

May 19, 2022

National Stock Exchange of India Ltd.  
Exchange Plaza, 5th floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex  
Bandra (East), Mumbai 400 051

BSE Ltd.  
P J Towers  
Dalal Street  
Fort  
Mumbai 400001

Dear Sirs,

**Sub.: Minutes of 35th Annual General Meeting of CRISIL Limited held on Friday, April 22, 2022 through Video Conferencing (VC) and other audio visual means (OAVM)**

Pursuant to Regulation 30 read with Schedule III, Part A (A) (13) of the SEBI Listing Regulations 2015, we had submitted the proceedings of the 35th Annual General Meeting of CRISIL Limited held on Friday, April 22, 2022, vide our letter dated April 22, 2022.

Please find enclosed a copy of the Minutes of the said Meeting, for your record.

Yours faithfully  
For CRISIL Limited

Minal Bhosale  
Company Secretary  
ACS 12999

Encl.: a/a

**CRISIL Limited**

Corporate Identity Number: L67120MH1987PLC042363

# **Minutes of the Thirty Fifth Annual General Meeting of the members of CRISIL Limited**

**The 35<sup>th</sup> Annual General Meeting of CRISIL Limited was held as under :**

<b>Day</b>	<b>:</b>	<b>Friday</b>
<b>Date</b>	<b>:</b>	<b>April 22, 2022</b>
<b>Mode</b>	<b>:</b>	<b>Through Video Conferencing (VC) and other audio visual means (OAVM)</b>
<b>Deemed Venue</b>	<b>:</b>	<b>CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai 400 076</b>
<b>Time of commencement</b>	<b>:</b>	<b>3.30 p.m.</b>
<b>Time of conclusion</b>	<b>:</b>	<b>4.45 p.m.</b>

## **Present through Video Conference / Other Audio Visual Means:**

Mr. John L. Berisford	Chairman of the Board of Directors, joined from New York, USA
Mr. Girish Paranjpe	Independent Director and Chairman of the Audit and Stakeholders' Relationship Committees, joined from Mumbai
Ms. Vinita Bali	Independent Director and Chairperson of the Nomination and Remuneration and Corporate Social Responsibility Committees, joined from Mumbai
Ms. Shyamala Gopinath	Independent Director and Chairperson of the Risk Management Committee, joined from California, USA
Mr. Amar Raj Bindra	Independent Director, joined from Hong Kong
Mr. Ewout Steenbergen	Non-executive Director, joined from Mumbai
Ms. Elizabeth Mann	Non-executive Director, joined from Mumbai
Mr. Amish Mehta	Managing Director & CEO, joined from Mumbai



Mr. Khushroo B. Panthaky, Partner of Walker Chandiook & Co LLP, Statutory Auditors, was present by invitation. Mr. Omkar Dindorkar, authorized representative of Makarand Joshi & Company, was present by invitation in the capacity of the Scrutiniser for polling and also representing the Secretarial Auditor.

Ms. Minal Bhosale, Company Secretary, was in attendance.

The Company Secretary welcomed Members to the 35<sup>th</sup> Annual General Meeting (AGM) of the Company and informed them that the meeting was being held through video conference and other audio visual means in view of the COVID – 19 pandemic and related restrictions and the live proceedings of the AGM were also being webcasted on the e-voting website of National Securities Depository Limited ('NSDL'). She announced that members had been offered the facility to pre-register as speakers for the meeting and that the proceedings of the AGM were being recorded for compliance purposes. The members were informed that following registers and documents were open for inspection during the continuance of the meeting:-

- 1) Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested.
- 2) Annual Report of the Company for the financial year ended December 31, 2021, containing the Directors Report and its Annexures, the standalone and the consolidated financial statements, the Auditor's Reports and the Secretarial Auditor's Report.
- 3) Secretarial Auditors' certificate stating that Employees Stock Option Schemes of CRISIL had been implemented in accordance with SEBI Regulations.

In accordance with Article 93 of the Articles of Association of the Company, Mr. John L. Berisford, Chairman of the Board of Directors, presided over the meeting and formally commenced the proceedings of the meeting as the necessary quorum was present.

52 members were present through VC/OAVM out of which 3 members were represented through authorised representatives, thus representing approximately 67.17% of the shareholding (4,90,16,323 equity shares).

