



**ANNUAL GENERAL MEETING OF
CITICORP FINANCE (INDIA) LIMITED**

Notice is hereby given that the 22nd Annual General Meeting of the Citicorp Finance (India) Limited will be held on Friday, 27th day of September, 2019 at 4.30 pm 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 - 400 098, MAHARASHTRA** to transact the following business:

Ordinary Business:

1. To consider and adopt the Financial Statement for the year ended March 31, 2019 consisting of:

- Audited Balance Sheet (Standalone and Consolidated);
- Audited Statement of Profit and Loss Account (Standalone and Consolidated);
- Audited Cash Flow Statement (Standalone and Consolidated);
- Audited Notes to Financial Statement (Standalone and Consolidated) and
- Board of Directors' Report (Standalone)

2. **To appoint a Director in place of a Director liable to retire 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. Rohit Ranjan (DIN: 00003480), Director, who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as director of the company.”

3. **To ratify the appointment of M/s. MSKA & Associates, as the statutory auditors of the Company**

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

“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and pursuant to resolution passed by the members at the 20th Annual General Meeting held on September 29, 2017, the appointment of M/s. MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W) as Statutory Auditor of the Company to hold office till the conclusion of 25th Annual General Meeting, be and is hereby ratified by the members of the Company to hold office from the conclusion of this meeting until the conclusion of the 23rd Annual General Meeting at such remuneration and on such term and condition as may be agreed between the Auditors and Board of Directors.

Special Business:

4. **Re-appointment of Ms. Nina Nagpal (DIN – 00138918) as Managing Director**

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

“RESOLVED THAT pursuant to the provisions of Section 190,196,197 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 made thereunder (including any statutory modification an re-enactment (s) thereof, for the time being in force) and relevant clause under the Articles of Association of the Company and any regulatory approvals, if any, the members be and hereby accords its consent for appointment of Ms. Nina Nagpal (DIN- 00138918) as Managing Director for a period of two years effective from June 01, 2019 with the remuneration as referred in the terms of appointment.



RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Managing Director shall be governed by Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modification thereof.

RESOLVED FURTHER THAT during such time as Ms. Nina (DIN-00138918) holds and continues to hold the office of the Managing Director, she shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT the appointment may be terminated at any time by either party thereto by giving to the other party notice of such termination as referred in her terms of appointment.

RESOLVED FURTHER THAT the appointment and remuneration of Ms. Nina Nagpal would be in accordance with the terms of section 196, 197 and other applicable provisions of Companies Act 2013.

RESOLVED FURTHER THAT any Directors or Company Secretary be and is hereby authorized to file necessary forms to give effect the appointment of Ms. Nina Nagpal as Managing Director of the company and comply with the necessary regulations as laid down by Reserve Bank of India and the Registrar of Companies, Ministry of Corporate Affairs or any other regulatory authority.”

5. Appointment of Mr. Neeraj Kumar (DIN-08389469) as Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152,161 of the Companies Act, 2013 and any other applicable provisions and rules made therein consent of the members be and is hereby accorded to appoint Mr. Neeraj Kumar (DIN 08389469) as Director of the Company.

RESOLVED FURTHER THAT the appointment of Mr. Neeraj Kumar would be without remuneration.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to sign and file necessary forms whether electronically or otherwise with the regulators and to do all such acts, things and deeds necessary to give effect to this resolution.”

6. Approval of Private Placement Offer Letter (PPOL) and Shelf Information Memorandum (S-IM) and Issuance of Debentures

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

“RESOLVED THAT in supersession of earlier resolutions and in accordance with the provisions of Section 180 (1) (c), Section 42 of the Companies Act, 2013 and other applicable provisions, if any, and rules as made thereunder, the approval of the members be and is hereby accorded for raising monies by way of issuance of debentures on a private placement basis for an aggregate amount not exceeding Rs. 10,000 crores;



