

Series: 65

DOCUMENT CONTAINING DISCLOSURES AS PER SCHEDULE 1 OF SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time including the amendments contained in the SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012 and RBI Circular no. DNBR.PD.004/03.10.119/2016-17 dated 30<sup>th</sup> August 2016 titled "Raising Money through Private Placement by NBFCs-Debentures etc." and Private Placement Offer Letter Pursuant to section 42 and Section 71 of the Companies Act, 2013 and Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital And Debentures) Rules, 2014 and other extant regulations.



**FULLERTON INDIA CREDIT COMPANY LIMITED**

**Corporate Identity Number: U65191TN1994PLCO79235**

Originally incorporated on 30<sup>th</sup> August 1994, in the name of Dove Finance Limited. The Company obtained Certificate of Commencement of Business on 15<sup>th</sup> September 1994. Name of the company was changed to First India Credit Corporation Limited w.e.f. 6<sup>th</sup> Jan 2006. The name was further changed to Fullerton India Credit Company Limited on 8<sup>th</sup> January 2007.

**Registered Office:** Megh Towers, Third Floor, Old No. 307, New No. 165, Poonamallee High Road, Maduravoyal, Chennai – 600 095, Tamil Nadu

**Corporate Office:** Supreme Business Park, Floors 5 & 6, B Wing, Supreme IT Park, Supreme City, Powai Mumbai 400 076

Website: [www.fullertonindia.com](http://www.fullertonindia.com)

Contact person: Mr. Pankaj Malik

Email: [Pankaj.malik@fullertonindia.com](mailto:Pankaj.malik@fullertonindia.com)

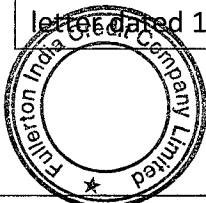
**DISCLOSURE DOCUMENT FOR PRIVATE PLACEMENT OF 1250 (ONE THOUSAND TWO HUNDRED AND FIFTY) (OR SUCH HIGHER NUMBER IN THE EVENT OF EXERCISE OF THE GREENSHOE OPTION, IF ANY) RATED, LISTED, SECURED, REDEEMABLE, TRANSFERABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE INR 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH AGGREGATING TO INR 125,00,00,000/- (RUPEES ONE HUNDRED AND TWENTY FIVE CRORE ONLY) WHICH MAY BE INCREASED TO INR 200,00,00,000/- (RUPEES TWO HUNDRED CRORE ONLY) IN THE EVENT THE GREENSHOE OPTION IS EXERCISED, ISSUED AT PAR BY FULLERTON INDIA CREDIT COMPANY LIMITED ON PRIVATE PLACEMENT BASIS.**


**GENERAL RISKS**

Investment in debt and debt related securities involve a degree of risk and investors should not invest any funds in the debt instruments, unless they can afford to take the risks attached to such investments. For taking an investment decision, the investors must rely on their own examination of the Company and the Issue including the risks involved. The Debentures have not been recommended or approved by Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this document.

**CREDIT RATING**

The Debentures are rated 'CARE AAA' (pronounced as CARE triple A) by CARE Limited vide letter dated 16<sup>th</sup> February 2018



REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE
 <p><b>LINK INTIME</b> INDIA PVT LTD</p> <p>Formerly INTIME SPECTRUM REGISTRY LTD</p> <p><b>Link Intime India Pvt. Limited</b> C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078</p>	<p><b>“CATALYST TRUSTEESHIP LIMITED” (Formerly GDA TRUSTEESHIP LIMITED)”</b></p> <p>GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune - 411 038</p>

**LISTING:**

The aforesaid Debentures of the Company are proposed to be listed on the wholesale debt market segment of the National Stock Exchange Ltd. (“NSE”). The issuer has obtained an ‘in-principle’ approval from the NSE for the listing vide its letter dated 19<sup>th</sup> February 2018

**ISSUE:**

Issue Opens on: 23<sup>rd</sup> February 2018

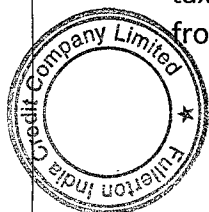
Issue Closing on: 23<sup>rd</sup> February 2018

Deemed Date of Allotment: 23<sup>rd</sup> February 2018

The Issuer reserves the right to change the Issue Schedule including the Deemed Date of Allotment at its sole discretion, without giving any reasons or prior notice. The Issue shall be open for subscription during the banking hours on each day during the period covered by the Issue Schedule.

**DISCLAIMER**

This Disclosure Document is neither a Prospectus nor a Statement in lieu of a Prospectus. The issue of Debentures is being made strictly on a private placement basis. This Disclosure Document is not intended to be circulated to Public. Multiple copies hereof given to the same entity shall be deemed to be given to the same person and shall be treated as such. It does not constitute and shall not be deemed to constitute an offer or an invitation to subscribe to the Debentures to the public in general. This Disclosure Document should not be construed to be a prospectus or a statement in lieu of prospectus under the Companies Act, 2013. This Disclosure Document has been prepared in conformity with the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time. This Disclosure Document has been prepared to provide general information about the Issuer to potential investors to whom it is addressed and who are willing and eligible to subscribe to the Debentures. This Disclosure Document does not purport to contain all the information that any potential investor may require. Neither this Disclosure Document nor any other information supplied in connection with the Debentures is intended to provide the basis of any credit or other evaluation and any recipient of this Disclosure Document should not consider such receipt a recommendation to purchase any Debentures. Each investor contemplating purchasing any Debentures should make its own independent investigation of the financial condition and affairs of the Issuer, and its own appraisal of the creditworthiness of the Issuer. Potential investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the Debentures and should possess the appropriate resources to



analyze such investment and the suitability of such investment to such investor's particular circumstances. The Issuer confirms that, as of the date hereof, this Disclosure Document (including the documents incorporated by reference herein, if any) contains all information that is material in the context of the Issue and sale of the Debentures, is accurate in all material respects and does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements herein, in the light of the circumstances under which they are made, not misleading. No person has been authorized to give any information or to make any representation not contained or incorporated by reference in this Disclosure Document or in any material made available by the Issuer to any potential investor pursuant hereto and, if given or made, such information or representation must not be relied upon as having been authorized by the Issuer.