The Chairman welcomed the members and the Board of Directors to the Annual General Meeting. The Chairman introduced the Directors to the members. The Chairman informed the members that the Company had taken all efforts reasonable under the circumstances to enable members to participate and vote on the items being considered in the meeting.

The Notice convening the Thirty Fifth Annual General Meeting was taken as read.



The Chairman informed the members that the Auditor's Report on the Financial Statements of the Company for the year ended December 31, 2021 and the Secretarial Audit Report did not contain any qualifications. Accordingly, the Auditor's Report on the Financial Statements and the Secretarial Audit Report were not required to be read.

Thereafter, the Chairman continued with the proceedings of the meeting.

The Chairman delivered his speech, highlights of which are recorded as under:

Addressing the shareholders, the Chairman stated that during 2021 the Company delivered strong financial performance across its business segments despite heightened economic uncertainty across the world, caused due to the second year of the pandemic. During the second half of the year, the lending markets improved as demand increased, and buoyancy in the capital market continued to drive the need for insightful and robust research and analytics. He informed the shareholders that Ratings remained the preferred choice for investors and issuers, Global Analytical Centre (GAC) continued to be a strategic partner for S&P Global Ratings, India Research witnessed a surge in need for comprehensive data sets, critical insights, and custom analytics and Global Research and Risk Solutions (GR&RS) gained momentum whereas Global Benchmarking Analytics expanded its suite of analytics and added new clients globally. The Advisory business won new mandates and the Business Intelligence and Risk Solutions business increased its overseas client footprint. He further informed the shareholders that the Company further strengthened its sustainability credentials and launched a proprietary framework to score listed Indian companies on ESG performance. The Company led with a 'people first' approach and was at the forefront of pandemic relief in India. He added that CRISIL Foundation launched 419 centers in India under the Reserve Bank of India's 'MoneyWise Centre for Financial Literacy' initiative. He also thanked the shareholders for their support over the years and CRISIL employees for their invaluable dedication and hard work.

The Chairman then invited members who had registered themselves as speakers to speak or ask questions pertaining to the performance of the Company during the year under review. Twelve members thereafter addressed the meeting.

The members had comments, suggestions or queries regarding the following:

- i) Impact of Covid-19 on employees and work
- ii) ESG ratings
- iii) Ratings process
- iv) Bonus, special dividend and dividend policy
- v) Investment in CARE



- vi) Return on net worth and business growth
- vii) Rationalizing subsidiaries of the Company
- viii) Attrition rate
- ix) Growth outlook in the GR&RS and Infrastructure Advisory business
- x) Conducting a physical meeting next year
- xi) CSR activities and ESG practices
- xii) Publication of an integrated balance sheet
- xiii) Publication of quarterly results

The Chairman then requested Mr. Amish Mehta, Managing Director and Chief Executive Officer to reply to the comments and queries of the members. Mr. Amish Mehta replied to the aforesaid queries of the shareholders and conveyed that should any specific queries remain unanswered, the same would be responded to after the meeting.

Thereafter, the following resolutions as set out in the Notice convening the AGM were read out by the Chairman:

Sr. No.	Details of the Agenda	Type of Resolution (Ordinary / Special)	Text of the resolution passed
<b>ORDINARY BUSINESS</b>			
1.	To receive, consider and adopt: a. the Audited Financial Statements of the Company for the year ended December 31, 2021, 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, 2021, together with the Report of the Auditors thereon.	Ordinary	“RESOLVED THAT the Audited Financial Statements for the year ended December 31, 2021, together with the report of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended December 31, 2021 together with the Report of the Auditors thereon, as circulated to the Shareholders and laid before the meeting, be considered, received and adopted.”



