

NOTICE

Notice is hereby given that the Twelfth Annual General Meeting of the Members of **Altico Capital India Private Limited** (the “**Company**”) will be held on Thursday, September 22, 2016 at 11:00 am at the Registered Office of the Company situated at 7th Floor, Mudra House, Opp. Grand Hyatt, Santacruz (East), Mumbai 400 055 to transact the following business at a shorter notice:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Directors’ and the Statutory Auditors’ thereon.
2. To re-appoint Statutory Auditors and to fix their remuneration

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration Number 101049W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration and on such terms and conditions, as may be mutually agreed upon between the Board of Directors of the Company (including any Committee thereof) and the said Auditors.”

Special Business:

3. **Appointment of Ms. Naina Lal Kidwai (DIN: 00017806) as an Independent Director**

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Ms. Naina Lal Kidwai (**DIN: 00017806**), who was appointed as Additional Non-Executive Director of the Company by the Board of Directors, with effect from February 25, 2016 and who holds office up to the date of the ensuing Annual General Meeting pursuant to the provisions of the Section 161 of the Companies Act, 2013 (“Act”), be and is hereby appointed as a Non-Executive Director of the Company, not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time to time, the appointment of Ms. Naina Lal Kidwai (**DIN: 00017806**), as an Independent Non-Executive

Director of the Company, by the Board of Directors of the Company with effect from February 25, 2016 for a period of up to five years (subject to annual evaluation by the Board), be and is hereby approved.”

“**RESOLVED FURTHER THAT** any Director(s) of the Company or the Company Secretary of the Company, be and is hereby severally authorized to sign and execute all necessary agreement, papers, documents, e-forms and take all necessary steps to give effect to the above resolution including notifying the relevant authorities ”.

4. Appointment of Dr. Yao Chye Chiang (DIN: 02660184) as a Non-Executive Director

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Dr. Yao Chye Chiang (**DIN: 02660184**), who was appointed as Additional Non-Executive Director of the Company by the Board of Directors, with effect from February 26, 2016 and who holds office up to the date of the ensuing Annual General Meeting pursuant to the provisions of the Section 161 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Director of the Company, not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** any Director(s) of the Company or the Company Secretary of the Company, be and is hereby severally authorized to sign and execute all necessary agreements, papers, documents, e-forms and take all necessary steps to give effect to the above resolution including notifying the relevant authorities ”.

5. Grant of Stock options to Mr. Sanjay Grewal, Chief Executive Officer, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversion) of the Company at the time of grant of option:

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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provision of the Memorandum of Association & Articles of Association of the Company, subject to such other rules, regulations, guidelines and acts applicable from time to time and subject to the approval(s) / consent(s) / permission(s) / sanction(s), if required from the appropriate regulatory authorities / institutions or bodies including but not limited to the Stock Exchanges, Securities and Exchange Board of India, Reserve Bank of India, if any, and subject to such terms and conditions as may be prescribed / imposed by such regulatory authorities, the approval/ratification 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 shall deem to include any Committee constituted thereof, including the Remuneration Committee, for the time being exercising the powers conferred on the Board by this Resolution to create, issue, offer and allot to Mr. Sanjay Grewal, Chief Executive Officer of the Company during any one year, stock options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) at the time of grant of option under the Altico Capital India Private Limited Stock Based Incentive Plan, convertible into equal number of equity shares of the Company (or such adjusted numbers for any bonus, stock splits or consolidation or other re-organization of the capital structure of the Company) having face value of INR 10/- (Rupees Ten only) per equity share, on such terms and conditions and in such tranches as may be decided by the Board/Remuneration Committee in its absolute discretion.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby 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 in relation thereto and to settle all questions, difficulties or doubts that may arise in this regard.”

“RESOLVED FURTHER THAT any one of the Director or the Company Secretary be and is hereby severally authorized to file the necessary E-form with the Registrar of Companies, Mumbai in this regard.”

