Fullerton Grihashakti
Iraada hai toh Raasta hai

NOTICE

NOTICE is hereby given that the 12th Annual General Meeting ('AGM') of Fullerton India Home Finance Company Limited (the "Company") will be held on Tuesday, 20 September, 2022 at 2:00 p.m. IST through Two Way Video Conferencing ('VC') to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2022, together with the Report of the Directors' and the Auditors' thereon.

2. To appoint a director in place of Mr. Shantanu Mitra (DIN: 03019468), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. To appoint Ms. Sunita Sharma (DIN: 02949529) as an Independent Director of the Company

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

   "**RESOLVED THAT** pursuant to the applicable provisions of Sections 149, 150, 152, 160, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 the applicable provisions of the Master Direction - Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Sunita Sharma (DIN: 02949529), who was appointed as an Additional Director (Non-Executive, Independent) of the Company, with effect from 26 April, 2022 and to hold office as such till the date of the 12th Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Non-Executive Director, Independent Director of the Company, for a term of three consecutive years, with effect from 26 April, 2022 up to 25 April, 2025 (both days inclusive) **AND THAT** during the said tenure the office of Ms. Sunita Sharma shall not be liable to determination by retirement by rotation."

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary and to file requisite forms or applications with statutory / regulatory authorities, with power to alter and vary the terms and conditions of the said re-appointment and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Committee(s) / Director(s) / Officer(s) of the Company, to give effect to this resolution."

By order of the Board of Directors
For Fullerton India Home Finance Company Limited

Jitendra Maheshwari

Jitendra Maheshwari
Company Secretary

Fullerton India Home Finance Company Limited

Date: 27 July, 2022
Place: Mumbai

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, 20/2020 and 02/2022 dated 08th April 2020, 13th April 2020, 5th May 2020 and 05th May, 2022, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and in terms of the provisions of the Companies Act, 2013 (the Act) and SEBI Circular SEBI/ HO/ CFD/ CMD 2/ CIR/P/2022/62 dated May 13, 2022 ('SEBI Circular'), the 12th Annual General Meeting (12th AGM) of the Company is being conducted through two way Video Conference Facility (VC), without the physical presence of Members at a common venue. The deemed venue for the 12th AGM shall be the Registered Office of the Company.
b. The Statements pursuant to the provisions of Section 102 of the Companies Act, 2013 read with the relevant Rules made thereunder ('the Act'), the Secretarial Standard on General Meetings (SS-2) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the LODR, 2015'), in respect of ordinary business as set out in Item No. 2 and special business as set out in Item No. 3 of this Notice, is annexed herewith.
c. In compliance with the MCA Circulars/SEBI Circular, Notice convening the 12th AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the said Notice will also be available on the Company's website at https://www.grihashakti.com/investors/disclosure-under-regulation-62-of-lodr.aspx
d. In accordance with the MCA Circulars/ SEBI Circular, Notice convening the 12th AGM along with the Annual Report of the Company for the financial year 2021-22 are being sent only through electronic mode to the Members who have registered their e-mail addresses with the Company/ their respective depository participant ("DP"). Accordingly, no physical copy of this Notice and the Annual Report of the Company for the financial year 2021-22 are being sent to the Members who have not registered their e-mail addresses with the Company / DP. The Members will be entitled to a physical copy of the Annual Report of the Company for the financial year 2021-22, free of cost, upon sending a request to the Company. Members may note that the said documents are also available on the website of the Company at https://www.grihashakti.com/investors/disclosure-under-regulation-62-of-lodr.aspx and on the website of National Stock Exchange of India Limited (www.nseindia.com).
e. Since, this AGM is being held in terms of the MCA Circulars through VC, physical attendance of Members has been dispensed with. As per the directions of MCA, the option of appointing proxies shall not be available to the Members of the Company for this AGM. Accordingly, Proxy Form and Attendance Slip including Route Map are not annexed to this notice.
f. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Act and the relevant documents referred to

in the Notice will be available in electronic form for inspection by the Members during the course of the 12th AGM.

