NOTICE

NOTICE is hereby given that the 11th Annual General Meeting (AGM) of Fullerton India Home Finance Company Limited will be held at a shorter notice at 10:30 am IST on Monday, 06 September, 2021 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, 2021, together with the Report of the Directors and 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

3. To appoint M/s. M. P. Chitale & Co. as the new Statutory Auditors by passing the following resolution with or without modifications, as an ordinary resolution:

   "**RESOLVED THAT** in accordance with the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), the rules, regulations, circulars, directions and guidelines issued by the Reserve Bank of India ('RBI'), M/s. M. P. Chitale & Co., Chartered Accountants (Firm Registration Number No. 101851W), be appointed as the Statutory auditors of the Company to hold office from the conclusion of this 11th Annual general meeting till the conclusion of 14th Annual General meeting at such fees, remuneration and expenses thereafter for any other assignments not covered in the scope of audit, to be charged separately and independently, as may be mutually agreed between the Company and the said Statutory Auditors and as may be further approved by the Board of Directors (the 'Board') from time to time, with power to the Board, including relevant Committee(s) thereof, to alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions arising out of change/ increase in scope of work, amendment in Accounting Standards or conditions as may be stipulated by the RBI and/ or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors."

Special Business:

4. **To appoint Mr. Pavan Pal Kaushal (DIN: 07117387) as Director 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 Sections 152, 160, 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) and any other applicable provisions as may be applicable to the company and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Pavan Pal Kaushal (DIN: 07117387), who was appointed as an Additional Director in non-executive capacity with effect from 15 January, 2021, 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 Companies

Act, 2013, from a member proposing his candidature to the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

Seema Nirav Sarda

Digitally signed by Seema Nirav Sarda
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Seema Sarda
Company Secretary

Date: 10 August, 2021
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 02/2021 dated 8th April 2020, 13th April 2020, 5th May 2020 and 13th January, 2021, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and in compliance with the provisions of the Act, the 11th 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 11th 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, 3 and 4).
c. In compliance with the aforesaid MCA Circulars, notice of the AGM is being sent only through electronic mode to those members whose email addresses are registered with the Company. Members may note that the Notice will also be available on the 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. 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
e. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 ("the Act") and the 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 the 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. https://www.grihashakti.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.

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

Item No. 3

RBI issued a guidelines on April 27, 2021 for the appointment of statutory auditors. The guidelines requires rotation of audit firm after a period of 3 years. Since BSR & Co. LLP, chartered accountants has completed the specified time period as the statutory auditors, the Company would have to appoint new audit firms for conducting the audit for FY22. The Board had earlier approved appointment of M/s. Walkar Chandiok & Co, LLP as the new Statutory Auditors of the Company from the conclusion of 11th AGM till the conclusion of 16th AGM of the Company subject to approval of shareholders. However, M/s. Walkar Chandiok & Co. LLP has now expressed their inability to be appointed as our Statutory Auditors pursuant to the aforesaid RBI guidelines which allows audit firm to take up statutory audit for a maximum of 8 HFCs. M/s M. P. Chitale & Co., Chartered Accountant is proposed to be appointed as statutory auditor of the Company for a maximum term of three years pursuant to the RBI guidelines.

The period of three years will be effective from the date of conclusion of ensuing AGM, i.e. the 11th AGM of the Company till the conclusion of the 14th AGM of the Company.

The Statutory Auditor have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and they are not disqualified to be appointed as statutory auditor in terms of proviso to Section 139(1) and Sections 141(2) and 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the passing of the Resolution at Item No. 3 of the accompanying Notice.

The Board recommends the Resolution at Item No. 3 of the accompanying Notice for approval of the Members of the Company by way of an ordinary resolution.

Item No. 4

Mr. Pavan Pal Kaushal was appointed as an Additional Director in the Non-executive capacity on the Board of the Company, with effect from 15 January, 2021 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. Pavan Pal Kaushal as Director of the Company.

It is now proposed to regularize the appointment of Mr. Kaushal as 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. Pavan Pal Kaushal as prescribed under the Companies Act, 2013 are as under:

Sr. No	Particulars	Mr. Pavan Pal Kaushal
1.	Age	59 years
2.	Profile including Qualification & Experience	Mr. Pavan Pal Kaushal is the Non-executive Director at Grihashakti and Chief Operating Officer for Fullerton India. He is a career banker with over three decades of experience in the financial services sectors across several leading global banks and consulting. Prior to joining Fullerton India, Pavan was the Chief Risk Officer at IDFC Bank, and part of the Leadership team. He was variously a partner with Ernst & Young, Chief Risk Officer at ANZ Bank India and held several senior leadership roles both domestic and international at Citibank. Pavan is a Chartered Accountant and a MBA (Finance).
3.	Date of first Appointment	15 January, 2021
4.	Shareholding in Company	1 share as nominee shareholder
5.	Remuneration paid/ Remuneration last drawn	Nil
6.	Relationship with other Directors/KMP	None
7.	Other Directorships	1. Asset Reconstruction Company (India) Limited 2. Oakwood Partners LLP
	Other Member/ Chairmanship of Committees*	1. Asset Reconstruction Company (India) Limited – Chairman of Audit Committee

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

Except Mr. Pavan Pal Kaushal, 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. Pavan Pal Kaushal as Director by passing of ordinary resolution.

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

Seema Nirav Sarda

Digitally signed by Seema Nirav Sarda
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Seema Sarda
Company Secretary

Date: 10 August, 2021
Place: Mumbai