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Goregaon (East), Mumbai - 400 063
CIN No: U65910MH1997PLC253897

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Citicorp Finance (India) Limited

October 16, 2024

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 September 30, 2024

Dear Sir/Madam,

Pursuant to Regulation 27 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, 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 Corporate Governance Report for the quarter ended September 30, 2024 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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Date: 2024.10.16 17:46:24 +05'30'

Sameer Upadhyay
Company Secretary
Membership No- A15905

Encl: aa

Annexure I

Corporate Governance Report of Citicorp Finance (India) Limited

for the quarter ended September 30, 2024

1. Name of Listed Entity- Citicorp Finance (India) Limited
2. Quarter ending- September 30, 2024

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 Directorship 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 Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Vivek Gomes	DIN 10408460	Executive	22/12/2023	-	NA	NA	30/01/1978	0	0	2	0
Ms.	Anuradha Choudhury	DIN-01375718	Chairperson/ Non- executive	01/11/2022	-	N A	NA	11/08/1975	0	0	1	0
Mr.	Deepak Ghaisas	DIN-00001811	Independent Director	28/01/2015	28/01/2020	N A	115 months*	19/11/1957	0	0	4	3

Mr.	Saurabh Shah	DIN-02094645	Independent Director	28/01/2015	28/01/2020	N A	115 months*	5/12/1965	1	1	3	2

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.

II. Composition of Committees

Name of Committee	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. Deepak Ghaisas b. Saurabh Shah c. Vivek Gomes	a. Chairperson/ Independent Director b. Independent Director c. Executive Director	a. 28/01/2015 b. 28/01/2015 c. 22/12/2023	a.NA b.NA c.NA
2. Nomination & Remuneration Committee	Yes	a. Deepak Ghaisas b. Saurabh Shah c. Anuradha Choudhury	a. Chairperson/ Independent Director b. Independent Director c. Non-executive Director	a. 28/01/2015 b. 28/01/2015 c. 01/11/2022	a. NA b. NA c. NA
3. Risk Management Committee	Yes	a. Vivek Gomes b. Saurabh Shah c. Anuradha Choudhury d. Neha Sharma e. Swati Vatsa	a. Chairperson/Executive Director b. Independent Director c. Non-executive Director d. Compliance Officer e. Chief Risk Officer	a. 22/12/2023 b. 28/01/2015 c. 01/11/2022 d. 10/02/2023 e. 10/02/2023	a. NA b. NA c. NA d. NA e. NA
4. Stakeholders Relationship Committee	Yes	a. Deepak Ghaisas b. Anuradha Choudhury c. Vivek Gomes	a. Chairperson/ Independent Director b. Non-executive Director c. Executive Director	a. 28/01/2015 b. 01/11/2022 c. 22/12/2023	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

Date(s) of Meeting (if any) in the previous quarter	*Date(s) of Meeting (if any) in the relevant quarter*	*Whether requirement of Quorum met**	Number of Directors present*	Number of independent directors' present*	*Maximum gap between any two consecutives (in number of days)*
29/05/2024	11/07/2024 12/08/2024	Yes Yes	4 4	2 2	4231

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

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**
11/07/2024 12/08/2024 Audit Committee	Yes Yes	3 3	2 2	29/05/2024	42 31
11/07/2024	Yes	3	2	21/05/2024	50

Nomination and Remuneration Committee					
06/08/2024Risk Management Committee	Yes	3	1	25/04/2024	102
- Stakeholders Relationship Committee	-	-	-	-	NA

** 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

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 April 2024 to June 2024 have been reviewed in the Audit Committee Meeting held on August 12, 2024.

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) 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 August 12, 2024. No comment/ observations/advice was made by the Board.

For Citicorp Finance (India) Limited

Sameer Vishnuprasad Upadhyay

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Sameer V. Upadhyay
Company Secretary
M. No: A15905

Material related party transaction as on June 30, 2024 approved in August 12, 2024 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	273,382
2	Citicorp Services India Pvt Ltd	Fellow subsidiaries	Borrowings (Inter-Corporate)	200,000	10,845