

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of Fullerton India Credit Company Limited will be held on Friday, 6 July, 2018 at 3 p.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 Financial Statements (Standalone and consolidated) for the year ended 31 March, 2018 together with the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Kenneth Ho Tat Meng (DIN 07334898), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. To reappoint Mr. Premod Thomas as an Independent Director

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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable regulations/directions/notifications of the Reserve Bank of India, Mr. Premod Thomas (DIN 07252875) whose current term as independent director expires on 30 September, 2018, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature to the office of Director, be and is hereby reappointed as an Independent Director, not liable to retire by rotation, to hold office with effect from 1 October, 2018 up to 30 September, 2021.”

4. To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 25,000 crores.

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

“RESOLVED THAT in supersession of all earlier resolutions passed on the matter and 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), and the relevant regulations/directions as may be prescribed by the Reserve bank of India from time to time (including any amendment(s), modification(s) thereof) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded 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 regard, to borrow at any time or from time to time by obtaining loans, overdraft facilities, lines of credit, commercial papers, non-

convertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, Insurance Companies, Mutual Funds or other Corporates or other eligible investors, including by way of availing credit limits through Non-Fund based limits i.e. Bank Guarantee, Letter of Credit, etc. or by any other means as deemed fit by it, against the security of term deposits, movables, immovable or such other assets as may be required or as unsecured, 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, its free reserves and Securities Premium, provided that the total amount so borrowed by the Board shall not at any time exceed Rs 25,000 crores (Rupees Twenty Five Thousand Crores only)."

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."

5. To approve the power to create charge on the assets of the company to secure borrowings up to Rs. 25,000 Crores 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 in super session of the earlier resolutions passed by the Company in this regard and subject to the approval of the members, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, rules made thereunder (including any statutory modification or re-enactment thereof) and other applicable provisions, if any, consent of the members be and is hereby accorded 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 of Directors or to such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards 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/INR denominated offshore bonds/foreign currency loans, debentures, bonds and other instruments, provided that the total amount of such loans/borrowings shall not exceed at any time Rs. 25,000 crores."

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."

6. To approve offer of Long Term Non-Convertible Redeemable Debentures up to Rs. 5,000 crores on private placement basis.

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

"RESOLVED THAT subject to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Sections 42, 71 and other applicable provisions of the Companies Act, 2013, consent of the Company be and is hereby accorded for offer of Long Term Non-Convertible Redeemable Debentures ("Debentures"), in one or more tranches or series, on private placement basis, provided the total face value of Debentures offered in the next one year, beginning from this date of the meeting, does not exceed an amount of Rs. 5,000 Crores, excluding the Debentures already issued."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is 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 Debentures including providing necessary authorizations for carrying out the functions mentioned herein and for execution of necessary documents, undertakings, agreements, deeds, acknowledgements and to do all such acts, deeds, matters and things as may be deemed necessary and expedient for issue of Debentures."

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

**Sd/-
Pankaj Malik
Chief Financial Officer & Company Secretary**

Date: 11 June, 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 (Items 3 to 6).
- 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. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided he/she has given to the Company a notice,

in writing, of his/her intention to inspect not less than three days before the commencement of the said Meeting.

- d. The proxy holder shall prove his / her identity at the time of attending the Meeting. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
- e. Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office and Corporate Office of the company on all working days of the company between 11:00 a.m. and 1:00 p.m. up to the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
- f. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- g. 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
- h. A route map and prominent landmark for easy location of the venue of the Meeting is enclosed with this Notice. Notice of this Annual General Meeting and the Annual Report of the Company for the year 2018-19 will also be available on the website of the Company viz. <http://www.fullertonindia.com/>.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Item No. 2

Mr. Kenneth Ho is liable to retire by rotation at the ensuing Annual General Meeting of the Company. He being eligible, has offered himself for reappointment. The Board/Nomination and Remuneration Committee in their meetings held on 18 May, 2018 completed evaluation under the Company’s Policy on ‘Fit & Proper’ Criteria for Directors. The Board having noted the recommendation of the Nomination and Remuneration Committee, approved his reappointment subject to the shareholders’ approval. He does not receive any remuneration from the Company. Details of his attendance at various Board and Committee Meetings held during the last financial year are included in the Corporate Governance Report section of the Annual Report.

