



Nayi Asha. Naya Vishwas.

20 January, 2025

To,
The Manager
National Stock Exchange of India Limited
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,

SMFG India Home Finance Company Limited (*Formerly Fullerton India Home Finance Co. Ltd.*) ('Company') is a 'high value debt listed entity' as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In accordance with Regulation 27(2) of SEBI Listing Regulations and Master Circular for listing obligations and disclosure requirements for Non-Convertible Securities, Securitised Debt Instruments and/ or Commercial Paper dated 21 May, 2024, please find enclosed the Corporate Governance Report of the Company for the quarter ended on 31 December, 2024.

You are requested to take the same on record.

Thanking you,

For SMFG India Home Finance Company Limited
(Formerly Fullerton India Home Finance Co. Ltd.)

Parthasarathy Iyengar
Company Secretary and Compliance Officer
Membership No. A21472

SMFG India Home Finance Co. Ltd.
(Formerly Fullerton India Home Finance Co. Ltd.)

Corporate Office: 503 & 504, 5th Floor, G-Block, Inspire BKC, BKC Main Road, Bandra Kurla Complex, Bandra (E), Mumbai - 400051.
Registered Office: Commerzone IT Park, Tower B, 1st Floor, No. 111, Mount Poonamallee Road, Porur, Chennai - 600116.

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

1. Name of Listed Entity: SMFG India Home Finance Company Limited *(Formerly Fullerton India Home Finance Co. Ltd.)*
2. Quarter ending: 31 December, 2024

I. Composition of Board of Directors												
Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee) ^{&}	Initial Date of Appointm ent	Date of Re- appoint ment	Date of Cessati on	Tenure (In Months)*	Date of Birth	**No. of director ship in listed entities includin g this listed entity [in referenc e to Regulati on 17A(1)]	**No. of Independ ent Directors hip in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	#No. of membersh ips in Audit/ Stakeholde r Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation)	#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.	Colathur Narayanan Ram	DIN: 00211906	Chairman- Independent Director	20 August, 2024	20 August, 2024	-	4.12	17 February, 1957	0	0	3	0
Mr.	Shantanu Mitra	DIN: 03019468	Non -Executive Director	22 December, 2021	19 June, 2024	-	-	31 December, 1954	0	0	2	1
Mr.	Deepak Patkar	DIN: 09731775	Managing Director and CEO	2 February, 2023	-	-	-	2 January, 1973	0	0	1	0
Ms.	Dakshita Das	DIN: 07662681	Independent Director	20 January,	20 January,	-	23.12	29 December,	0	0	3	2

				2023	2023			1961				
Mr.	Radhakrishna n B. Menon	DIN: 01473781	Independent Director	22 December, 2021	22 December, 2021	22 December, 2024	36	23 February, 1955	0	0	0	0

****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*.**

#As per Regulation 26(1), in case High-Value Debt Listed entities are public companies, the same have been included.

As per the SEBI circular no. SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated 31 May, 2021, PAN details of any directors would not be displayed on the website of Stock Exchange, hence we have not provided the same.

		Whether Regular chairperson appointed – Yes
		Whether Chairperson is related to managing director or CEO – No
		<p><i>\$ PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>& Category of directors means chairperson and or directors viz. executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i></p> <p><i>* 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.</i></p>

II. Composition of Committees				
Audit Committee				
Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
Ms. Dakshita Das	Independent Director	Chairperson	20 January, 2023	-
Mr. Shantanu Mitra	Non-Executive Director	Member	22 December, 2021	-
Mr. Colathur Narayanan Ram	Independent Director	Member	20 August, 2024	-
Whether Regular chairperson appointed				Yes
Nomination & Remuneration Committee				
Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
Ms. Dakshita Das	Independent Director	Chairperson	20 August, 2024	-
Mr. Shantanu Mitra	Non-Executive Director	Member	22 December, 2021	-
Mr. Colathur Narayanan Ram	Independent Director	Member	20 August, 2024	-
Mr. Radhakrishnan B. Menon	Independent Director	Member	22 December, 2021	22 December, 2024
Whether Regular chairperson 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. Deepak Patkar	Managing Director and CEO	Member	8 November, 2022	-
Ms. Dakshita Das	Independent Director	Member	20 January, 2023	-
Whether Regular chairperson appointed				Yes
Stakeholders Relationship 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. Deepak Patkar	Managing Director and CEO	Member	20 August, 2024	-
Ms. Dakshita Das	Independent Director	Member	20 August, 2024	-
Whether Regular chairperson appointed				Yes

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 meetings (in number of days)
7 August, 2024	7 November, 2024	Yes	5	3	91
	16 December, 2024	Yes	4	2	38
* to be filled in only for the current quarter meetings					
IV. Meetings of Committees					
Date(s) of meeting of the Audit committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days**
7 November, 2024	Yes	3	2	7 August, 2024	91
* to be filled in only for the current quarter meetings					
**This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
V. Related Party Transactions					
Subject			Compliance status (Yes/No/NA)		
			refer note below		
Whether prior approval of audit committee obtained			Yes		
Whether shareholder approval obtained for material RPT			No@		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee			Yes		
@The Company has obtained approval of Audit Committee on 7 November, 2024 to approve the sale of Loan Against Property (LAP) pool sale via Direct Assignment Route to SMFG India Credit Company Limited (Formerly Fullerton India Credit Co. Ltd.), Holding company of the Company. The value of the transaction amounted to INR 700,00,00,000 thereby being a material related party transaction. Prior approval of shareholders at the general meeting was not applicable in this case, as transaction between Holding Company and wholly-owned subsidiary are exempted as per Reg 23(5).					

@The Company at the Board meeting held on 16 December, 2024 had approved issuance of Equity Shares to SMFG India Credit Company Limited (Formerly Fullerton India Credit Co. Ltd.), Holding Company. The value of the transaction amounted to INR 299,99,99,991.20 thereby being a material related party transaction. Prior approval of shareholders at the general meeting was not applicable in this case, as transaction between Holding Company and wholly-owned subsidiary are exempted as per Reg 23(4).

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 **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 (Listing Obligations and disclosure requirements) Regulations, 2015. **Yes**
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. **Yes**
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**, The Board of Directors at its meeting held on 7 November, 2024, had noted the contents of the corporate governance report for the period ended 30 September, 2024. The corporate governance report for the period ended 31 December, 2024, will be placed before the Board of Directors at its ensuing meeting.

VII. Details of Cyber Security Incidence:

Yes/No

Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Date of the event – N.A.

Brief details of the event – N.A.

Parthasarathy Iyengar

Company Secretary and Compliance Officer

Membership No: A21472