



TRANSUNION CIBIL LIMITED

NOTICE OF AGM

Notice is hereby given that the Twentieth Annual General Meeting of the Members of **TransUnion CIBIL Limited** will be held on Thursday, August 13, 2020 at 11:00 a.m. IST through Video Conference to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Statement of Profit and Loss for the financial year ended March 31, 2020, the Balance Sheet as at that date and the Reports of the Board of Directors and Auditors thereon.
2. To note payment of interim dividend on Equity Share Capital.
3. To appoint a Director in place of Mr. M V Nair (DIN: 02284165), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, Mr. Abhinav Dhar (DIN: 08523649), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Article 199 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, Mr. Satish Pillai (DIN: 03511106), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Article 199 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, Mr. Rajesh Kumar Rathanchand (DIN: 08708450), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Article 199 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules prescribed thereunder read with Schedule V to the Act as well as the Articles of Association of the Company, the consent of the Members be and is hereby accorded for the appointment of Mr. Rajesh Kumar Rathanchand (DIN: 08708450) as the Managing Director & CEO w.e.f. February 24, 2020 for a period of 5 years.

RESOLVED FURTHER THAT the total fixed annual remuneration for Mr. Rajesh Kumar Rathanchand, Managing Director & CEO will be Rs. 22,000,000/- and apart from this remuneration, he shall be eligible for variable performance bonus, allowances and perquisites as per applicable rules of the Company, which will bring the total Cost to the Company to an amount of Rs. 31,355,768/- per annum (actual payout of performance bonus shall vary depending on the performance rating determined at the end of the year), subject to his total remuneration not exceeding the ceiling as prescribed under Section 197 of the Act.

RESOLVED FURTHER THAT the below one time payments shall be made to Mr. Rajesh Kumar Rathanchand, Managing Director & CEO, subject to a claw back clause that in the event he leaves the Company even on his own accord within 24 months from his date of joining, he will be required to pay back the full amount of the Joining Bonus paid to him:

One Time Payments	In Rupees
One time joining bonus	9,800,000/-
One time payment for membership	200,000/- + Taxes

RESOLVED FURTHER THAT the Board of Directors of the Company, upon recommendation of Nomination and Remuneration Committee constituted thereof, be and is hereby authorised from time to time, to amend, alter or otherwise vary the terms and conditions of the appointment of Mr. Rajesh Kumar Rathanchand including remuneration, provided that such remuneration shall not exceed the maximum limits for payments of managerial remuneration as may be admissible to him within the overall limits specified in the Act as existing or as amended, modified or re-enacted from time to time by the Government of India, as the Board of Directors of the Company and / or Remuneration Committee, constituted thereof may deem fit.”

7. 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 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the rules prescribed thereunder read with Schedule IV to the Act, Mr. V K Viswanathan (DIN: 01782934) who was re-appointed as an Independent Director of the Company by the Board of Directors be and is hereby re-appointed as an Independent Director on the Board of the Company for term of 5 years w.e.f. March 4, 2020 upto March 3, 2025.”

8. 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 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the rules prescribed thereunder read with Schedule IV to the Act, Mr. Shanker Annaswamy (DIN: 00449634) who was re-appointed as an Independent Director of the Company by the Board of Directors be and is hereby re-appointed as an Independent Director on the Board of the Company for term of 5 years w.e.f. March 4, 2020 upto March 3, 2025.”

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

“**RESOLVED THAT** pursuant to Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, the Independent Directors be paid an annual commission based on participation, involvement & engagement as may be finally decided by the Nomination & Remuneration Committee at the end of FY2020-21 with a limit of Rs. 1,366,200/- for each of the Independent Directors to be paid after approval of the accounts for that year.”

