LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a Shareholder(s) of CRISIL Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or your investment consultant or the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your shares in the Target Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement and Transfer Deed to the member of the Stock Exchange through whom the said sale was effected.

THE McGRAW-HILL COMPANIES, INC.

a company incorporated under the laws of the State of New York, USA
(Registered Office : 1221 Avenue of the Americas New York, NY 10020-1095
Tel : +1-212-512 2000; Fax : +1-212-512 4827)
through its wholly owned subsidiary

S&P INDIA LLC

a company incorporated under the laws of the State of Delaware, USA
(Registered Office : 2711 Centerville Rd, Ste. 400, Wilmington, Delaware, 19808
Tel:+1-212-512 2000; Fax : +1-212-512 4827)

MAKE A CASH OFFER AT Rs. 680 PER FULLY PAID UP EQUITY SHARE TO ACQUIRE

3,534,488 Shares representing 55.57% of the Voting Capital (54.41% of the Diluted Voting Capital) subject to a minimum level of acceptance of 2,643,983 Shares representing 41.57% of the Voting Capital (40.70% of the Diluted Voting Capital) of the Target Company

CRISIL LIMITED

a company incorporated under the Companies Act, 1956
(Registered Office : CRISIL House 121-122, Andheri-Kurla Road, Andheri (E), Mumbai 400 093, India
Tel : + 91-22-5691 3001 Fax : +91-22-5691 3010)

Note :

- This Offer is being made pursuant to and in accordance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, and subsequent amendments thereof.
- This Offer is subject to a minimum level of acceptance of 2,643,983 Shares representing 41.57% of the Voting Capital (40.70% of the Diluted Voting Capital) (i.e., in case the number of valid Shares tendered in terms of the Offer is less than the minimum level of acceptance, the Acquirers will not accept any Shares tendered).
- The Offer is subject to the statutory and regulatory approvals and clearances from FIPB and RBI required to acquire Shares tendered pursuant to this Offer (described in Section 83). In response to Acquirers' application dated February 23, 2005 to FIPB for permission to acquire the Shares tendered in the Offer, the Acquirers have received a communication from FIPB dated March 14, 2005, on the basis of which the Acquirers would be pursuing with RBI for obtaining its approval for opening a special account and for acquisition of the Shares from the resident Shareholders in due course. As on date, to the best of the knowledge of the Acquirers, there are no statutory approvals required, other than those indicated above.
- If there is any upward revision of the Offer Price / Offer Size by the Acquirers till the last permitted date for revision viz. April 11, 2005 or withdrawal of the Offer, the same would be informed by way of a public announcement in the same newspapers in which the original public announcement had appeared. Such revised Offer Price would be payable for all the Shares tendered anytime during the Offer and accepted under the Offer.
- Shareholders, who have accepted the Offer by tendering the requisite documents in terms of the public announcement/ Letter of Offer, can withdraw the same up to three working days prior to the closure of the Offer viz. April 19, 2005.
- **If there is a competitive bid: (i) the public offers under all the subsisting bids shall close on the same date; (ii) as the Offer Price cannot be revised during seven working days prior to the closing date of the offers / bids, it would therefore, be in the interest of the Shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.**
- **There has been no competitive bid as on date.**
- **A copy of the public announcement and this Letter of Offer (including the Form of Acceptance cum Acknowledgement and the Form of Withdrawal) is expected to be available on SEBI's website (www.sebi.gov.in).**

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
Kotak Mahindra Capital Company Limited Bakhtawar, 3rd Floor 229, Nariman Point, Mumbai 400 021 Tel : +91-22-5634 1100; Fax: +91-22-2284 0492 Contact Person : Mr. Ajay Vaidya Vice President and Company Secretary Email : crisil.offer@kotak.com	**Karvy Computershare Private Limited** Karvy House, 46, Avenue 4 Street No.1, Banjara Hills, Hyderabad 500 034 Tel : +91-40-2343 1545; Fax : +91-40-2343 1551 Contact Person : Mr. Murali Krishna Email : murali@karvy.com

Activity	Date	Day
Public Announcement	February 17, 2005	Thursday
Specified Date	February 18, 2005	Friday
Last date for a competitive bid, if any	March 10, 2005	Thursday
Last date for dispatch of Letter of Offer to the Shareholders of the Target Company	March 31, 2005	Thursday
Offer Opens on	April 6, 2005	Wednesday
Last date for revising the Offer Price / Offer Size	April 11, 2005	Monday
Last date for withdrawing acceptance of the Offer	April 19, 2005	Tuesday
Offer Closes on	April 25, 2005	Monday
Last date for communicating acceptance (in full or part) and rejection of application by registered post and payment of consideration for application accepted	May 10, 2005	Tuesday

RISK FACTORS

- The Offer is subject to the regulatory approvals and clearances from FIPB and RBI required to acquire Shares tendered pursuant to this Offer.

- Acquirers will require RBI approval to open a special account.

- The Offer is conditional on a minimum level of acceptance of 2,643,983 Shares representing 41.57% of the Voting Capital (40.70% of the Diluted Voting Capital) (i.e., in case the number of valid Shares tendered in terms of the Offer is less than the minimum level of acceptance, the Acquirers will not accept any Shares tendered).

- Some of the risks that may arise on association with the business of the Acquirers, which are intrinsic to such business, are as follows:

  - Changes in the volume of debt securities issued in domestic and/or global capital markets and changes in interest rates and other volatility in the global financial markets;

  - Changes in interest rates, foreign currency exchange rates and equity securities prices, all of which may impact operating results;

  - Introduction of competing products or technologies by other companies;

  - Increased pricing pressure from competitors and/or customers;

  - Possible loss of key employees to investment or commercial banks;

The risk factors set forth above are not intended to cover a complete analysis of all risks as perceived in relation to the Offer or in association with the Acquirers, but are only indicative.

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KEY DEFINITIONS	
Acquirers	MHC and S&P India
BSE	The Stock Exchange, Mumbai
Cash Deposit	The amount of USD 30,000,000 held in the escrow account with State Bank of India, New York, USA, having a branch at 460 Park Avenue, New York, NY 10022, USA
Deposit Bank	State Bank of India, New York, USA, having a branch at 460 Park Avenue, New York, NY 10022, USA
Diluted Voting Capital	Voting Capital increased to 6,495,600 Shares, assuming conversion of the Exercisable ESOPs
Exercisable ESOPs	As on the date of the PA, 134,850 Employee Stock Options issued by CRISIL that could be exercised before May 10, 2005, i.e. within 15 days of the closure of the Offer, as informed by the Target Company
FEMA	Foreign Exchange Management Act, 1999, as amended
FIPB	Foreign Investment Promotion Board
Form	Form of Acceptance-cum-Acknowledgement attached to this Letter of Offer
I T Act	Indian Income-tax Act, 1961
Letter of Offer	This Letter of Offer dated March 28, 2005
Manager to the Offer	Kotak Mahindra Capital Company Limited
MHC	The McGraw-Hill Companies, Inc., a company incorporated under the laws of the State of New York in the United States of America and having its registered office at 1221 Avenue of the Americas New York, NY 10020-1095, USA
NSE	National Stock Exchange of India Limited
Offer	Offer being made by the Acquirers for acquiring up to 3,534,488 Shares representing 55.57% of the Voting Capital (54.41% of the Diluted Voting Capital) from the Shareholders at the Offer Price payable in cash, subject to a minimum level of acceptance of 2,643,983 Shares representing 41.57% of the Voting Capital (40.70% of the Diluted Voting Capital)
Offer Price	Price of Rs. 680 (Rupees Six Hundred & Eighty only) per Share
Offer Size	3,534,488 Shares representing 55.57% of the Voting Capital(54.41% of the Diluted Voting Capital)
PA	Public announcement of this Offer made on behalf of the Acquirers to the Shareholders, which appeared on February 17, 2005 in all editions of Financial Express, Jansatta and Business Standard and the Mumbai edition of Sakal as amended by the corrigendum public announcement released in the same newspapers on March 8, 2005
RBI	The Reserve Bank of India
Registrar to the Offer	Karvy Computershare Private Limited
Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
S&P India	S&P India LLC, a company incorporated under the laws of the State of Delaware in the United States of America and having its registered office at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, USA
S&P International	Standard & Poor's International, LLC, a company incorporated under the laws of the State of Delaware in the United States of America and having its registered office at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, USA
SEBI	The Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992 and subsequent amendment thereto
Share	Each fully paid up equity share of CRISIL Limited having a face value of Rs.10
Shareholders	Shareholders of the Target Company
Specified Date	February 18, 2005 being the date for the purpose of determining the names of the Shareholders to whom the Letter of Offer will be sent
Stock Exchanges	BSE and NSE
Target Company / CRISIL	CRISIL Limited
Voting Capital	Equity share capital comprising 6,360,750 Shares of the Target Company as on the date of PA (i.e. February 17, 2005) as obtained from the Target Company

Note : All terms beginning with a capital letter used in this Letter of Offer, but not otherwise defined herein, shall have the meanings ascribed thereto in the Regulations.

I. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF CRISIL LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, PACs OR THE COMPANY WHOSE SHARES/ CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, KOTAK MAHINDRA CAPITAL COMPANY LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MARCH 2, 2005 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.

II. DETAILS OF THE OFFER

Background of the Offer

1. This open offer ("Offer") is being made voluntarily by The McGraw-Hill Companies, Inc. ("MHC"), and S&P India LLC ("S&P India" and, collectively with MHC, "Acquirers") pursuant to and in compliance with, among others, regulations 10 and 12 of the Regulations, for the purpose of substantial acquisition of Shares and voting rights of the Target Company accompanied with change in control of the Target Company. MHC, through its wholly owned subsidiary Standard & Poor's International, LLC ("S&P International"), indirectly holds currently 600,000 Shares (i.e. 9.43% of the Voting Capital) of the Target Company.
2. The Acquirers have not entered into any agreement/ arrangement for the acquisition of Shares/ change in control of the Target Company.
3. The Acquirers and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B or any other regulations made under the SEBI Act.
4. The Acquirers may make requisite changes to the composition of the Board of Directors of the Target Company as per business considerations and regulatory requirements and shall take decisions in this regard, if any, after the successful completion of the Offer.

Details of the Offer

5. In accordance with regulation 14(4) of the Regulations, the Acquirers issued a public announcement ("PA") on February 17, 2005, which appeared in all editions of Financial Express, Jansatta and Business Standard and the Mumbai edition of Sakal. A copy of the PA is available on SEBI's website (www.sebi.gov.in).
6. This Offer is to acquire up to 3,534,488 fully paid up equity shares ("Offer Size") of face value of Rs. 10 each ("Share") of CRISIL Limited ("Target Company") representing 55.57% of the voting equity share capital of the Target Company ("Voting Capital") as on the date of the PA i.e. February 17, 2005 at a price of Rs. 680 (Rupees Six Hundred and Eighty Only) for each Share of the Target Company (such price, the "Offer Price"), to be paid in cash in accordance with the Regulations. As per the information received from the Target Company, there were 984,850 outstanding Employee Stock Options ("ESOPs") as on February 17, 2005, out of which 134,850 ESOPs could be exercised by May 10, 2005 ("Exercisable ESOPs") i.e. within 15 days of the closure of the Offer. Assuming full conversion of all Exercisable ESOPs into Shares, the equity share capital of the Target Company would be 6,495,600 ("Diluted Voting Capital"). Accordingly, the Offer Size would represent 54.41% of the Diluted Voting Capital.
7. This Offer is conditional on minimum level of acceptance of 2,643,983 Shares representing 41.57% of the Voting Capital (40.70% of the Diluted Voting Capital) (i.e. in case the number of valid Shares tendered in terms of the Offer is less than the minimum level of acceptance, the Acquirers will not accept any Shares tendered).
8. There are no partly paid-up Shares in the Target Company.
9. The Acquirers have neither acquired any Shares since the date of the PA nor during the 12-month period prior to the date of the PA.
10. There have been no competitive bids.
11. To the extent of the Offer Size and subject to the minimum level of acceptance, all Shares of the Target Company that are validly tendered pursuant to this Offer are proposed to be acquired by S&P India.
12. The Shares to be acquired under this Letter of Offer are to be free from all liens, charges and encumbrances and will be acquired together with all rights attached thereto.
13. This Offer is made to all Shareholders except the Acquirers and S&P International.

14. The Letter of Offer is being sent to those Shareholders (except the Acquirers and S&P International) whose name(s) appeared in the Register of Members of the Target Company at the close of business hours on February 18, 2005, being the Specified Date, as required under the Regulations.

15. Except as mentioned in section 6 above, there are no other outstanding convertible instruments in the Target Company as on February 17, 2005.

Object of the acquisition / Offer

16. The Target Company currently has an affiliation agreement with Standard & Poor's, which is a division of MHC. Under the arrangement, Standard & Poor's shares with the Target Company rating methodologies, analytical criteria and other assistance and training with respect to rating agency operations. The Target Company provides assistance in business development in India to Standard & Poor's and shares with it knowledge on the Indian debt capital markets. The Acquirers' business involves intellectual property in the nature of proprietary methodologies, processes and systems and a controlling ownership interest will enable them to more fully integrate with the Target Company. The Acquirers believe that this acquisition will deepen the relationship between the two companies and enable Standard & Poor's to work more closely with the Target Company across the full range of its products and services, both in India and abroad.

17. The Offer is being made in accordance with regulations 10 and 12 of the Regulations for the purpose of substantial acquisition of Shares and voting rights of the Target Company accompanied with change in control of the Target Company. The Offer is intended to give Acquirers control over the Target Company.

III. BACKGROUND OF THE ACQUIRERS

18. MHC is the ultimate parent company of S&P India, which proposes to acquire up to 3,534,488 Shares representing 55.57% of the Voting Capital (54.41% of the Diluted Voting Capital).

