issue(s), the face value of NCDs to be issued, the price at which NCDs will be issued, coupon rate, redemption period, utilization of issue proceeds and all other matters connected therewith and incidental thereto, such that the aggregate amount of such NCDs does not exceed INR 7,000 crore (Rupees Seven Thousand crore only), during the period of one year from the date of passing this Resolution.”



“RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things, execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation thereto and to settle all questions, difficulties or doubts that may arise in connection with the issue of NCDs under private placement, including determining the terms and conditions of NCDs.”

Registered Office:

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

Place: Mumbai

Date: September 26, 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 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: September 26, 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 FRIDAY, SEPTEMBER 28, 2018 AT 3:00 PM 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. 1: Increase in Borrowing Limits

The Members are requested to note that in view of the budgeted business growth and current leverage programme, it is proposed to increase the overall borrowing limits of the Company to INR 10,000 crore from INR 7,000 crore. In this regard, the Board of Directors at their meeting held on September 24, 2018 has approved the above proposed increase in overall borrowing limits, subject to the approval by the members of the Company at a general meeting.

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company (except the temporary loans obtained from the Companies banker in ordinary course of business), beyond the paid up capital and free reserve of the Company, only if the same is approved by the members of the Company by way of Special Resolution at a general meeting. In view of the above, it is proposed to seek approval of the members of the Company by way of Special Resolution.

None of the Directors or other Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in passing of the resolution set out at Item No. 1.

Item No. 2: Issuance of Non-Convertible Debentures on private placement basis

In view of the overall leverage programme of the Company, it is proposed to enhance the limits for the issuance of secured/unsecured non-convertible debentures (“NCD”) of the Company on a private placement basis upto an amount not exceeding INR 7,000 crore, in one or more tranches.

In terms of the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the company offering or making an invitation to subscribe to NCD on a private placement basis, is required to obtain the prior approval of the members by way of a Special Resolution, which can be obtained once a year for all the offers and invitations during the year.

Further, the disclosures with respect to Rule 14 of the the Companies (Prospectus and Allotment of Securities) Rules, 2014, are mentioned below:

Particulars of the offer including the date of the passing of the Board resolution	September 24, 2018
Kinds of securities offered	Non-Convertible Debentures
Basis or justification for the price (including the premium, if any) at which the offer or invitations is being made	Price for each offer/issuance of non-convertible debentures will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board) based on the market conditions
Name and address of valuer who performed valuation	Not applicable
Amount which the company intends to raise by way of such securities	Not exceeding INR 7,000 crore on private placement basis, in one or more tranches
Material terms of raising such securities	Material terms of each offer/issuance of non-convertible debenture will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board)
Proposed time schedule	Time schedule of each offer/issue of non-convertible debenture will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board)
Purpose or objects of offer	Purpose or objects of each offer/issue of non-convertible debenture will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board)
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None
Principle terms of assets charged as securities	Principle of terms of assets being charged as securities for each offer/issuance of non-convertible debentures will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board)

It may be noted that the previous Special Resolution was passed by the members at Extraordinary General Meeting held on October 09, 2017 and the period of one year expires on October 8, 2018.

In this regard, it is proposed to seek approval of the members of the Company by way of Special Resolution for offering or making an invitation to subscribe to NCD on a private placement basis upto an amount not exceeding INR 7,000 crore in one or more tranches for a period of one year from the date of passing of this resolution.

None of the Directors or other Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in passing of the resolution set out at Item No. 2.

Registered Office:

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

Place: Mumbai

Date: September 26, 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:

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 Friday, September 28, 2018 at 3:00 pm at the Registered Office of the Company and at any adjournment in respect of such resolutions as are indicated below:

Resolution No. 1	Increase in Borrowing Limits
Resolution No. 2	Issuance of Non-Convertible Debentures on private placement basis

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, Friday September 28, 2018 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 Extra Ordinary General Meeting of the Company held on Friday September 28, 2018 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.

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:

