



ICRA Limited
An Associate of Moody's Investors Service

ENHANCING
BUSINESS
VALUE
THROUGH
INTELLECTUAL
LEADERSHIP

ANNUAL REPORT 2014-2015



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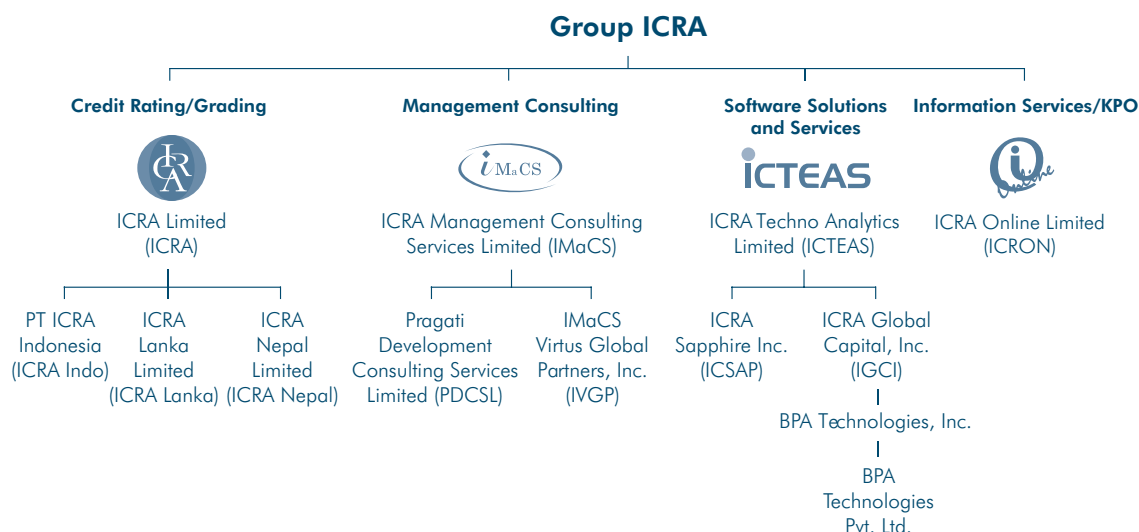
Contents

ICRA at a Glance	3
ICRA Limited	
Board of Directors	9
Senior Management	11
Directors' Report	12
Corporate Governance Report.....	25
Management Discussion and Analysis Report	53
Annual Report on Corporate Social Responsibility Activities.....	73
Secretarial Audit Report.....	76
Independent Auditors' Report	78
Balance Sheet	82
Statement of Profit and Loss	83
Cash Flow Statement of ICRA Limited	84
Notes to the Financial Statements	86
Financial Highlights of ICRA Limited	112
ICRA: Selective Data/Ratio Analysis	113
Frequently Asked Questions	114
Group ICRA	
Independent Auditors' Report on the Consolidated Financial Statements	117
Consolidated Balance Sheet	118
Consolidated Statement of Profit and Loss	119
Cash Flow Statement of Group ICRA	120
Notes to the Financial Statements	122
Statement containing Brief Financial Details of Subsidiary Companies.....	149
Financial Highlights of Group ICRA	150
Group ICRA: Selective Data/Ratio Analysis	151
Notice of the Twenty-Fourth Annual General Meeting	152

ICRA at a Glance

ICRA Limited (formerly Investment Information and Credit Rating Agency of India Limited) was set up in 1991 by leading financial/investment institutions, commercial banks and financial services companies as an independent and professional Investment Information and Credit Rating Agency.

Today, ICRA, a full-service Credit Rating Agency with its shares listed on the BSE and the National Stock Exchange, has six subsidiaries: ICRA Management Consulting Services Limited (IMaCS); ICRA Techno Analytics Limited (ICTEAS); ICRA Online Limited (ICRON); PT ICRA Indonesia (ICRA Indo); ICRA Lanka Limited (ICRA Lanka), and ICRA Nepal Limited (ICRA Nepal). Together, ICRA and its subsidiaries, along with their subsidiaries, form the ICRA Group of Companies, that is, Group ICRA. ICRA is majority-held by Moody's Group, which has 50.06% equity ownership stake in the Company.



Alliance with Moody's Investors Service

The participation of Moody's is supported by a Technical Services Agreement, which entails Moody's providing certain high-value technical services to ICRA. Specifically, the agreement is aimed at benefiting ICRA's in-house research capabilities, and providing it with access to Moody's global research base. The agreement also envisages Moody's conducting regular training and business seminars for ICRA analysts on various subjects to help them better understand and manage concepts and issues relating to the development of the capital markets in India. Besides this formal training programme, the agreement provides for Moody's advising ICRA on Rating-products strategy, and the Ratings business in general.

The ICRA Factor

Facilitating efficiency in business...

ICRA information products, Ratings, and solutions reflect independent, professional and impartial opinions, which assist businesses enhance the quality of their decisions and help issuers access a broader investor base and even lesser known companies approach the money and capital markets.

The research factor...

We strongly believe that quality and authenticity of information are derivatives of an organisation's research base. We have dedicated teams for Monetary, Fiscal, Industry and Sector research, and a panel of Advisors to enhance our in-house capabilities. Our research base enables us to maintain the highest standards of quality and credibility.

Committed to the development of the financial market...

The focus of ICRA in the coming years will continue to be on developing innovative concepts and products in a dynamic market environment, generating and promoting wider investor awareness and interest, enhancing efficiency and transparency in the financial market, and providing a healthier environment for market participants and regulators.

Our products and services are designed to:

- Provide information and guidance to institutional and individual investors/creditors.
- Enhance the ability of borrowers/issuers to access the money market and the capital market for tapping a larger volume of resources from a wider range of the investing public.
- Assist the regulators in promoting transparency in the financial markets.
- Provide intermediaries with a tool to improve efficiency in the funds raising process.

ICRA at a Glance

Group ICRA The Services Spectrum*

ICRA	ICRA Indo**	ICRA Lanka***
<p>RATING SERVICES</p> <ul style="list-style-type: none"> • Credit Rating • Bank Loan Rating • Rating of SSIs/SMEs • Corporate Governance Rating • Rating of Claims Paying Ability of Insurance Companies • Project Finance Rating • Mutual Fund Rating <p>GRADING SERVICES IPOs, Microfinance Institutions, Construction Entities, Real Estate Developers and Projects, Education Institutes, Maritime Training Institutes</p> <p>EQUITY RESEARCH SERVICE</p> <p>INDUSTRY RESEARCH</p> <p>www.icra.in</p>	<p>RATING SERVICES</p> <ul style="list-style-type: none"> • Credit Rating • Structured Finance Rating • Bank Loan Rating • Project Finance Rating • Mutual Fund Rating • Claims Paying Ability of Insurance Companies • Issuer Rating <p>**The operations of PT ICRA Indonesia (ICRA Indo) are limited to the Indonesian market</p> <p>www.icraindonesia.com</p>	<p>RATING SERVICES</p> <ul style="list-style-type: none"> • Credit Rating • Structured Finance Rating • Bank Loan Rating • Project Finance Rating • Mutual Fund Rating • Claims Paying Ability of Insurance Companies • Issuer Rating <p>***The operations of ICRA Lanka Limited (ICRA Lanka) are limited to the Sri Lankan market</p> <p>www.icralanka.com</p>

ICRA Nepal****	IMaCS	ICTEAS	ICRON
<p>RATING SERVICES</p> <ul style="list-style-type: none"> • Credit Rating • Structured Finance Rating • Bank Loan Rating • Project Finance Rating • Mutual Fund Rating • Claims Paying Ability of Insurance Companies • Issuer Rating <p>****The operations of ICRA Nepal Limited (ICRA Nepal) are limited to the Nepalese market</p> <p>www.icranepal.com</p>	<p>CONSULTING SERVICES</p> <ul style="list-style-type: none"> • Policy Advisory • Strategy • Risk Management • Capacity Building • Process Re-engineering • Transaction Advisory • Policy & Regulation • Development Consulting <p>www.imacs.in</p>	<p>IT SOLUTIONS/ANALYTICS/ENGINEERING</p> <ul style="list-style-type: none"> • Information Technology Solutions <ul style="list-style-type: none"> - Client-Server Applications - Web-centric Applications - Mobile Applications - Software Services in Disaster Response Initiative - Customization/Implementation Services on Oracle E-Business Suite • Business Intelligence/Analytics <ul style="list-style-type: none"> - Predictive Modelling Solutions - Data Mining Solutions - Business Intelligence and Analytics Solutions • Engineering Services <ul style="list-style-type: none"> - Multidisciplinary Computer Aided Engineering Design Services - Resourcing Services <p>www.ict eas.com</p>	<p>FINANCIAL INFORMATION PRODUCTS AND SERVICES</p> <ul style="list-style-type: none"> • Mutual Fund and ULIP Data and Content Provider • Investment Research and Analytics • Wealth and Transaction Management Software Products • IT Tools for Financial Planning and Analytics • Software Services <p>KPO SERVICES (BACK-END ANALYTICAL SERVICES SUPPORT)</p> <ul style="list-style-type: none"> • Data Services • Accounting Services • Electronic Conversion of Financial Statements • Research • Analytics <p>www.icraonline.com</p>

* The list of services is indicative and not exhaustive

ICRA at a Glance

Range of Services

Rating Services

As an early entrant in the Credit Rating business, **ICRA Limited (ICRA)** is one of the most experienced Credit Rating Agencies in the country today. ICRA rates rupee-denominated debt instruments issued by manufacturing companies, commercial banks, non-banking finance companies, financial institutions, public sector undertakings and municipalities, among others. ICRA also rates structured obligations and sector-specific debt obligations such as instruments issued by Power, Telecom and Infrastructure companies. The other services offered include Corporate Governance Rating, Stakeholder Value and Governance Rating, Credit Risk Rating of Debt Mutual Funds, Rating of Claims Paying Ability of Insurance Companies, Project Finance Rating, Line of Credit Rating and Valuation of Principal Protected-Market Linked Debentures (PP-MLD). ICRA, along with National Small Industries Corporation Limited (NSIC), has launched a Performance and Credit Rating Scheme for Small-Scale Enterprises in India. The service is aimed at enabling Small and Medium Enterprises (SMEs) improve their access to institutional credit, increase their competitiveness, and raise their market standing.

PT ICRA Indonesia (ICRA Indo), a subsidiary of ICRA, offers a wide range of rating services in the Indonesian market, including credit rating of rupiah-denominated debt instruments issued by corporate entities, banks, finance companies and financial institutions, service companies and infrastructure sector companies; issuer rating of corporate entities, banks, finance companies and financial institutions, service companies, infrastructure sector companies and small & medium sector companies; structured finance rating of asset-backed and mortgage-backed securitization transactions, among others; bank loan rating based on the Basel II accord; project finance rating; mutual funds and fund house ratings; municipal bonds rating and claims paying ability rating of insurance companies.

ICRA Lanka Limited (ICRA Lanka), a wholly-owned subsidiary of ICRA, offers a wide range of Rating services in the Sri Lankan market, putting into use parent ICRA's accumulated experience in the areas of Credit Rating, Grading, and Investment Information. Its Rating focus is on entities mainly in the financial sector, besides long-, medium-, and short-term debt instruments issued by borrowers from various sectors of the economy.

ICRA Lanka also rates rupee-denominated debt instruments issued by commercial banks, non-banking finance companies, financial institutions, and manufacturing and service companies, among others. It also rates structured obligations and sector-specific debt obligations. The other services offered include Corporate Governance Rating, Stakeholder Value and Governance Rating, Credit Risk Rating of Debt Mutual Funds, Rating of Claims Paying Ability of Insurance Companies, Project Finance Rating, and Line of Credit Rating.

ICRA Nepal Limited (ICRA Nepal), a subsidiary of ICRA, offers a wide range of Rating services in the Nepalese market. Using the accumulated experience and technical support from the holding company, it has developed capability to execute the diversified product. ICRA Nepal rates rupee-denominated long-term, medium-term and short-term debt instruments. Its services also include Issuer Rating, Fund Management Quality Rating and Grading of Equity Offers. The Rating/ Grading service with current focus in the banking and finance, insurance and hydro-electricity sector is also being offered to manufacturing companies, infrastructure sector companies, service companies, small and medium sector entities etc. Further, ICRA Nepal is preparing to offer other products including Bank Loan/Line of Credit Rating and Rating of Claims Paying Ability of insurance companies in the near future.

Grading Services

The Grading Services offered by ICRA employ pioneering concepts and methodologies, and include Grading of: Initial Public Offers (IPOs); Microfinance Institutions (MFIs); Construction Entities; Real Estate Developers and Projects; and Maritime Training Institutes. In IPO Grading, an ICRA-assigned IPO Grade represents a relative assessment of the "fundamentals" of the issue graded in relation to the universe of other listed equity securities in India. In MFI Grading, the focus of ICRA's grading exercise is on evaluating the candidate institution's business and financial risks. The Grading of Construction Entities seeks to provide an independent opinion on the quality of performance of the entities graded. Similarly, the Grading of Real Estate Developers and Projects seeks to make property buyers aware of the risks associated with real estate projects, and with the developers' ability to deliver in accordance with the terms agreed. In the education sector, ICRA offers the innovative service of Grading of Maritime Training Institutes in India. These apart, of late, ICRA has been offering the services of Grading of the Renewable Energy Service Companies (RESCO's) and the System Integrators (SI); Grading of Management Education Institutes; Grading of Engineering Colleges/Universities; Grading of Fundamental Strength and Recovery Prospects; Assessment of the fundamental and financial strength of Real Estate Entities (REEs) & Real Estate Projects (REPs); and ICRA Corporate Responsibility and Sustainable-Business Grading.

Industry Research

ICRA has re-launched its industry research service, covering over 30 segments in the corporate and financial services sectors. Given ICRA's strong analytical capabilities across industries, the research reports provide in-depth analysis of industry-specific issues, trends in demand-supply factors, the competitive landscape, and medium-to-long-term outlook. The research reports are tailored to meet the research requirements of a wide range of participants, including banks, mutual funds, insurance companies, venture funds and corporates.

ICRA at a Glance

Equity Research Service

The ICRA Equity Research Service seeks to provide market participants with an assessment of the fundamental earning quality of specific companies and their current relative valuation as reflected by the prevailing price of their equity shares. An ICRA Equity Research assessment, while not specifying any target price for the shares evaluated, captures two key factors—fundamental earning quality and relative valuation—that influence the price behaviour of equity shares of companies over the medium and long term. In assessing the relative valuation of a company's equity share, the same is benchmarked against an appropriate peer set or index.

ICRA Equity Research reports are aimed at benefiting all categories of investors, including retail investors and especially those with a longer term investment horizon.

Consulting Services

ICRA Management Consulting Services Limited (IMaCS), a wholly-owned subsidiary of ICRA Limited, is a Consulting and Analytics firm with a global operating footprint in 45 countries across South Asia, South East Asia, West Asia, Africa, Europe, and North America. IMaCS' Consulting and Analytics services cover Public Policy, Strategy, Risk Management, and Transaction Advisory services. IMaCS' clientele includes Banks and Financial Service Companies, Financial Investors, Corporates, Governments, Regulators, Multilateral/Bilateral Development Agencies, and Not-for-profit Organisations.

IMaCS offers Programme Management and other outsourcing services through its wholly-owned subsidiary, Pragati Development Consulting Services Limited.

Software Development, Analytics & Business Intelligence and Engineering Services

ICRA Techno Analytics Limited (ICTEAS), a wholly-owned subsidiary of ICRA Limited, offers a complete portfolio of Information Technology (IT) solutions to meet the dynamic needs of present-day businesses. The services range from the development of traditional web-centric and mobile applications to the new generation of cutting-edge analytics and business intelligence solutions. With many man-years of experience in data-mining and predictive modeling, ICTEAS offers analytics solutions in multiple functional domains such as procurement, sales, supply chain, logistics, resource planning. The Engineering Division of ICTEAS offers multidisciplinary computer aided engineering design services.

ICTEAS uses a mix of onsite/offshore strategies to optimize bottom-line benefits for its customers. It is a Microsoft Gold Partner and Oracle Gold Partner. It is also ISO 9001: 2008 & ISO 27001 : 2013 certified Company.

ICRA Sapphire, Inc. (ICSAP), a wholly-owned subsidiary of ICTEAS, is based in and operates out of Connecticut, USA. It offers US clients a full array of leading edge Business Analytics and Software Development services backed by offshore teams, which work out of ICTEAS, Kolkata. This hybrid engagement model allows for seamless project management, execution and rapid offshore scaling of teams while bringing down development costs.

ICRA Global Capital, Inc. (IGCI) is a special purpose vehicle of ICTEAS. IGCI has been incorporated to look after overseas investment activities. Currently, it holds 100% equity stake in BPA Technologies, Inc.

BPA Technologies, Inc. (BPA), a subsidiary of IGCI, is a California-based global business consulting and software technology services firm. It delivers Enterprise Content Management (ECM) solutions, Portal and Collaboration solutions, and Comprehensive Quality assurance (QA) Solutions. BPA has development centre in Chennai. With a global delivery model, BPA offers innovative and cost effective information management solutions to its clients across various industries.

BPA Technologies Private Limited, a wholly-owned subsidiary of BPA, acts as a state-of-the-art offshore delivery centre in India for software development and QA services.

Knowledge Process Outsourcing and Online Software

Incorporated in 1999, **ICRA Online Limited (ICRON)** is a wholly-owned subsidiary of ICRA Limited with delivery centres in Kolkata and Mumbai. ICRON has three lines of business (LoBs) that offer outsourcing solutions in Data Services, Research & Content and Analytics to regional and global clients. Timely, accurate and affordable services help the company's clients achieve their business goals.

The Data Services segment offers basic and value-added services in areas of data extraction, aggregation, populating chart of accounts, validation, ratio analysis, accounting adjustments, etc. ICRON also provides Operation Support in areas such as data management and reconciliation and quality assurance.

The Research & Content segment engages in mutual funds and other asset-class research, news & event tracking, preparation of company profiles, customer data analysis, customized newsletters, profiling of mutual fund schemes, etc. ICRON also contributes equity oriented articles to various portals.

Analytics is an emerging arena for ICRON. The segment offers services in the areas of predictive and marketing analytics. ICRON is ISO 9001:2008 and 27001: 2013 certified organisation.



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Chairman Emeritus

Mr. D.N. Ghosh

Board of Directors

Mr. Arun Duggal Chairman, Independent Director

Ms. Ranjana Agarwal Independent Director

Ms. Radhika Haribhakti Independent Director

Dr. Min Ye Non Executive and Non Independent Director

Mr. Simon Richard Hastilow Non Executive and Non Independent Director

Mr. Robert Scott Fauber Non Executive and Non Independent Director

Mr. Thomas John Keller Jr. Non Executive and Non Independent Director

Mr. Naresh Takkar Managing Director & Group CEO

Board Committees

Audit Committee

Ms. Ranjana Agarwal, Chairperson
Ms. Radhika Haribhakti
Dr. Min Ye

Nomination and

Remuneration Committee

Ms. Radhika Haribhakti, Chairperson
Ms. Ranjana Agarwal
Mr. Simon Richard Hastilow

Stakeholders

Relationship Committee

Mr. Simon Richard Hastilow, Chairman
Ms. Ranjana Agarwal
Mr. Naresh Takkar

Corporate Social

Responsibility Committee

Ms. Ranjana Agarwal, Chairperson
Dr. Min Ye
Mr. Naresh Takkar

Statutory Auditors

B S R & Co. LLP
Chartered Accountants

Solicitors

FoxMandal Little
AZB & Partners
HSB Partners

Group CFO

Mr. Vipul Agarwal

Company Secretary & Compliance Officer

Mr. S. Shakeb Rahman

Bankers

HDFC Bank Limited
State Bank of Hyderabad
Deutsche Bank AG
Kotak Mahindra Bank Limited

Registrar and Share Transfer Agent

Link Intime India Private Limited

Registered Office

1105, Kailash Building
11th Floor, 26,
Kasturba Gandhi Marg
New Delhi – 110 001

Corporate Office

Building No. 8, 2nd Floor,
Tower A, DLF Cyber City,
Phase II, Gurgaon – 122 002,
Haryana

ICRA Board of Directors



Mr. Arun Duggal

Mr. Arun Duggal is the Non-Executive Chairman and an Independent Director of ICRA. Mr. Duggal is Chairman of Federation of Indian Chambers of Commerce and Industry (FICCI) Centre for Corporate Governance focused on enhancing Corporate Governance in India through multiple programs including a Mentorship initiative to get more women on Corporate Boards. He is also a Visiting Professor at the Indian Institute of Management, Ahmedabad where he teaches a course on Venture Capital, Private Equity and Business Ethics. He is an experienced international Banker and has advised companies and financial institutions on Financial Strategy, M&A and Capital Raising.

Mr. Arun Duggal is Chairman of Board of Directors of International Asset Reconstruction Company. He is on the Boards of Directors of ITC Limited, Jubilant Energy, Netherlands (Chairman Audit Committee), Info Edge (Chairman Audit Committee), and Dish TV. He is a member of the Investment Committee of Axis Private Equity.

Mr. Duggal is involved in several initiatives in social and education sectors. He is Senior Advisor, Asia Pacific for Transparency International, Berlin devoted to create change towards a World free of Corruption. He was erstwhile Chairman of the American Chamber of Commerce, India. He was on the Board of Governors of the National Institute of Bank Management.

Mr. Duggal had a 26 years career with Bank of America, mostly in the U.S., Hong Kong and Japan. His last assignment was as Chief Executive of Bank of America in India from 1998 to 2001. He is an expert in international finance and from 1981-1990 he was head of Bank of America's (oil & gas) practice handling relationships with companies like Exxon, Mobil, etc. From 1991-94 as Chief Executive of BA Asia Limited, Hong Kong he looked after Investment Banking activities for the Bank in Asia. In 1995, he moved to Tokyo as the Regional Executive, managing Bank of America's business in Japan, Australia and Korea. From 2001 to 2003 he was Chief Financial Officer of HCL Technologies, India.

A Mechanical Engineer from the prestigious Indian Institute of Technology, Delhi, Mr. Duggal holds an MBA from the Indian Institute of Management, Ahmedabad (recipient of Distinguished Alumnus Award).



Ms. Ranjana Agarwal

Ms. Ranjana Agarwal is an independent director on the board of ICRA Ltd. and chairs their Audit and CSR committees.

Ms Agarwal has over 30 years of experience in audit, tax and related services. She is the Founder and Managing partner of Vaish & Associates, Chartered Accountants and earlier managed the Deloitte Haskins & Sells practice in Delhi up to 2000.

She is also on the boards of KDDL Limited and Shubham Housing Development Co. Pvt. Ltd. and Indo Rama Synthetic (India) Ltd.

She was the National President of the women wing of FICCI the Federation of Indian Chambers and Commerce. She also heads the India chapter of Women Corporate Directors, USA.

Ms Agarwal is a graduate in Economics from LSR, Delhi University and CA training from Price Waterhouse Coopers.

She is also a trustee of two non profits, and recipient of the Indira Gandhi Priyadarshini award for professional excellence.



Ms. Radhika Haribhakti

Ms. Radhika Haribhakti is an independent director on the board of ICRA Ltd. Ms. Haribhakti has over 30 years of experience in Commercial and Investment Banking with Bank of America, JM Morgan Stanley and DSP Merrill Lynch. She has advised several large corporates and led their IPOs, FPOs, GDR and ADR offerings. She now heads RH Financial, a boutique Advisory Firm focused on M&A and Private Equity.

She serves as an Independent Director on the Boards of Adani Ports & Special Economic Zone, EIH Associated Hotels Ltd, ICRA Techno Analytics Ltd, Navin Fluorine International Ltd, Rain Industries Ltd and Vistaar Financial Services Pvt Ltd. Ms Haribhakti has also been closely involved with issues of women empowerment, financial inclusion and CSR and has served on Boards of non profits for over 18 years. She serves on the Governing Council of Citigroup Micro Enterprise Award and is the former Chair of Friends of Women's World Banking (FWWB) and Swadhaar Finaccess, both non profits engaged in providing financial solutions to women in economically disadvantaged communities. She has also served on CII's National Committee on Women Empowerment.

Ms Haribhakti is a Graduate in Commerce from Gujarat University and Post Graduate in Management from the Indian Institute of Management (IIM), Ahmedabad.

ICRA Board of Directors



Dr. Min Ye

Dr. Min Ye is a Non-Independent and Non-Executive Director of ICRA. He is the Managing Director and the Regional Head of Moody's Asia Pacific. He is responsible for formulating business growth initiatives, budgeting and planning, managing Moody's offices and affiliate relations, and monitoring the regulatory environment in the Asia Pacific region. Earlier, he was the Managing Director and the Country Manager for Moody's China, as well as the Chief Executive Officer of China Chengxin International Credit Rating Co. Ltd., a Moody's affiliate in China. Dr. Min Ye, who joined Moody's as a Senior Analyst and Vice President in 1994, has also worked as the Managing Director of the Structured Finance Group for Asia Pacific (ex-Japan) in Hong Kong. Dr. Min Ye has a BE and an ME in Electrical Engineering from the Tsinghua University in Beijing. He also has a Ph.D. in Electrical and Computer Engineering from the Carnegie Mellon University, USA.



Mr. Simon Richard Hastilow

Mr. Simon Richard Hastilow is a Non-Independent and Non-Executive Director of ICRA. He is a Managing Director and Global Head of Relationship Management at Moody's Investors Service. He is responsible for leading the global team that grows Moody's coverage share and revenue by developing relationships with new issuers in existing markets, penetrating new markets, and strengthening and expanding relationships with existing issuers and intermediaries. Prior to joining Moody's, Mr. Hastilow spent 11 years at Thomson Reuters where he led marketing and sales teams in the corporate and wealth management sectors. Mr. Hastilow obtained his BA (Hons) in Business Studies from the University of London, and holds the Diploma of the Chartered Institute of Marketing. He is an alumnus of the 2007 AMP Programme at INSEAD.



Mr. Robert Scott Fauber

Mr. Robert Scott Fauber is an Additional Director of ICRA under the category Non-Independent and Non-Executive Director. Mr. Fauber is currently the global Head of the Commercial Group at Moody's Investors Service, a position which he assumed in January 2013. In this capacity, Mr. Fauber oversees relationship management, product development, and strategic initiatives for the rating agency. Prior to this, Mr. Fauber served as Senior Vice President of Corporate Development for Moody's Corporation for almost 8 years, where he led the Company's acquisition and divestiture activity as well as corporate strategy. This function continues to report to Mr. Fauber. Prior to joining Moody's, Mr. Fauber worked in several areas at Citigroup from 1999-2005, including the Alternative Investments division, the Corporate Strategy & Business Development Group, and Investment banking group at the firm's Salomon Smith Barney subsidiary. Mr. Fauber started his career at NationsBank (now Bank of America). Currently, Mr. Fauber serves on the boards of the Moody's Foundation and the Council for Economic Education. Mr. Fauber holds an M.B.A. (with distinction) from The Johnson School of Management at Cornell University and a B.A. in economics from the University of Virginia.



Mr. Thomas John Keller Jr.

Mr. Thomas John Keller Jr. is an Additional Director of ICRA under the category Non-Independent and Non-Executive Director. Mr. Keller is the Managing Director for Sovereign Ratings and Geographic Management of Moody's Investors Service (MIS). In this role, Mr. Keller oversees all activities related to sovereign ratings. In addition, Mr. Keller is responsible for leading the Geographic Management of MIS, which entails driving business growth initiatives, along with budgeting and planning outside the U.S., the management of Moody's global assets (people, products, offices, capabilities), regulatory monitoring and affiliate relations. Mr. Keller is also the executive sponsor of Moody's LGBT+ Employee Resource Group and a board member of the Hetrick-Martin Institute. Prior to this role, beginning in 2007, Mr. Keller was the Managing Director for the Global Public, Project and Infrastructure Finance Group, responsible for ensuring MIS had a globally consistent methodology to assessing credit risk for all levels of financing across the group's portfolio. He also served as the head of the Asia Pacific region, responsible for Moody's offices and ratings in the region, first as Managing Director of the Ratings Group and then as Representative Director of Moody's Japan. Mr. Keller joined the company in 1992 as a Senior Analyst covering a broad range of sectors, including high-grade corporates, high-yield industrials and financial services. Prior to Moody's, Mr. Keller worked at Chemical Bank and Manufacturers Hanover Trust Company. He earned a B.B.A. from the University of Rhode Island and an M.B.A. from Iona College.

ICRA Board of Directors



Mr. Naresh Takkar

Mr. Naresh Takkar is the Managing Director & Group CEO of ICRA. Prior to holding this position he was Joint Managing Director & Chief Rating Officer of ICRA. He is also a Director of ICRA Techno Analytics Limited, ICRA Online Limited, ICRA Nepal Limited, ICRA Lanka Limited and of PT. ICRA Indonesia. Besides, he is the Vice-Chairman of Association of Credit Rating Agencies in Asia (ACRAA). He joined ICRA as an analyst in 1991. Before joining ICRA, he was with Tata Consultancy Services for three years in the System Consulting Division. Mr. Takkar is a Chartered Accountant from The Institute of Chartered Accountants of India and holds a Bachelor's Degree in Commerce from the University of Delhi.

Senior Management



Mr. Vipul Agarwal
Group Chief Financial Officer



Mr. Anjan Deb Ghosh
Executive Vice-President
& Chief Rating Officer



L. Shivakumar
Executive Vice-President



Mr. Vivek Mathur
Executive Vice-President



Mr. Jayanta Chatterjee
Executive Vice-President



Mr. Subrata Ray
Senior Group Vice-President

Directors' Report

To The Members, ICRA Limited

Your Directors have pleasure in presenting the 24th Annual Report of your Company along with the Audited Financial Statements for the year ended March 31, 2015.

Financial Performance

During its 24th year of operations, your Company has earned a Net Profit of Rs. 50.42 crore as against Rs. 58.73 crore during the previous year. Your Company's Basic Earning per Share for the year ended March 31, 2015 was Rs. 51.44 as against Rs. 58.73 in the previous year. The financial results of your Company (standalone and consolidated) for the year ended March 31, 2015 are presented in the following table.

Particulars	Standalone		Consolidated	
	2013-14 (Rs. crore)	2014-15 (Rs. crore)	2013-14 (Rs. crore)	2014-15 (Rs. crore)
Revenue from Operations	162.11	180.18	282.16	320.88
Other operating income	0.79	1.07	0.80	1.04
Other Income	17.29	24.92	19.35	26.23
Total Revenue	180.19	206.17	302.31	348.15
Total Expenditure	(98.27)*	(110.87)	(204.40)*	(234.61)
Profit before prior period adjustments, exceptional items and tax	81.92	95.30	97.91	113.53
Prior period adjustments	-	7.65	-	8.97
Profit before exceptional items and tax	81.92	87.65	97.91	104.56
Exceptional items	-	(11.52)	-	(4.13)
Profit before Tax	81.92	76.13	97.91	100.43
Tax Expense	(23.19)	(25.71)	(28.98)	(34.85)
Profit before Minority Interest	58.73	50.42	68.92	65.59
Minority Interest	-	-	0.01	0.13
Profit for the year	58.73	50.42	68.93	65.45
Balance brought Forward	127.49	153.43	139.71	175.85
Adjustment of on account of depreciation	-	(0.20)	-	(63.25)
Profit Available for Appropriation	186.22	203.65	208.64	240.76
APPROPRIATIONS				
Proposed Dividend	23.00	24.00	23.00	24.00
Corporate Tax on Proposed Dividend	3.91	4.89	3.91	4.89
Transfer to General Reserve	5.88	5.05	5.88	5.05
Balance Carried to Balance Sheet	153.43	169.71	175.85	206.82
	186.22	203.65	208.64	240.76

1 crore = 10 million

*Includes Rs. 1.46 crore towards Amortisation of Deferred Employees Compensation for Options granted under the Employees Stock Option Scheme of your Company.

Conditional Open Offer by Moody's

Moody's Singapore Pte Ltd along with Moody's Investment Company India Private Limited and Moody's Corporation made a Conditional Open Offer under Regulation 3(2) and Regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") vide a Public Announcement dated February 21, 2014 for the acquisition, from public shareholders, of up to 26,50,000 equity

Directors' Report

shares, representing 26.50% of the total equity shares, of your Company, at a price of Rs. 2,000 per equity share and subsequently revised the price upwards to Rs. 2,400 per equity share.

The tendering period commenced on June 3, 2014 and closed on June 16, 2014. Pursuant to the closing of the tendering period, Moody's Singapore Pte Ltd acquired 2,154,722 equity shares tendered in the Open Offer, amounting to a total of 21.55% of the equity share capital of the Company. This resulted in an increase in the Moody's Group's total equity shareholding in the Company to 50.06% of the equity share capital of your Company.

Review of Operations

Rating Services

Market Overview

Compared to the previous fiscal, the macroeconomic situation improved in 2014-15 following substantial moderation in wholesale and retail inflation as well as narrowing of the current account and fiscal deficits; all of which benefited to an extent from the global trend of softening commodity prices. Economic growth recorded a mild uptick in spite of the drag created by weak rural demand and exports. Exchange rate volatility reduced substantially in 2014-15 versus the situation in 2013-14.

The investment-friendly policies and reform measures adopted by the new Union Government, such as faster clearances for stalled projects, easing of norms for foreign investments in key sectors and allocation of coal blocks through the auction route, led to an improvement in business confidence, creating the prospect of economic activity picking up pace, going forward. However, persisting problems related to land acquisition, high corporate leverage and banks' asset quality continued to constrain investment.

In line with subdued economic activity, credit growth of the banking system remained sluggish at less than 10% in 2014-15. Apart from muted demand growth across sectors and absence of pick up in investments, the increasing trend of disintermediation with a number of corporates accessing the bond markets (both domestic as well as international) also contributed to the same. Primary domestic equity issuances too remained sluggish in 2014-15 although, as mentioned earlier, domestic bond issuances revived.

With moderation in retail inflation, the Reserve Bank of India (RBI) reduced the benchmark repo rate by 50 basis points (bps) in January-March 2015. With decline in crude oil and other commodity prices contributing towards a narrowing of India's current account deficit (CAD), it is expected that further monetary easing in the remainder of calendar 2015 would take place. In addition, the focus on infrastructure in the Union Budget and the expectation of continued reform momentum would support investment activity with a lag.

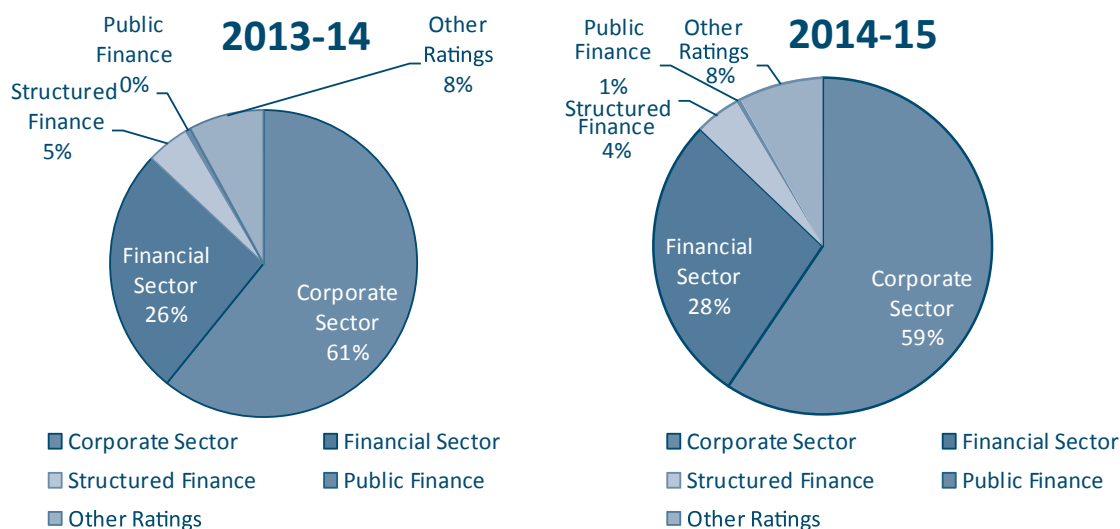
The pick-up in economic activity, along with the expected monetary easing, should result in an increase in bank credit growth as well as increased activity in the bond market. Bond issuances should also get a fillip from the increased refinancing of high cost bank loans, including those by Special Purpose Vehicles (SPVs) set up for implementation of infrastructure projects, as well as financial sector players seeking to capitalise on lower cost of incremental borrowings.

Rating Services Review

Ratings: Segment-wise Revenue Composition

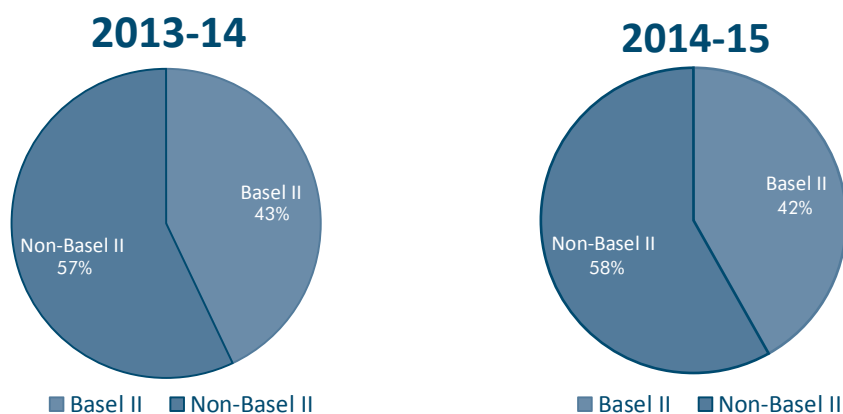
Segment	2013-14 (Rs. crore)	2014-15 (Rs. crore)	Growth (%)
Corporate Sector	99.10	110.49	11%
Financial Sector	42.63	51.49	21%
Structured Finance	7.41	7.96	7%
Public Finance	0.87	0.84	-3%
Other Ratings	12.89	15.12	17%
Total	162.90	185.90	14%

Directors' Report



Composition of Rating Revenues

Segment	2013-14 (Rs. crore)		2014-15 (Rs. crore)		Growth (%)
Basel II	69.92	43%	77.78	42%	11%
Non-Basel II	92.98	57%	108.13	58%	16%
Total	162.90	100%	185.91	100%	14%



Corporate Sector

The market for bank loan ratings continued to remain sluggish in 2014-15, affected by the muted growth in corporate credit and the subdued investment climate. Your Company is hopeful that the measures being taken by the Union Government would start yielding positive results during the latter half of the current fiscal, supported by a benign macroeconomic environment, softening interest rates and gradual demand revival.

Also, on the positive side, despite the sluggish investment climate, total domestic bond issuance increased by approximately 60% in 2014-15 as against the 27% decline reported in 2013-14. The increase in issuance volumes was aided by softening interest rates (given the reluctance of banks to lower their base rates proportionately) and the trend towards increasing disintermediation. The increase in net foreign portfolio investment (FPI) inflows into the Indian bond markets during 2014-15 also helped corporates partly refinance their bank borrowings with bonds at finer pricing.

During the first nine months of the year under review, your Company continued to make significant progress in scaling up its business of rating small and medium enterprises (SMEs). However, during the last quarter of the fiscal

Directors' Report

year, the business received a setback as the National Small Scale Industries Corporation (NSIC) cut back the subsidy on the performance and credit rating scheme for SMEs. Thus your Company expects its SME rating business to remain sluggish during the current fiscal. However, given the large number of SMEs in the country and the valuable experience gained so far, your Company is exploring other options to scale up this business.

Financial Sector

Total domestic bond issuance by financial sector entities increased over 40% during 2014-15 as against the decline of 24% reported during the previous fiscal. The sharp increase was aided by the issuance of long tenure infrastructure bonds by banks, which the RBI allowed in August 2014. A number of banks also raised Basel III compliant capital instruments to meet the regulatory requirements. Your Company benefited from this development, given its strong presence in the rating of bank issuances. As for non-banking financial companies (NBFCs), they took advantage of the sticky base rates of banks amidst strong inflows into mutual funds on expectations of softening interest rates and came out with more bond issuances during 2014-15. With the banking system facing challenges on capital adequacy, an increase in capital issuance by banks is expected over the medium term, which should help your Company, going forward. Issuances of certificates of deposit (CDs) by banks continued to decline during the year under review, with most banks paring their bulk deposits as bank credit off-take remained subdued.

Among NBFCs, most of the retail focussed ones continued to scale up at a good pace in 2014-15. Some NBFCs continued to take the public debt issuance route in 2014-15 to raise funds from a wider investor base for onward lending. The better rated entities used commercial papers (CPs) to lower their borrowing costs as the cost of bank funds remained relatively high. The banks' base rate, especially, remained sticky while the CP and bond rates eased in 2014-15. Accordingly, CP issuances were significantly higher throughout the year under review as compared with the previous year. The overall trends in the NBFC sector benefited your Company during the year under review, and it was able to use its strong presence in the sector to continue adding new clients while also increasing the volume of rated debt.

During 2014-15, your Company reinforced its position further in the rating of debt mutual funds with a number of fresh ratings of schemes across fund houses.

Looking forward, rating activity for your Company in the financial sector is expected to grow, but at a pace determined by several factors, including pickup in economic activity, especially in investment and consumption demand, and behaviour of interest rates.

Structured Finance

During 2014-15, issuance volumes in the securitisation market dropped for the second year in a row and issuance was around 45% lower than in the previous fiscal at around Rs. 16,000 crore. The predominant motive for banks—primarily private sector banks—to invest in securitisation instruments, despite the high tax incidence and the resultant low yield, is the need to meet shortfalls in meeting priority sector lending (PSL) targets. During May 2014, the RBI decided to recognise as priority sector loans banks' remaining deposits placed under the Rural Infrastructure Development Fund (RIDF) and certain other funds established with the National Bank of Agriculture and Rural Development (NABARD). This change resulted in a significant reduction in the PSL shortfall of banks for 2014-15, which in turn directly reduced such requirement from banks, the key investor segment for such securitised debt in India. However, even as the securitisation market lost pace in 2014-15, your Company was able to increase its share of this segment over the previous year.

The dip in securitisation activity in 2014-15 was partly compensated by growth in the bilateral assignment of loan pools, the alternative mode for acquisition of retail loan assets by banks.

Investing in securitisation transactions and acquiring loan pools through bilateral assignment—with the underlying assets being eligible loan receivables—continue to be the key routes for banks to meet shortfalls in PSL targets. Thus, going forward, the extent of shortfall in PSL targets in the banking system and the availability of eligible assets with sellers are expected to be the key factors influencing securitisation issuance/assignment volumes.

Economic and Industry Research

Economic Research

Economic research is an activity that your Company has been engaged in right since its inception. The purpose of this continuing programme is to analyse contemporary developments that characterise the money and finance world, and to offer a framework for the explanation of policy choices, initiatives and outcomes. Your Company invests considerable time and resources in this activity, a product of which is the *ICRA Bulletin: Money & Finance (Money & Finance)*. Every issue of *Money & Finance* features in-depth articles covering the key developments in the global and Indian economy since the previous edition, besides research articles on issues of contemporary interest. A host of

Directors' Report

financial statistics is also presented at the end of every issue. The periodical is disseminated among a wide variety of readers, including, among others, students, academicians, policymakers, investors and economists across the country.

Apart from the abovementioned Bulletin, your Company regularly comes out with impact-assessment studies, research notes and trend analyses, covering several topics including, but not limited to, inflation, industrial growth, economic performance, the Union Budget and policy assessment and impact.

Industry Research

Your Company has continued to strengthen its research offerings, covering over 30 sub-segments within the corporate sector and multiple sub-segments under both the financial services and structured finance sectors. Given your Company's strong analytical capabilities across industries, access to primary data and reach across various tiers of industry players, the research reports provide in-depth analyses of industry-specific issues, trends in demand-supply factors, the competitive landscape, credit trends and medium-to-long-term outlook. The research reports are tailored to meet the analytical requirements of a wide range of participants, including banks, mutual funds, insurance companies, venture funds and corporate entities. Your Company has also introduced a quarterly Industry Risk Score service covering a wide range of industry sub-segments. The service captures industry-level factors that impact the credit profiles of companies operating in an industry and can be a comprehensive guide to assess credit risks for the lending community.

Besides periodic off-the-shelf research publications, your Company also offers customised research to meet the niche requirements of various clients. Your Company would continue to strengthen its offerings under this service, harnessing its extensive knowledge base and research capabilities.

During the year under review, your Company brought out regular research notes, analysing the impact of various events on a wide variety of industry players from the credit perspective. Besides, your Company continued to hold seminars, webinars and teleconferences on credit trends across industries for market participants at regular intervals.

Franchise Development

Your Company continues to make significant efforts to enhance its visibility and reinforce its brand strength through activities aimed at promoting investor and market awareness, bridging the information gap, and recognising excellence.

During the year, your Company held several joint seminars with Moody's Investors Service to disseminate its views on developments in the domestic and global credit markets. Further, to achieve faster dissemination of our views among a wider set of market participants your Company held a large number of teleconferences, which were all well appreciated. These initiatives, along with the increasing use of your Company's research and rating reports, have led to increasing requests from corporate groups and investors to hold sector specific briefings for them. Your Company continues to hold sessions along with banks, on Bank Loan Ratings under Basel II Guidelines, Rating of Small and Medium Enterprises, and other ICRA products as part of its outreach and education initiative. Apart from these, regular media releases voicing our opinion on contemporary issues continue to be made in the interest of the investing public.

On recognising excellence, your Company continues to power the *Financial Advisor Awards* along with CNBC-TV18, and the *India Pride Awards*, an initiative to recognise the superior performing public sector entities, with the Dainik Bhaskar group. All these awards have gained considerable popularity, as is evident from the level of participation witnessed over the years. These media houses make considerable efforts to popularise these awards, which helps your Company's position as an objective and independent firm, apart from providing visibility.

Subsidiary Companies

During 2014-15, your Company has dissolved one of its step-down subsidiaries, BPA Technologies Pte Ltd., incorporated in Singapore. As of March 31, 2015, your Company has the following subsidiaries:

1. ICRA Management Consulting Services Limited
 - 1.1. IMaCS Virtus Global Partners Inc.
 - 1.2. Pragati Development Consulting Services Limited
2. ICRA Techno Analytics Limited
 - 2.1. ICRA Sapphire Inc.
 - 2.2. ICRA Global Capital Inc.
 - 2.2.1. BPA Technologies Inc.
 - 2.2.1.2. BPA Technologies Pvt. Ltd.
3. ICRA Online Limited
4. PT. ICRA Indonesia
5. ICRA Lanka Limited
6. ICRA Nepal Limited

Directors' Report

The Consolidated Financial Statements of Group ICRA, consisting of ICRA Limited, its subsidiaries, and their subsidiaries, for the year 2014-15, which form a part of the Annual Report, are attached. The Auditors' Report on the Consolidated Financial Statements is also attached. In compliance with the relevant provisions of the Companies Act, 2013, a statement containing the brief financial details of the said subsidiary companies is annexed to the Consolidated Financial Statements. The Consolidated Financial Statements have been prepared in accordance with the prescribed Accounting Standards.

As required under the provisions of Section 136 (1) of the Companies Act, 2013, the financial statements, including consolidated financial statements and other documents required to be attached thereto, have been uploaded on the Company's website, www.icra.in. Further, your Company has also uploaded on its website the audited annual accounts of each of its subsidiary companies.

Branches of the Company

Your Company operates its business from its offices in Delhi, Gurgaon, Mumbai, Kolkata, Chennai, Ahmedabad, Bengaluru, Hyderabad, and Pune.

Human Resource Development & Training

Human resource development continued to be accorded high priority during the year under review, with emphasis being placed on improving skill, competence and knowledge through regular training and in-house/external professional development programmes. The relation between the employees and the management of your Company remained harmonious during the year. Your Company has a consultative and participative management style, which has facilitated the achievement of its corporate goals. The morale of the employees remained high during the year, resulting in a positive contribution to the progress of your Company.

Employees Stock Option Scheme (ESOS)

Your Company has implemented the Employee Stock Option Scheme 2006 ("the Scheme") in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, and in conformity with the resolutions passed by the Shareholders at the Annual General Meetings of the Company held on June 12, 2006, July 29, 2008, and August 12, 2011. Pursuant to the resolution passed by the Shareholders at the Annual General Meeting held on June 12, 2006 for the grant of Options, 9,06,000 Equity Shares amounting to 9.06% of the Equity Share Capital of your Company have been issued to the ICRA Employees Welfare Trust for grant of Options to the eligible Optionees. Accordingly, the Stock Options have been granted to the eligible Optionees from the said pool of 9,06,000 Equity Shares in two tranches so far. The first tranche was granted during 2006-07 and the second during 2010-11. The details of the Stock Options granted under the Scheme is annexed to the Directors' Report (*Annexure I*). The Scheme is administered by the ESOS Compensation Committee of the Board of your Company and the ICRA Employees Welfare Trust.

Particulars of Employees

The disclosure under the provisions of Section 197(12) of the Companies Act, 2013, regarding the ratio of the remuneration of each Director to the median employee's remuneration and such other details as specified in Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to the Directors' Report (*Annexure II*). The information on employees receiving remuneration of Rs. 60 lakh per financial year or Rs. 5 lakh per month, or more, is available at the Registered Office of the Company during working hour and shall be made available to any shareholder on request.

Corporate Governance

The report of the Board of Directors of your Company on Corporate Governance is presented as a separate section (*Annexure III*) titled "Corporate Governance Report", which forms a part of the Annual Report. The composition of the Board, the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders Relationship Committee, the Corporate Social Responsibility Committee and other Committees of the Board, number of meetings of the Board, Committees of the Board and other matters are presented in the Corporate Governance Report.

The certificate of the Statutory Auditors of your Company regarding compliance with the Corporate Governance requirements as stipulated in Clause 49 of the Listing Agreement with the stock exchanges concerned is annexed to the Directors' Report.

Directors' Report

Management Discussion & Analysis

The Management Discussion and Analysis is annexed to the Directors' Report (Annexure IV).

Insider Trading Regulations

Based on the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Code of Conduct for prevention of insider trading is in force in your Company. The Board of Directors of the Company has adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in compliance with Chapter IV of the said Regulations.

Material Changes and Commitments

No material changes and commitments that would affect the financial position of the Company have occurred between the end of the financial year to which the attached financial statements relate and the date of this report.

Conservation of Energy, Technology Absorption, and Foreign Exchange Earnings and Expenditure

As your Company is not engaged in any manufacturing activity, the particulars relating to conservation of energy and technology absorption, as mentioned in the Companies (Accounts) Rules, 2014, are not applicable to it. However, emphasis is placed on employing techniques that result in the conservation of energy. Details on the foreign exchange earnings and expenditure of your Company appear in the Notes to Accounts.

Directors and Key Managerial Personnel

During 2014-15, Mr. Pranab Kumar Choudhury retired as Chairman & Group CEO of your Company and as Director from all the Group companies and their subsidiaries with effect from January 29, 2015. The Board placed on record its gratitude towards Mr. Choudhury for having nurtured and led the Company through evolution and growth to its present status.

During 2014-15, Mr. Amal Ganguli, Dr. Uddesh Kohli, Prof. Deepak Nayyar and Mr. Piyush Gunwantrao Mankad ceased to be Directors of your Company following their resignation from the Board. The resignations of Mr. Ganguli and Dr. Kohli were effective as of July 25, 2014 and July 26, 2014, respectively, while the resignations of Prof. Nayyar and Mr. Mankad were effective as of September 30, 2014. The Board placed on record its deep appreciation of the valuable advice and guidance provided by the said Directors throughout their tenure with your Company.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, and the Articles of Association of your Company, Mr. Simon Richard Hastilow is due to retire by rotation, and being eligible, has offered himself for reappointment.