19. **The details of MHC are as follows:**

Name	The McGraw-Hill Companies, Inc.
Address	1221 Avenue of the Americas, New York, NY 10020-1095
Listed on	New York Stock Exchange, Pacific Stock Exchange
Group	MHC is publicly traded and is not controlled by any person, entity or group. MHC is the parent company of The McGraw-Hill Companies Group.
Relationship	Parent of S&P India
Primary Business	Education, Financial Services and Information and Media Services
Experience	Incorporated on December 29, 1925
Compliance with the applicable provisions of the Regulations/other applicable regulations under the SEBI Act	No compliance applicable as on date

20. MHC came into existence in 1909 under the name "The McGraw-Hill Book Company". It started as a publishing company with a focus on engineering and science. Over the next decade, the company expanded its operations through various acquisitions. McGraw-Hill stock was publicly traded for the first time in 1929. In 1950's, McGraw-Hill expanded in other areas, particularly in the field of educational publishing. Renamed McGraw-Hill, Inc. in 1964, the company continued to diversify with new divisions, including the 1966 acquisition of Standard & Poor's, the provider of financial information and analysis. In 1972, the company acquired television stations in San Diego, Bakersfield CA., Indianapolis, and Denver. The 1980's brought new products and different approaches, including a switch from media to market orientation. On April 26, 1995, the company became The McGraw-Hill Companies, Inc and reorganized its divisions into three segments - education, financial services, and information and media services.

21. **Shareholding pattern of MHC**

As of December 31, 2004, the holding pattern of the outstanding shares of MHC's common stock was as follows:

	Shareholding (%)
Institutional Shareholders	80
Individuals and Other Entities	20

Source : MHC

Shareholders holding more than 1% of the outstanding common stock of MHC on December 31, 2004 are as follows:

Shareholder	Shares	% Ownership
Barclays Global Investors (US)	14,985,387	7.89%
Goldman Sachs Asset Management (US)	11,062,641	5.83%
Fayez Sarofim & Company	7,963,855	4.20%
State Street Global Advisors	5,662,762	2.98%
Deutsche Bank AG	5,627,878	2.96%
Bank of Ireland Asset Management Ltd.	5,594,960	2.95%
Mellon Bank Corporation	4,156,094	2.19%
Vanguard Group	4,137,018	2.18%
Northern Trust Company (The)	3,626,066	1.91%
Fidelity Investments	3,384,153	1.78%
Mackenzie Financial Corporation	2,628,951	1.39%
Private Capital Management, Inc.	2,590,127	1.36%
Pioneer Global Asset Management	2,189,727	1.15%
American Century Investment Management, Inc.	2,122,731	1.12%

Source: MHC

22. The details of the Board of Directors of The McGraw-Hill Companies, Inc. as on the date of the PA are as under:

Name	Residential Address	Educational Qualifications	Date of Appointment
Harold McGraw III	745 Hollow Tree Ridge Road, Darien, CT 06820, USA	University of Pennsylvania; Tufts University	29/04/87
Pedro Aspe	Campos Eliseos No. 67, Depto. 1101, Colonia Rincon del Bosque, 11580 Mexico, D.F.	Massachusetts Institute of Technology; Instituto Technologico Autonomo de Mexico	28/02/96
Sir Winfried F.W. Bischoff	28 Bloomfield Terrace, London SW1W 8 PQ, United Kingdom	University of Witwatersrand	29/09/99
Douglas N. Daft	House #5, 3085 Slaton Drive, Altanta, GA 30305, USA	University of New South Wales; University of New England	31/02/03
Linda Koch Lorimer	55 Highland Street, New Haven, CT 06511, USA	Yale University; Hollins College	27/04/94
Robert P. McGraw	11 Beechwood Road Irvington, NY 10533, USA	Princeton University	26/07/95
Hilda Ochoa – Brillembourg	2824 O St. N.W., Washington, DC 20007, USA	Harvard University; Universidad Catolica Andres Bello	28/04/04
James H. Ross	Flat 4, 55 Onslow Square, London SW7 3LR, United Kingdom	Manchester Business School; Oxford University	26/04/89
Edward B. Rust, Jr.	16 Downing Circle, Bloomington, IL 61704, USA	Southern Methodist University; Illinois Wesleyan University	31/01/01
Kurt Schmoke	3320 Sequoia Avenue, Baltimore, Maryland 21215, USA	Harvard University; Yale University	31/02/03
Sidney Taurel	525 Somerset Drive West, Indianapolis, IN 46260, USA	Columbia University	30/10/96

None of these directors is a director of the Target Company.

Details of the experience of the above directors are as follows:

Harold McGraw III, age 56, has been Chairman of the Board of MHC since 2000 and President and Chief Executive Officer of the company since 1998. Prior to that, Mr. McGraw had been President and Chief Operating Officer of the company since 1993. He was Executive Vice President, Operations, of the company from 1989 to 1993. Prior to that, he was President of the McGraw-Hill Financial Services Company, President of the McGraw-Hill Publications Company, Publisher of Aviation Week & Space Technology magazine and Vice President, Corporate Planning. Before joining the company in 1980, he held financial positions at the GTE Corporation. Mr. McGraw serves on the Board of Directors of United Technologies, a diversified company that provides high technology products and support services to the commercial building and the aerospace industries. He is Chairman of the Business Roundtable's International Trade and Investment Task Force and Chairman of the Emergency Committee for American Trade (ECAT). He is a member of The Business Council and served as a member of President George W. Bush's Transition Advisory Committee on Trade. Mr. McGraw is Chairman of the National Council on Economic Education as well as The National Actors Theatre. He serves on the Board of Trustees of Carnegie Hall as well as the Board of The New York Public Library. He also is a member of the Boards of the National Organization on Disability, The National Academy Foundation and Hartley House. Mr. McGraw has served as a Director of the company since 1987 and is Chair of the Executive Committee.

Pedro Aspe, age 54, has been since April 2001, Chairman of the Board and Chief Executive Officer of Protego Asesores Financieros, a leading investment banking advisory firm in Mexico. From 1996 to March 2001, Dr. Aspe was Chairman of the Board of Vector Casa de Bolsa, S.A. de C.V., an investment banking firm in Mexico. Dr. Aspe has been since 1995 a professor at the Instituto Tecnologico Autonomo de Mexico located in Mexico City. Dr. Aspe has held a number of positions with the Mexican government and was most recently the Secretary of Finance and Public Credit of Mexico from 1988 through 1994. Dr. Aspe is a Director of the Carnegie Corporation and of Televisa located in Mexico City. Dr. Aspe is a member of the Advisory Board of Stanford University's Institute of International Studies, the Visiting Committee of the Department of Economics of MIT, and the Center for Politics and Economics at Claremont University. Dr. Aspe also sits on the Advisory Board of Marvin & Palmer and American International Group, Inc. Dr. Aspe has served as a Director of the company since 1996 and is Chair of the Audit Committee and a member of the Executive and Financial Policy Committees.

Sir Winfried Bischoff, age 63, has been since 2000, Chairman of Citigroup Europe, which represents the European businesses of Citigroup, Inc., a global financial services firm. He is also a member of Citigroup, Inc.'s Management Committee. Sir Winfried Bischoff was Chairman of Schroders plc, an international investment banking and asset management firm headquartered in Great Britain, from 1995 to 2000. Prior to that, Sir Winfried Bischoff was Chairman of J. Henry Schroder Co. (the London investment bank of Schroders plc) from 1983 to 1995 and Group Chief Executive of Schroders plc from 1984 to 1995. He is a Director of Eli Lilly and Company and Land Securities plc. Sir Winfried Bischoff has served as a Director of the company since 1999 and is a member of the Compensation and Financial Policy Committees.

Douglas N. Daft, age 62, was Chairman of the Board and Chief Executive Officer of The Coca-Cola Company from 2000 to 2004. He served as President and Chief Operating Officer of The Coca-Cola Company from 1999 until 2000. He previously served as Senior Vice President of The Coca-Cola Company from 1991 until 1999. Mr. Daft worked at The Coca-Cola Company since 1969, and held various executive positions since 1984. Mr. Daft is a Director of Wal-Mart Stores. Inc. Mr. Daft is also an advisory board member for SISTEMA (the Russian Telecom Group) and Longreach, Inc. (a Japan-based private equity firm). He served on the Boards of the Boys and Girls Clubs of America, Catalyst, and a number of educational and professional associations. Mr. Daft was a Trustee of Emory University. the American Assembly, and the Center for Strategic & International Studies. He was also a member of The Business Council and The Business Roundtable. Mr. Daft has served as a Director of the company since 2003 and is a member of the Audit and Compensation Committees.

Linda Koch Lorimer, age 53, has been Vice President and Secretary of Yale University since 1995, having returned to Yale as Secretary of the University in 1993. She was President of Randolph-Macon Woman's College from 1987 to 1993 and was Associate Provost of Yale University from 1983 to 1987. She is a Director of Sprint Corporation. Ms. Lorimer is the former Chairman of the Board of the Association of American Colleges and Universities and the Women's College Coalition. Ms. Lorimer is a Director of Yale-New Haven Hospital and a Trustee of Hollins University. Ms. Lorimer has served as a Director of MHC since 1994 and is Chair of the Nominating and Corporate Governance Committee and a member of the Compensation and Executive Committees. She also serves as the Presiding Director of the company's Board of Directors.

Robert P. McGraw, age 50, is currently Chairman and Chief Executive Officer of Averdale International, LLC, an investment company. Prior to that, Mr. McGraw was Executive Vice President of the Professional Publishing Group of the company from 1989 to August 1998. He was Executive Vice President of the Healthcare Group from 1987 to 1989, and Group Vice President of that same group from 1985 to 1987. Prior to that, he served in several key positions in the Health Professions Division of the company: General Manager from 1983 to 1985; Editorial Director from 1982 to 1983; and Editor from 1979 to 1982. He joined the company in 1976 as a sales representative for McGraw-Hill Higher Education. Mr. McGraw has served as a Director of MHC since 1995 and is a member of the Financial Policy Committee.

Hilda Ochoa-Brillembourg, age 60, is the founder and has been since 1987 the President and Chief Executive Officer of Strategic Investment Group, a group of affiliated investment management firms, and Managing Director of Emerging Markets Investment Corporation and Emerging Markets Management, LLC. From 1976 to 1987, she was Chief Investment Officer of the Pension Investment Division at the World Bank. Prior to joining the World Bank, she served as an independent consultant in the fields of economics and finance. as a lecturer at the Universidad Catolica Andres Bello in Venezuela and as Treasurer of the C.A. Luz Electrica de Venezuela in Caracas. Ms. Ochoa-Brillembourg is a Director of General Mills, Inc., the World Bank/International Monetary Fund Credit Union and the Harvard Management Company, Inc. Ms. Ochoa-Brillembourg is Founding Chair of the Youth Orchestra of the Americas and a Trustee and Executive Committee member of the Washington National Opera. She is also a Trustee of the Executive Committee of the National Symphony Orchestra and an Advisory Board member of the Rockefeller Center for Latin American Studies at Harvard University. Ms. Ochoa-Brillembourg has served as a Director of MHC since 2004 and is a member of the Audit and Financial Policy Committees.

James H. Ross, age 66, was Deputy Chairman of National Grid Transco plc, a public UK company with interests in electricity and gas transmission and distribution in the United Kingdom, the United States, Argentina, Zambia and Australia, from 2002 to 2004. Prior to that, Mr. Ross was Chairman of National Grid Group plc from 1999 to 2002. From 1996 to 2002, Mr. Ross was Chairman of The Littlewoods Organisation, a private company in Great Britain operating in the retail home shopping and leisure businesses. Mr. Ross was Chief Executive and Deputy Chairman of Cable & Wireless plc, an international provider of telecommunications services, between 1992 and 1995. He was a Managing Director of British Petroleum plc, which engages in all phases of the petroleum business, from 1991 to 1992, and Chairman and Chief Executive Officer of BP America Inc.. a subsidiary of British Petroleum plc, from 1988 to 1992. Mr. Ross is a Director of Prudential plc, Schneider Electric and Datacard Inc. He is also the Chairman of the Leadership Foundation for Higher Education in the United Kingdom. Mr. Ross has served as a Director of MHC since 1989 and is Chair of the Financial Policy Committee and a member of the Executive and Nominating and Corporate Governance Committees.

Edward B. Rust, Jr., age 54, has been since 1987 Chairman of the Board and Chief Executive Officer of State Farm Insurance Companies, the largest insurer of automobiles and homes in the United States. Mr. Rust is a Director of Helmerick & Payne, an oil and gas drilling company. and Caterpillar Inc., a manufacturer of construction and mining equipment. Mr. Rust is a Trustee for Illinois Wesleyan University. Additionally, he was a member of President George W. Bush's Transition Advisory Team Committee on Education. Mr. Rust is Co-Chairman of the Business Roundtable. He is also Chairman of the Business Higher Education Forum and Co-Chairman of the Committee for Economic Development's Subcommittee on Education Studies. Mr. Rust has served as a Director of MHC since 2001 and is a member of the Audit and Compensation Committees.

Kurt L. Schmoke, age 55, has been the Dean of the Howard University School of Law since 2003. Prior to that, he was a partner at the Washington, D.C. based law firm of Wilmer Cutler & Pickering from 2000 through 2002. Mr. Schmoke served three terms as the Mayor of Baltimore from 1987 until 1999. Mr. Schmoke served as the State's Attorney for Baltimore City from 1982 until 1987. Mr. Schmoke is a Director of The Baltimore Life Companies and Legg Mason, Inc. He is a Trustee of Tuskegee University, Yale University, McDaniel College, Loyola College in Maryland and Howard Hughes Medical Institute, a private philanthropic group. Mr. Schmoke is also a member of the Council on Foreign Relations, and a member of the Board of Directors of the World Wildlife Fund. Mr. Schmoke was named to President Jimmy Carter's domestic policy staff in 1977. Mr. Schmoke has served as a Director of MHC since February 2003 and is a member of the Financial Policy and Nominating and Corporate Governance Committees.

