

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of Fullerton India Home Finance Company Limited will be held on Thursday, 15 March, 2018 at 11:30 a.m. at the Corporate Office of the Company at the Board Room, Floor 6, B wing, Supreme IT Park, Supreme City, Powai, Mumbai 400 076 to transact the following businesses:

Special business:

1. To appoint Mr. Rakesh Makkar (DIN: 01225230) as a 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, 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. Rakesh Makkar (DIN 01225230), who was appointed as an Additional Director of the Company with effect from 29 January 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, be and is hereby appointed as a Director of the Company, whose office shall not be liable to determination by retirement by rotation.”

2. To appoint Mr. Rakesh Makkar (DIN: 01225230) as Chief Executive Officer (CEO) & Whole-time Director (WTD) 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 the Article 139 of Articles of Association of the Company and the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company, and further subject to such other consents, approvals and permissions, if any required, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Rakesh Makkar (DIN: 01225230) as the Chief Executive Officer (CEO) of the Company with effect from 16 March 2018 and that he be further appointed as the Whole-time Director (WTD) of the Company for a period of 3 (three) years with effect from 16 March 2018, and upon such appointment as CEO & WTD of the Company his office shall not be liable to determination by retirement by rotation.

RESOLVED FURTHER THAT his appointment shall be subject to the following terms and conditions:

I. Powers and Duties

The Chief Executive Officer and Whole-time Director shall act 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, acting 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. Makkar shall be entitled to such remuneration, as may be decided by the Nomination and Remuneration Committee 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.

If during the currency of tenure of Mr. Makkar, the Company has no profits or its profits are inadequate, he shall be entitled to minimum remuneration as per the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the terms and conditions of his appointment including remuneration payable during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such increase shall not exceed any amount permitted to be paid to Mr. Rakesh Makkar under applicable law without obtaining requisite approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendments/modifications in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board"

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



**Jitendra Maheshwari
Company Secretary**

Date: 15 February, 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.
- 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. 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

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**Item Nos. 1 and 2:**

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Rakesh Makkar was appointed as an Additional Director by the Board with effect from 29 January 2018, to hold office up to the date of ensuing Annual General Meeting, not liable to retire by rotation.

In view of Mr. Ravindra Rao's resignation from the office of Chief Executive Officer of the Company, it is proposed that Mr. Rakesh Makkar be appointed as the Chief Executive Officer of the Company with effect from 16 March, 2018.

Consequent upon Mr. Makkar's appointment as CEO, his position of directorship would change from non-executive to executive. Therefore, it is proposed that he also be appointed as the Whole-time Director of the Company for a period of 3 (three) years with effect from 16 March 2018.

Mr. Makkar would draw such remuneration as may be determined by the Nomination & Remuneration Committee from time to time.

The Company has received his consent to act as a Director/ CEO & WTD and a declaration that he is not disqualified from being appointed as a Director / CEO & WTD of the Company.

In view of enforcement of Section 50 of Companies (Amendment) Act, 2017 amending Section 160 with effect from 9 February 2018 the Company is not required to obtain notice in writing, from member along with requisite deposit under section 160 of the Companies Act, 2013 as the appointment as Director/ CEO & Whole-time Director has been recommended by the Nomination and Remuneration Committee.

His appointment shall be subject to following terms and conditions:

I. Powers and Duties

The Chief Executive Officer and Whole-time Director shall act 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, acting 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. Makkar shall be entitled to such remuneration, as may be decided by the Nomination and Remuneration Committee 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.

If during the currency of tenure of the Mr. Makkar, the Company has no profits or its profits are inadequate, he shall be entitled to minimum remuneration as per the provision of the Schedule V to the Companies Act, 2013.

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

Sr. No	Particulars	Details
1.	Age	49
2.	Profile Including Qualification & Experience	Mr. Rakesh Makkar has over two decades of valuable experience including new business and brand launches while developing dynamic sales teams, product and distribution networks. Prior to joining Fullerton India, Rakesh was the Chief Distribution Officer and Management Committee member at DHFL. His earlier stints include Chief Executive Officer at Future Money, Country Risk Director for Citi Financial and as a consultant for a Vietnamese Bank on consumer finance. Rakesh is a qualified national rank holder Chartered Accountant and an MBA.
3.	Date of first Appointment	29 January 2018
4.	Shareholding in Company	Nil
5.	Relationship With other Directors/ KMP	None
6.	Other Directorship/partnership	Directorship: 1. Fullerton India Foundation for Social and Economic Development
7.	Member/Chairmanship Of Committees	Nil

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

The Board recommends the appointment of Mr. Rakesh Makkar as the Director, Chief Executive Officer and Whole Time Director, by the members of the Company by passing the above Ordinary resolutions.

Mr. Rakesh Makkar is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Rakesh Makkar are, in any way, concerned or interested (financially or otherwise) in the proposed resolutions. The resolutions as set out in item no. 1 and 2 of this Notice are accordingly recommended for your approval by passing of Ordinary Resolution(s).

