

**SUPPLEMENTAL INFORMATION MEMORANDUM**

Series: 72-Reissuance I

Dated: 30-July-2018

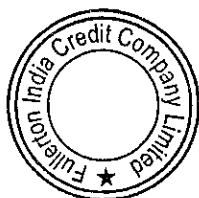
**PRIVATE PLACEMENT OF 250 (TWO HUNDRED AND FIFTY) RATED, LISTED, SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE RS. 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH AGGREGATING TO Rs. 25,00,00,000/- (RUPEES TWENTY FIVE CRORE ONLY), WHICH MAY BE INCREASED UPTO INR 50,00,00,000/- (RUPEES FIFTY CRORE ONLY) IN EVENT THE GREENSHOE OPTION IS EXERCISED; ISSUED UNDER THE INFORMATION MEMORANDUM DATED JULY 27, 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 July 27, 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. INE535H07AN2**.

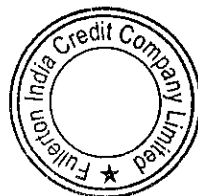
<b>Issuer</b>	Fullerton India Credit Company Limited (the 'Issuer' or the 'Company')
<b>Instrument</b>	Listed, Secured, Redeemable, Non-Convertible Debentures
<b>Issue Size</b>	250 (TWO HUNDRED AND FIFTY) RATED, LISTED, SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE RS. 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH AGGREGATING TO Rs. 25,00,00,000/- (RUPEES TWENTY FIVE CRORE ONLY), WHICH MAY BE INCREASED UPTO INR 50,00,00,000/- (RUPEES 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. INE535H07AN2 shall stand increased from Rs. 100,00,00,000/- (RUPEES ONE HUNDRED CRORE ONLY) to Rs. 125,00,00,000/- (RUPEES ONE HUNDRED AND TWENTY FIVE CRORE ONLY) with a green shoe option to retain additional Rs. 25,00,00,000/- (RUPEES TWENTY FIVE CRORES ONLY)		
<b>Issuance Mode/ Form</b>	Private Placement/ In Dematerialized Form		
<b>Credit Rating</b>	'AAA' by CRISIL Limited and 'AAA' by CARE Limited		
<b>Face/ Par Value</b>	Rs. 10,00,000/- each		
<b>Issue Consideration (Rs.)</b>	Cash flow basis INR 10Crores of subscription	<b>Per NCD</b>	<b>Total</b>
	<b>Clean Price (A)</b>	10,00,000.00	10,00,00,000.00
	<b>(Accrued Interest) (B)</b>	723.29	72,328.77
	<b>Reissuance Price (A+B)</b>	10,00,723.29	10,00,72,328.77
<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>	546 days from deemed date of allotment of Re-issuance		
<b>Maturity Date</b>	30-January-2020		
<b>Coupon Rate (of this Reissuance)</b>	8.80% p.a. (Reissued at par and redeemed at par - XIRR of 8.86% p.a.)		
<b>Interest Payment dates/ Frequency/ Coupon Payment Dates</b>	Every year on 30 <sup>th</sup> July 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>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. 16,907.6 Crore as on 30<sup>th</sup> June 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 interest payable amount of Debentures outstanding at any point of time</p>
<b>Holiday Convention</b>	<p>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)</p> <p>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</p>
<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>Issue Opening Date (of this Reissuance)</b>	01-Aug-2018
<b>Issue Closing Date (of this Reissuance)</b>	01-Aug-2018
<b>Pay in Dates (of this Reissuance)</b>	02-JAug-2018
<b>Deemed Date of Allotment (of this Reissuance)</b>	02-Aug-2018

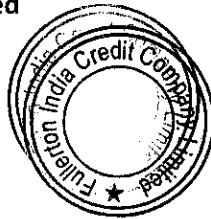
**Redemption Payment Date**

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 July 27, 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

Date:- 30<sup>th</sup> July 2018.

