

Registered Office
B7, 5th Floor of Nirlon Knowledge Park
Goregaon (East), Mumbai - 400 063
CIN No: U65910MH1997PLC253897

T +91 22 4001 8444
www.citicorpfinance.co.in



Citicorp Finance (India) Limited

NOTICE OF 30TH 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) 30th Extraordinary General Meeting of the shareholders of Citicorp Finance (India) Limited shall be held on Friday, 9th December, 2022 at 11.30 am 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: Nov 11, 2022

Encl.: as above



Citicorp Finance (India) Limited

AGENDA FOR THE MEETING OF THE SHAREHOLDERS TO BE HELD ON FRIDAY, 9TH DECEMBER, 2022

ITEM NO.	ITEM
1.	Appointment of Ms. Anuradha Choudhury 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 Ms. Anuradha Choudhury (DIN: 01375718) 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 Ms. Anuradha Choudhury (DIN: 01375718) as an Additional Director with effect from November 1, 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 Ms. Anuradha Choudhury is enclosed:

Anuradha is currently Head for the Financial Institutions Group for Citibank India. Additionally, she heads the Social Finance / Priority Sector Lending across the Citi franchise in India,

She has 20+ years of banking experience across businesses including transaction banking, commercial (Small Medium Enterprise) Banking as well as Retail Bank (across Cards and Wealth management) in a variety of roles across sales and product.

She is a Master of Business Administration (MBA) from University of Pittsburgh, USA and Master of Management Services (MMS) from Jamnalal Bajaj Institute of Management Studies, University of Mumbai.

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

Ms. Anuradha Choudhury (DIN: 01375718)

Date of Birth, Age	11/08/1975, 47 years
Nationality	Indian
Qualification	Master of Business Administration (MBA) from University of Pittsburgh, USA and Master of Management Services (MMS) from Jamnalal Bajaj Institute of Management Studies, University of Mumbai.
Experience	Around 20+ years
Term and Condition of re-appointment and remuneration	Change in designation from Additional Director to Director. Being a Non-Executive Director, no remuneration is proposed.
Remuneration last drawn	No remuneration



Citicorp Finance (India) Limited

Date of first appointment on the board	November 1, 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 2022-23	None
Other Directorship	None
Membership / Chairmanship of Committees of other Boards	Nil

None of the Directors or Key Managerial Personnel except Ms. Anuradha Choudhury herself, is in any way concerned or interested in this resolution.

For Citicorp Finance (India) Limited

Sd/-
Sameer Upadhyay
Company Secretary

Date: Nov 11, 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

30th Extraordinary General Meeting

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

Day, Date & Time: Friday, December 9, 2022 at 11.30 am

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 **30th Extraordinary General Meeting** of the Company to be held on Friday, December 9, 2022 at 11.30 am **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: 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 30th Extraordinary General Meeting of the Company, to be held on the Friday, December 9, 2022 at 11.30 am 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 Ms. Anuradha Choudhury 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 30th 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.