

# 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](http://www.crisil.com) ; e-mail: [investors@crisil.com](mailto:investors@crisil.com)

# CRISIL

An S&P Global Company

## 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 and other applicable provisions of the Companies Act, 2013, (the Act) if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions set out below are proposed to be passed by way of Postal Ballot / E-Voting as matters of special business. An Explanatory Statement pertaining to the said Resolutions setting out the material facts concerning each item and the reasons thereof is annexed to the Notice, alongwith a Postal Ballot form (the Form) for your consideration.

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. You are requested to carefully read the instructions, record your assent (for) or dissent (against) therein and return the Form, in original, duly completed in all respects, in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutiniser at the Registered Office of the Company, on or before 5:00 p.m. on September 7, 2019.

The Company is offering e-voting facility as an option to all the Shareholders of the Company. Karvy Fintech Private Limited, our Registrar and Transfer Agent, will be facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form wherever an e-mail ID is registered. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions. Upon completion of the scrutiny of the Forms, the Scrutiniser will submit his report to the Managing Director & Chief Executive Officer of the Company. The result of the Postal Ballot would be announced by the Managing Director & Chief Executive Officer or the Chief Financial Officer of the Company, on September 9, 2019 at the Registered Office of the Company. 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](http://www.crisil.com).

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

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 149, 152 of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, Mr. M Damodaran (DIN : 02106990), who was appointed as an Independent Director of the Company by the members for a term up to November 30, 2019, who being eligible for re-appointment for a second term 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 to the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from December 1, 2019 up to January 13, 2024, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board or any committee of directors or executives / officers of the Company authorised by them, be and are hereby authorised to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution."

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

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 149, 152 of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other

provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, Ms. Vinita Bali (DIN : 00032940), who was appointed as an Independent Director of the Company by the members for a term up to November 30, 2019, who being eligible for re-appointment for a second term 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 to the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from December 1, 2019 up to February 13, 2024, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board or any committee of directors or executives / officers of the Company authorised by them, be and are hereby authorised to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution.”

By order of the Board of Directors,  
For CRISIL Limited

Minal Bhosale  
Company Secretary  
ACS 12999

Mumbai, July 23, 2019

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. 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, August 2, 2019 i.e. the cut-off date, will be considered eligible for the purpose of voting. A person who is not a Member as on Friday, August 2, 2019 i.e. the cut-off date for reckoning voting rights, should treat this Notice for information purposes only.
3. 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.
4. 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 and others are being sent Notice by post/courier along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <https://evoting.karvy.com> or the website of the Company, [www.crisil.com](http://www.crisil.com). To seek duplicate Postal Ballot Form, please contact our Registrar and Transfer Agent, Mr. M.S. Madhusudan, General Manager, M/s. Karvy Fintech Private Limited , Unit: CRISIL Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032. Request you to fill in the details and send the same to the Scrutiniser.
5. 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. Karvy Fintech Private Limited, our Registrar and Transfer Agent, will be facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form wherever an e-mail ID is registered.
6. Kindly note that the Shareholders can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. Shareholders opting for e-voting, are requested not to vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
7. Shareholders desiring to exercise vote by Physical Ballot are requested to carefully read these instructions and return the Form duly completed and

signed in the enclosed self-addressed business reply envelope to the Scrutiniser. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.

8. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
9. 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, August 2, 2019.
10. The voting period commences on Friday, August 9, 2019 at 9.00 a.m. and ends on Saturday, September 7, 2019 at 5:00 p.m. (inclusive of both the days). The e-voting module shall also be disabled by Karvy Fintech Private Limited for voting thereafter.
11. Postal Ballot forms received after Saturday, September 7, 2019 will not be valid and, voting, whether by post or electronic means, is not allowed after Saturday, September 7, 2019. Postal ballot Forms received after this date will be strictly treated as if the reply has not been received from the Member(s).
12. A Member desirous of exercising her / his vote by Postal Ballot may complete this Postal Ballot Form and send it to the following address of the Scrutinizer by post / courier. Email entries will not be accepted.  
Mr. Makarand Joshi  
Scrutiniser  
CRISIL Limited, CRISIL House,  
Central Avenue, Hiranandani Business Park,  
Powai, Mumbai 400 076
13. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of joint-holding, this Form must be completed and signed by the first named Member and in his absence, by the next named Member.
14. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorised signatories.
15. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
16. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
17. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
18. The Scrutinizer's decision on the validity of the Postal Ballot / e-voting will be final.
19. The Postal Ballot / e-voting shall not be exercised by a proxy.
20. The Board of Directors have appointed the Chief Financial Officer, as the person responsible for the entire postal ballot process.
21. The Scrutinizer will submit his report to the Managing Director & Chief Executive Officer of the Company or any authorised person, after completion of the scrutiny and the results of postal ballot will be announced on Monday, September 9, 2019, at the Registered Office of the Company at CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai 400 076.
22. The procedure and instructions for e-voting are as follows:
  - a) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
  - b) Enter the login credentials (i.e., User-ID & Password) mentioned on the Postal Ballot Form. YourFolio / DP ID - Client ID will be your User-ID.