**This Disclosure Document and the contents hereof are restricted for only the intended recipient(s) who have been addressed directly and specifically through a communication by the Company and only such recipients are eligible to apply for the Debentures. All investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this Issue. The contents of this Disclosure Document are intended to be used only by those investors to whom it is distributed. It is not intended for distribution to any other person and should not be reproduced by the recipient.**

No invitation is being made to any persons other than those to whom application forms along with this being issued have been sent by or on behalf of the Issuer. Any application by any person to whom the application form has not been sent by or on behalf of the Issuer shall be rejected without assigning any reason. The person who is in receipt of this Disclosure Document shall maintain utmost confidentiality regarding the contents of this Disclosure Document and shall not reproduce or distribute in whole or part or make any announcement in public or to a third party regarding the contents without the consent of the Issuer.

#### **DISCLAIMER CLAUSE OF STOCK EXCHANGES**

As required, a copy of this Information Memorandum has been filed with the NSE in terms of the SEBI Debt Listing Regulations. It is to be distinctly understood that submission of this Information Memorandum to the NSE should not in any way be deemed or construed to mean that this Information Memorandum has been reviewed, cleared or approved by the NSE; nor does the NSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum, nor does the NSE warrant that the Issuer's Debentures will be listed or will continue to be listed on the NSE; nor does the NSE take any responsibility for the soundness of the financial and other conditions of the Issuer, its promoters, its management or any scheme or project of the Issuer.

#### **DISCLAIMER CLAUSE OF SEBI**

As per the provisions of the SEBI Debt Listing Regulations, it is not stipulated that a copy of this Information Memorandum has to be filed with or submitted to the SEBI for its review / approval. It is to be distinctly understood that this Information Memorandum should not in any way be deemed or construed to have been approved or vetted by SEBI and that this Issue is not recommended or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any proposal for which the Debentures issued thereof is



proposed to be made or for the correctness of the statements made or opinions expressed in this Information Memorandum.

**DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is proposed to be made in India to investors as specified in this Information Memorandum, who shall be specifically approached by the Issuer. This Information Memorandum does not constitute an offer to sell or an invitation to subscribe to the Debentures herein, in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction.

**DISCLAIMER IN RESPECT OF RATING AGENCIES**

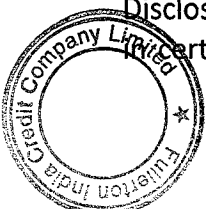
Ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned facilities or to buy, sell or hold any security. The Rating Agency has based its ratings on information obtained from sources believed by it to be accurate and reliable. The Rating Agency does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose facilities/ instruments are rated by the Rating Agency have paid a credit rating fee, based on the amount and type of facilities/ instruments.

**DISCLAIMER CLAUSE OF THE COMPANY**

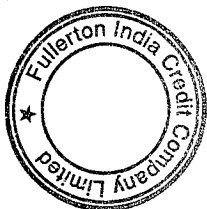
“The Company will not create or build any sinking fund for pooling of any accrued interest or other proceeds of that nature for this issue and investor is required to conduct its own due diligence and appraisal before investing. The Company will not be responsible in any manner, whatsoever for the investment decision made by an investor. Please read the “Disclaimer” clause and other terms of the IM so as to enable the investor to take a reasoned decision.”

**Each person receiving this Disclosure Document acknowledges that:**

Such person has been afforded an opportunity to request and to review and has received all additional information considered by it to be necessary to verify the accuracy of or to supplement the information herein; and such person has not relied on any intermediary that may be associated with issuance of Debentures in connection with its investigation of the accuracy of such information or its investment decision. The Issuer does not undertake to update the information in this Disclosure Document to reflect subsequent events after the date of the Disclosure Document and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Issuer. Neither the delivery of this Disclosure Document nor any sale of Debentures made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer since the date hereof. This Disclosure Document does not constitute, nor may it be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. No action is being taken to permit an offering of the Debentures or the distribution of this Disclosure Document in any jurisdiction where such action is required. The distribution of this Disclosure Document and the offering and sale of the Debentures may be restricted by law in certain jurisdictions. Persons into whose possession this comes are required to inform



themselves about and to observe any such restrictions. The Disclosure Document is made available to investors in the Issue on the strict understanding that the contents hereof are strictly confidential.



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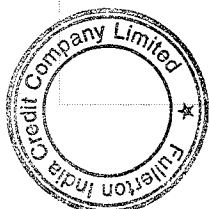
**DEFINITIONS AND ABBREVIATIONS**

Unless the context otherwise indicates or requires, the following terms shall have the meanings given below in this Disclosure Document.

