TRANSUNION CIBIL LIMITED

NOTICE OF AGM

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of **TransUnion CIBIL Limited** will be held on Wednesday, July 22, 2026 at 04:00 p.m. IST at TUCIBIL Office, Aspire Room, One World Center, 19th Floor, Tower 2A and 2B, 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, 2026, 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. William Flynn (DIN: 09685866), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Mr. Todd Skinner (DIN: 09470096), who retires by rotation and being eligible, offers himself for re-appointment.

5. 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 Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (the Rules), including any statutory modification(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors M/s. Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants, Firm Registration No. 304026E/E-300009, be and are hereby re-appointed as the statutory auditors of the Company for a period of four years from the conclusion of the 26th Annual General Meeting till the conclusion of the 30th Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors in consultation with them."

SPECIAL BUSINESS:

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. Shawn Ellis (DIN: 11513353), who was appointed as an Additional Director with effect from January 30, 2026 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Associations of the Company, be and is hereby appointed as a Non-Executive 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 an **Ordinary 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 FY2026-27 with a limit of Rs. 3,599,680/- for each of the Independent Directors to be paid after approval of the accounts for that year."

By Order of the Board of Directors
Sd/-
Poonam Nayak
Company Secretary
Membership no.: A24698
June 23, 2026
One World Center, 19th Floor, Tower 2A and 2B,
Senapati Bapat Marg, Lower Parel, 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 for item nos. 6 & 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 No. 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 the Company.

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. Shawn Ellis nominated by TransUnion (Mauritius) Limited was appointed on the Board of the Company to hold office up to the date of the ensuing Annual General Meeting.

Details of Mr. Shawn Ellis:

Date of birth: February 22, 1976

Date of Appointment: January 30, 2026

Qualification: Bachelor's degree from University of Georgia Terry School of Business

Expertise in specific functional areas: 25+ years total of financial services, technology and governance roles with large global financial institutions (HSBC & Capital One). 12 years working within a global credit bureau organization with product, security and deep technology experience.

List of companies in which outside directorships held: Transunion Asia Limited & Neustar Hong Kong Limited

Chairperson/Member of the Committee of Board of Directors of the Companies: Nil

Shareholding in the Company: NIL

In the opinion of the Board, Mr. Shawn Ellis fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and that he is independent of the Management. He is not related to any Director or Key Managerial Personnel of the Company.

Except for Mr. Shawn Ellis and other TransUnion (Mauritius) Limited appointed directors, none of the Directors of the Company are concerned or interested in the resolution set out in Item No. 6 of the Notice.

The Board recommends the Resolution set out in Item No. 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 FY2026-27 with a limit of Rs. Rs. 3,599,680/- for each of the Independent Directors to be paid after approval of the accounts for that year.

Except for Mr. Kannan Narayanan Srinivasa, Ms. Ketaki Bhagwati and Mr. Sanjay Prasad, 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 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
June 23, 2026
One World Center, 19th Floor, Tower 2A and 2B,
Senapati Bapat Marg, Lower Parel, Mumbai 400013