

CRISIL Limited

CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai 400 076

Corporate Identification Number (CIN) : L67120MH1987PLC042363

Tel.: 022-33423000 Fax: 022-33423001

Website : www.crisil.com ; e-mail: investors@crisil.com

In view of prevailing MCA Circulars on postal ballot process, the voting on the resolution covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e-voting explained in the Notice.

Notice of Postal Ballot to the Shareholders

(Notice issued to members pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (the Act), read together with the Companies (Management and Administration) Rules, 2014, General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 02/2021 dated January 13, 2021, No. 10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 8, 2021 and General Circular No.3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars"), and other applicable provisions, including any statutory modification or re-enactment thereof for the time being in force, that the Resolution set out below is proposed to be passed by shareholders of the Company through postal ballot through remote e-voting process only. An Explanatory Statement pertaining to the said Resolution setting out the material facts concerning and the reasons thereof is annexed to the Notice for your consideration.

In accordance with Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and the aforesaid Circulars, this Notice is being sent by email to the members whose email addresses are available with the depositories for communication purposes or are obtained directly from the members, as per Section 136 of the Companies Act, 2013 and Rule 11 of the Companies (Accounts) Rules, 2014. The same is also available on the Company's website at www.crisil.com, on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at www.evoting.nsdl.com.

Members who have not registered their email addresses so far are requested to get their email addresses registered. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. Members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com with a copy to investors@crisil.com by providing Folio No., name, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) and AADHAR (self-attested scanned copy of Aadhar card) for registering email address.

The Board of Directors has appointed Mr. Makarand Joshi, Practising Company Secretary, as the Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner. National Securities Depository Limited (NSDL) will be facilitating e-voting to enable the Shareholders to cast their votes electronically. Members are requested to read the notes to the Notice and instructions for e-voting.

Upon completion of e-voting, the Scrutiniser will submit his report to the Managing Director & Chief Executive Officer of the Company. The result of voting would be announced by the Managing Director & Chief Executive Officer or the Chief Financial Officer of the Company, on December 5, 2022 at 3.30 p.m. The result would be intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutiniser's report on the Company's website viz. www.crisil.com. These results will also be displayed on the notice board of the Company at its Registered Office.

1. Appointment of Mr. Yann Le Pallec as a Non- Executive Director, liable to retire by rotation

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Yann Le Pallec (DIN 05173118), who was appointed as an Additional Director of the Company with effect from October 3, 2022, 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 his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

By order of the Board of Directors,
For **CRISIL Limited**

Minal Bhosale
Company Secretary
ACS 12999

Mumbai, October 21, 2022

Registered Office:

CRISIL House, Central Avenue,
Hiranandani Business Park,
Powai, Mumbai 400 076, India.
Tel. : 022-3342 3000
Fax : 022-3342 3001
CIN : L67120MH1987PLC042363
e-mail: investors@crisil.com
website: www.crisil.com

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. Shareholders who have registered their e-mail ids for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail.
3. As per the MCA Circulars, the hard copy of Postal Ballot Notice along with postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, October 28, 2022 i.e. the cut-off will be considered eligible for the purpose of voting. A person who is not a Member as on Friday, October 28, 2022 i.e. the cut-off date for reckoning voting rights, should treat this Notice for information purposes only.
5. The Company has appointed Mr. Makarand Joshi, Practising Company Secretary, as a Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner.
6. In compliance with provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all the Shareholders of the Company. National Securities Depository Limited (NSDL), will be facilitating e-voting to enable the Shareholders to cast their votes electronically.
7. The voting rights of Shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, October 28, 2022.
8. The voting period commences on Friday, November 4, 2022 at 9.00 a.m. and ends on the close of working hours (i.e. 17:00 hours) on Sunday, December 4, 2022 (inclusive of both the days). The e-voting module shall be disabled by NSDL for voting thereafter.
9. The Scrutinizer's decision on the validity of e-voting will be final.
10. E-voting shall not be exercised by a proxy.
11. The Scrutinizer will submit his report to the Managing Director & Chief Executive Officer of the Company after completion of the scrutiny and the results of postal ballot will be announced on Monday, December 5, 2022. The result would be intimated to the Stock Exchanges where the Company's shares are listed, published in the newspapers and displayed along with the Scrutiniser's report on the Company's website viz. www.crisil.com. These results will also be displayed on the notice board of the Company at its Registered Office.
12. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, from the date hereof upto Sunday, December 4, 2022, electronically. Members seeking inspection may send an email to investors@crisil.com.
13. The procedure and instructions for e-voting are as follows:

