

TRANSUNION CIBIL LIMITED

NOTICE OF AGM

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of **TransUnion CIBIL Limited** will be held on Thursday, July 10, 2025 at 12:00 noon 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, 2025, 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. V. Anantharaman (DIN: 01223191), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Melanie Zimmerman (DIN:10189770), 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 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, Ms. Ketaki Bhagwati (DIN: 07367868) 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. January 31, 2025 up to January 30, 2030 .”

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. Kannan Narayanan Srinivasa (DIN: 00066009) 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. January 31, 2025 up to January 30, 2030.”

7. 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. Bhavesh Jain (DIN: 10880945), who was appointed as an Additional Director with effect from December 20, 2024 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.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is

hereby accorded for appointment of Mr. Bhavesh Jain (DIN: 10880945), as Managing Director and CEO of the Company for a period of 5 (Five) years with effect from December 20, 2024 to December 19, 2029 not liable to retire by rotation.

RESOLVED FURTHER THAT the total fixed annual remuneration for Mr. Bhavesh Jain, Managing Director & CEO will be INR 24,790,275/- and apart from this remuneration, he shall be eligible for performance linked bonus, allowances and perquisites as per applicable rules of the Company, which will bring the total Cost to Company to an amount not exceeding INR 50,336,934/- per annum (actual payout of performance bonus shall vary depending on the performance rating determined at the end of the year), subject to his total remuneration not exceeding the ceiling as prescribed under Section 197 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company, upon recommendation of Nomination and Remuneration Committee constituted thereof, be and is hereby authorised from time to time, to amend, alter or otherwise vary the terms and conditions of the appointment of Mr. Bhavesh Jain including remuneration, provided that such remuneration shall not exceed the maximum limits for payments of managerial remuneration as may be admissible to him within the overall limits specified in the Act as existing or as amended, modified or re-enacted from time to time by the Government of India, as the Board of Directors of the Company and / or Remuneration Committee, constituted thereof may deem fit.”

8. 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 FY2025-26 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

June 5, 2025

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. 5-8 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

The Board of Directors of the Company, based on the recommendation of the Nomination & Remuneration Committee, had approved the appointment of Ms. Ketaki Bhagwati (DIN: 07367868) as an Independent Director of the Company for a period of 5 years with effect from January 31, 2025 up to January 30, 2030.

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 Ms. Ketaki Bhagwati, she 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 her eligibility for such appointment.

It may further be noted that as per declarations received from Ms. Ketaki Bhagwati, she is not disqualified from being appointed as an Independent Director in terms of Section 149(6) of the Act.

Details of Ms. Ketaki Bhagwati:

Date of birth: January 26, 1964

Date of Appointment: January 31, 2025

Qualification: B.A. (Political Science), Master of Public Administration (MPA)

Expertise in specific functional areas: Banking & Financial Services, Emerging Markets, Global Business Development, Strategy, M&A, Cross-Border Financing, Private Equity, ESG, Governance, CSR, Investments, Debt & Corporate Restructuring, Credit & Risk Management, Economics, Public Policy.

List of companies in which outside directorships held: Kotak Mahindra Bank Limited

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

SN	Name of the Company	Name of the Board Committee(s)
1.	Kotak Mahindra Bank Limited	<ul style="list-style-type: none">• Credit and Investment Committee, Chairperson• Subsidiary Oversight and Governance Committee, Chairperson• Audit Committee, Member• Special Committee of the Board for monitoring and follow-up of Frauds, Member• Review Committee for classification and declaration of borrowers as Willful defaulters, Member

Shareholding in the Company: NIL

In the opinion of the Board, Ms. Ketaki Bhagwati fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and that she is independent of the Management. She is not related to any Director or Key Managerial Personnel of the Company. Ms. Ketaki Bhagwati shall not be liable to retire by rotation.

Except for Ms. Ketaki Bhagwati, none of the 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 in 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, had approved the appointment of Mr. Kannan Narayanan Srinivasa (DIN:

00066009) as an Independent Director of the Company for a period of 5 years with effect from January 31, 2025 up to January 30, 2030.

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. Kannan Narayanan Srinivasa, 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. Kannan Narayanan Srinivasa, he is not disqualified from being appointed as an Independent Director in terms of Section 149(6) of the Act.

Details of Mr. Kannan Narayanan Srinivasa:

Date of birth: June 30, 1965

Date of Appointment: January 31, 2025

Qualification: BE (Hons.), PGDM, CFA (ICFAI)

Expertise in specific functional areas: Financial Services, Banking, Insurance, Strategy, Corporate Governance, Risk Management, Public Policy.

List of companies in which outside directorships held:

Wipro Limited
National Bank for Financing Infrastructure and Development
Bangalore International Airport Limited
JioBlackRock Asset Management Private Limited

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

SN	Name of the Company	Name of the Board Committee(s)
1.	National Bank for Financing Infrastructure and Development	<ul style="list-style-type: none"> • Audit Committee, Member • Executive Committee, Member • IT Strategy Committee, Chairperson • Special Committee for Monitoring and Follow up of Frauds, Member • Review Committee for Identification of Wilful Defaulter, Member
2.	Bangalore International Airport Limited	<ul style="list-style-type: none"> • Audit Committee, Chairperson • Nomination and Remuneration Committee, Member • Finance Sub Committee, Chairperson
3.	Wipro Limited	<ul style="list-style-type: none"> • Audit, Risk and Compliance Committee, Member
4.	Jio BlackRock Asset Management Private Limited	<ul style="list-style-type: none"> • Audit Committee, Member • Risk Management Committee, Member • Nomination & Remuneration Committee, Member

Shareholding in the Company: NIL

In the opinion of the Board, Mr. Kannan Narayanan Srinivasa 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. Kannan Narayanan Srinivasa shall not be liable to retire by rotation.

Except for Mr. Kannan Narayanan Srinivasa, 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 of the Company, based on the recommendation of the Nomination & Remuneration Committee, had approved the appointment of Mr. Bhavesh Jain (DIN: 10880945) as the CEO with effect from December 10, 2024 and as the Managing Director (Additional) Director of the Company for a period of 5 years with effect from December 20, 2024.

It may be noted that as per declarations received from Mr. Bhavesh Jain, 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.

Details of Mr. Bhavesh Jain:

Date of birth: August 22, 1980

Date of Appointment: December 20, 2024

Qualification: MMS from Welingkar institute of Management, Senior executive leadership programme from Harvard Business School.

Expertise in specific functional areas: Credit Information, Data Analytics, Strategic Planning, Business Development, Operations, Financial Services Industry.

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. Bhavesh Jain 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. Bhavesh Jain shall not be liable to retire by rotation.

Except for Mr. Bhavesh Jain, none of the 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 in Item No. 7 of the Notice for your approval.

Item No. 8

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 FY2025-26 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. 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. 8 of the Notice.

The Board recommends the Resolution set out at Item No. 8 of the Notice for your approval.

By Order of the Board of Directors

Sd/-

Poonam Nayak

Company Secretary

Membership no.: A24698

June 5, 2025

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