RESOLVED FURTHER THAT the Board of Directors are hereby authorized to:

i. appoint a Debenture Trustees / distributors for the purpose of issuance of Secured / Unsecured Non-Convertible Debentures (NCDs);

ii. enter into any documents in connection with issuance of debentures including but not limited to PPOL, S-IM, Debenture Trust Agreement (DTA), Debenture Trust Deed (DTD), Deed of Hypothecation, Deed of Mortgage, distribution agreement etc.;

iii. entering into such other documents, deeds, notices, letters, agreements, power of attorneys, declarations, memorandums, indentures, indemnities (including without limitation in respect of stamp duty), undertakings, instruments and forms as may be required in relation to or in connection with the issuance of NCDs or for creation of any security interest or listing of NCDs or for any other purpose mentioned in these resolutions or to give effect to any transactions contemplated in such documents and

iv. take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and generally do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

RESOLVED FURTHER THAT pursuant to Section 180(1)(a) and other applicable provisions and rules, if any, of the Companies Act, 2013, consent of the members be and is hereby given to the company to create such security interest (including but not limited to) by way of mortgages, hypothecation and pledge in addition to the existing charges on such movable and immovable properties, both present and future and in such manner as the members may deem fit, in favour of banks/financial institutions, other investing agencies and trustees for the holders of NCDs or other lenders.

**By Order of the Board
For Citicorp Finance (India) Limited**

SD

**Date: August 26, 2019
Place: Mumbai**

**Sameer Upadhyay
Company Secretary**



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 Friday, September 20, 2019 to September 27, 2019 both days inclusive.
5. The resolutions will be taken as passed effectively on the date of Annual General Meeting.
6. In terms of the requirements of the Secretarial Standards - 2 on "General Meetings" the Route – Map for the location of the aforesaid meeting is enclosed herewith as **Annexure I**.



EXPLANATORY STATEMENT

Explanatory statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 2

The Board at its meeting held on Jan 25, 2010 had appointed Mr. Rohit Ranjan as Managing Director of the Company for a period of 5 years. In January 2014, his term was renewed for further period of 5 years. In June 2018, he was re-designated as Director of the Company.

Mr. Rohit Ranjan joined Citi in April 1998, and in May 2005 took charge of the ABF business. He was the Managing Director of erstwhile Citicorp Finance (India) Limited from 26 May 2005 to 24 July 2009. Under his leadership CFIL became a key player in commercial vehicle and equipment financing.

In January 2010, he became the Managing Director of CitiFinancial Consumer Finance India Limited (name changed to Citicorp Finance (India) Limited). Effective June 01, 2018 his designation has been changed from Managing Director to Director. Under his leadership Citi Financial witnessed a seamless and systematic wind down of the portfolio in line with the overall franchise wide Citi Holdings strategy. His in depth understanding of the commercial vehicle and equipment industry has enabled the successful conversion of the ABF business into a PSL conduit and has been a key driver for achievement of the PSL targets for the franchise in India.

Further, additional disclosure as per Secretarial Standard - 2 issued by ICSI are as below:

Mr. Rohit Ranjan (DIN-00003480), Director

Date of Birth	57 (DOB-February 17,1961)
Qualification	MBA (Finance) –Anderson School of Management, University of New Mexico, Albuquerque, USA B. A. in Economics (Hons) – Delhi University
Experience	17+ years
Term and Condition of re-appointment and remuneration	Non-Executive Director liable to retire by rotation.
Remuneration last drawn	NA
Date of first appointment on the board	January 25, 2010
Shareholding in the Company	1 (One) share (Citibank Overseas Investment Corporation jointly with Mr. Rohit Ranjan)
Relationship with other Director or Manager to KMPs	NA
Number of Board Meeting attended during the Financial Year 2018-19	3 (Three)



Other Directorship	Citi Investment Advisory Services Private Limited (formerly known as Orbitech Private Limited)
Membership / Chairmanship of Committees of other Boards	NA

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

Your Directors recommend passing of this resolution by way of an ordinary resolution.

ITEM NO. 4

The Board at its meeting held on May 29, 2018 had appointed Ms. Nina Nagpal (DIN- 00138918) as an Additional Director who was further appointed as Managing Director of the Company for the period of one year (effective June 01, 2018) which was expired on May 30, 2019. In the board meeting held on May 30, 2019 she was re-appointed as Managing Director of the Company (for the period of two years) pursuant to Section 190,196, 197 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and as rules made thereunder (including any statutory modification an re-enactment (s) thereof, for the time being in force) and relevant clause under the Articles of Association of the company.