Pursuant to the provisions of sub-sections (4), (10), (11) of Section 149 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors appointed Mr. Arun Duggal and Ms. Ranjana Agarwal as Independent Directors for a period of five consecutive years with effect from November 11, 2014 subject to approval of the shareholders of the Company at the forthcoming Annual General Meeting; the Board at its meeting on December 4, 2014, named Mr. Duggal as non-executive Chairman of your Company, effective January 29, 2015; the Board of Directors also appointed Ms. Radhika Vijay Haribhakti as Independent Director for a period of five consecutive years with effect from December 4, 2014 subject to approval of the shareholders of the Company at the forthcoming Annual General Meeting. The resolutions seeking their appointment as Independent Directors have been included in the Agenda of the Annual General Meeting.

Further, the Board of Directors appointed Mr. Robert Scott Fauber and Mr. Thomas John Keller Jr. as Additional Directors with effect from January 30, 2015 under the category of Non-Executive and Independent Directors. Both of them will hold office till the date of the next Annual General Meeting. The resolutions seeking their appointment as Director have been included in the Agenda of the Annual General Meeting.

The Board of Directors elevated and appointed Mr. Naresh Takkar as CEO of ICRA Group effective from January 30, 2015 (the elevation and appointment being in addition to his existing position as Managing Director and CEO of the Company), subject to approval of the shareholders of the Company at the forthcoming Annual General Meeting and other authorities, if any, under the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force).

Proposals for the above appointments are part of the Agenda for the forthcoming Annual General Meeting and the respective resolutions are recommended for your approval.

The profiles of these Directors are presented in the Notice of the 24th Annual General Meeting, as required under

Directors' Report

the Companies Act, 2013, and Clause 49 of the Listing Agreement.

During 2014-15, Mr. Vijay Wadhwa resigned as the Company Secretary & Chief Financial Officer of the Company and was relieved from the services of the Company on September 29, 2014. The Board of Directors at its meeting held on March 2, 2015 appointed Mr. Vivek Mathur as the Chief Financial Officer of the Company and Mr. S. Shakeb Rahman as the Company Secretary & Compliance Officer.

Independent Directors' Declaration

As required under Section 149 (7) of the Companies Act, 2013, and Clause 49 of the Listing Agreement with the Stock Exchanges, the Company has received a confirmation/declaration from each of the Independent Directors stating that they meet the criteria of independence. The following Non-Executive Directors of the Company are independent in terms of Section 149(6) of the Companies Act, 2013, and Clause 49 of the Listing Agreement:

1. Mr. Arun Duggal
2. Ms. Ranjana Agarwal
3. Ms. Radhika Vijay Haribhakti

Extract of the Annual Return

An extract of the Annual Return in Form No. MGT 9 as per Section 92(3) and Rule 12 of the Companies (Management and Administration) Rules, 2014, is annexed with this report (Annexure V).

Directors' Responsibility Statement

As required under the provisions contained in Section 134 of the Companies Act, 2013, your Directors hereby confirm that:

- (i) in the preparation of the Annual Accounts for the year ended March 31, 2015, the applicable accounting standards have been followed and there are no material departures from the same;
- (ii) the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that year;
- (iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- (iv) the Directors had prepared the Annual Accounts on a going concern basis;
- (v) the Directors had laid down the internal financial controls followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Policy on Directors' Appointment

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skill and experience that are required of the members of the Board. The members of the Board should possess the expertise, skills and experience needed to manage and guide the Company in the right direction and to create value for all stakeholders. The members of the Board will need to consist of eminent persons of proven competence and integrity and with an established track record. Besides having financial literacy, experience, leadership qualities and the ability to think strategically, the members of the Board of Directors are required to have a significant degree of commitment to the Company and should devote adequate time in preparing for the Board meeting and attending the same. Members of the Board of Directors are required to possess the education, expertise, skills and experience in various sectors and industries needed to manage and guide the Company. The members of the Board are required to look at strategic planning and policy formulation.

The members of the Board should not be related to any Executive or Independent Director of the Company or any of its subsidiaries. They are not expected to hold any executive or independent position in any entity that is in direct competition with the Company. Board members are expected to attend and participate in the meetings of the Board and its Committees, as relevant. They are also expected to ensure that their other commitments do not interfere with the responsibilities they have by virtue of being a member of the Board of the Company. While reappointing Directors on the Board and Committees of the Board, the contribution and attendance record of the Director concerned shall be considered in respect of such reappointment. The Independent Directors shall hold office as a member of the Board for a maximum term as per the provisions of the Companies Act, 2013, and the Listing

Directors' Report

Agreement. The appointment of Directors shall be formalised through a letter of appointment.

The Executive Directors with the prior approval of the Board may serve on the Board of any other entity if there is no conflict of interest with the business of the Company.

Board and Directors Performance Evaluation

The Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee has formulated a Board and Director Performance Evaluation Policy, thereby setting out the performance evaluation criteria for the Directors and the Board of the Company. The Board of Directors of the Company believe that the effectiveness of its governance framework can continue to be improved through periodic evaluation of the functioning of the Board as a whole, its Committees and individual Director's performance evaluation.

The Nomination and Remuneration Committee of the Board has established the performance evaluation criteria for (i) the Board as a whole (ii) Chairperson of the Board, (iii) individual Directors, and (iv) every Committee of the Board.

Auditors

M/s. B S R & Co. LLP, Chartered Accountants, Statutory Auditors of your Company, hold office until the conclusion of the forthcoming Annual General Meeting and are eligible for reappointment. The Company has received their written consent and a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013, and that the appointment, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013, and the Rules framed thereunder. The Audit Committee and the Board of Directors has recommended the appointment of M/s. B S R & Co. LLP, Chartered Accountants, as the Auditors of the Company for a period of four years, subject to ratification of the same at the Annual General Meeting.

Comments on Auditors' Report

The notes to accounts referred to in the Auditors' Report are self explanatory and do not call for any further comments. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

Transfer to Reserves

Your Company proposes to transfer Rs. 5.05 crore (10% of the Net Profit for the year) to the General Reserve. An amount of Rs. 169.71 crore is proposed to be retained in the Statement of Profit & Loss.

Dividend

The Board of Directors recommends for approval of the Shareholders at the forthcoming Annual General Meeting, payment of dividend of Rs. 24 per Equity Share for the financial year ended March 31, 2015. If the Shareholders approve the dividend at the forthcoming Annual General Meeting, the dividend shall be paid to: (i) all those Members whose names appear in the Register of Members as on August 7, 2015; and (ii) all those Members whose names appear on that date as beneficial owners as furnished by National Securities Depository Limited and Central Depository Services (India) Limited.

Transfer to Investor Education and Protection Fund

The Company sends reminder letters to all Shareholders whose dividends are unclaimed so as to ensure that they receive their rightful dues. Your Company has also uploaded on its website, www.icra.in, information regarding unpaid/unclaimed dividend amounts lying with your Company.

During 2014-15, the unclaimed dividend and Initial Public Offer application amounts which were due for transfer to the Investor Education and Protection Fund in accordance with the provisions of Section 205A(5) and 205C of the Companies Act, 1956, were transferred to the Investor Education and Protection Fund established by the Central Government: Rs. 18,800 on April 19, 2014 towards the application money received for the allotment of securities and due for refund; and Rs. 87,170 on September 12, 2014 towards amount in the unpaid dividend account of the Company for the financial year 2006-07. The said amounts had remained unclaimed for seven years, despite reminder letters having been sent to each of the Investors/Shareholders concerned.

Risk Management Policy

Your Company has formulated a risk management policy to ensure that every effort is made to manage risk appropriately so as to maximize potential opportunities and minimize the adverse effects of risk. The Board and the

Directors' Report

Audit Committee monitor and review the risk management plan.

Corporate Social Responsibility

Your Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013. The CSR Policy has been devised on the basis of the recommendations made by the CSR Committee. The CSR Policy of the Company and details about the development of CSR Policy as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014, have been annexed to this report (Annexure VI). The reasons for not spending any amount under CSR in the financial year 2014-15 is provided in the Annual Report on Corporate Social Responsibility Activities.

Particulars of Contracts or Arrangements with Related Parties

Your Company has entered into contracts or arrangements with its related parties. The related-party transactions are disclosed in the financial statements for the year ended March 31, 2015. There have been no material related-party transactions as per Section 188(1) of the Companies Act, 2013, and the required disclosure of information in Form AOC—2 as per Rule 8(2) of the Companies (Accounts) Rules, 2014, is annexed to this report (Annexure VII).

Policy on Prohibition, Prevention and Redressal of Sexual Harassment

Your Company has formulated a Policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013. The Company received one complaint dated March 10, 2015 relating to sexual harassment of a women employee. The Internal Complaint Committee (ICC) examined the same and the necessary action has been taken as recommended by the ICC.

Vigil Mechanism

Your Company has established a vigil mechanism in compliance with the provisions of Section 177 (9) of the Companies Act, 2013, and Clause 49 of the Listing Agreement. The vigil mechanism established provides adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. The Whistle Blower Policy of the Company has been uploaded on the website of the Company, www.icra.in.

Composition of the Audit of Committee

Your Company has constituted an Audit Committee, the composition of which has been provided in the Corporate Governance Report. During 2014-15, the Board accepted all the recommendations of the Audit Committee.

Secretarial Audit

The Board of Directors of the Company has appointed M/s. Y.J. Basrar & Co., Company Secretaries (PCS Registration No. 3528), as the Secretarial Auditor of the Company for the financial year 2014-15 in terms of Section 204 of the Companies Act, 2013. The Secretarial Audit Report for financial year 2014-15 has been annexed to this Report (Annexure VIII).

Acknowledgements

Your Directors acknowledge the cooperation and assistance received from various institutions, Government agencies, Shareholders and professionals from different disciplines.

Your Directors also wish to place on record their appreciation of the contribution made by the members of staff of your Company.

For and on behalf of the Board of Directors

Place : Gurgaon
Date : May 21, 2015

(Arun Duggal)
Chairman
DIN: 00024262

Annexure I

Disclosure in compliance with Section 9 of the Companies (Share Capital and Debentures) Rules, 2014 read with Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

Description	Tranche 1 (As on March 31, 2015)	Tranche 2 (As on March 31, 2014)
(a) Options Granted during the year (Tranche 1 Granted on March 24, 2007: 6,15,763) (Tranche 2 Granted on November 9, 2010: 2,72,500)	Nil	Nil
(b) Options Vested	5,44,859	2,45,753
(c) Options Exercised	5,41,910	1,91,773
(d) Total Number of Shares arising as a result of Exercise of Options	5,41,910 equity shares (face value of Rs. 10/- each)	1,91,773 equity shares (face value of Rs. 10/- each)
(e) Options Lapsed	73,853	28,371
Exercise Price	Rs. 330	Rs. 330
(f) Variation of Terms of Options	Nil	Nil
(g) Money Realised by Exercise of Options	Rs. 17,88,30,300	Rs. 6,32,85,090
(h) Total Number of Options in Force	Nil	52,356
(i) Employee-wise details of Options granted under Tranche1 and Tranche 2 (i) Key Managerial Personnel		

Name of Employee	Designation	Options granted under Tranche 1	Options granted under Tranche 2
Mr. Pranab Kumar Choudhury	Chairman & Group CEO*	50,000	12,000
Mr. Naresh Takkar	Managing Director & Group CEO	50,000	12,000
Mr. Vivek Mathur	Chief Financial Officer (w.e.f. March 2, 2015)	32,392	8,100
Mr. Vijay Wadhwa	Group CFO & Company Secretary**	13,907	8,100
Mr. S. Shakeb Rahman	Company Secretary (w.e.f. March 2, 2015)	Nil	300
* Mr. Pranab Kumar Choudhury retired as Chairman and Group CEO of the Company with effect from January 29, 2015.			
**Mr. Vijay Wadhwa resigned as the Company Secretary & Chief Financial Officer of the Company and was relieved from the services of the Company on September 29, 2014.			
(ii) any other employee who receives a grant of options in any one year of option amounting to five per cent or more of options granted during that year		None	
(iii) identified employees who were granted option, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant		None	

Annexure II

Information as per Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) **Ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year 2014-15 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary during the financial year 2014-15:**

Name of the Director/Key Managerial Personnel	Designation	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase in remuneration
Mr. Arun Duggal ¹	Independent Director	0.85:1	Not Applicable
Ms. Ranjana Agarwal ²	Independent Director	0.74:1	Not Applicable
Ms. Radhika Haribhakti ³	Independent Director	0.57:1	Not Applicable
Dr. Min Ye	Non- Executive and Non-Independent Director	0.83:1	Not Applicable
Mr. Simon Richard Hastilow	Non- Executive and Non-Independent Director	0.83:1	Not Applicable
Mr. Robert Scott Fauber ⁴	Non- Executive and Non-Independent Director	0.14:1	Not Applicable
Mr. Thomas John Keller Jr. ⁵	Non- Executive and Non-Independent Director	0.14:1	Not Applicable
Mr. Amal Ganguli ⁶	Independent Director	0.26:1	(-)68.49%
Dr. Uddesh Kohli ⁷	Independent Director	0.27:1	(-)68.22%
Prof. Deepak Nayyar ⁸	Independent Director	0.42:1	(-)50.14%
Mr. Piyush Gunwantrai Mankad ⁹	Independent Director	0.42:1	(-)50.14%
Mr. P.K. Choudhury [*]	Chairman & Group CEO	33.17:1	20.75%
Mr. Naresh Takkar ^{**}	Managing Director & Group CEO	41.00:1	48.76%
Mr. Vijay Wadhwa [#]	Group CFO & Company Secretary	Not Applicable	Not Applicable
Mr. Vivek Mathur ^{&}	Chief Financial Officer	Not Applicable	Not Applicable
Mr. S. Shakeb Rahman [§]	Company Secretary	Not Applicable	Not Applicable

¹Mr. Arun Duggal has been appointed Additional Director under the category Independent Director on the Board with effect from November 11, 2014 and elevated as Chairman with effect from January 29, 2015.

²Ms. Ranjana Agarwal has been appointed Additional Director under the category Independent Director on the Board with effect from November 11, 2014.

³Ms. Radhika Haribhakti has been appointed Additional Director under the category Independent Director on the Board with effect from December 4, 2014.

⁴Mr. Robert Scott Fauber has been appointed Additional Director under the category Non Executive, Non-Independent Director on the Board with effect from January 30, 2015.

⁵Mr. Thomas John Keller Jr. has been appointed Additional Director under the category Non-Executive, Non-Independent Director on the Board with effect from January 30, 2015.

⁶Mr. Amal Ganguli has ceased to be Director following his resignation from the Board with effect from July 25, 2014.

⁷Dr. Uddesh Kohli has ceased to be Director following his resignation from the Board with effect from July 26, 2014.

⁸Prof. Deepak Nayyar has ceased to be Director following his resignation from the Board with effect from September 30, 2014.

⁹Mr. Piyush Gunwantrai Mankad has ceased to be Director following his resignation from the Board with effect from September 30, 2014.

^{*}Mr. Pranab Kumar Choudhury retired as Chairman and Group CEO of the Company with effect from the close of business hours on January 29, 2015.

^{**}Mr. Naresh Takkar elevated from Managing Director & CEO to Managing Director & Group CEO with effect from January 30, 2015 subject to approval of the shareholders of the Company.

[#]Ceased to be an employee w.e.f. September 29, 2014.

[§]Appointed on March 2, 2015.

- (ii) The percentage increase in the median remuneration of employees for the financial year 2014-15 was 27.08%.
- (iii) The number of permanent employees on the rolls of the Company as of March 31, 2015 was 429.
- (iv) **Explanation on the relationship between average increase in remuneration and Company's performance:** The remuneration is set at such levels as to attract, motivate, and retain high-calibre, and high-potential personnel in a competitive market. The remuneration level reset annually on the basis of performance

evaluation done by the management and after comparison with the relevant peer group in the market. The average increase in remuneration was 13.36% during the year 2014-15 which was in line with the Company's performance.

- (v) **Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:** The operating revenue of the Company grew by 11.26% during FY 2014-15 over FY 2013-14 whereas the net profit was declined by 14.15% over the same period. The aggregate increase in remuneration of Key Managerial Personnel was based on the remuneration policy and it was in line with the Company's performance.
- (vi) The market capitalization of the Company was increased by 111% to Rs. 4,009.20 crore as of March 31, 2015 from Rs. 1,898.10 crore as of March 31, 2014. The Price Earnings Ratio was Rs. 77.94 as of March 31, 2015 which was an increase of 141%, as compared to March 31, 2014. The closing price of the Company's equity shares on the National Stock Exchange (NSE) and the Bombay Stock Exchange as of March 31, 2015 was Rs. 4,009.20 and Rs. 4,003.95 respectively, representing a 1115% (NSE) increase over the initial public offer price.
- (vii) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year was 13.36% whereas the increase in the managerial remuneration was 34.78%. The average increases every year is an outcome of Company's market competitiveness as against its peer group companies.
- (viii) **The key parameters for any variable component of remuneration availed by the Directors:** Variable compensation is an integral part of our Remuneration Policy. The variable components were Deferred Pay and Share of Profits. Deferred Pay consists of payments payable on a future date subject to the achievement of certain objectives and such other terms as the Committee may determine appropriate. Deferred pay is intended to incentivise longer term and sustainable improvements in Company performance. The Executive Directors may also be paid remuneration by way of certain share of profits of the Company.
- (ix) During the financial year 2014-15, no employee received remuneration in excess of the highest-paid director.
- (x) The remuneration paid during the financial year 2014-15 is as per the Remuneration Policy of the Company.

Annexure III

Corporate Governance Report

A. Company's Philosophy on Corporate Governance

Good governance encompasses conduct of the Company's business in an ethical, transparent, fair and equitable manner with due regard to the interests of the various stakeholders and exercising proper control over the Company's assets and transactions.

B. Board of Directors

(i) Board Membership Criteria

The Members of the Board of Directors of your Company are expected to possess the required expertise, skill, and experience to effectively manage and direct your Company so that it can attain its organisational goals. They are expected to be persons with vision, leadership qualities, a strategic bent of mind, proven competence and integrity.

Each Member of the Board of Directors of your Company is expected to ensure that his/her personal interest does not run in conflict with your Company's interests. Moreover, each Member is expected to use his/her professional judgement to maintain both the substance and appearance of independence and objectivity.

(ii) Composition of the Board

The Board of Directors of your Company has an optimum combination of Executive and Non-Executive Directors so as to have a balanced structure. As on March 31, 2015, the Board has eight members, one of whom is an Executive Director. Of the seven Non-Executive Directors, three are Independent Directors including two women Directors and four are Non-Executive Non-Independent Directors. The Chairman of the Board is a Non-Executive and Independent Director. The number of Non-Executive Directors is more than 50% of the total number of Directors.

None of the Independent Directors of your Company serve as an Independent Director in more than seven listed companies and where any Independent Director is serving as whole time director in any listed company, such director is not serving as Independent Director in more than three listed companies.

None of the Directors on the Board of your Company is a Member of more than 10 committees or Chairman of more than five committees (in compliance with Clause 49 of the Listing Agreement), considering all the companies in which they are Directors. One of the Independent Directors of your Company is a Director on the Board of Directors of "ICRA Techno Analytics Limited" (ICTEAS), a material non-listed Indian subsidiary company of your Company.

The composition of the Board as on March 31, 2015 and the other directorships held as on the date of this report by each of the Directors are set out below:

Name of Director ¹	Category of Director	Relationship with Other Directors	Directorship in Other Companies ²	No. of Board Committee(s) of which he/she is a Member ³	No. of Board Committee(s) of which he/she is Chairman ³
Mr. Arun Duggal ⁴ DIN: 00024262	Chairman Non-Executive Independent Director	None	8	2	1
Mr. Naresh Takkar ⁵ DIN: 00253288	Executive Director	None	5	1	1
Ms. Ranjana Agarwal ⁶ DIN: 03340032	Non-Executive Independent Director	None	3	3	1
Ms. Radhika Haribhakti ⁷ DIN: 02409519	Non-Executive Independent Director	None	6	3	None

Corporate Governance Report

Name of Director ¹	Category of Director	Relationship with Other Directors	Directorship in Other Companies ²	No. of Board Committee(s) of which he/she is a Member ³	No. of Board Committee(s) of which he/she is Chairman ³
Dr. Min Ye DIN: 06552282	Non-Executive Non-Independent Director	None	18	1	None
Mr. Simon Richard Hastilow DIN: 06573596	Non-Executive Non-Independent Director	None	None	None	1
Mr. Robert Scott Fauber ⁸ DIN: 07076817	Non-Executive Non-Independent Director	None	2	None	None
Mr. Thomas John Keller Jr. ⁹ DIN: 00194502	Non-Executive Non-Independent Director	None	1	None	None

Notes:

- Except Mr. Naresh Takkar, none of the Directors of your Company was holding any shares of your Company as on March 31, 2015.
- Including Private Companies and Foreign Companies.
- Includes memberships/Chairmanship only of the Audit Committee(s) and Stakeholders Relationship Committee(s).
- Mr. Arun Duggal has been appointed Additional Director under the category of Independent Director on ICRA's Board with effect from November 11, 2014 and also appointed as Chairman with effect from January 29, 2015.
- Mr. Naresh Takkar has been elevated as Group CEO in addition to his existing position as Managing Director & CEO of the Company with effect from January 30, 2015.
- Ms. Ranjana Agarwal has been appointed Additional Director under the category of Independent Director on ICRA's Board with effect from November 11, 2014.
- Ms. Radhika Harihbakti has been appointed Additional Director under the category of Independent Director on ICRA's Board with effect from December 4, 2014.
- Mr. Robert Scott Fauber has been appointed Additional Director under the category of Non-Independent and Non-Executive Director on ICRA's Board with effect from January 30, 2015.
- Mr. Thomas John Keller Jr. has been appointed Additional Director under the category of Non-Independent and Non-Executive Director on ICRA's Board with effect from January 30, 2015.
- Mr. Pranab Kumar Choudhury retired as Chairman and Group CEO of the Company with effect from January 29, 2015.
- Mr. Amal Ganguli has ceased to be Director following his resignation from the Board with effect from July 25, 2014.
- Dr. Uddesh Kohli has ceased to be Director following his resignation from the Board with effect from July 26, 2014.
- Prof. Deepak Nayyar has ceased to be Director following his resignation from the Board with effect from September 30, 2014.
- Mr. Piyush Gunwantrai Mankad has ceased to be Director following his resignation from the Board with effect from September 30, 2014.

Name of Director	Directorship in Other Companies
Mr. Arun Duggal	<ul style="list-style-type: none"> Adani Port and Special Economic Zone Ltd. Dish TV India Ltd. Info Edge (India) Ltd. International Asset Reconstruction Co. Pvt. Ltd. ITC Limited Jubilant Energy NV, Netherlands Sanlam Life Insurance Ltd. (South Africa) Sanlam Ltd. (South Africa)
Mr. Naresh Takkar	<ul style="list-style-type: none"> ICRA Lanka Limited ICRA Nepal Limited ICRA Online Limited ICRA Techno Analytics Limited PT. ICRA Indonesia
Ms. Ranjana Agarwal	<ul style="list-style-type: none"> KDDL Limited Indo Rama Synthetics (India) Limited Shubham Housing Development Finance Co. Pvt. Ltd.

Corporate Governance Report

Name of Director	Directorship in Other Companies
Ms. Radhika Haribhakti	<ul style="list-style-type: none"> Adani Port and Special Economic Zone Ltd. EIH Associated Hotels Limited ICRA Techno Analytics Ltd. Navin Fluorine International Limited Rain Industries Limited Vistaar Financial Services Private Limited
Dr. Min Ye	<ul style="list-style-type: none"> Asia Securities Industry and Financial Markets Association Limited China Cheng Xin International Credit Rating Co., Ltd. Korea Investors Service, Inc. Moody's (Japan) K.K. Moody's Asia Pacific Limited Moody's China (B.V.I.) Limited Moody's Company Hong Kong Limited Moody's Group Australia Pty Ltd Moody's Investment Company India Private Limited Moody's Investors Service (Beijing), Ltd. Moody's Investors Service (Korea) Inc. Moody's Investors Service Hong Kong Limited Moody's Investors Service Pty Limited Moody's Investors Service India Private Limited Moody's Investors Service Singapore Pte. Ltd. Moody's SF Japan K.K. Moody's Shared Services India Private Limited Moody's Singapore Pte Ltd
Mr. Simon Richard Hastilow	None
Mr. Robert Scott Fauber	<ul style="list-style-type: none"> Council for Economic Education Moody's Foundation
Mr. Thomas John Keller Jr.	<ul style="list-style-type: none"> China Cheng Xin International Credit Rating Company Ltd (CCXI)

(iii) Board Meetings/Annual General Meeting

During the year 2014-15, the Board of Directors of your Company met ten times: on May 14, 2014; July 7, 2014; August 13, 2014; September 22, 2014; November 11, 2014; November 12, 2014; December 4, 2014; January 29, 2015; January 30, 2015; and March 2, 2015. The agenda papers along with the explanatory notes for Board Meetings are sent in advance to the Directors. In some instances, documents are tabled at the meeting and presentations are also made by the respective executives on matters related to them at the meeting.

The previous Annual General Meeting was held on August 13, 2014. Details regarding the attendance of Directors at the Board Meetings and the Annual General Meeting held during the year 2014-15 are presented in the following table.

Director	No. of Board Meetings Held	No. of Board Meetings Attended	Whether Last Annual General Meeting Attended
Mr. Arun Duggal ¹	10	5	N.A.
Mr. Naresh Takkar	10	10	Yes
Ms. Ranjana Agarwal ²	10	5	N.A.
Ms. Radhika Haribhakti ³	10	4*	N.A.
Dr. Min Ye	10	7**	Yes
Mr. Simon Richard Hastilow	10	9**	Yes
Mr. Robert Scott Fauber ⁴	10	2**	N.A.
Mr. Thomas John Keller Jr. ⁵	10	1**	N.A.

Corporate Governance Report

Director	No. of Board Meetings Held	No. of Board Meetings Attended	Whether Last Annual General Meeting Attended
Mr. Pranab Kumar Choudhury ⁶	10	8	Yes
Dr. Uddesh Kohli ⁷	10	2	N.A.
Prof. Deepak Nayyar ⁸	10	4	Yes
Mr. Piyush Gunwantrai Mankad ⁹	10	4**	Yes
Mr. Amal Ganguli ¹⁰	10	1	N.A.

* including meetings attended through video conferencing.

** including meetings attended through audio conferencing.

¹Mr. Arun Duggal has been appointed Additional Director under the category of Independent Director on ICRA's Board with effect from November 11, 2014 and also appointed as Chairman with effect from January 29, 2015.

²Ms. Ranjana Agarwal has been appointed Additional Director on ICRA's Board with effect from November 11, 2014.

³Ms. Radhika Haribhakti has been appointed Additional Director on ICRA's Board with effect from December 4, 2014.

⁴Mr. Robert Scott Fauber has been appointed Additional Director on ICRA's Board with effect from January 30, 2015.

⁵Mr. Thomas John Keller Jr. has been appointed Additional Director on ICRA's Board with effect from January 30, 2015.

⁶Mr. Pranab Kumar Choudhury retired as Chairman and Group CEO of the Company with effect from January 29, 2015.

⁷Dr. Uddesh Kohli has ceased to be Director following his resignation from the Board with effect from July 26, 2014.

⁸Prof. Deepak Nayyar has ceased to be Director following his resignation from the Board with effect from September 30, 2014.

⁹Mr. Piyush Gunwantrai Mankad has ceased to be Director following his resignation from the Board with effect from September 30, 2014.

¹⁰Mr. Amal Ganguli has ceased to be Director following his resignation from the Board with effect from July 25, 2014.

N.A.: Not Applicable

The necessary quorum was present for all the meetings.

(iv) Membership Term and Retirement Policy

According to the Articles of Association of your Company, at every Annual General Meeting, one-third of such number of the Directors for the time being as are liable to retire by rotation, or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.

The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Director on the same day, those who are to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

(v) Code of Conduct

The Board of Directors has prescribed a Code of Conduct for all Members of the Board and the Senior Management of your Company. The Code of Conduct is available on your Company's website www.icra.in.

All the Members of the Board and the Senior Management personnel of your Company have confirmed their compliance with the Code of Conduct for the year ended March 31, 2015.

C. Board Committees

In compliance with requirements under the Companies Act, 2013, Clause 49 of the Listing Agreement and the applicable laws, the Board has constituted the following committees:

- (i) Audit Committee
- (ii) Nomination and Remuneration Committee
- (iii) Stakeholders Relationship Committee
- (iv) ESOS [Employee Stock Option Scheme] Compensation Committee
- (v) Corporate Social Responsibility Committee
- (vi) Strategy Committee
- (vii) Investment & Real Estate Committee
- (viii) Investment in Subsidiaries Committee
- (ix) Committee of the Independent Directors

Corporate Governance Report

The Chairman of the Board, in consultation with the Company Secretary and the respective chairmen/chairpersons of these committees, determines the frequency of the meetings of these committees. The recommendations of the committees are submitted to the Board for noting/approval.

(i) Audit Committee

The terms of reference of the Audit Committee include:

A. Powers of Audit Committee

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

B. Role of Audit Committee

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

Corporate Governance Report

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism and provide such assistance as may be necessary in accordance with the Whistle Blower Policy framed by the Company;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Defining the significant related party transactions;
21. Attending through the Chairman, Annual General Meeting of the Company to answer shareholders' queries;
22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

C. Review of information by Audit Committee

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Audit Committee consists of three Non-Executive Directors, of whom two are Independent Directors. The Chairperson of the committee, Ms. Ranjana Agarwal, is an Independent Director.

The Audit Committee consists of:

1. Ms. Ranjana Agarwal, Chairperson¹,
2. Ms. Radhika Haribhakti², and
3. Dr. Min Ye.

¹ Ms. Ranjana Agarwal has been appointed member of Audit Committee with effect from November 11, 2014 and elevated from member to Chairperson with effect from January 29, 2015.

² Ms. Radhika Haribhakti has been appointed member of the Audit Committee with effect from January 29, 2015.

Mr. Amal Ganguli has ceased to be a Chairman of the Audit Committee following his resignation from the Board with effect from July 25, 2014. Dr. Uddesh Kohli has ceased to be a member of the Audit Committee following his resignation from the Board with effect from July 26, 2014. Prof. Deepak Nayyar and Mr. Piyush Gunwantrao Mankad have ceased to be member of the Audit Committee following their resignation from the Board with effect from September 30, 2014. Mr. Simon Richard Hastilow has ceased to be a member of the Audit Committee following reconstitution of the Audit Committee with effect from November 11, 2014 and Mr. Arun Duggal was appointed Chairman of the Audit Committee with effect from November 11, 2014 and ceased to be a Chairman of the Audit Committee following his elevation to the Chairmanship of the Company with effect from January 29, 2015.

The Company Secretary of your Company is the secretary to the Audit Committee.

The Statutory and Internal Auditors of the Company are invitees to the Audit Committee.

The Audit Committee met eight times during the year 2014-15: on May 14, 2014; July 7, 2014; September 22, 2014; November 12, 2014; December 4, 2014; January 29, 2015; January 30, 2015 and March 2, 2015. The following table presents the details of attendance at the Audit Committee meetings held during the year 2014-15.

Corporate Governance Report

Director	No. of Meetings Held	No. of Meetings Attended
Ms. Ranjana Agarwal, Chairperson ¹	8	5
Ms. Radhika Haribhakti ²	8	2*
Dr. Min Ye	8	5**
Mr. Arun Duggal ³	8	3
Mr. Simon Richard Hastilow ⁴	8	2**
Mr. Amal Ganguli ⁵	8	1
Dr. Uddesh Kohli ⁶	8	2
Prof. Deepak Nayyar ⁷	8	3
Mr. Piyush Gunwantrai Mankad ⁸	8	3**

* including meetings attended through video conferencing.

**including meetings attended through audio conferencing.

¹Ms. Ranjana Agarwal has been appointed member of Audit Committee with effect from November 11, 2014 and elevated from member to Chairperson of the Audit Committee with effect from January 29, 2015.

²Ms. Radhika Haribhakti has been appointed member of the Audit Committee with effect from January 29, 2015.

³Mr. Arun Duggal has appointed as a Chairman of Audit Committee with effect from November 11, 2014 and ceased to be a Chairman of the Audit Committee following his appointment as Chairman of the Company with effect from January 29, 2015.

⁴Mr. Simon Richard Hastilow has ceased to be a member of the Audit Committee following reconstitution of the Audit Committee with effect from November 11, 2014.

⁵Mr. Amal Ganguli has ceased to be a member of the Audit Committee following his resignation from the Board with effect from July 25, 2014.

⁶Dr. Uddesh Kohli has ceased to be a member of the Audit Committee following his resignation from the Board with effect from July 26, 2014.

⁷Prof. Deepak Nayyar has ceased to be a member of the Audit Committee following his resignation from the Board with effect from September 30, 2014.

⁸Mr. Piyush Gunwantrai Mankad has ceased to be a member of the Audit Committee following his resignation from the Board with effect from September 30, 2014.

(ii) Nomination and Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee include:

- (i) Identify persons who are qualified to become Directors and who can be appointed in Senior Management and recommend to the Board their appointment and removal;
- (ii) Recommend to Board, policy relating to remuneration for the Directors, Key Managerial Personnel and other employees ensuring that:
 - (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;
- (iii) Formulation of criteria for evaluation of Independent Directors and the Board;
- (iv) Evaluate performance of every Director on the Board;
- (v) Devising a policy on Board diversity;
- (vi) Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- (vii) Attending through the Chairman, Annual General Meeting of the Company to answer shareholders' queries;

The Nomination and Remuneration Committee consists of three Non-Executive Directors, of whom two are Independent Directors. The Chairperson of the Committee, Ms. Radhika Haribhakti is an Independent Director.

The Committee consists of:

1. Ms. Radhika Haribhakti, Chairperson¹
2. Ms. Ranjana Agarwal² and
3. Mr. Simon Richard Hastilow³

¹ Ms. Radhika Haribhakti has been appointed Chairperson of Nomination and Remuneration Committee with effect from January 29, 2015.

² Ms. Ranjana Agarwal has been appointed member of the Nomination and Remuneration Committee with effect from November 11, 2014.

³ Mr. Simon Richard Hastilow has been appointed member of the Nomination and Remuneration Committee following reconstitution of the Nomination and Remuneration Committee with effect from November 11, 2014.

Corporate Governance Report

Prof. Deepak Nayyar has ceased to be a Chairman of the Nomination and Remuneration Committee following his resignation from the Board with effect from September 30, 2014. Dr. Uddesh Kohli has ceased to be a member of the Nomination and Remuneration Committee following his resignation from the Board with effect July 26, 2014. Mr. Amal Ganguli has ceased to be a member of the Nomination and Remuneration Committee following his resignation from the Board with effect from July 25, 2014. Dr. Min Ye has ceased to be a member of the Nomination and Remuneration Committee following reconstitution of the Nomination and Remuneration Committee with effect from November 11, 2014. Mr. Arun Duggal ceased to be a member of the Nomination and Remuneration Committee following his elevation to the Chairman of the Company w.e.f. January 29, 2015.

The Nomination and Remuneration Committee met six times during the year 2014-15: on May 14, 2014; September 22, 2014; November 11, 2014; December 4, 2014; January 30, 2015 and March 2, 2015. The following table presents the details of attendance at the Nomination and Remuneration Committee meetings held during the year 2014-15.

Director	No. of Meetings Held	No. of Meetings Attended
Ms. Radhika Haribhakti, Chairperson ¹	6	2*
Ms. Ranjana Agarwal ²	6	4
Mr. Simon Richard Hastilow ³	6	4**
Mr. Arun Duggal ⁴	6	2
Dr. Min Ye ⁵	6	1**
Prof. Deepak Nayyar ⁶	6	2
Dr. Uddesh Kohli ⁷	6	1
Mr. Amal Ganguli ⁸	6	1
Mr. Piyush Gunwantrai Mankad ⁹	6	1

* One through video conferencing.

**One through audio conferencing.

¹Ms. Radhika Haribhakti has been appointed member of Nomination and Remuneration Committee with effect from December 4, 2014 and elevated from member to Chairman of the Nomination and Remuneration Committee with effect from January 29, 2015.

²Ms. Ranjana Agarwal has been appointed member of the Nomination and Remuneration Committee with effect from November 11, 2014.

³Mr. Simon Richard Hastilow, has been appointed member of the Nomination and Remuneration Committee following reconstitution of the Nomination and Remuneration Committee with effect from November 11, 2014.

⁴Mr. Arun Duggal has appointed as a member of the Nomination and Remuneration Committee and ceased to be a member following his appointment as Chairman of the Company with effect from January 29, 2015.

⁵Dr. Min Ye has ceased to be a member of the Nomination and Remuneration Committee following reconstitution of the Board with effect from November 11, 2014.

⁶Prof. Deepak Nayyar, has ceased to be a member of the Nomination and Remuneration Committee following his resignation from the Board with effect from September 30, 2014.

⁷Dr. Uddesh Kohli, has ceased to be a member of the Nomination and Remuneration Committee following his resignation from the Board with effect from July 26, 2014.

⁸Mr. Amal Ganguli, has ceased to be a member of the Nomination and Remuneration Committee following his resignation from the Board with effect from July 25, 2014.

⁹Mr. Piyush Gunwantrai Mankand, has ceased to be a member of the Nomination and Remuneration Committee following his resignation from the Board with effect from September 30, 2014.

The Company Secretary of your Company is the Secretary to the Committee.

Remuneration Policy

The Board of Directors of your Company based on the recommendation of the Nomination and Remuneration Committee has devised a Remuneration Policy. The Policy is designed to attract, motivate, improve productivity and retain valuable talent, by creating a congenial work environment, encouraging initiatives, personal growth and team work and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. This Policy shall act as a guideline for determining, *inter alia*, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

Corporate Governance Report

Executive Directors

During the year 2014-15, your Company paid remuneration to its Executive Directors within the limits envisaged under the applicable provisions of the Companies Act, 2013. The remuneration paid to the Executive Directors was approved by the Board and the Nomination and Remuneration Committee within the limits approved by the Shareholders. The Nomination and Remuneration Committee determines your Company's policy on specific remuneration packages for the Executive Directors.

The remuneration structure for the Executive Directors of the Company may contain one or more of the following components having regard to the guiding principles provided in the Remuneration Policy of the Company, excerpts of which are as under:

The guiding principle is that the remuneration and other terms of employment shall be competitive in order to ensure that the Company can attract, motivate and retain valuable talent. Accordingly, while determining the remuneration policy and arrangements for Executive Directors, Key Managerial Personnel and other employees, the Company shall:

- benchmark the compensation package it offers to employees against those that the industry and competition offer;
- ensure that the compensation package is so structured as to be stable while also providing incentives for continuous improvement in performance;
- ensure that the compensation package achieves a balance between fixed and variable pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.
 - (a) **Fixed Pay:** This will consist of Basic Salary, and, if appropriate, other components such as, House Rent Allowance, Conveyance Allowance and City Compensatory Allowance, and other perquisites;
 - (b) **Deferred Pay:** This will consist of payments payable on a future date subject to the achievement of certain objectives and such other terms as the Committee may determine appropriate. Deferred pay is intended to incentivise longer term and sustainable improvements in Company performance;
 - (c) **Share of Profit:** The Executive Directors may also be paid remuneration by way of certain share of net profits; and
 - (d) **Stock Options:** These will be granted by the ESOS Compensation Committee under the Employees Stock Option Scheme;
 - (e) **Any other form of monetary or non-monetary remuneration,** as may be recommended by the Committee from time to time.

Remuneration Paid/Payable to Executive Directors for the year ended March 31, 2015

Amounts in Rupees)

Name	Mr. Pranab Kumar Choudhury	Mr. Naresh Takkar
Designation	*Erstwhile Chairman & Group CEO	Managing Director & Group CEO
Salary	5,166,452	6,189,677
Allowances	5,629,944	16,411,451
Perquisites	807,022	607,579
Commission	7,415,000	7,415,000
Provident Fund Contribution	1,069,254	802,761
Gratuity	2,000,000	@
Compensated absence	3,744,000	5,00,000
Total Remuneration [#]	25,831,672	31,926,468
Appointment Valid Till	NA	June 30, 2016
Notice Period	NA	3 months
No. of Stock Options Granted During the Year	Nil	Nil

*Mr. Pranab Kumar Choudhury retired as Chairman and Group CEO of the Company with effect from the close of business hours on January 29, 2015.

**Mr. Naresh Takkar elevated from Managing Director & CEO to Managing Director & Group CEO with effect from

Corporate Governance Report

January 30, 2015 subject to approval of the shareholders of the Company.

©As the liabilities for gratuity and leave encashment are provided on an actuarial basis for the Company as a whole, the amounts pertaining to that is not included above.

Non-Executive Directors

Remuneration for Independent Directors

Remuneration payable to Independent Directors on the Board are as follows:

- Board Sitting Fees: Rs. 60,000 per meeting
- Committee Sitting Fees: Rs. 30,000 per meeting of a Board Committee of which s/he is a member

The Board in its meeting held on December 4, 2014 revised the sitting fee payable to Independent Directors for attending Board meeting from Rs. 20,000 to Rs. 60,000 and for attending Board Committees meeting from Rs. 20,000 to Rs. 30,000.

The Non-Executive Directors are also paid remuneration by way of Commission.

The above payments shall be in accordance with the approval accorded by the Shareholders at their meetings held on July 29, 2008 and on August 3, 2012, of an aggregate amount not exceeding 1% of the net profits of the Company, for each financial year or part thereof computed in the manner specified under Section 198 (1) of the Companies Act, 2013. This approval was initially granted by the Shareholders for a period of five financial years with effect from 2007-08 and subsequently reaffirmed for another five financial years with effect from 2012-13 by the Shareholders at their meeting held on August 3, 2012; the approval is valid up to the financial year 2016-17.

Save as set out above, Independent Directors shall not be entitled to any other form of remuneration from the Company.

Remuneration for Non-Executive, Non-Independent Directors (Including Nominee Directors)

The Non-Executive, Non-Independent Directors will be paid remuneration by way of sitting fee of Rs. 20,000 for each meeting attended of the Board or of a Board committee. Subject to the approval of the Board of Directors, the Non-Executive, Non Independent Directors may also be paid remuneration by way of certain share of net profit, as recommended by the Committee and as approved by the Board of Directors within the limit specified by the members and computed in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Sitting Fees Paid to Non-Executive Directors including Independent and Non-Independent Directors during the year 2014-15

(Amounts in Rupees)

S. No.	Name of the Director	Sitting Fee Paid
1.	Mr. Arun Duggal ¹	360,000
2.	Ms. Ranjana Agarwal ²	540,000
3.	Ms. Radhika Haribhakti ³	350,000
4.	Dr. Min Ye	280,000
5.	Mr. Simon Richard Hastilow	300,000
6.	Mr. Robert Scott Fauber ⁴	20,000
7.	Mr. Thomas John Keller Jr. ⁵	-
8.	Mr. Amal Ganguli ⁶	80,000
9.	Dr. Uddesh Kohli ⁷	180,000
10.	Prof. Deepak Nayyar ⁸	280,000
11.	Mr. Piyush Gunwantrai Mankad ⁹	260,000

¹Mr. Arun Duggal has been appointed Additional Director under the category Independent Director on the Board with effect from November 11, 2014 and elevated as Chairman with effect from January 29, 2015.

²Ms. Ranjana Agarwal has been appointed Additional Director under the category Independent Director on the Board with effect from November 11, 2014.

³Ms. Radhika Haribhakti has been appointed Additional Director under the category Independent Director on the Board with effect from December 4, 2014.

⁴Mr. Robert Scott Fauber has been appointed Additional Director under the category Non Executive, Non-Independent Director on the Board with effect from January 30, 2015.

⁵Mr. Thomas John Keller Jr. has been appointed Additional Director under the category Non-Executive, Non-Independent Director on the Board with effect from January 30, 2015.

Corporate Governance Report

⁶Mr. Amal Ganguli has ceased to be Director following his resignation from the Board with effect from July 25, 2014.

⁷Dr. Uddesh Kohli has ceased to be Director following his resignation from the Board with effect from July 26, 2014.

⁸Prof. Deepak Nayyar has ceased to be Director following his resignation from the Board with effect from September 30, 2014.

⁹Mr. Piyush Gunwantrai Mankad has ceased to be Director following his resignation from the Board with effect from September 30, 2014.

Commission Payable to Non-Executive Directors including Independent Directors for the year 2014-15 (Amounts in Rupees)

S. No.	Name of the Director	Commission
1.	Mr. Arun Duggal	665,069
2.	Ms. Ranjana Agarwal	579,452
3.	Ms. Radhika Haribhakti	446,576
4.	Dr. Min Ye	650,000
5.	Mr. Simon Richard Hastilow	650,000
6.	Mr. Robert Scott Fauber	108,630
7.	Mr. Thomas John Keller Jr.	108,630
8.	Mr. Amal Ganguli	204,795
9.	Dr. Uddesh Kohli	206,575
10.	Prof. Deepak Nayyar	324,110
11.	Mr. Piyush Gunwantrai Mankad	324,110

Except for your Company's Executive Directors, who are entitled to statutory benefits upon cessation of their employment with your Company, no other Director is entitled to any benefit upon cessation of his/her association with your Company.

(iii) Stakeholders Relationship Committee

The Committee consists of:

1. Mr. Simon Richard Hastilow, Chairman¹
2. Ms. Ranjana Agarwal² and
3. Mr. Naresh Takkar.

¹Mr. Simon Richard Hastilow has been appointed Chairman of the Stakeholders Relationship Committee with effect from November 11, 2014.

²Ms. Ranjana Agarwal has been appointed member of the Stakeholders Relationship Committee with effect from November 11, 2014.

Dr. Uddesh Kohli has ceased to be a Chairman of the Stakeholders Relationship Committee following his resignation from the Board with effect from July 26, 2014, while Mr. Pranab Kumar Choudhury has ceased to be a member of the Stakeholders Relationship Committee following the reconstitution of the Committee with effect from November 11, 2014.

The Company Secretary of your Company is the Compliance Officer.

During the year 2014-15, a meeting of the Committee was held on January 29, 2015.

The following table presents the details of attendance at the Committee meeting held during the year 2014-15.

Director	No. of Meetings Held	No. of Meetings Attended
Mr. Simon Richard Hastilow	1	1
Ms. Ranjana Agarwal	1	1
Mr. Naresh Takkar	1	1
Dr. Uddesh Kohli	1	NA
Mr. Pranab Kumar Choudhury	1	NA

NA: Not Applicable

The Stakeholders Relationship Committee shall consider and redress the grievances of the security holders of the Company on matters such as transfer of shares, non-receipt of balance sheet, non-receipt of share certificates and

Corporate Governance Report

non-receipt of Annual Reports, non-receipt of declared dividends, and ensures expeditious transfer of shares, issue of balance sheet, issue of duplicate share certificates and sub-division/transmission of shares.

Your Company received 22 complaints from Shareholders/Investors during the financial year 2014-15 all of which were redressed to the satisfaction of the Shareholders/Investors. There was one complaint which was received from the Investor pertaining to reissuance of duplicate warrant against the stale warrant towards the shares tendered under the Open Offer and the same was forwarded to the Registrar of the Acquirer under Open Offer and the same was resolved.

The details of the complaints received and resolved during the financial year 2014-15 are as follows:

S. No.	Complaint relating to	Pending as on April 1, 2014	Received during the year	Resolved during the year	Pending as on March 31, 2015
1.	Transfer/Transmission/Split/Duplicate Share Certificates	Nil	Nil	Nil	Nil
2.	Non-receipt of Dividend	Nil	14	14	Nil
3.	Dematerialisation/Rematerialisation of Shares	Nil	Nil	Nil	Nil
4.	Complaint received from:				
	(a) Securities and Exchange Board of India/SCORES	Nil	2	2	Nil
	(b) Stock Exchanges:	Nil	Nil	Nil	Nil
	(i) BSE Limited (BSE)				
	(ii) National Stock Exchange of India Limited (NSE)	Nil	Nil	Nil	Nil
	(c) Registrar of Companies (ROC)	Nil	1	1	Nil
5.	Legal	Nil	Nil	Nil	Nil
6.	Non-receipt of Refund Order	Nil	Nil	Nil	Nil
7.	Non-receipt of Electronic Credits	Nil	Nil	Nil	Nil
8.	Non-receipt of Annual Report	Nil	5	5	Nil
	Total	Nil	22	22	Nil

The Securities and Exchange Board of India (SEBI) has commenced processing of investor complaints in a centralised web-based complaints redress system named "SCORES". The salient features of this system are as follows:

- Centralised database of all complaints,
- Online movement of complaints to the listed companies concerned
- Online upload of Action Taken Reports (ATRs) by the companies concerned and
- Online viewing by investors of actions taken on the complaint and its current status.

All complaints pertaining to companies are to be electronically sent through SCORES at www.scores.gov.in. The companies are required to view the complaints pending against them and submit ATRs along with supporting documents electronically in SCORES. Failure on the part of the company concerned to update the ATR in SCORES will be treated as non-redressal of investor complaints by the company.

Your Company has registered itself on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit since the receipt of the complaint. During the year 2014-15, the Company has received two complaints through SCORES.

(iv) ESOS Compensation Committee

The terms of reference of the ESOS Compensation Committee include:

- To formulate detailed terms and conditions of the Employees Stock Option Scheme in terms of the SEBI (Share Based Employee Benefits) Regulations, 2014 and other applicable laws;
- To determine the eligibility of an Employee for participation under the Employees Stock Option Scheme and to grant Options based on, inter alia, the following criteria:
 - Performance of the Employee in contributing to business results, organizational strength and market position of the Company;

Corporate Governance Report

- (b) Employee's potential and criticality to the role(s) assigned;
- (c) Level in the Company/Subsidiary;
- (d) Any other criteria that may be determined by the ESOS Compensation Committee from time to time.
- iii. To determine the quantum of option to be granted under an ESOS per employee and in aggregate;
- iv. To determine the number of Shares to be covered by each such Option granted hereunder;
- v. To approve forms of Employees Stock Option Agreement for use under the Employees Stock Option Scheme;
- vi. To establish and administer terms, conditions, performance criteria, restrictions, limitations, exercise period, forfeiture or Vesting or Exercise schedule and other provisions of or relating to any Option including conditions for lapse of Options and to specify and determine such additional terms, conditions and restrictions, not inconsistent with the terms of the Employees Stock Option Scheme and/or any Options as may be deemed necessary or appropriate to ensure compliance with the Applicable Laws;
- vii. To grant waiver of and variations in the terms, conditions, restrictions and limitations under Employees Stock Option Scheme and amend or adjust the terms and conditions of outstanding Option, correct any errors, supply any omissions or reconcile any inconsistencies in Employees Stock Option Scheme, Employees Stock Option Agreement or any other instrument relating to Options;
- viii. To formulate the conditions under which option vested in employees may lapse in case of termination of employment for misconduct;
- ix. To construe and interpret any ambiguous provisions/terms of the Employees Stock Option Scheme, Employees Stock Option Agreement and any other instrument relating to Options and decide all questions relating thereto.
- x. To appoint such agents as it shall deem appropriate for the proper administration of Employees Stock Option Scheme;
- xi. To frame suitable policies and systems to ensure that there is no violation of applicable laws including Securities and Exchange Board of India (Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995, by any employee; and
- xii. To make any other determination and to take any other action that it or the Board may deem necessary or desirable for the administration of the Employees Stock Option Scheme including the actions required under the regulations framed by SEBI and other applicable laws.

The ESOS Compensation Committee of the Board of Directors of your Company is headed by an Independent Director. The committee consists of:

1. Ms. Radhika Haribhakti, Chairperson¹
2. Ms. Ranjana Agarwal² and
3. Mr. Simon Richard Hastilow³

¹ Ms. Radhika Haribhakti has been appointed Chairperson of ESOS Compensation Committee with effect from January 29, 2015.

² Ms. Ranjana Agarwal has been appointed member of the ESOS Compensation Committee with effect from November 11, 2014.

Mr. Piyush Gunwantrai Mankad has ceased to be a member of the ESOS Compensation Committee following his resignation from the Board with effect from September 30, 2014. Mr. Amal Ganguli has ceased to be a member of the ESOS Compensation Committee following his resignation from the Board with effect from July 25, 2014. Dr. Uddesh Kohli has ceased to be a member of the ESOS Compensation Committee following his resignation from the Board with effect from July 26, 2014. Mr. Arun Duggal has ceased to be a Chairman following his elevation to the Chairman of the Company with effect from January 29, 2015.

