



TRANSUNION CIBIL LIMITED

NOTICE OF EGM GIVEN AT SHORTER NOTICE

Notice is hereby given at that the Extra-Ordinary General Meeting of the Members of **TransUnion CIBIL Limited** will be held on Friday, October 16, 2020 at 10:30 a.m. IST through Video Conference to transact the following business:

SPECIAL BUSINESS:

1. APPOINTMENT OF STATUTORY AUDITOR TO FILL THE CASUAL VACANCY

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 provisions of section 139(8) and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, Price Waterhouse & Co Chartered Accountants LLP, having Firm Registration No. 304026E / E-300009, be and are hereby appointed as the Statutory Auditors of the Company for financial year 2020-21 on such remuneration and out of pocket expenses as may be determined by the Board as per recommendation of Audit & Risks Committee, to fill the casual vacancy in the office of Company's Statutory Auditor caused due to resignation of the existing Statutory Auditors, S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) and they shall hold the office until the conclusion of the next Annual General Meeting of the Company to be held for the financial year ended on March 31, 2021;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things including fixing the remuneration in consultation with the Statutory Auditors, which may be deemed necessary and expedient to give effect to this resolution.”

By Order of the Board of Directors

Sd/-

Rajesh Kumar Rathanchand

Managing Director & CEO

DIN: 08708450

September 25, 2020

One Indiabulls Centre, 19th Floor, Towers 2A & 2B,

Jupiter Textile Mills, 841 Senapati Bapat Marg,

Elphinstone Road, Mumbai 400013

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020 and September 28, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Extra-Ordinary General Meeting ("EGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the EGM of the Company is being held through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
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 through email at Poonam.Nayak@transunion.com.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business set out above, is annexed hereto.
5. 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.
6. In compliance with the aforesaid MCA Circulars Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the EGM Notice will also be available on the Company's website www.transunioncibil.com.
7. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
8. Members are requested to vote on the resolutions at the EGM by forwarding their Assent or Dissent by email at Poonam.Nayak@transunion.com.
9. A Member having any query relating to the EGM Notice is requested to send the same to the Company Secretary by email at least 10 days before the date of the EGM so as to enable the Management to keep the information ready.
10. Relevant documents referred to in the accompanying Notice and Explanatory Statement can be made available to the Members upon request by email to the Company Secretary.

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

Item No. 1:

The Members of the Company at the 18th Annual General Meeting of the Company held on July 30, 2018 had appointed S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) as Statutory Auditors for a period of five (5) years i.e. upto FY2021-22.

S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai, have tendered their resignation as Statutory Auditors of the company due to alignment to global auditors, resulting into casual vacancy in the office of Statutory Auditors of the Company as per Section 139 (8) of the Companies Act, 2013.

Price Waterhouse & Co Chartered Accountants LLP, having Firm Registration No. 304026E / E-300009, have confirmed their eligibility under Section 141 of Companies Act, 2013 to be appointed as Statutory Auditors of the Company to fill the casual vacancy.

The terms and conditions of Price Waterhouse & Co Chartered Accountants LLP, including their remuneration, shall be as may be determined and recommended by the Audit & Risks Committee in consultation with the Statutory Auditors and approved by the Board of Directors of the Company. The remuneration paid to the statutory auditors would depend on the scope of work and commensurate efforts involved and be in line with the terms and conditions of the resigning Statutory Auditors.

Based on the above, the Board of the Company is of the opinion that Price Waterhouse & Co Chartered Accountants LLP, fulfils all the criteria as laid down by the Companies Act, 2013, and it is desirable to appoint them as the Statutory Auditors of the Company up to conclusion of the next Annual General meeting to be held in year 2021. The Board of Directors, therefore, recommend the Ordinary resolution, as set forth in this Notice, for the approval of the Members.

None of the Directors or the Key Managerial Personnel of the Company and their relatives are in any way financially or otherwise concerned or interested in the passing of this Ordinary Resolution as set out in this Notice.

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

By Order of the Board of Directors

Sd/-

Rajesh Kumar Rathanchand

Managing Director & CEO

DIN: 08708450

September 25, 2020

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