

June 28, 2024

The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001, India
Scrip Code: 532835

The National Stock Exchange of India Limited
Exchange Plaza,
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai - 400 051, India
Symbol: ICRA

Dear Sir/Madam,

Sub: - Notice of the Thirty-third Annual General Meeting and Annual Report for the financial year 2023-24

Pursuant to Regulation 34 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “**Listing Regulations**”), please find enclosed the Annual Report for the financial year 2023-24 (“**Annual Report**”) and notice of the Thirty-third Annual General Meeting (“**AGM Notice**”) of ICRA Limited (the “**Company**”) scheduled to be held on Tuesday, July 23, 2024, at 3:00 p.m. (IST) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”).

In compliance with the Ministry of Corporate Affairs (“**MCA**”) circulars and the Securities and Exchange Board of India (“**SEBI**”) circulars, the Annual Report and AGM Notice are being sent to the Members through electronic mode. The Annual Report and AGM Notice will be made available on the Company’s website viz. www.icra.in.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their votes on all resolutions set forth in the AGM Notice using electronic voting system (remote E-voting), provided by National Securities Depository Limited (“**NSDL**”).

The schedule of events for electronic voting (“**E-voting**”) is as follows: -

Particulars	Details
E-voting Event Number (EVEN)	128921
Cut-off date to ascertain Members eligible to cast vote	July 16, 2024
Remote E-voting start time and date	9:00 a.m. IST, July 20, 2024
Remote E-voting end time and date	5:00 p.m. IST, July 22, 2024

This is for your kind information and record.

Regards,
Sincerely,

(S. Shakeb Rahman)
Company Secretary & Compliance Officer

Encl.: As Above



ICRA
AN AFFILIATE
OF MOODY'S

Annual Report 2023-24



Leveraging Opportunities, Propelling Growth

Expansion · Diversification · Technology

Corporate Information

Board of Directors

Mr. Arun Duggal
Chairman &
Independent Director

Ms. Ranjana Agarwal
Independent Director

Ms. Radhika Vijay Haribhakti
Independent Director

Mr. Michael Foley
Non-Executive &
Non-Independent Director

Ms. Wendy Huay Huay Cheong
Non-Executive &
Non-Independent Director

Ms. Shivani Priya Mohini Kak
Non-Executive &
Non-Independent Director

Mr. Stephen Arthur Long
Non-Executive &
Non-Independent Director

Mr. Ramnath Krishnan
Managing Director &
Group CEO

Audit Committee

Ms. Ranjana Agarwal
Chairperson

Mr. Arun Duggal

Ms. Radhika Vijay Haribhakti

Ms. Wendy Huay Huay Cheong

Nomination and Remuneration Committee

Ms. Radhika Vijay Haribhakti
Chairperson

Ms. Ranjana Agarwal

Ms. Wendy Huay Huay Cheong

Stakeholders Relationship Committee

Ms. Shivani Priya Mohini Kak
Chairperson

Mr. Arun Duggal

Ms. Ranjana Agarwal

Mr. Ramnath Krishnan

Corporate Social Responsibility Committee

Ms. Ranjana Agarwal
Chairperson

Ms. Shivani Priya Mohini Kak

Mr. Michael Foley

Mr. Ramnath Krishnan

Strategy Committee

Ms. Wendy Huay Huay Cheong
Chairperson

Mr. Michael Foley

Mr. Stephen Arthur Long

Mr. Ramnath Krishnan

Risk Management Committee

Mr. Stephen Arthur Long
Chairperson

Ms. Ranjana Agarwal

Ms. Radhika Vijay Haribhakti

Ms. Shivani Priya Mohini Kak

Mr. Ramnath Krishnan

Ratings Sub-Committee

Mr. Michael Foley
Chairperson

Mr. Arun Duggal

Mr. Stephen Arthur Long

Statutory Auditors

B S R & Co. LLP
Chartered Accountants

General Counsel

Mr. Amit Kumar Gupta

Group Chief Financial Officer

Mr. Venkatesh Viswanathan

Company Secretary & Compliance Officer

Mr. S. Shakeb Rahman

Registrar and Share Transfer Agent

Link Intime
India Private Limited

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Leveraging Opportunities, Propelling Growth

At ICRA, we aim to innovate and excel across all our businesses, with a constant focus on stakeholder value creation. This higher purpose guides our journey, compelling us to embrace challenges and convert them into stepping stones for growth. We continue to set industry benchmarks with a razor-sharp focus on quality, growth, and value creation by strategically entering new areas and advancing our technological capabilities.



Technology

Technology will serve as the backbone for driving excellence across ICRA's businesses. We are committed to investing in cutting-edge technologies to facilitate sustainable growth. By leveraging technology, ICRA will enhance its ability to add significant value to clients across all business segments while upholding the highest standards of quality and reliability.

Expansion

ICRA's solid domestic presence allows it to actively participate in India's growth story and expand its core domestic operations, including ratings, research, and analytics. With a strong client partnership globally, ICRA has the potential to leverage its global network for further growth. Continuously exploring opportunities in new areas such as ESG assessment, research, and risk analytics, ICRA is gradually expanding its reach. This expansion enables us to offer enhanced services, assisting our clients in adapting to evolving risk, sustainability, and governance standards.

Diversification

Our diversification efforts are designed to broaden our reach. The recent acquisition of D2K Technologies will enable ICRA to accelerate diversification and grow sustainably. By diversifying our services and geographical footprint, we are growing in size and resilience. At ICRA, we foster employee diversity, nurturing an inclusive workplace that embraces differences and promotes collaboration. We continue to explore organic and inorganic opportunities to diversify our businesses.

*In this Annual Report, we use the metaphor of paragliding to visualise our journey as navigating through diverse business landscapes with expertise and innovation. This metaphor encapsulates our dynamic approach to growth, reflecting our commitment to embracing opportunities and propelling forward.

Exploring ICRA: A Comprehensive Overview

About ICRA Limited

ICRA Limited was established in 1991 as an independent and professional investment information and credit rating agency in collaboration with leading financial/investment institutions, commercial banks, and financial services companies. ICRA Limited and its subsidiaries together form the ICRA Group of Companies (Group ICRA). The Company is listed on BSE and NSE and operates as a public limited company.

Group ICRA Vision

To be the preferred partner in providing best-in-class and independent risk & investment analytics solutions.

Values that Drive ICRA



Innovative



Aspirational



Mutual Trust



Integrity



Client Centric



Respectful



Agile



The ICRA Factor

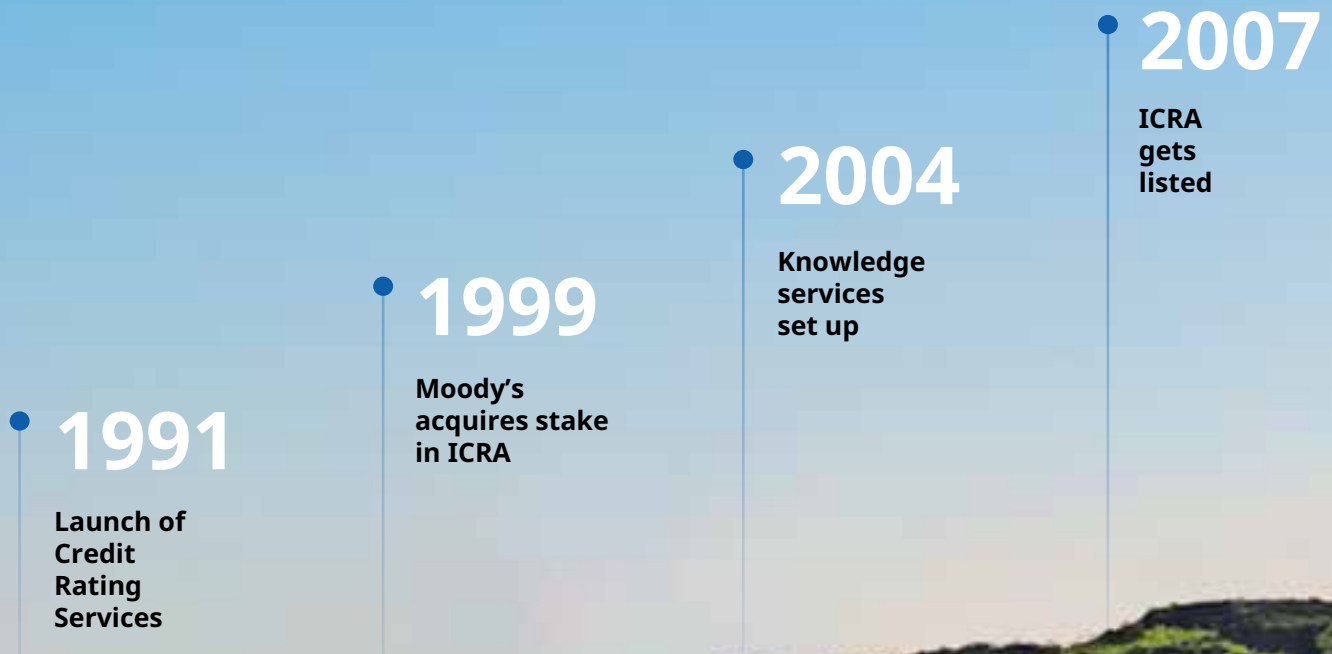
- Strong market acceptance among issuers, intermediaries, lenders, and investors
- Finer pricing issuance to ICRA-rated papers when compared to the industry average
- Highly experienced, sector-focused analytical team
- Information and data analytics to aid superior decision-making

Relationship with Moody's Ratings

The ultimate parent company of international Credit Rating Agency Moody's Ratings is the indirect largest shareholder of ICRA. Moody's provides certain technical services to ICRA pursuant to a Technical Services Agreement.

ICRA's competitive strengths and alignment with a globally recognised credit rating agency like Moody's not only enhances its credibility but also ignites a spirit of innovation and excellence, propelling it towards limitless opportunities for growth and advancement.

ICRA's Growth Milestones



2010

ICRA enters international market

2014

Moody's acquires majority stake

2019

Consolidation of Non-Rating businesses under ICRA Analytics

2023

ICRA included in MSCI India Domestic SmallCap Index; Acquisition of D2K

ICRA Impact

20,000+

Entities

50,000

Financial statements analysed annually

10,000

Global entities monitored for ESG parameters

112

Franchise outreach activities

17,200

Cumulative-rated entities over 30+ years, with rated debt of Rs 78 trillion

165,000

Structured finance cases monitored annually

34%

Of the workforce comprises of female employees

622

Reports published under more than 65 sectors

4,898

Lives impacted through CSR initiatives

25+

Languages supported

ICRA's Presence

Head Office

Gurgaon

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

Regional Offices

Ahmedabad

110,611,071,108, 11th Floor, Opulence
Navratna Building, B Block, Ashok Vatika,
Iscon-Ambli Road, Ahmedabad - 380 058

Mumbai

3rd Floor, Electric Mansion
Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025

Navi Mumbai

EFC Limited, Unit no. 1003 & 1004,
Empire Tower - Reliable Tech Park,
10th Floor, C Wing, Gut no. 31,
Airoli, Navi Mumbai - 400 708

605, Pujit Plaza, Plot 67, Sector-11,
CBD Belapur, Navi Mumbai,
Maharashtra - 400 614

Pune

5A, 5th Floor, Symphony,
S. No. 210 CTS 3202 Range Hills Road,
Shivajinagar, Pune - 411 020

Registered Office

New Delhi

B-710, Statesman House 148,
Barakhamba Road,
New Delhi - 110 001

Chennai

5th Floor, Karumuttu Centre 634,
Anna Salai, Nandanam
Chennai - 600 035

Bengaluru

'The Millenia', Tower B Unit No. 1004,
10th Floor, 1 & 2 Murphy Road,
Bengaluru - 560 008

2nd Floor, Vayudooth Chamber 15-16,
Trinity Circle, M.G. Road,
Bengaluru - 560 001

Kolkata

A-10 & 11, 3rd Floor,
FMC Fortuna 234/3A,
A.J.C. Bose Road, Kolkata - 700 020

Hyderabad

Unit No 1006, 10th Floor,
Gowra Fountain Head, Patrika Nagar,
Madhapur, High-Tech City,
Hyderabad, Telangana - 500 081

LEVERAGING OPPORTUNITIES:

Crafting a Roadmap for Growth



Technology and Diversification — Fortifying the Harness Around our Businesses

Empowered by our collective expertise, we embark on a journey to unlock growth opportunities across diverse business realms, enhancing the experience of our valued customers and stakeholders. Our commitment to responsible business practices is exemplified by the introduction of our ESG rating services, marking a purposeful stride towards sustainable engagement.

Simultaneously, we share our wealth of knowledge and insights through thought-provoking research reports, igniting impactful conversations and nurturing collaboration across varied sectors.

At our core, ICRA transcends the critical role of a rating agency – we are committed to improve market governance for all stakeholders involved and beyond.

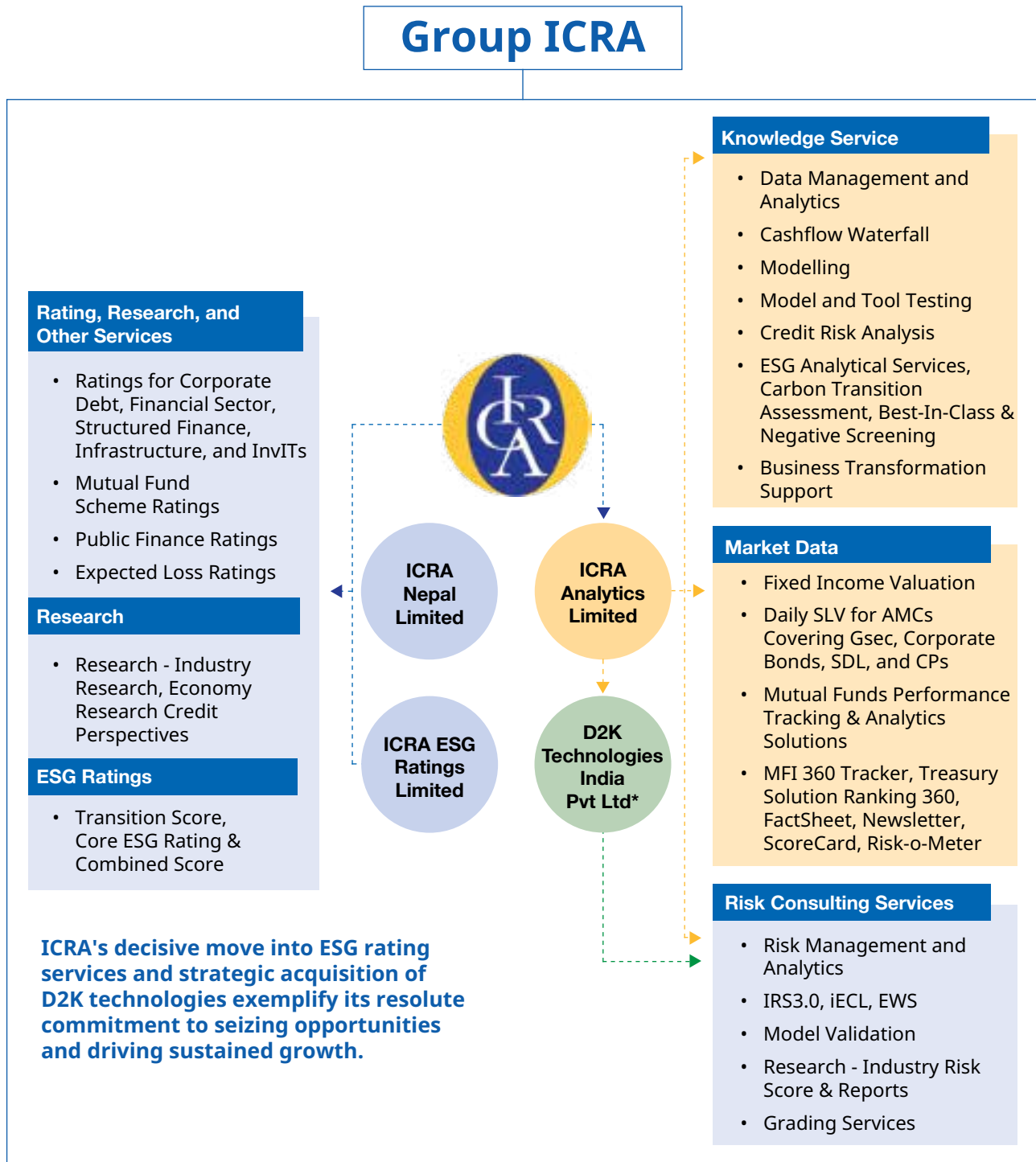
2,500

**Entities covered
under our
Rating Services
portfolio**

**Great
Place
To
Work®**

**Great Place to
Work awarded
to ICRA
Analytics — 5th
time in a row**

Organisational Structure & Business Segments



*ICRA Analytics Limited acquired 60% equity stake in D2K Technologies India Pvt Ltd ('D2K') during the year.

Rating Services

ICRA stands as a highly esteemed credit rating agency renowned for its extensive experience in assigning credit ratings and undertaking credit-focused research. ICRA's credit opinions on 2,500+ entities, expansive macroeconomic and sectoral research, and timely credit views on market and regulatory developments underline its strong commitment to enhancing market efficiency. Moreover, for investors and lenders, ICRA serves as a valuable partner, complementing their internal evaluation processes by providing benchmark credit quality assessments across investment options. By delivering comprehensive insights, ICRA empowers investors to make informed and confident investment decisions, fostering trust, and driving growth in the financial landscape.

ICRA forays into ESG Services

SEBI has granted its approval for the registration of ICRA ESG Ratings Limited, a wholly-owned subsidiary of ICRA, as a Category-I ESG Rating Provider (ERP), under SEBI's Credit Rating Agencies Regulations. This milestone positions the ICRA Group among the few Indian entities offering holistic risk-monitoring solutions, including ESG ratings and scores. It also demonstrates ICRA's commitment to ESG assessment and the Company's ability to provide comprehensive and reliable ESG ratings to the market.



**Corporate
Debt Ratings**



**Infrastructure
Sector Ratings**



**Structured
Finance Ratings**



**Public Finance
Ratings**



**Mutual
Fund Ratings**



**Expected
Loss Ratings**



**Financial
Sector Ratings**



InvITs



**ESG
Ratings**

Research Services

ICRA's research services span across 65 industries, providing comprehensive analysis and real-time insights. Our 'Credit Perspective' reports offer valuable insights for competition mapping and cater to the specific needs of various entities, including banks, mutual funds, insurance companies, private equity firms, venture funds, and corporates. Focused on credit-themed reports, our research services are tailored to meet the diverse requirements of industry stakeholders.



Industry Research



Economy Research



Credit Perspective

ICRA Analytics

ICRA Analytics operates across various sectors, offering research, analytics, risk management, market data, ESG data, and counterparty risk assessment services. Our clientele includes diverse global and domestic entities such as BFSI players, fund managers, financial intermediaries, industry bodies, government organisations, and other market participants.

We provide digital tools, research, risk advisory, market data, and analytical support to aid in risk assessment and management for lending and investment decision-making.

Leveraging deep domain knowledge, strong functional competence, and technological expertise, ICRA Analytics delivers value-added solutions. Additionally, our commitment to quality is evident through our ISO27001:2013 and ISO9001:2015 certifications.



Services by ICRA Analytics



Market Data

Daily pricing of active fixed-income securities through security-level valuation

Market-linked debenture, derivatives, and structured product valuations

Treasury solution

Rating tracker

ESG data & analytics

Performance data & research of live MF schemes

Analytical & portfolio-tracking solutions

Regulatory research

Operational due diligence & fund management capability assessment

Investor collaterals and content creation

Fixed income benchmarks



Counterparty Risk Assessment

Vendor/dealer evaluation & monitoring

Grading of Energy Service Companies (ESCO)

Solar power grading

MSME grading

MFI grading

Transactional data-based credit evaluation model



Risk Management

Credit risk management solutions

Basel-compliant internal risk rating models

A cutting-edge credit risk solution

Expected credit loss solution and consulting

Industry risk scores and reports

Risk management consulting

Analytics & research



Knowledge Services

Research and analytics

Data management, analysis, and support

Modelling

Business transformation

A person is paragliding over a coastal landscape. The paraglider is in the center of the frame, suspended from a large, colorful canopy that is yellow and orange. The background is a clear blue sky above a dark blue ocean. In the foreground, there is a rocky, reddish-brown cliffside with some green vegetation.

Powering Our Future: Acquisition of D2K Technologies

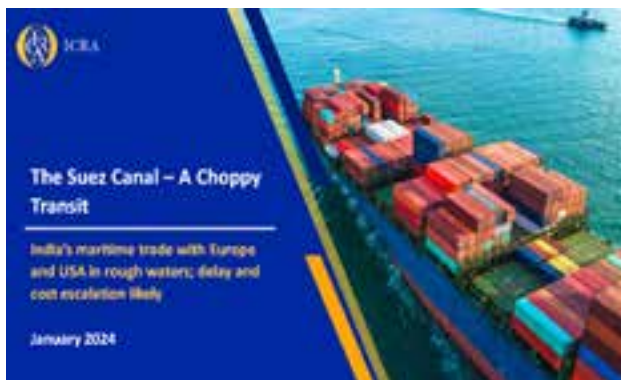
The Company has expanded its offerings and strengthened its risk assessment and analytics capabilities by acquiring D2K Technologies India Pvt. Ltd. — a software solutions provider specialising in services for banks and financial institutions. D2K's solutions focus on regulatory compliance, process optimisation, customer engagement, and analytics.

D2K's product suite on the CRisMac platform includes early warning systems, income recognition and asset classification solutions, and solutions across lending/monitoring lifecycles.

The acquisition of D2K elevates ICRA's portfolio, enhancing its capacity to capitalise on growth opportunities through cutting-edge, technology-backed risk assessment and analytics solutions.

This strategic move is consistent with the company's broader strategy of expanding its footprint in the risk and analytics space. With D2K's expertise and technology-enabled solutions, ICRA is poised to enhance its market position and better serve the needs of its clients across various sectors of the financial services industry.

High-Impact Research Reports





Celebrating Excellence: Honours & Accolades

Achieving a Significant Milestone

ICRA's shares have officially been included in the prestigious MSCI India Domestic SmallCap Index. This milestone celebrates ICRA's past achievements and signals a promising future ahead.

This remarkable achievement is a tribute to the dedication and hard work of every member of the ICRA family. Their commitment to excellence, innovative thinking, and unwavering pursuit of success have been instrumental in elevating the company onto the global stage.

ICRA Analytics is a Great Place to Work® – 5th Time in a Row!

Employee wellbeing, mutual trust, and a vibrant culture are at the forefront of employee experience at ICRA.

Being recognised as a Great Place to Work® for five consecutive years validates our commitment. We prioritise people practices aligned with our values — 'I AM ICRA' — to create an inspiring workplace that everyone aspires to be part of.



LEVERAGING OPPORTUNITIES:

Leading With Excellence



Scaling New Levels of Excellence with Innovative Leadership

Our path to success has been crafted with great care and visionary foresight, and in doing so, our focus has been on the value we bring to our stakeholders. This course has been charted by the remarkable leadership at ICRA.

The leaders are busy shaping ICRA's journey to excellence, constantly aspiring to attract more opportunities, pursuing holistic growth, and ensuring every member of the ICRA family works together towards a common goal. The backbone of this path has been shaped in great measure by the tremendous leadership that forms our management at the highest levels.

446 | Revenue from Operations (in Rs Cr)

152 | Profit After Tax (in Rs Cr)

Message From The MD & Group CEO

Dear Shareholders,

In the dynamic landscape of economic evolution, ICRA stands committed to strategically harnessing every opportunity and surmounting challenges by adopting an innovative approach to propel sustainable growth. Through its unwavering dedication to excellence and innovation, ICRA continues to be a trusted partner in India's growth journey, contributing to the nation's economic prosperity and global competitiveness.

Commitment to Sustainable Growth

At ICRA, united by a shared vision, we foster an unwavering commitment to excellence. As an organisation, our dedication remains resolute as we traverse various sectors, upholding the highest standards in our operations.

In recent years, we have undergone a transformative journey, bolstering our credibility and fortifying our processes, people, and insights. Our investments in cutting-edge technologies have made us more agile, while our talent development initiatives ensured a diverse and empowered workforce. With analytics driving our growth, we are shaping a future-ready business in a data-driven world, catering to domestic and global clients with customised solutions.

Our inclusion in the MSCI India Domestic Small Cap Index is not just a recognition of our past achievements but also an indication of the promising future ahead.

Ratings

Our Ratings business continued to report significant growth, underscored by our commitment to providing best-in-class ratings with an emphasis on quality and timeliness. Our Average Default Position (ADP) remains favourable, indicating our dedication to maintaining quality service to investors.

ICRA's wholly-owned subsidiary, ICRA ESG Ratings, has received SEBI's approval as a Category-I ESG Rating Provider (ERP) under the SEBI (Credit Rating Agencies) Regulations, 1999. This development positions the ICRA Group among the few Indian entities offering holistic risk-monitoring solutions, including ESG ratings and scores.



Analytics

ICRA Analytics acquired a majority stake in D2K Technologies India Private Limited, an established software solutions provider to banks and other financial institutions. We believe this acquisition will not only help strengthen our existing portfolio and enhance our ability to offer robust tech-backed solutions in the core areas of risk assessment and analytics but also will enable us to expand our risk and analytics franchise.

Financial Highlights

Our efforts have yielded promising results in FY2024. Our total revenues increased by 10.6% to Rs 446 crore while our net profit after tax increased by 11.3% to Rs 152 crore in FY2024. Profit after tax stood at 34.1% of revenue from operations and more importantly it helped validate our efforts. Dividend declared for the year was Rs 100 per equity share (including special dividend of Rs 60 per equity share).

Empowering Marginalised Groups

We remain committed to our involvement in the CSR realm. Our mission to empower the marginalised groups, particularly women, youth, and children, has driven ongoing efforts in education, skill development, and entrepreneurial support. The ICRA team actively participates in employee engagement activities to champion these causes with pride.

Future-ready

On behalf of the ICRA team, I extend my heartfelt gratitude for your invaluable support. As we embark on this journey, fuelled by ambition, responsibility, and innovation, we are determined to establish ICRA as a globally recognised knowledge powerhouse, creating value for all stakeholders. Our journey has just begun, and I leave you with optimism for the road ahead.

Best wishes,

Ramnath Krishnan
MD & Group CEO ICRA Ltd

Key Performance Indicators

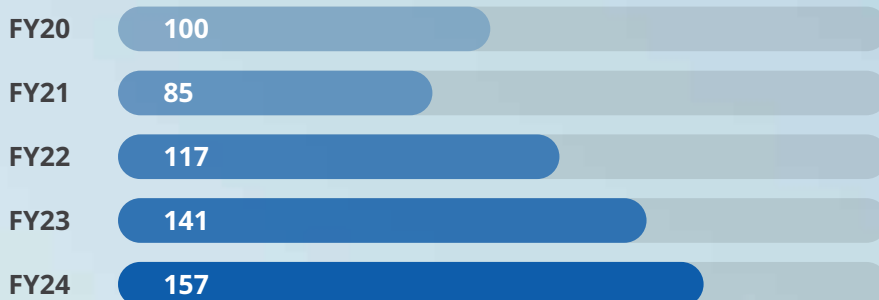
Revenue from Operations (in Rs Cr)



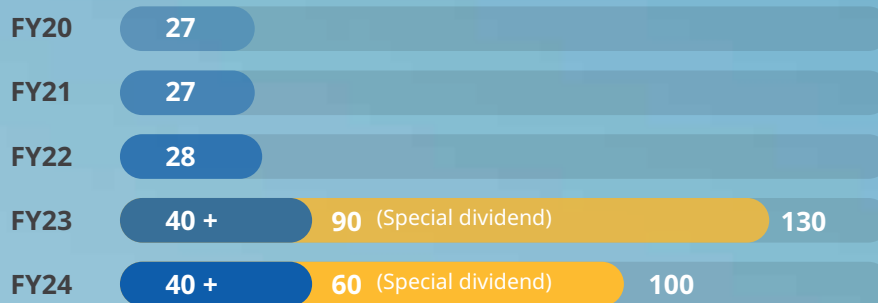
Profit After Tax (in Rs Cr)



Basic Earnings Per Share (in Rs)



Dividend Per Share (in Rs)



Net Worth (in Rs Cr)



Book Value Per Share (in Rs)



Board of Directors



Mr. Arun Duggal

Non-Executive Chairman & Independent Director

Mr. Duggal brings a wealth of experience as an international banker and advisor in financial strategy, mergers and acquisitions, and capital raising. Notably, during his 26-year career with Bank of America, he served as the Chief Executive in India from 1998 to 2001 and led the bank's oil and gas practice from 1981 to 1990.

He also served as the Chief Executive of BA Asia Limited in Hong Kong from 1991 to 1994 and as the Regional Executive for Bank of America in Tokyo, overseeing operations in Japan, Australia, and Korea in 1995. Beyond banking, he founded the 'Arun Duggal Centre of Excellence for Research in Climate Change and Air Pollution (CERCA)' at IIT Delhi, India.

Mr. Duggal has also founded the ESG Research Centre at IIM Ahmedabad. He undertook a research project at IIM Ahmedabad to enhance gender balance at the senior executive level in Indian companies. He is also the Founder of the Women on Corporate Boards Program, which benefits nearly 200 corporate Boards.

He serves as a Trustee of the Chennai Mathematical Institute (CMI). Additionally, he is on the Boards of ASK Automotive Limited, Davenport Management Consultants Services Private Limited, Dr. Lal PathLabs Limited, and ITC Limited.

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



Ms. Ranjana Agarwal

Independent Director

As the Chairperson of the Audit and CSR Committees of ICRA Limited, Ms. Agarwal offers tremendous expertise to the organisation. She has over 35 years of experience in audit, tax, and related services, including succession planning, family trust management, and business valuations. She is a Founding Partner of Vaish & Associates. She previously served as a Partner at Deloitte Haskins & Sells until 2000. Ms. Agarwal has held prominent positions, such as the National President of the Women's Wing of FICCI. Currently, she co-chairs FICCI's FLO Women Directors' Program, facilitating the onboarding of aspiring women Directors.

Her commitment to social welfare is evident. She is a Life Trustee in the Vaish Associates Public Welfare Trust, focusing on education and healthcare. She holds an Honours Degree in Economics from Lady Shri Ram College, Delhi University, and received chartered accountant training from PricewaterhouseCoopers.

Ms. Agarwal is on the Boards of ICRA Analytics Limited, Indo Rama Synthetics (India) Limited, KDDL Limited, RBL Bank Limited, and Indag Rubber Limited.



Ms. Radhika Vijay Haribhakti

**Independent
Director**

With over 30 years of experience in commercial and investment banking, Ms. Haribhakti has made a significant impact in the financial sector. She has held key positions in Bank of America, JM Morgan Stanley, and DSP Merrill Lynch, advising numerous large companies and spearheading equity and debt offerings in domestic and international capital markets.

Currently, Ms. Haribhakti provides advisory services through RH Financial but is primarily engaged as an Independent Director on multiple Corporate Boards. These include Bajaj Finance Limited, Bajaj Finserv Limited, Data Link Investment Manager Private Limited, EIH Associated Hotels Limited, Navin Fluorine International Limited, NOCIL Limited, and Torrent Power Limited. She is also deeply committed to women's empowerment and has chaired the Boards of non-profits for 12 years.

She holds a degree in Commerce from Gujarat University and a Post Graduate Degree in Management from IIM, Ahmedabad.



Mr. Michael Foley

**Non-Executive and
Non-Independent Director**

Mr. Foley is the Vice-Chairman, Asia-Pacific, of Moody's Ratings and a senior member of the Regional Management team and prior to that, spent seven years as Global Head of Moody's Financial Institutions ratings group. In his 25 years with Moody's, Mr. Foley held a number of other key roles, including Managing Director of Fundamental Business Management, Regional Head for EMEA, and Co-Head of the Corporate Finance ratings group.

He was also a Senior Associate Director of Banking Supervision and Regulation at the Board of Governors of the Federal Reserve in Washington, D.C., from 2008 to 2012. In that role, he managed a group responsible for the supervision of large, complex domestic and foreign banking organisations regulated by the Federal Reserve. His exceptional industry knowledge and leadership abilities make him a valuable addition to the Boards of Moody's Singapore Pte. Ltd., Moody's Investors Service Singapore Pte. Ltd., and Vietnam Investors Service.

Board of Directors



Ms. Wendy Huay Huay Cheong

**Non-Executive &
Non-Independent Director**

Wendy Cheong is Managing Director- Regional Head of Asia Pacific (APAC) for Moody's Ratings, and CEO of Moody's Ratings Singapore.

As Moody's senior representative in APAC, Wendy is responsible for regional operations, strategy, support functions, and regulatory relations. She is an executive board member for all Moody's Ratings' entities in APAC and a non-executive director for its domestic rating agency affiliates in China, India, Korea, Malaysia, and Vietnam.

In addition to her regional role, Wendy is part of Moody's global operating committee.

During her 15 years at Moody's, Wendy has held global and regional roles in New York, Hong Kong, and Singapore, including as Chief of Staff for Moody's CEO and Head of Strategy for APAC. Before joining Moody's, Wendy held senior strategy, sales, and marketing positions at Prudential PLC and Singapore Telecoms.

With a passion for philanthropy and gender equality, she was previously on the Board of the Asian Venture Philanthropy Network and acted as Moody's global executive sponsor for the Women's BRG from 2020 to 2023.

Wendy holds a BA in Southeast Asian Studies from the National University of Singapore.



Ms. Shivani Priya Mohini Kak

**Non-Executive and
Non-Independent Director**

Ms. Kak is Managing Director and Head of Investor Relations Finance at Moody's Corporation. She manages effective communications with the analytical community and existing & potential shareholders. Before this, she managed the US Structured Finance Relationship Management team within the Commercial Group. She also sits on Moody's Operating Committee.

She joined Moody's in 2008 as a European RMBS analyst. In 2011, she moved to the Commercial Department to focus on structured finance business development. She also spent time in the Product Management Group. Before joining Moody's, she was a Director at Lehman Brothers, specialising in structured finance.

Ms. Kak holds an MBA from the Johnson School at Cornell University and a B.Sc. (Hons.) in Russian and European Studies from the University of Surrey.



Mr. Stephen Arthur Long

**Non-Executive and
Non-Independent Director**

Mr. Long is the Managing Director and Regional Head of Europe, Middle East, and Africa for Moody's Ratings. He also serves as Moody's Ratings' Country Manager for the United Kingdom. He is responsible for the EMEA region's core business strategy, governance, and oversight. He is also responsible for policy and regulatory outreach and overseeing and growing Moody's investments in domestic credit rating agencies in EMEA.

Prior to assuming his current role in 2022, Mr. Long was based in Hong Kong and was co-responsible for Moody's global bank ratings. He has previously worked in various senior credit, research, and rating advisory roles at J.P. Morgan in London, Tokyo, and Hong Kong. He worked as a bank analyst at S&P Global from 1990 to 1996 in London and Paris. He began his career as a banking regulator at the Bank of England.

Mr. Long is on the Boards of Midroog Limited, Moody's Investors Service Middle East Limited, Moody's Investors Service Limited, Moody's France SAS, and Moody's Deutschland GmbH.

Mr. Long graduated from the University of Oxford, studying philosophy, politics, and economics.



Mr. Ramnath Krishnan

**Managing Director and
Group CEO**

Mr. Krishnan joined ICRA in July 2020 as President of Ratings and was appointed Chief Rating Officer in November 2020, a position he held until October 22, 2021. He is a senior, experienced banker with over 33 years of national and international experience in different areas of banking. He held senior positions at HSBC India for 23 years and his last role in HSBC was Country Chief Risk Officer at HSBC Malaysia.

Just prior to joining ICRA, Mr. Krishnan was the Chief Risk Officer at RBL Bank.

Mr. Krishnan holds a B.A. degree in Economics from Loyola College, Chennai, and is a Cost and Works Accountant and a Chartered Accountant.

Senior Management



Mr. Ramnath Krishnan
**Managing Director &
Group CEO**



Mr. Amit Kumar Gupta
General Counsel



Mr. Venkatesh Viswanathan
Group Chief Financial Officer



Ms. Sheetal Sandhu
Group HR Head



Mr. K. Ravichandran
**Executive Vice President &
Chief Rating Officer**



Mr. Anand Iyer
Group Chief Technology Officer



Mr. L. Shivakumar

Executive Vice President & Chief Business Officer at ICRA Ltd, and Chief Executive Officer at ICRA ESG Ratings



Mr. Jayanta Chatterjee

Managing Director & Chief Executive Officer, ICRA Analytics Limited



Mr. Shubham Jain

Group Chief Strategy Officer



Ms. Aditi Nayar

Chief Economist & Head - Research and Outreach



Mr. S. Shakeb Rahman

Company Secretary & Compliance Officer

LEVERAGING OPPORTUNITIES:

Driving Social Impact



Exploring New Heights in Our Endeavours to Create Impact Among Underserved Communities

Success is truly only achieved when its fruits are shared with those who cannot contribute to it. Our journey has been profoundly shaped by our commitment to community outreach. Bringing access, empowerment, and education to women, children, and the youth ignites transformation in their lives and communities.

We constantly seek new opportunities to create social impact and reach more communities. Our employees, self-driven and encouraged at every level within the organisation, take initiative and participate in CSR activities. Our culture of inclusivity and transparency transcends beyond the bounds of our work — it permeates into our engagement with the community.

We are dedicated to continuing our journey of reaching underserved communities, fully understanding that our growth neither begins nor ends with us.