During 2014-15, no meeting of the ESOS Compensation Committee was held.

The Company Secretary of your Company is the Secretary to the ESOS Compensation Committee.

(v) Strategy Committee

The Strategy Committee is headed by a Non-Executive, Non-Independent Director. This committee considers issues related to competitive strategies, business plans, product development, brand enhancement and visibility,

Corporate Governance Report

and major challenges in the areas of business, human resource, investors' relationship, etc. The committee consists of:

1. Mr. Robert Scott Fauber, Chairman¹
2. Dr. Min Ye
3. Mr. Simon Richard Hastilow and
4. Mr. Naresh Takkar.

¹Mr. Robert Scott Fauber has been appointed member and Chairman of the Strategy Committee with effect from January 30, 2015.

Prof. Deepak Nayyar has ceased to be a Chairman of the Strategy Committee following his resignation from the Board with effect from September 30, 2014. Dr. Uddesh Kohli has ceased to be a member of the Strategy Committee following his resignation from the Board with effect from July 26, 2014. Mr. Pranab Kumar Choudhury has ceased to be a member of the Strategy Committee following reconstitution of the Committee with effect from November 11, 2014.

The Company Secretary of your Company is the Secretary to the Strategy Committee.

During the year 2014-15, two meetings of the Strategy Committee was held on April 11, 2014 and April 12, 2014.

The following table presents the details of attendance at the Strategy Committee meeting held during the year 2014-15.

Director	No. of Meetings Held	No. of Meetings Attended
Mr. Robert Scott Fauber, Chairman ¹	2	NA
Dr. Min Ye	2	2
Mr. Simon Richard Hastilow	2	2
Mr. Naresh Takkar	2	2
Prof. Deepak Nayyar ²	2	2
Dr. Uddesh Kohli ³	2	2
Mr. Pranab Kumar Choudhury ⁴	2	2

¹ Mr. Robert Scott Fauber has been appointed member and Chairman of the Strategy Committee with effect from January 30, 2015.

²Prof. Deepak Nayyar, has ceased to be a Chairman of the Strategy Committee following his resignation from the Board with effect from September 30, 2014.

³Dr. Uddesh Kohli, has ceased to be a member of the Strategy Committee following his resignation from the Board with effect from July 26, 2014.

⁴Mr. Pranab Kumar Choudhury, has ceased to be a member of the Strategy Committee following the reconstitution of the Committee with effect from November 11, 2014.

(vi) Corporate Social Responsibility Committee

Your Company has constituted the Corporate Social Responsibility Committee ("CSR Committee") in order to comply with the requirement under Section 135 (1) of the Companies Act, 2013. The CSR Committee is headed by an Independent Director. The Composition of the Committee is as under:

The CSR Committee consists of:

1. Ms. Ranjana Agarwal, Chairperson¹,
2. Dr. Min Ye² and
3. Mr. Naresh Takkar.

¹Ms. Ranjana Agarwal has been appointed a Chairperson of the CSR Committee with effect from November 11, 2014.

²Dr. Min Ye has been appointed member of the CSR Committee following reconstitution of the CSR Committee with effect from November 11, 2014.

The Company Secretary of your Company is the Secretary to the CSR Committee.

The terms of reference of the CSR Committee include:

- (a) Formulation and recommendation to the Board, a Corporate Social Responsibility Policy in accordance with the provisions of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- (b) Recommendation of the amount of expenditure to be incurred on the activities referred to in clause (a); and
- (c) Monitoring of the Corporate Social Responsibility Policy of the Company and performance of various CSR projects, programmes or activities undertaken by the Company from time to time.

Corporate Governance Report

During the year 2014-15, two meetings of the CSR Committee were held, on July 21, 2014 and January 29, 2015.

Director	No. of Meetings Held	No. of Meetings Attended
Ms. Ranjana Agarwal, Chairperson ¹	2	1
Dr. Min Ye ²	2	1
Mr. Naresh Takkar	2	1
Mr. Piyush Gunwantrai Mankad ³	2	1
Prof. Deepak Nayyar ⁴	2	1
Dr. Uddesh Kohli ⁵	2	1

¹Ms. Ranjana Agarwal has been appointed a Chairperson of the CSR Committee with effect from November 11, 2014.

²Dr. Min Ye has been appointed member of the CSR Committee following reconstitution of the CSR Committee with effect from November 11, 2014.

³Mr. Piyush Gunwantrai Mankad has ceased to be a member of the CSR Committee following his resignation from the Board with effect from September 30, 2014.

⁴Prof. Deepak Nayyar, has ceased to be a member of the CSR Committee following his resignation from the Board with effect from September 30, 2014.

⁵Dr. Uddesh Kohli, has ceased to be a member of the CSR Committee following his resignation from the Board with effect from July 26, 2014.

(vii) Investment & Real Estate Committee

The Board of Directors of your Company formed the Investment & Real Estate Committee. The Committee consists of:

1. Ms. Ranjana Agarwal - Chairperson
2. Mr. Simon Richard Hastilow and
3. Mr. Naresh Takkar

Terms of reference of the Investment & Real Estate Committee include:

- (a) Looking after the activities relating to investments in the subsidiaries of the Company besides consideration of the proposals relating to acquisitions.
- (b) Examining the suitability of the premises (viz. Land, building, commercial, residential) and to approve the purchase/construction of the same for the Company and/or its subsidiaries, if found to be suitable subject to due diligence regarding valuation, legal issues and construction qualities to be carried out by the professional valuers, lawyers and engineers. This Committee is authorized to approve transactions between Rs. 250 million and Rs. 500 million per transaction.

During the year 2014-15, no meeting of the Investment & Real Estate Committee was held.

The Company Secretary of your Company is the Secretary of the Investment & Real Estate Committee.

(viii) Investment in Subsidiaries Committee

The Board of Directors of your Company formed the Investment in Subsidiaries Committee. The Committee consists of:

1. Dr. Min Ye - Chairman
2. Mr. Simon Richard Hastilow and
3. Mr. Naresh Takkar

Investment in Subsidiaries Committee shall consider the investment to be made in the Subsidiaries or Joint Ventures incorporated/to be incorporated.

During the year 2014-15, one meeting of the Investment in Subsidiaries Committee was held, on November 12, 2014.

The following table presents the details of attendance at the meeting of the Investment in Subsidiaries Committee held during the year 2014-15.

Director	No. of Meetings Held	No. of Meetings Attended
Dr. Min Ye	1	1
Mr. Simon Richard Hastilow	1	1
Mr. Naresh Takkar	1	1

The Company Secretary of your Company is the Secretary of the Investment in Subsidiaries Committee.

Corporate Governance Report

(ix) Committee of Independent Directors to provide reasoned recommendations on the Conditional Open Offer

The Board of Directors of your Company formed the Committee of Independent Directors of the Company on February 25, 2014 in terms of the requirements of Regulation 26(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SATS) Regulations, 2011"). The Committee of Independent Directors was constituted to provide reasoned recommendations under Regulation 26(7) of the SEBI (SAST) Regulations, 2011 to the shareholders of your Company on the Conditional Open Offer made by Moody's Singapore Pte Ltd along with Moody's Investment Company India Private Limited and Moody's Corporation.

During the year 2014-15, two meetings of the Committee of Independent Directors were held, on April 7, 2014 and May 28, 2014. Necessary quorum was present for both the meetings.

The following table presents the details of attendance at the meeting of the Committee of Independent Directors held during the year 2014-15.

Director	No. of Meetings Held	No. of Meetings Attended
Prof. Deepak Nayyar, Chairman ¹	2	2
Dr. Uddesh Kohli ²	2	1
Mr. Piyush Ganwantrai Mankad ³	2	2*
Mr. Amal Ganguli ⁴	2	1

* including meeting attended through audio conferencing

¹Prof. Deepak Nayyar, has ceased to be a Chairman of the Committee of Independent Directors following his resignation from the Board with effect from September 30, 2014.

²Dr. Uddesh Kohli, has ceased to be a member of the Committee of Independent Directors following his resignation from the Board with effect from July 26, 2014.

³Mr. Piyush Gunwantrai Mankad, has ceased to be a member of the Committee of Independent Directors following his resignation from the Board with effect from September 30, 2014.

⁴Mr. Amal Ganguli, has ceased to be a member of the Committee of Independent Directors following his resignation from the Board with effect from July 25, 2014.

The Company Secretary of your Company is the Secretary to the Committee of Independent Directors.

D. Subsidiary Companies Monitoring Framework

All subsidiary companies of your Company are Board-managed, with their respective Boards of Directors having the rights and obligations to manage the companies concerned in the best interest of their stakeholders. The Company monitors the performance of its subsidiary companies using, *inter alia*, the following means:

- Financial Statements, in particular the investments made by the unlisted subsidiary companies, are reviewed quarterly by the Audit Committee of the Company.
- Minutes of all the Board meetings of the unlisted subsidiary companies are placed regularly before the Board of Directors at the Board Meetings of the Company.
- A statement containing all the significant transactions and arrangements entered into by the unlisted subsidiary companies is placed regularly before the Board of Directors at the Board Meetings of the Company.

Among all the subsidiaries, ICRA Techno Analytics Limited is a material non-listed Indian subsidiary company of your Company, as defined under Clause 49 V of the Listing Agreement.

E. General Body Meeting

Select details of the last three **Annual General Meetings** of your Company are presented in the following table.

Nature of Meeting	Date and Time	Venue
Twenty-First Annual General Meeting	August 3, 2012 at 15:00 hours	Air Force Auditorium, Subroto Park; New Delhi 110 010
Twenty-Second Annual General Meeting	August 2, 2013 at 15:00 hours	Air Force Auditorium, Subroto Park; New Delhi 110 010
Twenty-Third Annual General Meeting	August 13, 2014 at 15:00 hours	Air Force Auditorium, Subroto Park; New Delhi 110 010

Corporate Governance Report

The following Special Resolutions were passed by the Members during the last three Annual General Meetings:

Twenty-First Annual General Meeting held on August 3, 2012

- To reappoint M/s. Vipin Aggarwal & Associates, Chartered Accountants, as Auditors of your Company for the year 2012-13.
- To approve payment of remuneration to Non-Executive Directors of the Company by way of Commission for a period of five financial years with effect from 2012-13.

Twenty-Second Annual General Meeting held on August 2, 2013

- To reappoint M/s. Vipin Aggarwal & Associates, Chartered Accountants, as Auditors of your Company for the year 2013-14.

Twenty-Third Annual General Meeting held on August 13, 2014

No Special Resolution was proposed and passed.

Postal Ballot

During 2014-15, no Resolution was passed through Postal Ballot as required under Section 110 of the Companies Act, 2013, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011. None of the businesses proposed to be transacted at the ensuing Annual General Meeting requires passing a Special Resolution through Postal Ballot.

F. Disclosures

(i) Related-Party Transactions

There have been no materially significant related-party transactions, pecuniary transactions or relationships between your Company and the Directors, the Management, subsidiary companies or related parties that may have a potential conflict with the interest of the Company. Other related-party transactions are disclosed in the financial statements for the year ended March 31, 2015. As required under clause 49(VIII) of the Listing Agreement, the Company has formulated a policy on dealing with Related Party Transactions which has been uploaded on the website of the Company at <http://www.icra.in/Files/Content/ICRA-PolicyonRelatedPartyTransactions>.

(ii) Details of Non-Compliance

There has been no instance of non-compliance of any legal requirements. Further, no strictures have been imposed by any Stock Exchange or SEBI or any statutory authority on any matter related to the capital markets during the last three years.

(iii) Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement, your Company has adopted a Whistle Blower Policy and has established the necessary mechanism for employees to report to the management, concerns about unethical behaviour or actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The said mechanism also provides for adequate safeguards against victimisation of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. Further, no Member of Staff has been denied access to the Audit Committee. The said Whistle-Blower Policy has been uploaded on the website of the Company at <http://www.icra.in/Files/Content/ICRA-WhistleBlowerPolicy.pdf>.

(iv) Policy for determining 'material' subsidiaries

As required under clause 49(V) of the revised Listing Agreement, the Company has formulated a Policy for determining 'material' subsidiaries which has been put up on the website of the Company at <http://www.icra.in/Files/Content.pdf>.

(v) Adoption of Mandatory and Non-Mandatory Requirements

Your Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement. The Company has also complied with the following non-mandatory requirements:

- Audit qualifications: Your Company's financial statements are unqualified
- Separate posts of Chairman and CEO: The Company has appointed separate persons to the post of Chairman and the Managing Director /CEO
- Reporting of Internal Auditor: The Internal Auditors of the Company directly report to the Audit Committee

Corporate Governance Report

(vi) Management Discussion and Analysis Report

The Management Discussion and Analysis Report is annexed and forms a part of the Directors' Report.

(vii) Separate meeting of Independent Directors

As per Clause 49(II)(B)(6) of the Listing Agreement a separate meeting of the Independent Directors was held on December 26, 2014 without the attendance of Non-Independent Directors and members of management. All the Independent Directors attended the said meeting.

(viii) Familiarisation program for Independent Directors

As per Clause 49(II)(B)(7) of the Listing Agreement your Company has conducted the familiarisation program for Independent Directors appointed during the financial year. In the familiarisation programme, the Managing Director & CEO of the Company and the concerned CEOs of Group ICRA entities apprised the Independent Directors of the Company on the overview of each Group Company's business model, the nature of the industry in which they operate and each of their operating segments, business environments, performance trends, operating/competitive issues and plans. The details of the familiarisation program has been disclosed on the website of the Company at <http://www.icra.in/Files/Content/FamiliarisationProgramme.pdf>.

(ix) Policy on Board Diversity

The Board of Directors of your Company based on the recommendations of the Nomination and Remuneration Committee of your Company has devised a policy on Board Diversity to provide for having a broad experience and diversity on the Board.

(x) Performance Evaluation

The Board of Directors of your Company based on the recommendations of the Nomination and Remuneration Committee of your Company has laid down the criteria for performance evaluation of Independent Directors and other directors, Board of Directors and Committees of the Board of Directors. The criteria for performance evaluation covers the areas relevant to their functioning as independent directors or other directors, member of Board or Committees of the Board.

G. Means of Communication

1. Your Company's corporate website www.icra.in has an "Investors" section, which provides comprehensive information to Shareholders. The annual reports and other related information are available there.
2. The quarterly and annual financial results of the Company are published in English and Hindi daily newspapers, viz. *The Financial Express* and *Jansatta*, in addition to some other newspapers. The results are also available on your Company's website www.icra.in.
3. The Annual Report of the Company for the financial year 2014-15 has been emailed to the Members whose email IDs are available with the depositories or have been obtained directly from the Members, in accordance with the Circulars on the subject "Green Initiative" of the Ministry of Corporate Affairs, Government of India, dated April 21, 2011 and April 29, 2011. For other Members, that is, those who have not registered their email IDs or those who opted for physical copies of the Annual Report, the Annual Report has been sent at their registered address. If any Member requests a hard copy of the Annual Report, the Company, on receiving such request, will send the same free of cost to the Member concerned. The Annual Report is also available on the Company's website www.icra.in.
4. The shareholding pattern, updated every quarter, is displayed on the Company's website www.icra.in.
5. The press releases issued by the Company are also displayed on the website www.icra.in.
6. Your Company sends reminders for unpaid dividend to such Shareholders who, according to the records with the Company, have not claimed the same.

H. Auditors' Certificate on Corporate Governance

The Auditors' certificate with respect to compliance with Clause 49 of the Listing Agreement relating to Corporate Governance has been annexed to the Directors' Report and will be sent to the Stock Exchanges at the time of filing of the Annual Report.

Corporate Governance Report

I. CEO/CFO Certification

As required under Clause 49 of the Listing Agreement, the CEO/CFO certificate has been annexed to the Directors' Report.

J. Reconciliation of Share Capital Audit

As stipulated by SEBI, a Reconciliation of Share Capital Audit is carried out by an independent practising Company Secretary on a quarterly basis to confirm reconciliation of the issued and listed capital, shares held in dematerialised and physical mode, and the status of the Register of Members.

K. General Shareholders' Information

1.	Annual General Meeting	
	Date	August 13, 2015
	Time	11:00 hours
	Venue	Air Force Auditorium, Subroto Park; New Delhi 110 010
2.	Financial Year	Financial Year is April 1 to March 31
	Quarterly results will be declared as per the following tentative schedule:	
	• Financial reporting for the quarter ending June 30, 2015	First fortnight of August 2015
	• Financial reporting for the half year ending September 30, 2015	First fortnight of November 2015
	• Financial reporting for the quarter ending December 31, 2015	First fortnight of February 2016
	• Financial reporting for the year ending March 31, 2016	Second fortnight of May 2016
3.	Dates of Book Closure	August 8, 2015 to August 12, 2015 (both days inclusive)
4.	Proposed Dividend	The Board of Directors has recommended a dividend of Rs. 24 per equity share of the face value of Rs. 10 each for the financial year ended March 31, 2015
5.	Dividend Payment Date	Dividend on equity shares for the year ended March 31, 2015, as recommended by the Directors and approved by the Shareholders at the Annual General Meeting, will be paid/despached on August 20, 2015
6.	Listing on Stock Exchanges	The shares of your Company are listed on: <ul style="list-style-type: none"> • BSE Limited P.J. Towers, Dalal Street, Mumbai 400 001 • National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400 051 Your Company has paid the annual listing fee for the financial year 2015-16 to both the Exchanges
7.	Stock Code	BSE Limited: 532835 National Stock Exchange of India Limited: ICRA ISIN: INE725G01011 CIN: L74999DL1991PLC042749
8.	Registrar and Share Transfer Agent	M/s. Link Intime India Private Limited 44 Community Centre, 2 nd Floor, Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi—110028 Tel: +91 11 4141 0592 Fax: +91 11 4141 0591 Email Id: delhi@linkintime.co.in

Corporate Governance Report

9.	Share Transfer System	The Board of Directors has delegated the power of share transfer to the Registrar and Share Transfer Agent, Link Intime India Private Limited (address mentioned above). A summary report on the transfer/transmission of shares of the Company is placed at every meeting of the Board of Directors. Every half year, the Company obtains from a practising Company Secretary a certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with the Stock Exchanges, and files a copy of the certificate with the Stock Exchanges.
10.	Compliance Officer	Mr. S. Shakeb Rahman Company Secretary & Compliance Officer ICRA Limited Building No. 8, 2 nd Floor, Tower A DLF Cyber City, Phase-II Gurgaon 122 002, Haryana Tel: +91 124 4545300 Fax: +91 124 4050424 Email: investors@icraindia.com
11.	Dematerialisation of Shares and Liquidity	99.99% shares of your Company are held in the electronic mode
12.	National Electronic Clearing Service (NECS)	Pursuant to Section 123(5) of the Companies Act, 2013, and the SEBI's Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 regarding usage of electronic payment modes for making payments to the investors, your Company has provided electronic payment mode. In order to enable us use the electronic payment mode, <u>Members are requested to update their bank account and latest address details with their respective Depository Participants</u> (for shares held in the electronic form) or <u>submit duly completed NECS mandate forms</u> (available on the Company's website) along with a photocopy of their cheques to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited (for shares held in the physical form). Our Registrar and Share Transfer Agent will take due note of the same for payment of dividend. Your Company provides NECS for payment of Dividend. Through NECS, Members can receive their dividend electronically by way of direct credit to their bank accounts. This obviates problems like loss/fraudulent interception of dividend warrants during postal transit while also expediting payment. It is strongly recommended that Members opt for NECS, if not done already. Members may please note that NECS details are downloaded from the Depositories (for shares held in the electronic form) and from the Company's Registrar and Share Transfer Agent (for shares held in the physical form) and used for payment of dividend.
13.	Green Initiative	Pursuant to Section 20 of the Companies Act, 2013, read with Rule 35 of the Companies (Incorporation) Rules, 2014, companies are allowed to send to their Members notices/documents in the electronic form. To enable the Company send its Annual Report, Notice of AGM, and other documents for the financial year ended March 31, 2015 electronically, Members are requested to update (in case of change)/register their email IDs with their Depository Participants/ the Registrar and Share Transfer Agent at the earliest. Your Company will continue to send the said documents in the physical form to such Members whose email IDs it does not have and to those who request delivery of the said documents in the physical form.
14.	Investor Complaints to be addressed to	Registrar and Share Transfer Agent, or to Mr. S. Shakeb Rahman, Compliance Officer, at the relevant address, as mentioned earlier.

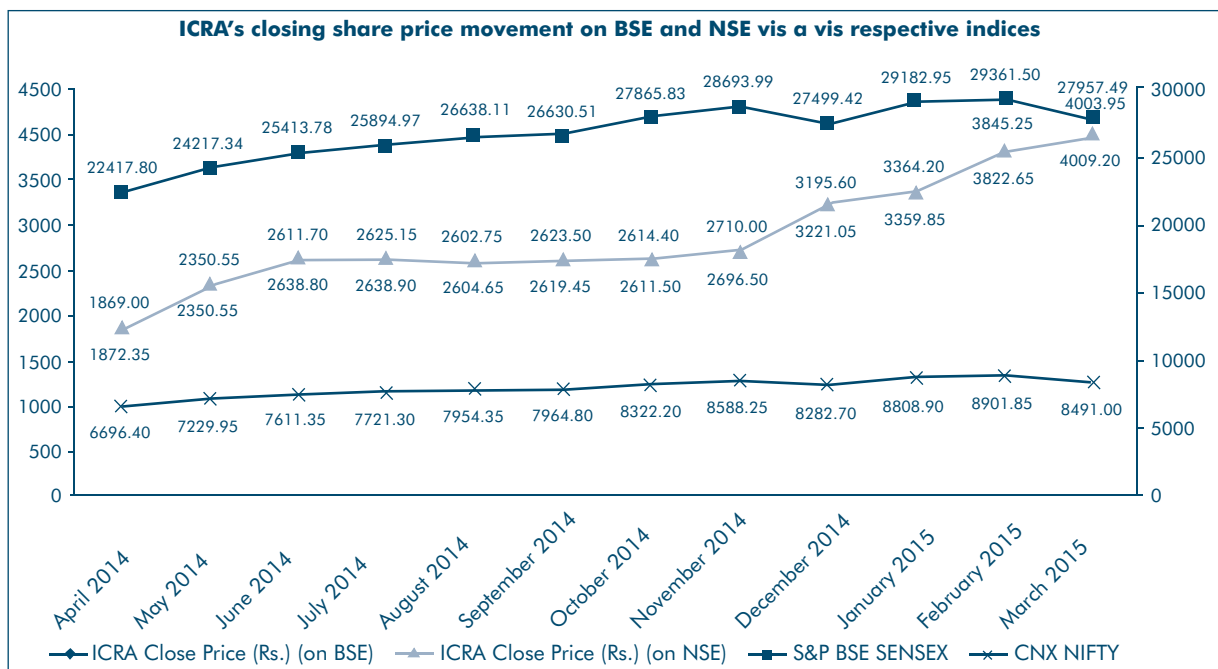
Corporate Governance Report

15. Market Price Data for the year 2014-15

The high and low market price and the volume of ICRA's shares traded on the BSE and the National Stock Exchange (NSE) during the period from April 1, 2014 to March 31, 2015 are presented in the following table.

Month	BSE			NSE			Total Volume on BSE and NSE
	Share Price (Rs.)		Volume	Share Price (Rs.)		Volume	
	High	Low		High	Low		
April 2014	1,923.00	1,863.00	37,986	1,980.00	1,860.00	32,909	70,895
May 2014	2,400.00	1,801.65	74,512	2,400.35	1,510.90	373,903	448,415
June 2014	2,779.40	2,300.00	184,942	2,780.00	2,260.00	436,508	621,450
July 2014	3,199.25	2,594.00	33,474	3,194.70	2,593.00	276,417	309,891
August 2014	2,678.90	2,560.00	3,418	2,875.00	2,530.65	106,045	109,463
September 2014	2,865.00	2,550.00	10,872	2,869.95	2,543.70	121,929	132,801
October 2014	2,665.00	2,525.00	14,572	2,679.00	2,511.70	19,946	34,518
November 2014	2,803.45	2,501.55	8,440	2,899.95	2,550.05	49,820	58,260
December 2014	3,400.05	2,530.00	10,128	3,450.05	2,636.45	90,256	100,384
January 2015	3,512.15	3,124.00	10,421	3,520.00	3,097.95	60,227	70,648
February 2015	3,900.00	3,290.00	16,733	3,918.60	3,015.00	67,687	84,420
March 2015	4,116.70	3,750.05	14,789	4,122.00	3,780.00	45,518	60,307

16. Performance in Comparison with Broad-based Indices

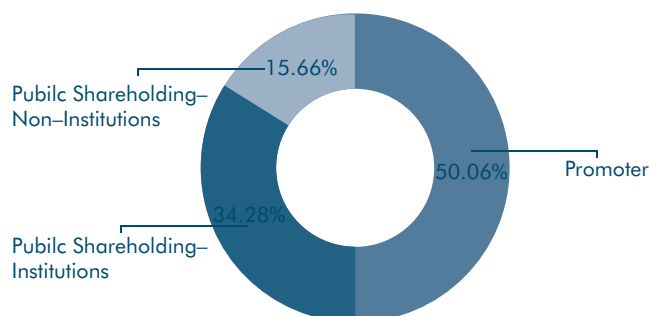


Corporate Governance Report

17. Distribution of Shareholding as on March 31, 2015

No. of Equity Shares	No. of Shareholders	%	No. of Shares			Total	%
			Physical	National Securities Depository Limited	Central Depository Services (India) Limited		
Up to 500	14,590	98.08%	388	325,269	88,730	414,387	4.14%
501 - 1000	119	0.80%	1,000	78,268	10,503	89,771	0.90%
1001 - 2000	62	0.42%	-	80,387	7,509	87,896	0.88%
2001 - 3000	25	0.17%	-	60,010	2,610	62,620	0.63%
3001 - 4000	11	0.07%	-	35,465	4,000	39,465	0.39%
4001 - 5000	6	0.04%	-	27,382	-	27,382	0.27%
5001 - 10000	24	0.16%	-	162,504	13,580	176,084	1.76%
10001 & Above	38	0.26%	-	8,201,441	900,954	9,102,395	91.02%
Total	14,875	100.00%	1,388	8,970,726	1,027,886	10,000,000	100.00%

18. Shareholding Pattern as on March 31, 2015



Statement Showing Shareholding Pattern

Name of the Company : ICRA LIMITED

Scrip Code: BSE - 532835; NSE - ICRAEQ

Partly paid-up shares	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the Company
Held by promoter/ promoter group	NIL	NIL	NIL
Held by public	NIL	NIL	NIL
Total	NIL	NIL	NIL
Outstanding convertible securities	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no of shares of the Company, assuming full conversion of the convertible securities
Held by promoter/ promoter group	NIL	NIL	NIL
Held by public	NIL	NIL	NIL
Total	NIL	NIL	NIL

Corporate Governance Report

Warrants	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the Company assuming full conversion of warrants
Held by promoter/ promoter group	NIL	NIL	NIL
Held by public	NIL	NIL	NIL
Total	NIL	NIL	NIL
Total paid-up capital of the Company, assuming full conversion of warrants and convertible securities	10000000	NIL	NIL

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) ¹	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
(A)	Promoter and Promoter Group²							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	0	0	0	0.00	0.00	0	0.00
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	1	2,850,900	2,850,900	28.51	28.51	0	0.00
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
	Sub-Total(A)(1)	1	2,850,900	2,850,900	28.51	28.51	0	0.00
2	Foreign							
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	1	2,154,722	2,154,722	21.55	21.55	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
	Sub-Total(A)(2)	1	2,154,722	2,154,722	21.55	21.55	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	2	5,005,622	5,005,622	50.06	50.06	0	0.00

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) ¹	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
(B)	Public shareholding³							
1	Institutions							
(a)	Mutual Funds/ UTI	13	854,238	854,238	8.54	8.54	NA	NA
(b)	Financial Institutions / Banks	9	1,203,927	1,203,927	12.04	12.04	NA	NA
(c)	Central Government/ State Government(s)	0	0	0	0.00	0.00	NA	NA
(d)	Venture Capital Funds	0	0	0	0.00	0.00	NA	NA

Corporate Governance Report

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) ¹	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
(e)	Insurance Companies	1	522,999	522,999	5.23	5.23	NA	NA
(f)	Foreign Institutional Investors	11	847,348	847,348	8.47	8.47	NA	NA
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	NA	NA
(h)	Any Other (specify)				0.00	0.00	NA	NA
(h-i)	Qualified Foreign Investor-Individuals	0	0	0	0.00	0.00	NA	NA
(h-ii)	Qualified Foreign Investor-Corporate	0	0	0	0.00	0.00	NA	NA
	Sub-Total (B)(1)	34	3,428,512	3,428,512	34.28	34.28	NA	NA
(B) 2	Non-institutions							
(a)	Bodies Corporate	261	224,532	224,532	2.25	2.25	NA	NA
(b)	Individuals							
	i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	14,267	667,311	665,923	6.67	6.67	NA	NA
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	5	120,304	120,304	1.20	1.20	NA	NA
(c)	Any Other (Specify)							
(c-i)	Clearing Members	51	2,951	2,951	0.03	0.03	NA	NA
(c-ii)	Non-Resident Indians (Repat)	143	30,573	30,573	0.31	0.31	NA	NA
(c-iii)	Non-Resident Indians (Non Repat)	96	25,529	25,529	0.26	0.26	NA	NA
(c-iv)	Trusts	5	175,340	175,340	1.75	1.75	NA	NA
(c-v)	Directors/Relatives	1	34,000	34,000	0.34	0.34	NA	NA
(c-vi)	Qualified Foreign Investor-Individuals	0	0	0	0.00	0.00	NA	NA
(c-vii)	Qualified Foreign Investor-Corporate	0	0	0	0.00	0.00	NA	NA
(c-viii)	Foreign Portfolio Investor (Ind.)	0	0	0	0.00	0.00	NA	NA
(c-ix)	Foreign Portfolio Investor (Corp.)	10	285,326	285,326	2.85	2.85	NA	NA
	Sub-Total (B)(2)	14,839	1,565,866	1,564,478	15.66	15.66	NA	NA
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	14,873	4,994,378	4,992,990	49.94	49.94	NA	NA
	TOTAL (A)+(B)	14,875	10,000,000	9,998,612	100.00	100.00	0.00	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	NA	0.00	NA	NA
(i)	Promoter and Promoter Group	0	0	0	0.00	0.00	0.00	0.00
(ii)	Public	0	0	0	0.00	0.00	0.00	0.00
	TOTAL (C) =C1+C2	0	0	0	0	NA	0.00	NA
	GRAND TOTAL (A)+(B)+(C)	14,875	10,000,000	9,998,612	100.00	100.00	0.00	0.00

¹ For determining public shareholding for the purpose of Clause 40A of the Listing Agreement.

² For definitions of "Promoter" and "Promoter Group", refer to Clause 40A of the Listing Agreement.

³ For definition of "Public Shareholding", refer to Clause 40A of the Listing Agreement.

NA - Not Applicable

Corporate Governance Report

19. Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group" as on March 31, 2015

Sr. No.	Name of the Shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares held	As a % of grand total (A) + (B) + (C)	No.	As a percentage	As a % of grand total (A) + (B) + (C) of sub-clause (I)(a) (VII)	Number of warrants held (VIII)	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI) = (V) / (III)*100	(VII)	(IX)	(X)	(XI)	(XII)	
1.	Moody's Investment Company India Private Limited	2,850,900	28.51	0	0	0	0	0	0	0	0
2.	Moody's Singapore Pte Ltd	2,154,722	21.55	0	0	0	0	0	0	0	0
	TOTAL	5,005,622	50.06	0	0	0	0	0	0	0	0

(*) The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011.

20. Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares as on March 31, 2015

Sr. No.	Name of the Shareholder	Number of shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t. total number of convertible securities of the same class	
1.	Life Insurance Corporation of India	668,741	6.69	0	0	0	0	
2.	Birla Sun Life Trustee Company Private Limited A/C Birla Sun Life MNC Fund	622,916	6.23	0	0	0	0	
3.	General Insurance Corporation of India	522,999	5.23	0	0	0	0	
4.	Punjab National Bank	434,745	4.35	0	0	0	0	
5.	Smallcap World Fund, Inc	300,000	3.0	0	0	0	0	
6.	Ashok Pte Ltd	295,952	2.96	0	0	0	0	
7.	ICRA Employees Welfare Trust	172,317	1.72	0	0	0	0	
8.	Mondrian Emerging Markets Small Cap Equity Fund, L.P.	144,257	1.44	0	0	0	0	
9.	PPFAS Long Term Value Fund	112,186	1.12	0	0	0	0	
	TOTAL	3,274,113	32.74	0	0	0	0	

Corporate Governance Report

21. Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the Company as on March 31, 2015

Sr. No.	Name(s) of the Shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t. total number of convertible securities of the same class	
1.	Life Insurance Corporation of India	668,741	6.69	0	0	0	0	
2.	Birla Sun Life Trustee Company Private Limited A/C Birla Sun Life MNC Fund	622,916	6.23	0	0	0	0	
3.	General Insurance Corporation of India	522,999	5.23	0	0	0	0	
	TOTAL	1,814,656	18.15					

On behalf of the Board of Directors

Place: Gurgaon
Date: May 21, 2015

(Arun Duggal)
Chairman
DIN: 00024262

Auditors' Certificate on Corporate Governance

To the Members of ICRA Limited

We have examined the compliance with conditions of Corporate Governance by ICRA Limited ("the Company") for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with all the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **BSR & Co LLP**
Chartered Accountants
Firm registration No.:101248W/W-100022

Pravin Tulsyan
Partner
Membership Number: 108044

Place: Gurgaon
Date: May 21, 2015

Certificate by Chief Executive Officer and Chief Financial Officer

(Pursuant to Clause No. 49(IX) of the Listing Agreement)

We, Naresh Takkar, Managing Director & Group CEO, and Vivek Mathur, Chief Financial Officer, of ICRA Limited, certify that:-

- (a) We have reviewed financial statements and the cash flow statement for the year ending March 31, 2015 and that to the best of our knowledge and belief:-
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee that:
 - (i) there were no significant changes in internal control over financial reporting during the year;
 - (ii) there were no changes in the accounting policies during the year; and
 - (iii) there were no instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Gurgaon
Date: May 21, 2015

(Naresh Takkar)
Managing Director & Group CEO
DIN: 00253288

(Vivek Mathur)
Chief Financial Officer

Declaration Regarding Compliance by Board Members and Senior Management Personnel with Company's Code of Conduct

(Pursuant to Clause No. 49(IIE) of the Listing Agreement)

The Board of Directors of ICRA Limited adopted Code of Conduct to be followed by all Members of the Board and Senior Management Personnel of the Company respectively in compliance with the Clause 49 of the Listing Agreement with the Stock Exchanges where the shares of the Company are listed.

As provided under Clause No. 49(IIE) of the Listing Agreement with the Stock Exchanges all Board Members and Senior Management Personnel have affirmed the compliance with the code of conduct for the year 2014-15.

Place: Gurgaon
Date : May 21, 2015

(Naresh Takkar)
Managing Director & Group CEO
DIN: 00253288

Annexure IV

Management Discussion and Analysis Report

(Annexure to the Directors' Report)

A. Industry Structure and Developments

The macroeconomic situation improved in 2014-15 after having remained subdued for two consecutive fiscal years. The wholesale and retail inflation rates moderated significantly during the year under review while the current account and fiscal deficits narrowed, all the parameters benefiting considerably from the global trend of softening commodity prices. Economic growth recorded a mild uptick in spite of the drag created by weak rural demand and exports. Exchange rate volatility reduced substantially in 2014-15 as compared with 2013-14. A cause for concern, though, is that despite several policy measures, investment activity is yet to show a meaningful revival even as demand conditions remain subdued across sectors. These factors led to growth in bank credit remaining subdued in 2014-15.

While growth in the bank loan ratings business remained sluggish during the year under review, ratings in both the corporate and financial sectors benefited from increasing issuance of debt by corporate entities, banks and non-banking finance companies (NBFCs). Debt issuances by the corporate sector were driven mainly by some softening of interest rates and increasing disintermediation, while financial sector issuances got a boost from infrastructure bonds and Basel III compliant instruments issued by banks. In the small and medium enterprises (SMEs) segment however, business suffered following a cutback in the subsidy available from the National Small Scale Industries Corporation (NSIC) for the rating of SMEs. As for securitisation, while the overall market volumes dipped for the second year in a row in 2014-15, estimation of credit loss on bilateral assignment of loan pools, as a business activity, continued to show good growth.

Looking ahead, building on a relatively benign macroeconomic environment and the expected cyclical recovery, economic growth is expected to improve to 7.6-7.8% in 2015-16 from 7.3% (estimated) last year. This, combined with the trend of increasing disintermediation being seen would have a positive impact on the ratings business. However, the increasing tilt of bank loan ratings towards smaller ticket issuances would have a moderating impact on the growth in this segment.

(An overview of the market for rating services, including discussions on the various segments that comprise this market, is presented in the section titled "Review of Operations" in the Directors' Report.)

B. Opportunities and Threats

Opportunities

Opportunities in the ratings business are a function of the interplay of several factors and developments, some of which arise from the initiatives taken by a rating agency and its strengths, while the others emanate from the environment that it operates in. Some of the environmental, or external, factors that ICRA sees as offering opportunities for growth of its business are pick-up in the economy, leading to increase in overall resource mobilisation; expansion of bank credit; and continued implementation of Basel II norms. In the longer run, opportunities are expected to arise from governmental initiative in developing the domestic debt market, and greater market penetration by players such as insurance companies and pension funds.

ICRA is well placed to exploit the opportunities arising from each of the factors stated, given its competitive strengths and strategic initiatives. We believe that our competitive strengths primarily include the rich database and research support for our products and services; our proven ability to make product and service innovations; the demonstrated track record of our ratings; our experienced and strong management team and pool of high-quality employee talent; and our close association with the Moody's Group, besides our technical services agreement with Moody's Investors Service.

These strengths apart, ICRA continues to undertake several initiatives that it believes will enable the Company take advantage of the opportunities forthcoming. Instances of such initiatives include our efforts to: expand our business by using our brand name, core competencies and strategic relationship with the Moody's Group; expand our service offerings; and attract, train and retain employees.

Threats

The threats confronting our business have their foundation in such risks and concerns as are discussed in Section E of this report.

Management Discussion and Analysis Report (Annexure to the Directors' Report)

C. Segment-wise or Product-wise Performance

The Company's business activity falls within a single primary business segment and a geographical segment as per the applicable Accounting Standard. Details on the performance of the Company's operating activities are presented in the section titled "Review of Operations" in the Directors' Report.

D. Outlook

The long-term outlook for the ratings business remains positive, given the large funding requirements and the gradual uptick in bond issuances both by highly rated corporates as well as financial sector entities. With the banking system facing serious challenges on the capital adequacy front, the increase in bond issuances by banks is expected to continue. Also, given the trend of softening interest rates and the need to diversify funding sources, more corporates are expected to increasingly access the bond markets. Your Company continues to take initiatives to retain its competitive edge and is confident of meeting the challenges posed inevitably by changing business requirements.

E. Risks and Concerns

(1) Business Risk

As our Company is engaged primarily in the business of providing rating and grading services, any economic slowdown in India may impact the volume of bank credit or debt securities issued in the domestic capital markets, and hence, have an adverse impact on our business and revenues.

Our services are dependent on the condition of the financial markets in India. Any increase in interest rates and credit spreads, volatility in the corporate bonds market or the interest rate environment, foreign exchange fluctuations, defaults by significant issuers/borrowers, and other market and economic factors, both domestic and global, may negatively impact the issuance of credit-sensitive products and other financial services. A sustained period of volatility or weakness or downturn in the financial markets domestically or internationally could have a materially adverse effect on our business and financial results.

Specifically, because of investors' preference, the domestic debt market is skewed towards higher-category credit-ratings. This may continue to constrain the volume of issuance in the Indian debt market. Further, continued reliance on bank credit by domestic borrowers would negatively impact issuance in the domestic debt market. Currently, accessing overseas debt markets by certain Indian borrowers/issuers is regulated, and any change in the prevailing regulatory regime liberalising access to overseas markets for the raising of debt funds may adversely impact issuance of debt instruments in the domestic market. The bank loan rating business, on the other hand, would get impacted if there is any change in rating related regulation.

Further, our market share or profitability may be affected by competition, which is getting increasingly intense. In the event that our competitors come up with newer products and services, better anticipate customer requirements using more sophisticated technology, and offer innovative solutions to our clients or offer more competitive prices, we may not be able to maintain our market share, which may adversely affect our results of operations and financial condition.

Additionally, our business is largely dependent on the recognition of our brand and our reputation. In this regard, prominent investment-grade defaults or failure to appropriately assess the creditworthiness of instruments rated by us could negatively affect our brand recognition and reputation. This in turn may adversely affect our business, operations, and financial condition.

Risk mitigation

- To mitigate business risks arising from changes in economic and market conditions and in regulations that influence the volume of debt issuance, the Company constantly monitors developments on these fronts and adjusts its business strategies accordingly.
- The Company evaluates itself periodically against its peers to mitigate competition-related risks. To prevent brand dilution, the Company remains focused on maintaining the robustness of its ratings and gradings while at the same time promoting brand ICRA through seminars, publication of research reports, conferences and awards.
- The Company keeps a close watch on key regulatory developments in order to anticipate changes and their potential impact on its business.
- The Company, both unilaterally and through its participation in industry forums, responds to consultation papers and discussions initiated by the regulators, government and other policymakers on any key regulatory changes that have an impact on its business.

Management Discussion and Analysis Report

(Annexure to the Directors' Report)

(2) Liquidity Risk/Financial Risk

The extent of liquidity/financial risk is influenced by various factors such as maturity of liabilities and degree of reliance on secured sources of funding.

Risk mitigation

- The Company has remained debt-free ever since it was incorporated, and has always sought to finance all its expansion and diversification plans with internal accruals.
- A sound liquidity position makes it possible for the Company to discharge all its payables within the stipulated time.

(3) Investment Risk

The Company has made, and intends to continue making, investments in bonds, debentures, mutual funds, and other marketable securities, the returns on which would be impacted by changes in interest rates and volatility in the financial markets. Besides, the Company has made investments in subsidiaries, the return from which depend on their individual performance.

Risk mitigation

- The Company has set up an investment committee, which periodically reviews the performance of its investment portfolio. Besides, an investment advisor has been appointed to suggest investment strategies within the limits of the prudential norms advised by the Board of Directors.
- The Company makes provision for diminution in the carrying value of investments if the diminution in the fair market value of any long-term investment is considered permanent, and regularly evaluates changes in the financial markets.

(4) Legal and Statutory Risk

The Company complies with all the applicable laws, rules and regulations, and makes business decisions on the basis of comprehensive advice provided both by its own officials and by acknowledged external specialists. Legal risks arise because of changes in corporate laws, SEBI credit rating regulations, accounting standards, tax laws, and/or any other applicable rules and regulations as may be amended from time to time.

Risk mitigation

- The Company has put in place a comprehensive compliance framework to manage compliance-related issues. Detailed checklists are available with the Company Secretary and other compliance officers to ensure compliance with the legal requirements applicable.
- The Company Secretary and other compliance officers of the Company endeavour to keep themselves abreast of all amendments in the various laws applicable.
- The Company also makes provisions in the balance sheet when required and regularly evaluates the adequacy of such provisions for legal risks relating to past events.
- The Board of Directors is informed periodically about compliance with the various laws and rules in force.
- A secretarial audit is conducted by a practising company secretary every quarter to ensure compliance with the relevant provisions of the corporate laws and the listing agreement with the exchanges.
- The Company obtains legal advisory services and seeks legal advice wherever necessary to avoid any non-compliance with the applicable laws, rules and regulations.

(5) Operational Risk/Technology Related Risk

The Company has to rely on clients/third parties for the adequacy and accuracy of information (relating to such clients), which may not always be independently verifiable. While we do have a systematic feedback method using which we gather this information, even so, we have to depend largely on clients and third party sources to obtain information relating to them. We may also rely on representations as to the accuracy and adequacy of the information obtained. Inadequacy or inaccuracy of information may expose us to the risk of assigning an inappropriate rating or grading. This may in turn affect our business, reputation and operations.

With the complexity of our business increasing, sound information system controls are needed, and we have established these in our organisation. The risks involved here are of systems failures, loss of data, and other internal organisational risks.

Management Discussion and Analysis Report (Annexure to the Directors' Report)

Risk mitigation

- To mitigate such risks and thereby the losses arising from business disruptions because of electrical or telecommunications failure, the Company has established appropriate backup facilities.
- The security policies and effective functioning of all major systems are monitored regularly by the Systems Analyst, in coordination with the information technology coordination team.

(6) Policy Risk

Material changes in the regulations that govern us or our businesses could affect the results of our operations. Most of the revenues of the Company come from rating services, which are influenced by regulatory requirements. In the event that there are changes in the regulatory requirements of compulsory rating for certain instruments or for certain investors to invest in rated instruments, or there are such changes in regulations that negatively impact the level of issuance of debt instruments in the domestic market, there may be a decrease in the demand for rating. This in turn may affect our business, revenues and financial condition.

(7) Political Risk

Political instability could adversely affect general economic conditions in India, which in turn could impact our financial results and prospects, as could adverse changes in specific laws and policies pertaining to banking and finance companies, foreign investment and other matters affecting investment in securities. Additionally, any adverse change in the economic liberalisation policies—a major factor encouraging private participation in infrastructure—could have a significant impact on infrastructure development, business and economic conditions in India, and this in turn may affect our financial results and prospects.

(8) Attrition Risk

Our performance and success depend largely on our ability to nurture and retain the continued service of our management team and skilled personnel. We also face a continuing challenge to recruit and retain a sufficient number of suitably skilled persons, particularly as we continue to grow. There is significant competition for management and other skilled persons in the financial services industry. Further, our competitors and other financial services entities may offer better compensation and incentives. If we are unable to attract talented persons, experience high attrition or are unable to motivate our existing employees, our business and operations may be affected.

Risk mitigation

- We are committed to providing the best possible work environment and facilities to employees at all levels. To attract, motivate and retain our valuable talent we have also implemented an Employee Stock Option Scheme in which eligible employees of our Company and our subsidiaries can participate.
- We continually benchmark the compensation package we offer against those that the industry and competition offer. Our compensation package is so structured as to be stable while also providing incentives for continuous improvement in performance.

F. Internal Control Systems and their Adequacy

The Management is responsible for establishing and maintaining controls and procedures for the Company following review by the Audit Committee and the Board of Directors. Accordingly, the Management has designed such controls and procedures, or caused such controls and procedures to be designed under its supervision, as to ensure that material information relating to the Company, including its subsidiaries, is made known to the Management by others within those entities; and designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under its supervision, as to provide reasonable assurance regarding the reliability of the financial statements. The financial statements of the Company are prepared and presented under the historical cost convention on a going concern basis on an accrual basis of accounting and in accordance with the provisions of the Companies Act, 2013, and accounting principles generally accepted in India. Further, the financial statements comply with the accounting standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, to the extent applicable.

G. Discussion on Financial Performance with respect to Operational Performance

The key features of the Company's financial performance for the year ended March 31, 2015 are presented in the accompanying financial statements, which have been prepared in accordance with the provisions of the Companies Act, 2013, and accounting principles generally accepted in India, and comply with the accounting standards specified under

Management Discussion and Analysis Report (Annexure to the Directors' Report)

Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, to the extent applicable. ICRA's Management accepts responsibility for the integrity and objectivity of these financial statements.

(1) Results of Operation

The Financial Performance of the Company is summarised as under:

(a) Incomes

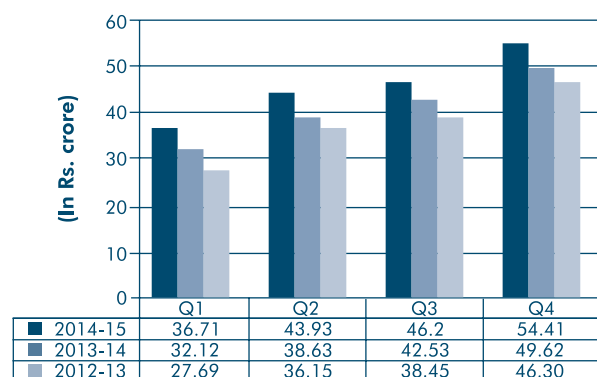
(in Rs. crore)

Particulars	For the Year ended on 31.03.2014	For the Year ended on 31.03.2015	Growth (%)
Revenue from operations	162.12	180.18	11%
Other operating income	0.78	1.07	37%
Other income	17.29	24.92	44%
Total Income	180.19	206.17	14%

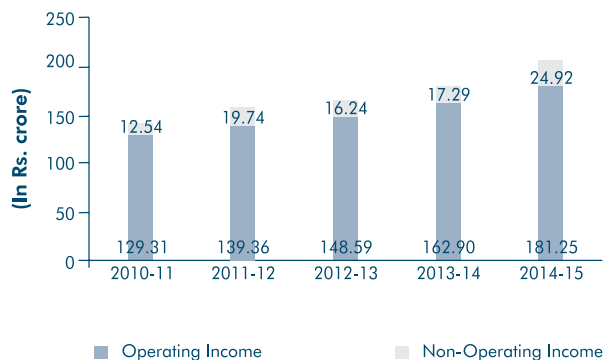
In terms of business segments, the growth in operating revenue was mainly led by debt, bank loan, and other ratings during 2014-15. Bank loan ratings accounted for 42% of the overall rating revenues for 2014-15. Other than rating of debt issuances and bank loans of existing issuers, the Company was able to add new issuers and borrowers to its list of rating clients during the year under review.

Trend in Financial Performance

Quarter-on-Quarter Operating Income

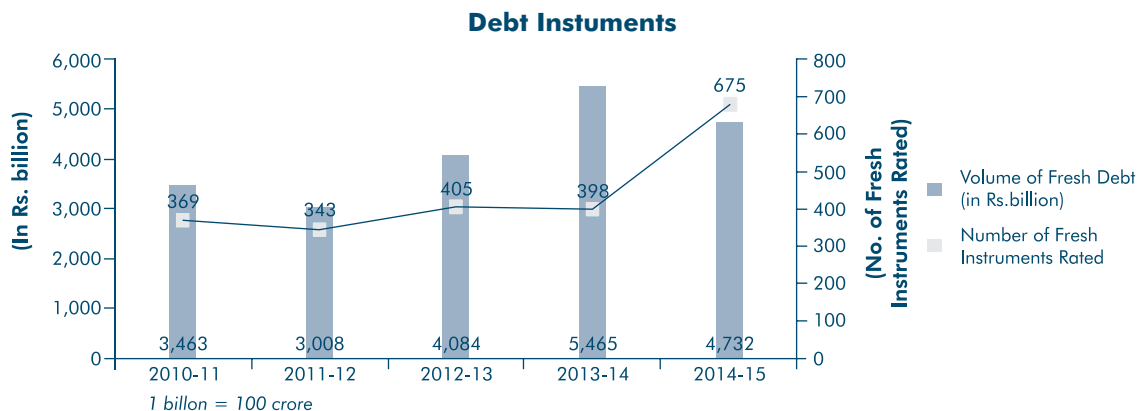


Year-on-Year Total Income



Debt Instruments

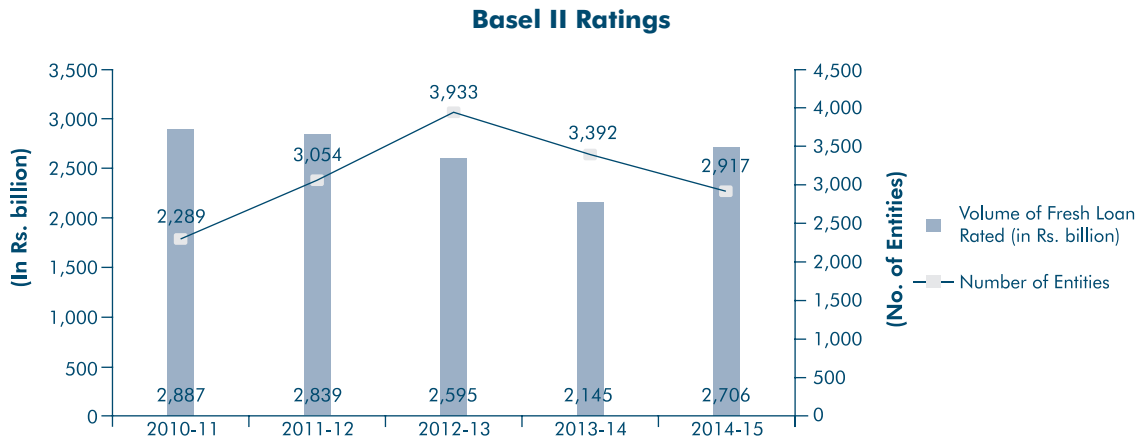
The number of instruments and the volume of debt rated by the Company during the last five years are as under:



Management Discussion and Analysis Report (Annexure to the Directors' Report)

Basel II Ratings

The number of entities and the volume of fresh loan rated by the Company as part of Basel II ratings during the last five years are as under:



Other Operating Revenue

Other operating revenue consists mainly of advance fee outstanding for more than three years, besides bad debts recovered and royalty income.

