

Citicorp Finance (India) Limited



NOTICE OF 27TH 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) 27th Extraordinary General Meeting of the shareholders of Citicorp Finance (India) Limited shall be held at a shorter notice on Tuesday, February 01, 2022 at 12.30 pm through Video Conferencing/ Other Audio Visual Means (VC/OAVM) at Mumbai, to transact the special business mentioned in the enclosed agenda.

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

Yours faithfully,

For Citicorp Finance (India) Limited

Sameer Upadhyay
Company Secretary

Date: January 25, 2022

Encl.: as above

Citicorp Finance (India) Limited



AGENDA FOR THE MEETING OF THE SHAREHOLDERS TO BE HELD ON TUESDAY, FEBRUARY 01, 2022

ITEM NO.	ITEM
1.	Appointment of M/s. Gokhale & Sathe, Chartered Accountants as Statutory Auditors of the Company

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

“**RESOLVED** that pursuant to the provisions of Section 139, 141, 142 and other applicable provisions if any, of the Companies Act, 2013 and the rules framed there under, the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including Housing Finance Companies) dated April 27, 2021 issued by the Reserve Bank of India (RBI Guidelines), and any other applicable laws (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) thereof and pursuant to the recommendations of the Audit Committee and the Board of Directors, consent of the Company be and is hereby accorded to appoint M/s Gokhale & Sathe, Chartered Accountants, holding firm registration no: 103264W be and is hereby appointed for the period of 3 years (from financial year 2021-22 to 2023-24), to hold office from the conclusion of 27th Extraordinary General Meeting till the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2024, at a proposed fee (all inclusive) of Rs. 42 Lacs as annual fee, in addition to the out of pocket expenses, outlays and taxes as applicable subject to final discussion with the firm and on terms and conditions, inter alia, that firm if appointed, will be appointed for 3 years as required by RBI guidelines and they will perform Statutory audit, Quarterly Limited Review, Regulatory certifications and Tax audits during this period.

RESOLVED FURTHER THAT the current statutory auditors, M/s. Haribhakti & Co LLP and the new auditors Gokhale & Sathe will be jointly auditing the quarter ended December 2021 (for limited review) and will be issuing a joint audit report.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board (including any other person(s) authorised by the Board or the Audit Committee in this regard), be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including filing of forms with ROC and intimations to other regulatory authorities as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the resolution including but not limited to determination of roles, responsibilities/ scope of work of the Statutory Auditor and other permissible assignments, if any, in line with the relevant, prevailing statutory/ regulatory provisions and Policy for Appointment of Statutory Auditors of the Company, negotiating, finalising, amending, signing, delivering executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company.”

Citicorp Finance (India) Limited



Notes:

(a) In view of the ongoing COVID-19 pandemic and social distancing norms to be followed, the Ministry of Corporate Affairs ('MCA') has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 (collectively referred to as 'MCA Circulars') permitted the holding of the Extra-Ordinary General Meeting (EGM) through VC/OAVM without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, other applicable regulations and MCA Circulars, the EGM of the Company is being held through VC/OAVM at the registered office of Company at Mumbai being deemed venue for the meeting.

(b) The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Item No. 1 & 2 set out in the Notice is annexed hereto. Since the EGM is held by VC/OAVM, the special business under Item No. 1, is being considered unavoidable and therefore proposed to be transacted at the EGM of the Company. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with.

(d) All the documents referred to in the EGM Notice and Explanatory Statement will be available for electronic inspection by the Members without any fee by the members during normal business hours on all working days (i.e. except Saturday(s), Sunday(s) and Public Holiday(s)) up to the date of the EGM and during the continuance of the EGM. Members seeking to inspect such documents may write to the Company Secretary through email on cfilsecretarial@citi.com

(e) Members/Representatives of Corporate Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

(f) Members seeking any information with regard to the matters to be placed at the EGM, are requested to write to the Company Secretary through email on cfilsecretarial@citi.com The same shall be taken up in EGM and replied by the Company suitably.

(g) If a poll is demanded during the EGM, then Members are requested to cast their votes on the resolutions by sending email to the Company Secretary on cfilsecretarial@citi.com

(h) In compliance with the aforesaid MCA Circulars and other applicable regulations, Notice of the EGM is being sent only through electronic mode to the Members and the same will also be available on the website of the Company www.citicorpfinance.co.in

(i) The Company shall provide VC facility in order to make it convenient for the Members to attend the EGM.