3,843

Children benefitted from our Education Sponsorship Programme

555

Youth upskilled under DIYA

500

Women benefitted from Entrepreneurship Programme

Touching Lives, Building Futures

At Group ICRA, we are deeply committed to our business operations and investing in communities across India. We believe in utilising our resources and expertise to create a positive impact on society, leveraging CSR opportunities to propel socio-economic growth. We demonstrate our dedication to social inclusivity and responsibility towards underserved communities through our CSR initiatives in skill development, women empowerment, and education. These CSR efforts have fostered positive relationships with communities and stakeholders nationwide.

UN SDGs and ICRA

We align our CSR initiatives with the United Nations Sustainable Development Goals (UNSDGs), aiming to contribute positively to global sustainability efforts. Through various projects and programmes, ICRA actively addresses key aspects of the UNSDGs, such as quality education, gender equality, and sustainable communities.

Skill Development



Women Empowerment



Education



Skill Development

Digital Inclusion for Young Aspirants (DIYA)

ICRA, in partnership with the Anudip Foundation in Kolkata, is paving the way for economic independence among marginalised youth in the region. Through comprehensive training programmes in web design, digital marketing, financial management, retail, and English communication, participants acquire essential skills needed to thrive in today's workforce. These courses are conducted in semi-urban settings, utilising a cutting-edge cloud Learning Management System to ensure accessible and effective learning opportunities.



Reach

**Barasat,
Diamond Harbour,
and Magrahat,
in West Bengal**

Impact

555

**Youth
Upskilled**

70%

**Youth
Placed**

Women Empowerment

Women Entrepreneurship Programme

ICRA, in collaboration with Friends of Women's World Banking, India (FWWB), has empowered hundreds of women with entrepreneurship training, fostering their journey towards financial independence. Beyond financial education and digital literacy, the programme equips women with the skills to run successful businesses, leading to increased market access and profitability. In FY2024, participants showcased their work, accessed government benefits, expanded their businesses, and learned about leveraging social media for customer outreach.



Reach

**Gandhinagar,
Ahmedabad, Mehsana,
and Kheda, in Gujarat**

Impact

500

**Women
Benefitted**

Education

Sponsorship Programme

Through NGO partners like VIDYA, ICRA is enhancing schools with improved IT infrastructure, qualified teachers, and access to quality education, particularly in Bengaluru, Haryana, and Mumbai. The digital empowerment and learning programs at the VIDYA Centre of Excellence in Bengaluru integrate technology, providing equitable learning opportunities for out-of-school children focusing on literacy, numeracy, and life skills.

Additionally, in collaboration with Parivaar, an NGO in Kolkata, ICRA provides education to address poverty cycles among tribal communities in West Bengal, Orissa, and Jharkhand. This initiative aims to empower children to achieve future employability and financial stability.



Reach

Nuh and Gurugram in Haryana, Thakurpur in West Bengal, Mumbai in Maharashtra, Bengaluru in Karnataka

Impact

3,503

Children Benefitted



Special School Project

Partnering with the Jai Vakeel Foundation in Mumbai, ICRA is deeply committed to uplifting children with intellectual disabilities through the Special School Project. The project offers educational and vocational activities for children aged 3 to 18, with specialised teachers engaging them in various areas such as art, music, and sports. Parents are actively involved in setting individualised goals for their children, fostering their participation in social activities within the community.



Reach

**Mumbai,
Maharashtra**

Impact

340 | **Children
Benefitted**

ICRA's Employees Contributing to CSR and Sustainability Initiatives

In line with the company's commitment to CSR, we encourage our employees to participate in philanthropic activities, pooling their efforts to bring about positive change. By empowering them to lead and participate in impactful social and environmental projects, ICRA cultivates a culture of purpose-driven engagement.

Proactive employee engagement in CSR initiatives enables ICRA to seize opportunities to make a meaningful impact and propel growth in the communities it works with.

Steps Toward Environmental Sustainability

166 new joiners trained on Environmental Sustainability and Health & Safety

8 NGO partners participated in Swacchta Abhiyan

2 Plantation drives held at schools by ICRA employees

69 Housekeeping staff educated on health and safety at the workplace

ICRA's Backbone: Our Valued Team

We value our employees as the cornerstone of our success. The company is committed to fostering programs and engagement activities that empower employees to leverage growth potential within their roles while remaining aligned with our values.

Learning and Growth

ICRA's learning and development initiatives aim to enhance employee skills for excellence. Tailored programmes cater to campus hires, first-time managers, and junior-level executives, emphasising self and team effectiveness. These initiatives include knowledge-sharing sessions, assignments, presentations, and Q&A with company leaders, fostering open communication and collaboration.

ICRA Culture – Inclusivity and Transparency

ICRA's open-door policy encourages mentorship and guidance, fostering employee growth. A hotline directly to the CEO promotes transparency, while CEO letters recognise employee contributions.

Sign language workshops were held to integrate a hearing-impaired team member, who has since excelled in administrative tasks at the Gurgaon office for over six months.

Employee Engagement

ICRA fosters a culture of trust, openness, and responsibility to strengthen collective unity and employee belonging. To promote this culture, various employee engagement activities are organised each year.

Celebrating World Music Day



Chess Tournament



The Corporate Football League



Independence Day Celebrations



Diwali Celebrations



Christmas Day Celebrations



The 20th Corporate Indoor Cricket Tournament



Bring Your Kids To Work Day





Tribute

Mr. Dhruba Naryana Ghosh

06/08/1928 - 07/11/2023

The Board of Directors and employees of Group ICRA express profound grief over the passing of Mr. Dhruba Narayan Ghosh, 95, Chairman Emeritus, ICRA Limited.

Mr. Ghosh was the Founder-Chairman and one of the first Directors of ICRA. He served as the Non-Executive Chairman from September 1, 1991, to January 31, 2013, and was appointed Chairman Emeritus of ICRA on February 1, 2013.

Mr. Ghosh was a stalwart in the banking and financial sector. During his career spanning nearly six decades, he donned several hats, including Chairman of the State Bank of India.

The legacy of D.N. Ghosh will continue to thrive among the employees of ICRA, as his dedication to the company's values and his leadership continues to inspire and guide the team towards future success.

LEVERAGING OPPORTUNITIES:

Celebrating Collaborative Achievements





Charting a Horizon to Make Informed Decisions Together

At the core of our ethos lies proactive collaboration, a synergy of diverse perspectives, talents, and resources aimed at seizing opportunities that propel us forward. Whether exploring untapped markets, hosting cross-sector webinars and industry events, or fostering insightful dialogues through published research reports, our journey towards success thrives on collective endeavour and shared growth.

As we navigate this dynamic landscape, we revel in the myriad achievements stemming from collaboration — a testament not only to our accomplishments but also to the collective spirit that fuels progress and cultivates a culture of shared success.

Organised industry events across sectors — energy, inclusive economy, construction & mining, and infrastructure

Social media mentions of our industry research reports by several industry expert

Market Engagement: ICRA's Active Participation

At ICRA, we are dedicated to fostering connections with our clients and stakeholders through market outreach initiatives and events. These proactive efforts serve as a catalyst for leveraging opportunities and driving growth by actively engaging with industry players, hosting investor meetings, and delivering insightful thought leadership through research reports and publications.

Organising Key Market Webinars

ICRA invites you to a webinar on **Medium & Small Non-Banking Financial Companies**. ICRA's presentation will be followed by a panel discussion with industry experts and Q&A with webinar participants.

ICRA's presentation will be followed by a panel discussion with industry experts and Q&A with webinar participants.

Thursday, November 14, 2023 | 4:00 PM

REGISTER NOW

ICRA Events | [www.icraevents.com](#)

ICRA invites you to a webinar on **The Indian Pharmaceutical Industry: Headwinds in Remission**. ICRA's presentation will be followed by a Q&A with the industry experts and a Q&A session with webinar participants.

Tuesday, July 25, 2024 | 4:00 PM (IST)

REGISTER NOW

ICRA Events | [www.icraevents.com](#)

ICRA invites you to a webinar on **Trends & Outlook: Thermal Generation & Power Distribution**. ICRA's presentation will be followed by Q&A session with the industry operators and webinar participants.

Wednesday, May 24, 2023 | 4:00 PM

REGISTER NOW

ICRA Events | [www.icraevents.com](#)

ICRA invites you to a webinar on **Trends and Outlook: Indian Roads Sector**. ICRA's presentation will be followed by a Q&A session with the industry operators and webinar participants.

Thursday, May 4, 2023 | 4:00 PM

REGISTER NOW

ICRA Events | [www.icraevents.com](#)

ICRA invites you to a webinar on **The Indian State Governments: Capex to Surge Despite a Moderation in Revenue Growth**. ICRA's presentation on state government finances will be followed by a conversation with Mr. Tarun Bajori, IAS on a variety of Centre-State issues and a Q&A with webinar participants.

Tuesday, October 11, 2023 | 4:00 PM

REGISTER NOW

ICRA Events | [www.icraevents.com](#)

ICRA invites you to a webinar on **STEEL INDUSTRY - TRENDS & OUTLOOK**. ICRA's presentation will be followed by Q&A session with the industry operators and webinar participants.

Thursday, March 7, 2024 | 4:00 PM (IST)

REGISTER NOW

ICRA Events | [www.icraevents.com](#)

ICRA Participates in Industry Events

Is Inclusive Economic Growth Still A Mirage?

India's Biggest B2B Event
Business Standard BFI
INDUSTRIAL SUMMIT
October 12, 2022 | Grand Hyatt, Mumbai



INFRASTRUCTURE FINANCE IN INDIA
November 12, 2022 | Grand Hyatt, Mumbai

Our stellar cast of speakers include:

- Saravjit Bansal, Vice President - Capital Raising and Strategy, **Code Highways Trust**
- Mohan Bhatia, Chief Financial Officer, **J. Kumar InfraProjects Ltd.**
- Anish Choudhury, EVP & Group Head (ICRI), **ICRI Capital Markets**
- Suresh Datta, Co-Founder & CEO, **BondBazaar**
- Anurag Dave, Partner, **Shantil Amarsand & Associates & Co.**
- Jyoti Prakash Gade, Managing Director, **Resurgent India**
- Sudha Gokhale, President & Business Head - Debt Capital Markets, **Katich Mahindra Bank**
- Anurag Jain, CEO & Senior Vice President (Investment and Acquisitions), **NIW Invest**
- Aniruddh Kumar Khari, Partner, **DKA Legal**
- Sourabh Mahapatra, Partner, **JSA**
- Hilli Mathradas, Managing Director, **Pipeline Infrastructure Ltd**
- Kiran Mittal, Partner, **Lalita & Lalita**
- Suresh Kambor, Managing Director & Chief Executive Officer, **India Infrastructure Limited**
- Jaganmohan Padmanabhan, Senior Director, **CRSS**
- Rohit Parikh, Head Treasury, **Embergy Office Parks REIT**
- Jyoti Parikh, New Business Manager, **InfraWorkam, South Asia, IFC**
- Sitara Rajaraman, Chief Executive Officer, **NIIF Infrastructure Finance Limited**
- K. Ranganathan, Executive Vice President & Chief Rating Officer, **ICRA Limited**
- Poojesh Sethia, Founder & Director, **Infrastructure Advisors**
- Dejain Talwar, Co-Founding Partner, **Economic Laws Practice**
- R. S. Venkatesh, Deputy MD, Chief Risk Officer, **National Bank for Financing Infrastructure and Development**
- Parul Verma, Partner, **Kachhar & Co.**

3rd ANNUAL CVF OFF HIGHWAY
24th AUGUST 2023
THE EROS HOTEL
NEW DELHI

Keynote Panel- Setting Benchmarks for Indian Construction, Mining & Earthmoving Equipment



BLOCK YOUR SEAT NOW

Mining Technology in India
May 1-2 2022 | La Martinis, New Delhi

Our stellar cast of speakers so far includes:



ICRA Partners with ASSOCHAM for the 5th Edition of Energy Meet 2024 in Kolkata



Navigating India's EV Investment & Finance Landscape
REVVING UP GROWTH IN INDIA'S EV TRANSITION FOR SUCCESS



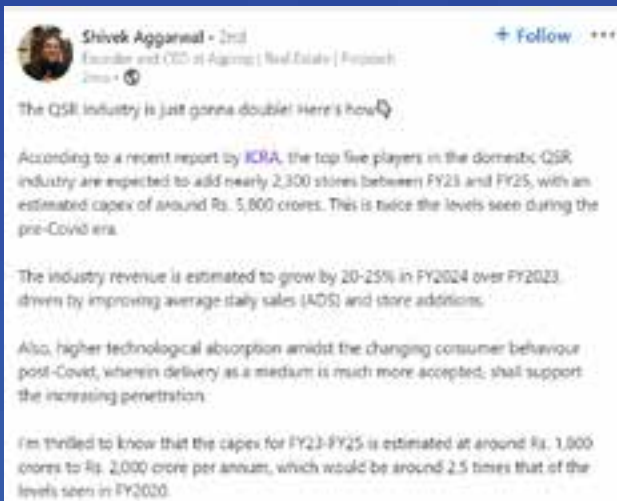
GOING LIVE ON: Oct. 16th, 2023 15:00 HRS (IST)

View Webinar Brochure at: [www.icra.com](#)

Follow Us For More Updates: [@icraofficial](#)

Scan QR Code to Register: 

Social Media Impact: Connecting for Engaging Results



Mr. Shivek Aggarwal Founder & CEO, Agprop

Mr. Aggarwal cited ICRA's estimates about the QSR industry on his LinkedIn profile.



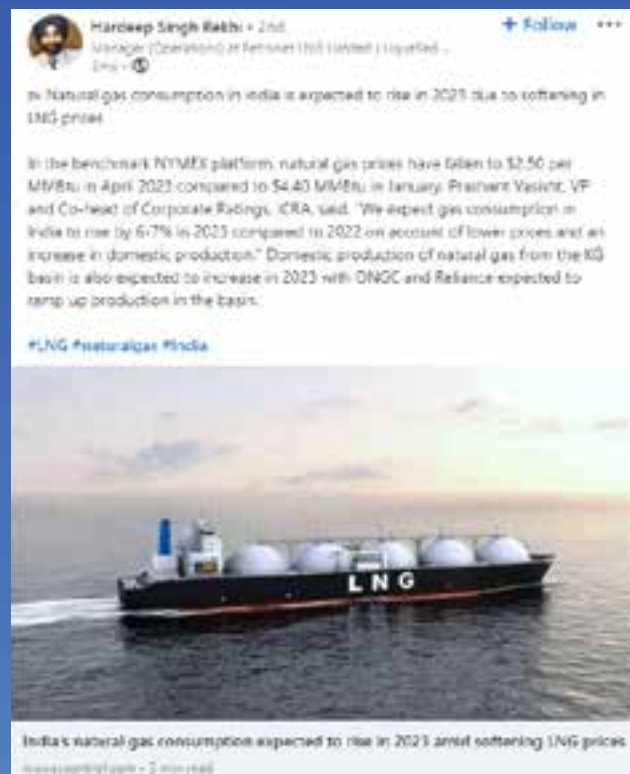
Mr. Akshay Jatia Executive Director, Westlife Foodworld Limited (McDonald's India - West & South)

In a LinkedIn post discussing his company's plans, Mr. Jatia cited ICRA's estimates about the QSR industry.



Mr. Sharad Dubey News Analyst & Anchor, Times Network

Mr. Dubey shared ICRA's estimates about India Inc. on his Twitter handle.



Mr. Hardeep Singh Rekhi Manager (Operations), Petronet LNG Limited

In his LinkedIn profile, Mr. Rekhi shared ICRA's estimates about the oil and gas industry and a news story about the report.



Mr. Jyotiraditya M. Scindia
Union Minister of Civil Aviation & Steel,
Government of India

Mr. Scindia tweeted ICRA's report on the aviation industry.



Mr. Tridib Lahiri
Senior General Manager,
Bengal Aerotropolis Projects Limited

Noting a positive growth projection for the aviation industry, Mr. Lahiri quoted data from the ICRA Aviation report on his LinkedIn profile.



Mr. Shashank Purohit
Editor-in-Chief of Poultry Dairy &
Feed News Point

Discussing the current status and forecast of the poultry industry, Mr. Purohit mentioned data from ICRA's Poultry sector report on his LinkedIn profile.



Mr. Gyanesh Chaudhary
Chairman & MD, Vikram Solar

Mr. Chaudhary's LinkedIn profile mentioned ICRA's solar PV module manufacturing capacity projections and how relevant players are on track to reach the nearly 100 GW target.

ICRA in the News



High Rates Can Compress India Inc's Margins, But It's a Manageable Risk

Monday Morning

RAMAKRISHN KRISHNAN
GROUP CEO, ICRA



The government's proposed increase in the corporate tax rate to 30% from 25% is a significant risk for India Inc. But it's a manageable risk, says Ramakrishn Krishnan, Group CEO of ICRA. The government's move to increase the corporate tax rate to 30% from 25% is a significant risk for India Inc. But it's a manageable risk, says Ramakrishn Krishnan, Group CEO of ICRA. The government's move to increase the corporate tax rate to 30% from 25% is a significant risk for India Inc. But it's a manageable risk, says Ramakrishn Krishnan, Group CEO of ICRA.

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SECTORAL OUTLOOK

We have a positive view of tech, banks, NFOs, and auto. In the infrastructure sector, we have a negative outlook. In the other sectors, we have a stable outlook.

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Business Standard

Expect another hawkish pause



ADITI NAIR

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Business Standard

Firing up the seven engines

Capability-building measures under Gati Shakti framework could address existing challenges



SACHIN BHAT

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EMobility+

EV BATTERY DEMAND IN INDIA IS EXPECTED TO TOUCH AT LEAST 80 GWH BY 2030. DEVELOPMENT OF

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Business Standard

Initial cost of e2W may rise 10% due to reduced subsidy: ICRA

The government's new Electric Mobility Promotion Scheme 2020 will provide a temporary bridge to maintain electric vehicle (EV) adoption momentum after the FAME-II subsidy programme concludes at the end of March. However, the new scheme offers lower subsidies compared to FAME-II. Credit rating agency ICRA expects the initial cost of an electric two-wheeler (e2W) to increase by 10 per cent due to the reduced subsidy. This would make e2W 30 per cent more expensive than petrol scooters. Despite this setback, ICRA predicts e2W penetration to reach 6-8 per cent of the overall industry by FY25, driven by factors like lower operating costs for EVs and continued government support for the EV sector.

THE FINANCIAL EXPRESS

Why crude oil prices have fallen over the past few days

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THE FINANCIAL EXPRESS

ICRA: Centre's fund releases may lead to divergence in borrowing by states in Q2

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Indian Airlines may Cut Net Loss to ₹7,000cr in FY24: ICRA

Mumbai: Indian airlines are expected to see a sharp dip in net losses to ₹5,000-7,000 crore this fiscal as they continue to witness healthy passenger traffic growth and improvement in their revenues, rating agency ICRA said on Thursday.

The net loss would be much lower compared to the ₹11,000-13,000 crore the industry is estimated to have reported for 2023-24 due to elevated aviation turbine fuel (ATF) prices, coupled with de-

preciation of the rupee against the dollar, it said.

Airlines have improved the cost of available seat kilometre to the cost of available seat kilometre (RASK-CASK) spread through better pricing discipline, it said.

According to the rating agency, the domestic aviation industry continues to face challenges despite witnessing a healthy recovery in air passenger traffic because of sequential increase in

ATF prices and depreciation of the value of rupee against dollar.

It said domestic air passenger traffic rose 26% to around 1.22 crore in July as compared to 97 lakh in the same month last year.

The outlook for the aviation sector is stable on the back of fast-paced recovery in the previous fiscal and expectations of the trend continuing in 2023-24, ICRA said.

"Last fiscal's losses were much lower than the

net loss of ₹5,000 crore in 2023-24 and ICRA earlier estimated net loss of ₹10,000-12,000 crore for 2023-2024, driven by improved ability of airlines to shore up yields without impacting demand," it said.

"The net loss is expected to reduce further to ₹5,000-7,000 crore in 2023-24 as airlines continue to witness healthy passenger traffic growth and improve their RASK-CASK spread through better pricing discipline," ICRA said. PTI



IT Sector's Revenue Likely to Grow 3-5% in FY25: IcrA

Mumbai: India's IT sector's revenue growth is expected to cool to a range of 3% to 5% in FY25, according to a report by rating agency ICRA.

The rating agency said "moderation" in the sector could be triggered by a slowdown in global IT spending, a dip in the demand for IT services in emerging markets, and a shift in the composition of the IT services portfolio towards lower-margin services.

The agency said in the first nine months of the current fiscal, the IT sector has posted a revenue growth of 3.1%, compared to 3.4% in the corresponding period of the previous fiscal.

The rating agency said the first nine months of the current fiscal saw a decline in the demand for IT services in emerging markets, and a shift in the composition of the IT services portfolio towards lower-margin services.



Collection efficiency for personal loans fell in Dec 2023: ICRA

The collection efficiency for personal loans has reduced from 95 per cent in June 2023 to 93 per cent in December last year on the back of higher spending by customers during the festive season and the relatively low priority of personal loan repayment, according to rating agency ICRA.

These loans are given without collateral.

Adityan Datta, Senior Vice-President and Group Head of Structured Finance Ratings at ICRA said the collection efficiency for this pool is expected to be around the same level in the fourth quarter.



CBAM to hit 15-40% of steel export: IcrA

The carbon border adjustment mechanism (CBAM) is expected to impact 15-40% of India's steel exports, according to a report by rating agency ICRA.

The report said the CBAM will impact 15-40% of India's steel exports, depending on the global carbon price and the carbon intensity of India's steel exports.

The report also said that the CBAM will impact 15-40% of India's steel exports, depending on the global carbon price and the carbon intensity of India's steel exports.



Initial cost of e2W may rise 10% due to reduced subsidy: ICRA

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This would make e-2Ws 70 per cent more expensive than petrol scooters upfront. Despite this setback, ICRA predicts e-2W penetration to reach 6-8 per cent of the overall industry by FY25, driven by factors like lower operating costs for EVs and continued government support for the EV sector.



NBFCs' AUM to rise 13-15% in FY24, led by 18-20% retail loan growth: ICRA

Anshika Karyetta, Mumbai

The growth outlook for NBFCs and IFICs (housing finance companies) has improved to 13-15 per cent from 11-13 per cent earlier led by an upward revision in the projections of retail loan growth, ICRA Ratings said on Thursday.



The growth outlook for infrastructure and other wholesale loans remained unchanged at 10-12 per cent.

ICRA said. In FY23, NBFCs' retail AUM grew 26 per cent led by 44 per cent increase in unsecured loans. Unsecured loans have grown at a CAGR of 27 per cent over the last five years whereas secured loans grew at 11 per cent.

INCREMENTAL FUNDING

To support growth, NBFCs and IFICs are estimated to require incremental funding of ₹4,3-5.0 lakh crore in FY24, over and above the refinancing of existing term debt, ICRA said, adding that the weighted average cost of funds likely to go up by 60-80 bps for the year driven by continued repricing of lending rates.

Returns on managed assets for NBFCs is seen moderating slightly to 2.6-2.8 per cent in FY24 from 2.8 per cent in FY23, whereas for IFICs seen rising to 1.7-1.9 per cent against 1.7 per cent in FY23 due to their sizeable share of floating rate loans.

Total sector AUM stood, consisting of retail, infrastructure and wholesale loans, stood at about ₹40 lakh crore at the end of March.

Retail loan portfolios of NBFCs are seen growing 18-20 per cent in FY24 against 12-14 per cent earlier, the rating agency said, attributing the revision to strong growth in unsecured loans - comprising personal and consumption loans, unsecured small enterprise loans and microfinance loans. NBFCs' retail AUM was at ₹14 lakh crore as of March 2023.

"High growth in the NBFC-retail segment shall be driven by the expected expansion of 26-28 per cent for unsecured loans, which stood at about ₹3.1 lakh crore as of March 2023. Secured NBFC-retail AUM, consisting of vehicle finance, gold loans and secured business loans etc, together is expected to grow at a relatively sedate albeit healthy

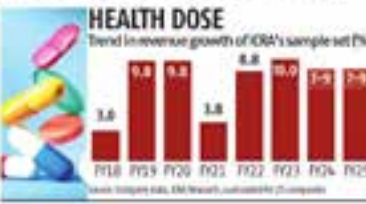
14-16 per cent," said AM Karthik, Vice-President & Co-Group Head, Financial Sector Ratings, ICRA.

IFICs' retail AUM of ₹5 lakh crore as of March 2023, comprising home loans and loans against property, is expected to grow at 12-14 per cent, also higher than earlier estimate of 11-13 per cent.

On the other hand, the growth outlook for infrastructure and other wholesale loans remained unchanged at 10-12 per cent,



Indian pharma to grow at 7-9% in FY24: ICRA



ANUSHKA
Mumbai, 21 July

Credit rating agency ICRA has projected steady growth for the Indian pharmaceutical industry, despite headwinds and regulatory challenges. According to a report released on Tuesday, the revenues of ICRA's sample set of 25 Indian companies (which account for 60 per cent of the overall domestic pharma industry) are expected to grow by 7-9 per cent in FY24, following a Y-o-Y growth of 10 per cent in FY23.

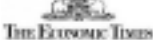
This will be mainly supported by an 8-10 per cent expansion in the domestic market, and 6-8 per cent growth in the US market. The overall credit profile of Indian pharmaceutical companies is expected to remain healthy, supported by stable earnings, comfortable leverage and coverage metrics, and a strong liquidity position, according to the report.

Mythel Machherla, assistant vice-president and sector head, ICRA, said: "The growth in

the US market is expected to moderate to 6-8 per cent in FY24, given the large base and continued mid-high single-digit price erosion for base products. The 8-10 per cent growth in the domestic market in FY24 will be supported by a wholesale price index-linked price hike of 12.1 per cent allowed for products under the National List of Essential Medicines new product introductions and approval policy hikes for non-NLEM products."

With several Indian companies receiving official action indicated observations, warning letters and import alerts and increased inspections by the USFDA, Machherla said that while some facilities of key firms had got warning letters and/or were placed under import alerts, there had been no material impact on their revenues from the US market so far.

"However, delayed resolution of the same could impact new launches and revenue growth momentum in the US market over the medium term,"



Telcos Likely to Report Revenue Growth of 7-9% in FY24: ICRA

Our Bureau

New Delhi: The telecom services industry is expected to report moderate revenue growth of 7-9% year-on-year in 2024-25 due to steady average revenue per user (ARPU) contribution in the absence of tariff hikes, ratings agency ICRA said on Wednesday.

The capex levels of telecom firms will remain high as they expand 5G coverage and this will keep the debt levels of the industry elevated at ₹134.2 lakh crore as of March 2024, it said. As per ICRA, the 3G rollout remains deceleration of the network and weaker deployment of 5G, which is likely to



The capex levels of telecom firms will remain high as they expand 5G coverage

increase the capex intensity in the near to medium term.

"The 3G services launched by the telcos have not been monetised and there are no 5G specific plans, which could otherwise have boosted ARPU levels. These factors, combined with the absence of tariff hikes, are likely to result in a moderate rise in ARPU growth," said Anshika Karyetta, sector head, corporate ratings, ICRA.

The ratings agency expects industry ARPU to improve to ₹102-105 during this fiscal from ₹110 in 2023-24. It said the industry is expected to report a year-on-year revenue growth of 7.9% for 2024-25, translating into CAGR of 8.2% compared to that in the previous fiscal. "Industry consolidated revenues are expected at around ₹2.3-2.5 lakh crore with OPBDTA of around ₹1,3-1.4 lakh crore for FY2024," he said.

Directors' Report

To,
The Members,
ICRA Limited

Your Directors have the pleasure in presenting the 33rd Annual Report of your Company along with the Audited Financial Statements for the Financial year ("year") ended March 31, 2024.

Financial Performance

Revenue from consolidated operations for the year was Rs. 44,611 lakhs, compared to Rs. 40,323 lakhs in the previous year, an increase of 10.6%. The overall Operational Expense for the year was Rs. 32,122 lakhs, against Rs. 27,157 lakhs in the previous year. Profit after tax was Rs. 15,224 lakhs, against Rs. 13,673 lakhs in the previous year.

(Rs. in Lakhs)

Particulars	Consolidated		Standalone	
	FY24	FY23	FY24	FY23
Revenue from operations	44,611	40,323	25,124	22,254
Other income	7,497	4,955	9,096	6,557
Total income	52,108	45,278	34,220	28,811
Total expenses	32,122	27,157	19,536	17,097
Profit before tax	19,986	18,121	14,684	11,713
Total tax expense	4,762	4,449	2,368	2,120
Profit after tax	15,224	13,673	12,316	9,593
Total other comprehensive income, net of tax	(149)	(163)	(49)	(42)
Total comprehensive income for the year	15,075	13,510	12,267	9,551

Review of Operations

Rating Services

Market and Business Overview

The credit rating industry benefited from the buoyancy in the economy spurred by the Government's infrastructure spend and an uptick in urban consumption. This led to a better-than-expected growth in bank credit as well as bond issuances in FY2024. Each of these segments grew on a high base of the previous year as the overall borrowing cost continued to be cheaper in the domestic market than that globally. Firms chose the external commercial borrowings (ECBs) route only when diversified funding was a necessity or when these businesses had a natural hedge against the borrowed currency. Heightened geo-political crisis with new conflict in the Middle East, in addition to the continuing one involving Russia and Ukraine, offered no respite from inflation, thereby deferring possibilities of softening of interest rates in the global market.

The bank credit outstanding rose 16.3% on-year in FY2024 despite several measures by the Reserve Bank of India [RBI] to keep a tight leash on liquidity to moderate inflationary pressures. Regulatory intervention to increase risk weights on bank credit to non-banking finance companies [NBFCs] and on consumer loans segments did moderate credit to these segments in the latter part of the year. Given the Government's thrust areas, expectedly, the infrastructure and

iron and steel sectors led the incremental credit growth in the industries segment.

Bond issuances were higher by 17.2% year-on-year in FY2024 with a significant growth coming in the first quarter as the yields dipped, and a large housing finance company borrowed a large amount from the market before its merger with a bank. Lower bond yields compared with the prevailing interest rates on bank credit helped better-rated NBFCs and corporates to borrow from the market. Banks issued bonds to fund the credit growth. However, there were spells – in Q2 and Q3 FY2024 – when even though the yields remained range bound, investors adopted a wait-and-watch mode with uncertainty prevailing around the movement of bond yields. Subsequently, the softening of yields in the last quarter led to an all-time high issuance level for any quarter. Commercial Paper (CP) outstanding grew 9.9% on-year even though investors continued to prefer Bank Certificate of Deposits (CDs) over CPs. Securities broking firms funded their Margin Trading Facility [MTF] and working capital requirements through CPs with this segment accounting for 19% of the CP outstanding compared with less than 5% pre-Covid.

Your Company added several new clients in FY2024 and increased its share in the bank loan segment, while it continues to be a preferred credit rating agency (CRA) in the market debt segment and specifically for securitisation

transactions. Your Company rated several novel transactions in FY2024, with a few noteworthy ones being:

- The first in-city warehouse rated in the country
- The first InvIT in education infrastructure space in the country based on securitisation of rental receipts
- The first rating assignment by a CRA for a leveraged Alternate Investment Fund
- Rating assignments for Pass-through Certificates (PTCs) originated by a corporate entity and backed by trade receivables
- Securitisation transaction of an NBFC, where pool was part of overseas bond transaction, with receivables from the pool being the security

Your Company, in FY2024, was able to grow in terms of revenue in all the key segments, namely corporate, infrastructure and financial. Going ahead, the focus would continue to be on infrastructure and financial segments and specific corporate segments that are likely to see a pick-up in investment cycle. In terms of ratings quality, your Company has been appreciated for its accuracy and timely rating actions and continues to be a rating agency of choice for the issuers and investors.

Macro economy

GDP growth outcomes remained healthy in FY2024, benefitting from robust Government capital spending, buoyant albeit uneven urban demand and services exports. At the same time, an unfavourable monsoon in 2023 dampened output of most major crops and infused caution into rural demand. Notwithstanding healthy capacity utilisation, private investment remained moderate compared to the exuberance seen in earlier cycles.

ICRA projects Indian GDP expansion (at constant 2011-12 prices) at a healthy 6.5% in FY2025. We foresee sub-6% growth in H1 FY2025, dampened by transient factors such as continuing cautiousness in rural demand, the impact of the Parliamentary Elections on activity in some sectors, and subdued merchandise exports. Thereafter, we foresee a robust pick-up in GDP expansion to 7.1-7.2% in H2 FY2025 aided by a back-ended Government capex after the General Elections and the monsoon season, a pick-up in private capex, improved rural demand if the 2024 monsoon is favourable, and healthier export growth after monetary easing sets in globally.

India's average inflation is expected to ease to 4.6% in FY2025 but may exceed the mid-point of the Monetary Policy Committee's (MPC's) medium-term target band of 2-6%. As anticipated, the MPC kept the policy repo rate unchanged at 6.5% and retained the stance of 'withdrawal of accommodation' in its First Bi-monthly Monetary Policy Review for FY2025, both with a majority of 5:1. Given the risks to inflation, related to the anticipated heatwave during April-Jun 2024, and its potential impact on perishable prices, the recent spike in crude oil prices etc., we believe that

Monetary Policy action is likely to be back-ended in FY2025. We foresee the earliest rate cut only in October 2024, while expecting the total quantum of rate cuts to be limited to 50 bps at best in the easing cycle. Borrowing costs would in turn have a bearing on the capital expenditure budgets and the viability of infrastructure investments – both ongoing and those in the pipeline.

Corporate and Infrastructure Sector

The Indian corporate sector witnessed steady business momentum in FY2024, supported by both consumption and investment activity. While revenue growth of India Inc was impacted due to the high base of the previous year and decline in realisations during the year due to softening in commodity prices, the latter supported the improvement in earnings for the sector.

While the pace of private sector capital expenditure is expected to be moderate in H1 FY2025 due to the likely pause in the infrastructural activities, ahead of the General Elections, over the near to medium term, private capex will continue to be supported by the general uptick in macroeconomic activity, as well as several supportive policy measures such as Performance-Linked Incentive (PLI) schemes. ICRA expects the pick-up in private capex to be more visible in select sectors. For example, several metals players have announced expansion plans, while capacity addition in the renewables energy space is also gaining momentum. In the automotive sector, demand pick-up, coupled with investments for localisation under several schemes are supporting investments. The regulatory push for green environment augurs well for investment in related infrastructure such as green hydrogen, scrappage centres and charging infrastructure. However, global macro-economic indicators remain monitorable, especially for export-oriented sectors. Accordingly, India Inc.'s ability to navigate these challenges remains critical.

The National Infrastructure Pipeline's (NIP) target investment has been increased by ~45% to Rs. 160 trillion from the earlier target of Rs. 111 trillion, along with an increase in the number of projects by ~2,665 to ~9,500. The initial plan was to complete by 2025, which now got extended with the addition of more projects. Overall, NIP investments are concentrated in five major sectors - roads, railways, renewable energy, affordable housing and irrigation (aggregating to ~60%) and 15 major states, which account for ~70%. To meet the NIP targets of Rs. 160 trillion, a significant ramp-up in budgetary allocations would be required in the next couple of years. This is also reflected in the increase in capex allocations by the Government of India to Rs. 11.1 trillion in FY2025 BE, a growth of 16.9% from the Rs. 9.5 trillion estimated in FY2024 RE, which augurs well for the sector.

While a large share of the funding will be coming from the Central and state allocations and public-sector infrastructure NBFCs, the corporate bond market is also expected to play a modest role. Moreover, asset monetisation through InvITs is expected to gain traction and is estimated at Rs. 1.5 trillion in

the next three years, which will benefit both the bond market issuances as well as bank loans through refinancing.

The bond issuances from non-financial sector entities reached an all-time high since FY2021, the year when bond issuances were aided by the regulatory support extended during Covid. The bond issuances stood at Rs. 3.3 trillion during FY2024, a YoY growth of 21% and accounted for approximately one third of the overall corporate bond issuances during the year. From the issuers' perspective, despite an increase in interest rates, the borrowing costs from the domestic debt capital market remained competitive compared to the external commercial borrowings (ECBs). Moreover, bank funding for general corporates and the infrastructure sector continued apace helping capital formation. Nonetheless, banks are likely to face challenges of elevated funding costs amid heightened competition for deposits, which shall constrain their ability to reduce their lending rates. This shall increase the domestic debt capital market issuances and bonds may continue to remain a preferred funding source over bank loans for the large well-rated corporates.

Financial Sector

The banking sector continued its robust growth momentum into FY2024 as well with a YoY credit growth of 16.3%, driven primarily by growth in the services and personal loan segments. The growth rate would be higher, factoring in the merger of a large housing finance company (HFC) into a bank during FY2024. The incremental credit deposit ratio for the banking system continued to remain over 100% for the second consecutive year, despite a sizeable liquidity boost, following the withdrawal of the Rs. 2000 note in early 2024.

Accordingly, after the record increase in FY2024, the incremental bank credit is expected to moderate in FY2025 compared to the previous year as banks seek to correct their high credit deposit ratio amid regulatory interventions to curb credit growth. Following such regulations in Q3 FY2024, the credit growth to NBFCs and small ticket unsecured lending dipped sharply in the last few months of the previous financial year. While the absolute credit growth of banks could remain over Rs. 20 lakh crore in FY2025, the higher base would moderate the YoY bank credit growth to 11.7-12.6% against 16.3% for FY2024.

