LETTER OF APPOINTMENT FOR INDEPENDENT DIRECTORS

Mr/Ms. 
................
................
................

Dear Mr/Ms. ……..,

We thank you for your confirmation to CRISIL Limited (the “CRISIL”) that you meet the “independence” criteria as envisaged in Section 149(6) of the Companies Act, 2013 (“2013 Act”) and Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and also for your consenting to hold office as a Director of the Company.

We are pleased to confirm your appointment as a Non-Executive Independent Director of the Company (the “appointment”) pursuant to the provisions of Companies Act, 2013 and the Rules made thereunder and subject to approval of the Shareholders of the Company.

This letter sets out the terms of your appointment as an Independent Director. Your relationship with the Company will be that of an office-holder and not one of contract for employment in the Company.

The terms of your appointment, as set out in this letter, are subject to the extant provisions of the (i) applicable laws, including 2013 Act and SEBI LODR Regulations (as amended from time to time) and (ii) Articles of Association of the Company (“AOA”).

This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

1. Appointment:

1.1 Your appointment is subject to the maximum permissible Directorships that one can hold as per the provisions of the Companies Act, 2013 and SEBI LODR Regulations. As an independent Director, you will not be liable to retire by rotation.

1.2 The term “Independent Director” should be construed as defined under the Companies Act, 2013 and SEBI LODR Regulations.

1.3 The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and SEBI LODR Regulations. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. The Company is at liberty to disengage Non Executive Independent Director earlier subject to compliance of relevant provisions of Companies Act, 2013.
2. **Committees:**

The Board of Directors (the Board) may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations.

3. **Time Commitment:**

3.1 As a Non-Executive Director, you are expected to bring objectivity and independence of view to the Board’s discussions and to help provide the Board with effective leadership in relation to the Company’s strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance. The Board meets at least four times in a year. The Audit Committee and Stakeholders’ Relationship Committee also meet at least four times in a year. Besides, there are other Committee meetings like Nomination and Remuneration Committee, Investment Committee and Corporate Social Responsibility Committee meetings which are convened as per the Meeting planner, at least once in a year. You will be expected to attend Board, Board Committees to which you may be appointed and Shareholders meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively. Ordinarily, all meetings are held in Mumbai.

3.2 By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.

4. **Role and Duties:**

Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and SEBI LODR Regulations. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

I. You shall act in accordance with the Company’s Articles of Association.

II. You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.

III. You shall discharge your duties with due and reasonable care, skill and diligence.

IV. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company. Please refer to clause 6 for full explanation on conflict of interest.

V. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.

VI. You shall not assign your office as Director and any assignments so made shall be void.
In addition to the above requirements applicable to all Directors, the role of the Non-Executive Director has the following key elements:

**Strategy:** Non-Executive Directors should constructively challenge and help develop proposals on strategy;

**Performance:** Non-Executive Directors should scrutinise the performance of management in meeting agreed goals and objectives;

**Risk:** Non-Executive Directors should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible;

**People:** Non-Executive Directors are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in appointment and determining terms of appointment of Executive Directors and in succession planning;

**Reporting:** Non-Executive Directors take responsibility for the processes for accurately reporting on performance and the financial position of CRISIL; and

**Compliance:** Non-Executive Directors should keep governance and compliance with the applicable legislation and regulations under review and the conformity of CRISIL’s practices to accepted norms.

### 5. Status of Appointment:

5.1 You will not be an employee of the Company and this letter shall not constitute a contract of employment. You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board and approved by the Shareholders from time to time.

5.2 In addition to the sitting fees, profit related commission may also be payable to you. In determining the amount of this commission, the Nomination and Remuneration Committee and the Board may consider various factors as disclosed in the remuneration policy forming part of the Board’s report.

5.3 Further, the Company may pay or reimburse to you such fair and reasonable expenditure as per Company’s policy, as may have been incurred by you while performing your role as an Independent Director of the Company. This could include reimbursement of expenditure incurred by you for attending Board/Committee meetings, Annual General Meetings, Extraordinary General Meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training (organised by the Company for Directors) and in obtaining, subject to prior consultation with the Board, professional advice from independent advisors in the furtherance of your duties as an Independent Director.
6. Conflict of Interest:

6.1 It is accepted and acknowledged that you may have business interests other than those of the Company. As a condition to your appointment commencing, you are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of your appointment.

