

RESULTS OF REMOTE ELECTRONIC VOTING AND POSTAL BALLOT CONDUCTED FOR RESOLUTIONS SET OUT IN THE POSTAL BALLOT NOTICE

The Company, at the Board Meeting held on July 23, 2019, decided to obtain consent of the members through Postal Ballot under Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, in respect of the following matters:

1. Re-appointment of Mr. M. Damodaran as an Independent Director
2. Re-appointment of Ms. Vinita Bali as an Independent Director

In compliance with provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company provided its Members with the facility to exercise their right to vote on the resolutions proposed in the Postal Ballot notice dated July 23, 2019 by electronic means. The Company had entered into an arrangement with Karvy Fintech Pvt. Ltd. (“Karvy”) for facilitating remote e-voting services.

Members, whose names appeared on the Register of Members/List of Beneficial Owners maintained by the Depositories, as on cut-off date, Friday, August 2, 2019, were considered eligible for the purpose of voting. The voting period commenced on Friday, August 9, 2019 at 9.00 a.m. and ended on Saturday, September 7, 2019 at 5:00 p.m. (inclusive of both the days). The e-voting module was disabled by Karvy Fintech Private Limited at 5.00 p.m. on September 7, 2019.

Accordingly, the shareholders voted on the following resolutions, proposed in the Postal Ballot Notice dated July 23, 2019 :

Sr. No.	Details of the Agenda	Type of Resolution (Ordinary / Special)
SPECIAL BUSINESS		
1.	Re-appointment of Mr. M Damodaran as an Independent Director	Special
2.	Re-appointment of Ms. Vinita Bali as an Independent Director	Special

The Company had appointed Mr. Makarand Joshi, Practising Company Secretary, as a Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner. Mr. Makarand Joshi submitted his report to me after completion of e-voting and postal ballot process.

The results of voting on the resolutions are as under :

- A. Day and Date of the Postal Ballot** : September 7, 2019 (Voting start date: Friday, August 9, 2019 at 9.00 a.m. and ended on Saturday, September 7, 2019 at 5:00 p.m.)
- B. Total number of shareholders as on record date i.e. cut-off date August 2, 2019:**

30,473 (Thirty Thousand Four Hundred Seventy Three)

- C. No. of shareholders present in the meeting either in person or through proxy: Not Applicable**
- D. No. of Shareholders attended the meeting through Video Conferencing: Not Applicable**
- E. Agenda – wise disclosure of voting details: Annexure 1**

All the resolutions set out in the Postal Ballot Notice have thus been passed with requisite majority.

Yours faithfully
For CRISIL Limited



Ashu Suyash
Managing Director & Chief Executive Officer
DIN : 00494515

Encl.: Annexure1

September 9, 2019

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.: Results of Postal Ballot and E-Voting

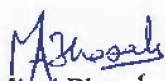
In continuation to our letter dated August 5, 2019, titled 'Postal Ballot Notice' please find enclosed:

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. –Annexure 1
2. Report of Scrutinizer dated September 9, 2019. – Annexure 2
3. Proceedings of Postal Ballot- Annexure 3

The resolutions in the postal ballot notice have been deemed to be approved and passed on September 7, 2019 which is the last date of receipt of postal ballot forms.

Kindly take this communication on record and inform your members accordingly

Yours faithfully
For CRISIL Limited



Minal Bhosale
Company Secretary
ACS 12999

Encl.: Annexure 1-3

Annexure 1

Special Business: Item No. 1 - Special Resolution: Re-appointment of Mr. M. Damodaran as an Independent Director as set out in Item No. 1 of the Postal Ballot 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	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
	Postal Ballot		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	1,27,14,602	90,49,033	71.17	80,72,627	9,76,406	89.21	10.79
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		90,49,033	71.17	80,72,627	9,76,406	89.21	10.79
Public- Non Institutions	E-Voting	1,08,52,988	5,75,590	5.30	5,68,214	7,376	98.72	1.28
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		1,29,259	1.19	1,29,103	156	99.88	0.12
	Total		7,04,849	6.49	6,97,317	7,532	98.93	1.07
Total		7,23,00,176	5,84,86,468	80.89	5,75,02,530	9,83,938	98.32	1.68

Special Business: Item No. 2 - Special Resolution: Re-appointment of Ms. Vinita Bali as an Independent Director as set out in Item No. 2 of the Postal Ballot 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	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
	Postal Ballot		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	1,27,14,602	90,49,033	71.17	90,42,493	6,540	99.93	0.07
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		90,49,033	71.17	90,42,493	6,540	99.93	0.07
Public- Non Institutions	E-Voting	1,08,52,988	5,75,588	5.30	5,68,137	7,451	98.71	1.29
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		1,29,259	1.19	1,29,163	96	99.93	0.07
	Total		7,04,847	6.49	6,97,300	7,547	98.93	1.07
Total		7,23,00,176	5,84,86,466	80.89	5,84,72,379	14,087	99.98	0.02

CRISIL Limited

Corporate Identity Number: L67120MH1987PLC042363

MAKARAND M. JOSHI & CO.

