NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of Fullerton India Home Finance Company Limited will be held on Friday, 15th day of January, 2016 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, Behind Lake Castle, Powai, Mumbai 400 076 to transact the following businesses:

Special business:

1. **To appoint Mr. Milan Robert Shuster (Dr.) as an Independent Director on the Board of the Company**

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 the Article 106 of Articles of Association of the Company and Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV of the Act, and other applicable law, if any , Mr. Milan Robert Shuster (DIN: 072022462), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for such appointment, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying his intention to propose Mr. Milan Robert Shuster (Dr.) as a candidate for the office of director, be and is hereby appointment as an Independent Director of the Company from January 15, 2016 till September 30, 2017, and whose office shall not be liable to retire by rotation, as per the terms and conditions of the draft letter of appointment.

RESOLVED FURTHER THAT Mr. Shantanu Mitra, Mr. Rakesh Makkar, Mr. Rajesh Krishnamurthy and Mr. Pankaj Malik, Directors of the Company, be and are hereby severally authorized to file various necessary forms and furnish any other information to the Registrar of Companies whether physically or electronically, furnish certified copy of this resolution to the concerned authorities and agencies as and when required and do all such acts, deeds, things and matters which may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

2. **To appoint Ms. Renu Challu as an Independent Director on the Board of the Company**

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 the Article 106 of Articles of Association of the Company and Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV of the Act, and other applicable law ,if any, Ms. Renu Challu (DIN: 00157204), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for such appointment, and in respect of whom the

Company has received a notice in writing from a member under Section 160 of the Act, signifying his intention to propose Ms. Renu Challu as a candidate for the office of director, be and is hereby appointment as an Independent Director of the Company from January 15, 2016 till September 30, 2017, and whose office shall not be liable to retire by rotation, as per the terms and conditions of the agreement between such Independent Director and the Company.

RESOLVED FURTHER THAT Mr. Shantanu Mitra, Mr. Rakesh Makkar, Mr. Rajesh Krishnamurthy and Mr. Pankaj Malik, Directors of the Company, be and are hereby severally authorized to file various necessary forms and furnish any other information to the Registrar of Companies whether physically or electronically, furnish certified copy of this resolution to the concerned authorities and agencies as and when required and do all such acts, deeds, things and matters which may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

3. To appoint Mr. Kenneth Ho as a Director on the Board of the Company

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

"**RESOLVED THAT** Mr. Kenneth Ho (DIN:07334898), who was appointed by the Board of Directors of the Company as an Additional Director of the Company with effect from December 18, 2015, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act") and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) and in respect of whom the Company has received a notice in writing from a member in terms of Section 160, signifying his intention to propose the candidature of Mr. Kenneth Ho for the office of director, be and is hereby appointed as Non-Executive Director of the Company, whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Shantanu Mitra, Mr. Rakesh Makkar, Mr. Rajesh Krishnamurthy and Mr. Pankaj Malik, Directors of the Company, be and are hereby severally authorized to file various necessary forms and furnish any other information to the Registrar of Companies whether physically or electronically, furnish certified copy of this resolution to the concerned authorities and agencies as and when required and do all such acts, deeds, things and matters which may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

By Order of the Board
For Fullerton India Home Finance Company Ltd

Sd/-

Pankaj Malik
Director
DIN:03554093

Date: 18th December, 2015
Place: Mumbai

Registered Office:
Megh Towers,
3rd Floor, Old No. – 307, New No. – 165
Poonamallee High Road, Maduravoyal,
Chennai – 600095

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of aforesaid item of the notice, set out above is annexed hereto.

2. **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.

Explanatory statement pursuant to the provisions of section 102 of the Companies Act, 2013:

Item No. 1:

Provisions of Section 149(4) of the Companies Act, 2013 (hereinafter "the Act") state that every listed public company shall have at least one-third of total number of its directors as Independent Director. Further, as per Regulation 40 of the Housing Finance Companies (NHB) Directions, 2010 every housing finance company shall constitute Audit Committee consisting of at least three non-executive directors of the Board. Considering the above requirements, and for better corporate governance it is proposed to appoint Dr. Milan Robert Shuster as an Independent Director on the Board.

