



Citicorp Finance (India) Limited

TRANSCRIPT OF THE 37TH (THIRTY SEVENTH) EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF CITICORP FINANCE (INDIA) LIMITED HELD ON THURSDAY, MARCH 12, 2026, THROUGH RECORDED VIDEO CONFERENCING (“VC”) COMMENCED AT 11:30 AM IST AND CONCLUDED AT 11:45 AM IST.

Nidhi Parekh, Member of Corporate Secretarial team: Since we have quorum of members and presence of directors, let’s start with the proceedings of the meeting. Thank you everyone for joining the 37th Extra-ordinary General Meeting (“EGM”) of Citicorp Finance (India) Limited (“Company”). Statutory Auditors were exempted from attending the meeting.

Anuradha Choudhury being Chairperson of the Board is required to act as the Chairperson of this meeting. Thus, Anuradha was confirmed as the Chairperson of this meeting.

Nidhi: 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 proceedings of the meeting are being recorded.

I would request the directors and members attending through VC to comply with the VC protocols and would request to provide confirmation on 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.

Nidhi: Let’s start with the roll call process from the directors.

Anuradha Choudhury: Hi, this is Anuradha Choudhury, Chairperson of Board of the Company. I am attending this meeting from my office in BKC, Mumbai. I have received the agenda and all other relevant materials for this meeting, I am here by myself and I can see and hear all the members.

Rajesh Jogi: Hi, this is Rajesh Jogi, Independent Director of the Company. 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 confirm that no one else has access to this meeting, and I can hear and see everyone in the meeting.

Ponnappa Kakamada Changappa: Hi, I am Ponnappa, Independent Director of Company. 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 confirm that I am here by myself and no one else has access to the proceedings of the meeting and I can hear and see everyone in the meeting.



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Vivek Gomes: Hi, this is Vivek Gomes, Director and Member of the Company. I am attending this meeting from my office in FIFC, BKC, Mumbai. I have received the agenda and all relevant materials for this meeting. I confirm that no one else is in the room along with me and no one else has access to the materials. I can see and hear all the members in the meeting.

Nidhi: Thank You everyone.

Nidhi: I request members to provide roll call confirmation.

Jay Savla: Hi, this is Jay Savla, member and authorized representative of Citibank Overseas Investment Corporation ("COIC"), Member of the Company. I am attending this meeting from my office in FIFC, BKC, 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.

Mayur Sharma: Hi, this is Mayur Sharma, representing Associates Financial Services (Mauritius) LLC ("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.

Rajeev Soni: Hi, I am Rajeev Soni, member of the Company. I am attending this meeting from my residence in Noida. I have received the agenda and all other relevant materials for this meeting. There is no one else attending or having access to the meeting along with me and I can hear and see other members in the meeting.

Sandeep Gupta: Hi, I am Sandeep Gupta, member of the Company. I am attending this meeting from my office in FIFC, BKC, Mumbai. I have received the agenda and all other relevant materials for this meeting. There is no one else attending or having access to the meeting along with me and I can hear and see other members in the meeting.

Nidhi: Thank You everyone.

Nidhi: Jay is representing on behalf of COIC by virtue of power of attorney issued by them in his favor and Mayur is representing AFSM by virtue of power of attorney issued by them in his favor.

Notice of the Meeting:

Nidhi: With the permission of the Chairperson and the members, may I take the Notice convening this Meeting as read.

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

Transaction of the business:

Nidhi: The meeting is being conducted for three special business items. First item pertains to amendment to the Articles of Association of the Company. She apprised that all Citi legal entities are required to adopt standard Indemnification clause in their Articles of Association in line with the global requirement. Accordingly, it is proposed to replace the Indemnification clause in the Articles of Association of the Company with the standard global Indemnification clause. Further, as per the global guidance, all the Citi legal entities are required to adopt standard global Indemnification clause by



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March 31, 2026. Considering the above, proposal was placed before the Board at its meeting held on February 12, 2026, to consider and approve the adoption of the revised Articles of Association. The matter was approved by the Board at the said meeting and was recommended to the shareholders for approval.

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

Special Business:

1. Amendment to the Articles of Association of the Company

Nidhi: "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 "I Propose"

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

Mayur: "I Second"

Members raised their hand and confirmed.

All the members approved the abovementioned matter.

Nidhi: Next two items pertains to re-appointment of Rajesh and Ponnappa as Independent Directors of the Company for a further period of 5 years effective April 01, 2026, upto March 31, 2031. The matter was approved by the Board at its meeting held on February 12, 2026, and was recommended to the shareholders for approval.

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

Special Business:

2. Re-appointment of Mr. Rajesh Jogi (DIN:03341036) as the Independent Director of the Company.

Nidhi: "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 "I Propose"

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

Jay: "I Second"



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Members raised their hand and confirmed.

All the members approved the abovementioned matter.

3. Re-appointment of Mr. Ponnappa Kakamada Changappa (DIN:10916237) as the Independent Director of the Company.

Nidhi: "I now move the resolution in respect of Item No. 3 of the Notice."

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

Vivek "I Propose"

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

Rajeev: "I Second"

Members raised their hand and confirmed.

All the members approved the abovementioned matter.

Nidhi: 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."