

NOTICE

NOTICE is hereby given that the 7th Annual General Meeting of Fullerton India Home Finance Company Limited will be held on Wednesday, 12 July, 2017 at 2:30 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 Balance Sheet as at 31 March, 2017 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. Kenneth Ho Tat Meng, who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint the Statutory Auditors at AGM by passing the following resolution with or without modifications, as an ordinary resolution:

"RESOLVED THAT M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration Number No. 101248W/W-100022), the retiring auditors be and are hereby appointed as auditors of the Company to hold office from the conclusion of this (7th) Annual general meeting till the conclusion of 11th Annual General meeting at a remuneration to be fixed by the Board of Directors/Committee thereof /any person(s) authorized for the same."

Special Business:

4. Reappointment of Ms. Renu Challu as Independent Director

To consider and if thought fit to pass the following resolution with or without modification as a Special 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/directions of the National Housing Bank, Ms. Renu Challu (holding DIN 00157204), whose current term as independent director expires on 30 September, 2017, and with respect to whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature to the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office with effect from 1 October, 2017 up to 30 September, 2020."

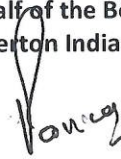
5. Reappointment of Dr. Milan Shuster as Independent Director

To consider and if thought fit to pass the following resolution with or without modification as a Special 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/directions of the National Housing Bank, Dr. Milan Shuster (holding DIN 07022462) whose current term as independent director expires on 30 September,

2017, and with respect to whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature to the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office with effect from 1 October, 2017 up to 30 September, 2020."

On behalf of the Board of Directors
For Fullerton India Home Finance Company Limited



Pankaj Malik
Chief Financial Officer

Date: May 17, 2017

Place: Mumbai

NOTES:

- a. 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.
- b. 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
- c. 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 and 5: Reappointment of Independent Directors

It is proposed to reappoint Ms. Renu Challu and Dr. Milan Shuster, whose current tenures are expiring on 30 September, 2017. Both the directors are eligible for reappointment. As per Schedule IV to the Companies Act, 2013 the Independent Directors are supposed to be appointed by the Shareholders. The provisions of Section 149 of the Companies Act, 2013, requires reappointment of independent directors to be approved by the Shareholders of the Company by way of special resolution.

Both the independent directors are proposed to be reappointed for the period from 1 October, 2017 to 30 September, 2020, without being liable to retire by rotation at AGM.

The Board and Nomination & Remuneration Committee of the Company, in its meeting held on 17 May, 2017, have completed evaluation of the performance of the independent directors proposed to be reappointed. They considered the matter of appointment of Ms. Renu Challu and Dr. Milan Shuster as Independent Directors. They evaluated their eligibility, skills, experience, qualifications and contribution etc., to decide if the proposed appointees are fit and proper persons to continue as independent directors on the Board of the Company. It

was noted that they fulfill the conditions specified in the Companies Act, 2013 and the relevant NHB Directions and that they are independent of the management.

Details of their attendance at various Board and Committee Meetings held during the last financial year are included in the Corporate Governance Report section of the Annual Report.

Copies of the draft letters for re-appointment of both the Independent Directors setting out the terms and conditions including details of the remuneration, would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

Except Dr. Milan Shuster and Ms. Renu Challu, being appointee in respective resolutions, none of the Directors or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolutions set out at Item Nos. 4 and 5. None of the Directors are related to each other.

The Board recommends the appointments of Ms. Renu Challu and Dr. Milan Shuster as Independent Directors by the Shareholders of the Company by passing the resolutions as Special Resolutions.

The relevant details of the two appointees as prescribed under the Companies Act, 2013 are as under:

Sr. No	Particulars	Ms. Renu Challu	Dr. Milan Shuster
1.	Age	30 January, 1952 (65 years)	30 September, 1941 (75 Years)
2.	Profile including Qualification & Experience	Ms. Challu is a seasoned banker with over 38 years of professional experience in investment banking and financial services with State Bank of India. Experience covers strategizing, planning and achievement of goals in all areas of commercial banking: (corporate banking, international banking, retail banking). Some of the positions held at State Bank of India (SBI) include President & COO at SBI Capital Markets, MD & CEO at SBI DFHI, MD of State Bank of Hyderabad and Deputy MD, Corporate Strategy and New Business Development at SBI. Ms. Challu has co-chaired "The Centre for Rural Credit and Development Banking in NIRD", Hyderabad (National Institute of Rural Development), and Chaired the Hyderabad chapter of PRMIA (Professional Risk Managers International Association). Ms. Challu has also represented Associate Banks in the	Dr. Shuster, is a professional with decades of experience in the banking sector. He is currently Chairman of the Audit Committee at Bank Danamon Indonesia. He served at Asian Development Bank, ING Bank, National Bank of Canada, Nippon Credit Bank in various capacities. After working as the President and CEO of P. T. Bank PDFCI, he served Bank Danamon Indonesia in various capacities. He became its president and CEO and later its Independent Commissioner. He has also served many other entities in Directorial and advisory capacities. He holds Ph.D. in International Economics and Law from University of Oxford. He also holds Master of Law from London School of Economics and Bachelor of Business Administration from Ivey

		<p>Management Committee of IBA. Ms. Challu currently serves as an Independent Director on the Boards of diverse set of companies.</p> <p>She is a MA in Economics (Gold Medalist) from University of Lucknow</p>	Business School.
3.	Date of first appointment	15 January 2016	15 January 2016
4.	Shareholding in Company	NIL	NIL
5.	Relationship With other Directors/KMP	None	None
6.	Other Directorship	1. SMS Limited 2. Reliance Nippon Life Insurance Company Ltd. 3. NCC Limited 4. FAG Bearings India Limited 5. Minda Industries Limited 6. Torrent Pharmaceuticals Ltd. 7. Netafim Agricultural Financing Agency Private Ltd. 8. Fullerton India Credit Company Limited	1. Fullerton India Credit Company Limited
7.	Member/Chairmanship Of Committees*	Reliance Nippon Life Insurance Company Limited: -Audit and Compliance Committee(Member) FAG Bearings India Limited: -Audit Committee (Chairperson) -Stakeholders Committee (Chairperson) NCC Limited: -Stakeholders Relationship Committee (Chairperson) Minda Industries Limited: -Audit Committee (Member) Torrent Pharmaceuticals Ltd: -Audit Committee (Member) -Stakeholders Relationship Committee (Chairperson) Netafim Agricultural Financing Agency Pvt. Ltd: -Audit Committee (Member)	Fullerton India Credit Company Limited: -Audit Committee (Chairman)

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

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



**Pankaj Malik
Chief Financial Officer**

**Date: May 17, 2017
Place: Mumbai**

