



ANNUAL GENERAL MEETING OF CITICORP FINANCE (INDIA) LIMITED

Notice is hereby given that the 26th Annual General Meeting of the Citicorp Finance (India) Limited will be held on Wednesday, 27th day of September 2023 at 3 pm at First International Financial Center, Plot No C54 & C55, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400098 to transact the following business:

Ordinary Business:

- 1. To consider and adopt (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon**
- 2. To appoint Director in place of Mr. Rajeev Mantri (DIN: 09367771), who retires by rotation and being eligible, offers himself for re-appointment:**

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

“RESOLVED THAT pursuant to provision of Section 152(6) of the Companies Act, 2013 Mr. Rajeev Mantri (DIN: 09367771), Director of the Company, who retire by rotation and, being eligible, offer himself for re-appointment, be and is hereby re-appointed as director of the Company.”

Special Business:

3. Approval for 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 pursuant to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all 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 and allotment of various series/ tranches of secured or unsecured debentures (the **“Debentures”**) for a period of 1 (one) year from the date hereof, where the returns are either fixed, floating or linked to the market, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board of Directors (or any other person so authorized by the Board of Directors), based on the prevailing market condition.

“RESOLVED FURTHER THAT the monies so raised pursuant to the authority under this resolution shall not exceed in the aggregate, at any time the overall limit of Rs. 6,000 crores (Rupees Six Thousand Crores only).

RESOLVED FURTHER THAT the Board of Directors may take all necessary actions in this regard, including:

- i. appoint debenture trustees / distributors for the purpose of issuance of Debentures;
- ii. negotiate, finalize, 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 the General Information Document (GID), Key Information Document (KID), private placement offer letter (PPOL), or any other offer document, as it may be described under applicable law, Debenture Trust Deed (“DTD”), Debenture Trustee Agreement (“DTA”), Deed of Hypothecation, Distribution Agreement (“DA”) and 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 etc. as may be required and to appear before appropriate authority for adjudication, stamping or registration of such documents; and
- iii. 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.

4. Approval for amendment of Articles of Association of 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 Section 14 of the Companies Act, 2013 and rules made thereunder and all other applicable provisions/regulations read with rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), if any, as applicable to the Company from time to time, Article 110 of the Articles of Association of Citicorp Finance (India) Limited be altered as follows:

1. Existing Article 110 shall be re-classified as sub-clause A of Article 110
2. The words “and any other applicable laws” shall be inserted in sub-clause A after the words “Subject to the provisions of the Act” and before “the Board may appoint any person...”
3. Following sub-clause B shall be inserted after sub-clause A:
B. The Board of Directors of the Company shall appoint the person nominated by the Debenture Trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Nominee Director of the Company at the earliest from the date of receipt of nomination from the Debenture Trustee and within the time period as specified under Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other applicable provisions or regulations and modifications, including any amendments thereto.

RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things and to sign all such other documents as they may deem necessary, proper or desirable (including without



limitation making the appropriate e-filings with the Registrar of Companies), in connection with the alteration of AOA of the Company, as approved by the board and the members of the Company and/ or generally to give effect to the foregoing resolutions.

RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby authorized to file necessary forms/documents with Registrar of Companies and any other regulatory authority, if any and issue certified true copies of this resolution.”

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

**Date: August 11, 2023
Place: Mumbai**

**Sd/-
Sameer Upadhyay
Company Secretary**

Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll 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. Members / Proxies should fill in the attendance slip for attending the Meeting. Proxies form and attendance slip as prescribed under the Companies Act, 2013 is enclosed herewith.
3. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution or Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting.
4. 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.
5. The requisite Statutory Registers as per the provision of Companies Act, 2013 will be available for inspection at Annual General Meeting of the Company.
6. In terms of the provisions of Section 152(6) of the Act, Mr. Rajeev Mantri (DIN: 09367771) Director of the Company, retire by rotation at the Meeting.

Mr. Rajeev Mantri (DIN: 09367771), being appointee is interested in the Ordinary Resolutions set out at Item Nos. 2, respectively, of the Notice with regard to their re-appointments. The relatives of such directors may be deemed to be interested in the resolutions set out at Item Nos. 2 of the Notice, respectively, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Director / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 2 of the Notice. Details of Directors retiring by rotation / seeking re-appointment at this Meeting are provided in the 'Annexure I' to the Notice

7. The resolutions will be taken as passed effectively on the date of Annual General Meeting.
8. 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 II**.



EXPLANATORY STATEMENT

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

ITEM NO. 3

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various banks and/or financial institutions and/ or any other lending institutions and/or bodies corporate and/or such other persons/ individuals as may be considered fit by issue of non-convertible debentures, in one or more series and/or more tranches on a private placement basis from time to time.

Pursuant to Section 42 of the Companies Act, 2013, read together with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (together, the "**Debenture Rules**"), 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. The Debenture Rules allow the company to pass a special resolution only once a year for all the offers and invitations made for such NCDs during the year.

