

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

T +91 22 2653 2160

F +91 22 2653 2215

[www.citicorpfinance.co.in](http://www.citicorpfinance.co.in)

## Citicorp Finance (India) Limited



### NOTICE OF 28<sup>TH</sup> 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) 28<sup>th</sup> Extraordinary General Meeting of the shareholders of Citicorp Finance (India) Limited shall be held at a shorter notice on Tuesday, 15<sup>th</sup> February, 2022 at 1 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**

Sd/-

**Sameer Upadhyay**  
**Company Secretary**

Date: February 11, 2022

**Encl.: as above**

## Citicorp Finance (India) Limited



### AGENDA FOR THE MEETING OF THE SHAREHOLDERS TO BE HELD ON TUESDAYDAY, 15<sup>TH</sup> FEBRUARY 2022

ITEM NO.	ITEM
1.	<b>Sale / Transfer of Retail business / assets of the Company</b>

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

**“RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with applicable rules, and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, , the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose of the undertaking of the Company comprising its commercial vehicle and construction equipment financing line of business and personal loans line of business (viz. loans initially booked in Citibank NA, India which were assigned to the Company) (collectively, the "**Undertaking**"), as a going concern, on a slump sale basis, in such manner as the Board may deem fit, to a prospective buyer for such consideration as may be approved by the Board along with fairness opinion, which shall be procured by the Board, on such terms and conditions as may be deemed fit, consequent to the decision of the Company to exit the aforesaid lines of business.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to finalise a prospective buyer and the terms of any such transaction with respect to a potential transfer of the Undertaking, in the interest of the Company and to negotiate and finalize the terms of any definitive documentation that may be required in connection with such potential transaction.”

## 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.

(c) 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](mailto:cfilsecretarial@citi.com)

(d) 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.

(e) 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](mailto:cfilsecretarial@citi.com) The same shall be taken up in EGM and replied by the Company suitably.

(f) 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](mailto:cfilsecretarial@citi.com)

(g) 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](http://www.citicorpfinance.co.in)

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

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.

(i) 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.

(j) 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 members are apprised that, vide Board CR no. 145, unanimously approved by the Board on June 9, 2021, the management had provided an update to the Board of Directors about Citigroup Inc. announcing its intention to exit consumer/retail operations in 13 countries including India and that as part of the aforesaid exit, the Company shall also explore an exit of its consumer/retail operations and transfer the following lines of business to identified purchaser(s)

- (i) Commercial vehicle and construction equipment financing for priority sector loans; and
- (ii) Personal loans initially booked in Citibank NA, India which were assigned to the Company,

(collectively, the 'Undertaking')

and the management had sought approval from the Board for taking preparatory and exploratory steps in relation to evaluation of a potential transfer of such Undertaking ("Proposed Transaction").

In accordance with Section 180(1)(a) of the Companies Act, 2013, sale of 'the whole or substantially the whole of the undertaking' of the Company requires consent of the shareholders of the company by a special resolution. Thus, the consent of the members of the Company, by way of a special resolution to be passed at an Extraordinary General Meeting of the Company, is required prior to approving of such Proposed Transaction and the terms thereof by the Board.

Accordingly, on February 11, 2022, the Board of Directors of the Company pursuant to the provisions of Section 100 of the Companies Act, 2013, rules made thereunder and other applicable provisions of the Companies Act 2013, approved the convening of the 28<sup>th</sup> (Twenty eighth) Extraordinary General Meeting (EGM) of the Company on Tuesday, 15<sup>th</sup> February 2022 at 1 pm through Video Conferencing/ Other Audio-Visual Means (VC/ OAVM).

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval.

Your directors recommend the passing of the resolution as Special Resolution. None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

**For Citicorp Finance (India) Limited**

Sd/-

**Sameer Upadhyay**  
Company Secretary

Date: February 11, 2022

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

**CIN: U65910MH1997PLC253897**

#### 28<sup>th</sup> Extraordinary General Meeting

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

**Day, Date & Time:** Tuesday, February 15, 2022 at 1 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 **28<sup>th</sup> Extraordinary General Meeting** of the Company to be held on Tuesday, February 15, 2022 at 1 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.

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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 - 400 098, 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 28th Extraordinary General Meeting of the Company, to be held on the Tuesday, February 15, 2022 at 1 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. Sale / Transfer of Retail business / assets 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 28<sup>th</sup> 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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## 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 – 400098.

Landmark: Near Hotel Sofitel, Bandra Kurla Complex