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



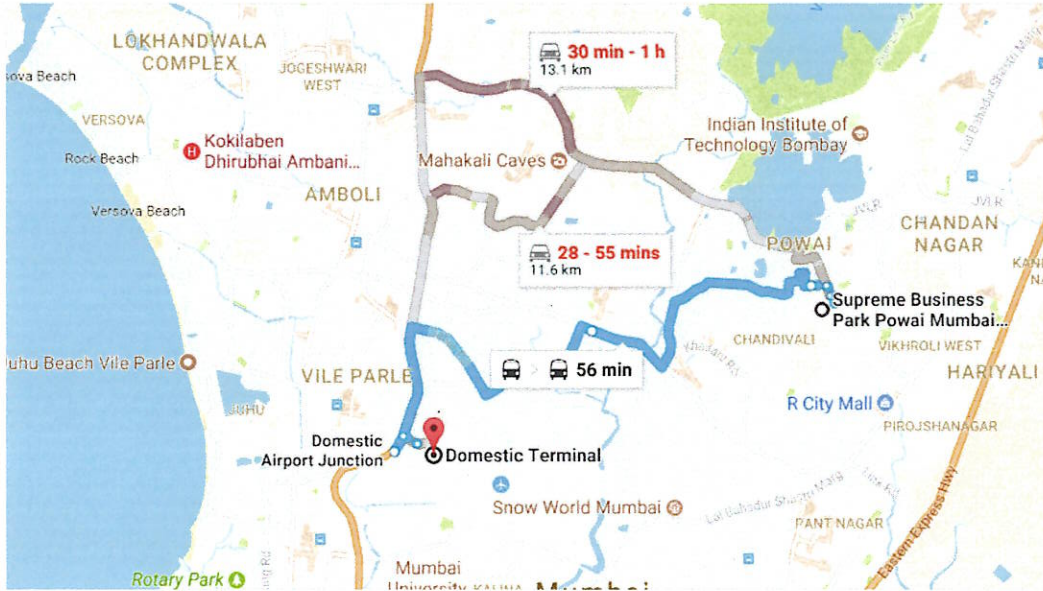
**Jitendra Maheshwari
Company Secretary**

Date: 15 February, 2018
Place: Mumbai

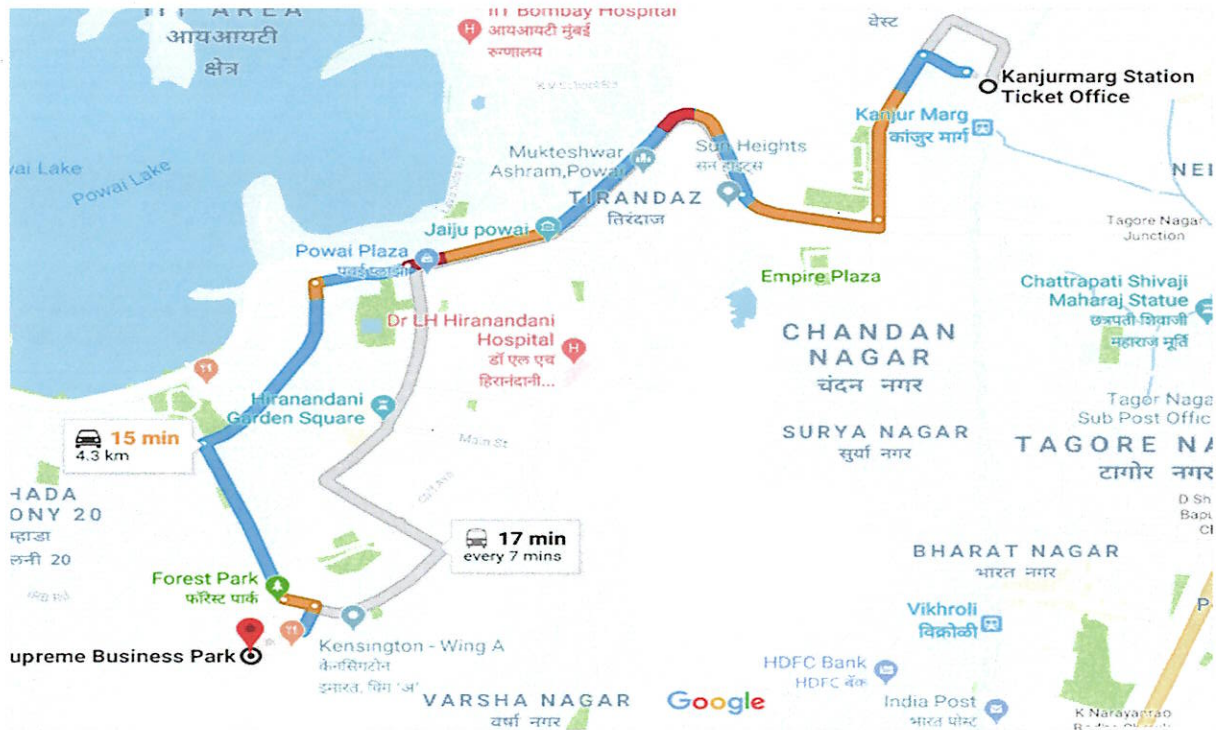
ROUTE MAP TO THE EGM VENUE

Venue: Board Room, Fullerton India Credit Company Limited, Floor 6, B Wing, Supreme IT Park, Supreme City, Powai, Mumbai 400076

From Airport



From Nearest Railway Station-Kanjurmarg (West) 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

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