

Notice

Notice is hereby given that an Extra Ordinary General Meeting of the Equity Shareholders of Fullerton India Credit Company Limited will be held on Tuesday, 10th June, 2014 at 11.30 a.m. at Board Room, Floor 6, B wing, Supreme IT Park, Supreme City, Behind Lake Castle, Powai, Mumbai 400 076 to transact the following as Special business:

Special Business:

To pass with or without modifications the following resolution as Special Resolution:

a. Offer of Long Term Non Convertible Redeemable Debentures up to Rs. 5,000 crores on private placement basis

"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 long term non-convertible debentures including providing necessary authorizations for carrying out the functions mentioned herein and for execution of necessary documents, undertakings, agreements, deeds, acknowledgements and to all such acts, deeds, matters and things as may be deemed necessary and expedient for issue of Long Term Non Convertible Redeemable Debentures."

By Order of the Board
For Fullerton India Credit Company Ltd


Pankaj Malik
Head - Finance & Company Secretary

Date: 26th May, 2014
Place: Mumbai

Notes:

(i) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxy form may be deposited at the registered office of the Company not less than 48 hours before the commencement of this meeting.

(ii) The relative explanatory statements pursuant to Section 102 of the Companies Act, 2013 on respect of aforesaid items of the notice set out above are annexed hereto.

Explanatory Statement as required by Section 102 of the Companies Act, 2013

The provisions of the new Companies Act, 2013 on issue of debentures have been made effective from 1st April, 2014. One of the new requirements is that the Company should have prior approval of the shareholders by way of a special resolution before making any offer or invitation for debentures. Hence, without the shareholders' approval the Company cannot issue any debentures w.e.f. 1st April, 2014. This approval will be valid for one year.

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.

NONE OF THE DIRECTORS OR KEY MANAGERIAL PERSONNEL OR THEIR RELATIVES ARE INTERESTED IN THE RESOLUTION.

Your Directors recommend the passing of the above resolution.

By Order of the Board
For Fullerton India Credit Company Ltd


Pankaj Malik
Head - Finance & Company Secretary

Date: 26th May, 2014
Place: Mumbai