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

Sr. No	Particulars	Mr. Premod Thomas
1.	Age	46
2.	Profile including Qualification & Experience	Mr. Kenneth Ho carries more than two decades of Consumer and Commercial Banking experience. He is a Graduate in Economics in Flinders University of South Australia and a Master of Business Administration holder from University Putra Malaysia. Currently, he is the Senior Vice President, SME & Commercial Banking for Fullerton Financial Holdings (International) Pte Ltd. Previously he was with Citibank for 10 years covering the roles of

		Regional Director, Consumer Secured lending of Citibank Asia Pacific regional office and in the Citibank Singapore Pte Ltd as head of Auto business and Citibusiness (Commercial Banking). Prior to joining Citibank, he also held substantial exposure in EON Bank Berhad, Malaysia, including managing the entire Auto loans Business (national) and covering numerous roles in Branch banking as well.
3.	Date of first Appointment	20 November, 2015
4.	Shareholding in Company	Nil
5.	Relationship With other Directors/KMP	None
6.	Other Directorships	1.Fullerton India Home Finance Company Limited 2.PT Fullab Kredit Tech Private Limited , Indonesia
7.	Other Member/ Chairmanship Of Committees*	Nil

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

Except Mr. Kenneth Ho being appointee in respective resolution, none of the Directors or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution. None of the Directors are related to each other.

Item No. 3

To reappoint Mr. Premod Thomas as an Independent Director

It is proposed to reappoint Mr. Premod Thomas one of the Independent Directors of the Company, whose current tenure is expiring on 30 September, 2018. The director is eligible for reappointment. As per Schedule IV to the Companies Act, 2013 the Independent Directors shall be appointed by the shareholders.

Mr. Thomas is proposed to be reappointed for the period from 1 October, 2018 to 30 September, 2021, without being liable to retire by rotation at AGM.

The Board/Nomination and Remuneration Committee in their meetings held on 18 May, 2018 completed evaluation of the performance of Mr. Thomas & proposed him to be reappointed. They evaluated his eligibility, skill, experience, qualification and contribution etc. to decide on if he is fit and proper to be appointed. It was noted that he fulfills the conditions specified in the Companies Act, 2013 and the relevant RBI regulations and that is independent of the management. The Board decided to recommend his reappointment to the shareholders.

Details of his attendance at various Board and Committee Meetings held during the last financial year are included in the Corporate Governance Report section of the Annual Report.

Mr. Thomas will be eligible for sitting fees and commission as per the terms and conditions of his appointment. Copies of the draft letter for re-appointment of the Mr. Thomas setting out the terms and conditions including details of the remuneration would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day till the date of AGM. The terms and conditions are also uploaded on the website of the Company.

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

Sr. No	Particulars	Mr. Premod Thomas
1.	Age	61 Years
2.	Profile including Qualification & Experience	Mr. Thomas is currently the MD and Head of Corporate Strategy at Clifford Capital Pte Ltd., a specialist project and asset-backed finance company in Singapore. He is concurrently the Founder and CEO of Capital Insights Pte Ltd, an investment holding company which focuses on private investment and strategy consulting. He serves as an Independent Director and Member of the Audit & Risk Committee of Mapletree Commercial Trust Ltd, Independent Chairman of the Investment Committee of MGSA Private Trust and Independent Director of Gemstone Asset Holdings Pte Ltd in Singapore. Prior to this, he held Senior Positions in Finance and Banking with Temasek Holding Ltd, Standard Chartered Bank, and Bank of America. Mr. Thomas holds an MBA from the Indian Institute of Management, Ahmedabad (PGDM), and a Bachelor of Commerce Degree from Loyola College, Chennai.
3.	Date of first Appointment	9 October, 2015
4.	Shareholding in Company	Nil
5.	Relationship With other Directors/KMP	None
6.	Other Directorships	a) Capital Insights Pte Ltd, Singapore b) MGSA Private Trust, Singapore c) Mapletree Commercial Trust MGT Ltd, Singapore d) Gemstone Asset Holdings Pte Ltd, Singapore
7.	Other Member/ Chairmanship Of Committees*	Nil

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

Except Premod Thomas being appointee in respective resolution, none of the Directors or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution. None of the Directors are related to each other.