Sidney Taurel, age 56, has been Chairman, President and Chief Executive Officer of Eli Lilly and Company, a pharmaceutical company, since 1999. Mr. Taurel joined Lilly in 1971 and held management positions in the company's operations in Brazil and Europe before becoming President of Eli Lilly International Corporation in 1986. He was elected a Director of Eli Lilly and Company in 1991, became Executive Vice President in 1993. and President and Chief Operating Officer in 1996. He has served as President and CEO since June 1998, adding the role of Chairman of the Board in January 1999. Mr. Taurel is a Director of IBM. He is a member of The Business Council and The Business Roundtable, and a Director of Pharmaceutical Research and Manufacturers of America. He is a Member of the Board of Overseers of the Columbia Business School, a founder of the International School of Indiana, a Vice Chair of the Kennedy Center Corporate Fund, and a Trustee of the Indianapolis Museum of Art. Mr. Taurel is also a Director of the RCA Tennis Championships. In June 2002, President Bush appointed him to the President's Homeland Security Advisory Council, and in February 2003 to the President's Export Council. Mr. Taurel has served as a Director of MHC since 1996 and is Chair of the Compensation Committee and a member of the Executive and Nominating and Corporate Governance Committees.

23. Share capital of MHC as on December 31, 2004 was as under:

Particulars	**(US $ mn)**
Common Stock, US $ 1 par value	206
Authorised - 300,000,000 shares	
Issued – 205,854,664 shares	
Additional paid-in capital	114
Common stock in treasury - at cost (16,041,205 shares)	(964)

24. Consolidated Financials of MHC

All financial statements presented below are audited and are stated in accordance with the Generally Accepted Accounting Principles of United States of America.

(No adjustments are required pursuant to the provisions of Annexure I, item 11 of the Standard Letter of Offer of SEBI)

Consolidated Income Statement

	Year Ended					
	31-Dec-04		**31-Dec-03**		**31-Dec-02**	
	US $ mn	**Rs. Lacs**	**US $ mn**	**Rs. Lacs**	**US $ mn**	**Rs. Lacs**
Income from Operations	5,251	2,295,737	4,890	2,137,908	4,708	2,058,338
Other Income	-	-	148	64,706	(1)	(437)
Total Income	5,251	2,295,737	5,038	2,202,614	4,707	2,057,900
Total Expenses	4,076	1,782,027	3,901	1,705,517	3,787	1,655,676
EBITDA	1,567	685,092	1,536	671,539	1,320	577,104
Depreciation and Amortisation	392	171,382	399	174,443	400	174,880
Interest Expense	6	2,623	7	3,060	23	10,056
PBT	1,169	511,087	1,130	494,036	897	392,168
Provision for taxes	412	180,126	442	193,242	325	142,090
PAT	756	330,523	688	300,794	572	250,078
Earnings/(Loss) from Discontinued Operations	-	-	-	-	5	2,186
Net Income	**756**	**330,523**	**688**	**300,794**	**577**	**252,264**

Consolidated Balance Sheet

	Year Ended					
	31-Dec-04		31-Dec-03		31-Dec-02	
	US $ mn	Rs. Lacs	US $ mn	Rs. Lacs	US $ mn	Rs. Lacs
Common stock	206	90,063	206	90,063	206	90,063
Additional paid in capital	114	49,841	87	38,036	79	34,539
Retained income	3,681	1,609,333	3,153	1,378,492	2,672	1,168,198
Accumulated other comprehensive loss	(32)	(13,990)	(70)	(30,604)	(104)	(45,469)
Less: Treasury Stock	(964)	(421,461)	(801)	(350,197)	(669)	(292,487)
Unearned compensation on restricted stock	(20)	(8,744)	(18)	(7,870)	(18)	(7,870)
Shareowners' investment	2,985	1,305,042	2,557	1,117,920	2,166	946,975
Current liabilities	1,969	860,847	1,994	871,777	1,775	776,030
Long term debt	1	437	-	-	459	200,675
Other long term liabilities	908	396,978	814	355,881	597	261,008
Total liabilities	2,878	1,258,262	2,808	1,227,658	2,831	1,237,713
Total liabilities and shareholders' investment	**5,863**	**2,563,304**	**5,365**	**2,345,578**	**4,997**	**2,184,688**
Current assets	2,448	1,070,266	2,256	986,323	1,674	731,873
Prepublication Costs	428	187,122	464	202,861	535	233,902
Investment and other assets	520	227,344	504	220,349	586	256,199
Property and equipment, net assets held for sale	513	224,284	467	204,172	431	188,433
Goodwill and other intangible assets	1,954	854,289	1,674	731,873	1,771	774,281
Total assets	**5,863**	**2,563,304**	**5,365**	**2,345,578**	**4,997**	**2,184,688**

Other Financial Information

	31-Dec-04		31-Dec-03		31-Dec-02	
	US $	Rs.	US $	Rs.	US $	Rs.
Dividend Declared (%)	120%		108%		102%	
Basic Earning Per Share	3.98	174.01	3.61	157.83	2.97	129.85
Diluted Earnings per Share	3.92	171.38	3.58	156.52	2.94	128.54
Return on Networth	25%		27%		27%	
Book Value Per Share	14.50	633.86	12.42	543.08	10.52	459.99

Note : Exchange rate used is the RBI reference rate as on February 14, 2005 – Rs. 43.72 / US$

25. Earlier acquisitions in Target Company made by MHC
The Acquirers have not acquired any Shares of the Target Company in the last 12 months. MHC's wholly owned subsidiary, Standard & Poor's International Ratings, Ltd. acquired 600,000 Shares in the Target Company in June 1997 representing 9.61% of the then equity capital of the Target Company, and subsequently got merged into another wholly owned subsidiary, Standard & Poor's International Ratings, LLC. The name of the surviving entity was subsequently changed to the current name, Standard & Poor's International, LLC.

26. The consolidated financial statements of MHC include the financial statements of its subsidiaries in accordance with Generally Accepted Accounting Principles of United States of America. The other details of the key companies promoted by MHC, in consistency with other public filings made by MHC in USA, are as follows:

Name	**CTB/McGraw-Hill LLC**	**McGraw-Hill Broadcasting Company, Inc.**	**McGraw-Hill International (U.K.) Limited**
Date of Incorporation	11/13/01	4/15/71	11/4/1899
Nature of Business	Publisher of standardized achievement tests for children and adults	Owner and operator of television stations	Education, financial services, and information and media services

The financial details of the above companies are included in the consolidated financials of MHC.

27. **Details of S&P India are as under:**

Name	S&P India LLC
Address	2711 Centerville Rd, Suite 400, Wilmington, Delaware 19808
Listed on	Unlisted
Group	The McGraw-Hill Companies Group
Relationship	Wholly owned subsidiary of MHC
Primary Business	Holding company – newly incorporated
Experience	Incorporated on January 14, 2005
Compliance with the applicable provisions of Chapter II of the Regulations/other applicable regulations under the SEBI Act	No compliance applicable as on date

28. S&P India has been formed with NIL capital under the laws of the state of Delaware, USA. As of the date of this Letter of Offer, it has not issued any shares.

29. S&P India has not commenced any commercial operations as yet.

30. The details of the Board of Directors of S&P India as on the date of the PA are as under:

Name	Residential Address	Educational Qualifications	Date of Appointment
Kathleen A. Corbet	49 Cross Ridge Road New Canaan, CT 06840	New York University; Boston College	14/01/05
Vickie A. Tillman	321 2nd Ave. Apt. 1, New York, NY 10003	University of Pittsburgh	14/01/05
Patrick Milano	23 D'Altrui Drive Hillsborough, NJ 08844	Monmouth University; Rutgers University	14/01/05

None of these directors is a director of the Target Company.

Details of the experience of the above directors are as follows:

Kathleen A. Corbet, age 45, was named President of Standard & Poor's, a division of MHC in April 2004. Ms. Corbet is a member of the corporation's Chief Executive Officer's Council and the Pension Investment Committee. Prior to joining Standard & Poor's, Ms. Corbet served as Executive Vice President of Alliance Capital Management, a leading global investment adviser with 5475 billion in assets under management. The firm provides investment management services to institutional and individual investors from over 30 offices worldwide. Ms. Corbet served as the Chief Executive Officer of Alliance's Fixed Income division. In that capacity, she oversaw the management of 120 portfolio managers and research analysts responsible for over $164 billion in fixed income portfolios managed on behalf of pension funds, financial institutions, mutual funds and private clients. Ms. Corbet was a member of Alliance Capital's Executive Committee. Throughout her 20-year career, Ms. Corbet served in a variety of roles all related to the expansion of global initiatives for the firm including serving as Chief Executive Officer for Alliance Capital Limited (1998 –2000) – Alliance's London-based subsidiary, and as Chairman of Affiance Capital Australia and New Zealand (2000 – 2002). In 2003, Ms. Corbet received the Australian Centenary Medal from the Australian government for service to Australian society in business leadership. Kathleen Corbet is a member of the Council on Foreign Relations and is a Trustee of Boston College, her alma mater, and is Chairman of the Trustee Committee on Development. She received her MBA in finance (with distinction) from New York University's Stern School of Business in 1989.

Vickie A. Tillman, age 53, has served as Executive Vice President of Standard & Poor's since May 1999. Ms. Tillman leads Standard & Poor's Credit Market Services, one of the world's leading ratings services and providers of analytical services and information. Prior to assuming her current position, Ms. Tillman was Executive Managing Director of Structured Finance Ratings, a position to which she was appointed in 1994. She had worldwide operational and financial responsibility and directed rating activity for all structured finance ratings services. Ms. Tillman is a member of Standard & Poor's Executive Committee. Ms. Tillman joined Standard & Poor's in 1977 as a municipal analyst, and has held analytical and managerial responsibilities in all phases of credit analysis and criteria development. She led the municipal utilities and revenue bonds groups, co-managed the Public Finance Department, and was ultimately named Executive Managing Director of Public Finance in 1988. During her tenure as head of Public Finance and Structured Finance, Ms. Tillman managed a period of rapid growth for the departments. Offices in San Francisco, Boston and Chicago were opened and two publications, Standard & Poor's Credit Week Municipal and Structured Finance Monthly were launched. Ms. Tillman holds a bachelor's degree in Communications and a master's degree in Public Administration from the University of Pittsburgh.

Patrick Milano, age 44, has served as senior vice president of Finance and Administration for Standard & Poor's since June 2002. He is responsible for Standard & Poor's financial management and supports the organization's three major business units in implementation of strategic and financial plans. Mr. Milano has held a number of financial positions in the corporation as well as across Standard & Poor's. Most recently, Mr. Milano was senior vice president, Finance and Administration, for Standard & Poor's Credit Market Services. Prior to that, he was senior vice president, Finance and Administration, for Standard & Poor's Investment Services. Mr. Milano was also senior vice president, Finance and Operations for Macmillan/McGraw-Hill School Publishing and vice president, Corporate Financial Analysis and Profit Planning for McGraw-Hill. Mr. Milano joined The McGraw-Hill Companies in 1981 as a cost accountant for the McGraw-Hill Book Company. Mr. Milano holds an M.B.A. from Monmouth University, a B.A. in Economics from Rutgers University and is a Certified Public Accountant.

31. Except for S&P India (acquiring Shares tendered in the Offer) and S&P International (by virtue of its current holding in the Target Company), none of the other companies controlled by MHC are directly related in any manner to the Offer.

32. S&P India has not promoted any company as on the date of this Letter of Offer.

33. **Details of S&P International are as under**

Name	Standard & Poor's International, LLC
Address	2711 Centerville Rd, Suite 400, Wilmington, Delaware 19808
Listed on	Unlisted
Group	The McGraw-Hill Companies Group
Relationship	Wholly owned subsidiary of MHC
Primary Business	Holding company
Experience	Incorporated on December 12, 2000
Compliance with the applicable provisions of Chapter II of the Regulations/other applicable regulations under the SEBI Act	Complied with, except for 7(1) & (2), regarding which there was an inadvertent delay of 40 days

34. S&P International holds the investment of MHC group in the Target Company, being 600,000 Shares.

35. The details of the Board of Directors of S&P International as on the date of the PA are as under:

Name	**Residential Address**	**Educational Qualifications**	**Date of Appointment**
Harold McGraw III	745 Hollow Tree Ridge Road Darien, CT 06820, USA	University of Pennsylvania; Tufts University	03/01/89
Kathleen A. Corbet	49 Cross Ridge Road New Canaan, CT 06840	New York University; Boston College	19/04/04
Vickie A. Tillman	321 2nd Ave. Apt. 1, New York, NY 10003	University of Pittsburgh	01/11/00
Patrick Milano	23 D'Altrui Drive, Hillsborough, NJ 08844	Monmouth University; Rutgers University	08/04/03

None of these directors is a director of the Target Company.

Please refer section 22 above for details of the experience of Harold McGraw III. Please refer section 30 above for details of the experience of Kathleen A. Corbet, Vickie A. Tillman and Patrick Milano.

36. Financial Information of S&P International for the last three financial years is as under:

Income Statement

	Year Ended					
	31-Dec-04		**31-Dec-03**		**31-Dec-02**	
	US $	**Rs.**	**US $**	**Rs.**	**US $**	**Rs.**
Dividend Income	129,255	5,651,029	129,646	5,668,123	46,352	2,026,509
Less: Inter-company MHC	129,255	5,651,029	129,646	5,668,123	46,352	2,026,509

Balance Sheet

	Year Ended					
	31-Dec-04		**31-Dec-03**		**31-Dec-02**	
	US $	**Rs.**	**US $**	**Rs.**	**US $**	**Rs.**
Investment in CRISIL	3,640,445	159,160,255	3,640,445	159,160,255	3,640,445	159,160,255
Inter-company MHC	3,640,445	159,160,255	3,640,445	159,160,255	3,640,445	159,160,255

All financial statements presented above are un-audited, have been prepared as in accordance with the Generally Accepted Accounting Principles of United States of America and have been certified by the management.
Note: Exchange rate used is the RBI reference rate as on February 14, 2005 – Rs. 43.72 / US$

37. S&P International has not promoted any company as on the date of this Letter of Offer

38. **Disclosure in terms of regulation 16(ix)**

The Acquirers do not have any plans to dispose of or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of the Target Company, and except to the extent required for the purpose of restructuring (including by way of amalgamations, mergers, demergers, etc.) and/or rationalization of operations, assets, investments, liabilities or otherwise of the Target Company. Notwithstanding the foregoing, the Board of Directors of the Target Company will take appropriate decisions in these matters as per the requirements of business and in line with the opportunities from time to time.