**Annexure - I****Bond Cash Flow\*****Series 72-Reissuance I**

Company	Fullerton India Credit Company Limited
Face Value (per security)	Rs. 10,00,000
Date of allotment	02-August-2018
Redemption date	30-Jan-2020
Coupon Rate	8.80% p.a. (Reissued at par and redeemed at par - XIRR of 8.86% p.a.)
Interest payment dates	Every year on 30 <sup>th</sup> July and on maturity
Day Count Convention	Actual/ Actual

Cash Flows	Date	No. of days in coupon period	Amount in Rs.
Interest	30 <sup>th</sup> July 2019	365	88,00,000
Interest	30 <sup>th</sup> January 2020	184	44,36,164
Principal	30 <sup>th</sup> January 2020		10,00,00,000
<b>Total</b>	<b>(Principal + Interest)</b>		<b>11,32,36,164</b>

***On subscription of Rs. 10,00,00,000 (Rupees Ten 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. That's all.



CL/PUN/18-19/DEB/35

30.07.2018

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

Dear Sir,

**Re: Consent to act as a Debenture Trustee for Private Placement of Reissuance of Rated, Listed, Secured, Redeemable, Non-Convertible Debentures of INR 25 Crores, with a green shoe option to retain additional INR 25 Crores, aggregating to INR 50 crores under Series- 72 Reissuance I.**

We refer to your letter dated 30.07.2018, requesting us to convey our consent to act as the Debenture Trustee for Private Placement of Reissuance of Rated, Listed, Secured, Redeemable, Non-Convertible Debentures of INR 25 Crores, with a green shoe option to retain additional INR 25 Crores, aggregating to INR 50 crores under Series- 72 Reissuance I.

We hereby give our consent to act as Debenture Trustees for Private Placement of Reissuance of Rated, Listed, Secured, Redeemable, Non-Convertible Debentures of INR 25 Crores, with a green shoe option to retain additional INR 25 Crores, aggregating to INR 50 crores under Series- 72 Reissuance I.

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

  
Anand Gupta  
Authorized Signatory



**Annexure – III**

**Rating Letter**





CARE/HO/RL/2018-19/2349

Mr. Arvind Sampath

Head – Treasury

Fullerton India Credit Company Ltd.

Floor 5 &amp; 6, B – Wing,

Supreme IT Park, Surpeme City,

Powai, Mumbai – 400 076.

July 27, 2018

**Confidential**

Dear Sir,

**Credit Rating for Non Convertible Debenture**

Please refer to our letter dated April 10, 2018 and your request for revalidation of the rating assigned to Non convertible debenture of Rs.4,000 crore.

2. The following rating has been reviewed

Instrument /Facility	Amount Rated (Rs. crore)	Amount Raised (Rs. crore)	Amount Repaid (Rs. crore)	Amount unutilised (Rs. crore)	Outstanding <sup>^</sup> (Rs. crore)	Rating <sup>1</sup>	Remarks
Non-Convertible Debentures	4,000 (Rupees four thousand crore only)	3,318.6 (Rupees three thousand three hundred eighteen crore and sixty lakh only)	25 (Rupees twenty five crore only)	681.4 (Rupees six hundred eighty one crore and forty lakh only)	3,293.6 (Rupees three thousand two hundred ninety three crore and sixty lakh only)	CARE AAA Stable; (Triple A; Outlook: Stable)	Reaffirmed

<sup>^</sup> as on July 26, 2018

3. Please arrange to get the rating revalidated, in case the proposed issue is not made within six months from the date of this letter.

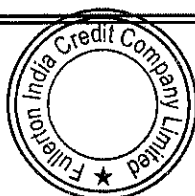
4. Please inform us the below-mentioned details of issue immediately, but not later than 7 days from the date of placing the instrument:

Instrument type	ISIN	Issue Size (Rs cr)	Coupon Rate	Coupon Payment Dates	Terms of Redemption	Redemption date	Name and contact details of Debenture Trustee	Details of top 10 investors

<sup>1</sup> Complete definitions of the ratings assigned are available at [www.careratings.com](http://www.careratings.com) and in other CARE publications.

CARE Ratings Limited  
(Formerly known as Credit Analysis & Research Limited)

<sup>4</sup> Floor, Godrej Coliseum, Somaiya Hospital Road, Off Eastern Express Highway, Sion (E), Mumbai - 400 022.  
Tel: +91-22- 6754 3456 • Fax: +91-22- 022 6754 3457 • [www.careratings.com](http://www.careratings.com) • CIN-L67190MH1993PLC071691





5. CARE reserves the right to undertake a surveillance/review of the rating from time to time, based on circumstances warranting such review, subject to at least one such review/surveillance every year.
6. CARE reserves the right to revise/reaffirm/withdraw the rating assigned as also revise the outlook, as a result of periodic review/surveillance, based on any event or information which in the opinion of CARE warrants such an action. In the event of failure on the part of the entity to furnish such information, material or clarifications as may be required by CARE so as to enable it to carry out continuous monitoring of the rating of the debt instruments, CARE shall carry out the review on the basis of best available information throughout the life time of such instruments. In such cases the credit rating symbol shall be accompanied by "ISSUER NOT COOPERATING". CARE shall also be entitled to publicize/disseminate all the afore-mentioned rating actions in any manner considered appropriate by it, without reference to you.
7. Users of this rating may kindly refer our website [www.careratings.com](http://www.careratings.com) for latest update on the outstanding rating.
8. CARE ratings are not recommendations to buy, sell, or hold any securities.