Similar to banks, the non-banking financial companies (NBFCs) sector is estimated to have robust assets under management (AUM) growth of around 16% in FY2024 with the retail focussed NBFCs (including HFCs) estimated to grow at around 22%. The growth was aided by improved access to funds from the banking sector, partly aided by the merger of a large HFC into a bank and a slow pick-up in corporate credit exposure of banks. The regulatory measures introduced in Q3 FY2024 to slow down bank lending to NBFCs is expected to result in a lower AUM growth of around 13-15% in FY2025 (17-19% for retail focussed NBFCs).

The NBFC bond issuance volumes are likely to sustain in FY2025 as they seek to diversify their sources of funds to

support their growth aspirations while bank bond issuances may remain muted as banks are comfortably placed on capitalisation levels and relatively low volume of Additional Tier I bonds are due for call option in FY2025.

As expected, the taxation changes announced in Union Budget for FY2024 slowed down the new business premium growth of the life insurance sector in FY2024 after the strong FY2023. The general insurance sector, however, continued to witness strong gross premium written growth, primarily driven by growth in the health insurance segment, however, higher number of catastrophic events adversely impacted their profitability. The growth of the life insurance sector could continue to face headwinds in FY2025 amid attractive returns on alternate saving products.

The mutual funds industry also saw a moderation in fresh inflows across debt schemes, post the taxation changes in Union Budget for FY2024. However, the flows in the alternate investment funds (AIFs) witnessed strong inflows, which boosted demand of debt capital instruments from high yield instruments and widened the issuer base in this segment. The online bond platforms have also aided the increase in retail participation in debt capital market instruments, which otherwise was limited to public issuances of these instruments.

Structured Finance

The domestic securitisation market witnessed muted overall growth at about Rs. 1.9 trillion in FY2025 against Rs. 1.8 trillion in FY2024, mainly due to the exit of a large HFC from the securitisation market, which was the leading originator for the past few years. However, the securitisation market, excluding the HFC, witnessed a growth of ~25% YoY in FY2024 supported by the healthy credit demand for the NBFCs and the HFCs, the growing reliance on securitisation as a tool for fund-raising, and the increase in investor base. The increase in volumes was driven by both – existing large originators, who securitised higher volumes during the year, and new originators. The market saw a sharp increase in securitisation by small finance banks as well as initial steps taken by a few private sector banks in this space to support their portfolio growth, given the recent challenges in deposit growth rates.

Following the exit of a large HFC from the securitisation market, the dominant asset class shifted from mortgage loans to vehicle loans in FY2024. Microfinance loans also had a healthy share in the securitisation market supported by strong collections being reported by most of the microfinance institutions. Small business loans and personal loans have been consistently increasing their participation in the market, though the overall participation still remains relatively lower. There has also been a rise in securitisation volumes originated by non-financial sector entities, where trade receivables and lease rentals are being securitised, which would help in widening and diversifying the securitisation market in the future.

The securitisation market is poised for a healthy growth in FY2025 supported by favourable domestic economic conditions and growing business activities of the NBFCs and the HFCs coupled with the emergence of new originators from the banking sector. The securitisation volumes will further be supported by the requirement of banks to meet their PSL requirements. The increase in the purchase of non-PSL pooled loans is also a healthy trend that will result in healthy growth in issuances. Nonetheless, the increasing adoption of the co-lending model by the NBFCs and the HFCs would continue to challenge the growth in the securitisation market. Further, any significant traction in the priority sector loan certificates (PSLCs) market could also restrict issuance volumes in the medium to long term.

Trends in Credit Quality of ICRA-rated Companies

India Inc. bore the direct and the indirect effects of multiple challenges in FY2024, including inflation, rise in borrowing costs, sub-par monsoons, supply-effects of the continued war between Russia and Ukraine, start of another conflict between Israel and Palestine, the Red Sea crisis, besides sluggish exports. Yet, these did not feel heavier as domestic consumption demand across several sectors, Government spending on public infrastructure, and healthy balance sheets lent support to the credit profiles of entities.

During the last fiscal, ICRA upgraded two entities for every entity downgraded, in continuation of the upgrade momentum that had been set in motion in FY2022, on the heels of the first year of the pandemic. The rating action trends in FY2024 marked the normalisation of the rating change rate with the proportion of rating reaffirmations at 80% converging with the past 10-year average. The reaffirmation rate had been between 75%-78% in the preceding two fiscals. Also, a large majority of rating upgrades were driven by company-specific factors such as expansion in market share or order book, improvement in the cost structure, reduction in project risk, or fresh equity infusion that strengthened the balance sheet. Aviation, Hospitality, Auto & Auto Components, and Banks were the only few sectors in FY2024 where the rating upgrades were induced mostly by industry tailwinds.

ICRA maintains a Positive outlook on the Hospitality sector for FY2025 as well. In contrast, the sectors where industry headwinds played spoilsport in FY2024 and may continue to do so in the near term include Chemicals, Cut & Polished Diamonds, and Bulk Tea.

Overall, as credit profiles continued to improve last year, the number of instances of defaults dipped to five in FY2024, compared with 22 in FY2023 and 42 in FY2022. The severity of rating actions, as measured by the Large Rating Change Rate¹, also reduced to 0.7% in FY2024 from 1.4% in FY2023 and 2.3% in FY2022.

Looking ahead, the macroeconomic conditions in India appear promising, which along with relatively stable commodity prices, would be supportive of the credit profiles. Corporate India has shown a high resilience to withstanding the rise in borrowing costs over the past two years and is seen to have the capacity to bear the current level of interest rates, before the rate cut cycle likely begins in the latter part of the year. The asset quality of banks and NBFCs has also been at its decadal best with the profitability and the capitalisation indicators expected to remain healthy in the near term. The series of proactive actions taken by the regulators (RBI and SEBI) in the recent years would work to further strengthen the financial system and the capital markets. The key downside factors that could throw a spanner in the works to this radiant prognosis would be how the monsoons pan- out this year and how the complicated geopolitical landscape evolves.

Rating accuracy trends

The performance of any credit rating system is measured by metrics like default rates, stability rates and the average default position. ICRA's robust methodologies and their consistent application over the years is reflected in the low default rates in the investment grade suggesting that ICRA's ratings have done well to distinguish between safer and riskier credits. The default rates along the rating scale, from AAA to C, have shown ordinality, which reflects the ability at differentiating among credits across the risk spectrum. This apart, ICRA's ratings demonstrated a healthy one-year rating stability depicted across all investment grade rating categories—a high rating stability suggests that ICRA's rating decisions do not get influenced by the stage of the business cycle but remain strongly focused on assessing the credit worthiness of entities through the cycle. Finally, the average default position (ADP) of ICRA-assigned ratings—a measure of the tendency of a rating agency to commit type-1 and type-2 errors—remains healthy and has systematically improved over the years.

Latest short-run average default rates for long-term instruments (reflects an average of two years; computation approach as defined by SEBI)

Rating Category	1-Year Cumulative Default Rate	2-year Cumulative Default Rate	3-year Cumulative Default Rate
AAA	0.0%	0.0%	0.0%
AA	0.0%	0.0%	0.1%
A	0.0%	0.1%	0.4%
BBB	0.3%	0.7%	1.6%

¹ Large Rating Change Rate is defined as the proportion of ratings that were downgraded or upgraded by a cumulative of three or more notches during the year.

Rating Category	1-Year Cumulative Default Rate	2-year Cumulative Default Rate	3-year Cumulative Default Rate
BB	1.9%	4.3%	6.5%
B	2.5%	5.3%	8.1%
C	11.8%	18.3%	23.1%

Latest short-run average default rates for short-term instruments (reflects an average of two years; computation approach as defined by SEBI)

Rating Category	1-Year Default Rate
A1+	0.0%
A1	0.0%
A2	0.0%
A3	0.3%
A4	2.6%

Latest five-year average of one-year rating transition rates for long-term ratings (computation approach as defined by SEBI)

Rating Category	AAA	AA	A	BBB	BB	B	C	D
AAA	97.8%	0.8%	0.0%	0.7%	0.2%	0.0%	0.0%	0.4%
AA	3.0%	94.2%	2.6%	0.1%	0.0%	0.0%	0.0%	0.1%
A	0.4%	5.4%	90.5%	3.5%	0.0%	0.0%	0.0%	0.1%
BBB	0.0%	0.4%	7.5%	86.9%	4.1%	0.1%	0.1%	0.9%
BB	0.0%	0.2%	0.2%	5.4%	87.6%	2.8%	0.1%	3.8%
B	0.0%	0.0%	0.0%	0.0%	7.9%	81.7%	0.1%	10.2%
C	0.0%	0.0%	0.0%	0.0%	0.0%	16.7%	41.7%	41.7%

Trend in the ADP of ICRA-assigned Ratings



Industry Research

In FY2024, your company's research revenue benefitted from the acquisition of new clients as well as a good renewal rate. The steady growth in revenue had subscriptions coming in from various client segments - mutual funds, banks, NBFCs, corporates, multilateral organizations, consulting firms, and management institutes.

ICRA Research has coverage on more than 60 sectors spanned across corporate, financial, infrastructure, and

structured finance sectors. Your company published many high impact reports creating a buzz in the market in FY2024. These reports helped position ICRA as a leading voice in the field. Some of these reports were on emerging themes and their timing of release and analytical depth helped clients gain timely and valuable insights. These were reports like Green Hydrogen, Round The Clock (RTC) renewable projects, Data Centers, Securitised debt instruments, Non-Banking Finance Company-Microfinance Institutions (NBFC-MFIs), impact of Carbon Border Adjustment Mechanism (CBAM) on various

sectors, The ICRA Business Activity Monitor, Investment Tracker, Interest Rate Outlook, The Climate Series reports, etc. The analytical rigor and depth of ICRA's Industry Reports and Credit Perspective Reports (on companies) has been well appreciated by all stakeholders. During the year FY2024, your Company hosted multiple webinars on industry trends and outlook, macro economy and rating performance, maintaining high levels of engagement with investors and clients alike.

Franchise Development

Your Company took several initiatives to strengthen its franchise through outreach efforts. We organised physical conferences on contemporary topics such as Electric Vehicles, Renewable Energy, the Infrastructure and Financial sectors etc., which attracted widespread participation by investors, intermediaries, and issuers. We also continued with our practice of organising webinars on various industry-related developments, with a good mix of internal and external panellists, which saw robust participation from various stakeholders.

Automation Initiatives at ICRA

ICRA's focus on technology leadership propelled significant advancements in FY2024. In alignment with our strategic roadmap, we've invested in modernising infrastructure, enhancing business resilience, and establishing a robust IT security posture. These efforts position ICRA to deliver value to our clients as we navigate the dynamic landscape of risk and investment analytics.

The rapid evolution of Generative Artificial Intelligence (GenAI) presents a wealth of untapped potential. ICRA is exploring the integration of GenAI across various domains to unlock deeper, more actionable insights than ever before.

Process automation remains a central pillar of our strategy. Increased automation and compliance monitoring directly translates to heightened accuracy, and rigorous adherence to Standard Operating Procedures (SOPs). These improvements enable a streamlined and reliable operating model throughout the company.

Change in Nature of Business

During FY2024, there was no change in the nature of business of your Company. The CRAs are not allowed to carry out any non-rating activity, except only those that are specifically permitted by SEBI or any of the specified financial sector regulators.

ESG Rating Provider registration

SEBI has granted its approval for registration of Pragati Development Consulting Services Limited (PDCSL), a wholly-owned subsidiary of ICRA, as a Category-I ESG Rating Provider (ERP) under the SEBI's Credit Rating Agencies Regulations, in April 2024. PDCSL had applied for the ERP registration in September 2023.

Following the registration as ERP, PDCSL will commence its environmental, social, and governance (ESG) ratings. This development positions the ICRA Group among the few

Indian entities offering holistic risk-monitoring solutions, including ESG ratings and scores.

Analytics Business

During the year under review, ICRA Analytics Limited (ICRA Analytics), a material subsidiary of your Company, registered a 2.8% growth in operating revenue to Rs. 17,908 lakhs (previous year Rs. 17,413 lakhs) and profit after tax (PAT) going up by 0.9% to Rs. 6,309 lakhs (previous year Rs. 6,254 lakhs).

ICRA Analytics has three lines of business – Knowledge Services, Market Data and Banking & Grading. Knowledge Services caters to global clients for their data management requirements, Market Data provides bond valuation and houses the mutual fund data analytics business, while the Banking & Grading business provides risk management tools for BFSIs and corporates.

The Knowledge Services business continued to remain the largest business for ICRA Analytics although growth rate moderated during FY 24. This was driven by some headwinds in the ESG business which was compensated by good growth seen in other key segments like structured finance/ analytics and ratings support. Structured finance space, which has been a key growth driver in the recent past, saw intensified trend of a shift in focus from traditional data-centric work towards more value-added services such as deal modelling, advisory, tool testing and adopting new tools or technologies for transformation of analytics business. As a result, the business mix has exhibited a healthy trend of shift towards more value-added services. This transition necessitates upskilling our existing workforce and bringing in experienced talent to ensure we stay ahead of the curve.

The ratings support space remained the largest segment within Knowledge Services and continued to show steady growth in FY 24 over a larger base. A similar shift towards value added services was seen here as well, reflected in more independent sign-off assignments.

As Gen-AI and automation initiatives gather steam, the traditional processes in Knowledge Services are susceptible to being automated. In light of this, IAL's ability to capitalise on the shift in demand towards more of value-added services during FY24, which are less susceptible to being impacted by AI, has been positive. In addition, Knowledge Services continues to partner client segments in business transformation initiatives including migration of legacy systems and processes into new-age platforms, adopting new technologies in existing processes to drive efficiency and ensuring seamless change management workflow systems.

As technology advancement continues unabated, the endeavour to explore initiatives into newer verticals and client segments both in the domestic and global markets remains a key focus area.

The Market Data business saw mixed trends during FY 24. While the overall AUM of Mutual Funds went up significantly by around 35% to Rs. 53.40 trillion driven by small and

mid cap funds, growth in Debt MF remained muted at 6%. Regulatory changes in taxation structure of MLD and Debt MF led to some headwinds. Yields remained elevated during most of the year, inflows into AIFs were strong being up 44% y-o-y to Rs. 10.84 trillion as of Dec 2023 and bond issuances were also up 17.2% during FY 24 thereby positively impacting the business. Your company added several new clients during FY 24- both in the domestic space and also through new collaborations with global data providers. Regulatory intervention to deepen and broaden the bond market along with the need for higher disclosures and risk management has created a new opportunity for Market Data business in the area of valuation, research products and structured data all of which were well capitalized upon. During FY 24, your company developed models for sub-investment grade valuation which has been a growing ask of the market. Also, it has collaborated with the mutual fund industry body to provide stress testing of their debt schemes. Leveraging Technology, automation of processes have been significantly strengthened using an enhanced ETL (Extract, Transform, Load) tool. This has helped the business to improve productivity as well as accuracy through lower turnaround times which has helped your company achieve higher client satisfaction levels.

The recent announcement of India's inclusion in JPMorgan's Government Bond Index-Emerging Markets Global CORE (GBIEM Global CORE) and Bloomberg Emerging Market Local Currency Index starting from June 2024 and January 2025 respectively is expected to lead to increased capital flows into Indian Debt Market which will support the Market Data business. The sharp growth in inflows into the AIF segment is also expected to positively impact the business opening up new opportunities in valuation of high yield securities.

The Banking and Grading business showed good growth during FY 24, supported by increased regulatory supervision on Risk Management and Controls in Banks as well as on NBFCs. The trend towards automation of credit life-cycle in Banks continued to benefit the business. This, along with improving financial position of the Banking system, a robust credit growth of 16.2% in Banks during FY 24 and similar growth rate in AUM of NBFCs supported growth during the year. Your company upgraded its flagship Internal Rating Solution (IRS) product to a new version IRS 3.0 during the year which was well received by the market. IRS 3.0 has improved tech stack which assists in quick implementation and timely maintenance and has seamless API integration with third party systems like LoS, EWS and CBS. This best in class product is expected to assist Banks in meeting their advanced needs for Credit Risk identification, assessment, monitoring and reporting- which is fully in compliance with RBI Regulations and EASE parameters. The year also saw interest from NBFCs and small banks for Model validation and implementation of workflow-based borrower internal rating solution by replacing usual practice of using excel based risk models. NBFCs are now keen to adopt solution based ECL computations. This has positively benefitted the business and the NBFC segment saw several implementations successfully

completed during the year. The Grading business saw demand from Global players as well as from large domestic players using upgraded solutions based on availability of alternate data. Your company received several new orders for Risk Management Products during FY 24 and given the strong demand for such products, it is expected to grow the business well during the coming year.

During the year, ICRA Analytics acquired a majority stake in D2K Technologies India Private Limited - an established provider of software solutions to banks and other financial institutions in India. Backed by deep domain expertise, D2K helps financial institutions meet regulatory compliances, enhance their business processes, improve customer acquisition and retention, and build robust analytical platforms.

ICRA Analytics order book continues to be robust made possible by significant wins from new and existing clients. Apart from extending the out-reach activities, roll-out of new and enhanced solutions like cloud-hosted workflow and analytical solution for corporate treasuries, mutual fund ranking tool, capability assessment of fund management all added to the product repository of your Company. In addition, we will continue to explore new products and services in the area of Risk Management, Data Analytics, Customized Research, Climate Risk and ESG.

ICRA Analytics demonstrates a strong process and compliance orientation, as evident from its ISO27001:2013 and ISO9001:2015 certifications. ICRA Analytics has been certified as a Great Place to Work for CY2024, for the fifth consecutive year.

Subsidiary Companies (including step-down subsidiaries)

At the beginning of the year 2023-24, your Company had five subsidiaries, including one step-down subsidiary. There are no associates and/or joint ventures, as defined under the Companies Act, 2013 (the 'Act').

During the year 2023-24, your Company acquired 100% equity shares of Pragati Development Consulting Services Limited (PDCSL), a step-down wholly-owned subsidiary of your Company held by ICRA Analytics Limited (ICRA Analytics), without any change in ultimate ownership of the Company over the said subsidiaries.

Additionally, consequent to acquisition of a majority stake in D2K Technologies India Private Limited (D2K) by ICRA Analytics, a wholly-owned subsidiary of your Company, D2K has become a step-down subsidiary of your Company.

Further, in the year 2023-24, the Company initiated a voluntary liquidation of its subsidiary, ICRA Lanka Limited, a wholly-owned subsidiary, incorporated in Sri Lanka. The liquidation is currently under process.

In addition to the above, PT. ICRA Indonesia, a subsidiary incorporated in Indonesia, has been liquidated during the year 2023-24.

There has been no material change in the nature of the business of the Company & its subsidiaries during the year 2023-24.

As of March 31, 2024, your Company had the following subsidiaries, including the step-down subsidiary:

S. No.	Name of Subsidiary Companies	Category	Country of Incorporation
1.	ICRA Analytics Limited	Subsidiary	India
2.	Pragati Development Consulting Services Limited	Subsidiary	India
3.	D2K Technologies India Private Limited	Step-down subsidiary	India
4.	ICRA Lanka Limited*	Subsidiary	Sri Lanka
5.	ICRA Nepal Limited	Subsidiary	Nepal

* Under liquidation

Highlights of performance of subsidiary companies and their contribution to the overall performance of the Company during the year 2023-24 are provided in the Management Discussion and Analysis Report, which forms a part of the Annual Report.

The consolidated financial statements of Group ICRA, consisting of ICRA Limited, its subsidiaries, including step-down subsidiary, for the year 2023-24, 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 Act, a statement containing the salient features of the financial statements in Form AOC-1 as per Rule 5 of the Companies (Accounts) Rules, 2014, of the said subsidiaries, is annexed to the consolidated financial statements, prepared in accordance with the prescribed accounting standards.

As required under the provisions of Section 136 (1) of the Act, 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 financial statements of each subsidiary company.

Branches of the Company

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

Board Meetings Held During the Year

During the year, five (5) meetings of the Board of Directors of your Company were held, on May 24, 2023, August 3, 2023, October 20, 2023, January 23, 2024 and March 22, 2024. The details regarding the attendance of Directors at the Board meetings are furnished in the Corporate Governance Report attached as Annexure-II to this Report.

Human Resources

Our Values – I AM ICRA (Innovative, Aspirational, Mutual Trust, Integrity, Client Centric, Respectful and Agile) are at the heart of whatever we do at ICRA. The objective of all people initiatives is to ensure that we are able to achieve our business goals as well as increase the employee engagement levels. During the year, the HR Department continued to work on initiatives, which helped in creating a 'win-win' for the organisation and the employees. Our state-of-art facilities in Ahmedabad and Mumbai (Airoli) were revamped with the objective of creating a more efficient and positive workplace for our employees.

Performance management is a crucial part of the HR process, which helps us to achieve the organisation's objectives. Mid-year performance reviews were introduced, which helped the employee have a fruitful discussion with their Reporting Manager and helped them re-align, to be able to achieve individual's as well as the organisation's goals.

Our compensation and benefits structure aim to attract best talent in the industry and it also contribute towards wellbeing of our employees through range of benefits which include Group Health/Accident Insurance health check-ups, discounted consultation, top-up for insurance cover.

In a knowledge-driven business like ours, we understand that our employees need to have higher analytical rigor and sectoral knowledge and we have introduced programmes to hone the skills and capabilities of the campus and lateral hires. The Organisation Training Matrix was designed and implemented based on the inputs from all the business leaders.

In alignment with the Company's long-term strategic plan, the Management Development Programme was introduced to develop the middle management employees within their enhanced roles as people managers. A focused development plan for enhancing soft skills of junior level employees and for campus hires was also developed and executed. The Annual Talent Review process was implemented, which contributes to succession planning for critical positions. Leadership Accelerator Management Programme (LAMP) - was executed which helped provide a growth framework to individuals identified as High Potential.

During the year, we celebrated various festivals together, which helped us promote collaboration and strengthened bonds between employees. The team get-togethers were also introduced so that the leaders could engage with the team members from different locations, which received good feedback from the employees. Over time, these shared experiences have helped everyone collaborate and work towards achieving a common organisational objective.

Employees Stock Option Scheme (ESOS)

The members of your Company in the Annual General Meeting ("AGM") held on August 9, 2018, by passing a special resolution, adopted a new scheme called the Employees Stock Option Scheme 2018 ('**ESOS 2018**'), in compliance with SEBI (Share-based Employee Benefits) Regulations, 2014, under which an aggregate of 39,993 stock options were proposed to be granted. Permanent employees (excluding promoters and Independent Directors) of your Company and its subsidiaries are eligible to participate in the ESOS 2018. An estimated 39,993 stock options (shares of which are with the ICRA Employees Welfare Trust) may be granted under the ESOS 2018.

During the year, there were no changes in the ESOS 2018. A certificate from the Secretarial Auditors of your Company certifying that the schemes are implemented in accordance with the Securities and Exchange Board of India (Share-Based Employee Benefits and Sweat Equity) Regulations, 2021, and the resolutions passed by the members of the Company will be made available in electronic mode to the members of the Company for inspection at the AGM.

The disclosures in terms of Regulation 14 of the SEBI (Share-Based Employee Benefits and Sweat Equity) Regulations, 2021 read with Circular No CIR/CFD/POLICY CELL/2/2015, dated June 16, 2015, issued by SEBI, are available on the Company's website; the web-link for the same is: <https://www.icra.in/InvestorRelation/ShowCorporateGovernanceFile?id=27>

Particulars of Employees

The disclosure under the provisions of Section 197(12) of the Act, 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 I*). A statement showing the names of the top ten employees in terms of remuneration drawn and other particulars of the employees drawing remuneration in excess of the limits set out in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as well as the names and other particulars of every employee covered under the rule, are available at the registered office of the Company, and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished without any fee.

With regard to the provisions of Section 136(1) of the Act, the Directors' Report, excluding the information provided in compliance with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is being sent to the members of the Company. The said information would be available for inspection, by members, at the registered office of the Company or through electronic mode, during business hours on working days up to the date of the 33rd AGM of the Company. Any member interested in obtaining a copy thereof may write in this regard to the Company Secretary of the Company.

Annual Return

In terms of Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, the Annual Return is available on the Company's website at

<https://www.icra.in/InvestorRelation/ShowAnnualReturnFile?id=685>

Corporate Governance

The report of the Board of Directors of your Company on Corporate Governance is presented as a separate section (*Annexure II*) 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, the Risk Management Committee and other committees of the Board, the number of meetings of the Board and 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') is annexed to the Directors' Report.

Your Company has obtained a certificate from a practising company secretary that none of the Directors on the Board of your Company have been debarred or disqualified from being appointed or are continuing as directors of companies by the SEBI /Ministry of Corporate Affairs or any such statutory authority.

Management Discussion & Analysis

The Management Discussion and Analysis is annexed to the Annual Report (*Annexure III*).

Insider Trading Regulations

The Board of Directors of the Company has adopted the Code of Conduct for prevention of insider trading, the Code of Practises and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, the policy for determination of legitimate purposes, and policy for enquiry in case of the leak of unpublished price sensitive information in compliance with the SEBI's Regulations for Prohibition of Insider Trading, and the same have been uploaded on the Company's website.

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.

Share Capital

As on March 31, 2024, the Company's issued, subscribed and paid-up equity share capital stood at Rs. 965.12 lakhs divided into 96,51,231 equity shares of Rs. 10/- each.

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

As your Company is not involved 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 the 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 the financial statements.

Directors and Key Managerial Personnel

Mr. Arun Duggal, Ms. Ranjana Agarwal, and Ms. Radhika Vijay Haribhakti had been re-appointed as Independent Directors of your Company to hold office for a second term of five consecutive years on the Board of your Company in 2019.

Mr. Duggal and Ms. Agarwal's term as Independent Directors are nearing the end on November 10, 2024, and Ms. Haribhakti's terms as an Independent Director is nearing the end on December 3, 2024. The Board places on record its appreciation for the valuable contributions made by Mr. Duggal, Ms. Agarwal, and Ms. Haribhakti to the Board of your Company.

In order to maintain orderly succession of the Board of Directors, the Nomination & Remuneration Committee has identified the desired attributes for the selection of the Independent Director(s). Basis those attributes, the Nomination & Remuneration Committee has recommended the candidature of Mr. PS Jayakumar, Ms. Anuranjita Kumar, and Mr. Pradip Kanakia for appointment as Independent Directors of the Company.

The Board of Directors of your Company at its meeting held on May 15, 2024 based on the recommendations of the Nomination and Remuneration Committee, recommended the appointment of Mr. Jayakumar and Mr. Kanakia, as Independent Directors on the Board of the Company for a term of five consecutive years effective from November 1, 2024 to October 31, 2029 (both days inclusive), and the appointment of Ms. Kumar as an Independent Director on the Board of the Company for a term of five consecutive years effective from December 1, 2024 to November 30, 2029 (both days inclusive) to the members of the Company for their approval by way of passing a special resolution in the ensuing AGM.

In the opinion of the Board, Mr. Jayakumar, Mr. Kanakia, and Ms. Kumar possesses requisite skills and expertise required for the business and operations of the Company. For details on skills, expertise, competencies of Mr. Jayakumar, Mr. Kanakia, and Ms. Kumar, please refer to the Notice of the 33rd AGM.

Further, pursuant to the provisions of Section 152 of the Act, and the Articles of Association of your Company, Ms. Shivani Priya Mohini Kak is due to retire by rotation, and being eligible, has offered herself for reappointment,

subject to approval by the Members of the Company at the forthcoming AGM.

Further, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee has recommended the appointment of Mr. Brian Joseph Cahill, as a Director of the Company, liable to retire by rotation, with effect from August 1, 2024.

The Board of Directors in its meeting held on May 15, 2024, based on the recommendation of the Nomination and Remuneration Committee has re-appointed Mr. Ramnath Krishnan, as "Managing Director & Group CEO" for a period of three years, effective from October 23, 2024, subject to approval of the members of the Company.

The profiles of Ms. Kak, Mr. Jayakumar, Mr. Kanakia, Ms. Kumar, Mr. Cahill, and Mr. Krishnan are presented in the Notice of the 33rd AGM, as required under the Act, secretarial standards issued by the Institute of Company Secretaries of India on general meetings and the Listing Regulations.

Further, Mr. Michael Foley has resigned as Non-Executive and Non-Independent Director of your Company (inclusive of all membership in any and all Committees of the Board) with effective date of August 1, 2024.

Except for Ms. Ranjana Agarwal, who is serving as a Non-Executive Chairperson and Independent Director on the Board of ICRA Analytics, an unlisted material subsidiary of the Company, and who receives remuneration by way of commission, no other Directors are in receipt of any remuneration or commission from any of the subsidiaries of the Company.

During the financial year 2023-24, there was no change in the key managerial personnel of the Company.

Independent Directors' Declaration

Pursuant to the provisions of Section 149(7) of the Act read with Schedule IV of the Act, the Independent Directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of Act along with rules made thereunder and Regulation 16(1)(b) of the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence and they are independent of the Management. The following Non-Executive Directors of the Company are independent in terms of Section 149(6) of the Act and the Listing Regulations:

Mr. Arun Duggal
 Ms. Ranjana Agarwal
 Ms. Radhika Vijay Haribhakti

Further, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs (IICA) and have passed the proficiency test or avail the exemption from that, as applicable.

Directors' Responsibility Statement

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

- (i) in the preparation of the Annual Accounts for the year ended March 31, 2024, 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 judgments and estimates that are reasonable and prudent 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, to safeguard the assets of the Company and to prevent and detect fraud 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.

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 details of which are mentioned in the Corporate Governance Report annexed to this Report.

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 Board needs to consist of eminent persons of proven competency and integrity with an established track record. Besides having financial literacy, experience, leadership

qualities and the ability to think strategically, the members 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. The 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 are also required to look at strategic planning and policy formulations.

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 positions 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 concerned Director shall be considered in respect of such reappointment. Each Independent Director shall hold office as a member of the Board for a maximum term as per the provisions of the Act and the rules made thereunder, in this regard from time to time, and in accordance with the provisions of the Listing Regulations. The appointment of the 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 Company's business.

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 Directors' Performance Evaluation Policy, thereby setting out the performance evaluation criteria for the Board and its Committees and each Directors' performance, including the Chairman of the Company.

Your Company's Board had undertaken a formal performance evaluation in a comprehensive and structured manner as a part of the strengthening exercise. Based on the recommendations of the Nomination and Remuneration Committee, the Board has adopted a process of receiving anonymous feedback and discussing the same at the meeting to ensure the Directors' collective participation and meaningful discussion over the performance of the Board, its committees, individual Directors and Chairperson of the Board.

Your Company's Board believes that trust in the evaluation process and its confidentiality is critical for the success of the evaluation exercise, therefore, the Board encourages fair and transparent evaluations and maintains anonymity of those providing the feedback.

During the evaluation process, various suggestions were made by individual Board members to further enhance the effectiveness of your Company's Board. The results of the feedback were discussed with the Board and its respective committee members. Individual feedback was shared by the Chairman with each Board member separately.

The Board of Directors of the Company believes 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 directors' performance evaluation.

The Board of Directors acknowledges that Independent Directors on the Board have integrity and possess expertise and experience, including proficiency.

Auditors

In terms of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014 (as amended), M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022) ("BSR") were appointed as the Statutory Auditors of your Company for a consecutive period of five (5) years at the 28th AGM to hold office until the conclusion of the 33rd AGM and accordingly will complete their present term on conclusion of the ensuing AGM. Your Board places on record its appreciation for the services of BSR during their tenure as the Statutory Auditors of your Company.

The Report given by the Statutory Auditors on the Standalone Financial Statements of the Company and the Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, forms a part of this Annual Report. There have been no qualification, reservation, adverse remarks or disclaimer given by the Statutory Auditors in their Report, which calls for any explanation.

The disclosures relating to fees paid/payable to BSR have been made in the Corporate Governance Report annexed to this Report.

The Board of Directors of the Company, on recommendation of the Audit Committee, has recommended the appointment of Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 117365W) ("Deloitte") as the Statutory Auditors of the Company, in place of retiring auditors BSR, for a period of five (5) years, to hold office from the conclusion of the 33rd AGM till the conclusion of the 38th AGM. Deloitte has consented to the said appointment, and have confirmed that their appointment, if made, would be within the limits laid down by or under the authority of the Act. Further, they have confirmed their eligibility and qualification required under the Act for holding the office as Statutory Auditors of the Company.

A resolution seeking their appointment forms a part of the Notice convening the 33rd AGM and the same is recommended for consideration and approval of the Members of the Company.

Comments on Auditors' Report

The notes to the financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

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

Secretarial Audit

The Board of Directors of the Company has appointed M/s. Chandrasekaran Associates, Company Secretaries, as the Secretarial Auditor of the Company for the financial year 2023-24 in terms of Section 204 of the Act and Regulation 24A of the Listing Regulations. The Secretarial Audit Report for financial year 2023-24 has been annexed to this Report (*Annexure IV*). The Secretarial Audit Report does not contain any qualifications, reservation, disclaimer or advise remark.

M/s. Chandrasekaran Associates, Company Secretaries, is also a secretarial auditor of a material subsidiary of the Company, ICRA Analytics. The Secretarial Audit Report as received from them for financial year 2023-24, is also annexed to this Report (*Annexure IV-A*).

Transfer to Reserves

Your Company proposes not to transfer any amount to the General Reserve.

Dividend

The Board of Directors recommends for approval of the members at the forthcoming AGM, payment of dividend of Rs. 100 per equity share of the face value of Rs. 10 each for the financial year ended March 31, 2024, which includes a special dividend of Rs. 60 per equity share. If the members approve the dividend at the ensuing AGM, the dividend shall be paid to: (i) all those members whose names appear in the Register of Members as on July 19, 2024 (Record Date); and (ii) all those Members whose names appear as beneficial owners as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the close of business hours as on that date.

Dividend Distribution Policy

Your Company has formulated a Dividend Distribution Policy ("the Policy") pursuant to Regulation 43A of the Listing Regulations. The objective of the Policy is to maintain stability in the dividend pay-out of the Company, subject to the applicable laws, and to ensure a regular dividend income for the members and long-term capital appreciation for all stakeholders of the Company.

Your Company would ensure to strike the right balance between the quantum of dividend paid and the amount of profits retained in the business for various purposes. The Board of Directors refers to this Policy while declaring/recommending dividends on behalf of the Company. Through this Policy, the Company would try to maintain a

consistent approach to dividend pay-out plans, subject to the applicable laws. The Policy has been uploaded on the website of your Company at:

<https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport?id=7®ulatoryDisclosureReportId=478>

Transfer to Investor Education and Protection Fund

The Company sends reminder letters to all members whose dividends are unclaimed 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 2023-24, the unclaimed dividend amount of Rs. 106,951 towards the unpaid dividend account of the Company for the financial year 2015-16 was transferred to the Investor Education and Protection Fund ("IEPF"). The said amount had remained unclaimed for seven (7) years, despite reminder letters having been sent to each of the members concerned.

Pursuant to Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and its amendments, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more, shall be transferred by the Company in the demat account of Investor Education and Protection Fund Authority ("the Authority") within a period of 30 days of such shares becoming due to be transferred to the IEPF, as per the procedure mentioned in the said Rules. Accordingly, your Company has transferred 54 equity shares to the demat account of the Authority in accordance with the provisions of the Act and rules made thereunder. All benefits accruing on such shares viz. bonus shares, split, consolidation, fraction shares etc., except any right issue, shall also be credited to such a demat account.

Members may note that unclaimed dividend and shares transferred to the demat account of the Authority can be claimed back by them from the Authority by following the procedure mentioned in the said Rules.

Risk Management Policy

Your Company has formulated a risk management policy. The policy is a formal acknowledgment of the commitment of your Company to risk management. The aim of the policy is not to have the risk eliminated completely from the Company's activities, but rather to ensure that every effort is made by the Company to manage risks appropriately to maximise potential opportunities and minimise the adverse effects of risk. The Board and the Risk Management Committee monitor and review the risk management plan. At Present, in the opinion of the Board of Directors, there are no risks which may threaten the existence of the Company.

Risks and concerns are discussed in Section E of the Management Discussion and Analysis Report.

Internal Control System and their Adequacy

Your Company has an internal control system, commensurate with its size, nature of its business and complexities of its operations. The Board of Directors of your Company has adopted policies and procedures for ensuring the orderly and efficient conduct of your Company's business. The Board of Directors of your Company has laid down Internal Financial Controls to provide reasonable assurance with regard to recording and providing reliable financial and operational information, adherence to the Company's policies, safeguarding of assets and prevention and detection of frauds and errors, the accuracy and completeness of accounting records and timely preparation of reliable information. The Board and the Audit Committee regularly evaluate internal financial controls.

Corporate Social Responsibility

Your Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Act. The CSR policy has been devised on the basis of the recommendations made by the CSR Committee. The composition of the CSR Committee, the CSR policy of the Company, details about the development and implementation of the policy and initiatives taken by the Company during the year as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, have been annexed to this report (*Annexure V*).

Business Responsibility and Sustainability Report

Your Company, in accordance with the provisions of Regulation 34(2)(f) of the Listing Regulations has prepared a Business Responsibility and Sustainability Report for the year 2023-24 (BRSR). The BRSR is an effective compliance and communication tool for a company's non-financial disclosures and is the next step in mandatory Environmental, Social and Governance (ESG) reporting in India. The BRSR describes the initiatives taken by your Company from the ESG perspective. The BRSR has been annexed to this report (*Annexure VI*) and forms a part of the Director's Report.

