

NOTICE OF EXTRA ORDINARY GENERAL MEETING

TO THE MEMBERS OF THE COMPANY

Notice is hereby given that an Extra Ordinary General Meeting of Fullerton India Credit Company Limited will be held on Friday, 9th October, 2015 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, Behind Lake Castle, Powai, Mumbai 400 076 to transact the following businesses:

Special business:

To pass with or without modifications the following resolution as Ordinary Resolution:

1. To appoint Mr. Premod Thomas as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable regulations of the Reserve Bank of India, Mr. Premod Thomas (holding DIN 07252875) be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office with effect from 30th September, 2015 up to 30th September, 2018.”



By Order of the Board
For Fullerton India Credit Company Ltd


Pankaj Malik
Head - Finance & Company Secretary

Date: 9th September, 2015
Place: Mumbai

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of aforesaid item of the notice, set out above is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxy form may be deposited at the registered office of the Company not less than 48 hours before the commencement of this meeting.

Explanatory statement pursuant to the provisions of section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013, the following statement set out all material facts relating to the special business set out in accompanying Notice dated 9th September, 2015:

Item No. 1

It is proposed to appoint Mr. Premod Thomas as an Independent Director on the Board in the interest of better corporate governance and also to ensure compliance with the Section 149(4) of the Companies Act, 2013 which mandates that every listed public company shall have at least one-third of the total number of directors as Independent Directors. Further, as per Schedule IV to the Companies Act, 2013 the Independent Directors are supposed to be appointed by the shareholders.

Mr. Premod Thomas is proposed to be appointed for the period from 30th September, 2015 to 30th September, 2018, without being liable to retire by rotation at the AGM.

The Board of Directors of your company in its meeting held on 26th August, 2015, on the recommendation of the Nomination and Remuneration Committee, has considered the matter of appointment of Mr. Premod Thomas as Independent Director. In the opinion of the Board, Mr. Thomas fulfills the criteria of independence specified in the Act and the rules made thereunder and that he is independent of the management. Also In view of Nomination and Remuneration Committee Mr. Thomas meets the 'Fit & Proper' criteria. Your Board considers that the association of Mr. Thomas with the Company as an Independent Director would benefit the Company by bringing appropriate balance of skills, experience and knowledge in the Board.

The terms and conditions of appointment of the Mr. Premod Thomas shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.



A brief profile of Mr. Premod Thomas is as under:

Mr. Thomas in his professional career has worked with Bank of America, Temasek Group of Companies, Standard Chartered Bank, Singapore, Hong Leong Group of Malaysia. In his last stint with Hong Leong Group of Malaysia as the Group CFO, he led a number of successful Basel compliant capital raising exercises, the acquisition of Eon Bank and the bank's expansion strategy in Vietnam. These and other strategic initiatives led to a successful re-rating of the bank with a tripling of its market value. He stepped down from his executive role in August 2014 to pursue his interests in Advisory and NED assignments.

His strengths lie in the areas of corporate governance in a listed company environment, performance and risk management and corporate finance. His background as a CFO gives him the perspective to contribute on Audit and Risk committees. He has lived and worked in India, Indonesia, UK, USA, Malaysia and Singapore in multinational, sovereign wealth fund and large local group settings and has learnt to adapt and contribute effectively within the cultures that define each of these business environments. He has built an extensive network of contacts as a result of his assignments. He has been a statutory Director of listed companies in Singapore and a standing member of their Audit Committees. He is a member of the Singapore Institute of Directors and has participated in their training programs over the years. During the course of his career he has worked in the finance and banking, building materials, semiconductor, property and hospitality industries.

No Directors except to the extent of shares held by them as a nominee or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the resolution set out above.



By Order of the Board
For Fullerton India Credit Company Ltd


Pankaj Malik
Head - Finance & Company Secretary

Date: 9th September, 2015

Place: Mumbai