

TRANSUNION CIBIL LIMITED

NOTICE OF AGM

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of **TransUnion CIBIL Limited** will be held on Monday, July 10, 2023 at 02:30 p.m. IST at the Registered Office of the Company at One World Center, 19th Floor, Tower 2A & 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, 2023, 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. Todd Skinner (DIN: 09470096), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. 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. V Anantharaman, who was appointed as an Additional (Non-Executive) Director and Chairman of the Board of Directors pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Associations of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Additional (Non-Executive) Director and Chairman of the Board of Directors of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT any one Director of the Company and / or the Company Secretary be and are hereby severally authorised to sign and file requisite forms under the Companies Act, 2013 with respect to the appointment of Mr. V Anantharaman on the Board of the Company.”

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, Ms. Melanie Zimmerman, 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 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any one Director of the Company and / or the Company Secretary be and are hereby severally authorised to sign and file requisite forms under the Companies Act, 2013 with respect to the appointment of Ms. Melanie Zimmerman on the Board of the Company.”

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special 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 FY2023-24 with a limit of Rs. 2,500,000/- for each of the Independent Directors to be paid after approval of the accounts for that year.

RESOLVED FURTHER THAT any one of the Director or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, it may consider necessary, expedient or desirable, in order to give effect to this Resolution.”

By Order of the Board of Directors

Sd/-

Poonam Nayak

Company Secretary

Membership no.: A24698

June 1, 2023

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. 4-6 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. 4

The Board of Directors of the Company upon recommendation received from the Nomination & Remuneration Committee has approved the appointment of Mr. V Anantharaman as an Additional (Non-Executive) Director & Chairman of the Company with effect from June 2, 2023.

The Company has received a notice in writing from TransUnion (Mauritius) Limited, member, proposing the candidature of the afore mentioned director, for the office of Director pursuant to the provisions of Section 160 of the Companies Act, 2013.

Details of Mr. V Anantharaman:

Date of birth: May 1, 1964

Date of Appointment: June 2, 2023

Qualification: Post Graduate Diploma in Business Management, Xavier Institute of Management, Jamshedpur, India. Bachelor of Engineering, Metallurgy Engineering, Honors, Jadavpur University, India. FT Non-Executive Director Diploma - Pearson SRF BTEC Level 7 Advanced Professional Diploma ESG Competent Boards Certificate & Designation (GCB.D).

Expertise in specific functional area: Mr. V. Anantharaman has over 30 years of experience in the financial services sector having led corporate and investment banking teams in leading international firms including Standard Chartered Bank, Credit Suisse, Deutsche Bank and Bank of America. Mr. Anantharaman is actively involved with start-ups and is mentoring early stage companies in India, Singapore and the UK in areas such as artificial intelligence, block chain and risk management. He is an Independent Director on the boards of The Indian Hotels Company Limited (IHCL), a leading Indian hospitality company that manages a global portfolio of hotels and resorts; Axis Asset Management Company, one of the leading asset management companies in India, Ecom Express Private Ltd, a technology enabled logistics provider that operates throughout India, and IIFL Home Finance Ltd, one of India's largest non-bank affordable housing lenders. He was previously an Independent Director at Active Intelligence, a fintech business in Singapore, and on the LP Advisory Committee of Chiratae Ventures (formerly IDG Ventures) in India. He is also an Advisor to Lighthouse Funds, a mid-market consumer and healthcare focused private equity fund.

List of companies in which outside directorships held:

The Indian Hotels Company Limited
Ecom Express Limited
Axis Asset Management Company Limited
IIFL Home Finance Limited
Ihoco BV, Netherlands

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

SN.	Name of the Company	Name of Committee	Chairman/Member
1.	The Indian Hotels Company Limited	Audit Committee Risk Committee Nomination & Remuneration Committee Stakeholder Relationship Committee CSR and Sustainability (ESG) Committee	Member Member Member Chairman Chairman
2.	Ecom Express Limited	Audit Committee Risk Committee Nomination & Remuneration Committee CSR Committee Stakeholder Relationship Committee	Member Member Member Member Chairman
3.	Axis Asset Management Company Limited	Nomination & Remuneration Committee CSR Committee Risk Committee Audit Committee	Member Member Member Chair

Shareholding in the Company: NIL

It may be noted as per declarations received from Mr. V Anantharaman, 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. V Anantharaman, none of the other Directors of the Company are concerned or interested in the resolution set out in Item No. 4 of the Notice.

The Board recommends the Resolution set out at Item No. 4 of the Notice for your approval.

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, Ms. Melanie Zimmerman 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.

The Company has received a notice in writing from TransUnion (Mauritius) Limited, member, proposing the candidature of the afore mentioned director, for the office of Director pursuant to the provisions of Section 160 of the Companies Act, 2013.

Details of Ms. Melanie Zimmerman:

Date of birth: February 14, 1980

Date of Appointment: Date of allotment of DIN by MCA

Qualification: Bachelors, Business Administration, Georgia State University

Expertise in specific functional area: Ms. Melanie Zimmerman is the Executive Vice President, Global Solutions, TransUnion LLC. She has an experience of 20+ years in data, analytics and technology solutions and services, US and globally, across multiple sectors including financial services, insurance and telecommunications

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

It may be noted as per declarations received from Ms. Melanie Zimmerman, 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 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 her eligibility for such appointment.

Except for Ms. Melanie Zimmerman 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 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 FY2023-24 with a limit of Rs. 2,500,000/- for each of the Independent Directors to be paid after approval of the accounts for that year.

Except for Mr. V K Viswanathan and Mr. Shanker Annaswamy, none of the other Directors of the Company are concerned or interested in the resolution set out in Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for your approval.

By Order of the Board of Directors

Sd/-

Poonam Nayak

Company Secretary

Membership no.: A24698

June 1, 2023

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