

**NOTICE**

Notice is hereby given that an Extra Ordinary General Meeting of Fullerton India Home Finance Company Limited will be held on Thursday, 26<sup>th</sup> day of November, 2015 at 11.00 a.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. Rakesh Makkar as Managing Director of the Company**

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 the Article 106 of Articles of Association of the Company and Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) and other applicable regulations, if any the approval of the shareholders be and is hereby accorded for appointment of Mr. Rakesh Makkar (DIN 01225230) as the Managing Director of the Company for a period of one year with effect from 9<sup>th</sup> September 2015 as per the terms and conditions of the agreement.

**RESOLVED FURTHER THAT** Mr. Rajesh Krishnamurthy and Mr. Pankaj Malik, Directors, be and is hereby authorized to file various necessary forms and furnish any other information with the Registrar of Companies 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.

**RESOLVED FURTHER THAT** Mr. Rajesh Krishnamurthy and Mr. Pankaj Malik, Director, be and are hereby severally authorized to file various necessary forms and furnish any other information to the National Housing Bank ("NHB") as and when required under the NHB regulations."

**2. To increase the authorized share capital 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 Section 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the Shareholders of the Company be and is hereby accorded, to increase the Authorized Share capital of the Company from existing Rs. 15,00,00,000.00 (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore and Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to INR 1500,00,00,000.00 (Rupees One Thousand Five Hundred Crores Only) divided into 150,00,00,000 (One Hundred Fifty Crore) Equity Shares of Rs. 10/- each by creation of an additional 148,50,00,000 (One



Hundred Forty Eight Crores and Fifty Lakh) Equity shares of Rs. 10/- each ranking *pari passu* in all respect with the existing Equity Shares of the Company.”

**3. Amendment to Main Objects clause of Memorandum of Association**

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 section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder, and other applicable regulations, if any consent of the shareholders of the Company be and is hereby accorded, subject to necessary approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority including but not limited to the regulatory authority, to introduce the following changes to the Main Objects clause (III)(A) of the Memorandum of Association of the Company:

1. To replace the existing clause III (A) (1) with the following:

“To carry on the business of providing housing finance, in all its wide and contemporary meaning, alone or jointly with other housing finance companies and / or banks in consortium or otherwise, to any person including individual, company or corporation, body corporate, firms, society or association of persons, public body or authority, supreme, local, or otherwise or other entities whether private or public sector, whether engaged in construction and development of buildings, offices or other infrastructure development or not, for or in respect of dwelling units, to provide finance or credit to borrowers for acquisitions ( in all its connotations), purchase, repairs, construction , renovation, renewal, remodeling, extension, enlargement or erection of or to land, tenements, flats, houses, apartments, villas dwelling units, skyscrapers, co-operative housing society units, housing colonies, townships, including infrastructural facilities relating thereto or any part or portion thereof in India for residential purposes and /or commercial purposes either with or without interest or subsidized interest or with or without security upon such terms and conditions as the company may think fit, to own or sell residential dwelling units on lease, hire purchase or conditional sale basis, and to carry on the business of asset –based financiers in any manner whatsoever, to provide consultancy and advisory services in all matters and issues relating to housing, building and construction activities including relating to infrastructural development.”

2. To insert the following clause as clause III (A)(5) after the existing clause III(A)(4):

“To carry on the business of Corporate Insurance Agents and / or Brokers for the General Insurance Companies and/ or Life Insurance Companies owned by the Central Government or State Governments or Government Corporations or Private Insurance Companies including Foreign Companies, by soliciting and procuring all or any type of Insurance Policies for commission or on income sharing basis or on a fixed income basis.”

3. To renumber the clauses in existing clause III (A) pursuant to the above amendments.



4. To make necessary corrections to spelling errors, typographical errors as may be required in the existing clause III (A) of the Memorandum of Association pursuant to the above amendments.

