

April 5, 2016

National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai 400 051

Dear Sirs,

Sub.: 29th Annual General Meeting of CRISIL Limited

Kindly be informed that the 29th Annual General Meeting (AGM) of CRISIL Limited will be held on Tuesday, April 19, 2016 at 3.30 p.m. at Rangaswar Hall, 4th floor, Yashwantrao Chavan Pratishthan, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021.

The notice convening the meeting is enclosed.

Kindly take the information on record.

Thanking you,
Yours faithfully,
For CRISIL Limited



Minal Bhosale
Company Secretary
ACS 12999



Encl.:

CRISIL Limited

Corporate Identity Number: L67120MH1987PLC042363

NOTICE

NOTICE is hereby given that the Twenty-Ninth Annual General Meeting of the members of CRISIL Ltd. (the Company) will be held on Tuesday, April 19, 2016 at 3 30 p.m. at Rangaswar Hall, 4th floor, Yashwantrao Chavan Pratishthan, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

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

2. Declaration of dividend

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

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

4. Ratification of the appointment of Statutory Auditors

To ratify the appointment of S. R. Batliboi & Co. LLP (Firm Reg No. 301003E), Chartered Accountants, as Statutory Auditors of the Company, and to authorise the Audit Committee and the Board of Directors to fix their remuneration, and for this purpose, to pass the following resolution as an Ordinary Resolution

"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 "

SPECIAL BUSINESS:

5. Appointment of Mr. John Francis Callahan Jr. as a Non-Executive Director, liable to retire by rotation

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

"RESOLVED THAT Mr. 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 "

By order of the Board
For CRISIL Ltd

Minal Bhosale
Company Secretary
ACS 12999

Mumbai, February 9, 2016

NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND, A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The Instrument appointing the Proxy, duly completed, stamped and signed, should reach the registered office of the Company not less than forty-eight hours before the time of the Annual General Meeting.

Members are requested to note that a person can act as a proxy on behalf of members not exceeding fifty or such number of members holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

A proxy shall not have a right to speak at the Annual General Meeting. However, in case a member has not voted through the remote e-voting facility, the proxy may be entitled to vote through e-poll made available at the venue of the Annual General Meeting.

2. Members / proxies should bring the duly filled Attendance Slip at the Annual General Meeting. Corporate members are requested to send a duly certified copy of the Board resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
3. The statement setting out details relating to the special business to be transacted at the Annual General Meeting, pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this notice are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the Annual General Meeting.
- 4 The Register of Members and share transfer books of the Company will remain closed from Thursday March 10, 2016 to Friday March 11, 2016 (both days

inclusive), for determining the names of members eligible for dividend on equity shares, if declared at the Annual General Meeting.

- 5 Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, shall be paid on May 6, 2016:
 - (i) to those Members whose names appear on the Register of Members of the Company after giving effect to all valid transfers in physical form lodged with the Company and its Registrar and Transfer Agents before Wednesday, March 9, 2016, and,
 - (ii) In respect of shares held in electronic form on the basis of beneficial ownership as per the details furnished by National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd. (CDSL) at the close of business hours on Wednesday, March 9, 2016.
- 6 Members are requested to note that the Company's shares are under compulsory electronic trading for all investors. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants. Members are encouraged to use the Electronic Clearing Service (ECS) for receiving dividends. Members desirous of availing ECS facility for payment of dividend may download the required ECS mandate form from the website of the Company, www.crisil.com.
- 7 Pursuant to the provisions of Sections 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unclaimed or un-encashed dividends paid up to the year 2008 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company transfers the unclaimed or un-encashed dividend to IEPF after the expiry of seven years from the date of transfer to unpaid dividend account.

Members who have a valid claim to any unclaimed dividends which are not yet transferred, may claim the

same from the Company immediately. The detailed dividend history and due dates for transfer to IEPF are available on website of the Company, www.crisil.com and is also published in this Annual Report under the section titled, 'Report on Corporate Governance'. Further, pursuant to the provisions of the Investor Education and Protection Fund (Uploading of Information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on April 17, 2015, i.e., the date of last Annual General Meeting, in respect of dividends paid since 2009 up to financial year 2014, on the website of the Company and also filed the same with the Ministry of Corporate Affairs.

Also, pursuant to Section 124(2) of the Companies Act, 2013, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company in respect of dividends declared in the financial year 2015 on the website of the Company.

