

May 17, 2016

BSE Ltd.
P J Towers
Dalal Street
Fort
Mumbai 400001

Dear Sirs,

Sub.: Minutes of 29th Annual General Meeting of CRISIL Limited held on Tuesday, April 19, 2016

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 29th Annual General Meeting of CRISIL Limited held on Tuesday, April 19, 2016, vide our letter dated April 20, 2016.

Please find enclosed a certified copy of the Minutes of the said Meeting, signed by the Chairman, for your record.

Yours faithfully
For CRISIL Limited



Minal Bhosale
Company Secretary
ACS 12999

Encl.:a/a

Minutes of the Twenty-Ninth Annual General Meeting of the members of CRISIL Limited

The 29th Annual General Meeting of CRISIL Limited was held as under :

Day : **Tuesday**
Date : **April 19, 2016**
Venue : **Rangaswar Hall, 4th floor, Yashwantrao Chavan
Pratishthan, Gen. Jagannath Bhosale Marg, Next to
Sachivalaya Gymkhana, Mumbai 400 021**
Time of commencement : **3.30 p.m.**
Time of conclusion : **4.30 p.m.**

Present:

Mr. Douglas L. Peterson	Chairman of the Board of Directors and also as a Proxy of S&P India LLC
Mr. M. Damodaran	Independent Director and also, as Chairman of the Audit Committee of the Company and the Stakeholders Relationship Committee of the Company
Mr. H. N. Sinor	Independent Director and also, as Chairman of the Nomination and Remuneration Committee of the Company
Dr. Nachiket Mor	Independent Director and also, as Chairman of the Corporate Social Responsibility Committee of the Company
Ms. Vinita Bali	Independent Director
Mr. Yann Le Pallec	Non-executive Director

CERTIFIED TRUE COPY
For CRISIL LIMITED

Minal Bhosale
Company Secretary

Mr. John F. Callahan Jr. Non-executive Director and as a Proxy of McGraw Hill Asian Holding Singapore Pte. Limited

Ms. Ashu Suyash Managing Director & CEO and as a Proxy of Standard & Poors' International LLC

Mr. Jayesh Gandhi, Partner of S. R. Batliboi & Co. LLP, Statutory Auditors, was present by invitation. Mr. Kulbhushan Rane, authorized representative of Dr. K. R. Chandratre, Practising Company Secretary, was present by invitation in the capacity of the Scrutiniser for polling and also as the representative of the Secretarial Auditor.

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

In accordance with Article 93 of the Articles of Association of the Company, Mr. Douglas L. Peterson, Chairman of the Board of Directors, presided over the meeting and formally commenced the proceedings of the meeting at 3.30 p.m. as the necessary quorum was present.

77 members were present in person and 5 members were represented by their proxies / authorised representatives thus representing 68.03% of the shareholding (4,84,48,926 equity shares) as of April 19, 2016.

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 Mr. M. Damodaran, Chairman of the Audit Committee was present to provide any clarification on matters relating to audit.

The Chairman informed the members that following registers and documents, produced before the meeting and laid on the table, were open for inspection during the continuance of the meeting:-

- 1) Annual Report of the Company for the financial year ended December 31, 2015, containing the Directors Report and its Annexures, the standalone and the consolidated financial statements, the Auditor's Reports and the Secretarial Auditor's Report.
- 2) The Proxy Register with 5 valid proxies lodged with the Company in connection with this Annual General Meeting.

- 3) Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested (remained open for inspection during the meeting).
- 4) Auditors' certificate stating that Employees Stock Option Schemes of CRISIL has been implemented in accordance with Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Securities and Exchange Board of India (Share Based Benefits Regulations), 2014 (remained open for inspection during the meeting).

With the permission of the members present, the Notice convening the Twenty-Ninth 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 financial year ended December 31, 2015, did not contain any qualifications, observations or comments on financial transactions or matters which had any adverse effect on the functioning of the Company. Further, the Secretarial Audit Report for the financial year ended December 31, 2015, also did not contain any qualifications, observations or comments which had any adverse effect on the functioning of the Company. Accordingly, with the permission of the members present, the Auditor's Report on the Financial Statements and the Secretarial Audit Report were not required to be read.