The Board recommends the appointment of Mr. Premod Thomas as Independent Directors by passing of special resolution.

Item No.4

To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 25,000 crores

The existing borrowing limit for the Company was approved by the members in their General Meeting held on 25 April, 2015, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013. The current borrowing limit as approved by the shareholders is INR 20,000 crores.

Hence, considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company from INR 20,000 crores to INR 25,000 crores. The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

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.

Item No. 5

To approve the power to create charge on the assets of the company to secure borrowings up to Rs. 25,000 Crores pursuant to section 180(1)(a) of the companies Act, 2013

As explained above consequent to increase in the borrowing limits of the Company it would be necessary to revise the approval for creation of charge on properties of the Company given by the members in their General Meeting held on 25 April, 2015, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

The Board had in its meeting held on 28 March 2018, accorded consent to create security to secure borrowings up to Rs. 25,000 Crores. 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, matter has been put forward for members' 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.



Fullerton India Credit Company Limited
Corporate Office, Floor 5 &6, B- Wing, Supreme IT Park,
Supreme City, Powai Mumbai 400 076
Tel : +91 22 6749 1234
Registered Office: Megh Towers, Third Floor, Old No. 307,
New No. 165,Poonamallee High Road, Maduravoyal,
Chennai – 600 095, Tamil Nadu

CIN – U65191TN1994PLC079235

Item no. 6

To approve offer of Long Term Non-Convertible Redeemable Debentures up to Rs. 5,000 crores on private placement basis

As per the provisions of the Companies Act, 2013 on issue of debentures, the Company is required to take prior approval of the shareholders by way of a special resolution before making any offer or invitation for debentures. This approval will be valid for one year.

The Company had taken the approval of the shareholders in the last Annual General Meeting held on 12 July, 2017. The said approval would expire on 11 July, 2018. Accordingly, approval of the shareholders is sought for issue/offer of Long Term Non-Convertible Redeemable Debentures up to a maximum limit of Rs. 5,000 Crores. The members may kindly note the following details as regards the said debenture issuances:

- a. The shareholders' 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.

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.

Your Directors recommend the passing of this special resolution.

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

**Sd/-
Pankaj Malik
Chief Financial Officer & Company Secretary**

Date: 11 June, 2018

Place: Mumbai

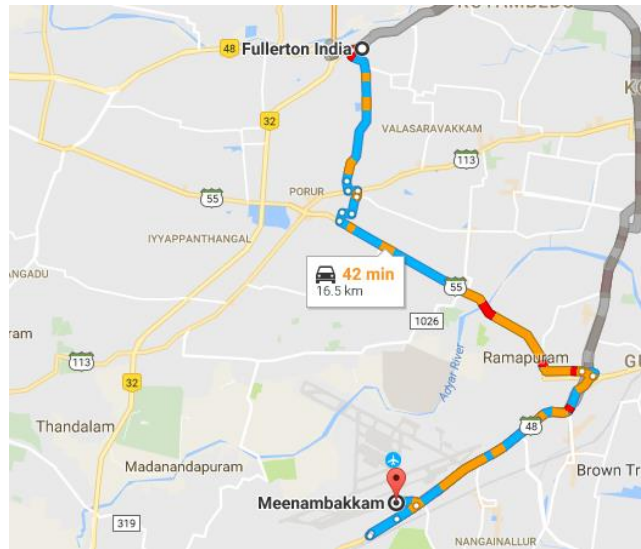
Fullerton India Credit Company Limited
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 Supreme City, Powai Mumbai 400 076
 Tel : +91 22 6749 1234
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 New No. 165, Poonamallee High Road, Maduravoyal,
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ROUTE MAP TO THE AGM VENUE

Venue: Megh Towers, Third Floor, Old No. 307, New No. 165, Poonamallee High Road, Maduravoyal, Chennai-600 095, Tamil Nadu

From Airport



From Nearest Metro/Bus Station

