

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 Tuesday, 30th December, 2014 at 11.30 a.m. at Board Room, Floor 6, B wing, Supreme IT Park, Supreme City, Behind Lake Castle, Powai, Mumbai 400 076 to transact the following as Special business:

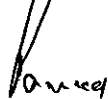
Special Business:

To appoint Dr. Milan Robert Shuster as an Independent Director

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable regulations of the Reserve Bank of India, Dr. Milan Robert Shuster (holding DIN 07022462) be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office with effect from 30th December, 2014 up to 30th September, 2017.”

By Order of the Board
For Fullerton India Credit Company Ltd



Pankaj Malik
Head - Finance & Company Secretary



Date: 5th December, 2014

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

It is proposed to appoint Dr. Milan Robert Shuster as an Independent Director on the Board in the interest of better corporate governance and also to ensure compliance with the Section 149(4) of the Companies Act, 2013 which mandates every listed public company to have at least one-third of the total number of directors as Independent Directors. Further, as per Schedule IV to the Companies Act, 2013 ('Act'), Independent Directors are to be appointed by the shareholders.

Dr. Milan Robert Shuster is proposed to be appointed for the period from 30th December, 2014 to 30th September, 2017 and he will not be liable to retire by rotation.

The Board of Directors of your Company in its meeting held on 4th December, 2014, on the recommendation of the Nomination and Remuneration Committee, has considered the matter of appointment of Dr. Milan Robert Shuster as Independent Director. In the opinion of the Board, Dr. Shuster fulfills the criteria of independence specified in the Act and the rules made thereunder and that he is independent of the management. Your Board considers that the association of Dr. Shuster with the Company, as an Independent Director, would benefit the Company by bringing appropriate balance of skills, experience and knowledge in the Board.

The terms and conditions of appointment of the Dr. Milan Robert Shuster shall be open for inspection by the members at the Registered 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 Dr. Milan Robert Shuster is as under:

Dr. Milan Robert Shuster, 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 moved to ING Bank where he served from 1974-1979. 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 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 from University of Oxford. He also holds Master of Law from London School of Economics and Bachelor of Business Administration from Ivey Business School.

The Board recommends the above resolution for your approval.

By Order of the Board
For Fullerton India Credit Company Ltd


Pankaj Malik
Head - Finance & Company Secretary



Date: 5th December, 2014
Place: Mumbai