PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

CRISIL LIMITED

This Public Announcement ("PA") is being issued by Kotak Mahindra Capital Company Limited ("Manager to the Offer") for and on behalf of The McGraw-Hill Companies, Inc., a company incorporated under the laws of the State of New York in the United States of America, and S&P India LLC, a company incorporated under the laws of the State of Delaware in the United States of America, acting in concert with each other pursuant to and in compliance with, among others, regulations 10 and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as amended ("Regulations").

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"). This Offer is subject to the receipt of certain approvals as set forth in the section entitled "Statutory Approvals and Other Approvals Required for this Offer" (see section 21 below).
2. 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 55.67% of the voting equity share capital ("Share Capital") of the Target Company as on December 31, 2004 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.
3. This Offer is conditional on minimum level of acceptance of 2,643,983 Shares representing 41.64% of the Share Capital of the Target Company as on December 31, 2004 (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).
4. The Shares of the Target Company are listed on The Stock Exchange, Mumbai ("BSE") and the National Stock Exchange ("NSE") and are not infrequently traded in terms of the Regulations *(Source: www.bseindia.com and www.nseindia.com)*.
5. The Acquirers have neither acquired nor have been allotted any Shares of the Target Company in the last 12 months.
6. The Shares of the Target Company are most frequently traded on BSE. This Offer is being made at Rs. 680 (Rupees Six Hundred Eighty only) per Share in terms of the Regulations. This Offer Price is greater than the highest of (a) the average of the weekly high and low of closing prices of the Shares of the Target Company on BSE for the last 26 weeks (Rs.497.62 /Share) (b) the average of the daily high and low prices of the Shares of the Target Company on BSE for last two week period (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 last 26 weeks (Not applicable), and (d) the negotiated price, if any (Not applicable).
7. MHC, through its wholly owned subsidiary Standard & Poor's International, LLC ("S&P International"), indirectly holds 600,000 Shares (i.e. 9.45% of the Share Capital of the Target Company as on December 31, 2004).
8. The Manager to the Offer does not hold any Shares in the Target Company as on the date of the PA.
9. Subject to the provisions of the sections 2 and 3 above, receipt of approvals and the terms and conditions of the Offer, the Shares of the Target Company that are validly tendered pursuant to this Offer are proposed to be acquired by S&P India.

Information about Acquirers

10. The details of the Acquirers are as follows:

Name of the Acquirer	The McGraw-Hill Companies, Inc.	S&P India LLC
Address	1221 Avenue of the Americas, New York, NY 10020-1095	2711 Centerville Rd, Ste. 400, Wilmington, Delaware
Listed on	New York Stock Exchange, Pacific Stock Exchange	Unlisted
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.	The McGraw-Hill Companies Group.
Relationship	Parent of S&P India	Wholly owned subsidiary of MHC
Primary Business	Education, Financial Services and Information and Media Services	Holding company – newly incorporated
Experience	Incorporated on December 29, 1925	Incorporated on January 14, 2005

11. The financial details of the Acquirers for the year ended December 31, 2003 are as follows:

MHC[1]

	USD Mn	Rs. Lacs
Sales Turnover	4,828	2,110,802
Profit After Tax	688	300,794
Equity Capital	292	127,662
Reserves & Surplus	3,084	1,348,325
Return on Net Worth (%)	26.89%	26.89%
Book Value per share (USD/Rs.)	12.42	543
Earnings per share (USD/Rs.)	3.58	157
Price – Earnings Ratio[2]	26.30	26.30

[1] *Latest audited financials as per annual report; All per share numbers are in unit currency i.e. USD or Rs.*

[2] *Based on closing price as on February 14, 2005 (Source: Bloomberg)*

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

S&P India was incorporated under the laws of the State of Delaware in the United States of America on January 14, 2005 with nil capital and has not commenced any commercial activities.