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, 2024. Considering the amendments to definition of the related parties effective from April 1, 2022, under the Listing Regulations, transactions between the unlisted material subsidiary of the Company, ICRA Analytics, and Moody's Corporation (including its affiliates) ("Moody's entities") for providing data outsourcing, research and IT support services, were approved by the members of the Company as per the Listing Regulations, as the transaction(s) exceeds 10% of the annual consolidated turnover of previous financial year. The transactions are in the ordinary course of business of the concerned subsidiary and at an arm's length basis. Except for this transaction, there have been no material-related party transactions as per Section 188(1) of

the Act and as per Regulation 23 of the Listing Regulations. The required disclosures of information in Form AOC-2 in terms of Section 188 of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014, are 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 has constituted an Internal Committee for prevention and redressal of sexual harassment at the workplace, separately for all the branches. The Company has not received any complaints during the financial year ended March 31, 2024. The disclosures in relation to The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013 have also been made in the Corporate Governance Report.

Deposits

The Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

Maintenance of Cost Records

The Company is not required to maintain cost records as per sub-section (1) of Section 148 of the Act.

Particulars of Loans, Guarantees and Investments

The particulars of loans, guarantees and investments are disclosed in the financial statements for the year ended March 31, 2024. During the year no security has been provided as per Section 186 of the Act.

Vigil Mechanism/Whistle-Blower Policy

Your Company has established a vigil mechanism in compliance with the provisions of Section 177 (9) of the Act, and Regulation 22 of the Listing Regulations. It has also adopted a Whistle-Blower Policy to report unethical/illegal/improper behaviour. Your Company has made employees aware of the Whistle-Blower Policy to enable them to report instances of leak of unpublished price-sensitive information.

The said Policy also provides for adequate safeguards against victimisation of persons who use such vigil mechanism and makes provision for direct access to the chairperson of the Audit Committee in exceptional cases. Further, no stakeholders have been denied access to the Audit Committee.

Composition of the Audit Committee

Your Company has constituted an Audit Committee, the composition of which has been provided in the Corporate Governance Report. During the financial year 2023-24, the Board accepted all the recommendations of the Audit Committee.

Secretarial Standards

During the year under review, the Company complied with all the applicable provisions of Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs, Government of India.

Proceeding under Insolvency and Bankruptcy Code, 2016

The Company has not filed any application or no proceeding is pending against the Company under the Insolvency and Bankruptcy Code, 2016, during the financial year 2023-24.

Details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof

The Company has not made any one-time settlement with the banks or financial institutions, therefore, the same is not applicable.

Litigations

There are certain pending cases against your Company which are sub justice in court.

Besides this, the Company had filed an appeal before the Hon'ble Securities Appellate Tribunal (the 'SAT'), challenging the adjudication order in respect of an adjudication proceeding initiated by SEBI in relation to the credit ratings assigned to one of the Company's customers and the customer's subsidiaries (the 'Impugned Order') and had also filed an appeal challenging the SEBI enhancement order before the SAT.

Significant and Material orders passed by the Regulators or Courts

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and operations of the Company in future.

Acknowledgements

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

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

For and on behalf of the Board of Directors

(Arun Duggal)

Chairman

DIN: 00024262

Place: Kolkata

Date: May 23, 2024

Annexure I

Information pursuant to Section 197(12) of Companies Act, 2013 read with 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 2023-24 and the percentage increase in remuneration of each Director and Key Managerial Personnel during the financial year 2023-24:

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	Independent Director	1.33:1	Nil
Ms. Ranjana Agarwal	Independent Director	1.06:1	Nil
Ms. Radhika Vijay Haribhakti	Independent Director	1.06:1	Nil
Mr. Michael Foley	Non- Executive and Non-Independent	Not Applicable ¹	Not Applicable ¹
Ms. Wendy Huay Huay Cheong	Non- Executive and Non-Independent	Not Applicable ¹	Not Applicable ¹
Ms. Shivani Priya Mohini Kak	Non- Executive and Non-Independent	Not Applicable ¹	Not Applicable ¹
Mr. Stephen Arthur Long	Non- Executive and Non-Independent	Not Applicable ¹	Not Applicable ¹
Mr. Ramnath Krishnan	Managing Director & Group CEO	33.53:1	25.52%
Mr. Amit Kumar Gupta	General Counsel	Not Applicable	14.74%
Mr. Venkatesh Viswanathan*	Group Chief Financial Officer	Not Applicable	**
Mr. S. Shakeb Rahman	Company Secretary	Not Applicable	45.66%

¹Non-Executive Non-Independent Directors have waived sitting fees and also waived commission payable to them for the financial year 2023-24.

*Appointed as Group Chief Financial Officer with effect from August 30, 2022.

**Remuneration received in FY 2023-24 is not comparable with remuneration for FY 2022-23 (for part of the year) and hence not stated.

- (ii) The percentage increase in the median remuneration of employees for the financial year 2023-24 was 14.21%.
- (iii) The number of permanent employees on the rolls of the Company as of March 31, 2024 was 405
- (iv) Average percentage increase in the median salaries of employees other than the managerial personnel (including KMP) in the last financial year was 13.94% and the increase in the median managerial remuneration of Key Managerial Personnel (KMP) was 10.53%. The compensation strategy has taken into account (i) employee and company performance; and (ii) progressive talent management practices to enhance our ability to retain and attract talent.
- (v) The remuneration paid during the financial year 2023-24 is as per the Remuneration Policy of the Company.

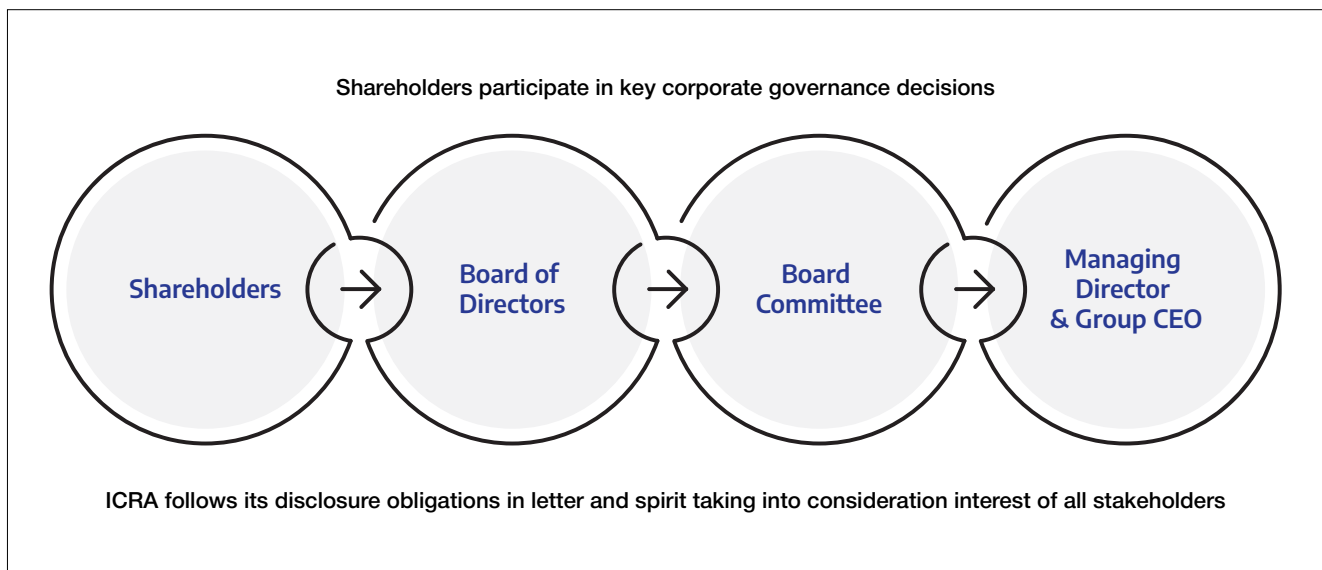
Annexure II

Corporate Governance Report

A. Company's Philosophy on Corporate Governance

Good governance encompasses the 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 the exercise of proper control over the Company's assets and transactions.

Shareholders are the top of the decision-making process



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. The members are expected to be individuals with vision, leadership qualities and a strategic bent of mind with proven competence and integrity.

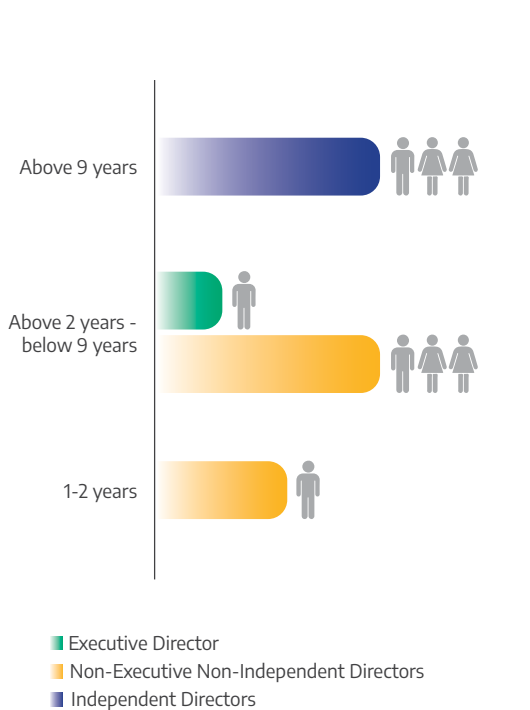
Each member of the Board of Directors of your Company is expected to ensure that his/her personal interest is not in conflict with your Company's interests. Moreover, each member is expected to use his/her professional judgment to maintain both the substance and the appearance of independence and objectivity.

(ii) Composition of the Board

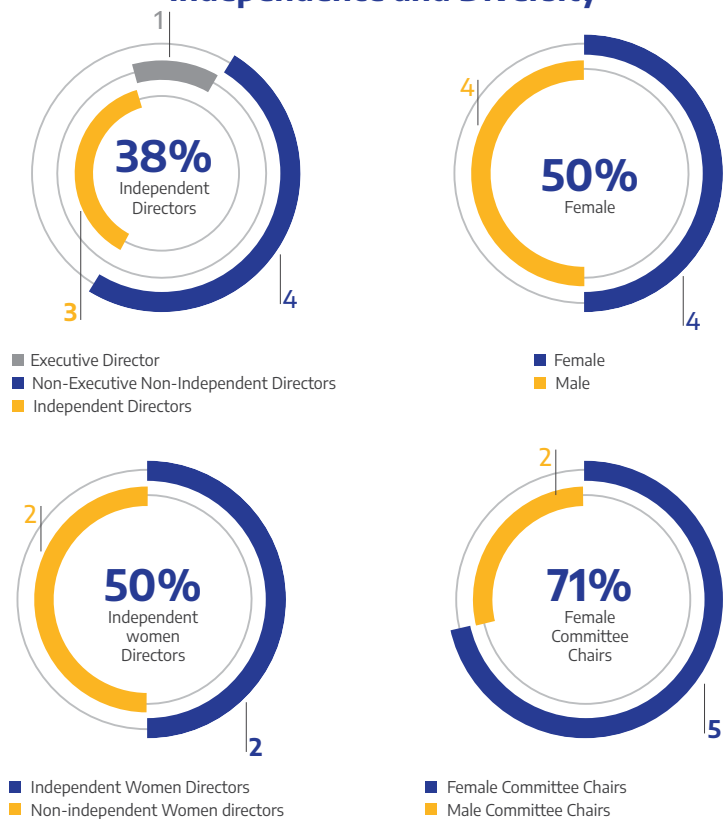
The Board of Directors of your Company has an optimum combination of Executive and Non-Executive Directors with a balanced structure.

As on the date of this report, the Board consists of eight (8) members, one of whom is an Executive Director. Of the seven Non-Executive Directors, including four women Directors, three are Independent Directors and four Non-Executive Non-Independent Directors. The Chairman of the Board is a Non-Executive and Independent Director. Your Company believes in a balanced governance structure with the separation of the posts of a chairperson and a chief executive officer. Your Company acknowledges that while all directors have equal fiduciary responsibilities, appointing a Non-Executive and Independent Director as Chairman of the Board facilitates better engagement of, and by, the Independent Directors on the Board. The number of Non-Executive Directors is more than 50% of the total number of Directors.

Board Tenure



Independence and Diversity



Your Company believes that diverse backgrounds and perspectives improve Board decision-making and effectiveness. The Board has diversity with respect to gender, ethnicity, race, nationality, and age. It reviews its composition, diversity, structure, and other characteristics of effectiveness.

In compliance with Regulation 17A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), none of the Directors of your Company are serving in more than seven (7) listed entities and none of the Independent Directors of your Company serve as an Independent Director in more than seven (7) listed entities. It also specifies that the Managing Director or Whole-time Director in any listed entity, would not serve

as an Independent Director in more than three (3) listed entities. The Managing Director of your Company does not serve as an Independent Director in any listed entity.

None of the Directors on the Board of your Company are members of more than ten (10) committees or chairpersons of more than five (5) committees, considering all the companies in which they are named directors - in compliance with Regulation 26(1) of the Listing Regulations.

The composition of the Board as on the date of this report and the other directorships (inclusive of Board committee assignments with respect to the Company and other companies) held, as on the date of this report by each of the Directors, is set out in the following table:

Name of Director	Category of Director	Relationship with Other Directors inter se	Directorship in Other Companies ¹	No. of Board Committee(s) of which he/she is a Member ²	No. of Board Committee(s) of which he/she is Chairman/Chairperson ²	Directorship in Other Companies (Category)
Mr. Arun Duggal DIN: 00024262	Chairperson- Non-Executive Independent Director	None	4	7	3	<ul style="list-style-type: none"> ITC Limited (Non-Executive Independent Director) Davenport Management Consultants Services Private Limited (Director) Dr. Lal PathLabs Limited (Non-Executive Independent Director) ASK Automotive Limited (Non-Executive Independent Director)
Ms. Ranjana Agarwal DIN: 03340032	Non-Executive Independent Director	None	6	5	1	<ul style="list-style-type: none"> Indag Rubber Limited (Non-Executive Independent Director) Indo Rama Synthetics (India) Limited (Non-Executive Independent Director) ICRA Analytics Limited (Chairperson, Non-Executive Independent Director) KDDL Limited (Non-Executive Independent Director) RBL Bank Limited (Non-Executive Independent Director)
Ms. Radhika Vijay Haribhakti DIN: 02409519	Non-Executive Independent Director	None	7	8	1	<ul style="list-style-type: none"> EIH Associated Hotels Limited (Non-Executive Independent Director) Navin Fluorine International Limited (Non-Executive Independent Director) Torrent Power Limited (Non-Executive Independent Director) Bajaj Finance Limited (Non-Executive Independent Director) Bajaj Finserv Limited (Non-Executive Independent Director) NOCIL Limited (Non-Executive Independent Director) BIP India Infra Projects Management Services Private Limited (Non-Executive Independent Director)
Mr. Michael Foley ³ DIN:08583960	Non-Executive Non-Independent Director	None	3	None	None	<ul style="list-style-type: none"> Moody's Singapore Pte Ltd (Director) Moody's Investors Service Singapore Pte Ltd (Director) Vietnam Investors Service and Credit Rating Agency Joint Stock Company (Member of the Board of Management)
Ms. Wendy Huay Huay Cheong DIN: 08927070	Non-Executive Non-Independent Director	None	16	1	None	<ul style="list-style-type: none"> Korea Investors Service, Inc. (Director) Malaysian Rating Corporation Berhad (Director) MARC Solutions Sdn. Bhd. (Director) Moody's Investors Service Hong Kong Limited (Director) Moody's Investors Service Pty Limited (Director) Moody's Japan K.K. (Director) Moody's SF Japan K.K. (Director) Moody's Group Australia Pty Ltd (Director) Moody's Asia Pacific Limited (Director) Moody's Company Hong Kong Limited (Director) Moody's Singapore Pte Ltd (Director) Moody's Investors Service (Korea) Inc. (Director) Moody's Investors Service Singapore Pte. Ltd. (Executive Director and Chief Executive Officer) Moody's Asia-Pacific Group (Singapore) Pte. Ltd. (Director) China Chengxin International Credit Rating Co., Ltd. (Director) Vietnam Investors Service and Credit Rating Agency Joint Stock Company (Member of the Board of Management)
Ms. Shivani Priya Mohini Kak DIN: 09486147	Non-Executive Non-Independent Director	None	None	1	1	None
Mr. Stephen Arthur Long DIN: 09595066	Non-Executive Non-Independent Director	None	5	None	None	<ul style="list-style-type: none"> Midroog Limited (Director) Moody's Investors Service Middle East Limited (Director) Moody's Investors Service Limited (Director) Moody's France SAS (Director) Moody's Deutschland GmbH (Director)
Mr. Ramnath Krishnan DIN: 09371341	Managing Director & Group CEO	None	None	1	None	None

Notes:

¹Including private companies and foreign companies.

²Including membership / chairmanship only of the Audit Committee(s) and Stakeholders Relationship Committee(s).

³Mr. Michael Foley has resigned as Non-Executive and Non-Independent Director of your Company (inclusive of all membership in any and all Committees of the Board) with effective date of August 1, 2024 vide email dated May 8, 2024.

None of the Directors of your Company were holding any shares of your Company as on March 31, 2024.

(iii) Board Meetings / Annual General Meeting

During the financial year 2023-24, the Board of Directors of your Company met five (5) times – on May 24, 2023, August 3, 2023, October 20, 2023, January 23, 2024 and March 22, 2024. Prior to each meeting, comprehensive agenda papers, along with the explanatory notes, were sent to all the Directors in advance. At some instances, documents were presented at the meeting and presentations were also made by the respective executives to the meeting on matters within their respective functional areas or areas of expertise. Sufficient time is allocated for discussions and deliberations at the meeting.

The Board of Directors are granted the facility to attend the meetings via video conferencing (“VC”) or other audio-visual means (“OAVM”), in accordance with the provisions of Companies Act, 2013 (the “Act”) and the rules made thereunder. The conduct of these meetings

adheres to the adequate safeguards on security and confidentiality of discussions. Furthermore, all procedures stipulated under the Secretarial Standards and other legal requirements were diligently followed during the course of these meetings.

In compliance with the General Circulars No. 14/2020, No. 17/2020, No. 20/2020, No. 02/2021, No. 2/2022, No. 10/2022 and No. 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively issued by the MCA, read with the SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 and No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 respectively, the previous Annual General Meeting (“AGM”) was held through VC/OAVM on August 3, 2023. Details regarding the attendance of Directors at the Board meetings and the AGM held during the year 2023-24 are presented in the following table.

Name of the Director	Attended the last AGM held on August 3, 2023	Board Meetings					No. of meetings attended	% of attendance
		No. (1) May 24, 2023	No. (2) August 3, 2023	No. (3) October 20, 2023	No. (4) January 23, 2024	No. (5) March 22, 2024		
Mr. Arun Duggal	Yes	Yes	Yes	Yes	Yes	Yes	5/5	100%
Ms. Ranjana Agarwal	Yes	Yes	Yes	Yes	Yes	Yes	5/5	100%
Ms. Radhika V. Haribhakti	Yes	Yes	Yes	Yes	Yes	Yes	5/5	100%
Mr. Michael Foley	Yes	Yes	Yes	Yes	Yes	Yes	5/5	100%
Ms. Wendy Huay Huay Cheong	Yes	Yes	Yes	Yes	Yes	Yes	5/5	100%
Ms. Shivani Priya Mohini Kak	Yes	Yes	Yes	Yes	Yes	Yes	5/5	100%
Mr. Stephen Arthur Long	Yes	Yes	Yes	Yes	Yes	Yes	5/5	100%
Mr. Ramnath Krishnan	Yes	Yes	Yes	Yes	Yes	Yes	5/5	100%

Capacity of Board Member

Independent

Non-independent – Non-Executive/ Executive

The necessary quorum was present at all the meetings.

(iv) Membership Term and Retirement Policy

As per the provisions of the Act, at every AGM, 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. As on the date of this report, there are four Directors on the Board of your Company whose office is liable to retire by rotation.

The Directors to retire by rotation at every AGM would be those who have been in office for the longest period, since their last appointment, but between people who became a Director on the same day, those who are to retire would (unless they otherwise agree among themselves) be determined by lots. A retiring Director shall be eligible for a 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. This Code of Conduct has been uploaded on the website of the Company at:

<https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport?id=12®ulatoryDisclosureReportId=23>

All the members of the Board and the Senior Management personnel of your Company have affirmed their compliance with the Code of Conduct for the year ended March 31, 2024.

(vi) Familiarisation Programme for Independent Directors

In compliance with the Listing Regulations, your Company administers a familiarisation programme for Independent Directors in which the Managing Director and the executives of ICRA and Group ICRA entities briefs the Independent Directors on various aspects, including Company's business model, the nature of the industry in which they operate, and their business environment, performance trends, operating/competitive issues and plans. The Company actively encourages Independent

Directors to attend relevant external training programmes to enhance their knowledge and skills. Additionally, at various Board/committee meetings, presentations are delivered to the Board/committee by external experts and/or a senior management of your Company on topics such as Indian economy, debt markets, global regulatory environments, and changes in the regulatory environment applicable to the Company and to the industry in which it operates. Comprehensive details regarding the familiarisation programme have been disclosed on the website of the Company at:

<https://www.icra.in/InvestorRelation/ShowDisclosuresUnderRegulationFile?Id=12>

(vii) Skills, expertise and competence of the Board of Directors

The Board of Directors of your Company is constituted by professionals who collectively possess a wide array of skills and experience stemming from diverse sectors. This rich diversity not only enriches the governance framework but also enhances the Board's decision-making. The current composition of the Board is deemed satisfactory as it embodies a balanced blend of knowledge, skills, expertise and attributes in the context of the Company's business and activities for the effective functioning of the Board:



The Board of Directors who have such skills, expertise and competence are:

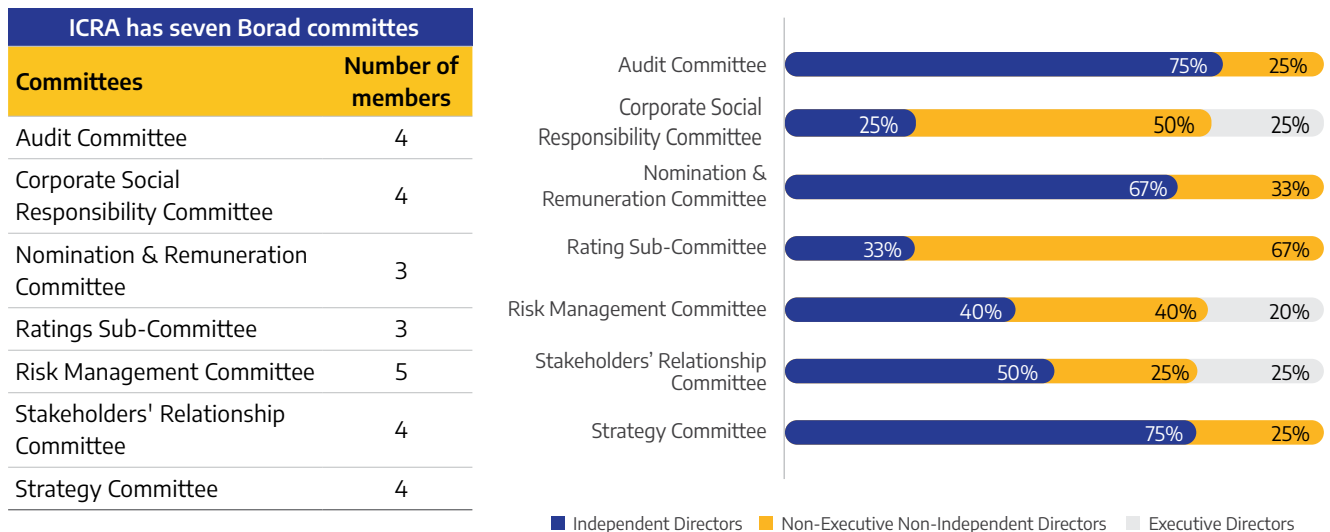
Directors/Skills	Mr. Arun Duggal	Ms. Ranjana Agarwal	Ms. Radhika Vijay Haribhakti	Mr. Michael Foley	Ms. Wendy Huay Huay Cheong	Ms. Shivani Priya Mohini Kak	Mr. Stephen Arthur Long	Mr. Ramnath Krishnan
General Management (100%)	√	√	√	√	√	√	√	√
Responsible business & sustainability (100%)	√	√	√	√	√	√	√	√
Business Strategy (87.5%)	√	-	√	√	√	√	√	√
Corporate Governance (100%)	√	√	√	√	√	√	√	√
Financial Analysis & Reporting (75%)	√	√	√	√	-	-	√	√
Accounting & Financial Expertise (62.5%)	√	√	√	-	√	-	-	√
Risk Management (75%)	√	√	√	-	-	√	√	√
Regulatory Framework (75%)	√	√	√	√	-	√	√	-

(viii) Independent Directors

In the opinion of the Board of Directors of your Company, the Independent Directors of the Company fulfil the conditions specified in the Listing Regulations and are independent of the management.

C. Board Committees

In compliance with the requirements under the Act, the Listing Regulations, and other applicable laws, the Board has constituted the following committees of the Board. The committees meet as often as necessary, subject to the minimum number and frequency stipulated by the Board of Directors or as prescribed under the Act, and the Listing Regulations.



The composition of the various committees as on March 31, 2024, the number of meetings held by each committee and the average attendance during the financial year 2023-24 are given below.

Audit Committee

	Chairperson — Ms. Ranjana Agarawal	Independent Director	Number of meetings in 2023-24 5 Average attendance in 2023-24 100%
	Other Members — Mr. Arun Duggal Ms. Radhika Vijay Haribhakti Ms. Wendy Huay Huay Cheong	Independent Director Independent Director Non-Executive Non-Independent Director	



Corporate Social Responsibility Committee

	Chairperson — Ms. Ranjana Agarawal	Independent Director	Number of meetings in 2023-24 1 Average attendance in 2023-24 100%
	Other Members — Ms. Shivani Priya Mohini Kak Mr. Michael Foley Mr. Ramnath Krishnan	Non-Executive Non-Independent Director Non-Executive Non-Independent Director Executive Director	

Nomination & Remuneration Committee

	Chairperson — Ms. Radhika Vijay Haribhakti	Independent Director	Number of meetings in 2023-24 3 Average attendance in 2023-24 100%
	Other Members — Ms. Ranjana Agarawal Ms. Wendy Huay Huay Cheong	Independent Director Non-Executive Non-Independent Director	


Ratings Sub-Committee

	Chairman — Mr. Michael Foley	Non-Executive Non-Independent Director	Number of meetings in 2023-24 4 Average attendance in 2023-24 100%
	Other Members — Mr. Arun Duggal Mr. Stephen Arthur Long	Independent Director Non-Executive Non-Independent Director	


Risk Management Committee

	Chairman — Mr. Stephen Arthur Long	Non-Executive Non-Independent Director	Number of meetings in 2023-24 3 Average attendance in 2023-24 100%
	Other Members — Ms. Ranjana Agarawal Ms. Radhika Vijay Haribhakti Ms. Shivani Priya Mohini Kak Mr. Ramnath Krishnan	Independent Director Independent Director Non-Executive Non-Independent Director Executive Director	

Stakeholders' Relationship Committee

	Chairperson — Ms. Shivani Priya Mohini Kak	Non-Executive Non-Independent Director	Number of meetings in 2023-24 1 Average attendance in 2023-24 100%
	Other Members — Ms. Ranjana Agarawal Mr. Arun Duggal Mr. Ramnath Krishnan	Independent Director Independent Director Executive Director	

Strategy Committee

	Chairperson — Ms. Wendy Huay Huay Cheong	Non-Executive Non-Independent Director	Number of meetings in 2023-24 1 Average attendance in 2023-24 100%
	Other Members — Mr. Michael Foley Mr. Stephen Arthur Long Mr. Ramnath Krishnan	Non-Executive Non-Independent Director Non-Executive Non-Independent Director Executive Director	

Audit Committee

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

The terms of reference of the Audit Committee, inter-alia, include the following:

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 that necessary.

B. Role of Audit Committee

1. Present an 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. Recommend for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approve payment to statutory auditors for any other services rendered by the statutory auditors;
4. Review, 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 Act.
 - 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. Modified opinion(s) in the draft audit report.
5. Review, with the management, the quarterly financial statements before submission to the Board for approval;
6. Review, 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 issue or rights issue or preferential issue or qualified institutions placement 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. Approve any subsequent modification of transactions of the Company with related parties;
9. Scrutinise inter-corporate loans and investments;
10. Conduct valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluate internal financial controls and risk management systems;
12. Review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Review 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. Discuss with internal auditors of any significant findings and follow up thereon;
15. Review 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. Discuss 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;
17. 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. Review the functioning of the whistle blower mechanism;
19. Approve appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

20. Attend through the Chairman, the AGM of the Company to answer shareholders' queries;
21. Carry out any other function as is mentioned in the terms of reference of the Committee;
22. Review the utilisation of loans and/or advances from/investment by the Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/investments existing as on the date of coming into force of this provision i.e., April 1, 2019;
23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
3. Internal audit reports relating to internal control weaknesses;
4. The appointment, removal and terms of remuneration of the chief internal auditor; and
5. Statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of regulation 32(1) of the Listing Regulations.
 - b. annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/notice in terms of regulation 32(7) of the Listing Regulations.

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. Management letters/letters of internal control weaknesses issued by the statutory auditors;

The Audit Committee met five (5) times during the year 2023-24: on May 24, 2023, August 2, 2023, October 20, 2023, January 23, 2024 and March 22, 2024. The members of the Audit Committee are provided with the facility to attend the meetings through VC/OAVM. The following table presents, besides the composition of the Audit Committee as on March 31, 2024, the details of attendance at the meetings held during the financial year 2023-24.

Composition of Audit Committee			Audit Committee Meetings					No. of meetings attended	% of attendance
Name of the Director	Category	Position	No. (1) May 24, 2023	No. (2) August 2, 2023	No. (3) October 20, 2023	No. (4) January 23, 2024	No. (5) March 22, 2024		
Ms. Ranjana Agarwal	Non-Executive Independent Director	Chairperson	Yes	Yes	Yes	Yes	Yes	5/5	100%
Mr. Arun Duggal	Chairman, Non-Executive Independent Director	Member	Yes	Yes	Yes	Yes	Yes	5/5	100%
Ms. Radhika Vijay Haribhakti	Non-Executive Independent Director	Member	Yes	Yes	Yes	Yes	Yes	5/5	100%
Ms. Wendy Huay Huay Cheong	Non-Executive Non-Independent Director	Member	Yes	Yes	Yes	Yes	Yes	5/5	100%

The necessary quorum was present at all the meetings.

The committee invites executives at its meeting as it considers appropriate such as representatives of the statutory auditors and internal auditors.

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 meetings.

The Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company held on August 3, 2023.

Corporate Social Responsibility Committee

Your Company has constituted the CSR Committee to comply with the requirements under Section 135 (1) of the Act. The CSR Committee is headed by Ms. Ranjana Agarwal, Independent Director.

The terms of reference of the CSR Committee, inter-alia, include the following:

- the Committee shall recommend CSR programme or projects or activities to be undertaken in areas identified by the Committee in compliance with the Act and with the approval of the Board and in accordance with the CSR policy and the CSR mission and processes laid down by the Board in this regard.
- the Committee shall recommend allocation of funds to the Board.
- the Committee shall recommend the amount of expenditure to be incurred on the activities referred to in CSR policy.
- the Committee shall recommend the transfer of unspent amount referred to in CSR policy to a fund specified in schedule VII of the Act, within a period of six months of the expiry of the financial year.
- the Committee shall recommend to the Board the amount of administrative overheads referred to in the CSR policy.
- the Committee shall review the progress of CSR activities at least once a year.
- the Committee shall submit an annual report on CSR to the Board.
- the Committee shall monitor the implementation of the CSR policy from time to time and set up a transparent monitoring mechanism in relation to the same.
- the Committee shall develop monitoring mechanism to monitor corporate social responsibility programmes on a periodic basis.
- the Committee shall formulate and recommend to the Board, the annual action plan in pursuance of the CSR policy.
- the Committee shall undertake impact assessment through an independent agency as required under the Act.
- the Committee shall review the corporate social responsibility policy annually and recommend any proposed changes to the Board for approval.
- the Committee may recommend to the Board for setting off the excess amount spent against the CSR spent of the financial year(s), following the financial year of excess spend.
- the Committee shall endorse the UN Sustainable Development Goals' ("SDGs") set out on an ongoing basis.
- the Committee shall review any statutory performance obligations on Sustainability/Environmental, Social and Governance ("ESG")/Business Responsibility and Sustainability Report ("BRSR").
- the Committee shall recommend the BRSR report to the Board for approval.
- the Committee shall undertake such other items or matters as prescribed under applicable laws or prescribed by the Board in compliance with applicable laws from time to time.
- the Committee shall review and reassess the adequacy of CSR Charter annually and recommend any proposed changes to the Board for approval.

During the year 2023-24, the CSR Committee met once: May 23, 2023.

The following table presents the composition of the CSR Committee as on March 31, 2024 and the details of attendance at the CSR Committee meeting held during the year 2023-24.

Composition of Corporate Social Responsibility Committee			Corporate Social Responsibility Committee Meetings		No. of meetings attended	% of attendance
Name of the Director	Category	Position	No. (1) May 23, 2023			
Ms. Ranjana Agarwal	Non-Executive Independent Director	Chairperson	Yes		1/1	100%
Mr. Michael Foley	Non-Executive Non- Independent Director	Member	Yes		1/1	100%
Ms. Shivani Priya Mohini Kak	Non-Executive Non- Independent Director	Member	Yes		1/1	100%
Mr. Ramnath Krishnan	Executive Director	Member	Yes		1/1	100%

The necessary quorum was present at all the meetings. The Company Secretary of your Company is the Secretary to the CSR Committee.

Nomination and Remuneration Committee

The Board of Directors of your Company has formed the Nomination and Remuneration Committee, headed by Ms. Radhika Vijay Haribhakti, Independent Director.

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

The terms of reference of the Nomination and Remuneration Committee, inter-alia, include the following:

1. 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;
2. recommend to the 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;
3. recommend to the Board all remuneration, in whatever form, payable to senior management;
4. review the Company's succession plan on an annual basis and recommend to the Board for approval;
5. for every appointment of an Independent Director, evaluate the balance of skills, knowledge and experience on the board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
6. formulate the criteria for evaluation of Independent Directors and the Board;
7. recommend to the Board whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
8. specify the manner for effective evaluation of performance of the Board, its committees and individual Directors to be carried out either by the Board, by the Committee or by any an independent external agency and review its implementation and compliance;
9. devise policy on Board diversity;
10. formulate the criteria for determining qualifications, positive attributes and independence of a Director;
11. attend through the chairperson, general meeting of the Company to answer shareholders' queries;
12. formulate detailed terms and conditions of any employee stock option scheme in terms of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and other applicable laws;
13. determine the eligibility of an employee for participation under any employee stock option scheme and to grant options thereunder based on, inter alia, the following criteria:
 - a. Performance of the employee in contributing to business results, organizational strength and market position of the Company;
 - b. Employee's potential and criticality to the role(s) assigned;
 - c. Level in the Company/Subsidiary; and
 - d. Any other criteria that may be determined by the Committee from time to time.
14. determine the quantum of options to be granted under any employee stock option scheme per employee and in aggregate;
15. determine the number of shares to be covered by each such option granted under any employee stock option scheme;
16. approve forms of agreement for use under any employee stock option scheme;
17. 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 granted under any employee stock option scheme, including conditions for lapse of options and to specify and determine such additional terms, conditions and restrictions not inconsistent with the terms of any employee stock option scheme and/or any options as may be deemed necessary or appropriate to ensure compliance with the applicable laws;

18. grant waiver of and variations in the terms, conditions, restrictions and limitations under any employee stock option scheme and amend or adjust the terms and conditions of any option outstanding thereunder, correct any errors, supply any omissions or reconcile any inconsistencies in any employee stock option scheme, any employee stock option agreement or any other instrument relating to any options granted pursuant to any employee stock option scheme;
19. formulate the conditions under which any options granted pursuant to any employee stock option scheme that have vested in employees may lapse in case of termination of employment for misconduct;
20. construe and interpret any ambiguous provisions/terms of any employee stock option scheme, any employee stock option agreement and any other instrument relating to any options and decide all questions relating thereto;
21. appoint such agents as it shall deem appropriate for the proper administration of any employee stock option scheme;
22. frame suitable policies and systems to ensure that there is no violation of the applicable laws including the SEBI (Prohibition of Insider Trading) Regulations, 2015, and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, by any employee;
23. make any other determination and to take any other action that it or the Board may deem necessary or desirable for the administration of any employee stock option scheme including the actions required under the regulations framed by SEBI and other applicable laws.

The Nomination and Remuneration Committee met three (3) times during the year 2023-24: on May 23, 2023, October 20, 2023 and January 23, 2024. The members of the Committee are provided with the facility to attend the meetings through VC/OAVM.

The following table presents the composition of the Nomination and Remuneration Committee as on March 31, 2024 and the details of attendance at the meetings held during the financial year 2023-24.

Composition of Nomination and Remuneration Committee			Nomination and Remuneration Committee Meetings			No. of meetings attended	% of attendance
Name of the Director	Category	Position	No. (1) May 23, 2023	No. (2) October 20, 2023	No. (3) January 23, 2024		
Ms. Radhika Vijay Haribhakti	Non-Executive Independent Director	Chairperson	Yes	Yes	Yes	3/3	100%
Ms. Ranjana Agarwal	Non-Executive Independent Director	Member	Yes	Yes	Yes	3/3	100%
Ms. Wendy Huay Huay Cheong	Non-Executive Non-Independent Director	Member	Yes	Yes	Yes	3/3	100%

The necessary quorum was present at all the meetings.

