

NOTICE OF THE SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 2nd Annual General Meeting of Fullerton India Home Finance Company Limited will be held on Thursday, 23rd August, 2012 at 10:30 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, 2012 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.
3. To re appoint Statutory Auditors retiring at AGM

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 and other applicable provisions of the Companies Act, 1956, M/s. B B S R & Co. (Registration Number: 131332W), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

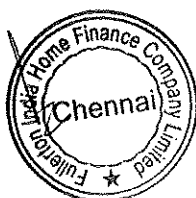
4. To appoint Mr. Anand Natarajan as Director of the Company

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

"RESOLVED THAT Mr. Anand Natarajan, 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 18th June, 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 the Director, be and is hereby appointed as the Director of the Company and on appointment, he shall be liable to retire by rotation."

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



NOTE:

- 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 for Item No. 4

**For Fullerton India Home Finance Company
Limited**




**Pankaj Malik
Director**

**Mumbai
18th June, 2012**

Fullerton India Home Finance Company Limited

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Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Mr. Anand Natarajan was appointed as Additional Director under Section 260 of the Companies Act, 1956. He holds office up to this Annual General Meeting of the Company.

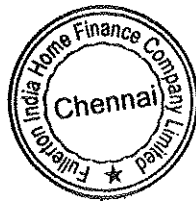
Pursuant to Section 257 of the Companies Act, 1956 the Company has received notice along with the deposit money for the Director, proposing his appointment as Director of the Company.

Brief profile of Mr. Anand Natarajan

Mr. Anand Natarajan is the Chief Operating Officer of Fullerton India Credit Company Limited, the holding company, and is responsible for Finance, Treasury, Company Secretary, Internal Control Unit and Operations.

He is a Chartered Accountant & Cost Accountant with a MBA from the Henley Business School, UK. He has spent his entire career of 26 years in the world of Finance, starting with a stint of 2 years in Cipla and the balance with Standard Chartered Bank. At Standard Chartered Bank he has handled various responsibilities including Heading Global Markets Operations for India, Securities Services for South Asia, Operations for the Consumer Bank in India and Shared Services Centre (SCOPE). He also held the positions of COO & CFO for the Consumer Bank before taking on as the Regional Credit Head for the Consumer Bank for the Middle East, Pakistan & Africa. Prior to joining Fullerton he was the Chief Risk Officer for South Asia.

EXCEPT MR. ANAND NATARAJAN NONE OF THE DIRECTORS ARE INTERESTED IN THE RESOLUTION



**For Fullerton India Home Finance Company
Limited**



**Pankaj Malik
Director**

**Mumbai
18th June, 2012**

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