



NOTICE

NOTICE is hereby given that the 10th Annual General Meeting (AGM) of Fullerton India Home Finance Company Limited will be held on Tuesday, August 04, 2020, at 11:30 a.m. IST through Two Way Video Conferencing ('VC') to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2020, together with the Report of the Directors and the Auditors' thereon
2. To appoint a director in place of Ms. Rajashree Nambiar (DIN: 06932632), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

3. **To extend the current tenure of Dr. Milan Shuster (DIN: 07022462), Independent Director, by two years**

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

"RESOLVED THAT in partial modification of the resolution of the members of the Company passed in the 7th Annual General Meeting held on 12 July, 2017 and pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable regulations/directions/notifications by National Housing Bank and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for extension of the second term of Dr. Milan Shuster (DIN: 07022462) who holds office as Independent Director up to 30th September, 2020, and who has submitted a declaration that he meets the criteria for independence as per provisions of section 149(6) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing extension of tenure to the office of Director, by 2 years with effect from 1 October, 2020 up to 30 September, 2022 and whose office shall not be liable to determination by retirement by rotation."

4. **To appoint Ms. Sudha Pillai (DIN: 02263950) as an Independent Director**

To consider and if thought fit to pass the following resolution with or without modification as an **Ordinary Resolution**:

Fullerton India Home Finance Company Limited

Corporate Office: Floor 5 & 6, B Wing, Supreme Business Park,
Supreme City, Powai, Mumbai - 400 076 | Toll Free No: 1800 102 1003
Email: grihashakti@fullertonindia.com | Website: www.grihashakti.com
CIN number: U65922TN2010PLC076972 | IRDAI COR NO : CA0492

Registered Office: Megh Towers, 3rd Floor, Old No. 307, New No. 165,
Poonamallee High Road, Maduravoyal, Chennai - 600 095, Tamil Nadu





“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable regulations/directions/notifications by National Housing Bank and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. Sudha Pillai (DIN: 02263950), who was appointed as an Additional Director in the capacity of Independent Director with effect from 21 August, 2019, and who holds office upto the date of this 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 her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a period of 5 years with effect from 21 August, 2019 upto 20 August, 2024 and whose office shall not be liable to determination by retirement by rotation.”

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

**Seema Sarda
Company Secretary**

Date: 13 July, 2020
Place: Mumbai

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NOTES:

- a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/ CMD1/CIR /P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 10th AGM of the Company is being conducted through VC Facility, without the physical presence of Members at a common venue. The deemed venue for the 10th AGM shall be the Registered Office of the Company.
- b. 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 2 to 4).
- c. In compliance with the aforesaid MCA and SEBI circulars, notice of the AGM is being sent only through electronic mode to members whose email addresses are registered with the Company. Members may note that Notice will also be available on Company’s website
- d. Since this AGM is being held pursuant to the MCA circulars through VC, physical attendance of Members has been dispensed with.
- e. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 (“the Act”) and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act will be available electronically for inspection by the members during the time of the AGM.
- 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. The link to attend the AGM will be shared separately via email before the meeting. Notice of this AGM will also be available on the website of the Company viz. <https://www.grihashakti.com/>
- i. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
- j. Facility of joining the AGM through VC shall be kept open 30 minutes before the time scheduled for the AGM and will be available for members on first come first serve basis.

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

Item No. 2

Ms. Rajashree Nambiar is liable to retire by rotation at this Annual General Meeting of the Company. She being eligible has offered herself for reappointment. The Nomination and Remuneration Committee and Board in their meetings held on 02 June, 2020 and 08 June, 2020 respectively completed her evaluation under the Company's Policy on 'Fit & Proper' Criteria for Directors. The Board having noted the recommendation of the Nomination and Remuneration Committee provided its consent for her reappointment subject to the shareholders' approval. She does not receive any remuneration from 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 Ms. Rajashree Nambiar as prescribed under the Companies Act, 2013 are as under:

Sr. No	Particulars	Ms. Rajashree Nambiar
1.	Age	52 years
2.	Profile including Qualification & Experience	Ms. Nambiar is the Non-Executive Director at Fullerton India Home Finance Company Limited. She is also the Chief Executive Officer and Managing Director at Fullerton India where 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 which focused on diversification of the retail segment into retail housing, commercial vehicles, Gold 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 October, 2018
4.	Shareholding in Company	Nil

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5.	Remuneration paid/ Remuneration last drawn	Nil
6.	Relationship With other Directors/KMP	None
7.	Other Directorships	a. Fullerton India Credit Company Limited b. Humblerock Hospitality LLP
8.	Other Member/ Chairmanship of Committees*	Nil

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

Except Ms. Rajashree Nambiar 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 recommends the appointment of Ms. Rajashree Nambiar as Non- Executive Director by passing of ordinary resolution.

Item No. 3:

It is proposed to extend the tenure for the second term of Dr. Milan Shuster one of the Independent Director of the Company which is, expiring on 30 September, 2020, by 2 years i.e. from 1 October, 2020 to 30 September, 2022, without being liable to retire by rotation at AGM. He was appointed for a term of 3 years. He is eligible to serve for a term of upto 5 years. This will require partial modification of the special resolution passed by the shareholders in the 7th Annual General Meeting held on 12 July, 2017.

The Nomination and Remuneration Committee and Board in their meetings held on 02 June, 2020 and 08 June, 2020 respectively completed his evaluation of the performance and proposed to extend his tenure by 2 years. They evaluated his eligibility, skills, experience, qualifications and contribution etc. to decide on if he is fit and proper for the extension of tenure. It was noted that he fulfills the conditions specified in the Companies Act, 2013 and the relevant NHB Directions and that he is independent of the management. The Board decided to recommend the extension of tenure to the shareholders.

