

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

NOTICE OF 26TH 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) 26th Extraordinary General Meeting of the shareholders of Citicorp Finance (India) Limited shall be held at a shorter notice on Wednesday, Feb 15 , 2017 at 3.30 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 are enclosed herewith for your perusal.

Yours faithfully,

For Citicorp Finance (India) Limited

A handwritten signature in black ink, appearing to read "Sameer Upadhyay", written over a horizontal line.

Sameer Upadhyay
Company Secretary

Date: January 31, 2017

Encl.: as above

Citicorp Finance (India) Limited



AGENDA FOR THE MEETING OF THE SHAREHOLDERS TO BE HELD ON WEDNESDAY, FEB 15, 2017

ITEM NO.	ITEM
1.	Increase in borrowing limit of the company aggregating upto Rs. 10,000/- 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 resolutions passed in the Extraordinary General Meeting dated March 23, 2016 and pursuant to provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and rule made thereunder and any other applicable laws as amended from time to time, approval of the members be and is hereby given to the Board of the company to increase the borrowing limit of the company aggregating upto Rs. 10,000/- crores only.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to the Board for borrowing through any or all of the following modes viz., (a) issuance and allotment of various series/tranches of Secured Debentures or Unsecured Debentures where the returns are either fixed, floating or linked to the market, (b) issuance of Commercial Papers (CPs), (c) term loans or Inter-Corporate Deposits (ICDs) and (d) any other means of borrowing funds permitted under applicable law, 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) shall not exceed in the aggregate, at any time Rs. 10,000/- crores (Rupees Ten Thousand Crores only).

RESOLVED FURTHER THAT any Director or Company Secretary or Chief Financial Officer or Treasure or Operation Head be and is hereby authorized to do and perform all such acts, deeds and things, as may be necessary to give effect to this resolution.”

ITEM NO.	ITEM
2.	Approval of Private Placement Offer Letter (PPOL) and creation of charge on the assets of the company;

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 resolutions passed in this regards and in accordance with the provision of Section 42 and all other applicable provisions of the Companies Act, 2013 and rule made thereunder and any other applicable laws as amended from time to time, the approval of the members be and is hereby accorded to the Private Placement Offer Letter (PPOL) / Shelf Information Memorandum (S-IM);

Citicorp Finance (India) Limited



RESOLVED FURTHER THAT the company is hereby authorized to:

- i. appoint a Debenture Trustees / distributors for the purpose of issuance of Non-Convertible Debentures (NCDs);
- ii. enter into any documents in connection therewith 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

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 Board 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 board may deem fit, in favour of banks/financial institutions, other investing agencies and trustees for the holders of NCDs or other lenders.

RESOLVED FURTHER THAT pursuant to the Companies (Share Capital and Debentures) Third Amendment rules, 2016, the company be and is hereby authorized to create charge on the assets and properties of its holding company or its associate companies for the aforementioned purpose.

RESOLVED FURTHER THAT in accordance with the provisions of the Companies Act, 2013, any one Director or Company Secretary or Chief Financial Officer or Treasurer or Operation Head or Mr. Rakesh Bajaj, Finance Controller of the company (each an "Authorized Signatory") be and is hereby severally authorized to:

- i. Decide the pricing and terms of the NCDs, and all other matters related to issuance of NCDs including listing of NCDs;
- ii. Approve the PPOL and the relevant term sheets or the S-IM along with the relevant pricing supplements (including amending, varying or modifying the same, as may be considered desirable or expedient) in accordance with all applicable laws, rules, regulations and guidelines;
- iii. Seek, if required, any approval, consent or waiver from the company's existing lenders, and/or parties with whom the company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India and abroad, and/or any other approvals, consent or waivers that may be required in connection with the issue, offer and allotment of the NCDs;
- iv. Negotiate, finalise, sign, execute and deliver all the relevant transaction documents in connection with the issuance of NCDs on behalf of the company, including but not limited to PPOL, S-IM, DTD, DTA, Deed of Hypothecation. Distribution agreement etc.;

Citicorp Finance (India) Limited



- v. Authorizing of the maintenance of a register of holders of the NCDs;
- vi. Make any filings with the RoC in connection with any security interest created or extinguished by the company or register any document with the relevant Registrar or Sub-registrar of Assurances;

RESOLVED FURTHER THAT the each Authorized Signatories be and are is hereby authorized to open one or more bank accounts in the name of the company with such bank or banks as may be required in connection with the issue and that any one of the Authorized Signatories, be and are hereby further authorized to sign and execute the application form and other documents required for opening the said account/s, to operate the said account/s, and to give such instructions including closure thereof as may be required and deemed appropriate by them, and that the said bank/s be and is/are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by any of the Authorized Signatories on behalf of the company.

