



Citicorp Finance (India) Limited

November 12, 2025

To,

National Stock Exchange

Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051
Maharashtra, India

Kind Attention: Charmi Dharod

Sub: Regulation 50(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Notice of Extra Ordinary General Meeting (EGM) of the Company

Dear Sir/Madam,

This is to inform you that EGM of Citicorp Finance (India) Limited is scheduled to be held on Wednesday, December 10, 2025 at 11:30 A.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), in accordance with the relevant circular issued by the Ministry of Corporate Affairs to transact the businesses as mentioned below.

Sr. No.	Particulars
1.	Re-appointment of Vivek Gomes (DIN – 10408460) as the Managing Director of the Company

Please find enclosed the notice of EGM of the Company.

Kindly take the information on your record.

In case you require further information / clarification, feel free to write back to us at cfilsecretarial@citi.com.

For Citicorp Finance (India) Limited

**Sameer
Vishnuprasad
Upadhyay
Sameer Upadhyay
Company Secretary
M. No: 15905**

Digitally signed by Sameer
Vishnuprasad Upadhyay
Date: 2025.11.12 16:12:10
+05'30'

Encl: as above



Citicorp Finance (India) Limited

NOTICE

NOTICE is hereby given that an 36th Extraordinary General Meeting (EGM) of the Members of Citicorp Finance (India) Limited (the "Company") will be held on Wednesday, December 10, 2025, through Video Conferencing ('VC')/Other Audio-Visual means at 11:30 a.m. IST to transact the following special business:

Special Business:

- 1. Re-appointment of Vivek Gomes (DIN: 10408460) as the Managing Director of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder read with Schedule V of the Act, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and RBI Directions (including any statutory modification(s) or re-enactment thereof for the time being in force), and relevant clause under the Articles of Association of the Company and subject to regulatory approvals, if any required and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, consent of the members be and is hereby accorded for re-appointment of Vivek Gomes (DIN- 10408460), in respect of whom the Company has received a notice signifying his candidature as director, as a Managing Director of the Company for a period of 5 years from December 22, 2025 upto December 21, 2030 (both days inclusive) on the terms and conditions (including remuneration) as set out in the terms of appointment (copy annexed in explanatory statement).

RESOLVED FURTHER THAT the total remuneration payable to Vivek Gomes including retinals is Rs. 1,75,94,144/- (Rupees One Crore Seventy Five Lacs Ninety Four Thousand One Hundred Forty Four only).

RESOLVED FURTHER THAT the appointment and remuneration of Vivek Gomes would be in accordance with the terms of sections 196, 197 and other applicable provisions of Companies Act 2013 with authority to the Committee/Board to alter and vary the terms and conditions of said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Vivek Gomes, subject to the same not exceeding the limits specified under Schedule V of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT 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 Vivek Gomes (DIN- 10408460) holds and continues to hold the office of the Managing Director, he 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 terms of appointment.

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

T +91 22 4001 8444
[Citicorp Finance \(India\) Limited | Citi India](#)



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RESOLVED FURTHER THAT any Director or Company Secretary or Chief Financial Officer be and is hereby authorized to file necessary forms with the Registrar of Companies, and intimate the SEBI and RBI and other regulator, furnish certified copy of this resolution to the concerned authorities and agencies as and when required and do all such acts, deeds, things and matters which may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

**On behalf of the Board of Directors
For Citicorp Finance (India) Limited**

Sameer Vishnuprasad Upadhyay Digitally signed by Sameer
Vishnuprasad Upadhyay
Date: 2025.11.12 16:12:36 +05'30'

**Sameer Upadhyay
Company Secretary**

Date: November 12, 2025

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



Citicorp Finance (India) Limited

Notes:

