

NOTICE OF THE FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 1st Annual General Meeting of Fullerton India Home Finance Company Limited will be held on Friday, 10th February, 2012 at 10:00 a.m. at the Registered office of the Company at 3rd Floor, No-307, Venkat Towers, PH Road, Maduravoyal, Chennai 600095, Tamil Nadu, to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 30th September, 2011 and the Profit and Loss account for the year ended on that date together with the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Shantanu Mitra, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider the appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to Section 224, 225 and other applicable provisions of the Companies Act, 1956, M/s. B B S R & Co, Chartered Accountants, (Registration Number: 131332W), be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. S V Ghatalia & Associates, Chartered Accountants, the current auditors, to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of next Annual General Meeting of the Company, at a remuneration of Rs 50,000/-, excluding service tax and out of pocket expenses."

4. To appoint Mr. Pankaj Malik as Director of the Company

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

"RESOLVED THAT Mr. Pankaj Malik, who was appointed as an Additional Director, in terms of Section 260 of the Companies Act, 1956, by the Board of Directors at its meeting held on 7th June, 2011, who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member pursuant

to the provisions of Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as the Director of the Company and on appointment, he shall be liable to retire by rotation."

5. To appoint Mr. Anindo Mukherjee as Director of the Company

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

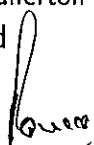
"RESOLVED THAT Mr. Anindo Mukherjee, who was appointed as an Additional Director, in terms of Section 260 of the Companies Act, 1956, by the Board of Directors at its meeting held on 25th August, 2011, who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as the Director of the Company and on appointment, he shall be liable to retire by rotation."

6. To appoint Mr. Parvez Vajifdar as Director of the Company

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

"RESOLVED THAT Mr. Parvez Vajifdar, who was appointed as an Additional Director, in terms of Section 260 of the Companies Act, 1956, by the Board of Directors at its meeting held on 16th January, 2012, who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as the Director of the Company and on appointment, he shall be liable to retire by rotation."

For Fullerton India Home Finance Company
Limited



Pankaj Malik
Director

Mumbai
16th January, 2012

NOTES:

- a. A 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.
- b. The relative Explanatory Statements pursuant to Section 173(2) of the Companies Act, 1956 in respect of special business of the Notice set out above is annexed hereto (Items 3 to 6)

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956:**Item No. 3****To consider the appointment of Statutory Auditors**

A special notice under Section 190 of Companies Act, 1956 had been served by the main shareholder of the Company i.e. M/s. Fullerton India Credit Company Limited for the appointment of M/s. B B S R & Co, as the statutory auditors of the Company, in the place of current auditors, M/s. S V Ghatalia & Associates. The proposed appointment is from the conclusion of this AGM till the conclusion of the next AGM. M/s. B B S R & Co, have expressed their willingness to get appointed and had confirmed their eligibility under section 224(1B) vide letter dated 9th January, 2012. The Board of Directors recommend the appointment.

Item No. 4**To appoint Mr. Pankaj Malik as Director of the Company**

Mr. Pankaj Malik was appointed as an Additional Director with effect from 7th June, 2011 under Section 260 of the Companies Act, 1956 who holds office up to this Annual General Meeting of the Company.

Pursuant to Section 257 of the Companies Act, 1956, the Company has received notice proposing his appointment as Director of the Company at the AGM.

Mr. Pankaj Malik is currently the Sr VP– Finance and Company Secretary at Fullerton India Credit Company Ltd (FICC). He was head of Finance and Company Secretary at Fullerton Enterprises Pvt Ltd (FEPL) which got merged with FICC. Prior to joining FEPL, he had worked with COLT Technology Services India Private Limited (Fidelity group company), as Financial Controller cum

Company Secretary. At COLT, he was instrumental in setting up Finance and Compliance function for the India center. He has also worked in various capacities for GE Commercial Finance, Motherson Sumi Systems Limited and M/s R K Khanna & Co., Chartered Accountants, Mr. Malik has completed his CPA from the State of Colorado, USA. He is a member of the Institute of Chartered Accountants of India (ICAI), the Institute of Company Secretaries of India (ICSI) and the Institute of Cost and Works Accountants of India (ICWAI).

EXCEPT MR. PANKAJ MALIK NONE OF THE DIRECTORS ARE INTERESTED IN THE RESOLUTION.

Item No. 5

To appoint Mr. Anindo Mukherjee as Director of the Company

Mr. Anindo Mukherjee was appointed as Additional Director with effect from 25th August, 2011 under Section 260 of the Companies Act, 1956 he holds the office up to this Annual General Meeting of the Company.

Pursuant to Section 257 of the Companies Act, 1956, the Company has received notice proposing his appointment as Director of the Company at the AGM.

Mr. Mukherjee is presently the Head of Integrated Risk & Compliance with Fullerton India Credit Company Limited, the holding company. Previously he was the Regional Credit Officer at Standard Chartered Bank for India & South Asia. He had an overall responsibility for driving the effort to build an even more sizeable and profitable retail banking business in India & South Asia.

He has been instrumental in proficiently handling both Retail Lending and SME portfolios and has been an active member in developing Bureau usage in the Indian Banking Industry.

Prior to moving to Standard Chartered Bank in 2005, Mr. Mukherjee was the Head of Retail Credit & Risk at HDFC Bank Ltd. He has served as Vice President – Credit & National Collections Process Manager, ABN Amro Bank and AVP – Credit Analysis & Control, Bank of America.

He is a Chartered Accountant and a Cost Accountant and has been in the risk management function for consumer banking for the past 16 years. He was also an Additional Director on the Board of the Credit Information Bureau of India (CIBIL).

EXCEPT MR. ANINDO MUKHERJEE NONE OF THE DIRECTORS ARE INTERESTED IN THE RESOLUTION.

Item No. 6

To appoint Mr. Parvez Vajifdar as Director of the Company

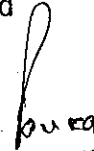
Mr. Parvez Vajifdar was appointed as an Additional Director with effect from 16th January, 2012 under Section 260 of the Companies Act, 1956 who holds the office up to this Annual General Meeting of the Company.

Pursuant to Section 257 of the Companies Act, 1956, the Company has received notice proposing his appointment as Director of the Company at the AGM.

Mr. Parvez Vajifdar, is a MA, LLB from University of Bombay. He has an overall experience of 33 years and has worked with many well reputed organizations. Mr. Parvez Vajifdar started his career with Central Bank in India in the year 1978. He has held various positions in the legal function with Tata Motors from Oct 1983 till May 2007. Mr. Parvez Vajifdar joined Fullerton India Credit Company Limited in May 2007 and is currently designated Senior Vice President-Whole Time Director and handles all litigations on behalf of the Company.

EXCEPT MR. PARVEZ VAJIFDAR NONE OF THE DIRECTORS ARE INTERESTED IN THE RESOLUTION.

For Fullerton India Home Finance Company
Limited



Pankaj Malik
Director

Mumbai
16th January, 2012