6.2 During your term as Independent Director of CRISIL, you agree to promptly notify the Company of any change in your directorships, and provide such other disclosures and information as may be required under the applicable laws. You also agree that upon becoming aware of any potential conflict of interest with your position as Independent Director of the Company, you shall promptly disclose the same to the MD & CEO and the Company Secretary.

6.3 During your term, you agree to promptly provide a declaration under Section 149(7) of the 2013 Act (declaration of Independence), every year and upon any change in circumstances within 20 days which may affect your status as an Independent Director.

7. Confidentiality:

All information acquired during your appointment is confidential to CRISIL and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the MD & CEO unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, you shall surrender any documents and other materials made available to you by CRISIL.

Your attention is also drawn to the requirements under the applicable regulations and the Code of Ethics and Personal Trading Policy (Annexure 1), Code of Conduct for Directors of CRISIL (Annexure 2) and Code for Independent Directors (Annexure 3) which concern the disclosure of price sensitive information and dealing in the securities of CRISIL. Consequently you should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the MD & CEO or the Compliance Officer.

8. Induction:

Immediately after your appointment, you will be invited to attend an initial induction session and, thereafter, ongoing training and familiarisation sessions, including briefings from management. Please avail yourself of these opportunities as fully as is appropriate to your personal circumstances.
9. Changes of personal details:

During the term, you shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

10. Performance Appraisal / Evaluation Process:

As a member of the Board, your performance as well as the performance of the entire Board and its Committees shall be evaluated annually as a constructive mechanism to improve the effectiveness of the Board/Committee. Evaluation of each Director shall be done as per the criteria determined by the Nomination and Remuneration Committee and consistent with the prevailing laws. As required under the law, disclosures regarding the evaluation process approved by the Nomination and Remuneration Committee shall be disclosed in the Company’s Annual Report. However, the actual evaluation shall remain confidential, subject to the extent disclosures are required to fulfil the requirement under the Companies Act which stipulates that the re-appointment of Independent Directors shall be on the basis of report of performance evaluation.

11. Insurance:

CRISIL has Directors’ and Officers’ liability insurance and it is intended that CRISIL will assume and maintain such cover for the full term of your appointment.

12. Disclosure of Interest:

The Company must include in its Annual Accounts, a note of any material interest that a Director may have in any transaction or arrangement that the Company has entered into. Such interest should be disclosed no later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record your interest appropriately and our records are updated. A general notice that you are interested in any contracts with a particular person, firm or company is acceptable.

13. Termination:

a. You may resign from your position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the Board.

b. Continuation of your appointment is contingent on your getting elected/re-elected by the shareholders in accordance with provisions of Companies Act, 2013 and the Articles of Association of the Company, from time to time in force. You will not be entitled to compensation if the shareholders do not re-elect you at any time.

c. Your appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company from time to time in force.
14. Publication of the letter of appointment:

In line with the provisions of the Companies Act, 2013 and SEBI LODR Regulations, the Company may make public a generic copy of this letter on its website at www.crisil.com and the same shall be open for inspection at the registered office of CRISIL by any member during normal business hours.

15. Governing Law:

This letter is governed by and will be interpreted in accordance with Indian law and your engagement shall be subject to the jurisdiction of the Indian courts.

16. Acceptance of Appointment:

We are confident that the Board and the Company will benefit immensely from your rich experience and we are eager to have you as an integral part of the growth of our Company.

If these terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this letter.

We thank you for your continued support and commitment to the Company.

Yours sincerely,

For CRISIL Limited

John Berisford
Chairman

Encl.: The following documents are enclosed as Annexures:

1. Code of Ethics and Personal Trading Policy
2. Code of Conduct for Directors and Senior Management
3. Code for Independent Directors

AGREE AND ACCEPT

I hereby acknowledge receipt of and accept the terms set out in this letter.

