

Citicorp Finance (India) Limited

February 13, 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, March 12, 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.	Appointment of Rajesh Jogi (DIN: 03341036) as an Independent Director of the Company
2.	Appointment of Ponnappa Kakamada Changappa (DIN: 10916237) as an Independent 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: 2025.02.13 17:25:46
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Encl: as above

Citicorp Finance (India) Limited

NOTICE

NOTICE is hereby given that an 33rd Extraordinary General Meeting (EGM) of the Members of Citicorp Finance (India) Limited (the “Company”) will be held at 11:30 a.m. IST on Wednesday, March 12, 2025, through Video Conferencing (‘VC’)/Other Audio-Visual means to transact the following special business:

Special Business:

1. Appointment of Rajesh Jogi (DIN: 03341036) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution, with or without modification, as a Special Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of Sections 149, 150, 152, 161, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactments or amendments thereof, for the time being in force), the applicable provisions of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s), thereof, for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in view of the declarations and confirmations provided, Rajesh Jogi (DIN: 03341036) who was appointed as an Additional Director in the capacity of Independent Director with effect from January 28, 2025 and who meets the criteria for independence and in respect of whom Company has received notice in writing from a member proposing his candidature for the office of the Director of the Company and who in the opinion of the Board is a person of integrity and possesses the relevant experience and expertise, be and is hereby appointed as an Independent for a first term with effect from January 28, 2025 up to March 31, 2026 (both days inclusive) in accordance with the terms and conditions as set out in the letter of appointment which includes eligibility to receive sitting fees for the meetings attended AND THAT during the said tenure the office of Rajesh Jogi shall not be liable to determination by retirement by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary be and hereby authorized to upload/ file necessary e-Forms on the MCA site for this appointment and to do all such other things as may be necessary to give effect to the above resolution, including but not limited to uploading necessary documents on the website of the company, intimation to statutory authorities such as RBI, NSE etc.”

2. Appointment of Ponnappa Kakamada Changappa (DIN: 10916237) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution, with or without modification, as a Special Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of Sections 149, 150, 152, 161, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of

Citicorp Finance (India) Limited

Directors) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactments or amendments thereof, for the time being in force), the applicable provisions of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s), thereof, for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in view of the declarations and confirmations provided, Ponnappa Kakamada Changappa (DIN: 10916237) who was appointed as an Additional Director in the capacity of Independent Director with effect from January 28, 2025 and who meets the criteria for independence and in respect of whom Company has received notice in writing from a member proposing his candidature for the office of the Director of the Company and who in the opinion of the Board is a person of integrity and possesses the relevant experience and expertise, be and is hereby appointed as an Independent for a first term with effect from January 28, 2025 up to March 31, 2026 (both days inclusive) in accordance with the terms and conditions as set out in the letter of appointment which includes eligibility to receive sitting fees for the meetings attended AND THAT during the said tenure the office of Ponnappa Kakamada Changappa shall not be liable to determination by retirement by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary be and hereby authorized to upload/ file necessary e-Forms on the MCA site for this appointment and to do all such other things as may be necessary to give effect to the above resolution, including but not limited to uploading necessary documents on the website of the company, intimation to statutory authorities such as RBI, NSE etc."

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

Sameer
Vishnuprasad
Upadhyay

Sameer Upadhyay
Company Secretary

Digitally signed by Sameer
Vishnuprasad Upadhyay
Date: 2025.02.13 17:26:13
+05'30'

Date: February 13, 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.

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- 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 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 & 2

Pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC") of the Company, the Board of Directors ("Board") of the Company, approved the appointment of Rajesh Jogi (DIN: 03341036) and Ponnappa Kakamada Changappa (DIN: 10916237) as an Additional Director in the capacity of Independent Director, to hold the office as such until the next General Meeting, for a period with effect from January 28, 2025 up to March 31, 2026 (both days inclusive).

The Company has received a notice from a member proposing the candidature of Rajesh Jogi and Ponnappa Kakamada Changappa as Directors of the Company, under Section 160 of the Companies Act, 2013.

Whilst considering the appointment of Rajesh Jogi and Ponnappa Kakamada Changappa as Independent Director, the NRC and the Board reviewed and confirmed that:

- they are fit and proper person to be appointed as Directors of the Company, as per the fit and proper norms prescribed by the Reserve Bank of India ("RBI");
- The Company has received a declaration from Rajesh Jogi and Ponnappa Kakamada Changappa that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR, 2015');
- they are not disqualified from being appointed as Directors of the Company, in terms of Section 164 of the Act and has given their consent to act as Independent Directors of the Company.
- In the opinion of the Board, they fulfil the conditions relating to their appointment as prescribed under the relevant provisions of the Act, the relevant Rules made thereunder, the LODR, 2015 and the Guidelines issued by the RBI, in this regard, from time to time;
- they are not debarred from holding the office of director by virtue of any order by SEBI or any other authority;
- they have the requisite skills, capabilities and expertise which are beneficial to the Company.