Therefore, the approval of the members is sought by way of a special resolution for issue of debentures in one or more tranches on a private placement basis for an amount which does not exceed in aggregate the overall limit of Rs. 6,000 crores (Rupees Six Thousand Crores only). This approval is being sought for all such issuances for a period of 1 year.

A copy of relevant documents has been kept open, at the Registered Office of the Company, to inspection by the Members of the Company, between 11.00 am to 1.00 pm, on all working days, excepting Holidays, Saturdays and Sundays, till the date of the ensuing Annual General Meeting of the Company and at the AGM.

Your Directors have approved the aforesaid proposal on August 11, 2023 and recommend passing of this resolution by way of a Special Resolution.

None of the Directors or Key Managerial Personnel ("**KMP**"), or their relatives is in any way concerned or interested in this resolution, except to the extent of their shareholding.

ITEM NO. 4

SEBI, on February 02, 2023, amended the SEBI (Issue and Listing of Non-convertible Securities) Regulations, 2021 [hereinafter referred to as the "**ILDS Regulations**"] mandating issuer Companies to alter their Articles of Association ("**AOA**") to include a provision, requiring the Company to appoint a Director nominated by the debenture trustee(s) on their Board.

The Company, being an issuer company under these regulations, is required to comply with the said amendments.

Highlights of the amendment:



1. Company shall ensure that its Articles of Association have enabling provision to appoint nominee Director on behalf of debenture trustee(s) in a situation as explained in point 3 below:
2. The said amendment in Articles of Association shall be approved by Board of Directors and Shareholders on or before September 30, 2023
3. Company which is in default of payment of interest or repayment of principal amount in respect of listed debt securities, shall appoint the person nominated by the debenture trustee(s) as a director on its Board of Directors, within one month from date of receipt of nomination from the debenture trustee

Accordingly, the AOA of the Company was proposed to be amended as stated in resolution to include the above clause. Therefore, pursuant to Section 14 of the Companies Act, 2013, the approval of the members is sought by way of a special resolution for alteration of Articles.

A copy of altered AOA and relevant documents have been kept open, at the Registered Office of the Company, to inspection by the Members of the Company, between 11.00 am to 1.00 pm, on all working days, excepting Holidays, Saturdays and Sundays, till the date of the ensuing Annual General Meeting of the Company and at the AGM.

Your Directors have approved the aforesaid alteration on May 29, 2023 and recommend passing of this resolution by way of a Special Resolution.

None of the Directors or Key Managerial Personnel (“KMP”), or their relatives is in any way concerned or interested in this resolution, except to the extent of their shareholding.

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

Sd/-

**Date: August 11, 2023
Place: Mumbai**

**Sameer Upadhyay
Company Secretary**

Annexure I

Brief Profile of Rajeev Mantri:

Rajeev Mantri is the Chief Financial Officer for Citi India and Cluster Finance Head for Citi South Asia, a role he assumed on October 5, 2021. Rajeev is responsible for overseeing all areas of Finance including business planning and strategy, balance sheet management financial controls reporting and tax matters, while working closely with key stakeholders on franchise-level matters in India. In addition, he is responsible to provide governance and oversight on Finance function of Sri Lanka and Bangladesh

Rajeev has over 24 years of experience in Finance across India, UAE and Singapore. Prior to his current role, he was the CFO at TransUnion CIBIL, where he managed all areas of Finance including engagement with Independent Board and Audit Committee over the last three years Prior to that, he held several senior Finance roles at Standard Chartered Bank (SCB) in Singapore (2010-2018) and India (2000-2006). He managed Management Accounting and Business Finance for Corporate Banking in SCB India and led Financials Controls, Regulatory Reporting and Balance Sheet Management for SCB Singapore, where he played an important role in strengthening regulatory reporting and controls governance and in driving subsidiarization of Retail Bank business. Subsequently, he became Global Finance Head for Retail Products and Cost Management across all businesses, as part of which he drove strategic cost transformation through digitization and efficiency initiatives. He also led Financial Controls for IT & Operations and was the Global CFO for Investments. Prior to SCB Singapore, he was the CFO for Corporate and Investment Banking at Mashreq Bank in UAE from 2006 to 2010 and was instrumental in driving business growth and leading several strategic projects and M&A opportunities for the bank

Rajeev is a Chartered Accountant from ICAI, India and has an Executive Master's degree in Business Administration (EMBA) from INSEAD Business School, Singapore

Further, additional disclosure as per Secretarial Standard -2 issued by ICSI are as below:
Mr. Rajeev Mantri (DIN- 09367771), Director

Date of Birth, Age	25/09/1976, 45 years
Nationality	Indian
Qualification	Chartered Accountant, Executive Masters degree in Business Administration from INSEAD Business School, Singapore.
Experience	Around 24 years
Term and Condition of re-appointment and remuneration	Being a Non Executive Director, no remuneration is proposed.
Remuneration last drawn	No remuneration

