



CRIF High Mark Credit Information Services Pvt. Ltd.
Registered Office: Unit Nos. 3B-01, 02 & 03 • 3rd Floor • Phoenix Paragon Plaza • CTS No. 124/B, 15 • L.B.S. Marg • Kurla (West) • Mumbai 400 070 • India

NOTICE

NOTICE is hereby given that the ELEVENTH Annual General Meeting of members of CRIF HIGH MARK CREDIT INFORMATION SERVICES PRIVATE LIMITED will be held on Wednesday, 21st September, 2016 at 16.00 Hrs at 3B, 01-03, 3rd Floor, Phoenix Paragon Plaza, CTS No. 124/B, 15, L.B.S. Marg, Kurla (W), Mumbai- 400070 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit & Loss Account for the financial year ended 31st March, 2016, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.
2. To appoint auditors and in this regard to consider and if thought fit pass with or without modification, the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, M/s. Anil Ashok & Associates, Chartered Accountants (FR No. 005177N), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by at such remuneration plus out-of-pocket expenses at actuals, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

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

“**RESOLVED THAT** Mr. Manjeet Chhabra who was appointed as an Additional Director of the Company by the Board of Directors pursuant to the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”



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

“RESOLVED THAT Mr. Lamberto Barbieri who was appointed as an Additional Director of the Company by the Board of Directors pursuant to the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

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

“RESOLVED THAT Mr. Ubaldo Tambini who was appointed as an Additional Director of the Company by the Board of Directors pursuant to the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

By order of the Board of Directors


Kalpana Pandey
CEO & Managing Director



Mumbai, 21st July, 2016

Registered Office:

3B- 01, 02, 03, 3rd Floor, Phoenix Paragon Plaza,

CTS No. 124/B, 15, LBS Marg, Kurla (W), Mumbai - 400070

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 at the meeting and the proxy need not be a member of the company under the companies act, 2013.
2. The instrument appointing the proxy 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 authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository.
6. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
7. An explanatory statement under section 102 of the Companies Act, 2013 is annexed thereto and forms part of this Notice.
8. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on September 20, 2016 and are provided in Annexure A of this Notice.
9. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during business hours on all working days except public holidays between 10.00 a.m. and 5.30 p.m. up to the date of the Annual General Meeting (AGM).



**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE
COMPANIES ACT, 2013**

ITEM NO. 3:

In terms of clause 4.2.2 of the Shareholders Agreement dated April 17, 2014 and Article 119 of the Articles of Association of the Company, CRIF S.p.A. is entitled to nominate 5 directors on the Board of Directors of the Company. Accordingly, Mr. Manjeet Chhabra has been nominated by CRIF S.p.A. as their nominee director on the Board. He was appointed as an Additional Director of the Company with effect from 3rd December, 2015.

Manjeet Singh Chhabra is the Managing Director of leading risk management and business solutions provider CRIF Dun & Bradstreet UAE. Prior to this, Mr. Chhabra held the positions of General Manager at Dun & Bradstreet, and Managing Director at Columbus A/S.

Equipped with over 15 years of international experience, business strategy, international marketing and commercialization are his forte. As a business veteran in South Asia and the Middle East, Chhabra is a respected thought leader in the industry. He also mentors and nurtures SMEs in the region.

The Board recommends the resolution as set out at Item No. 3 of the notice for approval by members.

None of the Directors except Mr. Manjeet Chhabra, Director of the Company and relatives of the Director are, financially or otherwise, concerned or interested in the proposed resolution.

ITEM NO. 4:

In terms of clause 4.2.2 of the Shareholders Agreement dated April 17, 2014 and Article 119 of the Articles of Association of the Company, CRIF S.p.A. is entitled to nominate 5 directors on the Board of Directors of the Company. Accordingly, Mr. Lamberto Barbieri has been nominated by CRIF S.p.A. as their nominee director on the Board. He was appointed as an Additional Director of the Company with effect from 3rd December, 2015.

Lamberto Barbieri started his career in the Italian Insurance Industry (Universo Assicurazioni Bologna) covering several different roles. Post which he joined the CRIF Group as Business Analyst of CRIF Credit Bureau in June 1998, to guide development of Credit Bureau Solution for the Italian Market. In 2001, he was appointed as Director of Credit Bureau Department for



Domestic and International Market. He drove several Credit Bureau projects all over the world (Czech Republic, Slovak Republic, Bangladesh, Indonesia, Tajikistan, etc..).

Since 2009, Mr. Lamberto holds directorship in various CRIF group Companies viz. Credit Information Bureau of Tajikistan "CIBT" LLC CRIF CORPORATION (Philippine), Commissioner in PT CRIF Indonesia, CRIF NM Credit Assure LIMITED Jamaica.

In 2015, Mr. Lamberto has been appointed as ASIA Managing Director to develop and grow the presence of CRIF Group in the Region. Mr. Lamberto holds a Diploma, Scientific High School: N. Copernico, Bologna, Italy.

The Board recommends the resolution as set out at Item No. 4 of the notice for approval by members.

None of the Directors except Mr. Lamberto Barbieri, Director of the Company and relatives of the Director are, financially or otherwise, concerned or interested in the proposed resolution.

ITEM NO. 5:

In terms of clause 4.2.2 of the Shareholders Agreement dated April 17, 2014 and Article 119 of the Articles of Association of the Company, CRIF S.p.A. is entitled to nominate 5 directors on the Board of Directors of the Company. Accordingly, Mr. Ubaldo Tambini has been nominated by CRIF S.p.A. as their nominee director on the Board. He was appointed as an Additional Director of the Company with effect from 30th March 2016.