Schedule IV to the Act requires members' approval for appointment of Independent Directors.

The Independent Director is proposed to be appointed for the period from the date of approval by the members until 30th September, 2017, without being liable to retire by rotation at the Annual General Meeting.

The Board in its meeting held on 18th December, 2015 had considered the matter of appointment of Dr. Milan Robert Shuster as Independent Director. In the opinion of the Board, Dr. Shuster fulfills the conditions specified in the Act and the rules made thereunder and that he is independent of the management. The Board felt that he would help in bringing appropriate balance of skills, experience and knowledge in the Board. Dr. Shuster shall act as a member of Audit Committee and as Chairman of Nomination & Remuneration Committee.

The Board has received a notice in writing along with necessary deposit, from a member of the Company in terms of Section 160, signifying his intention to propose the candidature of Dr. Shuster as a candidate on the Board of the Company.

The Board recommends the appointment of Dr. Shuster as an Independent Director.

The copy of the draft letter of appointment setting out the terms and conditions of appointment of the Dr. Milan Robert Shuster shall be open for inspection by the members without any fee, at the Registered Office and Corporate Office of the Company during normal business hours on any working day.

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 set out above.

Brief profile of Dr. Milan Robert Shuster is as under:

Dr. Milan Robert Shuster, aged 75 years, is a professional with decades of experience in the banking sector. He is currently Chairman of the Audit Committee at Bank Danamon Indonesia. He served at Asian Development Bank from 1970 to 1974, after which he joined ING Bank. He was with National Bank of Canada from 1979 to 1991. He served as Joint General Manager at Nippon Credit Bank from 1991 to 1997. He was the President and CEO of P. T. Bank PDFCI from 1997-1998. Since then he has served Bank

Danamon Indonesia in various capacities. He was president and CEO of from 1998 to 2001 and later served as served as Independent Commissioner from 2001 to 2004. He has also served many other entities in Directorial and advisory capacities. He holds Ph.D. in International Economics and Law at University of Oxford. He also holds Master of Law from London School of Economics and Bachelor of Business Administration from Ivey Business School.

Dr. Shuster is Independent to the Management and not related to any director or Key Managerial Personnel of the Company. Dr. Shuster holds directorship in Fullerton India Credit Company Limited (FICC). He is Chairman of Audit committee and Member of Nomination and Remuneration Committee of FICC.

Your Directors recommend the passing of the above resolution.

Item No. 2:

Provisions of Section 149(4) of the Companies Act, 2013 (hereinafter "the Act") state that every listed public company shall have at least one-third of total number of its directors as Independent Director. Further, regulation 40 of the Housing Finance Companies (NHB) Directions, 2010 state that every housing finance company shall constitute Audit Committee consisting of at least three non-executive directors of the Board. Considering the above requirements, and for better corporate governance it is proposed to appoint Ms. Renu Challu as an Independent Director on the Board.

Schedule IV to the Act requires members' approval for appointment of Independent Directors.

The Independent Director is proposed to be appointed for the period from the date of approval by the members until 30th September, 2017, without being liable to retire by rotation at the Annual General Meeting.

The Board in its meeting held on 18th December, 2015 had considered the matter of appointment of Ms. Renu Challu as an Independent Director. In the opinion of the Board, Ms. Challu fulfills the conditions specified in the Act and the rules made thereunder and that she is independent of the management. The Board felt that she would help in bringing appropriate balance of skills, experience and knowledge in the Board. Ms. Challu shall be a member of Audit Committee and Nomination & Remuneration Committee of the Board.

