

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of Members of CRIF HIGH MARK CREDIT INFORMATION SERVICES PRIVATE LIMITED will be held on Thursday, 15th March, 2018 at 4 p.m. 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 special business:

1. Alteration of Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended or modified from time to time, and subject to the approval of the Registrar of Companies, Maharashtra, Mumbai and/or of any other statutory or regulatory authority, as may be necessary, the Memorandum of Association (MoA) be and is hereby altered as set out in Table A format prescribed under Companies Act, 2013.

RESOLVED FURTHER THAT Objects Clause (Clause III) of the MoA of the Company, be and is hereby altered to retain objects which are solely in compliance with activities required to carry on business as may be permitted under Credit Information Companies (Regulation) Act, 2005 (CICRA).

RESOLVED FURTHER THAT Mrs. Kalpana Pandey, CEO and Managing Director of the Company, be and is hereby authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution”.

2. Rectification in appointment of Statutory Auditors.

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

“RESOLVED THAT the Shareholders be and hereby rectify the appointment of statutory auditors made in the Twelfth Annual General Meeting as per the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, by appointing M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants (FR No. 012754N), as the Statutory Auditors of the Company to hold office from the conclusion of Twelfth Annual General

*This document is Company Confidential until filed with ROC, post filing will be Unclassified Public Document.





Meeting until the conclusion of the Seventeenth Annual General Meeting of the Company and ratifies their appointment from twelfth Annual General Meeting to the Thirteenth Annual General Meeting. Such appointment shall be at a remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors plus out-of-pocket expenses at actuals”.

By order of the Board of Directors

A handwritten signature in black ink, appearing to read 'Kalpana Pandey', is written over a circular stamp. The stamp contains the text 'CHIEF EXECUTIVE OFFICER' and 'CREDIT INSTITUTIONS' around the perimeter, with a star in the center.

Kalpana Pandey

CEO & Managing Director

DIN: 06715713

Mumbai, 19th January, 2018

Registered Office:

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

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) setting out material facts relating to the business stated under Item No. 1 and Item No. 2 is annexed hereto.
2. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days except public holidays between 10.00 a.m. and 5.30 p.m. up to the date of the Extra Ordinary General Meeting (EGM).
3. 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.
4. 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.
5. 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.
6. 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.
7. Members are requested to bring their copies of EGM notice to the Meeting. In order to enable us to register your attendance at the venue of the EGM, 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.
8. 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.



EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (Act), sets out all material facts relating to the business mentioned under Item No. 1 and Item No. 2:

Item No. 1- The Members are hereby informed that the current MoA of the Company was drafted as per the provisions of Companies Act, 1956, earlier applicable to the Company. The Company is now considering to alter its MoA and align it with the provisions Companies Act, 2013 as is applicable to the Company.

Further the existing Objects Clause of the MoA include all the businesses that are permitted to be carried on by the Company under Companies Act, 2013. However, the Reserve Bank of India (RBI) in its inspection report dated 19th December, 2017 had objected on presence of objects not permissible under Credit Information Companies (Regulation) Act 2005 (CICRA) and has instructed the Company to make good the default and bring the objects clause in line with the provisions of CICRA, the Company is considering to alter its objects clause.

The alteration in the Objects Clause of the MoA as set out in the resolution is to facilitate compliance with the provisions of Companies Act, 2013, CICRA and instructions of RBI. Pursuant to Section 13 of the Companies Act, 2013, the above said proposal requires consent of the Members by way of special resolution.

None of the Directors or the Key Managerial Personnel of your company and their relatives are concerned or interested financially or otherwise in this resolution.

Item No. 2- The Members are hereby informed that M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants, were appointed as the Statutory Auditors of the Company for F.Y. 2017-18 in its Twelfth Annual General held on 27th September, 2017 to hold office from the conclusion of Twelfth Annual General Meeting until the conclusion of the Thirteenth Annual General Meeting of the Company. However, provisions of the Companies Act, 2013 state that appointment of statutory auditors of the Company has to be made for a period of five years.


In view of the same, it is proposed by the Board to pass this resolution as a special resolution and confirm appointment of Statutory Auditors from conclusion of Twelfth Annual General Meeting until conclusion of Seventeenth Annual General Meeting of the Company. The proposed resolution also ratifies their appointment for ~~FY 2017-18~~.





None of the Directors or the Key Managerial Personnel of your company and their relatives are concerned or interested financially or otherwise in this resolution.

By order of the Board of Directors


Kalpana Pandey

CEO & Managing Director

DIN: 06715713

Mumbai, 19th January, 2018

Registered Office:

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

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

Road Map to CRIF High Mark