**FURTHER RESOLVED THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**4. Amendment to Clause III (B) and III (C) of Memorandum of Association:**

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 section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder, and other applicable regulations, if any consent of the shareholders of the Company be and is hereby accorded, subject to necessary approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority including but not limited to the regulatory authority, to introduce the following changes to the Clause III(B) and III(C) of the Memorandum of Association of the Company:

1. To replace the existing heading of clause III(B) with the following:

“MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF OBJECTS SPECIFIED IN CLAUSE III (A) ARE:”

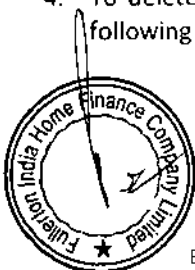
2. To replace the existing clause 1 of clause III(B) with the following:

“To receive, raise or borrow money from time to time for any of the purposes of the Company by issue of bonds, debentures, or promissory notes commercial papers or any other instrument or securities or by taking credit in or opening current accounts with any individual or firm or with any Bank or Bankers and whether with or without giving any security or by mortgaging, pledging, charging, hypothecating or selling or receiving advances on the sale of any lands, buildings and other assets or revenue of the company present or future including its uncalled capital or by the issue of debentures, debenture-stock perpetual or otherwise including debentures or debenture-stock convertible into shares of this or any other Company or to convey the same absolutely or in trust and give lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off such securities, but no to do banking business as defined by the Banking Regulation Act, 1949.”

3. To replace the existing clause 2 of clause III(B) with the following:

“To receive grants, loans, advances or other monies on deposit or otherwise, not being public deposits, from the State or Central Government, Banks, Financial Institutions, Companies or Trusts with or without security or interest thereon.”

4. To delete the existing clauses 4 and 5 of clause III(B) and replace it with the following as clause 4:



"To open current, cash credit, overdraft, or other bank accounts and to draw, make, accept, endorse, discount and execute all kinds of negotiable and transferable instruments and securities. To negotiate loans, underwriting, contracts, mortgages, equality participation, cash credit, overdrafts and other financial facilities from banks."

5. To delete the existing clause 7 of clause III(B) and replace it with the following clause and number the same as clause 6:

"To sell, let on lease or on hire, mortgage, assign, grant licenses for or otherwise dispose of or deal with property, assets or undertaking of the company or any part thereof, for such consideration as the company may think fit and to sell, improve, develop, exchange, lease, mortgage, enfranchise, dispose of turn to account or otherwise deal with all or any part of the property and rights of the company on such terms and conditions as the company may determine."

6. To delete the existing clause 8 of clause III(B) and replace it with the following and numbering the same as clause 7:

"To exercise all or any of its corporate power, rights and privileges and to conduct its business in all or any of its branches in or outside India , and maintain, discontinue and reconstitute such number of offices and agencies therein as the company deems fit."

7. To delete the existing clause 11 of clause III(B) and replace it with the following and numbering the same as clause 10:

"To enter into any contract or arrangement or collaboration agreement with any person, association of person, firm, company, corporation, body corporate, Union or State Government, Municipal or any Local or Public Authority for technical, financial or any other assistance, that may be conducive to the Company's objects or any of them and to obtain from and such person or association or persons, firm, company, corporation, government, municipal or local or public authority any right, privileges or concessions which the company may think fit desirable to obtain and carry out, exercise, and comply with any such arrangement, rights, privileges and concessions."

8. To delete the existing clause 13 of clause III(B) and replace it with the following and numbering the same as clause 12:

"To aid any Government, State, any Local Body, Company, Association or individuals with capital, credit, means or resources for the implementation of any works, undertakings, projects or enterprises, which are conducive to all or any of the objects of the Company."

9. To delete the existing clause 14 of clause III(B) and replace it with the following and numbering the same as clause 13:

"To implement or execute directly or by contribution or other assistance, in such or any other works, undertakings, projects or enterprises, in which or in the



prosecution whereof, or on the security whereof or of any profits or emoluments, derivable there from, the company shall have invested money, embarked capital or engaged its credits.”

10. To delete the existing clause 15 of clause III(B) and replace it with the following and numbering the same as clause 14:

“To establish companies and associations for execution of undertakings, works projects or enterprises whether of private or public character in India and to acquire, underwrite and dispose of shares and interest in such companies or association or any other company or association or in the undertakings thereof.”

11. To delete the existing clause 16 of clause III(B) and replace it with the following and numbering the same as clause 15:

“To purchase, acquire, take on lease, hire, sublease, or otherwise sell, rent out, lease, hire, sublease or otherwise transfer or develop, manage or deal in any land or any tenure or description, vacant or built up, tenanted or otherwise and properties, building, structures and erections of any kind or parts thereof in the union of India or abroad and any estate or interest and any rights over or connected with any such lands, properties, buildings, structures or erections and turn the same into account as may seem expedient and to advance money to and enter into contracts and arrangements with the owners of land, tenants, buildings and other persons having interest in or claim to such lands, properties, buildings, structures or erections and to acquire and take over any business or undertaking carried on, upon, or in connection with any land or building which the company may desire to acquire as aforesaid, or become interested in, and the whole or any of the assets and liabilities of such business or undertaking, and to carry on the same, or to dispose of, remove, or put an end thereto, or otherwise deal with the same as may seem expedient.”