Other than in the ordinary course of business, the Acquirers undertake not to sell, dispose off or otherwise encumber any substantial asset of the Target Company except with prior approval of the Shareholders.

39. **Option in Terms of regulation 21(3)**

This Offer is for acquisition of a maximum of 3,534,488 equity shares representing 55.57% of the Voting Capital (54.41% of the Diluted Voting Capital), which assuming full acceptance, together with S&P International's existing shareholding of 600,000 Shares representing 9.43% of the Voting Capital (9.24% of the Diluted Voting Capital), will not result in the public shareholding in the Target Company falling below the limit specified for the purpose of listing on continuous basis in terms of the Listing Agreement with the stock exchanges.

IV. BACKGROUND OF THE TARGET COMPANY (BASED ON PUBLIC INFORMATION AND INFORMATION PROVIDED BY THE TARGET COMPANY)

40. The Target Company was set up in 1987 as India's first credit rating agency. The registered office of the Target Company is located at Crisil House 121-122, Andheri-Kurla Road, Andheri (E), Mumbai 400 093 (Tel: + 91 - 22 - 56913001; Fax: + 91 - 22 - 56913010). The corporate office of the Target Company is located at Sane Guruji Premises, 2nd Floor, 386, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 005 (Tel: + 91 - 22 - 56903062; Fax: + 91 - 22 - 56537311).

41. Initially incorporated as "The Credit Rating Information Services of India Limited", the name of the Target Company was subsequently changed to "CRISIL Limited" with effect from December 15, 2003. Since incorporation, CRISIL has grown from a pure credit rating agency to a financial services firm providing various services ranging from risk assessment, financial news services, economy and infrastructure policy advisory, investment valuations and enterprise-wide risk consulting to integrated research services across the domains of economy, industry and company.

In 1995-96 the Target Company forged a strategic alliance with Standard & Poor's (S&P), New York, a division of MHC. In 1999-2000 it acquired the Certificate of Registration under SEBI (Credit Rating Agencies) Regulations, 1999. In the same year the Target Company entered into a strategic alliance with National Economic Research Associates (NERA), a unit of Mercer Consulting Group and a subsidiary of Marsh and Mclennan Companies Inc., USA for global expertise in regulations and regulatory reforms.

In 2003-2004, CRISIL Limited made an equity investment in the Caribbean Information & Credit Rating Services Limited (CariCRIS), the first regional rating agency in the world, covering 10 countries. Within the same year it acquired EconoMatters Limited, a London-based company engaged in gas consulting, information and training/conferences and a 12.1% stake in the National Commodity & Derivatives Exchange Limited (NCDEX). Further in October 2004 the Target Company signed a memorandum of understanding to acquire 100% of equity shares in Irevna, a Chennai-based equity research and analytics firm.

42. In addition to its registered office and corporate office, the Target Company has two more offices in Mumbai. Further, it has regional offices in Ahmedabad, Bangalore, Kolkata, Chennai, Hyderabad, New Delhi and Pune as also an overseas presence through its office in London.

43. **Share capital structure of the Target Company as on the date of PA**

	Number of Shares / voting rights	% of Shares / voting rights
Fully paid up equity shares	6,360,750	100
Partly paid up equity shares	-	-
Total paid up equity shares	6,360,750	100
Total voting rights in the Target Company	6,360,750	100

Source : CRISIL

44. **Build-up of the current capital structure of the Target Company since inception**

Date of allotment	No. and % of Shares issued	Cumulative paid-up capital	Mode of allotment	Identity of allottees	Status of compliance
June 29, 1988	2,720,000 (100%)	27,200,000	Promoters & Shareholders since inception	Promoter holdings	Yes
December 5, 1988	1,280,000 (47.06%)	40,000,000	Preferential Allotment	Promoters	Yes
September 17, 1992	200,000 (5.00%)	42,000,000	Preferential Allotment	CRISIL Staff Trust	Yes
January 10, 1994	2,000,000 (47.62%)	62,000,000	Public Issue	Promoters & others	Yes
September 12, 2002	34,300 (0.55%)	62,343,000	ESOP	Employees & whole time directors	Yes
March 17, 2003	9,200 (0.15%)	62,435,000	ESOP	Employees & whole time directors	Yes
October 22, 2003	4,000 (0.06%)	62,475,000	ESOP	Employees & whole time directors	Yes

Date of allotment	No. and % of Shares issued	Cumulative paid-up capital	Mode of allotment	Identity of allottees	Status of compliance
November 14, 2003	19,300 (0.31%)	62,668,000	ESOP	Employees & whole time directors	Yes
January 29, 2004	26,650 (0.43%)	62,934,500	ESOP	Employees & whole time directors	Yes
May 24, 2004	35,500 (0.56%)	63,289,500	ESOP	Employees & whole time directors	Yes
November 16, 2004	20,200 (0.32%)	63,491,500	ESOP	Employees & whole time directors	Yes
January - 17, 2005	11,600 (0.18%)	63,607,500	ESOP	Employees & whole time directors	Yes

Source : CRISIL Limited

45. The Target Company has confirmed that the trading in its Shares has never been suspended on any of the stock exchanges.

46. All Shares of the Target Company are listed on both BSE and NSE.

47. Based on the information received from the Target Company, as on the date of the PA, the status of the outstanding ESOPs granted to its employees and its whole time directors is as follows:

- 9,450 options are vested, but not exercised (these can be exercised any time).
- 975,400 options are granted, but not vested. Of these, 125,400 options vest on April 14, 2005 and are exercisable between April 14, 2005 and April 13, 2007. The balance 850,000 options vest in four tranches from September 15, 2005 to September 15, 2008 and are exercisable within two years from the date of vesting.

There are no other equity-linked instruments, which are outstanding in the Target Company. Other than above, no person, directly or indirectly, is entitled to subscribe to or be allotted any equity share in the Target Company, by virtue of any agreement / option / right.

48. The Target Company has complied with the listing requirements of BSE and NSE and no penal / punitive actions have been taken by these stock exchanges.

49. The Target Company has complied with Chapter II of the Regulations, except for regulations 6(2), 6(4) and 8(3) (1998 – 2002), for which the Target Company availed of the SEBI Regularisation Scheme 2002 by paying the requisite fee to SEBI through BSE. Further, as per the information received from the Target Company, regulation 7(3) was not applicable to the Target Company regarding merger of Standard & Poor's International Ratings, Ltd. with Standard & Poor's International Ratings, LLC in December 2000.

50. The Target Company has confirmed that it has not been prohibited by SEBI from dealing in securities in terms of section 11B of the SEBI Act.

51. The Board of Directors of the Target Company, as of the date of the PA, is as under:

Name	Designation	Qualifications	Date of appointment	Residential Address
B.V. Bhargava	Chairman	M.Com, L.L.B.	12/28/1992	1201-Gulmohar Apts, Ceaser Road, Amboli, Andheri (West), Mumbai - 400 058
B.R. Shah	Director	B.Com, C.A.	11/25/1991	8-D,IL Palazzo,Little Gibbs Road, Malabar Hill, Mumbai- 400006
M.G. Bhide	Director	M.A. (Eco.), C.A.I.I.B.	10/29/1998	A-5, Bageshree, Shankar Ghanekar Marg, Prabhadevi, Mumbai - 400 025
Rama Bijapurkar	Director	B.Sc., P.G.D.M.	1/17/2000	9, C-D, Mona Apartments, 46, S. Bhulabhai Desai Road, Mumbai - 400 026.
Dr. Bala Balachandran	Director	Ph.D.	11/19/1999	3269, Prestwick Lane, Northbrook, IL 60062, U.S.A.
Edward Z. Emmer*	Director	B.A., M.B.A.	10/24/2001	119, N. Chatsworth Avenue, Larchmont, N.Y. 10538, U.S.A.
H.N. Sinor	Director	B.Com, L.L.B.	1/2/2004	764/F, Sarosh Court, Tilak Road, Dadar, Mumbai - 400014
R. Ravimohan	Managing Director & Chief Executive Officer	B.Tech, M.F.M., A.M.P. (Harvard)	10/1/1994	141, Tanna Residency, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025

Name	Designation	Qualifications	Date of appointment	Residential Address
Hemant Y. Joshi	Executive Director & Chief Operating Officer	B.E., P.G.I.E.	5/14/1996	603, Akruti Apts., A wing, N. S. Phadke Marg, Saiwadi, Opp. Teli Gully, Andheri (East), Mumbai - 400 069
Roopa Kudva	Executive Director & Chief Rating Officer	B.Sc., P.G.D.M.	4/26/2002	'Kumaram', 3rd floor, 10, Worli Sea Face, Worli, Mumbai - 400 018
D Ravishankar	Executive Director & Chief Financial Officer	AICWAI, M.D.P. (Michigan)	10/19/2004	301-A Block, Seagull Apartments, Shirley Rajan, Road, Rizvi Complex, Bandra (w), Mumbai – 400 050
Dr. Subir Gokarn	Executive Director & Chief Economist	Ph.D. (Economics)	10/19/2004	E-45, IFS Apts, Mayur Vihar -I, New Delhi - 110091

** Mr. Edward Emmer is an employee of the Standard & Poor's division of MHC and has recused himself and shall refrain from participating in any discussions and decision making of the Board of the Target Company regarding all matters concerning the Offer.*

52. The experience of the Board of Directors of the Target Company is as under:

B. V. Bhargava: Mr. B. V. Bhargava is Chairman of CRISIL. Following a career spanning nearly three decades with ICICI Ltd.,he retired as Vice-Chairman and Managing Director in 1996. He has also served with the Tariff Commission of India, the Indian Investment Centre in New York and as Chairman, ICICI Telecom Group Advisory to the Government of India. He is currently on the Boards of several other Companies.

B.R. Shah: Mr. B. R. Shah has had a career spanning 37 years with the Unilever Group of Companies including Directorship in Hindustan Lever Ltd. and Chairmanship of Lipton India Ltd. He is currently on the Boards of several other Companies.

M.G. Bhide: Mr. M. G. Bhide is the former Chairman and Managing Director of Bank of India. He was also associated with State Bank of India in his capacity as Managing Director and Group Executive (National Banking Division) and as Deputy Managing Director and Chief Credit Officer, State Bank of India, Mumbai. He was also a member of the Technical Advisory Committee on the Money and Government Securities Market set up by the Reserve Bank of India. He is currently on the Boards of several Companies.

Rama Bijapurkar: Ms. Rama Bijapurkar is a recognised thought leader on marketing strategy and consumer related issues in India. She has her own strategic marketing consulting practice, working across a wide range of sectors helping organisations to become more customer-centric. Prior to this, she worked with Mckinsey & Co., MARG (Marketing & Research Group) and MODE Services. She is also a visiting faculty at IIM, Ahmedabad of which she is an alumna. She is currently on the Boards of several other Companies.

Dr. Bala V. Balachandran: Dr. Balachandran is a distinguished Professor of Accounting Information systems and Decision Sciences at J.L.Kellogg Graduate School of Management, USA. He is globally acknowledged as an opinion leader in areas of Business effectiveness, Accounting systems, decision science and the evolving subject of fusion of technology with matters relating to finance. He was awarded the "Padmashri" for his outstanding contribution in the filed of literature and education.

Edward Z. Emmer: Mr. Edward Z. Emmer is Executive Managing Director of S&P's Corporate & Government Services Group. In this capacity, he has global responsibility for S&P's ratings of industrial companies, financial institutions, sovereign/ international public finance and domestic U.S. public sector entities.

H.N. Sinor: Mr. H.N. Sinor started his career in 1965 with Central Bank of India and in 1959 with Union Bank of India where he worked for 28 years. In 1996, he was appointed Executive Director of Central Bank of India. In 1997, he joined ICICI Bank as Executive Director and took over later as Managing Director & CEO of the bank. After the merger of ICICI with ICICI Bank, in March 2002, he worked as Jt. Managing Director till May, 2003. After demitting the office of ICICI Bank,he joined Indian Bank's Association as the Chief Executive. He is currently on the Board of several Companies.

R. Ravimohan: Mr. Ravimohan has been Managing Director of CRISIL since 1994. As CEO of Over The Counter Exchange of India (OTCEI 1990-94), he was instrumental in setting up of India's first electronic stock exchange. He has also served as member on the advisory committee of SEBI. He has a long initial career with ICICI Ltd. in the areas of project appraisal, systems design, credit administration and merchant banking.

Hemant Y. Joshi: Mr. Hemant Joshi has over 15 years' experience in both industry and management consultancy. With CRISIL since 1992, he is currently responsible for CRISIL Advisory intiatives.

Roopa Kudva: Ms. Roopa Kudva heads the Ratings business of the company. She joined CRISIL in 1992. She has previously worked for 6 years at IDBI in the Project Finance Dept. She has also worked in emerging markets in the Mediterranean and Middle Eastern countries during her secondment to S&P, Paris, as Director, Financial Institution Ratings.

D Ravishankar: Mr. Ravishankar is a finance professional and has over 20 years of experience in Capital Markets, Funds Industry and Risk Management Services. As Executive Director and CFO of CRISIL, he also heads CRISIL's Investment and Risk Management business. Prior to CRISIL, he was President & CEO at Polaris Retail Infotech Ltd. and CEO at Cholamandalam Cazenove Mutual Fund.

Dr. Subir Gokarn: Dr. Subir Gokarn, Executive Director & Chief Economist at CRISIL also heads the Research & Information Business. He is closely associated with two major industry federations as chairperson of economic affairs committee and member of council on infrastructure-regulation. Prior to this, he was Chief Economist and IFCI Chair in Industrial Development at NCAER and Associate Professor at IGIDR.

53. As per the information received from the Target Company, there have been no mergers, demergers and / or spin-offs involving the Target Company during the three years prior to the date of the PA.