Voting electronically on the NSDL e-Voting system involves two steps as follows:

Step 1: Access to NSDL e-Voting system

A. Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on the e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email addresses in their demat accounts in order to access the e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL.	<p>A. NSDL IDEAS facility:</p> <p><i>If you are already registered, follow the steps given below:</i></p> <p>If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open the web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under Login” which is available under “IDEAS” section. A new screen will open. Enter your User ID and Password. After successful authentication, you will see e-Voting services displayed on the screen. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on options available against company name or e-Voting service provider - NSDL, and you will be re-directed to the NSDL e-Voting website where you can cast your vote during the remote e-Voting period.</p> <p><i>If you are not registered, follow the steps given below:</i></p> <p>If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select the “Register Online for IDEAS” portal or click on: https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>B. E-voting website of NSDL:</p> <p>Visit the e-Voting website of NSDL, open the web browser by typing the following URL: https://www.evoting.nsd.com/, either on a personal computer or on a mobile. Once the home page of the e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number with NSDL), password/ OTP and a verification code as prompted. After successful authentication, you will be redirected to NSDL’s depository site where you can see the e-Voting page. Click on options available against company name or e-Voting service provider, NSDL, and you will be redirected to the e-Voting website of NSDL where you can cast your vote during the remote e-Voting period.</p>
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi/ Easiest, can login through their user id and password. Option will be made available to reach the e-Voting page without any further authentication. Users can to login to Easi/ Easiest on https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com. Once, the page opens, click on New System Myeasi. After successful login to Easi/Easiest, the user will be also able to see the e- voting menu. The menu will have links to the website of e-Voting service provider, i.e., NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access the e-voting page by providing their demat account number and PAN on the CDSL homepage at www.cdslindia.com. The system will authenticate the user by sending OTP on the registered mobile and email as recorded in the demat account. After successful authentication, the user will be provided links for the respective ESP i.e., NSDL where the e-voting is in progress.
Individual shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once logged in, you will see the e-voting option. Once you click on the e-Voting option, you will be redirected to NSDL/ CDSL depository site after successful authentication, wherein you can see the e-Voting feature. Click on options available against company name or e-Voting service provider i.e., NSDL and you will be redirected to the e-Voting website of NSDL where you can cast your vote during the remote e-voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forget Password option available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL:

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue with login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue with login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login method for e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
 3. Your User ID details are given below :
 4. A new screen will open. Enter your User ID, password/OTP and the verification code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e., IDeAS, you can login to <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login, to NSDL eservices after using log-in credentials, click on e-voting and proceed to step 2 — i.e., Cast your vote electronically.*

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For members who hold shares in demat account with NSDL	8-character DP ID followed by 8-digit client ID For example, if your DP ID is IN300*** and Client ID is 12*****, then your User ID is IN300***12*****.
b) For members who hold shares in demat account with CDSL	16-digit beneficiary ID For example, if your beneficiary ID is 12*****, then your User ID is 12*****.
c) For members holding shares in physical form.	EVEN number followed by the folio number registered with the company For example, if the folio number is 001*** and EVEN is 101456, then User ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

C) Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to einward.ris@kfintech.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to evoting@nsdl.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number

and email ID correctly in their demat account in order to access e-Voting facility.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. The e-voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free number 1800 1020 990 or 1800 22 44 30 or contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice:

Item No. 1:

Mr. Yann Le Pallec, has been appointed as Additional Director of the Company under Section 161(1) of the Companies Act, 2013, effective October 3, 2022 and is eligible for appointment as Director as provided under Article 129 of the Articles of Association of the Company. In terms of the Listing Regulations Mr. Le Pallec's appointment as a Director on the Board will be subject to a shareholders' approval.

