

TRANSUNION CIBIL LIMITED

NOTICE OF AGM

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Members of **TransUnion CIBIL Limited** will be held on Monday, July 1, 2024 at 11:00 a.m. IST at TUCIBIL Office, Shivaji Park Room, One World Center, T2A, 3rd Floor, 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, 2024, 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. David Gilbert (DIN: 08512301), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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:

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. William Flynn (DIN no. 09685866), 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, 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 pursuant to Sections 149, 150, 152 and 161(1) and all other applicable provisions, if any, of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof read with Schedule IV of the Act, Mr. Sanjay Prasad (DIN no. 02075762) who was appointed as Additional Director (Independent Director) by the Board of Directors be and is hereby appointed as an Independent Director on the Board of the Company for term of 5 years w.e.f. April 1, 2024 up to March 31, 2029.”

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 FY2024-25 with a limit of Rs. 3,214,000/- 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

May 30, 2024

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 at item nos. 5-7 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. 5

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. William Flynn nominated by TransUnion (Mauritius) Limited was appointed on the Board of TUCIBIL to hold office up to the date of the ensuing Annual General Meeting.

Details of Mr. William Flynn:

Date of birth: September 22, 1968

Date of Appointment: February 7, 2024

Qualification: 1993-1994 Guildford College of Law Solicitor's Legal Practice Course, 1989-1993 London Law Degree, LLB (Hons) 2:1

Expertise in specific functional area: Mr. Flynn is Senior Vice President & Deputy General Counsel - International for TransUnion. In this role, he is responsible for providing legal and business guidance for all of TransUnion's International legal teams and serves on the Boards of several of our legal entities. Prior to joining TransUnion in 2020, Mr. Flynn was Group General Counsel for Lowell Group, CapQuest Limited and he served as Chief Compliance Officer, EMEA for GE Capital and Europe Legal Director for Zurich Financial Services. Mr. Flynn is a UK qualified solicitor with over 25 years' experience and is a graduate from Brunel University London majoring in Law. Mr. Flynn has been advising and a director of global consumer financial services companies for over 25 years operating globally in a variety of high profile businesses and working closely with regulators and has been an Approved Person and Senior manager validated by the UK FCA for over 15 years.

List of companies in which outside directorships held:

Trans Union Consumer Solutions, LLC
Trans Union International, Inc.
TransUnion Exchange LLC
TransUnion Financing Corporation
TransUnion Global Holdings LLC
TransUnion International Holdings LLC
TransUnion Intermediate Holdings, Inc.
Trans Union LLC
Trans Union of Canada, Inc.
Transunion Soluciones de Informacion Chile S.A.
Centro de Informacion y Estudios Estrategicos Empresariales S.A. (CIEEE)
Trans Union S.A.
TransUnion El Salvador, S.A.de C.V.
Neustar GmbH
TransUnion Limited
CyberScout Ventures Ltd.
Trustev Limited
TransUnion (Mauritius) Limited
STS Vail Beheeren Administracion S. de. R.L. de C.V.
Trans Union CRIF Decision Solutions S.A.de C.V.
TransUnion Reverse Exchange S. de RL de CV
TransUnion Soluciones de Informacion, S. de R L de C V
Trans Union de Puerto Rico
TransUnion Africa (Pty) Ltd.
TransUnion Africa Holdings (Pty) Ltd.
TransUnion Global Capability Center Africa Pty Ltd.
Argus Information and Advisory Services UK Ltd
Callcredit Marketing Ltd.
Crown Acquisition Bidco Limited

Cyberscout Limited
DecisionMetrics Limited
MarketShare Partners EMEA
Neustar Technologies Limited
TransUnion Information Group Limited
TransUnion Global Funding Limited
TransUnion International UK Limited
Vail Holdings UK Ltd.
Iovation Limited
Signal (UK) Limited

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. William Flynn, he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has 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 his eligibility for such appointment.

Except for Mr. William Flynn and other TransUnion (Mauritius) Limited appointed directors, none of the other Directors of the Company are concerned or interested in the resolution set out in Item No. 5 of the Notice.

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

Item No. 6

The Board of Directors of the Company, based on the recommendation of the Nomination & Remuneration Committee, via a circular resolution passed on April 1, 2024, had approved the appointment of Mr. Sanjay Prasad (DIN no. 02075762) as an Independent Director of the Company for a period of 5 years with effect from April 1, 2024 upto March 31, 2029.

As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made there under, an Independent Director can be appointed for a term of 5 years by obtaining approval of the shareholders by way of a resolution.

It may be noted that as per declarations received from Mr. Sanjay Prasad, he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has complied with the requirements of obtaining the Directors Identification Number in terms of 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 his eligibility for such appointment.

It may further be noted that as per declarations received from Mr. Sanjay Prasad, he is not disqualified from being appointed as an Independent Director in terms of Section 149(6) of the Act.

Details of Mr. Sanjay Prasad:

Date of birth: October 17, 1962

Date of Appointment: April 1, 2024

Qualification: BE, PGDM

Expertise in specific functional area: Engineer - MBA by qualification and multi-sectoral exposure in IT & Digital management across BFS, IT/ITES, Energy, FMCG and Automotives. P&L Management in IT-related services for Banking and other domains. MNC experience for over 18 years (Citi, Unilever and Colgate) and membership of Govt Standing Committee (DOT), Management Committee, Risk Review Committee (BFS). Inventor for 2 Granted Patents – Process Automation (First Inventor) & Learning Automation. Recent Certifications – DPDP Act, Smart Mfg Accelerator Program, Life Coaching, Cybersecurity Strategy and Data Science with Python. Trade and Industry Bodies Participation.

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

In the opinion of the Board, Mr. Sanjay Prasad 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.

Mr. Sanjay Prasad shall not be liable to retire by rotation.

Except for Mr. Sanjay Prasad, 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 FY2024-25 with a limit of Rs. Rs. 3,214,000/- for each of the Independent Directors to be paid after approval of the accounts for that year.

Except for Mr. V K Viswanathan, Mr. Shanker Annaswamy 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

May 30, 2024

One World Center, 19th Floor, Tower 2A and 2B,
Senapati Bapat Marg, Lower Parel, Mumbai 400013