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

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Citicorp Finance (India) Limited



Facility for joining the EGM through VC shall be open 15 (fifteen) minutes prior to the scheduled time of the EGM. Members are requested to join the meeting at least 15 minutes in advance to complete all testing and logistic issues.

(j) 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.

(k) 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.

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

The Audit Committee, at the December 2021 meeting, were apprised that the Company had appointed M/s Haribhakti & Co. LLP, Chartered Accountants (Firm Registration Number 103523W / W100048) as Statutory Auditors (SA) for the financial year 2021-22 for a period till 2023-24 as their 1st term. However, basis the RBI Press release dated October 12, 2021 debarring Haribhakti & Co. LLP for Audit assignments from April 01, 2022, the Company was in the process of reviewing alternate eligible firms.

Accordingly, the Committee members were presented with the credentials of the following firms:

1. Gokhale and Sathe
2. SS Kothari and Company
3. Sharp and Tannan
4. Borkar and Mazumdar

After having meeting with each of these firms and subsequent deliberations by the members of Committee, M/s Gokhale & Sathe, Chartered Accountants was unanimously selected for appointment as Statutory Auditor of the Company based on their credentials, market standing and experience and was also approved by the Board of the Company on recommendation of the Audit Committee.

The members are apprised about the recommendation that the current statutory auditors, M/s. Haribhakti & Co LLP and the new auditors Gokhale & Sathe will be jointly auditing the quarter ended December 2021 (for limited review) and will be issuing a joint audit report. The current statutory auditors, M/s. Haribhakti & Co LLP will be resigning in due course basis timelines given in RBI press release. The resignation will be separately notified to the Committee and the Board as and when it takes place.

Accordingly, in view of the aforesaid and pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules thereunder and guidelines issued by the RBI including any amendments, modifications, variations or re-enactments thereof, the Board of Directors of the Company, on the recommendation of the Audit Committee, appointed of M/s Gokhale & Sathe, Chartered Accountants (firm registration number 103264W) as the Statutory Auditors of the Company for a term of 3 consecutive years as per the RBI guidelines and to hold office from the conclusion of 27th Extraordinary General Meeting until the conclusion of the 27th Annual General Meeting to be held in the year 2024. M/s Gokhale & Sathe have consented to the appointment and have issued a certificate to the effect that the appointment, if made, shall be in accordance with the conditions as prescribed in Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014. The audit firm has confirmed that they meet

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the criteria for independence, eligibility and qualification as prescribed in Section 141 of the Companies Act, 2013.

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

Sameer Upadhyay
Company Secretary

Date: January 25, 2022

Registered Office:
8TH FLOOR, FIFC, PLOT NOS. C-54 & C-55,
G-BLOCK, BANDRA-KURLA COMPLEX,
BANDRA (EAST), MUMBAI - 400 098, MAHARASHTRA

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 - 400 098, Maharashtra

CIN: U65910MH1997PLC253897

27th Extraordinary General Meeting

Venue of the Meeting: Video Conferencing/ Other Audio-Visual Means (VC/ OAVM) at
Mumbai

Day, Date & Time: Tuesday, February 01, 2022 at 12.30 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 **27th Extraordinary General Meeting** of the Company to
be held on Tuesday, **February 01, 2022 at 12.30 pm on Video Conferencing/ Other
Audio-Visual Means (VC/ OAVM) at Mumbai.**

*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. Created Date : 02-03-2022

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 - 400 098,
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 27th Extraordinary
General Meeting of the company, to be held on the Tuesday, February 01, 2022 at 12.30 pm on
Video Conferencing/ Other Audio-Visual Means (VC/ OAVM) at Mumbai and at any
adjournment thereof in respect of such resolutions as are indicated below:

Citicorp Finance (India) Limited



Resolutions	For	Against
1. Appointment of M/s. Gokhale & Sathe, Chartered Accountants as Statutory Auditors of the Company		

Signed this..... day of, 2022.

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 27th 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.

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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 – 400098.

Landmark: Near Hotel Sofitel, Bandra Kurla Complex