By Order of the Board of Directors

Sd/-

Poonam Nayak

Company Secretary

Membership no.: A24698

June 26, 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 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") 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 AGM 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 AGM 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 AGM 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 AGM 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 AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report will also be available on the Company's website www.transunioncibil.com.
7. Since the AGM 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 AGM by forwarding their Assent or Dissent by email at Poonam.Nayak@transunion.com.
9. A Member having any query relating to the enclosed Annual Accounts is requested to send the same to the Company Secretary by email at least 10 days before the date of Annual General Meeting 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 Nos. 4 & 5:

In terms of Article 336 of the Articles of Association (AOA), shareholder(s) holding singly or jointly 15% equity shares of the Company, can nominate a Director on the Board of Directors of TUCIBIL.

Accordingly, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Article 336 of the Articles of Association of the Company, Mr. Abhinav Dhar and Mr. Satish Pillai nominated by TransUnion (Mauritius) Limited were appointed on the Board of TUCIBIL to hold office up to the date of the ensuing Annual General Meeting.

The Company has received notice in writing from TransUnion (Mauritius) Limited, member, proposing the candidature of Mr. Abhinav Dhar and Mr. Satish Pillai, for the office of the Director pursuant to the provisions of Section 160 of the Companies Act, 2013.

Details of Mr. Abhinav Dhar:

Date of birth: November 9, 1971

Date of Appointment: July 30, 2019

Qualification: BE Mechanical Engineering, Mysore University (1993), MS Industrial Engineering, New Jersey Institute of Technology (1995)

Expertise in specific functional area: Mr. Abhinav is the Executive Vice President and Chief Information and Technology Officer at TransUnion. He joined the Company in Jan 2019. In his role, Mr. Dhar is responsible for all aspects of the company's technology including strategy, security, applications, operations, infrastructure and delivery solutions that support TransUnion's global information systems. Prior to TransUnion, Mr. Dhar co-founded Packyge Inc., a last mile delivery startup focused on enabling last step in-store digital experiences. Prior to Packyge Inc., he held technology leadership roles at Walgreen Boots Alliance, TravelCLICK Inc., Cendent Corporation / Travelport, PricewaterhouseCoopers and several engineering roles with AT&T.

List of companies in which outside directorships held:

Packyge Inc
Char A LLC.

Chairperson/Member of the Committee of Board of Directors of the Companies: NIL

Shareholding in the Company: NIL

Details of Mr. Satish Pillai:

Date of birth: April 28, 1971

Date of Appointment: May 31, 2020

Qualification: MA Economics, University of Florida

Expertise in specific functional area: Mr. Satish Pillai is the President of TransUnion's Asia region, with accountability for operations in Hong Kong, the Philippines, and India. Prior to this, Mr. Pillai was the Managing Director & CEO at TUCIBIL. Mr. Pillai brings over 15 years of rich experience in banking, risk management and usage of analytics and decisioning services to enhance consumer access and experience. Prior to July 2015, Mr. Pillai was the Chief Operating Officer for TUCIBIL with the responsibility for the strategic management of the bureau operations and new product development. He was also the President of TransUnion's business in India. His team designed and launched analytical solutions including the first generic scoring models in the market – CIBIL TransUnion Score and the Personal Loan Score – as well as customized decisioning solutions for credit institutions to seamlessly integrate bureau data in their credit decision process. In addition, his team worked directly with the financial services and telecommunication industry to design tailored analytics and technology solutions to enable profitable growth.

Before TransUnion, Mr. Pillai was Director – Collection Strategy of American Express, and a manager in the small business risk management area, both part of the U.S. Risk Management division. He began his career in the banking industry with Banco Popular North America and then with Wachovia Bankcard Services.

List of companies in which outside directorships held:

TransUnion Limited
TransUnion Asia Limited
TransUnion Information Solutions Inc.
National Credit Bureau of Thailand (NCB)
Business Information Industry Association (BIIA)

Chairperson/Member of the Committee of Board of Directors of the Companies: NIL

Shareholding in the Company: NIL

It may be noted as per declarations received from Mr. Abhinav Dhar and Mr. Satish Pillai, they are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have complied with the requirements of obtaining the Directors Identification Number in terms of the Section 153 of the Act. The Company has received the requisite forms DIR-2 and DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming their eligibility for such appointments.

