

NOTICE OF EXTRA – ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of Quantum Asset Management Company Private Limited will be held on Monday, June 19, 2017 at 1.00 P.M. at the Registered Office of the Company at 505, Regent Chambers, 5th Floor, Nariman Point, Mumbai - 400 021 to transact the following business:

SPECIAL BUSINESS:

1. Amendment of Articles of Association.

To amend the Articles of Association of the Company in conformity with the Companies Act, 2013 including Table F of Schedule I thereto and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the existing articles of the Articles of Association of the Company be and are hereby deleted and substituted with the new articles as contained in the draft Articles of Association submitted to this meeting be and are hereby approved and adopted.

FURTHER RESOLVED THAT any one Director of the Company and Brinda Modi, Company Secretary of the Company be and is hereby severally authorized to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

By Order of the Board

for **Quantum Asset Management Company Private Limited**

**Sd/-
Brinda Modi
Company Secretary
ACS : 29408**

Place: Mumbai

Dated: May 22, 2017

Registered Office
505, Regent Chambers,
5th Floor, Nariman Point,
Mumbai-400021

CIN Number: U65990MH2005PTC156152

Website : www.quantumamc.com

Email : Compliance@QuantumAMC.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business as set out in the notice is annexed hereto.
3. The proxy, in order to be effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution of the Company, authorizing their representative to attend and vote on their behalf at the meeting
5. Members / proxies/ authorised representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the EGM
7. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the EGM.

By Order of the Board
for Quantum Asset Management Company Private Limited

Sd/-
Brinda Modi
Company Secretary
ACS : 29408

Place: Mumbai
Dated: May 22, 2017
Registered Office
505, Regent Chambers,
5th Floor, Nariman Point,
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CIN Number: U65990MH2005PTC156152
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EXPLANATORY STATEMENT

[Pursuant to section 102 of the Companies Act, 2013]

Item No.1

The Articles of Association (“AoA”) of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. The AoA will be amended to bring the existing AoA in line with the Companies Act, 2013.

It is proposed to substitute the exiting AoA of the Company by a new set of AoA to make them in conformity with the provisions of Companies Act, 2013 including Table F of schedule I thereto.

Quantum Advisors Private Limited (the Sponsor) has entered into a Shareholders Agreement dated October 13, 2015 between Ajit Dayal and HWIC Asia Fund (Class Q)(“HWIC Asia”), an entity which is ultimately promoted and indirectly, wholly owned by Fairfax Financial Holding Limited. HWIC Asia pursuant to that Shareholder Agreement has acquired 49.20% of equity share capital of the Sponsor on July 11, 2016, which leads to indirect change in controlling interest of the Company in terms of SEBI (Mutual Funds) Regulations, 1996 and such indirect change in controlling interest was implemented in accordance with SEBI No Objection dated April 6, 2016 and June 1, 2016.

The Company as a Wholly Subsidiary Company of the Sponsor is required to follow certain Corporate Governance and Affirmative Vote clauses of the Shareholder Agreement, which ensure HWIC Asia’s customary minority protection rights as passive financial shareholder of the Sponsor.

The certain clauses which are required to be applicable and followed by the Company in terms of the Shareholder Agreement as a Wholly Owned Subsidiary of the Sponsor – and new articles in terms of the Companies Act, 2013 is incorporated in the Amended AoA.

The proposal requires the consent of the members. The Board of Directors recommends that the proposal be approved by the shareholders.

The proposed new draft AoA will be available for inspection at the registered office of the Company during working hours, i.e. 9.30 a.m. to 6.00 p.m. excluding Saturdays till the conclusion of the General meeting and will also be made available during the meeting.

None of the Directors of the Company or their relatives are in any way concerned or interested, financial or otherwise, in the Special Resolution.

By Order of the Board
for Quantum Asset Management Company Private Limited

Sd/-
Brinda Modi
Company Secretary
ACS 29408

Date: May 22, 2017
Place: Mumbai

Route Map to the venue of the EGM