Sr. No.	Details of the Agenda	Type of Resolution (Ordinary / Special)	Text of the resolution passed
2.	To declare final dividend on equity shares of Rs. 22 (including a special dividend of Rs 7) per equity share and to approve and confirm the declaration and payment of three interim dividends aggregating Rs. 24 per equity share for the year ended December 31, 2021.	Ordinary	<p>"RESOLVED THAT the first interim dividend of Rs. 7 per share on 7,27,45,445 equity shares of Re. 1 each, second interim dividend of Rs. 8 per share on 7,27,91,052 equity shares of Re. 1 each and third interim dividend of Rs. 9 per share on 7,28,68,446 equity shares of Re. 1 each, fully paid up, in respect of the financial year 2021 be and are hereby confirmed and approved.</p> <p>RESOLVED THAT a final dividend of Rs.22 (including a special dividend of Rs 7) per share, be and is hereby declared on 7,29,63,011 equity shares of Re. 1 each, fully paid up and the same be paid to those shareholders whose names appeared on the Register of Members of the Company as at close of business hours of March 31, 2022."</p>
3.	To appoint a director in place of Mr. Ewout Steenbergen, who retires by rotation, and being eligible seeks re-appointment.	Ordinary	"RESOLVED THAT Mr. Ewout Steenbergen (DIN 07956962), who retires by rotation at this Annual General Meeting and, being eligible seeks re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
4.	To approve re-appointment of Statutory Auditors for a second term of five consecutive years	Ordinary	"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142, and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, including any modification, variation or re-enactment thereof, M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), be, and is hereby re-appointed as statutory auditors of the Company for a second term of five consecutive years, to hold office from the conclusion of this Thirty-Fifth Annual General Meeting until the conclusion of the Fortieth Annual



Sr. No.	Details of the Agenda	Type of Resolution (Ordinary / Special)	Text of the resolution passed
			General Meeting of the Company, at such remuneration as may be determined by the Board of Directors of the Company (including its Committee thereof).”
<b>SPECIAL BUSINESS</b>			
5.	To appoint Mr. Amar Raj Bindra (DIN 09415766) as an independent director of the company.	Special	“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Amar Raj Bindra (DIN 09415766), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 (1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, who is eligible for appointment, and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from December 1, 2021, up to November 30, 2026.”
6.	To appoint Ms. Elizabeth Mann (DIN 09407237) as a Non-Executive Director, liable to retire by rotation.	Ordinary	“RESOLVED THAT Ms. Elizabeth Mann (DIN 09407237), who was appointed as an Additional Director of the Company with effect from November 29, 2021, by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013, and the Articles of Association of the Company and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be and is



Sr. No.	Details of the Agenda	Type of Resolution (Ordinary / Special)	Text of the resolution passed
			hereby appointed as a Director of the Company, liable to retire by rotation.”
7.	To approve amendments to the objects clause of the Memorandum of Association	Special	<p>“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to necessary registrations and approvals required, if any, from the Competent Authority(ies) and subject to such terms, conditions or amendments as may be required or suggested by any such Competent Authority(ies), the approval of the Members be and is hereby accorded for effecting the following modifications in the existing clauses of the Memorandum of Association of the Company:</p> <p>(i) to replace existing clause III(A)(3) with the following new clause:</p> <p>(3) To provide counsel, advice, research, analysis, data for businesses or any persons or provide people support for delivering the aforementioned services, including and without prejudice to the generality of the foregoing, on management, technology, production, marketing, finance and act as advisors and consultants whether in India or elsewhere globally, for the government, semi-government bodies, local authorities, multilateral and bilateral agencies, financial institutions, banks, trusts, funds, bodies corporate, private or public enterprises or any other person or persons, in the areas of risk solutions, risk management, infrastructure development, implementation and solutions, investment, management, finance, technology, administration, commerce, law, economics, labour, human resource development, public relations, statistics, science,</p>





Sr. No.	Details of the Agenda	Type of Resolution (Ordinary / Special)	Text of the resolution passed
			<p>computers, accountancy, taxation, fund management, foreign exchange dealings, quality control, processing, strategic planning and valuation, product, sales, costs, pricing, process development, process management, credit risk, monitoring and evaluation, sustainability, climate change, ESG, creation of products, request for proposal (RFP) services, and to assist or support in obtaining counsel or advise in such matters in all areas or sectors.”</p> <p>to insert the following clause as clause III(A) (4) after the replaced clause III(A)(3) AND THAT consequent to the aforesaid insertion, the remaining clauses of the Memorandum of Association be re-numbered accordingly:</p> <p>“(4) To undertake and carry on or provide people support for undertaking and carrying on, whether in India or elsewhere, the business of, in or relating to, and to offer or render consultancy and other services or manufacture, design, develop, program, maintain, service, purchase, assemble, sell, distribute, import, export, outsource and generally deal in multiple domains including but not limited to technology, information security, technology infrastructure services, software and hardware solutions, management consultancy, risk solutions, computer hardware, systems integration, software and solutions, such as but without prejudice to the generality of the foregoing, telecom, datacom, system integration and networking, electronic media, ERP, e-commerce, electronic communication and trading, internet, intranet, client server technology, and web or internet related techniques, solutions or products, and to distribute and publish electronic information, products and services in all their</p>