Company Secretaries

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

Combined Scrutinizer Report on Voting through Postal Ballot and E-voting

To
The Chairman
CRISIL Limited
CRISIL House, Central Avenue,
Hiranandani Business Park,
Powai, Mumbai - 400076

Dear Sir,

Ref: Scrutinizer's Report on voting through Postal Ballot including voting through electronic means in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014.

- A. Pursuant to the resolution passed by the Board of Directors of CRISIL Limited (hereinafter referred as "the Company") on 23rd July, 2019 I, Makarand Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot process in respect of the Resolutions set out in the Postal Ballot Notice dated 23rd July, 2019 ("Notice")
- B. Members approval was sought on the following Special Businesses:
 - a. Re-appointment of Mr. M Damodaran as an Independent Director;
 - b. Re-appointment of Ms. Vinita Bali as an Independent Director.
- C. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company completed dispatch of Notice along with explanatory statement and postal ballot form on 5th August, 2019.
- D. The voting period commenced on Friday, 9th August, 2019 at 9:00 a.m. and ended on Saturday, 7th September, 2019 at 5:00 p.m. for voting through physical postal ballot form as well as through e-voting.
- E. The remote e-voting facility was provided by Karvy Fintech Private Limited ("Karvy").
- F. Particulars of postal ballot forms received including the votes cast through remote e-voting have been entered in the Register separately maintained for the purpose.
- G. The physical postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.



- H. The e-voting were unblocked at 5:00 p.m. on 7th September, 2019 and the e-voting summary statement was downloaded from e-voting website of Karvy.
- I. All ballot forms received/ votes cast up to 5:00 p.m. on 7th September, 2019 being the last date and time fixed by the Company for said purpose were considered for scrutiny.
- J. I did not find any defaced or mutilated ballot form and all invalid postal ballot - forms were marked and segregated.



K. Result of the Postal Ballot (e-voting and voting through Postal Ballot Forms) is as under;

Resolution Item No. 1: Special Resolution:

Re-appointment of Mr. M Damodaran as an Independent Director

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[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
	Postal Ballot		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	1,27,14,602	90,49,033	71.17	80,72,627	9,76,406	89.21	10.79
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		90,49,033	71.17	80,72,627	9,76,406	89.21	10.79
Public Non Institutions	E-Voting	1,08,52,988	5,75,590	5.30	5,68,214	7,376	98.72	1.28
	Postal Ballot		1,29,259	1.19	1,29,103	156	99.88	0.12
	Total		7,04,849	6.49	6,97,317	7,532	98.93	1.07
Total		7,23,00,176	5,84,86,468	80.89	5,75,02,530	9,83,938	98.32	1.68

*No. of votes polled does not include 'no. of votes invalid' and 'no. of votes abstain'



Resolution Item No. 2: Special Resolution

Re-appointment of Ms. Vinita Bali as an Independent Director

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
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
	Postal Ballot		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	1,27,14,602	90,49,033	71.17	90,42,493	6,540	99.93	0.07
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		90,49,033	71.17	90,42,493	6,540	99.93	0.07
Public Non Institutions	E-Voting	1,08,52,988	5,75,588	5.30	5,68,137	7,451	98.71	1.29
	Postal Ballot		1,29,259	1.19	1,29,163	96	99.93	0.07
	Total		7,04,847	6.49	6,97,300	7,547	98.93	1.07
Total		7,23,00,176	5,84,86,466	80.89	5,84,72,379	14,087	99.98	0.02

*No. of votes polled does not include 'no. of votes invalid' and 'no. of votes abstain'



L. The aforesaid resolutions were passed by requisite majority.

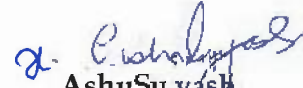
For Makarand M. Joshi & Co.,
Practicing Company Secretaries



Makarand Joshi
Partner
FCS No. 5533
CPNo. 3662
Place: Mumbai
Date: 09-09-2019



For CRISIL Limited



AshuSu yash
Managing Director & CEO
(Authorised Representative)
Place : Mumbai
Date: 09-09-2019