



NOTICE

NOTICE is hereby given that the 25th Annual General Meeting (AGM) of Fullerton India Credit Company Limited will be held on Tuesday, August 04, 2020, at 11:45 a.m. IST through Two Way Video Conferencing ('VC') to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended 31 March, 2020, together with the Reports of the Directors and the Auditors' thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2020, together with the Report of the Auditors' thereon.
2. To appoint a director in place of Mr. Anindo Mukherjee (DIN: 00019375), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. **To reappoint Mr. Shirish Apte (DIN: 06556481) 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, 160 and other applicable provisions if any of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable regulations/directions/notifications of the Reserve Bank of India and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Shirish Apte (DIN: 06556481) who holds office of Independent Director up to 30 September, 2020, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director, for a period of 3 years with effect from 1 October, 2020 up to 30 September, 2023 and whose office shall not be liable to determination by retirement by rotation."

4. **To extend the current tenure of Dr. Milan Shuster, (DIN: 07022462), Independent Director, by two years**

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

"RESOLVED THAT in partial modification of the resolution of the members of the Company passed in the 22nd Annual General Meeting held on 12 July, 2017 and pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013

Fullerton India Credit Company Limited

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CIN number: U65191TN1994PLC079235 | IRDAI COR No : CA0098

Registered Office: Megh Towers, 3rd Floor, Old No. 307, New No. 165,
Poonamallee High Road, Maduravoyal, Chennai - 600 095, Tamil Nadu



(‘the Act’) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable regulations/directions/notifications of the Reserve Bank of India and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded for extension of tenure of second term of Dr. Milan Shuster (DIN: 07022462) who holds office of Independent Director up to 30 September, 2020, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing extension of tenure for the office of Director, by 2 years with effect from 1 October, 2020 up to 30 September, 2022 and whose office shall not be liable to determination by retirement by rotation.”

5. **To extend the current tenure of Ms. Sudha Pillai, (DIN: 02263950) Independent Director, by two years.**

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

“RESOLVED THAT in partial modification of the resolution of the members of the Company passed in the 22nd Annual General Meeting held on 12 July, 2017 and pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable regulations/directions/notifications of the Reserve Bank of India and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded for extension of tenure of second term of Ms. Sudha Pillai (DIN: 02263950) who holds office of Independent Director up to 30 September, 2020, and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing extension of tenure for the office of Director, by 2 years with effect from 1 October, 2020 up to 30 September, 2022 and whose office shall not be liable to determination by retirement by rotation.”

6. **Appointment of Mr. Hong Ping Yeo (DIN: 08401270) as a Director**

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 Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable regulations/directions/notifications of the Reserve Bank of India and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Hong Ping Yeo (DIN: 08401270), who was appointed as an Additional Director in the capacity of Deputy Chairman and Non-Executive Director with effect from 24 September, 2019,

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and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160(1) 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, liable to retire by rotation.”

7. Appointment of Mr. Promeet Ghosh (DIN: 05307658) as a Director

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 Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable regulations/directions/notifications of the Reserve Bank of India and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Promeet Ghosh (DIN: 05307658), who was appointed as an Additional Director in the Non-Executive capacity with effect from 19 November, 2019, and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160(1) 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, liable to retire by rotation.”

8. Appointment of Mr. Radhakrishnan Menon (DIN: 01473781) as an Independent Director

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 Sections 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable regulations/directions/notifications of the Reserve Bank of India and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Radhakrishnan Menon (DIN: 01473781), who was appointed as an Additional Director in the capacity of Independent Director with effect from 18 October, 2019, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a period of 3 years with effect from 18 October 2019 up to 17 October, 2022 and whose office shall not be liable to determination by retirement by rotation.”

9. To increase the Authorized Share Capital of the Company

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

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“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force), the rules framed thereunder and applicable provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 25,00,00,00,000/- (Rupees Two Thousand Five Hundred Crores only) divided into 250,00,00,000 (Two Hundred and Fifty Crores) Equity Shares of Rs.10/- (Rupee Ten) each to Rs. 5000,00,00,000/- (Rupees Five Thousand Crores only) divided into 500,00,00,000 (Five Hundred Crores) Equity Shares of Rs. 10/- (Rupee Ten) each by creation of additional capital of Rs. 25,00,00,00,000/- (Rupees Two Thousand Five Hundred Crores only) divided into 250,00,00,000 (Two Hundred and Fifty Crores) equity shares of Rs. 10/- (Rupee Ten) each ranking pari-passu with the existing equity shares of the Company”.