1. The Extra-ordinary General Meeting of members of the Company shall be convened through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") in compliance with the Companies Act, 2013 and relevant circulars issued by the Ministry of Corporate Affairs (MCA).
2. The deemed venue for 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. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of the Notice.
4. The Notice, together with the documents accompanying the same, is being sent to the equity members to their email id registered with the Company as mandated by the aforementioned circulars.
5. Since this 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 meeting and hence the proxy form, attendance slip and route map of EGM are not annexed to this Notice. As the EGM is being conducted through VC, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views/send their queries in advance with regard to matters to be placed at the EGM, from their registered e-mail ID, mentioning their full name, DPID and Client ID, address and contact number, to cfilsecretarial@citi.com so that the requisite information/ explanations can be kept ready to be provided in time. Members may raise questions during the meeting as well. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.
6. Members attending the EGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The facility of joining the EGM through VC /OAVM will be opened 15 minutes before and will remain open up to 15 mins after the scheduled start time of the EGM.
8. Corporate Members sending their authorised representative to attend the EGM are requested to send certified copy of Board Resolution / Power of Attorney authorising the representative to attend and vote on their behalf at the meeting.
9. Instructions for joining the EGM are as follows:
 - Members will be able to attend the 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



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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 EGM can contact the Company Secretary/Secretarial Department at cfilsecretarial@citi.com
10. In case a poll is demanded, Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder. On demand of the poll, the Members may vote by sending an e-mail to the designated e-mail id at cfilsecretarial@citi.com stating their assent/dissent.
 11. 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 to receive documents electronically.



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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.

ITEM NO. 1

The Company had appointed Vivek Gomes (DIN- 10408460) as Managing Director of the Company for a period of two years with effect from December 22, 2023. Accordingly, his term as Managing Director of the Company is due for expiration on December 21, 2025. The Board of Directors, at its meeting held on November 12, 2025, on the recommendation of the Nomination and Remuneration Committee, has approved the re-appointment of Vivek as Managing Director for a further period of 5 years commencing from December 22, 2025, subject to approval of the members.

The Nomination and Remuneration Committee had reviewed the proposed re-appointment and after evaluation of his eligibility, skills, experience, qualifications, etc., decided that he satisfied the fit and proper criteria in terms of the Companies Act, 2013 and the relevant RBI regulations and recommended his re-appointment as the Managing Director of the Company with effect from December 21, 2025, for a period of 5 years.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, his continued association will benefit the Company.

The Company has received a notice under Section 160(1) of the Act from a member signifying his intention to propose his re-appointment as a Director of the Company. The terms and conditions of re-appointment of Vivek, is given in terms of appointment.

The disclosures under Secretarial Standards on General Meetings (SS-2) of ICSI are appended as Annexure I. The said resolution confers a power on the Board, or the NRC, to alter or vary the terms and conditions of appointment, including any variation in remuneration, provided such remuneration is within the limits laid in section 197 read with Schedule V of the Act. Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, of the Act are provided in Annexure II.

Vivek is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Managing Director. He is not debarred from holding the office of Director pursuant to any Order issued by the SEBI or any other authority.

Vivek is not related to any other Director and Key Managerial Personnel of the Company. Vivek is said to be concerned or interested in the proposed resolution as it relates to his own re-appointment. None of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution set out at item no. 1 of the EGM Notice.

The Board of Directors recommends passing of the resolution by the members as set out under item no. 1 as a special resolution.

Annexure I

Information as required under Secretarial Standard-2 for re-appointment of the Director, a statement containing details of the concerned Director as on date of the Notice is given hereunder:



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Particulars	Vivek Gomes (DIN: 10408460)
Age	47 years
Profile including qualification & experience	Qualification: - MBA Finance from Goa University - Bachelor of Engineering from Goa College of Engineering. Experience: Senior Treasury professional with over two decades of Banking experience with expertise across Balance Sheet Liquidity Management, Interest Rate Risk Management, Capital Planning and Debt Issuances
Date of first Appointment on the Board	December 22, 2023
Shareholding in Company	Vivek holds 1 equity share of the Company jointly with Citicorp Overseas Investment Corporation
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company, if any	None
Other directorship	Nil
Member/Chairmanship of Committees of other Boards	Nil
Terms and conditions of appointment along with details of remuneration sought to be paid	Refer annexure to the Notice
Remuneration paid or last drawn	Rs. 1,75,94,144/-
The number of Meetings of the Board attended during the year (April 1, 2025 till date)	3

Annexure II

STATEMENT PURSUANT TO CLAUSE A OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act for re-appointment of Vivek is enumerated hereunder:

