



NOTICE

Notice is hereby given that the Extraordinary General Meeting of the members of **Altico Capital India Private Limited** (the “**Company**”) will be held on Wednesday, May 25, 2016 at 10:30 a.m. 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 special business, at a shorter notice:

SPECIAL BUSINESS

Item No.1 - Private Placement of Non-Convertible Debentures

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

“RESOLVED that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) and the Rules framed thereunder, as may be amended from time to time, and laws / regulations / guidelines as may be applicable to the Company, the approval of the Members be and is hereby accorded to the Board of Directors (“Board”) of the Company for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures (“NCD”) on a private placement basis, in one or more tranches, during a period of one year from the date of passing of this Resolution, upto an amount not exceeding Rs. 1,250 crore within the overall borrowing limits of the Company, as may be approved by the Members, from time to time.”

“RESOLVED FURTHER THAT the Board is hereby authorised to delegate powers to a committee constituted by it for this purpose and/ or employees of the Company to do such acts and deeds for the purpose of private placement of NCD in the manner envisaged in the aforesaid resolution.”

“RESOLVED FURTHER that the Board of the Company (including any Committee thereof) and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution, including determining the terms and conditions of the NCDs.”

Registered Office:

7th Floor, Mudra House,
Opp. Grand Hyatt,
Santacruz (East),
Mumbai 400 055
Date: May 19, 2016
Place: Mumbai

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

**Mr. 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 business 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 Extraordinary General Meeting of the Company.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 WHICH FORMS A PART OF THE NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON WEDNESDAY, MAY 25, 2016 AT 10:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 7TH FLOOR, MUDRA HOUSE, OPP. GRAND HYATT, SANTACRUZ (EAST), MUMBAI 400 055

Item no. 1

As per the provisions of Section 42 of the Companies Act, 2013 (“Act”) (including any statutory modifications or re-enactments thereof, for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, a company offering or making an invitation to subscribe to Non-Convertible Debentures (“NCD”) on a private placement basis, is required to obtain the prior approval of the Shareholders, by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs during the year. The Members of the Company had, at its Annual General Meeting held on June 23, 2015, approved of the issuance of NCDs on private placement basis, in one or more tranches, during a period of one year from the date of passing of the Resolution i.e. from June 23, 2015 upto June 22, 2016.

The approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis upto an amount of Rs.1,250 crore, in one or more tranches, for a period of upto one year, from the date of passing of this Resolution, within the overall borrowing limits of the Company, as approved by the Members from time to time, with the authority to the Board (including any Committee thereof) to determine the terms and conditions, including the issue price of each NCDs.

The proposed borrowings, along with the existing borrowings of the Company, would be within the overall limits of outstanding borrowing of the Company, as may be approved by the Board, from time to time. The Board recommends and seeks consent for the resolution set out at Item No.1 of the Notice to the Members by way of Special Resolution.

None of the Directors of the Company or their relatives or Key Managerial Persons of the Company or their relatives are concerned or interested in the passing of the Resolution at Item No. 1, except to the extent of NCDs that may be subscribed by them, their relatives or companies/firms in which they are interested.

Registered Office:

7th Floor, Mudra House,
Opp. Grand Hyatt,
Santacruz (East),
Mumbai 400 055
Date: May 19, 2016
Place: Mumbai

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

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



**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 Extraordinary General Meeting of the Company to be held on Wednesday, May 25, 2016 at 10:30 a.m. at the Registered Office of the Company and at any adjournment in respect of such resolutions as are indicated below:

Resolution No 1: Private Placement of Non-Convertible Debentures;

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)
Extraordinary General Meeting, [day] [date] 2016

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 Extraordinary General Meeting of the Company held on Wednesday, May 25, 2016 at 10:30 a.m. 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.