RESOLVED FURTHER THAT the “Clause V” of the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause with the following new Clause:

V. The Authorised Share Capital of the Company is Rs. 5000,00,00,000/- (Rupees Five Thousand Crores only) divided into 500,00,00,000 (Five Hundred Crores) Equity Shares of 10/- (Rupee Ten) each. The Share Capital may be increased or reduced in accordance with the provisions of the Companies Act, 2013.

**By order of the Board of Directors
For Fullerton India Credit Company Limited**

**Arun Mulge
Company Secretary**

Date: 13 July, 2020

Place: Mumbai

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**NOTES:**

- a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/ CMD1/CIR /P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 25th AGM of the Company is being conducted through VC Facility, without the physical presence of Members at a common venue. The deemed venue for the 25th AGM shall be the Registered Office of the Company.
- b. 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 2 to 9).
- c. In compliance with the aforesaid MCA and SEBI circulars, notice of the AGM is being sent only through electronic mode to members whose email addresses are registered with the Company. Members may note that Notice will also be available on Company’s website
- d. Since this AGM is being held pursuant to the MCA circulars through VC, physical attendance of Members has been dispensed with.
- e. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 (“the Act”) and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act will be available electronically for inspection by the members during the time of AGM.
- 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. The link to attend the AGM will be shared separately via email before the meeting. Notice of this AGM will also be available on the website of the Company viz. <http://www.fullertonindia.com/>.
- i. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
- j. Facility of joining the AGM through VC shall be kept open 30 minutes before the time scheduled for the AGM and will be available for members on first come first serve basis.

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

Item No. 2

Mr. Anindo Mukherjee is liable to retire by rotation at this Annual General Meeting of the Company. He being eligible has offered himself for reappointment. The Nomination and Remuneration Committee and Board in their meetings held on 02 June, 2020 and 09 June, 2020 respectively completed his evaluation under the Company's Policy on 'Fit & Proper' Criteria for Directors. The Board having noted the recommendation of the Nomination and Remuneration Committee provided its consent for 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 Mr. Anindo Mukherjee as prescribed under the Companies Act, 2013 are as under:

Sr. No	Particulars	Mr. Anindo Mukherjee
1.	Age	52 years
2.	Profile including Qualification & Experience	<p>Mr. Anindo Mukherjee is a Non-Executive Director on the Board of Fullerton India. Currently, he is the Chief Operating Officer at Fullerton Financial Holdings Pte Ltd (FFH), Singapore. Mr. Mukherjee oversees the company's operational activities and works closely with the investee companies to implement their business plans, manage risk and governance, and develop operational capabilities.</p> <p>Mr. Mukherjee has more than 25 years of banking experience. Prior to joining FFH, he was responsible for the Risk Management, Legal and Compliance functions in Fullerton India. His vast experience includes working with Standard Chartered Bank, where he was the Regional Credit Officer for the Consumer Business in India & South Asia and having exposure across a variety of other international and private banks, including Bank of America, ABN AMRO Bank and HDFC Bank.</p> <p>He is a Chartered Accountant from the Institute of Chartered Accountants of India and Cost & Management Accountant from Institute of Cost and Works Accountants of India.</p>
3.	Date of first Appointment	14 December, 2017
4.	Shareholding in Company	Nil
5.	Remuneration Paid/ Remuneration	Nil

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	last drawn	
6.	Relationship With other Directors/KMP	None
7.	Other Directorships	<ul style="list-style-type: none"> a. Fullerton India Home Finance Company Limited. b. LendingKart Finance Limited c. Lendingkart Technologies Private Limited d. Fullerton Credit (Chongqing) Ltd. e. Fullerton Credit (Yunan) Ltd. f. Fullerton India (Sichuan) Ltd. g. Fullerton Credit (Hubei) Ltd. h. FFH S.E.A Investments Pte Ltd. i. FFH S.E.A. Investments (Singapore) Pte Ltd. j. Fullerton Financial Holdings (International) Pte Ltd k. Fullerton Investment Management Pte Ltd l. Bicentennial Fund 1 Pte Ltd m. Fullerton Financial Digital Holdings Pte Ltd n. Deem Finance LLC o. Fullerton Technology (Shanghai) Co. Ltd. p. Deem Finance FZ LLC
8.	Other Member/ Chairmanship of Committees*	<ul style="list-style-type: none"> - Fullerton India Home Finance Company Limited • Audit Committee (Chairman) - Lendingkart Finance Limited • Audit Committee (Member)

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

Except Mr. Anindo Mukherjee 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. Anindo Mukherjee as Non-Executive Director by passing of ordinary resolution.