54. The standalone financials of the Target Company are as under:

Income Statement

(Rs. Lacs)	**9-month Period Ended (un-audited)**	**Year Ended**		
	31-Dec-04	**31-Mar-04**	**31-Mar-03**	**31-Mar-02**
Income from operations	5,906	6,906	6,699	6,677
Other Income	40	431	487	252
Total Income	**5,946**	**7,337**	**7,186**	**6,929**
Total Expenditure	3,600	4,034	3,663	3,316
Profit before Depreciation, Interest and Tax	**2,346**	**3,303**	**3,523**	**3,613**
Depreciation	443	618	721	701
Interest	-	-	-	-
Provision for Contingencies	-	-	-	50
Profit Before Tax	1,903	2,684	2,802	2,862
Provision for Tax	646	890	1,010	1,555
Profit After Tax	**1,257**	**1,794**	**1,792**	**1,308**

Segmental Financials

(Rs. Lacs)	**31-Dec-04**	**31-Mar-04**	**31-Mar-03**	**31-Mar-02**
Segmental Revenue				
Rating Services	4,096	4,780	4,178	4,943
Advisory Services	996	1,333	1,538	1,196
Research & Information Services	814	793	983	538
Sub-total	5,906	6,906	6,699	6,677
Less: Inter Segmental Revenue	-	-	-	-
Net Income from operations	**5,906**	**6,906**	**6,699**	**6,677**
Segment Profits				
Rating Services	2,392	2,910	2,258	3,178
Advisory Services	100	220	461	425
Research & Information Services	173	55	369	25
Sub-total	2,665	3,184	3,089	3,628
Less: Interest / Net unallocable (income)/ expenses	762	500	287	765
Total Profit Before Tax	**1,903**	**2,684**	**2,802**	**2,862**

Balance Sheet

(Rs. Lacs) As on	**31-Dec-04**	**31-Mar-04**	**31-Mar-03**	**31-Mar-02**
Sources of funds				
Paid up share capital	635	629	624	620
Reserves and Surplus	N.A.	8,868	7,627	6,498
Net worth	N.A.	9,497	8,251	7,118
Secured loans	N.A.	-	-	-
Unsecured loans	N.A.	-	-	-
Net Deferred Tax Liability	N.A.	373	400	388
Total	**N.A.**	**9,870**	**8,651**	**7,506**

Uses of funds	31-Dec-04	31-Mar-04	31-Mar-03	31-Mar-02
Net fixed assets	N.A.	4,585	4,084	4,565
Investments	N.A.	5,566	4,515	2,515
Net Current Assets	N.A.	(281)	46	413
Misc. Expenditure not written off	N.A.	-	6	13
Total	**N.A.**	**9,870**	**8,651**	**7,506**

Other Financial Data

	31-Dec-04	31-Mar-04	31-Mar-03	31-Mar-02
Dividend Declared (%)	-	100%	100%	65%
Earning Per Share (Rs.)	19.87*	28.67	28.82	21.09
Return on Net worth (%)	NA	19%	22%	18%
Book Value Per Share (Rs.)	NA	150.99	132.23	114.81

** Not Annualized*

The financial statements presented above pertaining to the nine month period ended December 31, 2004 are unaudited and have been reviewed by S. B. Billimoria & Co., the statutory auditors of the Target Company, as per their certificate dated January 21, 2005. The financial statements pertaining to other periods are audited.

55. The reasons for the rise and fall of net sales and PAT of the Target Company are as follows:

There has been no abnormal change in the total income and PAT vis-à-vis the previous years for FY 2004 and FY2003. For FY2002, the total income and PAT were higher on account of change in the method of accounting of rating fees, which has been disclosed in the annual report of the Target Company. Arising out of this, in FY02 the Target Company reported income tax arrears amounting to Rs.525 lacs relating to earlier years.

56. **Pre and post Offer shareholding pattern of the Target Company based on the Voting Capital is as follows:**

Shareholder's Category	Shareholding as on February 17, 2005		Shareholding & voting rights acquired which triggered the Regulations		Shareholding & voting rights to be acquired in the Offer (assuming full acceptance)		Shareholding and voting rights after the acquisition and offer	
	A		B		C		D	
	No.	%	No.	%	No.	%	No.	%
(1a) Acquirers								
MHC	-	-	-	-	-	-	-	-
S&P India	-	-	-	-	3,534,488	55.57%	3,534,488	55.57%
(1b) Acquirer group								
S&P International	600,000	9.43%	-	-	-	-	600,000	9.43%
Sub-total (1a+1b)							*4,134,488*	*65.00%*
(2) Promoter Group	2,089,804	32.85%	-	-	-	-	This will depend on response from and within each category of (2), (3) and (4) Balance	
(3) Institutions								
Mutual Funds	151,823	2.39%	-	-	-	-		
Banks Financial Institutions, Insurance Companies	5,977	0.09%	-	-	-	-		
FIIs	1,664,425	26.17%	-	-	-	-		
Sub-total	*1,822,225*	*28.65%*	-	-	-	-		
(4) Public (other than 1 to 3)							2,226,262	35.00%
Private Corporate Bodies	84,381	1.33%	-	-	-	-		
Indian Public	1,665,946	26.19%	-	-	-	-		
NRIs	23,394	0.37%	-	-	-	-		
Directors	75,000	1.18%	-	-	-	-		
Sub-total	1,848,,721	29.06%	-	-	-	-		
Total (1+2+3+4)	**6,360,750**	**100.00%**	**-**	**-**	**3,534,488**	**55.57%**	**6,360,750**	**100.00%**

Pre and post Offer shareholding pattern of the Target Company based on the Diluted Voting Capital will be as follows:

Shareholder's Category	Shareholding as on February 17, 2005		Shareholding & voting rights acquired which triggered the Regulations		Shareholding & voting rights to be acquired in the Offer (assuming full acceptance)		Shareholding and voting rights after the acquisition and offer	
	A		B		C		D	
	No.	%	No.	%	No.	%	No.	%
(1a) Acquirers								
MHC	-	-	-	-	-	-	-	-
S&P India	-	-	-	-	3,534,488	54.41%	3,534,488	54.41%
(1b) Acquirer group								
S&P International	600,000	9.24%	-	-	-	-	600,000	9.24%
Sub-total (1a+1b)							*4,134,488*	*63.65%*
(2) Promoter Group	2,089,804	32.17%	-	-	-	-	This will depend on response from and within each category of (2), (3) and (4)	
(3) Institutions								
Mutual Funds	151,823	2.34%	-	-	-	-		
Banks, Financial Institutions, Insurance Companies	5,977	0.09%	-	-	-	-	Balance	
FIIs	1,664,425	25.62%	-	-	-	-	2,361,112	36.35%
Sub-total	*1,822,225*	*28.05%*	-	-	-	-		
(4) Public (other than 1 to 3)	1,983,571	30.54%	-	-	-	-		
Total (1+2+3+4)	**6,495,600**	**100.00%**	**-**	**-**	**3,534,488**	**54.41%**	**6,495,600**	**100.00%**

As on the Specified Date, there were 3,553 public Shareholders (i.e. Shareholders other than S&P International and promoters as disclosed by the Target Company) holding 3,670,946 Shares of the Target Company.

57. **Change in the shareholding of the promoters (No. of Shares)***

Sr. No.	Promoter	19-06-1988	05-12-1988	Nov' 1993	28-07-1994	31-07-1995	12-08-1996	15-07-1997	10-07-1998	10-07-1999	17-05-2000	10-07-2001	12-07-2002	03-07-2003	08-07-2004	17-02-2005
1	ICICI Limited/ICICI Bank	600,000	720,000	795,000	795,000	795,000	795,000	795,000	795,000	795,000	795,000	684,039	684,039	684,039	684,039	684,039
2	Unit Trust of India	600,000	720,000	795,000	795,000	795,000	795,000	840,200	840,200	826,600	770,900	652,414	617,378	576,584	526,805	481,494
3	HDFC	200,000	248,000	273,000	273,000	273,000	273,000	273,000	25,000	25,000	-	-	-	-	-	-
4	Life Insurance Corpn	200,000	200,000	200,000	200,000	200,000	200,000	200,000	200,000	200,000	201,331	201,331	201,331	201,331	201,331	201,331
5	GIC and its subsidiaries															
	a. General Insurance Corpn of India	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	53,167	53,167	53,167
	b. United India Insurance Co. Ltd	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	70,905	70,905	70,905	70,202	70,202
	c. The New India Assurance Co. Ltd	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000
	d. National Insurance Co. Ltd	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	57,000	43,118	43,118	38,118	38,118
	e. The Oriental Insurance Co. Ltd	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000
6	State Bank of India	200,000	200,000	200,000	200,000	200,000	200,000	200,000	200,000	200,000	200,000	200,000	200,000	200,000	200,000	200,000
7	Bank of India	120,000	120,000	120,000	120,000	120,000	120,000	120,000	91,700	80,900	80,100	5,000	1,300	-	-	-
8	Bank of Baroda	120,000	120,000	120,000	120,000	120,000	120,000	120,000	114,500	114,500	92,450	56,409	38,124	38,124	38,124	38,124
9	Central Bank of India	120,000	120,000	120,000	120,000	120,000	120,000	81,000	81,000	78,100	69,200	69,200	69,200	69,200	69,200	69,200
10	Canara Bank	120,000	120,000	120,000	120,000	120,000	120,000	120,000	120,000	120,000	119,200	119,200	119,200	119,200	98,599	93,229
11	UCO Bank	120,000	120,000	120,000	120,000	120,000	120,000	2,300	2,300	2,300	2,300	1,300	-	-	-	-
12	Allahabad Bank	80,000	80,000	80,000	80,000	80,000	80,000	20,000	20,000	14,400	14,400	14,400	14,400	14,400	14,400	14,400
13	Indian Overseas Bank	40,000	40,000	40,000	40,000	40,000	40,000	20,000	12,600	12,600	12,600	12,600	12,300	12,500	12,500	12,500
14	The Vysya Bank Limited	-	40,000	40,000	-	-	-	-	-	-	-	-	-	-	-	-
15	Bank of Madura Limited	-	10,000	10,000	-	-	-	-	-	-	-	-	-	-	-	-
16	Citibank	-	36,000	36,000	-	-	-	-	-	-	-	-	-	-	-	-
17	HSBC	-	36,000	36,000	36,000	36,000	36,000	36,000	36,000	31,400	6,400	-	-	-	-	-
18	Standard Chartered	-	36,000	36,000	-	-	-	-	-	-	-	-	-	-	-	-
19	Banque Indosuez/Credit Agricole	-	36,000	36,000	36,000	36,000	36,000	36,000	36,000	36,000	-	-	20,309	-	-	-
20	Grindlays Bank	-	36,000	36,000	-	-	-	-	-	-	-	-	-	-	-	-
21	Deutsche Bank A.G	-	36,000	36,000	36,000	36,000	36,000	36,000	36,000	36,000	36,000	36,000	36,000	36,000	36,000	36,000
22	The Bank of Tokyo Limited	-	36,000	36,000	36,000	36,000	36,000	36,000	36,000	36,000	36,000	36,000	36,000	36,000	-	-
23	The Sakura Bank Limited	-	36,000	36,000	36,000	36,000	36,000	36,000	36,000	36,000	36,000	36,000	-	-	-	-
24	Banque National De Paris	-	36,000	36,000	18,000	18,000	18,000	18,000	18,000	18,000	-	-	-	-	-	-
25	Societe Generale	-	18,000	18,000	18,000	18,000	18,000	18,000	18,000	18,000	18,000	18,000	18,000	18,000	18,000	18,000
	Total	**2,720,000**	**3,400,000**	**3,575,000**	**3,399,000**	**3,399,000**	**3,399,000**	**3,207,500**	**2,918,300**	**2,880,800**	**2,689,881**	**2,389,798**	**2,301,604**	**2,252,568**	**2,140,485**	**2,089,804**

** As per the information received from the Target Company, holding of promoters is shown to conform technically to the Regulations even though CRISIL is widely held, professionally managed Company. Further, other than the Acquirers and S&P International, the Offer is made to all Shareholders including the promoters disclosed as above.*

58. Corporate Governance

The Target Company has over the years strived to implement a system of good corporate governance with an objective to increase value for its Shareholders, customers, employees, the government and all other stakeholders. As per the information received from the Target Company, there was no non-compliance by the Target Company and no penalties or strictures were imposed on the Target Company by the stock exchanges or SEBI or any statutory authority on any matter related to the capital markets during the last three years.

59. Pending Litigations

The Target Company has no material litigation pending against it in any Court in India or abroad.

60. Compliance Officer

Mr. Shrikant Dev, Company Secretary [Address: CRISIL House 121-122, Andheri-Kurla Road, Andheri (E), Mumbai 400 093, India; Tel: + 91-22-5691 3001 – 09; Fax: +91-22-5691 3010; Email: sdev@crisil.com].

V. OFFER PRICE AND FINANCIAL ARRANGEMENTS

Justification of Offer Price

61. The Shares of the Target Company are not infrequently traded on both BSE and NSE.

62. The annualized trading turnover during the period August 2004 to January 2005, the six calendar months prior to February 2005 (the month in which PA was made), was as follows:

Name of the Stock Exchange	Total number of Shares traded during the preceding 6 calendar months prior to the month of the PA (six months ending January 2005)	Total number of listed Shares	Annualised trading turnover (as % of total number of listed Shares)
BSE	255,932	6,349,150	8.06%
NSE	231,974	6,349,150	7.31%

Source : www.bseindia.com and www.nseindia.com

63. As the annualized trading turnover (by number of Shares) on BSE is more than that on NSE, the Shares of the Target Company are deemed to be most frequently traded on BSE as per the explanation to regulation 20(5) of the Regulations.

