



Nayi Asha. Naya Vishwas.

19 July, 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, Securitized 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 June, 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.)

Jitendra Maheshwari
Company Secretary
Membership No: A19621

Encl: As above

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: Megh Towers, 3rd Floor, Old No. 307, New No. 165, Poonamallee High Road, Maduravoyal, Chennai - 600095.

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ANNEX I

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 June, 2024

I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) ⁶	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 Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	#No. of memberships in Audit/ Stakeholder 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.	Shantanu Mitra	DIN: 03019468	Chairman - Non - Executive Director	22 December, 2021	19 June, 2024	-	-	31 December, 1954	0	0	2	1
Mr.	Deepak Patkar	DIN: 09731775	Managing Director & CEO	2 February, 2023	-	-	-	2 January, 1973	0	0	0	0
Mr.	Ajay Pareek	DIN: 08134389	Non-Executive Director	22 December,	11 July, 2023	-	-	10 July, 1973	0	0	1	0

				2021								
Ms.	Sudha Pillai	DIN: 02263950	Independent Director	21 August, 2019	21 August, 2019	-	58.10	1 May, 1950	3	3	5	3
Mr.	Radhakrishna n B. Menon	DIN: 01473781	Independent Director	22 December, 2021	22 December, 2021	-	30.9	23 February, 1955	0	0	0	0
Ms.	Dakshita Das	DIN: 07662681	Independent Director	20 January, 2023	20 January, 2023	-	17.11	29 December, 1961	0	0	2	1

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>\$ PAN of any director would not be displayed on the website of Stock Exchange</p> <p>& 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</p> <p>* 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
Ms. Sudha Pillai*	Independent Director	Chairperson	21 August, 2019	-
Mr. Shantanu Mitra	Non-Executive Director	Member	22 December, 2021	-
Ms. Dakshita Das	Independent Director	Member	20 January, 2023	-
Whether Regular chairperson appointed				Yes
*Ms. Sudha Pillai was appointed as a Chairperson of Audit Committee w.e.f. 22 December, 2021				
Nomination & Remuneration Committee				
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	-
Whether Regular chairperson appointed				Yes
*Ms. Sudha Pillai was appointed as a Chairperson of Nomination & Remuneration Committee w.e.f. 22 December, 2021				
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. Ajay Pareek	Non-Executive Director	Member	22 December, 2021	-
Mr. Deepak Patkar	Managing Director & 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	-
Ms. Sudha Pillai	Independent Director	Member	22 December, 2021	-
Mr. Ajay Pareek	Non-Executive Director	Member	1 July, 2022	-
Whether Regular chairperson appointed				Yes

III. Meeting of Board of Directors					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
6 February, 2024	19 April, 2024	Yes	6	3	22
1 March, 2024	9 May, 2024	Yes	6	3	19
27 March, 2024	-	-	-	-	-
<i>* to be filled in only for the current quarter meetings</i>					
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>
19 April, 2024	Yes	3	2	6 February, 2024	48
9 May, 2024	Yes	3	2	1 March, 2024	19
-	-	-	-	-	-
<i>* to be filled in only for the current quarter meetings</i>					
<i>**This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</i>					
V. Related Party Transactions					
<i>Subject</i>			<i>Compliance status (Yes/No/NA)</i>		
Whether prior approval of audit committee obtained			refer note below		
			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
<p>[@]The Company at the Audit Committee meeting held on 19 April, 2024 had approved issuance of Equity Shares to SMFG India Credit Company Limited (<i>Formerly Fullerton India Credit Co. Ltd.</i>), Holding Company. The value of the transaction amounted to INR 149,99,99,904 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).</p> <p>[@]The Company has obtained approval of Audit Committee through circular resolution on 21 June, 2024 to approve the sale of Loan Against Property (LAP) pool sale via Direct Assignment Route to SMFG India Credit Company Limited (<i>Formerly Fullerton India Credit Co. Ltd.</i>), Holding Company. The value of the transaction amounted to INR 220,00,00,000 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(4).</p> <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>	
VI. Affirmations	
<ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. Yes The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> Audit Committee Yes Nomination & Remuneration Committee Yes Stakeholders Relationship Committee Yes Risk management committee (as applicable) Yes 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 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 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 	

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.
Jitendra Maheshwari Company Secretary & Compliance Officer Membership No: A19621	