Signed ................................
Dated .................................
Code of Ethics and Personal Trading Policy for Promoters and Directors

Supercedes: All Other Policies & Communications on this Subject

Date of Revision: 1st November, 2016
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1.1 Overview

This document contains policies, procedures and restrictions ("Policy") relating to personal trading in securities made by Directors of the Board of CRISIL Limited and its subsidiaries and their immediate relatives (CRISIL Limited and its subsidiaries are hereinafter referred to as “CRISIL”). This policy is also applicable to Promoters.

This Policy is consistent with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Regulations).

1.2 Definitions

For the purposes of this policy, the terms below shall have the following meanings:

- **Securities**
  - As defined in clause 1.7 below

- **Immediate Relatives**
  - “Immediate Relative” means spouse of the person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

- **Director**
  - “Director” referred to in this policy refers to a non-Whole-Time director of CRISIL's Board unless otherwise specified.

- **Promoter**
  - ‘Promoter’ shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.

- **Trading**
  - “Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, it shall also include activities of a similar nature such as pledging.

- **Unpublished Price Sensitive Information**
  - "Unpublished Price Sensitive Information" (UPSI) means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
    - Financial results;
    - Dividends;
    - Change in capital structure;
    - Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
    - Changes in key managerial personnel; and
    - Material events in accordance with the listing agreement.

- **Trading day**
  - “Trading Day” means a day on which the recognized stock exchanges are open for trading.

1.3 Insider Trading Regulations

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 prohibit Trading in securities which are either listed or proposed to be listed on a stock exchange when in possession of UPSI. The regulations also provide that UPSI shall not be disclosed or communicated to others, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
Directors of CRISIL shall not do any Trading in securities of a Company on their own account/their immediate relative’s account if the Director is in possession of any UPSI concerning the Company.

Directors of CRISIL who may be in possession of any UPSI shall not communicate, counsel, or provide directly or indirectly the UPSI to others who can trade on such information.

The above obligations are also applicable to promoters.

Any failure to comply with the above may result in penalties.

1.4 Confidentiality

All non-public information including but not limited to UPSI is to be kept strictly confidential and shall not be disclosed orally or in writing or electronically, directly or indirectly to anyone other than as required by the Regulator/Government/Court.

Directors dealing with confidential information shall not communicate to anyone other than on a need to know basis.

Directors will be given ‘confidential information’ only on a ‘need to know’ basis.

The above obligations are also applicable to promoters.

1.5 Gifts, Favours, etc.

A Director shall not accept any gift, favour or invitation offered by any client, person or organisation (private or government) with whom CRISIL has any business relationship that creates a conflict between the Director’s personal interest and the interest of CRISIL. The Director shall not accept / offer any such gift, favour, or invitation except those extended as a customary courtesy of business life.

1.6 False or misleading statements

No Director of CRISIL shall make a statement, or disseminate information, which is misleading or false and is likely to induce sale or purchase of securities by any other person or is likely to influence the market price of securities.

1.7 Pre-Clearance and Disclosure requirements

<table>
<thead>
<tr>
<th>Requirements</th>
<th>Board of Directors/Promoters</th>
<th>Board of Directors of CRISIL if member of Rating/IPO/IER Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Definition of Security</td>
<td>CRISIL Limited Securities (either directly, or indirectly through a PMS, AIF, etc.)</td>
<td>Security is as defined under the Securities Contracts (Regulation) Act, 1956 (except units of a mutual fund)</td>
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<tr>
<td>Pre-Clearance for CRISIL Limited Securities</td>
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<td>✓</td>
</tr>
<tr>
<td>Pre-Clearance for securities other than CRISIL Limited Securities</td>
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<td>✓</td>
</tr>
<tr>
<td>Contra Trade Restrictions (6 months)</td>
<td>✓</td>
<td>✓</td>
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<tr>
<td>Initial Disclosures</td>
<td>✓</td>
<td>✓</td>
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<tr>
<td>Continuous Disclosures</td>
<td>✓</td>
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<tr>
<td>Trading Plan for CRISIL Limited Securities</td>
<td>✓</td>
<td>✓</td>
</tr>
<tr>
<td>Report trades within 7 days</td>
<td>✓</td>
<td>✓</td>
</tr>
</tbody>
</table>
Notes:

1.7.1 Pre-clearance

- Pre-clearance means obtaining prior written approval from the Compliance Officer to enter into a securities transaction (format as per Annexure II). This includes all transactions of the Director and his/her immediate relative, including those through initial public offerings.
- The trade must be executed within seven days from the date of approval. If the trade is not executed within seven days, then the Director must provide the reason for not executing the transaction and if the requirement for executing the transaction persists take prior approval for the transaction again.