<b>User – ID</b>	<b>For Members holding shares in Demat Form:-</b> <b>a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID</b> <b>b) For CDSL :- 16 digits beneficiary ID</b> <b>For Members holding shares in Physical Form:-</b> <b>• Event no. followed by Folio Number registered with the Company</b>
<b>Password</b>	<b>Your Unique password is printed on the Postal Ballot Form / forwarded via email through the electronic notice</b>
<b>Captcha</b>	<b>Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.</b>

- c) After entering these details appropriately, click on "LOGIN".
- d) Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Fintech Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc. on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- e) You need to login again with the new credentials.
- f) If you are already registered with Karvy Fintech Private Limited for e-voting then you can use your existing user ID and password for casting your vote. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- g) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- h) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and cast your vote earlier for any company, then your existing login id and password are to be used.
- i) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If you do not want to cast your vote, select 'ABSTAIN'.
- j) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly, modify your vote.
- k) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- l) 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 Downloads section of <https://evoting.karvy.com> or contact Karvy Fintech Private Limited at the Toll Free No.: 1800 345 4001.
- m) Members can cast their vote online from Friday, August 9, 2019 from 9:00 a.m. to Saturday, September 7, 2019 till 5:00 p.m.
- n) Corporate / Institutional Members (Corporate/ Fls / FIs / Trusts / Mutual Funds / Banks, etc.) are required to send a scan (PDF format) of the relevant Board resolution to the Scrutiniser through e-mail to [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file with the scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no."

### **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 businesses mentioned in the accompanying Notice:

#### **Item No. 1 :**

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

Mr. M Damodaran is an Independent Director on the Board of CRISIL. He joined the Board of Directors (the "Board") of the Company on January 14, 2014. In November 2014, the members of the Company, through resolution passed by way of a postal ballot, approved the appointment of Mr. Damodaran as an Independent Director under the Companies 2013 ("the Act") for a term from December 1, 2014 up to November 30, 2019. Mr. M Damodaran is due for retirement from his term as an Independent Director on November 30, 2019.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

Mr. M. Damodaran is a former Indian Administrative Service officer and an eminent personality in India's financial sector. He was Chairman of Securities and Exchange Board of India (SEBI) from February, 2005 to February, 2008. He is also former Chairman of Unit Trust of India and Industrial Development Bank of India, where he led the successful restructuring of both these institutions. Prior to that, he has held a number of important positions in both Central and State governments. He is a Non- Executive and Independent Director on the Boards of several listed companies. He is also the Chairman of the Audit Committee and a member of Nomination and Remuneration Committee in CRISIL Limited. Brief details of Mr. Damodaran, the nature of his expertise and vast experience, with other details relating to his directorship, are annexed to this Notice.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Damodaran for the office of Independent Director for a second term. The Company has received from Mr. Damodaran, his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Damodaran, as Independent Director for a second term. With a view to comply with the requirements of the Companies Act in letter and in spirit and, the Board had adopted a policy whereby the tenure of all Independent Directors, current and prospective, would be calculated from the original date of joining the Board of CRISIL. In accordance with this Policy, the NRC has recommended the second term for Mr Damodaran, commencing from December 1, 2019 upto January 13, 2024, which is a date on which Mr Damodaran completes 10 years as a Director of CRISIL.

