1402, 14th Floor,
First International Financial Centre
G-Block, Bandra-Kurla Complex,
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citi

ANNUAL GENERAL MEETING OF CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED

Notice is hereby given that the 24th Annual General Meeting ("AGM") of the Members of **Citigroup Global Markets India Private Limited** (the "Company") will be held at a shorter notice on Friday, September 27, 2024, at, 5.00 pm 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, 2024, 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 Ordinary Resolution:

   "**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2024, 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."

2. To approve and declare the payment of final dividend of Rs. 565.726667 per equity share, for the financial year ended March 31, 2024 and in this regard, to consider and if thought fit, to pass the following resolution as Ordinary Resolution:

   "**RESOLVED THAT** pursuant to provision of Section 123 of the Companies Act, 2013 read with rules made thereunder, final Dividend of Rs. 424,295,000/- (750,000 Equity shares at Rs. 565.726667 per share) for FY2023-24, as recommended by the Board of Directors of the Company be and is hereby declared and the same be paid to the eligible members of the Company."

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

Rahul Navale
Director
DIN: 08304608
Date: September 03, 2024
Place: Mumbai

Citigroup Global Markets India Private Limited Mumbai 400 098.

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 Ministry of Corporate Affairs ('MCA') has, vide its circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as 'MCA Circulars'), permitted convening the Annual General Meeting ('AGM' / 'Meeting') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ('the Act') read with Rules made thereunder, the AGM of the Company is being held through VC / OAVM.

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

3. 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.

4. 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.

5. Members attending the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. 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.

7. 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.

8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the 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.

9. Instructions for joining the AGM are as follows:

- 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.

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- Members who need technical assistance before or during the AGM can contact the Company Secretary/Secretarial Department at cgmsecretarial@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 cgmsecretarial@citi.com stating their assent/dissent.

11. In compliance with the aforesaid MCA Circulars and other applicable regulations, Notice of the AGM along with the Annual Report of the Company for the financial year 2023-24 is being sent only through electronic mode to the Members.

12. The final dividend if approved will be paid to those Members whose names appear on the register of Members on September 09, 2024.

    Shareholders may note that the Income Tax Act, 1961 (Act), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) (as applicable) at the time of making the payment of final dividend unless exempt under any of the provisions of the Act. In order to provide exemption from withholding of tax, the Members must provide a self-declaration with supporting documents on or before September 27, 2024.

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.

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

Rahul Navale
Director
DIN: 08304608

Citigroup Global Markets India Private Limited
Mumbai
400 098.

Date: September 03, 2024
Place: Mumbai

Registered Office: 1202, 12th Floor, First International Financial Centre, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400098