



TRANSUNION CIBIL LIMITED
NOTICE OF AGM

Notice is hereby given that the Twenty First Annual General Meeting of the Members of **TransUnion CIBIL Limited** will be held on Thursday, August 5, 2021 at 11:00 a.m. IST through Video Conference 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, 2021, 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. Goutam Sanyal (DIN: 05249209), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Teresa McCafferty (DIN: 02301006), who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint Auditors and to fix their remuneration and, in this connection, to consider, and, if thought fit, to pass with or without modifications, the following resolution as a **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the corresponding provisions of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the Members of the Company be and is hereby accorded to appoint Price Waterhouse & Co Chartered Accountants LLP, having Firm Registration No. 304026E / E-300009, as the Statutory Auditors of the Company for a period of 5 (five) years to hold office from the conclusion of the 21st Annual General Meeting till the conclusion of the 26th Annual General Meeting on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

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 FY2021-22 with a limit of Rs. 1,639,000/- 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 16, 2021

One World Center, 19th Floor, Tower 2A and 2B,
841, Jupiter Textile Mill Compound, Senapati Bapat Marg,
Lower Parel, Mumbai 400 013

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
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 through email at Poonam.Nayak@transunion.com.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business set out above, is annexed hereto.
5. 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.
6. In compliance with the aforesaid MCA Circulars Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report will also be available on the Company’s website www.transunioncibil.com.
7. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
8. Members are requested to vote on the resolutions at the AGM by forwarding their Assent or Dissent by email at Poonam.Nayak@transunion.com.
9. A Member having any query relating to the enclosed Annual Accounts is requested to send the same to the Company Secretary by email at least 10 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
10. Relevant documents referred to in the accompanying Notice and Explanatory Statement can be made available to the Members upon request by email to the Company Secretary.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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 FY2021-22 with a limit of Rs. 1,639,000/- 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 16, 2021

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