

Registered Office
8th Floor, FIFC, C-54 & C-55, G-Block,
Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051
CIN No: U65910MH1997PLC253897

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Citicorp Finance (India) Limited

(Formerly known as CitiFinancial Consumer Finance India Limited)



NOTICE OF 25TH EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that pursuant to the provisions of Section 101 of the Companies Act, 2013 (read with the rules made thereunder) 25th Extraordinary General Meeting of the shareholders of Citicorp Finance (India) Limited (Formerly known as CitiFinancial Consumer Finance India Limited) shall be held on Wednesday, 23rd March, 2016 at 5.15 pm at the registered office of the Company at 8TH FLOOR, FIRST INTERNATIONAL FINANCIAL CENTRE, PLOT NOs C-54 & C-55, G-BLOCK, BANDRA-KURLA COMPLEX, BANDRA (EAST), MUMBAI - 400 051, MAHARASHTRA.

A copy of the agenda of special businesses which are proposed to be transacted at the meeting is enclosed herewith for your perusal.

Yours faithfully,

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

A handwritten signature in blue ink, appearing to read "Sameer Upadhyay", written over a blue circular stamp or seal.

Sameer Upadhyay
Company Secretary

Date: 29th Feb, 2016

Encl.: as above

Citicorp Finance (India) Limited

(Formerly known as CitiFinancial Consumer Finance India Limited)



AGENDA FOR THE MEETING OF THE SHAREHOLDERS TO BE HELD ON WEDNESDAY 23RD MARCH, 2016

<i>ITEM NO.</i>	<i>ITEM</i>
1.	Increase in borrowing limit of the Company aggregating upto Rs. 8000 Crores only.

To consider and if thought fit, to pass with or without modifications, the following resolutions as a special resolution:

“RESOLVED THAT in supersession of earlier resolution passed in the Extraordinary General Meeting dated 29th April 2015 and pursuant to provisions of Section 180(1)(c) and other applicable provisions and rules, if any, of the Companies Act 2013 and as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors to consider and approve increase in borrowing limits of the Company and draft of the PPOL as placed before the members along with various financial and non-financial information including the Auditors’ Report as required by the SEBI Regulation contained therein and listing the same and future issuances of Non-convertible Debentures (“NCDs”) on the National Stock Exchange of India Limited (“NSE”) as the Board may from time to time decide and also that any one Director or Company Secretary or Chief Financial Officer or Mr. Rakesh Bajaj, Finance Controller or Mr. Vijay Sethi or any Head of Operations be and is hereby authorised to make such changes to the existing PPOL as may be suggested by the Statutory Auditors, Legal Counsel or the NSE or any other regulatory agency or any other changes as per local laws of the land or changes to reflect facts & circumstances and sign on behalf of all the Directors of the Company.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter called “the Board” and which term shall be deemed to include any Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) for borrowing [including by way of issue of various series of secured / unsecured plain vanilla and structured / market linked NCDs, Commercial Papers or any other debt instrument or arrangement] from time to time as it may think fit, any sum or sums of money which together with the monies already borrowed (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) which shall not exceed in the aggregate, at any one time Rs. 8000 crores (Rupees Eight Thousand Crores only).”

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds and things, as may be necessary and to execute all such documents, instruments and writings as may be required.”

None of the Directors or Key Managerial Personnel is in any way concerned or interested in this resolution.

Citicorp Finance (India) Limited

(Formerly known as CitiFinancial Consumer Finance India Limited)



Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in relation to above resolution is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Any proxy form should be returned to the Company duly completed not later than forty-eight hours prior to the commencement of the meeting.
3. 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.
4. The resolutions will be taken as passed effectively on the date of Extraordinary General Meeting.
5. In terms of the requirements of the Secretarial Standards – 2 on “General Meetings” the Route – Map for the location of the aforesaid meeting is attached as Annexure.

A handwritten signature in blue ink, consisting of several loops and a long horizontal stroke extending to the right.

Citicorp Finance (India) Limited

(Formerly known as CitiFinancial Consumer Finance India Limited)



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE.

1. ITEM NO. 1

Increase in borrowing limit of the Company aggregating upto Rs. 8000 Crores only.

As per Section 180(1)(c) of the Companies Act, 2013 (the Act), the Board of Directors of a company cannot, except with the consent of the company in general meeting by a special resolution, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and free reserves of the company.

The members in its meeting held on 29th April, 2015 had considered and approved the borrowing of the Company upto Rs. 4000 crores. However, keeping in view the Company's need to borrow funds in future for its operations, the consent of the Members is sought in accordance with the provisions of Section 180(1)(c) of the Act to enable the Board to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 8,000 crores. The special resolution set out herein above is to obtain the consent of the Members for this purpose.

The proposed borrowings of the Company may, if necessary, be secured by way of charge / mortgage / hypothecation on the Company's assets in favour of the lenders/holders of securities / trustees for the holders of the said securities. As the documents to be executed between the lenders / security holders / trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a special resolution under Section 180(1)(a) of the Act for creation of charges / mortgages / hypothecations for an amount not exceeding Rs. 8,000 crores.

None of the Directors or Key Managerial Personnel is in any way concerned or interested in this resolution.

The Board recommends the resolution set forth in item no. 1 for the approval of the members.

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

Sameer Upadhyay
Company Secretary

Date: 29th Feb, 2016

Registered Office:
8TH FLOOR, FIFC, PLOT NOS. C-54 & C-55,
G-BLOCK, BANDRA-KURLA COMPLEX,
BANDRA (EAST), MUMBAI - 400 051, MAHARASHTRA

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:

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 25th Extraordinary General Meeting of the Company, to be held on the Wednesday, 23rd March, 2016 at 5.15 PM 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
Increase in borrowing limit of the Company aggregating upto Rs. 8000 Crores only.		

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 25th Extraordinary 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

25th Extra Ordinary 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

Day, Date & Time: Wednesday, 23rd March, 2016 at 5.15 pm

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 **25th Extra Ordinary General Meeting** of the Company held on Wednesday, **23rd March, 2016 at 5.15 pm at 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.** Member/ Proxy holder wishing to attend the meeting must bring the Attendance slip duly signed to the meeting and hand it over at the entrance.
- 2.** In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

Route Map for Venue of the Meeting

Citicorp Finance (India) limited

Registered Office:

8th Floor, First International Financial Center, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051.

Landmark: Near Hotel Sofitel, Bandra Kurla Complex

