

NOTICE

Notice is hereby given that the Twentieth (20th) 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 **Tuesday, September 30, 2025, 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 Circular No. 17/2020 dated 13th April, 2020, Circular No. 09/2023 dated 25th September, 2023, the latest being Circular No. 09/2024 dated 19th September, 2024, 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, 2025.

SPECIAL BUSINESS:

2. **Appointment of Mr. Marco Benvenuto (DIN: 11001957) as 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 149, 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. Marco Benvenuto (DIN: 11001957), being appointed as an Additional Director of the Company with effect from 11th April, 2025 in terms of Section 161 of the Act and who holds office upto the date of this Annual General Meeting and 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 Ms. Mousumi Majumdar (DIN:10243557) as 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 149, 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, Ms. Mousumi Majumdar (DIN:10243557), being appointed as an Additional Director of the Company with effect from 30th August, 2025, in terms of Section 161 of the Act and who holds office upto the date of this Annual General Meeting and 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.”

4. Appointment of Mr. Ramkumar Gunasekaran (DIN: 02948432) as Whole-time 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 149, 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. Ramkumar Gunasekaran (DIN: 02948432), being appointed as an Additional Director of the Company with effect from 28th June, 2025, in terms of Section 161 of the Act and who holds office upto the date of

this Annual General Meeting and is eligible for appointment to the said office, be and is hereby appointed as a Whole - Time Director of the Company for a term of three (3) years at a remuneration as may be decided by the Board of Directors from time to time.

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.”

5. Amendment to Articles of Association of the Company:

To consider, and if thought fit to pass, with or without modifications, 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 (“the Act”) and the Rules made thereunder (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, consent of the Members be and is hereby accorded for the amendment to the Articles of Association of the Company as stated below:

Article 2: Deletion of the term CEO and amendment to the definition of CRIF and Management Control Committee

Article 3: Amendment to the definition of Private Company

Article 119: The amended Article 119 shall be as below:

“the Institutional Shareholders Group shall be collectively entitled to nominate 1 (one) Director, who shall be an Indian resident and an Indian national, (ii) the Investment Shareholders Group shall be collectively entitled to nominate 1 (one) Director, who shall be an Indian resident and an Indian national the nominee directors nominated pursuant to paragraphs (i) and (ii) of this Clause shall be collectively referred to as (“Minority Shareholders’ Directors”); (iii) CRIF shall be entitled to nominate 5 (five) Directors (the “CRIF Directors”) and (iv) the Institutional Shareholders Group, the Investment Shareholders Group and CRIF (along with any other shareholders of the Company, if any) shall nominate 1 (one) independent director, who shall be an Indian resident and an Indian national, in compliance with the relevant requirements pursuant to the laws and regulations applicable to the Company (the “Independent Director”).”

Article 124A: Introduction of new Article 124A as stated below:

124A. The removal and/or the vacation of the office of the Independent Director shall be governed by the appointment letter issued by the Company to the Independent Director.

Article 126: Amendment to Article 126 by deleting the word “CEO” referred therein.

Article 128: The amended Article shall be as below:

The Board may set up such other committees of the Board as it deems fit from time to time. Such committees shall have similar composition as the Board of the Company including nominees from CRIF in all such committees. The Board may with approval of the majority directors also appoint the Independent Director in the other committees.

Article 129: The amended Article 129 shall be as below:

Within 10 days from the Completion Date, the Board shall constitute a management control committee which shall consist of at least 3 (three) Directors (the “Management Control & Nomination and Remuneration Committee or MC & NRC”). CRIF shall have a right to nominate 2 (two) Directors to the MC& NRC, while the Existing Shareholders shall have the right to jointly nominate the third Director. The Chairman of the said committee shall be a CRIF nominee. The Company MD/WTd shall report to and shall discharge his/her duties as per the roles and functions laid out by the MC & NRC. Upon execution of the Shareholders Agreement, necessary changes shall be made to the employment contract of the current MD/WTd to incorporate the provision of this Article.

