



Citicorp Finance (India) Limited

NOTICE OF 29TH 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) 29th Extraordinary General Meeting of the shareholders of Citicorp Finance (India) Limited shall be held at a shorter notice on Friday, 10th June, 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

Sd/-

Sameer Upadhyay
Company Secretary

Date: May 30, 2022

Encl.: as above



Citicorp Finance (India) Limited

AGENDA FOR THE MEETING OF THE SHAREHOLDERS TO BE HELD ON FRIDAY, 10TH JUNE, 2022

ITEM NO.	ITEM
1.	Appointment of Mr. Rajeev Mantri as Director 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 Sections 149, 161 of the Companies Act, 2013 and any other applicable provisions and Rules made therein and the provisions of Reg. 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, appointment of Mr. Rajeev Mantri (DIN- 09367771) as Director of the Company, be and is hereby approved;

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



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, June 23, 2021 and May 5, 2022 (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 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

(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 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

(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

(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.

The Board had appointed Mr. Rajeev Mantri (DIN- 09367771) as an Additional Director with effect from March 15, 2022, who shall hold the office up to the date of next general meeting. As per the provisions of Reg. 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the appointment of was subject to approval of the shareholders of the Company, which is being sought at this general meeting within three months from the effective date of appointment.

Brief Profile of Mr. Rajeev Mantri is enclosed:

Rajeev Mantri
Chief Financial Officer, India and Cluster Finance Head, South Asia.

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 23 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



Citicorp Finance (India) Limited

Qualification	Chartered Accountant, Executive Masters degree in Business Administration from INSEAD Business School, Singapore.
Experience	Around 23 years
Term and Condition of re-appointment and remuneration	Being appointed as a Director. 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	Nil
Relationship with other Director or Manager to KMPs	Not related
Number of Board Meeting attended during the Financial Year 2021-22	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

None of the Directors or Key Managerial Personnel except Mr. Rajeev Mantri himself, is in any way concerned or interested in this resolution.

For Citicorp Finance (India) Limited

Sd/-

Sameer Upadhyay
Company Secretary

Date: May 30, 2022

Registered Office:
B7, 5TH FLOOR OF NIRLON KNOWLEDGE PARK
GOREGAON (EAST), MUMBAI - 400 063, MAHARASHTRA



Citicorp Finance (India) Limited

ATTENDANCE SLIP

(To be presented at the entrance)

Citicorp Finance (India) limited

Registered office: B7, 5th Floor of Nirlon Knowledge Park, Goregaon (East), Mumbai - 400 063,
Maharashtra

CIN: U65910MH1997PLC253897

29th Extraordinary General Meeting

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

Day, Date & Time: Friday, June 10, 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 **29th Extraordinary General Meeting** of the Company to be held on Friday, June 10, 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.



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: B7, 5th Floor of Nirlon Knowledge Park, Goregaon (East), Mumbai - 400 063, 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 29th Extraordinary General Meeting of the Company, to be held on the Friday, June 10, 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
Appointment of Mr. Rajeev Mantri as Director 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 29th 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.