

SUPPLEMENTAL INFORMATION MEMORANDUM

Series: 75 (Reissuance II)

Dated: 2-Jan-2019

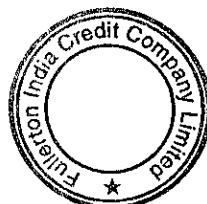
PRIVATE PLACEMENT OF 250 (TWO HUNDRED AND FIFTY) RATED, LISTED, SECURED, REDEEMABLE, TRANSFERABLE, ZERO-COUPON, NON-CONVERTIBLE DEBENTURES OF FACE VALUE RS. 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH AGGREGATING TO Rs. 25,00,00,000/- (RUPEES TWENTY FIVE CRORE ONLY), WHICH MAY BE INCREASED UPTO INR 150,00,00,000/- (RUPEES ONE HUNDRED AND FIFTY CRORE ONLY) IN EVENT THE GREENSHOE OPTION IS EXERCISED; ISSUED UNDER THE INFORMATION MEMORANDUM DATED NOVEMBER 12, 2018 (as amended/ supplemented from time to time) BY FULLERTON INDIA CREDIT COMPANY LIMITED

This Supplemental Information Memorandum ('Supplemental IM') is issued in terms of and pursuant to the Information Memorandum ('IM') dated November 12, 2018. All the terms, conditions, information and stipulations contained in the IM and any other previous Supplemental Information Memorandums issued pursuant thereto are incorporated herein by reference as if the same were set out herein. Investors are advised to refer to the same to the extent applicable. This Supplemental IM must be read in conjunction with the IM and any other previous Supplemental Information Memorandums issued pursuant thereto.

It is hereby confirmed that the Articles of Association of the Company does not include any clause which restricts consolidation and/ or re-issuance of Non-Convertible Debentures.

This Supplemental IM contains any material changes and relevant details to the information provided in the IM (*Refer Annexures*) and the following Supplemental Term Sheet for this further issuance/ tranche of debt securities under the **ISIN No. INE535H07AQ5**.

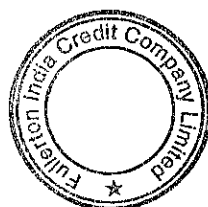
| | |
|-------------------|---|
| Issuer | Fullerton India Credit Company Limited (the 'Issuer' or the 'Company') |
| Instrument | Listed, Secured, Redeemable, Transferable, Zero-Coupon, Non-Convertible Debentures |
| Issue Size | 250 (TWO HUNDRED AND FIFTY) RATED, LISTED, SECURED, REDEEMABLE, TRANSFERABLE, ZERO-COUPON, NON-CONVERTIBLE DEBENTURES OF FACE VALUE RS. 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH AGGREGATING TO Rs. 25,00,00,000/- (RUPEES TWENTY FIVE CRORE ONLY), WHICH MAY BE INCREASED UPTO INR 150,00,00,000/- (RUPEES ONE HUNDRED AND FIFTY CRORE ONLY) IN EVENT THE GREENSHOE OPTION IS EXERCISED Upon issuance of these NCDs and with effect from the Deemed |



| | | | |
|--|---|----------------|---------------------------|
| | Date of Allotment (of this Reissuance) mentioned below, the existing aggregate outstanding principal amount of the Listed, Secured, Redeemable, Zero-Coupon, Non-Convertible Debentures under the ISIN No. INE535H07AQ5 shall stand increased from Rs. 57,40,00,000/- (RUPEES FIFTY SEVEN CRORE AND FORTY LAKHS ONLY) to Rs. 82,40,00,000/- (RUPEES EIGHTY TWO CRORE AND FORTY LAKHS ONLY) with a green shoe option to retain additional Rs. 125,00,00,000/- (RUPEES ONE HUNDRED AND TWENTY FIVE CRORES ONLY) | | |
| Issuance Mode/ Form | Private Placement/ In Dematerialized Form | | |
| Credit Rating | 'AAA' by CRISIL Limited | | |
| Face/ Par Value | Rs. 10,00,000/- each | | |
| Re-Issuance price | At Premium (i.e. Rs. 10,23,004/-) per NCD | | |
| Issue Consideration (Rs.) | | Per NCD | Total on INR 25CrS |
| | Clean Price (A) | 10,00,000 | 25,00,00,000 |
| | Reissuance Premium/ (Discount) (B) | 23,004 | 57,51,000 |
| | Reissuance Price (A+B) | 10,23,004 | 25,57,51,000 |
| Redemption Price | At Premium (i.e. Rs. 13,67,680.00 /-) per NCD | | |
| Minimum Application | 10 Debenture and in multiples of 1 Debenture thereafter | | |
| Residual Tenor (of this Reissuance) | 1198 days from deemed date of allotment of Re-issuance | | |
| Maturity Date | 19-April-2022 | | |
| Coupon Rate (of this Reissuance) | Zero-coupon (Reissued at premium and redeemed at premium - XIRR of 9.25% p.a.) | | |
| Interest Payment dates/ Frequency/ Coupon Payment Dates | N.A. | | |



