



20 January, 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 December 31st, 2021, confirming status of compliance and steps being taken to comply with the provisions and specific affirmations provided therein.
- 2. As informed earlier *vide* our letter dated October 20, 2021, the ownership/control of the Company's parent company, Fullerton India Credit Company Limited ("FICCL") has recently changed in the last quarter 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 and meetings of the audit committee [Reg. 18(1) & (2)], composition of nomination and remuneration committee [Reg. 19(1)], composition of stakeholder relationship committee [Reg. 20(1), (2) & (2A)], 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

- 1. Name of Listed Entity: Fullerton India Home Finance Company Limited
- 2. Quarter ending: 31st December, 2021

I. Con	nposition of	Board of Directo	ors									
Title	Name	PAN\$& DIN	Category	Initial	Date	Date	Ten	Date	**No.	**No. of	Number of	No of post of
(Mr./	of the		(Chairperson	Date of	ofRe-	of	ure	of	of	Independen	membershi	Chairpersonin
Ms.)	Directo		/Executive/	Appoin	арр	Cessa	(In	Birth	director	t Directors	ps in Audit/	Audit/
	r		Non-	tment	oint	tion	Mont		ship in	hip in listed	Stakeholder	Stakeholder
			Executive/		ment		hs)		listed	entities	Committee	Committee held
			independent						entities	including	(s) including	in listedentities
			/Nominee)						includin	this listed	this listed	including this
			&						g this	entity	entity	listed entity
									listed			
									entity	[in referenc	(Refer	(Refer
										e to proviso	Regulation	Regulation26(1)
									[in	to	26(1) of	of
									referenc	regulation	Listing	Listing
									e to	17A(1)]	Regulations	Regulations)
									Regulati)	
									on			
									17A(1)			
N 4 ss	۸ به نیم ما م	DAN.	Chairman	13		22		13	0	0	1	0
Mr.	Anindo	PAN:	Chairman –	_	-		-	_	_	0	1	0
	Mukherjee	ADOPM1163F DIN: 00019375	Non Executive Director	2017		Decemb er, 2021		October, 1967				
Mr.	Shantanu	PAN:	Chairman -	2017		er, 2021		31	0	0	2	1
IVII.	Mitra	AIBPM2517P	Non-Executive		-	_	_	Decemb	_	U	2	1
	IVIILI a	DIN: 03019468	Director,	2021				er, 1954				
Mr.	*Rakesh	PAN:	Executive	16 March,	16			10 May,	1	0	0	0
IVII.	Makkar	AAXPM3278K	Director - CEO	2018	March,		_	1968				
	iviannal	DIN: 01225230	– Whole Time	2010	2021			1300				
	1	DII4. 01223230	VVIIOIC TITLE		2021							

			Director									
Mr.	Pavan	PAN:	Non-Executive	15	-	-	-	24	0	0	2	1
	Kaushal	AAMPK8830A	Director	January,				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								
Mr.	Milan	PAN:	Independent	15	01	22	72	30	0	0	0	0
	Shuster	GVCPS9244B	Director	January,	October,	Decemb		Septemb				
		DIN: 07022462		2016	2017	er, 2021		er, 1941				
Ms.	Sudha	PAN:	Independent	21 August,	-	-	29	01 May,	5	5	8	4
	Pillai	AENPP4151N	Director	2019				1950				
		DIN: 02263950										
Mr.	Radhakris	PAN:	Independent	22	-	-	-	23	0	0	1	0
	hnan B.	AELPM6830K	Director	December,				February				
	Menon	DIN: 01473781		2021				, 1955				

^{*}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.