Sr. No.	Details of the Agenda	Type of Resolution (Ordinary / Special)	Text of the resolution passed
			<p>branches and of any kind, nature and description, and further to establish, run and/or manage, whether in India or abroad, data processing, data mining, data storage, data extraction and transcription centres, provide technology based platforms, products and services across all industries, managed/hosting services across technology infrastructure, outsourcing services for business processing, transaction processing and investment and management related processing and to provide training on all domains across all industries.”</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company, (including its Committee thereof), be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”</p>

The Chairman requested Ms. Minal Bhosale, Company Secretary, to brief the members regarding the voting procedure at the Annual General Meeting. Ms. Bhosale informed the members that the Company had reviewed all statutory requirements and accordingly, had provided electronic voting facility to the members to exercise their right to vote by electronic means on all of the businesses specified in the Notice. The e-voting was open from Monday, April 18, 2022 (10.00 a.m.) to Thursday, April 21, 2022 (5.00 p.m.). As per the statutory requirements and in view of the virtual format of the meeting, voting by show of hands was not permitted at the General Meeting where e-voting had been offered to the Members. Therefore, for those shareholders who had not exercised their right to vote by remote e-voting, the facility for electronic voting was also made available during the AGM for 30 minutes after the conclusion of the meeting.



For the purpose of e-voting, the voting rights were reckoned as of April 15, 2022, which was the cut-off date. She informed the shareholders that the combined results of remote e-voting and e-voting during the Annual General Meeting shall be announced on or before April 24, 2022 by intimation to the Stock Exchanges and would be displayed on the website of the Company, [www.crisil.com](http://www.crisil.com) and also on the website of NSDL, viz <https://www.evoting.nsdl.com/> .

The Chairman then informed the members that all the business of the meeting having been completed, the meeting was concluded. He thanked all the members for their participation in continued support to the Company. The meeting concluded at 4.45 p.m.

### **Completion of e-voting and Scrutinisers' Report :**

After ensuring that all the members participating in the e-voting had cast their votes, the Scrutiniser unlocked the e-voting system.

The Scrutiniser issued his report dated April 22, 2022 to the Managing Director & Chief Executive Officer of the Company, who was duly authorised by the Board of Directors and the Chairman to receive and announce the voting results.

The consolidated results as per Scrutiniser's Report were as under :

<b>Resolution No.</b>	<b>Particulars</b>	<b>% votes in favour</b>	<b>% votes against</b>
1.	To receive, consider and adopt: a. the Audited Financial Statements of the Company for the year ended December 31, 2021, 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, 2021, together with the Report of the Auditors thereon.	100%	0.00%
2.	To declare final dividend on equity shares of Rs. 22 (including a special dividend of Rs 7) per equity share and to approve and confirm the declaration and payment of three interim dividends aggregating Rs. 24 per equity share for the year ended December 31, 2021.	100%	0.00%
3.	To appoint a director in place of Mr. Ewout Steenbergen, who retires by rotation, and being eligible seeks re-appointment.	98.34%	1.66%
4.	To approve re-appointment of Statutory Auditors for a second term of five consecutive years	99.99%	0.01%



<b>Resolution No.</b>	<b>Particulars</b>	<b>% votes in favour</b>	<b>% votes against</b>
5.	To appoint Mr. Amar Raj Bindra (DIN 09415766) as an independent director of the company.	99.73%	0.27%
6.	To appoint Ms. Elizabeth Mann (DIN 09407237) as a Non-Executive Director, liable to retire by rotation.	98.34%	1.66%
7.	To approve amendments to the objects clause of the Memorandum of Association	100%	0.00%

