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## **Citicorp Finance (India) Limited**

**April 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 March 31, 2023**

Dear Sir/Madam,

Pursuant to Regulation 27 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, circular ref no NSE/CML/2021/10 dated Sep 30, 2021 issued by National Stock Exchange 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 March 31, 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](mailto:cfilsecretarial@citi.com).

**For Citicorp Finance (India) Limited**

**Sameer V. Upadhyay**  
**Company Secretary**  
**Membership No- A15905**

**Encl: aa**

**Corporate Governance Report of Citicorp Finance (India) Limited**  
**for the quarter ended March 31, 2023**

1. Name of Listed Entity- Citicorp Finance (India) Limited
2. Quarter ending- March 31, 2023

**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 *	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 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	01/06/2018	01/06/2019 and 01/06/2021	NA	NA	06/12/1963	0	0	2	0
Mr.	Rohit Ranjan	DIN-00003480	Non-executive	25/01/2010	25/01/2015	01/03/2023	NA	17/02/1961	0	0	0	NA
Ms.	Anuradha Choudhury	DIN-01375718	Non-executive	01/11/2022	-	NA	NA	11/08/1975	0	0	1	0

Mr.	Rajeev Mantri	DIN-09367771	Non-executive	15/03/2022	-	NA	NA	25/09/1976	0	0	0	NA
Mr.	Deepak Ghaisas	DIN-08389469	Independent Director	28/01/2015	28/01/2020	NA	8 years and 01 months*	19/11/1957	0	0	2	1
Mr.	Saurabh Shah	DIN-02094645	Independent Director	28/01/2015	28/01/2020	NA	8 years and 01 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.

<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	a. NA b. NA c. NA
2. Nomination & Remuneration Committee	Yes	a. Anuradha Choudhury b. Deepak Ghaisas c. Saurabh Shah	a. Non-executive Director b. Independent Director c. Independent Director	a. 01/11/2022 b. 28/01/2015 c. 28/01/2015	a. NA b. NA c. NA
3. Risk Management Committee	Yes	a. Nina Nagpal b. Anuradha Choudhury c. Saurabh Shah d. Ruchit Jain e. Neha Sharma f. Swati Vatsa	a. Executive Director b. Non-executive Director c. Independent Director d-f NA	a. 01/06/2018 d. 01/11/2022 e. 28/01/2015 d-f. 10/02/2023	a. NA b. NA c. NA d-f. NA
4. Stakeholders Relationship Committee	Yes	a. Nina Nagpal b. Anuradha Choudhury c. Deepak Ghaisas	a. Executive Director b. Non-executive Director c. Independent Director	a. 01/06/2018 b. 01/11/2022 c. 28/01/2015	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**

<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>
11/11/2022	10/02/2023	Yes	6	2	58
14/12/2022	24/02/2023		4	2	14
	29/03/2023		5	2	33

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

**IV. Meetings of Committees**

<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>
10/02/2023 (Audit Committee)	Yes	3	2	11/11/2022	91
10/02/2023 Nomination and Remuneration Committee	Yes	3	2	-	143
27/02/2023 Risk Management Committee	Yes	3	1	05/12/2022	84
Stakeholders Relationship Committee	-	-	-	14/12/2022	-

\* 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**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes



**Material RPT as on December 31, 2022 approved in February 10, 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
	Name	Relationship of the counterparty with the listed entity or its subsidiary			
1	Citibank N.A. - India	Holding Company	Sale of Loan/Asset Portfolio	235,000	146,760
			Fixed Deposit/Placements	2,580,000	815,236
2	Citicorp Services India Pvt Ltd	Fellow subsidiaries	Borrowings (Inter-Corporate)	630,000	168,421