6. Alteration to the Articles of Association of the Company:

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 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to such other approvals, consent of the Members be and is hereby accorded to the Board of Directors for alteration of Article 177 of the Articles of Association of the Company to be read as under:

177. The Company shall have a Seal and the Board shall provide for the safe custody thereof. The Seal shall be affixed to any instrument pursuant to a resolution of the Board or Finance Committee or Credit Committee thereof, at a meeting or through circulation in the presence of any two of the following authorised officials of the Company:

- (i) the Chief Executive Officer;*
- (ii) the Chief Credit Officer;*
- (iii) the Chief Financial Officer;*
- (iv) the Company Secretary;*
- (v) the Head of Structuring and General Counsel;*
- (vi) any other person as authorised in this behalf by the Board or Committee thereof, from time to time.”*

“RESOLVED FURTHER THAT any Director(s) of the Company or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things to give effect to the above resolution, including, without limitation, making above alternation in the Articles of Association of the Company, making filing with the Registrar of Companies, Mumbai Maharashtra and/or such other regulatory/statutory authorities and for all matters connected therewith or incidental thereto including providing certified true copies of the any relevant documents and this resolution.”



Registered Office:

7th Floor, Mudra House,
Opp. Grand Hyatt,
Santacruz (East),
Mumbai 400 055

Place: Mumbai

Date: September 8, 2016

**By Order of the Board of Directors
For Altico Capital India Private 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. PROXIES TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE EXTRAORDINARY GENERAL MEETING, DULY COMPLETED.**
- 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:

7th Floor, Mudra House,
Opp. Grand Hyatt,
Santacruz (East),
Mumbai 400 055

Place: Mumbai

Date: September 8, 2016

**By Order of the Board of Directors
For Altico Capital India Private 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 ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON THURSDAY, SEPTEMBER 22, 2016 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 7TH FLOOR, MUDRA HOUSE, OPP. GRAND HYATT, SANTACRUZ (EAST), MUMBAI 400 055.

Item No. 3:

Based on the recommendation of the Nomination Committee, the Board of Directors (“Board”) had appointed Ms. Naina Lal Kidwai (**DIN: 00017806**) as an Additional Non-Executive Director of the Company, with effect from February 25, 2016. The Board has also approved the appointment of Ms. Naina Lal Kidwai as an Independent Non-Executive Director, for a term of up to 5 years commencing from the date of her appointment i.e. February 25, 2016, subject to annual evaluation by the Board.

Ms. Naina Lal Kidwai’s, past experience as the Executive Director on the Board of HSBC Asia Pacific and Chairperson of HSBC India, Vice Chairperson & Head Investment Banking at JM Morgan Stanley apart from her current directorship in other leading corporate houses such as Max Financial Services, Larsen and Toubro Limited, CIPLA Limited and Advent Private Equity. Ms. Naina Lal Kidwai holds MBA from Harvard Graduate School of Business Administration, Boston, Massachusetts.

In terms of Section 161(1) of the Act read with Article 134 of the Articles of Association of the Company, Ms. Naina Lal Kidwai holds office as Additional Non-Executive Director only up to the date of the forthcoming Annual General Meeting.

The Company has received from Ms. Naina Lal Kidwai consent, in writing, to act as Director of the Company, intimating to the effect that she was not disqualified to act as a Director under Section 164 of the Act and declaration in terms of Section 149 of the Act and the Rules, stating that she was qualified to be appointed as an Independent Director of the Company, with effect from February 25, 2016.

In the opinion of the Board, Ms. Naina Lal Kidwai fulfills the conditions specified in the Act and the Rules for appointment as an Independent Director and that she is independent of the Management.

A copy of the letter appointing Ms. Naina Lal Kidwai as Independent Director, setting out the terms and conditions, would be available for inspection with the Company Secretary of the Company without any fee, by the Members at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday).

The Board of Directors is of the opinion that Ms. Naina Lal Kidwai's vast experience and knowledge will be of great value to the Company and hence recommends the Resolution at Item No.3 of this Notice as Ordinary Resolution for the approval of the Members of the Company. Brief profile of Ms. Naina Lal Kidwai is attached as Annexure 'A' to this Notice.