64. The Offer Price of Rs. 680 per Share is justified in terms of regulation 20 of the Regulations as it is higher than:

a)	The average of the weekly high and low of daily closing prices for Shares of the Target Company on BSE for the 26 weeks before the date of the PA	Rs. 497.62/ Share
b)	The average of the daily high and low of the Shares of the Target Company on BSE for the two week period before the date of the PA	Rs. 576.08/ Share
c)	The highest price paid by the Acquirers or persons acting in concert with them for acquisition, if any, including by way of allotment in a public or rights or preferential issue during the 26 weeks before the date of the PA	Not applicable
d)	The negotiated price	Not applicable

65. The details of closing prices and volume on BSE for the 26-week period prior to the date of the PA are as under:

Week Number	Week-ended	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (Number of Shares)
1	25-Aug-04	440.00	409.50	424.75	375
2	01-Sep-04	425.00	404.00	414.50	725
3	08-Sep-04	425.00	420.00	422.50	10457
4	15-Sep-04	423.00	408.00	415.50	959
5	21-Sep-04	430.00	420.00	425.00	257
6	29-Sep-04	434.95	421.00	427.98	10607
7	06-Oct-04	445.00	430.00	437.50	3330
8	12-Oct-04	485.70	459.00	472.35	8515
9	20-Oct-04	482.05	440.05	461.05	9654
10	27-Oct-04	461.25	444.95	453.10	763
11	03-Nov-04	469.20	450.00	459.60	81225
12	10-Nov-04	490.00	470.20	480.10	14575
13	17-Nov-04	529.90	465.50	497.70	17168
14	24-Nov-04	555.20	549.50	552.35	14006
15	01-Dec-04	560.00	548.85	554.43	1855

Week Number	Week-ended	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (Number of Shares)
16	08-Dec-04	543.80	526.00	534.90	839
17	15-Dec-04	552.70	514.70	533.70	6458
18	22-Dec-04	555.00	516.00	535.50	17429
19	29-Dec-04	582.50	547.00	564.75	40548
20	05-Jan-05	581.10	560.00	570.55	2218
21	12-Jan-05	549.95	523.55	536.75	1732
22	19-Jan-05	530.00	516.95	523.48	3249
23	25-Jan-05	535.00	519.55	527.28	3971
24	02-Feb-05	560.00	540.35	550.18	7044
25	09-Feb-05	555.00	542.50	548.75	1838
26	16-Feb-05	689.70	537.85	613.78	95879
			Average	**497.62**	

Source: www.bseindia.com

The details of intra-day price and volume on BSE for the 2-week period prior to the date of the PA are as under:

Day Number	Date	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (Number of Shares)
1	03-Feb-05	550.00	540.25	545.13	370
2	04-Feb-05	550.00	536.00	543.00	84
3	07-Feb-05	551.00	542.50	546.75	531
4	08-Feb-05	558.90	550.00	554.45	449
5	09-Feb-05	555.00	543.55	549.28	404
6	10-Feb-05	555.00	537.85	546.43	55
7	11-Feb-05	565.00	555.10	560.05	1,501
8	14-Feb-05	570.00	565.00	567.50	2,678
9	15-Feb-05	680.25	636.00	658.13	48,312
10	16-Feb-05	714.00	666.10	690.05	43,333
			Average	**576.08**	

Source: www.bseindia.com

66. There is no non-compete agreement entered into by the Acquirers with respect to the Offer.
67. Based on the above and in the opinion of the Managers to the Offer and the Acquirers, the Offer Price is justified as per the Regulations.
68. As per the Regulations, the Acquirers can revise the Offer Price / Offer Size upwards up to 7 working days prior to the closure of this Offer and the revision, if any, would be announced in the same newspapers where the PA has appeared and the revised price will be paid for all Shares acquired pursuant to this Offer.
69. The Acquirers shall not acquire any Shares after the date of PA up to 7 working days prior to the close of the Offer, except those tendered and accepted in the Offer.

Financial Arrangements

70. The total financial resources required for this Offer, assuming full acceptance, will be Rs. 240,34,51,840 (Rupees Two Hundred Forty Crores, Thirty Four Lacs, Fifty One Thousand Eight Hundred and Forty Only) ("Maximum Consideration"). The Acquirers propose to fund the Offer out of their internally generated funds. By way of security for performance of their obligations under the Regulations, the Acquirers have deposited in an escrow account with a scheduled commercial bank, viz., State Bank of India, New York, USA ("Deposit Bank"), having a branch at 460 Park Avenue, New York, NY 10022, USA, an amount of USD 30,000,000 (United States Dollars Thirty Million Only) in cash (the "Cash Deposit"). The Cash Deposit represents, in equivalent INR, (as per the exchange rate of Rs.43.72 / USD as on February 14, 2005; Source: www.rbi.org.in) more than 50% of the Maximum Consideration in accordance with the Regulations. The Acquirers have undertaken to maintain a minimum of 50% of the Maximum Consideration in the aforesaid account at all times irrespective of the fluctuations in the exchange rate. The Manager to the Offer is empowered to instruct the Deposit Bank to issue bankers cheques or demand drafts for amounts as provided in the Regulations.
71. For meeting the obligations of this Offer, in addition to the Cash Deposit, the Acquirers have also made another cash deposit with JPMorgan Chase Bank, N.A., 4 New York Plaza, 21st Floor, New York, N.Y. 10004, USA (the "Bank"), which has been earmarked for the Offer. V. C. Shah & Co. ("Chartered Accountants") with their office located at Rajgir Chambers, 3rd Floor, 12-14, Shahid Bhagat Singh Road, Opposite Custom House, Mumbai – 400 001 (Tel: +91-22-22634021, Fax: +91-22-22662667) and membership no. 42649, have confirmed vide their letter dated February 16, 2005 that the Acquirers have adequate financial resources available for fulfilling their obligations under the Offer for a value up to the Maximum Consideration. On the basis of the aforesaid financial arrangements and based on the confirmation from the Bank and the certificate from the Chartered Accountants, the Manager to the Offer confirms that adequate funds are available with the Acquirers through verifiable means to implement this Offer in full.

VI. TERMS AND CONDITIONS OF THE OFFER

72. This Offer is being made to all Shareholders / beneficial owners (registered or otherwise) of Shares of the Target Company, except the Acquirers and S&P International. The Letter of Offer together with the Form of Acceptance-cum-Acknowledgement and Form of Withdrawal will be mailed to the Shareholders of the Target Company whose names appear on the Register of Members of the Target Company and the beneficial owners of the Shares of the Target Company whose names appear as beneficiaries on the records of the respective Depositories, on February 18, 2005, being the Specified Date, except to the Acquirers and S&P International. Accidental omission to dispatch this Letter of Offer to any person to whom this Offer is made or the non-receipt or delayed receipt of this Letter of Offer by any such person will not invalidate this Offer in any way.
73. The Acquirers will acquire the Shares, free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to all dividends, bonus and rights declared hereafter. There are no locked-in Shares in the Target Company.
74. This Offer is conditional on minimum level of acceptance of 2,643,983 Shares representing 41.57% of the Voting Capital (40.70% of the Diluted Voting Capital) (i.e. in case the number of valid Shares tendered in terms of the Offer is less than the minimum level of acceptance, the Acquirers will not accept any Shares tendered). In such a case, all such tendered Shares shall be returned to the respective Shareholders in the manner for return of Shares specified in section 96 of this Letter of Offer.
75. Subject to provisions of section 74 above, to the extent of the Offer Size, all Shares of the Target Company that are validly tendered pursuant to this Offer are proposed to be acquired by S&P India.
76. The Regulations provide for an upward revision of the Offer Price and the number of Shares to be acquired, at any time up to seven working days prior to the closure of the Offer viz. up to April 11, 2005 and allows withdrawal of the Offer under certain circumstances. Any such revision / withdrawal would be informed by way of an announcement in the same newspapers where the PA appeared. In case of revision, the revised price will be payable by the Acquirers for all Shares that are validly tendered pursuant to the Offer.
77. Each equity Shareholder of the Target Company to whom this Offer is being made is free to offer his shareholding in the Target Company in whole or in part while accepting this Offer. The acceptance must be unconditional and should be absolute and unqualified.
78. Shareholders who hold Shares in **physical form** and who wish to tender their Shares will be required to send the form of Acceptance-cum-Acknowledgement, duly signed and completed in the manner specified therein together with all the necessary documents, as specified in section 85 of this Letter of Offer entitled “Procedure for Acceptance and Settlement”, to the Registrar to the Offer at any of its collection centers, mentioned under section 91 of this Letter of Offer, either by hand delivery during Business Hours or by registered post so that the same are received on or before the closing date i.e. April 25, 2005.
79. In respect of **dematerialised Shares** the credit for the Shares tendered must be received in the special account (as specified in section 85) on or before 5 p.m. Indian Standard Time on April 25, 2005. If the Shareholders hold their Shares through CDSL, their Depository Participant Instruction will have to take the form of an inter-depository delivery instruction to CDSL for the purpose of crediting their Shares in favour of the Special Depository Account with NSDL as mentioned in section 85 below.
80. The Acquirers will not be responsible in any manner for any loss of share certificate(s) and/or Offer acceptance documents during transit and the Shareholders are advised to adequately safeguard their interest in this regard. In case of any lacunae and/or defect or modifications in the documents/forms submitted, the acceptance is liable to be rejected.
81. **In case of non-receipt of this Letter of Offer**, the eligible Shareholder may send his consent, to the Registrar to the Offer, on a plain paper stating the name, address, number of Shares held, distinctive numbers, folio number, number of Shares offered, along with the necessary documents (as mentioned in section 85) so as to reach the Registrar to the Offer on or before the closure of the Offer.
82. The instructions, authorizations and provisions contained in the Form of Acceptance cum Acknowledgement constitute part of the terms of this Letter of Offer.

STATUTORY APPROVALS

83. The Statutory Approvals pertaining to the Offer are as under:
    - The Offer is subject to the statutory and regulatory approvals and clearances from FIPB and RBI required to acquire Shares tendered pursuant to this Offer. In response to the Acquirers’ application dated February 23, 2005 to FIPB for permission to acquire the Shares tendered in the Offer, the Acquirers have received a communication from FIPB dated March 14, 2005, on the basis of which the Acquirers would be pursuing with RBI for obtaining its approval for opening a special account and acquisition of the Shares from the resident Shareholders in due course.
    - No approvals are required from financial institutions/ banks for the Offer. To the best of knowledge of the Acquirers and as on the date of the PA, there are no other statutory approvals required to acquire the Shares that are validly tendered pursuant to this Offer. If any other statutory approvals become applicable, the Offer would be subject to such statutory approvals. The Acquirers will have a right not to proceed with the Offer in the event the statutory approvals indicated above are refused in terms of regulation 27 of the Regulations.
    - It may be noted that in case of non-receipt of statutory approvals within time, SEBI has a power to grant extension of time to the Acquirers for payment of consideration to Shareholders subject to the Acquirers paying interest for the delay beyond 30 days from the date of the closure of the Offer, as directed by SEBI under regulation 22(12) of the Regulations. In case of extension of time for payment of consideration, interest will be payable as per the provisions of regulation 22(12) of the Regulations.

VII. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

84. The Shareholders, who wish to avail of and accept this Offer should deliver the documents mentioned below by Registered Post with acknowledgement due or in person or by courier, so as to reach the Registrar to the Offer or the Registrar's Collection Centers at the addresses mentioned in section 91 **before 5 pm Indian Standard Time on April 25, 2005** or such other extended date in case there is any competitive bid. Shareholders are advised to ensure that the Form of Acceptance-cum-Acknowledgement and other documents are complete in all respects otherwise the same is liable to be rejected. In the case of dematerialized Shares, the Shareholders are advised to ensure that their Shares are credited in favour of the special depository account, before the close of the Offer. The Form of Acceptance-cum-Acknowledgment of such dematerialised Shares not credited in favour of the special depository account before the close of the Offer is liable to be rejected.

85. Documents to be delivered by all Shareholders

(a) For Shares held in the DEMATERIALIZED FORM

(i) Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein by all the beneficial holders of the Shares, as per the records of the Depository Participant ("DP").

(ii) Photocopy of the Delivery Instruction in "Off-market" mode or counterfoil of the delivery instruction slip in "Off-market" mode, duly acknowledged by the DP. The details of the special depository account are as follows:

DP Name	Karvy Consultants Limited
DP ID Number	IN300394
Beneficiary Account Number	14974439
ISIN	INE007A01017
Market	Off market
Date of credit	On or before April 25, 2005

Please note the following :

(i) For each delivery instruction, the beneficial owner should submit a separate Form of Acceptance.

(ii) The Registrar to the Offer is not bound to accept those acceptances for which corresponding Shares have not been credited to the above special account or for Shares that are credited in the above special account but the corresponding Form of Acceptance has not been received as on the date of closure of the Offer.

(b) In case of Shares held in the PHYSICAL MODE by REGISTERED SHAREHOLDERS:

(i) Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all Shareholders. In case of Shares held in joint names, names should be filled up in the same order in which they hold Shares in the Target Company. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer;

(ii) Original equity share certificate(s); and

(iii) Valid equity share transfer form(s) duly signed by transferor (by all the Shareholders in case the Shares are in joint names) as per the specimen signatures lodged with the Target Company and duly witnessed at the appropriate place(s).

PLEASE DO NOT FILL IN ANY OTHER DETAILS IN THE TRANSFER DEED.

(c) In case of Shares held in the PHYSICAL MODE by PERSONS NOT REGISTERED AS SHAREHOLDERS:

(i) Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein;

(ii) Original equity share certificate(s) accompanied by valid share transfer forms as received from the market, wherein the name of the transferee has not been filled in; and

(iii) Original broker contract note of a registered broker of a recognized stock exchange in relation to the purchase of the Shares being tendered in this case.

(iv) In case the share certificate(s) and the transfer deed(s) are lodged with the Target Company / its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Target Company/ its transfer agents, of the share certificate(s) and the transfer deed(s).

(v) No indemnity is required from persons not registered as Shareholders.

PLEASE DO NOT FILL IN ANY OTHER DETAILS IN THE TRANSFER DEED.

86. Non-resident Shareholders should, in addition to the above, enclose copy(ies) of permission(s) received from Reserve Bank of India to acquire Shares held by them in the Target Company.

