

21 April, 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 March 31st, 2022, 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 January 20, 2022, the ownership/control of the Company's parent company, Fullerton India Credit Company Limited ("**FICCL**") has recently changed 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

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: 31st March, 2022

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 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	PAN: AIBPM2517P DIN: 03019468	Chairman - Non-Executive Director,	22 December, 2021	-	-	-	31 December, 1954	0	0	2	1
Mr.	Rakesh Makkar	PAN: AAXPM3278K DIN: 01225230	Executive Director - CEO – Whole Time Director	16 March, 2018	16 March, 2021	15 March, 2022	-	10 May, 1968	0	0	0	0
Mr.	Pavan Kaushal	PAN: AAMPK8830A	Non-Executive Director	15 January,	-	-	-	24 February	0	0	2	1

		DIN: 07117387		2021				, 1962				
Mr.	Ajay Pareek	PAN: ACQPP9861J DIN: 08134389	Non-Executive Director	22 December, 2021	-	-	-	10 July, 1973	0	0	0	0
Ms.	Sudha Pillai	PAN: AENPP4151N DIN: 02263950	Independent Director	21 August, 2019	-	-	32	01 May, 1950	5	5	9	4
Mr.	Radhakrishnan B. Menon	PAN: AELPM6830K DIN: 01473781	Independent Director	22 December, 2021	-	-	4	23 February, 1955	0	0	1	0

*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
	↳ 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.

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	-
Whether Regular chairperson appointed				Yes
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	-
Mr. Pavan Kaushal	Non-Executive Director	Member	22 December, 2021	17 March, 2022
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. 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	15 March, 2022
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. Pavan Kaushal	Non-Executive Director	Member	22 December, 2021	-
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 (in number of days)</i>
09 November, 2021	09 February, 2022	Yes	6	2	91

** 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>
09 February, 2022	Yes	3	2	09 November, 2021	91 [#]
29 March, 2022	Yes	3	2	-	47

** This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional*

***to be filled in only for the current quarter meetings*

[#]The gap is between meetings held on 09 November, 2021 and 09 February, 2022

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	Yes

