



CREDIT INFORMATION BUREAU (INDIA) LIMITED

NOTICE OF AGM

Notice is hereby given that the Sixteenth Annual General Meeting of the Members of **Credit Information Bureau (India) Limited** will be held on Tuesday, July 19, 2016 at 10.30 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, 2016, 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. David Neenan, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Gary Friedlander, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Anand Pathak, who retires by rotation and being eligible, offers himself for re-appointment.
6. 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 2017 on such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors.”

SPECIAL BUSINESS:

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. K Parthasarathy, who was appointed as an Additional Director pursuant to the provisions of Section 161(1) 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 **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. Mohit Kapoor, who was appointed as an Additional Director pursuant to the provisions of Section 161(1) 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.”

9. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **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 Chairperson of the Board and 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 FY2016-17 with a limit of Rs. 10 Lakhs for the Chairperson and Rs. 7.5 Lakhs for the Independent Directors and 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.”

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

“**RESOLVED THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the name of the Company be changed to “TransUnion CIBIL Limited” subject to the approval of the Central Government;

RESOLVED FURTHER THAT Clause I (i.e.; name clause) in the Memorandum of Association of the Company be and is hereby altered by substituting the same with the following:

The name of the Company is TransUnion CIBIL Limited.

RESOLVED FURTHER THAT Mr. Satish Pillai, Managing Director & CEO, Mr. Vivek Kumar Aggarwal, EVP & CFO and Ms. Poonam Nayak, Company Secretary & Senior Manager – Corporate Compliances be and are hereby severally authorized to do the necessary filings with ROC and all such acts, deeds matters and things as may be as may be necessary to do to give effect to this resolution.”

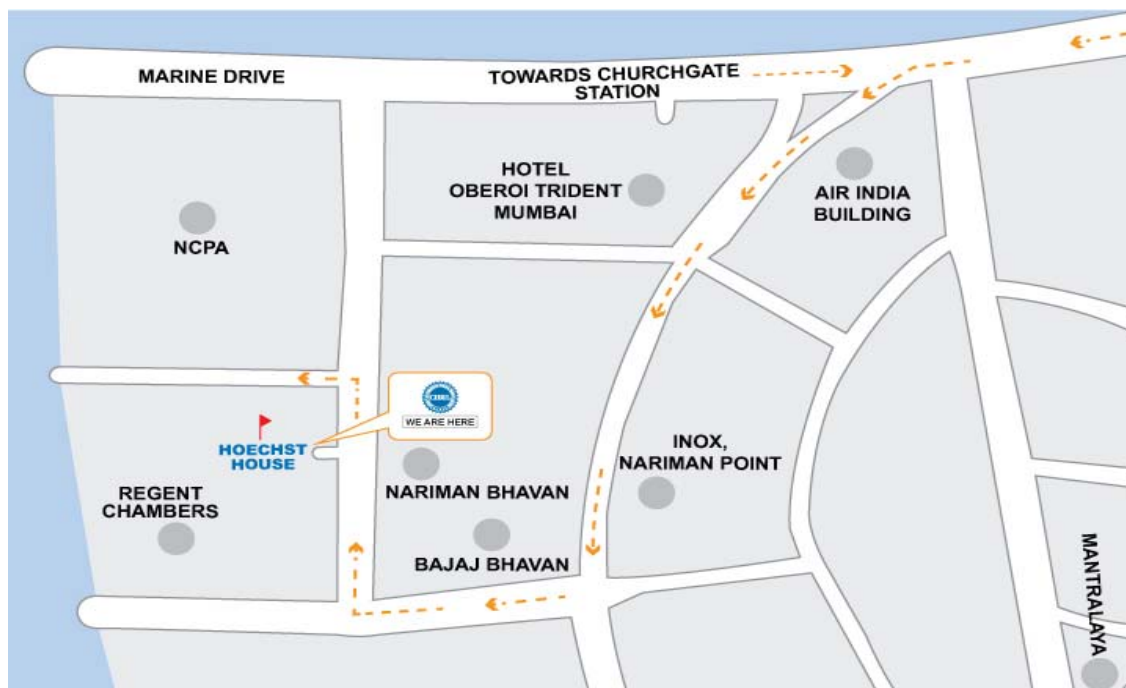
By Order of the Board of Directors

Sd/-
Satish Pillai
Managing Director & CEO
Mumbai, June 16, 2016

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. 7 to 10 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 Nos. 7 & 8

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 161(1) of the Companies Act, 2013 and Article 110 of the Article of Association of the Company, the following Directors nominated by the shareholders were appointed on the Board of CIBIL to hold office up to the date of the ensuing Annual General Meeting:

Name of Director	Name of Shareholder nominating director	Type of Director
Mr. K Parthasarathy	Jointly nominated by Union Bank of India and Indian Overseas Bank	Nominee Director
Mr. Mohit Kapoor	TransUnion International Inc.	Nominee Director

The Company has received notices in writing from Union Bank of India, Indian Overseas Bank and TransUnion International Inc., members, proposing the candidature of the afore mentioned directors, for the office of the Directors pursuant to the provisions of section 160 of the Companies Act, 2013.

It may be noted as per declaration received from Mr. K Parthasarathy and Mr. Mohit Kapoor, they are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have complied with the requirements of obtaining the Directors Identification Numbers 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 their 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 the above mentioned directors and other TU appointed directors, none of the Directors of the Company are concerned or interested in the resolutions set out in Item Nos. 7 & 8 of the Notice.

The Board recommends the Resolutions set out at Item Nos. 7 & 8 of the Notice for your approval.

Item No. 9

The Board of Directors have proposed to pay an annual commission to the Chairperson and Independent Directors based on their participation, involvement & engagement as may be finally decided by the Nomination & Remuneration Committee at the end of FY2016-17 with a limit of Rs. 10 Lakhs for the Chairperson and Rs. 7.5 Lakhs for the Independent Directors, to be paid after approval of the accounts for that year.

Except for Mr. M V Nair, Mr. V K Viswanathan and Mr. Shanker Annaswamy, none of the Directors of the Company are concerned or interested in the resolution set out in Item No. 9 of the Notice.

The Board recommends the Resolution set out at Item No. 9 of the Notice for your approval.

Item No. 10

The Board of Directors of the Company have, at meeting held on June 16, 2016, considered and provided its consent to change the name of the Company to "TransUnion CIBIL Limited" subject to the approval of Shareholders and the Central Government.

Accordingly, Clause I (i.e.; name clause) in the Memorandum of Association of the Company is to be altered by substituting the same with a clause as set out in the notice for approval of the Shareholders of the Company.

An application has been made by the Company to the Central Government in Form Inc. 1 seeking confirmation for availability of this name.

None of the Directors of the Company are concerned or interested in the resolution set out in Item No. 10 of the Notice.

The Board recommends the Resolution set out at Item No. 10 of the Notice for your approval.

By Order of the Board of Directors

Sd/-

Satish Pillai

Managing Director & CEO

Mumbai, June 16, 2016

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