

## Citicorp Finance (India) Limited

### **TRANSCRIPT OF THE 33<sup>RD</sup> (THIRTY THIRD) EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF CITICORP FINANCE (INDIA) LIMITED HELD ON WEDNESDAY, MARCH 12, 2025 THROUGH RECORDED VIDEO CONFERENCING ("VC") COMMENCED AT 11:30 AM IST AND CONCLUDED AT 11:45 AM IST.**

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**Sameer Upadhyay, Company Secretary:** Since we have full quorum of members and presence of directors, let's start with the proceedings of the meeting. Thank you everyone for joining the 33<sup>rd</sup> Extraordinary General Meeting (EGM) of Citicorp Finance (India) Limited. Statutory Auditors and Secretarial Auditors could not attend meeting due to pre-occupation. Anuradha Choudhury, Non-Executive Director of the Company could not attend the EGM due to her pre-occupation.

I propose Vivek Gomes as the Chairman of this meeting with the consent of all the members. All the members consented to the same.

**Sameer:** In compliance with the circulars issued by the Ministry of Corporate Affairs and other applicable regulatory authorities, the EGM is being conducted through VC without the physical presence of the members. As, this meeting is being held through VC, I would like to highlight that the proceeding of the meeting is being recorded.

I would request the Directors and Members attending through VC to comply with the VC protocols and would request to provide confirmation to the statements that:

- a. I \_\_\_\_\_ (name), member/director of the Company;
- b. The location from where he/she is participating through VC;
- c. That he/she has received the agenda and all the relevant material for the meeting;
- d. That no one other than himself/herself is attending or having access to the proceedings of the meeting at the location mentioned in clause b;
- e. Confirmation that he/she is able to see and hear the other members.

**Sameer:** Let us start with the roll call process from Members. Shikha Budia is representing on behalf of COIC by virtue of power of attorney issued by them in her favour and Mayur Sharma is representing AFSM by virtue of power of attorney issued by them in his favour.

**Mayur Sharma:** Hi, this is Mayur Sharma, representing AFSM, Member of the Company. I am attending this meeting from my residence in Mumbai. I have received the agenda and all other relevant materials for this meeting. I confirm that no one other than myself has access to this meeting and I can see and hear all the members.

**Shikha Budia:** Hi, this is Shikha Budia, Member and representative of COIC, Member of the Company. I am attending this meeting from my office in Mumbai. I have received the agenda and all other materials for this meeting. I confirm that no one other than myself has access to this meeting and I can see and hear all the members.

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**Vivek Gomes:** Hi, this is Vivek Gomes, Member of the Company. I am attending this meeting from my office in FIFC, Mumbai. I have received the agenda and all other relevant materials for this meeting. I confirm that no one other than myself has access to this meeting and I can see and hear all the members.

**Rajeev Soni:** Hi, I am Rajeev Soni, Member of the Company. I am attending this meeting from my residence in Noida. I confirm that I have received the agenda. There is nobody else attending or having access to the meeting along with me and I can hear and see everyone in the meeting.

**Arjun Swarup:** Hi, I am Arjun Swarup, Member of the Company. I am attending this meeting from my residence in Gurugram. I confirm that I have received the agenda and all other relevant materials for this meeting. I confirm that no one other than myself has access to this meeting and I can see and hear all the members.

**Viral Patel:** Hi, I am Viral Patel, Member of the Company. I am attending this meeting from my office in Mumbai. I confirm that I have received the agenda and all other relevant materials for this meeting. I confirm that no one other than myself has access to this meeting and I can see and hear all the members.

**Sameer:** I request Directors to provide roll call confirmation.

**Rajesh Jogi:** Hi, this is Rajesh Jogi, member of the Board. I am attending this meeting from my residence in Mumbai and I have received the agenda and all other relevant materials for this meeting. I can hear and see all the members and no one else has access to the proceedings of the meeting.

**Ponnappa Kakamada Changappa:** Hi, this is Ponnappa, member of the Board. I am attending this meeting from my residence in Mumbai and I have received the agenda and all other relevant materials for this meeting. I can hear and see all the members and no one else has access to the proceedings of the meeting.

**Vivek Gomes:** Hi, I am Vivek Gomes, Director of the Company. I am attending this meeting from my office in FIFC, Mumbai. I have received the agenda and all other materials for this meeting and there is no one in the room along with me. I can see and hear all the members.

**Sameer:** Thank You everyone. With this I confirm that we have sufficient quorum to proceed with the meeting.

### Notice of the Meeting:

**Sameer:** With the permission of the Chairman and the Members, may I take the Notice convening this Meeting as read.

**Vivek:** Yes, please proceed. All the members consented as well.

**Sameer:** There are two agenda matters for today's meeting. The matters are pertaining to appointment of Rajesh Jogi and Ponnappa Kakamada Changappa as Independent Directors of the Company. Both were appointed as Additional Directors of the Company with effect from January 28, 2025. As per the provisions of Reg. 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015,

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there is a requirement to seek members approval within three months from the date of appointment by Board of Directors. Accordingly, the resolutions are placed before the members for approval. The attention of the members is invited to the explanatory statement in respect of item nos. 1 and 2 setting the rationale for the resolutions being put to vote.

Sameer asked if there are any queries on the resolutions. Since no queries are raised, will need members approval on the resolutions.

### **Transaction of the businesses:**

#### **Special Business:**

#### **1. Appointment of Mr. Rajesh Jogi (DIN: 03341036) as an Independent Director of the Company**

**Sameer:** "I now move the resolution in respect of Item No. 1 of the Notice."

"I request any one of the members to propose the resolution."

**Vivek Gomes:** "I Propose"

"I request any one of the members to second the resolution."

**Rajeev Soni:** "I Second"

Members raised their hand and confirmed.

All the members approved the abovementioned matter.

#### **2. Appointment of Mr. Ponnappa Kakamada Changappa (DIN: 10916237) as an Independent Director of the Company**

**Sameer:** "I now move the resolution in respect of Item No. 2 of the Notice."

"I request any one of the members to propose the resolution."

**Mayur Sharma:** "I Propose"

"I request any one of the members to second the resolution."

**Shikha Budia:** "I Second"

Members raised their hand and confirmed.

All the members approved the abovementioned matter.

**Sameer:** So, these are the formal agenda matters for the meeting today.

Vote of Thanks: "I would like to thank all the members for attending the meeting. I now declare the proceedings of the meeting as closed. Thank you everyone for your co-operation and valuable time."