12. To delete the existing clause 17 of clause III(B).

13. To delete the existing clause 18 of clause III(B) and replace it with the following and numbering the same as clause 16:

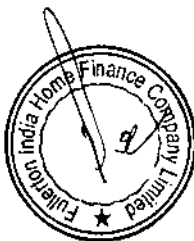
“To invest and deal with the money, not immediately required for the business, in and to hold, sell and deal with the stocks, shares, debentures, obligations, notes and securities of any Government, states, Company, Municipal Corporations, Local or other Body or authority from time to time or in such manner as may from time to time be thought fit, and to vary the investment of the Company.”

14. To delete the existing clause 19 of clause III(B).

15. To delete the existing clause 24 of clause III(B).

16. To delete the existing clause 27 of clause III(B).

17. To delete the existing clause 33 of clause III(B).



18. To delete the existing clause 34 of clause III(B).
19. To delete the existing clause 35 of clause III(B).
20. To delete the existing clause 36 of clause III(B).
21. To delete the existing clause 44 of clause III(B) and replace it with the following and numbering the same as clause 35:

“To adopt such means of making known the business of the Company as may seem expedient, subject to the conditions specified in the Certificate of Registration, and in particular by advertising in the press, by circulars, by purchase and exhibition of works, by publication of books and periodicals and by granting prizes, rewards and donations.”
22. To delete the existing clause 60 of clause III(B).
23. To introduce the following clause as new clause 54 in clause III(B):

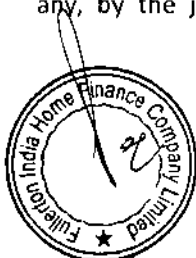
“To manage land, buildings and other property not belonging to the Company and to collect rents and income and to supply to tenants and occupiers and others all kinds of services, conveniences, privileges, benefits, advantages and amenities, attendance, messenger, light, waiting rooms, reading rooms, meeting rooms, toilet rooms, toilet laundry, conveniences, electric conveniences, stables, garages and other advantages.”
24. To delete the entire clause III(C) and all its sub-clauses from 64 to 73.
25. To renumber the clauses in existing clause III(B) pursuant to the above amendments.
26. To make necessary corrections to spelling errors, typographical errors as may be required in the existing clause III (B) of the Memorandum of Association pursuant to the above amendments.

**FURTHER RESOLVED THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**5. Amendment to Clause IV of Memorandum of Association:**

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 section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder, and other applicable regulations, if any consent of the shareholders of the Company be and is hereby accorded, subject to necessary approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority



including but not limited to the regulatory authority, to replace the existing Clause IV of the Memorandum of Association of the Company with the following:

“IV. The liability of the member is limited to the amount remaining unpaid, if any, on the shares.”

**FURTHER RESOLVED THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**6. Amendment to Clause V of Memorandum of Association:**

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 section 4, 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder, and other applicable regulations, if any consent of the shareholders of the Company be and is hereby accorded, for substituting the existing Clause V of the Memorandum of Association of the Company with the following clause:

“V. The Authorized Share Capital of the Company is Rs. 15,000,000,000 - (One Thousand Five Hundred Crore only) divided into 1,500,000,000 (One Hundred Fifty Crore only) Equity Shares of Rs. 10/- (Rupees Ten) each.”

- (a) Any shares of the original or increased capital may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend, or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued, or then about to be issued, or with such deferred or qualified rights as compared with any shares previously issued, or with such differed or qualified rights as compared with any shares previously issued, or then to be issued, and subject to any such provisions or conditions and with any special right or limited rights or without any right of voting, and generally on such terms as the Company may from time to time determined.
- (b) The right of the holders of any class of shares for the time being forming part of the Capital of the Company may be modified, affected, varied, extended or surrendered either with the consent in writing of the holders of three-fourth of the issued shares of the class or with the sanction of the special resolution passed at the separate meeting of the holders of these shares.”