Item No. 3

It is proposed to reappoint Mr. Shirish Apte, Independent Director, whose current tenure is expiring on 30 September, 2020. Mr. Shirish Apte is eligible for reappointment. As per Schedule IV to the Companies Act, 2013, the Independent Directors shall be re-appointed by the shareholders.

Mr. Shirish Apte is proposed to be reappointed for the period from 1 October, 2020 to 30 September, 2023, without being liable to retire by rotation at AGM.

The Nomination and Remuneration Committee and Board in their meeting held on 02 June, 2020 and 09 June, 2020 respectively completed evaluation of the performance of Mr. Shirish Apte and proposed for his re-appointment. They evaluated his eligibility, skills, experience, qualifications and contribution etc. to decide on if he was fit and proper to be re-appointed. It was noted that he fulfills the conditions specified in the Companies Act, 2013 and the relevant RBI regulations and that he is

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independent of the management. The Board decided to recommend his reappointment to the shareholders.

Pursuant to Section 160 of the Companies Act, 2013, the Company has received notice from a member proposing re-appointment of Mr. Shirish Apte as an Independent Director of 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.

Mr. Shirish Apte would be eligible for sitting fees and commission as per the terms and conditions of this re-appointment. The terms and conditions of re-appointment are uploaded on the website of the Company.

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

Sr. No	Particulars	Mr. Shirish Apte
1.	Age	67 years
2.	Profile including Qualification & Experience	<p>Mr. Shirish Apte is the Chairman of the Board of Fullerton India and an Independent Director. He has over 32 years of experience with Citibank across several countries and geographies. He was Chairman of Citibank Asia Pacific Banking from 2012 to January 2014 before retiring from Citi. Prior to that, he was regional CEO for Citibank businesses in the Central/Eastern Europe, Middle East & Africa, and Co-CEO for Citi Asia Pacific.</p> <p>Currently, he is serving as a Director on several other boards.</p> <p>Mr. Apte has a Bachelor of Commerce degree from Calcutta University and Master of Business Administration degree from London Business School. He is a qualified Chartered Accountant from the Institute of Chartered Accountants, England and Wales.</p>
3.	Date of first Appointment	22 November, 2017
4.	Shareholding in Company	NIL
5.	Relationship With other Directors/KMP	None
6.	Other Directorships	<ul style="list-style-type: none"> a. Fortis Healthcare Limited b. Clifford Capital Pvt Ltd, Singapore c. Clifford Capital Holdings, Singapore d. Keppel Infrastructure, Singapore e. Pierfront Capital Mezzanine Fund Pte Ltd, Singapore f. IHH Healthcare Berhad, Malaysia g. Acibadem Healthcare, Turkey h. Commonwealth Bank of Australia, Australia i. Bank Handlowy, Poland

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7.	Other Member/Chairmanship of Committees*	None
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**Only membership & chairmanship of Audit Committees & Stakeholders Relationship Committees of Indian companies have been included.*

Except Mr. Shirish Apte 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 re-appointment of Mr. Shirish Apte as Independent Director by passing of special resolution.

Item No. 4 and 5:

It is proposed to extend the tenure for the second terms of Dr. Milan Shuster and Ms. Sudha Pillai, Independent Directors of the Company both of which are expiring on 30 September, 2020, by 2 years, i.e. from 1 October, 2020 to 30 September, 2022, without being liable to retire by rotation at AGM. They were appointed for a term of 3 years. They are eligible to serve for a term of upto 5 years. This will require partial modification of the special resolution passed by the shareholders in the 22nd Annual General Meeting held on 12 July, 2017.

The Nomination and Remuneration Committee and Board in their meetings held on 02 June, 2020 and 09 June, 2020 respectively completed evaluation of the performance of the independent directors and proposed to extend their tenure by 2 years. They evaluated their eligibility, skills, experience, qualifications and contribution etc. to decide on if they are fit and proper for the extension of tenure. It was noted that they fulfill the conditions specified in the Companies Act, 2013 and the relevant RBI regulations and that they are independent of the management. The Board decided to recommend the extension of their tenure to the shareholders.

Pursuant to Section 160 of the Companies Act, 2013, the Company has received notice from a Member proposing extension of tenures of Dr. Milan Shuster and Ms. Sudha Pillai by 2 years, as Independent Directors of the Company.

