

RESULTS OF REMOTE ELECTRONIC VOTING AND POLL CONDUCTED FOR RESOLUTIONS SET OUT IN NOTICE CONVENING 31ST ANNUAL GENERAL MEETING OF THE COMPANY HELD ON APRIL 17, 2019

The 32nd Annual General Meeting (“AGM”) of CRISIL Limited (“the Company”) was held on Wednesday, April 17, 2019 at 3.30 p.m. at Rangaswar Hall, 4th floor, Yashwantrao Chavan Pratishthan, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021, to transact the business set forth in the Notice of the AGM dated February 12, 2019.

In terms of Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provided its Members with the facility to exercise their right to vote on the resolutions proposed to be passed at the Annual General Meeting by electronic means. Members could cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The Company had entered into an arrangement with Karvy Fintech Pvt. Ltd. (“Karvy”) for facilitating remote e-voting services.

Members, whose names was recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories, as on cut-off date, Wednesday, April 10, 2019, were entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting and could cast their vote electronically on the Ordinary and Special Business(es) as set out in the Notice of the AGM through electronic voting system of Karvy. The remote e-voting period commenced on Saturday, April 13, 2019 at 10.00 a.m. and ended on Tuesday, April 16, 2019 at 5.00 p.m. The remote e-voting module was disabled at 5.00 p.m. on April 16, 2019.

The Members who had not cast their vote by remote e-voting could exercise their voting rights at the Annual General Meeting. The Company had made arrangements for voting at the venue of the Annual General Meeting. Members who had cast their vote by remote e-voting prior to the meeting, could also attend the meeting, but were not entitled to cast their vote again.

Accordingly, the shareholders voted on the following resolutions, proposed in the Notice convening the said 32nd Annual General Meeting :

Sr. No.	Details of the Agenda	Type of Resolution (Ordinary / Special)
ORDINARY BUSINESS		
1.	To receive, consider and adopt:	Ordinary

CRISIL Limited

Corporate Identity Number: L67120MH1987PLC042363

	a. the Audited Financial Statements of the Company for the year ended December 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the year ended December 31, 2018, together with the Report of the Auditors thereon.	
2.	To declare final dividend on equity shares of Rs. 11 per equity share and to approve and confirm the declaration and payment of three interim dividends aggregating Rs. 19 per equity share for the year ended December 31, 2018.	Ordinary
3.	Re-appointment of Mr. John Berisford : To appoint a Director in place of Mr. John Berisford (DIN 07554902), who retires by rotation and, being eligible, seeks re-appointment.	Ordinary
SPECIAL BUSINESS		
4.	To appoint Ms. Arundhati Bhattacharya (DIN 02011213) as an Independent Director of the Company.	Ordinary

The Board of Directors of the Company had appointed Mr. Makarand Joshi, Practicing Company Secretary, as Scrutinizer for the E-Voting under Section 108 of the Companies Act, 2013 as also for the InstaPoll at this AGM, to scrutinize the e-voting and poll process in a fair and transparent manner. Mr. Makarand Joshi submitted his report to me after completion of poll process.

The results of voting on the resolutions are as under :

A. Date of the AGM : April 17, 2019 (Wednesday)

B. Total number of shareholders as on record date i.e. April 1, 2019:

29,513 (Twenty Nine Thousand Five Hundred and Thirteen)

C. No. of shareholders present in the meeting either in person or through proxy: 92

Shareholders	Present in person	Present through Authorised Representative/Proxy	Total
Promoter and Promoter Group	Nil	3	3
Public	83	6	89
Total	83	9	92

D. No. of Shareholders attended the meeting through Video Conferencing :

Promoters and Promoter Group : No video conferencing facility was arranged for the AGM

Public : No video conferencing facility was arranged for the AGM

E. Agenda – wise disclosure of voting details : Annexure

All the resolutions set out in the Notice convening the 32nd Annual General Meeting have thus been passed with requisite majority.

Yours faithfully
For CRISIL Limited


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Ashu Suyal
Managing Director & Chief Executive Officer
DIN : 00494515

Encl.: Annexure

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 9th Floor, Citi of Joy, J.S.D Road, Mulund (West), Mumbai – 400080 (T) 022-21678100

Consolidated Report of Scrutinizer on remote e-voting and Insta Poll voting at the 32nd Annual General Meeting

To,

Mr. John Lee Berisford
The Chairman,

Of 32nd Annual General Meeting (AGM) of the Shareholders of **Crisil Limited** (hereinafter referred as the “Company”) held on Wednesday, 17th April 2019, at 3.30 P.M. at Rangaswar Hall, 4th floor, Yashwantrao Chavan Pratishthan, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021.

