

NOTICE OF THE FOURTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 4th Annual General Meeting of Fullerton India Home Finance Company Limited will be held on Wednesday, 20th August, 2014 at 11:20 a.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 Balance Sheet as at 31st March, 2014 and the Profit and Loss account for the year ended on that date together with the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Shantanu Mitra, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Statutory Auditors at the AGM

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 Section 139 of the Companies Act, 2013, and other applicable provisions, if any, M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W), be and are hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 6th Annual General Meeting of the Company (subject to ratification of the appointment at every AGM held after this AGM) at such remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

4. **To appoint Mr. Rajesh Krishnamoorthy as Director of the Company**

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

"RESOLVED THAT Mr. Rajesh Krishnamoorthy, who was appointed as an Additional Director, in terms of Section 260 of the Companies Act, 1956, by the Board of Directors on 9th January, 2014, 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 pursuant to the provisions of Section 160 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."

Fullerton India Home Finance Company Limited

Registered Office: Megh Towers, 3rd Floor, Old No 307, New No 165, Poonamallee High Road Maduravoyal, Chennai - 600095, Tamil Nadu
Corporate Office: Floor 6,B Wing, Supreme IT Park, Supreme City, Behind Lake Castle, Powai, Mumbai- 400 076
CIN: U65922TN2010PLC076972



For Fullerton India Home Finance
Company Limited



Pankaj Malik
Director

Mumbai
22nd July, 2014

NOTES:

- a. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses to be transacted at the Annual General Meeting is annexed hereto (Items 3 and 4)
- 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.

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

Item No. 3

M/s. B B S R & CO., Chartered Accountants had expressed their inability to get re-appointed and tendered their resignation as Statutory Auditors of the Company. The Company approached M/s. B S R & CO. LLP, Chartered Accountants requesting them to act as the Statutory Auditors of the Company. The proposed appointment is from the conclusion of this AGM of the Company till the conclusion of the 6th AGM of the Company subject to ratification at each AGM held after this AGM. M/s. B S R & Co. LLP, Chartered Accountants, have expressed their willingness to get appointed as Statutory Auditors and have also confirmed their eligibility under Section 139(1) of the Companies Act, 2013 and the rules prescribed thereunder. The Board of Directors recommends the appointment.

Item No. 4

Mr. Rajesh Krishnamoorthy was appointed as Additional Director under Section 260 of the Companies Act, 1956. He holds office up to this Annual General Meeting.

Pursuant to Section 160 of the Companies Act, 2013, the Company has received notice along with the deposit money for Mr. Rajesh Krishnamoorthy, proposing his appointment as Director of the Company.

Fullerton India Home Finance Company Limited

Registered Office: Megh Towers, 3rd Floor, Old No 307, New No 165, Poonamallee High Road Maduravoyal, Chennai - 600095, Tamil Nadu
Corporate Office: Floor 6,B Wing, Supreme IT Park, Supreme City, Behind Lake Castle, Powai, Mumbai- 400 076
CIN: U65922TN2010PLC076972



Brief Profile of Mr. Rajesh Krishnamoorthy

Mr. Rajesh Krishnamoorthy is currently the Executive Vice President & Chief Risk Officer of Fullerton India Credit Company Limited (FICCL), Company's holding company. Mr. Krishnamoorthy is a management graduate with 18 years of post-qualification experience in the financial services sector across consumer and commercial lending. Prior to joining FICCL, he was with Bajaj Finance Limited, where as their Chief Risk Officer, he played an active role in defining and building a significantly profitable and very diverse asset book. Prior to Bajaj he worked with HSBC Ltd., in various roles managing consumer finance risk initially and going on to handle portfolio risk management unit for all assets. His other stints include working with GE Countrywide in Auto Lease and PL and with Prime Financial. He has diverse experience in Consumer, SME and Commercial finance business.

EXCEPT MR. RAJESH KRISHNAMOORTHY NONE OF THE DIRECTORS ARE INTERESTED IN THE RESOLUTION.

Your Directors recommend the passing of this resolution.

For Fullerton India Home Finance
Company Limited



Pankaj Malik
Director

Mumbai
22nd July, 2014

Fullerton India Home Finance Company Limited

Registered Office: Megh Towers, 3rd Floor, Old No 307, New No 165, Poonamallee High Road Maduravoyal, Chennai - 600095, Tamil Nadu
Corporate Office: Floor 6,B Wing, Supreme IT Park, Supreme City, Behind Lake Castle, Powai, Mumbai- 400 076
CIN: U65922TN2010PLC076972