



21 July, 2022

To,
The Manager,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051.

Sub: Submission of Corporate Governance report under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

- 1. Fullerton India Home Finance Company Limited ("Company") is a 'high value debt listed entity' as per the SEBI ("SEBI LODR"). In accordance with Regulation 27(2) of SEBI LODR and NSE circular dated September 30, 2021, please find attached the Corporate Governance report of the Company for the quarter ended on June 30, 2022, confirming status of compliance and steps being taken to comply with the provisions and specific affirmations provided therein.
- 2. As informed earlier, the ownership/control of the Company's parent company, Fullerton India Credit Company Limited ("FICCL") changed in the previous year w.e.f. November 30, 2021, with Sumitomo Mitsui Financial Group acquiring 74.9% (seventy four point nine per cent) of FICCL's equity stake.
- 3. During the quarter the Company was already in compliance with certain corporate governance provisions including composition of Board [Reg. 17(1)(a) & (b)], minimum Board meetings to be held [Reg. 17(2)], maximum directorship of directors [Reg. 17A], composition and meetings of the audit committee [Reg. 18(1) & (2)], composition of nomination and remuneration committee [Reg. 19(1) & (2)], constitution and chairperson of stakeholder relationship committee [Reg. 20(1) & (2)], composition of risk management committee [Reg. 21(1), (2) & (5)], etc. Further, pursuant to the change in ownership and control as stated above, the Company is taking steps to comply with other corporate governance provisions and undertakes to comply with them in due course.

For your records and information please.

Thanking you,

For Fullerton India Home Finance Company Limited

Jitendra Maheshwari
Company Secretary & Compliance Officer

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

Name of Listed Entity: Fullerton India Home Finance Company Limited
 Quarter ending: 30th June, 2022

I. Con	I. Composition of Board of Directors											
Title	Name	PAN\$& DIN	Category	Initial	Date	Date	Ten	Date	*No. of	*No. of	Number of	No of post of
(Mr./	of the		(Chairperson	Date of	ofRe-	of	ure	of	director	Independen	membershi	Chairpersonin
Ms.)	Directo		/Executive/	Appoin	арр	Cessa	(In	Birth	ship in	t Directors	ps in Audit/	Audit/
	r		Non-	tment	oint	tion	Mont		listed	hip in listed	Stakeholder	Stakeholder
			Executive/		ment		hs)		entities	entities	Committee	Committee held
			independent						includin	including	(s) including	in listedentities
			/Nominee)						g this	this listed	this listed	including this
			&						listed	entity	entity	listed entity
									entity			
										[in referenc	(Refer	(Refer
									[in	e to proviso	Regulation	Regulation26(1)
									referenc	to	26(1) of	of
									e to	regulation	Listing	Listing
									Regulati	17A(1)]	Regulation)	Regulations)
									on			
									17A(1)]			
Mr.	Shantanu	PAN:	Chairman -	22	-	-	-	31	0	0	2	1
	Mitra	AIBPM2517P	Non-Executive	December,				Decemb				
		DIN: 03019468	Director,	2021				er, 1954				
Mr.	Pavan	PAN:	Non-Executive	15	-	31 May,	-	24	0	0	2	1
	Kaushal	AAMPK8830A	Director	January,		2022		February				
		DIN: 07117387		2021				, 1962				
Mr.	Ajay	PAN:	Non-Executive	22	-	-	-	10 July,	0	0	0	0
	Pareek	ACQPP9861J	Director	December,				1973				
		DIN: 08134389		2021								
Ms.	Sudha	PAN:	-	21 August,	-	-	35	01 May,	5	5	8	4
	Pillai	AENPP4151N	Director	2019				1950				
		DIN: 02263950										

Mr.	Radhakris	PAN:	Independent	22	_	-	7	23	0	0	1	0
	hnan B.	AELPM6830K	Director	December,				February				
	Menon	DIN: 01473781		2021				, 1955				
Ms.	Sunita	PAN:	Additional	26 April,	-	-	2	09	0	0	2	0
	Sharma	AKVPS3615E	Director	2022				March,				
		DIN: 02949529	(Independent					1959				
			Director)									

^{**}As per regulation 17A(1), the count for the number of listed entities on which a person is a director / independent director shall be only those whose *equity* shares are listed on a stock exchange.

