

Date: December 13, 2024

To,
Ms. Ketaki Bhagwati
Address: 1177 22ND ST, NW #8E,
Washington DC 20037, USA

Subject: **Appointment as Independent Director on the Board of Directors of the Company**

Dear Ms. Bhagwati

We are pleased to inform you that the Board of Directors of the Company, at their meeting held on November 21, 2024, have appointed you as an Additional Director of the Company in the category of an Independent Director with effect from January 31, 2025 for a period of 5 consecutive years, subject to the approval of Members.

This letter is being issued outlining the terms of your appointment, subject to the provisions as laid down under Schedule IV to the Companies Act, 2013.

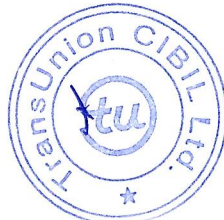
A. Preliminary

Your appointment is subject to the following:

1. You will submit a declaration in the beginning of every financial year under Section 149(7) of the Companies Act, 2013 ("the Act") during your tenure confirming whether you meet the criteria of Independence.
2. You will promptly inform the Board of any change in the status of Independence.
3. So long as you are Independent Director of the Company, the number of Companies in which you hold office as a director or chairman, or committee member shall not exceed the upper limit stipulated under the Act or any other Law.
4. So long as you are Independent Director of the Company, you will ensure that you do not get disqualified to act as a director pursuant to the provisions of Section 164 of the Act.
5. You will ensure compliance with other provisions of the Act or any other Law as applicable to you as an independent Director.
6. You will not be an employee of the Company and this letter shall not constitute a contract of employment.

B. Term

You have been appointed as an Additional Director of the Company in the category of an Independent Director on the Board of Directors of the Company with effect from January 31, 2025 for a period of 5 consecutive years, subject to the approval of the Shareholders at the ensuing Annual General Meeting of the Company. Your office shall not be liable to retire by rotation in accordance with the provisions of the Act.



Re-appointment at the end of the term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Board and Members of the Company.

C. Role on Board & Committees

Your joining our Board will enrich the deliberations and your breadth and depth of experience in various fields will be an invaluable input to our strategic direction.

You may be nominated on one or more committees of the Board and in such event, you will be provided with the relevant Committee's terms of reference and any specific responsibilities.

D. Code of Conduct

1. You are required to follow the "Code for Independent Director" as per Schedule IV to the Act and the "TUCIBIL Code of Conduct for Board of Directors and Senior Management".
2. You shall abide by the guidelines of professional conduct, role, function and duties as an Independent Director as provided in Schedule IV to the Act.
3. You are required to make disclosure of your interest as per the requirements of Section 184 of the Act.
4. You are also required to honor the various duties entrusted on a Director pursuant to Section 166 of the Act and on Independent Director pursuant to Schedule IV to the Act.

E. Performance Evaluation

Your re-appointment or extension of term and your remuneration will be recommended by the Nomination & Remuneration Committee to the Board pursuant to performance evaluation carried out by the Board.

F. Confidentiality

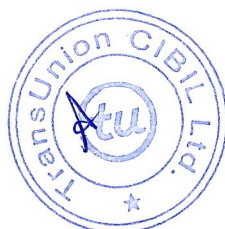
You will apply the highest standards of confidentiality and not disclose to any person or company (whether during the course of the tenure as Independent Director or at any time after its cessation), any confidential information concerning the Company with which you come into contact by virtue of your position as a Director except as permitted by law.

G. Remuneration:

1. You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board from time to time within the limits prescribed under the Act.
2. You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board/ Committee meetings, general meetings and in relation to the business of the company towards hotel accommodation, travelling and other out-of-pocket expenses.
3. You will also be entitled to an annual commission based on your participation, involvement & engagement as may be finally decided by the Company at the end of the financial year and such commission shall be paid after approval of the accounts for that year.

H. Insurance


The Directors would be covered/ indemnified as per the policy of the Company.



I. General

All the terms as mentioned above including your appointment, sitting fees, professional conduct, role and functions, duties and evaluation shall be governed by the Act and Rules made thereunder, as amended from time to time.

Yours faithfully,
For **TransUnion CIBIL Limited**


V Anantharaman
Chairperson