87. Shareholders who have sent their physical Shares for dematerialization may participate in the Offer by submitting the Form of Acceptance-cum-Acknowledgement along with a copy of the dematerialization request form duly acknowledged by the Depository Participant. Shareholders who have sent their physical Shares for dematerialization need to ensure that the process of getting their Shares dematerialized is completed well in time so that the credit in the special depository account duly instructed by the Shareholder should be received on or before the close of the Offer (i.e. April 25, 2005), else the application will be rejected.

88. In case of non-receipt of the Letter of Offer, the eligible Shareholders may obtain a copy of the Letter of Offer from the SEBI website www.sebi.gov.in, or obtain a copy of the same from the Manager to the Offer or Registrar to the Offer on providing suitable documentary evidence of acquisition of the Shares. Alternatively those desirous of tendering their Shares to the Acquirers may participate in the Offer as follows:

    (a) In case Shares are held in the dematerialized form
    by sending their consent in writing on a plain paper to the Registrar to the Offer, such that it is received by the Registrar to the Offer before 5 p.m. Indian Standard Time on April 25, 2005, stating the name, address, no. of Shares held, no. of Shares offered, DP name, DP ID, beneficiary account number along with a photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the DP, in favour of "Escrow Account – CRISIL Offer" filled as specified in section 85 above. No indemnity would be required from unregistered Shareholders.

    (b) In case of Shares held in the physical mode
    by sending their consent in writing to the Registrar to the Offer, on a plain paper stating the name, address, no. of Shares held, no. of Shares offered, distinctive nos., folio no., the original contract note issued by a registered share broker of a recognized stock exchange through whom such Shares were acquired, along with the original share certificate(s) and transfer deed(s) duly signed (as specified in 81, as applicable, above), either by hand delivery or by Registered Post or courier, such that these are received by the Registrar to the Offer before 5 p.m. Indian Standard Time on April 25, 2005.

89. All Shareholders should provide all relevant documents which are necessary to ensure transferability of the Shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):

    - Duly attested death certificate and succession certificate (in case of single Shareholder) in case the original Shareholder has expired.
    - Duly attested power of attorney if any person apart from the Shareholder has signed acceptance form or transfer deed(s).
    - No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.
    - In case of companies, the necessary certified corporate authorisations (including board and/or general meeting resolutions).

90. As per the current provisions of Section 195(1) of the IT Act, any person responsible for paying to a non-resident, not being a company, or to a foreign company, any sum chargeable to tax is required to deduct tax at source (including surcharge) at the rates in force. Since, under the current provisions of the IT Act, the consideration payable under the Offer would be chargeable to tax as capital gains under Section 45 of the IT Act, the Acquirers will need to deduct tax at source (including surcharge) at the rates in force on the gross consideration payable. Subject to changes, if any, in the Finance Act for fiscal year 2005-06, if applicable, some of the categories of Shareholders, who are not tax residents of India and the tax to be deducted on the gross consideration payable, are as given below :

    - **Non-resident Indians:** The Acquirers will deduct tax at source at the rate of 30.6% on the Offer Price in the case of short-term capital gains or business profits, and at the rate of 20.4% on the Offer Price in the case of long-term capital gains. In the event that the aforesaid amount exceeds Rs. 8,50,000/- the aforesaid rate will be increased by a surcharge of 10.2% of the sum.
    - **Overseas Corporate Bodies / Non-domestic companies:** The Acquirers will deduct tax at source (including surcharge) at the rate of 41.82% on the Offer Price in the case of short-term capital gains or business profits, and at the rate of 20.91% (including surcharge and education cess) on the Offer Price in the case of long-term capital gains.
    - **Foreign Institutional Investors:** The Acquirers will not deduct tax at source from income by way of capital gains, whether short-term or long-term, arising from the transfer of Shares payable by the Acquirers to a foreign institutional investor.

    The expression 'rates in force' in relation to an assessment year or financial year has been defined under the IT Act to inter-alia mean for the purposes of deduction of tax under Section 195, the rate or rates of income-tax specified in this behalf in the Finance Act of the relevant year or the rate or rates of income-tax specified in an agreement entered into by the Central Government under Section 90, whichever is applicable by virtue of the provisions of Section 90.

    Under Indian law, capital gains are treated as long-term only for shares that are deemed to have been held for more than twelve (12) months immediately prior to their sale. For the purpose of determining as to whether the capital gains are short-term or long-term in nature, the Acquirers shall take the following actions based on the information obtained from the Target Company:

    - In the case of Shares held in physical form that are registered with the Target Company in the name of the Shareholder, the date of registration of the Shares with the Target Company shall be taken as the date of acquisition.
    - In the case of Shares held in a physical form and where the Shareholder is not the registered Shareholder, the capital gain shall be assumed to be short-term in nature.
    - In the case of dematerialised Shares, the date of credit of the Shares to the Shareholders demat account shall be taken as the date of acquisition.
    - In case of any ambiguity, incomplete or conflicting information or the information not being available with the Target Company/ Acquirers regarding the same, the capital gain shall be assumed to be short-term in nature.

    Those categories of Shareholders who may be eligible to obtain certificate regarding no deduction of tax or certificate regarding deduction of tax at lower rates may obtain the relevant certificate from the concerned Income Tax authorities under Section 195(3) of the IT Act, or under Section 197(1) and submit the same to the Acquirers while submitting the Bid Form. On failure to produce such certificate from the Income Tax authorities, the Acquirers will deduct tax at the rates in force, and a certificate in the prescribed form shall be issued to that effect.

No tax will be deducted at source for Shareholders who are tax residents of India.

Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers or the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice.

91. The Form of Acceptance-cum-Acknowledgement along with all the relevant documents may be submitted at any of the collection centers below.

Sr. No.	Collection Centre	Address of Collection Centre	Contact Person	E-mail Address	Phone No.	Fax	Mode of Delivery
1.	Ahmedabad	201–203 "Shail" Opp Madhusudhan House New Navrangpura Tel. Exchange Off CG Road Ahmedabad – 380 006	Edward	edward@karvy.com	079-26420422/ 26400527/28	079-26565551	Hand Delivery
2.	Bangalore	TKN Complex No. 51/2 Vanivilas Road Opp National College Basavanagudi Bangalore – 560 004	Kishore	nkishore@karvy.com	080-26621193/ 26621192	080-26621169	Hand Delivery
3.	Chennai	G-1 Swathi Court 22, Vijay Raghava Road T. Nagar Chennai – 600 017	Gunashekhar	chennaiirc@karvy.com	044-28153445/ 28151034/ 28153658	044-28153181	Hand Delivery
4.	Hyderabad	46, Avenue 4, Street No1 Banjara Hills Hyderabad – 500034	A Anitha	irchyd@karvy.com	040-23312454	040-23311968	Hand Delivery / Registered Post
5.	Kolkata	49 Jatindas Road Nr. Deshpriya Park Kolkata – 700 029	Sujit Kundu	sujitkundu@karvy.com	033-24634787- 89	033-24644866/ 24634787	Hand Delivery
6.	Mumbai	7, Andheri Industrial Estate Off Veera Desai Road Andheri(W), Mumbai – 400 053	Vishakha Shringarapure	vishakhats@karvy.com	022-26730799/ 153	022-26730152	Hand Delivery
		16-22 Bake House Maharashtra Chmb. of Comm. Lane Opp. MSC Bank, Fort Mumbai – 400 023	Nutan Shirke	nutan.shirke@karvy.com	022-56382666	022-56331135	Hand Delivery
7.	New Delhi	105-108, Arunachal Building 19 Barakhamba Road Conn. Place, New Delhi – 110 001	Michael George	michaelg@karvy.com	011-23324401/ 23353835/981	011-23324621	Hand Delivery

Working Hours: Monday to Friday 11.00 am to 5 pm; Saturday 11 am to 1 pm

NO SHARES OR DOCUMENTS SHOULD BE SENT DIRECTLY TO THE ACQUIRERS / TARGET COMPANY / MANAGER TO THE OFFER

92. Applicants who cannot hand deliver their documents at the collection centers referred to above, may send the same by registered post, at their own risk and cost, to the Registrar to the Offer at its address Karvy Computershare Private Limited, "Karvy House", 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad - 500 034.

93. The Registrar to the Offer will hold in trust the share certificates, credit of dematerialized Shares, form of acceptance duly filled in and the transfer deed(s) on behalf of the Shareholders who have accepted the Offer, till such time as the Acquirers complete the obligations under the Offer.

94. In case the number of Shares validly tendered in the Offer by the Shareholders are more than the Shares to be acquired under the Offer, the acquisition of Shares from each Shareholder will be, as per the provisions of regulation 21(6) of the Regulations, on a proportional basis in such a way that the acquisition from any Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot. As the Shares trade in the compulsory dematerialized settlement segment of BSE and NSE, the minimum marketable lot for the Shares is 1 (one).

95. The payment of consideration for accepted applications will be made by the Acquirers in cash through account payee cheques, drafts, warrants, etc. sent by Registered Post for amounts exceeding Rs. 1,500 and otherwise by UCP in accordance with the Regulations, and the same will be drawn in the name of the first named person in case of joint Shareholders. It is desirable that Shareholders provide bank details in the Form of Acceptance-cum-Acknowledgement, so that the same can be incorporated in the cheque / demand draft / pay order.

96. The unaccepted share certificates, transfer forms and other documents, if any, would be returned by registered post at the Shareholders' sole risk. Shares, to the extent unaccepted, held in dematerialized form will be credited back to the beneficial owners' depository account with the respective depository participant as per details furnished in the Form of Acceptance.

97. Subject to the Statutory Approvals as stated in section 83 above, the Acquirers intend to complete all formalities, including the payment of consideration within a period of 20 days from the closure of the Offer, (i.e. April 25, 2005) and for the purpose open a special account as provided under regulation 29, provided that where the Acquirers are unable to make the payment to the Shareholders who have accepted the Offer before the said period of 20 days due to non-receipt of requisite statutory approvals, SEBI may, if satisfied that non-receipt of requisite statutory approvals was not due to any wilful default or neglect of the Acquirers or failure of the Acquirers to diligently pursue the applications for such approvals, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the Shareholders for delay beyond 20 days, as may be specified by SEBI from time to time.

98. A copy of this Letter of Offer (including the Form of Acceptance cum Acknowledgement) is expected to be available on SEBI's web-site (www.sebi.gov.in) during the period the Offer is open. Eligible Shareholders can make an application in the Offer in the form downloaded from SEBI's website as one of the alternatives for applying in the Offer.

99. In terms of the Regulations, Shareholders desirous of withdrawing their acceptances tendered in the offer can do so up to three working days prior to the close of the Offer (i.e. up to 5 P.M. on April 19, 2005). The withdrawal option can only be exercised by submitting the Form of Withdrawal as per the instructions below so as to reach the Registrar to the Offer at its address Karvy Computershare Private Limited, "Karvy House", 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad - 500 034 either by hand delivery or by registered post by 5 P.M. on April 19, 2005.

100. In case of non-receipt of the Form of Withdrawal the withdrawal option can be exercised by making an application on plain paper mentioning details like:
   - name and address of the Shareholder, number of Shares tendered/withdrawn;
   - in case of physical Shares: distinctive numbers, folio numbers; and
   - details as mentioned in section 85 above.

VIII. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the office of the Manager to the Offer at 3rd floor, Bakhtawar, 229 Nariman Point, Mumbai 400 021 on any working day (i.e. Monday to Friday and not being a bank holiday in Mumbai) between 10:30 am to 1:00 pm from the date of opening of the Offer up to the closure of this Offer.

- Certified true copies of certificate of incorporation and amendments thereto of the Acquirers.
- Audited financials statements of MHC for the last three financial years.
- Certificate from V. C. Shah, Chartered Accountants, dated February 16, 2005 stating that the Acquirers have adequate financial resources for fulfilling all of their obligations under the Offer for a value up to the Maximum Consideration.
- Letter from the Scheduled Commercial bank, viz., SBI, New York confirming the escrow arrangement and empowering the Manager to the Offer in accordance with the Regulations.
- A copy each of the PA published on February 17, 2005 and the corrigendum public announcement published on March 8, 2005.
- SEBI's observation letter dated March 18, 2005.
- Copy of the communication received from FIPB dated March 14, 2005.
- Agreement dated February 15, 2005 regarding the special depository account with the depository participant.
- Audited annual reports of the Target Company for the last three years.

IX. DECLARATION BY THE ACQUIRERS

The Boards of Directors of the Acquirers accept full responsibility for the information (except for the information relating to the Target Company, which has been compiled from publicly available sources or received from the Target Company) contained in this Letter of Offer and shall be severally and jointly responsible for ensuring compliance with the Regulations.

Signed by

For The McGraw-Hill Companies, Inc.

Sd/-

Authorised Signatory

Name	:	Patrick Milano
Designation	:	Senior Vice President
Date	:	March 28, 2005
Place	:	New York

For S&P India LLC

Sd/-

Authorised Signatory

Name	:	Patrick Milano
Designation	:	Director
Date	:	March 28, 2005
Place	:	New York

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

CRISIL OPEN OFFER

From

Folio No./DP ID No./Client ID No.:

OFFER OPENS ON	**April 6, 2005 (Wednesday)**
OFFER CLOSES ON	**April 25, 2005 (Monday)**

Tel.: **Fax:** **E-mail:**

To

The Acquirer – CRISIL Open Offer
Karvy Computershare Private Limited
"Karvy House", 46, Avenue 4, Street No. 1
Banjara Hills, Hyderabad - 500 034.

Dear Sir,

Sub: **Open Offer for purchase of up to 3,534,488 Shares of CRISIL Limited subject to a minimum level of acceptance of 2,643,983 Shares at the Offer Price by The McGraw-Hill Companies, Inc. and S&P India LLC in accordance with the Public Announcement dated February 17, 2005 and the Letter of Offer dated March 28, 2005 ("Offer")**

I/We refer to the public announcement dated February 17, 2005 as amended by the subsequent corrigendum public announcement(s) and the Letter of Offer dated March 28, 2005 for acquiring the equity shares held by me/us in CRISIL Limited. I/We, the undersigned have read the aforementioned public announcements and Letter of Offer and understood their contents including the terms and conditions as mentioned therein.

