



Citicorp Finance (India) Limited

May 29, 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 Friday, June 13, 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.	Approval for Material Related Party Transactions

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: 2025.05.29 18:23:12
+05'30'

Encl: as above



Citicorp Finance (India) Limited

NOTICE

NOTICE is hereby given that an 35th Extraordinary General Meeting (EGM) of the Members of Citicorp Finance (India) Limited (the “Company”) will be held at a shorter notice on Friday, June 13, 2025, through Video Conferencing (‘VC’)/Other Audio-Visual means at 11:30 a.m. IST to transact the following special business:

Special Business:

1) Approval for Material Related Party Transactions

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 Regulations 2(1)(zc), 62K and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), as amended from time to time, Section 188 and other applicable provisions of the Companies Act, 2013 (the Act) read with the Rules framed thereunder (including any amendment, statutory modification(s), variations, or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee and the Board of Directors, the Members of the Company do hereby approve and accord approval to the Board of Directors for entering into and/or carrying out and/or continuing with Material Related Party Transactions/contracts/ arrangements/ transactions (whether individual contract/ arrangement/ transaction or contracts/ arrangements/ transactions taken together or series of contracts/ arrangements/ transactions or otherwise) as mentioned hereunder:

			Rs. Lakhs
Sr	Name of the Associated Enterprise	Nature of Transaction	2025-26*
1	Citibank N.A. - India	Fixed Deposit/Placements**	2,580,000
		Borrowing (Loan/OD)**	400,000
		Credit Default Swaps**	1,000,000
2	Citicorp Services India Pvt Ltd	Borrowings (Inter-Corporate)**	800,000
3	Citicorp Investment Bank (Singapore) Ltd	Fixed Income Securities Purchased/Sold	2,000,000

**Limits are sought for the principal transactions alone. Any P&L related to the principal transactions are scoped out from an omnibus limit perspective*

***Limits are tracked against repayment / maturity leg of the transaction.*

whether by way of fresh contracts/ arrangements/ transactions or any extension(s) or modification(s) of earlier contracts/ arrangements/ transactions or otherwise, from time to time, with all applicable Related Parties as per applicable laws, notwithstanding the fact that the aggregate value of each type of transaction(s) with each related party during FY2025-26, may exceed Rs. 1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower or any other materiality threshold, as prescribed under applicable laws, as may be applicable from time to time, for each such Related Party, provided however, that the said contracts/ arrangements/ transactions shall be carried out on an arm’s length basis and in the ordinary course of business of the Company.



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RESOLVED FURTHER THAT the approval be and is hereby accorded to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Members of the Company, do hereby also accord approval to the Board of the Company, to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or official(s) of the Company/any other person(s) so authorized by it, in accordance with Applicable Laws, to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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

**Sameer Vishnuprasad
Upadhyay**

Digitally signed by Sameer
Vishnuprasad Upadhyay
Date: 2025.05.29 18:23:39
+05'30'

**Sameer Upadhyay
Company Secretary**

Date: May 29, 2025

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



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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.



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- 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

As per the provisions of Regulation 62K of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), related party transactions, if material, require the prior approval of shareholders through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business. For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs.1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower. Once approved by shareholders, the transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed limits as placed before the shareholders. Any subsequent 'Material Modification' in the proposed transaction, shall be placed before the shareholders for approval, in terms of SEBI LODR.

In view of the above, approval of the Members is sought for entering into the following Material Related Party Transactions during FY2025-26. Details of the transaction(s) are as under:

I. Placement of deposits by CFIL with Citibank N.A. India

Particulars	Details
Name of the related party and relationship with the Company	Citibank N.A., India
Type, material terms and particulars of the proposed transaction	Placement of deposits by CFIL with Citibank N.A., India
Tenure of the proposed transaction	Typically short-term deposits up to 1Y
Value of the proposed transaction	2,580,000 lakhs
The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	2.28%
The material terms of the contract or arrangement	Placement of deposits by CFIL with Citibank N.A., India
Any advance paid or received for the contract or arrangement, if any	N/A
The manner of determining the pricing and other commercial terms, both included as	Arms-length pricing



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part of contract and not considered as part of the contract	
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All relevant factors have been considered
Name of the director or key managerial personnel who is related, if any	Anuradha Choudhury, Non-Executive Director. She is an employee of Citibank N.A., India.
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary i. details of the source of funds in connection with the proposed transaction; ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	N/A – these are vanilla bank deposits for placing surplus liquidity by CFIL
Justification as to why the related party transaction is in the interest of the Company	Enables efficient deployment of temporary surplus liquidity in the form of bank deposits
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	N/A
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	-
Any other information that may be relevant	N/A



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II. Borrowings by CFIL from Citibank N.A. India