Information about the Target Company

12. The Target Company was originally incorporated in India on January 29, 1987 under the Companies Act, 1956 as The Credit Rating Information Services of India Limited and the name was changed to its current name CRISIL Limited on December 15, 2003. The registered office of the Target Company is located at CRISIL House 121-122, Andheri-Kurla Road, Andheri (E), Mumbai 400 093.
13. As of December 31, 2004, the total paid up Share capital of the Target Company was Rs. 634.91 lacs consisting of 6,349,150 fully paid up Shares of Rs. 10 each. There are no partly paid up Shares in the Target Company. (Source: www.bseindia.com)
14. The Target Company is engaged in the business of providing credit ratings, financial news and risk and policy advisory services.
15. The Shares of the Target Company are listed on BSE and the NSE.
16. As per the stand-alone audited financial results for the financial year ending March 31, 2004, the Target Company has a total income of Rs. 7,337 lacs; profit before tax of Rs. 2,684 lacs; profit after tax of Rs. 1,794 lacs; paid up equity Share capital of Rs. 629.35 lacs; reserves and surplus of Rs. 8,867 lacs; book value of Rs. 150.90 per Share; earnings per Share of Rs. 28.67 and P/E of 19.77 based on closing price of Rs. 566.90/Share as on February 14, 2005.
(Source: Annual Report and share price from www.bseindia.com)

Reasons for the Acquisition and Future plans about Target Company

17. 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 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.
18. 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.
19. As of the date of this PA, 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.
20. 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.

Statutory Approvals and Other Approvals Required for this Offer

21. This Offer is subject to Acquirers obtaining the approval of the Foreign Investment Promotion Board ("FIPB") and the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999, as amended, for acquisition and transfer of Shares tendered pursuant to this Offer. MHC and S&P India will shortly make the requisite application to FIPB and RBI in this regard. As of the date of this PA, to the best of the Acquirers' knowledge, there are no other statutory approvals required to acquire the Shares that are validly tendered pursuant to this Offer.
22. It may be noted that in case of non-receipt of statutory approvals within time, SEBI has a power to grant an extension of time to the Acquirers for payment of consideration to shareholders subject to the Acquirers agreeing to pay interest for the delay, as directed by SEBI under regulation 22(12) of the Regulations.
23. There are no approvals required from financial institutions or banks for the Offer.

Option to the Acquirers in terms of regulation 21(3) of the Regulations

24. This Offer is for acquisition of a maximum of 55.67% of the Share Capital, which assuming full acceptance, together with S&P International's existing shareholding of 9.45% of the Share 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.

Financial Arrangements

25. 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 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.
26. 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. ("Accountants") 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 Accountants, the Manager to the Offer confirms that adequate funds are available with the Acquirers through verifiable means to implement this Offer in full.

Other terms of this Offer

27. As stated in section 3 above, this Offer is conditional on minimum level of acceptance of 2,643,983 Shares representing 41.64% of the Share Capital of the Target Company as on December 31, 2004. As the Acquirers have deposited 50% of the Maximum Consideration as cash in an escrow account, 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.
28. A letter of offer (the "Letter of Offer") specifying the detailed terms and conditions of this Offer along with the Form of Acceptance cum Acknowledgement (the "Form of Acceptance") will be mailed to all the shareholders of the Target Company whose names appear on the register of members of the Target Company (except to the Acquirers and S&P International) at the close of business hours on February 18, 2005 (the "Specified Date"). A copy of the Letter of Offer (including Form of Acceptance) is expected to also be available on SEBI's website (http://www.sebi.gov.in) during the period the Offer is open and may also be downloaded from the site for applying in the Offer.
29. The Offer Schedule is as under:

Activity	Date	Day
Specified Date[3]	February 18, 2005	Friday
Last date for a competitive bid, if any	March 14, 2005	Monday
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

[3] *Specified date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent and all owners (registered or unregistered) of the Shares of CRISIL (except the Acquirers and S&P International) are eligible to participate in the Offer anytime before the closure of the Offer.*

