

**SUPPLEMENTAL INFORMATION MEMORANDUM**

Series: 68 (Option II- Reissuance II)

Dated: 24-July-2019

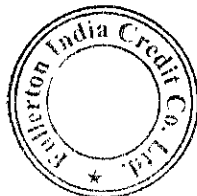
**PRIVATE PLACEMENT OF 500 (FIVE HUNDRED) RATED, LISTED, SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE RS. 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH AGGREGATING TO Rs. 50,00,00,000/- (RUPEES FIFTY CRORE ONLY), WHICH MAY BE INCREASED UPTO INR 150,00,00,000/- (RUPEES ONE HUNDRED AND FIFTY CRORE ONLY) IN EVENT THE GREENSHOE OPTION IS EXERCISED; ISSUED UNDER THE INFORMATION MEMORANDUM DATED JUNE 05, 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 June 05, 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.

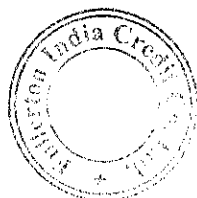
It is hereby confirmed that the Articles of Association of the Company does not include any clause which restricts consolidation and/ or re-issuance of Non-Convertible Debentures.

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. INE535H07AJ0**.

<b>Issuer</b>	Fullerton India Credit Company Limited (the 'Issuer' or the 'Company')
<b>Instrument</b>	Listed, Secured, Redeemable, Non-Convertible Debentures
<b>Issue Size</b>	500 (FIVE HUNDRED) RATED, LISTED, SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE RS. 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH AGGREGATING TO Rs. 50,00,00,000/- (RUPEES FIFTY 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, Non-



	Convertible Debentures under the ISIN No. INE535H07AJ0 shall stand increased from Rs. 155,00,00,000/- (RUPEES ONE HUNDRED AND FIFTY FIVE CRORE ONLY) to Rs. 205,00,00,000/- (RUPEES TWO HUNDRED AND FIVE CRORE ONLY) with a green shoe option to retain additional Rs. 100,00,00,000/- (RUPEES ONE HUNDRED CRORES ONLY)		
<b>Issuance Mode/ Form</b>	Private Placement/ In Dematerialized Form		
<b>Credit Rating</b>	'AAA' by CRISIL Limited		
<b>Face/ Par Value</b>	Rs. 10,00,000/- each		
<b>Re-Issuance price including Accrued Interest</b>	At Premium (i.e. Rs. 1020630.06/-) per NCD		
<b>Issue Consideration (Rs.)</b>		<b>Per NCD</b>	<b>Cash flow basis INR 50Crores of subscription</b>
	<b>Clean Price (A)</b>	1008447	504223500
	<b>(Accrued Interest) (B)</b>	12183	6091530
	<b>Reissuance Price (A+B)</b>	1020630	510315030
<b>Redemption Price</b>	At Par		
<b>Minimum Application</b>	10 Debenture and in multiples of 1 Debenture thereafter		
<b>Residual Tenor (of this Reissuance)</b>	922 days from deemed date of allotment of Re-issuance		
<b>Maturity Date</b>	15-December-2021		
<b>Coupon Rate (of this Reissuance)</b>	9.10% p.a. (Reissued at premium and redeemed at par - XIRR of 8.70% p.a.)		
<b>Interest Payment dates/ Frequency/ Coupon Payment Dates</b>	Every year on 7 <sup>th</sup> June and on maturity		



<b>Redemption</b>	The Debentures will be redeemed in full at par on the Maturity Date
<b>Default Interest rate</b>	2% p.a. over the coupon rate
<b>Call Option</b>	None
<b>Put Option</b>	None
<b>Interest on application money</b>	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.
<b>Listing</b>	The debentures are proposed to be listed on WDM segment of NSE
<b>Delay in Listing</b>	If the Debentures are not listed within 20 days from the Deemed Date of Allotment, the Company shall pay to the order of each Debenture Holder additional interest at the rate of 1% per annum over the Interest Rate from the expiry of 30 days from the Deemed Date of Allotment and until the Debentures are listed.
<b>Security Creation</b>	In case of delay in execution of Trust Deed and Charge documents, the Company will refund the subscription with agreed rate of interest or will pay penal interest of at least 2% p.a. over the coupon rate till these conditions are complied with at the option of the investor.
<b>Trustee</b>	'CATALYST TRUSTEESHIP LIMITED' (Formerly GDA TRSUTEESHIP LIMITED)
<b>Security</b>	<p>First Pari-Passu Mortgage charge inter se 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. 22,359 Crore as on 30<sup>th</sup> June 2019 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 interest payable amount of Debentures</p>