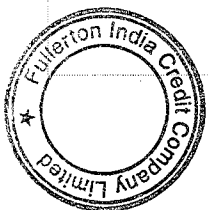
Term	Description
"Fullerton India Credit Company Limited" or the "Company" or the "Issuer"	Fullerton India Credit Company Limited, a public limited company incorporated under the Companies Act, 1956 and having its registered office at Megh Towers, Third Floor, Old No. 307, New No. 165, Poonamallee High Road, Maduravoyal, Chennai – 600 095, Tamil Nadu
Articles of Association	Articles of Association of the Company, as amended from time to time
Board of Directors/Board	The Board of Directors of the Company or a committee constituted thereof
Memorandum of Association	The Memorandum of Association of the Company, as amended from time to time

**Issue Related Terms**

Term	Description
Affiliate (s)	Affiliate (s) shall mean with respect to any person, any other person directly or indirectly Controlling, Controlled by, or under direct, indirect or common Control with, such person. For the purposes of this definition of "Affiliate", "Control", "Controlled" or "Controlling" shall mean, with respect to any person, any circumstance in which such person is controlled by any person by virtue of the latter person controlling the composition of the board of directors or managers or owning or controlling percentage of the voting securities or interests of such person or otherwise
AGM	Annual General Meeting
Application Form	The form in which an investor can apply for subscription to the Debentures
Business Day	means a day (other than a non-working Saturday or Sunday or a holiday declared under section 25 of the Negotiable Instruments Act, 1881 ) on which banks are open for business generally in Mumbai, India and in relation to any payment in any other city, such city
Beneficial Owner(s)/ Debenture Holder(s)	Shall mean initially the subscribers to the Debentures and for the time being the holders of the Debentures and for the subsequent Debenture Holder(s), each who fulfills the following requirements:- (i) Persons who are registered as such as beneficial owner(s) of the Debentures; and (ii) Persons who are registered as holder(s) of the Debentures in the register of Debenture Holder(s);



Term	Description
	(and shall include the registered transferees of the Debentures from time to time with the Issuer and the Depository) and in the event of any inconsistency between Sub-clauses (i) and (ii) above, Sub-clause (i) shall prevail.
The Act	Companies Act, 1956 as amended and to the extent not repealed and Companies Act, 2013
CDSL	Central Depository Services (India) Limited
Debentures	1250 (ONE THOUSAND TWO HUNDRED AND FIFTY) (OR SUCH HIGHER NUMBER IN THE EVENT OF EXERCISE OF THE GREENSHOE OPTION, IF ANY) RATED, LISTED, SECURED, REDEEMABLE, TRANSFERABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE INR 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH AGGREGATING TO INR 125,00,00,000/- (RUPEES ONE HUNDRED AND TWENTY FIVE CRORE ONLY) WHICH MAY BE INCREASED TO INR. 200,00,00,000/- (RUPEES TWO HUNDRED CRORE ONLY) IN THE EVENT THE GREENSHOE OPTION IS EXERCISED, ISSUED AT PAR BY FULLERTON INDIA CREDIT COMPANY LIMITED ON PRIVATE PLACEMENT BASIS.
Debenture Trust Deed	Debenture Trust Deed to be entered between the Company and the Debenture Trustee
Depository (ies)	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations 1996, as amended from time to time, in this case being NSDL and CDSL
Depositories Act	The Depositories Act, 1996, as amended from time to time
DP-ID	Depository Participant Identification Number
EGM	Extra Ordinary General Meeting
FPI	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as registered with SEBI
LODR	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
NBFC	Non-Banking Financial Company
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NRI	A person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management Act, 1999
Disclosure Document	This Disclosure Document/Private Placement Offer Letter through which the Debentures are offered on private placement basis hereinafter referred as Disclosure Document
PAN	Permanent Account Number
RBI	Reserve Bank of India
Record Date	In relation to any date on which a payment has to be made by the Issuer in respect of the Debentures, the date that is 15 (fifteen) days prior to that payment date



Term	Description
Register of Debenture Holders	The register is maintained by the Depository in terms of Section 88 of the Companies Act 2013
SCRA	Securities Contracts (Regulations) Act, 1956
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI Debt Listing Regulation	SEBI (Issue and Listing of Debt Securities) Regulations 2008, and amendments contained in the SEBI (Issue and Listing of Debt Securities) Amendment Regulations, 2012 as amended from time to time.

### Debenture Issue

1250 (ONE THOUSAND TWO HUNDRED AND FIFTY) (OR SUCH HIGHER NUMBER IN THE EVENT OF EXERCISE OF THE GREENSHOE OPTION, IF ANY) RATED, LISTED, SECURED, REDEEMABLE, TRANSFERABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE INR 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH AGGREGATING TO INR 125,00,00,000/- (RUPEES ONE HUNDRED AND TWENTY FIVE CRORE ONLY) WHICH MAY BE INCREASED TO INR 200,00,00,000/- (RUPEES TWO HUNDRED CRORE ONLY) IN THE EVENT THE GREENSHOE OPTION IS EXERCISED, ISSUED AT PAR BY FULLERTON INDIA CREDIT COMPANY LIMITED ON PRIVATE PLACEMENT BASIS.

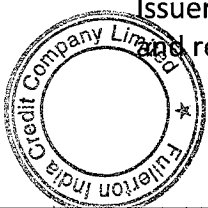
### General Risk

For taking an investment decision, investors must rely on their own examination of the Issue of the Debentures as per the information provided in this Disclosure Document as required under SEBI (Debt) Regulations. Potential investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the Debentures and should possess the appropriate resources to analyse such investment and the suitability of such investment to such investor's particular circumstances. It is the responsibility of potential investors to also ensure that they will sell these Debentures in strict accordance with this Disclosure Document and other applicable laws.

The security proposed to be created for the securing the Debentures will be created and perfected within the agreed time, including by procuring no-objection certificates/ Pari-passu letters from other charge holder(s).

### Issuer's Absolute Responsibility

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that, the information contained in this Disclosure Document is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Issuer further confirms that it is in full compliance and shall comply with all applicable laws and regulations in relation to the proposed issue of the Debentures.





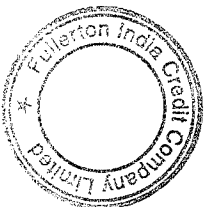
## CREDIT RATING

As on the date of this Disclosure Document and the Date of Allotment:

The Debentures are rated 'CARE AAA' (pronounced as CARE triple A) by CARE Limited vide their letter dated 16<sup>th</sup> February 2018

The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating should be evaluated independently of any other rating. The ratings obtained are subject to revision at any point of time in the future. The rating agency has the right to suspend, withdraw the rating at any time on the basis of new information etc.