| | |
|--------------------------------------|--|
| Redemption | The Debentures will be redeemed in full at premium on the Maturity Date |
| Default Interest rate | 2% p.a. over the premium price |
| Call Option | None |
| Put Option | None |
| Interest on application money | At the respective coupon rate (subject to deduction of tax of source, as applicable) from the date of realization of cheque(s)/ demand draft(s) up to one day prior to the Deemed Date of Allotment. |
| Listing | The debentures are proposed to be listed on WDM segment of NSE |
| Trustee | 'CATALYST TRUSTEESHIP LIMITED' (Formerly GDA TRSUTEESHIP LIMITED) |
| Security | <p>First Pari-Passu mortgage inter se among the Debenture Holders over the company's Immovable Property situated at plot No. 248 in Lakshmi Nagar, Sriperumbudur, Kancheepuram, Chennai and</p> <p>Pari-Passu First charge on present and future assets of the Company comprising of Loan receivables of the Company arising out of Business Loans, Personal Loans and Rural Loans Lease and Hire Purchase transactions currently aggregating to Rs. 18,693.7 Crore as on 30th November 2018 by way of hypothecation. The Company shall submit to the Debenture Trustee the list of loan receivables over which a first pari-passu charge has been created in favour of the Debenture Trustee (for the benefit of the Debenture Holders) as on the last day of each calendar quarter</p> <p>The security over loan receivables shall provide a minimum cover of 100% of the total principal and proportionate premium payable amount of Debentures outstanding at any point of time</p> |
| Holiday Convention | In case the redemption/ premium date falls on a day which is not a Business Day, the payment due shall be made on the preceding working day (the effective date as mentioned above) |
| Settlement | Payment of interest and principal will be made by way of Cheques/ DDs/ Electronic mode |
| Record Date | The 'Record Date' for the Debentures shall be 15 days prior to |



| | |
|--|---|
| | each premium payment and/ or principal repayment date |
| Depository | National Securities Depository Ltd. and Central Depository Services (India) Ltd. (NSDL/ CDSL) |
| Bidding Type | Open Book Bidding |
| Pay in to Exchange | T+1 from bidding date |
| Issue Opening Date (of this Reissuance) | 4-January-2019 |
| Issue Closing Date (of this Reissuance) | 4-January-2019 |
| Pay in Dates (of this Reissuance) | 7-January-2019 |
| Deemed Date of Allotment (of this Reissuance) | 7-January-2019 |

Redemption Payment Date

In order to ensure uniformity with respect to debt securities issued under this ISIN, it has been decided that redemption payment dates shall remain same as in the Original Information Memorandum dated November 12, 2018.

(The Issuer reserves the right to vary any of the above at its sole discretion without giving any reasons or prior notice)

For Fullerton India Credit Company Limited

Authorized Signatory

Date: - 02/01/2019.

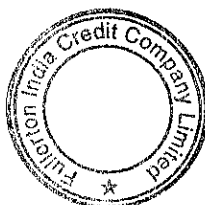


Authorized Signatory

Annexure - I

Bond Cash Flow***Series 75 (Reissuance II)**

| | |
|---------------------------|--|
| Company | Fullerton India Credit Company Limited |
| Face Value (per security) | Rs. 10,00,000 |
| Date of allotment | 7-January-2019 |



| | |
|------------------------|---|
| Redemption date | 19-April-2022 |
| Coupon Rate | Zero-Coupon (Reissued at premium and redeemed at premium at - XIRR of 9.25% p.a.) |
| Interest payment dates | N.A. |
| Day Count Convention | Actual/ Actual |

| Cash Flows | Date | No. of days in coupon period | Amount in Rs. |
|--------------|------------------------------|------------------------------|------------------------|
| Premium | 19 th April 2022 | 1198 | 9,19,20,000.00 |
| Principal | 19 th April 2022 | | 25,00,00,000.00 |
| Total | (Principal + Premium) | | 34,19,20,000.00 |

