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## Citicorp Finance (India) Limited

April 21, 2022

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 Mar 31, 2022**

Dear Sir/Madam,

Pursuant to Regulation 27 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) (Fifth Amendment) Regulation 2021, 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 Annexure 1 of format for Corporate Governance Report for the quarter ended Mar 31, 2022.

Request you to kindly take the same on record.

In case of further clarification please write back to us at [cfilsecretarial@citi.com](mailto:cfilsecretarial@citi.com).

**For Citicorp Finance (India) Limited**

**SAMEER  
VISHNUPRASAD  
UPADHYAY**

Digitally signed by SAMEER  
VISHNUPRASAD UPADHYAY  
Date: 2022.04.21 17:02:50  
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**Sameer Upadhyay  
Company Secretary  
Membership No- A15905**

**Encl:aa**

**Corporate Governance Report of Citicorp Finance (India) Limited  
for the quarter ended March 31, 2022**

1. Name of Listed Entity- Citicorp Finance (India) Limited
2. Quarter ending- March 31, 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	D at e of C e s s a t i o n	T e n u r e "	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 PAN-AAAAPN8375K	Executive	01/06/2018	01/06/2019 and 01/06/2021	N A	NA	06/12/1963	2	0	2	NA
Mr.	Rohit Ranjan	DIN-00003480 PAN-AALPR3674C	Non-executive	25/01/2010	25/01/2015	N A	NA	17/02/1961	1	0	1	NA
Mr.	Neeraj Kumar	DIN-08389469 PAN-	Non-executive	26/03/2019	-	N A	NA	14/11/1975	1	0	1	NA

		AHNPK2740H										
Mr.	Rajeev Mantri	DIN-09367771 PAN-AFOPM9497G	Non-executive	15/03/2022	15/03/2022	N A	NA	25/09/1976	1	0	0	NA
Mr.	Deepak Ghaisas	DIN-08389469 PAN-AAABPG9317P	Independent Director	28/01/2015	28/01/2020	N A	6 years and 11 months*	19/11/1957	2	1	2	NA
Mr.	Saurabh Shah	DIN-02094645 PAN-AAOPS8055P	Independent Director	28/01/2015	28/01/2020	N A	6 years and 11 months*	5/12/1965	2	2	2	1

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.

<b>II. Composition of Committees</b>					
<i>Name of Committee</i>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/ Executive / Non-Executive / independent /Nominee) §</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
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. Neeraj Kumar b. Deepak Ghaisas c. Saurabh Shah	a. Non-executive Director b. Independent Director c. Independent Director	a. 26/03/2019 b. 28/01/2015 c. 28/01/2015	NA
3. Risk Management Committee (if applicable)	Yes	a. Nina Nagpal b. Neeraj Kumar c. Saurabh Shah d. Ankit Goyal e. Vaibhav Gupta	a. Executive Director b. Non-executive Director c. Independent Director d-e NA	a. 01/06/2018 b. 26/03/2019 c. 28/01/2015	NA
4. Stakeholders Relationship Committee	No	a. Nina Nagpal b. Neeraj Kumar c. Deepak Ghaisas	a. Executive Director b. Non-executive Director c. Independent Director	a. 01/06/2018 b. 26/03/2019 c. 28/01/2015	NA

<sup>α</sup> 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					
<b>III. Meeting of Board of Directors</b>					
<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 consecutives (in number of days)</i>
11/11/2021	11/02/2022	Yes	5	2	92
	28/02/2022	Yes	5	2	17
	30/03/2022	Yes	6	2	30
<i>* to be filled in only for the current quarter meetings</i>					
<b>IV. Meetings of Committees</b>					
<i>Date(s) of meeting of the 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 consecutives meetings in number of days*</i>
09/02/2022 (Audit Committee)	Yes	3	2	10/11/2021 21/12/2021	50
<i>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</i>					
<i>**to be filled in only for the current quarter meetings</i>					
<b>V. Related Party Transactions</b>					
<i>Subject</i>				<i>Compliance status (Yes/No/NA)</i>	
				<i>refer note below</i>	
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 Oct 2021 to Dec 2021 have been reviewed in the Audit Committee Meeting scheduled on Feb 09, 2022.
<p><i>Note:</i></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>	
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; Remuneration Committee</li> <li>Stakeholders Relationship Committee</li> <li>Risk management committee</li> </ol> <p>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.</p> <p>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. <b>Explanation:</b> On introduction of revised LODR in September 2021 and after reviewing the impact of the newly introduced regulations on the Company, Stakeholders Relationship Committee was re-constituted Stakeholders Relationship Committee in its Board Meeting held on Feb 11, 2022. The Company will comply with this requirement in current financial year.</p> <p>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- <b>Yes, the same was tabled and adopted in the Board Meeting dated Feb 11, 2022. No comment/ observations/advice was made by the Board.</b></p>	
<p><b>Name &amp; Designation</b></p> <p>SAMEER VISHNUPRASAD UPADHYAY</p> <p>Sameer Upadhyay Company Secretary M. No: AI5905</p> <p><i>Digitally signed by SAMEER VISHNUPRASAD UPADHYAY Date: 2022.04.21 17:03:20 +05'30'</i></p>	