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

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

The Chairman informed the members that he was delighted to report that 2015 was a significant year for CRISIL, marked by progress on many fronts. The Company had strengthened its leadership position across markets in India and globally. Though business conditions had been challenging, CRISIL had been successful in uncovering new growth opportunities. CRISIL's strength lay in the diversity of its businesses, people, global reach and the synergies that it enjoys with McGraw Hill Financial's portfolio of leading brands, including Standard & Poor's Ratings Services, S&P Capital IQ and SNL Financial, S&P Dow Jones Indices and Platts. CRISIL's Global Research & Analytics

business had an excellent year, as India businesses continued to grow and reinforce their premier position in the market. The Company had also furthered its franchise and thought leadership agenda, enabling discussions among regulators and policy makers, especially in banking and financial services and in the infrastructure sector. CRISIL's relentless focus on excellence, innovation, customer centricity and agility guides the organisation towards realising its vision of being the foremost provider of ratings, research, data and analytics and solutions to our clients, investors, policy makers and market participants. The Chairman said that he was confident that the progress CRISIL made last year would act as a springboard for it to scale greater heights and fulfil its mission of making markets function better by providing independent opinions, actionable insights and efficient solutions.

The Chairman informed that CRISIL had registered a year-on-year revenue growth of 11% during 2015 and profit after tax grew by 6% over 2014. CRISIL had declared three quarterly interim dividends amounting to Rs. 13 per share of face value Re. 1 each. The total dividend payout, including the final dividend of Rs. 7 and special dividend of Rs. 3 recommended by the Board, was Rs. 23 per share in 2015 as against Rs. 20 per share in 2014.

The Chairman also informed the Members that he was happy to report that CRISIL Foundation was working to enable empowerment of 100,000 rural women in Assam by strengthening their financial capabilities. Also, by participation in CRISIL Re, our employee volunteering programme, our employees and their families had planted more than 10,000 trees across Chennai, Gurgaon, Mumbai and Pune and cleaned more than 51,000 kgs of garbage across the 4 cities by conducting door-to-door awareness and clean-up drives in communities and beaches.

The Chairman then invited members who wanted to speak or ask questions pertaining to the performance of the Company during the year under review. Eight members thereafter addressed the meeting.

The members had the following comments, suggestions or queries:

- i) Complimented the management for the good performance in a challenging business environment
- ii) Complimented Company's efforts in Corporate Social Responsibility sector
- iii) Complimented Company's dividend policy

- iv) Enquired about management of working capital
- v) Enquired about plans for improving the return on networth
- vi) Enquired if the Company had any plan to declare bonus in near future
- vii) Enquired about expected growth rate of dividend
- viii) Enquired about increasing the growth rate of CRISIL revenues
- ix) Enquired about possibility of setting up a ratings company in China and our presence, if any, over there
- x) Enquired about segmental results and performance of ratings and research business
- xi) Enquired about the attrition rate and retention of experienced talent
- xii) Enquired about the present retirement age policy and possibility of increasing the retirement age
- xiii) Enquired about the Company's employee engagement score and how it was assessed
- xiv) Enquired if the Company had released any report/service offerings in the areas of Non-Performing Asset review for banking sector
- xv) Enquired about any CSR activity for drought relief in Maharashtra
- xvi) Enquired about CSR efforts in the area of water conservation
- xvii) Enquired about sale of old CRISIL House
- xviii) Enquired about the results of the Company for quarter the ended March 31, 2016
- xix) Enquired about the price at which Employee Stock Options are issued
- xx) Enquired about the significant cash balances reflected in the Balance Sheet as on December 31,2015
- xxi) Enquired about the status of Company's investment in Caribbean Ratings & Information Services

The Chairman then requested Ms. Ashu Suyash, Managing Director and Chief Executive Officer to reply to the comments and queries of the members. Ms. Ashu Suyash thanked the members for the kind words and appreciation and stated that the suggestions and feedback would be evaluated carefully. Ms. Ashu Suyash, Managing Director and Chief Executive Officer replied to the comments and queries of the shareholders. Ms. Ashu Suyash also informed the shareholders that the Audit Committee and the Board of Directors of CRISIL had considered and approved the financial result for the first quarter ended March 31, 2016 earlier in the day. The Company had registered a consolidated income from operations of Rs. 358.67 crore for the quarter ended March 31, 2016 and profit after tax

of Rs. 78.60 crore. The Board of Directors had declared an interim dividend of Rs. 5 per share on face value of Re.1 per equity share.

