



Citicorp Finance (India) Limited

March 28 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 Monday, April 28, 2025 at 4:30 P.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.	Approval for increase in Authorised Share Capital of the Company and the consequent alteration of the Memorandum of Association of the Company
2.	To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 10,000 Crores
3.	To approve the power for creation of charge on the assets of the Company to secure borrowings up to Rs. 10,000 Crores pursuant to section 180(1)(a) of the Companies Act, 2013

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: 2025.03.28 10:33:20
+05'30'

Encl: as above

Citicorp Finance (India) Limited

NOTICE

NOTICE is hereby given that an 34th Extraordinary General Meeting (EGM) of the Members of Citicorp Finance (India) Limited (the “Company”) will be held at 4:30 p.m. IST on Monday, April 28, 2025, through Video Conferencing (‘VC’)/Other Audio-Visual means to transact the following special business:

Special Business:

1) Approval for increase in Authorised Share Capital of the Company and the consequent alteration of the Memorandum of Association of the Company (“MOA”)

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed there under (including any statutory modification (s) or re-enactment thereof, for the time being in force) and in accordance with the applicable provisions of the MOA and the Articles of Association of the Company and such other laws, rules, regulations, notifications, guidelines etc. applicable in this regard, from time to time, and as per the recommendation of the Board of Directors of the Company (“Board”), consent of the Members be and is hereby accorded for, increase in the Authorised Share Capital of the Company from Rs. 39,520,000,000/- (Rupees Three Thousand Nine Hundred Fifty Two Crores only) divided into 5,269,333,333 (Five Hundred Twenty Six Crores Ninety Three Lakhs Thirty Three Thousand Three Hundred and Thirty Three only) Equity shares of Rs. 7.50/- (Rupees Seven and Fifty Paise Only) each to Rs. 39,520,012,500/- (Rupees Three Thousand Nine Hundred Fifty Two Crores Twelve Thousand and Five Hundred only) divided into 5,269,335,000 (Five Hundred Twenty Six Crores Ninety Three Lakhs Thirty Five Thousand) Equity shares of Rs. 7.50/- (Rupees Seven and Fifty Paise Only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the existing Clause 5 of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

“The Authorized Share Capital of the Company is Rs. 39,520,012,500/- (Rupees Three Thousand Nine Hundred Fifty Two Crores Twelve Thousand and Five Hundred only) divided into 5,269,335,000 (Five Hundred Twenty Six Crores Ninety Three Lakhs Thirty Five Thousand) Equity shares of Rs. 7.50/- (Rupees Seven and Fifty Paise Only) each”

RESOLVED FURTHER THAT any of the Directors, Company Secretary and Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things and give such directions as may be deemed necessary or expedient for the purpose of giving effect to this resolution and for matters in connection with or incidental thereto, and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the Company, including but not limited to filing of necessary forms with the ROC and to comply with all other requirements in this regard.

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RESOLVED FURTHER THAT any of the Directors, Company Secretary and Chief Financial Officer of the Company be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties.”

2) To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 10,000 Crores

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

“**RESOLVED THAT** in supersession of all earlier resolutions passed by the members of the Company in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and the relevant regulations/directions as may be prescribed by the Reserve Bank of India from time to time (including any amendment(s), modification(s) thereof) and the Articles of Association of the Company and as per the recommendation of the Board of Directors of the Company, consent of the Members be and is hereby accorded for raising monies by way of issuance of debentures on a private placement basis. Further, the borrowing through any or all of the following modes viz., (a) issuance and allotment of various series/ tranches of Secured Debentures or Unsecured Debentures where the returns are either fixed, floating or linked to the market, (b) issuance of Commercial Papers (CPs), (c) term loans or Inter-Corporate Deposits (ICDs) and (d) secured or unsecured borrowing from bank (e) any and all other means of borrowing funds permitted under applicable law, from time to time as it may think fit, any sum or sums of money(ies) which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the company’s bankers in the ordinary course of business), will or may exceed the aggregate of the paid-up capital of the Company and its free reserves and securities premium, so that the total amount up to which the moneys may be borrowed by the Company and outstanding at any time shall not exceed the sum of Rs.10,000/- crores (Rupees Ten Thousand Crores only).

RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called), be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security and execute such documents/ deeds/ writings/ papers/ agreements or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.”

