

## NOTICE

**NOTICE is hereby given that the Extraordinary General Meeting of Fullerton India Credit Company Limited will be held on Monday, 12 March, 2018 at 11:30 a.m. at the corporate office of the Company at the Board Room, Floor 6, B Wing, Supreme IT Park, Supreme City, Powai, Mumbai 400076 to transact the following business:**

### **Special Business:**

#### **1. Appointment of Ms. Rajashree Nambiar (DIN: 06932632) as a Director:**

To consider and if thought fit to pass the following resolution, with or without modification, as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 161(1) and other applicable provisions if any, of the Companies Act, 2013, and the Articles of Association of the Company, Ms. Rajashree Nambiar (DIN: 06932632), who was appointed as an Additional Director of the Company with effect 12 February, 2018 and who holds office up to the date of the current General Meeting, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

#### **2. Appointment of Ms. Rajashree Nambiar as the Chief Executive Officer and Managing Director of the Company (DIN: 06932632):**

To consider and if thought fit to pass the following resolution, with or without modification, as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of the Article 130 of Articles of Association of the Company and Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), further pursuant to the recommendations of the Nomination and Remuneration Committee and Board of Directors, and further subject to such other consents, approvals and permissions, if any needed, Ms. Rajashree Nambiar (DIN 06932632) be and is hereby appointed as the Chief Executive Officer & Managing Director of the Company with effect from 12 February 2018 and that her office as the Managing Director of the Company shall be for a period of 3 (three) years, i.e. from 12 February 2018 till 11 February 2021.

RESOLVED FURTHER THAT her appointment would be subject to the following terms and conditions:

#### **I. Powers and Duties**

The CEO & Managing Director shall have the substantial powers of the management of the affairs of the Company, subject to superintendence, control and direction of the Board and shall be in the overall charge of the functioning of the Company, including, inter-alia, handling of the day-to-day business of the Company, appointment and termination of senior employees of the Company, acting on behalf of the Board and/or the Company and perform all the duties delegated to her by the Board by way of a General Power of Attorney or otherwise and which can be delegated to her from time to time in the future.



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

## **II. Remuneration**

Ms. Nambiar shall be entitled to such remuneration as may be decided by the Nomination and Remuneration Committee from time to time, which shall not exceed five percent of the net profits calculated in the manner specified under the Companies Act, 2013 and rules specified thereunder.

If during the currency of tenure of Ms. Nambiar, the Company has no profits or its profits are inadequate, she shall be entitled to minimum remuneration as per the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Pankaj Malik, Chief Financial Officer & Company Secretary be and is hereby authorized to file various necessary forms and furnish any other information to the RBI and/or any other regulator/s and/or with the Registrar of Companies, furnish certified copy of this resolution to the concerned authorities and agencies as and when required and do all such acts, deeds, things and matters which may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

**On behalf of the Board of Directors  
For Fullerton India Credit Company Limited**

**Sd/-  
Pankaj Malik  
Chief Financial Officer & Company Secretary**

**Date: 16 February, 2018  
Place: Mumbai**

**NOTES:**

- a. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of special business of the Notice set out above is annexed hereto
- b. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- c. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting
- d. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder and Register of contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection by the members at the Annual General Meeting.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**

**Item No. 1 and 2: To appoint Ms. Rajashree Nambiar as Director, Chief Executive Officer and Managing Director of the Company (DIN: 06932632)**

Based on the recommendation of the Nomination and Remuneration Committee, Ms. Rajashree Nambiar was appointed as an Additional Director by the Board with effect from 12 February 2018 to hold office up to the date of the current General Meeting, not liable to retire by rotation. She was also appointed as Chief Executive Officer and Managing Director with effect from 12 February 2018, subject to approval of the members.

The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of her eligibility, skills, experience, qualifications, etc., decided that she satisfied the fit and proper criteria in terms of the Companies Act, 2013 and the relevant RBI regulations and recommended her appointment as the Director, Chief Executive Officer & Managing Director of the Company with effect from 12 February 2018.

The Company had received consent letter from Ms. Nambiar to act as a Director/ Managing Director of the Company.

In view of enforcement of Section 50 of Companies (Amendment) Act, 2017 amending Section 160 with effect from 9 February, 2018 the Company is not required to obtain notice in writing, from member along with requisite deposit under section 160 of the Companies Act, 2013 as the appointment as Director/ Managing Director has been recommended by the Nomination and Remuneration Committee.

Her appointment shall be subject to following terms and condition:-

## I. Powers and Duties

The CEO and Managing Director shall have the substantial powers of the management of the affairs of the Company, subject to superintendence, control and direction of the Board and shall be in the overall charge of the functioning of the Company, including, inter-alia, handling of the day-to-day business of the Company, appointment and termination of senior employees of the Company, acting on behalf of the Board and/or the Company and perform all the duties delegated to her by the Board by way of a General Power of Attorney or otherwise and which can be delegated to her from time to time in the future.

## II. Remuneration

Ms. Nambiar shall be entitled to the remuneration, as may be decided by the Nomination and Remuneration Committee from time to time and which shall not exceed five percent of the net profits calculated in the manner specified under the Companies Act, 2013 and rules specified thereunder.