During the said tenure, Rajesh Jogi and Ponnappa Kakamada Changappa shall not be liable to retire by rotation, in terms of Section 149 (13) of the Act. as Independent Director of the Company. Both will be entitled to sitting fees for attending the meetings of the Board / Committees as per the Letter of Appointment.

The NRC has evaluated their eligibility, skills, experience, qualifications and confirmed that they are fit and proper to be appointed as Directors of the Company. Further, they fulfill the conditions specified in the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant RBI regulations, relating to Independent Directors and that both are independent of management. Pursuant to the recommendation of the NRC, the Board recommends their appointment for the approval of the shareholders.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Rajesh Jogi and Ponnappa Kakamada Changappa are

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registered with the databank maintained by the Indian Institute of Corporate Affairs. Further, both have completed the online proficiency self-assessment test.

In terms of Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company as a listed entity is required to obtain the approval of the Shareholders for appointment of a Director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, it is now proposed to regularize the appointment of Rajesh Jogi and Ponnappa Kakamada Changappa as the Independent Directors of the Company.

Other relevant details of Rajesh Jogi and Ponnappa Kakamada Changappa as prescribed under the Companies Act, 2013 and Secretarial Standards on General Meetings are as under:

Particulars	Rajesh Jogi (DIN: 03341036)	Ponnappa Kakamada Changappa (DIN: 10916237)
Age and Date of Birth	March 04, 1968 (56 years)	March 16, 1979 (45 years)
Date of first appointment on Board	January 28, 2025	January 28, 2025
Nationality	Indian	Indian
Qualification	- Advanced Management Program, Harvard Business School - B.A. (Economics), and Chartered Accountant	- PGDM (MBA) Finance - Bachelor of Arts in Economics
Experience	Rajesh serves as a non-executive / independent director on various boards (Ujjivan SFB, Xander Finance (NBFC), Wealthfusion (UK), etc.) and chairs risk and audit committees, and mentors start-ups. He has advisory services with the brand "Riskalytix", strategically counsels clients on risk, governance and risk offshoring across industries and geographies.	K C Ponnappa is currently the COO and Co-founder in Swiftnex Fintech, working in the area of wealth advisory and is also engaged as an Independent Consultant. Prior to this, his experience as a Senior Banking Operations & Tech professional spans 2 decades across 3 foreign Banks in India (Citi, HSNC and ANZ), with the last Banking role as the COO for ANZ India covering Operations and Tech. Given his rich experience in

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	He is an experienced Risk professional with over 26 years in senior executive roles in Banking Risk and Governance at Citibank India and RBS/NatWest. He was with Citibank India from 1993 to 2010, with stints as Head of Risk analytics, FI Risk Manager and SCO across Corporate Banking in India, Bangladesh, Sri Lanka and Nepal. Rajesh was the CRO for RBS India from 2010 to 2016 and thereafter was with Natwest Group upto 2020 including as APAC Risk head. Rajesh's Board positions have also been assessed by the team and cleared from a conflict-of-interest perspective.	Tech implementations (Core Banking, Finnacle, 24/7 payments, etc), he helps meet the new regulatory requirement of "IT expertise" for one of the Independent Directors. He is passionate about leveraging technology and innovation, with a particular focus on sustainability and corporate social responsibility (CSR).
Justification for appointment	Considering his 26 years of experience in senior executive roles in Banking Risk and Governance at Citibank India and RBS/NatWest, current Board membership and governance experience (including SFB and NBFC) and his knowledge and skills, his appointment will be beneficial for the Company	Considering his 2 decades of Banking experience across 3 foreign Banks including as COO for ANZ India covering O&T, his experience on Tech implementations in Banks and his fintech exposure as co-founder for Swiftnex and knowledge and skills he brings to the table, his appointment will be beneficial for the Company
Terms and Conditions of appointment and remuneration sought to be paid	Rajesh Jogi was appointed as an Additional Director in the capacity of Independent Director for a term with effect from January 28, 2025 upto March 31, 2026 (both days	Ponnappa Kakamada Changappa was appointed as an Additional Director in the capacity of Independent Director for a term with effect from January 28, 2025 upto March 31, 2026 (both days

