



TRANSUNION CIBIL LIMITED

NOTICE OF AGM

Notice is hereby given that the Nineteenth Annual General Meeting of the Members of **TransUnion CIBIL Limited** will be held on Thursday, August 8, 2019 at 10:30 a.m. at the Registered Office of the Company at One Indiabulls Centre, 19th Floor, Towers 2A & 2B, Jupiter Textile Mills, 841 Senapati Bapat Marg, Elphinstone Road, 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, 2019, 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. Anand Pathak, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Madhumita Ganguli, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to Sections 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013, or subject to such modification and re-enactment thereof and RBI inspection recommendations and the amendments to the Restated Shareholders Agreement, the new set of altered Memorandum of Association and Articles of Association of the Company be and is hereby read and adopted by the shareholders of the Company;

RESOLVED FURTHER THAT Mr. Satish Pillai, Managing Director & CEO of the Company be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies”.

By Order of the Board of Directors

Sd/-

Satish Pillai

Managing Director & CEO

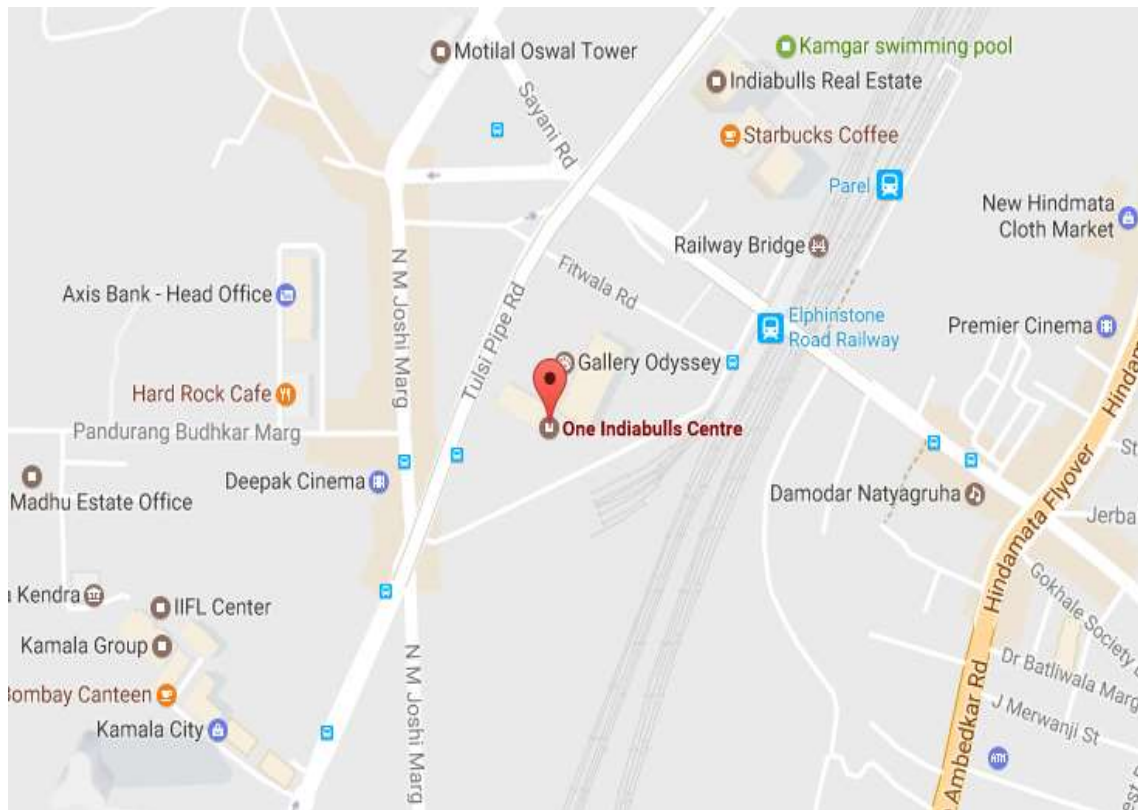
DIN No.: 03511106

June 28, 2019

One Indiabulls Centre, 19th Floor, Towers 2A & 2B,
Jupiter Textile Mills, 841 Senapati Bapat Marg,
Elphinstone Road, Mumbai 400013

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 no. 5 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 No. 5

Pursuant to the RBI inspection recommendations and the amendments to the Restated Shareholders Agreement, certain changes are proposed to be carried out to the Memorandum of Association and Articles of Association of the Company.

The proposed new draft of Memorandum of Association and Articles of Association of the Company is 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. to 4.00 p.m. up to the date of the Annual General Meeting.

The Board recommends the Resolution set out at Item No. 5 of the Notice for your approval.

By Order of the Board of Directors

Sd/-

Satish Pillai

Managing Director & CEO

DIN No.: 03511106

June 28, 2019

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