

PROXY FORM

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

CRISIL LIMITED

Regd. Office: CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai- 400076

Corporate Identification Number (CIN): L67120MH1987PLC042363

Tel No.: +91 22 3342 3000, Fax No.: +91 22 3342 3001,

Email: investors@crisil.com, Website: www.crisil.com

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

COMPANY SCHEME APPLICATION NO 3531 OF 2019

In the matter of the Companies Act, 2013

AND

In the matter of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

AND

In the matter of Scheme of Arrangement between CRISIL Limited ('the Transferor Company' or 'CRISIL') and CRISIL Ratings Limited (a company incorporated as a wholly owned subsidiary of CRISIL LIMITED) ('the Transferee Company' or 'CRISIL Ratings') and their respective Shareholders ('Scheme')

CRISIL LIMITED, a Company incorporated under the Companies Act, 1956 and having its Registered Office at CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai-400076, Maharashtra

CIN: L67120MH1987PLC042363

..... **THE TRANSFEROR COMPANY / THE COMPANY**

FORM OF PROXY

[As per Form MGT -11 and Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
No. of Shares Held	
Folio No. /DP ID & Client ID*	
Name of Joint Holder(s)	
E-mail Id	

*Applicable in case shares are held in electronic form.

I / We being the member(s) of _____ equity shares of the above named Company, 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: _____ or failing him / her;

as my / our proxy, to act for me/us at the meeting of the equity shareholders of the Transferor Company to be held at Rangaswar Hall, 4th floor, Yashwantrao Chavan Pratishthan, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021 on Wednesday, 12th February 2020 at 11.00 a.m. for the purpose of considering and, if thought fit, voting on the following resolution as my/our proxy may approve.

Sr. No.	Particulars	For**	Against**
1	Approval of Scheme of Arrangement between CRISIL Limited ('the Transferor Company' or 'CRISIL') and CRISIL Ratings Limited (a company incorporated as a wholly owned subsidiary of CRISIL LIMITED) ('the Transferee Company' or 'CRISIL Ratings') and their respective Shareholders ('Scheme')		

Signed this _____ day of _____, 2020

Affix
Revenue
Stamp of
Re.1

Signature of Shareholder (s) _____

Signature of Proxy holder (s) _____

(Signature across the stamp)

NOTES:

1. This form in order to be effective should be duly completed and deposited at the Registered Office of the Company at CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai-400076, Maharashtra not less than 48 hours before the commencement of the Meeting.
2. Please affix revenue stamp before putting signature.
3. Alterations, if any, made in the Form of Proxy should be initialed.
4. In case of multiple proxies, the proxy later in time shall be accepted.
5. Proxy need not be the shareholder of the Company.
6. Body Corporate and FPI/FII Equity Shareholder(s) would be required to deposit certified copies of Board/Custodial Resolutions/Power of Attorney in original, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the Registered Office of Company at CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai-400076, Maharashtra at least 48 hours before the time of holding the meeting.
7. **This is only optional, please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
8. In case of joint holders, the signature of any one holder will be sufficient, full name of all the joint holders should be stated.
9. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by shareholder(s) holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.