Non-Operating Income

Non-operating income consists mainly of interest received on deposits with banks, interest received on loans to subsidiaries, dividend from mutual funds, and gain on sale or redemption of investments. During the financial year 2014-15, the Company's non-operating income stood 44% higher over the previous fiscal at Rs. 24.93 crore mainly due to higher capital gains on redemption of mutual fund investments.

(b) Expenses

(in Rs. crore)			
Particulars	2013-14	2014-15	Growth (%)
Employee Benefit Expenses	68.66	76.24	11%
Depreciation and amortisation	2.45	3.69	51%
Other Expenses	27.16	30.94	14%
Total Expenses	98.27	110.87	13%
Profit before Prior Period Adjustment and Tax	81.92	95.30	16%
Profit & Loss Statement—Some Indicators (%)			
Total Revenue	180.19	206.17	14%
Profit before Prior Period Adjustment and Tax/Total Revenue	45%	46%	
Employee Benefit Expenses/Total Revenue	38%	37%	
Depreciation and Amortisation/Total Revenue	1%	2%	
Other Expenses/Total Revenue	15%	15%	
Total Expenses/Total Revenue	55%	54%	

Employee Benefit Expenses increased 11% to Rs. 76.24 crore in 2014-15 from Rs. 68.66 crore in 2013-14. The increase is primarily on account of:

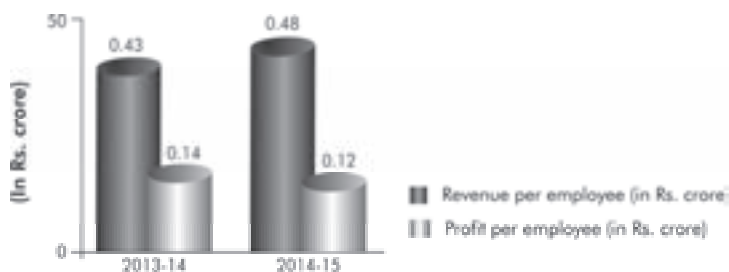
- increase in the number of employees from a total of 421 at the end of the fiscal year 2013-14 to 429 at the end of the fiscal year 2014-15 (2% increase); and
- increase in the average cost per employee because of annual increments, and promotions given to the existing members of staff during the year under review.

Management Discussion and Analysis Report (Annexure to the Directors' Report)

Employee Benefit Expenses as a percentage of Total Revenue decreased from 38% during 2013-14 to 37% during 2014-15.

The revenues and profit per employee of the Company for the last two years are as under:

Revenues and Profit per Employee



(in Rs. crore)

Particulars	2013-14	2014-15
Number of employees as at year end	421	429
Revenue per employee (in Rs. crore)	0.43	0.48
Profit per employee (in Rs. crore)	0.14	0.12

Depreciation and Amortisation Expenses increased 51% during 2014-15 over the previous fiscal mainly because of the Company revising the depreciation rates on tangible fixed assets in accordance with the useful life specified in Part 'C' of Schedule II of the Companies Act, 2013. In respect of assets whose useful life stood already expired as on April 1, 2014, depreciation had been adjusted in Reserves and Surplus in accordance with the requirements of Schedule II of the Companies Act, 2013.

Depreciation and Amortisation Expenses as a percentage of Total Revenue increased from 1% during 2013-14 to 2% during 2014-15.

Other Expenses increased 14% during 2014-15 over the previous fiscal mainly because of increase in administrative expenses, besides increase in legal and professional charges and auditors' remuneration and expenses. During 2014-15, bad debts written off (net of provisions) also increased substantially. However, at 15%, there was no change in Other Expenses as a percentage of Total Revenue during the year under review as compared with the previous fiscal.

(2) Fixed Assets

At the end of fiscal 2014-15, the fixed assets of the Company were as under:

(in Rs. crore)

Particulars	As on 31/03/2014	AS on 31/03/2015	Growth (%)
Tangible Assets	35.57	38.02	7%
Intangible Assets	2.04	2.31	13%
Gross Value	37.61	40.33	7%
Less: Accumulated Depreciation	(20.79)	(23.64)	14%
Net Carrying Value	16.82	16.69	-1%
Accumulated Depreciation as % of Gross Values	55%	59%	7%

The Company purchased assets for Rs. 4.12 crore and disposed of surplus/obsolete assets amounting to Rs. 1.40 crore during fiscal 2014-15.

Management Discussion and Analysis Report (Annexure to the Directors' Report)

(3) Non-Current and Current Investments

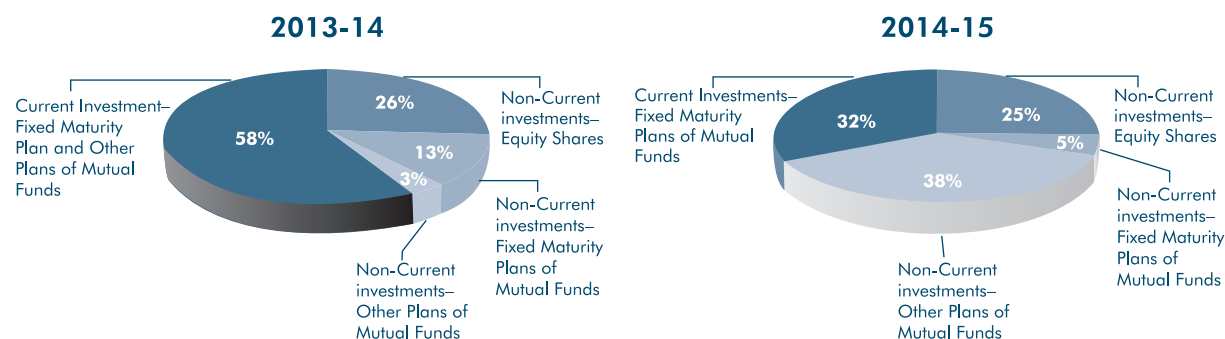
(in Rs. crore)

Particulars	As on 31/03/2014	% of Total	As on 31/03/2015	% of Total	Growth (%)
Non-Current Investments:					
(A) Investments in Equity Instruments					
In Equity Shares of Subsidiaries and Others	95.98	26%	98.31	29%	2%
Less: Diminution due to change in carrying value of investments	-	-	11.22	3%	-
Sub Total (A)	95.98	26%	87.09	25%	-9%
(B) Investments in Mutual Funds					
In Fixed Maturity Plans	47.50	13%	17.00	5%	-64%
In Debt and Other Plans	12.00	3%	131.00	38%	992%
Sub Total (B)	59.50	16%	148.00	43%	149%
(C) Total Non-Current Investments (A+B)	155.48	42%	235.09	68%	51%
Current Investments:					
(D) Total Current Investments in Mutual Funds					
In Fixed Maturity Plans	209.01	56%	108.50	32%	-48%
In Other Plans	7.50	2%	-	-	-
(E) Total Current Investments	216.51	58%	108.50	32%	-50%
Total Investments (C+E)	371.99	100%	343.59	100%	-8%

During 2014-15, the Company has prudently recognised an impairment loss of Rs. 11.52 crore (previous year nil) in relation to its investment in PT. ICRA Indonesia (including advance given for allotment of shares), due to past recurring losses and lack of certainty to the extent of its recoverability in future. This loss has been shown as an exceptional item in the Statement of Profit and Loss.

The Company deploys its internal accruals and surplus funds primarily in mutual funds and bank fixed deposits, subject to the limit specified by the Board of Directors on investments in a single entity.

Investment Profile



Management Discussion and Analysis Report (Annexure to the Directors' Report)

(4) Current Assets, Loans and Advances

(in Rs. crore)

Particulars	As on 31/03/2014	As on 31/03/2015	Growth (%)
(a) Trade Receivables			
• Total Receivables	12.90	23.68	84%
• Provision for Doubtful Trade Receivables	(1.19)	(2.07)	74%
Net Trade Receivables	11.71	21.61	85%
Trade Receivables as % of Operating Income	7%	12%	
(b) Cash and Bank Balances	11.94	77.59	550%
(c) Other Current Assets	0.26	1.62	523%
(d) Long-Term Loans and Advances	21.23	17.85	-16%
(e) Short-Term Loans and Advances			
• Loans to ICRA Employees Welfare Trust	1.17	-	-100%
• Others	4.39	4.32	-2%
Total Short-Term Loans and Advances	5.56	4.32	-22%
Provision for Doubtful Short-Term Loans and Advances	(0.10)	(0.21)	110%
Net Short-Term Loans and Advances	5.46	4.11	-25%

Net Trade Receivables increased 85% during 2014-15 over the previous fiscal mainly due to change in billing pattern of surveillance fee in certain cases. Trade Receivables as a percentage of Operating Income increased from 7% during 2013-14 to 12% during 2014-15.

Cash and Bank Balances as on March 31, 2015 mainly consisted of Rs. 72.47 crore in bank deposits, Rs. 4.82 crore in current accounts, Rs. 0.09 crore in deposit accounts with maturity of 3 months or less, Rs. 0.08 crore as earmarked balance with bank (unpaid dividend), and Rs. 0.13 crore as cash in hand. The bank deposits have been created with the surplus funds generated from the internal accruals of the Company.

Long-Term Loans and Advances declined 6% at the end of fiscal 2014-15 primarily because of recovery of advances from related parties.

Net Short-Term Loans and Advances declined 17% at the end of fiscal 2014-15 over the previous fiscal primarily because of loan repayment by ICRA Employees Welfare Trust to the Company on the exercise of stock options by some Optionees.

(5) Non-Current Liabilities and Current Liabilities

Other Current Liabilities increased from Rs. 36.45 crore as on March 31, 2014 to Rs. 56.67 crore as on March 31, 2015. This is attributable mainly to the substantial increase in unearned revenue. Unearned revenue corresponds to advance billing for which services are yet to be rendered.

Long-Term Provisions for employee benefits rose during 2014-15 over the previous fiscal primarily because of increase in employee strength.

H. Material Developments in Human Resources/Industrial Relations, including Number of People Employed

The Company, with a total employee strength of 429 as of year-end 2014-15, continues to accord high priority to human resource development, with emphasis being placed on improving skill, competence and knowledge through regular training and in-house/external professional development programmes. Besides, the Company has a consultative and participative management style, and is committed to providing the best possible work environment

Management Discussion and Analysis Report (Annexure to the Directors' Report)

and facilities to employees at all levels. As a result, the relation between the employees and the Management of your Company has remained harmonious till date. To attract, motivate and retain valuable talent, the Company has also implemented an Employee Stock Option Scheme in which eligible employees of the Company and its subsidiaries can participate. Besides, performance incentives and deferred incentives are provided to eligible employees of the Company so as to encourage and reward superior performance. Further, the Company continually benchmarks the compensation package it offers to employees against those that the industry and competition offer. The compensation package is so structured as to be stable while also providing incentives for continuous improvement in performance.

On behalf of the Board of Directors

Place : Gurgaon
Date : May 21, 2015

(Arun Duggal)
Chairman
DIN: 00024262

Forward-Looking Statements May Prove Inaccurate

This Annual Report contains certain forward-looking statements that may be identified by words, phrases, or expressions including, but not limited to "expected", "will", "would", "continue", "intend to", "in future", or their variations. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those reflected in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed under "Risks and Concerns", which is a part of the "Management Discussion and Analysis Report". Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect Management's analysis only as of the date hereof. The Company assumes no obligation to publicly update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

Annexure V

Form No. MGT-9

Extract of Annual Return as on the financial year ended on March 31, 2015
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L74999DL1991PLC042749
2.	Registration Date	16/01/1991
3.	Name of the Company	ICRA Limited
4.	Category/Sub-Category	Public Company
5.	Address of the Registered office and contact details	1105, Kailash Building, 11 th Floor, 26, Kasturba Gandhi Marg, New Delhi – 110001 Tel: (011) 23357940-50
6.	Whether listed company	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any:	M/s. Link Intime India Private Limited, 44 Community Centre, 2 nd Floor, Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi—110028, Tel: +91 11 4141 0592, Fax: +91 11 4141 0591, Email Id: delhi@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The business activities contributing 10% or more of the total turnover of the company are:-

Sl. No.	Name and Description of main products/services	NIC Code of the product/service	% of total turnover of the company
1.	Rating/Grading Services	NA	99.41

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1.	ICRA Management Consulting Services Limited 1105, 11 th Floor, Kailash Building, 26, Kasturba Gandhi Marg, New Delhi 100 001, India	U74140DL2004PLC131454	Subsidiary	100	2(87)
2.	ICRA Techno Analytics Limited FMC Fortuna, A-10 & A-11, 3 rd Floor, 234/3A, A J C Bose Road, Kolkata - 700 020, India	U30009WB1992PLC056060	Subsidiary	100	2(87)
3.	ICRA Online Limited FMC Fortuna A-10 & A-11, 3 rd Floor, 234/3A, A J C Bose Road, Kolkata - 700 020, India	U72900WB1999PLC109180	Subsidiary	100	2(87)
4.	PT ICRA Indonesia Menara Rajawali 6 th Floor Podium, Jl DR ide Anak Agung Gde Agung Lot #51.1 Jakarta Selatan 12950 Indonesia	NA	Subsidiary	99	2(87)

Sl. No.	Name and Address of the Company	CIN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
5.	ICRA Lanka Limited 10-02, East Tower, World Trade Center, Colombo 1, Sri Lanka	NA	Subsidiary	100	2(87)
6.	ICRA Nepal Limited Sunrise Bizz Park, 6th Floor, Dillibazar, Kathmandu-33, Nepal	NA	Subsidiary	51	2(87)
7.	Pragati Development Consulting Services Limited 1105, 11th Floor, Kailash Building, 26, Kasturba Gandhi Marg, New Delhi 100 001, India	U74140DL2011PLC213174	Subsidiary	100	2(87)
8.	IMaCS Virtus Global Partners, Inc. 2711, Centerville Road Suite 400, City of Wilmington Country of New Castle DE 19808, USA	NA	Subsidiary	66.67	2(87)
9.	ICRA Sapphire, Inc. 101, Merritt Boulevard Suite 107, Trumbull CT 06611, USA	NA	Subsidiary	100	2(87)
10.	ICRA Global Capital, Inc. 101, Merritt Boulevard Suite 107, Trumbull CT 06611, USA	NA	Subsidiary	100	2(87)
11.	BPA Technologies, Inc. 7041 Koll Center Pkwy Ste 235, Pleasanton, CA 94566, USA	NA	Subsidiary	100	2(87)
12.	BPA Technologies Pvt. Ltd. A-106, Sujatha Nagar Visakhapatnam Andhra Pradesh 530051, India	U72200AP2006FTC050269	Subsidiary	100	2(87)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	28,50,900	0	28,50,900	28.51	28,50,900	0	28,50,900	28.51	0
e) Banks/Fl									
f) Any Other									
Sub-total (A)(1) :-	28,50,900	0	28,50,900	28.51	28,50,900	0	28,50,900	28.51	0
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	21,54,722	0	21,54,722	21.55	21.55
d) Banks/Fl	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	0	0	0	0	21,54,722	0	21,54,722	21.55	21.55
Total Shareholding of promoter (A)=(A)(1)+(A)(2)	28,50,900	0	28,50,900	28.51	50,05,622	0	50,05,622	50.06	21.55
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	1566531	0	1566531	15.67	854,238	0	854,238	8.54	(7.13)
b) Banks/Fl	1421214	0	1421214	14.21	1203927	0	1203927	12.04	(2.17)
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	522999	0	522999	5.23	522999	0	522999	5.23	0
g) FIs	1897199	0	1897199	18.97	847348	0	847348	8.47	(10.5)
h) Foreign Venture Capital Funds	-	-	-	-	0	0	0	0.00	
i) Others (Specify)	-	-	-	-	0	0	0	0.00	0
Sub-total (B)(1) :-	5407943	0	5407943	54.08	3428512	0	3428512	34.29	(19.79)
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	493180	0	493180	4.93	224532	-	224532	2.245	(2.685)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
iv) Individual shareholders holding nominal share capital upto Rs.1 lakh	795805	560	796365	7.96	665923	1388	667311	6.67	(1.29)
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	142134	0	142134	1.42	120304	-	120304	1.20	(0.22)
c) Others (Specify)	-	-	-	-	-	-	-	-	-
Clearing Members	7212	0	7212	0.07	2951		2951	0.03	(0.04)
Non-Resident Indians (Repat)	33326	0	33326	0.33	30573		30573	0.31	(0.02)
Non-Resident Indians (Non Repat)	25343	0	25343	0.25	25529		25529	0.26	0.01

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Trusts	222497	0	222497	2.22	175340		175340	1.75	(0.47)
Directors/Relatives	21,100	0	21,100	0.21	34000		34000	0.34	0.13
Qualified foreign investor individual	0	0	0	0	0	0	0	0	0
Qualified foreign investor corporate	0	0	0	0	0	0	0	0	0
Foreign portfolio investor (ind)	0	0	0	0	0	0	0	0	0
Foreign portfolio investor (corp)	0	0	0	0	285326	0	285326	2.85	2.85
Sub-total (B)(2) :-	1740597	560	1741157	17.41	1564478	1388	1565866	15.66	(1.75)
Total Public Shareholding (B)=(B)(1)+(B)(2)	7148540	560	7149100	71.49	4992990	1388	4994378	49.94	(21.55)
C. Shares held by Custodian for GDRs and ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	9999440	560	10000000	100	9998612	1388	10000000	100	0

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
1.	Moody's Investment Company India Private Limited	28,50,900	28.51	Nil	28,50,900	28.51	Nil	Nil
2.	Moody's Singapore Pte Ltd	NA	NA	NA	21,54,722	21.55	Nil	21.55
	Total	28,50,900	28.509	Nil	50,05,622	50.06	Nil	21.55

iii) Change in Promoters' Shareholding:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	Moody's Investment Company India Private Limited				
	At the beginning of the year	28,50,900	28.51	28,50,900	28.51
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	Nil	NA	Nil	NA
	At the end of the year	28,50,900	28.51	28,50,900	28.51
2	Moody's Singapore Pte Ltd				
	At the beginning of the year	Nil	NA	Nil	NA
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	21,54,722 (Acquisition pursuant to Open Offer under Regulation 3(2) and Regulation 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011)		21,54,722	21.55
	At the end of the year	21,54,722	21.55	21,54,722	21.55

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	For each Top 10 Shareholders				
1	Life Insurance Corporation of India				
	At the beginning of the year	668741	6.687	668741	6.687
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)				
	At the end of the year (or on the date of separation, if separated during the year)	668741	6.687	668741	6.687
2	Birla Sun Life Trustee Company Private limited A/C Birla Sun life MNC Fund				
	At the beginning of the year	881382	8.814	881382	8.814
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	(258466)	(2.585)	(258466)	(2.585)
	At the end of the year (or on the date of separation, if separated during the year)	622916	6.229	622916	6.229
3	General Insurance Corporation of India				
	At the beginning of the year	522999	5.230	522999	5.230
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)				
	At the end of the year (or on the date of separation, if separated during the year)	522999	5.230	522999	5.230
4	Punjab National Bank				
	At the beginning of the year	501146	5.011	501146	5.011
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	(66401)	0.664	(66401)	0.664
	At the end of the year (or on the date of separation, if separated during the year)	434745	4.347	434745	4.347
5	Smallcap World Fund INC				
	At the beginning of the year	400000	4.000	400000	4.000
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	(100000)	(1.000)	(100000)	(1.000)
	At the end of the year (or on the date of separation, if separated during the year)	300000	3.000	300000	3.000
6	Ashok Pte Ltd				
	At the beginning of the year	0	0	0	0
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	295952	2.960	295952	2.960
	At the end of the year (or on the date of separation, if separated during the year)	295952	2.960	295952	2.960
7	ICRA Employees Welfare Trust				

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	For each Top 10 Shareholders				
	At the beginning of the year	219414	2.194	219414	2.194
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	(47097)	(0.471)	(47097)	(0.471)
	At the end of the year (or on the date of separation, if separated during the year)	172317	1.723	172317	1.723
8	Mondrain Emerging Markets Small Cap Equity Fund LP				
	At the beginning of the year	144257	1.443	144257	1.443
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)				
	At the end of the year (or on the date of separation, if separated during the year)	144257	1.443	144257	1.443
9	PPFAS Long Term Value Fund				
	At the beginning of the year	125386	1.254	125386	1.254
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	(13200)	(0.132)	(13200)	(0.132)
	At the end of the year (or on the date of separation, if separated during the year)	112186	1.122	112186	1.122
10	M3 Investment Private Limited				
	At the beginning of the year	291913	2.920	291913	2.920
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	(191913)	(1.920)	(191913)	(1.920)
	At the end of the year (or on the date of separation, if separated during the year)	100000	1.000	100000	1.000

v) Shareholding of Directors and Key Managerial Personnel

Name of the Director(s)		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1. Mr. Arun Duggal	At the beginning of the year	Nil	NA	Nil	NA
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	Nil	NA	Nil	NA
	At the end of the year (or on the date of separation, if separated during the year)	Nil	NA	Nil	NA
2. Ms. Ranjana Agarwal	At the beginning of the year	Nil	NA	Nil	NA
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	Nil	NA	Nil	NA
	At the end of the year (or on the date of separation, if separated during the year)	Nil	NA	Nil	NA

Name of the Director(s)		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
3. Ms. Radhika Vijay Haribhakti	At the beginning of the year	Nil	NA	Nil	NA
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	Nil	NA	Nil	NA
	At the end of the year (or on the date of separation, if separated during the year)	Nil	NA	Nil	NA
4. Dr. Min Ye	At the beginning of the year	Nil	NA	Nil	NA
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	Nil	NA	Nil	NA
	At the end of the year (or on the date of separation, if separated during the year)	Nil	NA	Nil	NA
5. Mr. Simon Richard Hastilow	At the beginning of the year	Nil	NA	Nil	NA
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	Nil	NA	Nil	NA
	At the end of the year (or on the date of separation, if separated during the year)	Nil	NA	Nil	NA
6. Mr. Robert Scott Fauber	At the beginning of the year	Nil	NA	Nil	NA
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	Nil	NA	Nil	NA
	At the end of the year (or on the date of separation, if separated during the year)	Nil	NA	Nil	NA
7. Mr. Thomas John Keller Jr.	At the beginning of the year	Nil	NA	Nil	NA
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	Nil	NA	Nil	NA
	At the end of the year (or on the date of separation, if separated during the year)	Nil	NA	Nil	NA
8. Mr. Naresh Takkar	At the beginning of the year	17,500	0.18	17,500	0.18
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	16,500 (Esops)	0.17	16,500	0.17
	At the end of the year (or on the date of separation, if separated during the year)	34,000	0.34	34,000	0.34
9. Mr. Pranab Kumar Choudhury (retired as Chairman and Group CEO of the Company with effect from January 29, 2015)	At the beginning of the year	3,600	0.04	3,600	0.04
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	Nil	NA	Nil	NA
	At the end of the year (or on the date of separation, if separated during the year)	3,600	0.04	3,600	0.04
10. Mr. Vijay Wadhwa (resigned as the Company Secretary & Chief Financial Officer of the Company and was relieved from the services of the Company on September 29, 2014)	At the beginning of the year	6,179	0.06	6,179	0.06
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	6,179	0.06	6,179	0.06
	At the end of the year (or on the date of separation, if separated during the year)	Nil	NA	Nil	NA

Name of the Director(s)		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
11. Mr. Vivek Mathur (appointed Chief Financial Officer with effect from March 2, 2015)	At the beginning of the year	1,329	0.01	1,329	0.01
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	2,589 (Esops)	0.03	2,589	0.03
	At the end of the year (or on the date of separation, if separated during the year)	3,918	0.04	3,918	0.04
14. Mr. S. Shakeb Rahman (appointed Company Secretary with effect from March 2, 2015)	At the beginning of the year	Nil	NA	Nil	NA
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	Nil	NA	Nil	NA
	At the end of the year (or on the date of separation, if separated during the year)	Nil	NA	Nil	NA

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payments

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid		Not Applicable		
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
Addition				
Reduction		Not Applicable		
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid		Not Applicable		
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration of managing director (MD), whole-time directors (WTD):

(in Rs. lakh)

Sl. No.	Particulars of Remuneration	Mr. Pranab Kumar Choudhury* (Chairman & Group CEO)	Mr. Naresh Takkar** (Managing Director & Group CEO)	Total Amount
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	181.95	244.10	426.05
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	2.21	1.01	3.22
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-

(in Rs. lakh)

Sl. No.	Particulars of Remuneration	Mr. Pranab Kumar Choudhury* (Chairman & Group CEO)	Mr. Naresh Takkar** (Managing Director & Group CEO)	Total Amount
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- As 1% of net profit	74.15	74.15	148.30
	- Others	-	-	-
5.	Others	-	-	-
	Total (A)	258.31	319.26	577.57
	Ceiling as per the Act	370.79	370.79	741.58

*Mr. Pranab Kumar Choudhury retired as Chairman and Group CEO of the Company with effect from the close of business hours on January 29, 2015.

**Mr. Naresh Takkar elevated from Managing Director & CEO to Managing Director & Group CEO with effect from January 30, 2015 subject to approval of the shareholders of the Company.

B. Remuneration to other Directors:

(in Rs. lakh)

Particulars of Remuneration	Mr. Arun Duggal ¹	Ms. Ranjana Agarwal ²	Ms. Radhika Haribhakti ³	Dr. Min Ye	Mr. Simon Richard Hastilow	Mr. Robert Scott Fauber ⁴	Mr. Thomas John Keller Jr. ⁵	Mr. Amal Ganguli ⁶	Dr. Uddesh Kohli ⁷	Prof. Deepak Nayyar ⁸	Mr. Piyush Gunwantrao Mankad ⁹	Total Amount
Independent Directors:												
Fees for attending Board/ Committee meetings (sitting fee)	3.60	5.40	3.50	-	-	-	-	0.80	1.80	2.80	2.60	20.50
Commission	6.65	5.79	4.46	-	-	-	-	2.05	2.06	3.24	3.24	27.49
Others	-	-	-	-	-	-	-	-	-	-	-	-
Total (1)	10.25	11.19	7.96	-	-	-	-	2.85	3.86	6.04	5.84	47.99
Other Non-Executive Directors												
Fees for attending Board/ Committee meetings (sitting fee)	-	-	-	2.80	3.00	0.20	-	-	-	-	-	6.00
Commission	-	-	-	6.50	6.50	1.09	1.09	-	-	-	-	15.18
Others	-	-	-	-	-	-	-	-	-	-	-	-
Total (2)	-	-	-	9.30	9.50	1.29	1.09	-	-	-	-	21.18
Total (B)=(1+2)	10.25	11.19	7.96	9.30	9.50	1.29	1.09	2.85	3.86	6.04	5.84	69.17
Total Managerial Remuneration ⁸	6.65	5.79	4.49	6.50	6.50	1.09	1.09	2.05	2.06	3.24	3.24	42.70
Overall Ceiling as per the Act												74.15

¹Mr. Arun Duggal has been appointed Additional Director under the category Independent Director on the Board with effect from November 11, 2014 and elevated as Chairman with effect from January 29, 2015.

²Ms. Ranjana Agarwal has been appointed Additional Director under the category Independent Director on the Board with effect from November 11, 2014.

³Ms. Radhika Haribhakti has been appointed Additional Director under the category Independent Director on the Board with effect from December 4, 2014.

⁴Mr. Robert Scott Fauber has been appointed Additional Director under the category Non Executive, Non-Independent Director on the Board with effect from January 30, 2015.

⁵Mr. Thomas John Keller Jr. has been appointed Additional Director under the category Non-Executive, Non-Independent Director on the Board with effect from January 30, 2015.

⁶Mr. Amal Ganguli has ceased to be Director following his resignation from the Board with effect from July 25, 2014.

⁷Dr. Uddesh Kohli has ceased to be Director following his resignation from the Board with effect from July 26, 2014.

⁸Prof. Deepak Nayyar has ceased to be Director following his resignation from the Board with effect from September 30, 2014.

⁹Mr. Piyush Gunwantrao Mankad has ceased to be Director following his resignation from the Board with effect from September 30, 2014.

⁸Excluding Sitting Fee

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD –

(in Rs. lakh)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Mr. Vijay Wadhwa*	Mr. Vivek Mathur**	S. Shakeb Rahman***	
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	67.74	9.58	0.56	77.88
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	1.91	-	-	1.91
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- As 1% of net profit	-	-	-	-
	- Others	-	-	-	-
5.	Others	-	-	-	-
	Total (A)	69.65	9.58	0.56	79.79
	Ceiling as per the Act	-	-	-	-

*Resigned as the Company Secretary & Chief Financial Officer of the Company and was relieved from the services of the Company on September 29, 2014.

** appointed Chief Financial Officer with effect from March 2, 2015.

*** appointed Company Secretary with effect from March 2, 2015

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD/NCLT/Court]	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment			Nil		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			Nil		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			Nil		
Compounding					

Annexure VI

Annual Report on Corporate Social Responsibility Activities

[Pursuant to clause (o) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

I. Brief outline of Corporate Social Responsibility Policy of the Company

Your Company's Corporate Social Responsibility Policy shall act as a guideline for the Company for undertaking Corporate Social Responsibility ("CSR") activities enumerated under Schedule VII of the Companies Act, 2013 and in particular for supporting local communities on a variety of socially desirable activities with a view to enable high impact of the same and to ensure visible and measurable outcomes of the funds deployed towards such activities.

Scope of the CSR Policy

Your Company's CSR Policy pertains to all activities to be undertaken by the Company towards fulfilling its statutory CSR objectives. The CSR Policy has been uploaded on the website of the Company at <http://www.icra.in/Files/Content/ICRACSRPolicy.pdf>.

CSR Activities for the Company

Your Company proposes to support/undertake the activities/ projects/ programmes in the following areas as its primary focus. It may, however, undertake and support projects/ programmes in the other areas as may be approved by its Committee that are also designated as permissible activities as per the relevant provisions of the Act and the Rules:

- Promoting education, including special education and employment enhancing vocational skills especially amongst children, women, elderly and the differently abled and livelihood enhancement projects.
- Promoting gender equality and empowering women, setting up hostels and homes for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and undertaking measures for reducing inequalities faced by socially and economically backward groups.
- Ensuring environmental sustainability, ecological sustainability, protection of flora and fauna, animal welfare, agro-forestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set up by the Central Government for rejuvenation of river Ganga.

II. Composition of CSR Committee

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the allied rules, the Company has duly constituted the CSR Committee, comprising of the following members:

1. Ms. Ranjana Agarwal (Independent Director), Chairperson
2. Dr. Min Ye (Non-Independent Director), Member
3. Mr. Naresh Takkar (Managing Director & Group C.E.O.), Member

III. Average net profit of the Company for last three financial years (2011-12;2012-13; 2013-14): Rs. 6,170.58 lakh.

IV. Prescribed CSR expenditure (two per cent of the amount as in item 3 above): Rs. 123.41 lakhs

V. Details of CSR spend during the financial year:

- (a) Total amount to be spent for the financial year: Rs. 123.41 lakhs
- (b) Amount unspent, if any: Rs. 123.41 lakhs (Please refer Note 6 below)

Annual Report on Corporate Social Responsibility Activities

(c) Manner in which the amount spent during the financial year is detailed below:

1.	2.	3.	4.	5.	6.	7.	8.
S. No.	CSR Project or Activity identified	Sector in which the Project is covered	Projects or programmes (1) Local Area or other (2) Specify the state or district where projects or programmes were undertaken	Amount outlay (Budget) projects or programmes wise (Rs.)	Amount spent on the projects or programmes 1. Direct expenditure on programmes or projects (Rs.) 2. Overheads(Rs.)	Cumulative expenditure up to the reporting period	Amount spent : Directly or Through Implementing Agency
Not Applicable							

VI. In case the Company has failed to spend two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report:

The intention of the Corporate Social Responsibility related provisions under the Companies Act, 2013 is to encourage corporates to meaningfully engage in social development, in view of the same, the CSR Committee of the Company recommended to the Board to not allocate any cash flow in the financial year 2014-15 and take a considered and long term decision and formulate a long term plan based on the concrete recommendations of the CSR Committee. The said decision was thought fit and proper as the contributions to long term programs would motivate the employees and persons associated with the Company and fulfill the CSR goals of the Company in its true spirit.

The CSR Policy of your Company stipulates a transparent monitoring mechanism for implementation of the CSR projects, programs or activities undertaken by the Company which could be achieved by the Company only by undertaking long term programs where it can have a more meaningful participation.

Your Company believes that CSR contributions should be spent directly on projects, programs or activities, where an effective impact analysis is possible. Therefore, to have an effective CSR management program, the Company would need a reasonable amount of time frame, so that it could be developed as a well structured program.

As the available time frame was short and inadequate to formulate a well structured program, for the financial year 2014-15, the CSR Committee recommended that the Company may start its CSR programme from the next financial year onwards only.

VII. The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with the CSR objectives and Policy of the Company.

For ICRA Limited

(Naresh Takkar)
Managing Director & Group CEO

Place: Gurgaon
Date: May 21, 2015

For CSR Committee of ICRA Limited

(Ranjana Agarwal)
Chairperson of the CSR Committee

Annexure VII

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not on an arm's length basis

S. No.	Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advance, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
	1.	2.	3.	4.	5.	6.	7.	8.
Nil								

2. Details of material contracts or arrangement or transactions on an arm's length basis:

S. No.	Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advance, if any
	1.	2.	3.	4.	5.	6.
1.	Nil					

For and on behalf of the Board of Directors

Place : Gurgaon
Date : May 21, 2015

(Arun Duggal)
Chairman
DIN: 00024262

Annexure VIII

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members, **ICRA Limited**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ICRA Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the Audit period covering the Financial Year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance - mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2015 according to the provisions of:-

- i) The Companies Act, 2013 and the Rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and external Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009 (Not Applicable to the Company during the Audit period);
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit period); and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit period).

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive

Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice has been given to all Directors of the scheduled Board Meetings. Agenda and detailed notes on Agenda were sent at least seven days in advance. A system exists for seeking and obtaining further information and clarifications on the Agenda items before the meeting and for a meaningful participation at the meeting. Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period under Audit:

- I. Moody's Singapore Pte Ltd., an entity of Moody's Group has joined Promoters Group of the Company by acquiring 21,54,722 Equity Shares (21.55% Shares) pursuant to open offer made under Regulation 3(2) and Regulation 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
The Moody's Investment Company India Private Limited, a part of the Promoters Group, was already holding 28,50,900 Equity Shares (28.51% of the total paid up Equity Share of the Capital). Now both the entities of the Moody's Group, i.e., Moody's Investment Company India Pvt. Ltd. and Moody's Singapore Pte. Ltd. are together holding 50.06% of the total paid up Equity Share Capital of the Company consequent to which there has been a change in the control of the Company.
- II. Mr. Vijay Wadhwa, Company Secretary & Chief Financial Officer (CFO) of the Company has resigned from the Company with effect from September 29, 2014. The Company has appointed Mr. S. Shakeb Rahman as a new Company Secretary and Mr. Vivek Mathur as a new CFO both with effect from March 2, 2015.
- III. Mr. Pranab Kumar Choudhury, Executive Chairman of the Company has relinquished his Office with effect from January 29, 2015 and Mr. Arun Duggal has taken over as a Non – Executive Chairman from the same day.

For Y. J. Basrar & Associates
Company Secretaries

Y. J. Basrar
Proprietor
FCS No. 2754
C.P. No. 3528

Date: May 13, 2015
Place: New Delhi

Independent Auditor's Report

To the Members of ICRA Limited

Report on the Standalone Financial Statements

We have audited the accompanying financial statements ("standalone financial statements") of **ICRA Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, its profit and its cash flows for the year ended on that date.

Emphasis of Matters

We draw your attention to note 33 and note 43 of the standalone financial statements which describes the prior period impact of adjustments for certain recognition and measurement related accounting practices in relation to revenue recognition, accrual for lease rentals and compensated absences and classification related adjustments for current investments and loan and advances/advance taxes. Our opinion is not modified in respect of this matter.

Independent Auditor's Report

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ('Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer note 25 of the financial statements;
 - ii. The Company did not have any foreseeable losses on long term contracts and had no derivative contracts outstanding as at March 31, 2015; and
 - iii. There has been no delay in transferring amounts that were required to be transferred to the Investor Education and Protection Fund by the Company.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration number: 101248 W/W-100022

Pravin Tulsyan
Partner
Membership No.: 108044

Place: Gurgaon
Date : May 21, 2015

Annexure to the Auditor's Report

The annexure referred to in our report to the members of ICRA Limited ('the Company') for the year ended March 31, 2015. We report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified once every year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. As informed to us, no material discrepancies were noticed on such verification.
- (ii) The Company is a service company, primarily rendering rating services to corporate and non-corporate customers. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act during the year ended March 31, 2015. Thus, paragraph 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, and having regard to the explanation that purchase of certain items of fixed assets are for the Company's specialized requirements and suitable alternative sources are not available to obtain comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and for the sale of services. The operations of the Company do not involve purchase of inventory and sale of goods. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have not observed any major weakness in the internal control system during the course of the audit.
- (v) The Company has not accepted any deposits from the public.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) to Section 148 of the Companies Act, 2013, in respect of any of the activities of the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employee's State Insurance, Income-tax, Sales-tax, Wealth tax, Service tax, Value added tax, Cess and other material statutory dues as applicable to it, have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Duty of Customs and Duty of Excise.
According to the information and explanations given to us, there are no undisputed amounts payable in respect of Provident Fund, Employee's State Insurance, Income-tax, Sales-tax, Wealth tax, Service tax, Value added tax, Cess and other material statutory dues as applicable to it, were in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of Wealth tax, Sales-tax and Cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to the information and explanation given to us, the following dues of Income-tax and Service tax have not been deposited by the Company on account of disputes:

Name of the statute	Nature of dues	Amount in (Rupees in lakhs)*	Payment under protest in (Rupees in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	18.10	Nil	F.Y. 2000-01	The Assessing Office
		0.44		F.Y. 2002-03	
		2.00		F.Y. 2003-04	
		37.86		F.Y. 2003-04	
		181.90	11.00	F.Y. 2005-06	The Commissioner of Income Tax (Appeals)
		232.52	Nil	F.Y. 2010-11	The Commissioner of Income Tax (Appeals)

Name of the statute	Nature of dues	Amount in (Rupees in lakhs)*	Payment under protest in (Rupees in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	147.61	Nil	F.Y.2011-12	The Commissioner of Income Tax (Appeals)
Finance Act	Service Tax	1.99	Nil	F.Y.2001-02	Assistant. Commissioner of Central Excise
		8.60	8.60	F.Y.1998-99 to 2005-06	Appellate Tribunal (Customs, Excise and Service Tax)
		11.40	11.40	F.Y.1999-00 to 2001-02	The Commissioner (Appeals) of Central Excise

*amount as per demand orders including interest and penalty, wherever indicated in the order.

- (c) According to the information and explanations given to us, the Company has transferred the required amount to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder within stipulated time.
- (viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (ix) According to the information and explanations given to us, the Company did not have any outstanding dues to any financial institution or banks. Further, there were no debentures issued during the year or outstanding as at March 31, 2015.
- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The Company did not have any term loans outstanding during the year.
- (xii) According to the information and explanations given to us, no material frauds on or by the Company have been noticed or reported during the course of our audit.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration number:101248 W/W-100022

Place: Gurgaon
Date:May 21, 2015

Pravin Tulsyan
Partner
Membership No.: 108044

Balance Sheet as at March 31, 2015

(Rupees in lakh)

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	(3)	1,000.00	1,000.00
Reserves and surplus	(4)	36,698.58	34,565.46
Non-current liabilities			
Other long-term liabilities	(5)	160.18	34.88
Long-term provisions	(6)	642.73	543.79
Current liabilities			
Trade payables	(7)	143.36	105.84
Other current liabilities	(8)	5,666.62	3,643.08
Short-term provisions	(9)	5,130.47	4,650.06
Total		49,441.94	44,543.11
ASSETS			
Non-current assets			
Fixed assets	(10)		
Tangible assets		1,620.75	1,639.19
Intangible assets		48.23	42.45
Non-current investments	(11)	23,508.85	15,548.17
Deferred tax assets (net)	(12)	343.84	157.86
Long-term loans and advances	(13)	1,785.52	2,074.18
Other non-current assets	(14)	791.22	493.03
Current assets			
Current investments	(15)	10,850.00	21,651.17
Trade receivables	(16)	2,161.33	1,171.44
Cash and bank balances	(17)	7,759.45	1,194.41
Short-term loans and advances	(18)	410.86	545.60
Other current assets	(19)	161.89	25.61
Total		49,441.94	44,543.11

Significant accounting policies (2)

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors of ICRA Limited

For **B S R & Co. LLP**

Chartered Accountants

(ICAI Firm registration number : 101248W/W-100022W)

Pravin Tulsyan

Partner

Membership No. : 108044

Naresh Takkar

Managing Director & Group C.E.O.

(DIN: 00253288)

Arun Duggal

Chairman

(DIN: 00024262)

Place : Gurgaon

Dated : May 21, 2015

S. Shakeb Rahman

Company Secretary

Vivek Mathur

Chief Financial Officer

Statement of Profit and Loss for the year ended March 31, 2015

(Rupees in lakh)

Particulars	Note No.	2014-15	2013-14
Income			
Revenue from operations	(20)	18,017.83	16,210.88
Other operating income	(40)	106.70	79.05
Other income	(21)	2,492.54	1,728.71
Total		20,617.07	18,018.64
Expenses			
Employee benefits expenses	(22)	7,623.61	6,866.18
Depreciation and amortisation	(10)	369.08	245.20
Other expenses	(23)	3,094.49	2,715.45
Total		11,087.18	9,826.83
Profit before prior period adjustments, exceptional items and tax		9,529.89	8,191.81
Prior period adjustments	(33)	764.82	-
Profit before exceptional items and tax		8,765.07	8,191.81
Exceptional items	(34)	(1,151.95)	-
Profit before tax		7,613.12	8,191.81
Tax expense:			
Current tax		2,746.83	2,321.98
Deferred tax		(175.59)	(3.32)
Total tax expense		2,571.24	2,318.66
Profit for the year		5,041.88	5,873.15
Earnings per equity share:			
Basic	(32)	51.44	58.73
Diluted		51.09	58.73

Significant accounting policies (2)

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors of ICRA Limited

For **B S R & Co. LLP**

Chartered Accountants

(ICAI Firm registration number : 101248W/W-100022W)

Pravin Tulsyan

Partner

Membership No. : 108044

Naresh Takkar

Managing Director & Group C.E.O.

(DIN: 00253288)

Arun Duggal

Chairman

(DIN: 00024262)

Place : Gurgaon

Dated : May 21, 2015

S. Shakeb Rahman

Company Secretary

Vivek Mathur

Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

(Rupees in lakh)

Particulars	2014-15	2013-14
A. Cash flow from operating activities		
Profit Before Tax	7,613.12	8,191.81
Adjustments for:		
Depreciation and amortisation	369.08	245.20
Bad debts written off	74.96	113.26
Provision for doubtful debts	87.51	(32.51)
Provision for diminution in carrying value of investments	1,151.95	-
(Profit)/loss on sale of fixed assets (net)	5.82	2.33
(Profit)/loss on sale of investments (net)	(2,029.37)	(1,439.00)
Interest income on deposits and securities	(284.59)	(79.63)
Interest income on loans	(24.69)	(78.40)
Dividend income	(0.60)	(16.10)
Reversal in diminution in carrying value of investments	-	(0.16)
Amortisation of deferred employees compensation	-	146.46
Operating cash flow before working capital changes	6,963.19	7,053.26
Adjustments for:		
(Increase) / decrease in trade receivables	(1,143.34)	(35.77)
(Increase) / decrease in loans and advances	139.03	(479.85)
Increase / (decrease) in trade payables	37.52	6.76
Increase / (decrease) in other liabilities	2,113.69	469.20
Increase / (decrease) in long term and short term provisions	311.26	242.07
Cash generated from operations	8,421.35	7,255.67
Taxes paid (net)	(2,631.69)	(1,955.42)
Net cash generated from operating activities (A)	5,789.66	5,300.25
B. Cash flow from investing activities:		
Purchase of fixed assets (tangible and intangible) and capital advances	(293.65)	(333.10)
Sale proceeds from fixed assets	19.25	8.24
Investments made during the year	(18,100.00)	(24,166.89)
Investments made in subsidiaries during the year	(232.54)	(324.17)
Sale proceeds from investments	22,080.54	20,859.57
Movement in other bank balances*	(6,694.03)	46.48
Loan repaid by ICRA Employees Welfare Trust	117.13	523.34
Loans and advances to related parties (net)	-	150.00
Interest received on fixed deposits	148.31	74.07
Interest received on loans	24.69	78.40
Dividend income	0.60	16.10
Net cash generated from/(used in) investing activities (B)	(2,929.70)	(3,067.96)

Contd..

(Rupees in lakh)

Particulars	2014-15	2013-14
C. Cash flow from financing activities:		
Dividend Paid	(2,300.00)	(2,200.00)
Distribution tax on proposed equity dividend	(390.89)	(373.89)
Unpaid dividend	0.13	1.00
Net cash used in financing activities (C)	(2,690.76)	(2,572.89)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	169.20	(340.60)
Add: cash and cash equivalents at the beginning of year	342.90	683.50
Cash and cash equivalents at the end of the year	512.10	342.90
Components of cash and cash equivalents		
Balances with banks:*		
- On current accounts	482.01	329.18
- On public offer accounts	-	0.39
- On dividend accounts	8.30	8.17
- On deposits accounts with original maturity upto three months	8.67	0.97
Cash on hand	13.12	4.19
	512.10	342.90

* Nil (Previous year Rs. 0.39 lakh) as payable to public offer account and Rs. 8.30 lakh (Previous year Rs. 8.17 lakh) on dividend account has restricted use.

Note: Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard 3 (AS-3)-“ Cash Flow Statements”

Significant accounting policies

(2)

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors of ICRA Limited

For **B S R & Co. LLP**

Chartered Accountants

(ICAI Firm registration number : 101248W/W-100022W)

Pravin Tulsyan

Partner

Membership No. : 108044

Place : Gurgaon

Dated : May 21, 2015

Naresh Takkar

Managing Director & Group C.E.O.

(DIN: 00253288)

S. Shakeb Rahman

Company Secretary

Arun Duggal

Chairman

(DIN: 00024262)

Vivek Mathur

Chief Financial Officer

Notes to the Financial Statements for the year ended March 31, 2015

1. Background

ICRA Limited (formerly Investment Information and Credit Rating Agency of India Limited) was set up in 1991 by leading financial/investment institutions, commercial banks and financial services companies as an independent and professional Investment Information and Credit Rating Agency, incorporated under the Companies Act, 1956, having its registered office in Delhi. It is listed on Bombay Stock Exchange and the National Stock Exchange of India. It has various subsidiaries involved in rating, management consulting, software solutions, information services etc.

2. Significant Accounting Policies:-

a) Basis of preparation and presentation of financial statements

The accounts of the Company are prepared under the historical cost convention on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ("GAAP") and comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, the other relevant provisions of the Companies Act, 2013 (including provisions of Companies Act, 1956 which continue to remain in force, to the extent applicable), pronouncements of the Institute of Chartered Accountants of India, guidelines issued by the Securities and Exchange Board of India ("SEBI"), to the extent applicable.

b) Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and the disclosures of contingent liabilities on the date of financial statements. Examples of such estimate include future obligations under employee benefit plans, income taxes, useful lives of tangible assets and intangible assets, impairment of assets, provision for doubtful debts and advances etc. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

c) Operating cycle

Based on the nature of activities of the Company, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

The financial statements are presented as per Schedule III to the Companies Act, 2013. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the revised Schedule III to the Companies Act, 2013.

d) Fixed assets and depreciation / amortization

Tangible fixed assets

- (i) Tangible fixed assets are stated at cost of acquisition less accumulated depreciation and impairment losses, if any. The cost of tangible assets includes taxes (other than those subsequently recoverable from tax authorities), duties, freight and other incidental expenses related to the acquisition and installation of the respective assets.
- (ii) Up to March 31, 2014, depreciation was provided on pro-rata basis as per written down value (WDV) method at the rates prescribed under Schedule XIV to the Companies Act, 1956 and assets individually costing up to Rs. 5,000 were fully depreciated in the year of purchase.

Depreciation / amortisation for the year has been provided on written down value over the useful life of the assets as prescribed in Schedule II of the Companies Act, 2013 except for leasehold improvements.

The leasehold improvements are depreciated using straight line method over the primary period of the lease or useful life of the assets whichever is shorter. The primary lease period for this purpose includes any lease period extendable at the discretion of the lessee.

Depreciation is provided on a pro-rata basis on assets acquired, sold or discarded during the year.

Intangible fixed assets

- (i) Intangible assets are stated at cost less any accumulated amortisation and impairment losses, if any. The cost includes taxes and other incidental expenses related to the acquisition and implementation of the respective assets.

- (ii) Amortisation for the year has been provided @ 40% p.a. on written down value of the assets. Amortisation is provided on a pro-rata basis on assets acquired, sold or discarded during the year.

e) Impairment of assets

In accordance with Accounting Standard 28 (AS 28) on 'Impairment of assets', the carrying amounts of the Company's assets are reviewed at each Balance Sheet date to determine whether there is any impairment. The recoverable amount of the assets is estimated at the higher of its net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. Impairment loss is recognized in the Statement of Profit and Loss.

f) Cash and cash equivalents

Cash and cash equivalents comprise cash balances on hand, cash and deposits with bank and highly liquid investments with original maturities, at the date of purchase/investment, of three months or less.

g) Foreign Currency Transactions

Foreign currency transactions are recorded into Indian rupees by applying to the foreign currency amount the exchange rate between Indian rupees and the foreign currency on/or closely approximating to the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies as at the Balance Sheet date or at the time of settlement are translated into Indian rupees at the exchange rates on that date. The resultant exchange differences are recognised in the Statement of Profit and Loss.

h) Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. However, that part of long term investments which is expected to be realised within 12 months after the reporting date is also presented under current assets as "current portion of long term investments" in consonance with the current/non-current classification scheme of Schedule III.

Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

Investments in foreign subsidiary companies are expressed in Indian currency at the rates prevailing on the date when the remittance for the purpose was made/ foreign currency balance lying abroad was used, as the case may be.

i) Revenue Recognition

Revenue from services is recognized as and when services are rendered and related costs are incurred, in accordance with the terms of the specific contracts. The Company recognises revenue as:

- i) The Company provides rating/ grading services to its customers wherein the first year rating/ grading fees includes free surveillance for first twelve months/ or the period of instrument, wherever is shorter, from the date of rating/ grading. A portion of the fee is allocated towards this free surveillance on the basis of management's estimate. The fee relating to rating/ grading is recognized in the month of assigning the rating/ grading by the rating/ grading committee of the Company. Surveillance fee for first year and subsequent period, to the extent of reasonable certainty of collection, is recognized on the basis of time elapsed (ignoring fractions of months).
- ii) Revenue from other service arrangements is recognized as and when services are rendered in accordance with the terms of the specific contracts.
- iii) The dividend income is recognised when the unconditional right to receive the income is established. Income from interest on deposits, loans and interest bearing securities is recognised on time proportionate basis.
- iv) Profit/loss on sale of investments is recorded on transfer of title from the Company and is determined as the difference between the sale price and carrying value of the investment.
- v) Unearned revenue represents fees received in advance or advance billing for which services has not been rendered.

i) Employee benefits

Short term employee benefits:- All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, performance incentives etc. are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service and measured accordingly.