The Company Secretary of your Company is the Secretary to the Nomination and Remuneration Committee.

The Chairperson of the Nomination and Remuneration Committee was present at the last AGM of the Company held on August 3, 2023.

Performance Evaluation Criteria for Independent Directors

Upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors of your Company, has laid down a set of criteria for evaluating the performance of Independent Directors. These criteria are designed to encompass the key areas pertinent to their role and responsibilities as Independent Directors within the Company.

Remuneration Policy

The Board of Directors of your Company, in accordance with the recommendation of the Nomination and

Remuneration Committee, has devised a Remuneration Policy. The Remuneration Policy is designed to attract, motivate, improve productivity and retain valuable talent, by creating a congenial work environment, encouraging initiatives, personal growth and teamwork, and inculcating a sense of belonging and involvement. The Remuneration Policy serves as a guiding framework for various aspects, including but not limited to, assessing the qualifications, positive attributes and independence of a Director. Additionally, it addresses matters relating to the remuneration, appointment, removal and evaluation of performance of Directors, key managerial personnel, senior management and other employees.

During the financial year 2023-24, there has been minor modifications in the Remuneration Policy to make it consistent with applicable laws, rules, and regulations. You can access the Remuneration Policy on the Company's website at: <https://www.icra.in/InvestorRelation/ShowCorporateGovernanceFile?Id=39>

Executive Directors

During the year 2023-24, your Company paid remuneration to its Executive Director within the limits envisaged under the applicable provisions of the Act and the rules made thereunder. The remuneration mix for the Executive Director shall be as per his terms of appointment approved by the members of the Company, which shall include fixed pay, deferred pay and perquisites.

Remuneration Paid/Payable to Executive Director for the year ended March 31, 2024

(in Rupees Lakhs)

Name	Mr. Ramnath Krishnan
Designation	Managing Director & Group CEO
Salary	119.00
Allowances	196.04
Variable Pay	288.91
Provident Fund Contribution	14.28
Gratuity	14.09
Compensated absences	0.02
Total Remuneration	632.34
Appointment Valid Till	October 22, 2024*
Notice Period	Three months
Severance Pay	Three months basic salary and allowances, but excluding perquisites and annual bonus, in lieu of notice by him or the Company.
No. of Stock Options Granted During the Year	1,104

*The Board of Directors in its meeting held on May 15, 2024, based on the recommendation of the Nomination and Remuneration Committee has re-appointed Mr. Ramnath Krishnan, as "Managing Director & Group CEO" for a period of three years, effective from October 23, 2024, subject to approval of the members of the Company upon the terms and conditions set out in the explanatory statement annexed to the notice of the ensuing annual general meeting.

Non-Executive Directors

Remuneration for Independent Directors

The Independent Directors receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof, as recommended by the Committee and approved by the Board from time to time, subject to the limit defined under the Act and rules made thereunder.

Furthermore, the Independent Directors are compensated through commission 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 Act and the rules made thereunder.

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

Your Company reimburses the travelling, hotel and other out-of-pocket expenses incurred by the Independent Directors for attending the meetings and for other work on behalf of 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 a sitting fee for each meeting attended of the Board or of a Board committee, as recommended by the Committee and as approved by the Board of Directors within the limit specified under the Act and the rules made thereunder. The Non-Executive Directors may also be paid a remuneration by way of commission, 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 and commission paid/payable to Non-Executive Directors including Independent and Non-Independent Directors during the year 2023-24

(in Rupees Lakhs)

Name of Director	Sitting Fee paid/payable	Commission paid/payable
Mr. Arun Duggal	12.00	25.00
Ms. Ranjana Agarwal	14.25	20.00
Ms. Radhika Vijay Haribhakti	12.75	20.00
Mr. Michael Foley	Nil*	Nil*
Ms. Wendy Huay Huay Cheong	Nil*	Nil*
Ms. Shivani Priya Mohini Kak	Nil*	Nil*
Mr. Stephen Arthur Long	Nil*	Nil*

*Non-Executive Non-Independent Directors have waived sitting fee and commission payable to them for the financial year 2023-24.

Except for your Company's Executive Director, who is entitled to statutory benefits upon cessation of his employment with your Company, no other Director is entitled to any benefit upon cessation of his/her association with your Company. None of the Directors of your Company had any pecuniary relationship or transactions with the Company other than the Directors' sitting fees and commission, as applicable, received by them.

Ratings Sub-Committee

The Board of Directors of your Company has formed the Ratings Sub-Committee, headed by Mr. Michael Foley, Non-Executive Director.

The terms of reference of the Ratings Sub-Committee, inter-alia, include the following:

1. Review of ratings activity which could include, for example, instances of default by rated issuers or issuances, instances of rapid rating migration, rating performance measures and metrics, assessments of contagion and correlation risk, and comparative market views (including other credit rating agencies);
2. Review reports on the effectiveness of ICRA's policies and procedures for determining credit ratings, and the effectiveness of internal controls as they relate to the credit rating process;
3. Review of the process for developing, vetting, and approving methodologies and analytical methods, including quantitative data and models, that ICRA uses to determine credit ratings;
4. Review of the establishment, maintenance, and enforcement of ICRA's policies and procedures to address, manage, and disclose any conflicts of interest;
5. Review, with the management, report of external audit of the rating process;
6. Review reports and findings from the credit policy function;
7. Review the compensation and promotion policies of ICRA to assess consistency with commercial/analytic separation and rating quality objectives;
8. Review the reports submitted by the chairperson(s) of each rating committee on an annual basis which would, inter alia, include:
 - a. Ratings assigned by the rating committees
 - b. Sharp changes in ratings
9. Review and assess the adequacy of this Charter periodically and recommending appropriate changes to the Charter to the Board for approval.
10. Review, address and consider any other matters pursuant to any legal / regulatory requirement.

The Committee shall not certify, clear and/or approve any ratings/rating decisions. This will remain a responsibility of rating committees. However, the Committee, including its authorised participants/attendees, if any, as may be deemed necessary by the Committee, may in compliance with applicable law and the Company's codes and policies, seek and/receive information, including unpublished price sensitive information, about a specific individual rating, if the same (i) is necessary for discharging its responsibilities as per the terms of reference of this Committee; or (ii) is pursuant to any legal/ regulatory requirement.

The Ratings Sub-Committee met four (4) times during the year 2023-24: on May 23, 2023, August 2, 2023, October 20, 2023 and January 23, 2024. The members of the Committee are provided with the facility to attend the meetings through VC/OAVM.

The following table presents the composition of the Ratings Sub-Committee as on March 31, 2024 and the details of attendance at the Committee meeting held during the year 2023-24.

Composition of Ratings Sub-Committee			Ratings Sub - Committee Meetings				No. of meetings attended	% of attendance
Name of the Director	Category	Position	No. (1) May 23, 2023	No. (2) August 2, 2023	No. (3) October 20, 2023	No. (4) January 23, 2024		
Mr. Michael Foley	Non-Executive Non-Independent Director	Chairman	Yes	Yes	Yes	Yes	4/4	100%
Mr. Arun Duggal	Chairman, Non-Executive Independent Director	Member	Yes	Yes	Yes	Yes	4/4	100%
Mr. Stephen Arthur Long	Non-Executive Non-Independent Director	Member	Yes	Yes	Yes	Yes	4/4	100%

Risk Management Committee

The Board of Directors of your Company has formed a Risk Management Committee, headed by Mr. Stephen Arthur Long, Non-Executive Director.

The Risk Management Committee consists of four Non-Executive Directors (two of whom are Independent Directors) and one Executive Director.

The terms of reference of the Risk Management Committee, inter-alia, include the following:

1. To formulate a detailed risk management policy which shall include:
 - a. A framework for identification of internal and external risks specifically faced by the Company, in particular including strategic, financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks, legal or any other risk as may be determined by the Committee.
 - b. Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c. Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. To recommend and/or review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any);
7. To coordinate its activities with other Board committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors;
8. To review and approve the risk management framework of the Company at least annually;
9. To review and assess the effectiveness of the Company's enterprise-wide risk assessment processes and recommend improvements, where appropriate;
10. To review, as appropriate, management's corrective actions for deficiencies that arise with respect to the effectiveness of the Company's enterprise-wide risk assessment programmes;
11. To form and delegate authority to sub-committees whenever appropriate;
12. To review and reassess the adequacy of the charter of the Committee annually and recommend any proposed changes to the Board for approval; and
13. To have access to any internal information necessary to fulfill its oversight role.

The Risk Management Committee met thrice (3) during the year 2023-24: on May 23, 2023, October 20, 2023 and January 23, 2024. The members of the Risk Management Committee are provided with the facility to attend the meetings through VC/OAVM.

The following table presents the composition of the Risk Management Committee as on March 31, 2024 and the details of attendance at the Committee meeting held during the year 2023-24.

Composition of Risk Management Committee			Risk Management Committee Meetings				No. of meetings attended	% of attendance
Name of the Director	Category	Position	No. (1) May 23, 2023	No. (2) October 20, 2023	No. (3) January 23, 2024			
Mr. Stephen Arthur Long	Non-Executive Non-Independent Director	Chairman	Yes	Yes	Yes	3/3	100%	
Ms. Ranjana Agarwal	Non-Executive Independent Director	Member	Yes	Yes	Yes	3/3	100%	
Ms. Radhika Vijay Haribhakti	Non-Executive Independent Director	Member	Yes	Yes	Yes	3/3	100%	
Ms. Shivani Priya Mohini Kak	Non-Executive Non-Independent Director	Member	Yes	Yes	Yes	3/3	100%	
Mr. Ramnath Krishnan	Executive Director	Member	Yes	Yes	Yes	3/3	100%	

The necessary quorum was present at all the meetings.

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

Stakeholders' Relationship Committee

The Board of Directors of your Company has formed the Stakeholders Relationship Committee.

The Stakeholders' Relationship Committee consists of four Directors. The Chairperson of the Committee, Ms. Shivani Priya Mohini Kak, is a Non-Executive, Non-Independent Director.

The terms of reference of the Stakeholders' Relationship Committee, inter-alia, include the following:

1. looking into various aspects of interest of shareholders, debenture holders, and other security holders.
2. resolving the grievances of the security holders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc.
3. reviewing measures taken by the Company for effective exercise of voting rights by shareholders.
4. reviewing adherence to the service standards adopted by the Company in respect of the various services being

rendered by the Registrar and Share Transfer Agent of the Company.

5. reviewing various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.
6. reviewing and assessing the adequacy of the Charter for the Committee periodically and recommending appropriate changes to the Charter to the Board for approval.

The Stakeholders' Relationship Committee met once (1) during the year 2023-24: on August 3, 2023. The members of the Committee are provided with the facility to attend the meeting through VC/OAVM.

The following table presents the composition of the Stakeholders' Relationship Committee as on March 31, 2024 and the details of attendance at the Committee meeting held during the year 2023-24.

Composition of Stakeholders' Relationship Committee			Stakeholders' Relationship Committee Meetings	No. of meetings attended	% of attendance
Name of the Director	Category	Position	No. (1) August 3, 2023		
Ms. Shivani Priya Mohini Kak	Non-Executive Non-Independent Director	Chairperson	Yes	1/1	100%
Ms. Ranjana Agarwal	Non-Executive Independent Director	Member	Yes	1/1	100%
Mr. Arun Duggal	Chairman, Non-Executive Independent Director	Member	Yes	1/1	100%
Mr. Ramnath Krishnan	Executive Director	Member	Yes	1/1	100%

The necessary quorum was present at the meetings.

The Chairperson of the Committee was present at the last Annual General Meeting of the Company held on August 3, 2023.

Mr. S. Shakeb Rahman, Company Secretary & Compliance Officer, is the Secretary to the Stakeholders' Relationship Committee.

The Company Secretary of your Company is the Compliance Officer.

Your Company received nineteen (19) complaints from Shareholders/Investors during the financial year 2023-24. All complaints were redressed to the satisfaction of the Shareholders/Investors and no complaint was pending as on March 31, 2024.

The details of the complaints received and resolved during the financial year 2023-24 are as follows:

S. No.	Complaint relating to/received from	Pending as on April 1, 2023	Received during the year	Resolved during the year	Pending as on March 31, 2024
1.	Transfer / Transmission / Split / Duplicate Share Certificates	Nil	Nil	Nil	Nil
2.	Non-receipt of Dividend	Nil	18	18	Nil
3.	Dematerialisation / Re-materialisation of Shares	Nil	Nil	Nil	Nil
4.	Complaint received from:				
	(a) Securities and Exchange Board of India / SCORES	Nil	1	1	Nil

S. No.	Complaint relating to/received from	Pending as on April 1, 2023	Received during the year	Resolved during the year	Pending as on March 31, 2024
	(b) Stock Exchanges:				
	(i) BSE Limited (BSE)	Nil	Nil	Nil	Nil
	(ii) National Stock Exchange of India Limited (NSE)	Nil	Nil	Nil	Nil
	(c) Registrar of Companies (ROC)	Nil	Nil	Nil	Nil
	(d) Reserve Bank of India	Nil	Nil	Nil	Nil
5.	Legal	Nil	Nil	Nil	Nil
6.	Non-receipt of Refund Order	Nil	Nil	Nil	Nil
7.	Non-receipt of Electronic Credit	Nil	Nil	Nil	Nil
8.	Non-receipt of Annual Report	Nil	Nil	Nil	Nil
9.	Miscellaneous	Nil	Nil	Nil	Nil
	Total	Nil	19	19	Nil

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 2023-24, your Company has received one (1) complaint through SCORES.

Strategy Committee

The Board of Directors of your Company has formed a Strategy Committee, headed by Ms. Wendy Huay Cheong, Non-Executive, Non-Independent Director.

The Strategy Committee met once (1) during the year 2023-24: on August 2, 2023. The members of the Committee are provided with the facility to attend the meeting through VC/OAVM.

The following table presents the composition of the Strategy Committee as on March 31, 2024 and the details of attendance at the Committee meeting held during the year 2023-24.

Composition of Strategy Committee			Strategy Committee Meetings	No. of meetings attended	% of attendance
Name of the Director	Category	Position	No. (1) August 2, 2023		
Ms. Wendy Huay Cheong	Non-Executive Non-Independent Director	Chairperson	Yes	1/1	100%
Mr. Michael Foley	Non-Executive Non-Independent Director	Member	Yes	1/1	100%
Mr. Stephen Arthur Long	Non-Executive Non-Independent Director	Member	Yes	1/1	100%
Mr. Ramnath Krishnan	Executive Director	Member	Yes	1/1	100%

The necessary quorum was present at the meeting.

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

D. Senior Management

Details of senior management personnel(s) as on March 31, 2024, pursuant to the provisions of Regulation 16(1)(d) of the Listing Regulations, are as follows:

S. No.	Name*	Position
1	Aditi Nayar	Chief Economist & Head - Research & Outreach
2	Amit Gupta	General Counsel
3	Anand Iyer	Group Chief Technology Officer
4	Jayanta Chatterjee	Managing Director & Chief Executive Officer, ICRA Analytics Limited
5	K. Ravichandran	Executive Vice President & Chief Rating Officer
6	L. Shivakumar	Executive Vice President - Business Development & Chief Business Officer
7	Ramnath Krishnan	Managing Director & Group CEO
8	S. Shakeb Rahman	Company Secretary & Compliance Officer
9	Sheetal Sandhu	Group HR Head
10	Shubham Jain	Group Chief Strategy Officer
11	Venkatesh Viswanathan	Group Chief Financial Officer

*In alphabetical order

Mr. Jayanta Chatterjee was appointed effective from September 14, 2023, as the Managing Director & CEO of ICRA Analytics, a material subsidiary of the Company,

and Ms. Sushmita Ghatak, relieved from the services and from the position of Managing Director & CEO of ICRA Analytics, effective from the said date. Apart from these changes, there were no changes in senior management since the close of the previous financial year.

E. Subsidiary Companies Monitoring Framework

All subsidiary companies of your Company operate under a Board-managed structure, wherein their respective Board of Directors are entrusted with the responsibility to oversee and manage these entities in the best interests 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.

F. 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	Special Resolution Passed by Members during the Annual General Meetings
Thirtieth Annual General Meeting	July 29, 2021 at 15:30 hours		The following Special Resolution was passed by the Members: <ul style="list-style-type: none"> Approval for the continuation of Mr. Arun Duggal (DIN: 00024262) as a Non-Executive and Independent Director of the Company
Thirty-First Annual General Meeting	August 4, 2022 at 15:30 hours	Through VC/OAVM (Deemed venue of the meeting: Registered Office)	<ul style="list-style-type: none"> No Special Resolution was passed by the Members.
Thirty-second Annual General Meeting	August 3, 2023 at 15:30 hours		The following Special Resolution was passed by the Members: <ul style="list-style-type: none"> To modify the terms of remuneration of Mr. Ramnath Krishnan (DIN: 09371341) as a Managing Director & CEO of the Company and as CEO of ICRA Group.

Postal Ballot

During the year 2023-24, no special resolution was passed through Postal Ballot. No special resolution is proposed to be conducted through postal ballot as of now.

G. 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 pose a potential conflict of interest with the Company's interest.

However, it is important to highlight that the transactions between the unlisted material subsidiary of the Company, ICRA Analytics Limited ("ICRA Analytics"), and Moody's Corporation (including its affiliates) ("Moody's entities") for providing data outsourcing,

research and IT support services, exceed 10% of the annual consolidated turnover of previous financial year. Hence, these transactions are considered material. These transactions are conducted in the ordinary course of business and are executed on an arm's length basis.

All related-party transactions are duly disclosed in the financial statements for the year ended March 31, 2024. Additionally, in compliance with Schedule V of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions, which has been uploaded on the website of the Company at: <https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport?id=4®ulatoryDisclosureReportId=436>

(ii) Details of non-compliance

There have been no instances of non-compliance with the applicable provisions of the Listing Regulations. Further, your Company has not incurred any penalties or strictures imposed by the stock exchanges, Securities and Exchange Board of India, or any statutory authority concerning matters related to the capital markets during the last three years.

(iii) Whistle-Blower Policy

Pursuant to Section 177(9) and (10) of the Act, and Regulation 22 read with Schedule V of the Listing Regulations, your Company has adopted a Whistle-Blower Policy. This policy aims to establish a vigil mechanism facilitating the reporting of illegal, unethical, or improper activities by all the stakeholders, Directors and employees, through established channels. The objective is to foster an ethical and corruption-free work environment while ensuring the protection of stakeholders, Directors, and employees against any form of victimization.

All reports of unethical malpractices received via the hotline or other established channels undergo thorough investigation to the extent feasible. The Whistle-Blower Policy does not release stakeholders, Directors or employees from their duty of confidentiality during their course of work, nor does it serve as a platform for addressing personal grievances.

The said mechanism also provides for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in exceptional cases. Further, no stakeholders have been denied access to the Audit Committee. The said Whistle-Blower Policy has been uploaded on the website of the Company at:

<https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport?id=3®ulatoryDisclosureReportId=476>

(iv) Policy for determining 'material' subsidiaries

As required under Regulation 16 (1) (c) of the Listing Regulations, the Company has formulated a Policy for determining the 'material' subsidiaries, which has been uploaded on the Company's website at:

<https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport?id=5®ulatoryDisclosureReportId=315>

(v) Materiality policy

In accordance with Regulation 30(4)(ii) of the Listing Regulations, the Company has formulated a policy for determination of materiality of an event or information for disclosures to the stock exchanges. Under this Policy, any transaction, event or information relating to the Company and/or its subsidiaries that may potentially fall within the realm of materiality is to be promptly reported by the employees of the Company and/or its subsidiaries to either the Group CFO or the General Counsel of the Company. Subsequently, the Group CFO and the General Counsel together will evaluate the materiality of the event/information in consultation with the Managing Director & Group CEO. The Group CFO and the General Counsel will ensure that adequate disclosures with respect to such material events/information are made to the stock exchanges within the timeline prescribed under the Listing Regulations. This Policy has been uploaded on the website of the Company at:

<https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport?id=8®ulatoryDisclosureReportId=544>

(vi) Record retention and archival policy

As required under the Listing Regulations, the Company has formulated a Policy on the preservation and archiving of documents, which has been uploaded on the website of the Company at:

<https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport?id=9®ulatoryDisclosureReportId=545>

(vii) Adoption of mandatory and discretionary requirements

The Listing Regulations prescribe various corporate governance recommendations in line with the Corporate Governance Committee constituted by the SEBI.

During the year 2023-24, your Company complied with all the mandatory requirements of the Listing Regulations. The Company has also complied with the following discretionary requirements under Regulation 27(1) read with Part E of Schedule II of the Listing Regulations:

- (i) Reporting of Internal Auditor: The Internal Auditors of the Company directly report to the Audit Committee.
- (ii) Board: The Chairman being a Non-Executive and Independent Director. Your Company reimburses a part of the expenses for maintaining the office to the Chairman.
- (iii) Separate posts of Chairperson and the Managing Director or the Chief Executive Officer: Your Company's Chairman is a non-executive director and not related to the Managing Director or the Chief Executive Officer as per the definition of the term "relative" defined under the Act.

(viii) Management Discussion and Analysis Report

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

(ix) Separate meeting of Independent Directors

In compliance with Regulation 25(3) of the Listing Regulations read with Section 149 (8) and read with Schedule-IV of the Act, one separate meeting of the Independent Directors of the Company was held through VC/OAVM on January 23, 2024, without the attendance of the Executive Director and Non-Independent Directors. The Company Secretary has facilitated the Independent Directors in holding the meeting.

All the Independent Directors attended the said meeting.

(x) 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 ensure broad experience and diversity on the Board.

(xi) 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, the Committees of the Board and the Board of Directors as a whole. The criteria for performance evaluation covers the areas relevant to the functioning of individual directors as independent directors or other directors, as members of the Board and as members of the Committees of the Board.

(xii) Disclosures in relation to complaints relating to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The disclosures in relation to Anti-Sexual Harassment Policy and constitution of Internal Committee have

been made in the Directors' Report. As required under the Listing Regulations, the disclosures in relation to complaints relating to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are provided below:

- number of complaints filed during the financial year: Nil
- number of complaints disposed of during the financial year: Nil
- number of complaints pending as on end of the financial year: Nil

(xiii) Disclosures relating to fees paid / payable to statutory auditors

Total fees for all services paid / payable for the financial year 2023-24 by your Company and its subsidiaries in India to BSR & Co. LLP, Chartered Accountants (including all entities in network firm / network entity), on a consolidated basis are as under.

Particulars	Amount (In Rs. lakhs)
Audit fees	75.83
Other certification services fees	3.15
Reimbursement of expenses	8.14
Total	87.12

(xiv) Certificate from Company Secretary in practice

As required under Schedule V of the Listing Regulations, your Company has obtained a certificate from a company secretary in practice, that none of the Directors on the Board of your Company as on March 31, 2024 are debarred or disqualified from being appointed or continuing as Directors of your Company by the Securities and Exchange Board of India or the Ministry of Corporate Affairs, or any such authority. A certificate from a company secretary in practice for the financial year 2023-24 has been annexed to this report.

(xv) Disclosure regarding commodity price risk and hedging activities

Your Company is not exposed to any commodity price risk and hence the disclosures under Regulation 34(3) read with clause 9(n) and 10 (g) of Part C of Schedule V of Listing Regulations and SEBI Circular No SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018 is not applicable.

The detailed discussion of the Company's risks and concern are provided in the Management Discussion & Analysis Report.

(xvi) Details of utilisation of funds raised through preferential allotment or qualified institutions placement

No disclosure or reporting is required with respect to the utilisation of funds of Preferential Allotment / QIP.

(xvii) Recommendation of the Committees of the Board of Directors

During the financial year 2023-24, the Board of Directors had accepted all recommendations of the Committees of the Board of Directors.

(xviii) Disclosures with respect to demat suspense account/ unclaimed suspense account

There are no shares lying in the demat suspense account or unclaimed suspense account, therefore, disclosures in terms of Regulation 39 (4) of the Listing Regulations read with Schedule V are not applicable.

(xix) Loans and Advances

During the financial year 2023-24, there were no loans or advances given by the Company to firms/ companies in which directors are interested.

On October 20, 2023, ICRA Analytics, a material subsidiary of the Company, had entered into a share purchase agreement and an investment agreement with D2K Technologies India Private Limited ("D2K") and its promoters and other shareholders, and also entered into a loan agreement with D2K to grant a loan of Rs. 8 crores. Following the transfer of shares of D2K and payment of sale consideration by ICRA Analytics to the respective shareholders, D2K became a subsidiary of ICRA Analytics on November 10, 2023. ICRA Analytics had disbursed a loan of Rs. 5 crores to D2K during the financial year ended on March 31, 2024. Apart from the above no loans or advances were provided by the subsidiaries to firms/ companies in which directors were interested.

(xx) Material unlisted subsidiary

Disclosure requirements pertaining to material unlisted subsidiary companies prescribed under Schedule V of the Listing Regulations, are as follows:

S. No.	Name of material Unlisted subsidiary	Date of Incorporation	Place of Incorporation	Name of statutory auditors	Date of appointment of statutory auditor
1.	ICRA Analytics Limited	January 22, 1999	New Delhi	B S R & Co. LLP	September 20, 2019

Means of Communication

- Your Company's corporate website www.icra.in has an Investors' section, which provides comprehensive information to members. The quarterly and annual financial results are available there.
- The quarterly and annual financial results of the Company are published in English and Hindi daily newspapers, viz. The Financial Express and Jansatta. The results are also available on your Company's website (www.icra.in) and on the websites of BSE Limited (www.bseindia.com) and the National Stock Exchange of India Limited (www.nseindia.com).
- The Company has a designated email id, investors@icraindia.com for investor services.
- The official news releases issued by the Company, including presentations made to institutional investors and to analysts, are also displayed on the Company's website www.icra.in. As required under Regulation 46 of the Listing Regulations, your Company maintains a functional website www.icra.in, which, inter alia, presents the following information in compliance with the said Regulation:
 - Details of business
 - Terms and conditions of appointment of independent directors
 - Composition of various committees of board of directors

- (d) Code of conduct of board of directors and senior management personnel
- (e) Details of establishment of vigil mechanism/ whistle-blower policy
- (f) Criteria of making payments to non-executive directors
- (g) Policy on dealing with related party transactions.
- (h) Policy for determining 'material' subsidiaries
- (i) Details of familiarisation programmes imparted to independent directors
- (j) Contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances
- (k) Email address for grievance redressal and other relevant details
- (l) Financial results
- (m) Shareholding pattern
- (n) Details of agreements, if any, entered into with the media companies and/or their associates
- (o) Schedule of analyst or institutional investor meet and presentations and submission to stock exchange
- (p) New name and the old name of the Company
- (q) Advertisements as per regulation 47 (1)
- (r) Separate audited financial statements of each subsidiary
- (s) Secretarial compliance report
- (t) Policy for determination of materiality for disclosures
- (u) Contact details of key managerial personnel who are authorized for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s)
- (v) Disclosures as per regulation 30 (8)
- (w) Dividend distribution policy
- (x) Annual return
- (y) Notice of the meeting of the Board of Directors
- (z) Annual Report including balance sheet, profit and loss account, directors report, corporate governance report etc.
- (aa) Audio and video recordings and transcripts of post earnings/quarterly calls
- (bb) Credit rating or revision in credit rating obtained by the Company for all its outstanding instruments.
- (cc) Statement of deviation(s) or variation(s) as specified in regulation 32 of these regulations.

H. Disclosure of Compliance with Corporate Governance

Particulars	Regulation	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of compliance reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum information	17(7)	Yes
Compliance certificate	17(8)	Yes
Risk assessment & management	17(9)	Yes
Performance evaluation of independent directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of directorships	17A	Yes
Composition of audit committee	18(1)	Yes
Meeting of audit committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of nomination and remuneration committee meeting	19(2A)	Yes
Meeting of nomination & remuneration committee	19(3A)	Yes
Role of nomination & remuneration committee	19(4)	Yes

Particulars	Regulation	Compliance status (Yes/No/NA)
Composition of stakeholder relationship committee	20(1), (2) & (2A)	Yes
Meeting of stakeholder relationship committee	20(3A)	Yes
Role of stakeholder relationship committee	20(4)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of risk management committee	21(3A)	Yes
Quorum of risk management committee meeting	21(3B)	Yes
Gap between the meetings of the Risk Management Committee	21(3C)	Yes
Vigil mechanism	22	Yes
Policy for related party transaction	23(1),(1A),(5),(6), & (8)	Yes
Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of board of directors of unlisted material subsidiary	24(1)	Yes
Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Alternate director to Independent Director	25(1)	NA
Maximum tenure	25(2)	Yes
Appointment, re-appointment or removal of an independent director through special resolution or the alternate mechanism	25(2A)	NA
Meeting of independent directors	25(3) & (4)	Yes
Familiarisation of independent directors	25(7)	Yes
Declaration from independent director	25 (8) & (9)	Yes
Directors and officers Insurance	25(10)	Yes
Confirmation with respect to appointment of Independent Directors who resigned from the Company	25(11)	NA
Memberships in committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the Company	26(6)	Yes
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes
Other corporate governance requirements	27	Yes

I. Auditors' Certificate on Corporate Governance

The Auditors' Certificate with respect to compliance with Schedule V (E) of the Listing Regulations, relating to Compliance Certificate on 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.

J. CEO and CFO Certification

As required under Regulation 17(8) of the Listing Regulations, the CEO and CFO certificate has been annexed to the Directors' Report.

K. Reconciliation of Share Capital Audit

As stipulated by SEBI (Depositories and Participants) Regulations, 2018, a Reconciliation of the 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.

L. Mandatory Dematerialisation of Equity Shares

The Securities and Exchange Board of India has amended regulation 40 of the Listing Regulations, stipulating that the transfer of securities of a listed company will only be processed if the securities are held in dematerialized form. This regulation became effective on April 1, 2019.

As on March 31, 2024, about 99.99% of the equity shares issued by the Company are held in dematerialised form. The remaining members holding shares in the physical form are requested to arrange the dematerialisation of their shares at the earliest to avoid any inconvenience in future for transferring those shares.

M. General Members' Information

1. Annual General Meeting	Date Time Mode Deemed venue of the meeting: Registered Office
2. Financial Year	Financial Year is April 1, 2024 to March 31, 2025 Quarterly results will be declared as per the following tentative schedule: <ul style="list-style-type: none"> Financial reporting for the quarter ending June 30, 2024 Financial reporting for the half year ending September 30, 2024 Financial reporting for the quarter ending December 31, 2024 Financial reporting for the year ending March 31, 2025
3. Dates of Book Closure	Saturday, July 20, 2024 to Monday, July 22, 2024 (both days inclusive)
4. Proposed Dividend	Rs. 100 per share
5. Dividend Payment Date	Not later than Monday, August 19, 2024
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 2024-25 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 Noble Heights, 1 st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 Tel: +91 11 4141 0592 Fax: +91 11 4141 0591 Email Id: delhi@linkintime.co.in
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. The Company obtains from a practising Company Secretary a certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations, 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 Gurugram-122002, Haryana Tel: +91 124 4545300 Email: investors@icraindia.com
11. Dematerialisation of Shares and Liquidity	99.99% shares of your Company are held in the electronic mode.

12. Payment of Dividend	Your Company facilitates Dividend payments through electronic modes such as Direct Credit (DC), Real Time Gross Settlement (RTGS), National Electronic Clearing Service (NECS). Through these electronic channels, Members have the option to receive their Dividend directly credited to their bank accounts. Utilizing DC/RTGS/NECS offers several advantages, including elimination of issues such as loss or fraudulent interception of Dividend warrants during postal transit, as well as expediting the payment process. It is strongly recommended that Members opt for DC/RTGS/NECS, if not done already. Members may kindly note that DC/RTGS/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.
13. Green Initiative	<p>To support the 'Green Initiative', Members who have not yet registered their email addresses are kindly requested to register the same with their depository participants in case the shares are held by them in electronic form and with the Company's Registrar and Share Transfer Agent in case the shares are held by them in physical form.</p> <p>In compliance with the Circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company's Registrar and Share Transfer Agent/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website viz. www.icra.in for their reference.</p>
14. Bank Details for Electronic Shareholding	Members are requested to notify their Depository Participant about the changes in the bank details and furnish complete details of their bank accounts, including the MICR codes of their banks, to their Depository Participants.
15. KYC Details	<p>The Members are requested to note that the Securities and Exchange Board of India vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 prescribed common and simplified norms for processing investor's request by Registrars to an Issue and Share Transfer Agents and norms for furnishing Permanent Account Number ("PAN"), Know Your Customer ("KYC") details and nomination details by the holders of physical securities. A copy of the SEBI Circular has been uploaded on the investors' section of the Company's website, https://www.icra.in/.</p> <p>Hence, Members are requested to furnish PAN, postal address, email address, mobile number, specimen signature, bank account details and nomination by holders of physical securities and to furnish the documents/details, as given below: Form No. ISR-1 - request for registering PAN, KYC details or changes / updation thereof Form No. ISR-2 - confirmation of signature of securities holder by the banker Form No. ISR-3 - declaration form for opting-out of nomination by holders of physical securities Form No. SH-13 - nomination form Form No. SH-14 - cancellation or variation of nomination</p> <p>The Members of the Company holding shares in physical form shall provide the following documents/details to M/s. Link Intime India Private Limited, the Registrars to an Issue and Share Transfer Agent of the Company:</p> <ol style="list-style-type: none"> 1. PAN 2. Nomination (for all eligible folios) in Form No. SH-13 or submit declaration to "Opt-Out" in Form No. ISR-3. <p>Note: Any cancellation or change in nomination shall be provided in Form No. SH-14.</p> <ol style="list-style-type: none"> 3. Contact details including postal address with PIN code, mobile number, e-mail address. 4. Bank account details including bank name and branch, bank account number, Indian Financial System Code ("IFSC"). 5. Specimen signature. <p>Any service request shall be entertained by Registrar and Share Transfer Agent only upon registration of the PAN, KYC details and the nomination by holders of physical securities.</p>
16. 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.
17. Address for correspondence	Registrar and Share Transfer Agent, or to Mr. S. Shakeb Rahman, Compliance Officer, at the relevant address, as mentioned earlier.
18. Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any Convertible Instruments, Conversion date and likely impact on equity	None
19. Plant locations	Not Applicable
20. Credit ratings	Not Applicable

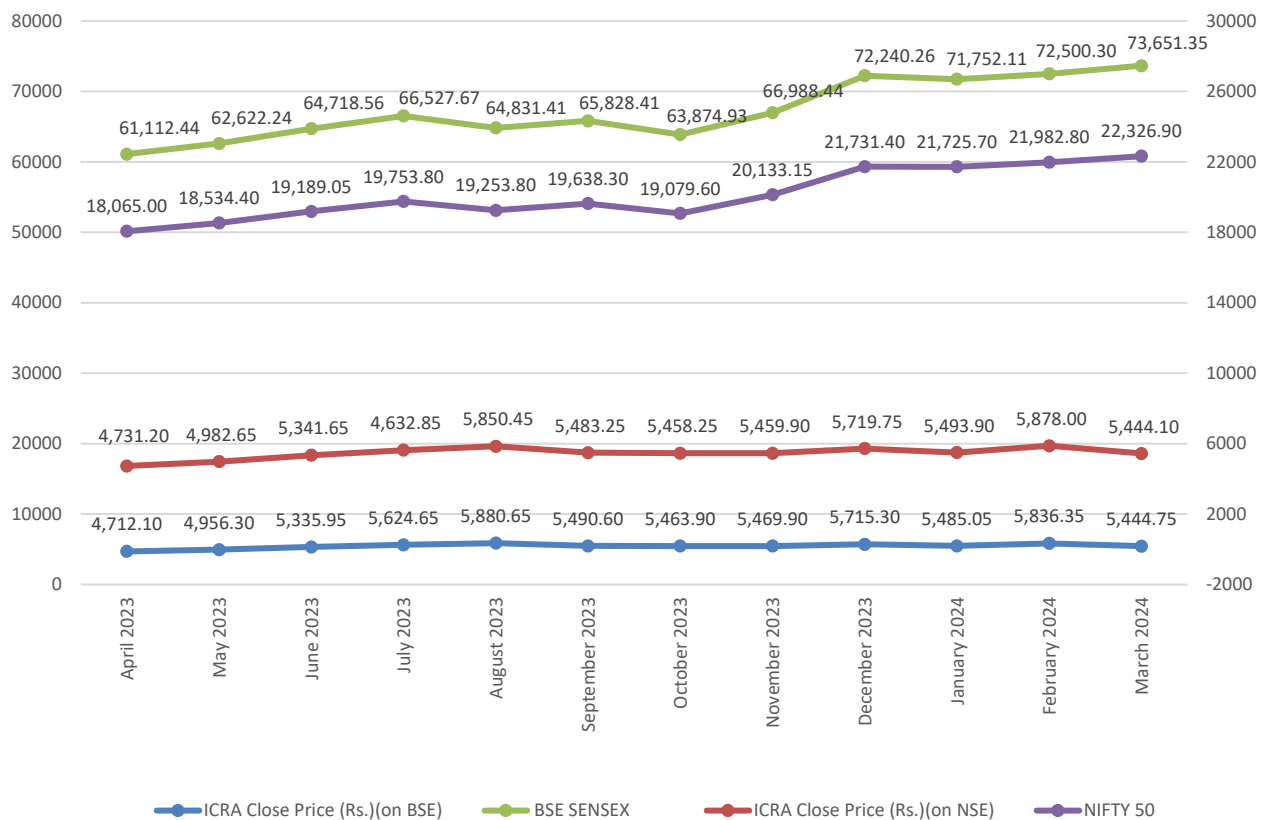
21. Market Price Data for the year 2023-24

High and low share prices (based on daily closing prices) and numbers of equity shares traded during each month in the year 2023-24 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		
Apr-23	4,958.85	4,350.00	1,282	4,939.80	4,334.00	17,734	19,016
May-23	5,025.00	4,662.00	2,146	5,014.90	4,695.80	70,381	72,527
Jun-23	5,425.10	4,855.00	3,287	5,433.15	4,850.00	132,087	135,374
Jul-23	5,974.95	4,948.00	6,189	5,729.90	5,314.00	116,798	122,987
Aug-23	6,244.65	5,530.05	11,756	6,249.00	5,528.70	372,258	384,014
Sep-23	5,830.45	5,352.05	5,739	5,840.00	5,355.00	166,582	172,321
Oct-23	5,688.85	5,091.00	2,842	5,695.00	5,080.05	87,466	90,308
Nov-23	5,680.35	5,337.75	2,427	5,674.00	5,292.10	72,139	74,566
Dec-23	5,842.20	5,422.85	2,089	5,830.00	5,450.00	64,345	66,434
Jan-24	5,784.95	5,389.60	2,918	5,750.00	5,389.70	110,630	113,548
Feb-24	6,188.95	5,179.00	5,040	6,156.10	5,358.80	134,058	139,098
Mar-24	5,974.95	5,252.00	2,958	5,900.00	5,255.00	41,655	44,613

22. Performance in Comparison with Broad-based Indices

ICRA's closing share price movement on BSE and NSE vis a vis respective indices

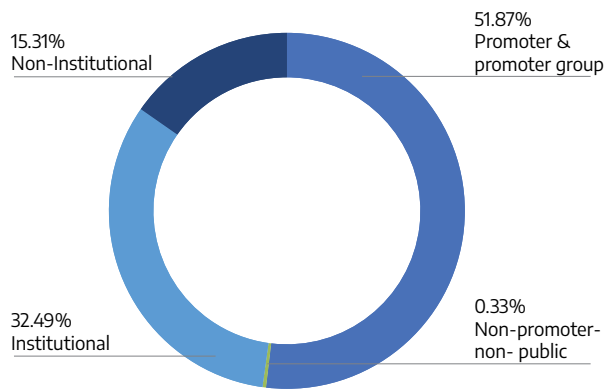


23. Distribution of Shareholding as on March 31, 2024

No. of Equity Shares	No. of Members*	% of Total Number of Members	No. of Shares				% of Total Number of Shares
			Physical	National Securities Depository Limited	Central Depository Services (India) Limited	Total	
Up to 500	18078	97.403	41	565782	163018	728841	7.5518
501 – 1000	257	1.3847	0	157977	27067	185044	1.9173
1001 – 2000	103	0.555	0	121080	22067	143147	1.4832
2001 – 3000	33	0.1778	0	79531	2027	81558	0.8451
3001 – 4000	24	0.1293	0	61922	21977	83899	0.8693
4001 - 5000	9	0.0485	0	35166	4050	39216	0.4063
5001 – 10000	18	0.097	0	111639	5519	117158	1.2170
10001 & Above	38	0.2047	0	8229618	42750	8272368	85.7131
Total	18560	100	41	9362715	288475	9651231	100

*not clubbed based on permanent account number.

