

Notice of the Extraordinary General Meeting

Notice is hereby given that an Extra Ordinary General Meeting of Fullerton India Credit Company Limited will be held on Tuesday, 16 January, 2018 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, Powai, Mumbai 400076 to transact the following business:

1. Change of Object Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modification/s, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

A. Clause III(A) of the Objects clause of the Memorandum of Association of the Company be titled as ‘THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION’.

B. The existing Main Objects of Clause III (A) be altered by replacing the same with the following new Clause III(A) as under:

Clause III(A) 1

To carry on and undertake the business of finance, hire purchases, leasing and to finance lease operations of all kinds, hire or letting on hire all kinds of durables, industrial and commercial goods and vehicles of all descriptions, machinery, equipment, tools and instruments of all descriptions, refrigerators, air conditioners, washing machines and other equipment of personal use or otherwise, television, mobile phones, tablets and all other types of electronic devices and equipment the company may think fit and to assist in financing and/or financing of all and every kind and description including working capital loans, loans against book debts, loans against receivables, consumer finance, personal loans, online personal loans, educational loans, lifestyle loans, agricultural loans, forex loans, mortgage loans, pledge loans, loans against shares, securities, capital market instruments, bill discounting, peer-to-peer lending, providing online platform for enabling crowd funding, providing technology platform for other entities, utilize technology platform provided by other entities directly or indirectly and promote the Company’s business activities, and to provide fund based and non-fund based credits to various entities including but not limited to micro, small and medium enterprises, issuing of letter of credit, letter of guarantees, guaranteeing loans granted by other financiers, providing security for loans granted by other financiers, discounting of bills, hundies, cheques, drafts and deferred payment guarantees, engage in wholesale lending, financing the development of townships, development of real estate, construction of premises for residential/commercial/ industrial purposes, building of roads, canals, bridges, towers and other infrastructure projects, and to undertake financing the generation/co-generation, transmission, distribution and supply of power of all kinds, whether conventional or non-conventional or similar transactions and to subsidize or assist in subsidising or financing the

sale and maintenance of any goods, articles or commodities of all, any, every kind and description, upon any terms what so-ever and to purchase or otherwise deal in all forms of immovable and movable property including land and buildings, plant and machinery, equipment, ships, aircraft, automobiles, computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and/or used, to undertake funding of infrastructure projects under build-own-operate-transfer or build-own-transfer model, undertake structured financing, syndicated/ syndication loans, take-out financing, mezzanine financing and such other financing models by whatsoever name called, for infrastructure as well as non-infrastructure purposes, to engage in purchase/sale of non-performing assets.

Provided however that the Company shall neither carry on agricultural / plantation activities nor shall engage in real estate business, except development of townships, real estate covering construction of residential / commercial premises, roads/bridges etc.

Clause III (A) 2

To provide intermediary, broking and advisory services in the area of finance and to carry on the business as underwriters and brokers of stock, shares, debenture stocks, Government Bonds, Units of Unit Trust, National Savings Certificates, and other securities, hybrid instruments, derivatives, options, including providing a leasing advisory/counseling service to other entities and/or form the leasing arm of other entities.

Clause III (A) 3

To act as an issue house, merchant bankers, investment banker, registrar or share transfer agent, financial advisors, management consultants and financial consultants. To provide venture capital fund, private equity fund, custodial services, factoring services.

Clause III (A) 4

To act as buyers and sellers of all foreign exchange in the form of currencies, travelers' cheques, cards (pre-paid, credit or debit), bonds, notes, instruments, papers, documents and to establish and carry on business of White Label ATM networks in terms of Payment and Settlement Systems Act, 2007 independently or in association with other service providers as a joint venture or otherwise as may be permitted by the Reserve Bank of India subject to necessary approvals.

Clause III (A) 5

To carry on the business of Corporate Insurance Agents and / or Brokers for the General Insurance Companies and/ or Life Insurance Companies owned by the Central Government or State Governments or Government Corporations or Private Insurance Companies including Foreign Companies, by soliciting and procuring all or any type of Insurance Policies for commission or on income sharing basis or on a fixed income basis.

