

NOTICE

TO THE MEMBERS OF THE COMPANY

Notice is hereby given that an Extra Ordinary General Meeting of Fullerton India Home Finance Company Limited will be held on Tuesday, 22nd April, 2016 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, Behind Lake Castle, Powai, Mumbai 400 076 to transact the following businesses:

Special business:

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

- 1. To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 2,000 crores.**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) 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), the rules notified thereunder and the Articles of Association of the Company, consent of the members of the Company be and is hereby provided to the Board of Directors or to such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, to borrow at any time or from time to time, any sum or sums of money(ies) which together with monies already borrowed by the Company apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business, exceeding the aggregate of paid-up share capital of the Company and its free reserves, provided that the total amount so borrowed shall not at any time exceed Rs 2,000 crores.

RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.

2. To approve the power to create charge on the assets of the company pursuant to section 180(1)(a) of the Companies Act, 2013

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 180(1)(a) 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), the rules notified thereunder and the Articles of Association of the Company, consent of the members of the Company be and is hereby provided to the Board of Directors or to such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards for creation of such mortgages, charges and hypothecations as may be necessary, in addition to the existing charges, mortgages and hypothecation created by the Company, on the moveable or immovable properties of the Company, both present and future, in such manner as the Board may deem fit, in favour of financial institutions, investment institutions, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/bonds and/or other instruments to secure borrowings of the Company availed / to be availed by way of rupee term loans/foreign currency loans, debentures, bonds and other instruments provided that the total amount of such loans/borrowings shall not exceed at any time the limits approved under section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, be and are hereby authorized to finalize and settle and further to execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as they may, in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise with respect to creation of mortgage/ charge as aforesaid.”

3. To approve issuance of debt securities pursuant to the provisions of section 42 and 71 of the Companies Act, 2013 on private placement basis not exceeding Rs. 1000 crores.

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 42 and 71, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Issuance and Listing of Debt Securities) Regulations, 2008, Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and such other applicable provisions and rules, if any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment thereof) and relevant regulations as issued by National Housing Bank from time to time (including any amendment(s), modification(s) thereof), consent of the members of the Company be and is hereby provided to the Board of Directors or to such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, to issue on private placement basis, in one or more series or tranches, long term non-convertible redeemable debentures (“Debentures”) provided the total face value of debentures offered in the next one year, beginning for the date of the meeting, does not exceed an amount of Rs. 1,000 crore (Rupees One Thousand Crores only), excluding Debentures already issued.

RESOLVED FURTHER THAT the Board of Directors or to such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, be and are hereby authorised to decide the additional terms and conditions of the offer, purpose of the offer, face value, listing of debentures on stock exchanges, offering security against the debentures issued and all other matters related to issue of long term non-convertible debentures including providing necessary authorizations for carrying out the functions mentioned herein and for execution of necessary documents, undertakings, agreements, deeds, acknowledgements and to all such acts, deeds, matters and things as may be deemed necessary and expedient for issue of long term non-convertible redeemable debentures.

RESOLVED FURTHER THAT any persons authorized by the Board be and are hereby jointly authorized to execute all the necessary forms, returns, other documents, undertakings, agreements, deeds, acknowledgements and to complete all other formalities to give effect to this resolution.”

4. To approve issuance of subordinated debt qualifying to raise Tier II capital not exceeding Rs. 300 crores.

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

“RESOLVED THAT, in accordance with applicable laws, rules and regulations, and further subject to overall borrowing limits as may be applicable from time to time, and relevant regulations as may be issued by National Housing Bank from time to time (including any amendment(s), modification(s) thereof, consent of the members of the Company be and is hereby provided to the Board of Directors or to such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, to raise Tier II capital through issuance of unsecured non-convertible subordinated debt in the nature of debentures (hereinafter “Subordinated Debt Securities”) such that the total outstanding does not exceed a sum of Rs. 300 Crores (Rupees Three Hundred Crores only) at any point of time, on private

placement basis, for tenors as allowed under the laws prevalent at the time of such issuance, to banks, institutions, mutual funds and other eligible investor/s and/or institutions, in one or more tranches, or otherwise.