Details of their 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.

Dr. Milan Shuster and Ms. Sudha Pillai would be eligible for sitting fees and commission as per the terms and conditions of extension of their tenure. The terms and conditions of their extension of tenure are uploaded on the website of the Company.

Other relevant details of Dr. Milan Shuster and Ms. Sudha Pillai as prescribed under the Companies Act, 2013 are as under:

Sr. No	Particulars	Dr. Milan Shuster	Ms. Sudha Pillai
1.	Age	78 years	70 years

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2.	Profile including Qualification & Experience	<p>Dr. Milan Shuster is an Independent Director on the Board of Fullerton India. Dr. Shuster, is a professional with several decades of experience in the banking sector. He served at Asian Development Bank, ING Bank, National Bank of Canada, Nippon Credit Bank in various capacities. After working as the President and CEO of P. T. Bank PDFCI, he served Bank Danamon Indonesia in various capacities. He became its president and CEO and later its Independent Commissioner. He has also served many other entities in Directorial and advisory capacities.</p> <p>Dr. Shuster holds PhD in international Law and Economics from Oxford University, Master of Law from London School of Economics, Bachelor of Law from University of Western Ontario and Bachelor of Business Administration from Ivey Business School.</p>	<p>Ms. Sudha Pillai is an Independent Director on the Board of Fullerton India. Ms. Pillai, a 1972 batch IAS officer held a number of senior positions in the Government of India and the State Government of Kerala for 40 years. Her last assignment was as Member Secretary (in the rank of Minister of State) Planning Commission, Government of India.</p> <p>She handled the Industry and Finance portfolios for nearly twenty years. In Government of India, she worked in the Ministries of Industry, Corporate Affairs, Labour and Employment. She contributed notably to 1991 reforms in Industrial and Foreign Direct Investment Policies, as also in bringing amendments to corporate laws and in formulation of the National Skill Development Policy. In Kerala, as Principal Secretary Finance, she worked to achieve enhanced development outcomes, coupled with efficient fiscal management. Earlier, as CMD, Kerala Finance Corporation, she had dealt with the project financing to SMEs.</p> <p>She is currently on the Boards of many other companies. She holds a masters' degree in Public Administration from Kennedy School of Government, Harvard University.</p>
3.	Date of first Appointment	30 December, 2014	20 August, 2014
4.	Shareholding in Company	NIL	NIL
5.	Relationship With other Directors/KMP	None	None
6.	Other Directorships	a. Fullerton India Home Finance Company Limited	<p>a. Jubilant Life Sciences Limited b. International Travel House Limited c. Dalmia Cement (Bharat) Limited d. Dalmia Bharat Limited (formerly known as Odisha Cement Limited) e. Jubilant Generics Limited f. Amber Enterprise India Limited</p>

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			g. IL Jin Electronics (India) Private Limited h. Indian Energy Exchange Limited i. Fullerton India Home Finance Company Limited
7.	Other Member/Chairmanship of Committees*	- Fullerton India Home Finance Company Limited • Audit Committee (Member)	- Jubilant Life Sciences Limited • Audit Committee(Member) - Jubilant Generics Limited • Audit Committee (Chairperson) - Dalmia Cement (Bharat) Limited • Audit cum Risk Management Committee (Chairperson) - Dalmia Bharat Limited • Audit Committee (Member) - Amber Enterprise India Limited • Audit Committee (Member) - International Travel House Limited • Audit Committee (Member) • Stakeholders Relationship Committee (Member) - IL Jin Electronics (India) Private Limited • Audit Committee (Member) - Fullerton India Home Finance Company Limited • Audit Committee (Member) - Indian Energy exchange Limited • Audit Committee (Chairperson)

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

Except Dr. Milan Shuster and Ms. Sudha Pillai, 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 extension of tenures of the appointments of Dr. Milan Shuster and Ms. Sudha Pillai as Independent Directors by passing of special resolution.

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Item No.6

Mr. Hong Ping Yeo was appointed as an Additional Director on the Board of the Company, with effect from 24 September, 2019 under Section 161 of the Companies Act, 2013. He holds office up to this Annual General Meeting of the Company.

Pursuant to Section 160 of the Companies Act, 2013, the Company has received a notice from a member proposing appointment of Mr. Hong Ping Yeo as Director of the Company.

