

NOTICE OF EXTRAORDINARY GENERAL MEETING

TO THE MEMBERS OF THE COMPANY

Notice is hereby given that an Extra Ordinary General Meeting of the Equity Shareholders of Fullerton India Credit Company Limited will be held on Friday, 24th April, 2015 at 10.30 a.m. at the Board Room, Floor 6, B Wing, Supreme IT Park, Supreme City, Behind Lake Castle, Powai, Mumbai - 400 076 to transact the following business:

Special Business:

To pass the following resolutions as Special Resolutions, with or without any modification(s):

1. To approve increase the Borrowing limits of the Company from the existing Rs. 10,000 Crores to Rs. 20,000 Crores

"RESOLVED THAT in super session of the earlier resolutions passed in this regard by the Company, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, rules made thereunder (including any statutory modification or re-enactment thereof) and other applicable provisions, if any, the approval of the members be and is hereby accorded to borrow at any time or from time to time, any sum or sums of money(ies) which together with monies already borrowed by the Company apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business, exceeding the aggregate of paid-up share capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 20,000 crores."

"RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to delegate the power to borrow, arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to this resolution, including execution of all such documents, instruments and writings, as may be required."

2. To create charge on Company's properties

"RESOLVED THAT in super session of the earlier resolutions passed in this regard by the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, rules made thereunder (including any statutory modification or re-enactment thereof) and other applicable provisions, if any, the approval of the members be and is hereby accorded for creation of such mortgages, charges and hypothecations as may be necessary, in addition to the existing charges, mortgages and hypothecation created by the Company, on the moveable or immovable properties of the Company, both present and future, in such manner as the Board may deem fit, in favour of financial institutions, investment institutions, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/bonds and/or other instruments to secure borrowings of the Company availed/to be availed by way of rupee term loans/foreign currency loans, debentures, bonds and other instruments, provided that the total amount of such loans/borrowings shall not exceed at any time Rs. 20,000 crore."



"RESOLVED FURTHER THAT the Board, be and is hereby authorised and empowered to delegate finalization of the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all other acts, deeds, matters and things as may be deemed necessary and expedient to give effect to this resolution."

By Order of the Board
For Fullerton India Credit Company Ltd


Pankaj Malik
Head - Finance & Company Secretary

Date: 23rd March, 2015
Place: Mumbai

Notes:

- I. 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.
- II. The explanatory statements pursuant to Section 102 of the Companies Act, 2013 in respect of aforesaid item of the notice, set out above are annexed hereto.

Explanatory Statement as required under Section 102 of the Companies Act, 2013

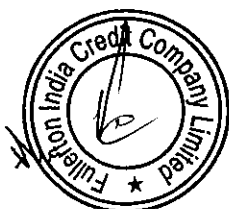
Item No. 1: To approve increase the Borrowing limits of the Company from the existing Rs. 10,000 Crores to Rs. 20,000 Crores

The existing borrowing limit for the Company was approved by the members in their General Meeting held on 30th April, 2008, pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956. The current borrowing limit as approved by the shareholders is INR 100bio. The Company's current borrowings are reaching close to the INR 100bio threshold.

Hence, considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company from INR 100bio to INR 200 bio. The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

The Board recommends the above special resolution for your approval.

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.



Item No. 2: To create charge on Company's properties

As explained above consequent to increase in the borrowing limits of the Company it would be necessary to revise the approval for creation of charge on properties of the Company given by the members in their General Meeting held on 30th April, 2008, pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956.

Hence, the approval of the members is sought pursuant to Section 180(1)(a) of the Companies Act, 2013 and rules made thereunder.

The Board recommends the above special resolution for your approval.

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.



By Order of the Board
For Fullerton India Credit Company Ltd



Pankaj Malik
Head - Finance & Company Secretary

Date: 23rd March, 2015

Place: Mumbai