1.7.2 Contra-Trade

Directors and promoters who buy or sell securities shall not enter into an opposite transaction i.e. sell or buy during the six months following the prior transaction. CRISIL Limited shares received by way of exercise of Employee Stock Option Schemes (if at all any) by Directors will not be treated as Trading of shares for the purpose of this clause except for the requirement to disclose trades in Form C (as prescribed by regulations) under continual disclosures outlined in 1.7.3 below.

1.7.3 Disclosures

- **Initial Disclosures**
  - Every Promoter and Director (including his/her immediate relative) shall disclose their holding of the number of securities of CRISIL Limited as on the date of becoming promoter or Director within seven days to the Compliance Officer in the prescribed format.

- **Continual Disclosures**
  - Every Promoter and Director (including his/her immediate relative) shall disclose to the Compliance Officer the number of securities (as applicable) to the Compliance Officer annually as on 31st December as per Annexure-I
  - Every Promoter and Director (including his/her immediate relative) shall disclose to the Compliance Officer in Form C (as prescribed by regulations), the number of such securities of CRISIL Limited acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees

1.8 Trading Window for dealing in securities of CRISIL Limited

- The trading window for CRISIL Limited securities opens 48 hours after the announcement of quarterly/annual results of CRISIL Limited or after any other UPSI becomes generally available. The latter would typically pertain to specific corporate actions for which the Trading Window shall be specifically closed.
- The “No Trading Window” is from 15 days before the close of every quarter to 48 hours after announcement of the quarterly/annual results of CRISIL Limited.
- The trading window can also be closed at the discretion of the management of CRISIL Limited when any major corporate action is being considered.
- In case of Employee Stock Option Plans (if at all applicable) to Directors, exercise of the option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the trading window is closed.

1.9 Other Restrictions

- Directors shall not participate in discussions in a Rating Committee Meeting (RCM), IPO Grading Committee Meeting (IPOM) or Independent Equity Research Committee Meeting (IERM) if these involve a client Company(s) and if they have shareholding / interest in such Company(s)
- If a Director is member of RCM, IPOM or IERM he/she shall not trade in the securities of the Company till the time they are on applicable restricted list.
• Trading in securities may be blocked or dis-allowed if there is reason to believe that the Director is privy to UPSI pertaining to those securities.

• No Director shall take positions in derivative transactions related to the shares of CRISIL at anytime.

1.10 Trading Plan

The Regulations recognize the concept of Trading Plans. The Compliance Officer shall only approve a Trading Plan in accordance with the applicable provisions of the Regulations.

1.11 Exceptions

All requests for exceptions to the above policy should be directed to the Compliance Officer. Exceptions may be general (e.g. permitting certain activities during a specified time window) or specific (e.g. permitting a particular transaction necessitated by personal emergency). Compliance will maintain record of documents in such events. The promoters may be granted exceptions in accordance with the regulations.

1.12 General

Kindly note that the violation of this policy shall be ground for taking action. The information submitted to CRISIL is for record and CRISIL is not responsible if the Director or Promoter contravenes the applicable provisions of:

• Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.


• Other laws relevant to trading of securities.
  - Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.
  - Any penal action by CRISIL shall not preclude the Securities and Exchange Board of India (SEBI) from taking any action in case of violation of any of SEBI's regulations.
  - In case it is observed that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, the Compliance Officer will inform SEBI promptly of the same.
  - Any data provided to CRISIL to comply with this policy will be kept confidential and will not be shared, except on a “business-related need-to-know” basis or as required by law.