Pursuant to Section 160 of the Companies Act, 2013, the Company has received notice from a member proposing extension of tenure of Dr. Milan Shuster as an Independent 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.

Dr. Shuster will be eligible for sitting fees as per the terms and conditions of extension of his tenure. The terms and conditions of extension of tenure are uploaded on the website of the Company.

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Other relevant details of Dr. Milan Shuster as prescribed under the Companies Act, 2013 are as under:

Sr. No	Particulars	Dr. Milan Shuster
1.	Age	78 years
2.	Profile including Qualification & Experience	Dr. Shuster, is a professional with several decades of experience in the banking sector. He has served in various capacities at Asian Development Bank, ING Bank, National Bank of Canada and Nippon Credit Bank. After working as the President and CEO of P.T. Bank PDFCI, Indonesia, 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 PhD in international Law and Economics from Oxford University, Master of Law from London School of Economics, Bachelor of Law from University of Western Ontario and Bachelor of Business Administration from Ivey Business School.
3.	Date of first Appointment	15 January, 2016
4.	Shareholding in Company	Nil
5.	Relationship With other Directors/KMP	None
6.	Other Directorships	- Fullerton India Credit Company Limited
7.	Other Member/Chairmanship of Committees*	- Fullerton India Credit Company Limited • Audit Committee (Chairman)

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

Except Dr. Milan Shuster, 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 recommends the extension of tenure of office of Dr. Milan Shuster as Independent Directors by passing of special resolution.

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Item No. 4

Ms. Sudha Pillai was appointed as an Additional Director in the capacity of Independent Director on the Board of the Company, with effect from 21 August, 2019 under Section 161 and 149 of the Companies Act, 2013. She holds office up to this Annual General Meeting of the Company.

The Nomination and Remuneration Committee and Board in their meetings held on 02 June, 2020 and 08 June, 2020 respectively completed evaluation of the performance of Ms. Pillai and proposed to regularize her appointment. They evaluated her eligibility, skills, experience, qualifications and contribution etc. to decide on if she is fit and proper to be appointed. It was noted that she fulfills the conditions specified in the Companies Act, 2013 and the relevant NHB Directions and that she is independent of the management. The Board decided to recommend her reappointment to the shareholders.

Pursuant to Section 160 of the Companies Act, 2013, the Company has received notice from a member proposing appointment of Ms. Sudha Pillai as Director of the Company.

It is now proposed to regularize the appointment of Mr. Pillai as the Independent Director of the Company.

Ms. Pillai would be eligible for sitting fees as per the terms and conditions of her appointment. The terms and conditions of appointment are uploaded on the website 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 Ms. Sudha Pillai as prescribed under the Companies Act, 2013 are as under:

Sr. No	Particulars	Ms. Sudha Pillai
1.	Age	70 years
2.	Profile including Qualification & Experience	Ms. Pillai, is a 1972 batch IAS officer who held numbers of senior positions in the Government of India (GOI) and the State Government of Kerala for 40 years. Her last assignment was as Member Secretary (in the rank of Minister of State) Planning Commission, Government of India. She handled Industry and Finance portfolios for nearly twenty years. In GOI, she worked in the Ministries of Industry, Corporate Affairs, Labour and Employment. She contributed notably to 1991 reforms in Industrial and FDI Policies, as also in bringing amendments to corporate laws and in formulation of the National Skill Development Policy. In Kerala, as Principal Secretary Finance, she worked to achieve enhanced development outcomes, coupled with efficient fiscal management. Earlier, as CMD, Kerala Finance Corporation, she had dealt with the project financing to SMEs. She is currently on the Boards

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		of many other companies. She holds a masters' degree in Public Administration from Kennedy School of Government, Harvard University.
3.	Date of first Appointment	21 August, 2019
4.	Shareholding in Company	Nil
5.	Relationship with other Directors/KMP	None
6.	Other Directorships	<ul style="list-style-type: none"> a. Jubilant Life Sciences Limited b. International Travel House Limited c. Dalmia Cement (Bharat) Limited d. Dalmia Bharat Limited (formerly known as Odisha Cement Limited) e. Jubilant Generics Limited f. Amber Enterprise India Limited g. IL Jin Electronics (India) Private Limited h. Indian Energy Exchange Limited i. Fullerton India Credit Company Limited
7.	Other Member/ Chairmanship of Committees*	<ul style="list-style-type: none"> - Jubilant Life Sciences Limited • Audit Committee (Member) - Jubilant Generics Limited • Audit Committee (Chairperson) - Dalmia Cement (Bharat) Limited • Audit cum Risk Management Committee (Chairperson) - Dalmia Bharat Limited • Audit Committee (Member) - Amber Enterprise India Limited • Audit Committee (Member) - International Travel House Limited • Audit Committee (Member) • Stakeholders Relationship Committee (Member) - IL Jin Electronics (India) Private Limited • Audit Committee (Member) - Fullerton India Credit Company Limited • Audit Committee (Member) - Indian Energy exchange Limited • Audit Committee (Chairperson)

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Except Ms. Sudha Pillai, 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 recommends the appointment of Ms. Sudha Pillai as an Independent Director by passing of ordinary resolution.

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

**Seema Sarda
Company Secretary**

Date: 13 July, 2020
Place: Mumbai

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