



CREDIT INFORMATION BUREAU (INDIA) LIMITED
NOTICE OF AGM

Notice is hereby given that the Fifteenth Annual General Meeting of the Members of **Credit Information Bureau (India) Limited** will be held on Wednesday, July 8, 2015 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, 2015, 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. Uday S Roy, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Teresa McCafferty, 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, 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 2016 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. R C Baliarsingh, 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. K Chandrasekhar, 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. Anand Pathak, 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 Sections 149, 150, 152 and 161(1) and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules prescribed thereunder read with Schedule IV of the Act, Mr. V K Viswanathan (DIN no. 01782934) who was appointed as Additional Director (Independent Director) by the Board of Directors be and is hereby appointed as an Independent Director on the Board of the Company for term of 5 years up till March 3, 2020”

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 Sections 149, 150, 152 and 161(1) and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules prescribed thereunder read with Schedule IV of the Act, Mr. Shanker Annaswamy (DIN no. 00449634) who was appointed as Additional Director (Independent Director) by the Board of Directors be and is hereby appointed as an Independent Director on the Board of the Company for term of 5 years up till March 3, 2020”

11. 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, Ms. Madhumita Ganguli, 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 Association 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.”

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

“**RESOLVED THAT** pursuant to the Sections 161, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules prescribed thereunder read with Schedule V of the Act as well as the Articles of Association of the Company, Mr. Satish Pillai (DIN no. 03511106) who was appointed as Additional Executive Director (MD & CEO Designate) by the Board of Directors be and is hereby appointed as the Managing Director and CEO of the Company w.e.f. July 9, 2015 not liable to retire by rotation at a total remuneration of Rs. 22.3 Mn;

RESOLVED FURTHER THAT the Board of Directors of the Company, upon recommendation of Nomination and 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 Mr. Satish Pillai including remuneration, provided that such remuneration shall not exceed the maximum limits for payments of managerial remuneration as may be admissible to him within the overall limits specified in the 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 Director of the Company and / or the Company Secretary be and are hereby severally authorised to sign and file requisite forms under the Companies Act, 2013 with respect to the appointment of Mr. Satish Pillai and to do all such acts, deeds, matters and things as may be incidental in this regard.”

13. 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 FY2015-16 with a limit of Rs. Six Lakhs per Director, 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/-

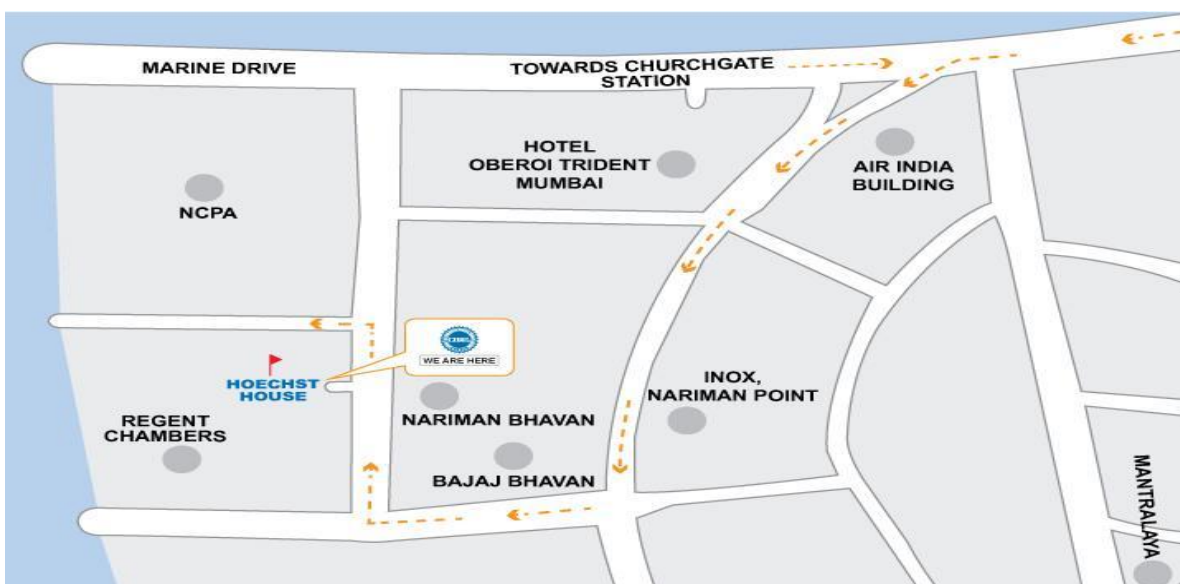
Arun Thukral

Managing Director

Cochin, June 4, 2015

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 to 13 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. 6 to 11:

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. R C Baliarsingh	Jointly nominated by Bank of India and Bank of Baroda	Nominee Director
Mr. K Chandrasekhar	Jointly nominated by Union Bank of India and Indian Overseas Bank	Nominee Director
Mr. Anand Pathak	TransUnion International Inc.	Nominee Director
Mr. V K Viswanathan	NA	Independent Director
Mr. Shanker Annaswamy	NA	Independent Director
Ms. Madhumita Ganguli	TransUnion International Inc.	Nominee Director

The Company has received notices in writing from Bank of India, Union Bank of India 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. Baliarsingh, Mr. K Chandrasekhar, Mr. Anand Pathak, Mr. V K Viswanathan, Mr. Shanker Annaswamy and Ms. Madhumita Ganguli, 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.

It may further be noted as per declarations received from Mr. V K Viswanathan and Mr. Shanker Annaswamy, they are not disqualified from being appointed as Independent Directors in terms of Section 149(6) of the Act.

In the opinion of the Board, Mr. V K Viswanathan and Mr. Shanker Annaswamy fulfill the conditions specified in the Companies Act, 2013 and the rules made thereunder and that the directors are independent of the Management.

Mr. V K Viswanathan and Mr. Shanker Annaswamy shall not be liable to retire by rotation.

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. 6 to 11 of the Notice.

The Board recommends the Resolutions set out at Item Nos. 6 to 11 of the Notice for your approval.

Item No. 12

The Board of Directors at their meeting held on June 4, 2015 appointed Mr. Satish Pillai as an Additional Executive Director (MD & CEO Designate) of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013. Mr. Satish Pillai holds office upto 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.

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. Pillai, none of the Directors of the Company are concerned or interested in the resolution set out in Item No. 12 of the Notice.

The Board recommends the Resolution set out at Item No. 12 of the Notice for your approval.

Item No. 13

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 FY 2015-16 with a limit of Rs. Six Lakhs per Director, 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. 13 of the Notice.

The Board recommends the Resolution set out at Item No. 13 of the Notice for your approval.

By Order of the Board of Directors

Sd/-

Arun Thukral

Managing Director

Cochin, June 4, 2015

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