On subscription of Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) issued under this Supplemental IM (at the Reissuance Price mentioned above under 'Issue Consideration')

Annexure – II

In-Principle Approval from Debenture Trustee





CL/PUN18-18308873

01.01.2019

Mr. Ruchi Gupta,
SVP Treasury,
Fusion India Credit Company Ltd.,
Floor 8, B Wing, Supreme IT Park,
Supreme City, Near Loka Casket, Powai,
Mumbai - 400 075

Dear Sir,

Re: Consent to act as a Debenture Trustee for Private Placement of Rated, Listed, Secured, Redeemable, Zero Coupon, Non-Convertible Debentures of INR25 Crores, with a green shoe option to retain additional INR125 Crores, aggregating to INR150 crores under Series- 75 Reinsurance II.

We refer to your letter dated 01.01.2019, requesting us to convey our consent to act as the Debenture Trustee for the proposed issue of Rated, Listed, Secured, Redeemable, Zero Coupon, Non-Convertible Debentures of INR25 Crores, with a green shoe option to retain additional INR125 Crores, aggregating to INR150 crores under Series- 75 Reinsurance II, on private placement basis.

We hereby give our consent to act as Debenture Trustees for the issue of Rated, Listed, Secured, Redeemable, Zero Coupon, Non-Convertible Debentures of INR25 Crores, with a green shoe option to retain additional INR125 Crores, aggregating to INR150 crores under Series- 75 Reinsurance II, on private placement basis.

The Company shall enter into an Agreement with Trustee as required by Regulation 13 of SEBI (Debenture Trustees) Regulations, 1993 thereby agreeing to create the security within three months from the date of closure of issue or in accordance with the Companies Act, 2013 or as per the provisions as prescribed by any regulatory authority as applicable and comply with the provisions of applicable laws.

Assuring you of the best professional services.

Thanking you.

Yours faithfully,

Authorized Signatory



Annexure – III

Rating Letter

Ratings

CONFIDENTIAL

CRISIL

An S&P Global Company

FICCL/204980/NCD/051818632/6
December 31, 2018

Mr. Arvind Sampath
Head - Treasury
Fullerton India Credit Company Limited
Ground Floor Trade Point Building
Unit No 7 & 8 Kamala Mills
Pandurang Budhkar Marg
Lower Parel
Mumbai - 400013
Tel: 2243215244

Dear Mr. Arvind Sampath,

Re: CRISIL Rating on the Rs.2200 Crore Non-Convertible Debentures of Fullerton India Credit Company Limited

All ratings assigned by CRISIL are kept under continuous surveillance and review.

Please refer to our rating letters dated December 03, 2018 bearing Ref. no.: FICCL/204980/NCD/051818632/5

Please find in the table below the ratings outstanding for your company.

| S.No. | Instrument | Rated Amount (Rs. in Crore) | Rating Outstanding |
|-------|----------------------------|-----------------------------|--------------------|
| 1 | Non-Convertible Debentures | 2200 | CRISIL: AAA/Stable |

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL will be necessary.

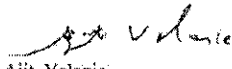
As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to withdraw or revise the ratings assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information or other circumstances, which CRISIL believes, may have an impact on the rating.

As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crisil.com

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

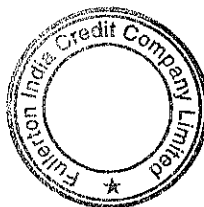

Ajit Velonis
Director - CRISIL Ratings


Nivedita Shibu
Associate Director - CRISIL Ratings



A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. All CRISIL ratings are under surveillance. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and omissions, including those that may arise from the use of the information provided by users / transmitters / distributors of the product. CRISIL Ratings does not have any financial liability whatsoever to the subscribers / users / transmitters / distributors of the product. CRISIL Ratings does not have any financial liability whatsoever to the subscribers / users / transmitters / distributors of the product. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1800-267-1301.