Clause III (A) 6

To carry on and undertake the business of acting as direct selling agents, referrer, franchisee, licensee, authorized sales agents for any type of financial and saving instruments including fixed deposits, postal savings, bonds, debentures, other securities, mutual funds units, equity and preference shares and other type of securities of companies, life and non-life insurance products, all types of structured products designed by the Company or any other company(ies), off-shore

products designed by foreign entities, to act as business correspondents for banks and/or various other entities subject to such guidelines as may be prescribed by the Reserve Bank of India from time to time, to act as collection, recovery agents, service providers for other entities engaged in similar business as the Company, to provide technology platform for other entities.

Clause III (A) 7

To undertake and carry on the business of servicers of loans and other facilities, purchasing or acquiring and or assigning, selling, conveying, transferring and disposing of, by any means including securitization, the receivables arising out of loans (whether secured or unsecured), standard or non-performing assets and / or the lease rentals and hire charges from the leasing or hire of equipment, machinery, vehicles and other assets (whether standard or non performing) including any underlying securities (where applicable) therewith and to undertake / participate in / share in the risks associated with such activity, if any.

Clause III (A) 8

A. To issue, sell, market & design various payment products such as credit cards, charge cards, debit cards, stored value cards, smart card, value added cards, EMI cards, E-Wallet and other such payment instruments by whatsoever name and/or structure called and carry on activities such as entering into agreement with various entities for promoting / marketing initiative of their products, to utilize the branch infrastructure by sub-letting for placing products for display, to leverage the database of customers, to organize and participate in the business promotion of events, distributing financial products through online common platform and to carry out any other similar activities for commission or on income sharing basis or on a fixed income basis.

B. To issue such categories of prepaid payment instruments, including but not limited to co-branded prepaid payment instruments, operate payment systems, and undertake such activities in relation to payment, remittance and settlement systems as may be permitted by the Reserve Bank of India from time to time.

Clause III(A) 9

To sponsor, coordinate, implement or promote research programs or projects of a developmental nature involving development of prototypes, pilot plant investigations etc., in the area of new sources of alternate energy, to establish and to maintain a technical library and / or information Centre and to collect and collate information regarding alternate energy sources.

RESOLVED FURTHER THAT necessary revision in numbering the clauses of the Memorandum of Association of the Company shall be carried out.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. Adoption of Memorandum of Association as per provisions of Companies Act, 2013:

To consider and, if thought fit, to pass with or without modification/s, the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company, by merging appropriate and relevant objects of the Memorandum of Association, mentioned under Clause III (C) – ‘Other Objects’ with Clause III (B) – ‘Objects Incidental or Ancillary to the attainment of the Main Objects’ and consequently changing the object numbering as may be appropriate.

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (B) – MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are:

RESOLVED FURTHER THAT the following changes be introduced to the renamed Clause III (B):

1. The existing clause 2 be deleted and be replaced with the following:
“To purchase, take on lease or in exchange or otherwise acquire, any, movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particulars any land, building, easements, machinery, plants and stock in trade and to construct maintain after any buildings, or works, necessary or convenient for the purpose of the company.”
2. The existing clause 3 be deleted and be replaced with the following:
“To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company, carrying on or proposing to carry on any business which the company is authorised to carry on or possession of the properties suitable for the purpose of this company, or which can be carried on or being conducted so as directly or indirectly to benefit the Company. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company, carrying on or proposing to carry on any business which the company is authorised to carry on or possession of the properties suitable for the purpose of this company, or which can be carried on or being conducted so as directly or indirectly to benefit the Company.”
3. The existing clause 4 be deleted and be replaced with the following:
“To enter into any agreement or arrangements with individuals, firms or corporate bodies, Indian or foreign companies to acquire technical information, know-how processes, layout and blueprints useful for or required for the business of the company and to acquire any grant or licenses and other rights and benefits in the foregoing matters and things.”
4. The following clause be inserted as new clause 5:

“To enter into contracts, agreements and arrangement with any other company, firm or person for carrying out by such other company, firm or person on behalf of the company all the objects, for which the company is formed.”

5. The following clause be inserted as new clause 6:

“To form a joint venture with any company carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit this Company and to acquire or join in acquiring any such business, as covered in the foregoing matters and things.”

6. The existing clause 5 be deleted and be replaced with the following as new clause 7:

“To enter into any agreement or arrangements with the government or any governmental authorities that may seem conducive to the company’s objects or for any of them and to search for and to purchase or otherwise, acquire from any Government, State or authority, any licenses, concessions, grant, right, power or privilege whatsoever or any particular rights or concessions for the benefit of the company.”