RESOLVED FURTHER THAT each of the Authorized Signatories be and are hereby authorized to delegate to any other officers or employees of the company, or any lawyers, consultants or advisors as may be deemed necessary or prudent by such Authorized Signatory, their power to execute and deliver or cause to be executed or delivered any documents in connection therewith as provided under these resolutions.

RESOLVED FURTHER THAT each of the Authorized Signatories be and are hereby authorized to do and perform all such acts, deeds and things, as may be deemed necessary or incidental to the aforementioned purpose including affixing common seal of the company in the presence of any one of the authorized signatory and issuing certified true copy of the resolution from time to time.”

ITEM NO.	ITEM
3.	Appointment of Ms. Priti Goel (DIN- 07649929) as Joint Managing Director of the company

To consider and if thought fit, to pass with or without modifications, the following resolutions 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 as rules made thereunder as amended from time to time (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 the members be and hereby accords its consent for appointment of Priti Goel (DIN-07649929) as Managing Director to be named as Joint Managing Director of the company for a period of five years commencing from the date of approval of Reserve Bank of India (i.e. December 21, 2016).

RESOLVED FURTHER THAT the appointment and remuneration of Ms. Priti Goel 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. Priti Goel as Joint 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.”

Citicorp Finance (India) Limited



ITEM NO.	ITEM
4.	Change in designation of Mr. Rohit Ranjan (DIN-00003480) from Managing Director to Joint Managing Director

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 this regard and 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 as rules made thereunder as amended from time to time (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 the members be and is hereby accords its consent for change in designation of Mr. Rohit Ranjan (DIN- 00003480) from Managing Director to Joint Managing Director of the company (to be considered as Managing Director) for the balance period of his tenure i.e. from Nov 11, 2016 till Jan 24, 2020.

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

RESOLVED FURTHER THAT all the POAs, agreements, deeds, documents, stamps and stationaries etc. wherever designation of Mr. Rohit Ranjan is mentioned as Managing Director will remain valid.

RESOLVED FURTHER THAT any Directors or Company Secretary be and is hereby authorized to file necessary forms to give effect the appointment of Mr. Rohit Ranjan as Joint Managing Director (to be considered 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."

ITEM NO.	ITEM
5.	Appointment of Mr. Srinivas Sishtla (DIN-07649961) as Director of the company

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

"RESOLVED THAT Mr. Srinivas Sishtla (DIN-07649961) who was appointed as an Additional Director of the company pursuant to Section 161 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 and who holds office up to the date of next Annual General Meeting and for the appointment of whom, the company has received a notice under Section 160 of the Companies Act, 2013 from him proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the company.

RESOLVED FURTHER THAT the appointment of Mr. Srinivas Sishtla would be without remuneration.

RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."



Citicorp Finance (India) Limited

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and pursuant to Secretarial Standard-2, in relation to above resolution is annexed hereto.
2. 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.
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 copies of the relevant documents can be inspected at the registered office of the company on any working day during the business hours.
5. The resolutions will be taken as passed effectively on the date of Extraordinary 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**.

A handwritten signature in black ink, consisting of a stylized, cursive script.

Citicorp Finance (India) Limited



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD -2 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE.

1. ITEM NO. 1

As per Section 180(1)(c) 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 the Board of Directors of a company cannot, except with the consent of the members 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 March 23, 2016 had considered and approved the borrowing of the company upto Rs. 8,000 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. 10,000/- crores. The special resolution set out herein above is to obtain the consent of the members for this purpose.

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.

2. ITEM NO. 2

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 prior 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 proposed borrowings upto Rs. 10,000/- crores 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. 10,000/- 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. 2 for the approval of the members.

A handwritten signature in black ink, consisting of a stylized, cursive script.



Citicorp Finance (India) Limited

3. ITEM NO. 3

The Board at its meeting held on Nov 11, 2016 had appointed Ms. Priti Goel (DIN- 07649929) as an Additional Director of the company in accordance with the provisions of Section 161 of the Companies Act, on the recommendation of Nomination and Remuneration Committee, who was further appointed as Managing Director to be named as Joint Managing Director of the company in the same board meeting 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 or re-enactment (s) thereof, for the time being in force) and relevant clause under the Articles of Association of the company and subject to the approval of Reserve Bank of India and the members of the company in the General Meeting.

