

NOTICE

NOTICE is hereby given that the 8th Annual General Meeting of Fullerton India Home Finance Company Limited will be held on Friday, 6 July, 2018 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, 2018 and the Profit and Loss Account for the year ended on that date together with the Directors' Report and the Auditors' Report hereon
2. To appoint a Director in place of Mr. Kenneth Ho Tat Meng (DIN 07334898), who retires by rotation and being eligible, offers himself for re-appointment

Special Business:

3. **To appoint Mr. Anindo Mukherjee 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), Mr. Anindo Mukherjee (DIN 00019375), who was appointed as an Additional Director of the Company with effect from 13 December 2017, 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 his candidature to the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

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

Sd/-

**Pankaj Malik
Chief Financial Officer**

Date: 11 June, 2018

Place: Mumbai

NOTES:

- a. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of special business of the Notice set out above is annexed hereto (Items 3).
- 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.
- 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. 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.
- f. 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.
- g. 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.
- h. 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. Kenneth Ho 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 17 May, 2018 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 the Mr. Kenneth Ho as prescribed under the Companies Act, 2013 are as under:

Sr. No	Particulars	Mr. Kenneth Ho Tat Meng
1.	Age	46
2.	Profile including Qualification & Experience	Mr. Kenneth Ho carries more than two decades of Consumer and Commercial Banking experience. He is a Graduate in Economics in Flinders University of South Australia and a Master of Business Administration holder from University Putra Malaysia. Currently, he is the Senior Vice President, SME & Commercial Banking for Fullerton Financial Holdings (International) Pte Ltd. Previously he was with Citibank for 10 years covering the roles of Regional Director, Consumer Secured lending of Citibank Asia Pacific regional office and in the Citibank Singapore Pte Ltd as head of Auto business and Citi business (Commercial Banking). Prior to joining Citibank, he also held substantial exposure in EON Bank Berhad, Malaysia, including managing the entire Auto loans Business (national) and covering numerous roles in Branch banking as well.
3.	Date of first Appointment	20 November, 2015
4.	Shareholding in Company	Nil
5.	Relationship With other Directors/KMP	None
6.	Other Directorships	1.Fullerton India Credit Company Limited 2.PT Fullab Kredit Tech Private Limited , Indonesia
7.	Other Member/ Chairmanship Of Committees*	1.Risk Oversight Committee

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

Except Mr. Kenneth Ho 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.

Item No. 3

Mr. Anindo Mukherjee was appointed as Additional Director with effect from 13 December, 2017 under Section 161 of the Companies Act, 2013. 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 proposing appointment of Mr. Anindo Mukherjee as Director of the Company.

It is now proposed to regularize the appointment of Mr. Anindo Mukherjee as the Director of 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 the appointee as prescribed under the Companies Act, 2013 are as under:

Sr. No	Particulars	Mr. Anindo Mukherjee
1.	Age	51
2.	Profile including Qualification & Experience	<p>Mr. Mukherjee has more than 25 years of banking experience. 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> <p>Education Qualification: Mr. Mukherjee is a Member of Institute of Chartered Accountant of India & Member of Institute of Cost and Work Accountant of India.</p>
3.	Date of first Appointment	13 December, 2017
4.	Shareholding in Company	NIL
5.	Relationship with other Directors/KMP	None
6.	Other Directorships	<ul style="list-style-type: none">a. Fullerton Credit (Chongqing) Ltd.b. Fullerton Credit (Yunan) Ltd.c. Fullerton India (Sichuan) Ltd.d. Fullerton Credit (Hubei) Ltd.e. FFH S.E.A Investments Pte Ltd.f. FFH S.E.A. Investments (Singapore) Pte Ltd.g. Fullerton India Credit Company Limited

7.	Other Member/ Chairmanship Of Committees*	<ol style="list-style-type: none"> 1. Audit Committee (chairman) 2. Nomination & Remuneration Committee (member)
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**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. Mr. Mukherjee.

Your Directors recommend the passing of this resolution.

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

Sd/-

**Pankaj Malik
Chief Financial Officer**

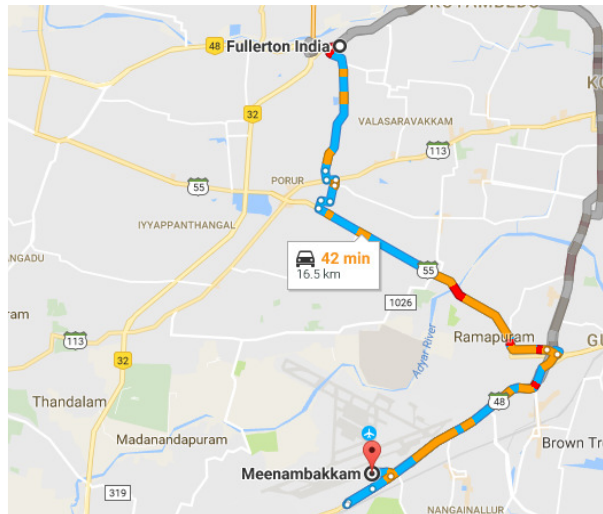
Date: 11 June, 2018

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