7. The existing clause 6 be deleted and be replaced with the following as new clause 8:

“Subject to the provisions of Companies Act, 2013 and rules made thereunder and also in compliance with the directions issued by Reserve Bank of India in this behalf, the company can borrow or raise or secure the payment of money from any bank or banks or any other person or persons for the purpose of the Company’s business in such manner and on such terms and with such rights powers and privileges as the Company may think fit and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of and money borrowed, raised or owing by mortgage charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the company or any other persons or company of any obligation undertaken by the company or any other person or company as the case may be.”

8. To insert the following clause as new clause 9:

“To receive money, securities or valuable on deposit at interest or otherwise from persons dealing with the Company or for custody on any terms whatsoever, provided the Company shall not carry on the business of banking as defined under the Banking Regulations Act, 1949.”

9. To insert the following clause as new clause 10:

“To lend and advance money, either with or without security and give credit to such persons, firms, or body corporate (including Government) and upon such terms and conditions as the company may think fit provided that the company shall not do any banking within the meaning of the Banking Regulations Act, 1949.”

10. To delete the existing clause 8 and insert the following as new clause 12:

“To procure the incorporation, registration or other recognition of the Company, in any country, state or place and to establish and regulate agencies for the purpose of the Company’s business, subject to necessary approvals and to apply or join in applying to any parliament, Local Government, Municipal or other authority or body, or foreign bodies, for any acts of parliament laws, decrees, concessions, orders, rights or privileges that may seem conducive to the company’s objects, or any of them and to oppose by lawful means any proceedings or applications or legislations or grantor withdrawal of any rights, privileges or any impositions or alteration or cancellation of any taxes or

duties or tariffs which may seem calculated directly or indirectly to prejudice the company's interests."

11. To delete the existing clause 9.

12. To delete the existing clause 10 and insert the following as new clause 13:
"To remunerate the employees/ directors/ associates of the company and others out of and in proportion to the profits of the company or otherwise as may thought fit."

13. To delete the existing clause 14 and insert the following as new clause 17:
"To purchase, take on lease or exchange, hire or otherwise acquire, any property, whether movable or immovable and any rights or privileges, which may be necessary or convenient for the purpose of its business or may enhance the value of any other property of the Company."

14. To delete existing clause 16 and insert the following as new clause 19:
"To establish and maintain any agencies in any part of the world for the conduct of the business of the company or for the sale of any materials or services or things for the time being at the disposal of the company for sale; and to advertise and adopt means of making known all or any of the manufacturers' products or services or goods of the company or any articles or services or goods traded or dealt in by the company in any way that may be thought advisable, including the passing of the bills in relation thereto, and issue of circulars, books, pamphlets and price lists and the conducting of competition and the giving of prizes, regards and donations, but not by way of lottery."

15. To delete the existing clause 17 and 18 and insert the following as new clause 20:
"Subject to the provisions of the Companies Act, then in force, to amalgamate either in whole or in part with any company or companies or acquire interest in the business or transaction or enter into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance company or to acquire and carry on any other business auxiliary to the business of the company or connected therewith or which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly, to enhance the value or render more profitable any of the company's properties and to give or accept by way of consideration for any of the acts or things aforesaid or the property acquired, any moneys, shares, debentures, debenture stock, loan, stock, or securities that may be agreed upon and to shares, debentures, debenture stock or securities so received. or otherwise assist any such company and to sell, hold, reissue with or without guarantee or promote any other company or companies for the purpose of acquiring all or any part of the property, rights and liabilities of the company."

16. To delete the existing clause 20 and insert the following as new clause 22:
"To guarantee the performance of any contract or obligation by creating mortgages or charges upon all or any part of the undertaking, property and rights of the company either present or future or both. and of payment of money borrowed or of dividend and interest or premiums payable on any stocks, shares or securities of any company, corporation, or person in any case in which such guarantee may be considered likely directly or indirectly to further the objects of the company."

17. To delete the existing clause 23 and insert the following as new clause 25:

“To distribute among the members in specie or kind any of the properties of the company, or any proceeds of sale or disposal of any property of the Company in the event of winding up as allowed by law.”

18. To insert the following as new clause 26:

“To carry on any business or branches of a business which this Company is authorized to carry on by means, or through the agency of, any subsidiary company or Companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branches so carried on, or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or branch so carried on, including power at any time and either temporarily or permanently to close any such branch or business.”