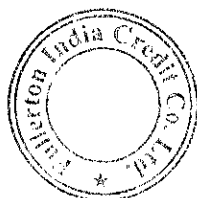


	outstanding at any point of time
<b>Holiday Convention</b>	In case the redemption date falls on a day which is not a Business Day, the payment due shall be made on the preceding working day (the effective date as mentioned above)  In case any of the Interest payment date falls on a day which is not a Business Day, the payment due shall be made on the succeeding working day and interest will be calculated till one day prior to the original interest payment date.
<b>Settlement</b>	Payment of interest and principal will be made by way of Cheques/ DDs/ Electronic mode
<b>Record Date</b>	The 'Record Date' for the Debentures shall be 15 days prior to each interest payment and/ or principal repayment date
<b>Depository</b>	National Securities Depository Ltd. and Central Depository Services (India) Ltd. (NSDL/ CDSL)
<b>Bidding Type</b>	Open ended
<b>Issue/ Bid Opening Date (of this Reissuance)</b>	25-July-2019
<b>Issue/ Bid Closing Date (of this Reissuance)</b>	25-July-2019
<b>Pay in Dates (of this Reissuance)</b>	26-July-2019
<b>Pay in to Exchange</b>	T+1 from bidding date
<b>Deemed Date of Allotment (of this Reissuance)</b>	26-July-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 June 05, 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



Authorized Signatory

**Annexure - I**

**Bond Cash Flow\***

**Series 68-Option II- (Reissuance II)**

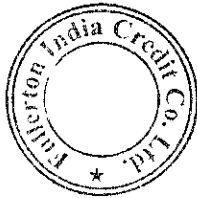
Company	Fullerton India Credit Company Limited
Face Value (per security)	Rs. 10,00,000
Date of allotment	26-July-2019
Redemption date	15-Dec-2021
Coupon Rate	9.10% p.a. (Reissued at premium and redeemed at par - XIRR of 8.70% p.a.)
Interest payment dates	Every year on 7 <sup>th</sup> June and on maturity
Day Count Convention	Actual/ Actual

Cash Flows	Date	No. of days in coupon period	Amount in Rs.
Interest	07 <sup>th</sup> June 2020	366	45,500,000
Interest	07 <sup>th</sup> June 2021	365	45,500,000
Interest	15 <sup>th</sup> December 2021	191	23,809,589
Principal	15 <sup>th</sup> December 2021		50,00,00,000
<b>Total</b>	<b>(Principal + Interest)</b>		<b>61,4809,589</b>

***On subscription of Rs. 50,00,00,000 (Rupees Fifty Crores Only) issued under this Supplemental IM (at the Reissuance Price mentioned above under 'Issue Consideration')***

***Annexure – II***

**In-Principle Approval from Debenture Trustee**



**CATALYST**  
Believe in yourself. Trust us!



CL/PUN/19-20/DEB/13

23.07.2019

Mr. Rachit Gupta,  
BVP Treasury,  
Fullerton India Credit Company Ltd.,  
Floor 8, B Wing, Supreme IT Park,  
Supreme City, Near Lake Castle, Powai,  
Mumbai - 400 076

Dear Sir,

**Re: Consent to act as a Debenture Trustee for Private Placement of Re-issuance of Rated, Listed, Secured, Redeemable, Non-Convertible Debentures of INR 50 crores with green shoe option to retain additional INR 100 crores under Series-68-Option II (Re-issuance II)**

We refer to your letter dated 23.07.2019, requesting us to convey our consent to act as the Debenture Trustee for the proposed issue of Re-issuance of Rated, Listed, Secured, Redeemable, Non-Convertible Debentures of INR 50 crores with green shoe option to retain additional INR 100 crores under Series-68-Option II (Re-issuance II) on private placement basis.

We hereby give our consent to act as Debenture Trustees for the issue of Re-issuance of Rated, Listed, Secured, Redeemable, Non-Convertible Debentures of INR 50 crores with green shoe option to retain additional INR 100 crores under Series-68-Option II (Re-issuance II) on private placement basis.

