B7, 5th Floor of Nirlon Knowledge Park Goregaon (East), Mumbai - 400 063 CIN No: U65910MH1997PLC253897

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.

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

- Name of Listed Entity- Citicorp Finance (India) Limited
 Quarter ending- March 31, 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 Reappointme	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 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 (Re fer 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	NA	NA	06/12/19 63	0	0	2	0
Mr.	Rohit Ranjan	DIN- 00003480	Non- executive	25/01/2 010	25/01/2015	01/03/2 023	NA	17/02/19 61	0	0	0	NA
Ms.	Anura dha Choud hury	DIN- 01375718	Non- executive	01/11/2 022	-	NA	NA	11/08/197 5	0	0	1	0

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	8 year s and 01 mon ths*	19/11/19 57	0	0	2	1
Mr.	Saurab h Shah	DIN- '02094645	Independen t Director	28/01/2 015	28/01/2020	N A	8 year s and 01 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	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

III. Meeting of Bo	oard of Directors									
Date(s) of Meeting (i			Wheth		Numbe		Number of		Maximum gap between	
any) in the previous any) in the rela quarter quarter		relevant	*		ement of Directo present present		independent directors' prese	ent*	any two consecutives (in number of days)	
1/11/2022 4/12/2022 10/02/2023 24/02/2023 29/03/2023			Yes		6 4 5		2 2 2		58 14 33	
* to be filled in only fo	or the current quar	ter meetings			L				l	
IV. Meetings of C	lommittees									
Date(s) of meeting of the committee in the relevant quarter	f the requirement of ommittee in the Quorum met		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*	
10/02/2023			3		2		11/11/2022		91	
(Audit Committee)										
10/02/2023 Nomination and Remuneration Committee	Yes	3		2		-		143		
27/02/2023 Risk Management Committee	Yes	3		1		05/12/202	22	84		
Stakeholders Relationship Committee	-	-		-		14/12/202	2	-		
* This information ha **to be filled in only f	•		audit con	nmittee, for	rest of the	committee.	s giving this info	ormatic	on is optional	
V. Related Party	Transactions									
		Subject					Compliance	etatue i	(Ves/Ne/NA)	

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.
Yes, transactions for the period Oct 2022 to Dec 2022 have been reviewed in the Audit Committee Meeting scheduled on February 10, 2023.

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

VI. Affirmations

- 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 Yes
- 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 Feb 10, 2023. No comment/ observations/advice was made by the Board.

Name & Designation

Sameer V. Upadhyay Company Secretary M. No: A15905

Material RPT as on December 31, 2022 approved in February 10, 2023 Board Meeting

S. No	Name Relationship of the counterparty with the listed entity or its subsidiary		Type of related party transaction	Value of the related party transaction as approved by the audit committee	Value of transaction during the reporting period
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