



19 January, 2023

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,

- Fullerton India Home Finance Company Limited ("Company") is a 'high value debt listed entity' as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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 December 31, 2022, confirming status of compliance and steps being taken to comply with the provisions and specific affirmations provided therein.
- 2. The Company has formulated the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Risk Oversight Committee as per SEBI LODR provisions. Further, the Company is in compliance with the provisions relating to meetings, quorum, matters to be placed in respect of the said committees except for the Risk Oversight Committee where the gap between two meetings was 182 days as against the regulatory requirement of 180 days.
- 3. Further, the terms of reference of the committees of the Board except for the Nomination and Remuneration Committee and Risk Oversight Committee, are being aligned with the extant norms.

You are requested to take the same on record.

Thanking you.

Yours Sincerely,
For Fullerton India Home Finance Company Limited

Jitendra Maheshwari Company Secretary Membership No: ACS 19621



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

- 1. Name of Listed Entity: Fullerton India Home Finance Company Limited
- 2. Quarter ending: 31st December, 2022

I. Con	position of	Board of Directo	ors									
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	20 <sup>th</sup>	-	-	31	0	0	2	1
	Mitra	AIBPM2517P	Non-Executive	1				Decemb				
		DIN: 03019468	Director,	2021	er, 2022			er, 1954				
Mr.	Ajay	PAN:	Non-Executive		-	-	-	10 July,	0	0	1	0
	Pareek	ACQPP9861J	Director	December,				1973				
		DIN: 08134389		2021								
Ms.	Sudha	PAN:	Independent	_	-	-	40	01 May,	5	5	8	4
	Pillai	AENPP4151N	Director	2019				1950				
		DIN: 02263950										
Mr.	Radhakris	PAN:	Independent	22	-	-	12	23	0	0	0	0

	hnan B.	AELPM6830K	Director	December,				February				
	Menon	DIN: 01473781		2021				, 1955				
**Ms.	Sunita	PAN:	Independent	26 April,	-	24	7	09	0	0	01	0
	Sharma	AKVPS3615E	Director	2022		Novemb		March,				
		DIN: 02949529				er 2022		1959				

<sup>\*</sup>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.

<sup>\*\*</sup>Ms. Sunita Sharma, has resigned with effect from 24 November, 2022, considering her other professional commitments. There are no other material reasons other than the one mentioned herewith.

Whether Regular chairperson appointed – Yes
Whether Chairperson is related to managing director or CEO – No
SPAN 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 Comm	nittees							
Audit Committee								
Name of Committee members		Category		Chairperson/Member		Date of Appointment		Date of Cessation
Ms. Sudha Pillai		Independent Director		Chairperson		21 Augus	st, 2019	-
Mr. Shantanu Mitra		Non-Execut	ive Director	Member		22 December, 2021		-
Ms. Sunita Sharma		Independent Director		Member		1 July,	2022	November 24, 2022
	•	Whether	Regular chairp	erson appointed				Yes
Nomination & Remuneration	on Com	mittee						
Name of Committee mer	mbers	Categ	ory	Chairperson/Mem	ber	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. Men	on	Independe	nt Director	Member		22 December, 2021		-
		Whether	Yes					
Risk Oversight Committee								
Name of Committee members		Category		Chairperson/Member		Date of Appointment		Date of Cessation
Mr. Shantanu Mitra		Non-Executive Director		Chairperson		22 Decemb	oer, 2021	-
Mr. Ajay Pareek		Non-Execut	ive Director	Member		22 Decemb	oer, 2021	-
Mr. Deepak Patkar		Chief Execu	itive Officer	Member		8 Novemb	er, 2022	-
Ms. Sunita Sharma		Independent Director		Member		1 July,	2022	November 24, 2022
		Whether Regular chairperson appointed						Yes
Stakeholders Relationship (	Commit	tee						
Name of Committee memb	oers	Category		Chairperson/Member		Date of Appointment		Date of Cessation
Mr. Shantanu Mitra		Non-Executive Director		Chairperson		22 December, 2021		-
Ms. Sudha Pillai		Independent Director		Member		22 December, 2021		-
Mr. Ajay Pareek		Non-Executive Director		Member		1 July, 2022		-
		Whether	Yes					
III. Meeting of Board of	Directo	rs						
Date(s) of Meeting Date(s) of		of Meeting Whether		Number of		Number of	Maximum gap betweenany	
(ifany) in the (ifany) in		n the requireme				dependent	two consecutive (innumber of days)	
previous quarter relevant		quarter nt of Quorum met*		present*		directors present*		
			met.					

				1				
27 July, 2022	10 Nover	nber, 2022	Yes	5		3	63#	
7 September, 202	22	-	-	-		-	-	
* to be filled in only "The gap is between			2022 and 1	10 November	, 2022			
IV. Meetings of 0	Committees							
Date(s) of meeting of the Audit committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Numb indep direct prese	endent ors	ofthe co	of meeting mmittee in ious quarter	Maximum gap betweenany two consecutive meetings in number ofdays*	
10 November, 2022	Yes	3		2	27 J	uly, 2022	105	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional  **to be filled in only for the current quarter meetings  V. Related Party Transactions								
		Subject					Compliance status (Yes/No/NA)	

Whether prior approval of audit committee obtained

refer note below

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 No
  - b. Nomination & Remuneration Committee Yes
  - c. Stakeholders Relationship Committee Yes
  - d. Risk management committee (as applicable) No
- 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 Nomination and Remuneration Committee & Risk Oversight Committee, will be revised to align with the SEBI LODR requirements in due course.
- 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, except Risk Oversight Committee, where the gap between two meetings was 182 days as against the regulatory requirement of 180 days.
- 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**