

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

Citicorp Finance (India) Limited



ANNUAL GENERAL MEETING OF CITICORP FINANCE (INDIA) LIMITED

Notice is hereby given that the 19th Annual General Meeting of the Citicorp Finance (India) Limited will be held on Monday, 29th day of August, 2016 at 10.30am at the Registered Office of the company situated at **8TH FLOOR, FIRST INTERNATIONAL FINANCIAL CENTRE, PLOT NOS. C-54 & C-55, G-BLOCK, BANDRA-KURLA COMPLEX, BANDRA (EAST), MUMBAI - 400 051, MAHARASHTRA** to transact the following business:

Ordinary Business:

1. To consider and adopt:
the standalone and consolidated Balance Sheet, Profit & Loss Account, Cash Flow Statement along-with Schedules, Notes to account, Auditor Report including Report as per Companies (Auditor's Report) Order, 2016 and Reports of the Board of Director for the Financial Year ended March 31, 2016.
2. **To declare a dividend on equity shares**
To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Section 123 of the Companies Act, 2013 and rules made thereon a final Dividend Rs. 0.30 per equity share (face value of Rs. 7.50 each) amounting to Rs. 115.11 crore (including Dividend Distribution Tax of Rs. 23.44 crore) on the paid up equity share capital of the company as recommended by the Board in their meeting held on May 27, 2016 be and is hereby approved and declared in the Meeting."
3. **To appoint Directors in place of those retiring by rotation.**
To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution:

"RESOLVED THAT Mr. Niraj Parekh (Din: 07089550), Director, who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as director of the company."
4. **To appoint Auditors and to authorize the Board to fix their remuneration.**
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 Section 139 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, M/s. B S R & Co. LLP, Chartered Accountants, holding firm registration no: 101245W/W100022, retiring Auditors, being qualified, having offered themselves for re-appointment, be and is hereby re-appointed as Statutory Auditors of the Company for the Financial Year 2016-2017, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration and on such terms and conditions as may be agreed between the Auditor and Board of Directors."

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RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby authorized to coordinate with Auditors and to do any acts, things and deeds to give effect to this resolution.”

Special Business:

5. **Re-appointment of Ms. Sabiha Kazi (DIN 07361331) 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** Ms. Sabiha Kazi (holding DIN: 07361331) who was appointed as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next Annual General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from herself proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

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

A blue ink signature of Sameer Upadhyay, written in a cursive style.

**Sameer Upadhyay
Company Secretary**

**Date: August 05, 2016
Place: Mumbai**

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Citicorp Finance (India) Limited**Notes:**

1. 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.
2. 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.
3. The copies of the relevant documents can be inspected at the registered office of the company on any working day during the business hours.
4. The dividend would be paid to those members whose name appears in the Register of Members as on August 18, 2016.
5. The register of members of the company will remain closed from Friday, August 19, 2016 to Monday, August 29, 2016 both days inclusive, for the purpose of payment of final dividend.
6. The resolutions will be taken as passed effectively on the date of Annual General Meeting.
7. 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.

A handwritten signature in blue ink, consisting of a stylized 'C' followed by a checkmark-like stroke.

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Citicorp Finance (India) Limited**EXPLANATORY STATEMENT**

Explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard-2 issued by Institute of Company Secretaries of India (ICSI).

ITEM NO. 4

The Board at its meeting held on Mar 20, 2015 had appointed Mr. Niraj Parekh as Director of the company in accordance with the provisions of Section 161 of the Act, on the recommendation of Nomination and Remuneration Committee. Mr. Niraj Parekh holds office as director till the date of Nineteenth Annual General Meeting. Since, Mr. Niraj Parekh is liable to retire by rotation at this Nineteenth Annual General Meeting as per provision of Section 152 of the Companies Act, 2013, being eligible, offers himself for re-appointment, it is proposed to re-appoint Mr. Niraj Parekh as Director of the company.