Ms. Naina Lal Kidwai is interested and concerned in the resolution mentioned at Item No. 3 of the Notice with regard to her appointment. Other than Ms. Naina Lal Kidwai, none of her relatives or no other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution mentioned at Item No.3 of the Notice.

Item No. 4:

Based on the recommendation of the Nomination Committee, the Board of Directors ("Board") had appointed Dr. Yao Chye Chiang (**DIN: 02660184**) as an Additional Non-Executive Director of the Company, with effect from February 26, 2016, the nominee of Class B shareholder of India Credit Pte. Ltd., the holding Company.

Dr. Chiang joined Clearwater in 2008 and is a member of the Firm's Investment and Management Committee. Based in Singapore, Dr. Chiang oversees Clearwater's business and operating platforms, and is responsible for the Firm's risk management and portfolio hedging strategies and plays a lead role in the institutionalization of organizational processes and infrastructure. Dr. Chiang also monitors global macro trends and their impact of current events on the Asian markets. Prior to joining Clearwater, Dr. Chiang worked at Cargill Financial Services Asia and Black River Asset Management (Asia) from 1999 to 2008. At Black River, he was Co-Director with joint oversight responsibility for the fund management platform in Asia as well as Managing Director with principal responsibilities including risk, strategy and compliance. Prior to that, he worked at CIBC World Markets as Executive Director of Country Risk Management and Head of Asia Pacific Research. Dr. Chiang graduated from the University of Adelaide with first class honors under a Colombo Plan Scholarship and holds master and doctorate degrees in Economics from Princeton University where he attended as a joint Princeton fellowship and George Murray Scholarship holder.

In terms of Section 161(1) of the Act read with Article 117 of the Articles of Association of the Company, Dr. Yao Chye Chiang holds office as Additional Non-Executive Director only up to the date of the forthcoming Annual General Meeting.

The Board of Directors is of the opinion that Dr. Yao Chye Chiang's vast experience and knowledge will be of great value to the Company and hence it recommends the Resolution at Item No.4 of this Notice as Ordinary Resolution for the approval of the Members of the Company. Brief profile of Dr. Yao Chye Chiang is attached as Annexure 'A' to this Notice.

Dr. Yao Chye Chiang is interested and concerned in the resolution mentioned at Item No. 4 of the Notice with regard to his appointment. Other than Dr. Yao Chye Chiang, none of his relatives or no other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution mentioned at Item No.4 of the Notice.

Item No. 5:

The growth and development of any enterprise becomes a reality due to the contribution of its people. Employees are 'business partners' in true sense. With the objective of securing greater employee participation; motivating the employees to contribute to the growth and profitability of the Company; enabling them to participate in the long-term growth and financial success of the organisation and with a common objective of maximizing the shareholders' value, it is proposed to grant employee stock options to employees through a stock based incentive plan. This would not only enable the Company to reward past loyalty and performance, but also to attract and retain the best talent besides enabling the employees to develop a greater sense of ownership.

The Members are requested to note that Mr. Sanjay Grewal, Chief Executive Officer, would be playing an important role for the future/long term growth of the Company and attainment of Company's objectives, including maximizing the shareholders' value. The Remuneration Committee of the Board of Directors of the Company, approved (including ratification, if any) of the grant of stock options to Mr. Sanjay Grewal, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversion) of the Company at the time of grant of options under Altico Capital India Private Limited Stock Based Incentive Plan ("Plan") introduced / implemented by the Company.

The disclosures required under Rule 12(2) of the Companies (Share Capital and Debentures) Rules, 2014, in relation to the Special Resolution are as follows:

The broad features of Plan are as under:

Total number of stock options to be granted	Such number of Options may be issued by the Company under this Plan that constitutes 4% of the fully diluted issued and paid up share capital of the Company. Each Option granted would represent the right to apply for one Share of the Company. The Remuneration Committee shall have the right to increase the maximum number of Options that may be issued by the Company under the Plan.
Identification of classes of employees entitled to participate to Plan	The following person shall be eligible to participate in the plan: <i>(i) a permanent employee of the Company who has been working in India or outside India; or</i> <i>(ii) a director of the company, whether a whole time director or not but excluding an Independent Director;</i>

