

21 October, 2024

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 30 September, 2024.

You are requested to take the same on record.

Thanking you,

Yours Sincerely,

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

**Akanksha Kandoi**  
**Company Secretary & Compliance Officer**  
**Membership No: F6883**

Encl: As above

**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: 30 September, 2024

<b>I. Composition of Board of Directors</b>												
Title (Mr./ Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee) <sup>&amp;</sup>	Initial Date of Appointm ent	Date of Re- appoint ment	Date of Cessat ion	Tenure (In Months)*	Date of Birth	**No. of directors hip in listed entities including this listed entity [in reference to Regulatio n 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 <sup>##</sup>	DIN: 00211906	Chairman - Additional, Non - Executive, Independent Director	20 August, 2024	20 August, 2024	-	1.12	17 February, 1957	0	0	3	0
Mr.	Shantanu Mitra <sup>***</sup>	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

Mr.	Ajay Pareek	DIN: 08134389	Non-Executive Director	22 December, 2021	11 July, 2023	19 August, 2024	-	10 July, 1973	0	0	1	0
Ms.	Sudha Pillai	DIN: 02263950	Independent Director	21 August, 2019	21 August, 2019	20 August, 2024	60	1 May, 1950	3	3	5	3
Ms.	Dakshita Das	DIN: 07662681	Independent Director	20 January, 2023	20 January, 2023	-	20.11	29 December, 1961	0	0	3	2
Mr.	Radhakrishna n B. Menon	DIN: 01473781	Independent Director	22 December, 2021	22 December, 2021	-	33.9	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*.**

**## Mr. Colathur Narayanan Ram has been appointed as the Chairman - Additional, Non -Executive, Independent Director of the Company with effect from 20 August, 2024.**

**\*\*\*Mr. Shantanu Mitra ceased to be the Chairman of the Company with effect from 20 August, 2024.**

**#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>&amp; 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>

<b>II. Composition of Committees</b>				
<b>Audit Committee</b>				
<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
Ms. Sudha Pillai	Independent Director	Chairperson	21 August, 2019	20 August, 2024
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
*Ms. Dakshita Das was appointed as Chairperson of Audit Committee w.e.f. 20 August, 2024				
<b>Nomination &amp; Remuneration Committee</b>				
<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
Ms. Sudha Pillai	Independent Director	Chairperson	21 August, 2019	20 August, 2024
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	-
Whether Regular chairperson appointed				Yes
*Ms. Dakshita Das was appointed as Chairperson of Nomination & Remuneration Committee w.e.f. 20 August, 2024				
<b>Risk Oversight Committee</b>				
<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
Mr. Shantanu Mitra	Non-Executive Director	Chairperson	22 December, 2021	-
Mr. Ajay Pareek	Non-Executive Director	Member	22 December, 2021	19 August, 2024
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
<b>Stakeholders Relationship Committee</b>				
<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
Mr. Shantanu Mitra	Non-Executive Director	Chairperson	22 December, 2021	-
Ms. Sudha Pillai	Independent Director	Member	22 December, 2021	20 August, 2024
Mr. Ajay Pareek	Non-Executive Director	Member	1 July, 2022	19 August, 2024
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)
19 April, 2024	7 August, 2024	Yes	6	3	89
9 May, 2024	-	-	-	-	-
* 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 August, 2024	Yes	3	2	19 April, 2024	89
-	-	-	-	9 May, 2024	-
* 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 through circular resolution on 30 August, 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 106,00,00,000 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).					

**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 August, 2024, had noted the contents of the corporate governance report for the period ended 30 June, 2024. The corporate governance report for the period ended 30 September, 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.

**Akanksha Kandoi****Company Secretary & Compliance Officer****Membership No: F6883**