

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt about the contents of this document, or the action you should take, you are recommended to seek immediately your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all of your ordinary shares (“**Ordinary Shares**”) in India Capital Growth Fund Limited (the “**Company**”), please send this document (and accompanying form of proxy) as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or otherwise transferred part of your registered holding of Ordinary Shares, please retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

**INDIA CAPITAL GROWTH FUND LIMITED**

*(Incorporated and registered in Guernsey under the Companies (Guernsey) Law, 2008  
with registered number 43916)*

*Directors*

Elisabeth Scott (*Chairman*)

Peter Niven

John Whittle

*Registered Office*

1st Floor, Tudor House

Le Bordage

St Peter Port

Guernsey

22 May 2019

Dear Shareholders

**Notice of Annual General Meeting**

**1. INTRODUCTION**

I am writing to give you formal notice of the Company’s 2019 Annual General Meeting (the “**AGM**”) to be held at 09.30 a.m. on 26 June 2019 at Royal Plaza, 1 Royal Avenue, St Peter Port, Guernsey, GY1 2HL.

**2. BUSINESS OF THE 2019 ANNUAL GENERAL MEETING**

The Notice is set out at the end of this letter.

A resolution relating to the financial statements for the year ended 31 December 2018 is included as Resolution 1 in the ordinary business of the AGM. The financial statements were posted to Shareholders on 4 April 2019 and can be found on the Company’s website [www.indiacapitalgrowth.com](http://www.indiacapitalgrowth.com).

Resolutions 1 to 2 deal with the ordinary business that normally takes place at the annual general meeting of the Company and require no explanation.

We are proposing Resolution 3 as an ordinary resolution to approve the Directors’ Remuneration Report in the financial statements, in accordance with best practice.

As required by the UK Corporate Governance Code, Elisabeth Scott, Peter Niven and John Whittle are all retiring as directors of the Company and standing for re-election. Resolutions 4, 5 and 6 are for the election of Elisabeth Scott, Peter Niven and John Whittle respectively as directors of the Company.

Resolution 7 provides authority for the Company to issue new shares representing approximately one third of the nominal value of the Company’s issued share capital as at today’s date, while Resolution 8 (a special resolution) provides that new shares may be issued amounting to approximately 20 per cent. of the Company’s issued share capital at the date on which the Resolution is passed, free from the rights of pre-emption contained within the Articles. Further details of these Resolutions are set out in

paragraph 3.

Resolution 9 (also a special resolution) is a market standard authority to authorise the Company to make market purchases of Ordinary Shares, further details of which are set out in paragraph 4.

### **3. AUTHORITY TO ALLOT AND DISAPPLICATION OF PRE-EMPTION RIGHTS**

The Board is proposing that the Shareholders authorise the Directors to allot new shares up to one third of the nominal value of the Company's issued share capital as at the date on which the Resolutions are passed, and to permit new shares representing up to 20 per cent. of the Company's issued share capital to be issued free from the pre-emption rights contained within the Articles.

While the one third figure is market standard and consistent with corporate governance guidance, the extent of the proposed disapplication of pre-emption rights exceeds the best practice recommendations of the Pre-Emption Group (which stipulate that, in ordinary circumstances, such disapplication should be limited to 5 per cent. of a company's issued share capital and, where relevant, an additional 5 per cent. in connection with certain specific transactions in the contemplation of that company's board). Having considered this guidance, the Board is comfortable with the form of Resolution 8 on the basis that the increased flexibility sought pursuant to Resolution 8 is appropriate for an investment company, as new Ordinary Shares will only be issued at or above Net Asset Value per Ordinary Share, and justifiable having regard to the dynamic nature of the Indian market.

### **4. SHARE BUY-BACK AUTHORITY**

Resolution 9 is a special resolution and is a market standard authority which authorises the purchase by the Company of Ordinary Shares not exceeding 14.99 per cent. of the issued share capital of the Company at the date of the AGM. The authority will lapse at the earlier of the conclusion of the annual general meeting of the Company to be held in 2020 or 31 December 2020. A similar buy-back authority will be sought at each subsequent annual general meeting.

The Directors will only make repurchases through the market at prices (after allowing for costs) below the relevant prevailing Net Asset Value per Ordinary Share under the guidelines established from time-to-time by the Board. Purchases of Ordinary Shares may be made only in accordance with the Companies (Guernsey) Law, 2008, as amended ("**Companies Law**"). Under the Market Abuse Regulation (EU) No. 596/2014, the maximum price that may be paid by the Company on the repurchase of any shares pursuant to a general authority is 105 per cent. of the average of the middle market quotations for the shares for the five business days immediately preceding the date of purchase or, if higher, the amount stipulated by Regulatory Technical Standards adopted by the European Commission pursuant to Article 5 (6) of the Market Abuse Regulation.

Shareholders should note that the purchase of Ordinary Shares by the Company is at the absolute discretion of the Directors and is subject to the working capital requirements of the Company, the amount of cash available to the Company to fund such purchases and the Company satisfying the solvency test pursuant to the Companies Law. Accordingly, no expectation or reliance should be placed on the Directors exercising such discretion on any one or more occasions.