19. To delete the existing clause 24 and insert the following as new clause 27:

“To provide for the welfare and benefit of the directors, employees, or Ex-Directors, ex-employees of the company and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or crawls, or by grants of money, pensions, allowances, bonus, payments towards insurance or other payment or by creating and from time to time subscribing or contributing to aiding or supporting provident or other associations, institutions, funds or trust and by providing or subscribing or contributing places of instructions and recreations, hospitals and dispensaries, medical and other attendants and other assistants as the company shall think fit.”

20. To delete the existing clause 25 and insert the following as new clause 28:

“To make donations to such persons or institutions either of cash or any of the assets as may be thought directly or indirectly conducive to any of the Company’s objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company, and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public cultural, educational or other institutions or objects or for any exhibition or for any public, general or for any other objects subject to the provisions of section 182 of the Companies Act, 2013.”

21. To delete the existing clause 27 and insert the following as new clause 30:

“To adopt such means of making known the business and facilities carried on by the company as may seem expedient and in particular by advertising in the press, by circulars, and publication of books and periodicals and by granting prizes, awards and donations.”

22. The following clause be inserted as new clause 32:

“To pay out of the Company’s funds the cost of all expenses in connection with all matters preliminary and incidental to the formation, promotion and incorporation of the company and the other costs and underwriting expenses, brokerage on issue of shares and debentures incentives and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any company.”

23. To delete the existing clause 31 and insert the following as new clause 35:

“To insure with any other company, firm or persons against losses, damages and risks of the whole or any part of the property of the Company either fully or partially to protect and indemnify the

Company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion hereof either on mutual principle or otherwise.”

24. To delete the existing clause 33 and insert the following as new clause 37:

“To refer or agree to refer any claim, demands, disputes or any other question by or against the Company or in which the company is interested or concerned and whether between the Company and a member or members or his or their representatives or between the Company and third party to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.”

25. To insert the following as new clause 39:

“To institute conduct and defend all actions and legal proceedings against the Company and its officers.”

26. To insert the following as new clause 40:

“To restructure any loans given by the Company and any loans purchased or otherwise acquired by the Company from time to time.”

27. To insert the following as new clause 42:

“To acquire and take over as going concern, by purchase or on lease, and to undertake to carry on the whole or any part of the business together with the goodwill and the trade name, property rights, and liabilities of any person or persons, firm or any company carrying on any business, any part of the purposes of which is within the objects of the company or which the company is authorised to carry on or possessed of property suitable for the purposes of the company and to pay for the same by shares, debentures, debenture stock, bonds, cash or otherwise and to conduct and carry on or liquidate and wind up and such business and to promote, form and register and aid in promotion, formation and registration of any company or companies, subsidiary or otherwise for the purposes of acquiring all or any of the property, undertaking rights and liabilities of such company or for any other purpose which may seem directly or indirectly calculated to benefit this company and to be interested in or take or otherwise acquire, purchase, hold, sell, or otherwise dispose of shares, debentures, and other securities in or of any such company or any other company for all or any of the object mentioned In this memorandum and to subsidize or otherwise assist any such company and to undertake the management or other work, duties, and business of any such company on such terms and conditions as may be arranged.”

28. To insert the following as new clause 43:

“To train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of or for the furtherance of the Company's objects and to employ or retain experts to further the interest of the Company and to remunerate such experts.”

29. To insert the following as new clause 44:

“To second, arrange, procure, give on hire for consideration, the services of skilled and unskilled employees of the Company for financial, management advisory and technical services, customer relationship management, compliance checking services, data processing and analysis, accounting, bookkeeping, to act as technology and engineering consultants and to provide training and human resource related services.”

RESOLVED FURTHER THAT the existing clause III(C) – Other objects of the Memorandum of Association of the Company be and is hereby deleted in its entirety.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

3. Adoption of Articles of Association as per the provisions of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modification/s, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of Companies Act, 2013, (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. Appointment of Mr. Anindo Mukherjee (DIN 000019375) as a Director

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Anindo Mukherjee (DIN 000019375), who was appointed as an Additional Director of the Company with effect from November 30, 2017 and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

5. Appointment of Mr. Anindo Mukherjee (DIN: 000019375) as the Whole-time Director and interim CEO of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Anindo Mukherjee (DIN: 000019375) as Whole-time Director (“WTD”) to hold office as an interim Chief Executive Officer (“CEO”) of the Company with effect from 1st January 2018 till such time a Managing Director and/or Chief Executive Officer is identified and appointed or till such time the Board decides otherwise, in any case for a term not exceeding 5 (five) years, subject to approval of Central Government and subject to such other approvals as may be necessary, on the following terms and conditions:

