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Citicorp Finance (India) Limited

July 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 Jun 30, 2023

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 June 30, 2023 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 Upadhyay
Company Secretary
Membership No- A15905

Encl:aa

Corporate Governance Report of Citicorp Finance (India) Limited
for the quarter ended June 30, 2023

1. Name of Listed Entity- Citicorp Finance (India) Limited
2. Quarter ending- June 30, 2023

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 ate of Cess ation	Ten ure *	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independ ent Directors hip in listed entities including this list ed entity [in reference to proviso t o regulation 17A(1)]	Number memberships Audit Stakeholder Committee (s) including this entity (Refer 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)
Mr.	Rajeev Mantri	DIN- 09367771	Chairperson / Non- executive	15/03/2 022	-	NA	NA	25/09/19 76	0	0	0	NA

Ms.	Nina Nagpal	DIN-00138918	Executive	01/06/2018	01/06/2019 and 01/06/2021	NA	NA	06/12/1963	0	0	2	NA
Ms.	Anuradha Choudhury	DIN-01375718	Non-executive	01/11/2022	-	NA	NA	11/08/1975	0	0	1	0
Mr.	Deepak Ghaisas	DIN-08389469	Independent Director	28/01/2015	28/01/2020	NA	8 years and 04 months*	19/11/1957	2	2	4	2
Mr.	Saurabh Shah	DIN-02094645	Independent Director	28/01/2015	28/01/2020	NA	8 years and 04 months*	5/12/1965	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.

II. Composition of Committees					
<i>Name of Committee</i>	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive / Non- Executive / independent / Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	a. Deepak Ghaisas b. Nina Nagpal c. Saurabh Shah	a. Chairperson/ Independent Director b. Executive Director c. Independent Director	a. 28/01/2015 b. 25/07/2018 c. 28/01/2015	a. NA d. NA e. NA
2. Nomination & Remuneration Committee	Yes	a. Deepak Ghaisas b. Anuradha Choudhury c. Saurabh Shah	a. Chairperson/ Independent Director b. Non- executive Director c. Independent Director	a. 28/01/2015 b. 01/11/2022 c. 28/01/2015	a. NA b. NA c. NA
3. Risk Management Committee	Yes	a. Nina Nagpal d. Anuradha Choudhury e. Saurabh Shah f. Ruchit Jain g. Neha Sharma h. Swati Vatsa	a. Chairperson/ Executive Director b. Non- executive Director c. Independent Director d-f NA	a. 01/06/2018 f. 01/11/2022 g. 28/01/2015 d-f. 10/02/2023	a. NA b. NA c. NA d-f. NA
4. Stakeholders Relationship Committee	Yes	a. Deepak Ghaisas b. Nina Nagpal c. Anuradha Choudhury	a. Chairperson/ Independent Director b. Executive Director c. Non- executive Director	a. 28/01/2015 b. 01/06/2018 c. 01/11/2022	a. NA b. NA c. NA

& 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 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 consecutives (in number of days)
10/02/2023 24/02/2023 29/03/2023	29/05/2023	Yes	5	2	61

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

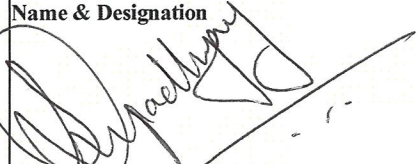
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors' present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutives meetings in number of days*
29/05/2023 (Audit Committee)	Yes	3	2	10/02/2023	108
23/05/2023 Nomination and Remuneration Committee	Yes	3	2	10/02/2023	102
- Risk Management Committee	-	-	-	27/02/2023	-
- Stakeholders Relationship Committee	-	-	-	-	-

* 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

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee 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 Jan 2023 to Mar 2023 have been reviewed in the Audit Committee Meeting held on May 29, 2023.
<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>	
<p>VI. Affirmations</p>	
<ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> 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 May 29, 2023. No comment/ observations/advice was made by the Board. 6. Details of cyber security incidents or breaches or loss of data or documents during the quarter - NIL 	
<p>Name & Designation</p>  <p>Sameer V. Upadhyay Company Secretary M. No: A15905</p>	

Material RPT as on March 31, 2023 approved in May 29, 2023 Board Meeting

S. No	Details of the counterparty		Type of related party transaction	Value of the related party transaction as approved by the audit committee	Value of transaction during the reporting period FY 2022-23
	Name	Relationship of the counterparty with the listed entity or its subsidiary			
1	Citibank N.A. - India	Holding Company	Sale of Loan/Asset Portfolio	2,35,000	1,46,760
			Fixed Deposit/Placements	25,80,000	15,97,823
2	Citicorp Services India Pvt Ltd	Fellow subsidiaries	Borrowings (Inter-Corporate)	6,30,000	2,42,905