Long term employee benefits

(i) Defined contribution plan

Provident fund is a defined contribution scheme. Contributions payable to the provident fund are charged to the Statement of Profit and Loss

(ii) Defined benefit plans

Gratuity plan:- The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

The present value of the obligation as at the Balance Sheet date under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method by an independent actuary, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on government securities as at the Balance Sheet date.

Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

(iii) Other Long-term employment benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation as at the balance sheet date using Projected Unit Credit method by an independent actuary. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on government securities as at the Balance Sheet date.

k) Employees Stock Option Scheme (ESOS)

The Company follows Securities and Exchange Board of India (SEBI) guidelines for accounting of employee stock options. The cost is calculated based on the intrinsic value method i.e. the excess of market price of underlying equity shares as of the date of the grant of options over the exercise price of such options is regarded as employee compensation and in respect of the number of options that are expected to ultimately vest, such cost is recognised on a straight line basis over the period over which the employees would become unconditionally entitled to apply for the shares. The cost recognised at any date at least equals the intrinsic value of the vested portion of the option at that date. Adjustment, if any, for difference in initial estimate for number of options that are expected to ultimately vest and related actual experience is recognised in the Statement of Profit and Loss of that period.

During the current year, SEBI vide notification no. LAD-NRO/GN/2014-15/16/1729 dated 28 October 2014, has issued Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('new guidelines') repealing Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. According to the new guidelines, any company implementing any of the share based schemes shall follow the requirements of the 'Guidance Note on Accounting for employee share-based Payments' (Guidance Note) or Accounting Standards as may be prescribed by the ICAI from time to time, including the disclosure requirements prescribed therein. The consequential accounting/presentation impact w.e.f. October 28, 2014 is that in respect of vested options expire unexercised, the cost which was accounted as reversal in the Statement of Profit and Loss of that period will now be accounted as reversal to retained earnings.

l) Leases

Lease rentals under an operating lease, are recognized as an expense in the Statement of Profit and Loss on a straight line basis over the lease term.

m) Taxation

Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the Income-tax law) and deferred tax charge or credit. Income taxes are accrued in the same period the related revenues and expenses arise.

Differences that result between the profit considered for income taxes and the profit as per the financial statements are identified and thereafter a deferred tax asset or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on tax rates that have been enacted or substantially enacted by the Balance Sheet date. Where there are unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only to the extent there is virtual certainty of realisation of such assets. In other situations, deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Such assets are reviewed at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/ virtually certain (as the case may be) to be realised.

n) Earnings per share

The basic earnings per share is calculated by dividing the net profit after tax for the year by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit after tax during the year and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted as of the beginning of the year unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Anti dilutive effect of any potential equity shares is ignored in the calculation of earnings per share.

o) Provisions and contingent liabilities

The Company creates a provision when there exist a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are not recognized in financial statements.

(Rupees in lakh)

Particulars	As at	
	March 31, 2015	March 31, 2014
3 Share capital		
Authorised		
15,000,000 equity shares of Rs. 10/- each (previous year 15,000,000 equity shares of Rs. 10/- each)	1,500.00	1,500.00
Issued, subscribed and fully paid up		
10,000,000 equity shares of Rs. 10/- each fully paid up (previous year 10,000,000 equity shares of Rs. 10/- each fully paid up)	1,000.00	1,000.00

3.1 Reconciliation of number of equity shares

	As at		As at	
	March 31, 2015		March 31, 2014	
	Number	Amount	Number	Amount
At the commencement and at the end of the year	10,000,000	1,000.00	10,000,000	1,000.00

3.2 Employees stock option scheme (Also refer note 37)

- a) Pursuant to the resolution passed by the shareholders at the annual general meeting held on June 12, 2006 for the grant of options, 906,000 equity shares representing 9.06% of the equity share capital of the Company have been issued to the ICRA Employees Welfare Trust for grant of options to the eligible employees. Accordingly, the ICRA Employees Welfare Trust has granted stock options to those eligible employees from the pool of 906,000 equity shares in two tranches so far. The first tranche was granted during 2006-07 and the second during 2010-11.
- b) 47,097 equity shares (previous year 136,946 equity shares) of Rs. 10 each transferred from trust to employee on exercise of the vested stock options in accordance with the terms of exercise under the "Employees Stock Option Scheme, 2006".
- c) Under the Employees Stock Option Scheme, 2006, as at March 31, 2015 - 52,356 options (previous year 99,453 options) are outstanding for exercise out of total options granted under Tranche 1 and Tranche 2.

3.3 Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of Rs. 10 each. Each shareholder is eligible for one vote per share held. The dividend recommended by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

3.4 Shares held by subsidiaries of the ultimate holding company

Equity shares of Rs. 10 each fully paid-up held by	As at		As at	
	March 31, 2015		March 31, 2014	
	Number	% of total shares	Number	% of total shares
Moody's Investment Company India Private Limited	2,850,900	28.51%	2,850,900	28.51%
Moody's Singapore Pte Limited	2,154,722	21.55%	-	-

During the year, Moody's Corporation (the ultimate holding company of Moody's Group including Moody's Singapore Pte Ltd and Moody's Investment Company India Private Limited), on successful completion of February 2014-initiated Open Offer, acquired through Moody's Singapore Pte Ltd, 2,154,722 equity shares representing 21.55% of the share capital of ICRA. Consequently, the shareholding of Moody's Group in ICRA has increased from 28.51% to 50.06%.

3.5 Shares held by each shareholder holding more than 5 per cent shares

Equity shares of Rs. 10 each fully paid-up held by	As at March 31, 2015		As at March 31, 2014	
	Number	% of total shares	Number	% of total shares
Moody's Investment Company India Private Limited	2,850,900	28.51%	2,850,900	28.51%
Moody's Singapore Pte Limited	2,154,722	21.55%	-	-
Life Insurance Corporation of India	668,741	6.69%	668,741	6.69%
Birla Sun Life Trustee Company Private Limited A/c Birla Sun Life MNC Fund	622,916	6.23%	-	0.00%
Birla Sun Life Trustee Company Private Limited A/c Birla Sun Life Tax Relief 96	-	0.00%	881,382	8.81%
General Insurance Corporation of India	522,999	5.23%	522,999	5.23%
Punjab National Bank	434,745	4.35%	501,146	5.01%

Notes to the Financial Statements for the year ended March 31, 2015

(Rupees in lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
4 Reserves and surplus		
Securities premium account		
- Opening balance	8,459.63	7,680.85
- Add: Amount of exercise of employee stock options during the year	149.31	778.78
	8,608.94	8,459.63
General reserve		
- Opening balance	10,040.58	9,452.58
- Add: Transferred from Statement of Profit and Loss	505.00	588.00
	10,545.58	10,040.58
Employees stock options outstanding		
- Opening balance	722.00	1,513.25
- Options exercised during the year	(149.31)	(778.78)
- Options lapsed during the year	-	(12.47)
	572.69	722.00
Less: Deferred employees compensation		
- Opening balance	-	(158.93)
- Options lapsed during the year	-	12.47
- Amortisation of deferred employees compensation	-	146.46
	-	-
	572.69	722.00
Surplus		
Opening balance	15,343.25	12,748.99
Add: Profit after tax for the year	5,041.88	5,873.15
Less: Adjustment of on account of depreciation (net of deferred tax of Rs. 10.39 lakh) (Refer note 27)	(20.18)	-
Amount available for appropriation	20,364.95	18,622.14
<u>Less: Appropriation</u>		
Proposed dividend on equity shares *	2,400.00	2,300.00
Corporate tax on proposed dividend	488.58	390.89

Notes to the Financial Statements for the year ended March 31, 2015

Particulars	(Rupees in lakh)	
	As at March 31, 2015	As at March 31, 2014
Transferred to general reserve	505.00	588.00
Total appropriations	3,393.58	3,278.89
Net surplus in the Statement of Profit and Loss	16,971.37	15,343.25
Total	36,698.58	34,565.46
<p>* The Company declares dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. For the year ended March 31, 2015, dividend of 240% (previous year 230%) i.e. Rs. 24 (previous year Rs. 23) per fully paid up equity share has been recognised as distributions to equity shareholders.</p>		
5 Other long-term liabilities		
Deposit for vehicles	25.11	34.88
Rent equalisation reserve	135.07	-
	160.18	34.88
6 Long-term provisions		
Provision for gratuity (Refer note 38)	433.40	368.15
Provision for compensated absence (Refer note 38)	209.33	175.64
	642.73	543.79
7 Trade payables		
Due to micro, small and medium enterprises under MSMED Act, 2006 (Refer note 26)	-	-
Others	143.36	105.84
	143.36	105.84
8 Other current liabilities		
Creditors for capital supplies and services	49.84	2.88
Advance received from customers	927.14	1,178.40
Due to related parties	15.97	5.00
Unearned revenue	4,083.54	1,998.96
Unpaid dividend	8.30	8.17
Share application money due for refund	-	0.39
Rent equalisation reserve	28.62	-
Statutory dues	233.77	202.30
Other liabilities	319.44	246.98
	5,666.62	3,643.08
9 Short-term provisions		
Provision for income tax (net of advance tax of Rs. 2,715.10 lakh (previous year- nil))	70.40	-
Proposed dividend on equity shares	2,400.00	2,300.00
Distribution tax on proposed equity dividend	488.58	390.89
Provision for gratuity (Refer note 38)	69.01	62.34
Provision for compensated absence (Refer note 38)	59.83	48.60
Other employees benefits	2,021.02	1,820.86
Others	21.63	27.37
	5,130.47	4,650.06

ICRA Limited
Notes to the Financial Statements for the year ended March 31, 2015

10 Fixed assets

(Rupees in lakh)

S. No.	Particulars	Gross			Depreciation / Amortisation			Net Carrying Value			
		As at March 31, 2014	Additions	Disposals/ Adjustments	As at March 31, 2015	Up to March 31, 2014	For the year	Disposals/ Adjustments*	Up to March 31, 2015	As at March 31, 2015	As at March 31, 2014
(i)	Tangible assets										
1	Buildings	1,956.03	-	-	1,956.03	974.03	51.94	-	1,025.97	930.06	982.00
2	Computers and data processing units	435.23	48.92	(12.34)	471.81	347.34	74.57	(3.78)	418.13	53.68	87.89
3	Furniture and fittings	328.24	202.15	(68.04)	462.35	199.83	62.26	(58.85)	203.24	259.11	128.41
4	Office equipment	223.95	29.24	(15.69)	237.50	125.59	53.96	7.59	187.14	50.36	98.36
5	Electrical installation and equipments	105.72	88.15	(21.27)	172.60	54.23	27.95	(17.40)	64.78	107.82	51.50
6	Vehicles	121.34	16.67	(22.44)	115.57	46.11	27.83	(11.71)	62.23	53.34	75.23
7	Leasehold improvements	386.06	-	-	386.06	170.25	49.43	-	219.68	166.38	215.80
	Sub-total	3,556.57	385.13	(139.78)	3,801.92	1,917.38	347.94	(84.15)	2,181.17	1,620.75	1,639.19
(ii)	Intangible assets										
1	Computer softwares	204.35	26.93	-	231.28	161.90	21.14	0.01	183.05	48.23	42.45
	Total	3,760.92	412.06	(139.78)	4,033.20	2,079.28	369.08	(84.14)	2,364.22	1,668.98	1,681.64
	Previous year	3,474.11	333.11	(46.30)	3,760.92	1,869.80	245.20	(35.72)	2,079.28	1,681.64	

* Refer note 27

11 Non-current investments (at cost)

(Rupees in lakh)

Particulars	Face Value (Rupees)	Quantity	Quantity	Amount	Amount	
		As at March 31, 2015 (Numbers)	As at March 31, 2014 (Numbers)	As at March 31, 2015	As at March 31, 2014	
I. Trade investments						
- In equity instruments-unquoted, fully paid up						
- In subsidiaries						
i	Equity shares of ICRA Online Limited	10	8,951,458.00	8,951,458.00	871.76	871.76
ii	Equity shares of ICRA Management Consulting Services Limited	10	15,000,000.00	15,000,000.00	1,500.00	1,500.00
iii	Equity shares of ICRA Techno Analytics Limited	10	21,453,351.00	21,453,351.00	6,016.61	6,016.61
iv	Equity shares of PT ICRA Indonesia	IDR 10000	2,053,351.00	1,617,394.00	1,121.86	889.32
v	Equity shares of ICRA Lanka Limited	LKR 10	5,948,900.00	5,948,900.00	256.58	256.58
vi	Equity shares of ICRA Nepal Limited	NPR 100	102,000.00	102,000.00	63.75	63.75
					9,830.56	9,598.02
	Provision for diminution in value of investments (Refer note 34)				(1,121.86)	-
	Total (trade investments)				8,708.70	9,598.02
II. Non-trade investments						
a) - In equity instruments-quoted, fully paid up						
i	Equity shares of CRISIL Limited	1	3,000.00	3,000.00	0.15	0.15
	Sub-total				0.15	0.15
b) - Mutual funds-quoted						
- In fixed maturity plans						
i	Principal PNB Fixed Maturity Plan - Series B-10-476 Days - Direct Plan Growth	10	-	10,000,000.00	-	1,000.00
ii	Axis Fixed Term Plan - Series 52 (428 days) Direct Growth	10	-	10,000,000.00	-	1,000.00
iii	DWS Fixed Maturity Plan - Series 45 - Direct Plan Growth	10	-	15,000,000.00	-	1,500.00
iv	Religare Invesco FMP Series 22 Plan L (14 Months) - Direct Plan Growth	10	-	4,500,000.00	-	450.00
v	Birla Sun Life Fixed Term Plan-Series HM-Growth	10	8,000,000.00	8,000,000.00	800.00	800.00
vi	Birla Sun Life FTP Series KD (1099 Days) - Growth Direct	10	9,000,000.00	-	900.00	-
	Sub-total (fixed maturity plans)				1,700.00	4,750.00
- In other plans						
i	Religare Invesco Ultra Short Term Fund - Growth	1,000	78,851.22	78,851.22	1,200.00	1,200.00
ii	DWS Premier Bond Fund - Direct Plan - Growth	10	4,607,849.01	-	1,000.00	-
iii	Religare Invesco Bank Debt Fund - Direct Plan - Growth	1,000	86,611.15	-	1,000.00	-
iv	Reliance Yearly Interval Fund Series 9 - Direct Plan Growth Plan	10	10,124,718.12	-	1,100.00	-

(Rupees in lakh)					
Particulars	Face Value (Rupees)	Quantity As at March 31, 2015 (Numbers)	Quantity As at March 31, 2014 (Numbers)	Amount	Amount
				As at March 31, 2015	As at March 31, 2014
v Principal Bank CD Fund - Direct Plan Growth	1,000	88,664.29	-	1,500.00	-
vi Birla Sun Life Interval Income Fund - Annual Plan IX - Gr - Direct	10	18,205,319.59	-	2,000.00	-
vii JP Morgan India Banking & PSU Debt Fund - Direct Plan - Growth Option	10	18,264,673.38	-	2,000.00	-
viii DWS Treasury Fund Investment - Direct Plan - Growth	10	10,503,245.50	-	1,500.00	-
ix Sundaram Flexible Fund Short Term Plan - Direct Plan-Gr	10	8,885,904.98	-	1,800.00	-
Sub-total (other plans)				13,100.00	1,200.00
Total (mutual fund investments)				14,800.00	5,950.00
Total (non-trade investments)				23,508.85	15,548.17
Aggregate amount of quoted investments					
- cost				14,800.15	5,950.15
- market value				16,260.47	6,310.70
Aggregate amount of unquoted investments (Net of provision for diminution in value of investments)				8,708.70	9,598.02

Note: IDR denotes Indonesian Rupiah, LKR denotes Sri Lankan Rupee and NPR denotes Nepalese Rupee.

Particulars	As at March 31, 2015	As at March 31, 2014
12 Deferred tax assets (net)		
Deferred tax assets*		
Provision for employees benefits	306.99	267.44
Rent equalisation reserve	55.64	-
Provision for doubtful debts	62.68	36.18
Provision for doubtful loans and advances	6.29	3.06
Others	-	1.95
	431.60	308.63
Deferred tax liabilities		
Depreciation	87.76	150.77
	87.76	150.77
	343.84	157.86

* excluding deferred tax assets of Rs. 261.03 lakh (previous year nil) for item of capital nature resulted from recording of impairment loss on investment in one of the wholly owned subsidiary (Refer note 34) which is not recorded in absence of virtual certainty for realisation thereof.

(Rupees in lakh)

13 Long-term loans and advances

(Secured and considered good)

Loans to employees **112.04** 142.64

(Unsecured and considered good)

Loans to related parties **125.00** 150.00

Advances recoverable in cash or kind

- With related parties - 139.34

- With others **5.22** 10.32

Capital advances **24.87** 96.32

Security deposits **237.13** 272.83

Prepaid expenses **20.04** 5.16

Advance tax (net of provision of Rs. 16,161.81 lakh (previous year Rs. 13,876.00 lakh)) **1,261.22** 1,257.57

(Unsecured and considered doubtful)

- With related parties **30.09** -

1,815.61 2,074.18

Less: Provision for doubtful long-term loans and advances (Refer note 34) **(30.09)** -

1,785.52 2,074.18

14 Other non-current assets

Bank deposits

- Deposit with maturity for more than 12 months from the reporting date **791.22** 493.03

(Refer note 17)

791.22 493.03

15 Current investments (at lower of cost or fair value)

Particulars	Face Value (Rupees)	Quantity As at March 31, 2015 (Numbers)	Quantity As at March 31, 2014 (Numbers)	Amount As at March 31, 2015	Amount As at March 31, 2014	
Mutual funds-quoted						
- In fixed maturity plans						
i	JP Morgan India Fixed Maturity Plan Series 12 - Direct - Growth	10	-	10,000,000.00	-	1,000.00
ii	JP Morgan India Fixed Maturity Plan Series 16 - Direct - Growth	10	-	6,000,000.00	-	600.00
iii	L & T FMP- VII (January 507 D A) Direct Plan - Growth	10	-	12,000,000.00	-	1,200.00
iv	Reliance Fixed Horizon Fund - XXIII- Series 4- Direct Plan - Growth Plan	10	-	6,000,000.00	-	600.00
v	Religare Invesco FMP-Series XVII-Plan F (392 days) Direct Plan	10	-	6,000,000.00	-	600.00
vi	Sundaram Fixed Term Plan - DC 15 Months Direct Growth	10	-	12,000,000.00	-	1,200.00
vii	Sundaram Fixed Term Plan - DH 378 Days Direct Growth	10	-	8,000,000.00	-	800.00
viii	Tata Fixed Maturity Plan Series 42 Scheme G Direct Plan - Growth	10	-	10,000,000.00	-	1,000.00
ix	DSP Black Rock FMP Series 95-12M - Direct -Growth	10	-	23,000,000.00	-	2,300.00

(Rupees in lakh)						
Particulars	Face Value (Rupees)	Quantity As at March 31, 2015 (Numbers)	Quantity As at March 31, 2014 (Numbers)	Amount As at March 31, 2015	Amount As at March 31, 2014	
x	HDFC FMP 366D April 2013 (1) Series 26 - Direct - Growth	10	-	10,000,000.00	-	1,000.00
xi	L & T FMP- Series 8 - Plan A - Direct Growth	10	-	6,000,000.00	-	600.00
xii	Birla Sun Life Fixed Term Plan Series HK	10	-	10,000,000.00	-	1,000.00
xiii	Birla Sun Life Fixed Term Plan- Series HB	10	-	10,000,000.00	-	1,000.00
xiv	JP Morgan India Annual Interval Fund- Direct-Growth	10	-	10,000,000.00	-	1,000.00
xv	Reliance Fixed Horizon Fund - XXIV- Series 9-Direct Plan Growth Plan	10	-	9,000,000.00	-	900.00
xvi	Religare Invesco FMP-Series XX (369 Days) - Direct Plan - Growth	10	-	10,000,000.00	-	1,000.00
xvii	Sundaram Fixed Term Plan DQ 366 Days Direct Growth	10	-	10,000,000.00	-	1,000.00
xviii	Sundaram Fixed Term Plan EW 366 Days - Direct Growth	10	-	5,511,724.00	-	551.17
xix	Religare Invesco FMP Sr. XXI Plan E (370 Days) - Direct Plan Growth	10	-	4,500,000.00	-	450.00
xx	JP Morgan India Fixed Maturity Plan Series 31 - Direct Option	10	-	10,000,000.00	-	1,000.00
xxi	Principal PNB Fixed Maturity Plan - Series B12 - Direct Plan Growth	10	-	5,000,000.00	-	500.00
xxii	Birla Sun Life FTP Series KD (367 Days) - Growth Direct	10	-	9,000,000.00	-	900.00
xxiii	DWS Fixed Maturity Plan - Series - 62 - Direct Plan Growth	10	7,000,000.00	7,000,000.00	700.00	700.00
xxiv	Principal PNB Fixed Maturity Plan - Series B-10-476 Days - Direct Plan Growth	10	10,000,000.00	-	1,000.00	-
xxv	Axis Fixed Term Plan - Series 52 (428 days) Direct Growth	10	10,000,000.00	-	1,000.00	-
xxvi	DWS Fixed Maturity Plan - Series 45 - Direct Plan Growth	10	15,000,000.00	-	1,500.00	-
xxvii	Religare Invesco FMP Series 22 Plan L (14 Months) - Direct Plan Growth	10	4,500,000.00	-	450.00	-
xxviii	DSP Black Rock FMP Series 163 - 12M - Dir - Growth	10	25,000,000.00	-	2,500.00	-
xxix	Principal PNB Fixed Maturity Plan - Series B17 - Direct Plan Growth	10	10,000,000.00	-	1,000.00	-
xxx	Reliance Fixed Horizon Fund - XXVI- Series 17 - Direct Plan Growth Plan	10	10,000,000.00	-	1,000.00	-
xxxi	Reliance Fixed Horizon Fund XXVI Series 9 - Direct Plan Growth Plan	10	10,000,000.00	-	1,000.00	-
xxxii	Religare Invesco FMP-Ser. 23 Plan H (370 Days) - Direct Plan Growth	10	7,000,000.00	-	700.00	-
Sub-total (fixed maturity plans)				10,850.00	20,901.17	

(Rupees in lakh)					
Particulars	Face Value (Rupees)	Quantity As at March 31, 2015 (Numbers)	Quantity As at March 31, 2014 (Numbers)	Amount As at March 31, 2015	Amount As at March 31, 2014
- In other plans					
i Reliance Yearly Interval Fund Series 9 - Direct Plan Growth Plan	10	-	7,500,000.00	-	750.00
Sub-total (fixed maturity plans)				-	750.00
Total (mutual fund investments)				10,850.00	21,651.17
Aggregate amount of quoted investments					
- cost				10,850.00	21,651.17
- market value				11,902.24	23,181.16

Particulars	As at March 31, 2015	As at March 31, 2014
16 Trade receivables (Unsecured)		
Outstanding for a period exceeding six months from the date they are due for payment		
- considered good due from related parties	1.09	-
- considered good due from others	298.61	415.36
- considered doubtful	118.53	115.40
	418.23	530.76
Others		
- considered good due from related parties	2.59	1.28
- considered good due from others	1,859.04	754.80
- considered doubtful	88.72	3.23
	1,950.35	759.31
Total	2,368.58	1,290.07
Less: provision for doubtful trade receivables	(207.25)	(118.63)
	2,161.33	1,171.44
17 Cash and bank balances		
Cash and cash equivalents		
Cash on hand	13.12	4.19
Balance with bank payable to public offer applicants	-	0.39
Balances with bank		
- On current accounts	482.01	329.18
- On deposit accounts with maturity of 3 months or less from the original maturity date	8.67	0.97
Other bank balances		
Bank deposits	7,247.35	851.51
- Deposit with maturity for more than 3 months and less than 12 months from the reporting date		
Earmarked balance with bank		
- On unpaid dividend account	8.30	8.17
	7,759.45	1,194.41
Deposit accounts with maturity of 3 months or less from the original maturity date	8.67	0.97

Particulars	(Rupees in lakh)	
	As at March 31, 2015	As at March 31, 2014
Deposit with maturity for more than 3 months and less than 12 months from the reporting date	7,247.35	851.51
Deposit with maturity for more than 12 months from the reporting date *	791.22	493.03
* (Deposit includes fixed deposits with banks Rs. 37.82 lakh (previous year Rs. 34.90 lakh) marked as lein for guarantees issued by bank on behalf of the company)		
* Includes book overdraft of nil (previous year Rs. 57.35 lakh) for uncleared cheques issued in pursuance to sweep in facilities with various banks.		
18 Short-term loans and advances		
<i>Secured and considered good</i>		
Loans to employees	31.98	29.07
<i>(Unsecured and considered good)</i>		
Loan to ICRA Employees Welfare Trust	-	117.13
Loans to related parties	25.00	-
Advances recoverable in cash or kind		
- With related parties	14.63	29.42
- With others	217.56	245.24
Prepaid expenses	82.14	72.85
Security deposits	39.55	3.50
Advance tax (net of provision of nil (previous year Rs. 2,330 lakh))	-	48.39
<i>(Unsecured and considered doubtful)</i>		
Advances recoverable in cash or kind		
- With others	20.81	9.99
	431.67	555.59
Less: provision for doubtful short-term loans and advances	(20.81)	(9.99)
	410.86	545.60
19 Other current assets		
Interest accrued but not due on fixed deposits	161.89	25.61
	161.89	25.61
	2014-15	2013-14
20 Revenue from Operations		
Rating and research services fees	18,017.83	16,210.88
	18,017.83	16,210.88
21 Other Income		
Interest income on fixed deposits	284.59	79.63
Interest income on loan to subsidiaries	18.07	58.22
Other interest income	6.62	20.18
Dividend income	0.60	16.10
Profit on sale/redemption of investments (net)	2,029.37	1,439.00
Foreign exchange gain	0.67	0.10
Technical services income	-	0.90
Rental income	100.75	80.43
Reversal in diminution in carrying value of investments	-	0.16
Other non-operating income	51.87	33.99
	2,492.54	1,728.71

(Rupees in lakh)		
Particulars	2014-15	2013-14
22 Employee benefit expenses		
Salaries and allowances	7,140.54	6,257.99
Contribution to provident fund	259.97	233.35
Expense on employee stock option plan	-	146.46
Staff welfare expenses	223.10	228.38
	7,623.61	6,866.18
23 Other expenses		
Electricity and water	121.90	112.51
Rent (Refer note 28)	417.90	392.64
Repairs and maintenance - building	0.25	0.62
Repairs and maintenance - others	249.72	220.38
Insurance charges	9.47	5.72
Rates and taxes	20.20	26.27
Communication expenses	183.01	167.80
Printing and stationery	119.67	125.53
Books and periodicals	49.46	44.54
Travelling and conveyance	387.81	445.22
Directors' sitting fees	26.50	12.00
Legal and professional charges	1,111.85	860.40
Conference and meeting expenses	53.24	54.77
Advertisement expenses	10.20	10.09
Auditors' remuneration and expenses (Refer note 30)	29.20	6.39
Technical services	20.25	33.49
Bad debts written off	74.96	113.26
Provision for doubtful debts	87.51	(32.51)
Fees and subscription	17.02	14.14
Remuneration to non executive directors	42.68	39.00
Recruitment expenses	24.90	22.21
Loss on sale/disposal of assets (net)	5.82	2.33
Miscellaneous expenses	30.97	38.65
	3,094.49	2,715.45
24 Commitments as at year end (to the extent not provided for):-		
	As at March 31, 2015 (Rupees in lakh)	As at March 31, 2014 (Rupees in lakh)
Capital commitments:-		
Estimated amount of contracts remaining to be executed on capital account and not provided for (advance given Rs. 24.87 lakh (previous year Rs. 96.32 lakh))	21.46	67.49
Total	21.46	67.49

25 Contingent Liabilities (to the extent not provided for):-

	As at March 31, 2015 (Rupees in lakh)	As at March 31, 2014 (Rupees in lakh)
Claims against the Company disputed and not acknowledged as debts.		
Income Tax	620.46	443.22
Total	620.46	443.22

The Company is contesting the demand and the management including its tax advisors believe that its position will likely be upheld in the appellate process. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Companies financial position and results of operations.

- 26** There are no Micro, Small & Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2015 and as at March 31, 2014. The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) has been determined to the extent such parties have been identified on the basis of information available with the Company.
- 27** Pursuant to Companies Act, 2013 ('the Act') being effective from April 1, 2014, the Company has revised depreciation rate on fixed assets as per the useful life specified in Part 'C' of Schedule II to the Act. As a result of this change, the depreciation charge till March 31, 2015 is higher by Rs. 117.23 lakh. In respect of assets whose useful life already expired as on April 1, 2014, depreciation of Rs 20.18 lakh (net of deferred tax impact of Rs.10.39 lakh) has been adjusted from reserves and surplus in accordance with the requirements of Schedule II of the Act.

28 Leases:**As Lessee**

The Company's significant operating lease arrangements are in respect of premises (residential, offices, godown etc.). These are generally not non-cancellable and range between 11 months and 12 years and in certain cases are renewable by mutual consent on mutually agreeable terms. Lease payments under operating leases are recognised in the Statement of Profit & Loss on a straight-line basis over the lease term.

The schedule of lease rental payments in respect of operating leases is set out below:

	2014-15 (Rupees in lakh)	2013-14 (Rupees in lakh)
Rental recognised in the Statement of Profit & Loss operating leases*	449.01	505.59

	As at March 31, 2015 (Rupees in lakh)	As at March 31, 2014 (Rupees in lakh)
Future minimum lease rental payments for non-cancellable operating leases:		
Not later than one year	449.01	456.65
Later than one year but not later than 5 years	1,093.80	1,339.46
Later than 5 years	94.07	101.99

* Includes rental for parking space, guest house, office premises etc. which has been accounted in the respective heads.

As Lessor

The Company has terminated all its rental agreements with the subsidiary companies w.e.f. April 1, 2015

Lease receipts recognised in the Statement of Profit and Loss	99.64	78.84
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	2014-15 (Rupees in lakh)	2013-14 (Rupees in lakh)	
29 Segment reporting:-			
As the Company's business activities falls within a single primary business segment and a geographical segment, the disclosure requirements of Accounting Standard 17 "Segment Reporting" specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 are not applicable.			
30 Remuneration to auditors (excluding service tax):-			
Audit fees	11.40	1.49	
Limited review *	10.00	2.25	
Tax audit	5.10	0.56	
Other audit services	1.20	0.97	
Reimbursement of expenses *	1.50	1.12	
Total	29.20	6.39	
* Includes payment made to erstwhile auditor for limited review Rs. 1 lakh (previous year Rs. 2.25 lakh) and for reimbursement of expenses Rs. 0.70 lakh (previous year Rs. 1.12 lakh)			
31 Foreign currency transactions:-			
(1) Expenditure in foreign currency(on accrual basis)			
- Technical services	15.29	25.79	
- Professional charges	3.94	10.09	
- Foreign travel	9.84	20.50	
- Others	1.01	13.84	
(2) Remittance in foreign currency on account of final dividend			
- Amount of dividend remitted	495.59	-	
- Number of Non-resident shareholders	1	-	
- Number of equity shares held by Non-resident shareholders	2,154,722	-	
- The year to which dividend related	2013-14	-	
(3) Earnings in foreign exchange			
- Professional fees	27.89	2.46	
32 Earning Per Share (Basic and diluted)			
I. Profit/(loss) for basic and diluted earnings per share of Rs 10 each	Rupees in lakh	5,041.88	5,873.15
II. Weighted average number of equity shares for earnings as per share computation			
A) For basic earnings per share	Nos.	9,802,106	10,000,000
B) For diluted earnings per share	Nos.	9,868,975	10,000,000
No. of shares for basic earning per share as per II A	Nos.	9,802,106	10,000,000
Add: weighted average outstanding options related to employee stock options.	Nos.	66,869	-
No of shares for diluted earnings per share	Nos.	9,868,975	10,000,000
III. Earnings per share (face value of Rs 1 each)			
Basic	Rupees	51.44	58.73
Diluted	Rupees	51.09	58.73

	2014-15	2013-14
	(Rupees in lakh)	(Rupees in lakh)
33 Prior period item		
Prior period adjustments represent aggregate impact of adjustment for certain accounting practices in relation to items as mentioned below:-		
Compensated absences	37.08	-
Rent equalisation reserve	155.79	-
Revenue	571.95	-
Total	764.82	-

The consequential tax impact has been accounted in the Statement of Profit & Loss for the year.

- 34** During the year ended March 31, 2015, the Company has prudently recognized an impairment loss of Rs. 1,151.95 lakh (previous year nil) in relation to its investment in PT ICRA Indonesia (including advance given for allotment of shares), due to past recurring losses and lack of certainty to the extent of its recoverability in future.
- 35** The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company has maintained adequate documentation for the international transactions entered into with the associated enterprises and domestic transactions entered into with the specified person during the financial year and expect such records to be in existence in accordance with the requirements of the law. The management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.
- 36** The Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013 and the CSR Policy has been devised on the basis of the recommendations made by the CSR Committee. The CSR Policy of the Company and details about the development of CSR Policy as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014, have been provided in the Directors' Report 2014-15. The Company has not incurred during the financial year 2014-15, two per cent of the average net profit of the last three financial years under CSR, as the intention of the CSR related provisions under the Companies Act, 2013 is to encourage corporates to meaningfully engage in social development. In view of the same, the CSR Committee recommended to the Board to not allocate any cash flow in year ended March 31, 2015, and take a considered and long term decision and formulate a long term plan based on the concrete recommendations of the CSR Committee. The said decision was thought fit and proper as the contributions to long term programs would fulfill the CSR goals of the Company in its true spirit. Gross amount required to be spent by the Company was Rs.123.41 lakh.

37 Employee Stock Option Scheme

The Company has a stock option plan in place namely:

Employee Stock Option Scheme 2006

The Board of Directors had constituted ESOS Compensation Committee ('Committee') comprising a majority of Independent Directors for administration and supervision of the Stock Option Scheme.

In 2006-07, members approved constitution of ICRA Employees Welfare trust ('Trust') for the purpose of welfare of the Employees and for administration of ESOS 2006. The Trust provides a convenient method for transferring shares to the eligible employees upon exercise of the options by such employees. The members authorised grant of loan(s) from time to time to the Trust in one or more tranches as agreed between the Board and the Trust.

Type of arrangement	2014-15 (Rupees in lakh)	2013-14 (Rupees in lakh)
	Employee stock option Plan 2006	
	Tranche 1	Tranche 2
Date of grant	March 24, 2007	November 9, 2010
Number granted	615,763	272,500
Fair value of option	138.00	1,153.00
Exercise Price	330.00	330.00
Contractual life from the date of vesting	5	5
Method use for valuation	Intrinsic value method	
Method of settlement	Equity Shares	
Under ESOS Plan 2006, each option, upon vesting, shall entitle the holder to acquire one equity shares of Rs 10 each.		

Summary of vesting provisions:-

Vesting date	ESOS 2006	
	% of options vested	Lock-in period
1 year from grant date	40	Nil
2 years from grant date	30	Nil
3 years from grant date	30	Nil

The outstanding loan to the Trust as at March 31, 2015 is nil (previous year - Rs 117.13 lakh). Out of total options in force as on March 31, 2014, 47,097 shares (previous year - 1,36,946 share) were transferred to the employees on exercise of Options during the year ended March 31, 2015.

The unissued and lapsed options lying at the end of the year is 119,961. The movement of the stock options in force under the ESOS plan 2006 is set out below:

A. Tranche 1:

	As at March 31, 2015	
	Number of options	Weighted Average Exercise Price(Rs)
Options outstanding at the beginning of the year	33,447	-
	(99,197)	-
Granted during the year	-	-
	-	-
Exercised during the year	33,447	330
	(65,750)	(330)
Options forfeited during the year	-	-
	-	-
Options outstanding at the end of the year	-	-
	(33,447)	-

[Previous year figures are in ()]

B. Tranche 2:

Options outstanding at the beginning of the year	66,006	-
	(138,342)	-
Granted during the year	-	-
	-	-
Exercised during the year	13,650	330

	2014-15 (Rupees in lakh)	2013-14 (Rupees in lakh)
Options forfeited during the year	(71,196)	(330)
	-	-
Options outstanding at the end of the year	(1,140)	-
	52,356	-
	(66,006)	-

[Previous year figures are in ()]

	2014-15 (Rupees in lakh)	2013-14 (Rupees in lakh)
Other information regarding employee share based payment plans is as below:		
Expenses arising from employee share based payment plans (debited to Statement of Profit and Loss)	-	146.46
ESOP outstanding as at year end	572.69	722.00

38 Disclosure in respect of employee benefits under Accounting Standard (AS) – 15 (Revised) "Employee Benefits" prescribed by the Companies (Accounting Standards) Rules, 2006.

Defined contribution plans

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident fund and Employees State Insurance fund which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue. The amount recognised as an expense towards contribution to these funds for the year aggregated to Rs. 238.20 lakh (previous year Rs. 213.73 lakh) and is included in "Employee benefits". (Refer note 22)

Defined benefit plans

The Company operates post-employment defined benefit plan that provides gratuity.

The gratuity Plan Liability with regard to gratuity and compensated absences is accrued based on actuarial valuation at the Balance Sheet date, carried out by an independent actuary.

a) Gratuity Plan

The present value of the obligation is determined based on an actuarial valuation using the projected unit credit method.

Table showing changes in the present value of the obligation during the year

Present value of obligation at beginning of the year	430.49	357.02
Interest cost	35.83	28.05
Current service cost	55.87	56.37
Benefit paid	(64.72)	(12.78)
Actuarial (gain)/loss	44.94	1.83
Present value of obligation at the year end	502.41	430.49
Long-term gratuity provision	433.40	368.15
Short-term gratuity provision	69.01	62.34

Table showing fair value of plan assets

Fund status	(502.41)	(430.49)
-------------	-----------------	----------

Actuarial gain /loss recognised for the year

Actuarial gain /(loss) recognised for the year- obligation	(44.94)	(1.83)
Total (gain) / loss for the year	44.94	1.83
Actuarial (gain) / loss recognised in the year	44.94	1.83

	2014-15 (Rupees in lakh)	2013-14 (Rupees in lakh)
Amount to be recognised in the Balance Sheet and Statement of Profit and Loss		
Present value of obligation as at the end of the year	502.41	430.49
Funded status	(502.41)	(430.49)
Net liability recognised in Balance Sheet	502.41	430.49
Expenses recognised during the year		
Current service cost	55.87	56.37
Interest cost	35.83	28.05
Actuarial (gain)/loss	44.94	1.83
Expenses recognised in the Statement of Profit and Loss	136.64	86.25
Amount for the current year		
Present value of obligation	502.41	430.49
Surplus (deficit)	(502.41)	(430.49)
Experience adjustments on plan liabilities - (loss)/gain	15.16	9.83
Reconciliation statement of expense in the Statement of Profit and Loss		
Present value of obligation as at the end of the year	502.41	430.49
Present value of obligation as at the beginning of the year	(430.49)	(357.02)
Benefits paid directly paid by the enterprise	64.72	12.78
Expenses recognised in the Statement of Profit and Loss	136.64	86.25
Movement in the liability recognised in Balance Sheet		
Opening net liability	430.49	357.02
Expenses as above	136.64	86.25
Benefits directly paid by Company	(64.72)	(12.78)
Closing net liability	502.41	430.49
Actuarial assumptions		
Discount rate (per annum)	7.80%	9.00%
Expected rate of return on plan assets (per annum)	NA	NA
Rate of increase in compensation levels:	11.00%	11.00%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. Assumptions regarding future mortality are based on the published statistics and mortality tables. The calculation of the defined benefit obligation is sensitive to the mortality assumptions.

Particulars	As at March 31, 2015	As at March 31, 2014
Retirement Age		
- for Chairman and Group C.E.O.	69	69
- for others	60	60
Mortality Table	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.
Withdrawal rate	16%	16%

	2014-15	2013-14
	(Rupees in lakh)	(Rupees in lakh)
Experience adjustment on actuarial gain / (loss) for projected benefit obligation and plan assets		
	2014-15	2013-14
	(Rupees in lakh)	(Rupees in lakh)
On plan projected benefit obligation	(15.16)	(9.83)
On plan assets	-	-

b) Other long-term benefits

The Company provides compensated absences benefits to the employees of the company which can be carried forward to future years. Amount recognised in Statement of Profit and Loss for leave benefits is as under -

	2014-15	2013-14
	(Rupees in lakh)	(Rupees in lakh)
Present value of obligation at the end of the year		
Earned leaves	227.73	224.24
Casual leaves	41.43	-

39 Disclosures as required by the Accounting Standard 18 on "Related Party Disclosures" are given below:**A. Related Parties where control exists:**Ultimate holding company:-

Moody's Corporation

Fellow subsidiary companies:-

Moody's Investment Company India Private Limited

Moody's Singapore Pte Limited

B. Subsidiaries including step-down subsidiaries

ICRA Management Consulting Services Limited

ICRA Techno Analytics Limited

ICRA Online Limited

PT ICRA Indonesia

ICRA Lanka Limited

ICRA Nepal Limited

ICRA Sapphire Inc.

ICRA Global Capital Inc.

BPA Technologies Inc.

BPA Technologies Private Limited

IMaCS Virtus Global Partners, Inc.

Pragati Development Consulting Services Limited

C. Ultimate holding company/ fellow subsidiary companies with whom transactions taken place during the year:

Moody's Investment Company India Private Limited

Moody's Singapore Pte Limited

Moody's Investors Service India Private Limited

Moody's Investors Service Inc.

Moody's Investors Service Limited

Moody's Investors Service Singapore Pte Limited

	2014-15 (Rupees in lakh)	2013-14 (Rupees in lakh)
Moody's Asia Pacific Limited		
MIS Quality Management Corp.		
Moody's Investors Service Hong Kong Limited		
D. Key management personnel:		
Mr. P.K. Choudhury	(till January 29, 2015)	
Mr. Naresh Takkar		
Mr. Vijay Wadhwa	(till September 29, 2014)	
Mr. Vivek Mathur	(w.e.f. March 2, 2015)	
Mr. S. Shakeb Rahman	(w.e.f. March 2, 2015)	
<u>ICRA Management Consulting Services Limited</u>		
Professional services	45.09	29.00
Rental income	87.57	78.84
Other non-operating income	0.30	0.30
Reimbursement of expenses received/receivable	86.49	31.68
Reimbursement of expenses paid/payable	8.72	14.21
Short-term loans and advances	-	21.31
Other current liabilities	3.91	-
<u>ICRA Techno Analytics Limited</u>		
Professional services	11.10	6.15
Purchase of intangible assets	9.16	-
Other non-operating income	1.15	0.17
Interest income on loan	18.07	36.19
Loan given during the year	-	950.00
Loan repaid during the year	-	800.00
<i>(Maximum loan amount during the year Rs. 150 lakh (previous year Rs. 950 lakh))</i>		
Reimbursement of expenses received/receivable	0.03	-
Long term Loan receivable #	125.00	150.00
Short term Loan receivable #	25.00	-
Short-term loans and advances	-	4.02
Other current liabilities	3.38	-
<u>ICRA Online Limited</u>		
Professional services	14.60	17.17
Rating and research services fees	-	9.65
Rent	0.42	1.30
Other non-operating income	0.79	-
Interest income on loan	-	22.03
Loan given during the year	-	950.00
Loan repaid during the year	-	950.00
<i>(Maximum loan amount during the year nil (previous year 950 lakh))</i>		
Reimbursement of expenses received/receivable	0.15	4.04
Reimbursement of expenses paid/payable	36.60	49.00
Other current liabilities	4.26	5.00

	2014-15 (Rupees in lakh)	2013-14 (Rupees in lakh)
<u>PT ICRA Indonesia</u>		
Investment in equity shares	232.54	232.68
Advance given for investment in equity shares	30.09	139.34
Provision for Diminution in value of investments	1,121.86	-
Provision for doubtful loans and advances	30.09	-
Long-term loans and advances	-	139.34
<u>ICRA Lanka Limited</u>		
Investment in equity shares	-	91.49
Reimbursement of expenses received/receivable	2.70	0.49
Short-term loans and advances	2.87	0.17
<u>ICRA Nepal Limited</u>		
Other operating income	5.77	1.96
Reimbursement of expenses received/receivable	0.36	1.83
Reimbursement of expenses paid/payable	-	0.18
Trade receivables	3.68	1.28
Short-term loans and advances	0.71	0.42
<u>Moody's Corporation</u>		
Technical services	2.76	-
Other current liabilities	2.13	-
<u>Moody's Investment Company India Private Limited</u>		
Dividend paid	655.71	627.20
<u>Moody's Singapore Pte Limited</u>		
Dividend paid	495.59	-
<u>Moody's Investors Service India Private Limited</u>		
Rental income	12.07	-
Reimbursement of expenses paid/payable	7.36	12.95
Short-term loans and advances	11.05	3.50
<u>Moody's Investors Service Inc.</u>		
Technical services	8.49	25.22
Directors' sitting fees	0.20	-
Other current liabilities	0.12	3.08
<u>Moody's Investors Service Limited</u>		
Directors' sitting fees	3.00	-
Other current liabilities	0.47	-
<u>Moody's Investors Service Singapore Pte Limited</u>		
Rating and research services fees	19.30	-
Unearned revenue	38.75	-

	2014-15 (Rupees in lakh)	2013-14 (Rupees in lakh)
<u>Moody's Asia Pacific Limited</u>		
Directors' sitting fees	2.80	1.20
Other current liabilities	0.59	-
<u>MIS Quality Management Corp.</u>		
Technical services	3.59	6.39
Other current liabilities	1.12	0.77
<u>Moody's Investors Service Hong Kong Limited</u>		
Technical services	4.55	-
<u>Mr. P.K. Choudhury</u> (till January 29, 2015)		
Managerial remuneration *	258.32	213.93
Other employees benefits payable	74.15	72.02
Other current liabilities	-	3.29
<u>Mr. Naresh Takkar</u>		
Managerial remuneration *	319.26	214.62
Loan outstanding	19.78	21.66
Other employees benefits payable	74.15	72.02
Other current liabilities	5.76	0.22
<u>Mr. Vijay Wadhwa</u> (till September 29, 2014)		
Remuneration *	69.65	85.36
Loan outstanding	-	20.33
Advance outstanding	-	5.83
Other employees benefits payable	-	17.82
Other current liabilities	-	0.68
<u>Mr. Vivek Mathur</u> (w.e.f. March 2, 2015)		
Remuneration *	9.58	-
Loan outstanding	8.97	-
Other current liabilities	2.80	-
<u>Mr. S. Shakeb Rahman</u> (w.e.f. March 2, 2015)		
Remuneration *	0.56	-
Other current liabilities	0.26	-

* As the liabilities for gratuity and leave encashment are provided on an actuarial basis for the company as a whole, the amounts pertaining to the key management personnel is not included above.

ICRA Techno Analytics Limited has taken unsecured loan at the rate of interest of 12% per annum for purchase of Office at Kolkata.

- 40 Other operating income of Rs. 106.70 lakh (previous year Rs. 79.05 lakh) represents royalty income, professional services, bad debts recovered which were earlier written off and liabilities in the nature of advances received from clients written back as management believes that these are no longer payable.

	2014-15 (Rupees in lakh)	2013-14 (Rupees in lakh)
--	---	-----------------------------

41 Foreign currency exposure not hedged by derivative instrument:

	Amount (foreign currency in lakh)	
	As at March 31, 2015	As at March 31, 2014
Amount receivable on account of sale of services and loans and advances	USD 0.05	USD 2.32
Amount payable on account of purchase of services etc.	USD 0.07	USD 0.06
Amount outstanding as deposits with banks	USD 0.01	USD 0.01

42 The figures for previous ended Mach 31, 2014 were audited by the erstwhile Statutory Auditor.**43** Certain amounts reported in the financial statement for the year ended March 31, 2014, require regrouping/ reclassification to conform to the current year's classification. The following table shows the reclassification of material amounts which were reported in the financial statements for the year ended March 31, 2014 and how these amounts now appear in the financial statements for the year ended March 31, 2015 if the current year grouping / classification are applied:

Reclassified from (account name)	Reclassified from (note number)	Reclassified to (account name)	Reclassified to (note number)	Amount (Rupees in lakh)
Others (under long term provisions)	6	Others (under short term provisions)	9	27.37
Other liabilities (under other current liabilities)	8	bank deposits (under other non current assets)	14	57.35
Investment in mutual funds (under non current investments)	11	Investment in mutual funds (under current investments)	15	20,451.17
Loans and advances to related party (under short term loans and advances)	18	Loans and advances to related party (under long term loans and advances)	13	289.34
Loan to ICRA Employee Welfare trust (under long term loans and advances)	13	Loan to ICRA Employee Welfare trust (under short term loans and advances)	18	117.13
Loans and advances with others (under short term loans and advances)	18	Capital advances (under long term loans and advances)	13	96.32
Prepaid taxes (under short term loans and advances)	18	Advance tax (under long term loans and advances)	13	1,257.57
Bank deposits (under cash and cash balances)	22	bank deposits (under other non current assets)	22	550.38

As per our report of even date attached

For and on behalf of the Board of Directors of ICRA Limited

For **B S R & Co. LLP**

Chartered Accountants

(ICAI Firm registration number : 101248W/W-100022W)

Pravin Tulsyan

Partner

Membership No. : 108044

Naresh Takkar

Managing Director & Group C.E.O.

(DIN: 00253288)

Arun Duggal

Chairman

(DIN: 00024262)

Place : Gurgaon

Dated : May 21, 2015

S. Shakeb Rahman

Company Secretary

Vivek Mathur

Chief Financial Officer

Financial Highlights of ICRA Limited

Particulars	(Rs. in lakh)																
	2002-03	2003-04	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15				
1 Operating Income	3,087.62	3,286.08	3,715.22	3,321.28	3,978.99	6,069.53	8,872.80	10,616.39	12,930.51	13,936.08	14,859.41	16,289.93	18,124.53				
2 Non-Operating Income	567.78	713.67	417.29	539.47	697.94	793.73	1,270.78	2,177.99	1,254.26	1,973.77	1,624.12	1,728.71	2,492.54				
3 Total Income	3,655.40	3,999.75	4,132.51	3,860.75	4,676.93	6,863.26	10,143.58	12,794.38	14,184.77	15,909.85	16,483.53	18,018.64	20,617.07				
4 PBDIT	1,495.44	1,620.50	1,269.65	1,891.32	2,387.67	3,967.27	5,443.74	7,606.80	7,083.74	7,762.39	7,498.60	8,437.01	9,898.97				
5 Depreciation	(143.35)	(137.36)	(142.51)	(152.26)	(160.02)	(181.40)	(177.55)	(195.56)	(203.23)	(189.64)	(210.74)	(245.20)	(369.08)				
6 Interest	-	-	-	-	(4.51)	-	-	-	-	-	-	-	-				
7 Prior Period Adjustments (See Note)	-	-	-	-	-	(0.50)	(0.24)	-	-	-	-	-	(764.82)				
8 Exception all items	-	-	-	-	-	-	-	-	-	-	-	-	(1,151.95)				
9 Profit Before Tax	1,352.09	1,483.14	1,127.14	1,739.06	2,223.14	3,785.37	5,265.95	7,411.24	6,880.51	7,572.75	7,287.86	8,191.81	7,613.12				
10 Tax Provision	(365.73)	(377.17)	(317.26)	(473.96)	(613.13)	(1,119.51)	(1,650.85)	(2,410.87)	(2,389.15)	(2,482.77)	(1,249.53)	(2,318.66)	(2,571.24)				
11 Profit After Tax	986.36	1,105.97	809.88	1,265.10	1,610.01	2,665.86	3,615.10	5,000.37	4,491.36	5,089.98	6,038.33	5,873.15	5,041.88				
12 Prior Period Adjustments (See Note)	(0.31)	(6.13)	3.71	(36.94)	(0.06)	-	-	-	-	-	-	-	-				
13 Equity Share Capital	880.51	880.51	880.51	880.51	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00				
14 Securities Premium	2,687.55	2,687.55	2,687.55	2,687.55	6,511.23	6,511.23	6,511.23	6,511.23	6,511.23	6,939.37	7,680.85	8,459.63	8,608.94				
15 Net Worth	7,341.03	7,945.65	8,409.29	9,237.29	14,232.02	15,730.09	17,941.25	20,959.74	24,234.13	28,291.65	32,236.74	35,565.46	37,698.58				
16 Dividend(%)	30%	50%	35%	40%	45%	100%	120%	170%	170%	200%	220%	230%	240%				
17 Basic Earnings Per Share (Rs.)	11.20	12.56	9.20	14.37	18.23	26.66	36.15	50.00	44.91	50.90	60.38	58.73	51.44				
18 Book Value Per Share (Rs.)	83.37	90.24	95.50	104.91	142.32	157.30	179.41	209.60	242.34	282.92	322.37	355.65	376.99				

Note: Prior Period Adjustments up to the financial year 2006-07 are reflected below 'Profit After Tax', and with effect from the financial year 2007-08 the same are reflected above 'Profit After Tax'.

