

**TRANSCRIPT OF THE 29<sup>TH</sup> EXTRAORDINARY GENERAL MEETING ('EGM') OF CITICORP FINANCE (INDIA) LIMITED ('CFIL') HELD ON FRIDAY, JUNE 10, 2022 AT 1230 HRS AT MUMBAI (THOROUGH RECORDED VIDEO CONFERENCING) AT SHORTER NOTICE**

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**Sameer Upadhyay:** Thank you everyone for joining 29<sup>th</sup> EGM of CFIL. Firstly, we need to appoint the Chairperson of the meeting, so I am proposing Nina Nagpal to be the Chairperson of the meeting and we will need consent of all shareholders. So, can I have consent from Ankit Goyal, who is representing Associates Financial Services (Mauritius) LLC ('AFSM')?

**Ankit Goyal:** Confirmed

**Sameer Upadhyay:** Murali

**R, Muralidharan:** I consent

**Sameer Upadhyay:** Manzoor

**Manzoor Ahmed:** I concur

**Sameer Upadhyay:** Anurag

**Anurag Jain:** I confirm

**Sameer Upadhyay:** Now we have confirmation from all shareholders and hence Nina Nagpal is appointed as Chairperson of the meeting. Since this meeting is being conducted through video conferencing mode, there is a requirement to confirm on roll call by the directors and also by shareholders. Nina, can I request you to start first?

**Nina Nagpal:** Yes. I am Nina Nagpal, Director on the Board of CFIL. I am attending this meeting from my office in FIFC, BKC. I can see and hear everyone and there is no one else participating in this meeting from my office.

**Sameer Upadhyay:** Rohit, can I request you to confirm next?

**Rohit Ranjan:** Sure. I am Rohit Ranjan, Director on the Board of CFIL. I am attending this meeting from my office in FIFC. I can see and hear everyone and there is no one else in my room.

**Sameer Upadhyay:** Rajeev, requesting you to confirm next.

**Rajeev Mantri:** This is Rajeev Mantri, Director on the Board of CFIL, attending this meeting from my office in FIFC. I can see and hear everyone and there is no one else in my room.

**Sameer Upadhyay:** Neeraj, can you go next?

**Neeraj Kumar:** Hi, this is Neeraj Kumar, Director on the Board of the Company. I can see and hear others clearly. I am attending the meeting from my car as I am travelling.

**Sameer Upadhyay:** Thank you Directors, now we will proceed with other shareholders as well. Ankit, starting with you

**Ankit Goyal:** Sure Sameer. This is Ankit Goyal attending the meeting from office. I can see and hear everyone clearly.

Sameer Upadhyay: Murali, over to you.

**R, Muralidharan:** I am Murali and attending this meeting from my home. There is no one else in the room and I can see and hear others clearly.

**Sameer Upadhyay:** Anurag.

**Anurag Jain:** Sure Sameer, this is Anurag Jain. I am attending this meeting from my residence at Delhi. I can see and hear all the members. I confirm receiving the EGM Notice and agenda matters and there is no one around.

**Sameer Upadhyay:** Thank You. Manzoor, please confirm.

**Manzoor Ahmed:** Hi, I am Manzoor. I am attending this meeting from my residence in Gurgaon. I can see and listen to everyone. I have received all the relevant material of this EGM. Thank You.

**Sameer Upadhyay:** Thank you all. Just to clarify that we have two primary shareholders, AFSM and COIC. We have received power of attorney from Citibank Overseas Investment Corporation ('COIC') appointing Nina Nagpal as their attorney and from AFSM, we have received the power of attorney in favor of Ankit Goyal. Hence Nina will be representing COIC, and Ankit will be representing AFSM. Rohit Ranjan is additionally a shareholder of the Company along with Manzoor, Anurag, Murali and Vivek Gomes. However, Vivek could not make it for this meeting. That is how we have 7 shareholders of the Company, which is also a requirement under Companies Act. This is the basic construct for today's meeting.

So, let's proceed with the agenda for the meeting. We have only single agenda for this meeting, i.e. appointment of Rajeev Mantri as Director of the Company. The Board of Directors had approved his appointment in the month of March 2022. As per the revised SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, there is a need for shareholders to approve appointment of Director on the Board of the Company within 3 months of the appointment made by the Board. Earlier, we used to table appointments made during the year at the ensuing Annual General Meeting of the Company. However, due to said revised regulations, we have conducted this EGM to seek approval from shareholders. All details have been mentioned in the notice and unless there are any specific question/comment, I will request if the notice can be taken as read.

Okay, in absence of any question/comment, I will proceed with seeking approval from primary shareholders first. Nina, can I have your approval on behalf of COIC?

**Nina Nagpal:** I vote in favor of the resolution confirming the appointment of Rajeev Mantri as Director.

**Sameer Upadhyay:** Thanks Nina. Ankit, can I have your approval on behalf of AFSM?

**Ankit Goyal:** Yes, I approved the resolution on behalf of AFSM.

**Sameer Upadhyay:** Thank You. Rohit, can you please confirm as the shareholder?

**Rohit Ranjan:** I approve.

**Sameer Upadhyay:** Thank you. Manzoor

**Manzoor Ahmed:** I confirm

**Sameer Upadhyay:** Anurag

**Anurag Jain:** I confirm

**Sameer Upadhyay:** Murali

**R, Muralidharan:** Yes, I confirm.

**Sameer Upadhyay:** Okay, so this was the only agenda matter we had. Thank You everyone for joining this meeting. We can close the meeting unless someone has any question or comment to make.

**Rajeev Mantri:** I want to thank everyone for approving my appointment.

**Nina Nagpal:** You are welcome, Rajeev. Welcome aboard formally!

**Sameer Upadhyay:** Thank You all.