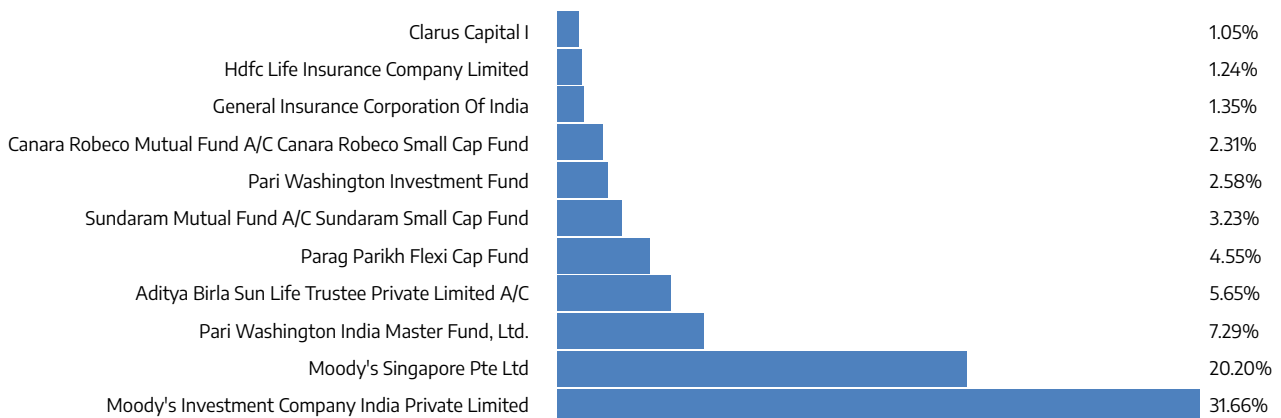
24. Shareholding Pattern as on March 31, 2024



SHAREHOLDERS: 17547

SHARES: 9651231

Shareholders holding 1% or more than 1% of shares



Statement of Shareholding Pattern as on March 31, 2024
Table I - Summary Statement holding of specified securities

Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held as per SCRR, 1957	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares	Number of Shares pledged or otherwise encumbered		
							Class eg: X	Class eg: Y	Total				No. (a)	No. (a) Shares held(b)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)	(X)	(XI) = (VII)+(X)	(XII)	(XIII)	(XIV)		
Promoter & Promoter Group	2	5005622	0	0	5005622	51.8651	5005622	52.0374	0	51.8651	0	0.0000	0	0.0000	5005622
(B) Public	17544	4613659	0	0	4613659	47.8038	4613659	47.9626	0	47.8038	0	0.0000	NA	NA	4613618
(C) Non Promoter - Non Public					0				0			0.0000	NA	NA	
(C1) Shares Underlying DRs	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(C2) Shares Held By Employee Trust	1	31950	0	0	31950	0.3310	0	0.0000	0	0.3310	0	0.0000	NA	NA	31950
Total	17547	9651231	0	0	9651231	100.0000	9619281	100.0000	0	100.0000	0	0.0000	0	0.0000	9651190

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the shareholders	Entity Type	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held (A+B+C2)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares		Number of equity shares held in dematerialised form
									Class eg: X	Class eg: Y	Total Voting Rights			No. (a)	No. (b)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)			
1 Indian																
(a) Individuals / Hindu Undivided Family			0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0
Central Government			0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0
(b) / State Government(s)			0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0
(c) Financial Institutions / Banks			0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0
(d) Any Other (Specify)			1	3055900	0	0	31.6633	3055900	0	3055900	31.7685	0	31.6633	0	0.0000	3055900
Bodies Corporate			1	3055900	0	0	31.6633	3055900	0	3055900	31.7685	0	31.6633	0	0.0000	3055900
Moody's Investment Company India Promoters Private Limited			1	3055900	0	0	31.6633	3055900	0	3055900	31.7685	0	31.6633	0	0.0000	3055900
Sub Total (A)(1)			1	3055900	0	0	31.6633	3055900	0	3055900	31.7685	0	31.6633	0	0.0000	3055900
2 Foreign																
(a) Individuals (Non-Resident Individuals / Foreign Individuals)			0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0
(b) Government			0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0
(c) Institutions			0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0
(d) Foreign Portfolio Investor			0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0
(e) Any Other (Specify)			1	1949722	0	0	20.2018	1949722	0	1949722	20.2689	0	20.2018	0	0.0000	1949722
Bodies Corporate			1	1949722	0	0	20.2018	1949722	0	1949722	20.2689	0	20.2018	0	0.0000	1949722
Moody's Singapore Pte Ltd Promoters			1	1949722	0	0	20.2018	1949722	0	1949722	20.2689	0	20.2018	0	0.0000	1949722
Sub Total (A)(2)			1	1949722	0	0	20.2018	1949722	0	1949722	20.2689	0	20.2018	0	0.0000	1949722
Total Shareholding Of Promoter And Promoter Group (A) = (A)(1)+(A)(2)			2	5005622	0	0	51.8651	5005622	0	5005622	52.0374	0	51.8651	0	0.0000	5005622

Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the shareholders	PAN	Nos. of share-holders	No. of fully paid up shares held	Partly paid-up equity shares held	No. of underlying Depository Receipts	Total nos. shares held	Share-holding % calculated as 1957 As a % of (A+B+C2)	Number of Voting Rights	No. of Shares Underlying assuming full conversion of convertible securities (including of diluted Warrants) share capital	No. of Shares pledged or otherwise encumbered	Number of Locked in shares	As a % of total Shares held(b)	As a % of total Shares held(b)	Number of equity shares held in dematerialised form	Sub-categorization of shares			
															(i)	(ii)	(iii)	(iv)
		(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v)+(vi)	(viii) As a % of (A+B+C2)	(ix)	(x)	(xi) = (vii)+(x)	(xii) As a % of (A+B+C2)	(xiii)	(xiv)	(xv)	(xvi)	
1 Institutions (Domestic)																		
(a)	Mutual Fund	7	1660601	0	0	1660601	17.2061	1660601	17.2633	0	17.2061	0	0.0000	NA	NA	1660601	0	0
	Aditya Birla Sun Life Trustee Private Limited A/C - Aditya Birla Sun Life Elss Tax Saver Fund	1	544836	0	0	544836	5.6452	544836	5.6640	0	5.6452	0	0.0000	NA	NA	544836	0	0
	Parag Parikh Flexi Cap Fund	1	439259	0	0	439259	4.5513	439259	4.5664	0	4.5513	0	0.0000	NA	NA	439259	0	0
	Sundaram Mutual Fund A/C Sundaram Small Cap Fund	1	312053	0	0	312053	3.2333	312053	3.2440	0	3.2333	0	0.0000	NA	NA	312053	0	0
	Canara Robeco Mutual Fund A/C Canara Robeco Small Cap Fund	1	223131	0	0	223131	2.3119	223131	2.3196	0	2.3119	0	0.0000	NA	NA	223131	0	0
	Venture Capital Funds	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0	0
(b)	Alternate Investment Funds	6	396845	0	0	396845	4.1119	396845	4.1255	0	4.1119	0	0.0000	NA	NA	396845	0	0
(c)	Pari Washington Investment Fund	1	248573	0	0	248573	2.5756	248573	2.5841	0	2.5756	0	0.0000	NA	NA	248573	0	0
	Clarus Capital	1	100898	0	0	100898	1.0454	100898	1.0489	0	1.0454	0	0.0000	NA	NA	100898	0	0
(d)	Banks	3	3306	0	0	3306	0.0344	3306	0.0344	0	0.0343	0	0.0000	NA	NA	3306	0	0
(e)	Insurance Companies	3	260371	0	0	260371	2.6978	260371	2.7068	0	2.6978	0	0.0000	NA	NA	260371	0	0
	General Insurance Corporation Of India	1	130357	0	0	130357	1.3507	130357	1.3552	0	1.3507	0	0.0000	NA	NA	130357	0	0
	Hdfc Life Insurance Company Limited	1	120000	0	0	120000	1.2434	120000	1.2475	0	1.2434	0	0.0000	NA	NA	120000	0	0
(f)	Provident Funds / Pension Funds	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0	0
(g)	Asset Reconstruction Companies	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0	0
(h)	Sovereign Wealth Funds	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0	0
(i)	NBFCs registered with RBI	1	2500	0	0	2500	0.0259	2500	0.0259	0	0.0259	0	0.0000	NA	NA	2500	0	0
(j)	Other Financial Institutions	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0	0
(k)	Any Other (Specify)	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0	0
	Sub Total (B)(1)	20	2323623	0	0	2323623	24.0759	2323623	24.1559	0	24.0759	0	0.0000	NA	NA	2323623	0	0
2 Institutions (Foreign)																		
(a)	Foreign Direct Investment	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0	0
(b)	Foreign Venture Capital Investors	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0	0
(c)	Sovereign Wealth Funds	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0	0
(d)	Foreign Portfolio Investors Category I	45	801034	0	0	801034	8.2998	801034	8.3274	0	8.2998	0	0.0000	NA	NA	801034	0	0
	Pari Washington India Master Fund, Ltd.	1	703664	0	0	703664	7.2909	703664	7.3151	0	7.2909	0	0.0000	NA	NA	703664	0	0
(e)	Foreign Portfolio Investors Category II	4	11423	0	0	11423	0.1184	11423	0.1188	0	0.1184	0	0.0000	NA	NA	11423	0	0
(f)	Overseas Depositories (holding DFs) (balancing figure)	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0	0
(g)	Any Other (Specify)	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0	0
	Sub Total (B)(2)	49	812457	0	0	812457	8.4182	812457	8.4461	0	8.4182	0	0.0000	NA	NA	812457	0	0
3 Central Government / State Government(s)																		
(a)	Central Government / President of India	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0	0
(b)	State Government / Governor Shareholding by Companies or Bodies	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0	0
(c)	Corporate where Central / State Government is a promoter	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0	0
	Sub Total (B)(3)	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0	0
4 Non-Institutions																		
(a)	Associate companies / Subsidiaries Directors and their relatives (excluding Independent Directors and nominee Directors)	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0	0
(b)	Independent Directors and nominee Directors)	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0	0

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities		No. of Shares Underlying convertible securities (including Warrants	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form		
								Class eg: X	Class eg: Y			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)		No. (a)	As a % of total Shares held(b)
1		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
Custodian/DR Holder Employee Benefit Trust / Employee Welfare																		
2		1	31950	0	0	31950	0.3310	0	0	0	0.3310	0	0.0000	0	0.0000	NA	NA	31950
Trust under SEBI (Share based Employee Benefits and Sweat Equity) Regulations, 2021																		
Total Non-Promoter- Non Public Shareholding (C)= (C)		1	31950	0	0	31950	0.3310	0	0	0	0.3310	0	0.0000	0	0.0000	NA	NA	31950

25. Disclosure of certain types of agreements binding on listed entities

During the financial year 2023-24, there being no transactions with respect to the agreements as per clause 5A of part A of Schedule III, of the Listing Regulations.

26. Your Company has complied and disclosed all the mandatory corporate governance requirements under Regulations 17 to 27 and sub-regulation (2) of Regulation 46 of the Listing Regulations.

Place: Kolkata

Date: May 23, 2024

On behalf of the Board of Directors

(Arun Duggal)

Chairman

DIN: 00024262

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

(Pursuant to Schedule V (D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

The Board of Directors of ICRA Limited adopted the Code of Conduct to be followed by all Members of the Board and Senior Management Personnel of the Company in compliance with Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations").

As provided under Regulation 26(3) of the Listing Regulations, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the year 2023-24.

(Ramnath Krishnan)
Managing Director & Group CEO
DIN: 09371341

Place: Mumbai
Date: May 23, 2024

Certificate by Chief Executive Officer and Chief Financial Officer***(Pursuant to Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)***

We, Ramnath Krishnan, Managing Director & Group CEO, and Venkatesh Viswanathan, Group Chief Financial Officer, of ICRA Limited (the "Company"), certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2024 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 the existing accounting standards, applicable laws and regulations.
- (b) There were, to the best of our knowledge and belief, no transactions entered into by the Company during the year which were fraudulent, illegal or in violation of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and 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 were aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated based on our most recent evaluation, wherever applicable, to the auditors and the Audit Committee:
 - (i) significant changes, if any, in internal control over financial reporting during the year;
 - (ii) significant changes, if any, in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) any instances of significant 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.

(Ramnath Krishnan)
Managing Director & Group CEO
DIN: 09371341

(Venkatesh Viswanathan)
Group Chief Financial Officer

Place: Mumbai
Date: May 23, 2024

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
ICRA Limited
B-710, Statesman House 148,
Barakhamba Road, New Delhi – 110001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of ICRA Limited, having CIN L74999DL1991PLC042749 and having registered office at B-710, Statesman House 148, Barakhamba Road, New Delhi – 110001 (hereinafter referred to as 'the **Company**'), produced before us by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers and declarations received from respective Directors, we hereby certify that as on Financial Year ended on March 31, 2024 None of the Directors on the Board of the Company as stated below have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority:

S.No.	Name of director	DIN	Original date of appointment in Company
1.	Arun Duggal	00024262	11/11/2014
2.	Radhika Vijay Haribhakti	02409519	04/12/2014
3.	Ranjana Agarwal	03340032	11/11/2014
4.	Michael Foley	08583960	25/10/2019
5.	Wendy Huay Huay Cheong	08927070	06/11/2020
6.	Ramnath Krishnan	09371341	23/10/2021
7.	Shivani Priya Mohini Kak	09486147	18/02/2022
8.	Stephen Arthur Long	09595066	13/05/2022

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate 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 **Chandrasekaran Associates**
Company Secretaries

Peer Review Certificate No.: 4186/2023
Firm Registration No.: P1988DE002500

Rupesh Agarwal
Managing Partner
Membership No. A16302
CP No. 5673
UDIN: A016302F000336633

Date: May 09, 2024
Place: Delhi

INDEPENDENT AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (Listing Obligations and Disclosure Requirements) REGULATIONS, 2015

TO THE MEMBERS OF ICRA Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 19 December 2019 and addendum to the engagement letter dated 06 May 2024.
2. We have examined the compliance of conditions of Corporate Governance by **ICRA Limited** ("the Company"), for the year ended March 31, 2024, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31, 2024.

6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. 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 the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

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

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

Manish Kapoor

Partner

Membership No.: 510688

UDIN: 24510688BKGEAU7361

Place : Gurugram

Date : May 23, 2024



Annexure III

Management Discussion and Analysis Report

(Annexure to the Directors' Report)

A. Industry Structure and Developments

Ratings

Domestic credit market continued to have favourable tailwinds in FY2024 as the global interest rates continued to harden rendering overseas debt options costlier. With muted external commercial borrowings, both bond issuance as well as bank credit surged ahead. Going ahead, in FY2025, bond issuances would benefit further if a rate cut were to happen with a faster drop in rates than that is likely on bank loans. Further, reduced ticket size of Corporate bonds to Rs. 1 Lakhs in private placement and Banks being allowed to hold corporate bonds in Held-to-maturity [HTM] bucket can potentially increase demand for bonds. Bank credit growth, on the contrary, may face some headwinds with regulatory action of higher risk weights on loans to Non-Banking Finance Companies (NBFCs) and consumer segments and soft directive to Banks to moderate their credit deposit ratios.

Your Company would continue its focus on all key growth segments of the economy in FY2025. Government's continued thrust on infrastructure, private sector capex in select sectors, pick-up in exports and improved viability of projects on easing of interest rates would be critical for a sustained growth in credit market. Geo-political issues, including the heightened conflict in the Middle East, would continue to be a risk factor and any sharp rise in energy prices could weigh in on inflation and, hence, the trajectory of interest rate cycle as well as the growth momentum.

Your Company is a preferred Credit Rating Agency (CRA) given its robust ratings performance in terms of rating stability and accuracy, which is a testimony to its analytical rigor and superior processes. Your Company is well placed to benefit from the growth in the economy and the anticipated pick-up in bond market.

Analytics

The Analytics business performance was supported by growth in the Knowledge Services (KS) and Banking verticals with stable market data performance. Growth in KS was driven by expansion in value-added financial services segments across functions, while the Banking Segment saw addition of new clients with introduction of our upgraded risk rating solution for Banks – IRS3.0. Leveraging domain expertise and functional competence, your Company successfully designed and implemented products, services, and solutions in Risk Management, Data Management, Financial and Accounting Analysis, Bond Valuation, and Financial & Risk Advisory. In addition to expanding its reach to previously untapped client segments, ICRA Analytics introduced new as well as upgraded offerings to the portfolio, such as stress testing tool in the Market Data Vertical and IRS 3.0 in the Banking vertical. Keeping pace with the evolving landscape, your Company enhanced capability with cutting-edge technologies like analytics, automation, and cloud, utilising them to launch contemporary cloud-hosted products with heightened analytical proficiency for all client segments.

ICRA acquired D2K Technologies Pvt Ltd (D2K) in November 2023. D2K is an established provider of software solutions to banks and other financial institutions in India. Backed by deep domain expertise, D2K helps financial institutions meet regulatory compliances, enhance their business processes, improve customer acquisition and retention and build robust analytical platforms. The proposed acquisition is subject to closure of customary conditions. D2K acquisition is expected to increase our value proposition of our offerings in risk and analytics space.

(A detailed overview of the businesses is presented in the section titled Review of Operations in the Directors' Report.)

B. Opportunities and Threats

Opportunities

The Ratings business continues to benefit from a favourable regulatory environment. The Securities Exchange Board of India (SEBI) and Reserve Bank of India (RBI) continue to support enhanced financing through the capital market route. The risk appetite across rating levels is a constraining factor and it would augur well to have newer classes of investors like Alternate Investment Funds that may invest in credit-enhanced structures as well as high-yielding credits.

SEBI has announced a regulatory framework for Environment Social Governance (ESG) ratings, which presents an opportunity at the Group level for ICRA. ICRA's wholly owned subsidiary, Pragati Development Consulting Services Limited (PDSCL), has been granted registration as a Category-I ESG Rating Provider (ERP)

under the SEBI's Credit Rating Agencies Regulations, in April 2024.

ICRA is well placed to benefit from each of the opportunities stated above, given its competitive strengths and strategic initiatives. We believe that your Company's competitive strengths primarily includes demonstrated track record of its ratings, experienced talent pool, strong brand recognition, rich and diverse client profiles, in addition to your Company's close association with the Moody's Group.

With increasing regulatory oversight, greater need of data driven analytics by market participants and increasing use of ESG parameters in decision making, the market for risk analytics, data, research, financial analysis, consultancy, and related support services remains attractive. The recent inclusion of India in global emerging market indices augurs well for our business. Your Company is steadfast in its efforts to enhance market access through digital means, upgrading technology infrastructure, and expanding product and services portfolio to cater to customer requirements.

Threats

The threats confronting the business have been discussed in Section D of this report.

C. Segment-wise or Product-wise Performance

Details on segment-wise performance have been discussed in Section F of this report.

D. Risks and Concerns

(1) Business Risks

Any economic slowdown in India may impact the volume of bank credit or debt securities issued in the domestic capital markets, and may, have an adverse impact on the rating business. Any adverse movement in interest rates and credit spreads, 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 a downturn in the financial markets domestically or internationally could have a materially adverse effect on your Company's business and financial results.

To mitigate business risks arising from changes in economic and market conditions and in regulations, your Company constantly monitors developments, including automated early warning signals to identify stress, and remains focused on maintaining the robustness of its ratings and gradings while at the same time promoting brand ICRA through webinars, seminars and conferences, apart from the publication of research reports and thematic notes.

The Knowledge Services (KS) vertical relies on global clients and revenues may be impacted by any adverse global macroeconomic event. Also, increased adoption of Gen-AI and other AI/ML driven automation initiatives at client end may impact key business segments in KS. The pace of adoption of risk management solutions in Banks and NBFCs is driven by increasing regulatory requirements. While there could be short term deferrals related to volatility in Banks' performance, the long term potential of Banking and Risk Management vertical should remain intact. A sustained period of downturn in the financial markets domestically or globally could have an adverse impact on Market Data vertical.

To mitigate business risks arising from changes in economic and market conditions and in regulations, your Company constantly monitors developments on these fronts and adjusts its business strategies accordingly and remains focused on maintaining the robustness of its analytics business. Your Company is also expanding offerings bouquet in the Banking and Risk Analytics, Market Data, ESG and Customized Research segments as a counter to stem adverse impact of these risks.

(2) Operational Risk

Your 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. It may also rely on representations as to the accuracy and adequacy of the information obtained.

The Company has robust checks in place to ensure accuracy in sourcing, processing and delivering quality information and has been investing in upgrading technology and related infrastructure to automate process and minimise manual intervention.

(3) Policy Risk

Material changes in the regulations that govern us or our businesses could affect the results of our operations. Most of your Company's revenues come from rating services, which are influenced by regulatory requirements. SEBI has enhanced disclosure and monitoring requirements for credit rating agencies with an objective of bringing in more transparency in the capital market.

The Company keeps a close watch on key regulatory developments to anticipate changes and their potential

impact on its business. ICRA continues to enhance its system and process to keep pace with the evolving regulatory environment.

The Banking and Risk Management vertical as well as Market Data vertical rely on adopting their products to meet the changing regulatory norms. We have robust mechanisms in place to track all such Policy changes and take necessary actions well in time.

(4) Client Concentration

The Knowledge Services segment in ICRA Analytics has significant dependency on a single client for revenue and margins. High client concentration may expose the business for sudden loss of revenue or margins.

The Company has put in place a strategy which aims to reduce the dependence on a single client and focus more on diversification of revenue streams. The strategy and related plan for reducing client concentration are periodically evaluated by the management.

(5) Investment Risk

Your Company has made, and may continue to make, investments in mutual funds, corporate deposits, and other marketable securities, the returns on which would be impacted by changes in interest rates and volatility in the financial markets.

It has a well-defined investment policy with specific guidelines on investments which is duly approved by the Board. All investments are periodically reviewed and assessed for compliance with policy and market risks.

(6) Information and Cyber Security Risk

Your Company's ability to conduct business may be adversely impacted on account of cyber incidents resulting in financial loss, disruption or damage to the reputation of an organisation. Lack of information security controls, both with respect to process and technology, may lead to a breach of confidential data, data privacy and in turn cause loss in business.

ICRA has a well-designed Information Security Management System (ISMS) with various policies, procedures and guidelines in place to set the security controls. The Company has invested in various security tools and infrastructure to strengthen monitoring. Employee training and awareness sessions are conducted to remain vigilant against cyber incidents.

(7) Regulatory Risk

Your Company complies with all the applicable laws, rules and regulations, and makes business decisions based on comprehensive advice, provided both by its internal counsels and by acknowledged external counsels. A complex and dynamically-evolving regulatory environment may expose the Company to regulatory risk.

Your Company has put in place a compliance framework and tool to proactively monitor regulatory requirements. Periodic reviews are undertaken by compliance team to assess effectiveness of the compliance framework. The Compliance team provides periodic training to users to ensure adherence to policies, the Code of Conduct, and applicable laws. All employees are mandatorily required to undergo compliance assessment.

(8) Talent Risk

Your Company's performance and success depend largely on its ability to attract, nurture, engage and retain best-in-class talent on a continuous basis. The 'war for talent' continues but in addition to hiring the 'right talent', we are also focused on further developing the quality of new hires through extensive training and development - of campus as well as lateral hires. There is significant competition for talent and a pick-up in the job market created a shortage of talent resulting in hiring challenges.

The Company has a compensation framework aimed at attracting and retaining high performers. Periodic benchmarking of compensation is undertaken to ensure employee benefits are aligned to industry benchmarks. Employee engagements are undertaken periodically with an intent to increase awareness on the Company's value proposition and thereby reduce attrition.

E. Internal Control Systems and their Adequacy

The Management is responsible for establishing and maintaining controls and procedures for the Company, following the review by the Audit Committee and the Board of Directors. Accordingly, the Management designed such controls and procedures or caused such controls and procedures to be designed under its supervision to ensure that material information relating to your Company, including its subsidiaries, is made known to the Management by others within those entities. It has also designed such internal control over financial reporting or designed such internal control over financial reporting under its supervision, to provide reasonable assurance regarding the reliability of the financial statements.

(An overview of Internal Control Systems and their adequacy, is presented in the section titled Internal Control System and their Adequacy in the Directors' Report.)

F. Discussion on Financial Performance with respect to Operational Performance

The key features of your Company's financial performance for the year ended March 31, 2024 are presented in the accompanying financial statements, which have been prepared in accordance with the Indian Accounting Standards (referred to as IndAS) as prescribed under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. The Company's Management accepts responsibility for the integrity and objectivity of these financial statements.

The financial information discussed in this section is derived from the consolidated financial results of the Company.

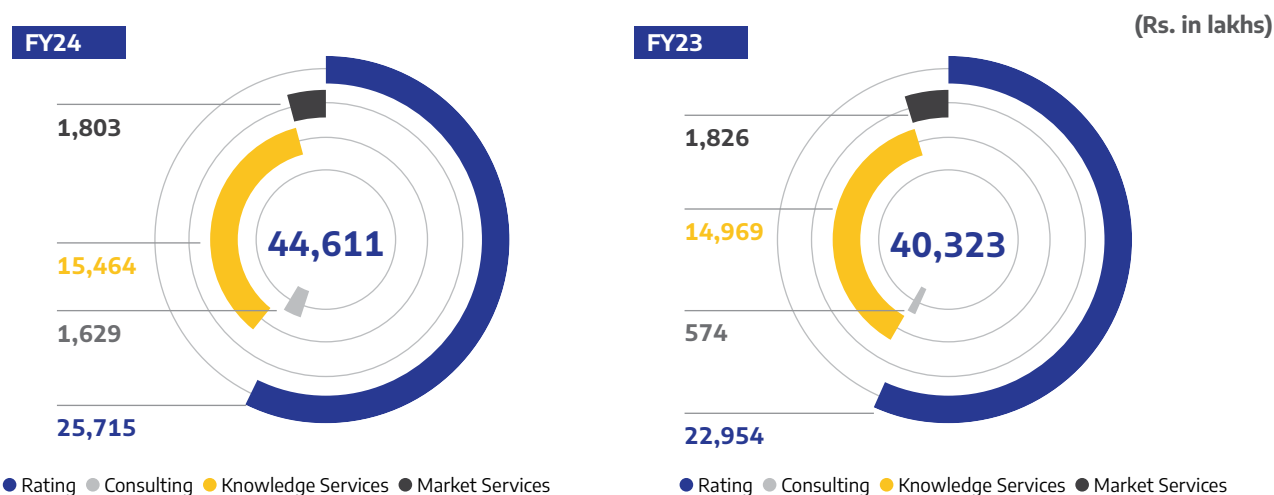
I. Results of operation

The financial performance of the ICRA is summarised below:

Particular	(Rs. in lakhs)			
	Consolidated		Standalone	
	FY24	FY23	FY24	FY23
Revenue from operations	44,611	40,323	25,124	22,254
Other income	7,497	4,955	9,096	6,557
Total income	52,108	45,278	34,220	28,811
Total expenses	32,122	27,157	19,536	17,097
Profit before tax	19,986	18,121	14,684	11,713
Total tax expense	4,762	4,449	2,368	2,120
Profit after tax	15,224	13,673	12,316	9,593
Total other comprehensive (loss)/ income, net of tax	(149)	(163)	(49)	(42)
Total comprehensive income for the year	15,075	13,510	12,267	9,551

(a) Revenue from operations

ICRA earns revenue primarily from rating, research, analytics, data and information services. During the year, the revenue from operations shows 11% growth to Rs. 44,611 lakhs, against Rs. 40,323 lakhs from FY23. Revenue from operations was driven by strong growth in rating, consulting, and knowledge services.



Rating revenue grew by 12% to Rs. 25,715 Lakhs and was supported by strong Bond issuances and with softening of yields in the later part of the year. Strong bank credit growth resulted in banks tapping infrastructure, tier II bonds and Certificates of Deposits [CDs]. As mutual funds (MFs) preferred to invest in CDs, the Commercial Paper (CP) outstanding remained flat in FY24. ICRA Ratings was able to grow revenue in all the key segments, namely corporate, infrastructure and financial.

ICRA analytics growth was moderate driven by consulting segment along with a muted growth in KS. Several new assignments and initiatives were undertaken across all the businesses, leading to growth in business and capabilities. Grading of energy services companies, vendors & dealers and SMEs, developing a framework for stress testing of securities portfolio, upgraded internal risk rating solutions (IRS 3.0), complex analytical support work for ESG, corporate finance, etc. are examples of new work executed in analytics. The consulting segment includes results of D2K consolidated for 5 months in

the current year. D2K acquisition in the current year, strengthen our offerings in the risk and analytics space.

(b) Other income

Other income primarily consists of interest income on fixed deposits and investments, gain on financial assets carried at fair value through profit or loss and rental income. Other income has grown by 51% in FY 24 over FY 23 due to improved returns on investments.

(c) Expenses

Employee benefits expenses growth is largely due to merit increase, annualization impact of headcount investments done for critical roles in the previous year and one time accrual impact for litigation expenses and consolidation of D2K for 5 months in the current year. Headcount at end of FY24 was 1,440 compared with 1,281 for FY23, headcount increased primary on account of D2K acquisition.

Other operating expenses increases are largely linked to technologies investments, infrastructure and utility

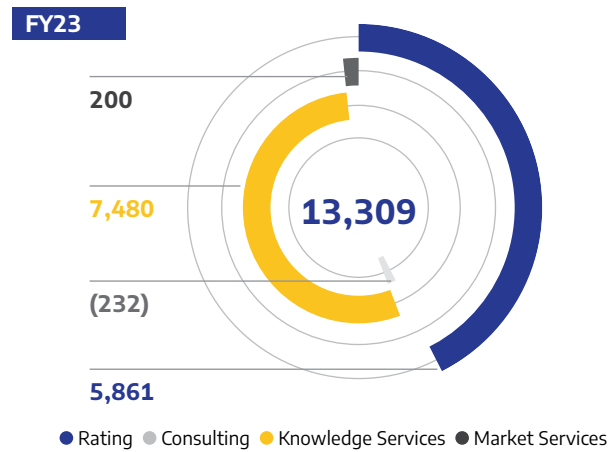
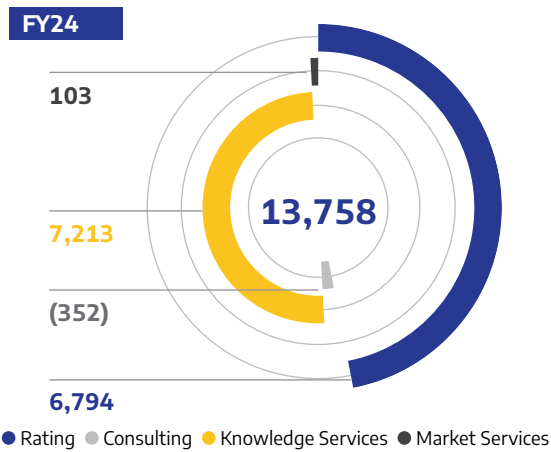
costs associated with initiation of return to office for employees. Finance costs are higher on account of discounting impact for D2K purchase consideration

payouts. Depreciation and amortisation costs are higher due to consolidation of D2K for 5 months and amortisation of intangibles for D2K acquisition.

Particulars	(Rs. in lakhs)		
	FY24	FY23	Growth
a) Employee benefit expenses	24,036	20,756	16%
b) Operating and other expenses:			
Other operating expenses	5,699	5,276	8%
Finance costs	1,041	141	638%
Depreciation and amortization	1,346	983	37%
Total operating and other expenses	8,086	6,401	26%
Total Expenses	32,122	27,157	18%

Segment Operating Profit

(Rs. in lakhs)



Group segmental profit was Rs. 13,758 lakhs driven by strong performance in Ratings. The rating segment results for the current year also includes additional impact of amount provided towards legal matter. KS segmental margins were lower due to a muted revenue growth as the business segment was impacted on account of slowdown in global economy. Consulting segment margins were lower due to cost of D2K acquisition costs in the current year.

II. Property, plant and equipment and Intangible assets

- a) During the year, the Group capitalized Rs.1,073 Lakhs to its gross block and deducted Rs. 686 Lakhs on disposal of various assets. Capitalized assets include building, office equipment, computer, software, Right-of-use, leasehold improvements, and other intangible assets.

During the year Group acquired Net tangible assets of Rs. 571 Lakhs and Net Intangible assets of Rs. 1,424 Lakhs (including computer software, customer relationship) by virtue of acquisition of D2K Technologies India Private Limited (Refer note no 48 Business combination of the consolidated financials).

The Group's Property plant and equipment and Intangible assets at the end of the year were as follows.

Particulars	(Rs. in lakhs)		
	FY24	FY23	Growth
Property, plant, equipment etc	6,122	5,356	14%
Less accumulated depreciation	3,095	2,604	19%
Net Block	3,027	2,752	10%
Right-of-use assets - Buildings	2,362	2,465	(4%)
Less accumulated depreciation	1,340	1,225	9%
Net Block	1,022	1,240	(18%)

Particulars	(Rs. in lakhs)		
	FY24	FY23	Growth
Intangible assets	2,932	1,215	141%
Less accumulated depreciation	868	619	40%
Net Block	2,064	596	246%
Intangible assets under development	79	134	(41%)

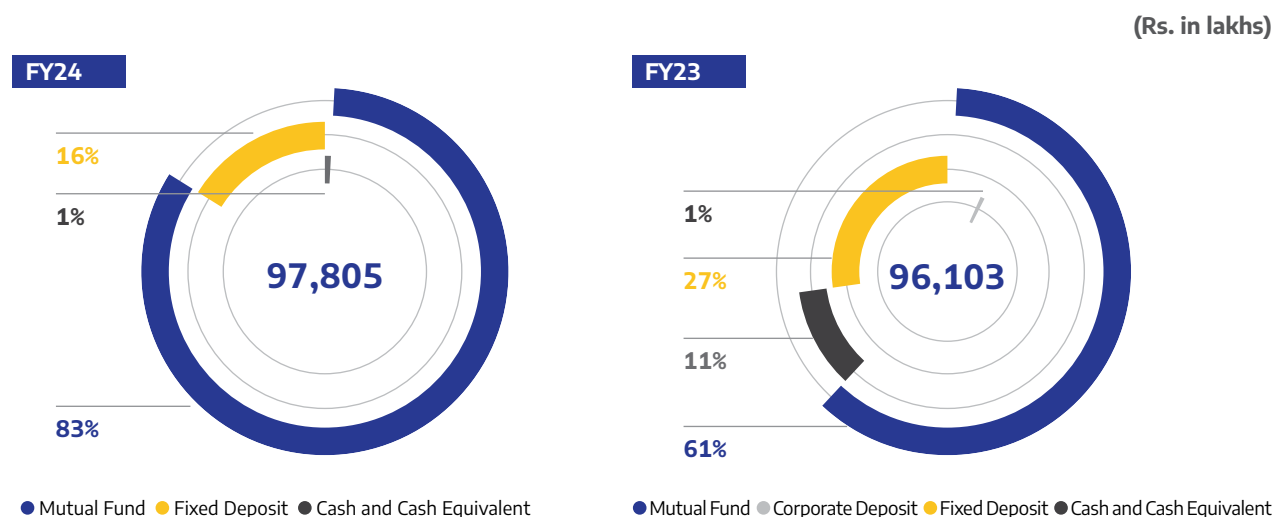
b) Goodwill on consolidation

Goodwill of Rs. 2,896 Lakhs recorded during FY24 on account of acquisition D2K Technologies India Private Limited ("D2K"). It represents excess of purchase consideration over the net asset value of acquired subsidiaries on the date of acquisition. Goodwill is tested for impairment annually or more frequently, if there are indications of impairment.