30. The shareholders of the Target Company who wish to tender their Shares pursuant to this Offer will be required to communicate their acceptance in the form and manner specified in the Letter of Offer together with their share certificate(s), transfer deed and or such other documents as may be specified in the Letter of Offer and the Form of Acceptance to the Karvy Computershare Private Limited, acting as the Registrar to the Offer (the "Registrar to the Offer") in accordance with the instructions contained in the Letter of Offer and Form of Acceptance. In case of non-receipt of the Letter of Offer, a shareholder may obtain a copy of the same from the Manager to the Offer on providing suitable documentary evidence of acquisition of the said Shares.
31. In case the shareholders of the Target Company hold the Shares in dematerialized form, those desirous of participating in the Offer may send their application to the Registrar to the Offer, such that the applications are received by the Registrar to the Offer, on or before the closing date of the Offer, stating the name, address, number of Shares held, number of Shares offered, Depository Participant ("DP") name, DP ID number, 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 Open Offer" filled in as per instructions given under :

DP Name	Karvy Consultants Limited
DP ID Number	IN300394
Beneficiary Account Number	14974439
ISIN	INE007A01017
Market	Off market
Execution Date[4]	On or before April 25, 2005

[4] *Shareholders should ensure that the Shares are credited in the aforementioned account prior to close of business hours on April 25, 2005*

32. Persons who have acquired Shares of the Target Company (irrespective of the date of purchase) but whose names do not appear in the register of members of the Target Company on the Specified Date, may also participate in this Offer by submitting an application on a plain paper giving details regarding their shareholding and confirming their agreement to participate in the Offer as per the terms and conditions of the Offer. This is to be sent to Registrar to the Offer together with the relevant share certificate(s) and transfer deeds if the Shares are held in physical form, photocopy of the DP Instruction slip duly acknowledged by the DP in case of Shares held in dematerialized form, the original contract note issued by a registered share broker of a recognized stock exchange through whom such Shares were acquired and/or such other documents as may be specified. No indemnity would be required from unregistered shareholders.
33. If the Shares tendered in the Offer by the shareholders of the Target Company are more than the Offer Size, the acquisition of Shares from each shareholder will be on a proportionate basis as per provisions of the regulation 21(6) of the Regulations such that the acquisition from each shareholder shall not be less than the minimum marketable lot or the entire holding, if it is less than the marketable lot.
34. 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 amount exceeding Rs. 1,500 and otherwise by UCP in accordance with the Regulations.
35. The unaccepted share certificates, transfer forms and other documents, if any, would be returned by registered post at the shareholders' sole risk. Unaccepted 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.

General

36. Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the PA/ Letter of Offer, can withdraw the same up to three working days prior to the date of the closure of the Offer (i.e. April 19, 2005).
37. As per the Regulations, the Acquirers can make upward revisions in respect of the price and the number of Shares to be acquired in the Offer, up to 7 working days prior to the closure of this Offer (i.e. up to April 11, 2005) and such revision, if any, would be announced in the same newspapers where this PA has appeared and the revised price would be paid to all shareholders who tender their Shares in this Offer.
38. **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 can not be revised during 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final Offer price of each bid and tender their acceptance accordingly.**
39. The Acquirers have not been prohibited by SEBI from any dealing in securities in terms of direction issued under Section 11B of the SEBI Act.
40. The PA is expected to be also available on the SEBI website at http://www.sebi.gov.in.
41. Pursuant to regulation 13 of the Regulations, the Acquirers have appointed Kotak Mahindra Capital Company Limited as the Manager to the Offer. The Acquirers have appointed **Karvy Computershare Private Limited as the Registrar to the Offer** (Address: "Karvy House", 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad – 500 034; Ph. No. 040-23312454/23320751/2/3; Fax No. 040-23311968; email: murali@karvy.com; Contact Person; Mr. Murali Krishna; Contact Number: 040-23431553).
42. The Boards of Directors of the Acquirers accept full responsibility for the information (except that which pertains to the Target Company and has been compiled from publicly available sources) contained in this PA and also accept responsibility for the obligations of Acquirers laid down in the Regulations.

Issued by the Manager to the Offer for and on behalf of the Acquirers

kotak Investment Banking

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Contact Person: Mr. Ajay Vaidya (Vice President and Company Secretary)

Dated: February 17, 2005
Place: Mumbai