CRISIL House, Central Avenue, Hirasandani Business Park, Powai, Mumbai - 400075. Phone: +91 22 3342 3000 | Fax: +91 22 4040 5800
www.crisil.com



Annexure – IV

Board Resolution (NCD + Reissuance)





Fullerton India Credit Company Limited
 Corporate Office, Floor 5 & 6, B-Wing, Supreme IT Park,
 Supreme City, Powai Mumbai 400 076
 Tel : +91 22 6749 1234
 Registered Office: Megh Towers, Third Floor, Old No. 307,
 New No. 165, Poonamallee High Road, Maduravoyal,
 Chennai – 600 095, Tamil Nadu

CIN – U65191TN1994PLC079235

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE BOARD MEETING OF FULLERTON INDIA CREDIT COMPANY LIMITED HELD ON 11 DECEMBER, 2018 AT MUMBAI

Issue of Long Term Non-Convertible Redeemable Debentures up to Rs. 10,000 crores on private placement basis for tenure up to 10 years

"RESOLVED THAT in supersession of any previous resolutions passed on the matter, the approval of the Board be and is hereby granted to issue Long Term Non-Convertible Redeemable Debentures, either as Senior secured debentures or unsecured debentures, of Rs. 10 Lacs each, on private placement basis, in one or more tranches or series, subject to the total outstanding debentures not exceeding Rs. 10,000 crores at any time, as per the following terms and conditions:

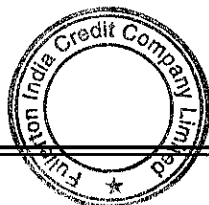
| Sr. No. | Particulars | Terms |
|---------|--------------------|--|
| a. | Type of Instrument | Long Term Non-Convertible Redeemable Debentures |
| b. | Issue Size | To be issued in one or more tranches provided the total outstanding debentures do not exceed Rs. 10,000 crores at any time |
| c. | Face Value | Rs. 10,00,000/- each |
| d. | Rate of Interest | Not Exceeding 12% p.a. |
| e. | Tenure | Up to 10 Years |
| f. | Purpose | To meet the fund requirements for the business activities of the Company |

RESOLVED FURTHER THAT any two members of the Borrowing Committee be and are hereby jointly authorized to decide the terms of the issue, including, deciding the Issue Date, Redemption, Minimum Application Money, Interest on Application Money, Put and Call Options, Security and Allotment date and on listing the Debentures on the Stock Exchanges.

RESOLVED FURTHER THAT any of the Borrowing Committee members be and are hereby authorized to identify the investors to whom Non-Convertible Redeemable Debentures are to be offered and to issue Allotment letter to persons subscribing to the issue of Debentures on a private placement basis and do all such things as required under Electronic Book Mechanism.

RESOLVED FURTHER THAT pursuant to SEBI Notification dated 30 June 2017 on Specifications related to International Securities Identification Number (ISINs) for debt securities ("ISIN reissuance circular") issued under the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the Board or the Borrowing Committee of the Company or such person/s or such committee (by whatever name called) be and are hereby authorized to approve reissuance of Debentures with/without modifications in terms and/or structure in order to comply with SEBI Notification dated 30 June 2017 on ISIN reissuance circular provided such reissue is in line with the procedure as has been laid out in Regulation 59 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT any two persons among the following executives of the Company;





Fullerton India Credit Company Limited
Corporate Office, Floor 5 & 6, B- Wing, Supreme IT Park,
Supreme City, Powai Mumbai 400 076
Tel : +91 22 6749 1234
Registered Office: Megh Towers, Third Floor, Old No. 307,
New No. 165, Poonamallee High Road, Maduravoyal,
Chennai – 600 095, Tamil Nadu

CIN – U65191TN1994PLC079235

- i. Ms. Rajashree Nambiar
- ii. Mr. Sanjeet Dawar
- iii. Mr. Pankaj Malik
- iv. Mr. Anil Noronha
- v. Mr. Ekhlaque Bari
- vi. Mr. Vishal Wadhwa
- vii. Mr. Mohit Bhardwaj
- viii. Mr. Kaushik Ray
- ix. Mr. Sunderraman Subramanian
- x. Mr. Swaminathan K
- xi. Mr. Vinod Kumar PK
- xii. Mr. Sunil Kaw
- xiii. Mr. Nitin Agrawal
- xiv. Mr. PM Mani
- xv. Mr. Ashwani Kumar

be and are hereby jointly authorized to execute all the necessary forms, returns, other documents, undertakings, agreements, deeds, acknowledgements and to complete all other formalities to give effect to this resolution.

