

# Credit Information Bureau (India) Limited

IN ASSOCIATION WITH DUN & BRADSTREET AND TRANSUNION

CIN: U72300MH2000PLC128359

Regd. & Corp. Off.: Hoechst House, 6th Floor, 193, Backbay Reclamation, Nariman Point, Mumbai-400 021 Tel: 66384600, Fax: 66384666, www.cibil.com



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March 16, 2015

Mr. V K Viswanathan  
Apt # F-01,  
First Floor Legacy Caldera,  
# 56, SRT road,  
Cunningham Road,  
Bangalore 560052

## Sub. : Appointment as Independent Director under Companies Act, 2013

Dear Sir,

We are pleased to inform you that the Board of Directors of the Company at their meeting held on March 4, 2015 have appointed you as an Additional Director (Independent Director) of the Company, pursuant to the Companies Act, 2013. Your appointment as an Independent Director is subject to the approval of shareholders at the next Annual General Meeting.

As per the requirements of the Companies Act, 2013, the above is being formalised through this letter of appointment.

### Appointment

Your appointment is subject to the approval of the shareholders at the next Annual General Meeting of the Company pursuant to Section 161 (1) of the Companies Act, 2013 as well as your meeting the criteria for being an Independent Director and not being disqualified to be a Director under the applicable regulations.

### Role on the Board

Your joining our Board will enrich the deliberations and your breadth and depth of experience in various fields will be an invaluable input to our strategic direction.

You may be nominated on one or more committees of the Board and in such event you will be provided with the relevant Committee's terms of reference and any specific responsibilities. You are currently nominated on the Audit Committee of the Board.

### Duties and Liabilities

The duties and liabilities that come with your appointment would be as per the applicable laws and the Articles of Association of the Company.

The duties and liabilities of an Independent Director are currently governed by the Companies Act, 2013 and Rules thereunder.

You will follow the "Code for Independent Director" as per Schedule IV of the Companies Act, 2013 as given in **Annexure A** and the "Code of Conduct for Board of Directors and Senior Management" as given in **Annexure B**.

*Handwritten signature*





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You are required to make disclosure of your interest as per the requirements of Section 184 of the Companies Act, 2013.

Your attention is also drawn to the provisions of Section 166 of the Companies Act, 2013 in relation to the duties of directors.

### **Independence**

The Board of Directors of the Company, *inter alia*, has given due consideration to your declaration of being qualified as "Independent" in accordance with the provisions of the Companies Act, 2013. You are expected to continue to be qualified as "Independent" during your tenure and provide periodic declarations to the effect as required by the applicable acts / regulations. You will be identified as "Independent Director" in the annual report and other documents and publications of the Company.

### **Confidentiality**

You will apply the highest standards of confidentiality and not disclose to any person or company (whether during the course of the tenure as Independent Director or at any time after its cessation), any confidential information concerning the Company with which you come into contact by virtue of your position as a Director except as permitted by law.

### **Availability of Directors and Officers Liability Insurance**

The Directors would be covered/indemnified as per the policy of the Company.

### **Sitting fees and Remuneration**

You will be entitled to a fee of Rs. 50,000/- per meeting for attending the meetings of the Board and Rs. 25,000/- for attending the meetings of the Committees. The fees payable shall be subject to applicable tax deduction at source.

You will also be entitled to an annual commission based on your participation, involvement & engagement as may be finally decided by the Company at the end of the financial year with a limit of Rs. Six Lakhs and such commission shall be paid after approval of the accounts for that year.

In addition to the above, you will be entitled to reimbursement of all expenses for participation in the Board and other meetings.

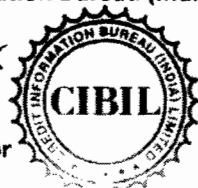
### **General**

All the terms as mentioned above including your appointment, sitting fees, professional conduct, role and functions, duties and evaluation shall be governed by the Companies Act, 2013 and Rules made thereunder, as amended from time to time.

Yours faithfully,

For Credit Information Bureau (India) Limited

Arun Thukral  
Managing Director





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## Annexure A

### SCHEDULE IV [See section 149(8)] CODE FOR INDEPENDENT DIRECTORS

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

#### I. Guidelines of professional conduct:

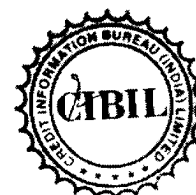
An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a *bona fide* manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

#### II. Role and functions:

The independent directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.





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### III. Duties :

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

### IV. Manner of appointment:

- (1) Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- (2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- (3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- (4) The appointment of independent directors shall be formalised through a letter of appointment, which shall set out :
  - (a) the term of appointment;
  - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
  - (c) the fiduciary duties that come with such an appointment along with accompanying liability;
  - (d) provision for Directors and Officers (D and O) insurance, if any;





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- (e) the Code of Business Ethics that the company expects its directors and employees to follow;
  - (f) the list of actions that a director should not do while functioning as such in the company; and
  - (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- (5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
- (6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

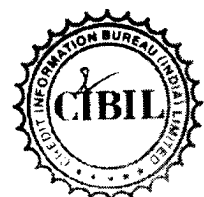
- (1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- (2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.
- (3) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate meetings:

- (1) The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
- (2) All the independent directors of the company shall strive to be present at such meeting;
- (3) The meeting shall:
  - (a) review the performance of non-independent directors and the Board as a whole;
  - (b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
  - (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation mechanism:

- (1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.