ICRA: Selective Data/Ratio Analysis

Operating Income



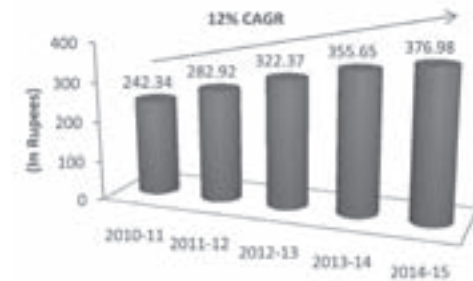
Net Worth



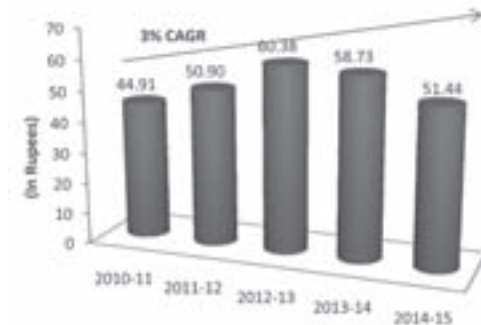
Profit After Tax



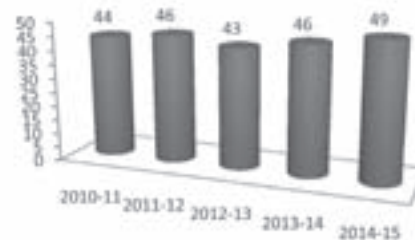
Book Value Per Share



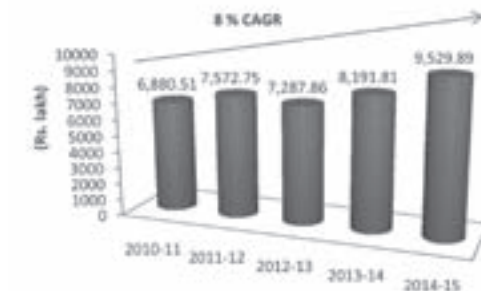
EPS



Dividend Payout Ratio (%) (Including Corporate Dividend Tax)

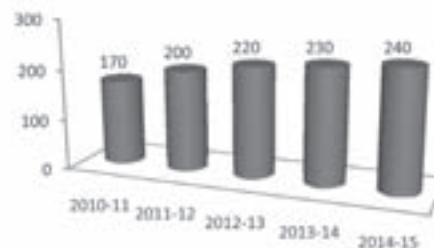


Profit Before Prior Period Adjustments, Exceptional Items and Tax



Dividend (%)

(Dividend for the year 2014-15 is subject to approval of Shareholders)



Frequently Asked Questions

Q Since when and on which Stock Exchanges are ICRA's Equity Shares listed?

A ICRA's Equity Shares are listed on two Stock Exchanges with effect from April 13, 2007:

1. BSE Limited (BSE): [Scrip Code: 532835]
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001
Tel: + 91-22-22721233/4; Fax: + 91-22-22721919
2. National Stock Exchange of India Limited (NSE): [Symbol: ICRA]
Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051
Tel: +91 22 26598100 – 8114; Fax: +91 22 2659 8120

Q What is ICRA's Share Capital?

A ICRA's Authorised Share Capital is Rs. 15 crore. The Issued, Subscribed and Paid-up Equity Share Capital of the Company as on March 31, 2015 was Rs. 10 crore, consisting of 1,00,00,000 Equity Shares of Rs.10/- each.

Q When does ICRA's financial year end?

A ICRA's financial year ends on March 31.

Q How much dividend has ICRA paid during the last three financial years?

A For the financial year 2013-14, a Dividend of 240%
For the financial year 2012-13, a Dividend of 220%
For the financial year 2011-12, a Dividend of 200%

Q How can a shareholder get dividend, if not yet received?

A The shareholder concerned may write to our Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, or our Company Secretary & Compliance Officer, Mr. S. Shakeb Rahman, at the relevant address as mentioned below, quoting her/his folio number in the case of physical shares and the client ID and DP ID particulars in the case of dematerialised shares. We will check our records and issue a duplicate dividend warrant/demand draft if the dividend has remained unpaid according to the records of the Company.

Q What is National Electronic Clearing Service (NECS)?

A NECS refers to the National Electronic Clearing Service (NECS) introduced by the Reserve Bank of India (RBI) in September, 2008 with a view to facilitate centralised processing for periodic and bulk payments. NECS is an advance version of Electronic Clearing Service (ECS) transactions. NECS essentially operates on the new and unique bank account number, allotted by the banks post implementation of Core Banking Solutions (CBS) for centralised processing of inward instructions and efficiency in handling bulk transactions.

Q How can Shareholders avail themselves of the National Electronic Clearing Service (NECS) facility?

A Shareholders who wish to avail the NECS facility are required to submit NECS Mandate Form (available on our website www.icra.in) duly completed along with a photocopy of a cheque (as advised in the Form) with their respective DPs (for shares held in the electronic form) and with the Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited (for shares held in the physical form). Our Registrar and Share Transfer Agent will take due note of same for payment of dividend through NECS. All subsequent dividends will also be paid to them through direct credit to their designated bank account.

Q Where is ICRA's Registered Office located?

A Address of ICRA's Registered Office and its contact details are as follows:
ICRA Limited
1105, Kailash Building, 11th Floor, 26, Kasturba Gandhi Marg, New Delhi 110 001, India
Tel: +91 11 2335 7940-50; Fax: +91 11 2335 7014; Website: www.icra.in

Q Who should be contacted for any information or assistance on share related matters including dematerialisation/rematerialisation, transfer/transmission of shares, subdivision or consolidation of shares, issue of duplicate share certificates, and unclaimed/non-receipt of dividend?

A Please contact our Registrar and Share Transfer Agent:
M/s. Link Intime India Private Limited
(Formerly M/s. Intime Spectrum Registry Limited)
44 Community Centre, 2nd Floor, Naraina Industrial Area, Phase I, Near PVR, Naraina,
New Delhi – 110028
Email: delhi@linkintime.co.in; Tel: +91 11 4141 0592/93/94; Fax: +91 11 4141 0591

Frequently Asked Questions

Or, ICRA's Company Secretary & Compliance Officer:

Mr. S. Shakeb Rahman

Building No. 8, 2nd Floor, Tower A, DLF Cyber City, Phase II, Gurgaon 122 002, Haryana

Email: investors@icraindia.com; Tel: + 91 124 4545 300; Fax: + 91 124 4050 424

Q How can one convert physical holding into electronic holding, that is, how can one dematerialise shares?

A In order to dematerialise physical securities one has to fill in a DRF (Demat Request Form) which is available with the DP and submit the same along with physical certificates that are to be dematerialised. Separate DRF has to be filled for each ISIN (International Securities Identification Number). The complete process of dematerialisation is outlined below:

- Surrender certificates for dematerialisation to your DP.
- DP intimates to the Depository regarding the request through the system.
- DP submits the certificates to the registrar of the Issuer Company.
- Registrar confirms the dematerialisation request from depository.
- After dematerialising the certificates, Registrar updates accounts and informs depository regarding completion of dematerialisation.
- Depository updates its accounts and informs the DP.
- DP updates the demat account of the investor.

Q Can electronic holdings be converted back into physical certificates?

A Yes. The process is called rematerialisation. If one wishes to get back her/his securities in the physical form s/he has to fill in the RRF (Remat Request Form) and request her/his DP for rematerialisation of the balances in her/his securities account. The process of rematerialisation is outlined below:

- Investor makes a request for rematerialisation.
- Depository participant intimates depository regarding the request through the system.
- Depository confirms rematerialisation request to the registrar.
- Registrar updates accounts and prints certificates.
- Depository updates accounts and downloads details to the depository participant.
- Registrar dispatches certificates to the investor.

Q What is the procedure for transfer of physical shares in favour of the transferee?

A The Transferee needs to send the share certificate(s) along with the share transfer deed in the prescribed form no. SH.4, duly filled in, executed and affixed with share transfer stamps within a period of 60 days from the date of execution of the share transfer deed, to the Company's Registrar and Share Transfer Agent. It takes about 15 days for the Company's Registrar and Share Transfer Agent to process the transfer. The statutory time limit fixed for completing a transfer is 15 days under the Listing Agreement, and one month under the Companies Act, 2013.

Q Is submission of Permanent Account Number (PAN) mandatory for the transfer of physical shares?

A The Securities and Exchange Board of India through its Circular of May 20, 2009 has clarified that for securities market transactions and off-market/private transactions involving transfer of physical shares of listed companies, it shall be mandatory for the transferee(s) to furnish a copy of the PAN card to the Company/RTAs for registration of such transfer of shares.

Q What is the procedure for splitting a share certificate into smaller lots?

A Shareholders may write to the Company's Registrar and Share Transfer Agent enclosing the relevant share certificate for splitting into smaller lots. The share certificates, after splitting, will be sent by the Company's Registrar and Share Transfer Agent to the Shareholders at their registered address.

Q What is the procedure for getting share certificates issued in various denominations consolidated into a single certificate?

A Shareholders having certificates in various denominations under the same folio should send all the certificates to the Company's Registrar and Share Transfer Agent for consolidation of all the shares into a single certificate. If the shares are not under the same folio but have the same order of names, the Shareholder should write to the Company's Registrar and Share Transfer Agent for consolidation of folios. This will help the Shareholders efficiently monitor the holding and the corporate benefits receivable thereon. Consolidation of share certificates helps in saving costs in the event that the shares are dematerialised and also provides convenience in case the shares are continued to be held physically.

Frequently Asked Questions

Q Who should be contacted for complaints?

A Our Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, or our Company Secretary & Compliance Officer, Mr. S. Shakeb Rahman, at the relevant address as mentioned above.

Q If the shares are dematerialised, what is the procedure for change of address?

A Since the records of your dematerialised shares are maintained by your Depository Participant (DP), you have to inform your DP of any change in your address. Your DP will pass on this information to the Registrar whenever any action like despatch of Annual Reports or payment of dividend is due to be taken by the Registrar. **Shareholders are advised to update their address and Bank Account details with their respective depository participants so that in future Dividend Warrants, the Annual Report etc. are delivered to their latest address and the dividend amount is directly credited to their Bank Account.**

Q If the shares are held in the physical form, what is the procedure for change of address?

A Please send a written request along with a certified photocopy of any two of the following documents: electricity bill, telephone bill, gas bill, bank pass book, passport, voter identity card, aadhaar card, and driving licence. The request letter should be signed by the first shareholder or by all joint-holders stating the new address along with the PIN Code, and should be sent to the Registrar or ICRA (addresses mentioned earlier). Please quote your Folio number also.

Q Can there be multiple addresses for a single Folio?

A No, there can be only one registered address for one Folio.

Q Can joint-holders request a change of address?

A No, the letter of request will need to have the signature of the first Shareholder or of all Shareholders.

Independent Auditor's Report

To the Board of Directors of ICRA Limited

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of **ICRA Limited** ('the Company') and its subsidiaries (together referred to as the 'Group'), which comprise the consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place adequate internal financial controls systems over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (ii) in the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- (iii) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matters

We draw your attention to note 36 and 44 of the consolidated financial statements which describes the prior period impact of adjustments for certain recognition and measurement related accounting practices in relation to revenue recognition, accrual for lease rentals and compensated absences and classification related adjustments for current investments, loan and advances/advance taxes. Our opinion is not modified in respect of this matter.

For **B S R & Co. LLP**
Chartered Accountants

ICAI Firm Registration number:101248 W/W-100022

Pravin Tulsyan

Partner

Membership No.: 108044

Place: Gurgaon
Date : May 21, 2015

Consolidated Balance Sheet as at March 31, 2015

(Rupees in lakh)

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	(3)	1,000.00	1,000.00
Reserves and surplus	(4)	41,877.56	37,793.86
Minority Interest		61.62	48.17
Non-current liabilities			
Long-term borrowings	(5)	960.04	1,582.12
Deferred tax liabilities (net)	(6)	67.43	271.20
Other long-term liabilities	(7)	161.53	36.28
Long-term provisions	(8)	1,238.65	948.65
Current liabilities			
Trade payables	(9)	707.65	400.39
Other current liabilities	(10)	6,800.54	4,801.13
Short-term provisions	(11)	5,446.96	4,724.01
Total		58,321.98	51,605.81
ASSETS			
Non-current assets			
Fixed assets	(12)		
Tangible assets		4,428.87	4,596.95
Intangible assets		437.50	94.33
Capital work-in-progress		5.60	533.55
Intangible assets under development		30.06	178.24
Goodwill on consolidation		4,249.57	4,226.65
Non-current investments	(13)	14,850.15	5,993.45
Deferred tax assets (net)	(14)	472.14	483.62
Long-term loans and advances	(15)	2,667.87	2,796.77
Other non-current assets	(16)	1,051.18	993.21
Current assets			
Current investments	(17)	10,881.22	21,682.39
Trade receivables	(18)	5,370.11	4,288.98
Cash and bank balances	(19)	11,963.38	4,283.73
Short-term loans and advances	(20)	969.94	1,088.68
Other current assets	(21)	944.39	365.26
Total		58,321.98	51,605.81

Significant accounting policies (2)

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached

For and on behalf of the Board of Directors of **ICRA Limited**

For **B S R & Co. LLP**

Chartered Accountants

(ICAI Firm registration number : 101248W/W-100022W)

Naresh Takkar
Managing Director & Group C.E.O.
(DIN: 00253288)

Arun Duggal
Chairman
(DIN: 00024262)

Pravin Tulsyan
Partner
Membership No. : 108044

Place : Gurgaon
Dated : May 21, 2015

S. Shakeb Rahman
Company Secretary

Vivek Mathur
Chief Financial Officer

Consolidated Statement of Profit and Loss for the year ended March 31, 2015

(Rupees in lakh)

Particulars	Note No.	2014-15	2013-14
Income			
Revenue from operations	(22)	32,087.81	28,215.82
Other operating income	(43)	103.61	80.40
Other income	(23)	2,623.23	1,934.69
Total		34,814.65	30,230.91
Expenses			
Employee benefits expenses	(24)	14,743.08	13,419.71
Finance costs	(25)	198.30	81.78
Depreciation and amortisation	(12)	965.36	601.02
Other expenses	(26)	7,554.69	6,337.69
Total		23,461.43	20,440.20
Profit before prior period adjustments, exceptional items and tax		11,353.22	9,790.71
Prior period adjustments	(36)	896.63	-
Profit before exceptional items and tax		10,456.59	9,790.71
Exceptional items	(37)	(413.15)	-
Profit before tax		10,043.44	9,790.71
Tax expense:			
Current tax		3,670.43	2,924.51
Deferred tax	(36 (ii))	(185.33)	(26.14)
Total tax expense		3,485.10	2,898.37
Profit after tax		6,558.34	6,892.34
Minority interest		(13.45)	0.70
Profit for the year		6,544.89	6,893.04
Earnings per equity share:			
	(34)		
Basic		66.77	68.93
Diluted		66.32	68.93

Significant accounting policies (2)

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached

For and on behalf of the Board of Directors of **ICRA Limited**

For **B S R & Co. LLP**

Chartered Accountants

(ICAI Firm registration number : 101248W/W-100022W)

Naresh Takkar
Managing Director & Group C.E.O.
(DIN: 00253288)

Arun Duggal
Chairman
(DIN: 00024262)

Pravin Tulsyan
Partner
Membership No. : 108044

S. Shakeb Rahman
Company Secretary

Vivek Mathur
Chief Financial Officer

Place : Gurgaon
Dated : May 21, 2015

Consolidated Cash Flow Statement for the year ended March 31, 2015

(Rupees in lakh)

Particulars	2014-15	2013-14
A. Cash flow from operating activities :		
Profit before taxation	10,043.44	9,790.71
Adjustments for:		
Depreciation and amortisation	965.36	601.02
Bad Debts written off	877.59	154.15
Provision for doubtful debts	(266.84)	58.29
Loss on sale of fixed assets	34.96	16.34
Profit on sale of investments	(2,029.37)	(1,416.08)
Interest income on deposits and securities	(386.84)	(178.60)
Interest income on others	(56.86)	(92.49)
Dividend income	(6.19)	(20.89)
Finance cost	198.30	81.78
Reversal in diminution in carrying value of investments	(6.70)	(5.59)
Amortisation of deferred employees compensation	-	146.46
Foreign currency translation reserve	(235.30)	521.5
Impairment of goodwill	413.15	-
Operating cash flow before working capital changes	9,544.70	9,656.60
Adjustments for:		
(Increase) / decrease in trade receivables	(1,317.82)	231.8
(Increase) / decrease in loans and advances	(679.22)	78.09
Increase in trade payables	307.26	35.06
Increase in other liabilities	1,489.60	2396.63
Increase in long term and short term provisions	631.64	289.53
Cash generated from operations	9,976.16	12,687.71
Taxes paid (net)	(3,169.75)	(2,718.28)
Net cash generated from operating activities (A)	6,806.41	9,969.43
B. Cash flow from investing activities:		
Purchase of fixed assets (tangible and intangible under development) and capital advances	(1,409.66)	(3,724.19)
Sale proceeds from fixed assets	982.64	38.12
Investments made during the year	(18,100.00)	(24,166.88)
Sale proceeds from investments	22,080.54	20,836.65
Movement in other bank balances	(7,061.08)	(476.10)
Loan repaid by ICRA Employees Welfare Trust	117.13	523.34
Interest income on fixed deposits	239.65	(14.79)
Interest income on others	56.86	92.49
Dividend income	6.19	20.89
Acquisition of minority interest	-	(405.70)
(Increase) / decrease in goodwill	(390.23)	26.97
Increase / (decrease) in capital reserve	255.34	-
Net cash in investing activities (B)	(3,222.62)	(7,249.20)

contd...

(Rupees in lakh)

Particulars	2014-15	2013-14
C. Cash flow from financing activities:		
Interest paid on loans	(198.30)	(81.78)
Dividend paid	(2,300.00)	(2,200.00)
Dividend tax on proposed equity dividend	(390.89)	(373.89)
Unpaid dividend	0.13	1.00
Net cash used in financing activities (C)	(2,889.06)	(2,654.67)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	694.73	65.56
Add: Cash and cash equivalents at the beginning of year	2,653.26	2,587.70
Cash and cash equivalents at the end of the year	3,347.99	2,653.26
Components of cash and cash equivalents (refer note no 19)		
Balances with banks:*		
- On current accounts	2,970.86	2,584.82
- On Cheques, drafts on hand	-	0.06
- On public offer accounts	-	0.39
- On dividend accounts	8.30	8.17
- On deposits accounts with original maturity upto three months	335.46	53.25
Cash on hand	15.18	6.57
	3,329.80	2,653.26

* Nil (Previous year Rs. 0.39 lakh) as payable to public offer account and Rs. 8.30 lakh (Previous year Rs. 8.17 lakh) on dividend account has restricted use.

Note:

Consolidated Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard 3 (AS-3) "Cash Flow Statements"

Significant accounting policies

(2)

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached

For and on behalf of the Board of Directors of **ICRA Limited**For **B S R & Co. LLP**

Chartered Accountants

(ICAI Firm registration number : 101248W/W-100022W)

Pravin Tulsyan

Partner

Membership No. : 108044

Place : Gurgaon

Dated : May 21, 2015

Naresh Takkar

Managing Director & Group C.E.O.

(DIN: 00253288)

Arun Duggal

Chairman

(DIN: 00024262)

S. Shakeb Rahman

Company Secretary

Vivek Mathur

Chief Financial Officer

Notes to consolidated financial statements for the year ended March 31, 2015

1A. Background

ICRA Limited (formerly Investment Information and Credit Rating Agency of India Limited) was set up in 1991 by leading financial/investment institutions, commercial banks and financial services companies as an independent and professional Investment Information and Credit Rating Agency, incorporated under the Companies Act, 1956, having its registered office in Delhi. It is listed on Bombay Stock Exchange and the National Stock Exchange of India. It has various subsidiaries involved in rating, management consulting, software solutions, information services etc.

1B. Principles of Consolidation:-

The Consolidated Financial Statements include the financial statements of ICRA Limited ("the Company") with the financial statements of its wholly owned subsidiaries & controlled subsidiaries ("Group").

The Consolidated Financial Statements of the Company and its Subsidiary Companies have been combined on a line by line basis by adding together the book value of like items of assets, liabilities, income and expenses, after duly eliminating intra-group balances and transactions resulting in unrealised profits or losses as laid down in Accounting Standard- 21 specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. Pronouncements of the Institute of Chartered Accountants of India, guidelines issued by Securities and Exchange Board of India ("SEBI") to the extent applicable.

The significant accounting policies and the notes to the Consolidated Financial Statements are intended to serve as a guide for better understanding of the Group's position. In this respect, the Group has disclosed such policies and notes as explain the required disclosure.

Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the dates on which investments are made by the Group in the subsidiary companies and further movements in their share in the equity, subsequent to the dates of investments as stated above. In case of losses applicable to minority exceeding the minority interest in equity of the subsidiary, the excess and any further losses applicable to the minority, are adjusted against the majority interest except to the extent that the minority has a binding obligation to, and is able to, make good the losses. If the subsidiary subsequently reports profits, all such profits are allocated to the majority interest until the minority's share of losses previously absorbed by the majority has been recovered.

The Consolidated Financial Statements represent consolidation of accounts of the company, its subsidiaries and sub subsidiaries as detailed below :

Name of the company	Country of Incorporation	Ownership in % either directly or through subsidiaries
ICRA Management Consulting Services Limited	India	100%
Pragati Development Consulting Services Limited	India	100%
IMaCS Virtus Global Partners, Inc*	USA	67%
ICRA Techno Analytics Limited	India	100%
ICRA Sapphire Inc.	USA	100%
ICRA Global Capital, Inc.	USA	100%
BPA Technologies Inc.	USA	100%
BPA Technologies Private Limited	India	100%
BPA Technologies Pte Ltd.**	Singapore	100%
ICRA Online Limited	India	100%
ICRA Indonesia	Indonesia	99%
ICRA Lanka Limited	Sri Lanka	100%
ICRA Nepal Limited	Nepal	51%

* ICRA Management Consulting Services Limited (IMaCS) is in process of filing details of disinvestment with the Authorised Dealer. Post filing these documents, IMaCS will initiate winding-up process of IMaCS Virtus Global Partners, Inc in the USA.

** Closed operations on September 30, 2013

Notes to consolidated financial statements for the year ended March 31, 2015

2. Significant Accounting Policies:-

a) Basis of preparation and presentation of Consolidated financial statements

The accounts of the Group are prepared under the historical cost convention on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ("GAAP") and comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, pronouncements of the Institute of Chartered Accountants of India, guidelines issued by the Securities and Exchange Board of India ("SEBI"), to the extent applicable.

b) Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and the disclosures of contingent liabilities on the date of financial statements. Examples of such estimate include future obligations under employee benefit plans, income taxes, useful lives of tangible assets and intangible assets, impairment of assets, provision for doubtful debts and advances etc. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

c) Operating cycle

Based on the nature of activities of the each entity of the Group, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

d) Fixed assets and depreciation / amortization

Tangible fixed assets

- (i) Tangible fixed assets are stated at cost of acquisition less accumulated depreciation and impairment losses, if any. The cost of tangible assets includes taxes (other than those subsequently recoverable from tax authorities), duties, freight and other incidental expenses related to the acquisition and installation of the respective assets.
- (ii) Up to March 31, 2014, depreciation was provided on pro-rata basis as per written down value (WDV) method at the rates prescribed under Schedule XIV to the Companies Act, 1956 and assets individually costing up to Rs. 5,000 were fully depreciated in the year of purchase.
Depreciation / amortisation for the year has been provided on written down value over the useful life of the assets as prescribed in Schedule II of the Companies Act, 2013 except for leasehold improvements. The leasehold improvements are depreciated using straight line method over the primary period of the lease or useful life of the assets whichever is shorter. The primary lease period for this purpose includes any lease period extendable at the discretion of the lessee.

Depreciation is provided on a pro-rata basis on assets acquired, sold or discarded during the year.

Intangible fixed assets

- (i) Intangible assets are stated at cost less any accumulated amortisation and impairment losses, if any. The cost includes taxes and other incidental expenses related to the acquisition and implementation of the respective assets.
- (ii) Amortisation for the year has been provided @ 40% p.a. on written down value of the assets (except in ICRA Techno Analytics Limited & ICRA Online Limited). Amortisation is provided on a pro-rata basis on assets acquired, sold or discarded during the year.
- (iii) Intangible assets (softwares) are amortised over the estimated life of ten years from the date of capitalisation in case of ICRA Techno Analytics Limited & ICRA Online Limited.
- (iv) Internally generated intangibles fixed assets
Internally generated goodwill is not recognised as an asset. With regard to other internally generated intangible fixed assets, expenditure on research activities undertaken with the prospect of developing new product (software, algorithms and framework), is recognised in the consolidated statement of profit and loss as incurred.

Development activities involve a plan or design for the new product (software, algorithms and framework). Development expenditure including regulatory cost, if any and legal expenses leading to development of new product (software's, algorithms and framework) are capitalised only if development costs can be measured reliably, the product is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use the asset. The expenditure capitalised includes the cost of materials, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use. Other development expenditure is recognised in the Consolidated statement of profit and loss as incurred.

Notes to consolidated financial statements for the year ended March 31, 2015

Internally generated intangible fixed assets developed are amortised over the estimated life of 3-5 years from the date of capitalization.

Amortisation is provided on a pro-rata basis on assets acquired, sold or discarded during the year.

e) Impairment of assets

In accordance with Accounting Standard 28 (AS 28) on 'Impairment of assets', the carrying amounts of the Company's assets are reviewed at each balance sheet date to determine whether there is any impairment. The recoverable amount of the assets is estimated at the higher of its net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. Impairment loss is recognized in the Consolidated Statement of Profit and Loss.

(f) Cash and cash equivalents

Cash and cash equivalents comprise cash balances on hand, cash and deposits with bank and highly liquid investments with original maturities, at the date of purchase/investment, of three months or less.

g) Foreign Currency Transactions

Foreign currency transactions are recorded into Indian rupees by applying to the foreign currency amount the exchange rate between Indian rupees and the foreign currency on/or closely approximating to the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies as at the Balance Sheet date or at the time of settlement are translated into Indian rupees at the exchange rates on that date. The resultant exchange differences are recognised in the Consolidated Statement of Profit and Loss.

The Consolidated financial statements of the foreign non integral subsidiaries (collectively referred to as the 'foreign non integral operations') are translated into Indian Rupees as follows:-

- (i) Share capital and opening reserves and surplus are carried at historical cost.
- (ii) All assets and liabilities, both monetary and nonmonetary, (excluding share capital, opening reserves and surplus) are translated using closing rates at Balance Sheet date.
- (iii) Profit and Loss items are translated at the respective monthly average rates or the exchange rate that approximates the actual exchange rate on date of specific transaction.
- (iv) The resulting net exchange difference is credited or debited to the foreign currency translation reserve. The items of Consolidated Cash Flow Statement are translated at the respective average rates (monthly for profit and loss related items and annual for Balance Sheet related items) or the exchange rate that approximates the actual exchange rate on date of specific transaction. The effect of changes in exchange rates on cash and cash equivalents held in a foreign currency is reported separately as part of the reconciliation of the changes in cash and cash equivalents during the period.

h) Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. However, that part of long term investments which is expected to be realised within 12 months after the reporting date is also presented under 'current assets' as "current portion of long term investments" in consonance with the current/non-current classification scheme of Schedule III.

Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

i) Revenue Recognition

Revenue from services is recognized as and when services are rendered and related costs are incurred, in accordance with the terms of the specific contracts. The Group recognises revenue as:

- (i) The Group provides rating/grading services to its customers wherein the first year rating/ grading fees includes free surveillance for first twelve months/ or the period of instrument, wherever is shorter, from the date of rating/ grading. A portion of the fee is allocated towards this free surveillance on the basis

Notes to consolidated financial statements for the year ended March 31, 2015

of management's estimate. The fee relating to rating/ grading is recognized in the month of assigning the rating/ grading by the rating/ grading committee of the respective entities. Surveillance fee for first year and subsequent period, to the extent of reasonable certainty of collection, is recognized on the basis of time elapsed (ignoring fractions of months).

- (ii) Income from Consulting Services is recognised in the period in which such assignments are completed. In the case of assignments which are in process at the end of the accounting period, the revenue is recognised on the basis of milestones achieved in accordance with the terms of agreement with respective clients.
- (iii) Revenue earned from services performed for software development & consultancy, licensing & sub-licensing fee, annual maintenance charges for software support, web development and hosting which is recognised to the extent services are performed.
- (iv) Revenue from sales is recognised as and when delivery of the branded software is made and is booked net of trade discount.
- (v) Information services revenue related to subscription fees of data products, research reports and any other periodic charges are spread over the period of contract on straight line basis.
- (vi) Revenue from outsourced services in respect of period based assignments of maintenance and management of data income is reconised "on raising of periodical invoices as per agreement with client". In respect of other assignments income is recognised on raising of Invoices on completion or reaching milestones as per agreement with client.
- (vii) Revenue from sale and customization of software is recognised on raising of invoices on completion of work or reaching milestone as per agreement with client. Annual Maintenance charges and income from other defined period based assignment are recognised on raising of periodical invoice as per agreement with client.
- (viii) Revenue from rendering of services is recognised by reference to the stage of completion, determined by taking into accounts the labour hours incurred to date as a percentage of total estimated labour hours for each contract. Where the contract outcome cannot be measured reliability, revenue is recognised only to the extent of expenses incurred that are recoverable.
- (ix) Revenue from other service arrangements is recognized as and when services are rendered in accordance with the terms of the specific contracts.
- (x) The dividend income is recognised when the unconditional right to receive the income is established. Income from interest on deposits, loans & interest bearing securities is recognised on time proportionate basis.
- (xi) Profit/loss on sale of investments is recorded on transfer of title from the respective entity and is determined as the difference between the sale price and carrying value of the investment.
- (xii) Unearned revenue represents fees received in advance or advance billing for which services has not been rendered.

i) Employee benefits

Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, performance incentives etc. are recognised in the Consolidated Statement of Profit and Loss in the period in which the employee renders the related service and measured accordingly.

Long term employee benefits

(i) Defined contribution plan

Provident fund is a defined contribution scheme. Contributions payable to the provident fund are charged to the Consolidated Statement of Profit and Loss

(ii) Defined benefit plans Gratuity plan

The Group's gratuity benefit scheme is a defined benefit plan. The Group's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have

Notes to consolidated financial statements for the year ended March 31, 2015

earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

The present value of the obligation as at the balance sheet date under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method by an independent actuary, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on government securities as at the balance sheet date.

Actuarial gains and losses are recognized immediately in the Consolidated Statement of Profit and Loss.

(iii) Other Long-term employment benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation as at the balance sheet date using Projected Unit Credit method by an independent actuary. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on government securities as at the balance sheet date.

k) Employees Stock Option Scheme (ESOS)

The Group follows Securities and Exchange Board of India (SEBI) guidelines for accounting of employee stock options. The cost is calculated based on the intrinsic value method i.e. the excess of market price of underlying equity shares as of the date of the grant of options over the exercise price of such options is regarded as employee compensation and in respect of the number of options that are expected to ultimately vest, such cost is recognised on a straight line basis over the period over which the employees would become unconditionally entitled to apply for the shares. The cost recognised at any date at least equals the intrinsic value of the vested portion of the option at that date. Adjustment, if any, for difference in initial estimate for number of options that are expected to ultimately vest and related actual experience is recognised in the Consolidated Statement of Profit and Loss of that period.

During the current year, SEBI vide notification no. LAD-NRO/GN/2014-15/16/1729 dated 28 October 2014, has issued Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('new guidelines') repealing Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. According to the new guidelines, any company implementing any of the share based schemes shall follow the requirements of the 'Guidance Note on Accounting for employee share-based Payments' (Guidance Note) or Accounting Standards as may be prescribed by the ICAI from time to time, including the disclosure requirements prescribed therein. The consequential accounting/presentation impact w.e.f. October 28, 2014 is that in respect of vested options expire unexercised, the cost which was accounted as reversal in the Consolidated Statement of Profit and Loss of that period will now be accounted as reversal to retained earnings.

l) Leases

Lease rentals under an operating lease, are recognized as an expense in the Consolidated Statement of Profit and Loss on a straight line basis over the lease term.

m) Taxation

Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the Income-tax law) and deferred tax charge or credit. Income taxes are accrued in the same period the related revenues and expenses arise.

Differences that result between the profit considered for income taxes and the profit as per the Consolidated financial statements are identified and thereafter a deferred tax asset or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the

Notes to consolidated financial statements for the year ended March 31, 2015

accumulated timing differences at the end of an accounting period based on tax rates that have been enacted or substantially enacted by the Balance Sheet date. Where there are unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only to the extent there is virtual certainty of realisation of such assets. In other situations, deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Such assets are reviewed at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/ virtually certain (as the case may be) to be realised.

n) Earnings per share

The basic earnings per share is calculated by dividing the Consolidated net profit after tax for the year by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, Consolidated net profit after tax during the year and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted as of the beginning of the year unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Anti dilutive effect of any potential equity shares is ignored in the calculation of earnings per share.

o) Provisions and contingent liabilities

The Group creates a provision when there exist a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are not recognized in Consolidated financial statements.

Particulars	(Rupees in lakh)	
	As at March 31, 2015	As at March 31, 2014
3 Share capital		
Authorised		
15,000,000 equity shares of Rs. 10/- each (previous year 15,000,000 equity shares of Rs. 10/- each)	1,500.00	1,500.00
Issued, subscribed and fully paid up		
10,000,000 equity shares of Rs. 10/- each fully paid up (previous year 10,000,000 equity shares of Rs. 10/- each fully paid up)	1,000.00	1,000.00

3.1 Reconciliation of number of equity shares

	As at March 31, 2015		As at March 31, 2014	
	Number	Rs.	Number	Rs.
At the commencement and at the end of the year	10,000,000	1,000.00	10,000,000	1,000.00

3.2 Employees stock option scheme (Also refer note 40)

- Pursuant to the resolution passed by the shareholders at the annual general meeting held on June 12, 2006 for the grant of options, 906,000 equity shares representing 9.06% of the equity share capital of the Company have been issued to the ICRA Employees Welfare Trust for grant of options to the eligible employees. Accordingly, the ICRA Employees Welfare Trust has granted stock options to those eligible employees from the pool of 906,000 equity shares in two tranches so far. The first tranche was granted during 2006-07 and the second during 2010-11.
- 47,097 equity shares (previous year 136,946 equity shares) of Rs. 10 each transferred from trust to employees on exercise of the vested stock options in accordance with the terms of exercise under the "Employees Stock Option Scheme, 2006".
- Under the Employees Stock Option Scheme, 2006, as at March 31, 2015 - 52,356 options (previous year 99,453 options) are outstanding for exercise out of total options granted under Tranche 1 and Tranche 2.

Notes to consolidated financial statements for the year ended March 31, 2015

3.3 Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of Rs. 10 each. Each shareholder is eligible for one vote per share held. The dividend recommended by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

3.4 Shares held by subsidiaries of the ultimate holding company

Equity shares of Rs. 10 each fully paid-up held by	As at March 31, 2015		As at March 31, 2014	
	Number	% of total shares	Number	% of total shares
Moody's Investment Company India Private Limited	2,850,900	28.51%	2,850,900	28.51%
Moody's Singapore Pte Limited	2,154,722	21.55%	-	-

During the year, Moody's Corporation (the ultimate holding company of Moody's Group including Moody's Singapore Pte Ltd and Moody's Investment Company India Private Limited), on successful completion of February 2014-initiated Open Offer, acquired through Moody's Singapore Pte Ltd, 2,154,722 equity shares representing 21.55% of the share capital of ICRA. Consequently, the shareholding of Moody's Group in ICRA has increased from 28.51% to 50.06%.

3.5 Shares held by each shareholder holding more than 5 per cent shares

Equity shares of Rs. 10 each fully paid-up held by	As at March 31, 2015		As at March 31, 2014	
	Number	% of total shares	Number	% of total shares
Moody's Investment Company India Private Limited	2,850,900	28.51%	2,850,900	28.51%
Moody's Singapore Pte Limited	2,154,722	21.55%	-	-
Life Insurance Corporation of India	668,741	6.69%	668,741	6.69%
Birla Sun Life Trustee Company Private Limited A/c Birla Sun Life MNC Fund	622,916	6.23%	-	-
Birla Sun Life Trustee Company Private Limited A/c Birla Sun Life Tax Relief 96	-	-	881,382	8.81%
General Insurance Corporation of India	522,999	5.23%	522,999	5.23%
Punjab National Bank	434,745	4.35%	501,146	5.01%

Particulars	(Rupees in lakh)	
	As at March 31, 2015	As at March 31, 2014
4 Reserves and surplus		
Capital reserve	285.77	30.43
Securities premium account		
- Opening balance	8,459.63	7,680.85
- Add: Amount of exercise of employee stock options during the year	149.31	778.78
	8,608.94	8,459.63
General reserve		
- Opening balance	10,518.90	9,930.90
- Add: Transferred from Statement of Profit and Loss	505.00	588.00
	11,023.90	10,518.90
Employees stock options outstanding		
- Opening balance	722.00	1,513.25
- Options exercised during the year	(149.31)	(778.78)
- Options lapsed during the year	-	(12.47)
	572.69	722.00

Notes to consolidated financial statements for the year ended March 31, 2015

Particulars	(Rupees in lakh)	
	As at March 31, 2015	As at March 31, 2014
Less: Deferred employees compensation		
- Opening balance	-	(158.93)
- Options lapsed during the year	-	12.47
- Amortisation of deferred employees compensation	-	146.46
	-	-
	572.69	722.00
Foreign currency translation reserve		
Opening Balance	478.04	(43.46)
Addition during the period	235.30	521.50
	713.34	478.04
Surplus		
Opening Balance	17,584.86	13,970.71
Add: Profit after tax for the year	6,544.89	6,893.04
Less: Adjustment on account of depreciation (net of deferred tax of Rs. 32.57 lakh) (Refer note 30)	(63.25)	-
Amount available for appropriation	24,066.50	20,863.75
<u>Less: Appropriation</u>		
Proposed dividend on equity shares *	2,400.00	2,300.00
Corporate tax on proposed dividend	488.58	390.89
Transferred to general reserve	505.00	588.00
Total appropriations	3,393.58	3,278.89
Net surplus in the Consolidated Statement of Profit and Loss	20,672.92	17,584.86
Total	41,877.56	37,793.86
* The Company declares dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. For the year ended March 31, 2015, dividend of 240% (previous year 230%) i.e. Rs. 24 (previous year Rs. 23) per fully paid up equity share has been recognised as distributions to equity shareholders.		
5 Long-term borrowings		
Term loans		
- from banks (Refer note 32)	960.04	1,582.12
	960.04	1,582.12
6 Deferred tax liabilities (net)		
Deferred tax liabilities		
Depreciation	48.11	278.21
Others	110.81	-
	158.92	278.21
Deferred tax assets		
Provision for employees benefits	84.59	6.56
Provision for doubtful debts	6.90	0.45
	91.49	7.01
Deferred tax liabilities (net)	67.43	271.20
7 Other long-term liabilities		
Deposit for vehicles	25.11	36.28
Rent equalisation reserve	135.07	-
Others	1.35	-
	161.53	36.28

Notes to consolidated financial statements for the year ended March 31, 2015

Particulars	(Rupees in lakh)	
	As at March 31, 2015	As at March 31, 2014
8 Long-term provisions		
Provision for gratuity (Refer note 41)	899.75	736.58
Provision for compensated absence (Refer note 41)	338.90	199.86
Others	-	12.21
	1,238.65	948.65
9 Trade payables		
Due to micro, small and medium enterprises under MSMED Act, 2006 (Refer note 29)	0.52	0.45
Others	707.13	399.94
	707.65	400.39
10 Other current liabilities		
Current maturities of long term debt	52.46	65.34
Creditors for capital supplies and services	54.83	30.44
Advance received from customers	1,241.30	1,476.07
Due to related parties	4.42	-
Unearned revenue	4,285.79	2,118.29
Unpaid dividend	8.30	8.17
Share application money due for refund	-	0.39
Rent equalisation reserve	28.62	-
Statutory dues	370.16	308.06
Other liabilities	754.66	794.37
	6,800.54	4,801.13
11 Short-term provisions		
Provision for income tax (net of advance tax of respective tax jurisdiction to the extent permissible)	178.34	1.78
Proposed dividend on equity shares	2,400.00	2,300.00
Distribution tax on proposed equity dividend	488.58	390.89
Provision for gratuity (Refer note 41)	160.88	107.30
Provision for compensated absence (Refer note 41)	135.57	75.81
Other employees benefits	2,036.95	1,820.86
Others	46.64	27.37
	5,446.96	4,724.01

Notes to consolidated financial statements for the year ended March 31, 2015

12 Fixed assets											
(Rupees in lakh)											
S. No.	Particulars	Gross			Depreciation / Amortisation			Net Carrying Value			
		As at March 31, 2014	Additions	Disposals/ Adjustments	As at March 31, 2015	Up to March 31, 2014	For the year*	Disposals/ Adjustments*	Up to March 31, 2015	As at March 31, 2015	As at January, 1900
(i)	Tangible assets										
1	Buildings	3,924.90	550.98	(190.92)	4,284.96	1,023.14	171.53	-	1,194.67	3,090.29	2,901.76
2	Computers and data processing units	1,355.00	207.27	(80.63)	1,481.64	986.73	257.68	(46.64)	1,197.77	283.87	597.17
3	Furniture and fittings	624.03	258.26	(89.16)	793.13	311.71	130.51	(76.27)	365.95	427.18	312.32
4	Office equipment	388.78	86.51	(30.63)	444.66	183.49	115.79	3.03	302.31	142.35	205.31
5	Electrical installation and equipments	258.41	128.53	(21.41)	365.53	81.64	60.35	(16.87)	125.12	240.41	176.78
6	Vehicles	186.00	26.21	(67.18)	145.03	68.23	39.52	(26.61)	81.14	63.89	117.76
7	Leasehold improvements	555.85	-	(81.35)	474.50	269.99	52.22	(28.59)	293.62	180.88	285.85
	Sub-Total	7,292.97	1,257.76	(561.28)	7,989.45	2,924.93	827.60	(191.95)	3,560.58	4,428.87	4,596.95
(ii)	Intangible assets										
1	Acquired intangible assets	1,171.08	99.15	1.04	1,271.27	853.52	108.15	1.05	962.72	308.55	88.65
2	Internally generated intangible assets	102.49	152.88	-	255.37	96.81	29.61	-	126.42	128.95	5.68
	Sub-Total	1,273.57	252.03	1.04	1,526.64	950.33	137.76	1.05	1,089.14	437.50	94.33
(iii)	Capital work-in-progress	533.55	-	(527.95)	5.60	-	-	-	-	5.60	533.55
(iv)	Intangible assets under development	178.24	4.70	(152.88)	30.06	-	-	-	-	30.06	178.24
	Total	9,278.33	1,514.49	(1,241.07)	9,551.75	3,875.26	965.36	(190.90)	4,649.72	4,902.03	5,403.07
	Previous year	5,827.71	3,724.20	(273.58)	9,278.33	3,493.35	601.02	(219.11)	3,875.26	5,403.07	

* Refer note 30

Notes to consolidated financial statements for the year ended March 31, 2015

(Rupees in lakh)

13 Non-current investments (at cost)

Particulars	Face Value (Rupees)	Quantity As at March 31, 2015 (Numbers)	Quantity As at March 31, 2014 (Numbers)	Amount As at March 31, 2015	Amount As at March 31, 2014
Non-trade investments					
a) - Other Investments-Quoted, Fully Paid Up					
i Equity shares of CRISIL Limited	1	3,000.00	3,000.00	0.15	0.15
Sub-total (non-trade investments)				0.15	0.15
b) - Mutual funds-quoted					
- In fixed maturity plans					
i Principal PNB Fixed Maturity Plan - Series B-10-476 Days - Direct Plan Growth	10	-	10,000,000.00	-	1,000.00
ii Axis Fixed Term Plan - Series 52 (428 days) Direct Growth	10	-	10,000,000.00	-	1,000.00
iii DWS Fixed Maturity Plan - Series 45 - Direct Plan Growth	10	-	15,000,000.00	-	1,500.00
iv Religare Invesco FMP Series 22 Plan L (14 Months) - Direct Plan Growth	10	-	4,500,000.00	-	450.00
v Birla Sun Life Fixed Term Plan-Series HM-Growth	10	8,000,000.00	8,000,000.00	800.00	800.00
vi Birla Sun Life FTP Series KD (1099 Days) - Growth Direct	10	9,000,000.00	-	900.00	-
Sub-total (fixed maturity plans)				1,700.00	4,750.00
- In other plans					
i Religare Invesco Ultra Short Term Fund - Growth	1,000	78,851.22	78,851.22	1,200.00	1,200.00
ii DWS Premier Bond Fund - Direct Plan - Growth	10	4,607,849.01	-	1,000.00	-
iii Religare Invesco Bank Debt Fund - Direct Plan - Growth	1,000	86,611.15	-	1,000.00	-
iv Reliance Yearly Interval Fund Series 9 - Direct Plan Growth Plan	10	10,124,718.12	-	1,100.00	-
v Principal Bank CD Fund - Direct Plan Growth	1,000	88,664.29	-	1,500.00	-
vi Birla Sun Life Interval Income Fund - Annual Plan IX - Gr - Direct	10	18,205,319.59	-	2,000.00	-
vii JP Morgan India Banking & PSU Debt Fund - Direct Plan - Growth Option	10	18,264,673.38	-	2,000.00	-
viii DWS Treasury Fund Investment - Direct Plan - Growth	10	10,503,245.50	-	1,500.00	-
ix Sundaram Flexible Fund Short Term Plan - Direct Plan-Gr	10	8,885,904.98	-	1,800.00	-
x HDFC Prudence Fund - Dividend, Option : Payout	10	159,632.21	159,632.21	50.00	50.00
Sub-total (other plans)				13,150.00	1,250.00
Total				14,850.00	6,000.00
Diminution due to change in carrying value of investments					
Net investments				-	(6.70)
Total (Non-current investments)				14,850.00	5,993.30
Aggregate amount of quoted investments				14,850.15	5,993.45
- cost				14,850.15	5,993.45
- market value				16,311.59	6,354.00

Notes to consolidated financial statements for the year ended March 31, 2015

			(Rupees in lakh)	
Particulars	As at March 31, 2015	As at March 31, 2014		
14 Deferred tax assets (net)				
Deferred tax assets				
Provision for employees benefits	433.37	325.92		
Rent equilisation reserve	55.64	-		
Provision for doubtful debts	72.08	69.01		
Provision for doubtful loans and advances	12.19	4.83		
Diminution due to change in carrying value of investments	-	22.09		
Others	-	2.27		
Business loss	-	179.01		
	573.28	603.13		
Deferred tax liabilities				
Depreciation	101.14	119.50		
	101.14	119.50		
	472.14	483.63		
* Excluding deferred tax assets of Rs. 261.03 lakh (previous year nil) for item of capital nature resulted from recording of impairment loss on investment in wholly owned subsidiaries which is not recorded in absence of virtual certainty for realisation thereof.				
15 Long-term loans and advances				
<i>(Secured and considered good)</i>				
Loans to staff	150.24	196.49		
<i>(Unsecured and considered good)</i>				
Advances recoverable in cash or kind				
- With others	11.33	14.48		
Capital advances	33.91	114.35		
Security deposits	446.96	425.51		
Prepaid expenses	48.37	175.10		
Advance tax (net of provisions of respective tax jurisdiction to the extent permissible)	1,977.06	1,870.84		
	2,667.87	2,796.77		
16 Other Non-current assets				
Bank deposits				
- Deposit with maturity for more than 12 months from the reporting date (Refer note 19)	1,051.18	993.21		
	1,051.18	993.21		

17 Current Investments (At lower of cost and fair market value)

Particulars	Face Value (Rupees)	Quantity		Amount	
		As at March 31, 2015 (Numbers)	As at March 31, 2014 (Numbers)	As at March 31, 2015	As at March 31, 2014
I. Investment in Government or trust securities					
i Citizen Investment Trust				31.22	31.22
Sub Total				31.22	31.22
II. Mutual funds-quoted					
- In fixed maturity plans					
i JP Morgan India Fixed Maturity Plan Series 12 - Direct - Growth	10		- 10,000,000.00	-	1,000.00

Notes to consolidated financial statements for the year ended March 31, 2015

		(Rupees in lakh)				
ii	JP Morgan India Fixed Maturity Plan Series 16 - Direct - Growth	10	-	6,000,000.00	-	600.00
iii	L & T FMP- VII (January 507 D A) Direct Plan - Growth	10	-	12,000,000.00	-	1,200.00
iv	Reliance Fixed Horizon Fund - XXIII- Series 4- Direct Plan - Growth Plan	10	-	6,000,000.00	-	600.00
v	Religare Invesco FMP-Series XVII-Plan F (392 days) Direct Plan	10	-	6,000,000.00	-	600.00
vi	Sundaram Fixed Term Plan - DC 15 Months Direct Growth	10	-	12,000,000.00	-	1,200.00
vii	Sundaram Fixed Term Plan - DH 378 Days Direct Growth	10	-	8,000,000.00	-	800.00
viii	Tata Fixed Maturity Plan Series 42 Scheme G Direct Plan - Growth	10	-	10,000,000.00	-	1,000.00
ix	DSP Black Rock FMP Series 95-12M - Direct -Growth	10	-	23,000,000.00	-	2,300.00
x	HDFC FMP 366D April 2013 (1) Series 26 - Direct - Growth	10	-	10,000,000.00	-	1,000.00
xi	L & T FMP- Series 8 - Plan A - Direct Growth	10	-	6,000,000.00	-	600.00
xii	Birla Sun Life Fixed Term Plan Series HK	10	-	10,000,000.00	-	1,000.00
xiii	Birla Sun Life Fixed Term Plan- Series HB	10	-	10,000,000.00	-	1,000.00
xiv	JP Morgan India Annual Interval Fund- Direct-Growth	10	-	10,000,000.00	-	1,000.00
xv	Reliance Fixed Horizon Fund - XXIV- Series 9-Direct Plan Growth Plan	10	-	9,000,000.00	-	900.00
xvi	Religare Invesco FMP-Series XX (369 Days) - Direct Plan - Growth	10	-	10,000,000.00	-	1,000.00
xvii	Sundaram Fixed Term Plan DQ 366 Days Direct Growth	10	-	10,000,000.00	-	1,000.00
xviii	Sundaram Fixed Term Plan EW 366 Days - Direct Growth	10	-	5,511,724.00	-	551.17
xix	Religare Invesco FMP Sr. XXI Plan E (370 Days) - Direct Plan Growth	10	-	4,500,000.00	-	450.00
xx	JP Morgan India Fixed Maturity Plan Series 31 - Direct Option	10	-	10,000,000.00	-	1,000.00
xxi	Principal PNB Fixed Maturity Plan - Series B12 - Direct Plan Growth	10	-	5,000,000.00	-	500.00
xxii	Birla Sun Life FTP Series KD (367 Days) - Growth Direct	10	-	9,000,000.00	-	900.00
xxiii	DWS Fixed Maturity Plan - Series - 62 - Direct Plan Growth	10	7,000,000.00	7,000,000.00	700.00	700.00
xxiv	Principal PNB Fixed Maturity Plan - Series B-10-476 Days - Direct Plan Growth	10	10,000,000.00	-	1,000.00	-
xxv	Axis Fixed Term Plan - Series 52 (428 days) Direct Growth	10	10,000,000.00	-	1,000.00	-
xxvi	DWS Fixed Maturity Plan - Series 45 - Direct Plan Growth	10	15,000,000.00	-	1,500.00	-
xxvii	Religare Invesco FMP Series 22 Plan L (14 Months) - Direct Plan Growth	10	4,500,000.00	-	450.00	-
xxviii	DSP Black Rock FMP Series 163 - 12M - Dir - Growth	10	25,000,000.00	-	2,500.00	-
xxix	Principal PNB Fixed Maturity Plan - Series B17 - Direct Plan Growth	10	10,000,000.00	-	1,000.00	-