This Disclosure Document for issue of Debentures on a private placement basis pursuant to SEBI (Debt Listing) Regulations, or such Listing Agreement entered into pursuant to SEBI LODR as amended from time to time is intended for private use and circulation and should not be construed to be a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures issued or to be issued by the Issuer under any law for the time being in force.



**DISCLOSURE DOCUMENT FOR ISSUE OF DEBENTURES ON A PRIVATE PLACEMENT BASIS PURSUANT TO SEBI (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 AS AMENDED FROM TIME TO TIME INCLUDING THE AMENDMENTS CONTAINED IN THE SEBI (ISSUE AND LISTING OF DEBT SECURITIES) (AMENDMENT) REGULATIONS, 2012 AS AMENDED FROM TIME TO TIME.**

**I. COMPANY DETAILS:**

**Name and Address of the Registered Office of the Issuer:**

**Issuer information**

**Name and Address of the Registered Office of the Issuer:**

Fullerton India Credit Company Limited. (herein after referred to as “the Issuer” or “the Company” or “Fullerton India” or “FICCL”)

**Registered Office:**

Megh Towers, Third Floor, Old No. 307, New No. 165, Poonamallee High Road, Maduravoyal, Chennai – 600 095, Tamil Nadu

**Corporate Office:**

Supreme Business Park, Floors 5 & 6, B Wing, Supreme IT Park, Supreme City, Powai Mumbai 400 076. Tel. No. 022 – 6749 1234 Fax: 022 – 67103309.

**Website: [www.fullertonindia.com](http://www.fullertonindia.com)**

**Chief Financial Officer, Company Secretary and Compliance Officer:**

Mr. Pankaj Malik

Chief Financial Officer and Company Secretary

Supreme Business Park, Floors 5 & 6, B Wing, Supreme IT Park, Supreme City, Behind Lake Castle, Powai Mumbai 400 076. Tel. No. 022 – 6749 1234 Fax: 022 – 67103309.

**Statutory Auditor:**

BSR & Co. LLP, Chartered Accountants

1<sup>st</sup> Floor, Lodha Excelus,

Apollo Mills Compound,

N M Joshi Marg,

Mahalaxmi, Mumbai – 400 011

Firm Registration No.: 101248W/ W-100022

**Trustee:**

**“CATALYST TRUSTEESHIP LIMITED” (Formerly GDA TRSUTEESHIP LIMITED)**

GDA House, Plot No. 85

Bhusari Colony (Right), Paud Road

Pune - 411 038

**Registrar:**

**Link Intime India Pvt. Ltd.**

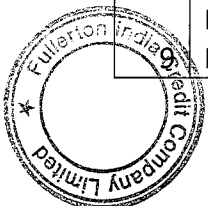
C-13, Pannalal Silk Mills Compound

Marg, Bhandup (West), Mumbai – 400 078.



**Rating Agency:****CARE Limited**4<sup>th</sup> Floor, Godrej Coliseum, Somaiya Hospital Road,  
Off Eastern Express Highway, Sion (E), Mumbai-400022**II. Name and Address of the Directors as on 15<sup>th</sup> February 2018**

Sr. No.	Name	Address	Designation	DIN	Occupation
1	Mr. Gan Chee Yen	79 Clover Way, Clover Park, Singapore – 579132	Chairman, Non- executive Director	03602857	Employment
2	Mr. Premod Thomas	72C, Trevoze Crescent, Singapore- 297744 Singapore	Independent Director	07252875	Company Director
3	Mr. Kenneth Ho Tat Meng	A29-1, Panorama, No 2, Persiaran Hampshire 50450 Kuala Lumpur, Malaysia	Non-Executive Director	07334898	Company Director
4	Ms. Sudha Pillai	D-241 (2nd Floor), Sarvodaya Enclave, New Delhi – 110017	Independent Director	02263950	Retired IAS Officer
5	Ms. Renu Challu	A 34/1 AFOCHS, Sainikpuri, Secunderabad – 500094 Telangana	Independent Director	00157204	Retired Banker
6	Dr. Milan Robert Shuster	Flat-C, 9/F, Block 3, Tung Chung Crescent, 1 Hing Tung Street, Lantau Island, Hong Kong – 999077	Independent Director	07022462	Finance Professional
7	Shirish Apte (w.e.f. 22.11.2017)	Unit 03-02, Block C, Arcadia Gardens, 239 Arcadia Road, Singapore -289845	Independent Director	06556481	Business Consultant
8	Anindo Mukherjee(w.e.f. 14.12.2017)	70 Grange Road #04-01 Grange 70,Singapore- 249574	Non-executive Director	00019375	Service
	Ms. Rajashree Nambiar	601 Lamour Apartment, 15th Road, Bandra – West, Mumbai – 400050	CEO & Managing Director	06932632	Employment



### III. A Brief Summary of the Business/ Activities of the Issuer and its Line of Business

#### **Fullerton India Credit Company Limited (FICCL)**

Fullerton India Credit Company Limited (“FICCL”/ “Fullerton India”/ “the Company”) is ultimately owned by Temasek Holdings (Private) Limited, Singapore, one of Asia’s biggest investment firms owned by the government of Singapore, through its subsidiary companies. FICCL is today one of India’s leading Non-Banking Finance Companies with expertise in Consumer Finance, Middle market lending and Small and Medium Enterprises (“SME”) businesses. Its target market comprises salaried and self-employed mass affluent, Small and Medium Enterprises (“SMEs”) and the growing rural segment.

