



20 October, 2021

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 as required under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to the amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") proposed through the SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021, Regulations 15 to 27 of the SEBI LODR have become applicable with effect from September 7, 2021 on a 'comply or explain' basis till March 31, 2023 and on a mandatory basis thereafter to a 'high value debt listed entity'. Fullerton India Home Finance Company Limited ("**Company**") is a 'high value debt listed entity' as per the SEBI LODR. In accordance with Regulation 27(2) of the SEBI LODR and NSE circular dated September 30, 2021, please find attached Corporate Governance report of the Company for the quarter ended on 30th September 2021.

We would like to submit that the Company's Parent Company Fullerton India Credit Company Limited (**FICCL**)'s shareholders, Fullerton Financial Holdings Pte. Ltd. ("**FFH**") and Angelica Investments Pte. Ltd. ("**Angelica**") who are together currently holding 100% equity stake in FICCL, have entered into transaction documents on July 6, 2021 for (i) the sale of 74.9% (seventy four point nine per cent) of their shareholding in the Company to Sumitomo Mitsui Financial Group ("**Purchaser**"), subject to receipt of relevant regulatory approvals; and (ii) the sale of the remaining 25.1% (twenty five point one per cent) after a transition period, each in accordance with the terms and conditions set out in the transaction documents (collectively referred to as the "**Proposed Transaction**").

FICCL had intimated the stock exchange of the Proposed Transaction *vide* its letter dated July 6, 2021. In accordance with the terms of the transaction documents, the Proposed Transaction is subject to completion of certain conditions including receipt of regulatory approvals.

Upon completion of the Proposed Transaction, the Company will duly consider and undertake relevant actions to comply with Regulations 15 to 27 of SEBI LODR.

For your records and information please.

Thanking you,
For Fullerton India Home Finance Company Limited



Jitendra Maheshwari
Company Secretary & Compliance Officer

Fullerton India Home Finance Company Limited

Corporate Office: Floor 6, B Wing, Supreme Business Park,
Supreme City, Powai, Mumbai - 400 076 | Toll Free No: 1800 102 1003
Email: grihashakti@fullertonindia.com | Website: www.grihashakti.com
CIN number: U65922TN2010PLC076972 | IRDAI COR NO : CA0492

Registered Office: Megh Towers, 3rd Floor, Old No. 307, New No. 165,
Poonamallee High Road, Maduravoyal, Chennai - 600 095, Tamil Nadu



ANNEX I

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: 30th September, 2021

I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	PAN& DIN	Category (Chairperson /Executive/ Non-Executive/ independent /Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (In Months)	Date of Birth	**No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	**No. of Independent Directors in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Anindo Mukherjee	PAN: ADOPM1163F DIN: 00019375	Chairman – Non Executive Director	13 December, 2017	-	-	-	13 October, 1967	0	0	3	1
Mr.	*Rakesh Makkar	PAN: AAXPM3278K DIN: 01225230	Executive Director - CEO – Whole Time Director	16 March, 2018	16 March, 2021	-	-	10 May, 1968	0	0	0	0
Mr.	Pavan Kaushal	PAN: AAMPK8830A	Non-Executive Director	15 January,	-	-	-	24 February	0	0	1	1

		DIN: 07117387		2021				, 1962				
Mr.	Milan Shuster	PAN: GVCPS9244B DIN: 07022462	Independent Director	15 January, 2016	01 October, 2017	-	69	30 September, 1941	0	0	2	1
Ms.	Sudha Pillai	PAN: AENPP4151N DIN: 02263950	Independent Director	21 August, 2019	-	-	26	01 May, 1950	5	5	8	3
<p>*Mr. Rakesh Makkar was appointed as Director with effect from January 29, 2018. His appointment as CEO and WTD was with effect from March 16, 2018.</p> <p>**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.</p>												
		Whether Regular chairperson appointed – Yes										
		Whether Chairperson is related to managing director or CEO – No										
		<p>↳ PAN 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 one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>										

II. Composition of Committees					
Audit Committee					
Name of Committee members		Category	Chairperson/Member	Date of Appointment	Date of Cessation
Mr. Anindo Mukherjee		Non-Executive Director	Chairperson	24 January, 2017	-
Dr. Milan Shuster		Independent Director	Member	15 January, 2016	-
Ms. Sudha Pillai		Independent Director	Member	21 August, 2019	-
Whether Regular chairperson appointed					Yes
Nomination & Remuneration Committee					
Name of Committee members		Category	Chairperson/Member	Date of Appointment	Date of Cessation
Dr. Milan Shuster		Independent Director – Chairman	Chairperson	15 January, 2016	-
Mr. Anindo Mukherjee		Non-Executive Director	Member	24 January, 2017	-
Ms. Sudha Pillai		Independent Director	Member	21 August, 2019	-
Whether Regular chairperson appointed					Yes
Risk Oversight Committee					
Name of Committee members		Category	Chairperson/Member	Date of Appointment	Date of Cessation
Mr. Pavan Kaushal		Non-Executive Director	Chairperson	28 January, 2021	-
Dr. Milan Shuster		Independent Director	Member	05 September, 2018	-
Ms. Sudha Pillai		Independent Director	Member	21 August, 2019	-
Mr. Rakesh Makkar		Executive Director	Member	19 July, 2021	-
Whether Regular chairperson appointed					Yes
Stakeholders Relationship Committee					
Yet to be constituted					
III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
24 May, 2021	10 August, 2021	Yes	5	2	77
* to be filled in only for the current quarter meetings					

IV. Meetings of Committees					
<i>Date(s) of meeting of the Audit committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
10 August, 2021	Yes	3	2	24 May, 2021	77
<i>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</i> <i>**to be filled in only for the current quarter meetings</i>					
V. Related Party Transactions					
<i>Subject</i>				<i>Compliance status (Yes/No/NA)</i>	
				<i>refer note below</i>	
Whether prior approval of audit committee obtained				NA	

Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
<p>Note:</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<p>VI. Affirmations</p>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. No</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <ul style="list-style-type: none"> a. Audit Committee No b. Nomination & Remuneration Committee Yes c. Stakeholders Relationship Committee No – Yet to be constituted d. Risk management committee (as applicable) Yes <p>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. No</p> <p>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. No</p> <p>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. No as first time submission</p>	
<p>Jitendra Maheshwari</p> <p></p> <p>Company Secretary & Compliance Officer</p>	