g. Corporate members intending to send their authorised representatives to attend the 12th AGM 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 12th AGM will be shared separately via email before the meeting. Notice of this AGM will also be available on the website of the Company at https://www.grihashakti.com/investors/disclosure-under-regulation-62-of-lodr.aspx
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.
k. Voting rights will be reckoned on the paid-up value of the equity shares registered in the name of the members on 19 August, 2022 ("**Cut-off date**"). Only those members whose names are recorded in the Register of Members of the Company as on the said Cut-off date, will be entitled to cast their votes.
l. Voting will be carried out by way of show of hands. In case a poll is required, members can cast their vote on the resolutions as set out in the notice, only by sending emails through their email addresses which are registered with the Company. The said emails shall be sent only to Mr. Jitendra Maheshwari, Company Secretary at secretarial@grihashakti.com Members casting their vote through email should do so only during the course of the 12th AGM and not before the commencement of the 12th AGM or after conclusion of the 12th AGM. If any email is received after the conclusion of the 12th AGM, it will be considered that no reply from the member has been received.
m. Additionally, please note that the vote cast through email shall be considered invalid if:
    i. It is not possible to determine without any doubt the assent or dissent of the member in respect of each resolution, as set out in the notice; and/or
    ii. a competent authority has given directions in writing to the Company to freeze the voting rights of the member; and/or
    iii. the member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote;
n. A person who is not a Member of the Company as on the cut-off date should treat this Notice, solely for information purposes.
o. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Company, will be entitled to vote at the AGM.

Statement to be annexed to the Notice pursuant to Section 102 of the Companies Act, 2013:

Item no. 2

Name of the Director	Mr. Shantanu Mitra
Age	67 years
Date of first appointment on Board	22 December, 2021
Brief resume including qualification and experience	Mr. Shantanu Mitra is the Chairman, Non-Executive Director of the Company and also Chief Executive Officer and Managing Director of Fullerton India Credit Company Limited (FICCL). He has over 40 years of experience in financial services, with about 20 years at Standard Chartered and Citibank where he had stints in India, Singapore and Thailand. His last role in Standard Chartered was senior regional risk officer, India, Middle East & Africa, based in Mumbai. His previous experience with FICCL included a stint from 2010 to 2017 initially as Head of Consumer Risk for the erstwhile parent company FFH and subsequently a very successful tenure as CEO & MD of FICCL. He has extensive experience in Risk Management, spanning many geographies in emerging markets including Asia, Africa and the Middle east. He is a B.Sc. in Statistics from the University of Calcutta, India and is a Member, Institute of Chartered Accountants, England & Wales. Since, his previous retirement from FICCL, Mr. Shantanu has served in various Boards and advisory capacities including Non-Executive Directors at DBS Bank, India; and Operating Partner with Global PE Firm, Advent International including as Advisor in their portfolio companies.
Other Directorships	1. Innoven Capital India Private Limited; 2. Affinidi India Private Limited; 3. Fullerton India Credit Company Limited.
Chairmanship/Membership of Committees in other Companies in which position of Director is held	Fullerton India Credit Company Limited • Risk Oversight Committee - Member • IT Strategy Committee - Member • Corporate Social Responsibility Committee- Member • Review Committee for Non-Cooperative Borrower - Chairman Innoven Capital India Private Limited • Audit Committee - Chairman. • Nomination and Compensation Committee - Member • Risk Oversight and ALCO Committee - Chairman • IT Strategy Committee- Chairman • Corporate Social Responsibility Committee – Chairman

Relationship with other Directors, Managers and Key Managerial Personnel of the Company	None
Shareholding in the Company	Nil
No. of board meetings attended during the financial year (FY 2021-22)	1
Terms and conditions of appointment including remuneration sought to be paid	Mr. Shantanu Mitra being a Non-Executive Director is liable to retire by rotation. No remuneration is paid to Mr. Shantanu Mitra.
Details of last drawn remuneration	Nil

Item no. 3

As per Section 161 of the Companies Act, 2013 ('the Act), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

Pursuant to the recommendation of the Nomination and Remuneration Committee ('NRC') of the Company, the Board of Directors ("Board") of the Company 26 April 2022, approved the appointment of Ms. Sunita Sharma (DIN: 02949529) as an Additional Independent Director of the Company, for a period of 3 years, with effect from 26 April, 2022 up to 25 April, 2025 (both days inclusive). Accordingly, Ms. Sunita Sharma continues to hold the office as an Additional Independent Director of the Company until the conclusion of this Annual General Meeting.

The Company has received a notice from a member proposing the candidature of Ms. Sunita Sharma as a Director of the Company, under Section 160 of the Act.