ŀ	Shares are listed on a stock exchange.
ĺ	Whether Regular chairperson appointed – Yes
Ī	Whether Chairperson is related to managing director or CEO – No
İ	ŞPAN of any director would not be displayed on the website of Stock Exchange
	&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than onecategory write all categories separating them with hyphen
	* to be filled only for Independent Director. Tenure would mean total period from which Independent director is servingon Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Com	mittees							
Audit Committee								
Name of Committee members		Category		Chairperson/Member		Date of Appointment		Date of Cessation
Ms. Sudha Pillai		Independent Director		Chairperson		21 Augus	t, 2019	-
Mr. Radhakrishnan B. Menon		Independe	nt Director	Member		22 Decemb	per, 2021	-
Mr. Shantanu Mitra		Non-Execut	ive Director	Member		22 Decemb	per, 2021	-
	•	Whether	Regular chairp	erson appointed				Yes
Nomination & Remunerat	ion Com	mittee					<u>.</u>	
Name of Committee me	embers	Categ	ory	Chairperson/Memb	oer	Date of Ap	pointment	Date of Cessation
Ms. Sudha Pillai		Independe	nt Director	Chairperson		21 Augus	t, 2019	-
Mr. Shantanu Mitra		Non-Execut	ive Director	Member		22 Decemb	per, 2021	-
Mr. Radhakrishnan B. Mei	non	Independe	nt Director	Member		22 Decemb	oer, 2021	-
		Whether	Regular chairp	erson appointed				Yes
Risk Oversight Committee	:							
Name of Committee members		Category		Chairperson/Member		Date of App	ointment	Date of Cessation
Mr. Shantanu Mitra		Non-Execut	ive Director	Chairperson		22 Decemb	per, 2021	-
Mr. Radhakrishnan B. Menon		Independe	nt Director	Member		22 Decemb	per, 2021	-
Mr. Pavan Kaushal		Non-Executive Director		Member		28 Januar	y, 2021	31 May, 2022
Mr. Ajay Pareek		Non-Execut	ive Director	Member		22 Decemb	per, 2021	-
		Whether	Yes					
Stakeholders Relationship	Commit	tee						
Name of Committee mem	bers	Category		Chairperson/Member		Date of Appointment		Date of Cessation
Mr. Shantanu Mitra		Non-Execut	ive Director	Chairperson		22 Decemb	per, 2021	-
Ms. Sudha Pillai		Independent Director		Member		22 December, 2021		-
Mr. Pavan Kaushal		Non-Executive Director		Member		22 December, 2021		31 May, 2022
		Whether	Yes					
III. Meeting of Board o	f Directo	rs						
Date(s) of Meeting Date(s) of		of Meeting Whether		Number of		lumber of	Maximum gap betweenany	
(ifany) in the (ifany) in		n the requireme		Directors i		dependent	two consecu	tive (innumber of days)
previous quarter relevant		•		present*		directors present*		

09 February, 20	ıy, 2022	Yes 6		3		90		
^k to be filled in only	for the current q	uarter meetings						
IV. Meetings of	Committees							
Date(s) of meeting of the Audit committee in therelevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Numb indep direct prese	endent ors	ofthe co	of meeting Immittee in Vious quarter	cons	imum gap betweenany two ecutive tings in number ofdays*
11 May, 2022	Yes	3		2	29 N	29 March, 2022		42
-	-	-		-	09 Feb	09 February, 2022		47
This information in the total the	y for the current o			mittee, for re	est of the o	committees giv	ing thi	s information is optional
		Subject					Com	pliance status (Yes/No/NA)
								refer note below
Whether prior app	proval of audit co	mmittee obtaine	Yes					

Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

Note:

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

- 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. Yes
- 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee Yes
 - b. Nomination & Remuneration Committee Yes
 - c. Stakeholders Relationship Committee No
 - d. Risk management committee (as applicable) Yes
- 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The Terms of the reference of all the Committees, except Risk Oversight Committee, will be revised to align with the SEBI LODR requirements in due course. The terms of reference of the Risk Oversight Committee have been updated as per SEBI LODR Regulations during the reporting period.
- 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the meetings of board of directors and the committees have been conducted as per the Regulations.
- 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. **Yes**

Jitendra Maheshwari

Company Secretary & Compliance Officer