**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.

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 Committees				
Audit Committee				
Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
Ms. Sudha Pillai	Independent Director	Chairperson	21 August, 2019*	-
Mr. Radhakrishnan B. Menon	Independent Director	Member	22 December, 2021	-
Mr. Shantanu Mitra	Non-Executive Director	Member	22 December, 2021	-
Mr. Anindo Mukherjee	Non-Executive Director	Chairperson	24 January, 2017	22 December, 2021
Dr. Milan Shuster	Independent Director	Member	15 January, 2016	22 December, 2021
*Ms. Sudha Pillai appointed as Cha	irperson w.e.f. 22 December	, 2021		
	Whether Regular chairp	erson appointed		Yes
Nomination & Remuneration Com	mittee			
Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
Ms. Sudha Pillai	Independent Director	Chairperson	21 August, 2019*	-
Mr. Shantanu Mitra	Non-Executive Director	Member	22 December, 2021	-
Mr. Radhakrishnan B. Menon	Independent Director	Member	22 December, 2021	-
Mr. Pavan Kaushal	Non-Executive Director	Member	22 December, 2021	-
Dr. Milan Shuster	Independent Director	Chairperson	15 January, 2016	22 December, 2021
Mr. Anindo Mukherjee	Non-Executive Director	Member	24 January, 2017	22 December, 2021
* Ms. Sudha Pillai appointed as Cha	airperson w.e.f. 22 December	r, 2021		
	Whether Regular chairp	erson appointed		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 December, 2021	-
Mr. Radhakrishnan B. Menon	Independent Director	Member	22 December, 2021	-
Mr. Pavan Kaushal	Non-Executive Director	Member	28 January, 2021*	-
Mr. Ajay Pareek	Non-Executive Director	Member	22 December, 2021	-
Mr. Rakesh Makkar	Executive Director	Member	19 July, 2021	-
Dr. Milan Shuster	Independent Director	Member	05 September, 2018	22 December, 2021
Ms. Sudha Pillai	Independent Director	Member	21 August, 2019	22 December, 2021
*Mr. Pavan Kaushal ceased to be C	hairperson w.e.f. 22 Decemb	er, 2021		

Whether Regular chairperson appointed											Yes	
Stakeholders Relation							/2.2. 1			• •		
Name of Committee		nbers	Cate			Chairpers		er			ointment	Date of Cessation
Mr. Shantanu Mitra			Non-Execut				person				er, 2021	-
Ms. Sudha Pillai			Independe				mber				er, 2021	-
Mr. Pavan Kaushal			Non-Execut				mber		22 DE	cem	er, 2021	- V
			wnetner	Regular	cnairp	erson appoir	itea					Yes
III. Meeting of Bo	oard o	of Director	rs									
Date(s) of Meeting		Date(s) o	f Meeting	Wheth	ner	Number	of	Number of			Maximum gap betweenany	
(ifany) in the		(ifany) in	the	require	eme	Director	s	independen		nt	two consecutive (innumber of days)	
previous quarter		relevant	quarter	nt of		present*		directors				
·				Quorum				present*				
				met*								
10 August, 2021 09 November, 2021				Ye	es	5		2				90
to be filled in only j	for th	e current (quarter meetii	ngs								
IV. Meetings of C	Comm	ittees										
Date(s) of	Whe	ether	Numbe	r	Numb	er of	Date(s)	of med	eting	Max	imum gap bet	tweenany two
meeting of the	requ	iirement	of		indep	endent	ofthe co	mmit	tee in	cons	secutive	
Audit	of		Directo	rs	direct	ors	the prev	ious q	quarter	mee	tings in numb	er ofdays*
committee in Quorum			present	*	presei	nt*						
therelevant met quarter (details)*												
quarter(details)*09 November, 2021Yes3					2 10		10 Δι	ugust, 2021		90		
* This information has to be mandatorily be given for audit committee, for rest of the							l .			ina +h	is information	
**to be filled in only					iii coiii	mittee, joi re	est of the t	.OIIIIII	ittees giv	ing tri	is injormation	тѕ ориониі
V. Related Party	Trans	actions										
			Subject							Con	npliance statu	s (Yes/No/NA)
											refer note	below
Whether prior app	roval	of audit co	ommittee obta	ained							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. No
- 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 Yes
 - 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 (Listingobligations and disclosure requirements) Regulations, 2015. Yes. The Terms of the reference of all the committee will be revisited to align with the SEBI LODR requirements and updated 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 for Stakeholders Relationship Committee (SRC). SRC has been recently constituted and its first meeting will be held in current quarter.
- 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. The report will be placed in the board meeting of the current quarter.

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Company Secretary & Compliance Officer