



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 Wednesday, 13th January 2021 at 4 p.m. at FOF B – 04,05,06, 4th Floor, Art Guild House, Phoenix Market City, L.B.S. Marg, Kurla (W), Mumbai- 400070 to transact the following special business:

1. Alteration of Articles 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 14 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, Clause 156 of the Articles of Association (AoA) be and is hereby altered and replaced with the following new Article 156 as set out below:

The Parties agree that pursuant to completion of the transactions contemplated under the Subscription Agreement, CRIF will hold no less than the Initial Majority Participation. Further, the Parties agree that pursuant to completion of the transactions contemplated under the Transaction Documents, *a foreign national or foreign entity can acquire share capital of the Company with the prior written approval from CRIF.*

RESOLVED FURTHER THAT Mr. Navin Chandani, CEO and Managing Director of the Company and/or Ms. Shristi Padia, Company Secretary, be and is hereby authorized to file, sign, verify and execute all such e-forms including MGT 14, 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”.

Annexure: Current Articles of Association

By order of the Board of Directors

Navin Chandani
CEO & Managing Director
DIN:08714177

Mumbai, 25th December 2020

CRIF High Mark Credit Information Services Pvt. Ltd.
Registered Office : FOF B-04,05,06 , 4th Floor, Art Guild House, Phoenix Market City
L.B.S. Marg, Kurla (W), Mumbai 400070, Maharashtra, India
Tel. +91-22-71712900, info@crifhighmark.com, CIN No - U74130MH2005PTC216732
www.crifhighmark.com

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Registered Office:

FOF B – 04,05,06, 4th Floor, Art Guild House,

Phoenix Market City, L.B.S. Marg,

Kurla West, 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 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

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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:

Item No. 1-

For the purpose of the proposed resolution, the shareholders note that the board of directors (“Board”), vide resolution passed in its meeting dated 18th December 2020 approved the alteration of the Articles of Association of the Company (“AOA”) with respect to the following Articles no. 156. Details of the proposed changes are as follows:

Current Article no. 156:

The Parties agree that pursuant to completion of the transactions contemplated under the Subscription Agreement, CRIF will hold no less than the Initial Majority Participation. Further, the Parties agree that pursuant to completion of the transactions contemplated under the Transaction Documents, CRIF will be sole foreign Shareholder.

Proposed Article no. 156:

The Parties agree that pursuant to completion of the transactions contemplated under the Subscription Agreement, CRIF will hold no less than the Initial Majority Participation. Further, the Parties agree that pursuant to completion of the transactions contemplated under the Transaction Documents, *a foreign national or foreign entity can acquire share capital of the company only with the prior written approval from CRIF.*

Therefore, in order to give effect to the proposed alteration of AOA, it is proposed to amend the provisions of the AOA by replacing the current Articles no. 156 with the proposed Article no. 156. The draft of the restated AOA is enclosed along with the notice of this EGM as Attachment I for the kind perusal of the members. The approval of the members of the Company is required, by way of a special resolution pursuant to section 14 of the Companies Act, 2013, for adoption of restated AOA. The Board recommends the resolution for acceptance by the shareholders. There is no financial or other interest of the directors and their relatives in this resolution except to the extent of each of the directors representation on the Board of the Company as nominee of shareholders. Further, no key managerial personnel and their relatives have any financial or other interest in this resolution.

By order of the Board of Directors

Navin Chandani

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Mumbai, 25th December 2020

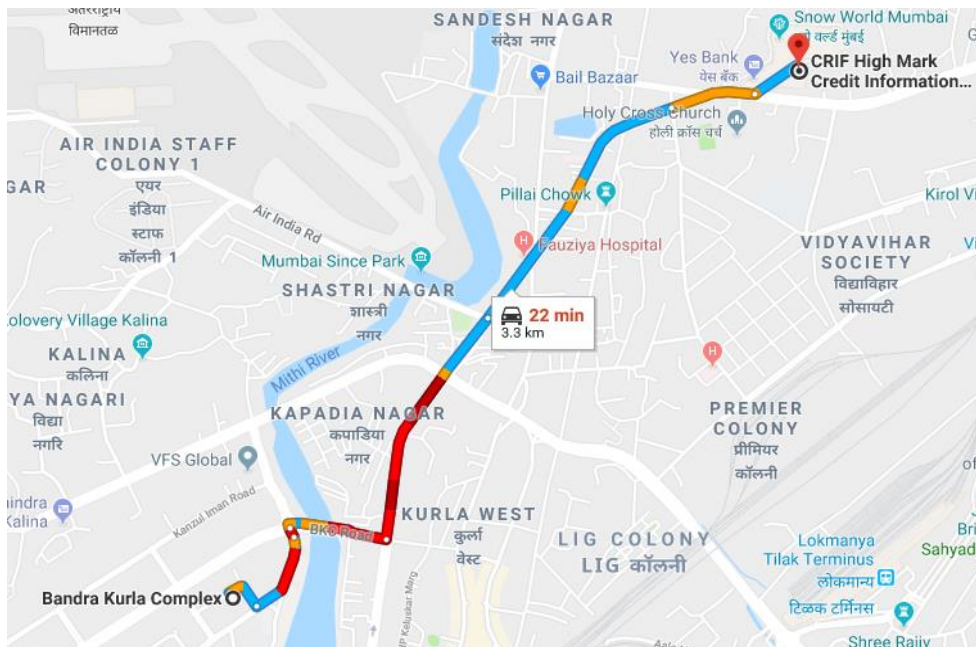
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Road Map to CRIF High Mark



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