Thereafter, the following resolutions as set out in the Notice convening the AGM were proposed and seconded by the Members :

Sr. No.	Details of the Agenda	Type of Resolution (Ordinary / Special)	Proposed by	Seconded by
ORDINARY BUSINESS				
1.	To receive, consider and adopt the audited financial statement of the Company, including the audited Balance Sheet as at December 31, 2015, the statement of Profit and Loss for the year ended on that date, together with the report of the Board of Directors and the Auditors thereon and the consolidated audited financial statement of the Company for the financial year ended December 31, 2015	Ordinary	Chairman	Mr. Shailesh Mahadevia
2.	To declare final dividend of Rs. 7 and special dividend of Rs. 3, per equity share of face value Re. 1 each of the Company and, to approve and confirm the declaration and payment of three interim dividends aggregating Rs. 13 per equity share for the year ended December 31, 2015.	Ordinary	Mr. Dinesh Bhatia	Mr. Prakash Tamhane
3.	Re-appointment of Mr. Yann Le Pallec : To appoint a Director in place of Mr. Yann Le Pallec (DIN 05173118), who retires by rotation and being eligible, seeks re-	Ordinary	Mrs. Meena Agarwal	Mrs. C. Mascarenhas

Sr. No.	Details of the Agenda	Type of Resolution (Ordinary / Special)	Proposed by	Seconded by
	appointment.			
4.	Ratification of the appointment of S. R. Batliboi & Co. LLP (Firm Reg. No. 301003E), Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company, and to authorise the Audit Committee and the Board of Directors to fix their remuneration.	Ordinary	Mr. Prakash Vazirani	Mr. Aloysius Mascarenhas
SPECIAL BUSINESS				
5.	To appoint Mr. John F. Callahan Jr. (DIN 07314618), as a Director of the Company, liable to retire by rotation	Ordinary	Mr. Prakash Tamhane	Mrs. Mohini K Chainani

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 Company had provided e-voting facility to its Members to exercise their right to vote by electronic means from Friday, April 15, 2016 (10.00 a.m.) to Monday, April 18, 2016 (5.00 p.m.). As per the statutory requirements, 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, voting at the Annual General Meeting was conducted by Poll through tablets (E-Poll).

For the purpose of E-Voting and E-Poll, the voting rights were reckoned as of April 13, 2016, which was the cut-off date. She informed the shareholders that the combined results of E-Voting and E-Poll

shall be announced on or before April 20, 2016 by intimation to the Stock Exchanges and would be displayed on the website of the Company, www.crisil.com and also on the website of the Registrar & Transfer Agents viz., evoting.karvy.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.

All the votes were cast through E-Poll by 4.30 p.m. and the meeting was closed.

Completion of E-Poll and Scrutinisers' Report :

All the votes were cast through E-Poll by 4.30 p.m. After ensuring that all the members and proxies participating in the Poll had cast their votes, the Scrutiniser then unlocked the E-Voting system.

The Scrutiniser issued his report dated April 19, 2016 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 are as under :

Resolution No.	Particulars	% votes in favour	% votes against	Invalid votes Nos.
1.	To receive, consider and adopt the audited financial statement of the Company, including the audited Balance Sheet as at December 31, 2015, the statement of Profit and Loss for the year ended on that date, together with the report of the Board of Directors and the Auditors thereon and the consolidated audited financial statement of the Company for the financial year ended December 31, 2015	100%	0%	5,10,000
2.	To declare final dividend of Rs. 7 and special dividend of Rs. 3, per equity share of face value Re. 1 each of the Company and, to approve and confirm the declaration and payment of three interim dividends aggregating Rs. 13 per equity share for the year ended December 31, 2015.	99.9999%	0.0001%	Nil
3.	Re-appointment of Mr. Yann Le Pallec : To appoint a Director in place of Mr. Yann Le Pallec (DIN 05173118), who retires by rotation and being eligible, seeks re-appointment.	99.9959%	0.0041%	Nil