- 8 The certificate from the Statutory Auditors of the Company certifying that the Company's Employee Stock Option Scheme – 2011, Employee Stock Option Scheme – 2012 and Employee Stock Option Scheme – 2014 are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, and in accordance with the resolutions passed by the members of the Company, will be available for inspection by the members at the Annual General Meeting
- 9 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent
- 10 In accordance with Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Annual Report of the Company for the financial year 2015, including the Notice convening the Annual General Meeting, has been emailed 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 Company (Accounts) Rules, 2014. For other members, who have not registered their email addresses, the Annual Report has been sent at their registered postal address. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member. **Members who have not registered their email addresses so far are requested to register them for receiving all communication including Annual Report and other notices from the Company electronically.**

The Annual Report of the Company is also available on the website of the Company, www.crisil.com, and on the website of respective Stock Exchanges where the equity shares of the Company are listed, www.bseindia.com and www.nseindia.com. As per Section 136(1), the physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on all working days, excluding Saturdays

- 11 Brief resume of all Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is appended. The Company is in receipt of relevant disclosures from the Directors pertaining to their appointment / re-appointment
- 12 Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act 2013 will be available for inspection by the members at the Annual General Meeting
- 13 All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company during normal business hours on all working

days (excluding Saturdays) from the date hereof up to the date of the Meeting

14 Members, desiring any information relating to the accounts, are requested to write to the Company at an early date so as to enable the management to keep the information ready for responding at the Annual General Meeting

15 Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to the Members of the Company so as to facilitate them to cast their vote on all resolutions set forth in this notice electronically, through e-voting services provided by Karvy Computershare Pvt. Ltd. The instructions for e-voting are as under.

- i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio / DP ID - Client ID will be your User ID.

User – ID	For Members holding shares in demat form: a) For NSDL: 8-character DP ID followed by 8-digit Client ID b) For CDSL: 16-digit beneficiary ID For Members holding shares in physical form, Event number, followed by Folio Number registered with the Company
Password	Your unique password is printed on the form / forwarded via email through the electronic notice
Captcha	Enter the verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) The e-voting period shall commence on Friday, April 15, 2016, at 10:00 a.m. and end on Monday, April 18, 2016, at 5:00 p.m. Members, holding shares either in dematerialised form or physical form as on cut-off date, Wednesday April 13, 2016, may cast their vote electronically during this period. The remote e-voting module shall be disabled at 5:00 p.m. on April 18, 2016. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently or cast the vote again.

- iv) After entering these details appropriately, click on 'LOGIN'
- v) 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 resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through Karvy Computershare Pvt. Ltd. e-voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc., on first 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.
- vi) You need to login again with the new credentials.
- vii) On successful login, the system will prompt to select the 'Event' i.e., 'Company Name'.
- viii) 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.
- ix) 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'.
- x) 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.

- xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - xii) Corporate / Institutional Members (Corporate / FIs / FNs / Trusts / Mutual Funds / Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutiniser through e-mail to krchandratreoffice@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board resolution should be in the naming format 'Corporate Name_ Event number'.
 - xiii) If you are already registered with Karvy Computershare Pvt Ltd 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).
 - xiv) Please contact Karvy Computershare Pvt Ltd's toll-free number 1-800-34-54-001 for any further clarifications.
- 16 The voting rights of the shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on Wednesday, April 13, 2016 ('cut-off date'). Any person who acquires shares of the Company after despatch of this Notice and holds shares as of the cut-off date i.e., as on April 13, 2016, may obtain login ID and password by sending a request to evoting@karvy.com with a copy to investors@crsil.com by mentioning her / his folio number or DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- 17 The Members who have not cast their vote by remote e-voting can exercise their voting rights at the Annual General Meeting. The Company will make arrangements for voting at the venue of the Annual General Meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 18 Dr. K. R. Chandratre, Company Secretary in Practice, has been appointed as Scrutiniser for scrutinising the e-voting process in a fair and transparent manner. The Scrutiniser shall, within a period not exceeding two working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or to any other person authorised by the Chairman in this regard.
- 19 The results of e-voting and voting at the meeting, if any, on resolutions shall be aggregated and declared on or after the Annual General Meeting of the Company and, the resolutions will be deemed to be passed on the Annual General Meeting date, subject to receipt of the requisite numbers of votes in favour of the resolutions.
20. The results declared, along with the Scrutiniser's Report, shall be placed on the Company's website, www.crsil.com and on the website of Karvy Computershare Pvt. Ltd. within two working days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchanges where the shares of the Company are listed – the National Stock Exchange of India Ltd. and BSE Ltd.
- 21 The route map of the venue of the Annual General Meeting is appended to this Notice. The prominent land mark near the venue is Mantralaya.
22. Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following information is furnished about the directors proposed to be appointed / re-appointed:
1. **Mr. Yann Le Pallec:**
- Mr. Yann Le Pallec, (age 47 years), retires by rotation and being eligible, seeks re-appointment. He was first appointed on the Board of CRISIL Limited on February 17, 2012. Yann Le Pallec is Global Practice Leader for Corporates and Infrastructure and Executive Managing Director, Standard & Poors' (S&P) Ratings Services in EMEA. He is a member of S&P's Ratings Services Executive Committee. Based in Paris, Mr. Le Pallec leads a team of over 800 ratings analysts and support staff operating from 12 global offices.
- Before his current role, Mr. Le Pallec occupied various managerial and analytical positions at S&P, including Head of EMEA Corporate and Government Ratings, Regional Practice Leader for EMEA Sovereign, International Public Finance and Insurance Ratings, and Regional Practice Leader for EMEA Insurance Ratings.
- Mr. Yann Le Pallec is also a director of Company's wholly owned subsidiary, CRISIL Risk and Infrastructure Solutions Limited. He is the member of the Stakeholders Relationship