FICCL was established through acquisition of Dove Finance Ltd., an NBFC incorporated in August 1994. FICCL is registered as a Category A (deposit taking) NBFC with RBI. In December 2005, Fullerton Financial Holdings Pte Ltd, Singapore (through its investment arm Angelica Investment Pte Ltd) the wholly owned subsidiary of Temasek Holdings (Private) Limited, acquired a controlling stake and management control in Dove Finance Ltd (a closely held finance company) and renamed the Company as First India Credit Corporation Limited. The Company was rechristened as Fullerton India Credit Company Ltd subsequently.

The date of incorporation of the company is 30<sup>th</sup> August 1994.

Fullerton India provides loans and financial Services to individuals, professionals, sole proprietorship units, and small & medium sized companies through its well diversified branches which stands at 527 as on 31<sup>st</sup> December 2017 and spread over 23 states. Products provided by FICCL include:

- Mortgage products, loans against property, personal loans, two wheelers loans for salaried as well as self-employed people,
- business loans to buy inventory, raw materials, renovation of premises, working capital and for personal requirements for small entrepreneurs and the self-employed
- Rural loans for livelihood advancement in rural areas to funding the growth of small and medium enterprises.

Besides this, Fullerton India also distributes third party general and life insurance products to this segment where there is very low penetration of insurance.

### IV. Corporate Structure

#### **A. Brief History of the Issuer since its Incorporation giving details of its Activities including any Reorganization, Reconstruction or Amalgamation, Changes in its Capital Structure, (Authorized, Issued and Subscribed) and Borrowings, if any, and Key Operational and Financial Parameters.**

#### **Brief History**

In December 2005, Fullerton Financial Holdings Pte Ltd, Singapore (through its investment arm Angelica Investment Pte Ltd) acquired a controlling (92.83%) stake and management



control in Dove Finance Limited (a closely held finance company originally incorporated on August 30, 1994) and renamed the company as First India Credit Corporation Limited. Since January 2007, the Company had been rechristened as Fullerton India Credit Company Limited. Fullerton Financial Holdings Pte Ltd is a wholly owned subsidiary of Temasek Holdings (Private) Ltd, Singapore and is Temasek's arm for holding strategic investments in the financial services sector.

Fullerton Enterprise Private Limited vide High Court order dated 6<sup>th</sup> February, 2009 merged itself with the Company w.e.f. 1<sup>st</sup> April, 2008.

Angelica Investments Pte Ltd and Fullerton Financial Holdings Pte Ltd jointly hold the entire share capital of the Company.

Temasek Holdings (Private) Ltd, Singapore, is one of Asia's biggest investment firms with a footprint across various industries. Its diversified portfolio is spread across the following sectors:

- ❖ Telecommunications and media
- ❖ Financial services
- ❖ Transportation and logistics
- ❖ Energy and resources
- ❖ Infrastructure and engineering

The Company has two wholly-owned subsidiaries, namely:

1. Fullerton India Home Finance Company Limited; and
2. Fullerton India Foundation for Economic and Social Development

Fullerton India Home Finance Company Limited is registered with National Housing Bank as housing finance institution.

Fullerton India Foundation for Economic and Social Development is a company incorporated under section 25 of the Companies Act, 1956 as a Non – Profit making Company. At present the company is undergoing conversion into a regular private company, limited by share capital.

#### **Change in name of the Company**

The Company was originally incorporated in the name of Dove Finance Limited on August 30, 1994. Later on the name was changed to First India Credit Corporation Limited on January 6, 2006. The name was subsequently changed to Fullerton India Credit Company Limited, w.e.f. January 8, 2007.

#### **Changes in Registered Office of the Company**

Originally, the Registered Office of the Company was located in the State of Tamil Nadu at 17-A, Baliah Avenue, Off, Luzchurch Road, Mylapore, Chennai-600004. With the approval of the shareholders obtained at the Annual General Meeting held on September 30, 2006 and the Company Law Board, Southern Region, the Registered Office of the Company was shifted w.e.f. July 6, 2007 to Building No.11, 2<sup>nd</sup> Floor, Solitaire Corporate Park, Andheri-Ghatkopar link Road, Chakala, Andheri (East), Mumbai – 400 093. Subsequently, with the



approval of the shareholders obtained at the Extra-ordinary General Meeting held on 8<sup>th</sup> March, 2010 and the order from the Company Law Board, Mumbai dated 13<sup>th</sup> September, 2010, the Registered Office of the company was shifted to 3<sup>rd</sup> Floor, No – 307, Venkat Towers, P. H. Road, Maduravoyal, Chennai – 600 095. The address of the Registered Office changed to Megh Towers, Third Floor, Old No. 307, New No. 165, Poonamallee High Road, Maduravoyal, Chennai – 600 095 w.e.f. 19<sup>th</sup> June, 2012.

### **The Business**

An extract of one of the main objects of Memorandum of Association of the Company is reproduced below:

“To carry on and undertake the business of finance, hire purchases, leasing and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plant and machinery and equipment that the Company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidize, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all, any, every kind and description, upon any terms what so-ever and to purchase or otherwise deal in all forms of immovable and movable property including land and buildings, plant and machinery, equipment, ships, aircraft, automobiles, computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and/or used.”

### **Management perception of Risk factors**

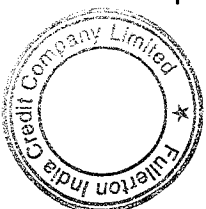
FICCL has a well-defined risk management policy framework for identification, assessment, and control to effectively manage risks associated with the various business activities. The FICCL risk management approach is based on a clear understanding of target market, environmental scanning and disciplined assessment and mitigation.

The Company has a risk management architecture independent from business to ensure impartial oversight. The Board of Directors endorses the credit risk strategy and approves the credit risk policies. They guide the development of policies, procedures and systems for managing overall risk. The Risk management function is adequately staffed with a Chief Risk Officer, General Managers for Credit Risk Management, Collections, Legal, Risk Analytics, and Operational Risk & Fraud Control.