Further, if during the currency of tenure of the Ms. Nambiar, the Company has no profits or its profits are inadequate, she shall be entitled to minimum remuneration as per the provision of the Schedule V to the Companies Act, 2013.

Other relevant details of Ms. Rajashree Nambiar as prescribed under the Companies Act, 2013 are as under:

Sr. No	Particulars	
1.	Age	50
2.	Profile Including Qualification & Experience	<p>Ms. Rajashree Nambiar is a seasoned professional with more than 25 years of strong experience in retail banking in India, and possesses in-depth understanding across a spectrum of local retail banking products. In the last three and half years, she was the CEO and Executive Director of India Infoline Finance Ltd, the NBFC arm of IIFL group. In IIFL Finance, she successfully developed and executed on a long term business strategy focused on diversification of the retail segment into retail housing, commercial vehicles, Gold loans and SME; she has led the organisation through rapid digital transformation, with paperless account opening, payment and service solutions across all businesses; she has created from inception a robust organisational structure with centers of excellence for core functions, and a strong future leadership pipeline. During her stint, IIFL Finance has shown strong year on year profitability with doubling of the book in a short span of 3 years.</p> <p>Prior to joining IIFL, Ms. Rajashree Nambiar spent 22 years with Standard Chartered Bank within the retail segment where she held various management roles such as Head of Branch Banking, Country Head of Distribution and General Manager, Distribution &amp; Alternate</p>

		Channels, India & South Asia. Her last position at the Bank was as Head of Retail Products for India & South Asia where she managed a P&L of USD 6bn deposits and more than USD 2 bn of assets across 1.5 million customers.
3.	Date of first Appointment	12 February, 2018
4.	Shareholding in Company	Nil
5.	Relationship With other Directors/ KMP	None
6.	Other Directorship/partnership	Directorship: Nil Partnership: Humblerock Hospitality LLP
7.	Member/Chairmanship Of Committees	Nil

*\*Only membership & chairmanship of Audit Committees & Stakeholders Relationship Committees have been included.*

The Board recommends the appointment of Ms. Rajashree Nambiar as the Chief Executive Officer and Managing Director, by the shareholders of the Company by passing the ordinary resolution.

Mr. Rajashree Nambiar is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Ms. Rajashree Nambiar are, in any way, concerned or interested (financially or otherwise) in the proposed resolutions. The resolutions as set out in item no. 1 and 2 of this Notice are accordingly recommended for your approval by passing of Ordinary Resolution (s).

**On behalf of the Board of Directors  
 For Fullerton India Credit Company Limited**

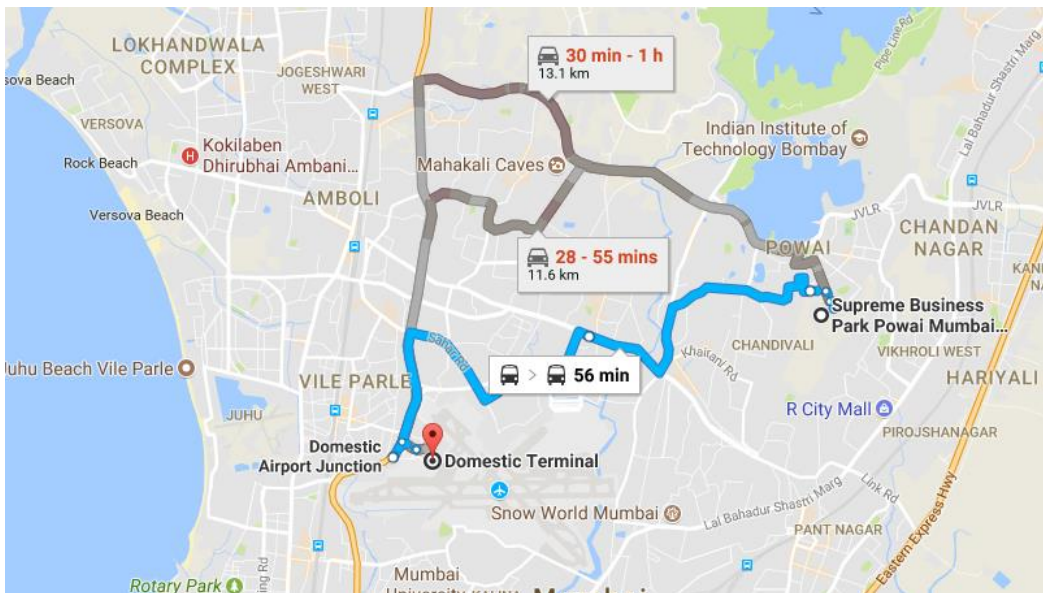
**Sd/-  
 Pankaj Malik  
 Chief Financial Officer & Company Secretary**

**Date: 16 February, 2018  
 Place: Mumbai**

**ROUTE MAP TO THE EGM VENUE**

**Venue:** Board Room, Fullerton India Credit Company Limited, Floor 6, B Wing, Supreme IT Park, Supreme City, Powai, Mumbai 400076

**From Airport**



**From Nearest Railway Station-Thane**