The Directors have no present intention of exercising the authority to purchase Ordinary Shares and would only do so if, in the light of market conditions, they considered that the effect of the purchases would be in the best interests of Shareholders generally.

Any Ordinary Shares repurchased pursuant to the general authority referred to above may be held in treasury. These shares may be subsequently cancelled or sold for cash. This would give the Company the ability to sell shares held in treasury quickly and cost efficiently, thereby improving liquidity and providing the Company with additional flexibility in the management of its capital base.

Unless authorised by Shareholders, Ordinary Shares will not be sold from treasury at a price less than the Net Asset Value per Share at the time of the sale unless they are first offered pro-rata to existing Shareholders.

### **5. ACTION TO BE TAKEN**

Shareholders will find enclosed with this document a form of proxy to be used in connection with the AGM. Whether or not you intend to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it by post to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD so as to be received not later

than 09.30 a.m. on 24 June 2019 or, if the meeting is adjourned, no later than 48 hours before the time for holding the adjourned meeting. The completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM, or any adjournment therefor, should they wish to do so.

If you hold Ordinary Shares in CREST you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Neville Registrars Limited (CREST Participant ID: 7RA11) so it is received by CREST no later than 09.30 a.m. on 24 June 2019 or, if the meeting is adjourned, no later than 48 hours before the time for holding the adjourned meeting. The completion and return of a CREST Proxy Instruction will not preclude Shareholders who hold their Ordinary Shares in CREST from attending and voting in person at the AGM, or any adjournment thereof, should you wish to do so.

If you have any questions relating to this document or the completion and return of the form of proxy or CREST Proxy Instruction, please call Neville Registrars Limited on telephone number 0121 585 1131 or, if telephoning from outside the United Kingdom, on +44 121 585 1131. Please note that no advice on the contents of this document nor on the matters to be voted upon at the AGM nor any financial, legal or tax advice can be given by Neville Registrars Limited and accordingly for such advice you should consult your stockbroker, solicitor, accountant, bank manager or other independent professional adviser.

This document is available in electronic form on the Company's website at [www.indiacapitalgrowth.com](http://www.indiacapitalgrowth.com). Copies will also be made available at the Company's registered office at 1st Floor, Tudor House, Le Bordage, St Peter Port, Guernsey during normal business hours on any Business Day from the date of this document until the date of the AGM and will also be available at the AGM.

## **6. RECOMMENDATION**

The Directors consider that the Resolutions to be proposed at the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the AGM as the Directors intend to do in respect of their own beneficial shareholdings amounting, in aggregate, to 77,500 Ordinary Shares, representing approximately 0.07 per cent. of the issued share capital of the Company at the date of this letter.

Yours faithfully,

Elisabeth Scott  
Chairman

## INDIA CAPITAL GROWTH FUND LIMITED

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the thirteenth annual general meeting of the Company will be held at Royal Plaza, 1 Royal Avenue, St Peter Port, Guernsey, GY1 2HL, on 26 June 2019 at 09.30 a.m. for the purpose of considering and, if thought fit, passing the following Resolutions of which Resolutions 1 – 7 will be proposed as Ordinary Resolutions and Resolutions 8 – 9 will be proposed as Special Resolutions.

#### Ordinary Resolutions

- 1) **THAT** the Annual Report and Consolidated Financial Statements of the Company for the year ended 31 December 2018 be received and adopted.
- 2) **THAT** Deloitte LLP be re-appointed as auditor of the Company (the “**Auditor**”) until the conclusion of the next annual general meeting and the Directors be authorised to fix the remuneration of the Auditor.
- 3) **THAT** the Directors’ Remuneration Report for the year ended 31 December 2018 be approved.
- 4) **THAT** Ms. Elisabeth Scott be re-elected as a Director of the Company.
- 5) **THAT** Mr. Peter Nevin be re-elected as a Director of the Company.
- 6) **THAT** Mr. John Whittle be re-elected as a Director of the Company.
- 7) **THAT:**
  - a) the Directors be generally and unconditionally authorised pursuant to and in accordance with Article 20.1 of the articles of incorporation of the Company (the “**Articles**”) to exercise, from the date of approval of these Resolutions until the date which is 15 months from the date of passing this Resolution or, if earlier, the end of the annual general meeting of the Company to be held in 2020 unless renewed, varied or revoked by the Company prior to that date, all the powers of the Company to allot Relevant Securities (as defined in the Articles) up to an aggregate nominal amount of £375,007.00 (representing approximately one third of the nominal amount of the Company’s issued share capital as at 22 May 2019); and
  - b) the Company may, before the expiry of such period make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authorities conferred by this Resolution have expired.

