Registered Office
1202, 12th Floor,
First International Financial Centre
G-Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 098.
CIN No.: U99999MH2000PTC126657

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Citigroup Global Markets India Private Limited

ANNUAL GENERAL MEETING OF CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED

Notice is hereby given that the 25th Annual General Meeting ("AGM") of the Members of **Citigroup Global Markets India Private Limited** (the "Company") will be held on Monday, September 29, 2025, at 11.00 am IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business.

Ordinary Business:

1. **To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, consisting of:**
   - Audited Balance Sheet;
   - Audited Statement of Profit and Loss Account;
   - Audited Cash Flow Statement;
   - Audited Notes to Financial Statement;
   - Directors' Report; and
   - Auditors' Report

   and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2025, consisting of Audited Balance Sheet, Audited Statement of Profit and Loss Account, Audited Cash Flow Statement, Audited Notes to Financial Statement, Directors' Report and Auditors' Report, as circulated to the Members, be and are hereby considered and adopted."

Special Business:

2. **Amendment to the Articles of Association of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded for the alteration of the Articles of Association ("AoA") of the Company, by deleting "Clause 133: The Seal" and any reference relating to Common Seal/Seal, from the AoA.

   RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for changing the numbering of the AoA due to deletion of Clause 133.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts,

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deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Registrar of Companies or submission of documents with any other body or authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring to secure any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

3. **Appointment of Mr. Mitul Shah (DIN- 11115107) as Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, if any, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable provisions, if any, the Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company, basis the declarations and confirmations provided, Mr. Mitul Shah (DIN: 11115107), who was appointed as an Additional Director by the Board of Directors with effect from August 14, 2025 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Director of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things and execute all such documents, instruments and writings including filing Forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

On behalf of the Board of Directors
For Citigroup Global Markets India Private Limited

Rahul Navale
Director
DIN: 08304608
Date: September 02, 2025
Place: Mumbai
Registered Office: 1202, 12th Floor, First International Financial Centre,
G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400098

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Notes:

1. The Annual 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 ("the Act") and relevant circulars issued by the Ministry of Corporate Affairs (MCA).

2. The deemed venue for AGM shall be the registered office of the Company.

3. The relevant 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 AGM 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 AGM are not annexed to this Notice. As the AGM is being conducted through VC, for the smooth conduct of proceedings of the AGM, members are encouraged to express their views/send their queries in advance with regard to matters to be placed at the AGM, from their registered e-mail ID, mentioning their full name, Folio No., address and contact number, to cgmsecretarial@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 AGM.

6. Members attending the AGM 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 AGM through VC /OAVM will be opened 15 minutes before and will remain open up to 15 mins after the scheduled start time of the AGM.

8. Corporate Members sending their authorised representative to attend the AGM 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. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and other relevant documents as referred to in this Notice will be available in electronic form for inspection by the Members during the course of the AGM.

10. Instructions for joining the AGM are as follows:

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- Members will be able to attend the AGM 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 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 AGM can contact the Company Secretary/Secretarial Department at cgmsecretarial@citi.com

11. 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 cgmsecretarial@citi.com stating their assent/dissent.

12. In compliance with the MCA Circulars and other applicable regulations, Notice of the AGM along with the Annual Report of the Company for the financial year 2024-25 is being sent only through electronic mode to the members.

13. In case of joint holders, the member whose name appears higher in the order of names as per the Register of Members of the Company, will be entitled to vote at the AGM.

14. Relevant documents referred to in this Notice of AGM 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 AGM and during the AGM. Members may also send email on cgmsecretarial@citi.com to receive documents electronically.

15. The register of members of the Company will remain closed from September 22, 2025 to September 29, 2025 both days inclusive.

16. The resolutions will be taken as passed effectively on the date of Annual General Meeting.

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EXPLANATORY STATEMENT

Explanatory statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 2

Pursuant to the provisions of the Companies Act, 2013, as amended, the use of a common seal by companies has been made optional. In light of this, it is proposed to delete the clause relating to the common seal from the Articles of Association, as it is no longer mandatory and is not required for the Company's operations.

Further, pursuant to the provision of Section 14 of the Companies Act, 2013, alteration of articles requires approval of the members of the Company by way of special resolution at a general meeting. The Board of Directors at its meeting held on September 02, 2025, approved the proposed deletion to the AoA of the Company, subject to the approval of members of the Company.

Accordingly, approval of the members is sought in the manner as set out in the Notice.

A copy of the amended AoA as proposed under the Special Resolution, shall be available for inspection in the manner as stated in the Notice.

The Board recommends the passing of the Special Resolution as set out in item no. 2 for alteration of the AoA of the Company.

None of the directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the passing of this resolution set out in item no. 2 of the Notice.

ITEM NO. 3

Mr. Mitul Shah (DIN-11115107) has been appointed as an Additional Director of the Company with effect from August 14, 2025, under Section 152 and 161 of the Companies Act, 2013 upto the date of Annual General Meeting of the Company.

The Company has received his consent to act as director and declaration that he is not disqualified from being appointed as a director of the Company.

Other relevant details of Mr. Mitul as prescribed under the Companies Act, 2013 and applicable Secretarial Standard for appointment of the Director, as on date of this Notice is given hereunder:

Particulars	**Details**
Name	Mitul Shah
DIN	11115107
Age and Date of Birth	Age: 39 years Date of Birth: 08/11/1985

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Profile including Qualification and Experience	Mr. Mitul joined Citi in 2006. He has over 16 years of Investment Banking experience and is currently responsible for the coverage of Tech Sector in India. He holds a Bachelor's in Management Studies from University of Mumbai. Also, has worked across London and Japan Citi offices. He has led several marquee deals across ECM, DCM and cross border M&A.
Date of first appointment on Board	August 14, 2025
Nationality	Indian
Terms and Conditions of appointment and remuneration sought to be paid	Being appointed as a Director. Remuneration details are with HR
Remuneration paid or last drawn	The details are with HR
Shareholding in the Company	Nil
Relationship with other Directors, Managers or KMPs	Not related
Other Directorships	Nil
Membership / Chairmanship of Committees of other Boards	Nil
No of Board meetings attended	NA

The Board recommends obtaining approval of the Members as an Ordinary Resolution for appointment of Mr. Mitul as a Director effective from August 14, 2025. None of the Directors or Key Managerial Personnel except Mr. Mitul Shah himself, is in any way concerned or interested in this resolution.

On behalf of the Board of Directors
For Citigroup Global Markets India Private Limited

Rahul Navale
Director
DIN: 08304608
Date: September 02, 2025
Place: Mumbai
Registered Office: 1202, 12th Floor, First International Financial Centre,
G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400098