1.13 Interpretation

Please seek a clarification from the Compliance Department concerning any interpretation of the provisions of this Policy.
Annexure I – Holdings Statement

Holdings statement as on ___________

Name of the Director of CRISIL: _______________

<table>
<thead>
<tr>
<th>Name of the Security</th>
<th>Number</th>
<th>Owner of Security (Self / Immediate Relative)</th>
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</tbody>
</table>

__________________________________

Signature of the Director
Annexure II – Trading Approval Form under Personal Trading Policy

1. NAME OF THE DIRECTOR/IMMEDIATE RELATIVE:

2. NAME AND TYPE OF SECURITIES:

- Shares
- Debentures
- Derivatives
- Others (pls specify) ____________________________________________

3. QUANTITY:

4. WHETHER BUY/SELL:

5. BROKER’S NAME: (please submit the broker’s note to Compliance Department)

6. DETAILS OF THE DEPOSITORY WHERE THE DIRECTOR HOLDS THE ACCOUNT:

- I do not have any access and have not received any “Unpublished Price-Sensitive Information” upto the time of signing the undertaking.
- In case I have "Unpublished Price-Sensitive Information" after the signing of the undertaking but before the execution of the transaction I shall inform the Compliance Officer of the change in the position and that I shall completely refrain from dealing in the securities of the company till the time such information becomes public.
- I have not contravened the code of conduct for prevention of insider trading as specified by the CRISIL Limited from time to time.
- I have made a full and true disclosure in the matter

Signature of the Director: _____________  Signature of the Approver: ________________

Name of the Director: _______________  Name of the Approver: ____________________

Approval is valid for a period of seven days  Date of Approval: ____________________
About CRISIL Limited

CRISIL is a global analytical company providing ratings, research, and risk and policy advisory services.

We are India’s leading ratings agency. We are also the foremost provider of high-end research to the world’s largest banks and leading corporations. With sustainable competitive advantage arising from our strong brand, unmatched credibility, market leadership across businesses, and large customer base, we deliver analysis, opinions, and solutions that make markets function better.

Our defining trait is our ability to convert data and information into expert judgements and forecasts across a wide range of domains, with deep expertise and complete objectivity.

At the core of our credibility, built up assiduously over the years, are our values: Integrity, Independence, Analytical Rigour, Commitment and Innovation.

CRISIL’s majority shareholder is Standard and Poor’s (S&P). Standard & Poor’s, a part of McGraw Hill Financial, is the world’s foremost provider of credit ratings.
# Code of Conduct for Directors and Senior Management

### Annexure 2

<table>
<thead>
<tr>
<th>Approver</th>
<th>Board of Directors</th>
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<tbody>
<tr>
<td>Date of Approval</td>
<td>October 17, 2015</td>
</tr>
<tr>
<td>Supersedes</td>
<td>The Code approved on January 21, 2005</td>
</tr>
<tr>
<td>Effective from</td>
<td>December 1, 2015</td>
</tr>
</tbody>
</table>
Code of Conduct for Directors and Senior Management

All the Directors and Senior Management personnel of CRISIL Limited are expected to read and understand the Code of Conduct and uphold these standards in their day-to-day activities, comply with all applicable policies and ensure compliance.

All the Directors / Senior Management personnel shall affirm compliance with the code on an annual basis.

PART A : This part shall apply only to all the Directors and Senior Management Personnel of the Company:

- Compliance with Laws, rules, regulations:

All the Directors / Senior Management personnel must comply with all applicable laws, regulations, and rules of the country.

- Ethical conduct:

All the Directors / Senior Management personnel shall deal on behalf of the Company with professionalism, honesty and integrity as well as high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be such by third parties.

- Ethical conduct:

Directors / Senior Management personnel shall also comply with the Code of Ethics and Personal Trading Policy of CRISIL Limited.

- Confidentiality:

Information relating to any client or activities of CRISIL Limited is strictly confidential and shall not be disclosed orally or in writing or electronically, directly or indirectly to anyone unless the Directors / Senior Management personnel have been specifically authorized to release this information.

- Conflict of Interest:

Directors / Senior Management personnel shall not engage in any business transaction, which might conflict with the interests of CRISIL Limited. A conflict of interest may arise where Directors / Senior Management personnel directly derive personal benefit by making or influencing decisions relating to such business transactions.

- Insider Trading:

Directors / Senior Management personnel shall not deal in the securities of a Company whether on their own account / their relative’s account if they are in possession of any unpublished price
Code of Conduct for Directors and Senior Management

Sensitive information concerning the Company. Directors / Senior Management personnel who are in possession of any unpublished price sensitive information shall not communicate directly or indirectly the said information to others who trade on such information.