The Company has received notice under Section 160 of the Companies Act, 2013, from a member signifying his intention to propose the candidature of Mr. Le Pallec for the office of Director. A brief resume of Mr. Le Pallec and other details, as required to be given pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been given elsewhere in this Notice.

Mr. Le Pallec is not a Director of any other public limited company in India. He is a member of the Audit Committee of the Board of Directors of CRISIL Limited. He does not hold any share in the Company, either in his own name or beneficially and is not related to any Director or Key Managerial Personnel of the Company in any way. He is not debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

The Board of Directors considers it in the interest of the Company to appoint Mr. Le Pallec as a Director. None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Yann Le Pallec or his relatives, to the extent of their shareholding, if any, are in any way interested or concerned in this resolution.

The Board recommends the resolution set out at Item No. 1 of the Notice for approval by the members.

Additional information on director recommended for appointment

As required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards

Mr. Yann Le Pallec

Mr. Yann Le Pallec is Executive Managing Director and Head of Global Ratings Services. He is based in Paris and is a member of the S&P Global Ratings Executive Committee. Mr. Le Pallec oversees a group of 2,200 analysts and support staff present in 28 countries, covering more than one million outstanding ratings on entities and securities across a wide range of sectors including governments, corporations, financial institutions and structured finance.

Mr. Le Pallec has held diverse set of responsibilities during his career at S&P.

In 2016, he was Head of Global Corporate Ratings, a group composed of 500 analysts responsible for analyzing over 4,000 non-financial corporations worldwide.

From 2011 until 2015, he was responsible for S&P's market leading credit ratings business in EMEA, leading a team of over 900 rating analysts and support staff operating from 12 offices.

Previously, Mr. Le Pallec was Head of EMEA Corporate and Government Ratings, after occupying various managerial and analytical positions in the Insurance and Sovereign & Public Sector groups.

Mr. Le Pallec was previously a member of the CRISIL Board from February 17, 2012 to July 19, 2016; he resigned pursuant to a role change at S&P Global Ratings.

Before joining S&P in 1999, Mr. Yann Le Pallec was a Senior Manager with the Paris-based audit firm Salustro Reydel.

Mr. Le Pallec holds a master's degree in Business from Ecole Supérieure des Sciences Economique et Commerciales (ESSEC) in France.

Details of Director seeking appointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:

Sr. No.	Particulars	Details
1	Name	Yann Le Pallec
2	Age	54 years
3	Qualifications	Masters' degree in Business, Ecole Supérieure des Sciences Economique et Commerciales (ESSEC)
4	Nature of expertise in specific functional areas	Strategic Orientation, People Orientation, Global business experience Knowledge of Financial markets, Governance & regulation, Stakeholder management
5	Disclosure of relationships between directors/KMP inter-se	NIL
6	Shareholding in the Company	NIL
7	Companies (other than CRISIL limited) in which the Directors holds directorships and Committee positions in these companies	S&P Global Ratings Europe Limited, Director S&P Global Ratings UK Limited, Director
8	Names of the Listed Entities from which the appointee has resigned in the past three years	Mr. Yann Le Pallec has not resigned from any Indian companies in the past three years
9	Key Terms and Conditions for appointment	As per the resolution at item no. 1 of this Notice read with the explanatory statement thereto
10	Remuneration proposed to be paid	Sitting Fees and commission as may be approved by the Company in accordance with the applicable provisions of law.
11	Date of first appointment on board, last drawn remuneration and number of board meetings attended	Mr. Yann Le Pallec was appointed by the Board of Directors on October 3, 2022.

By order of the Board of Directors,
For **CRISIL Limited**,

Minal Bhosale
Company Secretary
ACS 12999

Mumbai, October 21, 2022

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