Resolution No.	Particulars	% votes in favour	% votes against	Invalid votes Nos.
4.	Ratification of the appointment of S. R. Batliboi & Co. LLP (Firm Reg. No. 301003E), Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company, and to authorise the Audit Committee and the Board of Directors to fix their remuneration.	99.829%	0.171%	Nil
5.	To appoint Mr. John F. Callahan Jr. (DIN 07314618), as a Director of the Company, liable to retire by rotation	99.8884%	0.1116%	Nil

On the basis of the Scrutiniser's Report for E-Voting and E-Poll dated April 19, 2016, Ms. Ashu Suyash, Managing Director & Chief Executive Officer, announced through the website of the Company, Karvy Computershare Private Limited, BSE Limited and National Stock Exchange of India Limited, the consolidated results of voting (E-Voting and E-Poll) on April 19, 2016, that all the resolutions for the Ordinary and Special Businesses as set out at item nos. 1 to 5 of the Notice of the 29th Annual General Meeting of the Company dated February 9, 2016 had been duly passed by requisite majority as under:

Result of the E-Voting and E-Poll on the Ordinary and Special Businesses as mentioned in the Notice dated February 9, 2016 of the 29th Annual General Meeting of the Company held on Tuesday, April 19, 2016

ORDINARY BUSINESS : Item No. 1 – Ordinary Resolution for adoption of accounts as set out in item no. 1 of the AGM Notice

Resolution required: (Ordinary/ Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held	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	4,78,32,539	4,78,32,539	100.00	4,78,32,539	Nil	100.00	0.00			
	Poll	4,78,32,539	Nil	Nil	Nil	Nil	Not Applicable	Not Applicable			
	Postal Ballot (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable			
Total	Total	4,78,32,539	4,78,32,539	100.00	4,78,32,539	Nil	100.00	0.00			
Public-Institutions	E-Voting	1,26,41,561	1,07,56,615	85.09	1,07,56,615	Nil	100.00	Not Applicable			
	Poll	1,26,41,561	Nil	Nil	Nil	Nil	Not Applicable	Not Applicable			
	Postal Ballot (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable			
Total	Total	1,26,41,561	1,07,56,615	85.09	1,07,56,615	Nil	100.00	0.00			
Public-Non Institutions	E-Voting	1,07,35,003	1,92,813	1.80	1,92,813	Nil	100.00	-			
	Poll	1,07,35,003	80,134	0.75	80,113	21	99.97	0.03			
	Postal Ballot (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable			
Total	Total	1,07,35,003	2,72,947	2.55	2,72,926	21	99.97	0.03			
Total	E-Voting	7,12,09,103	5,87,81,967	82.55	5,87,81,967	-	100.00	-			
	Poll	7,12,09,103	80,134	0.11	80,113	21	99.97	0.03			
	Postal Ballot (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable			
Total	Total	7,12,09,103	5,88,62,101	82.66	5,88,62,080	21	100.00	0.00			

ORDINARY BUSINESS : Item No. 2 – Ordinary resolution for declaration of dividend as set out in item no. 2 of the AGM Notice

Resolution required: (Ordinary/ Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held	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	4,78,32,539	4,78,32,539	100.00	4,78,32,539	0	100.00	0.00			
	Poll	4,78,32,539	Nil	Nil	Nil	Nil	Not Applicable	Not Applicable			
	Postal Ballot (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable			
Total		4,78,32,539	4,78,32,539	100.00	4,78,32,539	Nil	100.00	0.00			
Public-Institutions	E-Voting	1,26,41,561	1,12,66,615	89.12	1,12,66,615	Nil	100.00	0.00			
	Poll	1,26,41,561	Nil	Nil	Nil	Nil	Not Applicable	Not Applicable			
	Postal Ballot (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable			
Total		1,26,41,561	1,12,66,615	89.12	1,12,66,615	Nil	100.00	0.00			
Public-Non Institutions	E-Voting	1,07,35,003	1,92,813	1.80	1,92,813	Nil	100.00	0.00			
	Poll	1,07,35,003	80,134	0.74	80,103	31	99.96	0.04			
	Postal Ballot (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable			
Total		1,07,35,003	2,72,947	2.54	2,72,916	31	99.99	0.01			
Total	E-Voting	7,12,09,103	5,92,91,967	83.26	5,92,91,967	-	100.00	-			
	Poll	7,12,09,103	80,134	0.11	80,103	31	99.96	0.04			
	Postal Ballot (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable			
Total		7,12,09,103	5,93,72,101	83.37	5,93,72,070	31	99.99	0.01			

