

NOTICE

NOTICE is hereby given that the 9th Annual General Meeting (AGM) of Fullerton India Home Finance Company Limited will be held on Friday, 12 July, 2019, at 2:30 p.m. IST 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 consider and adopt the Audited Balance Sheet as at 31 March, 2019 and the Profit and Loss Account for the year ended on that date together with the Report of the Board and the Auditors' thereon.
2. To appoint a Director in place of Mr. Anindo Mukherjee (DIN 00019375), who retires by rotation and being eligible, offers himself for re-appointment

Special Business:

3. **To appoint Ms. Rajashree Nambiar 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 pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Rajashree Nambiar (DIN 06932632), who was appointed as an Additional Director of the Company with effect from 30 October 2018, and who holds office up to the date of ensuing Annual General Meeting and whose appointment as such has been recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of 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 a Director of the Company, liable to retire by rotation."

**By order of the Board of Directors
For Fullerton India Home Finance Company Limited**




Seema Sarda
Company Secretary

Date: 19 June, 2019
Place: Mumbai

NOTES:

- a. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to Special Business at Item No. 3 of this Notice is annexed herewith and the same should be taken as part of this Notice.
- b. **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.**

A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other person or shareholder.

- c. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided he/she has given to the Company a notice, in writing, of his/her intention to inspect not less than three days before the commencement of the said Meeting.
- d. The proxy holder shall prove his / her identity at the time of attending the Meeting. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
- e. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before 9 July, 2019, 6:00 p.m. IST). A proxy form for the AGM is enclosed.
- f. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
- g. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office and Corporate Office of the company on all working days of the company between 11:00 a.m. and 1:00 p.m. up to the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.

- h. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- i. 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.
- j. A route map and prominent landmark for easy location of the venue of the Meeting is enclosed with this Notice. Notice of this Annual General Meeting and the Annual Report of the Company for the year 2018-19 will also be available on the website of the Company viz. <https://www.grihashakti.com/>



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

Item No. 2

Mr. Anindo Mukherjee is liable to retire by rotation at the ensuing Annual General Meeting of the Company. He being eligible, has offered himself for reappointment. The Board/Nomination and Remuneration Committee in their meetings held on 28 May, 2019, completed evaluation under the Company's Policy on 'Fit & Proper' Criteria for Directors. The Board having noted the recommendation of the Nomination and Remuneration Committee, approved his reappointment subject to the shareholders' approval. He does not receive any remuneration from the Company. Details of his 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.

Other relevant details of Mr. Anindo Mukherjee as prescribed under the Companies Act, 2013 are as under:

Sr. No	Particulars	Mr. Anindo Mukherjee
1.	Age	51 years
2.	Profile including Qualification & Experience	<p>Mr. Anindo Mukherjee was appointed as an Additional Director (Non-Executive Director) of the Company with effect from 13 December 2017. Currently he holds the position of the Non-Executive Director in Fullerton India Credit Company Limited (the Company's holding company).</p> <p>Mr. Anindo Mukherjee has more than 25 years of banking experience. He is presently the Chairman of the Company and Non-Executive Director of Fullerton India Credit Company Limited. He also heads the Integrated Risk Management function at Fullerton Financial Holdings Pte. Ltd. (FFH), Singapore. Prior to joining FFH, Mr. Mukherjee was responsible for the Risk Management, Legal and Compliance functions in Fullerton India. Before Fullerton India, he was with Standard Chartered Bank, where he was the Regional Credit Officer for the Consumer Business in India & South Asia. Mr. Mukherjee has had exposure across a variety of international and private banks, including Bank of America, ABN AMRO Bank and HDFC Bank.</p>
3.	Date of first Appointment	25/08/2011
4.	Shareholding in Company	Nil
5.	Remuneration paid	Nil
6.	Relationship With other Directors/KMP	None
7.	Other Directorships	<ol style="list-style-type: none"> 1. Fullerton India Credit Company Limited 2. Lendingkart Finance Limited 3. Lendingkart Technologies Private Limited 4. Fullerton Credit (Chongqing) Ltd 5. Fullerton Credit (Yunan) Ltd 6. Fullerton Credit (Sichuan) Ltd 7. Fullerton Credit (Hubei) Ltd



		8. FFH S.E.A. Investments Pte Ltd 9. FFH S.E.A. Investments (Singapore) Pte Ltd
8.	Other Member/ Chairmanship Of Committees*	1. Fullerton India Credit Company Limited – Member of Audit Committee 2. Lendingkart Finance Limited – Member of Audit Committee

**Only membership & chairmanship of Audit Committees & Stakeholders Relationship Committees of Indian companies have been included.*

Except Mr. Anindo Mukherjee being appointee in respective resolution, 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 Resolution. None of the Directors are related to each other. The Board, accordingly, recommends passing of the resolution as set out at Item No. 2 of the Notice, for the approval of the Members.

Item No. 3

Ms. Rajashree Nambiar was appointed as an Additional Director with effect from 30 October, 2018 under Section 161 of the Companies Act, 2013. She holds office up to this Annual General Meeting of the Company.