III. Financial assets

Financial assets mainly consist of investments, loans, trade receivables, cash and cash equivalents, bank balances and interest accrued on deposits etc.

(a) Treasury: Treasury includes investment in mutual funds, corporate Deposits, fixed deposits and cash and cash equivalents



The Group deploys its internal accruals and surplus funds primarily in mutual funds and fixed deposits as per its investment policy approved by the Board of Directors.

(b) Other financial assets: Other financial assets includes trade receivables, other contract assets, loans, security deposits etc.

Particular	(Rs. in lakhs)		
	FY24	FY23	Growth
Trade receivables	5,301	3,805	39%
Others	982	968	1%
Total	6,283	4,773	32%

Trade receivables grew in line with revenue growth. Overall DSO for the year was 37 days compared with 29 days in FY 23.

IV. Equity

(a) Equity share capital

ICRA has only one class of equity shares having a par value of Rs. 10 each. The issued, subscribed and paid-up capital stood at Rs. 965 lakhs into 96,51,231 equity shares of Rs. 10 each.

(b) Other equity

Particulars	(Rs. in lakhs)		
	FY24	FY23	Growth
Capital reserves	3,316	3,302	0.4%
Capital redemption reserves	65	65	0%
Share based payment reserve	151	-	100%
Treasury shares	(105)	(105)	0%

Particulars	(Rs. in lakhs)		
	FY24	FY23	Growth
General reserves	8,281	8,281	0%
Foreign currency translation reserve	(35)	(60)	(42%)
Other comprehensive loss	(469)	(306)	53%
Retained earnings	85,480	82,886	3%
Total other equity	96,684	94,063	3%

Other equity increased by 3% as on March 31, 2024 in comparison to March 31, 2023. During the year FY 24 Group have granted 6,914 options to eligible employees. The options would be vested as defined in the Scheme.

V. Financial liabilities

Particulars	(Rs. in lakhs)		
	FY24	FY23	Growth
Lease liability	1,088	1,303	(16%)
Trade payables	748	838	(11%)
Others*	4,697	723	550%
Total financial liability	6,533	2,864	128%

*As part of the acquisition of D2K Technologies India Private Limited, the Group has committed to buy-out the balance 40% equity shares from the remaining shareholders. Accordingly, Rs. 3,328 lakhs have been recognised by the Group as deferred consideration as on March 31, 2024 (Refer Note 48 Business combination of the consolidated financial statements)

VI. Other liabilities and provisions

Other current liabilities consist of unearned revenue, statutory dues payable and advances received from customers.

Total other current liabilities increased by 13% as on March 31, 2024, as against March 31, 2023 mainly due to increase in unearned revenue.

Provisions consists of provision towards employee related liabilities such as gratuity, compensated absences, variable pay etc., and provision towards litigations. Total provisions increased by 23% in FY24, majorly due to increased provision towards variable pay to employees and litigation matters. Refer note 47 of consolidated financial statements for provision on pending litigations.

VII. Key financial ratios

Key financial ratios are provided in the table below.

Particular	FY24	FY 23
Debtor turnover (no. of days)	37	29
Current ratio	4.3	4.3
Operating profit margin (%)	28%	33%
Net profit margin (%)	34%	34%
Return on net worth (%)	16%	14%

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

ICRA Group, with a total employee strength of 1,440 as of year-end 2023-24, continues to accord high priority to human resource development, with emphasis on improving skill, competence and knowledge through regular virtual/online training and in-house/external professional development programmes.

On behalf of the Board of Directors

Place: Kolkata
Date: May 23, 2024

(Arun Duggal)
Chairman
DIN: 00024262

Annexure IV

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

To
The Members
ICRA Limited
B-710, Statesman House 148,
Barakhamba Road
New Delhi-110001

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"). The 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 31st March 2024 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 31st March 2024 (hereinafter referred as "**period under review**") according to the provisions of:

- (i) The Companies Act, 2013 (the "**Act**") 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 to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (iv) 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 Takeovers) Regulations, 2011 to the extent applicable;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable ("**PIT Regulations**");
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 to the extent applicable; **Not Applicable during the period under review.**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the act and dealing with client to the extent of securities issued;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable during the period under review.**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review.**
- (vi) The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/ industry are:
 - (a) The Securities and Exchange Board of India (Credit Rating Agencies) Regulations, 1999;
 - (b) The Securities and Exchange Board of India (Intermediaries) Regulations, 2008 to the extent applicable.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has generally 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 is given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent in advance (and at a shorter notice for which necessary approvals obtained), and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board and committee meetings held during the period under review were carried out unanimously, except the recusals, as recorded in the minutes of the meetings of the Board of Directors or committee of the Board, as the case may be.

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 audit period, no specific events / actions took place having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **Chandrasekaran Associates**
Company Secretaries

Peer Review Certificate No.: 4186/2023

Firm Registration No.: P1988DE002500

Rupesh Agarwal

Managing Partner

Membership No. A16302

Certificate of Practice No. 5673

UDIN: A016302F000336600

Date: May 09, 2024

Place: Delhi

Note:

- (i) This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

Annexure-A to the Secretarial Audit Report

To
The Members
ICRA Limited
B-710, Statesman House 148,
Barakhamba Road
New Delhi-110001

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Chandrasekaran Associates**

Company Secretaries

Peer Review Certificate No.: 4186/2023

Firm Registration No.: P1988DE002500

Rupesh Agarwal

Managing Partner

Membership No. A16302

Certificate of Practice No. 5673

UDIN: A016302F000336600

Date: May 09, 2024

Place: Delhi

Annexure IV-A

FORM MR-3

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

To,
The Members

ICRA ANALYTICS LIMITED

Infinity Benchmark, 17th Floor
Plot G1, Block - GP, Sector - V, Salt Lake,
Kolkata, West Bengal – 700091

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **ICRA Analytics 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, 2024 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, 2024 (‘Period under review’) according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder; **Not Applicable during the year under review.**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018; **Not Applicable during the year under review.**
- (iv) 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’); **Not Applicable during the year under review.**
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (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 client to the extent of securities issued;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- (vi) As informed and certified by the Management of the Company there are no other laws which are specifically applicable to the Company based on the Sectors / Industry.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, *except as mentioned below*:

- a) *Delay in complying with the provisions of section 185 of the Act w.r.t loan given by the Company to D2K Technologies India Private Limited ("hereinafter referred to as "D2K"), subsidiary of the Company having common Director on the Board, up to an aggregate sum of Rs. 8,00,00,000/-, in one or more tranches. The Company has filed a Suo-moto application before the Regional Director, Eastern Region ("RD") under Section 441 of the Companies Act, 2013 for compounding of the said delay. Response of the RD on the said application of the Company is awaited as on the date of this report.*

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 is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except in cases where meetings were convened at a shorter notice. The Company has complied with the provisions of Act for convening meeting at the shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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 and regulations and guidelines.

We further report that during the audit period no major event has happened which is deemed to have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc:

For **Chandrasekaran Associates**
Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.: 4186/2023

Shashikant Tiwari

Partner

Membership No. F11919

Certificate of Practice No. 13050

UDIN: F011919F000356879

Date: May 13, 2024

Place: Delhi

Note:

- (i) This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

Annexure-A

To

The Members

ICRA ANALYTICS LIMITED

Infinity Benchmark, 17th Floor

Plot G1, Block - GP, Sector - V, Salt Lake,

Kolkata, West Bengal – 700091

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Chandrasekaran Associates**

Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.: 4186/2023

Shashikant Tiwari

Partner

Membership No. F11919

Certificate of Practice No. 13050

UDIN: F011919F000356879

Date: May 13, 2024

Place: Delhi

Annexure V

Annual Corporate Social Responsibility Report for the Financial Year 2023-24

1. Brief outline on CSR Policy of the Company

CSR Mission

ICRA envisions to make stronger communities and enrich the lives of underprivileged people through its programmes that endeavor to:

- empower underprivileged youths and adults (with special focus on women) with employable skills, create livelihood opportunities for them so that they may contribute to the economic development of the society;
- promote education;
- support environment sustainability.

It may, however, undertake and support projects/programmes in the other areas as may be recommended by the Corporate Social Responsibility Committee (“**CSR Committee**”) and approved by the Board of Directors of the Company if the same are permissible under Schedule VII of the Companies Act, 2013 (the “**Act**”) or any other provisions of the Act and the rules.

ICRA Corporate Social Responsibility (“**CSR**”) Policy (“**Policy**”) contains the approach and direction given by the Board of Directors of the Company, considering the recommendations of the CSR Committee (“**CSR Committee**”), and includes guiding principles for selection, implementation and monitoring of activities as well as formulation of the Annual Action Plan.

The Policy also acts as a guideline for the Company for undertaking CSR activities in line with the Company’s CSR mission within the areas and/or subjects enumerated under Schedule VII of the Act for supporting local communities on a variety of socially desirable activities with a view to enable high impact.

The following CSR activities have been undertaken by the Company through its project partners during the financial year ended March 31, 2024:

Sl. No.	Name of the Project Partner	Project Location	Activities
1.	Vidya Integrated Development for Youth and Adults (VIDYA)	Gurugram, Haryana	Sponsoring quality education for 41 students through a holistic development approach.
2.	Deepalaya	Nuh, Haryana	Quality education support for 200 students from weaker sections of society.
3.	Friends of Women World Banking (FWWB)	Kheda, Gandhinagar, Ahmedabad, Mehsana, Gujarat	Offering skill training and financial and business management knowledge to 500 potential entrepreneurs.
4.	Jai Vakeel Foundation & Research Centre (JVF)	Mumbai, Maharashtra	Under the Special School Project, ICRA has been supporting individuals with Intellectual Disability (ID) with the vision of inclusion of all individuals. 340 students between the age of 3 to 18 years are sponsored for their education.
5.	Vidya Integrated Development for Youth and Adults (VIDYA)	Bangalore, Karnataka	The Open Basic Education program helps 132 out of school students to acquire skills and knowledge to improve their lives and achieve their full potential.

All CSR programmes are closely monitored through field visits, comprehensive documentation and regular interaction with beneficiary communities.

2. Composition of CSR Committee

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Ms. Ranjana Agarwal, Chairperson	Non-Executive Independent Director	1	1
2.	Ms. Shivani Priya Mohini Kak, Member	Non-Executive Non-Independent Director	1	1
3.	Mr. Michael Foley, Member	Non-Executive Non-Independent Director	1	1
4.	Mr. Ramnath Krishnan, Member	Executive Director	1	1

3. Provide the web-link(s) where composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

- Composition of CSR committee : <https://www.icra.in/InvestorRelation/ShowDisclosuresUnderRegulationFile?Id=18>
- CSR Policy: <https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport?id=6®ulatoryDisclosureReportId=539>
- CSR Projects approved by Board: <https://www.icra.in/Home/CSR>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Not Applicable

5. (a) Average net profit of the company as per sub-section (5) of section 135: **Rs. 7,272.34 lakhs**
- (b) Two percent of average net profit of the company as per sub-section (5) of section 135: **Rs. 145.45 lakhs**
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **NIL**
- (d) Amount required to be set off for the financial year, if any: **NIL**
- (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: **Rs. 145.45 lakhs**
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **Rs. 145.48 lakhs**
- (b) Amount spent in Administrative Overheads: **NIL**
- (c) Amount spent on Impact Assessment, if applicable: **Not Applicable**
- (d) Total amount spent for the financial year [(a)+(b)+(c)]: **Rs. 145.48 lakhs**
- (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the financial year (in Rs. lakhs)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
145.48	NIL	NIL	NIL	NIL	-

- (f) Excess amount for set off, if any:

Sl. No.	Particular	Amount (in Rs. lakhs)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	145.45
(ii)	Total amount spent for the financial year	145.48
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.03

Sl. No.	Particular	Amount (in Rs. lakhs)
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL*

*The Company will not carry forward any excess amount spent during the financial year 2023-2024.

7. **Details of Unspent CSR amount for the preceding three financial years: NIL**

1	2	3	4	5	6		7	8
Sl. No.	Preceding financial year (s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount Spent in the financial year (in Rs.)	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding financial years (in Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of transfer		
1.	FY2022-23	-	-	-	-	-	-	-
2.	FY2021-22	-	-	-	-	-	-	-
3.	FY2020-21	-	-	-	-	-	-	-

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: No**

If yes, enter the number of Capital assets created/ acquired: **Not Applicable**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the financial year: **Not Applicable**

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the Property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR registration number, if applicable	Name	Registered address
-	-	-	-	-	-	-	-
	TOTAL	-	-	-	-	-	-

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/ Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: Not Applicable**

(Ramnath Krishnan)
Managing Director & Group CEO
DIN: 09371341

(Ranjana Agarwal)
Chairperson CSR Committee
DIN: 03340032

Annexure VI

Business Responsibility & Sustainability Report 2023-24

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1. Corporate Identity Number (CIN) of the Listed Entity:	L74999DL1991PLC042749
2. Name of the Listed Entity	ICRA Limited
3. Year of incorporation	1991
4. Registered office address	B-710, Statesman House, 148, Barakhamba Road, New Delhi – 110001
5. Corporate address	Building No. 8, Tower 'A', 2 nd Floor, DLF Cyber City, Phase II, Gurugram – 122002
6. E-mail	investors@icraindia.com
7. Telephone	+91 124-4545300
8. Website	www.icra.in
9. Financial year for which reporting is being done	2023-24
10. Name of the Stock Exchange(s) where shares are listed	BSE Limited and National Stock Exchange of India Limited
11. Paid-up Capital	Rs. 965.12 lakhs
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Name: Amit Gupta Designation: General Counsel Telephone: +91 124-4545300 Email: investors@icraindia.com
13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	

Data	Basis	Exclusions
Financials	Consolidated	All overseas Subsidiaries and step-down Subsidiary
Human Resources	Consolidated	All overseas Subsidiaries and step-down Subsidiary
Information Technology and Environment	Consolidated	All overseas Subsidiaries and step-down Subsidiary

This report contains data pertaining to ICRA and its wholly owned subsidiaries.

14. Name of assurance provider: Not Applicable
15. Type of assurance obtained: Not Applicable

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity % of Turnover of the entity
	ICRA and its subsidiaries provide rating, research, risk and analytical services. ICRA Subsidiary, Pragati Development Consulting Services Limited (PDCSL), has received SEBI approval on APRIL 29, 2024, as Category-I ESG Rating Provider (ERP) enabling it to commence its environmental, social, and governance (ESG) rating.	

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
	Rating, research, risk and analytical services. Some of the services broadly mapped to NIC classes 66190 and 73200.		

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	NA	15	15
International	NA	1	1

19. Markets served by the entity:

A. Number of locations

Locations	Number
National (No. of States)	Pan India
International (No. of Countries)	1

B. What is the contribution of exports as a percentage of the total turnover of the entity? 36.70%

C. A brief on types of customers

ICRA group provides services to Corporates (domestic and global), Banks, NBFCs PSUs (State and Central Government) Housing Finance Companies, ESCO, Development Finance Institutions, Fund Managers, Investors, Intermediaries (Corporate Treasuries, Brokerages, Wealth Managers), Independent Financial Advisors (domestic and global), multi-lateral agencies, and Industry Associations in India.

IV. Employees

20. Details as at the end of Financial Year:

A. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	1238	812	0.65	426	0.34
2.	Other than Permanent (E)	55	38	0.69	17	0.30
3.	Total employees (D + E)	1293	850	1.34	443	0.64
WORKERS						
4.	Permanent (F)	NA	NA	NA	NA	NA
5.	Other than Permanent (G)	NA	NA	NA	NA	NA
6.	Total workers (F + G)	NA	NA	NA	NA	NA

Note: Workforce categorized as employees and none as workers, hence details of workers category are not applicable.

B. Differently abled employees and workers

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Differently abled Employees						
1.	Permanent (D)	NA	NA	NA	NA	NA
2.	Other than Permanent (E)	1	1	100%	NA	NA
3.	Total employees (D + E)	1	1	100%	NA	NA
Differently abled Employees Workers						
4.	Permanent (F)	NA	NA	NA	NA	NA
5.	Other than permanent (G)	NA	NA	NA	NA	NA
6.	Total workers (F + G)	NA	NA	NA	NA	NA

Note: Workforce categorized as employees and none as workers, hence details of workers category are not applicable.

21. Participation/Inclusion/ Representation of women:

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors*	15	7	46.67%
Key Management Personnel*	7	0	0

*ICRA and its wholly owned subsidiary

22. Turnover rate for permanent employees and workers:

	FY2023-24 (Turnover rate in current FY)			FY2022-23 (Turnover rate in previous FY)			FY 2021-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	18.75%	20.75%	19.45%	21.98%	20.09%	21.30%	29.45%	28.93%	29.27%
Permanent Workers	NA	NA	NA	NA	NA	NA	NA	NA	NA

V. Holding, Subsidiary and Associate Companies (including joint ventures):

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding / Subsidiary / Associate / Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes / No)
1.	ICRA Analytics Limited	Subsidiary	100%	Yes
2.	Pragati Development Consulting Services Limited	Subsidiary	100%	Yes
3.	D2K Technologies India Private Limited	Step-down subsidiary	60%*	No
4.	ICRA Lanka Limited**	Subsidiary	100%	No
5.	ICRA Nepal Limited	Subsidiary	51%	No

*ICRA Analytics Limited, wholly owned subsidiary of ICRA Limited, holds 60% shares in D2K Technologies India Private Limited.

**Under liquidation

VI. CSR Details:

As sustainable development goals provide a blueprint to end poverty, protect the planet and build a socio-economic balance, our CSR policy prioritizes SDGs through initiatives like education, employment and women empowerment.

24 (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover (in Rs.) – 25,124.01 Lakhs*

(iii) Net worth (in Rs.) – 74,308.1 Lakhs*

*On standalone basis

VII. Transparency and Disclosures Compliances

25. Complaints /Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

All the business activities conducted within the business under principles stated in ICRA's Code of Business Conduct. It is a comprehensive document for ethical conduct for internal and external stakeholders of the company, covering entire operations. There are defined channels for receiving complaints/grievances from stakeholders and these are addressed with expediency in upholding the ethical standards practiced in the Group.

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in place (Yes/No) (If yes, then provide web- link for grievance redress policy)	FY2023-24 Current Financial Year		FY2022-23 Previous Financial Year			
		No. of complaints filed during the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	
Communities	Yes, Group ICRA implements its project through its CSR implementing partners who have mechanism to receive and redress grievances of the community. Below are some of the mechanisms implemented to address the same. <ul style="list-style-type: none"> In-house help desk number for quick resolution, For better implementation of initiatives, monthly meetings are held with the stakeholders in communities to discuss the challenges that they face. Accordingly, the implementation team works towards the issues to ensure these challenges do not impact the implementation of the initiatives. Feedback box is set up for anonymous complaints/suggestion. Redressal committee along with grievance policies have been laid out by the committee. <p>*The above-mentioned mechanisms are not implemented in all locations and may differs from project to project</p>	0	0	-	0	0	-
Investors (other than shareholders)	Yes Please refer to "SCORES & ODR" at www.icra.in	4	0	2	0		
Shareholders	Yes	19	0	8	0		
Customers	Yes Please refer to "SCORES & ODR" at www.icra.in	2	0	2	0		
Value Chain Partners	No	0	0	0	0		
Employees and Workers	Yes, for any grievances employees may approach the Human resources or Legal department of the company. Also, employees can report their concerns on the integrity hotline.	0	0	1	0		
Others	Yes	0	0	0	0		
Other - Anonymous	Yes	0	0	2	0		
Others -Competitors	Yes https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport?id=3&regulatoryDisclosureReportId=476	1	0	0	0		

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S No.	Material issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Talent Management	Opportunity	Hiring talented individuals is a priority for ICRA's business as it is a key element in the success of our business.	NA	Positive
		Risk	(a) Talent management's failure to recognize any of the important elements while hiring can impact the company's ability to grow.	(a) Proper candidate profiling is in place with multi-level recruitment process.	Negative
			(b) Employee Retention.	(b) Growth, equal opportunity, and employee safety is our priority. We encourage work life balance by having recreational areas in office spaces, Fun Fridays activities by HR, etc. We have employee well-being initiatives like 1to1 mental health support; Internal Complaints Committee; Fitness Troop, etc.	
		(c) Succession Planning (Inadequate attention to succession planning can impact company's growth).	(c) Steps are being taken to ensure that a robust succession plan is put in place for all critical positions.		
2	Corporate Governance	Opportunity	To achieve an organisation's mission, corporate governance is essence to the companies' achievements, it helps in stakeholder value creation.	NA	Positive
		Risk	Any breach in the governance norms can lead to risk of loss of trust among stakeholders or damage the company's reputation.	Adoption of policies and code of conduct helps us in strengthening our governance norms and follow the highest standards of governance.	Negative

S No.	Material issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3	Climate Change	Risk	Climate change has brought challenges that have to be addressed by individuals, governments, and corporates. As an ITES company the environmental impact is minimal.	We have employee training programmes for creating an awareness on environment and climate change. One of the large delivery centre based in Kolkata is a LEED- certified Green Building	Negative
4	Information and Cyber Security	Risk	Our ability to conduct business may be adversely impacted on account of cyber incidents resulting in disruption or damage to operations and infrastructure. Breach of information security controls, both with respect to process and technology, may compromise confidentiality and integrity of data, which in turn may result in business and reputation loss.	Cybersecurity is a critical priority for our organisation, and we recognize the potential impact that cyber incidents can have on our business operations and data security. We are committed to maintaining a strong cybersecurity posture to mitigate these risks. This includes implementing robust controls for both processes and technology to safeguard the confidentiality and integrity of our data. We continuously evaluate and improve our security measures to ensure Business continuity and reputation protection. IAL is ISO 27001:2013 certified organisation	Negative
5	Physical Risk	Risk	A large business unit has geographical concentration risk as its primary business pertaining and operates from a single location	We continue to review alternate options for diversifying operations. The risk is also partially mitigated by allowing flexibility for certain number of workforces to operate remotely from residence	Negative

S No.	Material issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6	Technology and Innovation	Opportunity and Risk	Technology continues to play a key role in shaping business models, client offerings, strengthening processes and improving productivity. Disruptions in business models due to rapid advancement in new age technology may pose some risks to our businesses	ICRA will continue to invest in technology and ensure we stay relevant in the digital era.	Positive
7	ESG	Opportunity	Concerted efforts are being made by policymakers, regulators, various market participants, and the civil society to bring ESG issues into the mainstream. ICRA is well-positioned to contribute to the market forces to achieve this end. SEBI has granted approval to PDCSL, a wholly owned subsidiary of ICRA, to provide ESG Ratings and scores. IAL, a wholly owned subsidiary of ICRA, with a rich experience in providing data, analytics and consulting services, is working to expand its product-suite to include ESG data, consulting, and other adjacent services. Our offerings in ESG will enable issuers to make the required progress in their ESG transition journey and help investor to allocate capital in the area of ESG more discerningly.	NA	Positive

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

NGRBC has been designed to assist businesses to perform above and beyond the requirements of regulatory compliance.

Disclosure Questions	P 1	P 2	P 3	P4	P5	P6	P7	P8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	https://www.icra.in/RegulatoryDisclosure/Index P1 to P9: ICRA Code of Business Conduct, P1: Whistleblower Policy P4 and P8: CSR Policy								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	<p>ICRA is committed to a safe healthy and harassment free workplace through formulation and implementation of various policies and code of conduct such as anti-bribery and anti-corruption policy, whistle blower policy, policy on related party transactions, sexual harassment policy, human rights policy, code of business conduct for strong ethical practices and standards.</p> <p>It's subsidiary is certified ISO 27001 and ISO 9001:2018 and has LEED platinum certification for Green building office, implicating a positive step towards protecting and improving human and environmental health.</p>								
5. Specific commitments, goals, and targets set by the entity with defined timelines, if any.	<p>ICRA provides opportunity to differently abled people to be part of its talent pool and thereby promote diversity, as this factor enables the flow of new ideas and innovation allowing to create a healthy work environment.</p> <p>ICRA's compensation and benefits are designed keeping in mind best practices and benchmarks to attract and retain top talent. ICRA benefits aims at promoting employee health and welfare and includes health checkups, medical coverage for employees and families, work from home, car lease policy. ICRA leave policy are designed to ensure that employee gets appropriate break and time to spend with family and friends.</p> <p>ICRA provides extensive training and development to its employees to help them to stay competitive and future ready. ICRA continues to invest in creating talent pool and leadership pipelines through a customised leadership accelerator management programme (LAMP) to ensure sustainable growth.</p> <p>Onboard entry-level talent from Tier 1/2 Campus for the Ratings and Business Development function.</p> <p>Health & wellness - Annual health check-up for employees in addition to the existing medial insurance coverage</p>								

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9									
	<p>Training: LAMP – Leadership Accelerator Management Programme for Top/ Core Talent - 12 months' journey – with the purpose of creating a healthy talent pipeline for and providing a growth framework to our leadership team.</p> <p>Environment: Hybrid work model – This has not only improved productivity, efficiency of employees but has an impact on the environment as it reduces the need for daily commuting, lowers carbon emissions and traffic congestion. It also reduces the demand for office resources like energy and space, leading to a smaller carbon footprint for our business.</p> <p>Total rewards - Comprehensive STIP/LTIP plan rolled out</p>																	
6. Performance of the entity against the specific commitments, goals, and targets along with reasons in case the same are not met.	<p>Inclusive growth: Hired person with disability in FY2024 and provided training on disability awareness to ensure that employees can effectively work with individuals with disabilities</p> <p>Safety of employees: Health and safety trainings are held for employees</p> <p>Annual health services: Employees have availed the benefits of annual health check-up in FY 2023-24.</p> <p>Work-from-home provision is there for employees.</p>																	
Governance, leadership, and oversight																		
7. Statement by director responsible for the business responsibility report, highlighting ESG-related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure)	<p>ICRA's CSR committee plays a vital role in steering sustainability efforts within the Group. They set goals that are aligned to the company's overall business strategy with the help of inputs from company departments. Volunteering and social impact activities are promoted and encouraged within the organisation to foster a culture of sustainable practices.</p>																	
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	<p>The Managing Director & Group CEO of the Company is responsible for implementation and oversight of the Business Responsibility policy (ies)</p>																	
9. Does the entity have a specified Committee of the Board/ Director responsible for decision-making on sustainability-related issues? (Yes/No). If yes, provide details.	<p>To read more about this kindly refer to the section "Overview of the entity's material business conduct "</p>																	
10. Details of Review of NGRBCs by the Company:																		
Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow-up action	Frequent reviews are held by internal stakeholders to bridge gaps in system and policies																	
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The company is in compliance with the current regulations applicable to its sector.																	

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency.	P1 to P9 Reviewing of policies is held by individual departments on a periodical basis and changes to these are made point in time. Recommendations are made by the management to the board for their approval on updating policies. It is implemented and assessed over time.
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12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/ human and technical resources available for the task (Yes/ No)						Not Applicable			
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE-WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities who aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent and accountable.

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness program held	Topics/Principles covered under training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors		On an ongoing basis, the Company's functional heads and senior management personnel, make presentations in the Board meetings to the Board of Directors with the strategy, operations, and functions of the Company. At Board /committee meetings, presentations are made to the Board /committee members, including Independent Directors by external experts and/ or senior management of the Company on Indian economy, debt markets, global regulatory environment, changes in the regulatory environment applicable to the Company and to the industry in which it operates and to ensure that members of the Board /committee are kept up to date.	
Key Managerial Personnel	5	1) Annual Refresher Training on Code of Business Conduct 2) Annual Refresher on COI OBI Separation Policy 3) Annual Refresher on POSH 4) Environmental Sustainability and Health and Safety 5) Annual Refresher on Information Security (ICRA)	100%

Employees other than BoD and KMPs	9	Environmental Sustainability and Health & Safety	99.3%
		Information Security Awareness (InfoSec) Version 2.0 (ICRA)	96.5%
		Conflict of Interest including Outside Business Interest and Separation Policy	100%
		Code of Business Conduct; Code of Professional Conduct; Anti-Bribery and Anti-Corruption Policy; and Prevention of Sexual Harassment Training	99%
		Annual Refresher on COI OBI Separation Policy	100%
		Annual Refresher Training on Code of Business Conduct	96%
		Annual Refresher on POSH	99.7%
		Annual Refresher on Information Security (ICRA)	99.1%
		Handling phishing attacks	98.6%

2. Details of fines / penalties / punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Administrative warnings and letters are received by the company as per the inspections conducted by SEBI. Accordingly, company takes actions on these aspects.

Monetary

	NGRBC Principle	Name of the regulatory / enforcement agencies / judicial institutions	Amount (In Rs.)	Brief of the case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	NIL				
Compounding fee	NIL				
Settlement	NIL				

Non- Monetary

	NGRBC Principle	Name of the regulatory / enforcement agencies / judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/ No)
Imprisonment	NIL			
Punishment	NIL			

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case details	Name of the regulatory/ enforcement agency/ judicial institution
Not Applicable	

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Anti-Bribery and Anti-Corruption Policy of ICRA complies with all applicable anti-bribery and anti-corruption laws, including but not limited to the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act (UKBA), the Prevention of Corruption Act, 1988, Indian Penal Code, 1860 and all applicable anti-bribery and anti-corruption laws where ICRA operates, and to accurately reflect all transactions in ICRA's books and records. It is also ICRA's policy to require certain third-party intermediaries, agents, consultants, and business partners who work on ICRA's behalf to comply with these same laws and practices. This policy applies to ICRA, its direct and indirect wholly-owned subsidiaries, and its majority-controlled subsidiaries as designated by ICRA Compliance Department. The policy is available on our Intra link.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2023-24	FY2022-23
Directors	None	None
KMPs	None	None
Employees	None	None
Workers	None	None

6. Details of complaints regarding conflict of interest:

	FY2023-24 Current Financial Year		FY2022-23 Previous Financial Year	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	None	0	None
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	None	0	None

7. Provide details of any corrective action taken or is under way on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

	FY2023-24	FY2022-23
Number of days of accounts payables	51	61

9. Open-ness of business Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY2023-24	FY2022-23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	NIL	NIL
	b. Number of trading houses where purchases are made from	NIL	NIL
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	NIL	NIL
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	NIL	NIL
	b. Number of dealers / distributors to whom sales are made	NIL	NIL
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	NIL	NIL
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	0.38%	0.46%
	b. Sales (Sales to related parties / Total Sales)	33.62%	35.51%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	NIL	NIL
	d. Investments (Investments in related parties / Total Investments made)	NIL	NIL

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	% age of value chain partners covered (by value of business done with such partners) under the awareness programmes
2	Human Rights - Principle 5 Sustainability - Principle 6 Health & Safety - Principle 2	We are mindful of the importance of awareness programmes and its impact on employees and value chain partners, hence, to improve their knowledge, awareness sessions were held to keep them abreast of the current laws, policies and methods to protect their interests and those they work for.

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same

Yes, <https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport?id=15®ulatoryDisclosureReportId=239>

PRINCIPLE 2. Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY2023-24	FY2022-23	Details of improvements in environmental and social impacts
R&D	NA	NA	NA
Capex	NA	NA	To minimise the negative impact on the environment we utilise all energy sources to increase efficiency of systems to create a healthy impact on individuals and environment. We use LED lights in our common area to minimise the energy consumed and also to minimise the cost. Plastic bottles have been replaced with glass bottles as they can be reused, washed, and sterilised keeping in mind employee safety. Also, plants have been added to ensure that it improves air quality within office.

We are a service sector entity, hence the relevance of the above is largely restricted to capital expenditure on information technology. The Company intends to continue identifying and acting on opportunities to reduce its impact on the environment.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

ICRA has outlined its expectations for ethical, environmental, and social responsibility in its agreement and try its best to source material that have low environmental impact. We have also trained few of our value chain partners on importance of sourcing materials that are sustainable and does not harm the environment.

- b. If yes, what percentage of inputs were sourced sustainably?

The nature of the business of our company does not require much utilisation of many resources in running of operations. However, we are actively working on adapting technologies that are energy efficient.

3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for
- Plastics (including packaging)
 - E-waste
 - Hazardous waste and
 - other waste

Given the nature of the business, ICRA and its subsidiaries have limited scope on these parameters, however, we realise that there is a pressing need to manage waste in an eco-friendly manner. We are looking at methods for efficient use of energy, water and paper in our internal operations such that we can reduce our carbon footprint. To achieve these objectives, we encourage to reuse/recycle wherever possible and are in the process to monitor improvement. With the changing environment and climate ICRA is adapting and building awareness among its communities, stakeholders and employees in reusing, recycling, and reducing waste. Some of the awareness initiatives are as mentioned below-

- Rolled out an online training course on Environmental Sustainability and Health & Safety for our employees, which is a small step towards creating awareness on forming a healthy, productive, and motivated minds.
 - Awareness posters on steps to cut down carbon footprint are displayed across all office locations.
 - UPS batteries are recycled on a yearly basis.
4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to the Pollution Control Board? If not, provide steps taken to address the same.

Not Applicable

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency
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As the company is in the financial sector, the lifecycle approach is not directly applicable to its services. Though it does not involve physical products or manufacturing processes we do plan to improve the environmental and social impact of the company's operations and services.

2. If there are any significant social and environmental concerns and/or risks arising from production or disposal of your products and services as identified in the life cycle assessment (LCA) or through any other means, briefly describe the same along with action taken to mitigate the same

Name of the products and services	Description of the risk / concern	Action Taken
NA	NA	NA
NA	NA	NA
NA	NA	NA

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY2023-24 Current Financial Year	FY2022-23 Previous Financial Year
NA	NA	NA

- c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

	FY2023-24	FY2022-23
Cost incurred on well-being measures as a % of total revenue of the company	2.30%	2.04%

2. Details of retirement benefits, for Current FY and Previous Financial Year

Benefits	FY Current Financial Year (2023-24)			FY Previous Financial Year (2022- 23)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and de- posited with The authority (Y/ N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/ N.A.)
PF	100 %	NA	Yes	100 %	NA	Yes
Gratuity	100%	NA	Yes	100%	NA	Yes
ESI	100%	NA	Yes	100%	NA	Yes
Others, Please specify	NA	NA	NA	NA	NA	NA

All on roll employees are covered under retirement benefits ie. PF and Gratuity

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently-abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Most of the premises of ICRA and its subsidiary are accessible to differently-abled visitors/ employees, if any.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, it is part of ICRA's CoBC policy

5. Return to work and retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Non-Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	86.70%	NA	NA
Female	100%	100%	NA	NA
Total	100%	90.20%	NA	NA

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

Yes. We have a mechanism to redress grievances of our employees. Please refer to the ICRA Code of Business Conduct for detailed mechanism.

Yes/No	
(If Yes, then give details of the mechanism in brief)	
Permanent Workers	Yes, ICRA supports open door communication and encourages you to attempt to resolve concerns, problems, grievance, complaint or issues that involve the work environment, including by holding frank discussions with your immediate supervisors or other senior managers, by providing performance feedback. Such discussion may help resolve many workplace issues.
Other than Permanent Workers	
Permanent Employees	ICRA's objective is to maintain an environment in which directors and all employees feel comfortable raising issues or grievances they believe are important. ICRA believes that maintaining a culture where open dialogue is encouraged and supported leads to a more productive, cohesive and enjoyable work environment. Further, in consonance with the Companies Act, 2013, Industrial Disputes Act, 1947 or any other labour laws, as amended from time to time and the Listing Agreement, ICRA has established a vigil and grievance redressal mechanism whereby directors and employees are encouraged to report unethical or improper activities through established channels, enabling an ethical and corruption free work environment.
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or unions recognised by the listed entity:

	FY 2023-24			FY 2022-23		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total Employees / Workers in respective category (C)	No. of Employees / worker in respective category, who are. Part of association(s) or Union (D)	% (D / C)
Total Permanent Employees						
Male						
Female						
Total Permanent Workers						
Male						
Female						

Not Applicable

8. Details of training given to employees and workers

We conduct quarterly fire safety training, and evacuation drills for employees across all branches. Employees are sensitised about the safety norms and demonstrations are held on the use of fire-fighting equipment. All our office facilities are fully equipped with the appropriate fire safety equipment and regular safety drills are held. We have also rolled out a health & safety curriculum on our learning platform, for our on-roll and off-roll employees so to create awareness among them.