Based on the recommendation of the NRC, and considering the reports of performance evaluation, Mr Damodaran's skills, vast experience and deep knowledge of the financial service industry and his contribution over the years as an Independent Director of the Company, the Board believes that Mr Damodaran's continued association as an Independent Director on the Board of Directors of the Company would be of immense benefit to the Company. The Board recommends the re-appointment of Mr. Damodaran as an Independent Director of the Company for the second term from December 1, 2019 upto January 13, 2024, even though he would attain the prescribed age of seventy five years during the proposed second term of appointment. Your Directors recommend the resolution set forth in Item no. 1 for the approval of the Members, by passing the resolution as a Special Resolution.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and SEBI Listing Regulations, re-appointment of Independent Directors for their second term requires approval of Members by way of a Special Resolution. Further, pursuant to the provisions of the Listing Regulations, the approval of the Members by way of a Special Resolution is required for continuing the appointment of a Non-Executive Director (which includes independent director), who shall attain the age of seventy five years during his term of appointment. Accordingly, the approval of the Members of the Company is being sought by way of a Special Resolution.

In the opinion of the Board, Mr. M Damodaran fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company, he is not debarred from holding the office of director by virtue of any SEBI order and he is independent of the management. Copy of the draft letter of appointment of Mr. Damodaran as Independent Director, setting out applicable terms and conditions, is available for inspection without any fee by the Members at the Registered Office of the Company, on all working days (except Saturdays, Sundays and public holidays) between 2.00 p.m. to 5.00 p.m. upto the last date of receipt of Postal Ballot Forms as specified in this Notice.

Except for Mr. M Damodaran to whom the resolution relates and his relatives (to the extent of their shareholding interest in the Company), none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

This explanatory statement along with the additional information as per Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), as annexed herewith may also be regarded as disclosure under the provisions of the Act and SEBI Listing Regulations.

## **Item No. 2 :**

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

Ms. Vinita Bali is an Independent Director on the Board of CRISIL. She joined the Board of Directors (the "Board") of the Company on February 14, 2014. In November 2014, the members of the Company, through resolution passed by way of a postal ballot, approved the appointment of Ms. Bali as an Independent Director under the Companies 2013 ("the Act") for a term from December 1, 2014 up to November 30, 2019. Ms. Bali is due for retirement from her term as an Independent Director on November 30, 2019.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

Ms. Vinita Bali is a global business leader with extensive experience in leading large companies both in India and overseas. She has worked with eminent multinationals like The Coca-Cola Company and Cadbury Schweppes PLC in a variety of Marketing, General Management and Chief Executive roles in the UK, Nigeria, South Africa, Latin America and the USA, in addition to Britannia Industries Ltd., in India. She holds advisory and Non- Executive Director positions in global firms. She is also the Chairperson of the Nomination and Remuneration Committee and Corporate Social Responsibility Committee and a member of Audit Committee in CRISIL Limited. Brief details of Ms. Bali, the nature of her expertise and global experience, with other details relating to her directorship, are annexed to this Notice.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Ms. Bali for the office of Independent Director for a second term. The Company has received from Ms. Bali her consent to act as Director of the Company along with a declaration to the effect that she meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and an intimation to the effect that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Ms. Bali, as Independent Director for a second term. With a view to comply with the requirements of the Companies Act in letter and in spirit and, the Board had adopted a policy whereby the tenure of all Independent Directors, current and prospective, would be calculated from the original date of joining the Board of CRISIL. In accordance with this Policy, the NRC has recommended the second term for Ms. Bali, commencing from December 1, 2019 upto February 13, 2024, which is a date on which Ms Bali completes 10 years as a Director of CRISIL.

Based on the recommendation of the NRC, and considering the reports of performance evaluation, Ms. Bali's skills, expertise and vast experience in global corporations and her contribution over the years as an Independent Director of the Company, the Board believes that Ms. Vinita Bali's continued association as an Independent Director on the Board of Directors of the Company would be of immense benefit to the Company. The Board recommends the re-appointment of Ms. Bali as an Independent Director of the Company for the second term from December 1, 2019 upto February 13, 2024. Your Directors recommend the resolution set forth in Item no. 2 for the approval of the Members, by passing the resolution as a Special Resolution.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and SEBI Listing Regulations, re-appointment of Independent Directors for their second term requires approval of Members by way of a Special Resolution. Accordingly, the approval of the Members of the Company is being sought by way of a Special Resolution.