Whilst considering the appointment of Ms. Sunita Sharma as an Independent Director, the NRC and the Board reviewed and confirmed that:

- She is a fit and proper person to be appointed as a Director of the Company, as per the fit and proper norms prescribed by the Reserve Bank of India ("RBI");
- The Company has received a declaration from Ms. Sunita Sharma that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR, 2015');
- She is not disqualified from being appointed as a Director of the Company, in terms of Section 164 of the Act and has given his consent to act as an Independent Director of the Company.
- In the opinion of the Board, she fulfils the conditions relating to her appointment as prescribed under the relevant provisions of the Act, the relevant Rules made thereunder, the LODR, 2015 and the Guidelines issued by the RBI, in this regard, from time to time;
- She is not debarred from holding the office of director by virtue of any order by SEBI or any other authority;
- She has the requisite skills, capabilities and expertise in functional areas which are beneficial to the Company.

During the said tenure, Ms. Sunita Sharma shall not be liable to retire by rotation, in terms of Section 149 (13) of the Act.

As an Independent Director of the Company, Ms. Sunita Sharma will be entitled to sitting fees for attending the meetings of the Board / Committees and to Profit based commission/remuneration as per the Letter of Appointment and Remuneration Policy of the Company.

Other relevant details of Ms. Sunita Sharma as prescribed under the Companies Act, 2013 and Secretarial Standards on General Meetings (SS-2), are as under:

Name of the Director	Ms. Sunita Sharma
Age	63 years
Date of first appointment on Board	26 April, 2022
Brief resume including qualification and experience	Ms. Sunita Sharma joined the Life Insurance Corporation ("LIC") as a Direct Recruit Officer of 11th batch in 1981 and retired as Managing Director of Life Insurance Corporation of India on 30th March, 2019. Formerly, the Managing Director & CEO of LIC Housing Finance Ltd. ("LIC HFL"), she holds the prestige of becoming the first woman to head India's second largest mortgage lender. During her tenure spanning over 3 decades at LIC HFL, she handled several leadership roles across verticals including Investments, Pension & Group Schemes and Personnel. She also served as the Regional Manager for Estate & Office Services. She has been honoured with several awards in recognition of her leadership, contributions and achievements, including the Asia Pacific Entrepreneurship Award in 2016 and 2017, and the "Udyog Rattan Award" by the Institute of Economic Studies (IES), New Delhi in 2013. Ms. Sunita Sharma is also on the Board of the National Stock Exchange of India Limited (NSE). She holds a Master's Degree in Science (M.Sc.) from Delhi University.
Justification for appointment	Considering her profile and experience, her appointment will be beneficial for the Company.
Other Directorships (as on 26 April, 2022)	National Stock Exchange of India Limited
Chairmanship/Membership of Committees in Companies in which position of Director is held (as on 26 April, 2022)	National Stock Exchange of India Limited Audit Committee - Member Stakeholders Relationship Committee- Member
Relationship with other Directors, Managers and Key Managerial Personnel of the Company	None
Shareholding in the Company	Nil
No. of board meetings attended during the financial year (FY 2022-23)	2 Board Meetings held on 11 May, 2022 and 27 July, 2022 respectively.
Terms and conditions of appointment including remuneration sought to be paid	Payment of Sitting Fees: INR 70,000 per Committee Meeting INR 100,000 per Board Meeting

	Profit based commission/remuneration as per resolution passed by the Board and the Letter of Appointment issued to the Independent Directors.
Details of last drawn remuneration	Nil

Ms. Sunita Sharma does not hold any equity shares of the Company and is not related to any other Director or Key Managerial Personnel of the Company.

Except for Ms. Sunita Sharma and her relatives, none of the other directors or key managerial personnel of the Company and their relatives, are either financially or otherwise concerned or interested in the special resolution as set out in item no. 3 of this Notice.

The Board recommends resolution as set out at item no. 3 of this Notice, for the approval of the Members of the Company.

The terms and conditions relating to the appointment of Ms. Sunita Sharma would be available for inspection in electronic mode during the course of the 12th AGM.

By order of the Board of Directors
For Fullerton India Home Finance Company Limited

Fullerton India Home Finance Company Limited

Jitendra Maheshwari

Jitendra Maheshwari
Company Secretary

Date: 27 July, 2022
Place: Mumbai