The Company shall enter into an Agreement with Trustee as required by Regulation 13 of SEBI (Debenture Trustee) Regulations, 1995 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.

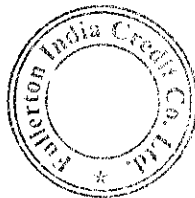
Thanking you.

Yours faithfully,

Authorized Signatory

CATALYST TRUSTEESHIP LIMITED CATALYST TRUSTEESHIP LIMITED  
Registered Office: 401/A, 4th - 45, 4th Floor, B Wing, 100ft Tower, Marolli Nagar, Mumbai-400020. Tel: 022-6221 4000 Fax: 022-6221 4001  
Regd. Office: C-14, 1st & 2nd Floor, 100ft Tower, Marolli Nagar, Mumbai-400020. Tel: 022-6221 4000 Fax: 022-6221 4001  
Head Office: 20/A, 2nd Floor, 100ft Tower, Marolli Nagar, Mumbai-400020. Tel: 022-6221 4000 Fax: 022-6221 4001  
CIN No. U72900MH2019PLC130000 Email: catalyst@cl.com Website: www.catalysttrustee.com  
Place : Mumbai | Telephone : 022-6221 4000

Annexure – III



**Rating Letter**

**Ratings**



**CONFIDENTIAL**

FICCI/225933/NCD/071956060  
July 05, 2019

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

Dear Mr. Arvind Sampath,

**Re: CRISIL Rating on the Rs. 6000 Crore Non Convertible Debentures of Fullerton India Credit Company Limited**

We refer to your request for a rating for the captioned Non Convertible Debentures.

CRISIL has, after due consideration, assigned its "CRISIL AAA/Stable" (pronounced as CRISIL triple A rating with Stable outlook) rating to the captioned debt instrument. Instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

For the purpose of issuance of the captioned debt instrument, this letter is valid for 180 calendar days from the date of the letter. In the event of your company not placing the above instrument within this period, or in the event of any change in the size/structure of your proposed issue, the rating shall have to be reviewed and a letter of revalidation shall have to be issued to you. Once the instrument is issued, the above rating is valid throughout the life of the captioned debt instrument.

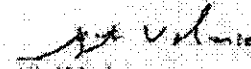
As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to withdraw or revise the ratings assigned to the captioned 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.

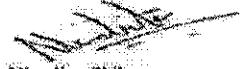
As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of 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@crsil.com](mailto:debtissue@crsil.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@crsil.com](mailto:debtissue@crsil.com)

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

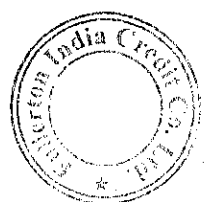
With warm regards,

Yours sincerely,

  
Ajit Velonic  
Director - CRISIL Ratings

  
  
Nivedita Shiba  
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. CRISIL or its associates may have other commercial transactions with the company/entity. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site: [www.crsil.com](http://www.crsil.com). For the CRISIL Rating, CRISIL is not liable on a "without prejudice" basis. Any rating provided by CRISIL, please contact Customer Service Dept. at 2243215244 or [debtissue@crsil.com](mailto:debtissue@crsil.com).





# Ratings



**Details of the Rs.6000 Crore Non-Convertible Debentures of  
Fullerton India Credit Company Limited**

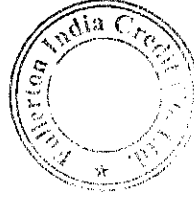
Instrument Series:	1st tranche		2nd tranche		3rd tranche	
	Amount Placed:					
Maturity Period:						
Put or Call Options (if any):						
Coupon Rate:						
Interest Payment Dates:						
Principal Repayment Details:	Date	Amount	Date	Amount	Date	Amount
Investors:						
Trustees:						

**In case there is an offer document for the captioned Debt issue, please send us a copy of it.**

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. CRISIL or its associates may have other commercial transactions with the company/entity. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating actions are available without charge to the public on the CRISIL web site: [www.crisil.com](http://www.crisil.com). For the information / details on the instrument of interest, please contact CRISIL - 400005, Plot No. 33, Sector 28, Gurgaon - 122002, India. Tel: 0124 4000050. Fax: 0124 4000051. 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 1294  
 www.fullertonindia.com  
 Registered Office: Megh Towers, 3rd Floor, Old No. 307  
 New No. 165, Poonamallee High Road, Medunavoyal  
 Chennai - 600 095 Tamil Nadu  
 CIN - U85191TN1994PLC079235

**CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE BOARD MEETING OF FULLERTON INDIA CREDIT COMPANY LIMITED HELD ON 29 MAY, 2019 AT MUMBAI**

**Issue of Long Term Non-Convertible Redeemable Debentures up to Rs. 13,500 crores on private placement basis for tenure up to 10 years**

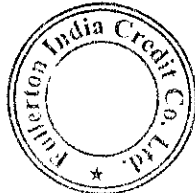
"RESOLVED THAT in supersession of any previous resolutions passed on the matter, the approval of the Board be and is hereby granted to issue Long Term Non-Convertible Redeemable Debentures, either as Senior secured debentures or unsecured debentures, of Rs. 10 Lacs each, on private placement basis, in one or more tranches or series, subject to the total outstanding debentures not exceeding Rs. 13,500 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. 13,500 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.





Fullerton India Credit Company Limited  
 Corporate Office: Floor 5 & 6, B Wing, Supreme IT Park  
 Supreme City, Powai, Mumbai 400 078  
 Tel: +91 22 6749 1234  
 www.fullertonindia.com  
 Registered Office: Megh Towers, 3rd Floor, Old No. 307  
 New No. 165, Poonamallee High Road, Madhavoyal  
 Chennai - 600 056 Tamil Nadu  
 CIN - U65191TN1694PLC079235

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

Sr. No.	Name of the Authorised Signatory	Emp. No.	Employee Grade
i.	Ms. Rajashree Nambiar	165104	President
ii.	Mr. Sanjeet Dawar	170163	EVP
iii.	Mr. Pankaj Malik	500282	EVP
iv.	Mr. Pavan Kaushal	175321	EVP
v.	Mr. Ekhlague Bari	169981	EVP
vi.	Mr. Vishal Wadhwa	139526	EVP
vii.	Mr. Anil Noronha	164493	EVP
viii.	Mr. Mohit Bhardwaj	159544	SM 3
ix.	Mr. Kaushik Ray	160477	SM 3
x.	Mr. Sunil Kaw	146710	SM 3
xi.	Mr. Sunderraman Subramanian	100263	SM 2
xii.	Mr. Vinod Kumar P K	139896	SM 2
xiii.	Mr. Swaminathan K	104234	SM 2
xiv.	Mr. Nitin Agrawal	149750	SM 3
xv.	Mr. PM Mani	123009	SM 1

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

Arun Mulge  
 Company Secretary





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, Madhavoyal,  
Chennai – 600 095, Tamil Nadu

CIN – U65191TN1994PLC079235

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING OF FULLERTON INDIA CREDIT COMPANY LIMITED HELD ON 08 APRIL 2019, AT MUMBAI**

**To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 32,000 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 32,000 crores (Rupees Thirty Two Thousand Crores only).”

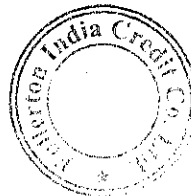
“RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to 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 above, including execution of all such documents, instruments and writings, as may be required.”

For Fullerton India Credit Company Limited

ARUN  
MULGE

Arun Mulge  
Company Secretary

Digitally signed by ARUN MULGE  
DN: cn=ARUN MULGE, o=Fullerton India Credit Company Limited,  
ou=Fullerton India Credit Company Limited, email=arun.mulge@fullertonindia.com,  
c=IN





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, Madhavoyal,  
Chennai – 600 095, Tamil Nadu

CIN – U85191TN1994PLC079235

**CERTIFIED TRUE COPY OF EXTRACT OF THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 32,000 Crores**

The existing borrowing limit for the Company was approved by the members in their General Meeting held on 6<sup>th</sup> July, 2018, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013. The current borrowing limit as approved by the shareholders is INR 25,000 crores.

Hence, considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company from INR 25,000 crores to INR 32,000 crores. The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

The Board recommends the above special resolution for your approval.

No Director or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution.

For Fullerton India Credit Company Limited

**ARUN  
MULGE**

Arun Mulge  
Company Secretary

Digitally signed by ARUN MULGE  
DN: cn=ARUN MULGE, o=Fullerton India Credit Company Limited, email=arun.mulge@fullertonindia.com, c=IN  
Date: 2019.04.28 16:33:28 +05'30'