Notes to consolidated financial statements for the year ended March 31, 2015

		(Rupees in lakh)				
xxx	Reliance Fixed Horizon Fund - XXVI-Series 17 - Direct Plan Growth Plan	10	10,000,000.00	-	1,000.00	-
xxxi	Reliance Fixed Horizon Fund XXVI Series 9 - Direct Plan Growth Plan	10	10,000,000.00	-	1,000.00	-
xxxii	Religare Invesco FMP-Ser. 23 Plan H (370 Days) - Direct Plan Growth	10	7,000,000.00	-	700.00	-
Sub-total (fixed maturity plans)					10,850.00	20,901.17
- In other plans						
i	Reliance Yearly Interval Fund Series 9 - Direct Plan Growth Plan	10	-	7,500,000.00	-	750.00
Sub-total (other plans)					-	750.00
Total (mutual fund investments)					10,881.22	21,682.39
Total (current investments)					10,881.22	21,682.39
Aggregate amount of quoted investments						
- cost					10,881.22	21,682.39
- market value					11,933.46	23,212.38
Particulars				As at		As at
				March 31, 2015		March 31, 2014
18	Trade receivables (Unsecured)					
	Outstanding for a period exceeding six months from the date they are due for payment					
	- considered good due from others			943.51		945.90
	- considered doubtful			190.91		550.01
				1,134.42		1,495.91
	Others					
	- considered good due from others			4,426.60		3,343.08
	- considered doubtful			88.72		3.23
				4,515.32		3,346.31
	Total			5,649.74		4,842.22
	Less: provision for doubtful trade receivables			(279.63)		(553.24)
				5,370.11		4,288.98
19	Cash and bank balances					
	Cash and cash equivalents					
	Cash on hand			15.18		6.57
	Balance with bank payable to public offer applicants			-		0.39
	Cheques, drafts on hand			-		0.06
	Balances with bank					
	- On current accounts			2,970.86		2,584.82
	- On deposit accounts with maturity of 3 months or less from the original maturity date			335.46		53.25
	Other bank balances					
	Margin money			150.99		139.16
	Bank deposits					
	- Deposit with maturity for more than 3 months and less than 12 months from the reporting date			8,482.59		1,491.31
	Earmarked balance with bank					
	- On unpaid dividend account			8.30		8.17
				11,963.38		4,283.73

Notes to consolidated financial statements for the year ended March 31, 2015

	(Rupees in lakh)	
Deposit accounts with maturity of 3 months or less from the original maturity date	335.46	53.25
Deposit with maturity for more than 3 months and less than 12 months from the reporting	8,482.59	1,491.31
Deposit with maturity for more than 12 months from the reporting date *	1,051.18	993.21
* (Deposit includes fixed deposits with banks Rs. 188.81 lakh (previous year Rs. 174.06 lakh) marked as lein for guarantees issued by bank on behalf of the company)		
* Includes book overdraft of Rs. 28.35 lakh (previous year Rs. 57.35 lakh) for uncleared cheques issued in persuance to sweep in facilities with various banks.		
20 Short-term loans and advances		
<i>Secured and considered good</i>		
Loans to employees	50.61	54.45
	-	
<i>(Unsecured and considered good)</i>		
Loan to ICRA Employees Welfare Trust	-	117.13
Advances recoverable in cash or kind		
- With related parties	11.05	3.50
- With others	498.41	545.45
Advance to employees	58.39	36.39
Service tax cenvat credit	53.22	40.24
Prepaid expenses	217.00	166.88
Security Deposits	81.26	76.25
Advance tax (net of provisions of respective tax jurisdiction to the extent permissible)		48.39
<i>(Unsecured and considered doubtful)</i>		
Advances recoverable in cash or kind		
- Security deposits	18.19	5.50
- With others	20.81	15.23
	1,008.94	1,109.41
Less: provision for doubtful short-term loans and advances	(39.00)	(20.73)
	969.94	1,088.68
21 Other current assets		
Interest accrued but not due on fixed deposits	199.20	52.01
Accrued revenue	722.39	275.62
Other receivables	22.80	37.63
	944.39	365.26
Particulars	2014-15	2013-14
22 Revenue from operations		
Rating and research services fees	18,214.89	16,345.89
Consulting fees	2,955.90	2,650.87
Outsourced and information services	3,357.65	2,667.60
Professional and I.T. services	7,559.37	6,551.46
	32,087.81	28,215.82

Notes to consolidated financial statements for the year ended March 31, 2015

(Rupees in lakh)

23 Other Income

Interest income on fixed deposits	386.84	178.60
Other interest income	56.86	92.49
Dividend income	6.19	20.89
Profit on sale/redemption of investments (net)	2,029.37	1,439.00
Profit on sale of assets (net)	2.38	0.34
Provision/ liability no longer required written back	25.77	14.08
Foreign exchange gain (net)	71.92	114.10
Rental income	13.18	1.59
Reversal in diminution in carrying value of investments	6.70	8.01
Other non-operating income	24.02	65.59
	2,623.23	1,934.69

24 Employee benefit expenses

Salaries and allowances	13,635.15	12,188.03
Contribution to provident fund	493.56	429.17
Expense on employee stock option plan	-	146.46
Staff welfare expenses	614.37	656.05
	14,743.08	13,419.71

25 Finance cost

Interest expenses	198.30	81.78
	198.30	81.78

26 Other expenses

Electricity and water	254.75	261.50
Rent (Refer note 31)	700.31	765.99
Repairs and maintenance - building	35.56	14.00
Repairs and maintenance - others	525.83	463.01
Insurance charges	50.66	47.66
Rates and taxes	52.57	71.88
Communication expenses	354.14	330.81
Printing and stationery	161.08	177.05
Books and periodicals	52.83	46.55
Travelling and conveyance	995.85	1,157.29
Directors' sitting fees	32.98	15.82
Legal and professional charges	1,440.07	1,215.14
Sub contracting	1,833.03	1,165.36
Conference and meeting expenses	65.91	71.59
Advertisement expenses	11.44	11.59
Auditors' remuneration and expenses (Refer note 35)	61.41	16.57
Technical services	20.25	33.49
Bad debts written off	877.59	154.15
Provision for doubtful debts (net)	(266.84)	58.29
Fees and subscription	48.58	40.87
Loss on sale/redemption of investments (net)	-	22.92
Remuneration to non executive directors	42.68	39.00
Recruitment expenses	38.19	25.58
Loss on sale of assets	37.34	16.68
Miscellaneous expenses	128.48	114.90
	7,554.69	6,337.69

Notes to consolidated financial statements for the year ended March 31, 2015

27 Commitments as at year end (to the extent not provided for):-

	As at March 31, 2015 (Rupees in lakh)	As at March 31, 2014 (Rupees in lakh)
Capital commitments:-		
Estimated amount of contracts remaining to be executed on capital account and not provided for (advance given Rs. 33.91 lakh (previous year Rs. 110.35 lakh))	264.12	133.87
Total	264.12	133.87

28 Contingent Liabilities (to the extent not provided for):-

	As at March 31, 2015 (Rupees in lakh)	As at March 31, 2014 (Rupees in lakh)
Claims against the Group disputed and not acknowledged as debts.		
Income Tax	620.46	443.22
Sales Tax	0.87	-
Total	621.33	443.22

The Group is contesting the demand and the management including its tax advisors believe that its position will likely be upheld in the appellate process. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Group's financial position and results of operations.

- 29 Based on the information available with the Group, some supplier has been identified, who is registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) to whom the Group owes but the same is not outstanding for more than 45 days as at March 31, 2015. The information has been determined to the extent such parties have been identified on the basis of information available with the Group.

	As at March 31, 2015 (Rupees in lakh)	As at March 31, 2014 (Rupees in lakh)
Principal amount payable to suppliers at the year end	0.52	0.45
Interest due on the remaining unpaid amount to the suppliers as at the end of the year	-	-
Amount of interest paid by the Group in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-
Amount of interest due and payable for the period of delay in making payment(which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED. (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED.	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
Amount of further interest due and payable in the succeeding year	-	-

- 30 Pursuant to the Companies Act, 2013 (the Act) being effective from April 1, 2014, the Indian entities of the Group had revised depreciation rates on tangible fixed assets as per the useful life specified in Part 'C' of Schedule II of the Act. As a result of this change, the depreciation charged for the quarter ended December 31, 2014, quarter and year ended March 31, 2015 is higher by Rs. 63.27 lakh, Rs. 69.86 lakh and Rs. 217.41 lakh, respectively. In respect of assets whose useful life is already expired as on April 1, 2014, depreciation of Rs. 95.82 lakh (net of deferred tax impact of Rs.32.57 lakh) had been adjusted in Reserves and Surplus in accordance with the requirements of Schedule II of the Act.

Notes to consolidated financial statements for the year ended March 31, 2015

31 Leases:

As Lessee

The Group's significant operating lease arrangements are in respect of premises (residential, offices, godown etc.). These are generally not non-cancellable and range between 11 months and 12 years and in certain cases are renewable by mutual consent on mutually agreeable terms. Lease payments under operating leases are recognised in the Consolidated Statement of Profit & Loss on a straight-line basis over the lease term.

The schedule of lease rental payments in respect of operating leases is set out below:

	2014-15 (Rupees in lakh)	2013-14 (Rupees in lakh)
Rental recognised in the Consolidated Statement of Profit & Loss operating *	854.85	952.04

	As at March 31, 2015 (Rupees in lakh)	As at March 31, 2014 (Rupees in lakh)
Future minimum lease rental payments for non-cancellable operating leases:		
Not later than one year	661.94	704.99
Later than one year but not later than 5 years	1,459.30	2,204.72
Later than 5 years	100.43	253.04

* Includes rental for parking space, guest house, office premises etc. which has been accounted in the respective heads.

32 ICRA Techno Analytics Limited has taken loans for acquiring the Office Space jointly with ICRA Online Limited on long term sub-lease basis. The details of the loans are as under:-

(a) Secured loan of Rs. 845.00 lakh taken from Housing Development Finance Corporation Limited at the rate of interest of 12% per annum against office premise by ICRA Techno Analytics Limited during financial year 2013-14.

Out of the above borrowings from Housing Development Finance Corporation Limited, Rs. 568.25 lakh is outstanding as of March 31, 2015 which is repayable in total 123 equal monthly installments (previous year outstanding Rs. 823.94 lakh).

(b) Secured loan of Rs. 845.00 lakh taken from Housing Development Finance Corporation Limited at the rate of interest of 12% per annum against of the office premise by ICRA Online Limited during financial year 2013-14.

Out of the above borrowings from Housing Development Finance Corporation Limited, Rs 444.25 lakh is outstanding as of March 31, 2015 which is repayable in remaining 123 equal monthly installments (previous year outstanding Rs. 823.52 lakh).

33 Segment reporting:-

(a) Information about primary business segment

The primary reporting of the Group has been performed on the basis of business segments. The Group is organised into four business segments – (a) Rating, research and other services (b) Consulting services (c) Outsourced and Information services and (d) Professional and I.T. Services etc. Segments have been identified and reported based on the nature of the services, the risks and returns, the organisation structure and the internal financial reporting system.

Segmentwise Revenues, Results and Capital Employed

	01/04/14 to 31/03/15 (Rupees in lakh)	01/04/13 to 31/03/14 (Rupees in lakh)
1. Segment Revenues		
a) Rating, research and other services	18,321.59	16,435.65
b) Consulting services	3,003.68	2,681.22
c) Outsourced and Information services	3,373.05	2,689.77
d) Professional and I.T. Services etc.	7,570.47	6,560.78
Segment total	32,268.79	28,367.42
Less:- Inter-segment revenue	(77.37)	(71.20)
Net sales / income from operations	32,191.42	28,296.22

Notes to consolidated financial statements for the year ended March 31, 2015

2. Segment Results :		
a) Rating, research and other services	5,991.39	6,151.36
b) Consulting services	445.50	174.64
c) Outsourced and Information services	703.75	617.79
d) Professional and I.T. Services etc.	477.87	994.01
Total of all segments	7,618.51	7,937.80
Unallocable income net of unallocable expenses	2,623.23	1,934.69
Profit before interest and tax	10,241.74	9,872.49
Interest paid	(198.30)	(81.78)
Profit before tax	10,043.44	9,790.71
Provision for tax	(3,485.10)	(2,898.37)
Profit after tax before minority interest	6,558.34	6,892.34
3. Capital employed (Segment assets - segment liabilities) :		
Segment assets		
Rating, research and other services	4,681.75	4,329.73
Consulting services	1,966.99	1,846.84
Outsourced and Information services	2,532.53	2,373.41
Professional and I.T. Services etc.	7,233.61	7,393.13
Unallocable	41,907.10	35,662.70
Segment liabilities		
Rating, research and other services	9,123.75	6,646.09
Consulting services	626.66	497.20
Outsourced and Information services	559.35	364.45
Professional and I.T. Services etc.	1,004.60	831.12
Unallocable	4,068.44	4,424.92
Total capital employed	42,939.18	38,842.03
Capital expenditure during the year		
a) Rating, research and other services	415.34	351.98
b) Consulting services	178.79	95.17
c) Outsourced and Information services	478.58	1,507.96
d) Professional and I.T. Services etc.	441.78	1,769.09
Depreciation		
a) Rating, research and other services	376.32	254.52
b) Consulting services	76.90	56.55
c) Outsourced and Information services	210.41	115.84
d) Professional and I.T. Services etc.	301.73	174.11
Non cash expenses other than depreciation		
a) Rating, research and other services	167.80	80.75
b) Consulting services	94.72	38.70
c) Outsourced and Information services	1.95	12.63
d) Professional and I.T. Services etc.	759.43	80.36
(b) Information about secondary segment- Geographical Segment		
In respect of secondary segment information, the Group has identified its geographical segments as:		
(i) Within India		
(ii) Outside India		
Revenue by geographical market		
India	21,992.33	19,336.80
Outside India	10,199.09	8,959.42
Total	32,191.42	28,296.22
Carrying amount of segment assets		

Notes to consolidated financial statements for the year ended March 31, 2015

India	51,037.34	44,473.80
Outside India	7,284.64	7,132.01
Total	58,321.98	51,605.81
Capital expenditure		
India	829.34	3,705.33
Outside India	4.32	18.87
Total	833.66	3,724.20

(c) Accounting policies for segment

The accounting principles consistently used in the preparation of the consolidated financial statements are consistently applied to record revenue and expenditure in individual segments are as set out in this schedule on significant accounting policies. In addition, the accounting policies in relation to segment accounting are as follows:

(i) Segment assets and liabilities

Segment assets include all operating assets used by a segment and consist principally of fixed assets, capital work in progress, current and non-current assets and long term and short term loans and advances except advance tax, deferred tax asset, cash and bank balances and investments. Segment liabilities include all operating liabilities in respect of a segment and consist principally of trade payable and accrued liabilities. Segment liabilities do not include share capital, reserves, borrowings, proposed dividend, provision for tax and deferred tax liability.

(ii) Segment revenue and expenses

Segment revenue and expenses are directly attributable to the segment and have been allocated to various segments on the basis of specific identification. However, segment revenue and expenses do not include interest and other income/expense in respect of non segmental activities.

(iii) Inter-segment transactions

Segment revenue, segment expense and segment result include transactions between business segments. Such transactions are accounted for at competitive market prices charged to unaffiliated customers for similar services. Those transactions are eliminated in preparing company-wise results.

34 Earning Per Share (Basic and diluted)

		2014-15 (Rupees in lakh)	2013-14 (Rupees in lakh)
I. Profit/(loss) for basic and diluted earnings per share of Rs 10 each	Rs. in lakh	6,544.89	6,893.04
II. Weighted average number of equity shares for earnings as per share computation			
A) For basic earnings per share	Nos.	9,802,106	10,000,000
B) For diluted earnings per share		9,868,975	10,000,000
No. of shares for basic earning per share as per II A	Nos.	9,802,106	10,000,000
Add: weighted average outstanding options related to employee stock options.	Nos.	66,869	-
No of shares for diluted earnings per share	Nos.	9,868,975	10,000,000
III. Earnings per share (face value of Rs 1 each)			
Basic	Rupees	66.77	68.93
Diluted	Rupees	66.32	68.93

35 Remuneration to Auditors (excluding service tax):-

	2014-15 (Rupees in lakh)	2013-14 (Rupees in lakh)
Audit fees	36.39	9.46
Limited review *	11.28	2.25
Tax audit	10.40	1.53
Other audit services	1.83	2.11
Reimbursement of expenses *	1.51	1.22
Total	61.41	16.57

* Includes payment made to erstwhile auditor for limited review Rs. 2.28 lakh (previous year Rs. 2.25 lakh) and for reimbursement of expenses Rs. 0.70 lakh (previous year Rs. 1.12 lakh)

Notes to consolidated financial statements for the year ended March 31, 2015

36 Prior period item

- i) Prior period adjustments represent aggregate impact of adjustment for certain accounting practices in relation to items as mentioned below:-

	2014-15 (Rupees in lakh)	2013-14 (Rupees in lakh)
Compensated absences	168.89	-
Rent equalisation reserve	155.79	-
Revenue	571.95	-
Total	896.63	-

The consequential tax impact has been accounted in the Statement of Profit & Loss for the year.

- ii) Tax expense for the year ended March 31, 2015 includes impact of earlier period Deferred Tax expense amounting to Rs. 186.62 lakh.
- 37** The Group had recorded goodwill impairment loss of Rs. 413.15 lakh in relation to BPA Technologies Inc., owing to market and economic developments.
- 38** The Group has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Group has maintained adequate documentation for the international transactions entered into with the associated enterprises and domestic transactions entered into with the specified person during the financial year and expect such records to be in existence in accordance with the requirements of the law. The management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.
- 39** In ICRA Limited, ICRA Techno Analytics Limited and ICRA Online Limited has constituted a Corporate Social Responsibility (CSR) Committee.

40 Employee Stock Option Scheme

The Group has a stock option plan in place namely:

Employee Stock Option Scheme 2006

The Board of Directors had constituted ESOS Compensation Committee ('Committee') comprising a majority of Independent Directors for administration and supervision of the Stock Option Scheme.

In 2006-07, members approved constitution of ICRA Employees Welfare trust ('Trust') for the purpose of welfare of the Employees and for administration of ESOS 2006. The Trust provides a convenient method for transferring shares to the eligible employees upon exercise of the options by such employees. The members authorised grant of loan(s) from time to time to the Trust in one or more tranches as agreed between the Board and the Trust.

Summary of vesting provisions:-

Type of arrangement	Employee stock option Plan 2006	
	Tranche 1	Tranche 2
Date of grant	March 24, 2007	November 9, 2010
Number granted	615,763	272,500
Fair value of option	138.00	1,153.00
Exercise Price	330.00	330.00
Contractual life from the date of vesting	5	5
Method use for valuation	Intrinsic value method	
Method of settlement	Equity Shares	

Under ESOS Plan 2006, each option, upon vesting, shall entitle the holder to acquire one equity shares of Rs 10 each.

Notes to consolidated financial statements for the year ended March 31, 2015

ESOS 2006		
Vesting date	% of options vested	Lock-in period
1 year from grant date	40	Nil
2 years from grant date	30	Nil
3 years from grant date	30	Nil

The outstanding loan to the Trust as at March 31, 2015 is nil (previous year - Rs 117.13 lakh). Out of total options in force as on March 31, 2014, 47,097 shares (previous year - 1,36,946 share) were transferred to the employees on exercise of Options during the year.

The unissued and lapsed options lying at the end of the year is 119,961. The movement of the stock options in force under the ESOS plan 2006 is set out below:

A. Tranche 1:

	As at March 31, 2015	
	Number of options	Weighted Average Exercise Price(Rs)
Options outstanding at the beginning of the year	33,447	-
	(99,197)	-
Granted during the year	-	-
	-	-
Exercised during the year	33,447	330
	(65,750)	(330)
Options forfeited during the year	-	-
	-	-
Options outstanding at the end of the year	-	-
	(33,447)	-

[Previous year figures are in ()]

B. Tranche 2:

	As at March 31, 2015	
	Number of options	Weighted Average Exercise Price(Rs)
Options outstanding at the beginning of the year	66,006	-
	(138,342)	-
Granted during the year	-	-
	-	-
Exercised during the year	13,650	330
	(71,196)	(330)
Options forfeited during the year	-	-
	(1,140)	-
Options outstanding at the end of the year	52,356	-
	(66,006)	-

[Previous year figures are in ()]

Notes to consolidated financial statements for the year ended March 31, 2015

Other information regarding employee share based payment plans is as below:	2014-15 (Rupees in lakh)	2013-14 (Rupees in lakh)
Expenses arising from employee share based payment plans (debited to the Consolidated Statement of Profit and Loss)	-	146.46
ESOP outstanding as at year end	572.69	722.00

41 Disclosure in respect of employee benefits under Accounting Standard (AS) – 15 (Revised) “Employee Benefits” prescribed by the Companies (Accounting Standards) Rules, 2006.

Defined contribution plans

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident fund and Employees State Insurance fund which is a defined contribution plan. The Group has no obligations other than to make the specified contributions. The contributions are charged to the Consolidated Statement of Profit and Loss as they accrue. The amount recognised as an expense towards contribution to these funds for the year aggregated to Rs. 238.20 lakh (previous year Rs. 213.73 lakh) and is included in “Employee benefits”. (Refer note 22)

Defined benefit plans

The Group operates post-employment defined benefit plan that provides gratuity. The gratuity plan entitles an employee, who has rendered Liability with regard to gratuity and compensated absences is accrued based on actuarial valuation at the balance sheet date, carried out by an independent actuary.

a) Gratuity Plan

The present value of the obligation is determined based on an actuarial valuation using the projected unit credit method.

	2014-15 (Rupees in lakh)	2013-14 (Rupees in lakh)
Table showing changes in the present value of the obligation during the year		
Present value of obligation at beginning of the year	843.88	702.62
Acquisition adjustment	-	(0.40)
Interest cost	59.74	47.11
Current service cost	154.32	130.49
Benefit paid	(79.15)	(22.14)
Actuarial (gain)/loss	81.84	(13.80)
Present value of obligation at the year end	1,060.63	843.88
Long-term gratuity provision	899.75	736.58
Short-term gratuity provision	160.88	107.30
Table showing fair value of plan assets		
Fund status	(1,060.63)	(843.88)
Actuarial gain /loss recognised for the year		
Actuarial gain /(loss) recognised for the year- obligation	(81.84)	13.80
Total (gain) / loss for the year	81.84	(13.80)
Actuarial (gain) / loss recognised in the year	81.84	(13.80)
Amount to be recognised in the Consolidated balance sheet and Statement of Profit and Loss		
Present value of obligation as at the end of the year	1,060.63	843.88
Funded status	(1,060.63)	(843.88)
Net liability recognised in balance sheet	1,060.63	843.88
Expenses recognised during the year		
Current service cost	154.32	130.49

Notes to consolidated financial statements for the year ended March 31, 2015

Interest cost	59.74	47.11
Actuarial (gain)/loss	81.84	(13.80)
Expenses recognised in the Consolidated Statement of Profit and Loss	295.90	163.80
Amount for the current year		
Present value of obligation	1,060.63	843.88
Surplus (deficit)	(1,060.63)	(843.88)
Experience adjustments on plan liabilities - (loss)/gain	15.16	9.83
	2014-15	2013-14
	(Rupees in lakh)	(Rupees in lakh)
Reconciliation statement of expense in the Consolidated Statement of Profit and Loss		
Present value of obligation as at the end of the year	1,060.63	843.88
Present value of obligation as at the beginning of the year	(843.88)	(702.62)
Acquisition adjustment	-	0.40
Benefits paid directly paid by the enterprise	79.15	22.14
Expenses recognised in the Consolidated Statement of Profit and Loss	295.90	163.80
Movement in the liability recognised in balance sheet		
Opening net liability	843.88	702.62
Expenses as above	295.90	163.80
Benefits directly paid by Group	(79.15)	(22.14)
Acquisition adjustment	-	(0.40)
Closing net liability	1,060.63	843.88

Experience adjustment on actuarial gain / (loss) for projected benefit obligation and plan assets

	2014-15	2013-14	2012-13	2011-12	2010-11
	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)
On plan projected benefit obligation	131.67	83.96	81.94	81.10	60.79
On plan assets	-	-	-	-	-

b) Other long-term benefits

The Group provides compensated absences benefits to the employees of the Group which can be carried forward to future years. Amount recognised in Consolidated Statement of Profit and Loss for leave benefits is as under -

	2014-15	2013-14
	(Rupees in lakh)	(Rupees in lakh)
Present value of obligation at the end of the year		
Earned leaves	424.93	275.67
Casual leaves	49.54	-

42 Disclosures as required by the Accounting Standard 18 on "Related Party Disclosures" are given below:

A. Related Parties where control exists:

Ultimate holding company:-

Moody's Corporation

Fellow subsidiary companies:-

Moody's Investment Company India Private Limited

Moody's Singapore Pte Limited

B. Ultimate holding company/ fellow subsidiary companies with whom transactions taken place during the year:

Moody's Corporation

Moody's Investment Company India Private Limited

Notes to consolidated financial statements for the year ended March 31, 2015

Moody's Singapore Pte Limited
Moody's Investors Service India Private Limited
Moody's Investors Service Inc.
Moody's Investors Service Limited
Moody's Investors Service Singapore Pte Limited
Moody's Asia Pacific Limited
MIS Quality Management Corp.

C. Key management personnel:

Mr. P.K. Choudhury	ICRA Limited	Chairman & Group CEO	(till January 29, 2015)
Mr. Naresh Takkar	ICRA Limited	Managing Director & Group CEO	
Mr. Vijay Wadhwa	ICRA Limited	CFO & Co. Secretary	(till September 29, 2014)
Mr. Vivek Mathur	ICRA Limited	CFO	(w.e.f. March 2, 2015)
Mr. S. Shakeb Rahman	ICRA Limited	Company Secretary	(w.e.f. March 2, 2015)
Mr. R. Raghuttama Rao	ICRA Management Consulting Services Limited	Managing Director	
Mr. Vinay Gupta	ICRA Management Consulting Services Limited	CFO & Co. Secretary	(w.e.f. November 5, 2014)
Mr. Prateep Kumar Guha	ICRA Techno Analytics Limited	Managing Director	
Mr. Nitish Kumar	ICRA Techno Analytics Limited	CFO & Co. Secretary	(w.e.f. November 10, 2014)
Ms. Sushmita Ghatak	ICRA Online Limited	Managing Director	
Mr. Durgesh Jaiswal	ICRA Online Limited	CFO	(w.e.f. November 10, 2014)
Ms. Minon Almasyhur	PT ICRA Indonesia	Managing Director	
Mr. W. Don Barnabas	ICRA Lanka Limited	Managing Director	
Mr. Deepak Raj Kafle	ICRA Nepal Limited	Managing Director	
Moody's Investors Service Hong Kong Limited			

	2014-15 (Rupees in lakh)	2013-14 (Rupees in lakh)
Moody's Corporation		
Technical services	2.76	-
Other current liabilities	2.13	-
Moody's Investment Company India Private Limited		
Dividend paid	655.71	627.20
Moody's Singapore Pte Limited		
Dividend paid	495.59	-
Moody's Investors Service India Private Limited		
Rental income	12.07	-
Directors' sitting fees	0.10	-
Reimbursement of expenses paid/payable	7.39	12.95
Short-term loans and advances	11.05	3.50
Moody's Investors Service Inc.		
Technical services	8.49	25.22
Outsourced Services	2,165.49	1,295.97
Directors' sitting fees	0.20	-
Other current liabilities	0.12	3.08
Trade receivables	428.60	245.84
Moody's Investors Service Limited		
Directors' sitting fees	3.00	-
Other current liabilities	0.47	-
Moody's Investors Service Singapore Pte Limited		
Rating and research services fees	19.30	-

Notes to consolidated financial statements for the year ended March 31, 2015

	2014-15 (Rupees in lakh)	2013-14 (Rupees in lakh)
Unearned revenue	38.75	-
Moody's Asia Pacific Limited		
Professional services used	-	-
Directors' sitting fees	2.80	1.20
Other current liabilities	0.59	
MIS Quality Management Corp.		
Technical services	3.59	6.39
Other current liabilities	1.12	0.77
Moody's Investors Service Hong Kong Limited		
Technical services	4.55	-
Moody's Analytics Inc		
Outsourced services rendered	592.76	578.52
Trade receivables	1.86	76.54
Moody's Analytics UK Limited		
Outsourced services rendered	31.71	1.25
Other current liabilities	(0.49)	-
Mr. P.K. Choudhury		
Managerial remuneration *	258.32	213.93
Other employees benefits payable	74.15	72.02
Other current liabilities	0.00	3.29
Mr. Naresh Takkar		
Managerial remuneration *	319.26	214.62
Loan outstanding	19.78	21.66
Other employees benefits payable	74.15	72.02
Other current liabilities	5.76	0.22
Mr. Vijay Wadhwa		
Remuneration *	69.65	85.36
Loan outstanding	-	20.33
Advance outstanding	-	5.83
Other employees benefits payable	-	17.82
Other current liabilities	-	0.68
Mr. Vivek Mathur		
Remuneration *	9.58	-
Loan outstanding	8.97	-
Other current liabilities	2.80	-
Mr. S. Shakeb Rahman		
Remuneration *	0.56	-
Other current liabilities	0.26	-
Mr. R. Raghutama Rao		
Remuneration *	88.28	81.02
Other employee benefits payable	3.55	4.24
Mr. Vinay Gupta		
Remuneration	9.06	-
Other employee benefits payable	1.03	-
Mr. Prateep Kumar Guha		
Remuneration *	70.50	57.57
Mr. Nitish Kumar		
Remuneration	6.22	-
Ms. Sushmita Ghatak		
Remuneration *	71.51	60.26
Loan outstanding	20.04	22.62
Mr. Durgesh Jaiswal		
Remuneration	4.22	0.00
Ms. Minon Almaslyhur		
Remuneration	82.38	80.44
Investment made in shares	-	2.28

Notes to consolidated financial statements for the year ended March 31, 2015

	2014-15 (Rupees in lakh)	2013-14 (Rupees in lakh)
Mr. W. Don Barnabas		
Remuneration *	24.10	23.95
Mr. Deepak Raj Kafle		
Remuneration *	8.16	7.47

* As the liabilities for gratuity and leave encashment are provided on an actuarial basis the amounts pertaining to the key management personnel is not included above.

- 43** Other operating income of Rs. 103.61 lakh (previous year Rs. 80.40 lakh) represents bad debts recovered which were earlier written off and liabilities in the nature of advances received from clients written back as management believes that these are no longer payable.
- 44** The figures for previous year ended March 31, 2014 were audited by the erstwhile Statutory Auditor.
- 45** Certain amounts reported in the financial statement for the year ended March 31, 2014, require regrouping/ reclassification to conform to the current year's classification. The following table shows the reclassification of material amounts reported in the financial statements for the year ended March 31, 2014 and how these amounts now appear in the financial statements for the year ended March 31, 2015 if the current year grouping / classification are applied:

Reclassified from (account name)	Reclassified from (note number)	Reclassified to (account name)	Reclassified to (note number)	Amount (Rupees in lakh)
Deferred Tax Assets	14	Deferred Tax Liabilities	6	271.2
Others (under long term provisions)	8	Others (under short term provisions)	11	27.37
Others (under trade payables)	9	Creditors for capital supplies and services (under other current liabilities)	10	27.56
Short term borrowings		Current maturities of long term debt (under other current liabilities)	10	65.34
Investment in mutual funds (under current investments)	13	Investment in mutual funds (under non current investments)	17	20451.17
Loans to staff (under short term loans and advances)	20	Loans to staff (under long term loans and advances)	15	92.66
Loan to ICRA Employees Welfare Trust (under long term loans and advances)	15	Loan to ICRA Employees Welfare Trust (under short term loans and advances)	20	117.13
Loans and advances with others (under short term loans and advances)	20	Capital advances (under long term loans and advances)	15	96.32
Prepaid taxes (under short term loans and advances)	20	Advance tax (under long term loans and advances)	15	1557.11
Bank deposits (under cash and bank balances)	19	Bank deposits (under other non current assets)	16	993.21
Other liabilities (under other current liabilities)	10	Bank deposits (under cash and bank balances)	19	57.35
Securities deposits (under short term loans and advances)	20	Securities deposits (under long term loans and advances)	15	76.25
Prepaid expenses (under short term loans and advances)	20	Prepaid expenses (under long term loans and advances)	15	166.88

As per our report of even date attached

For and on behalf of the Board of Directors of **ICRA Limited**

For **B S R & Co. LLP**

Chartered Accountants

(ICAI Firm registration number : 101248W/W-100022W)

Naresh Takkar

Managing Director & Group C.E.O.

(DIN: 00253288)

Arun Duggal

Chairman

(DIN: 00024262)

Pravin Tulsyan

Partner

Membership No. : 108044

S. Shakeb Rahman

Company Secretary

Vivek Mathur

Chief Financial Officer

Place : Gurgaon

Dated : May 21, 2015

Form AOC-1
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries
Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts (Rupees in lakhs)

S. No. of Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of shareholding
1	ICRA Management Consulting Services Limited		1,50,00,000 equity shares of Rs. 10/- each fully paid up	1,229.17	3,292.79	3,292.79	55	2995.21	436.7	145.61	291.09	-	100% owned by ICRA Limited
2	ICRA Techno Analytics Limited		2,14,53,351 equity shares of Rs. 10/- each fully paid up	58,73.38	9,376.19	9,376.19	5,294.90	29,46.84	622.25	1,84.90	437.35	0.00	100% owned by ICRA Limited
3	ICRA Online Limited		89,51,458 equity shares of Rs. 10/- each fully paid up	1,489.98	3,388.73	3,388.73	NIL	3,490.96	678.63	-215.38	463.25	-	100% owned by ICRA Limited
4	PT. ICRA Indonesia		2,073,987 equity shares of IDR 10,000 each fully paid up	(1,374.06)	32.72	243.64	-	83.93	-519.45	-	-519.45	-	99% owned by ICRA Limited
5	ICRA Lonka Limited		5,948,900 equity shares of LKR 10/- each fully paid up	104.60	104.60	8.60	55.07	40.81	-36.34	-	-37.15	-	100% owned by ICRA Limited
6	ICRA Nepal Limited		2,00,000 equity shares of NPR100/- each fully paid up	0.97	182.89	57.04	31.22	78.1	12.61	0.74	13.35	-	51% owned by ICRA Limited
7	Pragati Development Consulting Services Limited		50,000 equity shares of Rs. 10/- each fully paid up	26.05	100.80	100.80	-	135.87	4	1.27	2.73	-	100% owned by ICRA Management Consulting Services Limited
8	IMaCS Virus Global Partners Inc		75,000 equity shares fully paid up	(41.63)	5.47	5.47	-	32.88	30.90	-	30.90	-	66.67% owned by ICRA Management Consulting Services Limited
9	ICRA Sapphire Inc.		2,479 equity shares fully paid up	(349.52)	1,304.43	1,304.43	-	1,363.06	(98.34)	6.67	(105.01)	-	100% owned by ICRA Techno Analytics Limited
10	ICRA Global Capital, Inc.		1,10,75,000 equity shares fully paid up	(567.07)	5,410.90	5,410.90	5,324.84	0.00	(561.58)	0.00	(561.58)	0	100% owned by ICRA Techno Analytics Limited
11	BPA Technologies Inc		46,29,630 equity shares fully paid	1,694.13	2,690.75	2,690.75	1.39	36,42.02	323.57	1,32.01	1,91.56	0	100% owned by ICRA Global Capital, Inc.
12	BPA Technologies Pvt. Ltd.		10,000 equity shares fully paid up of Rs. 10/- each	1,41.2	1,63.44	1,63.44	0	2,60.24	20.05	5.53	14.52	0	100% owned by BPA Technologies, Inc., USA

1 Names of subsidiaries which are yet to commence operations

2 Names of subsidiaries which have been liquidated or sold during the year.

A BPA Technologies Pvt Ltd. has liquidated in the year 2013-14, the Registrar of Singapore has strike off its name in the year 2014-15.

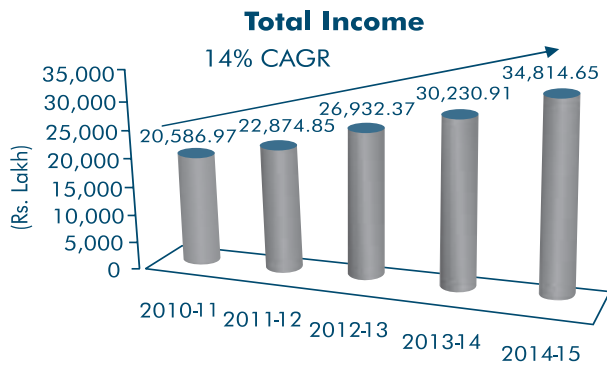
3 ICRA Sapphire, Inc., ICRA Global Capital, Inc. & BPA Technologies, Inc. has been converted at rate indicated in the table.

Financial Highlights of Group ICRA

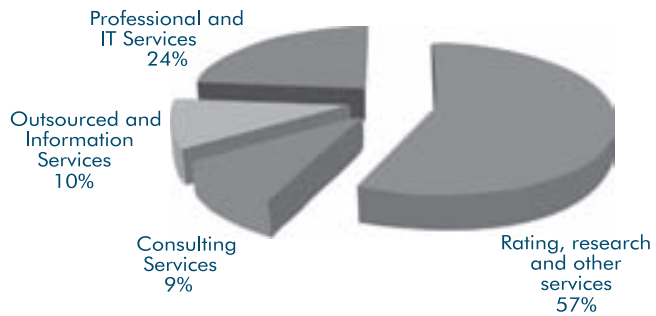
		(Rs.in lakh)										
	Particulars	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15		
1	Operating Income	7,060.75	9,945.17	13,581.95	16,232.08	19,302.91	20,746.17	25,141.06	28,296.22	32,191.42		
2	Non-Operating Income	600.10	787.85	1,401.71	2,267.02	1,284.06	2,128.68	1,791.31	1,934.69	2,623.23		
3	Total Income	7,660.85	10,733.02	14,983.66	18,499.10	20,586.97	22,874.85	26,932.37	30,230.91	34,814.65		
4	PBDIT	3,010.51	4,422.02	6,057.36	8,340.64	7,850.35	8,382.95	7,687.48	10,473.51	12,516.88		
5	Depreciation	(288.62)	(380.44)	(364.80)	(414.43)	(452.63)	(465.30)	(483.19)	(601.02)	(965.36)		
6	Interest	(4.77)	(0.09)	(1.70)	(0.48)	(0.07)	(0.47)	-	(81.78)	(198.30)		
7	Prior Period Adjustments(See Note)	-	(1.44)	(9.67)	0.29	-	-	-	-	(896.63)		
8	Exceptional Items	-	-	-	-	-	-	-	-	(413.15)		
9	Profit Before Tax	2,717.12	4,040.05	5,681.19	7,926.02	7,397.65	7,917.18	7,204.29	9,790.71	10,043.44		
10	Tax Provision	(717.86)	(1,192.38)	(1,792.03)	(2,578.39)	(2,589.45)	(2,531.12)	(1,323.48)	(2,898.37)	(3,485.10)		
11	Profit After Tax (after minority interest)	1,999.26	2,847.67	3,889.16	5,347.81	4,811.03	5,400.89	5,915.54	6,893.04	6,544.89		
12	Prior Period Adjustments (See Note)	(0.22)	-	-	-	-	-	-	-	-		
13	Equity Share Capital	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00		
14	Securities Premium	6,511.23	6,511.23	6,511.23	6,511.23	6,511.23	6,939.37	7,680.85	8,459.63	8,608.94		
15	Net Worth	14,736.37	16,385.51	18,871.36	22,172.39	25,704.81	30,161.33	33,923.75	38,793.86	42,877.56		
16	Basic Earnings Per Share (Rs.)	22.64	28.48	38.89	53.48	48.11	54.01	59.16	68.93	66.77		
17	Book Value Per Share (Rs.)	147.36	163.86	188.71	221.72	257.05	301.61	339.24	387.94	428.78		

Note: Prior Period Adjustments up to the financial year 2006-07 are reflected below "Profit After Tax", and with effect from the financial year 2007-08 the same are reflected above "Profit After Tax".

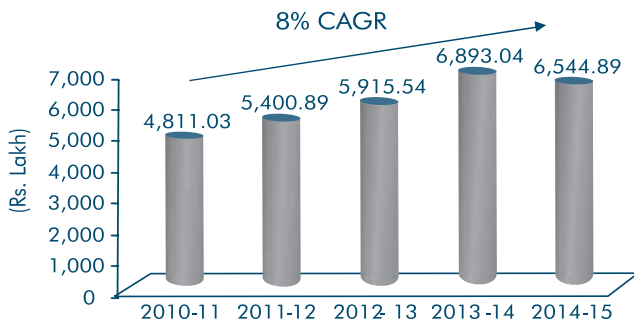
Group ICRA: Selective Data/Ratio Analysis



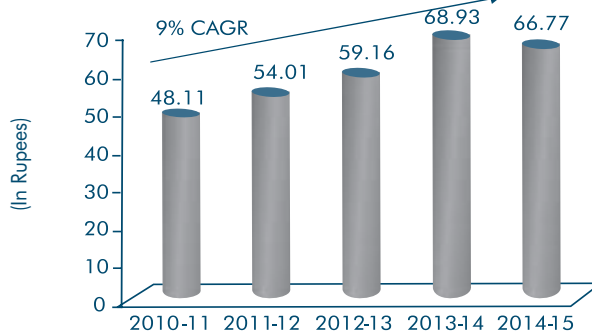
Segment-Wise Revenue 2014-15



Profit after Tax (after Minority Interest)



EPS



NOTICE

Notice is hereby given that the **Twenty-Fourth** Annual General Meeting of the Members of **ICRA Limited** will be held on Thursday, the 13th day of August, 2015, at 11:00 hours at Air Force Auditorium, Subroto Park, New Delhi 110010, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss for the year ended as on that date and the Directors' Report and the Auditors' Report thereon.
2. To declare Dividend on the Equity Shares for the year ended March 31, 2015.
3. To appoint a Director in place of Mr. Simon Richard Hastilow (DIN: 06573596), who retires by rotation and being eligible, offers himself for reappointment.
4. To reappoint Auditors and to fix their remuneration, and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** pursuant to Section 139 of the Companies Act, 2013:
"RESOLVED THAT pursuant to the provisions of Section 139, and other applicable provisions, if any, of the Companies Act, 2013, M/s. BSR & Co. LLP, Chartered Accountants (Firm registration No.: 101248W/W-100022), be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Twenty-Eighth Annual General Meeting of the Company subject to ratification in each Annual General Meeting at such remuneration as may be agreed to between the Board of Directors and the Auditors of the Company."

SPECIAL BUSINESS

5. To appoint Mr. Arun Duggal as an Independent Director of the Company and to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV of the Companies Act, 2013, as amended from time to time, Mr. Arun Duggal (DIN: 00024262) be and is hereby appointed as an Independent Director of the Company for five consecutive years, effective November 11, 2014 up to November 10, 2019, with the period of office not liable to determination by retirement-by-rotation.
"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid resolution and delegate the aforesaid powers to any Director or officer of the Company as may be deemed necessary in the best interest of the Company."
6. To appoint Ms. Ranjana Agarwal as an Independent Director of the Company and to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV of the Companies Act, 2013, as amended from time to time, Ms. Ranjana Agarwal (DIN: 03340032) be and is hereby appointed as an Independent Director of the Company for five consecutive years, effective November 11, 2014 up to November 10, 2019, with the period of office not liable to determination by retirement-by-rotation.
"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid resolution and delegate the aforesaid powers to any Director or officer of the Company as may be deemed necessary in the best interest of the Company."
7. To appoint Ms. Radhika Vijay Haribhakti as an Independent Director of the Company and to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV of the Companies Act, 2013, as amended from time to time, Ms. Radhika Vijay Haribhakti (DIN: 02409519) be and is hereby appointed as an Independent Director of the Company for five consecutive years, effective December 4, 2014 up to December 03, 2019, with the period of office not liable to determination by retirement-by-rotation.
"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid resolution and delegate the aforesaid powers to any Director or officer of the Company as may be deemed necessary in the best interest of the Company."
8. To appoint Mr. Robert Scott Fauber as a Non-Executive and Non-Independent Director of the Company and to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

NOTICE

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Mr. Robert Scott Fauber (DIN: 07076817) be and is hereby appointed as Non-Executive and Non-Independent Director of the Company, effective August 13, 2015, with the period of office liable to determination by retirement-by-rotation.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid resolution and delegate the aforesaid powers to any Director or Officer of the Company as may be deemed necessary in the best interest of the Company.”

9. To appoint Mr. Thomas John Keller Jr as a Non-Executive and Non-Independent Director of the Company and to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Mr. Thomas John Keller Jr (DIN: 00194502) be and is hereby appointed as Non-Executive and Non-Independent Director of the Company, effective August 13, 2015, with the period of office liable to determination by retirement-by-rotation.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid resolution and delegate the aforesaid powers to any Director or Officer of the Company as may be deemed necessary in the best interest of the Company.”

10. To reappoint Mr. Naresh Takkar as Managing Director & CEO of the Company and to appoint as CEO of Group ICRA and to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Mr. Naresh Takkar be and is hereby reappointed as Managing Director and CEO of the Company for a period of five years commencing from July 2, 2015 and valid till July 1, 2020, under the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) on the terms and conditions including remuneration as set out in the Explanatory Statement annexed hereto and which forms a part of this Notice.

“RESOLVED FURTHER THAT Mr. Naresh Takkar be and is hereby elevated and appointed as CEO of ICRA Group effective from January 30, 2015 to January 29, 2020 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed hereto and which forms a part of this Notice.

“RESOLVED FURTHER THAT that the payment of Retention Bonus to Mr. Naresh Takkar, of an amount of Rs. 6 million each being paid on March 1, 2015 and payable on March 1, 2016, subject to him continuing with the Company as on the stated dates of payment and such Retention Bonus remaining within the limits specified under the Companies Act, 2013.

“RESOLVED FURTHER THAT the necessary Agreement, recording the terms as set out in the Explanatory Statement annexed hereto and which forms a part of this Notice, be executed between the Company and Mr. Naresh Takkar.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid resolutions and delegate the aforesaid powers to any Director or Officer of the Company as may be deemed necessary in the best interest of the Company.”

By Order of the Board of Directors
For ICRA Limited

(S. Shakeb Rahman)
Company Secretary
& Compliance Officer

Place: Gurgaon
Date: July 2, 2015

CIN: L74999DL1991PLC042749
Registered Office:
1105, Kailash Building, 11th Floor
26, Kasturba Gandhi Marg, New Delhi 110 001
Telephone No.: +91-11-23357940-50, Fax No.: +91-11-23357014
Website: www.icra.in, Email ID: investors@icraindia.com

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend the said meeting and vote on her/his behalf, and the proxy need not be a Member of the Company.
2. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (ten) per cent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
3. A proxy form duly stamped and executed, in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting.
4. Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.
5. Members/Proxy holders are requested to bring at the venue of Annual General Meeting their attendance slip duly signed so as to avoid inconvenience.
6. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business under Item Nos. 5, 6, 7, 8, 9 and 10 above are annexed hereto and form a part of this Notice.
7. Members holding shares in the physical form are requested to send the advice about any change in their registered address or bank particulars, to the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, quoting their folio number. Members holding shares in the electronic form must send the advice about any change in their registered address or bank particulars to their respective Depository Participants and not to the Company.
8. Pursuant to Section 20 of the Companies Act, 2013, read with Rule 35 of the Companies (Incorporation) Rules, 2014, companies are allowed to send to their Members notices/documents in the electronic form. To enable the Company send its Annual Report, Notice of AGM, and other documents for the financial year ended March 31, 2015 electronically, Members are requested to update (in case of change)/register, at the earliest, their email IDs with their Depository Participants in case the shares are held in the electronic form or the Registrar and Share Transfer Agent of the Company, Link Intime India Private Limited, in case the shares are held in the physical form. The Company will continue to send the said documents in the physical form to such Members whose email IDs it does not have and to those who request delivery of the said documents in the physical form.
9. Pursuant to Section 123(5) of the Companies Act, 2013, and the Securities and Exchange Board of India's Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 regarding use of electronic payment modes for making payments to investors, **Members are requested to update their bank account and latest address details with their respective Depository Participants** (for shares held in the electronic form) or **submit duly completed NECS mandate forms** (available on the Company's website) along with a photocopy of their cheques to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited (for shares held in the physical form). Our Registrar and Share Transfer Agent will take due note of the same for payment of Dividend. Your Company provides National Electronic Clearing Service (NECS) for payment of Dividend. Through NECS, Members can receive their Dividend electronically by way of direct credit to their bank accounts. This obviates problems like loss/fraudulent interception of Dividend warrants during postal transit while also expediting payment. It is strongly recommended that Members opt for NECS, if not done already. Members may kindly note that NECS details are accessed from the Depositories (for shares held in the electronic form) and from the Company's Registrar and Share Transfer Agent (for shares held in the physical form) and used for payment of Dividend.
10. Members desiring any information on the accounts of the Company are requested to write to the Company at least 10 (ten) days prior to the date of the Annual General Meeting so as to enable the Company keep the information ready.
11. Members may write to the Company Secretary of the Company for the annual accounts of the Subsidiary companies. The annual accounts of the Subsidiary companies for the financial year ended March 31, 2015 is available on the website www.icra.in under Investors section. The annual accounts shall also be available for inspection by any Member at the Registered Office of the Company.
12. In all correspondence with the Company or with its Share Transfer Agent, Members are requested to quote their Client ID Number and their DP ID Number if the shares are held in the dematerialised form; in case the shares are held in the physical form, they must quote their folio number.

NOTES:

13. The Register of Members and Share Transfer Books of the Company shall remain closed from August 8, 2015 to August 12, 2015 (both days inclusive) for determining the names of Members eligible to receive the Dividend declared, if any, on the Equity Shares of the Company.
14. If the Members approve the payment of Dividend at the forthcoming Annual General Meeting, the Dividend shall be paid to all those Members whose names appear in the Register of Members as on August 7, 2015, and to all those Members whose names appear as beneficial owners as per the details furnished by National Securities Depository Limited and Central Depository Services (India) Limited on the close of business hours as on that date.
15. Those Members who have not yet encashed/claimed the Dividend of the Company for any/all of the financial years 2007-08, 2008-09, 2009-10, 2010-11, 2011-12, 2012-13 and 2013-14 are requested to encash/claim the same immediately. In terms of Section 205C of the Companies Act, 1956, the Company shall be required to transfer the unclaimed/unpaid Dividend of the Company on the expiry of seven years from the date it became due for payment, to the "Investor Education and Protection Fund", and subsequently, the Shareholders shall not have any right to claim the said Dividend from the Company or from the said Fund.