Dear Sir,

Re: Scrutinizer’s Report on voting through remote e-voting and voting at the AGM in terms of provisions of the Companies Act, 2013 read with the Rules issued thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

- A. I was appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 12th February, 2019 to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015; and
 - (ii) **Poll through electronic Voting (Insta Poll) at the AGM** under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the AGM held on Wednesday, 17th April, 2019.
- B. The Company had availed the remote e-voting facility provided by Karvy Fintech Private Limited (“Karvy”) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Saturday, April 13, 2019, at 10:00 a.m. and end on Tuesday, April 16, 2019, at 5:00 p.m. and the Karvy remote e-voting platform was unblocked thereafter.

- C. After closure of the Insta Poll at the AGM, the report on voting done at the AGM was generated in my presence and diligently scrutinized.
- D. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast thereunder were counted.
- E. Details of AGM:

Date of AGM	17 th April 2019
Total number of shareholders on record date (i.e. as on Wednesday, 01st April, 2019)	29513
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	3
Public	89
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	NA
Public	NA

Resolution Item No. 1 - Ordinary Resolution:

To receive, consider and adopt:

- a) The Audited Financial Statements of the Company for the year ended December 31, 2018, together with the Reports of the Board of Directors and Auditors Report thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the year ended December 31, 2018, together with the Report of the Auditors thereon;

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	4,87,32,586	4,87,32,586	100.00	4,87,32,586	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4,87,32,586	100.00	4,87,32,586	0	100.00	0.00
Public-Institutions	E-Voting	1,27,44,471	92,84,332	72.85	92,84,332	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		92,84,332	72.85	92,84,332	0	100.00	0.00
Public- Non Institutions	E-Voting	1,06,89,342	5,09,588	4.77	5,09,537	51	99.99	0.01
	Poll		2,04,686	1.91	2,04,620	66	99.97	0.03
	Total		7,14,274	6.68	7,14,157	117	99.98	0.02
	Total	7,21,66,399	5,87,31,192	81.38	5,87,31,075	117	100.00	0.00

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Resolution Item No. 2 - Ordinary Resolution:

Declaration of Dividend:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,87,32,586	4,87,32,586	100.00	4,87,32,586	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4,87,32,586	100.00	4,87,32,586	0	100.00	0.00
Public- Institutions	E-Voting	1,27,44,471	92,84,332	72.85	92,84,332	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		92,84,332	72.85	92,84,332	0	100.00	0.00
Public- Non Institutions	E-Voting	1,06,89,342	5,09,588	4.77	5,09,538	50	99.99	0.01
	Poll		2,04,686	1.91	2,04,620	66	99.97	0.03
	Total		7,14,274	6.68	7,14,158	116	99.98	0.02
	Total	7,21,66,399	5,87,31,192	81.38	5,87,31,076	116	100.00	0.00

Resolution Item No. 3 - Ordinary Resolution:

Re-appointment of Mr. John Berisford, (DIN: 07554902), who retires by rotation and, being eligible, seeks re-appointment.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,87,32,586	4,87,32,586	100.00	4,87,32,586	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4,87,32,586	100.00	4,87,32,586	0	100.00	0.00
Public- Institutions	E-Voting	1,27,44,471	92,84,332	72.85	92,78,647	5,685	99.94	0.06
	Poll		0	0.00	0	0	0.00	0.00
	Total		92,84,332	72.85	92,78,647	5,685	99.94	0.06
Public- Non Institutions	E-Voting	1,06,89,342	5,09,588	4.77	5,09,528	60	99.99	0.01
	Poll		2,04,686	1.91	2,04,620	66	99.97	0.03
	Total		7,14,274	6.68	7,14,148	126	99.98	0.02
	Total	7,21,66,399	5,87,31,192	81.38	5,87,25,381	5,811	99.99	0.01

Resolution Item No. 4 - Ordinary Resolution:

Appointment of Ms. Arundhati Bhattacharya as an Independent Director of the Company:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,87,32,586	4,87,32,586	100.00	4,87,32,586	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4,87,32,586	100.00	4,87,32,586	0	100.00	0.00
Public-Institutions	E-Voting	1,27,44,471	92,84,332	72.85	92,77,446	6,886	99.93	0.07
	Poll		0	0.00	0	0	0.00	0.00
	Total		92,84,332	72.85	92,77,446	6,886	99.93	0.07
Public- Non Institutions	E-Voting	1,06,89,342	5,09,588	4.77	5,09,068	520	99.90	0.10
	Poll		2,04,686	1.91	2,04,620	66	99.97	0.03
	Total		7,14,274	6.68	7,13,688	586	99.92	0.08
Total		7,21,66,399	5,87,31,192	81.38	5,87,23,720	7,472	99.99	0.01

- F. All the aforesaid resolutions were passed by requisite majority.
- G. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the Insta Poll at the AGM.