The approval of Reserve Bank of India has been received by the Company on December 21, 2016.

Ms. Priti Goel has done Post Graduate Diploma in Business Administration (MBA) and has 15+ years of experience in the banking industry. She had joined Citibank N.A in 2003 and has worked in diverse roles across O&T in Retail and Corporate Banking. Her experience spans Relationship Management, Service, Controls and Operations in Retail Banking; leading governance of outsourced operations for Liabilities Business; as Head of Risk, Information Security, Business Continuity and Controls for Global Investor Services & Custody Operations in Global Processing Centre (GPC), Gurgaon; and most recently as Head of Independent Controls (GPC) in ICG APAC Securities Services Operations Controls group.

She is well qualified to be included in the Board of Directors of the company and her appointment as Joint Managing Director will be beneficial and in the interest of the Company.

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

Ms. Priti Goel (DIN- 07649929), Joint Managing Director

Date of Birth	40 Years (DOB- January 1, 1977)
Qualification	Post Graduate Diploma in Business Administration (MBA)
Experience	15+ years
Term and Condition of re-appointment and remuneration	Executive Director (Joint Managing Director) on secondment basis.
Remuneration last drawn	NA
Date of first appointment on the board	December 21, 2016
Shareholding in the Company	Nil
Relationship with other Director or Manager to KMPs	NA
Number of Board Meeting attended during the Financial Year 2015-16	NA

Citicorp Finance (India) Limited



Other Directorship	NA
Membership / Chairmanship of Committees of other Boards	NA

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

4. ITEM NO. 4

The Board at its meeting held on Nov 11, 2016 had approved the change in designation of Mr. Rohit Ranjan (DIN-00003480) from Managing Director to Joint Managing Director of the Company (to be considered as Managing Director) 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 as rules made thereunder (including any statutory modification and re-enactment (s) thereof, for the time being in force) and relevant clause under the Articles of Association of the company and subject to the approval of members of the company in the General Meeting for the balance period of his tenure i.e. from Nov 11, 2016 till Jan 24, 2020.

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). 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.

His appointment as Joint Managing Director will be beneficial and in the interest of the Company. Further, additional disclosure as per Secretarial Standard -2 issued by ICSI are as below:

Mr. Rohit Ranjan (DIN-00003480), Joint Managing Director (to be considered as Managing Director).

Date of Birth	55 (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	15+ years
Term and Condition of re-appointment and remuneration	Executive Director (Joint Managing Director) on secondment basis.
Remuneration last drawn	NA
Date of first appointment on the board	January 25, 2010

Citicorp Finance (India) Limited



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 2015-16	3 (Three)
Other Directorship	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.

5. **ITEM NO. 5**

The Board at its meeting held on Nov 11, 2016 had appointed Mr. Srinivas Sishtla (DIN-07649961) as an Additional Director of the company in accordance with the provisions of Section 161 of the Act and subject to necessary approval of Reserve Bank of India and any other regulators as may be necessary, on the recommendation of Nomination and Remuneration Committee. Mr. Srinivas Sishtla holds office as Additional director of the company till the date of next Annual General Meeting. The company has received a notice under Section 160 of the Companies Act, 2013 from him proposing his candidature for the office of a Director. It is propose to appoint Mr. Srinivas Sishtla as Director of the company.

The approval of Reserve Bank of India has been received by the Company on December 21, 2016.

Srinivas has over 20 years of work experience in the Indian Financial Services Industry of which the last 15 years have been with Citi (since 2005) and HDFC Bank. Srinivas joined Citi in 2005 in Mumbai as Senior Relationship Manger in the Financial Institutions Group (FIG). In 2008, Srinivas moved to Hyderabad as Market Manager - Corporate Bank to manage the large corporate relationships in the region. Since 2011, he has been with FIG as Unit Head, Co Head and currently as Head of Financial Institutions & Public Sector Client relationships.

Prior to joining Citi, he was with HDFC Bank in Mumbai, between 2000 and 2005, and was responsible for the Bank's significant growth in the Capital and Commodity Markets business.

His appointment as Director will be beneficial and in the interest of the Company.

