

August 21, 2021

National Stock Exchange of India Ltd.	Listing Department
Exchange Plaza, 5th floor	BSE Limited
Plot No. C/1, G Block	P J Towers
Bandra-Kurla Complex	Dalal Street
Bandra (East), Mumbai 400 051	Mumbai 400 001

Dear Sirs,

Sub.: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

Further to our intimation dated July 20, 2021 and pursuant to the Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated August 12, 2021 for seeking approval of the Members of the Company for appointment of Mr. Amish Mehta as Managing Director & Chief Executive Officer of the Company.

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 Tuesday, August 17, 2021 i.e. the cut-off date, will be considered eligible for the purpose of voting.

The Company has engaged the services of National Securities Depository Limited for the purpose of providing e-voting facility to all its members. The voting period will commence from Tuesday, August 24, 2021 at 9:00 a.m. and shall end on Thursday, September 23, 2021 at 5:00 p.m. The results of the postal ballot will be announced on September 24, 2021.

Kindly take this communication on record and inform your members accordingly.

Yours faithfully,
For CRISIL Limited

Minal Bhosale
Company Secretary
ACS 12999
Encl.: a/a

CRISIL Limited

Corporate Identity Number: L67120MH1987PLC042363

Registered Office: CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai - 400076. Phone: +91 22 3342 3000 |

Fax: +91 22 3342 3001

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 ; 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 and No. 10/2021 dated June 23, 2021 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. As a voluntary gesture without there being a requirement in this regard in terms of the aforesaid circulars, the Company is sending a print copy of the Notice to the registered postal addresses of shareholders who have not registered their email addresses so far.

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 Private 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 September 24, 2021 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. Approval for the appointment of Mr. Amish Mehta as a Director of the Company and the terms and conditions of appointment of Mr. Amish Mehta as Managing Director & Chief Executive Officer

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

"RESOLVED THAT pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. Amish Mehta, having Director Identification Number 00046254 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying the intention to propose the candidature of Mr. Amish Mehta as a Director of the Company, be and is hereby appointed as a Director of the Company, with effect from October 1, 2021.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V thereof and the Articles of Association of

the Company, approval of the shareholders be and is hereby accorded to the appointment of Mr. Amish Mehta as the Managing Director (MD) & Chief Executive Officer (CEO) of the Company for a period of five years, from October 1, 2021 upto September 30, 2026, on the terms and conditions specified hereunder :

- (a) **Nature of Duties:** Mr. Amish Mehta shall carry out such duties as may be entrusted to him subject to the supervision and control of the Board from time to time.
- (b) **Base Pay:** Mr. Amish Mehta shall be entitled to receive a salary of Rs. 3,57,25,000 per year and may be eligible for such annual increments, as may be decided by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee or any other Committee constituted by it from time to time. The base pay includes salary, allowances, reimbursements and retirement benefits. He would be allowed to fix various components of salary within the overall limit as stated above, and also to avail / encash the benefits in accordance with the schemes and rules of the Company for its staff as applicable from time to time.
- (c) **Annual Performance Bonus:** Mr. Amish Mehta shall be entitled, in each year, to annual performance bonus pay up to a maximum of 100% of Base Pay, based on the level of performance which will be decided by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee or any other Committee constituted by it from time to time.
- (d) **Special LTIP:** Mr. Mehta has been granted a special Long Term Incentive equivalent to 100% of his base pay effective October 1, 2021. This is a performance linked deferred cash award based on cumulative business performance between years 2021 and 2025, vesting equally at 1/3rd each at end of year 2023, 2024 and 2025, subject to the achievement of certain performance criteria determined by the Nomination & Remuneration Committee.
- (e) **Perquisites:** In addition to the remuneration, Mr. Amish Mehta would also be eligible to perquisites in the form Company car with driver, group medical insurance and personal accident insurance cover, group term life insurance cover and leave encashment.
- (f) **Other benefits:** Mr. Amish Mehta would be eligible to benefits under any Long Term Incentive Plan and Employee Stock Option Plan, in accordance with the schemes and rules of the Company for its staff as applicable from time to time. Benefits would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Nomination and Remuneration Committee or the Board.

- (g) **Termination:** The employment may be terminated by either party giving to the other party three months' notice or gross salary in lieu thereof.

RESOLVED FURTHER THAT in his capacity as an employee of the Company prior to his appointment as MD & CEO, Mr. Amish Mehta holds 42,151 stock options (vested and unvested) of the Company which he will be entitled to exercise and receive payment of a one-time, special deferred cash award granted in 2019, vesting on December 31, 2021, upon fulfilment of conditions of the award.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Act, in such manner as may be agreed between the Board and Mr. Amish Mehta.

RESOLVED FURTHER THAT where in any financial year, during the currency of tenure of Mr. Amish Mehta as MD & CEO, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Amish Mehta, the above remuneration by way of base pay, variable pay, stock options, perquisites, allowances and other benefits as a minimum remuneration, after complying with the limits and obtaining necessary approvals as specified in Schedule V of the Act, or such other limits as may be prescribed by Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof as per powers delegated to it, be and is hereby authorised to take all such steps as may necessary for obtaining any approvals – statutory, contractual or otherwise, in relation to the above, and to do all the acts, deeds, matters and things which are necessary, proper, expedient and incidental for giving effect to this resolution."

