

February 28, 2020

To,
Mr. Shanker Annaswamy
Villa A-265, Prestige Ozone,
Near Varthur Kodi,
Whitefield Main Road,
Bangalore – 560066

Sub.: Re-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 February 14, 2020, have re-appointed you as an 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.

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 are required to follow the "Code for Independent Director" as per Schedule IV of the Companies Act, 2013 and the "TUCIBIL Code of Conduct for Board of Directors and Senior Management".

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 sitting fees for attending each of the meetings of the Board and Committees. Such fees shall be decided by the Board of Directors on recommendation of the Nomination & Remuneration Committee from time to time. 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 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 **TransUnion CIBIL Limited**



Rajesh Kumar Rathanchand
Managing Director & CEO