Nina has been the MD & CEO of the Morgan Stanley NBFC during 2010-2013. In her current role she is Managing Director of the Company from June 01, 2018.

Prior to joining Citi, Nina has held a number of leadership positions within the financial services sector including at Morgan Stanley.

Further, additional disclosure as per Secretarial Standard -2 issued by ICSI are as below:

Ms. Nina Nagpal (DIN- 00138918), Managing Director

Date of Birth	55 Years (DOB- December 6, 1963)
Nationality	Indian
Qualification	Postgraduate Diploma, American University, Washington DC, Masters in Business Economics, Delhi University
Experience	31+ years
Term and Condition of re-appointment and remuneration	Managing Director
Remuneration last drawn	Rs. 1,539,8051 crore
Date of first appointment on the board	June 01, 2019
Shareholding in the Company	Nil
Relationship with other Director or Manager to KMPs	NA

Number of Board Meeting attended during the Financial Year 2018-19	3 (Three) re-appointed as Managing Director of the Company w.e.f June 01, 2019
Other Directorship	Citicorp Services India Private Limited
Membership / Chairmanship of Committees of other Boards	NA

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

ITEM NO. 5

The Board at its meeting held on Mar 25, 2019 had appointed Mr. Neeraj Kumar (DIN- 08389469) as an Additional Director who shall hold the office up to the date of next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

Mr. Neeraj Kumar is an engineering graduate and did MBA from Indian Institute of Management, Lucknow. He has 19 years of experience in the Indian Financial Services sector. He joined Citigroup in 2003 in Mumbai from ICICI Bank. Prior to moving to ANZ in January 2013, Neeraj was the Senior Relationship Manager at Citi, managing key accounts in Western India. At ANZ, he was the Head of large corporate relationships for West and North India. He's covered clients across industries and different business segments. He's helped clients raise ~ \$60bn+ of debt capital across different markets, currencies and instruments. Rejoined Citi in Oct 2017 to head Local Corporate Bank for Western India.

Presently, he is responsible for FI & PS businesses across Banks, NBFCs, Asset Managers, Insurance, Broker-dealer, Exchanges, MFIs, Financial Sponsors and State Owned Enterprises.

Further, additional disclosure as per Secretarial Standard -2 issued by ICSI are as below:

Mr. Neeraj Kumar (DIN- 08389469), Director

Date of Birth	43 Years (DOB- November 11, 1975)
Nationality	Indian
Qualification	Engineering Graduate and MBA from Indian Institute of Management, Lucknow
Experience	19+ years
Term and Condition of re-appointment and remuneration	Non-Executive Director liable to retire by rotation.
Remuneration last drawn	NA
Date of first appointment on the board	Mar 26, 2019
Shareholding in the Company	Nil



Relationship with other Director or Manager to KMPs	NA
Number of Board Meeting attended during the Financial Year 2018-19	NA (appointed as an Additional Director w.e.f Mar 26, 2019)
Other Directorship	NA
Membership / Chairmanship of Committees of other Boards	NA

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

ITEM NO. 6

As per Sections 42 and all other applicable provisions of the Companies Act, 2013 and rule made thereunder and any other applicable laws and as amended from time to time, a company offering or making an invitation to subscribe to Non-Convertible Debentures (NCDs) on a private placement basis, is required to obtain the approval of the members by way of a special resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year.

Further, the borrowings of the company, as approved by the board and shareholders, 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.

Your Directors recommend passing of this resolution by way of Special resolution.

