Notice is hereby given that the Extraordinary General Meeting of the members of Fullerton India Home Finance Company Limited (the "**Company**") will be held on Wednesday, December 22, 2021 at 5:45 pm IST at a shorter notice through two way video conferencing facility.

The following businesses are to be considered and transacted:

ORDINARY BUSINESS

1. **Appointment of Mr. Shantanu Mitra as a Non-Executive, Non-Independent director of the Company**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 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, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the board of directors, Mr. Shantanu Mitra (DIN: 03019468), be and is hereby appointed as a Non-Executive, Non-Independent director, with immediate effect, whose office shall be liable to determination by retirement by rotation."

2. **Appointment of Mr Ajay Pareek as a Non-Executive, Non-Independent director of the Company**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 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, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the board of directors, Mr. Ajay Pareek (DIN: 08134389), be and is hereby appointed as a Non-Executive, Non-Independent director, with immediate effect, whose office shall be liable to determination by retirement by rotation."

3. **Appointment of Mr. Radhakrishnan Balakrishnan Menon as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution 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 the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to 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, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the board of directors, Mr. Radhakrishnan Balakrishnan Menon (DIN: 01473781), be and is hereby appointed as an

Independent Director of the Company, to hold office for a period of three years with effect from December 22, 2021 up to December 21, 2024 and whose office shall not be liable to determination by retirement by rotation.

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

JITENDRA MAHESHWARI

Digitally signed by JITENDRA MAHESHWARI
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Date: 2021.12.22 17:09:45 +05'30'

Jitendra Maheshwari
Company Secretary

Date: December 22, 2021
Place: Mumbai

NOTES:

1. Considering the present Covid-19 pandemic and in view of the continuing restrictions on the movement of persons at several places in the country, the Ministry of Corporate Affairs ("**MCA**") has vide its circular dated 5th May, 2020 read together with circulars dated 8th April, 2020, 13th April, 2020, 28th September, 2020, 31st December, 2020, 13th January 2021 and 23rd June, 2021 (collectively referred to as "**MCA Circulars**") permitted convening the Extraordinary General Meeting ("**EGM" / "Meeting**") through Video Conferencing ("**VC**"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars and provisions of the Companies Act, 2013 (the "**Act**"), the EGM of the Company is being held through VC. The deemed venue for the EGM shall be the registered office of the Company.

2. Shorter notice consent pursuant to section 101(1) of the Act for holding the meeting at short notice is enclosed.

3. The Explanatory Statement pursuant to the provisions of Section 102 of the Act stating material facts and reasons for the proposed resolution is annexed hereto.

4. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. Since this EGM is being held through VC pursuant to the MCA Circulars, physical attendance of members has been dispensed with and accordingly the attendance slip is not annexed hereto.

6. In compliance with the aforesaid MCA Circulars, notice of the EGM 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 viz. https://www.grihashakti.com/.

7. The Company has made arrangements to allow members to participate through VC. Members are requested to log in to the link Click here to join the meeting in order to attend the meeting.

8. For any queries in relation to attending the EGM through VC or need any assistance with using the technology to attend the EGM, you may reach out to Mr. Jitendra Maheshwari, Company Secretary at 022 41635800 and at secretarial@fullertonindia.com.

9. 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.

10. Since, the EGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the 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 EGM.

12. Corporate members are also required to send legible scanned certified true copy (in PDF Format) of the board resolution authorizing their representative to attend and vote at the extraordinary general meeting to the Designated E-mail Address.

13. Facility of joining the EGM through VC shall be kept open 30 minutes before the time scheduled for the EGM and will be available for members on first come first serve basis.

14. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the members on December 17, 2021 ("**Cut-off date**"). Only those members whose names are recorded in the Register of Members of the Company will be entitled to cast their votes.

15. Voting at the meeting will be done by way of show of hands. In case a poll is required, members can cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company. The said emails can only be sent to Mr. Jitendra Maheshwari, Company Secretary at secretarial@fullertonindia.com. Members casting their vote through email should do so only during the meeting and not at any time before the commencement of the meeting. If any email is received after the closure of the meeting, it will be considered that no reply from the member has been received. 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; 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.

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

Item No. 1 and 2:

The Board on December 22, 2021 had proposed the appointment of Mr. Shantanu Mitra and Mr. Ajay Pareek as directors (Non-Executive, Non-Independent) on the Board of the Company under Section 152 of the Companies Act, 2013 with effect from December 22, 2021, based on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the members of the Company.

The Company has also received their consents to act as directors and declaration that they are not disqualified from being appointed as directors of the Company. Further, they meet the fit and proper criteria as per relevant RBI directions and the Board recommends and proposes their appointment as directors to the members.

Pursuant to Section 160 of the Companies Act, 2013, the Company has received a notice from a member proposing the appointment of Mr. Shantanu Mitra and Mr. Ajay Pareek as directors of the Company. Other relevant details of Mr. Shantanu Mitra and Mr. Ajay Pareek as prescribed under the Companies Act, 2013 are as under:

Sr. No	Particulars	Mr. Shantanu Mitra	Mr. Ajay Pareek
1.	Age	66 years	48 years
2.	Profile including Qualification and Experience	Mr. Shantanu Mitra, CEO and MD of Fullerton India Credit Company, 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 the Company included a stint from 2010 to 2017 initially as Head of Consumer Risk across the FFH franchise in the region and subsequently as CEO & MD with Fullerton India. He is a B.Sc. in Statistics from the University of Calcutta,	Mr. Ajay Pareek is the Chief Business Officer of Fullerton India. He is responsible for leading all core businesses, including Rural, Urban, Digital and marketing function. Ajay has more than 24 years of experience in the financial services sector. He had a very successful stint of 13 years as the Head of Urban Business at the Company. During his tenure, he was responsible for designing the product strategy, setting up the secured and the unsecured businesses, expanding the branch network and made significant contributions towards tapping the