Thanking you,
Yours faithfully,

**For Makarand M. Joshi & Co.,
Practicing Company Secretaries**



**Authorised Representative
of Makarand Joshi
Place: Mumbai
Date : 17/04/2019**

For CRISIL Limited



**Chairman Authorised Representative
Place: Mumbai
Date: 17/04/2019**

ANNEXURE

Ordinary Business: Item No. 1 - Ordinary Resolution for adoption of Financial Statements as set out in Item No. 1 of the AGM Notice								
Resolution required: (Ordinary/ Special)		ORDINARY						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,87,32,586	4,87,32,586	100.00	4,87,32,586	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4,87,32,586	100.00	4,87,32,586	0	100.00	0.00
Public- Institutions	E-Voting	1,27,44,471	92,84,332	72.85	92,84,332	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		92,84,332	72.85	92,84,332	0	100.00	0.00
Public- Non Institutions	E-Voting	1,06,89,342	5,09,588	4.77	5,09,537	51	99.99	0.01
	Poll		2,04,686	1.91	2,04,620	66	99.97	0.03
	Total		7,14,274	6.68	7,14,157	117	99.98	0.02
Total		7,21,66,399	5,87,31,192	81.38	5,87,31,075	117	100.00	0.00

Corporate Identity Number: L67120MH1987PLC042363

CRISIL Limited

Ordinary Business: Item No. 2 - Ordinary Resolution for declaration of dividend as set out in Item No. 2 of the AGM Notice								
Resolution required: (Ordinary/ Special)		ORDINARY						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	4,87,32,586	4,87,32,586	100.00	4,87,32,586	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4,87,32,586	100.00	4,87,32,586	0	100.00	0.00
Public- Institutions	E-Voting	1,27,44,471	92,84,332	72.85	92,84,332	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		92,84,332	72.85	92,84,332	0	100.00	0.00
Public- Non Institutions	E-Voting	1,06,89,342	5,09,588	4.77	5,09,538	50	99.99	0.01
	Poll		2,04,686	1.91	2,04,620	66	99.97	0.03
	Total		7,14,274	6.68	7,14,158	116	99.98	0.02
Total		7,21,66,399	5,87,31,192	81.38	5,87,31,076	116	100.00	0.00

CRISIL Limited

Corporate Identity Number: L67120MH1987PLC042363

Ordinary Business: Item No. 3 - Ordinary Resolution for re-appointment of Mr. John Berisford as set out in Item No. 3 of the AGM Notice								
Resolution required: (Ordinary/ Special)		ORDINARY						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,87,32,586	4,87,32,586	100.00	4,87,32,586	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4,87,32,586	100.00	4,87,32,586	0	100.00	0.00
Public- Institutions	E-Voting	1,27,44,471	92,84,332	72.85	92,78,647	5,685	99.94	0.06
	Poll		0	0.00	0	0	0.00	0.00
	Total		92,84,332	72.85	92,78,647	5,685	99.94	0.06
Public- Non Institutions	E-Voting	1,06,89,342	5,09,588	4.77	5,09,528	60	99.99	0.01
	Poll		2,04,686	1.91	2,04,620	66	99.97	0.03
	Total		7,14,274	6.68	7,14,148	126	99.98	0.02
Total		7,21,66,399	5,87,31,192	81.38	5,87,25,381	5,811	99.99	0.01

CRISIL Limited

Corporate Identity Number: L67120MH1987PLC042363

Special Business: Item No. 4 - Ordinary Resolution for appointment of Ms. Arundhati Bhattacharya as set out in Item No. 4 of the AGM Notice								
Resolution required: (Ordinary/ Special)		ORDINARY						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,87,32,586	4,87,32,586	100.00	4,87,32,586	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4,87,32,586	100.00	4,87,32,586	0	100.00	0.00
Public- Institutions	E-Voting	1,27,44,471	92,84,332	72.85	92,77,446	6,886	99.93	0.07
	Poll		0	0.00	0	0	0.00	0.00
	Total		92,84,332	72.85	92,77,446	6,886	99.93	0.07
Public- Non Institutions	E-Voting	1,06,89,342	5,09,588	4.77	5,09,068	520	99.90	0.10
	Poll		2,04,686	1.91	2,04,620	66	99.97	0.03
	Total		7,14,274	6.68	7,13,688	586	99.92	0.08
	Total	7,21,66,399	5,87,31,192	81.38	5,87,23,720	7,472	99.99	0.01

CRISIL Limited

Corporate Identity Number: L67120MH1987PLC042363

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