NOTICE

Notice is hereby given that the Nineteenth (19th) Annual General Meeting ("AGM") of the Members of CRIF High Mark Credit Information Services Private Limited (the "Company") will be held at a shorter notice, subject to the consent of the Members on **Friday, September 27, 2024**, at **3:00 P.M. (IST)**, through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in accordance with the applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder to be read with General Circulars 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 5th May, 2020 Circular No. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, the latest being 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars") to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company together with the Reports of the Board of Directors and the Auditors thereon for the Financial Year ended March 31, 2024.

SPECIAL BUSINESS:

2. **Appointment of Mr. Sachin Seth (DIN: 09062734) as a Nominee 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, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof, for the time being in force), the Articles of Association of the Company and based on the approval of the Board, Mr. Sachin Seth (DIN: 09062734), being appointed as an Additional Director of the Company with effect from 17th September, 2024, in terms of Section 161 of the Act 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 a Nominee Director of the Company.

   RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee(s) thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

3. **Appointment of Mr. Venkataraman Sunderesan (DIN: 10459164) as a Nominee 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, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof, for the time being in force), the Articles of Association of the Company and based on the approval of the Board, Mr. Venkataraman Sunderesan (DIN: 10459164), being appointed as an Additional Director of the Company with effect from 29th January, 2024, in terms of Section 161 of the Act 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 a Nominee Director of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee(s) thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

By Order of the Board of Directors

For and on behalf of CRIF High Mark Credit Information Services Private Limited

Shikha Gounder
Company Secretary
Membership No.: A22182
Date: September 17, 2024
Place: Mumbai

Registered Office:

CRIF High Mark Credit Information Services Private Limited
FOF B-04, 05, 06, 4th Floor, Art Guild House,
Phoenix Market City, L.B.S Marg, Kurla (West),
Mumbai – 400070

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circulars 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 5th May, 2020 Circular No. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, the latest being 09/2023 dated 25th September, 2023 (collectively referred to as "MCA Circulars") has permitted the Companies to conduct their Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members (also referred as "Shareholders") at a common venue. In accordance with the provisions of the Companies Act, 2013 ("the Act"), MCA Circulars (amended from time to time), the AGM of the Company is being held through VC/OAVM and Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue of the AGM shall be the registered office of the Company.

2. The Explanatory Statement as required under Section 102 of the Act relating to the Special Businesses to be transacted at the AGM is annexed hereto.

3. Pursuant to Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), a member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote, instead of himself/herself and the proxy need not be a Member of the Company. However, in accordance with MCA Circulars, since the AGM will be held through VC/OAVM, the 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 is not annexed to this Notice.

4. Pursuant to Section 113 of the Act, representatives of Institutional/Corporate Members may be appointed for the purpose of participation and voting in the AGM to be conducted through VC/OAVM. Institutional/Corporate Members intending to attend the AGM through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and/or Power of Attorney and/or Authority Letter, (PDF/JPEG Format), authorizing its representative to attend and vote on their behalf at the AGM. The said Resolution/Authorisation shall be sent to the Company by e-mail at companysecretary@crifhighmark.com.

5. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for F.Y. 2023-24 is being sent only through electronic mode to those Members whose names appeared in the Register of Members as on 13th September, 2024 and whose e-mail IDs are registered with the Company. Members may note that the Notice and Annual Report for F.Y. 2023-24 will also be available on the Company's website www.crifhighmark.com.

6. The relevant documents referred to in the accompanying Notice and the Explanatory Statement, applicable Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same up to the date of AGM, by sending a request to the Company at companysecretary@crifhighmark.com.

7. Additional Information of Directors seeking appointment at the AGM, as required under Clause 1.2.5 of the Secretarial Standard on General Meetings ("SS-2"), is annexed to the Notice.

8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. If poll is demanded under Section 109 of the Act of if the Chairman decides to conduct a poll, the Members shall cast their vote (assent/dissent) on the resolution(s) only by sending e-mail through their registered e-mail IDs at companysecretary@crifhighmark.com.

10. Since the AGM will be held through VC/OAVM, Route Map and Attendance Slip are not annexed to this Notice.

11. The Members can join the AGM through VC/OAVM mode 15 minutes prior to the scheduled commencement time and window for joining the AGM shall be kept open throughout the proceedings of the AGM.

12. 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 e-mail of the Company at companysecretary@crifhighmark.com.

13. Pursuant to Section 72 of the Act, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company. In respect of shares held in electronic form, the Members may contact their respective Depository Participant for nomination.

➢ **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/shikha.gounder

- Members may contact Ms. Shikha Gounder, Company Secretary on helpline No: +91-22-71712900 or e-mail ID: companysecretary@crifhighmark.com for any assistance with using the technology before or during the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2 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, CRIF S.p.A. is entitled to nominate five Directors on the Board of the Company.

Accordingly, Mr. Sachin Seth has been nominated by CRIF S.p.A as their nominee on the Board. He was appointed as the Additional Director on 17th September, 2024 by the Board of Directors of the Company and shall hold office up to the date of ensuing Annual General Meeting of the Company.