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## Annexure B



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# CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

**Applicability:** The CIBIL's Code of Conduct & Ethics ("Code") applies to –

- (i) Directors of Credit Information Bureau (India) Limited, (the Company),
- (ii) Senior Management of the Company comprising the functional heads of each function / department of the Company

This Code was approved by the Board of Directors at its meeting held on March 4, 2015.

This Code is in addition to the Rules & Regulations of Service and Conduct applicable to Managerial Staff of the Company.

### Code of Conduct:

The Code is applicable to stakeholders and is immediately applicable to all employees, who are expected to follow this Code fully and are encouraged to report any non-observances. This Code is produced as Annexure to this document.

In addition to the Code, the Board of Directors (the Board) and the Senior Management of the Company further agree to abide by the following Code:

- 1) Attend Board / Shareholders / Committee / Senior Management meetings and seek prior leave for absence from such meetings, whenever required.
- 2) Directors will disclose about their directorships with other companies as required under the Companies Act, 2013. When the Board is to decide on an issue in which a Director has an interest, the said Director shall abstain from voting and deliberation.
- 3) Independent Directors shall additionally adhere to the Code for Independent Directors prescribed under Schedule IV of the Companies Act, 2013.
- 4) Comply with all the applicable laws, rules and regulations.
- 5) Conduct business operations in compliance with competition laws and principles of fair market competition.
- 6) Abide by policies and business principles of the Code of the Company.
- 7) Exercise authority and power with due diligence whilst discharging the fiduciary responsibility of office and take care in doing so keeping in mind the best interests of the Company.
- 8) Not allow personal interest to conflict with the interest of the company or to come in the way of discharge of duties of office.
- 9) Shall not derive a personal benefit or a benefit to any of his or her relatives by making or influencing decisions relating to any transaction(s).
- 10) Exercise an independent judgment in the best interest of the Company.

- 11) Preserve and protect the environment.
- 12) Senior Management shall not accept any directorships without the prior consent of the Board.
- 13) Maintain information acquired in the course of discharge of duties in strict confidentiality and not use the same for any personal gain or advantage.
- 14) Use Company's property (tangible assets as well as intangible assets like proprietary information, relationships with customers, suppliers, etc.) only for official, authorized purposes and not for any personal gain.
- 15) Deal fairly with customers, suppliers, employees and other business partners.
- 16) Make all efforts to establish good relationships with all stakeholders of the Company with whom they interface while carrying out their duties for the Company.
- 17) Give due respect to safety and health of all employees and provide safe and conducive working conditions.
- 18) Encourage employees to expand and acquire skills, professional and specialized knowledge through training, grooming, etc.
- 19) Provide equal opportunities to all employees and aspirants for employment in the Company with consideration only for merit and irrespective of gender, caste, religion, race or colour.
- 20) Not to conduct own selves in a disreputable manner or that may tarnish the image of the Company.
- 21) Report any violation of this Code to the Chairman of the Company.

### Acknowledgement:

I have received and read the Company's Code. I understand the standards and policies contained in the Company Code and understand that there may be additional policies or laws specific to my nature of work / position.

I agree to comply with the Company Code.

Vik. VISWANATHAN  
Name & Designation INDEPENDENT DIRECTOR

Vik. Viswanathan  
Signature

Date Mumbai

Place





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## ANNEXURE - CIBIL'S Code of Conduct & Ethics

### 1. Ethical and Honorable Conduct

All employees shall deal on behalf of the Company with professionalism, honesty, integrity as well as high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by third parties. Employees are expected to deal with other colleagues in an honorable and respectful manner, without any gender bias / harassment. All employees, vendors and service providers should be selected on merit, without any conflict of interest or favoritism. Appropriate disclosures should be made wherever required to maintain transparency.

### 2. Legal / Regulatory Compliance

All employees shall at all times ensure compliance with all the relevant laws and regulations affecting operations of the Company. They shall keep abreast of the latest developments in relevant laws, rules and regulations related to their area of work.

### 3. Fair Dealings and Equal Opportunities

CIBIL respects human rights and encourages fair dealing (non-discriminatory) across all levels and to all stakeholders. There shall be no discrimination on grounds of race, religion, gender, place of origin or caste. Accordingly, the Company expects each employee to deal fairly and with equality with other employees, customers, shareholders, suppliers, competitors, auditors, lawyers, creditors and advisers of the Company and encourage others to do the same.

### 4. Business Interests

An employee shall not engage in any business, relationship or activity, which might conflict with the interest of the Company. All are expected to devote full attention to the business interests of the Company, and are prohibited from engaging in any other activity that interferes with their official performance of responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company.