Mr. Ubaldo Tambini has completed his Physics Honors from the University of Ferrara, PhD in Nuclear Physics from University La Sapienza, Roma, and a MBA in General Management from Alma Graduate School of Bologna. He started his career at The Boston Consulting Group in Italy leading multiple strategy consulting projects on consumer goods, automotive industries and financial services for large international players. Later he was the Director of Business Development and Strategic Marketing of TASNCH, leader in inter-banking payment systems and electronic money software solutions and handled strategic projects with the European Central Bank and European Banking Association for SWIFT network and EMV microchip introduction.

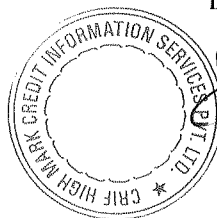
In March 2006, Mr. Tambini joined the CRIF Group, to startup a new management consulting business line focused on supporting Banks and Financial institutions in improving and optimizing their credit processes. In 2010 Ubaldo was appointed as Director of Business & Analytics Consulting for business development and delivery of risk management, process management and predictive analytics business lines for Europe, Russia and North Africa. In



August 2015, he has been appointed as Director of Asian Credit Solutions Competence Center with direct responsibility of business development for India and UAE.

None of the Directors except Mr. Ubaldo Tambini, Director of the Company and relatives of the Director are, financially or otherwise, concerned or interested in the proposed resolution.

By order of the Board of Directors




Kalpana Pandey
CEO & Managing Director

Mumbai, 21st July, 2016

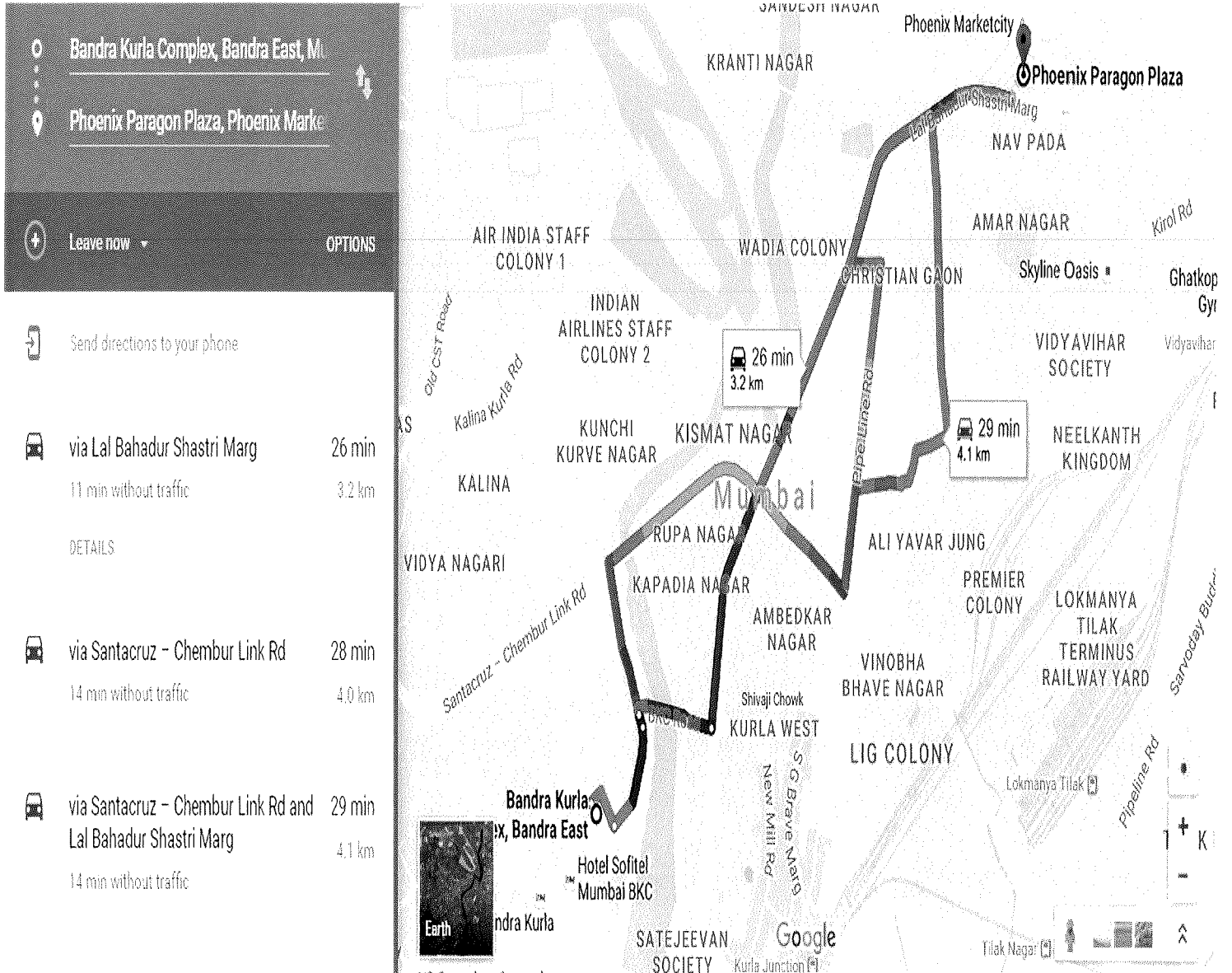
Registered Office:

3B- 01, 02, 03, 3rd Floor, Phoenix Paragon Plaza,

CTS No. 124/B, 15, LBS Marg, Kurla (W), Mumbai - 400070

ROUTE MAP

(as per Secretarial Standards 2)



LANDMARK- PHOENIX MARKET CIT