

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of Fullerton India Credit Company Limited will be held on Thursday, 14th July, 2016 at 3 p.m. at the registered office of the Company at Megh Towers, Third Floor, Old No. 307, New No. 165, Poonamallee High Road, Maduravoyal, Chennai-600 095, Tamil Nadu to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and consolidated) for the year ended 31st March 2016 together with the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Gan Chee Yen (DIN: 03602857), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Statutory Auditors by passing the following resolution with or without modifications, as an Ordinary Resolution:

"RESOLVED THAT M/s. S.R. Batliboi & Co. LLP Chartered Accountants (Firm Registration Number 301003E), the retiring auditors be and are hereby re-appointed as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting for the financial year 2016-17 at a remuneration to be fixed by the Board of Directors or its Committee thereof."

Special Business:

4. **To appoint Mr. Kenneth Ho Tat Meng as the Director of the Company**

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

"RESOLVED THAT Mr. Kenneth Ho Tat Meng, who was appointed as an Additional Director, in terms of Section 161(1) of the Companies Act, 2013, by the Board of Directors w.e.f. 20th November, 2015, who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member along with deposit of requisite amount pursuant to the provisions of Section 160(1) of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as the Director of the Company and on appointment, he shall be liable to retire by rotation."

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

To consider and if thought fit to pass the following resolution with or without modification as a Special Resolution:

"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 authorised 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 all such acts, deeds, matters and things as may be deemed necessary and expedient for issue of Debentures.”

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



Pankaj Malik
Chief Financial Officer & Company Secretary

Date: 7th June, 2016
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 (Items 4 & 5)
- 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. 4: To appoint Mr. Kenneth Ho Tat Meng as the Director of the Company

Brief Profile of Mr. Kenneth Ho Tat Meng: Mr. Kenneth Ho carries more than two decades of Consumer and Commercial Banking experience. He is a graduate in Economics from Flinders University of South Australia and a Master of Business Administration holder from University Putra Malaysia. Currently, he is the Senior Vice President, Consumer Banking for Fullerton Financial Holdings (International) Pte Ltd. Previously, he was

with Citibank for 10 years covering the roles of Regional Director, Consumer Secured Lending of Citibank Asia Pacific regional office and in Citibank Singapore Pte Ltd as Head of Auto business and Citibusiness (Commercial Banking). Prior to joining Citibank, he also had substantial exposure in EON Bank Berhad, Malaysia, including managing the entire Auto Loans business (national) and covering numerous roles in Branch Banking as well.

Except Mr. Kenneth Ho, none of the Directors or Key Managerial Personnel or their relatives are interested in the resolution.

Your Directors recommend the passing of this ordinary resolution.

Item No. 5: To approve offer of Long Term Non Convertible Redeemable Debentures up to Rs. 5,000 crores on private placement basis

As per the provisions of the Companies Act, 2013 on issue of debentures, the Company is required to take prior approval of the shareholders by way of a special resolution before making any offer or invitation for debentures. This approval will be valid for one year.

The Company had taken the approval of the shareholders in the last Annual General Meeting held on 16th July, 2015. The said approval would expire on 15th July, 2016. Accordingly, approval of the shareholders is sought for issue/offer of Long Term Non Convertible Redeemable Debentures up to a maximum limit of Rs. 5,000 Crores. The members may kindly note the following details as regards the said debenture issuances:

- a. The shareholders' approval will be valid for one year from the date of the meeting, unless modified before the expiry of the said period of one year
- b. The debentures issued might either be secured debentures or unsecured debentures
- c. The price, tenure, decision to list on stock exchange, rate of interest and other terms will be decided at the time of the issue by the Board or Board delegated authority.

None of the Directors or Key Managerial Personnel or their relatives are interested in the resolution.

Your Directors recommend the passing of this special resolution.



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


Pankaj Malik
Chief Financial Officer & Company Secretary

Date: 7th June, 2016
Place: Mumbai