T +91 22 4001 8444 www.citicorpfinance.co.in

Citicorp Finance (India) Limited



Jan 20, 2023

To,

National Stock Exchange Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 Maharashtra, India

Kind Attention: Charmi Dharod

Sub: Submission of Corporate Governance Report for the Quarter ended Dec 31, 2022

Dear Sir/Madam,

Pursuant to Regulation 27 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, ref no NSE/CML/2021/10 dated Sep 30, 2021 and SEBI circular no SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated May 31, 2021 please find enclosed herewith Corporate Governance Report for the quarter ended Dec 31, 2022 in Annexure I.

Request you to kindly take the same on record.

In case of further clarification please write back to us at cfilsecretarial@citi.com.

For Citicorp Finance (India) Limited

Sameer V. Upadhyay Company Secretary Membership No- A15905

Encl:aa

Annexure I

Corporate Governance Report of Citicorp Finance (India) Limited

for the quarter ended Dec 31. 2022

- Name of Listed Entity- Citicorp Finance (India) Limited
 Quarter ending- Dec 31, 2022

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Direct or	PAN\$ & DIN	Category (Chairpers on/Executi ve/ Non- Executive/ independe nt / Nominee) &	Initial Date of Appoin tment	Date of Re- appointme nt	D at e of Ce ss ati on	Ten ure *	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)	No of Independent Directors hip 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 s)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Ms.	Nina Nagpal	DIN- 00138918	Executive	01/06/2 018	01/06/2019 and 01/06/2021	N A	NA	06/12/19 63	0	0	2	NA
Mr.	Rohit Ranjan	DIN- 00003480	Non- executive	25/01/2 010	25/01/2015	N A	NA	17/02/19 61	0	0	0	NA
Ms.	Anura dha Choud hury	DIN- 01375718	Non- executive	01/11/2 022	-	N A	NA	11/08/197 5	0	0	1	NA

Mr.	Rajeev Mantri	DIN- 09367771	Non- executive	15/03/2 022	-	N A	NA	25/09/19 76	0	0	0	NA
Mr.	Deepa k Ghaisa s	DIN- 08389469	Independen t Director	28/01/2 015	28/01/2020	N A	7 year s and 11 mon ths*	19/11/19 57	1	0	3	1
Mr.	Saurab h Shah	DIN- '02094645	Independen t Director	28/01/2 015	28/01/2020	N A	7 year s and 11 mon ths*	5/12/196 5	1	0	2	0

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 * 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.

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive / Non- Executive / independent /Nominee) \$	Date of Appointm ent	Date of Cessation
1. Audit Committee	Yes	a. Nina Nagpal b. Deepak Ghaisas c. Saurabh Shah	 a. Executive Director b. Independent Director c. Independent Director 	 a. 25/07/2018 b. 28/01/2015 c. 28/01/2015 	NA
2. Nomination & Remuneration Committee	Yes	a. Anuradha Choudhury b. Deepak Ghaisas c. Saurabh Shah d. Neeraj Kumar	a. Non- executive Director b. Independent Director c. Independent Director d. Non- executive Director	 a. 01/11/2022 b. 28/01/2015 c. 28/01/2015 d. 26/03/2019 	 a. NA b. NA c. NA d. 31/10/ 022
3. Risk Management Committee	Yes	 a. Nina Nagpal b. Anuradha Choudhury c. Saurabh Shah d. Neeraj Kumar e. Kedar Kadam f. Vaibhav Gupta 	a. Executive Director b. Non- executive Director c. Independent Director d. Non- executive Director e-f NA	a. 01/06/2018 b. 01/11/2022 c. 28/01/2015 d. 26/03/2019	a. NA b. NA c. NA d. 31/10/2 22
4. Stakeholders Relationship Committee	No	a. Nina Nagpal b. Anuradha Choudhury c. Deepak Ghaisas d. Neeraj Kumar	a. Executive Director b. Non- executive Director c. Independent Director d. Non- executive Director	 a. 01/06/2018 b. 01/11/2022 c. 28/01/2015 d. 26/03/2019 	 a. NA b. NA c. NA d. 31/10/ 022

& 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

III. Meeting of Bo	ard of Directors								
Date(s) of Meeting (if any) in the previous		Date(s) of Meeting (if any) in the relevant		Whether requirement of		r of rs	Number of independent		Maximum gap between any
quarter	quarter	quarter		Quorum met*		*	directors' present*		two consecutives (in number of days)
08/08/2022	11/11/2022 14/12/2022			Yes			2 2		95 33
* to be filled in only fo	r the current quarter	r meetings							
IV. Meetings of Co	ommittees								
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number Directors present*	5	Number of independer directors' p	nt		of meeting of nittee in the quarter	any	ximum gap between two consecutives etings in number of s*
_	Yes	3		2		08/08/2022		95	
Nomination and Remuneration Committee	-	-	-	-		-			
05/12/2022 Risk Management Committee	Yes	3		1		23/09/202	2	73	
14/12/2022 Stakeholders Relationship Committee	Yes	3		1		-		NA	
* This information has **to be filled in only fo	•		udit com	umittee, for i	rest of the	committee	s giving this info	ormatic	on is optional
V. Related Party	Fransactions								
		Subject					Compliance s	status	(Yes/No/NA)
Whether prior approv	al of audit committe	e obtained					Yes		

Whether shareholder approval obtained for material RPT	N.A. Citicorp Finance (India) Limited is closely held public company whereby the shareholders fall under the definition of related parties. As provided under Reg. 23 related parties cannot vote on the resolution. Accordingly, considering the constraint, we treat this as not applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes, transactions for the period Jul 2022 to Sep 2022 have been reviewed in the Audit Committee Meeting scheduled on November 11, 2022.
Note:	

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. If status is "No" details of non-compliance may be given here.

VI. Affirmations

2

- 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-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 same was tabled and adopted in the Board Meeting dated Nov 11, 2022. No comment/ observations/advice was made by the Board.

Name & Designation

Sameer V. Upadhyay Company Secretary M. No: A15905

Material RPT as on Sep 30, 2022 approved in Nov 11, 2022 Board Meeting

S. No	Details of the	e counterparty	Type of related	Value of the related party transaction as		
	Name	Relationship of the counterparty with the listed entity or its subsidiary	party	approved by the audit committee		
1	Citibank Holding Company N.A India		Sale of Loan/Asset Portfolio	140,000	104,549	
			Fixed Deposit/Placements	2,580,000	530,508	
2	Citicorp Services India Pvt Ltd	Fellow subsidiaries	Borrowings (Inter- Corporate)	630,000	127,149	