The details of the un-encashed/unclaimed Dividend for the Financial Years 2007-08 to 2013-14 as on March 31, 2015 are as under:

Dividend for the year	Unclaimed/Unpaid Dividend as on March 31, 2015 (Rs.)	Due date of transfer to Investor Education and Protection Fund
2007-08	1,50,550	September 4, 2015
2008-09	87,588	September 10, 2016
2009-10	1,27,449	September 18, 2017
2010-11	83,453	September 18, 2018
2011-12	1,44,560	September 9, 2019
2012-13	1,12,970	September 8, 2020
2013-14	1,23,510	September 19, 2021

16. The information required to be furnished under Clause 49 of the Listing Agreement about the Directors seeking appointment/reappointment is annexed hereto and forms a part of this Notice.

17. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to offer electronic voting (e-voting) facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the 24th Annual General Meeting of the Company. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility.
- II. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.
- III. The electronic voting particulars (User-ID and Password) are provided in the Notice. The E-voting Event Number (EVEN) is as under:

EVEN	102182
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- IV. The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
August 10, 2015 (9:00 am)	August 12, 2015 (5:00 p.m.)

- V. The instructions for e-voting are as under:
- (i) The Notice of the 24th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members.
- (ii) NSDL shall also be sending the User ID and Password, to those Members whose shareholding is in the dematerialised format and whose email addresses are registered with the Company/Depository Participants(s). For members who have not registered their email address, can use the details as provided above.
- (iii) Open the internet and type the following URL: <https://www.evoting.nsdl.com/>

NOTES:

- (iv) Click on Shareholder–Login
 - (v) If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.
 - (vi) If you are logging in for the first time, please enter the User ID and Password provided by NSDL/in this Notice.
 - (vii) Put User ID and Password and click Login.
 - (viii) Password change menu appears. Change the password with new Password of your choice with minimum 8 digits/characters or combination thereof.
It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
 - (ix) Once the e-voting home page opens, click on e-voting >active voting cycles.
 - (x) Select "EVEN" of ICRA Limited (the number provided in the Notice)
 - (xi) Now you are ready for e-voting as Cast Vote page opens.
 - (xii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (xiii) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xiv) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xv) Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to ashokjuneja@junejaassociates.com with a copy marked to evoting@nsdl.co.in.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- VII. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The e-voting period commences on August 10, 2015 (9:00 am) and ends on August 12, 2015 (5:00 pm). During this period Shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of August 7, 2015, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- X. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday, August 7, 2015.
- XI. Since the Company is required to provide Members facility to exercise their right to vote by electronic means, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of August 7, 2015 and not casting their vote electronically, may only cast their vote at the 24th Annual General Meeting of the Company.
- XII. Advocate Ashok Kumar Juneja, Proprietor of M/s. Juneja Associates, Mobile No. 9810532462, e-mail Id: ashokjuneja@junejaassociates.com, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XIII. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two(2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- XIV. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.icra.in and on the website of NSDL within two(2) days of passing of the resolutions at the 24th Annual General Meeting of the Company on August 13, 2015, and communicated to the BSE Limited and the National Stock Exchange of India Limited.
18. All documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during office hours on all working days up to the date of declaration of the result of the 24th Annual General Meeting of the Company.

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 5

Mr. Arun Duggal is the Non-Executive Chairman and an Independent Director of ICRA.

Mr. Duggal had a 26 years career with Bank of America, mostly in the U.S., Hong Kong and Japan. After his retirement, he has been very active in Corporate Governance and chairs FICCI-Centre for Corporate Governance. He is on the Boards of Directors of ITC Limited, Jubilant Energy, Netherlands (Chairman Audit Committee), Info Edge (Chairman Audit Committee), Dish TV and he is a member of the Investment Committee of Axis Private Equity. He is also a Visiting Professor at Indian Institute of Management, Ahmedabad.

A Mechanical Engineer from the prestigious Indian Institute of Technology, Delhi, Mr. Duggal holds an MBA from the Indian Institute of Management, Ahmedabad (recipient of Distinguished Alumnus Award).

Mr. Duggal was appointed as an Additional Director of the Company on November 11, 2014 under the category of Independent Director. Mr. Duggal was elevated to Non-Executive Chairman with effect from January 29, 2015. The Board of Directors recommends the appointment of Mr. Duggal for a period of five consecutive years with effect from November 11, 2014. In the opinion of the Board of Directors, Mr. Duggal fulfils the conditions specified in the Companies Act, 2013, and the Rules made there under, and the Listing Agreement. The Board considers it in the interest of the Company to appoint Mr. Duggal as an Independent Director. The Company has received notice in writing under Section 160 of the Companies Act, 2013, along with the requisite deposit, proposing his candidature for the office of Independent Director not liable to retire by rotation. Mr. Duggal is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Mr. Duggal does not hold any shares in the Company. None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Duggal, is in any way interested or concerned with this resolution. Details regarding Mr. Duggal have been presented in the Annexure to the accompanying Notice.

Item No. 6

Ms. Ranjana Agarwal is an Independent Director on the Board of the Company and chairs its Audit and CSR committees.

Ms. Agarwal has over 30 years of experience in audit, tax and related services. She is the Founder and Managing partner of Vaish & Associates, Chartered Accountants and earlier managed the Deloitte Haskins & Sells practice in Delhi up to 2000.

She is also on the boards of KDDL Limited, Shubham Housing Development Co. Pvt. Ltd. and Indo Rama Synthetic (India) Ltd. She was the National President of the women wing of the Federation of Indian Chambers of Commerce and Industry. She also heads the India chapter of Women Corporate Directors, USA.

Ms. Agarwal is a graduate in Economics from LSR, Delhi University and CA training from Price Waterhouse Coopers. She is also a trustee of two non profits, and recipient of the Indira Gandhi Priyadarshini award for professional excellence.

Ms. Agarwal was appointed as an Additional Director of the Company on November 11, 2014 under the category of Independent Director. The Board of Directors recommends the appointment of Ms. Agarwal for a period of five consecutive years with effect from November 11, 2014. In the opinion of the Board of Directors, Ms. Agarwal fulfils the conditions specified in the Companies Act, 2013, and the Rules made there under, and the Listing Agreement. The Board considers it in the interest of the Company to appoint Ms. Agarwal as an Independent Director. The Company has received notice in writing under Section 160 of the Companies Act, 2013, along with the requisite deposit, proposing her candidature for the office of Independent Director not liable to retire by rotation.

Ms. Agarwal is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Ms. Agarwal does not hold any shares in the Company. None of the Directors and Key Managerial Personnel of the Company or their relatives, except Ms. Agarwal, is in any way interested or concerned with this resolution. Details regarding Ms. Agarwal have been presented in the Annexure to the accompanying Notice.

Item No. 7

Ms. Radhika Vijay Haribhakti is an Independent Director on the Board of the Company and chairs its Nomination and Remuneration committee.

Ms. Haribhakti has over 30 years of experience in Commercial and Investment Banking with Bank of America, JM Morgan Stanley and DSP Merrill Lynch and now heads RH Financial, a boutique Advisory Firm focused on M&A and Private Equity.

Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

She is an Independent Director on the Boards of EIH Associated Hotels Ltd, Adani Ports and Special Economic Zone Ltd, ICRA Techno Analytics Ltd, Navin Fluorine International Ltd, Rain Industries Ltd and Vistaar Financial Services Private Ltd.

Ms. Haribhakti is a graduate in Commerce from Gujarat University and a Post Graduate in Management from Indian Institute of Management (IIM), Ahmedabad.

Ms. Haribhakti was appointed as an Additional Director of the Company on December 4, 2014 under the category of Independent Director. The Board of Directors recommends the appointment of Ms. Haribhakti for a period of five consecutive years with effect from December 4, 2014. In the opinion of the Board of Directors, Ms. Haribhakti fulfils the conditions specified in the Companies Act, 2013, and the Rules made there under, and the Listing Agreement. The Board considers it in the interest of the Company to appoint Ms. Haribhakti as an Independent Director. The Company has received notice in writing under Section 160 of the Companies Act, 2013, along with the requisite deposit, proposing her candidature for the office of Independent Director not liable to retire by rotation. Ms. Haribhakti is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Ms. Haribhakti does not hold any shares in the Company. None of the Directors and Key Managerial Personnel of the Company or their relatives, except Ms. Haribhakti, is in any way interested or concerned with this resolution. Details regarding Ms. Haribhakti have been presented in the Annexure to the accompanying Notice.

Item No. 8

Mr. Robert Scott Fauber is an Additional Director of the Company under the category Non-Independent and Non-Executive Director. Mr. Fauber is currently the global Head of the Commercial Group at Moody's Investors Service, a position which he assumed in January 2013. In this capacity, Mr. Fauber oversees relationship management, product development, and strategic initiatives for the rating agency. Prior to this, Mr. Fauber served as Senior Vice President of Corporate Development for Moody's Corporation for almost 8 years, where he led the Company's acquisition and divestiture activity as well as corporate strategy. This function continues to report to Mr. Fauber. Prior to joining Moody's, Mr. Fauber worked in several areas at Citigroup from 1999-2005, including the Alternative Investments division, the Corporate Strategy & Business Development Group, and Investment banking group at the firm's Salomon Smith Barney subsidiary. Mr. Fauber started his career at Nations Bank (now Bank of America). Currently, Mr. Fauber serves on the boards of the Moody's Foundation and the Council for Economic Education. Mr. Fauber holds an M.B.A. (with distinction) from The Johnson School of Management at Cornell University and a B.A. in economics from the University of Virginia.

Mr. Fauber was appointed as an Additional Director of the Company on January 30, 2015 at the meeting of the Board of Directors of the Company. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Fauber holds office up to the date of the ensuing Annual General Meeting. The Company has received notice in writing under Section 160 of the Companies Act, 2013, along with the requisite deposit, proposing his candidature for the office of Director liable to retire by rotation. Mr. Fauber is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

With Mr. Fauber joining in as Director, the Company would be benefited from his extensive experience and expertise.

Mr. Fauber does not hold any shares in the Company. None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Fauber, is in any way concerned or interested in this Resolution. Details regarding Mr. Fauber have been presented in the Annexure to the accompanying Notice.

The Board of Directors of your Company is of the opinion that the appointment of Mr. Fauber would be beneficial to the Company and hence recommends the Resolution at Item no. 8 for approval of the Members of the Company.

Item No. 9

Mr. Thomas John Keller Jr. is an Additional Director of the Company under the category Non-Independent and Non-Executive Director. Mr. Keller is the Managing Director for Sovereign Ratings and Geographic Management of Moody's Investors Service (MIS). In this role, Mr. Keller oversees all activities related to sovereign ratings. In addition, Mr. Keller is responsible for leading the Geographic Management of MIS, which entails driving business growth initiatives, along with budgeting and planning outside the U.S., the management of Moody's global assets (people, products, offices, capabilities), regulatory monitoring and affiliate relations. Mr. Keller is also the executive sponsor of Moody's LGBTQA Employee Resource Group and a board member of the Hetrick-Martin Institute. Prior to this role, beginning in 2007, Mr. Keller was the Managing Director for the Global Public, Project and Infrastructure Finance

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

Group, responsible for ensuring MIS had a globally consistent methodology to assessing credit risk for all levels of financing across the group's portfolio. He also served as the head of the Asia Pacific region, responsible for Moody's offices and ratings in the region, first as Managing Director of the Ratings Group and then as Representative Director of Moody's Japan. Mr. Keller joined the company in 1992 as a Senior Analyst covering a broad range of sectors, including high-grade corporates, high-yield industrials and financial services. Prior to Moody's, Mr. Keller worked at Chemical Bank and Manufacturers Hanover Trust Company. He earned a B.B.A. from the University of Rhode Island and an M.B.A. from Iona College.

Mr. Keller was appointed as an Additional Director of the Company on January 30, 2015 at the meeting of the Board of Directors of the Company. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Keller holds office up to the date of the ensuing Annual General Meeting. The Company has received notice in writing under Section 160 of the Companies Act, 2013, along with the requisite deposit, proposing his candidature for the office of Director liable to retire by rotation. Mr. Keller is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

With Mr. Keller joining in as Director, the Company would be benefited from his extensive experience and expertise.

Mr. Keller does not hold any shares in the Company. None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Keller, is in any way concerned or interested in this Resolution. Details regarding Mr. Keller have been presented in the Annexure to the accompanying Notice.

The Board of Directors of your Company is of the opinion that the appointment of Mr. Keller would be beneficial to the Company and hence recommends the Resolution at Item no. 9 for approval of the Members of the Company.

Item No. 10

Mr. Naresh Takkar has been associated with the Company since 1991. He was appointed as Managing Director of the Company with effect from July 1, 2006 for a period of five years, and then reappointed as Managing Director & CEO for another term of five years effective from July 1, 2011. The Board of Directors in its meeting held on January 30, 2015 elevated and appointed Mr. Takkar as CEO of ICRA Group effective from January 30, 2015, in addition to his position as Managing Director and CEO of the Company. Further, the Board of Directors in its meeting held on July 2, 2015 reappointed Mr. Takkar as Managing Director & CEO of the Company for a period of five years commencing from July 2, 2015 and valid till July 1, 2020, and also extended Mr. Takkar's tenure as CEO of ICRA Group for a period of five years commencing from the date of appointment i.e. January 30, 2015 and valid till January 29, 2020. ICRA's growth under Mr. Takkar's stewardship has been impressive and consistent year after year. Today, the Group ICRA comprises of the Company, its subsidiaries and their respective subsidiaries.

Prior to holding Managing Director's position Mr. Takkar was Joint Managing Director & Chief Rating Officer of ICRA. He is also a Director of ICRA Techno Analytics Limited, ICRA Online Limited, ICRA Nepal Limited, ICRA Lanka Limited and of PT. ICRA Indonesia. Besides, he is the Vice-Chairman of Association of Credit Rating Agencies in Asia (ACRAA). He joined the Company as an analyst in 1991. Before joining ICRA, he was with Tata Consultancy Services for three years in the System Consulting Division. Mr. Takkar is a Chartered Accountant from The Institute of Chartered Accountants of India and holds a Bachelor's Degree in Commerce from the University of Delhi.

The Board of Directors at its meeting on January 30, 2015 has approved, on the basis of the recommendations made by the Nomination & Remuneration Committee, the appointment and elevation of Mr. Takkar as the Chief Executive Officer of Group ICRA with effect from January 30, 2015 till June 30, 2016 on the terms and conditions as mentioned below and subject to the approval of the Shareholders. Further, the Board of Directors at its meeting on July 2, 2015 has approved, on the basis of the recommendations made by the Nomination & Remuneration Committee, the reappointment of Mr. Takkar as Managing Director and CEO of the Company with effect from July 2, 2015 for a period of five years and also extended Mr. Takkar's tenure as CEO of ICRA Group for a period of five years commencing from the date of appointment i.e. January 30, 2015 on the terms and conditions as approved by the Board in its meeting held on January 30, 2015 and as further modified in the Board meeting held on July 2, 2015, subject to the approval of the Shareholders:

Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

1.	Basic Salary	The basic salary shall be paid at a rate of Rs.78,00,000/- (Rupees Seventy Eight Lakhs Only) per annum. It shall be paid in monthly installments, a pro rata amount for a part month of service. The basic salary shall be subject to such annual increments not exceeding 10% (ten percent) of annual basic salary, as may be decided by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee or any other Committee constituted by it from time to time.
2.	Commission	Mr. Naresh Takkar shall be eligible to receive a commission, as determined by the Board in respect of each complete Financial Year during which his employment subsists, subject to a maximum of 1% of the net profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013.
3.	Deferred Incentives	Mr. Naresh Takkar shall be eligible to payment of deferred incentives equivalent to an amount of Rs. 27,50,000/- (Rupees Twenty Seven Lakhs and Fifty Thousand Only) for the Financial Year 2014-2015. The Board shall, in consultation with the Nomination and Remuneration Committee, decide the deferred incentives for the subsequent Financial Years based upon the assessment of his performance. The aforesaid deferred incentives shall be payable in two equal installments on October 1 and April 1 of every Financial Year.
4.	Long-term Deferred Incentives	Commencing from Financial Year 2016-17, the Company shall in its absolute discretion, make a provision for the payment of deferred incentives equivalent to an amount of up to INR 63,00,000/- (Rupees Sixty Three Lakhs only) on an annual basis (" Provisioned Annual Incentive "). Payment of the Provisioned Annual Incentive in respect of one Financial Year shall be made in three yearly tranches, each being upto one-third of the Provisioned Annual Incentive and shall be payable on each of the first, second and third anniversary of the last day of the respective Financial Year, it being understood that Mr. Naresh Takkar shall be eligible to receive all or part of each tranche of the Provisioned Annual Incentive subject to his achievement of the performance criteria or goals determined by the Board in consultation with the Nomination and Remuneration Committee in respect of Financial Year in which such tranche payment is due and subject to the assessment of the Board in consultation with the Nomination and Remuneration Committee of his achievement against those performance criteria or goals.
5.	Other Incentives	(A) Mr. Naresh Takkar shall continue to be eligible to receive benefits under a Retention Bonus Agreement dated 4 December 2014. (B) Mr. Naresh Takkar shall be eligible to receive other incentives of up to Rs. 23,40,000/- (Rupees twenty three lakhs and forty thousand only) per annum based upon achievement of performance criteria as determined by the Board in respect of each complete financial year during which the employment subsists.
6.	Good Standing	Mr. Naresh Takkar's eligibility to receive the amounts referred to in clauses 3, 4 and 5 shall be subject to his being in "good standing" on the date that the decision is made to pay the relevant amount and on the date on which payment is made to him. "good standing" refers to Mr. Naresh Takkar being actively employed (i.e. not under notice given by him, continuing to be eligible pursuant to the Companies Act, 2013 to hold the positions referred to in the Appointment Letter, and not being in breach of his legal and/or contractual duties to the Company).
7.	Allowances and Perquisites Allowances	Mr. Naresh Takkar shall be entitled to the following allowances as set out in the Appointment Letter, subject to the terms and conditions as approved by the Nomination and Remuneration Committee of the Company from time to time. Amounts below are stated in terms of annual figures. Unless otherwise stated in the Staff Rules or determined by the Nomination and Remuneration Committee, his entitlement to the relevant amounts are subject to his being in service of the Company at the relevant time of payment, and his entitlement shall be prorated in relation to a part-year of service.

Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

(i)	City Compensatory Allowance	a sum of Rs. 15,60,000/- (Rupees Fifteen Lakhs and Sixty Thousand Only) per annum, equivalent to 20% of the abovementioned Basic Salary;
(ii)	Housing	a house rent allowance of Rs. 46,80,000/- (Rupees Forty Six Lakhs and Eighty Thousand Only) per annum, equivalent to 60% of the above mentioned Basic Salary;
(iii)	Medical Reimbursement/Encashment	reimbursement of all medical and hospitalization expenses for Mr. Naresh Takkar and his family up to a sum of Rs. 3,45,205 (Rupees Three Lakhs Forty Five Thousand Two Hundred and Five Only) per annum. If the aforementioned reimbursement is not availed or if only a part of the reimbursement is availed, he will be entitled to encash the balance amount as per the staff rules applicable to the employees of the Company (" Staff Rules ");
(iv)	Leave Travel Benefit	leave travel benefit of Rs. 3,25,000 /- (Rupees Three Lakhs and Twenty Five Thousand Only) per annum, equivalent to 15 days of his Basic Salary as per the Staff Rules;
(v)	Mediclaim and Accidental Insurance	premium in respect of mediclaim and accidental insurance policies as per the Staff Rules;
(vi)	Provident Fund and Superannuation Fund	contribution of Rs.9,75,000/- (Rupees Nine Lakhs and Seventy Five Thousand Only) per year, equivalent to 12% of Basic Salary and Leaves Encashment (as defined below), towards provident fund and contributions toward the superannuation fund as per the Staff Rules of the Company;
(vii)	Leaves and Leaves Encashment	the number of leaves as per the Staff Rules of the Company and leave encashment of Rs. 3,25,000/- (Rupees Three Lakhs and Twenty Five Thousand Only), equivalent to 15 days of the abovementioned Basic Pay as per the Staff Rules;
(viii)	Gratuity	a contribution of Rs. 2,88,462/- (Rupees Two Lakhs Eighty Eight Thousand Four Hundred and Sixty Two Only) per annum as a provision in the Company accounts;
(ix)	Conveyance Allowance	a conveyance allowance of Rs. 6,30,000/- (Rupees Six Lakhs and Thirty Thousand Only) per annum;
(x)	Lunch Coupons	a sum of Rs. 24,000/- (Rupees Twenty Four Thousand Only) per annum;
(xi)	Provision of Communication Facilities at Residence	telephone at residence for Company' business. Other media, internet connection and such other communication facilities at the residence for use on Company business; and
(xii)	Club Fees	annual fees for up to 3 clubs, excluding admission and life membership fees.
8.	Additional Remuneration terms	<p>(A) Upon the Appointment Letter coming into effect, the Appointment Letter, together with any other documents referred to therein, shall set out all remuneration arrangements pertaining to Mr. Naresh Takkar's employment as at the date of the Appointment Letter.</p> <p>(B) The remuneration payable to Mr. Naresh Takkar by way of salary, perquisites, allowances, bonus, commissions, incentives, benefits, payments and/or any other remuneration as maybe granted from time to time, shall not exceed the limits specified under the Companies Act, 2013 ("Act") including Schedule V, as amended from time to time.</p> <p>(C) The remuneration set out in the Appointment Letter may be increased by the Board, from time to time, provided that such increments shall always remain within the prescribed limits.</p> <p>(D) The Company shall withhold from all amounts payable under the Appointment Letter, all sums that are required to be withheld by law, court decree, or executive order (issued under statute or applicable law), including (but not limited to) towards income taxes, employment taxes, and employee contributions to benefit plans sponsored by the Company, if applicable.</p>

Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

9.	Termination	Subject to the terms of Mr. Naresh Takkar's appointment by the Board to the designations as set out in the opening paragraph of the Appointment Letter, Mr. Naresh Takkar's employment with the Company shall be terminable by 3 months' notice or by the payment of 3 months' base salary in lieu of notice by him or the Company. The Company shall be entitled to terminate his employment for "Cause" without any prior notice. The "Cause" shall mean (i) willful malfeasance, willful misconduct or gross negligence by him in connection with his employment; (ii) failure to perform any legal and/or contractual duties; (iii) continuing failure to perform such legal and/or contractual duties as are requested by any person to whom he reports or the Board or a relevant committee of the Board; (iv) failure to observe material policies of the Company applicable to him (including, without limitation, the ICRA Code, and, if applicable, the Moody's Code of Business Conduct); or (v) the conviction for, or plea of guilty made by him to (A) any statutory or criminal offence involving moral turpitude, or (B) any felony or offence under the Indian Penal Code, 1860.
10.	Retirement by Rotation and Sitting Fees	Mr. Naresh Takkar shall not be subject to retirement by rotation during his tenure. Further, no sitting fees shall be paid to him for attending the meetings of the Board or the board of directors of any other ICRA Group members or any committee's thereof. If he receives any sitting fees or other remuneration from any other positions he holds in connection with his employment with the Company, he shall promptly account for such amounts to the Company.
11.	Confidentiality	Mr. Naresh Takkar shall continue to remain bound to the terms and conditions of the Declaration of Fidelity and Secrecy signed by him (" Declaration ") and for the purposes of this confidentiality provision, the term " Confidential Information " shall refer to all information in respect of which he is required to observe secrecy pursuant to the Declaration and all information which he will, in course of his employment with the Company, receive or acquire that is not known in the public domain, that is competitively sensitive and/or constitutes private business information of or about the Company, any other member of ICRA Group and/or the employees or clients of the Company and/or any other ICRA Group members. Notwithstanding the above, any information which is marked as "Confidential" or "Proprietary" or which should otherwise reasonably be construed as confidential or proprietary, or which otherwise derives value from not being generally known or not being in the public domain shall also be considered as confidential information. Mr. Naresh Takkar agrees to maintain the Confidential Information in the strictest confidence and will use the Confidential Information only for the benefit of the Company and each of the other ICRA Group members and/or their respective clients, and solely for purposes consistent with his employment. He will not at any time, either during the continuance of or after the termination of his employment with the Company, use or disclose, or permit any other person or entity to access, the Confidential Information except in a) the proper course of his employment by the Company; or b) as authorized in writing by the Company; or c) as ordered by a court of competent jurisdiction; or d) if any such disclosure is specifically required by the operation of applicable law.

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

12.	Conflicts of Interest	<p>Mr. Naresh Takkar must not undertake or have any interest in any activity or business which conflicts with the interests of the Company or any other member of the ICRA Group, or with his duties to the Company or any other member of the ICRA Group. Without limiting the foregoing, during his employment with the Company, you must:</p> <p>(A) not accept from any person employed by the Company or any other member of the ICRA Group, or from any person having or which/who has had any business dealings with the Company or any other member of the ICRA Group, any gift (monetary or otherwise) the acceptance of which would be in breach of applicable law or any relevant policies of the Company as in effect from time to time;</p> <p>(B) not at any time make improper use of information he acquires by virtue of his position within the Company or any other member of the ICRA Group to gain any advantage for himself or for any other person to the detriment of the Company or any other member of the ICRA Group, whether directly or indirectly;</p> <p>(C) not at any time allow himself to be placed in a position where his personal interests might conflict with his duties and obligations to the Company or any other member of the ICRA Group, whether directly or indirectly; and</p> <p>(D) not, directly or indirectly, be engaged, interested in or undertake in whatever capacity and whether for reward or gratuitously, any employment, activity, trade, business, office or work whatsoever otherwise than in respect of his duties and obligations to the Company or any other member of the ICRA Group, or retain any fee, except with the written consent of the Company.</p>
13.	Non-Compete	<p>If (i) the Company terminates Mr. Naresh Takkar's employment for Cause, or (ii) the Company terminates his employment for any reason other than for Cause and in its sole discretion chooses to enforce the restrictions under this clause 13 upon payment of a non-compete fee of Rs. 1,70,00,000/- (Rupees One Crore and Seventy Lakhs only); or (iii) Mr. Naresh Takkar terminates his employment voluntarily, then he shall agree that for a period of 12 months commencing from the date on which his employment ends with the Company (the "Restrictive Period"), he will not in any manner, on his own behalf or as a partner, officer, director, employee, agent, or consultant of any other person or entity, directly or indirectly, engage or attempt to engage in a business which competes with or against all or any part of the business or businesses (collectively, the "Business") operated or conducted by the Company or any other member of the ICRA Group in India, Indonesia, Nepal, Sri Lanka, or any other jurisdiction in which the Company or any other member of the ICRA Group is conducting the Business on the date on which his employment ends.</p> <p>The restrictions placed on Mr. Naresh Takkar during the Restrictive Period shall not be construed as precluding him, upon termination of his employment with the Company, from working as an employee or consultant for a separate business unit of a competitor of the Company or any ICRA Group member, if the separate business unit is not in competition with the Business or a part of the Business.</p> <p>Mr. Naresh Takkar acknowledges that the Business of the Company and the other members of the ICRA Group includes (i) assigning credit ratings to or grading issuers, securities and other credit obligations including structured finance securities, collateralized obligations and derivatives, bonds, loans, bank deposits and other bank debt, commercial paper programs, insurance company obligations, managed funds etc., (ii) providing products and services related to such credit ratings or gradings (including but not limited to research), (iii) the sale of such products or services to third parties, (iv) management consulting, risk management and valuation services, (v) software development, and (vi) knowledge process outsourcing.</p>

Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

14.	Non-Solicitation	Mr. Naresh Takkar agrees that during his employment and for a period of 12 months after the termination of his employment, he will not, on his own behalf or as a partner, officer, director, employee, agent, or consultant of any other person or entity, directly or indirectly, solicit or induce (or attempt to solicit or induce) any employee of the Company or any other ICRA Group member (a) to leave his or her employment with the Company and/or the relevant ICRA Group member, as the case may be and/or (b) consider employment with any other person or entity.
15.	Non-disparagement	Mr. Naresh Takkar shall refrain from making any disparaging remarks about the Company or any other members of the ICRA Group or the businesses, services, products, stockholders, officers, directors or other personnel of the Company or any other members of the ICRA Group or any of their affiliates/ shareholders.
16.	Amendments	Any amendments to the terms and conditions set out in the Appointment Letter shall be subject to compliance with applicable laws and the approval of the Board and the shareholders of the Company, as may be applicable.
17.	Severability	Mr. Naresh Takkar agrees and acknowledges that whilst the provisions of clauses (11), (12), (13) and (14) (collectively " Covenants ") are reasonable in all the circumstances and are not in the nature of restrictions but instead are in the furtherance of trade or business, if any of the Covenants should be held by a court or tribunal of competent standing to be invalid as an unreasonable restraint of trade (but would have been valid if part of the wording had been deleted or the period reduced or the range of activities or geographical area reduced in scope) then the relevant Covenants shall apply with such modifications (which would be deemed to have been made) as are necessary to make them valid and effectively enforceable by a court or tribunal of competent jurisdiction. Notwithstanding the limitation of the Covenants, Mr. Naresh Takkar agrees, that at all times he shall observe and be bound by the spirit of the Covenants. Provided however, that on the revocation, removal or diminution of applicable laws, by virtue of which the restrictions contained in this Covenants were limited as provided herein above, the original restrictions would stand renewed and be effective to their original extent, as if they had not been limited by applicable laws.
18.	Governing Law	Any and all disputes or differences between Mr. Naresh Takkar and the Company arising out of or in connection with his employment, any terms of the Appointment Letter or its performance (" Dispute ") shall, so far as it is possible, be settled amicably through consultation in good faith. If the Dispute cannot be resolved in the amicable manner, such Dispute shall be submitted to final and binding arbitration at the request of either of the parties upon written notice to that effect to the other. The arbitration panel shall consist of 3 (Three) arbitrators, 1 (One) arbitrator to be appointed by the claimant, another arbitrator to be appointed by the defendant and the third arbitrator to be appointed by the 2 (Two) arbitrators so appointed. Such arbitration shall be in accordance with the Arbitration and Conciliation Act, 1996 and shall be held in New Delhi. All proceedings of such arbitration shall be in the English language. Arbitration awards rendered shall be final and binding on both the parties. Subject to the aforementioned, the terms and conditions of the Appointment Letter shall be governed by the laws of the Republic of India and the courts in New Delhi shall have exclusive jurisdiction with respect to any/all disputes arising pursuant to the Appointment Letter.

The remuneration payable to Mr. Naresh Takkar is in conformity with the provisions of the Companies Act, 2013, including Schedule V, and is within the permissible limits under the provisions of the Companies Act, 2013.

The above may be treated as an abstract of the terms of appointment of Mr. Naresh Takkar as per the Companies Act, 2013.

Mr. Naresh Takkar holds 34,000 Equity Shares of the Company and also holds options granted to him under the Company's Employees Stock Option Scheme. None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Naresh Takkar, is in any way concerned or interested in this resolution.

Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

The Board of Directors of your Company believes that Mr. Takkar is perfectly poised to take up the challenge and perform the role of CEO of Group ICRA with dedication and unparalleled expertise in leading Group ICRA and the Board is of the opinion that the elevation of Mr. Naresh Takkar would be beneficial to the Company and hence recommends the Resolution at Item No. 10 for approval of the Members of the Company.

By Order of the Board of Directors
For ICRA Limited

(S. Shakeb Rahman)
Company Secretary
& Compliance Officer

Place: Gurgaon
Date: July 2, 2015

CIN: L74999DL1991PLC042749
Registered Office:
1105, Kailash Building, 11th Floor
26, Kasturba Gandhi Marg, New Delhi 110 001
Telephone No.: +91-11-23357940-50, Fax No.: +91-11-23357014
Website: www.icra.in, Email ID: investors@icraindia.com

Details of the Directors Seeking Appointment/Reappointment at the Twenty-Fourth Annual General Meeting Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges

Name of Director	Mr. Simon Richard Hastilow	Mr. Arun Duggal	Ms. Ranjana Agarwal	Ms. Radhika Vijay Haribhakti	Mr. Robert Scott Fauber	Mr. Thomas John Keller Jr	Mr. Naresh Takkur
Date of Birth	August 12, 1969	October 1, 1946	November 25, 1956	December 20, 1957	September 19, 1970	October 13, 1959	November 10, 1963
Relationship with other Directors infer se	None	None	None	None	None	None	None
First Date of Appointment	May 24, 2013	November 11, 2014	November 11, 2014	December 4, 2014	January 30, 2015	January 30, 2015	July 1, 2006
Expertise in Specific Functional Areas	Sales; Marketing; Product Development; and General Management	International Banking, Financial Management and Corporate Governance	Audit, Tax and Business Valuation	Finance, Banking and General Management	Strategy, M&A, Business Development, General Management	General Management, Strategy & Execution	General Management, Economic, Business and Financial Analysis
Qualifications	BA (Hons) in Business Studies, University of London; Diploma of the Chartered Institute of Marketing; Alumnus of the 2007 AMP Programme at INSEAD	Mechanical Engineer from Indian Institute of Technology, Delhi; MBA from Indian Institute of Management, Ahmedabad	BA Economics (Hons) from University of Delhi; and Chartered Accountant (The Institute of Chartered Accountants of India)	Graduate in Commerce from Gujarat University; Post Graduate in Management from Indian Institute of Management, Ahmedabad	B.A. in economics from the University of Virginia; M.B.A. (with distinction) from The Johnson School of Management at Cornell University	B.B.A. from the University of Rhode Island; M.B.A. from Iona College	B.Com Honours from University of Delhi; and Chartered Accountant (The Institute of Chartered Accountants of India)
No. of Equity Shares held in the Company	Nil	Nil	Nil	Nil	Nil	Nil	34,000
List of Other Companies in which Directorships are held	Nil	<ul style="list-style-type: none"> • Dish TV India Ltd. • Info Edge (India) Ltd. • International Asset Reconstruction Co. Pvt. Ltd. • ITC Limited • Jubilant Energy NV, Netherlands 	<ul style="list-style-type: none"> • KDDL Limited • Shubham Housing Development Finance Co. Pvt. Ltd. • Indo Rama Synthetic (India) Ltd. 	<ul style="list-style-type: none"> • Adani Port and Special Economic Zone Ltd. • EIH Associated Hotels Limited • ICRA Techno Analytics Ltd. • Navin Fluorine International Limited • Rain Industries Limited • Vistaar Financial Services Private Limited 	<ul style="list-style-type: none"> • Council for Economic Education • Moody's Foundation 	<ul style="list-style-type: none"> • China Cheng Xin International Credit Rating Company Ltd 	<ul style="list-style-type: none"> • ICRA Lanka Limited • ICRA Nepal Limited • ICRA Online Limited • ICRA Techno Analytics Limited • PT. ICRA Indonesia
List of Committees of the Board of Directors (across all companies) in which Chairmanship/ Membership is held**	<p>Chairman</p> <ul style="list-style-type: none"> • Stakeholders Relationship Committee of ICRA Limited 	<p>Chairman</p> <ul style="list-style-type: none"> • Audit Committee of Info Edge (India) Ltd. • Audit Committee of Jubilant Energy NV, Netherlands <p>Member</p> <ul style="list-style-type: none"> • Audit Committee of Dish TV India Ltd. 	<p>Chairperson</p> <ul style="list-style-type: none"> • Audit Committee of ICRA Limited <p>Member</p> <ul style="list-style-type: none"> • Stakeholders Relationship Committee of ICRA Limited • Audit Committee of KDDL Limited • Stakeholders Relationship Committee of KDDL Limited 	<p>Member</p> <ul style="list-style-type: none"> • Audit Committee of ICRA Limited • Audit Committee of ICRA Techno Analytics Limited • Audit Committee of Rain Industries Ltd. 			<p>Chairman</p> <ul style="list-style-type: none"> • Audit Committee of ICRA Techno Analytics Limited <p>Member</p> <ul style="list-style-type: none"> • Stakeholders Relationship Committee of ICRA Limited

**Pursuant to Clause 49 of the Listing Agreement, only two committees, viz. Audit Committee and Stakeholders Relationship Committee, have been considered.

Form No. MGT-11

PROXY FORM

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

CIN: L74999DL1991PLC042749
Name of the company: **ICRA Limited**
Registered office: 1105, Kailash Building, 11th Floor,
26, Kasturba Gandhi Marg, New Delhi 110 001

Name of Member(s):
Registered address:
Email ID:
Folio No/Client ID:
DP ID:

I/We, being the Member(s) holding shares of the above named company, hereby appoint

1. Name:
Address:
Email ID:
Signature:....., or failing him/ her
2. Name:
Address:
Email ID:
Signature:....., or failing him/ her
3. Name:
Address:
Email ID:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty-Fourth Annual General Meeting of the Company to be held on Thursday, the 13th day of August, 2015, at 11.00 a.m. at Air Force Auditorium, Subroto Park, New Delhi 110 010, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss for the year ended as on that date, and the Directors' Report and the Auditors' Report thereon.
2. To declare Dividend on the Equity Shares for the year ended March 31, 2015.
3. To appoint a Director in place of Mr. Simon Richard Hastilow, who retires by rotation, and being eligible, offers himself for reappointment.
4. To reappoint the Auditors and to fix their remuneration.
5. To appoint Mr. Arun Duggal as an Independent Director of the Company.
6. To appoint Ms. Ranjana Agarwal as an Independent Director of the Company.
7. To appoint Ms. Radhika Vijay Haribhakti as an Independent Director of the Company.
8. To appoint Mr. Robert Scott Fauber as a Non-Executive and Non-Independent Director of the Company.
9. To appoint Mr. Thomas John Keller Jr. as a Non-Executive and Non-Independent Director of the Company.
10. To reappoint Mr. Naresh Takkar as Managing Director & CEO of the Company and to appoint as CEO of Group ICRA.

Signed this day of....., 2015

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

NATIONAL ELECTRONIC CLEARING SERVICE (NECS) MANDATE FORM

IF SHARE(S) IS/ARE HELD IN PHYSICAL MODE:
Please complete this form and send it to the Registrar
at the following address:

LINK INTIME INDIA PRIVATE LIMITED
UNIT: ICRA Limited
M/s. Link Intime India Private Limited
44 Community Centre, 2nd Floor,
Naraina Industrial Area, Phase I,
Near PVR, Naraina, New Delhi 110028
Email ID: delhi@linkintime.co.in

IF SHARE(S) IS/ARE HELD IN
ELECTRONIC MODE:

Please complete this form and send it to the
Depository Participant concerned

Dear Sir/ Madam,

Change in Mode of Payment to NECS

I hereby consent to have the amount of Dividend on my Equity Share(s) credited through the National Electronic Clearing Service [NECS] facility. The particulars are:

1. Folio No./Client ID No./DP ID No.:
(Folio No. given in Equity Share certificate(s)/Customer ID No. given by your DP)
2. Member's Name : Mr./Ms./M/s.:
3. Member's Address:
4. Member's Email ID:
5. Particulars of the Bank:
 - Bank Name:
 - Branch Name and Address:.....
 - Telephone Number of Bank:
 - Nine-digit Code Number of the Bank and Branch appearing on the MICR
Cheque issued by the Bank:
 - (Please attach a photocopy of a cheque or a cancelled cheque issued by your Bank for verifying the accuracy of the code number)
 - Account Type (please):Savings Current Cash Credit
 - Account Number (as appearing on the cheque book):.....
 - RTGS/NEFT IFSC:.....
6. Date from which this Mandate should be effective:

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information furnished by me, I would not hold the Company/ Registrar & Share Transfer Agent of the Company responsible for the same. I also undertake to inform the Company/Registrar & Share Transfer Agent in writing, of any change in the particulars of my account to facilitate update of records for the purpose of credit of the Dividend amount through NECS.

Signature of the first/sole Shareholder

Certified that the particulars furnished above are correct as per our records.

Bank's Stamp

Date:

(.....)
Signature of the authorised official of the Bank

ICRA LIMITED

Corporate Identity Number (CIN): L74999DL1991PLC042749

Registered Office:

1105, Kailash Building, 11th Floor,

26, Kasturba Gandhi Marg, New Delhi-110 001

Telephone No.: +91-11-23357940-50; Fax No.: +91-11-23357014

Website: www.icra.in Email ID: investors@icraindia.com

ATTENDANCE SLIP

Regd. Folio/DP ID & Client ID	
Number of shares	
Name and Address of the Member	

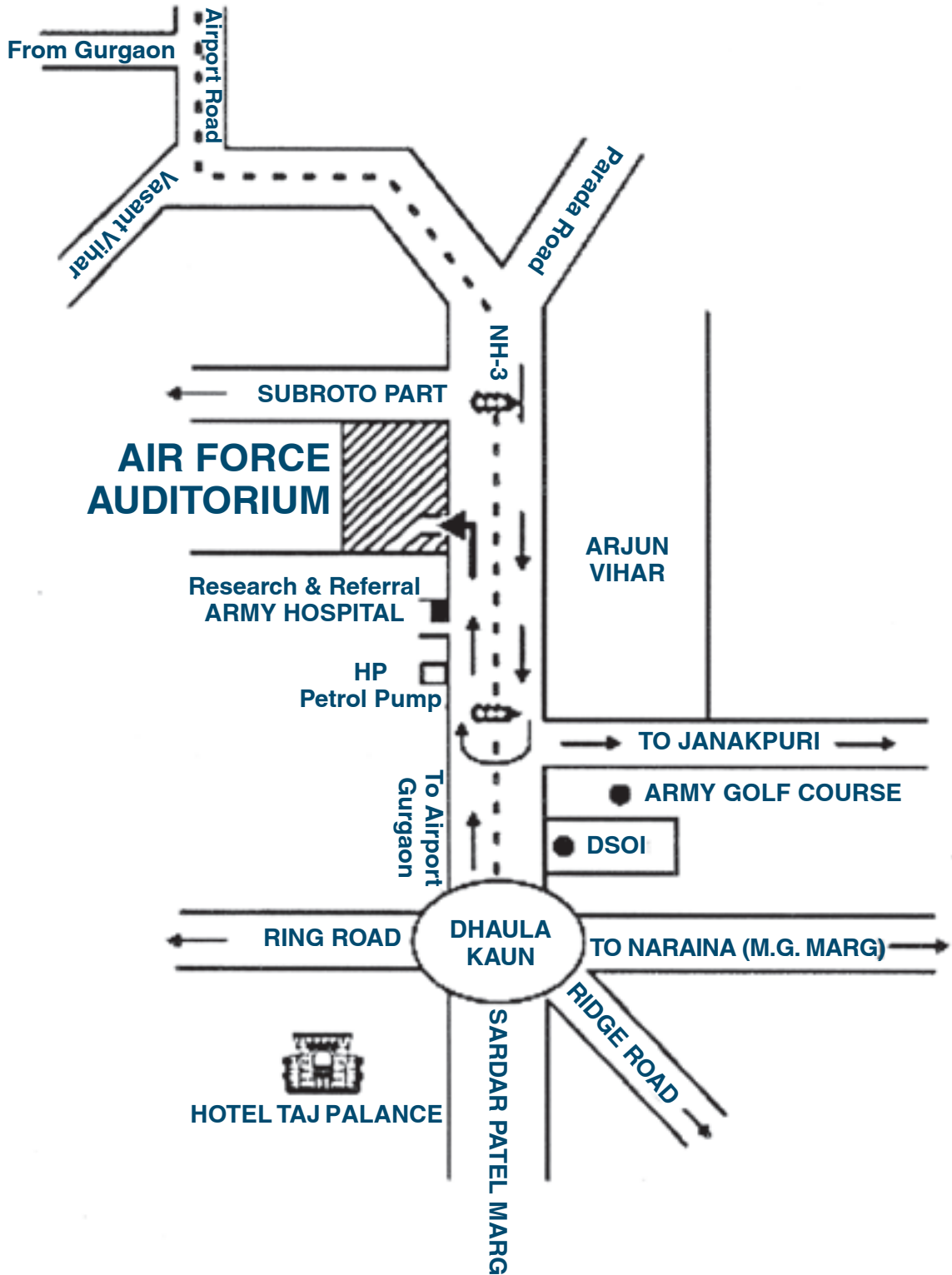
I hereby record my presence at the Twenty-Fourth Annual General Meeting of the Company held on Thursday, the 13th day of August, 2015, at 11:00 a.m. at Air Force Auditorium, Subroto Park, New Delhi 110 010.

Name of the Member/Proxy
(in block letters)

Member's/Proxy's Signature

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report to the meeting.

Route map to the venue of the AGM



ICRA MANAGEMENT
CONSULTING SERVICES LIMITED

Registered Office

1105, Kailash Building, 11th Floor
26, Kasturba Gandhi Marg
New Delhi 110001, India
Tel.: 91-11- 23357940-50
Fax: 91-11- 23357014

Corporate Office

Logix Park, 1st Floor
Tower A4 & A5, Sector - 16
Noida 201301 (U.P.), India
Tel.: 91-120- 4515800
Fax: 91-120- 4515850
Web: www.imacs.in

IMaCS VIRTUS GLOBAL PARTNERS, INC.

Registered Office

2711, Centerville Road
Suite 400, City of Wilmington
Country of New Castle
DE 19808, USA
Web: www.ivgpartners.com

PRAGATI DEVELOPMENT CONSULTING SERVICES LIMITED

Registered Office

1105, Kailash Building, 11th Floor,
26, Kasturba Gandhi Marg
New Delhi 110001, India
Tel.: 91-11- 23357940-50
Fax: 91-11- 23357014

Corporate Office

Logix Park, 1st Floor
Tower A-4 & A-5, Sector - 16
Noida 201 301 (U.P.), India
Tel.: 91-120- 4101337, 4103328
Fax: 91-120- 4515850

ICRA TECHNO ANALYTICS LIMITED

Registered and Corporate Office

Infinity Benchmark, 17th Floor,
Plot No. G-1, Bock GP,
Sector V, Salt Lake,
Kolkata 700091, India
Tel.: 91-33- 40097800
Fax: 91-33- 40097801
Web: www.icteas.com

ICRA SAPPHIRE, INC.

Registered and Corporate Office

101, Merritt Boulevard
Suite 107, Trumbull
CT 06611, USA
Tel.: 001- 203-375-8668
Fax: 001- 203-375-1965
Web: www.icrasapphire.com

ICRA GLOBAL CAPITAL, INC.

Registered and Corporate Office

101, Merritt Boulevard
Suite 107, Trumbull
CT 06611, USA
Tel.: 001-203-375 -8668
Fax: 001-203-375 -1965

BPA TECHNOLOGIES, INC.

Registered and Corporate Office

7041 Koll Center Pkwy
Ste 235, Pleasanton, CA 94566, USA
Tel.: 001-925-600-1012, 001-925- 600-1013
Fax: 001-510-279-5629
Website: www.bpatech.com

BPA TECHNOLOGIES PVT. LTD.

Registered Office

A-106, Sujatha Nagar
Visakhapatnam
Andhra Pradesh 530051, India

Corporate Office

Metro – 1, 28, 30
Kodambakkam High Road
Chennai – 600034, India
Tel.: 91-44-6566 3031
Fax: 91-44-2826 4322
Email : info@bpatech.com
Website: www.bpatech.com

ICRA ONLINE LIMITED

Registered and Corporate Office

Infinity Benchmark, 17th Floor,
Plot No. G-1, Bock GP,
Sector V, Salt Lake,
Kolkata 700 091, India
Tel.: 91-33- 40170100
Fax: 91-33- 40170101

Branch Office

107, 1st Floor, Raheja Arcade
Plot No. 61, Sector 11, CBD Belapur
Navi Mumbai 400 614, India
Tel.: 91-22- 67816100
Fax: 91-22- 27563057
Web: www.icraonline.com

ICRA LIMITED

New Delhi

(Registered Office)
1105, Kailash Building
11th Floor, 26, Kasturba Gandhi Marg
New Delhi 110001, India
Tel.: 91-11-23357940-50
Fax: 91-11-23357014

Gurgaon

(Corporate Office)
Building No. 8, 2nd Floor, Tower A
DLF Cyber City, Phase II
Gurgaon 122002, Haryana, India
Tel.: 91-124-4545300
Fax: 91-124-4050424

Mumbai

Electric Mansion, 3rd Floor
Appasaheb Marathe Marg, Prabhadevi
Mumbai 400025, India
Tel.: 91-22-61693300
Fax: 91-22-24331390

Kolkata

FMC Fortuna, A-10 & 11, 3rd Floor,
234/3A, A.J.C. Bose Road
Kolkata 700020, India
Tel.: 91-33-71501100/1101
Fax: 91-33-71501150/22870728

Chennai

Karumuttu Centre, 5th Floor
634, Anna Salai, Nandanam
Chennai 600035, India
Tel.: 91-44- 45964300,
24340043/9659/8080/24333293
Fax: 91-44- 24343663

Bengaluru-1

The Millenia, Tower-B
Unit No.1004, 10th Floor
1 & 2 Murphy Road
Bengaluru 560008, India
Tel.: 91-80- 43326400
Fax: 91-80- 43326409

Bengaluru-2

2nd Floor, Vayudooth Chamber
15-16 Trinity Circle
M.G. Road
Bengaluru – 560001
Tel.: 91-80-49225500
Fax: 91-80-43326409

Ahmedabad

907-908, Sakar II
Ellisbridge, Opp. Town Hall
Ahmedabad 380006, India
Tel.: 91-79- 40271500/26585049, 26582008/5494
Fax: 91-79- 40271501

Hyderabad-1

4A, 4th Floor, SHOBHAN
6-3-927, A&B Somajiguda
Raj Bhavan Road
Hyderabad 500082, India
Tel.: 91-40- 40676500
Fax: 91-40- 40676510

Hyderabad-2

No. 7-1-58, 301, 3rd Floor
CONCOURSE
Above SBI-HPS Branch
Ameerpet
Hyderabad-500016
Tel.:91-40-49200200
Fax:91-40-40676510

Pune

5A, 5th Floor, Symphony
S.No. 210, CTS 3202
Range Hills Road, Shivajinagar
Pune 411020, India
Tel.: 91-20- 25561194, 25560195/0196
Fax: 91-20- 25561231

ICRA INDONESIA

Registered and Corporate Office
Menara Rajawali
6th Floor—Podium
Jalan, Dr. Ide Anak Agung Gede Agung,
Kawasan Mega Kuningan
Lot # 5.1, Jakarta Selatan 12950,
Indonesia
Tel: 62-21-5761516
Fax: 62-21-5761517
Web: www.icraindonesia.com

ICRA LANKA LIMITED

Registered and Corporate Office
10-02 East Tower
World Trade Center
Colombo 1,
Sri Lanka-00100
Tel.: 94-11- 4339907, 773417517
Fax: 94-11- 2333307
Web: www.icralanka.com

ICRA NEPAL LIMITED

Registered and Corporate Office
Sunrise Bizz Park, 6th Floor
Dillibazar
Kathmandu - 33, Nepal
Tel.: 977 1 4419910/20
Fax: 977 1 4419930
Web:www.icranepal.com




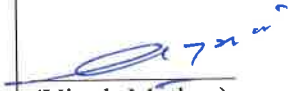
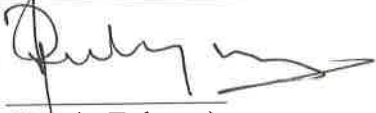

ICRA

www.icra.in



May 21, 2015

FORM A**[Format of covering letter of the annual audit report to be filed with the stock exchanges]**

1.	Name of the Company	ICRA Limited
2.	Annual financial statements for the year ended	March 31, 2015
3.	Type of Audit observation	Unqualified
4.	Frequency of observation	Not Applicable
5.	Signed by –	
	• CEO/Managing Director	 (Naresh Takkar) Managing Director & Group CEO
	• CFO	 (Vivek Mathur) Chief Financial Officer
	• Auditor of the Company	 (Pravin Tulsyan) Partner BSR & Co. LLP Chartered Accountants
	• Audit Committee Chairperson	 (Ranjana Agarwal)