



## **Citicorp Finance (India) Limited**

### **NOTICE OF 31<sup>st</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) 31<sup>st</sup> Extraordinary General Meeting of the shareholders of Citicorp Finance (India) Limited shall be held on Friday, 18<sup>th</sup> August 2023 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: August 11, 2023

**Encl.: as above**



## Citicorp Finance (India) Limited

### AGENDA FOR THE MEETING OF THE SHAREHOLDERS TO BE HELD ON FRIDAY, 18<sup>TH</sup> AUGUST 2023

ITEM NO.	ITEM
1.	<b>Re-appointment of Ms. Nina Nagpal (DIN – 00138918) as Managing Director</b>

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 203, 190, 196, 197 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 made thereunder (including any statutory modification and re-enactment (s) thereof, for the time being in force) and relevant clause under the Articles of Association of the Company and subject to the approval of any regulatory approvals, if any, the members be and hereby accords its consent for re-appointment of Nina Nagpal (DIN- 00138918) as Managing Director for a period, effective from June 01, 2023 to December 31, 2023 or till the appointment of new Managing Director, whichever is later, at the same terms and conditions including remuneration as referred in the Letter of Appointment and recommends the same for approval of the shareholders.

**RESOLVED FURTHER THAT** the appointment and remuneration of Ms. Nina Nagpal would be in accordance with the terms of section 196, 197 and other applicable provisions of Companies Act 2013 and in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Managing Director shall be governed by Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modification thereof.

**RESOLVED FURTHER THAT** during such time as Ms. Nina Nagpal holds and continues to hold the office of the Managing Director, she shall not be liable to retirement by rotation.

**RESOLVED FURTHER THAT** the appointment may be terminated at any time by either party thereto by giving to the other party notice of such termination as referred in the Letter of Appointment.

**RESOLVED FURTHER THAT** any Directors or Company Secretary or Chief Financial Officer be and is hereby authorized to file necessary forms to give effect of the appointment of Ms. Nina Nagpal as Managing Director of the Company and comply with the necessary regulations as laid down by Reserve Bank of India and the Registrar of Companies, Ministry of Corporate Affairs or any other regulatory authority."



## Citicorp Finance (India) Limited

### Notes:

1. In the light of General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as “MCA Circulars”), the Company is conducting EGM through Video Conference mode.
2. The deemed venue for e-EGM shall be the head office of the Company i.e. First International Financial Center, Plot No C54 & C55, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400098.
3. 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 VOTE ON THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS e-EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS e-EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF e-EGM ARE NOT ANNEXED TO THIS NOTICE.
4. Members attending the e-EGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The facility of joining the e-EGM through VC /OAVM will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the E-EGM, i.e. from 11.15 A.M. to 12 P.M.
6. The Notice, together with the documents accompanying the same, is being sent to the equity shareholders to their email id registered with the company as mandated by the aforementioned circulars.
7. Instructions for joining the e-EGM are as follows:
  - Members will be able to attend the e-EGM through VC/OAVM provided by the Company. The link for joining the meeting will be shared separately.
  - Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
  - Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
  - While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
  - Members who need technical assistance before or during the eEGM can contact the Company Secretary/Secretarial Department at [cfilsecretarial@citi.com](mailto:cfilsecretarial@citi.com)
8. A copy of explanatory statement, under Section 233 and section 102 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and

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



## Citicorp Finance (India) Limited

Amalgamation) Rules 2016, the Scheme and the other enclosures as indicated in the Index are enclosed.

Relevant documents referred to in this Notice of EGM and Explanatory Statement will be made available for inspection electronically on all working days of the Company between 11:00 a.m. and 1:00 p.m. (IST) from the date of circulation of this Notice up to the date of EGM and during the EGM. Members may also send email on [cfilsecretarial@citi.com](mailto:cfilsecretarial@citi.com) to receive documents electronically.

10. 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.**

On recommendation from Nomination and Remuneration Committee in its meeting held on May 23, 2023, the Board of Directors at its meeting held on May 29, 2023 had re-appointed Ms. Nina Nagpal (DIN- 00138918) as Managing Director of the Company for the period starting June 1, 2023 and set to expire on December 31, 2023 or till the appointment of new Managing Director, whichever is later, at the same terms and conditions including remuneration as referred in the Letter of Appointment, subject to approval of the shareholders. As per the provisions of Reg. 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the re-appointment 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. Nina Nagpal:

In addition to other leadership positions in Citigroup, Nina was the Chief Operating Officer for Morgan Stanley and MD & CEO of the Morgan Stanley NBFC during 2010-2013. She has held other leadership roles where she has delivered impact.

During this period, she has spearheaded a number of large financial services initiatives, policy dialogues with the Government and Indian regulators. Her prior experience includes leadership role at a Stock Exchange and Financial Sector Specialist at the United States Agency for International Development. She has been on a number of Board and Committees.

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

Ms. Nina Nagpal (DIN- 00138918), Managing Director

Date of Birth	59 Years (DOB- December 6, 1963)
Nationality	Indian
Qualification	Postgraduate Diploma, American University, Washington DC, Masters in Business Economics, Delhi University
Experience	35+ years
Term and Condition of re-appointment and remuneration	As mentioned in the Letter of appointment as Managing Director



## Citicorp Finance (India) Limited

Remuneration last drawn	This information is available in MGT-7 uploaded on the website of the Company.
Date of first appointment on the board	June 01, 2018
Shareholding in the Company	Nil
Relationship with other Director or Manager to KMPs	NA
Number of Board Meeting attended during the Financial Year 2022-23	7 (Seven)
Other Directorship	Appointed as Nominee Director in India Infradebt Limited w.e.f April 01, 2021
Membership / Chairmanship of Committees of other Boards	NA

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

**For Citicorp Finance (India) Limited**

Sd/-

**Sameer Upadhyay**  
Company Secretary

Date: August 11, 2023

**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**

**31<sup>st</sup> Extraordinary General Meeting**

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

**Day, Date & Time:** Friday, August 18, 2023 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 **31<sup>st</sup> Extraordinary General Meeting** of the Company to  
be held on Friday, August 18, 2023 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.



## Citicorp Finance (India) Limited

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.

### 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, August 18, 2023 at 11.30 am on





## Citicorp Finance (India) Limited

Video Conferencing/ Other Audio-Visual Means (VC/ OAVM) at Mumbai and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
Re-appointment of Ms. Nina Nagpal (DIN – 00138918) as Managing Director		

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 31<sup>st</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.



## Citicorp Finance (India) Limited

### Annexure I

#### 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