- Gifts / Favours:

Directors / Senior Management personnel shall not accept any gift, favour or invitation offered by any client, person or organization with whom CRISIL Limited has any business relationship that creates a conflict between the individual’s personal interest and the interest of CRISIL Limited. Directors / Senior Management personnel shall not accept any such gift, favour or invitation except those extended as a customary courtesy of business life.

- False or misleading statements:

Directors / Senior Management personnel shall not make a statement or disseminate information, which is misleading or false and is likely to induce sale or purchase of securities by any other person or is likely to have the effect of influencing the market price of the securities.

- Accounting Practices:

CRISIL Limited’s responsibilities to its stock brokers and the investing public require that all transactions be fully and accurately reported in CRISIL Limited’s books and recorded in compliance with all applicable laws. False or misleading entries, unrecorded funds or assets or payments without appropriate supporting documentation and approval are strictly prohibited and violate CRISIL Limited’s policy and the law. Additionally, all documentation supporting a transaction should fully and accurately describe the nature of the transaction and be processed in a timely fashion.

- Protecting Company assets:

The assets of CRISIL Limited shall not be misused but employed for the purpose of conducting the business for which they are duly authorized. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as tangible assets such as proprietary information.

PART B : This part shall apply only to Independent Directors of the Company:

DUTIES: The Independent Directors shall :

(1) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;

(2) Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
Code of Conduct for Directors and Senior Management

(3) Strive to attend all meetings of the Board of Directors and of the Board Committees of which he is a member;

(4) Participate constructively and actively in the Committees of the Board in which they are chairpersons or members;

(5) Strive to attend the general meetings of the Company;

(6) Where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;

(7) Keep themselves well informed about the Company and the external environment in which it operates;

(8) Not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;

(9) Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;

(10) Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

(11) Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy;

(12) Acting within his/her authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;

(13) Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
CODE FOR INDEPENDENT DIRECTORS

I. INTRODUCTION:

The principles of Corporate Governance require Independent Directors (“IDS”) to review the overall strategy, oversee the performance of the management and participate and arrive at an independent judgement. Their role is to provide an unbiased, independent, varied and experienced perspective to the Board.

This Code of Conduct (“the Code”) for Independent Directors (“IDs”) is a guide to maintain professional conduct of CRISIL Limited (“the Company”) and ensure compliance with the requirements of Companies Act, 2013 and Listing Agreement with the stock exchanges.

Adherence to these standards by Independent Directors and fulfilment of their responsibilities in a professional and faithful manner, will promote confidence of the investment community, minority shareholders, regulators and Companies in the institution of Independent Directors.

The Code is applicable to “the Company” and “IDs” of the Company.

An Independent Director (IDs) in relation to a Company, means a Director other than a Managing Director or a Whole-time Director or a Nominee Director;

a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;

b. (i) who is or was not a promoter of the Company or its holding, subsidiary or associate company
   (ii) who is not related to Promoters or Directors in the Company, its holding, subsidiary or associate company;

c. who has or had no pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or Directors, during the 2 (two) immediately preceding financial years or during the current financial year;

d. none of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or Directors, amounting to 2% (two percent) or more of its gross turnover or total income or Rs.50,00,000/- (fifty lakh Rupees) whichever is lower, during the 2 (two) immediately preceding financial years or during the current financial year;
e. who, neither himself nor any of his/her relatives—

1. holds or has held the position of a Key Managerial Personnel (KMP) or is or has been employee of the Company or its holding, subsidiary or associate company in any of the 3 (three) financial years immediately preceding the financial year in which he is proposed to be appointed;

2. is or has been an employee or proprietor or a partner, in any of the 3 (three) financial years immediately preceding the financial year in which he is proposed to be appointed, of :
   i. a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or
   ii. any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to 10% (ten percent) or more of the gross turnover of such firm;

3. holds together with his/her relatives 2% (two percent) or more of the total voting power of the Company; or

4. is a Chief Executive or Director, by whatever name called, of any non-profit organisation that receives 25% (twenty-five percent) or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the Company;

f. who possesses appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company’s business.

Every Independent Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his/her status as an Independent Director, give a declaration that he meets the criteria of independence.