Pursuant to Section 160 of the Companies Act, 2013, the Company has received notice proposing appointment of Ms. Rajashree Nambiar as Director of the Company.

It is now proposed to regularize the appointment of Ms. Rajashree Nambiar as the Director of the Company.

Details of her 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.

Other relevant details of the appointee as prescribed under the Companies Act, 2013 are as under:

Sr. No	Particulars	Ms. Rajashree Nambiar
1.	Age	51 years
2.	Profile including Qualification & Experience	Ms. Nambiar is Chief Executive Officer and Managing Director at Fullerton India Credit Company Limited. In this role, she is responsible for the overall corporate strategy of the Company and its subsidiaries. Prior to joining Fullerton India, Ms. Nambiar served as the CEO and Executive Director of India Infoline Finance Ltd, the NBFC arm of IIFL group. At IIFL Finance, she successfully developed and executed on a long term business strategy focused on diversification of the retail segment into retail housing, commercial vehicles, Gold loans and SME loans; she has created a robust organisational structure with centers of excellence for core functions, and a strong future leadership pipeline. During her stint, IIFL Finance has shown strong year on year profitability with doubling of the book in a short span of 3 years. Prior to joining IIFL, Ms. Nambiar spent 22 years with Standard Chartered Bank within the retail segment where she held various



		management roles such as Head of Branch Banking, Country Head of Distribution and General Manager - Distribution & Alternate Channels, India & South Asia. Her last position at the Bank was as Head of Retail Products for India & South Asia. Ms. Nambiar is an MBA from Jamnalal Bajaj Institute of Management Studies.
3.	Date of first Appointment	30/10/2018
4.	Shareholding in Company	Nil
5.	Remuneration paid	Nil
6.	Relationship with other Directors/KMP	None
7.	Other Directorships	1. Fullerton India Credit Company Limited
8.	Other Member/ Chairmanship Of Committees*	Nil

**Only membership & chairmanship of Audit Committees & Stakeholders Relationship Committees of Indian companies have been included.*

No Director 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 at Item No. 3, except. Ms. Nambiar.

Your Directors recommend the passing of this resolution.

**By order of the Board of Directors
For Fullerton India Home Finance Company Limited**




Seema Sarda
Company Secretary

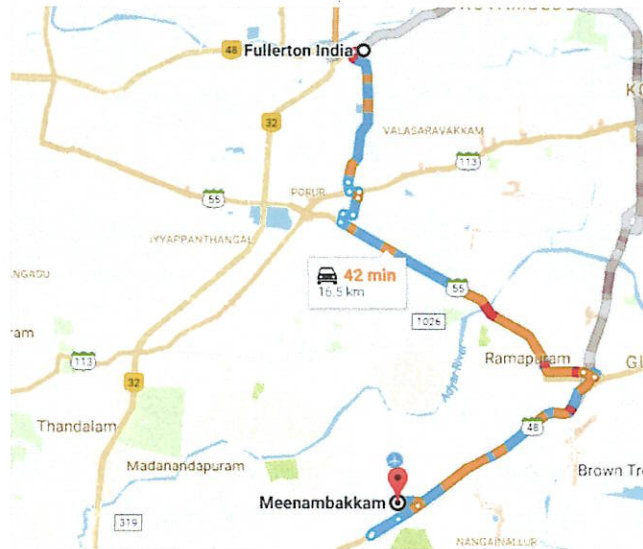
Date: 19 June, 2019

Place: Mumbai

ROUTE MAP TO THE AGM VENUE

Venue: Megh Towers, Third Floor, Old No. 307, New No. 165, Poonamallee High Road, Maduravoyal, Chennai-600 095, Tamil Nadu

From Airport



From Nearest Metro/Bus Station



Fullerton India Home Finance Co. Ltd.

Corp Off: Floor 6, B Wing, Supreme Business Park, Supreme City, Powai, Mumbai 400 076

Regd Off: Megh Towers, Floor 3, Old No. 307, New No. 165, Poonamallee High Road, Maduravoyal Chennai 600 095

E: grihashakti@fullertonindia.com | www.grihashakti.com | Toll free No. 1800 102 1003 | CIN: U65922TN2010PLC076972

Fullerton India Home Finance Company Limited

CIN: U65922TN2010PLC076972

ATTENDANCE SLIP

Registered Office: Megh Towers, Third Floor, Old No. 307, New No. 165, Poonamallee High Road, Maduravoyal,
Chennai-600 095, Tamil Nadu, India.

Website: www.grihashakti.com; Tel No.: 044 42886534

Joint shareholders may obtain additional slip at the venue of the Meeting.

DP ID. _____

Folio No. _____

Client ID. _____

No. of Shares _____

Name of the Share Holder	
Address of the Share Holder	

I/We hereby record my/our presence at the 9th Annual General Meeting of the members of the Company on Friday, 12 July, 2019, at 2:30 p.m. IST 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.

Signature of Shareholder/ Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall at the registration desk. Members are requested to bring their copies of the Annual Report to the AGM.