- Mr. Mukherjee will not draw any remuneration from the Company.
- Other Terms: (i) Mr. Mukherjee has the overall responsibility to lead and manage strategic initiatives & operations of the Company subject to the superintendence, control & direction of the Board of Directors. (ii) He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof.
- The Board of Directors may, in their discretion, vary/alter or widen the scope of remuneration within the overall limits as specified under Section 197 read with Schedule V of the Act and other applicable provisions if any, of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized, subject to approval of the Central Government, to vary, alter or modify the terms and conditions of his appointment including remuneration payable during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such increase shall not exceed any amount permitted to be paid to Mr. Anindo Mukherjee under applicable law without obtaining requisite approvals.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Mr. Anindo Mukherjee as WTD and interim CEO of the Company, the Company has no profits or its profits are inadequate, Mr. Anindo Mukherjee will be paid, then current remuneration (including Fixed Salary, Incentives & Increments thereto and retirement benefits) as minimum remuneration subject to necessary approvals and compliances as per the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendments/



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

modifications in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board”

By Order of the Board
For Fullerton India Credit Company Ltd

Sd/-

Pankaj Malik
Chief Financial Officer & Company Secretary

Date: 19 December, 2017

Place: Mumbai

Registered Office:

Megh Towers, Third Floor, New No.165
Poonamallee High Road, Maduravoyal, Chennai 600095 India
CIN: U65191TN1994PLC079235

Notes:

1. 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 1 to 5)
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

The proxy form duly complete must be returned so as to reach the registered office of the Company not less than 48 hours before the time of commencement of the aforesaid meeting.

3. Corporate members intending to send their authorized 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.
4. The Members/Proxies should fill the Attendance Slip for attending the Meeting.
5. Proxies registers are open for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting. Inspection shall be allowed between 11.00 A.M. and 5.00 P.M.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1

In order to make the main object clause of the Memorandum of Association comprehensive and concise and to include activities permitted to be undertaken by an NBFC (eg. prepaid payment instruments, white label ATMs etc.) from time to time, it is proposed to modify the main object clause of the Memorandum of Association of the Company.

The Board at its meeting held on 14 December, 2017 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions.

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

Item No. 2

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging appropriate and relevant Objects under Clause III (C) – 'Other Objects' with Clause III (B) – 'Objects Incidental or Ancillary to the attainment of the Main Objects' and also to rename the Clause III (A) and III (B) of the Object Cause.

The Board at its meeting held on 14 December, 2017 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day,

except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members.

Item No. 3

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act. Substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The Board at its meeting held on 14 December, 2017 has approved alteration of the AOA of the Company and the Board now seek Members' approval for the same.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members.

A copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

Item No 4 and 5

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Anindo Mukherjee was appointed as an Additional Director by the Board with effect from 14 December 2017, to hold office up to the date of ensuing Annual General Meeting, not liable to retire by rotation. He was also appointed as Whole-time Director and Interim Chief Executive Officer with effect from 1 January, 2018, subject to approval of the members.

The Company has received consent to act as Director and declaration that he is not disqualified from being appointed as a Director of the Company.

The Company has also received notice in writing, from member along with requisite deposit under section 160 of the Companies Act, 2013, proposing his candidature for the appointment as Director of the Company.

Appointment of Mr. Anindo Mukherjee, being a non-resident, will be subject to approval of Central Government. An application will be made to the Central Government in respect of the said appointment and the appointment is subject to receipt of the said approval.

I. Powers and Duties

The Whole-time Director and interim Chief Executive Officer shall act subject to superintendence, control and direction of the Board and shall be in the overall charge of the functioning of the Company, including, inter-alia, handling of the day-to-day business of the Company, appointment and termination of senior employees of the Company, navigation on behalf of the Board and/or the Company and perform all the duties delegated to him by the Board by way of a General Power of Attorney or otherwise and which can be delegated to him from time to time in the future.

II. Remuneration

Mr. Anindo Mukherjee shall not be entitled to any remuneration from the Company.

The Company has received notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, along with the deposit money, proposing his candidature for the office of the Whole-time Director.