		India and is a Member, Institute of Chartered Accountants, England & Wales. Summary of his various professional roles is as under: **Current Fullerton India Credit Company -** CEO & MD **Innoven Capital -** Chairman and Non-Executive Director **2019 to 2021 - DBS Bank India Limited -** Non-Executive Director **2011 to 2017 - Fullerton India Credit Company -**CEO and MD **2010 to 2011 Fullerton Financial Holdings -** Head of Retail Risk, Integrated Risk Head **1999 to 2010 Standard Chartered Bank -** Regional Credit Officer (India, Middle East, Africa) **1987 to 1999 - Citibank NA-** Senior Credit Officer	potential of emerging markets, third party products and more. He has also worked with Aditya Birla Finance Limited, Jana Small Finance Bank, Citi Financial Consumer Finance India Limited and A.F. Fergusons & Co. In his career, he has been responsible for business planning, sales & distribution, launching new products and processes, credit underwriting collections, product strategy and setting up and running large distribution networks. He is a Chartered Accountant and Harvard SELPI alumnus.
3.	Date of first Appointment	12 August, 2010	Nil
4.	Shareholding in Company	1 share as nominee shareholder	Nil
5.	Remuneration paid / Remuneration last drawn	Nil	Nil
6.	Relationship with other directors/KMP	None	None

7.	Other directorships	1. Innoven Capital India Private Limited 2. Affinidi India Private Limited 3. Fullerton India Credit Company Limited	Nil
8.	Other member/ Chairmanship of Committees*	Chairman of Audit Committee of Innoven Capital India Private Limited	Nil

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

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 and proposes the appointment of Mr. Shantanu Mitra and Mr. Ajay Pareek by passing of an ordinary resolution.

Item No. 3

The Board, at its meeting held on December 22, 2021 had proposed the appointment of Mr. Radhakrishnan Balakrishnan Menon as a director on the Board of the Company under Section 152 of the Companies Act, 2013 with effect from December 22, 2021, based on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the members of the Company.

The Company has received his consent to act as a director and declaration that he is not disqualified from being appointed as a director of the Company. He meets the fit and proper criteria as per relevant RBI directions and is independent of the management. The Board recommends and proposes his appointment as a director and appointment as an Independent Director for a period of three years with effect from December 22, 2021 to the members. Mr. Radhakrishnan Balakrishnan 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.

Pursuant to Section 160 of the Companies Act, 2013, the Company has received a notice from a member proposing the appointment of Mr. Radhakrishnan Balakrishnan Menon as a director of the Company. Other relevant details of Mr. Radhakrishnan Balakrishnan Menon as prescribed under the Companies Act, 2013 are as under:

Sr. No	Particulars	Mr. Radhakrishnan Menon
1.	Age	66 years
2.	Profile including Qualification and Experience	Mr. Radhakrishnan B. Menon held senior leadership roles in HR in India with Best-in-Class global organizations such as General Electric (GE), Cadbury, Bausch & Lomb and had an early career stint with Hindustan

		Lever. He has had a wide range of experiences across diverse businesses, categories, cultures and geographies including a tenure with GE Plastics Europe in Netherlands. In September 2007, he founded LBW (Leadership in Business Worldwide) Consulting Pvt. Ltd, a distinctive Leadership Development consulting firm. Prior to that, he was the Executive Director-HR & Corporate Communications for Cadbury Indian Subcontinent. Since 2007 till 2015 he continued as Independent Director on the Board of Cadbury which later became Mondelez India. He has also served on the Boards of other reputed organisations. Presently, as MD of LBW, he continues to actively consult, coach and advise diverse organisations in the areas of Organization & Leadership Development, Executive Coaching and Strategic HR across India and overseas in UK, Hong Kong, Middle east and South Asia. He holds a Masters Degree in Personnel Management & Industrial Relations from the Tata Institute of Social Sciences, Mumbai. He is a Professional Certified Coach (PCC) of International Coach Federation (ICF). He has co-authored the book “Coaching in Asia - the First Decade”.
3.	Date of first Appointment	Nil
4.	Shareholding in Company	Nil
5.	Remuneration paid / Remuneration last drawn	Nil
6.	Relationship with other directors/KMP	None
7.	Other directorships	1. Infiloom India Private Limited 2. LBW consulting Private Limited

8.	Other member/ Chairmanship of Committees*	Nil

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 and proposes the appointment of Mr. Radhakrishnan Balakrishnan Menon as an Independent Director by passing of a special resolution.

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

JITENDRA MAHESHWARI

Digitally signed by JITENDRA MAHESHWARI
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Date: 2021.12.22 17:10:22 +05'30'

Jitendra Maheshwari
Company Secretary

Date: December 22, 2021
Place: Mumbai

Annexure – **Format of Consent Letter**

SHORTER NOTICE CONSENT
[pursuant to Section 101(1) of the Companies Act, 2013]

To
The Board of Directors,
Fullerton India Home Finance Company Limited
Megh Towers, Third Floor, Old No-307, New No-165,
Poonamallee High Road, Maduravoyal,
Chennai - 600095, Tamil Nadu.

Subject: Consent to hold Extraordinary General Meeting at shorter notice

I/We, ___________________________, holding _________________equity share(s) of Rs. 10 each in Fullerton India Home Finance Company Limited ("Company"), in my/our name, hereby give consent pursuant to Section 101(1) of the Companies act, 2013 to hold the Extraordinary General Meeting of the Company on 22 December, 2021 at shorter notice.

For _________________________________

_______________________________(Signature)
Name:
Designation:
Date:

Fullerton Grihashakti

Iraada hai toh Raasta hai