#### Special Resolutions

- 8) **THAT:**
  - a) pursuant to Article 21.8 of the Articles, the Directors be generally empowered to allot Equity Securities (as defined in the Articles) for cash or by way of sale of treasury shares pursuant to the authority conferred by Resolution 7, as if Article 21.1 did not apply to any such allotment provided that this power shall be limited to the allotment of such number of Ordinary Shares (as defined in the Articles) as is equal to 20 per cent. of the number of Ordinary Shares in issue at the date on which this Resolution is passed) and shall expire 15 months from the date of passing this Resolution or, if earlier, at the end of the annual general meeting of the Company to be held in 2020, unless renewed, varied or revoked by the Company prior to that date; and
  - b) the Company may, before the expiry of the period referenced in Resolution 8(a) above, make an offer or agreement which would or might require Equity Securities to be allotted and the Directors may allot Equity Securities in pursuance of such offer or agreement notwithstanding that the authorities conferred by this Resolution have expired.
- 9) **THAT**, in accordance with Section 315 of the Companies (Guernsey) Law, 2008, as amended (the

“Law”), the Company be authorised to make market acquisitions (within the meaning of Section 316 of the Law) of its own Ordinary Shares of one pence each which may be cancelled or held in treasury provided that:

- a) the maximum number of Ordinary Shares hereby authorised to be purchased shall be a number equal to 14.99 per cent of the Ordinary Shares in issue on the date this Resolution is passed;
- b) the minimum price (exclusive of expense) which may be paid for an Ordinary Share shall be one pence per Ordinary Share; and
- c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not be more than an amount equal to the higher of (i) 5 per cent. above the average mid-market value of the Company's Ordinary Shares for the five business days prior to the day the purchase is made and (ii) the amount stipulated by Regulatory Technical Standards adopted by the European Commission pursuant to Article 5 (6) of the Market Abuse Regulation (EU) No. 596/2014,

and any Ordinary Shares bought back by the Company will be cancelled or held in treasury at the discretion of the Directors and this authority will expire on the date which is 15 months from the date of passing of this Resolution or, if earlier, at the end of the annual general meeting of the Company to be held in 2019 (unless previously renewed, revoked or varied by the Company by ordinary resolution) save that the Company may make a contract to acquire Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after its expiration and the Company may make an acquisition of Ordinary Shares pursuant to such a contract.

By order of the Board  
Apex Fund Services (Guernsey) Limited Company  
Secretary  
22 May 2019

Notes:

1. A member is entitled to appoint a proxy to exercise all or any of his or her rights to attend, speak and vote on his or her behalf at the annual general meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company.
2. To be valid, a Form of Proxy must be deposited so as to be received no later than 09.30 a.m. on 24 June 2019, with the Company's Transfer Agent, by one of the following methods: (i) by post to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD, (ii) by hand during normal business hours to the above address, or (iii) in the case only where Ordinary Shares are held in CREST, via the CREST Proxy Voting Service. A Form of Proxy accompanies this document. The return of a completed Form of Proxy does not preclude a member from attending and voting at the meeting in person.
3. Pursuant to Regulation 41 of the Uncertificated Securities (Guernsey) Regulations, 2009 ("**CREST Regulations**"), the Company specifies that only those Shareholders registered in the Register of Members of the Company as at 09.30 a.m. on 24 June 2019 or, in the event that the annual general meeting is adjourned, as of 48 hours before the time of the adjourned meeting, shall be entitled to attend and/or vote at the aforementioned meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries in the Register of Members after 09.30 a.m. on 24 June 2019 or, in the event that the meeting is adjourned, in the Register of Members as of 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting, notwithstanding any provisions in any enactment, the articles of incorporation of the Company or other instrument to the contrary.
4. CREST Members who wish to appoint a proxy or proxies through the CREST Proxy Voting Service may do so for the annual general meeting to be held on the above date and any adjournment(s) thereof by using the procedures described in the CREST Manual, which can be viewed at the Euroclear website ([www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST Sponsored Members, and those CREST Members who have appointed a voting service provider(s), should refer to their CREST Sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
5. In order for a proxy appointment or instruction made using the CREST Proxy Voting Service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's Transfer Agent (ID: 7RA11) by the latest time(s) for receipt of proxy appointments specified in this notice of meeting. For this purpose, the time(s) of receipt will be taken to be the time(s) (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's Transfer Agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After such time(s), any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST Members and, where applicable, their CREST Sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST Member concerned to take (or, if the CREST Member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST Sponsor or voting service provider(s) take(s)) such action as shall be necessary to

ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST Members and, where applicable, their CREST Sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 34 of the CREST Regulations.

6. Any member which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that each corporate representative is appointed to exercise the rights attached to a different share or shares held by that member.
7. Any member attending the annual general meeting has the right to ask questions relating to the business of the meeting. The Company must cause any such question to be answered unless: (a) to do so would interfere unduly with the preparation of the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it would be undesirable to do so in the interest of the Company or the good order of the annual general meeting.
8. A copy of this notice can be found at the Company's website, [www.indiacapitalgrowth.com](http://www.indiacapitalgrowth.com). Members may not use any electronic address provided in this notice of meeting (or any document) to communicate with the Company for any purposes other than those expressly stated.