ORDINARY BUSINESS: Item No. 3 – Ordinary resolution for re-appointment of Mr. Yann Le Pallec as a Director of the Company as set out in item no. 3 of the AGM Notice

Resolution required: (Ordinary/ Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	4,78,32,539	4,78,32,539	100.00	4,78,32,539	Nil	100.00	0.00			
	Poll	4,78,32,539	Nil	Nil	Nil	Nil	Not Applicable	Not Applicable			
	Postal Ballot (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable			
Total	Total	4,78,32,539	4,78,32,539	100.00	4,78,32,539	Nil	100.00	0.00			
Public-Institutions	E-Voting	1,26,41,561	1,12,66,615	89.12	1,12,66,615	Nil	100.00	0.00			
	Poll	1,26,41,561	Nil	Nil	Nil	Nil	Not Applicable	Not Applicable			
	Postal Ballot (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable			
Total	Total	1,26,41,561	1,12,66,615	89.12	1,12,66,615	Nil	100.00	0.00			
Public-Non Institutions	E-Voting	1,07,35,003	1,12,66,615	89.12	1,12,66,615	Nil	100.00	0.00			
	Poll	1,07,35,003	1,92,813	1.80	1,90,413	2,400	98.76	1.24			
	Postal Ballot (if applicable)	Not Applicable	80,134	0.74	80,113	21	99.97	0.03			
Total	Total	1,07,35,003	2,72,947	2.54	2,70,526	2,421	99.11	0.89			
Total	E-Voting	7,12,09,103	5,92,91,967	83.26	5,92,89,567	2,400	100.00	0.00			
	Poll	7,12,09,103	80,134	0.11	80,113	21	99.97	0.03			
	Postal Ballot (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable			
Total	Total	7,12,09,103	5,93,72,101	83.37	5,93,69,680	2,421	100.00	0.00			

ORDINARY BUSINESS : Item No. 4 – Ordinary resolution for ratification of appointment of Statutory Auditors of the Company and fixation of their remuneration as set out in item no. 4 of the AGM Notice

Resolution required: (Ordinary/ Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held	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	4,78,32,539	4,78,32,539	100.00	4,78,32,539	Nil	100.00	0.00			
	Poll	4,78,32,539	Nil	Nil	Nil	Nil	Not Applicable	Not Applicable			
Public-Institutions	Postal Ballot (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable			
	Total	4,78,32,539	4,78,32,539	100.00	4,78,32,539	Nil	100.00	0.00			
Public-Non Institutions	E-Voting	1,26,41,561	1,12,66,615	89.12	1,11,65,115	1,01,500	99.10	0.90			
	Poll	1,26,41,561	Nil	Nil	Nil	Nil	Not Applicable	Not Applicable			
Total	Postal Ballot (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable			
	Total	1,26,41,561	1,12,66,615	89.12	1,11,65,115	1,01,500	99.10	0.90			
Public-Non Institutions	E-Voting	1,07,35,003	1,92,813	1.80	1,92,813	Nil	100.00	Nil			
	Poll	1,07,35,003	80,134	0.74	80,113	21	99.97	0.03			
Total	Postal Ballot (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable			
	Total	1,07,35,003	2,72,947	2.54	2,72,926	21	99.99	0.01			
Total	E-Voting	7,12,09,103	5,92,91,967	83.26	5,91,90,467	1,01,500	99.83	0.17			
	Poll	7,12,09,103	80,134	0.11	80,113	21	99.97	0.03			
Total	Postal Ballot (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable			
	Total	7,12,09,103	5,93,72,101	83.37	5,92,70,580	1,01,521	99.83	0.17			

SPECIAL BUSINESS : Item No. 5 – Ordinary resolution for appointment of Mr. John F. Callahan Jr. as a Director of the Company as set out in item no. 5 of the AGM Notice