In the opinion of the Board, Ms. Vinita Bali fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company, she is not debarred from holding the office of director by virtue of any SEBI order and she is independent of the management. Copy of the draft letter of appointment of Ms. Bali as Independent Director, setting out applicable terms and conditions, is available for inspection without any fee by the Members at the Registered Office of the Company, on all working days (except Saturdays, Sundays and public holidays) between 2.00 p.m. to 5.00 p.m. upto the last date of receipt of Postal Ballot Forms as specified in this Notice.

Except for Ms. Vinita Bali to whom the resolution relates and her relatives (to the extent of their shareholding interest in the Company), none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

This explanatory statement along with the additional information as per Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), as annexed herewith may also be regarded as disclosure under the provisions of the Act and SEBI Listing Regulations.

**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. M. Damodaran**

Mr M. Damodaran, a former Indian Administrative Service officer, has held a number of important positions in both central and state governments, and in India's financial sector, before demitting office as the Chairman, Securities and Exchange Board of India (SEBI), in February 2008. Prior to that, he was the Chairman of Unit Trust of India and Industrial Development Bank of India, and led the successful restructuring of both these institutions. His earlier positions include Joint Secretary (Banking), Ministry of Finance, Government of India; Joint Secretary, Ministry of Information and Broadcasting, Government of India; and Chief Secretary, Government of Tripura.

During his tenure at SEBI, he was elected the Chairman of the 80-member Emerging Markets Committee of International Organisation of Securities Commissions (IOSCO). As SEBI Chairman, Mr Damodaran brought several best practices to India & its securities market.

At present, he is an independent director on the boards of some of India's leading companies. He is the founder of Excellence Enablers, a corporate governance advisory firm that focusses on improvement of board performance. He is also the Non-Executive Chairman of the Board of InterGlobe Aviation Limited.

He was the Chairman of the Government of India-constituted task force for setting up the Resolution Corporation of India. He was also the Chairman of the Committee for Reforming the Regulatory Environment for Doing Business in India, Ministry of Corporate Affairs. He is the Founder Chairman of the Society and Board of Governors of the Indian Institute of Management Tiruchirappalli.

**Ms. Vinita Bali**

Ms Vinita Bali is a global business leader with extensive experience in leading large companies both in India and overseas. She has worked with eminent multinationals like The Coca-Cola Company and Cadbury Schweppes PLC in a variety of Marketing, General Management and Chief Executive roles in the UK, Nigeria, South Africa, Latin America and the USA, in addition to Britannia Industries Ltd., in India. She brings a global and pragmatic perspective to strategy, marketing, innovation and operations, having worked across countries and continents, with responsibility for global and regional roles.

Effective April 2014, Ms Bali moved from a full time operational role as MD & CEO of Britannia to pursue her wide-ranging interests in the corporate and development sectors. She is a Non-Executive Director on the Global Boards of Smith & Nephew plc, and Bunge Limited. In the recent past, she also served on the Global Boards of Syngenta International AG and GAIN (Global Alliance for Improved Nutrition), a Swiss Foundation, based in Geneva.

In India, Ms Bali serves as a Non-Executive Director on the Board of Syngene International Limited; is a Member of the Board of Governors of Indian Institute of Management - Bangalore; an Advisory Board Member of PwC and Chairs the CII National Committee on Nutrition.

Ms Bali was among 27 global leaders appointed by the UN in 2012 to help improve maternal and child health as part of its SUN (Scaling up Nutrition) initiative and completed her term in 2016.

Ms Bali holds a graduate degree in Economics from the University of Delhi and a Masters in Management from the University of Bombay.

Details of Directors 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	M. Damodaran	Vinita Bali
2	Age	72 years	63 years
3	Qualifications	B.A., LL.B.	Bachelor's Degree in Economics, M.B.A.
4	Nature of expertise in specific functional areas	Governance and Regulation, Knowledge of Financial Markets, Stakeholder management Strategic Orientation, Commercial Orientation, People Orientation	Marketing and Business Management, Global business experience, Strategic Orientation, Customer Orientation, Experience in M&A, People Orientation, Stakeholder management