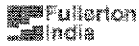
RESOLVED FURTHER THAT a copy of the aforesaid resolution duly certified by any one of the Directors or the Company Secretary be furnished to the authorities, agencies and they be requested to act thereon."

For Fullerton India Credit Company Limited

**Pankaj
Malik**

Pankaj Malik
Chief Financial Officer & Company Secretary





Fullerton India Credit Company Limited
Corporate Office: 14th & 15th, B Wing, Sunbeam II Park,
Sector No. 47, Gurgaon, Haryana-122002
Tel: 011-2267801258
Registered Office: High Tower, 14th Floor, Old No. 207,
New No. 100, Post Noida Road, Mayapuri,
New Delhi-110002, India
CIN: J6519114199472009000

**CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF
FULLERTON INDIA CREDIT COMPANY LIMITED HELD ON 6 JULY, 2018 AT MUMBAI**

**Approve offer of Long Term Non-Convertible Redeemable Debentures up to Rs. 5,000 crores on
private placement basis.**

"RESOLVED THAT subject to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Sections 42, 71 and other applicable provisions of the Companies Act, 2013, consent of the Company be and is hereby accorded for offer of Long Term Non-Convertible Redeemable Debentures ("Debentures"), in one or more tranches or series, on private placement basis, provided the total face value of Debentures offered in the next one year, beginning from this date of the meeting, does not exceed an amount of Rs. 5,000 Crores, excluding the Debentures already issued."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to decide the additional terms and conditions of the offer, purpose of the offer, face value, listing of Debentures on stock exchanges, offering security against the Debentures issued and all other matters related to issue of Debentures including providing necessary authorizations for carrying out the functions mentioned herein and for execution of necessary documents, undertakings, agreements, deeds, acknowledgements and to do all such acts, deeds, matters and things as may be deemed necessary and expedient for issue of Debentures."

For Fullerton India Credit Company Limited

Pankaj Malik
Digitally signed by Pankaj Malik
DN: cn=Pankaj Malik, o=Fullerton India Credit Company Limited,
ou=Fullerton India Credit Company Limited, email=pankaj.malik@fullertonindia.com,
c=IN

Pankaj Malik
Chief Financial Officer & Company Secretary





Fullerton India Credit Company Limited
Corporate Office: 11th & 12th, 8-Wing, Sunbeam II Park,
Sukdev Park, Post No. 44, Pin-400 076
Tel: 022 229 748 1, 2, 3, 4
Registered Office: 402, 1st Floor, Old No. 207,
New No. 100, Poojara Road, High Road, Madhavaram,
Chennai - 600 082, Tamil Nadu

CIN - U65191 141924F 0072223

**CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF
FULLERTON INDIA CREDIT COMPANY LIMITED HELD ON 6 JULY, 2018 AT MUMBAI**

**Approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies
Act, 2013, not exceeding Rs. 25,000 crores.**

"RESOLVED THAT in supersession of all earlier resolutions passed on the matter and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and the relevant regulations/directions as may be prescribed by the Reserve Bank of India from time to time (including any amendment(s), modification(s) thereof) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors or to such person/s or such committee (by whatever name called), as may be authorized by the Board in this regard, to borrow at any time or from time to time by obtaining loans, overdraft facilities, lines of credit, commercial papers, non-convertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, Insurance Companies, Mutual Funds or other Corporates or other eligible investors, including by way of availing credit limits through Non-Fund based limits i.e. Bank Guarantee, Letter of Credit, etc. or by any other means as deemed fit by it, against the security of term deposits, movables, immovable or such other assets as may be required or as unsecured, at any time or from time to time, any sum or sums of money(ies) which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of paid-up share capital of the Company, its free reserves and Securities Premium, provided that the total amount so borrowed by the Board shall not at any time exceed Rs 25,000 crores (Rupees Twenty Five Thousand Crores only)."

RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regard, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the afove, including execution of all such documents, instruments and writings, as may be required."

For Fullerton India Credit Company Limited

Pankaj Malik

Chief Financial Officer & Company Secretary

Pankaj Malik
Chief Financial Officer & Company Secretary