Mr. Niraj Parekh is Cluster Finance Officer (CFO) India Subcontinent and has done remarkably well in various roles he has handled till date. He has done MS (Electrical Engineering) from Stanford University, Stanford CA, USA and MBA from MIT Sloan School of Management. He is an experienced finance professional with broad experience across consumer and corporate banking and has the ability to execute complex business strategies and M&A deals. He is valuable asset to the organization. He has been with Citi for nearly 16 years and has held number of roles in New York and Singapore including Head of Corporate M&A in Asia. Since 2012, he has been Head of Financial Planning and Analysis for India. He is well qualified to be included in the Board of Directors of the company and his appointment as director will be beneficial and in the interest of the Company.

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

Mr. Niraj Parekh (DIN: 07089550), Director, being the director retiring by rotation, being eligible for reappointment.

Date of Birth	27-09-1976 (39 years)
Qualification	• Master of Business Administration – MIT Sloan School of Management, Cambridge, MA, USA • MS (Electrical Engineering) – Stanford University, Stanford, CA, USA
Experience	16 years
Term and Condition of re-appointment and remuneration	Non-Executive Director liable to retire by rotation.
Remuneration last drawn	Nil
Date of first appointment on the board	March 20, 2015

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Citicorp Finance (India) Limited

Shareholding in the Company	Nil
Relationship with other Director or Manager to KMPs	Nil
Number of Board Meeting attended during the Financial Year 2015-16	4 (four)
Other Directorship	1. Orbitech Private Limited 2. Citicorp Services India Private Limited (formerly known as Citicorp Services India Limited)
Membership / Chairmanship of Committees of other Boards	Nil

ITEM NO. 6

Ms. Sabiha Kazi had appointed as Additional Director of the company w.e.f January 19, 2016 through circular resolution in accordance with the provisions of Section 161 of the Act, on the recommendation of Nomination and Remuneration Committee. Ms. Sabiha Kazi holds office as Additional director of the company till the date of Nineteenth Annual General Meeting. The company has received a notice under Section 160 of the Companies Act, 2013 from herself proposing her candidature for the office of a Director. It is proposed to appoint Ms. Sabiha Kazi as Director of the company.

Ms. Sabiha Kazi is a senior banker holding an MBA degree in Marketing, with vast experience across retail and the wholesale bank. She has held leadership positions in sales and relationship management.

She has done her B.Sc. -Physics from Fergusson College Pune and BA – Marketing from Poona University.

She is been associated with Citi for the past 27 years and done remarkably well in her field. At present she is positioned as Chief Operating Officer of the Private Bank in India since 2013.

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

Ms. Sabiha Kazi (Din: 07361331), Director, being eligible for appointment as Director.

Date of Birth	19-03-1967 (49 years)
Qualification	MBA - Marketing
Experience	27 years
Term and Condition of re-	Non-Executive Director liable to

Registered Office

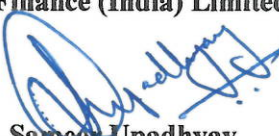
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appointment and remuneration	retire by rotation.
Remuneration last drawn	Nil
Date of first appointment on the board	January 19, 2016
Shareholding in the Company	Nil
Relationship with other Director or Manager of KMPs	Nil
Number of Board Meeting attended during the Financial Year 2015-16	4 (four)
Other Directorship	Nil
Membership/Chairmanship of Committees of other Boards	Nil