RESOLVED FURTHER THAT the Board or to such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, be and are hereby authorized and empowered to consider, transact and decide matters, from time to time, pertaining to the private placement of Subordinated Debt Securities, including but not limited to finalization and issuance of any offer letter, deciding on and payment of arranger fee, deciding and finalizing terms of issue, redemption (subject to compliance with relevant legislative and regulatory requirements, for the time being in force), minimum application, interest on application money, if any, put/call options (subject to compliance with relevant legislative and regulatory requirements, for the time being in force), security, and any one member of Borrowing Committee be and is hereby authorized to allot the Subordinated Debt Securities in one or more tranches, including, where so considered appropriate, amount payable on application and further amounts as may be called from time to time and the allotment thereof, to banks, institutions, mutual funds and other eligible investor/s and/or institutions and to sign, verify, execute and file all necessary forms and documents, if any, with any governmental authority including but not limiting to the Registrar of Companies, Chennai, Securities and Exchange Board of India and/or Stock Exchange/s where such Subordinated Debt Securities would be listed and/or such other authorities as may be required from time to time and to do all such acts, deeds, matters and things necessary or expedient to give effect to the issue of Debt Securities and ensuring compliance and/or any actions as may be required under applicable law.

RESOLVED FURTHER THAT any persons authorized by the Board be and are hereby jointly authorized to execute all the necessary forms, returns, other documents, undertakings, agreements, deeds, acknowledgements and to complete all other formalities to give effect to this resolution.”

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

Sd/-

**Pankaj Malik
Chief Financial Officer**

Date: 14th March, 2016
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 14th March, 2016:

Item No. 1

To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the companies Act, 2013, not exceeding Rs. 2,000 crores.

Fullerton India Home Finance Company Limited has recently commenced its business operations. Hence, considering the business plans and the growing fund requirements of the Company, the Company may require borrowing of funds from various lenders it may identify. The Board had in its meeting held on 14th March, 2016, accorded the assent to the Board of directors to borrow funds such that total outstanding at any point of time shall not exceed INR 2000 crore. Such sum may exceed the total paid up capital and free reserves of the Company therefore requiring consent of the members of the Company. Accordingly item no. 1 has been put forward for your approval.

The Board recommends the above special resolution for your approval.

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 above.

Item No. 2

To approve the power to create charge on the assets of the company pursuant to section 180(1)(a) of the companies Act, 2013

The Borrowing of funds as proposed above would entail providing security by way of creation of charge or mortgage and/or hypothecation over book debts and/or other assets of the Company from time to time. The board had in its board meeting held on 14th March, 2016, accorded assent to create security on the monies borrowed by the company. Creation of security on the assets of the Company which may mean or include whole or substantially the whole of undertaking of the Company requires consent of shareholders. Accordingly item no. 2 has been put forward for your approval.

The Board recommends the above special resolution for your approval.

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 above.

Item No. 3

To approve issuance of debt securities pursuant to the provisions of section 42 and 71 of the Companies Act, 2013 on private placement basis not exceeding Rs. 1000 crores

The provisions of the new Companies Act, 2013 on issue of debentures have been made effective from 1st April, 2014. One of the new requirements is that the Company should have prior approval of the shareholders by way of a special resolution before making any offer or invitation for debentures. Hence, without the shareholders' approval the Company cannot issue any debentures w.e.f. 1st April, 2014. This approval will be valid for one year.

Accordingly, approval of the shareholders is sought for issue/offer of long term non-convertible redeemable debentures up to a maximum limit of Rs. 1,000 Crores. The members may kindly note the following details as regards the said debenture issuances:

- a. The members' approval will be valid for one year from the date of the meeting, unless modified before the expiry of the said period of one year
- b. The debentures issued might either be secured debentures or unsecured debentures
- c. The price, tenure, decision to list on stock exchange, rate of interest and other terms will be decided at the time of the issue by the Board or Board delegated authority.

Accordingly, the Board of Directors recommend this resolution no. 3 for your approval as special resolution, and subject thereto, to issue such securities from time to time as may be considered necessary.

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 above.

Item No. 4

To approve issuance of subordinated debt qualifying to raise Tier II capital not exceeding Rs. 300 crores.

In order to augment its resources, the Company may, apart from senior debt require issuance of unsecured non-convertible subordinated debt in the nature of debentures to the tune of Rs.

300 Crores subject to compliance with the requirements laid down by National Housing Bank. These securities may be issued in one or more tranches.

The said securities being in the nature of debentures and being issued on private placement basis would be covered under the provisions of Section 42 of the Companies Act, 2013. Pursuant to Section 42 of the Companies Act, 2013 read with relevant rules of Companies (Prospectus and Allotment of Securities) Rules, 2014, and such other applicable provisions and rules, if any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment thereof) prior approval of shareholders of the Company by way of special resolution is required for any private placement of securities. The said approval may be taken only once in a year for all the offers on private placement basis for the non-convertible debt securities proposed to be issued during the year.

Accordingly, the Board of Directors recommend this resolution no. 4 for your approval as special resolution, and subject thereto, to issue such securities from time to time as may be considered necessary.

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 above.

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

Sd/-

**Pankaj Malik
Chief Financial Officer**

Date: 14th March, 2016
Place: Mumbai