



NOTICE

Notice is hereby given that *subject to the consent of the members*, 18th (Eighteenth) Annual General Meeting of the Members of CRIF High Mark Credit Information Services Private Limited will be held *at shorter notice* on **Wednesday, the 20th day of September, 2023 at 3 p.m.** through Video Conferencing ("VC") pursuant to MCA Circular No. 10/2022 dated 28th December 2022 read with Circular No. 02/2022 dated 5th May 2022, Circular No. 21/2021 dated 14th December 2021, Circular No. 19/2021 dated 8th December 2021, Circular No. 02/2021 dated 13th January 2021, Circular no. 20/2020 dated May 5, 2020 Circular No. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 issued by Ministry of Corporate Affairs (MCA), to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company as on March 31, 2023 and the reports of the Board of Directors and Auditors.
2. To consider re-appointment of BSR & Co. LLP, Chartered Accountants as Statutory Auditors of the Company for a period of 5 years from Financial Year 2023-24 to 2027-28 and if thought fit, pass the following resolution as an Ordinary Resolution, with or without modifications:

"RESOLVED THAT pursuant to the provisions of Section 139(2), Section 139(9), section 142 of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act 2013 (including any statutory modifications and re-enactments, for the time being in force), the consent of the Members be and is hereby accorded to re-appoint BSR & Co. LLP, Chartered Accountants, for carrying out the statutory audit of the Company for a period of 5 years from F.Y. 2023-24 and 2027-28 at the fees of INR 12,50,000/- per annum (excluding GST and out of pocket expenses)"

SPECIAL BUSINESS:

3. **Appointment of Sanjeevan Nikhar as Director of the Company**

To consider, and if thought fit to pass, with or without modifications, the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Sanjeevan Nikhar (DIN-10195364) who was appointed as an Additional Director of the Company by the Board with effect from 13th





June 2023, in terms of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and who is eligible for appointment to the said office, be and is hereby appointed as Nominee Director of the Company.”

Registered Office

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

Place: Mumbai

Date: 1st September 2023

By Order of the Board of Directors

Shristi Padia
Company Secretary
Membership no.: A27530

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. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circular dated May 5, 2020 read with Circulars dated April 13, 2020, April 8, 2020, 13th January 2021, 8th December 2021, 14th December 2021, 28th December 2022 and 5th May 2022, has permitted Companies to hold the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").
2. Pursuant to the provisions of the Companies Act, 2013, 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. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
4. Bodies Corporate can be represented at the meeting by such person(s) as are authorised. Copies of Resolution under Section 113(1)(a) of the Companies Act, 2013, authorising such person(s) to attend the meeting should be forwarded to the Company prior to the meeting. The said Resolution/ Authorisation should be sent to the Company Secretary by email to the designated email id companysecretary@crifhighmark.com
5. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2022-23 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 2022-23 will also be available on the Company's website www.crifhighmark.com
6. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since the AGM is held through VC, Route Map is not annexed in this Notice.
8. Facility of joining the AGM through will open 15 minutes before the time scheduled for the AGM and will remain open 15 minutes after such scheduled time.
9. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request in advance on the designated email of the Company i.e. companysecretary@crifhighmark.com





➤ **For participation:**

The Company has provided webex (Video Conference facility) for participation in the meeting by Members.

- **Webex Meeting ID - <https://crif.webex.com/meet/shristi.padia>**
- Members may contact Shristi Padia, Company Secretary on helpline No: +91-22-71712900 or email id: companysecretary@crifhighmark.com for any assistance with using the technology before or during the meeting.
- Members desirous to inspect the documents pertaining to the resolutions proposed at the meeting and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, may write to the Company on its designated mail id companysecretary@crifhighmark.com



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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 under Special Business:

In terms of clause 4.2.2 of the Shareholders Agreement dated 17th April 2014 and Article 119 of the Articles of Association of the Company, the Institutional Shareholder Group is entitled to nominate one director on the Board of Directors of the Company. Accordingly, Mr. Sanjeevan Nikhar (DIN: 10195364) has been nominated by Institutional Shareholder Group as their Nominee Director on the Board. Mr. Nikhar was appointed as an Additional Director of the Company with effect from 13th June 2023.

Mr. Sanjeevan Nikhar is Chief General Manager at Punjab National Bank. He has rich banking experience of over 28 years and carries extensive branch experience of various sizes and geographies also working in different administrative offices. As General Manager in the erstwhile Oriental Bank of Commerce, he has headed the Stressed Asset and Management Department, Credit Monitoring & Review Department and Service Department. As DGM he has headed Large Corporate Credit Branch, Metro Branches and Semi-urban branches. Post amalgamation of Oriental Bank of Commerce into Punjab National Bank, he has headed Hyderabad Zone, HO verticals i.e., Inspection & Audit Division, Credit Review & Monitoring.

Mr. Nikhar carries with him credit appraisal skills including project funding & working capital funding along with Credit Monitoring and Audit. He is a Postgraduate in Commerce (M.Sc.), MBA (Banking & Finance) and a Certified Associate from Indian Institute of Bankers (CAIIB).

In accordance with Section 161 of the Companies Act 2013, Mr. Nikhar will hold office up to the date of this ensuing Annual General Meeting of the Company. The Board of Directors, in its meeting held on 1st September 2023, recommended his appointment as Nominee Director on the Board.

Your Directors recommend passing of this resolution as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Sanjeevan Nikhar is concerned or interested in the proposed resolution.

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Place: Mumbai

Date: 1st September 2023

By Order of the Board of Directors

Shristi Padia
Company Secretary
Membership no.: A27530