On the basis of the Scrutiniser's Report for e-voting dated April 22, 2022, Mr. Amish Mehta, Managing Director & Chief Executive Officer, announced through the website of the Company, National Securities Depository Limited (NSDL), BSE Limited and National Stock Exchange of India Limited, the consolidated results of voting (e-voting) on April 22, 2022 and that all the resolutions for the Ordinary and Special Business as set out at item nos. 1 to 7 of the Notice of the 35<sup>th</sup> Annual General Meeting of the Company dated February 15, 2022 had been duly passed by a requisite majority as under:



<b>Ordinary Business: Item No. 1 - Ordinary Resolution for adoption of Financial Statements as set out in Item No. 1 of the AGM Notice</b>								
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	<b>48,732,586</b>	48,732,586	100.00	48,732,586	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>48,732,586</b>	<b>100.00</b>	<b>48,732,586</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	<b>9,680,252</b>	8,356,024	86.32	8,356,024	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>8,356,024</b>	<b>86.32</b>	<b>8,356,024</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	<b>14,550,173</b>	3,487,089	23.97	3,486,809	280	99.99	0.01
	Poll		5,336	0.04	5,336	0	100.00	0.00
	<b>Total</b>		<b>3,492,425</b>	<b>24.00</b>	<b>3,492,145</b>	<b>280</b>	<b>99.99</b>	<b>0.01</b>
	<b>Total</b>	<b>72,963,011</b>	<b>60,581,035</b>	<b>83.03</b>	<b>60,580,755</b>	<b>280</b>	<b>100.00</b>	<b>0.00</b>



<b>Ordinary Business: Item No. 2 - Ordinary Resolution for declaration of dividend as set out in Item No. 2 of the AGM Notice</b>								
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	<b>48,732,586</b>	48,732,586	100.00	48,732,586	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>48,732,586</b>	<b>100.00</b>	<b>48,732,586</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	<b>9,680,252</b>	8,356,024	86.32	8,356,024	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>8,356,024</b>	<b>86.32</b>	<b>8,356,024</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	<b>14,550,173</b>	3,487,089	23.97	3,487,008	81	100.00	0.00
	Poll		5,336	0.04	5,336	0	100.00	0.00
	<b>Total</b>		<b>3,492,425</b>	<b>24.00</b>	<b>3,492,344</b>	<b>81</b>	<b>100.00</b>	<b>0.00</b>
	<b>Total</b>	<b>72,963,011</b>	<b>60,581,035</b>	<b>83.03</b>	<b>60,580,954</b>	<b>81</b>	<b>100.00</b>	<b>0.00</b>



<b>Ordinary Business: Item No. 3 - Ordinary Resolution for re-appointment of Mr. Ewout Steenbergen as set out in Item No. 3 of the AGM Notice</b>								
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	<b>48,732,586</b>	48,732,586	100.00	48,732,586	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>48,732,586</b>	<b>100.00</b>	<b>48,732,586</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	<b>9,680,252</b>	8,356,024	86.32	7,352,650	1,003,374	87.99	12.01
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>8,356,024</b>	<b>86.32</b>	<b>7,352,650</b>	<b>1,003,374</b>	<b>87.99</b>	<b>12.01</b>
Public- Non Institutions	E-Voting	<b>14,550,173</b>	3,487,089	23.97	3,483,833	3,256	99.91	0.09
	Poll		5,336	0.04	5,336	0	100.00	0.00
	<b>Total</b>		<b>3,492,425</b>	<b>24.00</b>	<b>3,489,169</b>	<b>3,256</b>	<b>99.91</b>	<b>0.09</b>
	<b>Total</b>	<b>72,963,011</b>	<b>60,581,035</b>	<b>83.03</b>	<b>59,574,405</b>	<b>1,006,630</b>	<b>98.34</b>	<b>1.66</b>



<b>Ordinary Business: Item No. 4 - Ordinary Resolution for re-appointment of Statutory Auditors as set out in Item No. 4 of the AGM Notice</b>								
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	<b>48,732,586</b>	48,732,586	100.00	48,732,586	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>48,732,586</b>	<b>100.00</b>	<b>48,732,586</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	<b>9,680,252</b>	8,356,024	86.32	8,356,024	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>8,356,024</b>	<b>86.32</b>	<b>8,356,024</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	<b>14,550,173</b>	3,487,087	23.97	3,483,841	3,246	99.91	0.09
	Poll		5,336	0.04	5,336	0	100.00	0.00
	<b>Total</b>		<b>3,492,423</b>	<b>24.00</b>	<b>3,489,177</b>	<b>3,246</b>	<b>99.91</b>	<b>0.09</b>
<b>Total</b>		<b>72,963,011</b>	<b>60,581,033</b>	<b>83.03</b>	<b>60,577,787</b>	<b>3,246</b>	<b>99.99</b>	<b>0.01</b>