The various risks relating to the business and their mitigation are detailed below:

#### a. Credit risk

This refers to risk of delay or defaults in payments by borrowers. High levels of customer defaults could adversely affect business plans, financials and credit worthiness. This can be mitigated by strong and independent credit, data based credit appraisal, proactive segment level monitoring and collection processes. Dynamic bureau data usage and deep portfolio analytics are extensively used by the Company for driving risk management actions and shaping the portfolio towards less volatile products.



b. Operational risk

The company is prone to operational risks due to employee errors, fraud and technology related issues. This risk is moderated via independent operational risk framework which assesses, highlights forward looking risks and specifies mitigants. Key control standards are implemented across businesses. Processes and functions are regularly reviewed. An independent Operational Risk Management Committee (ORMC) oversees this function.

c. Market and Liquidity risk

Interest rate risk is inherent to the Company's business as a borrower of funds. Since the Company is dependent on wholesale institutional funding, a rapid change in the risk appetite of lenders can adversely affect its funding plans. An independent and focused Asset Liability Committee (ALCO) tracks and monitors market indicators with a view to reducing this risk. Further, active diversification of lenders, matching asset - liability tenor and maintaining adequate liquidity buffers substantially reduce this risk.

d. Legal and Compliance risk

The Company is regulated by various authorities. Non adherences to any provisions or varying interpretations of existing guidelines may result in regulatory or legal actions with attendant costs. Strong internal processes and continuous monitoring and review of regulations mitigate this risk. An independent legal and compliance team oversees this activity.

e. Human Capital and Resources

The Operations of the Company are dependent on the availability on skilled and experienced personnel. Employee attrition hence poses a risk. Strong human resources policies and employee engagement can reduce this risk. An independent Human Resources team plays an enabling role in creating an environment of growth and development for the Company's employees. With a vision to be an 'Employer of Choice', this team builds a culture that fosters Integrity, Meritocracy, Teamwork and a sense of Community. This in turn inspires employees to perform and succeed.

f. Excessive Competition

The Risk of too many lenders chasing a limited market segment makes the overall proposition less attractive and prone to credit risk. However, the market for retail credit remains large and untapped. By careful assessment of the customer segment and choosing optimal geographical locations this risk is minimized.



**Changes in the Capital Structure**

The following changes have been made to the Capital Structure (Authorized, Issued and Subscribed) of the Company.

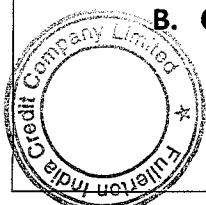
**A. Capital Structure as on 31<sup>st</sup> December 2017:**

Authorized Share Capital: Rs. 2,500 Crores-2,500,000,000 Equity Shares of Rs. 10 each.

Issued and Subscribed and paid up: Rs. 1980.0715 Crore - **1,98,00,71,519** Equity Shares of Rs. 10 each.

Share Premium account: Rs.141.0898 Crore

<b>Particulars</b>	<b>Aggregate Nominal Value (Rs. Crores)</b>	<b>Number of Securities</b>
<b><u>Authorized Share Capital</u></b>		
Equity Shares	2,500.00	2,500,000,000
Preference Shares	-	-
<b><u>Issued and Subscribed Share Capital</u></b>		
Equity Shares	1980.07151	1,98,00,71,519
Preference Shares	-	-
<b><u>Issued, Subscribed and Paid-up share Capital</u></b>		
Equity Shares	1980.07151	1,98,00,71,519
Preference Shares	-	-
<b><u>Size of Present Issue</u></b>		
Non-Convertible Debentures (Excluding Green-shoe option)	125	1250
<b><u>Paid-up Share Capital after the issue</u></b>		
Equity Shares	1980.0715	1,98,00,71,519
Preference Shares	-	-
<b><u>Paid-up Share Capital after the conversion of any convertible instruments</u></b>		
Equity Shares	NA	NA
Preference Shares	NA	NA
<b><u>Share Premium Account before the issue</u></b>		
	94.46	-
<b><u>Share premium account after the issue</u></b>		
	94.46	-

**B. Changes in Capital Structure:**



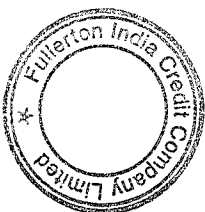
**(i) Changes in its authorized capital structure as on 31<sup>st</sup> December 2017, for the last five years:**

<b>Date of Change (AGM/EGM)</b>	<b>Particulars</b>
September 30, 2006	Increase in Authorised Share Capital of our Company from Rs. 250 Crores to Rs.1,000 Crores
December 27, 2007	Increase in Authorised Share Capital of our Company from Rs. 1,000 Crores to Rs.1,250 Crores
April 30, 2008	Increase in Authorised Share Capital of our Company from Rs. 1,250 Crores to Rs.2,500 Crores

**(ii) Issued and Subscribed Capital of the Company:**

- a. The issued and subscribed share capital of the Company as on **31<sup>st</sup> December 2017** is 1,980.0715 Crore constituting **1,98,00,71,519**, Equity Shares of Rs. 10 each.