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


Sameer Upadhyay
Company Secretary

Date: August 05, 2016
Place: Mumbai

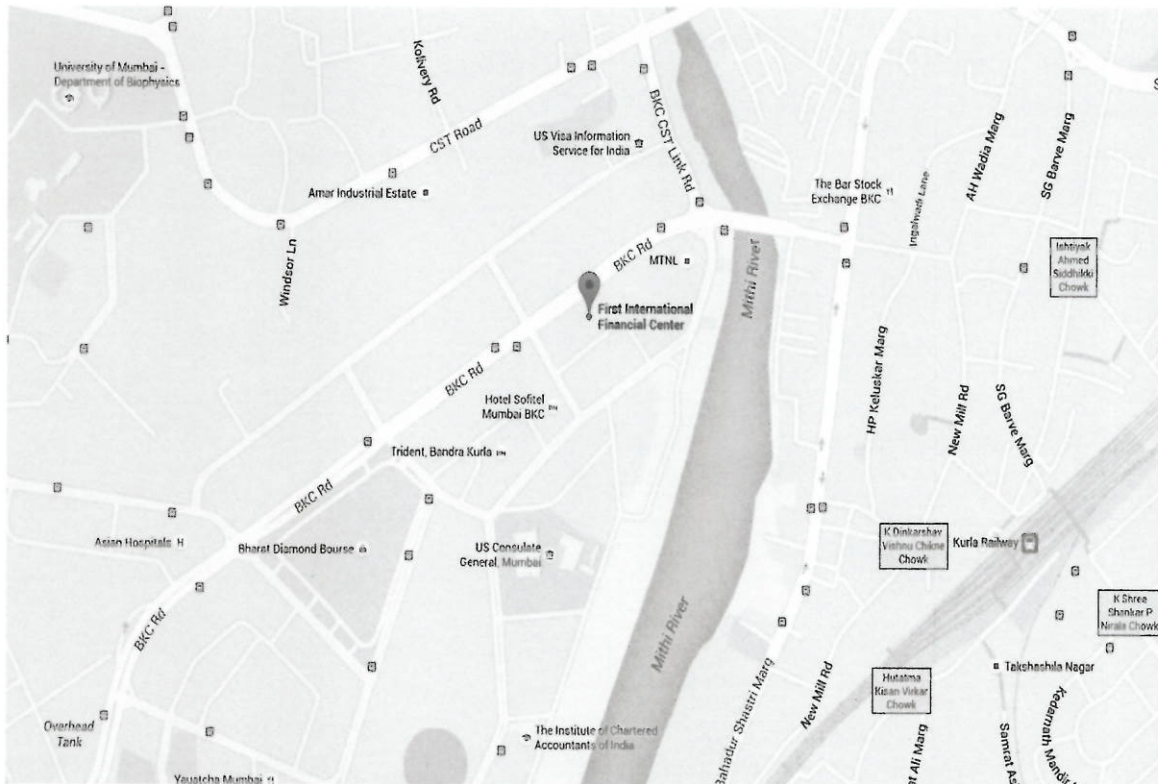
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Citicorp Finance (India) Limited**Annexure I****Route Map for Venue of the Meeting****Citicorp Finance (India) Limited****Registered Office:**

8th Floor, First International Financial Center, G Block, Bandra Kurla Complex, Bandra East,
Mumbai – 400051.

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: 8th Floor, First International Financial Centre, Plot Nos. C-54 & C-55, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra

Name of the member (s):

Registered address:

E-mail ID:

Folio No/Client Id:

DP ID: NA

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) for us and on our behalf at the Annual General Meeting of the company, to be held on the August 29, 2016 at 10.30am at 8th Floor, First International Financial Centre, Plot Nos. C-54 & C-55, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra 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 Balance Sheet, Profit & Loss Account, Cash Flow Statement along-with Schedules, Notes to account, Auditor Report including Report as per Companies (Auditor's Report) Order, 2016, Secretarial Audit Report and Reports of the Board of Director for the Financial Year ended March 31, 2016. b) the Consolidated Balance Sheet, Profit & Loss Account, Cash Flow Statement along-with Schedules, Notes to account and Auditor Report for the Financial Year ended March 31, 2016. 2. To declare a dividend on equity shares 3. To appoint Directors in place of those retiring by rotation. 4. To appoint Auditors and to authorize the Board to fix their remuneration.		
<u>Special Business:</u> 5. Re-appointment of Ms. Sabiha Kazi (DIN 07361331) as Director of the company		

Signed this..... day of , 20

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 18th 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

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CIN: U65910MH1997PLC253897

19th Annual General Meeting

Venue of the Meeting: Citicorp Finance (India) Limited, 8Th Floor, First International Financial Centre, Plot Nos. C-54 & C-55, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra

Date & Time: August 29, 2016 at 10.30 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 **19th Annual General Meeting** of the Company held on **August 29, 2016 at 10.30am : Citicorp Finance (India) Limited, 8th Floor, First International Financial Centre, Plot Nos. C-54 & C-55, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra.**

*Applicable for shareholders holding shares in electronic form

Signature of Member / Proxy

Note: 1. Electronic copy of the Annual Report for 2016 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 2016 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.