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

Sr. No	Particulars	
1.	Age	50 years
2.	Profile Including Qualification & Experience	Mr. Mukherjee has more than 25 years of experience in risk management for Retail and SME segments in the banking industry. He currently heads the Integrated Risk Management function at Fullerton Financial Holdings, and oversees portfolio-wide performance and risk assessment. Prior to joining FFH, Mr. Mukherjee was responsible for the Risk Management, Legal and Compliance functions in Fullerton India. Before Fullerton India, he was with Standard Chartered Bank for six years, where he was the Regional Credit Officer for the Consumer Business in India & South Asia. Mr. Mukherjee has had exposure across a variety of private and international banks, including Bank of America, ABN AMRO Bank and HDFC Bank. He has also served on the Board of the

		Credit Information Bureau (India) Limited. He is a qualified Chartered Accountant.
3.	Date of first Appointment	14 December 2017
4.	Shareholding in Company	Nil
5.	Relationship With other Directors/ KMP	None
6.	Other Directorship	1. Fullerton India Home Finance Company Limited
7.	Member/Chairmanship Of Committees*	None

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

Since he has been appointed in Board meeting held on 14 December 2017, the details of his attendance at various Board Meetings held during the last financial year are not applicable.

The Board recommends the appointment of Mr. Anindo Mukherjee as the Whole-time Director and interim CEO, by the shareholders of the Company by passing the ordinary resolution.

Mr. Anindo Mukherjee is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Anindo Mukherjee are, in any way, concerned or interested (financially or otherwise) in the proposed resolutions. The resolutions as set out in item no. 4 and 5 of this Notice are accordingly recommended for your approval by passing of Ordinary Resolution (s).

By Order of the Board
For Fullerton India Credit Company Ltd

Sd/-

Pankaj Malik
Chief Financial Officer & Company Secretary

Date: 19 December, 2017
Place: Mumbai

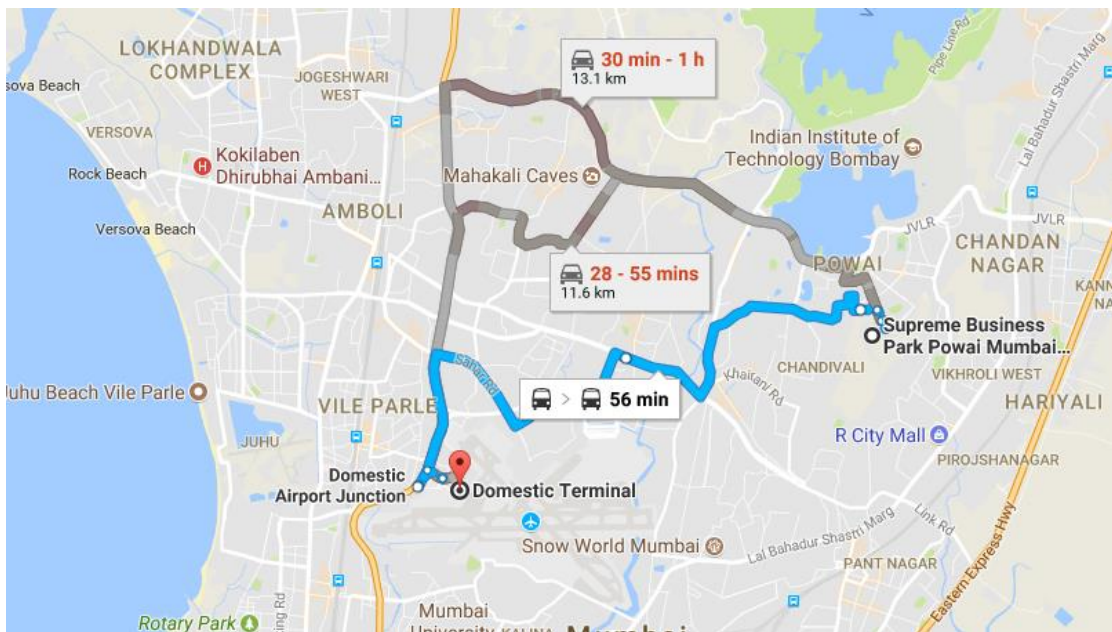
Registered Office:

Megh Towers, Third Floor, New No.165
Poonamallee High Road, Maduravoyal, Chennai 600095 India
CIN: U65191TN1994PLC079235

ROUTE MAP TO THE EGM VENUE

Venue: Floor 6, B wing, Supreme IT Park, Supreme City, Powai, Mumbai 400076

From Airport



From Nearest Railway Station-Thane

