

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of Fullerton India Home Finance Company Limited will be held on 18th October, 2016 at 2.30 p.m., at the Corporate Office of the Company at, the Board Room, Floor 6, B wing, Supreme IT Park, Supreme City, Behind Lake Castle, Powai, Mumbai 400 076 to transact the following businesses:

Special Business:

1. To appoint Mr. Anand Natarajan as Managing Director

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, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, and other applicable laws and pursuant to Article 106 of Articles of Association of the and subject to such other consents, approvals and permissions as may be required, Mr. Anand Natarajan(DIN-00061109), who was appointed as an Additional Director of the Company with effect from 9th September 2016, by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee in terms of Section 161(1) of the Act and whose term of office is scheduled to expire at the next Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of the Director, be and is hereby appointed as the Managing Director of the Company for a period of 3 years with effect from 9th September, 2016 till 8th September 2019, and he shall not be liable to retirement by rotation, on such terms and conditions including remuneration as set out in the statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board”, which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit provided that such alteration or variation, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Act.”

RESOLVED FURTHER THAT, Mr. Ravindra Rao, Chief Executive Officer, Mr. Pankaj Malik, Chief Financial Officer and Mr. Jitendra Maheshwari, Company Secretary be and are hereby jointly and/or severally authorized to file various necessary forms and furnish any other information to the NHB as and when required under the NHB regulations.

RESOLVED FURTHER THAT Mr. Shantanu Mitra, Director and Mr. Pankaj Malik, Chief Financial Officer be and are hereby severally authorized to file various necessary forms and furnish any other information with the Registrar of Companies and/or other statutory or regulatory authorities, whether physically or electronically, furnish certified copy of this resolution to the concerned authorities and agencies as and when required and do all such acts, deeds, things and matters which may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

By Order of the Board
For Fullerton India Home Finance Company Ltd



Jitendra Maheshwari
Company Secretary

Date: 7th September, 2016
Place: Mumbai

Registered Office:

Megh Towers,
3rd Floor, Old No. – 307, New No. – 165
Poonamallee High Road, Maduravoyal,
Chennai – 600095

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of aforesaid item of the notice, set out above is annexed hereto.
2. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member.** The proxy form may be deposited at the registered office of the Company not less than 48 hours before the commencement of this meeting.

Explanatory statement pursuant to the provisions of section 102 of the Companies Act, 2013:

Item No. 1:

To appoint Mr. Anand Natarajan as Managing Director of the Company

Pursuant to the provisions of Sections 152, 196, 197, 198, 203 of the Companies Act, 2013, a person can be appointed as a Managing director on the Board of the Company if he or any member of the Company sends a notice to the Company under Section 160(1) of the Act, 2013 in writing signifying his intention to propose the candidature of a person for the position of director along with a deposit of INR 1,00,000. The Company has accordingly received a notice in writing from a member proposing his candidature.

The Board had in its meeting dated September 7, 2016, appointed Mr. Anand Natarajan as an Additional Director and subject to approval of the shareholders of the Company, had further appointed him as a Managing Director of the Company for a period of three years w.e.f 9th September 2016 till 8th September, 2019. The Board felt that he would help in bringing appropriate balance of skills, experience and knowledge in the Board.

The Board recommends the appointment of Mr. Anand Natarajan as a Managing Director on the Board of the Company.

No Director except Mr. Anand Natarajan himself, 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 above.

His appointment shall be subject to the following terms and conditions:-

I. Powers and Duties

The Managing Director shall have the substantial powers of the day- to- day management of the Company, subject to superintendence, control and direction of the Board and shall be in the overall charge of the functioning of the Company, including, inter-alia, handling of the day-to-day business of the Company, appointment and termination of senior employees of the Company, navigation on behalf of the Board and/or the Company and perform all the duties delegated to him by the Board by way of a General Power of Attorney or otherwise and which can be delegated to him from time to time in the future.

II. Remuneration

Mr. Anand Natarajan shall not be entitled to any remuneration.

A brief profile of Mr. Natarajan is as under:

Mr. Anand Natarajan is the Head of Strategy and Business Execution for Fullerton India Credit Company Limited ("FICCL")(holding company of the Company). In his present role in FICCL, he is responsible for the overall corporate strategy of the company and its subsidiaries covering Risk, Operations, Technology, Analytics and Digital Initiatives. Anand is a Chartered Accountant and Cost accountant, with an MBA from the Henley Business School. He joined Fullerton India in Jan 2016 from ANZ Bank, Indonesia, where he served as Chief Operating Officer, responsible for retail, institutional, branch and credit operations, technology and infrastructure, contact centre and service, procurement and property management and enterprise-wide operational risk management. Previously, Anand was the Chief Operating Officer for Fullerton India with responsibilities of Treasury, Finance and Operations. Anand has held various leadership positions in his 23 years with Standard Chartered Bank, where he served as

Head of Global Markets Operations India, Head Securities Services South Asia, Chief Operating Officer Consumer Banking, Head Country/BPO Operations and Regional Credit Officer Middle East, Pakistan and Africa and as the Chief Risk Officer for Consumer Banking, India and South Asia.

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For Fullerton India Home Finance Company Ltd



Jitendra Maheshwari
Company Secretary

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