

Citicorp Finance (India) Limited (Formerly known as CitiFinancial Consumer Finance India Limited)

Regd. Office: 8TH FLOOR, FIRST INTERNATIONAL FINANCIAL CENTRE, PLOT NOS. C-54 & C-55, G-BLOCK, BANDRA-KURLA COMPLEX, BANDRA (EAST), MUMBAI - 400 051, MAHARASHTRA

**NOTICE FOR THE 18TH ANNUAL GENERAL MEETING
TO BE HELD ON AUGUST 24, 2015**

Notice is hereby given that the 18th Annual General Meeting of the Citicorp Finance (India) Limited (Formerly known as CitiFinancial Consumer Finance India Limited) will be held on the 24th day of August, 2015 at 12.00 hours at the Registered Office of the Company situated at **8TH FLOOR, FIRST INTERNATIONAL FINANCIAL CENTRE, PLOT NOS. C-54 & C-55, G-BLOCK, BANDRA-KURLA COMPLEX, BANDRA (EAST), MUMBAI - 400 051, MAHARASHTRA** to transact the following business:

Ordinary Business:

1. Receive, consider and adopt the audited Balance Sheet as at March 31, 2015 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors (Statutory as well as Secretarial) thereon.
2. To declare a dividend on equity shares.

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to section 123 of the Companies Act, 2013 and rules thereon a final Dividend 0.22 per equity share amounting to Rs. 84.87 crore (excluding Dividend Distribution Tax) on the Paid Up Equity Share capital of the Company as recommended by the Board be and is hereby approved and declared in the Meeting."

3. **To appoint Directors in place of those retiring by rotation.**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Rahul Shukla (Din: 03352971), Director, being the director retiring by rotation, being eligible for reappointment, be and is hereby re-appointed as Director of Company."

4. **To appoint Auditors and to authorize the Board to fix their remuneration.**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT M/s. B S R & Co. LLP, Chartered Accountants, having its office at 1st Floor, Lodha Excelus, Apollo Mills Compound, N.M. Joshi Marg, Mahalakshmi, Mumbai- 40 retiring Auditors, being qualified, having offered themselves for re-appointment, be and are hereby re-appointed as Auditors of the Company for the Financial Year 2015-2016, to hold office from the conclusion of ensuing Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at a remuneration and on such terms and conditions as may be fixed by the Board of Directors based on the recommendation of the Audit Committee."

RESOLVED FURTHER THAT the remuneration of the statutory auditors for the Financial Year 2014-15 amounting to Rs.61.5 Lakhs be and is hereby approved.”

By Order of the Board
For Citicorp Finance (India) Limited
(Formerly known as CitiFinancial Consumer Finance India Limited)

Rajesh Kumar Aggarwal
SVP Finance & Company Secretary

Date: July 28, 2015
Place: Mumbai

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE PROXIES MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. In case of Joint shareholders, the member whose name appears in the register of member first will be entitled to receive the notice of meeting.
3. The copies of the relevant documents can be inspected at the registered office of the Company on any working day during the business hours.
4. The register of members of the Company will remain closed from August 17, 2015 to August 24, 2015 both days inclusive, for the purpose of payment of final dividend.
5. The resolutions will be taken as passed effectively on the date of Annual General Meeting.
6. Landmark of registered office- Near Hotel Sofitel. For further route directions, please get in touch with the Company Secretary.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

INFORMATION OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (Pursuant to Secretarial Standard-2 issued by Institute of Company Secretaries of India)

ITEM NO. 3

Rahul Shukla (Din: 03352971), Director, being the director retiring by rotation, being eligible for reappointment.

Date of Birth	28-Nov-1968
Qualification	MBA- Indian Institute of Management- Bangalore B. Tech- Indian Institute of Technology, BHU - Varanasi
Experience	24 years
Term and Condition of re-appointment and remuneration	Non-Executive Director liable to retire by rotation without remuneration
Remuneration last drawn	Nil
Date of first appointment on the board	March 28, 2014
Shareholding in the Company	NIL
Relationship with other Director or Manager of KMPs	NIL
Number of Board Meeting attended during the Financial Year 2014-15	Six (excluding one meeting attended over phone which is not counted for the purpose of quorum)
Other Directorship	NIL
Membership/Chairmanship of Committees of other Boards	Member of the Global Corporate Banking Operating Committee.

By Order of the Board of Directors
For Citicorp Finance (India) Limited
(Formerly known as CitiFinancial Consumer Finance India Limited)

Date: July 28, 2015
Place: Mumbai


Rajesh Kumar Aggarwal
SVP – Finance & Company Secretary

Form no. MGT-11

Proxy Form

[Pursuant to section 105(6) of companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U65910MH1997PLC253897

Name of the company: Citicorp Finance (India) Limited (formerly known as CitiFinancial Consumer Finance India Limited)

Registered Office: 8th Floor, First International Financial Centre, Plot Nos. C-54 & C-55, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra

Name of the member (s):
Registered address:
E-mail ID:
Folio No/Client Id:
DP ID: NA

We, _____ being the member (s) of Citicorp Finance (India) Limited, holding _____ equity share of the above named company, hereby appoint

1. Name:

Address:

Email Id:

Signature:

2. Name:

Address:

Email Id:

Signature:

as our proxy to attend and vote (on a poll) for us and on our behalf at the Annual General Meeting of the company, to be held on the August 24, 2015 at 12.00 hours at 8th Floor, First International Financial Centre, Plot Nos. C-54 & C-55, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2015 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.		
2. To declare a dividend on equity shares.		
3. To appoint Directors in place of those retiring by rotation.		
4. To appoint Auditors and to authorize the Board to fix their remuneration.		

Signed this..... day of, 20

Signature of Shareholder

Signature of Proxy Holder (s)

Note:

- 1. This form of Proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the Meeting.**
- 2. For the Resolution and Explanatory Statement please refer to Notice of 18th Annual General Meeting.**
- 3. It is optional to put a 'X' in the appropriate column against the resolutions indicated in the Box. if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
- 4. Please complete all details including details of member(s) in above box before submission.**

ATTENDANCE SLIP

(To be presented at the entrance)

Citicorp Finance (India) limited

(Formerly known as CitiFinancial consumer Finance India Limited)

Registered office: , 8Th Floor, First International Financial Centre, Plot Nos. C-54 & C-55, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra

CIN: U65910MH1997PLC253897

18th Annual General Meeting

Venue of the Meeting : Citicorp Finance (India) Limited, 8Th Floor, First International Financial Centre, Plot Nos. C-54 & C-55, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra

Date & Time : August 24, 2015 At 12.00 Hours

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id*	
Client Id*	
Folio No.	
No. of shares held	

*Applicable for investors holding shares in Electronic form.

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the **18th Annual General Meeting** of the Company held on **August 24, 2015 at 12.00 hours : Citicorp Finance (India) Limited,8Th Floor, First International Financial Centre, Plot Nos. C-54 & C-55, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra.**

*Applicable for shareholders holding shares in electronic form

Signature of Member / Proxy

Note: 1. Electronic copy of the Annual Report for 2015 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/~~Depository Participant~~ unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.

2. Physical copy of the Annual Report for 2015 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email ids are not registered with the Company or have requested for a hard copy.