



## TRANSUNION CIBIL LIMITED

### NOTICE OF AGM

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of **TransUnion CIBIL Limited** will be held on Thursday, August 4, 2022 at 10:30 a.m. IST at the Registered Office of the Company at One World Center, 19<sup>th</sup> Floor, Tower 2A & 2B, 841, Jupiter Textile Mill Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013 to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Statement of Profit and Loss for the financial year ended March 31, 2022, the Balance Sheet as at that date and the Reports of the Board of Directors and Auditors thereon.
2. To note payment of interim dividend and declare final dividend, if any, on Equity Share Capital.
3. To appoint a Director in place of Mr. Abhinav Dhar (DIN: 08523649), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

4. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, Mr. Todd Skinner, who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Associations of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, Mr. David Gilbert, who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Associations of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, Mr. Keith Warren, who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Associations of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, the Independent Directors be paid an annual commission based on participation, involvement & engagement as may be finally decided by the Nomination & Remuneration Committee at the end of FY2022-23 with a limit of Rs. 2,000,000/- for each of the Independent Directors to be paid after approval of the accounts for that year.

**RESOLVED FURTHER THAT** any one of the Director or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, it may consider necessary, expedient or desirable, in order to give effect to this Resolution.”

**By Order of the Board of Directors**

Sd/-

Poonam Nayak

**Company Secretary**

Membership no.: A24698

July 6, 2022

One World Center, 19<sup>th</sup> Floor, Tower 2A and 2B,  
841, Jupiter Textile Mill Compound, Senapati Bapat Marg,  
Lower Parel, Mumbai 400 013

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument appointing the Proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business set out at item nos. 4-7 above, is annexed hereto.
5. Members are requested to bring their Attendance Slip to the Meeting.
6. Members holding shares in the dematerialised form are requested to -
  - (i) notify all changes with respect to their address, email id, ECS mandate and bank details to their Depository Participant.
  - (ii) write their Client ID and DP ID Numbers on the attendance slip for attending the Meeting.
7. A Member having any query relating to the enclosed Annual Accounts is requested to send the same to the Company Secretary at the Registered Office of the Company at least 10 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
8. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the members at the Registered Office of the Company during office hours on all days except Saturdays, Sundays and public holidays; between 11.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.
9. Dividend, if declared, shall be paid within 30 days from the date of the Meeting and the shareholders whose name appears in Register of Members as on the date of the Meeting shall be entitled to receive such Dividend.



## **EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item Nos. 4, 5 & 6**

In terms of Article 336.1 of the amended Articles of Association (AOA), shareholder(s) holding singly or jointly 15% equity shares of the Company, can nominate a Director on the Board of Directors of TUCIBIL.

Accordingly, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Article 336.1 of the Articles of Association of the Company, Mr. Todd Skinner, Mr. David Gilbert and Mr. Keith Warren nominated by TransUnion (Mauritius) Limited were appointed on the Board of TUCIBIL to hold office up to the date of the ensuing Annual General Meeting.

The Company has received notice in writing from TransUnion (Mauritius) Limited, member, proposing the candidature of the afore mentioned directors, for the office of the Directors pursuant to the provisions of Section 160 of the Companies Act, 2013.

### **Details of Mr. Todd Skinner:**

**Date of birth:** January 8, 1970

**Date of Appointment:** January 17, 2022

**Qualification:** Kellogg School of Management, Chicago (Master of Business Administration), Richard Ivey School of Business, University of Western Ontario (Ivey Executive Education), St. Mary's University, Halifax, Nova Scotia (Bachelor of Commerce)

**Expertise in specific functional area:** Mr. Todd Skinner is the President - TransUnion International who has expertise in areas of Executive / Client Engagement / Operations / Business Unit Management. Todd is an inspiring results-driven leader who connects well with employees at all levels and focuses his team on the toughest business challenges by getting personally involved to exceed targets.

