



## **CREDIT INFORMATION BUREAU (INDIA) LIMITED**

### **NOTICE OF EGM**

Notice is hereby given that the Extra Ordinary General Meeting of the Members of **Credit Information Bureau (India) Limited** will be held on Tuesday, October 27, 2015 at 11:00 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 a **Special Resolution:**

**“RESOLVED THAT** pursuant to Sections 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013, or subject to such modification and re-enactment thereof and RBI inspection recommendations, the new set of altered Memorandum of Association and Articles of Association as tabled before the Meeting be and is hereby read and adopted by the shareholders of the Company;

**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**  
Mumbai, September 16, 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 no. 1 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. 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 Extra Ordinary General Meeting.



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

**Item No. 1:**

The Memorandum of Association and Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956. The references to sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013. Considering that substantive sections of the Companies Act which deal with the general working of the companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model articles of association for a company limited by shares. Further, the Memorandum of Association needs to be in the format as prescribed under the Companies Act, 2013. It is also proposed to amend the main objects to be pursued by the Company on its incorporation and also to add one object in the clause "matters which are necessary for furtherance of the objects specified in clause III (A).

Also, pursuant to the RBI inspection recommendations, certain changes are proposed to be carried out to the Articles of Association of the Company.

The **Annexure A** and **Annexure B** enclosed with this explanatory statement contains the modified Memorandum of Association and Articles of Association (with changes marked in track mode for easy reference).

The proposed new draft of Memorandum of Association and Articles of Association is open for inspection in the Company's registered office.

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**

Mumbai, September 16, 2015

6<sup>th</sup> Floor, Hoechst House  
193, Backbay Reclamation  
Nariman Point, Mumbai 400 021