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

Minal Bhosale
Company Secretary
ACS 12999

Mumbai, August 12, 2021

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 and others are being sent Notice by post/courier.
3. As per the MCA Circulars, 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 Tuesday, August 17, 2021 i.e. the cut-off will be considered eligible for the purpose of voting. A person who is not a Member as on Tuesday, August 17, 2021 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. Tuesday, August 17, 2021.
8. The voting period commences on Tuesday, August 24, 2021 at 9.00 a.m. and ends on the close of working hours (i.e. 17:00 hours) on Thursday, September 23, 2021 (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 Friday, September 24, 2021. 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 Thursday, September 23, 2021, electronically. Members seeking inspection may send an email to investors@crisil.com.
13. The procedure and instructions for e-voting are as follows:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email Id in their demat accounts in order to access 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.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on 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. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at: https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open 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 e-Voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, 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	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 login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget 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 in 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 in 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 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.
4. Your User ID details are given below :

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can 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 Folio Number registered with the company For example if 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 inward.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 shareholder 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 is active.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the 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 at toll free no.: 1800 1020 990 and 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 businesses mentioned in the accompanying Notice:

Item No. 1 :

Appointment of Mr. Amish Mehta as Managing Director

The Board of Directors at its meeting held on July 20, 2021, approved the appointment of Mr. Amish Mehta as an Additional Director of the Company with effect from October 1, 2021 and the Managing Director & Chief Executive Officer of the Company for a period of 5 (five) years from October 1, 2021 upto September 30, 2026, on terms and conditions as specified in the resolution at Item no. 1 of the notice. These terms and conditions have also been approved by the Nomination and Remuneration Committee of the Company. Mr. Mehta's appointment and remuneration, fixed in accordance with Sections 196, 197 and Schedule V of the Companies Act, 2013, is subject to the approval of the members.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Amish Mehta for the office of Director. The Company has received from Mr. Amish Mehta, his consent to act as Managing Director and Chief Executive Officer of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Mehta satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this appointment.

The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is as under :

Brief resume of Mr. Amish Mehta:

Mr. Amish Mehta joined CRISIL as President and Chief Financial Officer in 2014 and assumed his current responsibilities as Chief Operating Officer in 2017. He is responsible for Global Analytical Center, India Research, Infrastructure Advisory and SME businesses, Global Innovation and Excellence (GIX) Hub and Corporate Strategy function. As COO, Mr. Mehta has led CRISIL's acquisitions and change agenda while creating a growth path for the businesses managed. Over the years, he has gained rich experience across CRISIL's operations, businesses, markets and finance.

Prior to joining CRISIL, Mr. Mehta was Chief Financial Officer for Indus Towers. He has over two decades of diverse experience across telecommunications, oil and gas, FMCG and business advisory services. During his career, he held leadership roles in finance, general management and business in a variety of organizations including BP/Castrol India, EY and ExxonMobil.

Mr. Mehta is a Chartered Accountant and holds a bachelor's degree in Commerce.

Age: 51 years

Nature of expertise in specific functional area :

Strategy, M&A, Finance, Commercial, Financial markets

Names of companies in which Mr. Amish Mehta holds directorships and memberships of Committees of the Board :

Mr. Amish Mehta is on the Board of CRISIL Risk & Infrastructure Solutions Limited, Pragmatix Services Private Limited, Coalition Development Limited and Greenwich Associates LLC, all subsidiaries of CRISIL Limited. He is a member of the Corporate Social Responsibility Committee of CRISIL Risk & Infrastructure Solutions Limited. He also serves as a trustee of CRISIL Foundation.

Key Terms and Conditions for appointment and remuneration proposed to be paid:

The terms and conditions of appointment and proposed remuneration are specified in the resolution at Item no. 1 of the Notice.

Date of first appointment on board, last drawn remuneration and number of board meetings attended.

It is proposed to appoint Mr. Amish Mehta as Director for his first term on the Board and hence these details are not applicable.

No. of equity shares held by Mr. Amish Mehta in CRISIL and inter-se relationship with other Directors and Key Managerial Personnel :

Mr. Mehta holds 42,151 employee stock options granted to him under the Company's ESOP plans prior to his appointment as Managing Director and Chief Executive Officer. He does not hold any equity shares in the Company and is not related to any of the Directors or Key Managerial Personnel of the Company in any way.

CRISIL Limited

Notice of Postal Ballot

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 1 of the Notice.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Amish Mehta under Section 190 of the Act. The draft contract for appointment of Mr. Amish Mehta is available for inspection electronically. Members seeking inspection may send an email to investors@crisil.com.

The Board considers it in the interest of the Company to appoint Mr. Amish Mehta as a Director and Managing Director & Chief Executive Officer of the Company and accordingly, recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

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

Minal Bhosale

Company Secretary
ACS 12999

Mumbai, August 12, 2021

Registered Office:

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