



Citicorp Finance (India) Limited

April 21, 2025

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, 2025

Dear Sir/Madam,

Pursuant to Regulation 27 and Regulation 62Q of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, as amended from time to time, please find enclosed herewith Corporate Governance Report for the quarter ended March 31, 2025 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 Vishnuprasad
Upadhyay**

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Vishnuprasad Upadhyay
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**Sameer Upadhyay
Company Secretary
Membership No- A15905**

Encl: aa

Annexure I

Corporate Governance Report of Citicorp Finance (India) Limited
for the quarter ended March 31, 2025

1. Name of Listed Entity- Citicorp Finance (India) Limited
2. Quarter ending- March 31, 2025

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 Appoint ment	Date of Re- appointm ent	D ate of Cessation	Tenur e*	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1) and 62E of Listing Regulations] ^	No of Independen t Directors hip in listed entities including this listed Entity [in reference to proviso to regulation 17A(1) and 62E of Listing Regulations]^	Number of members hips in Audit / Stakehol der Committ ee(s) including this listed entity (Refer Regulatio n 26(1) and 62O of Listing Regulatio ns)**	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) and 62O of Listing Regulations)*
Mr.	Vivek Gomes	DIN 10408460	Executive	22/12/2023	-	NA	NA	30/01/1978	1	0	2	0
Ms.	Anurad ha Choudh ury	DIN- 01375718	Chairperson/ Non- executive	01/11/2022	-	NA	NA	11/08/1975	1	0	1	0
Mr.	Deepak Ghaisas	DIN- 00001811	Independent Director	28/01/2015	28/01/2020	28/01/2025	120 months*	19/11/1957	NA	NA	NA	NA
Mr.	Saurabh Shah	DIN- 02094645	Independent Director	28/01/2015	28/01/2020	28/01/2025	120 months*	5/12/1965	NA	NA	NA	NA

Mr.	Rajesh Kumar Jogi	DIN- 03341036	Independent Director	28/01/2025	-	-	2 months*	04/03/1968	2	2	2	1
Mr.	Ponnap pa Kakama da Changa ppa	DIN- 10916237	Independent Director	28/01/2025	-	-	2 months*	16/03/1979	1	1	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

* 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.

^ Only Directorship in equity listed company and high-value debt listed entities is included.

** While calculating committee, public companies including companies identified as high-value debt listed entities have been considered.

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. Rajesh Kumar Jogi b. Ponnappa Kakamada Changappa c. Deepak Ghaisas d. Saurabh Shah e. Vivek Gomes	a. Chairperson/ Independent Director b. Independent Director c. Chairperson/ Independent Director d. Independent Director e. Executive Director	a. 28/01/2025 b. 28/01/2025 c. 28/01/2015 d. 28/01/2015 e. 22/12/2023	a.NA b.NA c. 28/01/2025 d. 28/01/2025 e.NA
2. Nomination & Remuneration Committee	Yes	a. Ponnappa Kakamada Changappa b. Rajesh Kumar Jogi c. Deepak Ghaisas d. Saurabh Shah e. Anuradha Choudhury	a. Chairperson/ Independent Director b. Independent Director c. Chairperson/ Independent Director d. Independent Director e. Non-executive Director	a. 28/01/2025 b. 28/01/2025 c. 28/01/2015 d. 28/01/2015 e. 01/11/2022	a. NA b. NA c. 28/01/2025 d. 28/01/2025 e. NA
3. Risk Management Committee	Yes	a. Vivek Gomes b. Rajesh Kumar Jogi c. Saurabh Shah d. Anuradha Choudhury e. Neha Sharma f. Swati Vatsa	a. Chairperson/Executive Director b. Independent Director c. Independent Director d. Non-executive Director e. Compliance Officer f. Chief Risk Officer	a. 22/12/2023 b. 28/01/2025 c. 28/01/2015 d. 01/11/2022 e. 10/02/2023 f. 10/02/2023	a. NA b. NA c. 28/01/2025 d. NA e. NA f. NA
4. Stakeholders Relationship Committee	Yes	a. Ponnappa Kakamada Changappa b. Deepak Ghaisas c. Anuradha Choudhury d. Vivek Gomes	a. Chairperson/ Independent Director b. Chairperson/ Independent Director c. Non-executive Director d. Executive Director	a. 28/01/2025 b. 28/01/2015 c. 01/11/2022 d. 22/12/2023	a. NA b. 28/01/2025 c. NA d. NA
<i>& 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</i>					
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>
11/11/2024	06/01/2025	Yes	4	2	55
	20/01/2025	Yes	3	2	13
	23/01/2025	Yes	3	2	2
	13/02/2025	Yes	4	2	20
	27/02/2025	Yes	4	2	13
	27/03/2025	Yes	4	2	27
<i>* to be filled in only for the current quarter meetings</i>					

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*
13/02/2025 Audit Committee	Yes	3	2	11/11/2024	93
06/01/2025 23/01/2025 27/03/2025	Yes Yes Yes	3 2 3	2 2 2	09/12/2024	27 16 62
Nomination and Remuneration Committee					
10/02/2025 27/03/2025	Yes Yes	3 2	1 1	24/10/2024	108 44
Risk Management Committee					
- Stakeholders Relationship Committee	Yes	-	-	10/12/2024	NA
* This information has to be mandatorily 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 October 2024 to December 2024 have been reviewed in the Audit Committee Meeting held on February 13, 2025.	
Note: 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. 2 If status is "No" details of non-compliance may be given here.					

Details of Cyber Security Incidence	
Whether as per Regulation 27(2)(ba) and 62Q(2)(c) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event - NA	Brief details of event - NA
VI. Affirmations	
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 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 February 13, 2025. No comment/ observations/advice was made by the Board. For Citicorp Finance (India) Limited Sameer Vishnuprasad Upadhyay Digitally signed by Sameer Vishnuprasad Upadhyay Date: 2025.04.21 10:20:40 +05'30' Sameer V. Upadhyay Company Secretary M. No: A15905	

Material related party transaction as on December 31, 2024 approved in February 13, 2025 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 (Rs. In lakhs)	Value of transaction during the reporting period (Rs. In lakhs)
	Name	Relationship of the counterparty with the listed entity or its subsidiary			
1	Citibank N.A. - India	Holding Company	Fixed Deposit/Placements	2,580,000	1,144,113
2	Citicorp Services India Pvt Ltd	Fellow subsidiaries	Borrowings (Inter-Corporate)	200,000	142,907