Details of share capital history of the Company as on 31<sup>st</sup> December 2017 since incorporation are as follows:



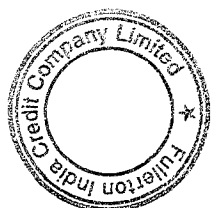
Date of Allotment	Nature of Issue and Allotment	Face Value	No of Equity Shares	Issue Price	Consideration (Cash, other than cash, etc.)	Cumulative			Allotment to
						No of shares	Equity Share Capital (Rs.)	Equity Share Premium (Rs.)	
	Shares held by original promoter	Rs. 10	4,500,000	Rs. 10	Cash	4,500,000	45,000,000	-	
12-Dec-05	Further Issue and Allotment	Rs. 10	17,400,000	Rs. 14	Cash	21,900,000	219,000,000	69,600,000	M/s. Angelica Investments Pte. Ltd.
12-Dec-05	Further Issue and Allotment	Rs. 10	40,890,000	Rs. 10	Cash	62,790,000	627,900,000	69,600,000	M/s. Angelica Investments Pte. Ltd.
30-Jan-06	Further Issue and Allotment	Rs. 10	78,909,500	Rs. 10	Cash	141,699,500	1,416,995,000	69,600,000	M/s. Angelica Investments Pte. Ltd.
22-Feb-06	Further Issue and Allotment	Rs. 10	44,470,000	Rs. 10	Cash	186,169,500	1,861,695,000	69,600,000	M/s. Angelica Investments Pte. Ltd.
21-Apr-06	Further Issue and Allotment	Rs. 10	26,730,000	Rs. 10	Cash	212,899,500	2,128,995,000	69,600,000	M/s. Angelica Investments Pte. Ltd.
8-Feb-07	Further Issue and Allotment	Rs. 10	222,620,000	Rs. 10	Cash	435,519,500	4,355,195,000	69,600,000	M/s. Angelica Investments Pte. Ltd.
20-Mar-07	Further Issue and Allotment	Rs. 10	219,212,500	Rs. 10	Cash	654,732,000	6,547,320,000	69,600,000	M/s. Angelica Investments Pte. Ltd.
23-Jan-08	Further Issue and Allotment	Rs. 10	197,423,750	Rs. 10	Cash	852,155,750	8,521,557,500	69,600,000	M/s. Angelica Investments Pte. Ltd.
4-Feb-08	Further Issue and Allotment	Rs. 10	2,961,180	Rs. 10	Cash	855,116,930	8,551,169,300	69,600,000	M/s. Angelica Investments Pte. Ltd.
3-Apr-08	Further Issue and Allotment	Rs. 10	9,157,120	Rs. 10	Cash	864,274,050	8,642,740,500	69,600,000	M/s. Angelica Investments Pte. Ltd.
15-May-08	Further Issue and Allotment	Rs. 10	204,149,450	Rs. 10	Cash	1,068,423,500	10,684,235,000	69,600,000	M/s. Angelica Investments Pte. Ltd.
23-Sep-08	Further Issue and Allotment	Rs. 10	47,017,750	Rs. 10	Cash	1,115,441,250	11,154,412,500	69,600,000	M/s. Angelica Investments Pte. Ltd.
19-Nov-08	Further Issue and Allotment	Rs. 10	241,650,000	Rs. 10	Cash	1,357,091,250	13,570,912,500	69,600,000	M/s. Angelica Investments Pte. Ltd.
	Further Issue and Allotment	Rs. 10	24,368,750	Rs. 10	Cash	1,381,460,000	13,814,600,000	69,600,000	M/s. Angelica Investments Pte. Ltd.
26-Mar-09	Further Issue and Allotment	Rs. 10	85,256,357	Rs. 10	Not Applicable	1,466,716,357	14,667,163,570	69,600,000	Fullerton Financial Holdings Pte. Ltd (Pursuant to merger order by Honorable High Court)
29-Sep-09	Further Issue and Allotment	Rs. 10	241,945,000	Rs. 10	Cash	1,708,661,357	17,086,613,570	69,600,000	M/s. Angelica Investments Pte. Ltd.
26-Sep-12	Further Issue and Allotment	Rs. 10	150,000,000	Rs. 10	Cash	1,858,661,357	18,586,613,570	69,600,000	M/s. Angelica Investments Pte. Ltd.
13-Nov-15	Further Issue and Allotment	Rs. 10	62,500,000	Rs. 24	Cash	1,921,161,357	19,211,613,570	944,600,000	M/s. Angelica Investments Pte. Ltd.
29-Mar-17	Further Issue and Allotment	Rs. 10	58,910,162	Rs. 23.95	Cash	1,980,071,519	19,800,715,190	1,410,898,380	M/s. Angelica Investments Pte. Ltd.

**Note:**

There has been allotment of shares by way of rights issue in the last one year preceding the date of offer letter.

b. Share holding pattern of the Company as on 31<sup>st</sup> December 2017:

Authorised Share Capital: Rs.2,500,00,00,000 (Rupees Two Thousand Five Hundred Crores only)

c. Top 10 shareholders as on 31<sup>st</sup> December 2017:

Sr No	Name	No. of Equity Shares	No of shares in demat form	Amount of Paid-up Capital (Amount in Rs.)	% of Shareholding
1	M/s. Angelica investments Pte. Ltd	1,894,815,162	0	18,948,151,620	95.69
2	M/s. Fullerton Financial Holding Pte. Ltd	85,256,357	0	852,563,570	4.31
		<b>1,980,071,519</b>	<b>0</b>	<b>19,800,715,190</b>	<b>100.00</b>

b. Details of Promoters holding in the Company as on 31<sup>st</sup> December 2017:

Sr No	Name	No. of Equity Shares	No of shares in demat form	Amount of Paid-up Capital (Amount in Rs.)	% of Shareholding
1	M/s. Angelica investments Pte. Ltd	1,894,815,162	0	18,948,151,620	95.69
2	M/s. Fullerton Financial Holding Pte. Ltd	85,256,357	0	852,563,570	4.31
		<b>1,980,071,519</b>	<b>0</b>	<b>19,800,715,190</b>	<b>100.00</b>

None of the equity shares held by the promoters have been pledged or otherwise encumbered.