#### **List of companies in which outside directorships held:**

Cliffside Capital  
Buro de Credito

**Chairperson/Member of the Committee of Board of Directors of the Companies:** NIL

**Shareholding in the Company:** NIL

### **Details of Mr. David Gilbert:**

**Date of birth:** January 3, 1969

**Date of Appointment:** March 10, 2022

**Qualification:** Certified Public Accountant, Illinois US, Bachelor of Business Administration – Accounting, Loyola University of Chicago

**Expertise in specific functional area:** Mr. David Gilbert is a finance executive leader with strong emphasis on analytical decision making, business partnering and team development. He drives growth strategies and profitability improvement by understanding critical business drivers to deliver highly actionable insights. He is known as a team player and trusted advisor driving positive change by demonstrating a high level of integrity, commitment and critical thinking to all efforts.

#### **List of companies in which outside directorships held:**

Centro de Informacion y Estudios Estratrgicos Empresariales S.A. (CIEEE)  
Trans Union S.A.  
TransUnion El Salvador, S.A. de C.V.  
Soluciones de Informatica de Centroamerica (SICE) S.A.  
Trans Union Gautemala, S.A.  
TransUnion Soluciones de Informacion Chile S. A.  
TransUnion Honduras Buro de Credito, S. A.  
TransUnion Asia Ltd.  
TransUnion Limited  
Trans Union Software Services Private Limited

Trustev Limited  
TransUnion Central America, S.A.  
TransUnion de Puerto Rico, Inc.  
TransUnion Nicaragua S.A.  
TransUnion Africa (Pty) Ltd.  
TransUnion Soluciones de Informacion, S. de R L de C V  
TransUnion UK Holdings Limited  
Vail Holdings UK Limited  
TransUnion Information Group Limited  
TransUnion International UK Limited  
Crown Acquisition Bidco Limited  
Crown Acquisition Consumer Limited  
Crown Acquisition Midco 2 Limited  
Crown Acquisition Midco Limited  
Crown Acquisition Topco Limited

**Chairperson/Member of the Committee of Board of Directors of the Companies:** NIL

**Shareholding in the Company:** NIL

**Details of Mr. Keith Warren:**

**Date of birth:** September 27, 1968

**Date of Appointment:** June 20, 2022

**Qualification:** Dual Bachelor of Science Degrees (Syracuse University), Juris Doctor (University of Richmond)

**Expertise in specific functional area:** Mr. Keith Warren is the Chief Risk & Compliance Officer at TransUnion. He has 20+ years of experience with complex multi-national financial institutions (including Bank of America, Chase, and Barclays). He has held leadership roles in Legal, Compliance, Risk, Data Management Controls (first line of defence risk).

**List of companies in which outside directorships held:** NIL

**Chairperson/Member of the Committee of Board of Directors of the Companies:** NIL

**Shareholding in the Company:** NIL

It may be noted as per declarations received from Mr. Todd Skinner, Mr. David Gilbert and Mr. Keith Warren, they are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have complied with the requirements of obtaining the Directors Identification Number in terms of the Section 153 of the Act. The Company has received the requisite forms DIR-2 and DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming their eligibility for such appointments.

Except for Mr. Todd Skinner, Mr. David Gilbert, Mr. Keith Warren and other TransUnion (Mauritius) Limited appointed directors, none of the other Directors of the Company are concerned or interested in the resolutions set out in Item Nos. 4, 5 & 6 of the Notice.

The Board recommends the Resolutions set out at Item Nos. 4, 5 & 6 of the Notice for your approval.

**Item No. 7:**

The Board of Directors have proposed to pay an annual commission to the Independent Directors based on their participation, involvement & engagement as may be finally decided by the Nomination & Remuneration Committee at the end of FY2022-23 with a limit of Rs. 2,000,000/- for each of the Independent Directors to be paid after approval of the accounts for that year.

Except for Mr. V K Viswanathan and Mr. Shanker Annaswamy, none of the other Directors of the Company are concerned or interested in the resolution set out in Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for your approval.

**By Order of the Board of Directors**

Sd/-

Poonam Nayak

**Company Secretary**

Membership no.: A24698

July 6, 2022

One World Center, 19<sup>th</sup> Floor, Tower 2A and 2B,  
841, Jupiter Textile Mill Compound, Senapati Bapat Marg,  
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