	<p><i>(iii) an employee or a director as defined in (i) and (ii) above of a subsidiary company, in India or outside India, or of a holding Company of the Company.</i></p> <p>But excluding:</p> <p>a) an employee who is a Promoter or a person belonging to the Promoter Group; and</p> <p>b) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding shares of the Company.</p> <p>Employees may be granted stock options based on performance and such other criteria as the Remuneration Committee may, in its absolute discretion decide.</p>
Appraisal process for determining the eligibility of employees to Plan	The appraisal process for determining the eligibility of the employee will be specified by the Remuneration Committee, and will be based on criteria such as seniority of employee, length of service, performance record, merit of the employee, future potential contribution by the employee and/or such other criteria that may be determined by the Remuneration Committee.
Requirements of vesting and vesting period	The options granted shall vest so long as the eligible employee continues to be in the employment of the Company. The options granted would vest not less than one year from the date of grant. The vesting schedule of the options and other conditions of vesting shall be as set out in the Plan and as amended by the Remuneration Committee from time to time.
Maximum period within which the options shall be vested	As stated under the Plan.
Exercise price or the formula for arriving at the exercise price	The exercise price for the options granted to the employee shall be the fair market value of the shares of the Company on the date on which the options are granted. The fair market value would be determined in the manner as set out in the Plan.
Exercise period and Exercise Process	An employee would be entitled to exercise the vested options on happening of the events and on the terms and conditions which are set out in the Plan.

	An option shall be deemed to be exercised only when the Committee receives written or electronic notice of exercise from the participant and a confirmation that the exercise price (in accordance with the Plan), if relevant, has been received from the participant. The employee shall submit the exercise form and all such other documents as may be required by the Committee for exercise of the options.
Lock-in-period	The Plan does not contemplate any lock-in-period on the shares on exercise of the Options.
Maximum no. of options to be granted per employee and in aggregate	The number of options that may be granted to any employee under the Plan shall be determined by the Remuneration Committee, from time to time.
Method which the Company shall use to value its options	The options granted to the employees of the Company shall be valued by using the fair market value method of valuation.
Conditions under which options vested in employee(s) may lapse	In case of termination of employment of the employee with the Company is with cause, his options, vested and unvested, shall be forfeited and cancelled on the termination date. However, the Remuneration Committee shall have the right to waive the forfeiture wholly or partly as per their sole discretion.
Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of any employee	The Remuneration Committee has the power to determine the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of the employee.
Accounting Standard	The Company shall comply with the applicable accounting standards prescribed by concerned authorities. A copy of the Plan is available for inspection at the registered office of the Company during office hours on all working days between 9.00 A.M and 6.00 P.M hours.
Implementation and administration of the Plan	The Company shall directly implement and administer the Plan through Board /

	Remuneration Committee.
Issue of new shares or secondary acquisition	As stated under the Plan

The Company shall confirm to the Accounting Policies as applicable to the Company, from time to time.

In case the Company calculates the employees compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

The Members are requested to note that the Plan shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days up to the date of the Meeting and shall also be placed at the venue of the Meeting.

The consent of the shareholders of the Company is being sought pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made under the Companies Act.

The Board recommends the resolution(s) set out at Item No. 5 of this Notice to the Members for their consideration and approval by way of Special Resolution.

Mr. Sanjay Grewal is interested and concerned in the resolution mentioned at Item No. 5 of the Notice with regard to grant of stock options. Other than Mr. Sanjay Grewal, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in passing of the Resolution mentioned at Item No.5 of the Notice.

Item No. 6:

The Company in its ordinary course of business is required to execute various agreements, documents etc., which may require affixation of Common Seal. Currently, the Articles of Association ("AOA") of the Company states that the Common Seal of the Company should be affixed in the presence of any two Directors and the Company Secretary.