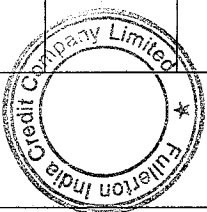
c. Details of the current Directors of the Company as on 15<sup>th</sup> February 2018:

There are no directors who are appearing in the RBI's defaulters list or ECGC default list

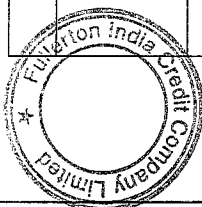
Sr No.	Name	DIN	Address	Age in yrs	Director since	Designation	Details of other Directorship
1.	Mr. Gan Chee Yen	03602857	79 Clover Way, Clover Park, Singapore 579132	58	25.08.2011	Chairman	<b>I. Public Companies</b> Nil <b>II. Private Companies</b> Nil <b>III. Foreign Companies</b> 1) CEI Contract Manufacturing Ltd 2) ST Asset Management Ltd 3) ACR Capital Holdings Pte Ltd 4) Fullerton Financial Holdings Pte Ltd



							<p>5) PT Bank Danamon Indonesia Tbk</p> <p>6) Dunia Finance LLC</p> <p>7) Clifford Capital Pte. Ltd</p> <p>8) Fullerton Credit (Sichuan) Ltd</p> <p>9) Fullerton Credit (Hubei) Ltd</p> <p>10) Fullerton Credit (Chongqing) Ltd</p> <p>11) Cambodia Post Bank PLC, Cambodia</p> <p>12) Surbana Jurong Private Ltd.(Formerly known as TJ Holding (II) Pte Ltd)</p> <p>13) Fullerton Credit (Yunnan)Ltd</p> <p><b><u>IV. Non Profit Making (Section 8 Companies)</u></b></p> <p>Nil</p>
2.	Mr. Kenneth Ho Tat Meng	07334898	27 Oxley Road, #07-06 Orchard Court, Singapore 238621	46	20.11.2015	Non-Executive Director	<p><b><u>I. Public Companies</u></b></p> <p>Fullerton India Home Finance company Limited</p> <p><b><u>II. Private Companies</u></b></p> <p>NIL</p> <p><b><u>III. Foreign Companies</u></b></p> <p>PT Fullab Kredit Tec Pvt Ltd, Indonesia</p> <p><b><u>IV. Non Profit Making (Section 8 Companies)</u></b></p> <p>Nil</p>
3.	Mr. Premod Thomas	07252875	72C, Trevoise Crescent, Singapore- 297744	59	9.10.2015	Independent Director	<p><b><u>I. Public Companies</u></b></p> <p>NIL</p> <p><b><u>II. Private Companies</u></b></p> <p>NIL</p> <p><b><u>III. Foreign Companies</u></b></p> <p>1. Capital insights Pvt Ltd, Singapore</p> <p>2. Mapletree Commercial Trust MGT Ltd.</p> <p>3. MGSA Private Trust, Singapore</p> <p>4. Gemstone Asset Holdings Pte</p>



							Ltd <b>IV. <u>Non Profit Making (Section 8 Companies)</u></b> Nil
4.	Ms. Sudha Pillai	02263950	D-241 (2 <sup>nd</sup> Floor), Sarvodaya Enclave, New Delhi – 15017	67	20.08.2014	Independent Director	<b>I. <u>Public Companies</u></b> 1. Jubilant Life Sciences Ltd and 2. International Travel House Ltd. 3. Dalmia Cement (Bharat) Limited 4. Dalmia Bharat Limited 5. OCL India Limited 6. Jubilant Generics Ltd 7. Amber Enterprise India Limited  <b>II. <u>Private Companies</u></b> I. PICL(India) Private Limited  <b>II. <u>Section 8 Companies</u></b> Nil
5.	Ms. Renu Challu	00157204	A 34/1 AFOCHS, Sainikpuri, Secunderabad – 500094 Telangana	64	20.08.2014	Independent Director	<b>I. <u>Public Companies</u></b> 1. SMS Ltd. 2. Reliance Nippon Life Insurance Company Ltd 3. NCC limited 4. Sheaffler India Ltd. (Formerly FAG Bearings India Limited) 5. Minda Industries Limited 6. Torrent Pharmaceuticals Limited 7. Fullerton India Home Finance Company Limited 8. Ceinsys Tech Ltd 9. IL&FS Financial Services Ltd.



							<p>ii. <b>Private Companies</b></p> <p>1. Netafim Agricultural Financing Pvt. Limited</p> <p>iii. <b>Foreign Companies</b></p> <p>Nil</p> <p>iv. <b>Section 8 Companies</b></p> <p>Nil</p>
6.	Dr. Milan Robert Shuster	07022462	Flat-C, 9/F, Block 3, Tung Chung Crescent, 1 Hing Tung Street, Lantau Island, Hong Kong – 999077	76	30.12.2014	Independent Director	<p>i. <b>Public Companies</b></p> <p>1. Fullerton India Home Finance Company Limited</p> <p>ii. <b>Private Companies</b></p> <p>Nil</p> <p>iii. <b>Foreign Companies</b></p> <p>Nil</p> <p>iv. <b>Section 8 Companies</b></p> <p>Nil</p>
7.	Mr. Shirish Apte	06556481	Unit 03-02, Block C, Arcadia Gardens, 239 Arcadia Road, Singapore -289845	65	22 November 2017	Independent Director	<p><u>Public Companies</u></p> <p><u>Nil</u></p> <p><u>Private &amp; Foreign Companies</u></p> <p>1. <u>Clifford Capital Pte Ltd</u></p> <p>2. <u>Pierfront Capital Mezzanine Fund Pt Ltd</u></p> <p>3. <u>AIG Asia Pacific Insurance Pte Ltd</u></p> <p>4. <u>HH Healthcare Berhad</u></p> <p>5. <u>Parkway Pantai Ltd</u></p> <p>6. <u>Acibadem Healthcare Group</u></p> <p>7. <u>Commonwealth Bank of Australia</u></p> <p>8. <u>The Institute of Banking and Finance (IBF)</u></p> <p>9. <u>Bank Handlowy</u></p> <p><u>Section 8 Companies</u></p> <p><u>NIL</u></p>

