



## TRANSUNION CIBIL LIMITED

### NOTICE OF AGM

Notice is hereby given that the Eighteenth Annual General Meeting of the Members of **TransUnion CIBIL Limited** will be held on Monday, July 30, 2018 at 10.30 a.m. at the Registered Office of the Company at One Indiabulls Centre, 19<sup>th</sup> Floor, Towers 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, 2018, 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 Ms. Teresa McCafferty, who retires by rotation and being eligible, offers herself 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 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 and in supersession of the earlier resolution passed by the Shareholders at the AGM held on July 19, 2017, 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 for a term of 5 consecutive years from FY2017-18 to FY2021-22 (with retrospective effect), subject to ratification by Shareholders at every AGM, to examine and audit the accounts of the Company 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. David Neenan, 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 **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. Goutam Sanyal, 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 **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 FY2018-19 and FY2019-20 with a limit of Rs. 1,320,000/- for the Chairperson and Rs. 990,000/- for each of the Independent Directors and the same 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 13, 2018

One Indiabulls Centre,

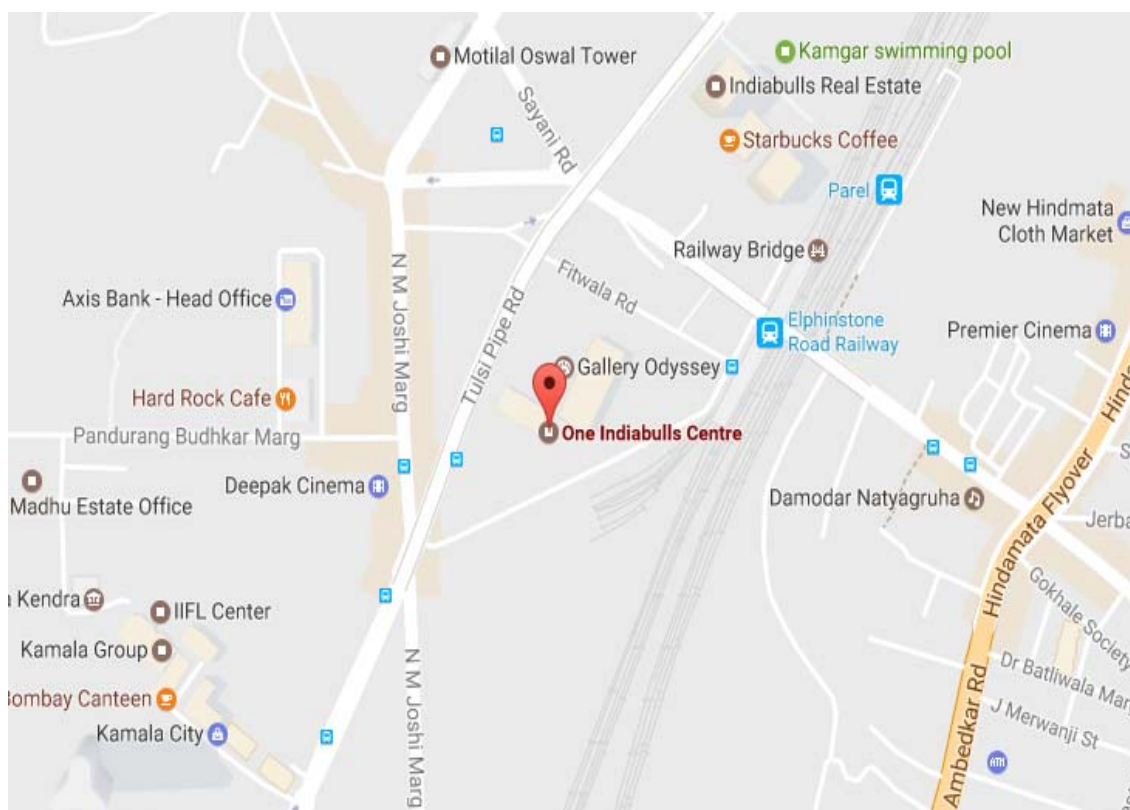
19<sup>th</sup> Floor, Towers 2A & 2B, Jupiter Textile Mills,

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 & 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 & 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 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. David Neenan and Mr. Goutam Sanyal nominated by TransUnion (Mauritius) Limited were 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 (Mauritius) Limited, member, 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.

### **Details of Mr. David Neenan:**

**Date of birth:** November 28, 1965

**Date of Appointment:** June 13, 2018

**Qualification:** M.A. Kingston College, MBA Chicago

**Expertise in specific functional area:** Mr. David Neenan is the President – TransUnion International, heading the credit bureau and related operations for TransUnion international region. Prior to joining TransUnion, Mr. Neenan was employed with HSBC. He has a rich experience in the financial services industry. His area of expertise includes retail banking, consumer lending, insurance, analytics and strategy.

### **List of companies in which outside directorships held:**

TransUnion CRIF Decision Solutions S. A. de C. V.  
Centro de Informacion y Estudios Estratrgicos Empresariales, S.A.  
Trans Union S.A.  
TransUnion El Salvador, S.A. de C.V.  
Soluciones de Informatica de Centroamerica (SICE) S.A.  
Trans Union Gautemala, S.A.  
Trans Union International Inc.  
Trans Union International Holding LLC  
TransUnion Soluciones de Informacion Chile S. A.  
TransUnion Columbia Limited  
TransUnion Costa Rica TUCR, S.A.  
TransUnion Honduras - Buro de Credito, S. A.  
TransUnion Asia Ltd.  
TransUnion Limited  
TransUnion de Mexico, S.A.  
STS Vail Beheeren Administracion  
TransUnion Africa (Pty) Ltd.  
TransUnion Analytic and Decision Services (Pty)  
Beheer en Beleggingsmaatchpli Stivaco B.V.  
TransUnion Central America, S.A.  
TransUnion Information Solutions Inc.  
TransUnion de Puerto Rico, Inc.  
TransUnion Nicaragua S.A.  
TransUnion Africa Holdings (Pty) Ltd.  
TransUnion Soluciones de Informacion S de R.L de C.V.

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

**Shareholding in the Company:** NIL

**Details of Mr. Goutam Sanyal:**

**Date of birth:** February 4, 1964

**Date of Appointment:** June 13, 2018

**Qualification:** M.Sc., Ph.D.

**Expertise in specific functional area:** Mr. Goutam Sanyal is the General Manager, Risk Management Group at ICICI Bank. He is in charge of entire retail credit risk and operational risk. He has 20 plus years of experience in business intelligence, analytics and risk management.

**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 Mr. David Neenan and Mr. Goutam Sanyal, 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 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 their eligibility for such appointments.

Except for Mr. David Neenan and Mr. Goutam Sanyal and other TransUnion (Mauritius) Limited appointed directors, none of the other Directors of the Company are concerned or interested in the resolutions set out in Item Nos. 6 & 7 of the Notice.

The Board recommends the Resolutions set out at Item Nos. 6 & 7 of the Notice for your approval.

**Item No. 8**

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 FY2018-19 and FY2019-20 with a limit of Rs. 1,320,000/- for the Chairperson and Rs. 990,000/- for each of the Independent Directors and the same 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. 8 of the Notice.

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/-

Satish Pillai

**Managing Director & CEO**

June 13, 2018

One Indiabulls Centre,

19<sup>th</sup> Floor, Towers 2A & 2B, Jupiter Textile Mills,

841 Senapati Bapat Marg,

Elphinstone Road, Mumbai 400013