### 5. Transparency

All employees shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency is brought about through appropriate policies, systems and processes which they are expected to follow fully.

### 6. Company Resources

All the assets of the Company (both tangible and intangible) shall be deployed for the purpose of conducting the business for which they are duly authorized. None of these should be misused or diverted for any personal commercial use or benefit, unless such use is allowed under the terms of employment.

### 7. Intellectual Property Rights

All inventions and innovations during course of business should belong to the Company. These include new products, processes, services that get developed while working on various assignments. Every employee should take precaution to prevent any loss of such IP rights, by keeping things confidential & safe and reporting to Legal Manager for applying for Patent, Trademark and Copy Rights.

### 8. Corporate Opportunities

All employees should ensure that Company does not lose any benefit accruing to it by negligence or delay in action. Any benefit accruing to the Company should be used only for Company purposes. There should not be any direct personal gain arising out of it. However, in specific instances where there are some indirect benefits accruing to employee(s), specific approval should be obtained or granted.

### 9. Cost Consciousness

All employees are expected to strive for optimum utilization of available resources. They shall exercise due care to ensure that all costs incurred are reasonable and there is no wastage of resources. Every time a cost is incurred, proper evaluation of such cost vs benefits should be done, as if the expenditure was being incurred for self. Proper approvals as per Company policies should be taken before any costs are committed.

### 10. Company Records

The Company records should be maintained in such a way that they are in full compliance with all rules, laws and regulations. Adequate precautions should be taken to protect them from falling into wrong hands, which could harm Company's business interests. They should be kept up to date and free from any misleading or wrong information. Important records should be stored in a safe place and properly marked.

### 11. Confidentiality

Employees come across a number of confidential information which may take many forms. They must take proper care of such information and ensure that it is not misused in any way which is detrimental to the Company's business or used for own commercial benefit. They must also not disclose actions or activities relating to our business operations to outsiders, unless they concern or impact them. Employees who have access to proprietary and confidential information must take precaution to keep it confidential. Information should be disclosed on a NEED TO KNOW basis to people who need to know such information.

The Company has procedure for entering into confidentiality agreements with various vendors, which shall be executed before any information is shared with them.

An employee is expected to accept only such information that is necessary to accomplish the purpose of receiving it, and not for any other purpose.

### 12. Products and Advertising

All products should be of promised content and quality. Advertising should be within law and shall be honest.

### 13. Company Reporting and Communications

All information reported or communicated by the Company should be factually correct, complete and accurate. Proper cautionary statements shall accompany wherever necessary, to avoid any misunderstanding or any unintended harm.

### 14. Interaction with Media

Only MD and persons officially designated for such interactions should engage with any member of press and media in matters concerning the Company. Any requests for interaction should be directed to such authorized persons.

### 15. Competition

CIBIL believes in fair and ethical competition. No employee shall use any illegal or unethical means to obtain any information about competition or to take any business from competition by any misrepresentation or by giving wrong facts to the customer(s).

### 16. Community Activities

In order to ensure fairness and avoid any adverse impact on business, all community activities under CIBIL name shall be properly authorized before they are undertaken by any employee. Such activities should be unbiased, should not be related to promoting any religion and shall not harm any business interests of the Company.

### 17. Government Support and Taxes

CIBIL is committed to be an honest citizen. All employees are expected to provide full support to any Government initiatives, investigations and compliance requirements. All due taxes shall be computed properly and paid on time. Proper disclosures should be made wherever there is lack of full clarity and an opinion is formed.

### 18. 'Anti' Bribery and Corruption

CIBIL, being a subsidiary of TransUnion of US, is governed by Foreign Corrupt Practices Act of US, and thus its officers, employees and agents are governed and prohibited from giving, offering, or promising anything of value to a government or semi-government official(s) with the intent to improperly obtain or retain any business or any other advantage. CIBIL will observe zero tolerance to such violations.

### 19. Political Contributions

CIBIL believes in fairness and equality. In order to avoid any conflicts and political alignments, CIBIL shall not participate in any political activities or contributions.

### 20. Gifting and Entertainment

CIBIL and its employees shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits that are intended, or perceived, to obtain uncompetitive favors for the conduct of its business.

The employees may however accept and offer nominal gifts during course of the business, provided such gifts are customarily given and are of a commemorative nature, such as Diaries, Calendars and other Stationary items. Employees may also attend and take others out for normal or customary business lunch, dinner and functions. These should however, not impact or compromise objectivity and fairness of an employee to take Company decisions.

### 21. Health, Safety and Environment

CIBIL shall strive to provide a safe, healthy, clean and ergonomic working environment for its people and guests who visit it. It shall also strive to prevent any wasteful use of natural resources (incl. water) and is committed to help in improving the environment. Wherever feasible it will recycle, reuse, refuse, reduce, release, replenish, return or regenerate articles consumed in its operations.

