

SUPPLEMENTAL INFORMATION MEMORANDUM

Series: 69 (Reissuance I)

Dated: 06-July-2018

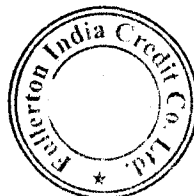
PRIVATE PLACEMENT OF 200 (TWO HUNDRED) RATED, LISTED, SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE RS. 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH AGGREGATING TO Rs. 20,00,00,000/- (RUPEES TWENTY CRORE ONLY), WHICH MAY BE INCREASED UPTO INR 100,00,00,000/- (RUPEES ONE HUNDRED CRORE ONLY) IN EVENT THE GREENSHOE OPTION IS EXERCISED; ISSUED UNDER THE INFORMATION MEMORANDUM DATED JUNE 14, 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 14, 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.

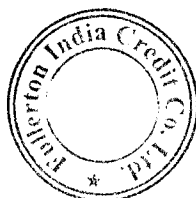
It is hereby confirmed that the Articles of Association of the Company does not include any clause which restricts consolidation and/ or re-issuance of Non-Convertible Debentures.

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. INE535H07AK8**.

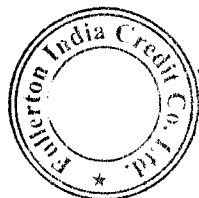
Issuer	Fullerton India Credit Company Limited (the 'Issuer' or the 'Company')
Instrument	Listed, Secured, Redeemable, Zero Coupon, Non-Convertible Debentures
Issue Size	200 (TWO HUNDRED) RATED, LISTED, SECURED, REDEEMABLE, ZERO COUPON, NON-CONVERTIBLE DEBENTURES OF FACE VALUE RS. 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH AGGREGATING TO Rs. 20,00,00,000/- (RUPEES TWENTY CRORE ONLY), WHICH MAY BE INCREASED UPTO INR 100,00,00,000/- (RUPEES ONE HUNDRED 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, Zero-Coupon, Non-Convertible Debentures under the ISIN No. INE535H07AK8 shall stand increased from Rs. 36,00,00,000/- (RUPEES THIRTY SIX CRORE ONLY) to Rs. 56,00,00,000/- (RUPEES FIFTY SIX CRORE ONLY) with a green shoe option to retain additional Rs. 80,00,00,000/- (RUPEES EIGHTY CRORES ONLY)		
Issuance Mode/ Form	Private Placement/ In Dematerialized Form		
Credit Rating	'AAA' by CRISIL Limited		
Face/ Par Value	Rs. 10,00,000/- each		
Reissuance Price	At Premium (i.e. Rs. 10,01,657/-) per NCD		
Issue Consideration (Rs.)	Cash flow basis INR 50Crores of subscription	Per NCD	Total
	Clean Price (A)	10,00,000	10,00,00,000
	Reissuance Premium/ (Discount) (B)	1,657	1,65,700
	(Accrued Interest) (C)	(N. A)	(N. A)
	Reissuance Price (A+B+C)	10,01,657	10,01,65,700
Redemption Price	At Premium (i.e. Rs. 12,99,013.00 /-) per NCD		
Minimum Application	10 Debenture and in multiples of 1 Debenture thereafter		
Residual Tenor (of this Reissuance)	1101 days from deemed date of allotment of Re-issuance		
Maturity Date	15-July-2021		
Coupon Rate (of this Reissuance)	Zero coupon (Reissued at premium and redeemed at premium - XIRR of 9.00% p.a.)		
Interest Payment dates/ Frequency/ Coupon Payment Dates	N. A		



Redemption	The Debentures will be redeemed in full at premium on the Maturity Date
Default Interest rate	2% p.a. over the coupon rate
Call Option	None
Put Option	None
Interest application money	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.
Listing	The debentures are proposed to be listed on WDM segment of NSE
Trustee	'CATALYST TRUSTEESHIP LIMITED' (Formerly GDA TRSUTEESHIP LIMITED)
Security	<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. 16,376.9 Crore as on 31st May 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>
Holiday Convention	<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</p>



	working day
Settlement	Payment of interest and principal will be made by way of Cheques/ DDs/ Electronic mode
Record Date	The 'Record Date' for the Debentures shall be 15 days prior to each interest payment and/ or principal repayment date
Depository	National Securities Depository Ltd. and Central Depository Services (India) Ltd. (NSDL/ CDSL)
Issue Opening Date (of this Reissuance)	09-July-2018
Issue Closing Date (of this Reissuance)	09-July-2018
Pay in Dates (of this Reissuance)	10-July-2018
Deemed Date of Allotment (of this Reissuance)	10-July-2018

Redemption/ Payment of Premium

In order to ensure uniformity with respect to debt securities issued under this ISIN, it has been decided that premium/ redemption payment dates shall remain same as in the Original Information Memorandum dated June 14, 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