As the Company currently does not have Directors located at its place of business to affix Common Seal when required and in order to facilitate execution of such documents on behalf of the Company, it is proposed to alter the existing Article 177 of the AOA of the Company as specified in the resolution at set out in Item no. 6 of the Notice.

Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Members by passing a Special Resolution. The Board recommends and seeks consent for the resolution as set out at Item No.6 of the Notice to the Members by way of Special Resolution.



None of the Directors or Key Managerial Personnel of the Company, including their relatives, are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No.6 of the Notice.

Registered Office:

7th Floor, Mudra House,
Opp. Grand Hyatt,
Santacruz (East),
Mumbai 400 055

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

**Binoy K Parikh
Company Secretary
Membership No.A24137**

Place: Mumbai

Date: September 8, 2016

Annexure A

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting:

Name of the Director	Ms. Naina Lal Kidwai	Dr. Yao Chye Chiang
Date of Birth	April 16, 1957	October 22, 1965
Nationality	Indian	Singapore
Date of appointment on the Board	February 25, 2016	February 26, 2016
Qualification	BA (Hons) Economics and MBA, Harvard Business School	MA and Phd in Economics
Expertise in functional area	36 years of experience in financial sector including as CEO and Chairman of HSBC India	Dr. Chiang was a director of Altico Capital India Private Limited from July 1, 2009 to February 16, 2015
No. of shares held in the Co.	NIL	NIL
List of Directorship held in other companies	1. Shakti Sustainable Energy Foundation 2. CIPLA Limited 3. Larsen & Tubro Limited 4. Max Financial Services Limited	NIL
Chairman / Member in committees of the Board of Companies in which he/she is a Director	<u>Cipla Ltd:</u> i) Audit Committee ii) Stakeholders Relationship Committee iii) Merger & Acquisition Committee <u>Max Financial Services Ltd:</u> Nomination and Remuneration Committee <u>Altico Capital India Pvt. Ltd.</u> i) Audit Committee ii) Nomination Committee iii) Remuneration Committee	<u>Altico Capital India Pvt. Ltd.</u> Finance Committee
Relationships between directors inter-se	None	None



ALTICO CAPITAL INDIA PRIVATE LIMITED
(FORMERLY CLEARWATER CAPITAL PARTNERS INDIA PRIVATE LIMITED)
Registered Office: 7th Floor, Mudra House, Opp. Grand Hyatt, Santacruz (East), Mumbai-400 055

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: U65993MH2004PTC144260

Name of the Company: Altico Capital India Private Limited

Registered Office: 7th Floor, Mudra House, Opp. Grand Hyatt, Santacruz (East), Mumbai- 400 055.

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 the Annual General Meeting of the Company to be held on Thursday, September 22, 2016 at 11:00 AM at the Registered Office of the Company and at any adjournment in respect of such resolutions as are indicated below:

Resolution No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Directors and the Auditors thereon.

Resolution No. 2: To appoint Statutory Auditors and to fix their remuneration.

Resolution No. 3: Appointment of Ms. Naina Lal Kidwai (DIN: 00017806) as an Independent Non-Executive Director.

Resolution No. 4: Appointment of Dr. Yao Chye Chiang (DIN: 02660184) as a Non-Executive Director.

Resolution No. 5: Grant of Stock options to Mr. Sanjay Grewal, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversion) of the Company at the time of grant of option.

Resolution No. 6: Alteration to the Articles of Association of the Company

Signed this _____ day of _____, 2016

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, not less than 48 hours before the commencement of the meeting.



ALTICO CAPITAL INDIA PRIVATE LIMITED

Registered Office: 7th Floor, Mudra House, Opp. Grand Hyatt, Mumbai – 400 055

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting venue)
Annual General Meeting, Thursday, September 22, 2016 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 the Annual General Meeting of the Company held on Thursday, September 22, 2016 at 11:00 AM at the Registered Office of the Company at 7th Floor, Mudra House, Opp. Grand Hyatt, Mumbai 400 055.

Member Folio No./DP ID and Client No.:

Members/Proxy Name in Block Letters:

Members / Proxy Signature:

Dated: this ___ day of _____, 2016

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 AGM:

