



EMPOWERING YOU

CREDIT INFORMATION BUREAU (INDIA) LIMITED

NOTICE OF AGM

Notice is hereby given that the Fourteenth Annual General Meeting of the Members of **Credit Information Bureau (India) Limited** will be held on Tuesday, July 15, 2014 at 11.00 a.m. at the Registered Office of the Company at Hoechst House, 6th Floor, 193, Backbay Reclamation, Nariman Point, Mumbai 400 021 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, 2014, 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. M V Nair, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Maninder Juneja, who retires by rotation and being eligible, offers himself 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 **Special Resolution**:

"**RESOLVED THAT**, pursuant to the provisions of Section 139 of the Companies Act, 2013, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, having ICAI registration number 117366W/ W-100018, the retiring Auditors of the Company, be and are hereby appointed the Auditors of the Company to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting of the Company to examine and audit the Accounts of the Company for the financial year ended 31st March 2015 on such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors."

SPECIAL BUSINESS:

6. 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. David Neenan, who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 119 of 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."

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. Gary Friedlander, who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 119 of 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.”

8. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution:**

“RESOLVED THAT pursuant to Sections 198, 309 and all other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereto (including any statutory modification or re-enactment thereof, for the time being in force), Section 197 of the Companies Act, 2013 and the Articles of Association of the Company and subject to such other approval(s), permissions(s) and/or sanction(s) as may be necessary, the consent and approval of the Company be and is hereby for providing commission/ benefit of value of ₹ 726,640/- (Rupees Seven Lakhs Twenty Six Thousand Six Hundred and Forty only) to the Directors during the FY 2013-14;

RESOLVED FURTHER THAT the Board of Directors of the Company and/or 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 the Non-Executive Directors or of Mr. Arun Thukral, Managing Director, including remuneration, provided that such remuneration shall not exceed the maximum limits for payments of managerial remuneration as may be admissible within the overall limits specified in the Companies 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;

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/-

Arun Thukral
Managing Director
Mumbai, June 10, 2014

NOTES:

- 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.**
- 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.
- 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. 6, 7 and 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. Members who hold shares in physical form are requested to write their Folio Number on the attendance slip for attending the Meeting.
8. 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.
9. 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 1.00 p.m. up to the date of the Annual General Meeting.
10. 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. 6:

In terms of Article 110 of the amended Articles of Association (AOA), shareholder(s) holding singly or jointly 10% equity shares of the Company, can nominate a Director on the Board of Directors of CIBIL. Accordingly pursuant to the provisions of Section 260 of the *erstwhile* Companies Act, 1956 and Article 110 of the Article of Association of the Company respectively, Mr. David Neenan, nominated by TransUnion International Inc., was appointed as Director on the Board of CIBIL to hold office up to the date of the ensuing Annual General Meeting.

The Company has received the requisite notice in writing from TransUnion International Inc., member, proposing his candidature, for the office of the Director pursuant to the provisions of section 160 of the Companies Act, 2013.

It may further be noted as per declaration received from Mr. Neenan, 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.

Further details are contained in the section on Directors seeking appointment/reappointment at the forthcoming AGM in the Corporate Governance section provided as Annexure to the Directors' Report sent along with this Notice.

Except for Mr. David Neenan, Mr. Gary Friedlander, Ms. Renu Karnad and Ms. Teresa McCafferty, (*Directors nominated by TransUnion International Inc.*), 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 at Item No. 6 of the Notice for your approval.

Item No. 7

In terms of Article 110 of the amended Articles of Association (AOA), shareholder(s) holding singly or jointly 10% equity shares of the Company, can nominate a Director on the Board of Directors of CIBIL. Accordingly pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 110 of the Article of Association of the Company respectively, Mr. Gary Friedlander nominated by TransUnion International Inc., was appointed as

Director on the Board of CIBIL to hold office up to the date of the ensuing Annual General Meeting. **Item No. 8**

The Company has received the requisite notice in writing from TransUnion International Inc., member, proposing his candidature, for the office of the Director pursuant to the provisions of section 160 of the Companies Act, 2013.

It may further be noted as per declaration received from Mr. Friedlander, 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.

Further details are contained in the section on Directors seeking appointment/reappointment at the forthcoming AGM in the Corporate Governance Practices provided as Annexure to the Directors' Report sent along with this Notice.

Except for Mr. Gary Friedlander, Mr. David Neenan, Ms. Renu Karnad and Ms. Teresa McCafferty (*Directors nominated by TransUnion International Inc.*), 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 at Item No. 7 of the Notice for your approval.

The Directors of the Company are provided notebook / iPad to enable access to the software procured for smooth conduct of Board meetings using electronic documentation. In terms of the provisions of Section 198 and 309 of the Companies Act, 1956, this form of commission requires approval of the Shareholders.

Except for Mr. Gary Friedlander and Mr. Sridhar Iyer, other Directors of the Company during the year are concerned or interested in the resolution set out in Item No. 8 of the Notice to the extent of the commission that may be received by them in pursuance thereof.

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/-

Arun Thukral
Managing Director
Mumbai, June 10, 2014

6th Floor, Hoechst House
193, Backbay Reclamation
Nariman Point, Mumbai 400 021