**Compliance Officer:** The Compliance Officer of the Company for the purpose of this code shall be the Company Secretary or such other officer of the Company as may be designated by the Board of Directors from time to time.
II. PROFESSIONAL CONDUCT:

The Independent Directors must follow the following principles in fulfilling their fiduciary responsibilities;

(1) uphold ethical standards of integrity and probity;

(2) act objectively and constructively while exercising his/her duties;

(3) exercise his/her responsibilities in a *bona fide* manner in the interest of the Company;

(4) devote sufficient time and attention to his/her professional obligations for informed and balanced decision making;

(5) not allow any extraneous considerations that will vitiate his/her exercise of objective Independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;

(6) not abuse his/her position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

(7) refrain from any action that would lead to loss of his/her independence;

(8) where circumstances arise which make an independent director lose his/her Independence, the independent director must immediately inform the Board accordingly;

(9) assist the Company in implementing the best Corporate Governance practices.

III. ROLE AND FUNCTIONS:

The Independent Directors shall:-

(1) Help in bringing an independent judgment to bear on the Board’s deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;

(2) Bring an objective view in the evaluation of the performance of board and management;

(3) Scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
(4) Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;

(5) Safeguard the interests of all stakeholders, particularly the minority shareholders;

(6) Balance the conflicting interest of the stakeholders;

(7) Determine appropriate levels of remuneration of Executive Directors, Key Managerial Personnel and Senior Management and have a prime role in appointing and where necessary recommend removal of Executive Directors, Key Managerial Personnel and Senior Management;

(8) Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder’s interest.

IV. DUTIES:

The Independent Directors shall :-

(1) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;

(2) Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;

(3) Strive to attend all meetings of the Board of Directors and of the Board Committees of which he is a member;

(4) Participate constructively and actively in the Committees of the Board in which they are chairpersons or members;

(5) Strive to attend the general meetings of the Company;

(6) Where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;

(7) Keep themselves well informed about the Company and the external environment in which it operates;

(8) Not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
(9) Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;

(10) Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

(11) Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy;

(12) Acting within his/her authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;

(13) Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

V. MANNER OF APPOINTMENT:

(1) Appointment process of Independent Directors shall be independent of the Company management; while selecting Independent Directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

(2) The appointment of Independent Director(s) of the Company shall be approved at the meeting of the shareholders.

(3) The explanatory statement attached to the notice of the meeting for approving the appointment of Independent Director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made there under and that the proposed director is independent of the management.

(4) The appointment of Independent Directors shall be formalised through a letter of appointment, which shall set out:

a) The term of appointment;

b) The expectation of the Board from the appointed director; the Board level Committee in which the Director is expected to serve and its tasks;

c) The fiduciary duties that come with such an appointment along with accompanying liabilities;

d) Provision for Directors and Officers (D and O) insurance, if any;
e) The Code of Business Ethics that the company expects its Directors and Employees to follow;

f) The list of actions that a Director should not do while functioning as such in the company; and

g) The remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

(5) The terms and conditions of appointment of Independent Directors shall be open for inspection at the registered office of the Company by any member during normal business hours.

(6) The terms and conditions of appointment of Independent Directors shall also be posted on the Company’s website. (www.crisil.com)

VI. RE-APPOINTMENT:

The re-appointment of Independent Directors shall be on the basis of report of performance evaluation.

VII. RESIGNATION OR REMOVAL:

(1) The resignation or removal of an Independent Director shall be in the same manner as is provided in sections 168 and 169 of the Companies Act, 2013.

(2) An independent director who resigns or is removed from the Board of the Company shall be replaced by a new Independent Director within a period of not more than three (3) months from the date of such resignation or removal, as the case may be.

(3) Where the Company fulfils the requirement of Independent Directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new Independent Director shall not apply.

VIII. SEPARATE MEETINGS:

(1) The Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non-Independent Directors and members of Management;

(2) All the Independent Directors of the Company shall strive to be present at such meeting;

(3) The meeting shall:
   a) Review the performance of Non-Independent Directors and the Board as a whole;
   b) Review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
c) Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

IX. EVALUATION MECHANISM:

(1) The performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated.

(2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director.

Adopted by the Board of Directors of CRISIL Limited at the meeting held on July 18, 2014.