If you need any clarification, you are welcome to approach us in this regard.

Thanking you,

  
[Jude Varghese]  
Deputy Manager  
[jude.varghese@careratings.com](mailto:jude.varghese@careratings.com)

  
[Ravi Kumar Dasari]  
Associate Director  
[ravi.kumar@careratings.com](mailto:ravi.kumar@careratings.com)

Yours faithfully,

Encl: As above

**Disclaimer**

CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings/outlooks on information obtained from sources believed by it to be accurate and reliable. CARE 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 bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments. In case of partnership/proprietary concerns, the rating/outlook assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating/outlook may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors.



**Ratings**

CONFIDENTIAL

**CRISIL**  
An S&P Global CompanyFICCL/199513/NCD/051818632/3  
July 10, 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 Parcel  
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 June 11, 2018 bearing Ref. no.: FICCL/199513/NCD/051818632/1

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.

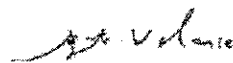
As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to withdraw or revise the ratings assigned to the captioned 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/MD/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](mailto: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](mailto:debtissue@crisil.com)

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

With warm regards,

Yours sincerely,

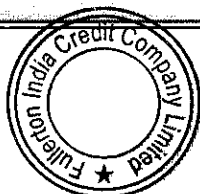
  
Ajit Velonic  
Director - CRISIL Ratings

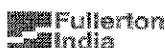
  
Nivedita Shibu  
Associate Director - CRISIL Ratings



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 especially states that it has no liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings and Outlook information are available without charge to the public on the CRISIL web site, [www.crisil.com](http://www.crisil.com). For the latest rating information on CRISIL, please contact Customer Service Helpline at 1800-267-1301. Corporate Identity Number: U67120MH1997PL0002865

CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai - 400076. Phone: +91 22 3342 8000 | Fax: +91 22 4040 5800  
[www.crisil.com](http://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. 185, Poonamallee High Road, Madhavavoyal,  
 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 28 MARCH, 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 issue Allotment letter to persons subscribing to the issue of Debentures on a private placement basis.

RESOLVED FURTHER THAT pursuant to SEBI Circular CIR/IMD/DF-1/67/2017 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 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 S 8.6, 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. 163, Poonamallee High Road, Madhavayal,  
Chennai - 600 095, Tamil Nadu

CIN - U65191TN1994PLC079235

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

- i. Ms. Rajashree Nambiar
- ii. Mr. Ajay Pareek
- iii. Mr. Pankaj Malik
- iv. Mr. Deepak Patkar
- v. Mr. Bikramjit Ganguly
- vi. Mr. Anil Nononha
- vii. Mr. Vishal Wadhwa
- viii. Mr. Mohit Bhardwaj
- ix. Mr. Kaushik Ray
- x. Mr. Sunderraman Subramanian
- xi. Mr. Swaminathan K
- xii. Mr. Vinod Kumar PK and
- xiii. Mr. Sunil Kaw

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

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: 10th Floor, E-Wing, Sunbeam II Park,  
Suzirve City, Kurla, Mumbai-400 070  
Tel: 022 226 790 1, 254  
Registered Office: High Road, 1st Floor, Old No. 507,  
New No. 105, 700 Kurla Road, Kurla, Mumbai  
CIN No - U051911H0294700092253

**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 the 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  
Jointly and severally  
with the other members of the Board of Directors  
of Fullerton India Credit Company Limited  
in accordance with the provisions of the Companies Act, 2013  
and the Memorandum and Articles of Association of the Company.

Pankaj Malik  
Chief Financial Officer & Company Secretary





Fullerton India Credit Company Limited  
Corporate Office: 10th Floor, 6-Wing, Sunbeam II Park,  
Suzerain City, Narva, Maharashtra 400 076  
Tel: 022 226 981 224  
Regional Office: High Tower, 14th Floor, Old No. 207,  
New No. 10, Pashan Road High Road, Malad (west),  
Mumbai - 400 052, India

CIN - U05191199947407253

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 suppression 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/directives 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 is 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

Pankaj Malik

Pankaj Malik  
Chief Financial Officer & Company Secretary