The Board has received a notice in writing along with necessary deposit, from a member of the Company in terms of Section 160, signifying his intention to propose the candidature of Ms. Challu as a candidate on the Board of the Company.

The Board recommends the appointment of Ms. Challu as an Independent Director.

The copy of the draft letter of appointment setting out the terms and conditions of appointment of the Ms. Renu Challu shall be open for inspection by the members, without any fee, at the Registered Office and Corporate Office of the Company during normal business hours on any working day.

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 set out above.

A brief profile of Ms. Renu Challu is as under:

Ms. Renu Challu, aged 64 years, is a seasoned banker with decades of experience in Commercial and Investment Banking. She was with the State Bank of India (SBI) for more than 38 years serving in variety of positions. Some of the positions held at SBI include President & COO at SBI Capital Markets, MD & CEO at SBI DFHI, MD of State Bank of Hyderabad and Deputy MD, Corporate Strategy and New Business Development. She is on the Board of many other companies and is a partner in 5th Bridge Data Technologies LLP.

Ms. Renu Challu is Independent to the Management and not related to any director or Key Managerial Personnel of the Company.

She holds Directorship and Membership in the committee of Board of Directors in following Companies:

Sr. No.	**Name of the Company**	**Directorship/Membership in the Committee**
1.	Fullerton India Credit Company Limited	Independent Director Member- Risk Oversight Committee Nomination and Remuneration Committee Corporate Social Responsibility Committee
2.	SMS Infrastructure Ltd.	Director
3.	Reliance Life Insurance Company Ltd.	Director
4.	NCC Limited	Director
5.	FAG Bearings India Limited	Director
6.	Minda Industries Limited	Director
7.	Torrent Pharmaceuticals Limited	Director
8.	Natafim Agricultural Financing Agency Pvt Ltd	Director

Your directors recommend passing of the above resolution.

Item No. 3:

Pursuant to the provisions of Section 160 of the Companies Act, 2013, a person who is not a retiring director in terms of Section 152 of the Companies Act, 2013, can be appointed as a director on the Board of the Company if he or any member of the Company sends a notice to the Company in writing signifying his intention to propose the candidature of a person for the position of director.

The Board had in its meeting dated December 18, 2015, appointed Mr. Kenneth Ho (DIN: 07334898) as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013. Further, the Board has received a notice in writing along with necessary deposit, from a member of the Company in terms of Section 160, signifying his intention to propose the candidature of Mr. Kenneth Ho as a candidate on the Board of the Company. The Board felt that he would help in bringing appropriate balance of skills, experience and knowledge in the Board.

The Board recommends the appointment of Mr. Kenneth Ho as a Non-Executive Director on the Board of the Company.

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 set out above.

A brief profile of Mr. Kenneth Ho is as under:

Mr. Kenneth Ho, aged 45 years carries more than two decades of relevant work experience. Currently, SVP, Consumer Lending, at Fullerton Financial Holdings Pte Ltd (Singapore). A graduate in Economics from Flinders University, South Australia and a Master of Business Administration from University Putra, Malaysia. Previously, he was the Regional Director for Citibank Asia Pacific regional office, Consumer Secured lending, based in Singapore. His previous roles in Citibank include managing Citi Business (SME) for Citibank Singapore Limited. He also worked for more than a decade in EON Bank Group, Malaysia in various roles for Auto loans, Home financing, branch deposits, branch operations, collections, SME, etc.

Mr. Kenneth is not related to any director or Key Managerial Personnel.

Mr. Kenneth holds directorship in Fullerton India Credit Company Ltd.

Your directors recommend passing of the above resolution.

By Order of the Board
For Fullerton India Home Finance Company Ltd

Sd/-
Pankaj Malik
Director
DIN: 03554093

Date: 18th December, 2015
Place: Mumbai
Registered Office:
Megh Towers,
3rd Floor, Old No. – 307, New No. – 165, Poonamallee High Road, Maduravoyal, Chennai – 600095