



**TRANSUNION CIBIL LIMITED**

**NOTICE OF EGM**

Notice is hereby given that the Extra Ordinary General Meeting of the Members of **TransUnion CIBIL Limited** will be held on Friday November 25, 2016 at 10:30 a.m. at the Registered Office of the Company at Hoechst House, 6<sup>th</sup> Floor, 193, Backbay Reclamation, Nariman Point, Mumbai 400 021 to transact the following business:

**SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules prescribed there under (including any amendment, modification or re-enactment thereof), the consent of the members of the Company be and is hereby accorded for entering into the following proposed Related Party Transactions with respect to One India Project:

- Purchase of software/application from TransUnion LLC amounting to INR 313.45 mn.

**RESOLVED FURTHER THAT** Mr. Satish Pillai, Managing Director & CEO of the Company be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies”.

**By Order of the Board of Directors**

Sd/-  
Satish Pillai  
**Managing Director & CEO**  
Mumbai, October 25, 2016



## EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### **Item No. 1:**

#### **Background of proposed transaction:**

TransUnion CIBIL Limited [(‘TUCIBIL’) formerly known as Credit Information Bureau (India) Limited] is a Credit Information Company founded in August 2000. TUCIBIL plays a critical role in India's financial system, whether it is to help loan providers manage their business or help consumers secure credit faster and at better terms. The use of TUCIBIL's products have led to a massive change in the way the credit life cycle is managed by both loan providers and consumers.

TransUnion Group a global leader in analytics, decisioning and information management is the technical partner of TUCIBIL and currently is a majority shareholder (82.10%) in TUCIBIL.

TransUnion Group proposes to restructure the Indian Business. As a part of this restructuring, it is evaluating a proposal to transfer certain software/applications developed by TransUnion LLC (‘TU LLC’) to TUCIBIL.

‘Risk Score’ developed by TU LLC is proposed to be transferred by TU LLC to TUCIBIL only for use in India. TU LLC will transfer the access rights of Risk Score codes and also transfer right to maintain and modify the existing score, business software and any maintenance contract, etc. to TUCIBIL. Presently, Risk Score has been licensed by TU LLC to TUSSPL and TUSSPL has sub-licensed the same to TUCIBIL for a royalty charge. TUCIBIL proposes to acquire the aforementioned software/applications by discharging a onetime consideration as against the existing licensing arrangement for the software/applications with TUSSPL and TU LLC.

The consideration to be paid by TUCIBIL to TU LLC is determined based on the valuation report prepared by PricewaterhouseCoopers LLC along with Price Waterhouse & Co LLP (‘PwC’). This valuation has also been reviewed by independent valuers, SSPA & Co., Chartered Accountants (‘SSPA’) on behalf of TUCIBIL.

Based on the details of the valuation report, below is a summary of the consideration to be paid by TUCIBIL to TU LLC:

<b>Sr. No.</b>	<b>Name of the Software/application</b>	<b>Amount (INR Mn)</b>
1	Risk Score	313.45
	<b>Total</b>	<b>313.45</b>

Since the amount of the transaction has been determined based on the valuation report obtained from independent valuers, the transaction can be considered to meet the arm's length standard.

Further, Section 188(1) of the Companies Act 2013, requires the company to take the approval from its Board of Directors if any of the following condition is satisfied:

- RPT is not in ordinary course of business; or
- RPT is not in accordance with the arm's length principles (‘ALP’).

Also, in case the transaction value exceeds the threshold limit prescribed under the Companies Act 2013, and the transaction is not in ordinary course of business or not at ALP, the Company is also required to take shareholder's approval by way of ordinary resolution.

Threshold limit prescribed under the Companies Act for the current transaction of buying of property of any kind is lower of the following:

1. One hundred crore Rupees; or
2. 10% of the net worth of the Company

**Calculation of the limits based on the net worth of the Company:**

<b>Particulars</b>	<b>Amount (INR Mn) as on 31 March 2016</b>
Paid-up share capital	250.0
Reserves and surplus created out of profits and securities premium	2313.5
<b>Net Worth</b>	<b>2563.5</b>
<b>10 % of the Net worth</b>	<b>256.4</b>

Hence, as observed from the above table, the approval of the Shareholders of TUCIBIL is being sought as the transaction value exceeds INR 256.4 mn.

The Board recommends the Resolution set out at Item No.1 of the Notice for your approval.

**By Order of the Board of Directors**

Sd/-  
Satish Pillai  
**Managing Director & CEO**  
Mumbai, October 25, 2016