



NOTICE

NOTICE is hereby given that the Tenth Extraordinary General Meeting of members of CRIF HIGH MARK CREDIT INFORMATION SERVICES PRIVATE LIMITED through video Conferencing will be held on 20th December 2022 at 5.00 p.m. to transact the following business:

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 approval of the Registrar of Companies, the deletion of Article 76 and Article 77 of the Articles of Association of the Company and corresponding changes in Articles 35, 43 and 158 be and is hereby approved.

RESOLVED FURTHER THAT Sanjeet Dawar, CEO & Managing Director, Amit Raheja, Chief Compliance Officer and/or Ms. Shristi Padia, Company Secretary be and are hereby severally and jointly authorized to file requisite forms with Ministry of Corporate Affairs and do all such acts deeds and things as may be required to give effect to this resolution.”

By order of the Board of Directors

Sanjeet Dawar
CEO & Managing Director

DIN: 09641308

Mumbai, 7th December 2022

Registered Office:

FOF B-04, 05, 06, 4th Floor, Art Guild House,
Phoenix Market City, L.B.S Marg, Kurla (West),

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



NOTES:

1. 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. The said Resolution/ Authorization should be sent to the Company Secretary by email to the designated email id company.secretary@crifhighmark.com
2. In compliance with the MCA Circulars, Notice of the EGM along with the draft Articles of Association is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Depository. Members may note that the Notice will also be available on the Company's website.
3. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request in advance on the designated email of the Company i.e. companysecretary@crifhighmark.com.
4. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and public holidays) between 10.00 a.m. and 5.00 p.m. up to the date of the Extra Ordinary General Meeting (EGM).



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-

Article 76 of the Articles of Association of the Company provides rights to CRIF SPA with respect to certain Affirmative Vote Items which impacts the independence of the Board of Directors of the Company. RBI in October 2022 directed the Company to amend the Articles of Association of the Company by deleting Article 76 of the Articles of Association.

Article 77 of the Articles of Association of the Company being linked to Article 76, would also require consequent deletion, in case Article 76 is deleted. Corresponding changes in Articles 35, 43 and 158 would also be required in case of deletion of Articles 76 and 77 of Articles of Association of the Company.

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

Sanjeet Dawar

CEO & Managing Director

DIN: 09641308

Mumbai, 7th December 2022

Registered Office:

FOF B-04, 05, 06, 4th Floor, Art Guild House,
Phoenix Market City, L.B.S Marg, Kurla (West),
Mumbai – 400070

PUBLIC



Articles proposed to be deleted:

Article 76:

Notwithstanding anything contained elsewhere in these Articles, if an Affirmative Vote Item is proposed to be considered by the Board, CRIF shall be given a written notice of the same together with necessary background information and supporting documents at least 10 (ten) days prior to the date on which such Affirmative Vote Item would be considered by the Board whether at meeting of the Board or as a circular resolution. Upon receiving such notice, CRIF may at least 3 (three) days before the scheduled Board meeting or proposed circulation of a written resolution to the Directors, as the case may be, engage in good faith discussions on the Affirmative Vote Item with the Existing Shareholders. Notwithstanding such discussions, CRIF may, either before or during the Board meeting or as a response to a matter proposed to be passed through circular resolution, (i) consent to such Affirmative Vote Item, in which case it shall be considered and decided by the Board; or (ii) dissent to such Affirmative Vote Item, in which case the Company shall not take any further action in relation to such Affirmative Vote Item. In the event CRIF or the CRIF Directors (as the case may be) do not provide their written consent or dissent or the CRIF Directors do not attend the Board meeting and the following Adjourned Board Meeting to record their vote for or against the Affirmative Vote Item, such Affirmative Vote Item shall be deemed to be dissented to by CRIF, in which case the Company shall not take any further action in relation to such Affirmative Vote Item.

Article 77:

CRIF agrees that in the event the consent from CRIF is received on or prior to the Board meeting and the Board approves the Affirmative Vote Item, CRIF shall vote in favour of such Affirmative Vote Item at the shareholders meeting and shall not challenge or object to the same Affirmative Vote Item when it is considered at the shareholders meeting, provided that there are no changes to the proposal when considered at the shareholders meeting.