Sr. No.	Particulars	Information
I.	General Information:	
1.	Nature of industry	Non-Banking Financial Company
2.	Date or expected date of commencement of commercial production	Not applicable (Company is an existing company)
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial performance based on given indicators	As per audited financial results

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		for the year ended March 31, 2025:										
		<table><tr><th>Particulars</th><th>In Rupees</th></tr><tr><td>Gross Turnover & Income</td><td>5,934,349,311</td></tr><tr><td>Net Profit as per Statement of Profit & Loss (After tax)</td><td>2,413,001,050</td></tr><tr><td>Computation of Net profit in accordance with Section 198 of the Companies Act, 2013</td><td>4,469,228,781</td></tr><tr><td>Net Worth</td><td>39,842.481,242</td></tr></table>	Particulars	In Rupees	Gross Turnover & Income	5,934,349,311	Net Profit as per Statement of Profit & Loss (After tax)	2,413,001,050	Computation of Net profit in accordance with Section 198 of the Companies Act, 2013	4,469,228,781	Net Worth	39,842.481,242
Particulars	In Rupees											
Gross Turnover & Income	5,934,349,311											
Net Profit as per Statement of Profit & Loss (After tax)	2,413,001,050											
Computation of Net profit in accordance with Section 198 of the Companies Act, 2013	4,469,228,781											
Net Worth	39,842.481,242											
5.	Foreign investments or collaborations, if any	Nil										
II. Information about the appointee: Vivek Gomes												
1.	Background details -Educational Qualification	Qualification: - MBA Finance from Goa University - Bachelor of Engineering from Goa College of Engineering. Experience: Senior Treasury professional with over two decades of Banking experience with expertise across Balance Sheet Liquidity Management, Interest Rate Risk Management, Capital Planning and Debt Issuances										
2.	Past remuneration	Rs. 1,75,94,144/-										
3.	Recognition or awards	CFA and FRM charterholder										
4.	Job profile and suitability	Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, his continued association will benefit the Company.										
5.	Remuneration proposed	As stated in terms of appointment										
6.	Comparative remuneration profile with respect to	Vivek has vast experience in										



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	industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Management and handling various areas of business. He has begun a lot of new initiatives in the Company since he joined as Managing Director. His skill sets and experience place him in a correspondingly equal position at major diversified Companies in India. Considering general industry and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India. The appointee is a resident of India.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Except drawing remuneration as Managing Director and holding 1 share jointly with Promoter, he does not have any pecuniary relationship whether directly or indirectly.
III. Other information:		
1.	Reasons of loss or inadequate profits	Not applicable, as the Company has posted net profit after tax of Rs. 241,30,01,050 during the year ended March 31, 2025.
2.	Steps taken or proposed to be taken for improvement	Not applicable as the Company has adequate profits.
3.	Expected increase in productivity and profits in measurable terms	Not applicable as the Company has adequate profits.

On behalf of the Board of Directors
For Citicorp Finance (India) Limited

Sameer Vishnuprasad Upadhyay
Digitally signed by Sameer Vishnuprasad Upadhyay
Date: 2025.11.12 16:13:01 +05'30'

Sameer Upadhyay
Company Secretary
Date: November 12, 2025

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



Citicorp Finance (India) Limited

Annexure to Notice of Extra-ordinary General Meeting

Brief terms of re-appointment of Vivek Gomes Particulars	Terms
Name and Designation	Vivek Gomes, Managing Director
Tenure of re-appointment	A period of five years w.e.f. December 22, 2025 till December 21, 2030
Remuneration	Rs. 1,75,94,144/- (Rupees One Crore Seventy Five Lacs Ninety Four Thousand One Hundred Forty Four only)
Place of Office	First International Financial Center, Plot No C54 & C55, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400098
Termination (Notice Period)	3 months
Retirement	Upon completion of 60 years of age
Other Terms	The other terms of re-appointment of Managing Director may be altered and varied from time to time by the Board/Committee as it may, in its discretion deem fit, in such manner as may be agreed to between the Board/Committee and the Managing Director, subject to such approvals as may be required.