**FURTHER RESOLVED THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**7. Adoption of new set of Articles of Association:**

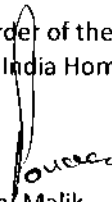
To consider, and if thought fit, to pass the following resolution, with or without modification, as a **Special Resolution**:



**“RESOLVED THAT** pursuant to the provisions of section 14 and other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the shareholders of the Company be and is hereby accorded, subject to necessary approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority including but not limited to the regulatory authority, to the Board of Directors of the Company, to accept, as they may deem fit, that the existing set of Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association and the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company.

**FURTHER RESOLVED THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

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

  
Pankaj Malik  
Director  
DIN: 03554093



Date: 9<sup>th</sup> September, 2015  
Place: Mumbai

**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.**

As required under Section 102 of the Companies Act, 2013, the following statement set out all material facts relating to the special business set out in accompanying Notice dated 9<sup>th</sup> September, 2015:

**Item No. 1**

Mr. Rakesh Makkar, aged 47, is currently Non-Executive Director of the Company appointed on 18<sup>th</sup> December 2014. Mr. Makkar is a qualified national rank holder Chartered Accountant and an MBA. He is having has over two decades of valuable experience including new business and brand launches while developing dynamic sales teams, product and distribution networks, with an appropriate credit and risk environment. Since his appointment to the office of Director, Mr. Makkar attended the Board Meetings held on 5-Jul-15, and 09-Sep-15. He does not hold any shareholding in the company. He does not hold any directorship in any other company nor is he a member in any of the Committee. He is not related to any director or Key Managerial Personnel of the Company.

It is proposed to appoint Mr. Rakesh Makkar as Managing Director (Executive Director) of the Company for the period of one year on terms and conditions as detailed below:

**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. Rakesh Makkar shall be entitled to the remuneration, as may be decided by the Board from time to time and which shall not exceed five percent of the net profits calculated in the manner specified under the Companies Act, 2013 and rules specified thereunder.

Further, if in any financial year during the currency of tenure of the appointee, the Company has no profits or its profits are inadequate, Mr. Rakesh Makkar shall be entitled to minimum remuneration as per the provision of the Schedule V to the Companies Act, 2013. The Board, in its meeting dated 9<sup>th</sup> September 2015, has decided that Mr. Makkar shall not be paid any remuneration from the Company for the time being in force.

The Company has received notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, along with the deposit money, proposing his candidature for the office of a Managing Director.

Copy of agreement in between the Company and Mr. Rakesh Makkar shall be available for inspection by the shareholders on all working days, i.e. Monday to Friday, during office



hours in physical or electronic mode at the Registered Office of the company and copies thereof will be available at the Corporate Office and also at the meeting.

No Directors except to the extent of shares held by them as a nominee 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.

The Directors recommend the resolution for your approval.

**Item No. 2**

The Company had been incorporated with an initial authorized capital of INR 15 Crores, out of which INR 10 Crores had been issued and subscribed towards initial capitalization of the Company. Presently, keeping in view the fund requirement of the Company, it is required that the authorized capital be increased from its present limit. It is proposed that the revised authorized capital be pegged at INR 1500 Crores.

Any change to the authorized share capital of the Company requires approval of shareholders and hence your approval is being sought.

The proposed amended Articles of Association of the Company shall be available for inspection by the shareholders on all working days, i.e. Monday to Friday, during office hours in physical or electronic mode at the Registered Office of the company and copies thereof will be available at the Corporate Office and also at the meeting.

No Directors except to the extent of shares held by them as a nominee 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.

The Directors recommend the resolution for your approval.

**Item No. 3**

The Company had obtained Certificate of Registration from the National Housing Bank (NHB) in July 2015, to act and operate as Housing Finance Company. In order to operate successfully and further to enable itself to offer competitive products to its target customer segment, it was required that the Main Objects clause of the Company be amended by extending the scope of existing clauses.

The Board of Directors of the Company, in its meeting dated 9<sup>th</sup> September 2015, approved the changes to Main Objects clause. In terms of Section 13 of the Companies Act, 2013, read with rules made thereunder approval of shareholders by way of Special Resolution is required to amend the objects clause of Memorandum of Association of the Company and thus your approval is sought for the same.

The proposed new Memorandum of Association shall be available for inspection by the shareholders on all working days, i.e. Monday to Friday, during office hours in physical or electronic mode at the Registered Office of the company and copies thereof will be available at the Corporate Office and also at the meeting.



No Directors except to the extent of shares held by them as a nominee 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.