Mr. Sachin Seth (DIN: 09062734) has joined CRIF as Regional Managing Director, bringing with him extensive leadership experience from BSE Ebix, where he served as Managing Director and CEO. At BSE Ebix, he was responsible for a diverse portfolio of IP-based software products and enterprise SaaS fintech platforms across wealth management, asset management, lending, and insurance, operating globally with a team of over 1,500 professionals and more than 250 leading BFSI clients across 25 countries. He also played a pivotal role in establishing and managing the InsurTech joint venture between BSE Ltd and Ebix, which focused on the digital distribution of insurance products through a B2B2C model.

Prior to BSE Ebix, Mr. Seth was instrumental in building and expanding the Digital and Fintech Practice for EY's Financial Services Division, a role he held since 2016. His earlier career includes over a decade with IBM Consulting, where he served as Executive Director, working within a similar domain. With over two decades of experience, Mr. Seth brings a wealth of expertise in digital financial services, business transformation, and the development of cutting-edge digital platforms for leading financial institutions, while also driving the Fintech and InsurTech ecosystems in India and international markets.

He is a B. Tech in Electrical Engineering, MBA in Marketing, MIT Executive Education (Design Thinking & Innovation) and have also completed Harvard Leadership Program (Business Administration & Management).

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Seth himself is, in any way, concerned or interested, whether financially or otherwise, in the resolution set out in Item No. 2 of the Notice.

The Board recommends the Ordinary Resolution, as set out at Item No. 2 of the Notice, for approval by the Members of the Company.

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. Venkataraman Sunderesan (DIN:10459164) has been nominated by Institutional Shareholder Group as their Nominee Director on the Board.

Mr. Sunderesan was appointed as an Additional Nominee Director of the Company effective from 29th January, 2024 who shall hold office up to the date of ensuing Annual General Meeting of the Company and recommended his appointment as a Nominee Director on the Board.

Mr. Sunderesan has an experience of more than 33 years in the various fields of Banking industry including both branches and administration. He has headed various verticals like credit monitoring, risk management, inspection and compliance in the capacity of General Manager / Chief General Manager. Presently, he is Chief General Manager at Punjab National Bank.

Mr. Sunderesan has also been on deputation as CVO to United India Insurance Company and State Bank of Hyderabad.

He is a Postgraduate in B.Sc. (Mathematics), Chartered Accountant, Company Secretary and a Certified Associate from Indian Institute of Bankers (CAIIB).

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Sunderesan himself is, in any way, concerned or interested, whether financially or otherwise, in the resolution set out in Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution, as set out at Item No. 3 of the Notice, for approval by the Members of the Company.

DETAILS OF DIRECTORS SEEKING APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

Details as required pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, as applicable pertaining to details of Directors seeking appointment in the ensuing AGM are provided hereunder:

Name of the Director	**Mr. Sachin Seth**	**Mr. Venkataraman Sunderesan**
DIN	09062734	10459164
Designation/Category of Directorship	Nominee Director	Nominee Director
Date of Birth (Age)	March 10, 1973 (51 Years)	July 26, 1965 (59 Years)
Date of First Appointment on Board	September 17, 2024	January 29, 2024
Experience	More than 30 Years	More than 33 Years
Qualification	B. Tech in Electrical Engineering, MBA in Marketing, MIT Executive Education (Design Thinking & Innovation) and Harvard Leadership Program (Business Administration & Management)	Postgraduate in B.Sc. (Mathematics), Chartered Accountant, Company Secretary and a Certified Associate from Indian Institute of Bankers (CAIIB)
Inter-se relationship with other Directors and other Key	Nil	Nil

Managerial Personnel of the Company		
Directorship held in other Companies (excluding foreign companies) as on date	Nil	Nil
Committee Position(s) held in other Companies	Chairman: Nil Member: Nil	Chairman: Nil Member: Nil
Terms and Conditions of Appointment/Re-appointment	Appointed as Nominee Directors pursuant to clause 4.2.2. of the Shareholders Agreement dated 17th April, 2014 and Article 119 of the Articles of Association of the Company	Appointed as Nominee Directors pursuant to clause 4.2.2. of the Shareholders Agreement dated 17th April, 2014 and Article 119 of the Articles of Association of the Company
Details of remuneration last drawn	Nil	Nil
Details of remuneration sought to be paid	Nil	Nil
Number of Meetings of the Board attended during the year	Nil	1 (One)
Shareholding in the Company	Nil	Nil

By Order of the Board of Directors

For and on behalf of CRIF High Mark Credit Information Services Private Limited

MUMBAI

Shikha Gounder
Company Secretary
Membership No.: A22182
Date: September 17, 2024
Place: Mumbai

Registered Office:

CRIF High Mark Credit Information Services Private Limited
FOF B-04, 05, 06, 4th Floor, Art Guild House,
Phoenix Market City, L.B.S Marg, Kurla (West),
Mumbai – 400070