Article 137: The amended Article 137 shall be as below:

A Board Meeting may be called by any Director by giving a notice in writing to the company secretary specifying the date, time and agenda for such Board Meeting. The company secretary (if any) shall upon receipt of such notice, give a 7 (seven) days prior notice to all Directors of such Board Meeting (such notice, the “Notice”), accompanied by a written agenda specifying the business of such meeting (such agenda, the “Agenda”) and copies of all papers relevant for such meeting. Except if approved by any one of the CRIF Directors, no resolution may be passed at a Board meeting unless the nature of the business has been specified in the Agenda. Notwithstanding the above, upon request of any Director, an emergency Board Meeting may be called by the Chairman by giving a previous shorter notice to the extent such shorter notice duration has been agreed by any 2 (two) of the CRIF Directors. Provided that, where not less than one-third of the total number of directors of the Company for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board. Moreover any meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that the independent director, if any, shall be present at such meeting. Provided that in case of absence of Independent Directors from such a meeting of the Board convened with shorter notice, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by the Independent Director, if any.

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



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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 18, 2025

Place: Mumbai

Registered Office:

CRIF High Mark Credit Information Services Private Limited

402-A, 4th Floor Fulcrum, A-Wing, Hiranandani Business Park,

Next to Hyatt Regency, Sahar Road, Andheri (East),

Mumbai – 400099

CRIF High Mark Credit Information Services Pvt. Ltd.

402-A, 4th Floor A-Wing, Fulcrum, Hiranandani Business Park,

Next to Hyatt Regency, Sahar Road, Andheri (East), Mumbai – 400099

Tel.: +91-22-71712900, info@crifhighmark.com CIN No. U74130MH2005PTC216732

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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 Circular No. 17/2020 dated 13th April, 2020, Circular No. 09/2023 dated 25th September, 2023, the latest being Circular No. 09/2024 dated 19th September, 2024 (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. 2024-25 is being sent only through electronic mode to those Members whose names appeared in the Register of Members as on 12th September, 2025 and whose e-mail IDs are registered with the Company.

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Members may note that the Notice and Annual Report for F.Y. 2024-25 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 or 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.

Meeting ID : [Join the meeting now](#)

Meeting ID: 475 468 305 432 9

Passcode: tx7CD3XY

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- 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.

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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. Marco Benvenuto (DIN: 11001957) has been nominated by CRIF S.p.A as their nominee on the Board. He was appointed as the Additional Director on 11th April, 2025 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. Marco Benvenuto (DIN: 11001957) has been a senior executive in large international companies with 30+ years of broad experience in credit services across Europe, Middle East and Africa, specifically in the area of credit bureau, analytics and decisioning tools. He is highly passionate about leveraging data to support financial inclusion. He has served many years as vice president of Accis, the European association of Credit Bureaus helping shaping the strategy for the industry. During his professional career he held more than 20 chair and board positions in different geographies.

None of the Directors or Key Managerial Personnel of the Company or their relatives except, Mr. Benvenuto 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 Shareholders Group is entitled to nominate one director on the Board of the Company. Accordingly, Ms. Mousumi Majumdar (DIN:10243557) has been nominated by Institutional Shareholders Group as their Nominee Director on the Board.

Ms. Majumdar was appointed as an Additional Director of the Company effective 30th August, 2025 and shall hold office up to the date of ensuing Annual General Meeting of the Company.

Ms. Majumdar is currently serving as the General Manager, Credit Monitoring & Review at Punjab National Bank, bringing with her more than three decades of banking



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experience. She holds a degree in Chemistry and is also a Certified Associate of the Indian Institute of Bankers. She has also undergone Leadership Development Programme for Senior Executives by Banks Board Bureau at Indian Institute of Management, Bengaluru.

Ms. Majumdar's banking career began in 1992 when she joined Erstwhile Oriental Bank Of Commerce as a probationary officer in Kolkata. Over the years, she has held various roles in different locations including Delhi, Mumbai, Ludhiana, and Kolkata. With 15 years of experience in leadership positions, she is known for her passion for banking and enjoys working with teams.

Throughout her career, Ms. Mousumi Majumdar has been recognized and awarded multiple times for her achievements as a team leader. She is also a Nominee Director in PNB Investment Services Limited. She was also a director on the Board of Secondary Loan Market Association.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Ms. Majumdar herself 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.

