

NOTICE OF THE FIFTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 5th Annual General Meeting of Fullerton India Home Finance Company Limited will be held on Thursday, 16th July, 2015 at 11 a.m. at the registered office of the Company at Megh Towers, Third Floor, Old No. 307, New No. 165, Poonamallee High Road, Maduravoyal, Chennai-600 095, Tamil Nadu, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 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. Rajesh Krishnamoorthy, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Statutory Auditors at the AGM

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 139 of the Companies Act, 2013, and other applicable provisions, if any, the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W), as the Statutory Auditors of the Company to hold the till the conclusion of the 6th Annual General Meeting of the Company be and is hereby ratified for the financial year 2014-15."

SPECIAL BUSINESS

4. To appoint Mr. Rakesh Makkar as Director of the Company

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

"RESOLVED THAT Mr. Rakesh Makkar, who was appointed as an Additional Director, in terms of Section 161 of the Companies Act, 2013, by the Board of Directors on 18th December, 2015, 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 160 of the Companies Act, 2013, 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**

Sd/-

Pankaj Malik
Director

Mumbai
7th May, 2015

Fullerton India Home Finance Company Limited

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 (Item 4)
- 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
- d. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder and Register of contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection by the members at the Annual General Meeting.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**Item No. 4**

Mr. Rakesh Makkar was appointed as Additional Director under Section 161 of the Companies Act, 2013. He holds office up to this Annual General Meeting.

Pursuant to Section 160 of the Companies Act, 1956, the Company has received notice along with the deposit money for Mr. Rakesh Makkar, proposing his appointment as Director of the Company.

Brief Profile of Mr. Rakesh Makkar

Mr. Makkar is currently the EVP, Head of Business, Marketing & CSR, at the holding company, Fullerton India Credit Company Limited (FICCL). He joined FICCL from DHFL, where he was the Chief Distribution Officer and Management Committee member, managing the strategic sales and distribution initiatives of DHFL. He 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. Other than Fullerton India, in his previous assignments he has served as Chief Risk Officer at CitiFinancial, as CEO of Future Money, and as an independent consultant with a Vietnamese Bank. His retail finance experience covers Auto, Mortgages, Personal Loans, Two Wheelers, Consumer Durables and Insurance.

Mr. Makkar is a qualified national rank holder Chartered Accountant and an MBA.

Fullerton India Home Finance Company Limited

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 at Item No. 4, except Mr. Rakesh Makkar.

Your Directors recommend the passing of this resolution.

**For Fullerton India Home Finance Company
Limited**

Sd/-

**Pankaj Malik
Director**

**Mumbai
7th May, 2015**

Fullerton India Home Finance Company Limited

Registered office: Megh Towers, Third Floor, Old No. 307, New No. 165, Poonamallee High Road, Maduravoyal, Chennai-600 095.
Corporate Office: Floor 6, B Wing, Supreme IT Park, Supreme City, Behind Lake Castle, Powai, Mumbai - 400 076