**Special Business: Item No. 5 - Special Resolution for Appointment of Mr. Amar Raj Bindra as an Independent Director as set out in Item No. 5 of the AGM Notice**

Resolution required: (Ordinary/ Special)		SPECIAL						
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	<b>48,732,586</b>	48,732,586	100.00	48,732,586	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>48,732,586</b>	<b>100.00</b>	<b>48,732,586</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	<b>9,680,252</b>	8,356,024	86.32	8,193,280	162,744	98.05	1.95
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>8,356,024</b>	<b>86.32</b>	<b>8,193,280</b>	<b>162,744</b>	<b>98.05</b>	<b>1.95</b>
Public- Non Institutions	E-Voting	<b>14,550,173</b>	3,487,087	23.97	3,486,731	356	99.99	0.01
	Poll		5,336	0.04	5,336	0	100.00	0.00
	<b>Total</b>		<b>3,492,423</b>	<b>24.00</b>	<b>3,492,067</b>	<b>356</b>	<b>99.99</b>	<b>0.01</b>
	<b>Total</b>	<b>72,963,011</b>	<b>60,581,033</b>	<b>83.03</b>	<b>60,417,933</b>	<b>163,100</b>	<b>99.73</b>	<b>0.27</b>



**Special Business: Item No. 6 - Ordinary Resolution for Appointment of Ms. Elizabeth Mann as a Non-Executive Director, liable to retire by rotation as set out in Item No. 6 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	<b>48,732,586</b>	48,732,586	100.00	48,732,586	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>48,732,586</b>	<b>100.00</b>	<b>48,732,586</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	<b>9,680,252</b>	8,356,024	86.32	7,350,995	1,005,029	87.97	12.03
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>8,356,024</b>	<b>86.32</b>	<b>7,350,995</b>	<b>1,005,029</b>	<b>87.97</b>	<b>12.03</b>
Public- Non Institutions	E-Voting	<b>14,550,173</b>	3,487,087	23.97	3,486,771	316	99.99	0.01
	Poll		5,336	0.04	5,336	0	100.00	0.00
	<b>Total</b>		<b>3,492,423</b>	<b>24.00</b>	<b>3,492,107</b>	<b>316</b>	<b>99.99</b>	<b>0.01</b>
	<b>Total</b>	<b>72,963,011</b>	<b>60,581,033</b>	<b>83.03</b>	<b>59,575,688</b>	<b>1,005,345</b>	<b>98.34</b>	<b>1.66</b>



**Special Business: Item No. 7 – Special Resolution for Amendment of the Objects Clause of the Memorandum of Association as set out in Item No. 7 of the AGM Notice**

Resolution required: (Ordinary/ Special)		SPECIAL						
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	<b>48,732,586</b>	48,732,586	100.00	48,732,586	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>48,732,586</b>	<b>100.00</b>	<b>48,732,586</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	<b>9,680,252</b>	8,356,024	86.32	8,356,024	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>8,356,024</b>	<b>86.32</b>	<b>8,356,024</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	<b>14,550,173</b>	3,487,067	23.97	3,486,770	297	99.99	0.01
	Poll		5,336	0.04	5,336	0	100.00	0.00
	<b>Total</b>		<b>3,492,403</b>	<b>24.00</b>	<b>3,492,106</b>	<b>297</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>72,963,011</b>	<b>60,581,013</b>	<b>83.03</b>	<b>60,580,716</b>	<b>297</b>	<b>100.00</b>	<b>0.00</b>



These resolutions recorded hereinabove as part of the proceedings of the 35<sup>th</sup> Annual General Meeting, were duly approved by the members of the Company by a requisite majority and were deemed to be passed on April 22, 2022, being the date of the Annual General Meeting of the Company.

**Sd/-**

**Chairman**

**Place : Connecticut, USA**

**Date : May 18, 2022**

**Date of entry in minutes book: May 16, 2022**