Committee of CRISIL Ltd. and a member of the Corporate Social Responsibility Committee of CRISIL Risk and Infrastructure Solutions Ltd. He does not hold any share in the Company and is not related to any Director or Key Managerial Personnel of the Company in any way. Mr. Yann Le Pallec will not be paid any remuneration other than sitting fee for attending meetings of the Board and Committees thereof of which he is a member / Chairman or commission that may be approved by the Board of Directors and / or the Nomination and Remuneration Committee of the Company, from time to time. The details of Mr. Yann Le Pallec's attendance of the Board and the Committee meetings have been given elsewhere in this Annual Report.

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

2. Mr. John Francis Callahan Jr.:

Mr. John Francis Callahan Jr. (age 57 years) is Executive Vice President and Chief Financial Officer for McGraw Hill Financial since December 2010. In addition, he is also responsible for managing Investor Relations, Strategy and Corporate Development. He was appointed as an Additional Director of CRISIL Ltd. with effect from October 18, 2015.

Mr. Callahan was the Executive Vice President and Chief Financial Officer of Dean Foods Company from 2006 to 2010. Previously, he spent a decade with PepsiCo as the Senior Vice President of Corporate Strategy and Development for PepsiCo, Chief Financial Officer for Frito Lay International, and Senior Vice President of Strategy and Planning at Frito Lay North America. Before joining PepsiCo, he held various positions at The General Electric Company and McKinsey & Company.

Mr. Callahan served as a member of the Board of Directors of Metro PCS from 2008-2013 until its merger with T-Mobile US. He was a member of the Audit Committee.

Mr. Callahan holds an undergraduate degree from Yale University and an MBA from The Amos Tuck School at Dartmouth College.

Mr. Callahan has been inducted as a member of the Audit Committee and the Investment Committee of the Board of Directors of CRISIL Ltd. with effect from October 18, 2015.

Mr. Callahan will not be paid any remuneration other than sitting fee for attending meetings of the Board and Committees thereof of which he is a member /

Chairman or commission that may be approved by the Board of Directors and / or the Nomination and Remuneration Committee of the Company, from time to time. He does not hold any share in the Company and is not related to any Director or Key Managerial Personnel of the Company in any way. The details of Mr. Callahan's attendance of the Board and the Committee meetings have been given elsewhere in this Annual Report.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 5:

Mr. John Francis Callahan Jr. who has been appointed as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 effective October 18, 2015, holds office up to the date of this Annual General Meeting, and is eligible for appointment as Director as provided under Article 129 of the Articles of Association of the Company.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying her intention to propose the candidature of Mr. John Francis Callahan Jr. for the office of Director.

A brief resume of Mr. John Francis Callahan Jr. and other details, as required to be given pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been given elsewhere in this Notice.

Mr. John Francis Callahan Jr. is not a director of any other public limited company in India. He is a member of the Audit Committee and the Investment Committee of CRISIL. He does not hold any share in the Company and is not related to any Director or Key Managerial Personnel of the Company in any way.

The Board of Directors considers it in the interest of the Company to appoint Mr. John Francis Callahan Jr. as a Director.