It is now proposed to regularize the appointment of Mr. Hong Ping Yeo as the Director of 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 Mr. Hong Ping Yeo as prescribed under the Companies Act, 2013 are as under:

Sr. No	Particulars	Mr. Hong Ping Yeo
1.	Age	50 years
2.	Profile including Qualification & Experience	<p>Mr. Hong Ping Yeo, is the Deputy Chairman of the Board of Fullerton India and a Non-Executive Director. As the President of Fullerton Financial Holdings Pte Ltd (FFH), Mr. Yeo oversees building FFH's franchise and is overall responsible for FFH and its portfolio of companies.</p> <p>Mr. Yeo has over 20 years of experience in financial services. Before joining FFH, he was the Managing Director of J.P. Morgan and was responsible for its overall investment banking business in Singapore. He also served as a member of the Senior Management Committee of J.P. Morgan Singapore and member of Board of J.P. Morgan (SEA). He previously held other senior appointments including Head of Real Estate Investment Banking and Head of Corporate Finance in Southeast Asia.</p>
3.	Date of first Appointment	24 September, 2019
4.	Shareholding in Company	Nil
5.	Remuneration paid / Remuneration last drawn	Nil
6.	Relationship with other Directors/KMP	None
7.	Other Directorships	<ul style="list-style-type: none"> a. Lendingkart Finance Limited b. Lendingkart Technologies Private Limited c. Fullerton Financial Holdings (International) Pte. Ltd d. Shanghai Fullerton Management Consultancy Co. Ltd e. Bicentennial Fund 1 Pte Ltd f. Fullerton Investment Management Pte Ltd g. Deem Finance LLC h. Cambodia Post Bank PLC

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		i. Fullerton Technology (Shanghai) Co. Ltd. j. Fullerton Credit (Chongqing) Company Limited k. Fullerton Financial Digital Holdings Pte Ltd l. Deem Services FZ-LLC m. Fullerton Credit (Yunnan) Company Limited
8.	Other Member/ Chairmanship of Committees*	Nil

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

Except Mr. Hong Ping Yeo, 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. None of the directors are related to each other.

The Board recommends the appointment of Mr. Hong Ping Yeo as a Non-Executive Director by passing of ordinary resolution.

Your Directors recommend the passing of this resolution.

Item No.7

Mr. Promeet Ghosh was appointed as an Additional Director on the Board of the Company, in Non-Executive capacity with effect from 19 November, 2019 under Section 161 of the Companies Act, 2013. He holds office up to this Annual General Meeting of the Company.

Pursuant to Section 160 of the Companies Act, 2013, the Company has received notice from a member proposing appointment of Mr. Pomeet Ghosh as Director of the Company.

It is now proposed to regularize the appointment of Mr. Promeet Ghosh as the Director of 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 Mr. Promeet Ghosh as prescribed under the Companies Act, 2013 are as under:

Sr. No	Particulars	Mr. Promeet Ghosh
1.	Age	51 years
2.	Profile including Qualification & Experience	Mr. Promeet Ghosh is a Non-Executive Director on the Board of Fullerton India. Mr. Ghosh joined Temasek in 2012 and is currently Deputy Head, India, at Temasek Holdings Advisors India Pvt. Ltd.

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		<p>Prior to Temasek, Mr. Ghosh spent 20 years as an investment banker. He was involved as a partner in setting up an entrepreneurial venture to provide M&A and advisory services to mid-sized corporates in India. Mr. Ghosh was also a Managing Director at DSP Merrill Lynch Limited, the Investment Banking arm of Bank of America in India. During his 18-year stint with DSP Merrill Lynch, he held several senior positions including Head, General Industries Group and Head, Corporate Finance Group. Since 2008, he has also been responsible for senior relationships with large conglomerates.</p> <p>Mr. Ghosh holds an MBA from the Indian Institute of Management Calcutta and a Bachelor of Engineering from Regional Engineering College Trichy, India.</p>
3.	Date of first Appointment	19 November, 2019
4.	Shareholding in Company	Nil
5.	Remuneration paid / Remuneration last drawn	Nil
6.	Relationship with other Directors/KMP	None
7.	Other Directorships	a. Crompton Greaves Consumer Electricals Limited b. Temasek Holdings Advisors India Private Limited
8.	Other Member/ Chairmanship of Committees*	Nil

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

Except Mr. Prommeet Ghosh, no 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. Prommeet Ghosh as a Non-Executive Director by passing of ordinary resolution.