Date of first appointment on the board	March 15, 2022
Shareholding in the Company including shareholding as a beneficial owner	Nil
Relationship with other Director or KMPs	Not related
Number of Board Meeting attended during the Financial Year 2022-23	1
Other Directorship	Citi Investment Advisory Services Private Limited (Earlier known as Orbitech Private Limited) Citicorp Services India Private Limited
Membership / Chairmanship of Committees of other Boards	Nil
Listed entities from which the Director has resigned in the past three years	Nil

Annexure II

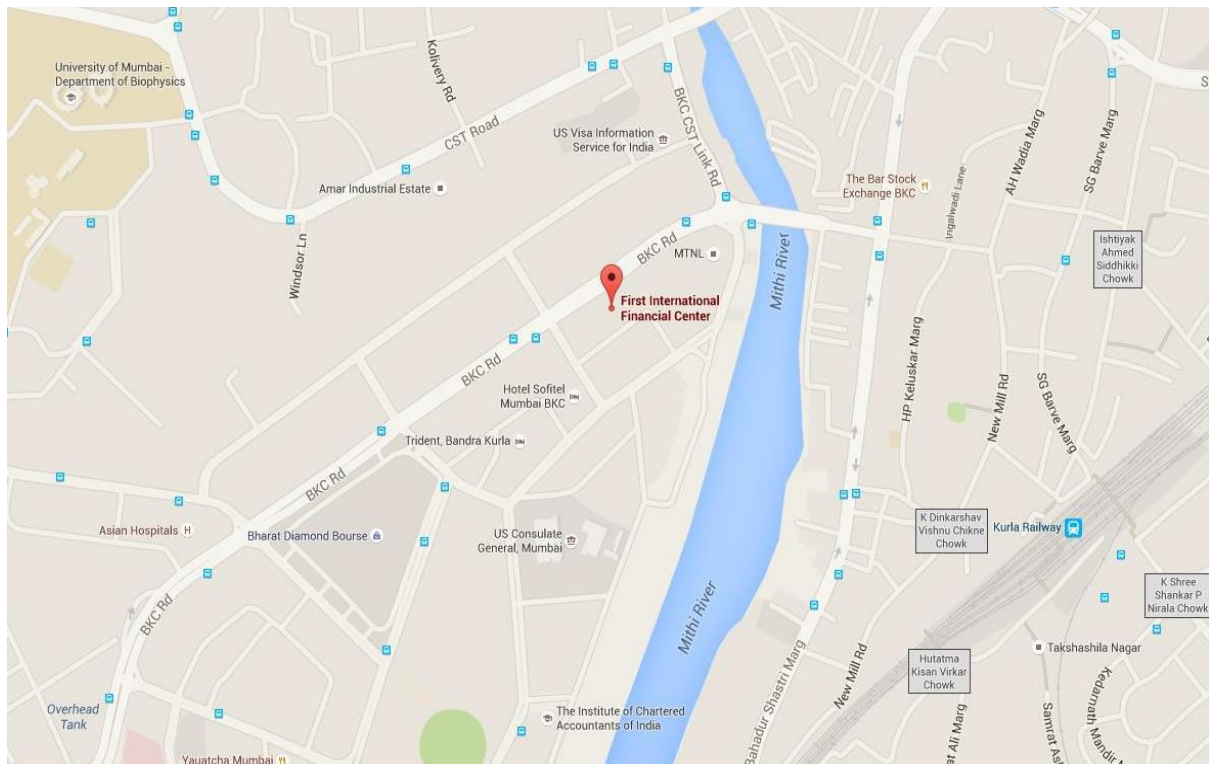
Route Map for Venue of the Meeting

Citicorp Finance (India) Limited

Head Office:

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: B7, 5th Floor, Nirlon Knowledge Park, Goregaon (East),
Mumbai – 400063, Maharashtra, India
Head Office: First International Financial Centre, Plot No. 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
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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) on our behalf at the Annual General Meeting of the Company, to be held on the September 27, 2023 at 3 pm in person at First International Financial Center, Plot No C54 & C55, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400098 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
<u>Ordinary Business:</u> 1. To consider and adopt (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon 2. To appoint Director in place of Mr. Rajeev Mantri (DIN: 09367771), who retires by rotation and being eligible, offers himself for re-appointment		
<u>Special Business:</u>		



3. Approval for Issuance of Debentures		
4. Approval for amendment of Articles of Association of the Company		

Signed this..... day of , 2023.

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 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: B7, 5th Floor, Nirlon Knowledge Park, Goregaon (East), Mumbai-400063, Maharashtra

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

CIN: U65910MH1997PLC253897

26th Annual General Meeting

Venue of the Meeting: in person at 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, 2023 at 3 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 shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the **26th Annual General Meeting** of the Company held on **September 27, 2023 at 3 pm in person** 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 2023 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 2023 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.