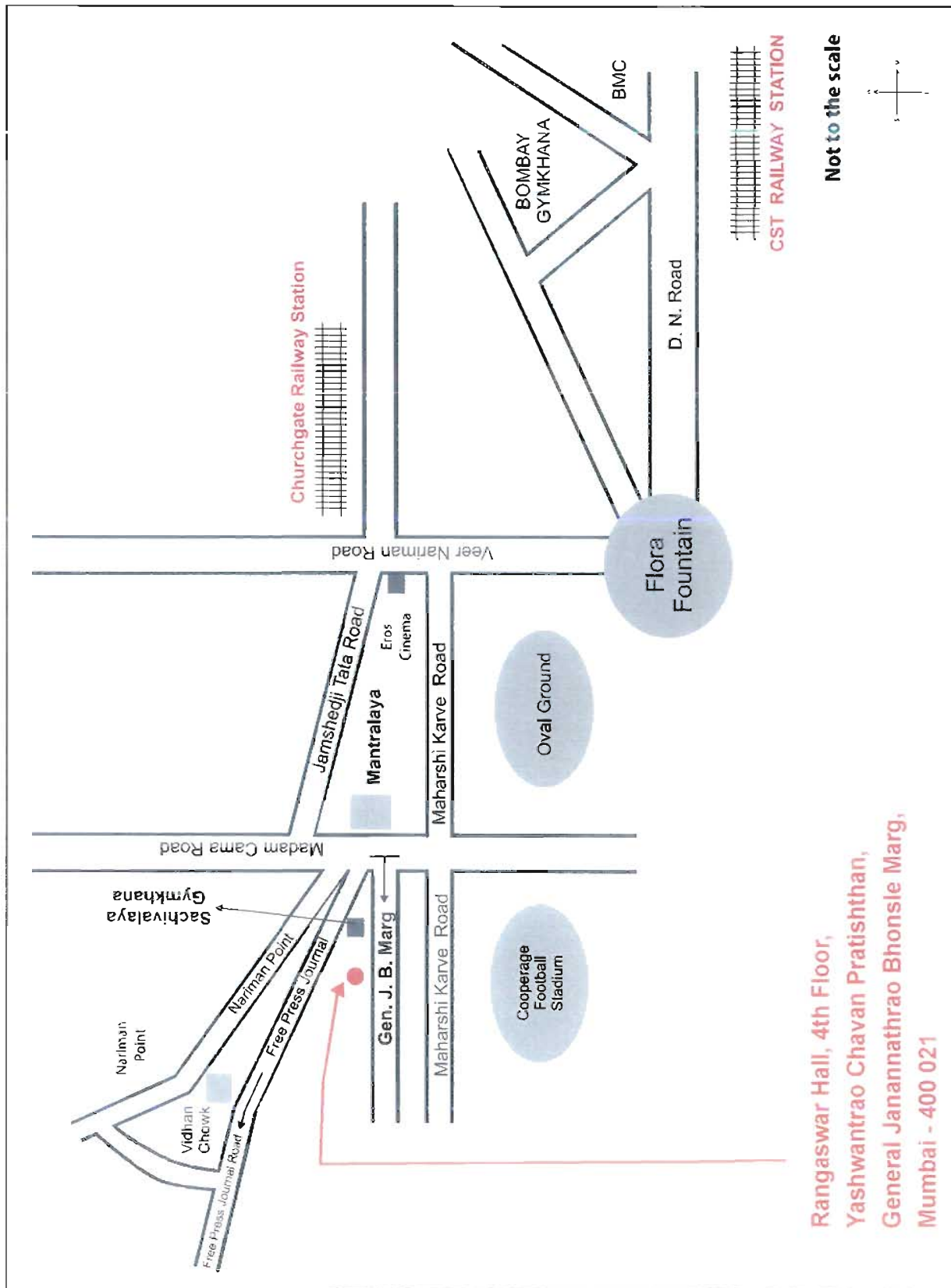
None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. John Francis Callahan Jr. is in any way, interested or concerned in this resolution.

By order of the Board
For CRISIL Ltd.

Minal Bhosale
Company Secretary
ACS 12999

Mumbai, February 9, 2016

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



CRISIL Ltd.

CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai 400 076
Corporate Identification Number (CIN) : L67120MH1987PLC042363
Tel.: 022-3342 3000 Fax: 022-3342 3810
Website : www.crisil.com; e-mail: investors@crisil.com

Form No. MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013, and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

FORM OF PROXY

Name of member(s)
Registered address
Email ID
Folio Number/ DP ID- Client ID

I / We, being the Member(s) holding shares of CRISIL Ltd, hereby appoint

1 Name :
Address
Email ID

Signature or failing him / her

2 Name
Address
Email ID

Signature : or failing him / her

3 Name :
Address
Email ID

Signature

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the TWENTY NINTH ANNUAL GENERAL MEETING of CRISIL Ltd. to be held on Tuesday, April 19, 2016, at 3.30 p.m. at Rangaswar Hall, 4th floor, Yashwantrao Chavan Pratishthan, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021 and at any adjournment(s) thereof, in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:

1. Adoption of financial statements
2. Declaration of dividend
3. Re-appointment of Mr. Yann Le Pallec
4. Ratification of the appointment of Statutory Auditors

SPECIAL BUSINESS:

5. Appointment of Mr. John Francis Callahan Jr. as a Non-Executive Director, liable to retire by rotation

Signed this day of 2016

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Re. 1
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting. The Proxyholder may vote through e-poll made available at the venue of the Meeting either for or against each resolution, in case the member has not voted through the remote e-voting facility