#### **Item Nos. 4 and 5**

With the enactment of Companies Act, 2013, it is considered expedient to amend the form of the existing Memorandum of Association to be in accordance with the requirements of the Companies Act, 2013.

In terms of section 4(1)(c) of the Companies Act, 2013, the Memorandum of Association of a company is to state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof. As such, the requirement of separately indicating "main objects", "incidental or ancillary objects" and "other objects" has changed. Further, NHB, the regulator of the Company had while granting Certificate of Registration in July 2015 had directed to introduce certain changes to the Memorandum of Association. Accordingly, it is proposed to replace the existing heading of Clause III (B) and to amend, align, consolidate and/or change certain clauses contained in the said Clause III (B) to further align them to the Main Objects of the Company. Since the Company does not intend to undertake any business other than the ones stated in its Main Objects clause, it is proposed to delete the heading "Other Objects" and all clauses contained under the said heading.

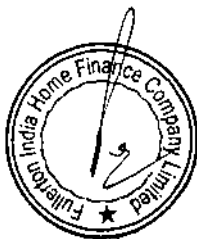
Further, certain provisions of Clause III (B) were repetitive or required rephrasing for the purpose of clarity or were not matters necessary for furtherance of main objects of the Company. Thus, while undertaking amendment to the Memorandum of Association it is considered expedient to consolidate or delete repetitions, to delete matters which are not necessary for furtherance of main objects of the Company and to rephrase clauses for the purpose of clarity. It may be noted that the alterations are in the nature of additions, clarifications, restatements and consolidation of current clauses and that the scope of the existing clauses remain substantively as before.

Further, in terms of Section 4(1)(d) of the Companies Act, 2013, the Memorandum of Association of a company is to state, in the case of a company limited by shares, that liability of its members is limited to the amount unpaid, if any, on the shares held by them. Accordingly, it is proposed to amend Clause IV of the Memorandum of Association so as to comply with the provisions of Section 4 and 13 and other applicable provisions, of the Companies Act, 2013 including Table A.

The Board of Directors of the Company, at its meeting held on 9<sup>th</sup> September, 2015, had approved amendment to the Memorandum of Association as stated above, to comply with requirements of NHB and the Companies Act, 2013.

The proposed new Memorandum of Association shall be available for inspection by the shareholders on all working days, i.e. Monday to Friday, during office hours in physical or electronic mode at the Registered Office of the company and copies thereof will be available at the Corporate Office and also at the meeting.

No Directors except to the extent of shares held by them as a nominee 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.



The Directors recommend the resolution for your approval.

**Item No. 6**

Any change to authorized share capital of the Company, in terms of section 61 and 64 of the Companies Act, 2013, necessitates consequential change to clause V of the Memorandum of Association of the Company in terms of Section 13 of the Companies Act, 2013. Since, the Company has increased its Authorized Share Capital, consequential change has been proposed to clause V of the Memorandum of Association of the Company.

The proposed new Memorandum of Association shall be available for inspection in physical form by the shareholders of the Company on all working days, i.e. Monday to Friday, during office hours, during the meeting and till the date of this meeting at registered office and at corporate office of the Company in electronic form.

The proposed new Memorandum of Association shall be available for inspection by the shareholders on all working days, i.e. Monday to Friday, during office hours in physical or electronic mode at the Registered Office of the company and copies thereof will be available at the Corporate Office and also at the meeting.

No Directors except to the extent of shares held by them as a nominee 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.

The Directors recommend the resolution for your approval.

**Item No. 7**

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company need to be re-aligned as per the provisions of the new Act.

The Board of Directors at its meeting held on 9<sup>th</sup> September, 2015 decided to incorporate/substitute/alter certain provisions as per the Companies Act, 2013. As this would result in a number of changes in the existing Articles of Association of the Company, it was desirable to adopt a new set of Articles of Association from [Articles No. 1 to 169] in place of and in exclusion to the existing Articles of Association [Articles No.1 to 137] of the Company.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.


The proposed amended Articles of Association of the Company shall be open for inspection by the shareholders on all working days, i.e. Monday to Friday, during office hours in physical or electronic mode at the Registered Office of the company and copies thereof will be available at the Corporate Office and also at the meeting.

No Directors except to the extent of shares held by them as a nominee 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.



The Directors recommend the resolution for your approval.

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

  
Pankaj Malik  
Director  
DIN: 03554093



Date: 9<sup>th</sup> September 2015  
Place: Mumbai