Resolution required: (Ordinary/ Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	4,78,32,539	4,78,32,539	100.00	4,78,32,539	Nil	100.00	0.00			
	Poll	4,78,32,539	Nil	Nil	Nil	Nil	Not Applicable	Not Applicable			
	Postal Ballot (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable			
Total		4,78,32,539	4,78,32,539	100.00	4,78,32,539	Nil	100.00	0.00			
Public-Institutions	E-Voting	1,26,41,561	1,12,66,615	89.12	1,12,02,790	63,825	99.43	0.57			
	Poll	1,26,41,561	Nil	Nil	Nil	Not Applicable	Not Applicable	0.00			
	Postal Ballot (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable			
Total		1,26,41,561	1,12,66,615	89.12	1,12,02,790	63,825	99.43	0.57			
Public-Non Institutions	E-Voting	1,07,35,003	1,92,813	1.80	1,90,413	2,400	98.76	1.24			
	Poll	1,07,35,003	80,134	0.74	80,113	21	99.97	0.03			
	Postal Ballot (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable			
Total		1,07,35,003	2,72,947	2.54	2,70,526	2,421	99.11	0.89			
Total	E-Voting	7,12,09,103	5,92,91,967	83.26	5,92,25,742	66,225	99.89	0.11			
	Poll	7,12,09,103	80,134	0.11	80,113	21	99.97	0.03			
	Postal Ballot (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable			
Total		7,12,09,103	5,93,72,101	83.37	5,93,05,855	66,246	99.89	0.11			

The resolutions for the Ordinary and Special Businesses as set out at item nos. 1 to 5 of the Notice of the 29th Annual General Meeting of the Company dated February 9, 2016, duly approved by the members of the Company by requisite majority, are recorded hereunder as part of the proceedings of the 29th Annual General Meeting. The resolutions are deemed to be passed on April 19, 2016, being the date of the Annual General Meeting of the Company.

1. Ordinary resolution for Adoption of Accounts

“RESOLVED THAT the Audited Balance Sheet as at December 31, 2015, the statement of Profit and Loss for the year ended on that date, together with the report of the Board of Directors and the Auditors thereon and the consolidated audited financial statement of the Company for the financial year ended December 31, 2015, as circulated to the Shareholders and laid before the meeting, be considered, received and adopted.”

2. Ordinary resolution for Declaration of Dividend

“RESOLVED THAT the first dividend of Rs. 4 per share each on 7,13,57,055 equity shares of Re. 1/- each, the second interim dividend of Rs. 4 per share each on 7,14,50,520 equity shares of Re. 1/- each and third interim dividend of Rs. 5 per share on 7,12,09,103 equity shares of Re.1/- each, fully paid up, in respect of the financial year 2015 be and are hereby confirmed and approved.

RESOLVED THAT a final dividend of Rs. 7 per share and special dividend of Rs. 3 per share, be and is hereby declared on 7,12,09,103 equity shares of Re. 1 each, fully paid up and the same be paid to those shareholders whose names appear on the Register of Members of the Company as at close of business hours of March 9, 2016.”

3. Ordinary resolution for re-appointment of Mr. Yann Le Pallec (DIN 05173118), as a Director of the Company, liable to retire by rotation

“RESOLVED THAT Mr. Yann Le Pallec (DIN 05173118), 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. Ordinary resolution for appointment of S. R. Batliboi & Co. LLP, (Firm Reg. No. 301003E), Chartered Accountants, the retiring Auditors as Statutory Auditors of the Company

“RESOLVED THAT pursuant to the provisions of Section 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, the appointment of S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Reg. No. 301003E), as Statutory Auditors of the Company be and is hereby ratified, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company and the Audit Committee of the Company be and are hereby authorised to fix their remuneration for the said period and permit reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties.”

5. Ordinary resolution to appoint Mr. John Francis Callahan Jr. (DIN 07314618), as a Director of the Company, liable to retire by rotation

“RESOLVED THAT Mr. John Francis Callahan Jr. (DIN 07314618), who was appointed as an Additional Director of the Company with effect from October 18, 2015, 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.”

Sd/-

Chairman

Place : New York

Date : 11th May 2016

Date of entry in minutes book : 11th May 2016