Except for Mr. Abhinav Dhar, Mr. Satish Pillai and other TransUnion (Mauritius) Limited appointed directors, none of the other Directors of the Company are concerned or interested in the resolutions set out in Item Nos. 4 & 5 of the Notice.

The Board recommends the Resolutions set out at Item Nos. 4 & 5 of the Notice for your approval.

Item No. 6:

The Board of Directors, at their meeting held on February 14, 2020, appointed Mr. Rajesh Kumar Rathanchand as an Additional Director (Managing Director & CEO) of the Company w.e.f. February 24, 2020 not liable to retire by rotation. Mr. Rajesh Kumar Rathanchand holds office upto the date of the ensuing Annual General Meeting.

The Company has received notice in writing from TransUnion (Mauritius) Limited, member, proposing the candidature of Mr. Rajesh Kumar Rathanchand, for the office of Director pursuant to the provisions of Section 160 of the Companies Act, 2013.

Details of Mr. Rajesh Kumar Rathanchand:

Date of birth: May 15, 1971

Date of Appointment: February 24, 2020

Qualification: BSC, PGDM

Expertise in specific functional area: Prior to joining TransUnion CIBIL, Rajesh was the Group Head for Retail Credit and Risk at HDFC Bank where he was the key member of the leadership team responsible for conceptualizing, managing and growing the bank's retail credit portfolio comprising consumption loans, commercial loans, and vehicle loans along with the payment business of the bank. With two decades of experience at HDFC Bank, Rajesh helped grow its retail lending book to USD 50 bn and led teams comprising of more than 3,000 bank officers.

List of companies in which outside directorships held: NIL

Chairperson/Member of the Committee of Board of Directors of the Companies: NIL

Shareholding in the Company: NIL

Except for Mr. Rathanchand, none of the Directors of the Company are concerned or interested in the resolution set out in Item No. 6 of the Notice.

The Board recommends the Resolution set out at Item No. 6 of the Notice for your approval.

Item Nos. 7 & 8:

The shareholders of the Company, at the Annual General Meeting held on July 8, 2015, had approved the appointment of Mr. V K Viswanathan (DIN: 01782934) and Mr. Shanker Annaswamy (DIN: 00449634) as Independent Directors of the Company for a period of 5 years with effect from March 4, 2015 to March 3, 2020.

As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made there under, an Independent Director can be re-appointed for a second term of maximum 5 years by obtaining approval of the shareholders by way of a special resolution.

Accordingly, Mr. V K Viswanathan and Mr. Shanker Annaswamy were re-appointed as an Independent Directors by the Board of Directors at their meeting held on February 14, 2020 subject to the approval of the shareholders at a general meeting.

It may be noted as per declarations received from Mr. V K Viswanathan and Mr. Shanker Annaswamy, that they are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have complied with the requirements of obtaining the Directors Identification Numbers in terms of the Section 153 of the Act. The Company has received the requisite forms DIR-2 and DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming their eligibility for such appointment.

It may further be noted as per declarations received from Mr. V K Viswanathan and Mr. Shanker Annaswamy, that they are not disqualified from being appointed as an Independent Directors in terms of Section 149(6) of the Act.

The Company has received notice in writing from TransUnion (Mauritius) Limited, member, proposing the candidature of the afore mentioned directors, for the office of the Directors pursuant to the provisions of Section 160 of the Companies Act, 2013.

Details of Mr. V K Viswanathan:

Date of birth: November 20, 1950

Date of Appointment: March 4, 2020

Qualification: B.Com, FCA

Expertise in specific functional area: Mr. Viswanathan was the Managing Director of Bosch Limited and President, Bosch Group in India and later served as the Chairman of the Board. He serves on the Board of various companies including Bharti Airtel and United Spirits Limited. Mr. Viswanathan has been the past President of Indo-German Chamber of Commerce (2012-13). He has also served as the Vice President of ACMA (Automotive Manufacturers' Association) for the year 2005-06. He was also associated with Hindustan Unilever Ltd in many senior positions for 17 years.

