



TRANSUNION CIBIL LIMITED

NOTICE OF AGM

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of **TransUnion CIBIL Limited** will be held on Wednesday, July 19, 2017 at 10.30 a.m. at the Registered Office of the Company at One Indiabulls Centre, 19th Floor, Tower 2A & 2B, Jupiter Textile Mills, 841 Senapati Bapat Marg, Elphinstone Road, 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, 2017, 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 Ms. Madhumita Ganguli, 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 **Special Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013, S. R. Batliboi & Co LLP, Chartered Accountants, having ICAI registration number 301003E/E300005, be and are hereby appointed as 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 2018 on a remuneration plus service tax, any actual out of pocket expenses and any tax consultation fees as may be decided by the Board”

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. Anup Saha, 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.”

7. 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 FY2017-18 with a limit of Rs. 11,00,000/- for the

Chairperson and Rs. 8,25,000/- 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.”

By Order of the Board of Directors

Sd/-

Satish Pillai

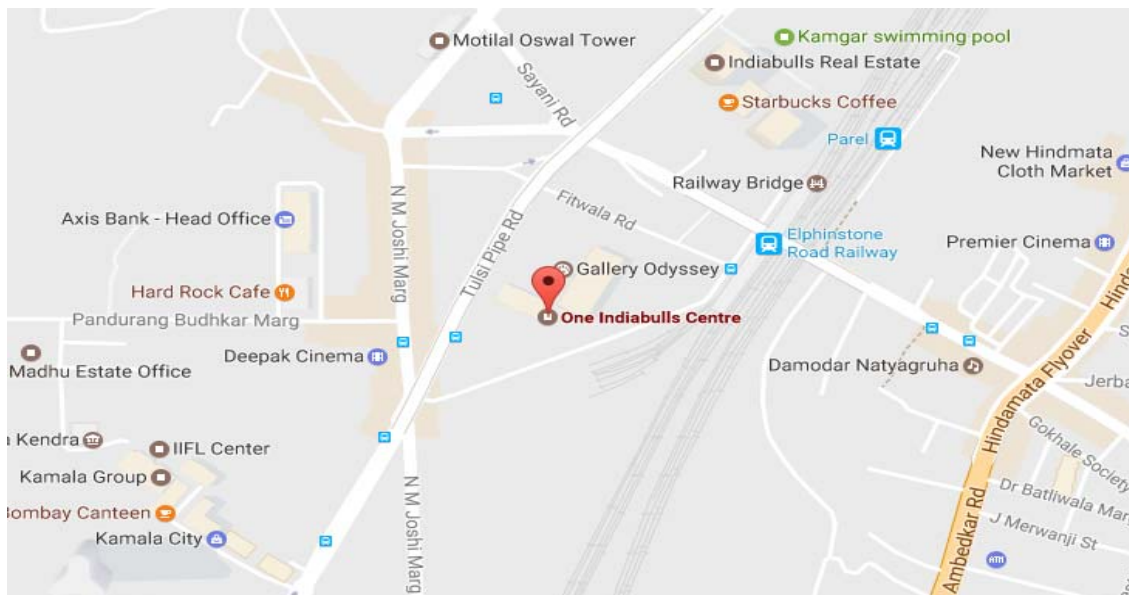
Managing Director & CEO

June 15, 2017

One Indiabulls Centre,
19th Floor, Tower 2A & 2B, Jupiter Textile Mills,
841 Senapati Bapat Marg,
Elphinstone Road, 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. 6 & 7 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 TUCIBIL.

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, Mr. Anup Saha nominated by TransUnion International

Inc. was appointed on the Board of TUCIBIL to hold office up to the date of the ensuing Annual General Meeting.

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

Details of Mr. Anup Saha:

Date of birth: July 14, 1970

Date of Appointment: December 6, 2016

Qualification: Graduate from IIT Kharagpur & Post Graduation from IIM Lucknow

Expertise in specific functional area: Mr. Saha is Senior General Manager at ICICI Bank Ltd. heading the Retail Secured Asset Lending Business.

He started his career in Bharat Heavy Electrical Limited as Production Engineer and worked for around five years. Post doing his post-graduation, he joined a consumer durable company Blow Plast. He moved in to financial services industry by joining State Bank of India and GE Capital.

Being with ICICI Bank for over a decade, he was instrumental in setting up enterprise Business Intelligence unit in the bank and also in bringing transformation in debt servicing practices, process, decision science and end to end technology enablement till the last mile. This lead to significant enhancement for debt servicing effectiveness, efficiency and customer servicing.

List of companies in which outside directorships held: ICICI Home Finance Company Limited

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

Shareholding in the Company: NIL

It may be noted as per declaration received from Mr. Anup Saha, 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. Anup Saha and other TU appointed directors, 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 Resolution set out at Item No. 6 of the Notice for your approval.

Item No. 7

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 FY2017-18 with a limit of Rs. 11,00,000/- for the Chairperson and Rs. 8,25,000/- 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 other 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.

By Order of the Board of Directors

Sd/-
Satish Pillai
Managing Director & CEO
June 15, 2017
One Indiabulls Centre,
19th Floor, Tower 2A & 2B, Jupiter Textile Mills,
841 Senapati Bapat Marg,
Elphinstone Road, Mumbai 400013