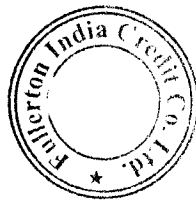
Authorized Signatory

Annexure - I**Bond Cash Flow*****Series 69 (Reissuance I)**

Company	Fullerton India Credit Company Limited
Face Value (per security)	Rs. 10,00,000
Date of allotment	10-July-2018
Redemption date	15-July-2021
Coupon Rate	Zero coupon (Reissued at premium and redeemed at premium - XIRR of 9.00% p.a.)
Interest payment dates	N. A
Day Count Convention	Actual/ Actual

Cash Flows	Date	No. of days in coupon period	Amount in Rs.
Premium	15 th July 2021	1101	-2,97,356.00
Principal	15 th July 2021		10,00,000.00
Total	(Principal + Premium)		12,99,013.00

***On subscription of one bond of face value Rs. 10,00,000 (Rupees Ten lakhs 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/FUN/18-19/DEB/22

05.07.2018

Mr. Rachit Gupta,
SVP Treasury,
Fullerton India Credit Company Ltd.,
Floor B, 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, Zero Coupon, Non-Convertible Debentures of INR 20 Crores, with a green shoe option to retain additional INR 80 Crores, aggregating to INR 100 crores under Series- 69 Reissuance I.

We refer to your letter dated 04.07.2018, requesting us to convey our consent to act as the Debenture Trustee for the proposed re-issuance of Rated, Listed, Secured, Redeemable, Zero Coupon, Non-Convertible Debentures of INR 20 Crores, with a green shoe option to retain additional INR 80 Crores, aggregating to INR 100 crores under Series- 69 Reissuance I, on private placement basis.

We hereby give our consent to act as Debenture Trustees for the re-issuance of Rated, Listed, Secured, Redeemable, Zero Coupon, Non-Convertible Debentures of INR 20 Crores, with a green shoe option to retain additional INR 80 Crores, aggregating to INR 100 crores under Series- 69 Reissuance I, on private placement basis.

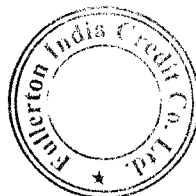
The Company shall enter into an Agreement with Trustee as required by Regulation 13 of SEBI (Debenture Trustee) Regulations, 1993 thereby agreeing to create the security within three months from the date of closure of issue or in accordance with the Companies Act, 2013 or as per the provisions as prescribed 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,


Authorised Signatory



Annexure – III

Rating Letter

Ratings

FIGCL/199513/NC/051818632/1
June 11, 2018

Mr. Arvind Sampath
Head - Treasury
Falton India Credit Company Limited
Ground Floor Trade Point Building
Unit No 7 & 8 Kamala Mills Pandurang Budhkar Marg
Lower Panel
Mumbai - 400013
Tel. 2243215344

Dear Mr. Arvind Sampath,

Re: CRISIL Rating on the Rs.2200 Crore Non-Convertible Debentures of Falton India Credit Company Limited

All ratings assigned by CRISIL are kept under continuous surveillance and review. Please refer to our rating letters dated May 15, 2018 bearing Ref. No: FIGCL/199513/NC/051818632

Please find in the table below the ratings outstanding for your company.

S.No.	Instrument	Rated Amount (Rs. in Crores)	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/173013; 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 debtiss@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 debtiss@crsil.com.


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

With warm regards,

Yours sincerely,


Ajit Vohra
 Director - CRISIL Ratings


Nivedita Shilpa
 Associate Director - CRISIL Ratings

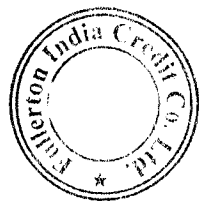


CRISIL
An S&P Global Company

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 offer of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it deems 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 constitute an offer or availability for a particular investor. All CRISIL ratings are under surveillance. Ratings are revised up 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 / clients / intermediaries / distributors of this product. CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site: www.crsil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpline at 1800-247-1327.

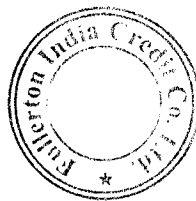
CRISIL Limited
Corporate Identity Number: 1871206HT087PLC023683

Registered Office: CRISIL House, Central Avenue, Mirambadei, Worli West Park, Mumbai - 400076. Phone: +91 22 2342 3000 | Fax: +91 22 4540 8900
www.crsil.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. 165, Poonamallee High Road, Maduravoyal,
 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

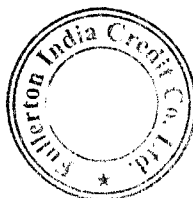
"RESOLVED THAT in supersession of any previous resolutions passed on the matter, the approval of the Board be and is hereby granted to issue Long Term Non-Convertible Redeemable Debentures, either as Senior secured debentures or unsecured debentures, of Rs. 10 Lacs each, on private placement basis, in 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 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

**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 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 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

Digitally signed by Pankaj Malik
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f29a82819dc12b1c65344, cn=Pankaj Malik
Date: 2018.07.10 15:38:44 +0530'

**Pankaj Malik
Chief Financial Officer & Company Secretary**