List of companies in which outside directorships held:

- United Spirits Limited
- ABB India Limited
- Magma Fincorp Limited
- Magma HDI General Insurance Company Limited
- Bharti Airtel Limited
- HDFC Life Insurance Company Limited
- Century Metal Recycling Ltd.
- KSB Limited

Chairperson/Member of the Committee of Board of Directors of the Companies:

- Magma HDI General Insurance Company Limited – Member of Audit Committee, Member of Nomination & Remuneration Committee, Member of Risk Management Committee
- Magma Fincorp Limited – Chairman of Nomination & Remuneration Committee, Member of Audit Committee, Member of Risk Management Committee
- United Spirits Limited – Chairman of Audit Committee, Member of Nomination & Remuneration Committee
- Bharti Airtel Limited – Chairman of Audit Committee, Member of Risk Management Committee
- HDFC Life Insurance Company Limited – Chairman of Audit Committee, Member of Nomination & Remuneration Committee, Member of Risk Management Committee, Member of Investment Committee
- Century Metal Recycling Ltd. – Member of Audit Committee
- KSB Limited – Member of Audit Committee
- ABB India Limited – Member of Audit Committee, Member of Nomination & Remuneration Committee
- Indo German Chamber of Commerce – Member of Committee

Shareholding in the Company: NIL

Details of Mr. Shanker Annaswamy:

Date of birth: August 1, 1955

Date of Appointment: March 4, 2020

Qualification: BE, Diploma in Business Management

Expertise in specific functional area: Mr. Annaswamy brings more than 3 decades of leadership experience in information technology and healthcare sectors across Oman, Japan, Asia Pacific region and India. Mr. Annaswamy was the Managing Director of IBM India Private Limited. Before joining IBM, he was the President and Chief Executive Officer for GE Medical Systems, South Asia and the Managing Director of Wipro-GE Medical Systems. Mr. Annaswamy has held positions of eminence in key industry forums like NASSCOM and CII. In 2009, Business Week listed him as among India's 50 Most Powerful People. In October 2011, he was conferred the best CEO – Multinational Company Award as part of Forbes India Leadership Awards 2011 for transformational leadership.

List of companies in which outside directorships held:

- Healthcare Global Enterprises Limited
- IndusInd Bank Limited

Chairperson/Member of the Committee of Board of Directors of the Companies:

- Healthcare Global Enterprises Limited – Chairman of Nomination & Remuneration Committee, Member of Audit & Risk Management Committee, Member of Strategy Committee
- IndusInd Bank Limited – Chairman of Information Technology Strategy Committee, Member of Audit Committee, Member of Risk Management Committee, Member of Special Committee of Board (for monitoring large value frauds)

Shareholding in the Company: NIL

In the opinion of the Board, Mr. V K Viswanathan and Mr. Shanker Annaswamy fulfill the conditions specified in the Companies Act, 2013 and the rules made thereunder and that the directors are independent of the Management.

Mr. V K Viswanathan and Mr. Shanker Annaswamy shall not be liable to retire by rotation.

Except for the above mentioned directors, none of the Directors of the Company are concerned or interested in the resolutions set out in Item Nos. 7 & 8 of the Notice.

The Board recommends the Special Resolutions set out in Item Nos. 7 & 8 of the Notice for your approval.

Item No. 9:

The Board of Directors have proposed to pay an annual commission to the Independent Directors based on their participation, involvement & engagement as may be finally decided by the Nomination & Remuneration Committee at the end of FY2020-21 with a limit of Rs. 1,366,200/- to be paid after approval of the accounts for that year.

Except for Mr. V K Viswanathan and Mr. Shanker Annaswamy, none of the other Directors of the Company are concerned or interested in the resolution set out in Item No. 9 of the Notice.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for your approval.

By Order of the Board of Directors

Sd/-

Poonam Nayak

Company Secretary

Membership no.: A24698

June 26, 2020

One Indiabulls Centre, 19th Floor, Towers 2A & 2B,
Jupiter Textile Mills, 841 Senapati Bapat Marg,
Elphinstone Road, Mumbai 400013