Item No. 4 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. Ramkumar Gunsekaran (DIN: 02948432) has been nominated by CRIF S.p.A as their nominee on the Board. He was appointed as the Additional Director effective 28th June, 2025 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. Ramkumar Gunasekaran is the Whole-Time Director of the Company. Before taking over this role, he served as Senior Director, Head of Sales, Research, and Insights for two years at CRIF High Mark. He possesses an intimate understanding of CRIF's capabilities, strengths, and market positioning.

With over two decades of experience in the BFSI sector and credit information space with Organizations like ICICI Bank, GE Money, Magma Fincorp, TATA Motors Finance, Satin Credit care, India bulls and Transunion CIBIL, Mr. Gunasekaran has established himself

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as a thought leader, driving business excellence and pioneering new frontiers in financial services. His expertise spans sales management, business strategy, product innovation, risk management, and talent development, making him a well-rounded leader. Mr. Ramkumar Gunasekaran has done his Master of Business Administration from Edinburgh Business School, Heriot-Watt University.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Gunasekaran, himself, is, in any way, concerned or interested, whether financially or otherwise, in the resolution set out in Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution, as set out at Item No. 4 of the Notice, for approval by the Members of the Company.

Item No. 5 under Special Business:

In accordance with Chapter II, Clause 6 of Reserve Bank of India Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices dated November 7, 2023 applicable to Credit Information Companies, the Chairperson of the IT Strategy Committee of the Board of Directors, should be an Independent Director.

Accordingly, it is proposed to appoint an Independent Director on the Board of the Company.

In view of the above, the Company has sought approval from CRIF S.p.A, Institutional and Investment Shareholders Group of the Company to amend the Shareholders Agreement dated 17th April 2014, as amended from time to time.

Considering the above requirement, the Articles of Association of the Company are also required to be amended to provide for the appointment of Independent Director.

Thus, it is proposed to amend the Articles of Association of the Company to provide for the appointment of Independent Director and to align the Articles with the Companies Act, 2013 and rules made thereunder and to make other ancillary changes to reflect the customary practices.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, whether financially or otherwise, in the resolution set out in Item No. 5 of the Notice.

The Board recommends the Special Resolution, as set out at Item No. 5 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. Marco Benvenuto	Ms. Mousumi Majumdar	Mr. Ramkumar Gunasekaran
DIN	11001957	10243557	02948432
Designation/Category of Directorship	Nominee Director (Nominee of CRIF S.p.A)	Nominee Director (Nominee of Institutional Shareholders Group)	Whole - Time Director (Nominee of CRIF S.p.A)
Date of Birth (Age)	21-05-1959 66 Years	28-05-1969 56 Years	27-07-1975 50 Years
Date of First Appointment on Board	April 11, 2025	August 30, 2025	June 28, 2025
Experience	30 Years	23 Years	20 Years
Qualification	High School – Scientific Matters, Certification in General Management from Warwick University	Degree in Chemistry and a Certified Associate of the Indian Institute of Bankers	Master of Business Administration from Edinburgh Business School, Heriot-Watt University
Inter-se relationship with other Directors and other Key	Nil	Nil	Nil

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Managerial Personnel of the Company			
Directorship held in other Companies (excluding foreign companies) as on date	Nil	PNB Investment Services Limited	Nil
Committee Position(s) held in other Companies	Chairman: Nil Member: Nil	Member: 1. Audit Committee 2. Nomination and Remuneration Committee	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 17 th 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 17 th April, 2014 and Article 119 of the Articles of Association of the Company	Appointed as Whole – time Director (Nominee Director) pursuant to clause 4.2.2. of the Shareholders Agreement dated 17 th April, 2014 and Article 119 of the Articles of Association of the Company for a term of three years.
Details of remuneration last drawn	Nil	Nil	INR 1,27,68,000 p.a.*
Details of remuneration sought to be paid	Nil	Nil	INR 1,27,68,000 p.a.*
Number of Meetings of the Board attended during the year	Nil	Nil	Nil

Shareholding in the Company	Nil	Nil	Nil
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* Fixed Salary pursuant to the appointment as Whole – Time Director.

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 18, 2025

Place: Mumbai

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