Item No.8

Mr. Radhakrishnan Menon was appointed as an Additional Director in the capacity of Independent Director on the Board of the Company, with effect from 18 October, 2019 under Section 149 & 161 of the Companies Act, 2013. He holds office up to this Annual General Meeting of the Company.

The Nomination and Remuneration Committee and Board in their meetings held on 02 June, 2020 and 09 June, 2020 respectively completed evaluation of the performance of Mr. Menon and proposed to regularize his appointment. They evaluated his eligibility, skills, experience, qualifications 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 he is independent of the management. The Board decided to recommend his appointment to the shareholders.

Pursuant to Section 160 of the Companies Act, 2013, the Company has received notice from a member proposing appointment of Mr. Radhakrishnan Menon as Director of the Company.

It is now proposed to regularize the appointment of Mr. Radhakrishnan Menon as the Independent Director of the Company.

Mr. Menon would be eligible for sitting fees and commission as per the terms and conditions of his appointment. The terms and conditions of appointment are uploaded on the website of 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 Mr. Radhakrishnan Menon as prescribed under the Companies Act, 2013 are as under:

Sr. No	Particulars	Mr. Radhakrishnan Menon
1.	Age	65 years
2.	Profile including Qualification & Experience	<p>Mr. Radhakrishnan B. Menon is an Independent Director on the Board of Fullerton India. He has a wide range of experience and accomplishments in Human Resources with best-in-class global organisations such as GE, Cadbury, Bausch & Lomb and Hindustan Unilever. He led the HR function in strategic and leadership roles across diverse businesses, categories, cultures and geographies.</p> <p>In September 2007, he founded the LBW (Leadership in Business Worldwide) Consulting Pvt. Ltd, a distinctive Leadership Development consulting firm. Prior to this, he was the Executive Director-HR & Corporate Communications for Cadbury Indian Subcontinent. Since 2007, he continues to serve on the Board of Cadbury and later as an Independent Director, with Mondelez India. He has also served on the Boards of number of other reputed organisations.</p> <p>Presently, as MD of LBW, he continues to actively consult, coach and advise varied and diverse organisations in the areas of OD, Strategic HR and Leadership Development across India, and overseas in Middle East, UK, Far East and South Asian countries. He is a post graduate in Human Resources management from the Tata Institute of Social Sciences, Mumbai. He is a Professional Certified Coach (PCC) of International</p>

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		Coach Federation (ICF). He has co-authored the book "Coaching in Asia - the First Decade".
3.	Date of first Appointment	18 October, 2019
4.	Shareholding in Company	Nil
5.	Relationship with other Directors/KMP	None
6.	Other Directorships	a. Infiloom India Private Limited b. LBW Consulting Private Limited
7.	Other Member/ Chairmanship of Committees*	Nil

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

Except Mr. Radhakrishnan Menon, no 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. Radhakrishnan Menon as an Independent Director by passing of ordinary resolution.

Item No. 9

The current Authorised Share Capital of the Company is Rs. 2,500 crores and the current Paid up share Capital has gone up to Rs. 2,215 crores with the latest equity capital infusion. It is proposed to increase the Authorised Share Capital of the Company to provide for the equity capital infusions in the future.

It is proposed to increase the existing Authorised Share Capital of the Company from Rs 25,00,00,00,000/- (Rupees Two Thousand Five Hundred Crores only) divided into 250,00,00,000 (Two Hundred and Fifty Crores) Equity Shares of Rs. 10/- (Rupee Ten) each to Rs. 5000,00,00,000/- (Rupees Five Thousand Crores only) divided into 500,00,00,000 (Five Hundred Crores) Equity Shares of 10/- (Rupee Ten) each by creation of additional capital of Rs. 25,00,00,00,000/- (Rupees Two Thousand Five Hundred Crores only) divided into 250,00,00,000 (Two Hundred and Fifty Crores) equity shares of the of Rs. 10/- (Rupees Ten) each ranking pari-passu with the existing equity shares of the Company.

Pursuant to section 13, 61 and 64 of the Companies Act, 2013, the proposed increase in Authorised Capital and the consequential amendment in Clause V of the Memorandum of Association of the Company will require the approval of the Members of the Company. The resolution is therefore proposed at Item No. 9 of the Notice to increase the Authorised Share Capital of the Company.

No Directors 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. 9.

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Your Directors recommend the passing of this resolution.

**By order of the Board of Directors
For Fullerton India Credit Company Limited**

**Arun Mulge
Company Secretary**

Date: 13 July, 2020
Place: Mumbai

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