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



Citicorp Finance (India) Limited

Mr. Srinivas Sishtla (DIN-07649961), Director

Date of Birth	46 (DOB-April 14,1970)
Qualification	Graduate in Mathematics, Economics & Statistics and a Post Graduate in Management (MBA)
Experience	20+ 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	December 21, 2016
Shareholding in the Company	Nil
Relationship with other Director or Manager to KMPs	NA
Number of Board Meeting attended during the Financial Year 2015-16	NA
Other Directorship	NA
Membership / Chairmanship of Committees of other Boards	NA

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

For Citicorp Finance (India) Limited

Sameer Upadhyay
Company Secretary

Date: January 31, 2017

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

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Citicorp Finance (India) Limited

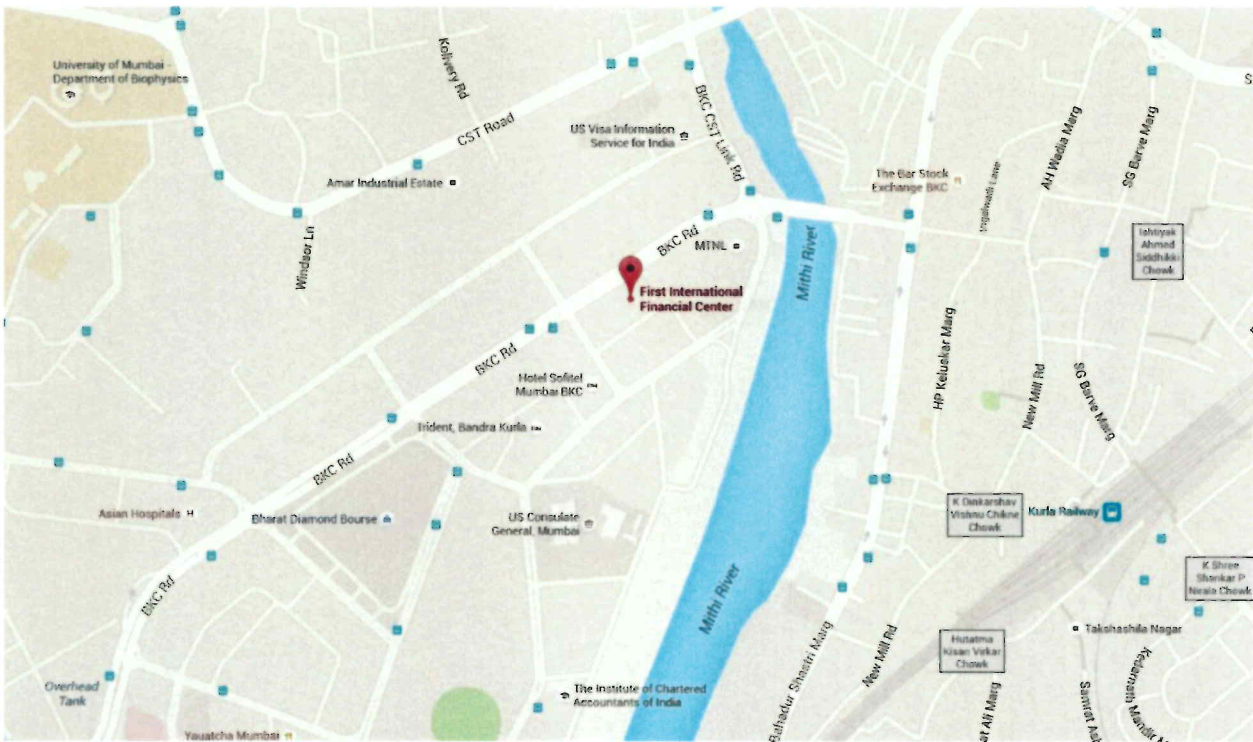


Annexure 1

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



Citicorp Finance (India) Limited



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 - 400 051, Maharashtra

CIN: U65910MH1997PLC253897

26th Extraordinary 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, Feb 15, 2017 at 3.30 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 **26th Extraordinary General Meeting** of the company to be held on **Wednesday, Feb 15, 2017 at 3.30 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 - 400 051, 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.

Registered Office
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Citicorp Finance (India) Limited



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 - 400 051, 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 26th Extraordinary General Meeting of the company, to be held on the Wednesday, Feb 15, 2017 at 3.30 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:

Citicorp Finance (India) Limited



Resolutions	For	Against
Increase in borrowing limit of the company aggregating upto Rs. 10,000 Crores only		
Approval of Private Placement Offer Letter (PPOL) and creation of charge on the assets of the company		
Appointment of Ms. Priti Goel (DIN- 07649929) as Joint Managing Director of the company		
Change in designation of Mr. Rohit Ranjan (DIN-00003480) from Managing Director to Joint Managing Director		
Appointment of Mr. Srinivas Sishtla (DIN-07649961) as Director of the company		

Signed this..... day of, 2017.

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 26th 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.