

Date: April 3, 2024

To,  
Mr. Sanjay Prasad  
Flat 1K, Santosh Garden,  
8 PC Sorcar Sarani, Ballygunge  
Kolkata 700019

Subject: **Appointment on the Board of Directors of the Company**

Dear Mr. Prasad,

We are pleased to inform you that the Board of Directors of the Company, via a circular resolution passed on April 1, 2024, has appointed you as an Additional Director of the Company in the category of an Independent Director with effect from April 1, 2024 and subject to the approval of Members at their Annual General Meeting.

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 ("the Act").

#### **A. Preliminary**

Your appointment is subject to the following:

1. You shall submit a declaration in the beginning of every financial year under Section 149(7) of the Act during your tenure confirming whether you meet the criteria of Independence.
2. You shall 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.
4. So long as you are Independent Director of the Company, you shall ensure that you do not get disqualified to act as a director pursuant to the provisions of Section 164 of the Act.
5. You shall ensure compliance with other provisions of the Act as applicable to you as an independent Director.

#### **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 April 1, 2024 for the period of 5 (Five) years. 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 & Remuneration Committee and subject to approval of the Board and Shareholders 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 of 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 of the Act.
3. You are required to make disclosure of your interest as per the requirements of Section 184 of 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



**Rajesh Kumar Rathanchand**  
**Managing Director & CEO**