Particulars	Details
Name of the related party and relationship with the Company	Citibank N.A. - India
Type, material terms and particulars of the proposed transaction	Borrowings by CFIL from Citibank N.A. India
Tenure of the proposed transaction	Term loan up to 15M
Value of the proposed transaction	400,000 lakhs
The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	14.72%
The material terms of the contract or arrangement	Borrowings by CFIL from Citibank N.A. India
Any advance paid or received for the contract or arrangement, if any	N/A
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Arms-length pricing
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All relevant factors have been considered
Name of the director or key managerial personnel who is related, if any	Anuradha Choudhury, Non-Executive Director. She is an employee of Citibank N.A., India.
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary i. details of the source of funds in connection with the proposed transaction; ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, • nature	N/A



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of indebtedness; • cost of funds; and • tenure;	
iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
Justification as to why the related party transaction is in the interest of the Company	Serves as one of the avenues of fundraising for CFIL to meet its balance sheet requirements
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	N/A
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	-
Any other information that may be relevant	N/A

III. Inter Corporate Deposits (ICDs) placed by Citicorp Services India Pvt Ltd with CFIL

Particulars	Details
Name of the related party and relationship with the Company	Citicorp Services India Pvt Ltd (CSIPL)
Type, material terms and particulars of the proposed transaction	Inter Corporate Deposits (ICDs) placed by CSIPL with CFIL
Tenure of the proposed transaction	Typically, 3-6M ICDs, however can be longer tenor including callable ICDs (maturity over 1Y tenor)
Value of the proposed transaction	800,000 lakhs
The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	7.358%
The material terms of the contract or arrangement	Inter Corporate Deposits (ICDs) placed by CSIPL with CFIL



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Any advance paid or received for the contract or arrangement, if any	N/A
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Arms-length pricing
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All relevant factors have been considered
Name of the director or key managerial personnel who is related, if any	N/A
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary i. details of the source of funds in connection with the proposed transaction; ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	N/A
Justification as to why the related party transaction is in the interest of the Company	Serves as one of the avenues of fundraising for CFIL to meet its balance sheet requirements
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	N/A
Percentage of the counter-party's annual consolidated turnover that is represented by	-



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the value of the proposed RPT on a voluntary basis	
Any other information that may be relevant	N/A

IV. Trade (buy / sell) - Fixed Income security with Citicorp Investment Bank (Singapore) Limited

Particulars	Details
Name of the related party and relationship with the Company	Citicorp Investment Bank (Singapore) Limited
Type, material terms and particulars of the proposed transaction	Trade (buy / sell) - Fixed Income security based on prevailing Market rate / price
Tenure of the proposed transaction	T+1/T+2
Value of the proposed transaction	INR 2,000,000 Lakhs
The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	2.94%
The material terms of the contract or arrangement	No Contract – Settled through exchange clearing house
Any advance paid or received for the contract or arrangement, if any	No
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Arm's length – Market Pricing
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	NA
Name of the director or key managerial personnel who is related, if any	N/A
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary i. details of the source of funds in connection with the proposed transaction;	No investment in related party. Trade shall be executed for bonds of Non-related party



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ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
Justification as to why the related party transaction is in the interest of the Company	Trade at market level
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	NA
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	-
Any other information that may be relevant	N/A

V. Trade (buy / sell) - Credit Default Swap (CDS) with Citibank N.A. India

Particulars	Details
Name of the related party and relationship with the Company	Citibank N.A. - India
Type, material terms and particulars of the proposed transaction	Trade (buy / sell) - Credit Default Swap (CDS) based on prevailing Market rate / price
Tenure of the proposed transaction	Standard CDS contract as allowed under RBI CDS regulations
Value of the proposed transaction	INR 100,000 Lakhs
The percentage of the Company's annual consolidated turnover, for the immediately	5.89%



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preceding financial year, that is represented by the value of the proposed transaction	
The material terms of the contract or arrangement	Shall be concluded under ISDA (International Swaps and Derivatives Association) Master agreement.
Any advance paid or received for the contract or arrangement, if any	No
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Arm's length – Market Pricing
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Arm's length – Market Pricing
Name of the director or key managerial personnel who is related, if any	Anuradha Choudhury, Non-Executive Director. She is an employee of Citibank N.A., India.
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary i. details of the source of funds in connection with the proposed transaction; ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	No CDS in related party. CDS shall be executed for bonds/underlying of non-related party
Justification as to why the related party transaction is in the interest of the Company	CBNA is Market -Maker & Trades will be done at market levels
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through	NA



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the registered email address of the shareholders	
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	-
Any other information that may be relevant	N/A

Based on the information on the proposed transactions, the Audit Committee at its Meeting held on May 29, 2025, has approved entering into the said transactions and the Board at its Meeting held on May 29, 2025, has reviewed and recommended that the approval of the Members be also sought for the resolution contained at Item No. 1 herein.

The Board recommends the Ordinary Resolution set out at Item No. 1 for the approval of Members.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

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

Sameer Vishnuprasad Upadhyay
Digitally signed by Sameer Vishnuprasad Upadhyay
Date: 2025.05.29 18:24:04 +05'30'
Sameer Upadhyay
Company Secretary

Date: May 29, 2025

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