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

**By Order of the Board of Directors
For Citicorp Finance (India) Limited**

SD

**Date: August 26, 2019
Place: Mumbai**

**Sameer Upadhyay
Company Secretary**

Annexure I

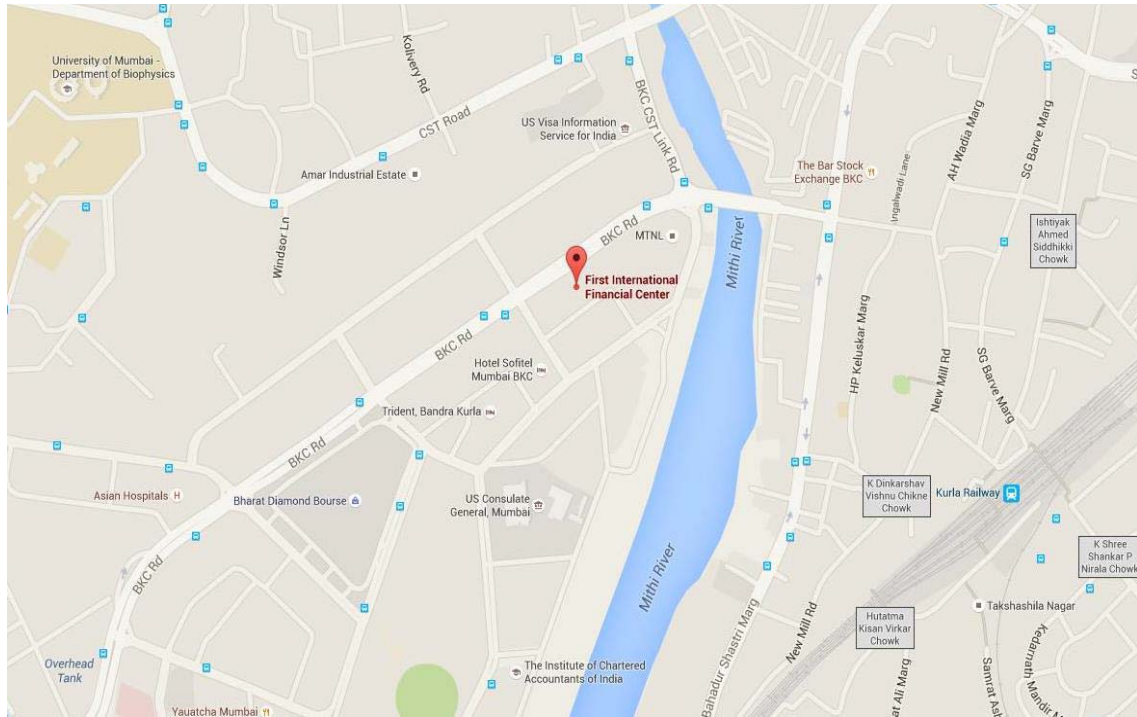
Route Map for Venue of the Meeting

Citicorp Finance (India) Limited

Registered Office:

8th Floor, First International Financial Center, Plot No C54 & C55, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400098.

Landmark: Near Hotel Sofitel, Bandra Kurla Complex





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

Registered Office: 8th Floor, First International Financial Centre, Plot Nos. C-54 & C-55, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 098, Maharashtra

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

I/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 September 27, 2019 at 4.30 pm at 8th Floor, First International Financial Centre, Plot Nos. C-54 & C-55, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 098, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
Ordinary Business:		
1. To consider and adopt the financial statement for the year ended March 31, 2019 consisting of: <ul style="list-style-type: none"> • Audited Balance Sheet (Standalone and Consolidated); • Audited Statement of Profit and Loss Account (Standalone and Consolidated); • Audited Cash Flow Statement (Standalone and Consolidated); • Audited Notes to Financial Statement (Standalone and Consolidated) and • Board of Directors' Report (Standalone) 		
2. To appoint Mr. Rohit Ranjan, Directors, in place of those retiring by rotation.		
3. To ratify the appointment of MSKA & Associates, Chartered Accountant, as statutory auditors of the Company		
Special Business:		
4. Re-appointment of Ms. Nina Nagpal (DIN- 00138918) as Managing Director of the Company		
5. Appointment of Mr. Neeraj Kumar (DIN-08389469) as Director of the Company		



6. Approval of Private Placement Offer Letter (“PPOL”) and Shelf Information Memorandum (“S- IM”) and Issuance of Debentures		
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Signed this..... day of , 2019.

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 22nd 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

Registered office: 8th Floor, First International Financial Centre, Plot Nos. C-54 & C-55, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 098, Maharashtra

CIN: U65910MH1997PLC253897

22nd 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 – 400 098, Maharashtra

Date & Time: September 27, 2019 at 4.30 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 **22nd Annual General Meeting** of the Company held on **September 27, 2019 at 4.30 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 – 400 098, Maharashtra.**

*Applicable for shareholders holding shares in electronic form

Signature of Member / Proxy

Note: 1. Electronic copy of the Annual Report for 2019 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 2019 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.