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	inclusive) and is not liable to retirement by rotation. Sitting fees of Rs. 1,00,000 per meeting will be paid to him	inclusive) and is not liable to retirement by rotation. Sitting fees of Rs. 1,00,000 per meeting will be paid to him
Remuneration paid or last drawn	None	None
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Managers or KMPs	None	None
Other Directorships	1. Noida Towers Pvt. Ltd. 2. Xander Finance Pvt. Ltd. 3. Futura Techpark Private Limited 4. Eleanor Realty Holdings India Pvt. Ltd. 5. NV Projects Private Limited 6. TSI Business Parks (Hyderabad) Private Limited 7. Gateway Office Parks Private Limited 8. Wealthfusion Limited 9. Ujjivan Small Finance Bank Limited 10. Food Space Technology Pvt. Ltd.	Nil
Membership / Chairmanship of Committees of other Boards	Refer Annexure 1	None
No of Board meetings attended	NA	NA

None of the Directors, Key Managerial Personnel and their relatives other than Rajesh Jogi and Ponnappa Kakamada Changappa are, in any way, concerned or interested (financially or otherwise) in the proposed resolution. The resolutions as set out in item no. 1 and 2 of this Notice are accordingly recommended for your approval by passing of Special Resolution(s).

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

Rajesh Jogi and Ponnappa Kakamada Changappa are not related to any other Director and Key Managerial Personnel of the Company.

The Board recommends passing of the Special Resolution as set out in item no. 1 and 2 of the Notice, for approval of the shareholders.

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

Sameer
Vishnuprasad
Upadhyay

Sameer Upadhyay
Company Secretary

Digitally signed by Sameer
Vishnuprasad Upadhyay
Date: 2025.02.13 17:26:33
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Date: February 13, 2025

Registered Office:

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GOREGAON (EAST), MUMBAI - 400 063, MAHARASHTRA

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Annexure I - Membership / Chairmanship of Committees of other Boards of Rajesh Jogi

Sr No	Name of Company	Name of the Committee	Designation
1.	Xander Finance Pvt. Ltd.	Board of Directors	Director
2.	Xander Finance Pvt. Ltd.	Audit Committee	Chairman
3.	Xander Finance Pvt. Ltd.	Nomination & Remuneration Committee	Member
4.	Xander Finance Pvt. Ltd.	Corporate Social Responsibility	Member
5.	Xander Finance Pvt. Ltd.	Risk Management Committee	Chairman
6.	Xander Finance Pvt. Ltd.	Internal Complaints Committee	Member
7.	Xander Finance Pvt. Ltd.	Vigilance and Ethics Committee	Member
8.	Ujjivan Small Finance Bank Limited	Audit Committee	Member
9.	Ujjivan Small Finance Bank Limited	Risk Management Committee	Chairperson
10.	Ujjivan Small Finance Bank Limited	Nomination and Remuneration Committee	Member
11.	Ujjivan Small Finance Bank Limited	IT Strategy Committee	Member
12.	Ujjivan Small Finance Bank Limited	Special Committee of Board for Monitoring and Follow-up of cases of Frauds	Member
13.	Ujjivan Small Finance Bank Limited	Review Committee of Wilful defaulters	Member
14.	Ujjivan Small Finance Bank Limited	CSR & Sustainability Committee	Chairperson
15.	Ujjivan Small Finance Bank Limited	Committee of Directors	Member
16.	Wealthfusion Ltd.	Risk Committee	Member
17.	Wealthfusion Ltd.	Remuneration Committee	Member
18.	Eleanor Realty Holdings India Pvt Ltd	Risk, Audit & Compliance Committee	Chairperson

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19.	Noida Towers Pvt Ltd	Risk, Audit & Compliance Committee	Chairperson
20.	NV Projects Pvt Ltd	Risk, Audit & Compliance Committee	Chairperson
21.	Gateway Office Parks Pvt Ltd	Risk, Audit & Compliance Committee	Chairperson
22.	Futura Techpark Pvt Ltd	Risk, Audit & Compliance Committee	Chairperson
23.	TSI Business Parks (Hyderabad) Pvt Ltd	Risk, Audit & Compliance Committee	Chairperson

Citicorp Finance (India) Limited

Format of Shorter consent

CONSENT FORM

THE COMPANIES ACT, 2013

Consent by shareholder for shorter notice

[Pursuant to section 101]

To

The Board of Directors
Citicorp Finance (India) Limited ('Company')
B7, 5th Floor of Nirlon Knowledge Park
Goregaon (East), Mumbai - 400 063

We, ... having registered office at and holding equity shares of Rs. 7.50/- each in the Company aggregating to hereby give consent, pursuant to section 101 (1) of the Companies Act, 2013, to hold the Extraordinary General Meeting on Wednesday, March 12, 2025, at 11:30 am through Video Conferencing ('VC')/Other Audio-Visual means.

Signature: _____

Name:

Designation:

Date:, 2025