☐ SHARES IN PHYSICAL FORM

I/We, accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my/our Shares as detailed below.

Sr. No.	Ledger Folio No(s)	Certificate No(s)	Distinctive No(s)		No. of Shares
			From	To	
1					
2					
3					
4					
5					
(In case the space provided is inadequate, please attach a separate sheet with details)				**Total No. of Equity Shares**	

I/We note and understand that the Registrar to the Offer will hold the original share certificate(s) and valid share transfer deed in trust for me/us until the time the Acquirers dispatch the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirers will pay the purchase consideration only after verification of the documents and signatures.

☐ SHARES IN DEMATERIALIZED FORM

I/We, holding Shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my Shares as detailed below:

DP Name	DP ID	Client ID	Beneficiary Name	No. of Shares

I/We have executed an off-market transaction for crediting the Shares to the special depository account as per the details below:

☐ via a delivery instruction from my account with NSDL

☐ via an inter-depository delivery instruction from my account with CDSL

— — — — — — — — — — — — — — — — — TEAR HERE — — — — — — — — — — — — — — — — —

ACKNOWLEDGEMENT SLIP
CRISIL Open Offer

Received from Mr./Ms._ ______________________________ residing at ______________________________
a Form of Acceptance cum Acknowledgement for ________________ Shares along with:
☐ copy of depository instruction slip from DP ID __________________ Client ID __________________
☐ _____________ share certificate(s) ______________ transfer deed(s) under folio number(s) ______________for accepting the Offer made by the Acquirer.

Stamp of Collection Centre:		Signature of Official:		Date of Receipt:	

DP Name	Karvy Consultants Limited
DP ID Number	IN300394
Beneficiary Account Number	**14974439**
ISIN	INE007A01017
Market	Off-Market
Date of Credit	On or before April 25, 2005

I/We note and understand that the Shares would lie in the special depository account until the time the Acquirers dispatch the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirers will pay the purchase consideration only after verification of the documents and signatures.

For NRIs/ OCBs/ FIIs/ Foreign Shareholders:

I/We have enclosed the following documents:

☐ No Objection Certificate / Tax Clearance Certificate from Income Tax Authorities.

☐ RBI approvals for acquiring shares of CRISIL Limited hereby tendered in the Offer.

I/We confirm that the equity shares of CRISIL Limited, which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirers to accept the Shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirers to return to me/us, share certificate(s)/Shares in respect of which the Offer is not found valid/not accepted without specifying the reasons thereof.

I/We authorize the Acquirers and the Registrar to the Offer and the Manager to the Offer to send by Registered Post/UPC as may be applicable at my/our risk, the draft/cheque/warrant, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below. In case I have tendered my Shares in dematerialized form, I authorize Acquirers and the Registrar to the Offer and the Manager to the Offer to use my details regarding my address and bank account details as obtained from my depository participant for the purpose of mailing the aforementioned instruments.

I/We authorize the Acquirers to accept the Shares so offered or such lesser number of Shares that they may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirers to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirers are hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

Yours faithfully,

Signed and Delivered

	Full Name(s) of the shareholders	**Signature(s)**
1st/Sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Address of First/Sole Shareholder ____________________

Place :

Date :

Bank Details

So as to avoid fraudulent encashment in transit, the Shareholder(s) holding Shares in physical form should provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. For Shares that are tendered in electronic form, the Bank account as obtained from the beneficiary position download to be provided by the depositories will be considered and the warrants will be issued with the said Bank particulars.

Name of the Bank		Branch	
Account Number		Savings/Current/(Others: please specify)	

— — — — — — — — — TEAR ALONG THIS LINE — — — — — — — — —

Note : All future correspondence, if any, should be addressed to following address :

Karvy Computershare Private Limited
“Karvy House”, 46, Avenue 4, Street No. 1
Banjara Hills, Hyderabad - 500 034.

Collection Centres

Sr. No.	Collection Centre	Address of Collection Centre	Contact Person	E-mail Address	Phone No.	Fax	Mode of Delivery
1.	Ahmedabad	201–203 "Shail" Opp Madhusudhan House New Navrangpura Tel. Exchange Off CG Road Ahmedabad – 380 006	Edward	edward@karvy.com	079-26420422/ 26400527/28	079-26565551	Hand Delivery
2.	Bangalore	TKN Complex No. 51/2 Vanivilas Road Opp National College Basavanagudi Bangalore – 560 004	Kishore	nkishore@karvy.com	080-26621193/ 26621192	080-26621169	Hand Delivery
3.	Chennai	G-1 Swathi Court 22, Vijay Raghava Road T. Nagar Chennai – 600 017	Gunashekhar	chennaiirc@karvy.com	044-28153445/ 28151034/ 28153658	044-28153181	Hand Delivery
4.	Hyderabad	46, Avenue 4, Street No1 Banjara Hills Hyderabad – 500034	A Anitha	irchyd@karvy.com	040-23312454	040-23311968	Hand Delivery / Registered Post
5.	Kolkata	49 Jatindas Road Nr. Deshpriya Park Kolkata – 700 029	Sujit Kundu	sujitkundu@karvy.com	033-24634787-89	033-24644866/ 24634787	Hand Delivery
6.	Mumbai	7, Andheri Industrial Estate Off Veera Desai Road Andheri(W), Mumbai – 400 053	Vishakha Shringarapure	vishakhats@karvy.com	022-26730799/ 153	022-26730152	Hand Delivery
		16-22 Bake House Maharashtra Chmb. of Comm. Lane Opp. MSC Bank, Fort Mumbai – 400 023	Nutan Shirke	nutan.shirke@karvy.com	022-56382666	022-56331135	Hand Delivery
7.	New Delhi	105-108, Arunachal Building 19 Barakhamba Road Conn. Place New Delhi – 110 001	Michael George	michaelg@karvy.com	011-23324401/ 23353835/981	011-23324621	Hand Delivery

Working Hours: Monday to Friday 11.00 am to 5 pm; Saturday 11 am to 1 pm

PLEASE NOTE THAT NO SHARES / FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRERS OR TO THE MANAGER TO THE OFFER

(1) **All queries** pertaining to this Offer may be directed to the Registrar to the Offer.

(2) **Shareholders holding registered Shares** should submit the Form duly completed and signed in accordance, by the holders of the Shares, along with the original equity share certificate(s) and valid equity share transfer form(s) duly signed as per the specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. Please do not fill in any other details in the transfer deed.

(3) **Shareholders holding Shares in dematerialised form** should submit the Form duly completed and signed in accordance with the instructions contained therein by all the beneficial holders of the Shares, as per the records of the Depository Participant ("DP").

(4) **In case of Shares held in joint names**, names should be filled up in the same order in the Form and in the transfer deed(s) as the order in which they hold Shares in the Target Company, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Counter Offer.

(5) **In case where the signature is subscribed by thumb impression**, the same shall be verified and attested by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.

(6) **Persons who own Shares (as on the Specified Date or otherwise) but are not the registered holders** of such Shares and who desire to accept the Offer, will have to communicate their acceptance in writing to the Registrar to the Offer together with the original contract note issued by the broker, the share certificate(s), the transfer deed(s) with the buyers details not filled in and other relevant documents. In case the share certificate(s) and transfer deed(s) are lodged with the Target Company/its transfer agents for transfer, then the Form shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Target Company/its transfer agents, of the share certificate(s) and transfer deed(s). Persons under this clause should submit their acceptance and necessary documents by registered post or courier or in person to the Registrar at their offices as mentioned above.

The sole/first holder may also mention particulars relating to savings/current account number and the name of the bank and branch with whom such account is held in the respective spaces allotted in the Form, to enable the Registrar to print the said details in the cheques after the name of the payee.

(7) **Non-resident Shareholders** should enclose copy(ies) of permission received from Reserve Bank of India to acquire Shares held by them in the Target Company.

(8) **Non-resident Shareholders** are advised to refer to the clause on taxation in Section VII of the Letter of Offer regarding important disclosures regarding the taxation of the consideration to be received by them.

(9) **In case of bodies corporate**, certified copies of appropriate authorization (including Board/shareholder resolutions, as applicable) authorizing the sale of Shares along with specimen signatures duly attested by a bank must be annexed. The common seal should also be affixed.

(10) **All the Shareholders** should provide all relevant documents which are necessary to ensure transferability of the Shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):

(a) Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.

(b) Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s).

(c) No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.

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FORM OF WITHDRAWAL

CRISIL OPEN OFFER

From

Folio No./DP ID No./Client ID No.:

OFFER OPENS ON	**April 6, 2005 (Wednesday)**
LAST DATE OF WITHDRAWAL	**April 19, 2005 (Tuesday)**
OFFER CLOSES ON	**April 25, 2005 (Monday)**

Tel.: Fax: E-mail:

To
The Acquirer – CRISIL Open Offer
Karvy Computershare Private Limited
"Karvy House", 46, Avenue 4, Street No. 1
Banjara Hills, Hyderabad - 500 034.

Dear Sir,

Sub: Open Offer for purchase of up to 3,534,488 Shares of CRISIL Limited subject to a minimum level of acceptance of 2,643,983 Shares at the Offer Price by The McGraw-Hill Companies, Inc. and S&P India LLC in accordance with the Public Announcement dated February 17, 2005 and the Letter of Offer dated March 28, 2005 ("Offer")

I/We refer to the public announcement dated February 17, 2005 as amended by the subsequent corrigendum public announcement(s) and the Letter of Offer dated March 28, 2005 for acquiring the equity shares held by me/us in Crisil Limited. I / We, the undersigned have read the aforementioned Public Announcement and the Letter of Offer and understood their contents including the terms and conditions as mentioned therein.

I / We hereby consent unconditionally and irrevocably to withdraw my / our Shares from the Offer and I / we further authorize the Acquirers to return to me / us, the tendered Share Certificate(s) / Share(s) at my / our sole risk.

I / We note that upon withdrawal of my / our Shares from the Offer, no claim or liability shall lie against the Acquirers / Manager to the Offer / Registrar to the Offer.

I / We note that this Form of Withdrawal should reach the Registrar to the Offer on or before the last date of withdrawal i.e. April 19, 2005

I / We note the Acquirers / Manager to the Offer / Registrar to the Offer shall not be liable for any postal delay / loss in transit of the Shares held in physical form and also for the non-receipt of Shares held in the dematerialized form in the DP account due to inaccurate / incomplete particulars/ instructions.

I / We also note and understand that the Acquirers will return the original share certificate(s), share transfer deed(s) / Shares in dematerialized form only on completion of verification of the documents, signatures and beneficiary position as available with the depositories from time to time.

The particulars of tendered original share certificate(s) and duly signed transfer deed(s) are detailed below:

Sr.No.	Ledger Folio No (s)	Certificate No (s)	Distinctive Nos.		No. Shares
			From	To	
1					
2					
3					
4					
5					
(In case the space provided is inadequate, please attach a separate sheet with details.) **Total No. of Equity Shares**					

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ACKNOWLEDGEMENT SLIP
CRISIL Open Offer

Received from Mr./Ms._ ____________________ residing at ____________________
a Form of Withdrawal for ________ Shares along with:

- ☐ copy of depository instruction slip from DP ID ___________ Client ID _____________
- ☐ copy of acknowledgement slip issued when depositing dematerialized Shares
- ☐ copy of acknowledgement slip issued when depositing physical Shares for withdrawing from the Offer made by the Acquirer.

Stamp of Collection Centre:		Signature of Official:		Date of Receipt:	

I / We hold the following Shares in dematerialized form and had executed an off-market transaction for crediting the Shares to the "Escrow Account - CRISIL Open Offer". Please find enclosed a photocopy of the depository delivery instruction(s) duly acknowledged by DP. The particulars of the account from which my / our Shares have been tendered are as follows:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Shares

I / We note that the Shares will be credited back only to that depository account, from which the Shares have been tendered and necessary standing instructions have been issued in this regard.

I / We confirm that the particulars given above are true and correct.

In case of dematerialized Shares, I / we confirm that the signatures have been verified by the DP as per their records and the same have been duly attested.

Yours faithfully,

Signed and Delivered

	FULL NAME(S) OF THE SHAREHOLDERS	SIGNATURE(S)
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Address of First/Sole Shareholder____

Place:

Date:

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Note : All future correspondence, if any, should be addressed to following address :

Karvy Computershare Private Limited
"Karvy House", 46, Avenue 4, Street No. 1
Banjara Hills, Hyderabad - 500 034.

Collection Centres

Sr. No.	Collection Centre	Address of Collection Centre	Contact Person	E-mail Address	Phone No.	Fax	Mode of Delivery
1.	Ahmedabad	201–203 "Shail" Opp Madhusudhan House New Navrangpura Tel. Exchange Off CG Road Ahmedabad – 380 006	Edward	edward@karvy.com	079-26420422/ 26400527/28	079-26565551	Hand Delivery
2.	Bangalore	TKN Complex No. 51/2 Vanivilas Road Opp National College Basavanagudi Bangalore – 560 004	Kishore	nkishore@karvy.com	080-26621193/ 26621192	080-26621169	Hand Delivery
3.	Chennai	G-1 Swathi Court 22, Vijay Raghava Road T. Nagar Chennai – 600 017	Gunashekhar	chennaiirc@karvy.com	044-28153445/ 28151034/ 28153658	044-28153181	Hand Delivery
4.	Hyderabad	46, Avenue 4, Street No1 Banjara Hills Hyderabad – 500034	A Anitha	irchyd@karvy.com	040-23312454	040-23311968	Hand Delivery / Registered Post
5.	Kolkata	49 Jatindas Road Nr. Deshpriya Park Kolkata – 700 029	Sujit Kundu	sujitkundu@karvy.com	033-24634787-89	033-24644866/ 24634787	Hand Delivery
6.	Mumbai	7, Andheri Industrial Estate Off Veera Desai Road Andheri(W), Mumbai – 400 053	Vishakha Shringarapure	vishakhats@karvy.com	022-26730799/ 153	022-26730152	Hand Delivery
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