3) To approve the power for creation of charge on the assets of the Company to secure borrowings up to Rs. 10,000 Crores pursuant to section 180(1)(a) of the Companies Act, 2013

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

“**RESOLVED THAT** in supersession of all earlier resolutions passed by the members of the Company in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules notified thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and the Articles of Association of the Company and as per the recommendation of the Board of Directors of the Company, consent of the

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



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Members be and is hereby accorded to create such security interest (including but not limited to) by way of mortgages, hypothecation and pledge in addition to the existing charges on such movable and immovable properties, both present and future and in such manner as the members may deem fit, in favor of banks/financial institutions, other investing agencies, mutual funds, trusts, other bodies corporate and trustees for the holders of Debentures or other lenders to secure borrowings of the Company availed / to be availed by way of loans, debentures, ICDs and other instruments provided that the total amount of such loans/borrowings shall not exceed at any time the limits approved under section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called), be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security and execute such documents/ deeds/ writings/ papers/ agreements or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.”

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

**Sameer Vishnuprasad
Upadhyay**

Digitally signed by Sameer
Vishnuprasad Upadhyay
Date: 2025.03.27 16:36:44
+05'30'

**Sameer Upadhyay
Company Secretary**

Date: March 27, 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

The present Authorised Share Capital as per the MOA of the Company is Rs. 39,520,000,000/- (Rupees Three Thousand Nine Hundred Fifty Two Crores only) divided into 5,269,333,333 (Five Hundred Twenty Six Crores Ninety Three Lakhs Thirty Three Thousand Three Hundred and Thirty Three only) Equity shares of Rs. 7.50/- (Rupees Seven and Fifty Paise Only) each.

The Authorized Share Capital of Rs. 39,520,000,000/- is rounded up by Rs. 2.50/- ($5,269,333,333 \times 7.50 = \text{Rs. } 39,519,999,997.50$). The actual amount of Authorised Share Capital is Rs. 39,519,999,997.50 and the same is reflecting in MCA records.

Thus, in order to align the Capital Clause in MOA of the Company and MCA records, it is proposed to increase the Authorised Share Capital of the Company.

The Board at its Meeting held on March 27, 2025, has approved the increase in Authorised Share Capital of the Company from the present Rs. 39,520,000,000/- (Rupees Three Thousand Nine Hundred Fifty Two Crores only) divided into 5,269,333,333 (Five Hundred Twenty Six Crores Ninety Three Lakhs Thirty Three Thousand Three Hundred and Thirty Three only) Equity shares of Rs. 7.50/- (Rupees Seven and Fifty Paise Only) each to Rs. 39,520,012,500/- (Rupees Three Thousand Nine Hundred Fifty Two Crores Twelve Thousand and Five Hundred only) divided into 5,269,335,000 (Five Hundred Twenty Six Crores Ninety Three Lakhs Thirty Five Thousand) Equity shares of Rs. 7.50/- (Rupees Seven and Fifty Paise Only) each and the consequent alteration of the Memorandum of Association of the Company.

Pursuant to the provisions of Section 13 and 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and consequential alteration in the Memorandum of Association of the Company by way of passing Ordinary Resolution.

Accordingly, the Board of Directors of the Company recommends Resolution No. 1 of this notice for your approval as an Ordinary Resolution.

A copy of the duly amended Memorandum of Association of the Company will be available for inspection during business hours.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the said Resolution.

Item No. 2

Considering the current book size, future projections, to augment growth, to continue business momentum and various other factors, it is proposed to increase the overall borrowing limit of the

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Company to Rs. 10,000/- crores (Rupees Ten Thousand Crores only) from existing Rs. 6,000 crores (Rupees Six Thousand Crores only)

The approval of the members is sought pursuant to provisions of Sections 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

The Board of Directors of the Company recommends Resolution No. 2 of this notice for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the said Resolution.

Item No. 3

As explained above, consequent to increase in the borrowing limits of the Company, it would be necessary to revise the approval for creation of charge/mortgage on assets of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Creation of security/mortgage on the assets of the Company requires consent of members. Accordingly, matter has been put forward for members' approval.

The Board of Directors of the Company recommends Resolution No. 3 of this notice for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the said Resolution.

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

Sameer Vishnuprasad Upadhyay
Digitally signed by Sameer Vishnuprasad Upadhyay
Date: 2025.03.27 16:37:10 +05'30'
Sameer Upadhyay
Company Secretary

Date: March 27, 2025

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