Sr. No.	Particulars	Details	
5	Disclosure of relationships between directors/KMP inter-se	NIL	NIL
6	Shareholding in the Company	NIL	NIL
7	Companies (other than CRISIL limited) in which the Directors hold directorships and Committee positions	<ul style="list-style-type: none"> <li>• <b>Hero MotoCorp Limited, Director</b></li> <li>- Chairman, Audit Committee</li> <li>- Member, Stakeholders' Relationship Committee</li> <li>- Member, Risk Management Committee</li> <li>- Member, Nomination and Remuneration Committee</li> <li>• <b>Larsen &amp; Toubro Limited, Director</b></li> <li>- Member, Audit Committee</li> <li>• <b>Tech Mahindra Limited, Director</b></li> <li>- Member, Audit Committee</li> <li>- Member, Risk Management Committee</li> <li>- Chairman, Stakeholders' Relationship Committee</li> <li>• <b>Biocon Limited, Director</b></li> <li>- Member, Audit Committee</li> <li>- Member, Risk Management Committee</li> <li>• <b>InterGlobe Aviation Limited, Director</b></li> <li>- Chairman, Audit Committee</li> <li>- Member, Nomination and Remuneration Committee</li> <li>• <b>Kerala Infrastructure Fund Management Limited, Director</b></li> <li>• <b>Excellence Enablers Private Limited, Director</b></li> </ul>	<ul style="list-style-type: none"> <li>• <b>Syngene International limited, Director</b></li> <li>- Member, Corporate Social Responsibility Committee</li> <li>- Member, Nomination and Remuneration Committee</li> <li>- Member, Risk Management Committee</li> <li>• <b>Fabindia Overseas Private Limited, Director</b></li> <li>• <b>Bunge Limited, Director (Global Board)</b></li> <li>- Member, Compensation Committee</li> <li>- Member, Sustainability and Corporate Responsibility Committee</li> <li>- Member, Audit committee</li> <li>• <b>Smith &amp; Nephew Plc. UK, Director</b></li> <li>- Member, Nominations Committee</li> <li>- Member, Ethics and Compliance Committee</li> </ul>
8	Key Terms and Conditions for appointment	As per the resolution at item no. 1 of this Notice read with the explanatory statement thereto	As per the resolution at item no. 2 of this Notice read with the explanatory statement thereto
9	Remuneration proposed to be paid	Sitting Fees and commission as may be approved by the Company in accordance with the applicable provisions of law.	Sitting Fees and commission as may be approved by the Company in accordance with the applicable provisions of law.
10	Date of first appointment on Board, last drawn remuneration and number of board meetings attended	Mr. M Damodaran was first appointed on the Board on January 14, 2014. His remuneration for the fiscal 2018 was Rs. 3,930,000. He attended 4 meetings out of 4 meetings of the Board held during the year 2019.	Ms. Vinita Bali was first appointed on the Board on February 14, 2014. Her last drawn remuneration for the fiscal 2018 was Rs. 4,135,000. She attended 4 meetings out of 4 meetings of the Board held during the year 2019.

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

Minal Bhosale  
Company Secretary  
ACS 12999

Mumbai, July 23, 2019

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



# 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](http://www.crisil.com) ; e-mail: [investors@crisil.com](mailto:investors@crisil.com)

## POSTAL BALLOT FORM

Postal Ballot Form No. \_\_\_\_\_

- 1) Name and registered address of the sole / first named Member :  
(IN BLOCK LETTERS)
- 2) Name(s) of the joint member(s), if any :  
(IN BLOCK LETTERS)
- 3) Registered Folio Number / DP ID No. - Client ID No. \* :  
**(\*Applicable to investors holding share(s) in dematerialized form)**
- 4) Number of equity share(s) held :

**I / We, hereby exercise my / our vote in respect of the following 'Resolution(s)' to be passed through Postal Ballot for the Special Businesses stated in the Notice dated July 23, 2019 of CRISIL Limited (the "Company") by sending my / our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the tick mark (✓) at the appropriate column below:**

Item No. / Resolution No.	Description of the Resolution	No. of Equity Share(s) held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Re-appointment of Mr. M Damodaran as an Independent Director			
2.	Re-appointment of Ms. Vinita Bali as an Independent Director			

Place :

Date :

\_\_\_\_\_  
(Signature of Member)

### Electronic Voting Particulars

(EVEN) E-Voting Event Number	User ID	Password

- NOTE:**
- 1) Please read the instructions provided in the notes of the Notice carefully before exercising your vote.
  - 2) Last date for receipt of Postal Ballot Form by the Scrutiniser / E-Voting : Saturday, September 7, 2019 till 5:00 p.m