Category	FY2023-24					FY2022-23				
	Total (A)	On Health and Safety measures		On Skill upgradation		Total (D)	On Health and Safety Measures		On Skill Upgradation	
		No. (B)	%(B/A)	No (c)	%(C/A)		No. (E)	%(E/D)	No. F	%(F/D)
Employees										
Female	559	470	0.84%	466	0.83%	470	0	0	461	0.98%
Male	871	864	0.99%	825	0.94%	848	0	0	801	0.94%
Total	1430	1334	0.87%	1291	0.90%	1318	0	0	1262	0.95%
Workers (Not Applicable)										
Female										
Male										Not Applicable
Total										

9. Details of performance and career development reviews of employees and worker

The Company's talent management strategy is focused on building leaders of tomorrow. We invest through world class leadership development programmes to build the talent bank in the organisation. The Company has a robust talent review programme and ensures a succession plan towards critical positions, annually.

The Manager Development Programme is planned primarily to develop soft skills and behaviours required to lead people and manage projects. We develop managers by focusing on self-awareness and people management skills to develop behaviours required to evolve in one's roles and maximise performance.

Organisation training matrix across levels for respective group/s and employee training plans per division, per designation/level/role for all divisions are validated yearly and as per priority the domain, functional and behavioural training needs as per need identified in the org training matrix are executed. New training needs are incorporated on an ongoing basis as per business requirement.

Performance and career development is a priority for the company. Under the performance management programme, every year goals are set by employees providing the base for appraisals. Additionally, an increase in the remuneration not only depends on the employee's performance but also on the company's performance. Employees have also been offered paid courses that will help them upgrade their skills through tools that will increase their efficiency.

Category	FY2023-24			FY2022-23		
	Total(A)	Total(A)	No. (B)	Total(A)	Total(A)	No. (B)
Employees						
Female	385	385	100%	425	425	100%
Male	741	741	100%	776	776	100%
Total	1126	1126	100%	1211	1211	100%
Workers						
Female						
Male						Not Applicable
Total						

10. Health and safety management system:

- A. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No).
If yes, the coverage of such system?

As health and safety of employees in the workplace is a necessity in the current age, ICRA trains its employees on safety procedures and emergency protocols and during these trainings they are encouraged to report of any unsafe conditions. Regular drills for fire, earthquake, or other emergencies help employees with emergency plans and evacuation routes.

- B. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

During the Health & Safety induction, ICRA promotes the idea of safety among its employees so that they may feel comfortable speaking up about safety concerns and immediate action to avoid further future occurrences.

- C. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

As ICRA is in the service industry, it does not have workers. However, it encourages employees to share any safety concerns, so that they can take steps to avoid any future incidents.

- D. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services?

Yes, all ICRA employees have medical insurance.

11. Details of safety related incidents, in the following format:

Safety Incident/Number			Category	FY 2023-2024	FY 2022-2023
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)			Employees		
			Workers		
Total	recordable	work-related injuries	Employees		
			Workers		
No. of fatalities			Employees		NIL
			Workers		
High consequence work-related injury or ill- health (excluding fatalities)			Employees		
			Workers		

12. Describe the measures taken by the entity to ensure a safe and healthy work place

To help maintain the physical health of employees, ICRA offers medical insurance that ensures financial protection and access to healthcare services. Other than medical insurance, annual health check-up facilities allow employees to monitor their health regularly and catch potential health issues early. To improve mental health and focus, ICRA employees are offered yoga sessions so that it can reduce their stress and improve focus. The work-from-home option is a flexible one provided to employees to achieve a better work-life balance, reduce commuting time, and improve job satisfaction. For a more inviting workspace, indoor plants have been placed across all offices to improve air quality and also to reduce stress. Health and safety trainings are provided to workers in the form of induction and curriculum in their Learning Management Systems.

13. Number of complaints on the following made by employees and workers:

Category	FY2023-24			FY2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	No	No		No	No	
Health & Safety	No	No		No	No	

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	There were no statutory audits conducted on working condition, health and safety practices in FY2023 for any of the offices in India.
Working Conditions	

15. Provide details of any corrective action taken or under way to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Employees at Group ICRA are trained and inducted on Health and Safety, covering precautions for workplace injuries and other possible hazards in public spaces.

Employees are encouraged to participate in fire drills so that they learn about the building plan and know the office exits for a safer exit.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of

(A) Employees (Y/N) Yes employees are covered under group term insurance

(B) Workers (Y/N). NA

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

For certain vendor we ensure that statutory dues have been deducted and deposited by the value chain partners...

For GST reconciliation we reconcile with Govt Portal and vendor.

3. Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment: NA

	Total no. of affected employees/ workers		No. of employees/ workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-23	FY2022-23	FY2023-24	FY2022-23
Employees	Not Applicable		Not Applicable	
Workers				

4. Does the entity provide transition assistance programmes to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)

No

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	These parameters are not assessed or measured currently.
Working Conditions	

6. Provide details of any corrective actions taken or under way to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

The individuals and groups that help in the development of business directly or indirectly are seen to be as ICRA's stakeholders. To make the stakeholders seen and heard, ICRA regularly takes feedback from its employees, shareholders, institutions, and Non-Governmental Organisations. These are taken in the form of feedback, survey, Town Halls and group discussions. With these efforts ICRA has built a long-term value creation with its stakeholders.

1. Employee: channel of communication - email, townhall, Zoom calls
2. Vendors: channel of communication - email, Zoom calls

2. List of stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder group	Whether identified as vulnerable & Marginalised group	Channel of communication (E mail SMS, newspaper, pamphlets, advertisement, community meetings, notice board, website, others)	Frequency of engagement (Annually, Half yearly/ quarterly others)	Purpose and scope of engagement, including key topics and concerns raised during such engagement
Communities	Yes	On location	Regular	CSR intervention
Investors	No	Investors meet, email	Annual periodic	
Shareholders	No	Annual General Meeting, email	Annual periodic	
Employees and Workers	No	Townhall, email	Regular	Employee Engagement
Customers	No	Email, sms, advertisement, social media, website	Regular	
Value Chain Partners	No	email	Periodic	Engagement

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

Consultation with the respective stakeholders is done by the concerned executives. Feedback from such consultations is shared with the management and/or the Board of Directors.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Effective engagement helps us in achieving our organisation's vision and value. We use various platforms to engage with our stakeholders to understand their needs and concerns, if any, and chart out suitable strategies to address them.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups.

We engage and support vulnerable and/or marginalised stakeholder groups through our CSR partners in the areas of education, skill development and livelihood.

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicator

1. Employees and workers who have been provided training on human rights issues and policy (IES) of the entity, in the following format:

Category	FY 2023-24			FY2022-23		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees' / workers covered (D)	% (D / C)
Employees						
Permanent	ICRA offers equal opportunity to all its employees and believes a workforce that represents an array of backgrounds and experiences helps create an environment that maximises each employee's contribution, widens the leadership pipeline and enriches ICRA's work, including the quality of its opinions, and services. ICRA maintains an open, inclusive and fair work environment for all to help promote diversity and inclusion in all its workplaces and also ensures the absence of child labour, forced labour and / or involuntary labour in any of its operations. ICRA is determined not to tolerate any violation of human rights and has established a mechanism to report such violations through established channels. ICRA takes appropriate disciplinary action, which could include termination of employment for anyone who engages in such conduct. Policies and codes like, policy on prevention of sexual harassment, policy on human rights, code of business conduct, etc. Periodically trainings and awareness programmes are conducted for employees through various modes.					
Other than permanent	Not monitored currently			Not monitored		
Total Employees						
Workers						
Permanent						
Other than permanent	Not Applicable			Not Applicable		
Total Workers						

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2023-24					FY2022-23				
	Total (A)	Equal Minimum Wage		More than Minimum Wage		Total (D)	Equal Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Permanent	1205	-	-	1205	100%	1251	-	-	1251	100%
Male	789	-	-	789	100%	807	-	-	807	100%
Female	416	-	-	416	100%	444	-	-	444	100%
Other than Permanent	56	-	-	56	100%	65	-	-	65	100%
Male	40	-	-	40	100%	37	-	-	37	100%
Female	16	-	-	16	100%	28	-	-	28	100%
Workers (NA)										
Permanent										
Male	Not Applicable					Not Applicable				
Female										
Other than Permanent										
Male	Not Applicable					Not Applicable				
Female										

4. Details of remuneration / salary / wages, in the following format:

a. Median remuneration / wages:

	Male		Female	
	Number	Median remuneration / salary / wages of respective category	Number	Median remuneration / salary / wages of respective category
Board of Directors (BoD)*	4	Rs. 25,00,000	4	Rs. 20,00,000
Key managerial Personnel	4	Rs. 16,626,542	0	0
Employees other than BoD and KMP	278	Rs. 20,93,843	123	Rs. 1,200,000
Workers			NA	

*Remuneration to Managing Director & Group CEO has been included in Key Managerial Personnel.

Note: Data specific to ICRA Limited

b. Gross wages paid to females as % of total wages paid by the entity, in the following format

	FY2023-24	FY2022-23
Gross wages paid to females as % of total wages	30%	31%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, Human rights is part of ICRA's policies and is highlighted under CoBC, where respecting each other through creating an equal opportunity workplace, having an open-door policy to ensure all cases on discrimination or harassment are resolved. These measures ensure that employees are treated with respect and dignity and that we do not disregard human rights violations or abuses.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

ICRA is determined not to tolerate any violation of human rights and has established a mechanism to report such violations through established channels. ICRA takes appropriate disciplinary action, which could include termination of employment for anyone who engages in such conduct.

6. Number of complaints on the following made by employees and workers. None

	FY 2023-24			FY2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	NIL	NA	NA	Nil	NA	NA
Discrimination at workplace	NIL	NA	NA	Nil	NA	NA
Child Labour	NA	NA	NA	NA	NA	NA
Forced Labour / Involuntary Labour	NA	NA	NA	NA	NA	NA
Wages	Nil	NA	NA	Nil	NA	NA
Other Human Rights related issues	Nil	NA	NA	Nil	NA	NA

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY2023-24	FY2022-23
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	No cases	No cases
Complaints on POSH as a % of female employees / workers		
Complaints on POSH upheld		

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases. ICRA respects the right of each employee to report in good faith possible unlawful discrimination or harassment, including sexual or other discriminatory harassment, or to provide information in connection with any such report. Retaliation against any employee for engaging in these protected activities is contrary to ICRA's policy and code and will not be tolerated. If employees believe that they have experienced harassment, discrimination or retaliation, they should immediately report such an incident to the human resources or legal department. They may also take such a report to the integrity hotline. Any person found to have retaliated against an individual for reporting discrimination or harassment or for participating in an investigation of allegations of such conduct will be subject to appropriate disciplinary actions.

9. **Do human rights requirements form a part of your business agreements and contracts? (Yes/No)** Yes

10. **Assessment for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labor	ICRA has a robust process and tool to monitor compliances. During FY 2022-23, we no key deviations, or findings from notified by local statutory / third parties
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others please specify	

11. **Provide details of any corrective actions taken or under way to address significant risks / concerns arising from the assessments at Question 9 above.**

Not Applicable

Leadership Indicator

1. **Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**
 ICRA creates awareness about the policies and codes like, policy on prevention of sexual harassment, policy on human rights, code of business conduct, etc. Periodically training and awareness programmes are conducted for employees. through various modes. ICRA strives to support, protect, and promote human rights to ensure fair and ethical business and employment practices are followed, for instance internal committees (IC) for all office locations have been constituted in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, with women employees being a majority and an external member. The policy on POSH and composition of ICs are displayed at all office locations.
2. **Details of the scope and coverage of any human rights due diligence conducted.**
 There is no due diligence conducted for human rights.
3. **Is the premise/office of the entity accessible to differently-abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**
 Yes. ICRA believes in accessibility for all and has offices that are accessible to differently-abled people.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of partners) that were assessed
Sexual Harassment	No
Discrimination at workplace	No
Child Labour	No
Forced Labour/Involuntary Labour	No
Wages	No
Others – please specify	No

5. Provide details of any corrective actions taken or under way to address significant risks / concerns arising from the assessments at Question 4 above.

Not Applicable

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Note: if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

There are several methods by which ICRA has been able to reduce its energy consumption from the previous FY. This includes encouraging employees to turn off lights, computers, and other equipment when they are not in use, switching to energy efficient lighting like LED lights in all its offices across India and adjusted temperature settings during summers season

Parameter	FY2023-24	FY2022-23
Total electricity consumption (A)	2,376,150.90	3,737,149.2
Total fuel consumption (B)	NA	NA
Energy consumption through other sources (C)	NA	NA
Total energy consumption (A+B+C)	2,376,150.90	3,737,149.2
From non-renewable sources	2,376,150.90	3,737,149.2
Total electricity consumption (D)	2,376,150.90	3,737,149.2
Total fuel consumption (E)	NA	NA
Energy consumption through other sources (F)	NA	NA
Total energy consumed from non-renewable sources (D+E+F)	2,376,150.90	3,737,149.2
Total energy consumed (A+B+C+D+E+F)	2,376,150.90	3,737,149.2
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	0.00055	0.00094
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	0.013	0.022
Energy intensity in terms of physical output	NA	NA
Energy intensity (optional) – the relevant metric may be selected by the entity	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any. - Not Applicable
3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2023-24	FY2022-23
Water withdrawal by source (in kilolitres)		
i) Surface water	0.075 KL	Not monitored
(ii) Groundwater		NA
(iii) Third party water	111.921KL	7,519.52KL
(iv) Seawater / desalinated water	NA	NA
(v) Others		169.52 KL
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	111.996 KL	7689.04
Total volume of water consumption (in kilolitres)	NA	NA
Water intensity per rupee of turnover (Water consumed / turnover)	0.000000026	0.0000019
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	0.00000060	0.000044
Water intensity in terms of physical output	NA	NA
Water intensity (optional) – the relevant metric may be selected by the entity	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

4. Provide the following details related to water discharged:

Parameter	FY 2023-24	FY2022-23
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
No treatment -		
With treatment – please specify level of treatment		
(ii) To Groundwater		
- No treatment		
- With treatment		
- please specify level of treatment		
(iii) To Seawater-		
- No treatment -		
- With treatment	Not Applicable	Not Applicable
- please specify level of treatment		
(iv) Sent to third-parties -		
No treatment -		
With treatment -		
(v) Others -		
No treatment -		
With treatment -		
please specify level of treatment		
Total water discharged (in kilolitres)		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

The company's water requirement is limited to human consumption and does not have a significant volume of wastewater. However, the company ensures that the water is used judiciously and educate employees about the same through Environmental Sustainability sessions.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

As ICRA is a financial service provider, greenhouse gas emissions are not material to the company. However, in the coming years ICRA will reduce its emissions by capturing and calculating data. The only source of such emissions is DG operated as a back-up power supply but the same is under the landlords' scope for most of the office locations. Hence, the same is not applicable to us.

Parameter	Please specify unit	FY2023-24	FY2022-23
NOx	NA	0	0
Sox	NA	0	0
Particulate matter (PM)	NA	0	0
Persistent organic pollutants (POP)	NA	0	0
Volatile organic compounds (VOC)	NA	0	0
Hazardous air pollutants (HAP)	NA	0	0
Others – please specify	NA	0	0

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY2023-24	FY2022-23
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	3.53tCO ₂ *	No
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂	482.80	742.24 tCO ₂ e
Total Scope 1 and Scope 2 emissions per rupee of turnover		0.00000011	0.00000033
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		NA	NA

* The data consists of refrigerant and gases

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

8. Does the entity have any project related to reducing greenhouse gas emission? If Yes, then provide details. No

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY2023-24	FY2022-23
Total waste generated (in metric tons)		
Plastic waste (A)	Not Monitored	Not Monitored
E-waste (B)	1.005	0.65
Bio-medical waste (C)	NA	NA
Construction and demolition waste (D)	No	No
Battery waste (E)	0.149	1.86
Radioactive waste (F)	No	No
Other Hazardous waste. Please specify, if any. (G)	No	No
Other Non-hazardous waste generated. (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	No	No
Total (A+B + C + D + E + F + G + H)	1.154	2.51

Parameter	FY2023-24	FY2022-23
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.0000000027	0.0000000063
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.0000000061	0.000000014
Waste intensity in terms of physical output	NA	NA
Waste intensity (optional) – the relevant metric may be selected by the entity	NA	NA
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste	The company has taken appropriate measures for collecting, managing and recycling e-waste by sending the waste to facilities that can manage e waste in a sustainable manner.	
(i) Recycled		
(ii) Re-used		
(iii) Other recovery operations		
Total		
For each category of waste generated, total waste disposed by nature of disposal method (in metric tons)		
Category of waste		
(i) Incineration	None	None
(ii) Landfilling	None	None
(iii) Other disposal operations	None	None
Total		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

As we are in the service industry, we do not require any hazardous or toxic chemicals. However, to cut down on the paper waste and ensure responsible consumption, we have built awareness among employees to reduce paper waste and have limited set of printers. We have a printer pin operating system, printing limits and we also promote printing on the double side to reduce paper waste. This method has helped cut down paper wastage.

11. If the entity has operations/offices in/around ecologically-sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S.No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reason thereof and corrective action taken, if any.
The company does not have its offices in ecologically sensitive areas where environmental approvals / clearances are required.			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year: Not Applicable

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain. (Yes / No)	Relevant Web link
There were no environmental impact assessments conducted.					

13. Is the entity compliant with the applicable environmental law / regulations / guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken if any
Yes, we have complied with applicable environmental law / regulations / guidelines. No fine / penalty / action was initiated against the entity under any of the applicable environmental laws / regulation / guidelines				

Leadership Indicator

1. Water withdrawal, consumption, and discharge in areas of water stress (in kilolitres):
For each facility / plant located in areas of water stress, provide the following information:
- Name of the area
 - Nature of operations
 - Water withdrawal, consumption, and discharge in the following format

Parameter	FY 2023-24	FY2022-23
Water withdrawal by source (in kilolitres)		
(i) Surface water	NA	NA
(ii) Groundwater	NA	NA
(iii) Third party water	NA	NA
(iv) Seawater / desalinated water	NA	NA
(v) Others	NA	NA
Total volume of water withdrawal (in kilolitres)	NA	NA
Total volume of water consumption (in kilolitres)	NA	NA
Water intensity per rupee of turnover (Water consumed / turnover)	NA	NA
Water intensity (optional) – the relevant metric may be select-ed by the entity	NA	NA
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
(ii) Into Groundwater	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
(iii) Into Seawater	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
(iv) Sent to third parties	NA	NA
No treatment	NA	NA
With treatment – please specify level of treatment	NA	NA
(v) Others	NA	NA
No treatment	NA	NA
With treatment – please specify level of treatment	NA	NA
Total water discharged (in kilolitres)	NA	NA

* All our offices are located in multitenant buildings hence the water discharge data is not available for current financially

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2023-24	FY2022-23
Total Scope 3 emissions (Break- up of the GHG into CO₂, CH₄, N₂O, HFCs, PFCs, SF₆, NF₃, if available)	Metric tonnes of CO ₂ equivalent	We are a service-oriented business and at the same time realise the adverse impact of direct and indirect emissions to the environment.	
Total Scope 3 emissions per rupee of turnover		However, we are currently not under the purview of Scope 3 emissions.	
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

3 With respect to the ecologically-sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along with prevention and remediation activities.

NA

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1.	Disposal of all IT assets through MPCB approved vendor	All IT assets are being disposed of in a responsible manner through an MPCB- approved disposal vendor, who ensures that any e-waste is being disposed of as per rules outlined by the State Pollution Control Board.	Responsible disposal of e-waste, as it has lithium, mercury cadmium, that can affect not only environment but ragpickers and their health.
2	Hand dryers, sensor taps and LED light fixtures	Use of such technology helps reduce paper water, saves energy and ensures best utilisation of resources	Sensor-based taps installed at offices to reduce water consumption, hand dryers installed in washrooms to reduce paper/ tissue consumption. Plants have been placed inside the office premises to reduce air pollution.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link. For each location we have a crisis management committee.

ICRA's crisis preparedness is dependent on the Crisis Management and the Business Continuity Plan. These methods have empowered the company to be prepared on potential threats and respond strategically when a crisis hits. A timely response to mitigate a crisis with an effective communication, coordination plan for its stakeholders and customers, its commitment to transparency and accountability ensuring that people's interests are adequately protected and have a protocol in place to restore normal operations after a crisis to minimise downtime and return to normalcy. The BCP outlines strategies for restoring essential operations like IT systems and addresses long-term recovery, including back-up systems, alternative facilities.

6. Disclose any significant adverse impact to the environment arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

Not analysed

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for emissions & its intensity

Not assessed

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

Essential Indicators

1 a. Number of affiliations with trade and industry chambers/ associations.

The Associated Chambers of Commerce & Industry of India, PHD Chamber of Commerce and Industry, Federation of Indian Chambers of Commerce and Industry & Confederation of Indian Industry

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Assocham- The Associated Chambers of Commerce & Industry of India	National
2	FICCI- Federation of Indian Chambers of Commerce	National
3	PHD Chambers - PHD Chamber of Commerce and Industry	National
4	CII- Confederation of Indian Industry	National
5	CBIP- Central Board of Irrigation and Power	National

2. Provide details of corrective action taken or under way on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of the authority	Brief of the case	Corrective action taken
	None	

Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. no.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (yes/no)	Frequency of review by board (annually/ half yearly/ quarterly/ others)	Web link, if available
1	We engage with regulators, industry or other forums on public policy matter, through responsible engagement.	Client publications, newsletters, media quotes, events, webinars, speakers	No	Need basis	NA

PRINCIPLE 8. Business should promote Industry growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year

There is no Social Impact Assessment conducted for FY 2023-24 as each CSR projects funded were below the regulatory threshold.

Name and brief details of the project	SIA Notification No.	Date of Notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant web link
-	-	-	-	-	-

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format

ICRA has no previous or ongoing projects that require rehabilitation or resettlement.

3. Describe the mechanisms to receive and redress grievances of the community.

Group ICRA implements its project through its CSR implementing agencies who have mechanism to receive and redress grievances of the community. Below are some of the mechanisms implemented to address the same:

- In-house help-desk number for quick resolution
- For better implementation of initiatives, monthly meetings are held with the stakeholders in communities to discuss their challenges. Accordingly, the implementation team works towards the issues to ensure these challenges do not impact the implementation of the initiatives
- Feedback box is set up for anonymous complaints/suggestion

A redressal committee has identified important grievance policies

Note: The above -mentioned mechanisms are not implemented in all locations and may differ from project to project.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY2023-24	FY2022-23
Directly sourced from MSMEs/ small producers	33%	34%
Sourced directly from within the district and neighbouring districts.	NA	NA

NA: Information not available

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY2023-24	FY2022-23
Rural Rural		
Semi Urban	Population of all the work location under ICRA are more than 10 lakhs, hence it is not applicable.	
Urban		
Metropolitan		

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
NA	NA

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S.no	State	Aspirational District	Amount Spent (Rs.)
1	Haryana	Nuh	27,51,000

3. (a) Do you have a preferential procurement policy where you give preference to purchase from supplier's comprising marginalised /vulnerable groups? (Yes/No) Yes

(b) From which marginalised /vulnerable groups do you procure?

As per our internal procedures for procurement, we have provisions for sustainable procurement. A diverse supplier base helps us build ideas and approach that allow us to serve people better. We look forward to increase our supplier base that consists of business owned and operated by minorities, women, veterans and disabled people. The expectation from the vendors are that they- (i) Supply with fair trade practices (ii) Have an environment-friendly process at their workplace (iii) Local suppliers

(C) What percentage of total procurement (by value) does it constitute?

Not monitored

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

S.No.	Intellectual property based on traditional knowledge	Owned/Acquired (Yes/No)	Benefit shared (Yes/No)	Basis of calculating benefit share
Not Applicable				

5. Details of corrective actions taken or under way, based on any adverse order in intellectual property-related disputes wherein usage of traditional knowledge is involved:

Name of authority	Brief of the case	Corrective action taken
Not Applicable		

6. Details of beneficiaries of CSR Projects:

s.no	CSR projects	No. of person benefitted from CSR projects *	% of beneficiaries from vulnerable and marginalized groups
1	DIYA Program (Anudip NGO)	555	100%
2	Sponsorship Programme: Project (Deepalaya)	200	100%
3	Women Entrepreneurship Programme (FWWB)	500	100%
4	Sponsorship Programme: (Vidya, Gurugram)	41	100%
5	Sponsorship Programme: (Vidya, Bengaluru)	132	100%
6	Sponsorship Programme: (Vidya, Mumbai)	3100	100%
7	Parivaar	30	100%
8	Special School Project: (Jai Vakeel Foundation)	340	100%

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

We provide various mechanisms to our customers to report complaints or feedback. Any complaints received from customers are redressed in accordance with the mechanism formulated and specified in policies/code of business conduct. Any feedback from customers is taken positively and action plans are defined to ensure utmost customer satisfaction.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to the total turnover
Environmental and social parameters relevant to the product	
Safe and responsible usage	Not monitored
Recycling and/or Safe disposal	

3. Number of consumer complaints in respect of the following:

	FY2023-24		Remarks	FY2022-23		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	Nil	NA		Nil	NA	
Advertising	Nil	NA		Nil	NA	
Cyber security	Nil	NA		Nil	NA	
Delivery of essential services	Nil	NA		Nil	NA	
Restrictive Trade Practices	Nil	NA		Nil	NA	
Unfair Trade Practices	Nil	NA		Nil	NA	
Other	Nil	NA		Nil	NA	

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	NA	NA
Forced recalls	NA	NA

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy

Yes. Cyber Security and Risk related to Privacy is part of Information Security Policy. Please find the link : <https://www.icra.in/Home/PrivacyPolicy>.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

NIL

7. Provide the following information relating to data breaches:

a. Number of instances of data breaches: Nil

b. Percentage of data breaches involving personally identifiable information of customers: Nil

c. Impact, if any, of the data breaches: Not applicable, as there was no incident of data breach.

Leadership Indicator

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

Yes, <https://www.icra.in/Rating/Index?RatingType=CR>
<https://www.icraanalytics.com/Home/offerings>

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

ICRA's reputation is dependent on the quality of its services and accuracy of its reports and services. ICRA Ratings focusses on ensuring maximum transparency by publishing detailed rating methodologies and rationales other rating publications. Investor interactions are done periodically to increase awareness on ratings. Adequate notes including disclaimers are part of disclosures to ensure responsible usage of services.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services. NA

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

The company carries consumer survey periodically for getting feedback on its product and services.

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
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.	Moody's Corporation (including its affiliates) ("Moody's entities") (Ultimate Holding Company/ Fellow Subsidiary)	Providing data management, value-added services including adjustments, ratio analysis, interpretation of reports, research support, data validation, cash flow modelling and analytics in the accounting and finance space. We also provide IT support services.	Ongoing, subject to renewal as per contractual terms*	Amount not exceeding USD 20 Million (Rs. 150 crore; Rs. 75/USD 1) per annum*	Pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions and Regulation 23 of Listing Regulations, on February 17, 2022, the Board of Directors had approved this transaction and sought an approval from the members of the Company through postal ballot which was duly passed on March 26, 2022.	Nil

*The members of the Company in the annual general meeting held on August 3, 2023, had accorded their approval for carrying out and/or continuing with the arrangements and transactions of amount not exceeding USD 50 million (Rs 410 crore; Rs 82/ USD 1) per annum, and the tenure of the transactions shall be for five years, effective from April 1, 2023.

Independent Auditor's Report

To the Members of ICRA Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of ICRA Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at March 31, 2024, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("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 consolidated state of affairs of the Group as at March 31, 2024, of its consolidated profit and other comprehensive loss, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of report of the other auditor referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition

See notes 3.2 and 24 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>The revenue relating to rating, where customers' acceptance is required, is recognized upon issuance of press release or disclosure of unaccepted ratings on the Company's website. Surveillance fee, to the extent of reasonable certainty of collection, is recognized over the surveillance period.</p> <p>For other cases, revenue is recognized upon transfer of control of promised services to the customers.</p> <p>There is a risk that revenue is recognized for all services before the transfer of control of the service to customer is completed.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> • Obtained an understanding of the revenue business process. • Evaluation of the design and implementation and operating effectiveness of internal controls relating to revenue recognition process. • Assessed the appropriateness of revenue recognition policy adopted by the Company. • Evaluated the reasonableness of the significant judgements and estimation involved in the recognition of revenue. • On selected sample of contracts, tested revenue recognition, and our procedures included: <ol style="list-style-type: none"> i. evaluating the identification of performance obligations; ii. determining the transaction price considering the terms of the contracts; and iii. evaluated the appropriateness of management's assessment of manner of satisfaction of performance obligations and consequent revenue recognition. • Tested revenue recognition for cut-off transactions on sample basis to assess whether the customer has obtained the control of service and whether the timing of revenue recognition is appropriate. • Assessed the adequacy of the disclosures in accordance with the relevant accounting standard.

Independent Auditor's Report (Contd.)

Accounting for business combination

See note 48 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>During the current year, the Group completed a business combination. Accounting for Business Combinations requires judgement with respect to identification and valuation of intangible assets acquired as part of the business combination. A significant portion of the purchase price has been attributed to identified intangible assets and goodwill. The valuation of identified intangible assets is dependent on cash flow forecasts including future business growth, expected synergies and application of a discount rate, which are inherently subjective.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> • Evaluation of the design, implementation and operating effectiveness of the internal controls relating to accounting for business combination and related disclosures in the consolidated financial statements. • Evaluation of reasonableness of the cash flow forecasts with regard to the valuation of the identified intangible assets, considering the historical financial performance, business growth and expected synergies. • We along with our valuation specialists, evaluated the reasonableness of the methodology and key assumptions used by the Group and the valuer engaged by the Group to value each intangible asset and goodwill. • We re-computed the deferred tax liabilities arising on the acquired intangible assets and verified if the applicable tax rates have been considered. • We evaluated the adequacy and accuracy of the disclosures in the consolidated financial statements.

Goodwill impairment

See note 44 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Group has recognised goodwill related to the business acquisition of D2K Technologies India Private Limited amounting to Rs. 2,896.32 lakhs during the year ended March 31, 2024. Goodwill has been allocated to D2K Technologies India Private Limited cash generating unit (CGU).</p> <p>The annual impairment testing of goodwill is considered to be a key audit matter due to the complexity of the accounting requirements and the significant judgement required in determining the assumptions to be used to estimate the recoverable amount. The recoverable amount of the CGUs, which is based on the higher of the value in use or fair value less costs to sell, has been derived from discounted forecast cash flow model. The model uses several key assumptions, including estimates of future revenue, operating costs, terminal value growth rate and the weighted average cost of capital (discount rate).</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> • Evaluation of the design and implementation and operating effectiveness of key internal controls implemented by the Group in relation to impairment testing of goodwill. • Evaluation of Group's valuation methodology applied in determining the recoverable amount of CGU in accordance with applicable Ind AS. • Evaluated the appropriateness of assumptions applied to key inputs of the cash flow forecasts including expected revenue growth rates, terminal growth rate and discount rate. • We engaged valuation specialists to evaluate the appropriateness of valuation methodology used and key inputs such as Weighted Average Cost of Capital (WACC) rate, terminal growth rate and terminal value for the determination of the recoverable amount of each CGU. Further, we also compared the recoverable amount determined above with the carrying value of CGU. • We performed our own sensitivity analysis, which included assessing the effect of reasonably possible reductions in growth rates and forecast cash flows to evaluate the impact on the currently estimated headroom for the D2K Technologies India Private Limited CGU. • Tested the arithmetical accuracy of the models. • Evaluated the adequacy of disclosures in the consolidated financial statements, including disclosures of key assumptions, judgements and sensitivities.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Independent Auditor's Report (Contd.)

Management's and Board of Directors'/Trustees' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies/Trustees of the Entity included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company/entity and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies/Trustees of the Entity included in the Group are responsible for assessing the ability of each company/entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors/Trustees either intends to liquidate the company/entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies/Trustees of the Entity included in the Group are responsible for overseeing the financial reporting process of each company/entity.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and

are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial

Independent Auditor's Report (Contd.)

statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entity included in the consolidated financial statements, which has been audited by other auditor, such other auditor remain responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

a. We did not audit the financial statements of one subsidiary, whose financial statements reflect total assets (before consolidation adjustments) of Rs. 67.93 lakhs as at March 31, 2024, total revenues (before consolidation adjustments) of Rs. Nil and net cash inflows (before consolidation adjustments) amounting to Rs. 58.98 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the report of the other auditor.

The subsidiary is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in its country and which have been audited by other auditor under generally accepted auditing standards applicable in its country. The Holding Company's management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in its country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditor and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the report of the other auditor.

b. The financial statements of four subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of Rs. 6,790.51 lakhs as at March 31, 2024, total revenues (before consolidation adjustments) of Rs. 1,634.19 lakhs and net cash outflows (before consolidation adjustments) amounting to Rs. 42.51 lakhs for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditor. These unaudited financial statements have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

Independent Auditor's Report (Contd.)

2. A. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books except for the matter stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. 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:
- a. The consolidated financial statements disclose the impact of pending litigations as at March 31, 2024 on the consolidated financial position of the Group. Refer Notes 30(a) and Note 31 to the consolidated financial statements.
 - b. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended March 31, 2024.
 - c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended March 31, 2024.
 - d. (i) The management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act has represented to us that, to the best of its knowledge and belief, as disclosed in the Note 51(iv) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(ii) The management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act has represented to us that, to the best of its knowledge and belief, as disclosed in the Note 51(v) to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies from

Independent Auditor's Report (Contd.)

any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The final dividend paid by the Holding Company and its subsidiary companies incorporated in India during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 34 to the consolidated financial statements, the Board of Directors of the Holding Company and its subsidiary companies incorporated in India have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in

accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- f. Based on our examination which included test checks, the Holding Company and its subsidiary companies which are companies incorporated in India whose financial statements have been audited under the Act, have used an accounting software, which is operated by a third party software service provider, for maintaining its books of account. In the absence of reporting on compliance with the audit trail requirements in the independent auditor's report of a service organisation, we are unable to comment (a) whether audit trail feature of the said accounting software was enabled at the database level to log any direct data changes and whether it operated throughout the year for all relevant transactions recorded in the software or (b) whether there were any instances of the audit trail feature being tampered with.
- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **BSR & Co. LLP**

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

Manish Kapoor

Partner

Membership No.: 510688

ICAI UDIN: 24510688BKGGEAR3415

Place: Gurugram

Date: May 23, 2024

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of ICRA Limited for the year ended March 31, 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by its auditor in their report under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entity	CIN	Holding Company / Subsidiary / JV / Associate	Clause number of the CARO report which is unfavourable or qualified or adverse	Remarks
1	ICRA Analytics Limited	U72900WB1999PLC109180	Subsidiary	Clause iv	The subsidiary company has advanced loan to its subsidiary without passing a special resolution in the general meeting of the subsidiary company, which is not in compliance with provisions of section 185(2) of the Companies Act, 2013. The subsidiary company has subsequently passed a special resolution in its general meeting for the said loan advanced and initiated the compounding process.
2	Pragati Development Consulting Services Limited	U74140DL2011PLC213174	Subsidiary	Clause xvii	The subsidiary company has incurred cash losses in the current financial year and immediately preceding financial year.

For **BSR & Co. LLP**

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

Manish Kapoor

Partner

Place: Gurugram

Date: May 23, 2024

Membership No.: 510688

ICAI UDIN: 24510688BKGGEAR3415

Annexure B to the Independent Auditor's Report on the consolidated financial statements of ICRA Limited for the year ended March 31, 2024

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of ICRA Limited (hereinafter referred to as "the Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2024, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable

to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide

Annexure B to the Independent Auditor's Report on the consolidated financial statements of ICRA Limited for the year ended March 31, 2024 (Contd.)

reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial

statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

The internal financial controls with reference to financial statements insofar as it relates to one subsidiary company, which is a company incorporated in India and included in these consolidated financial statements, have not been audited either by us or by other auditor. In our opinion and according to the information and explanations given to us by the Management, such unaudited subsidiary company is not material to the Holding Company.

Our opinion is not modified in respect of this matter.

For **BSR & Co. LLP**

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

Manish Kapoor

Partner

Membership No.: 510688

ICAI UDIN: 24510688BKGGEAR3415

Place: Gurugram

Date: May 23, 2024

Consolidated Balance Sheet

as at March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	4.1	3,026.88	2,752.08
(b) Right-of-use assets	4.2	1,021.94	1,239.41
(c) Capital work-in-progress	4.3	11.87	-
(d) Goodwill	44	3,018.85	122.53
(e) Other intangible assets	5.1	2,064.39	596.20
(f) Intangible assets under development	5.2	79.06	134.10
(g) Financial assets			
(i) Investments	6.1	39,019.61	42,515.06
(ii) Loans	7.1	2.44	3.25
(iii) Other financial assets	8.1	1,633.55	3,730.54
(h) Deferred tax assets (net)	9.5	262.59	228.11
(i) Non-current tax assets (net)	10	2,756.58	2,072.74
(j) Other non-current assets	11.1	121.26	143.08
Total non-current assets		53,019.02	53,537.10
(2) Current assets			
(a) Financial assets			
(i) Investments	6.2	42,324.46	26,335.75
(ii) Trade receivables	12	5,300.91	3,804.81
(iii) Cash and cash equivalents	13	1,047.70	1,215.80
(iv) Bank balances other than (iii) above	14	14,505.98	22,934.08
(v) Loans	7.2	0.80	2.48
(vi) Other financial assets	8.2	265.48	334.13
(b) Other current assets	11.2	2,318.49	1,917.53
Total current assets		65,763.82	56,544.58
Total assets		1,18,782.84	1,10,081.68
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	15	965.12	965.12
(b) Other equity	16	96,683.79	94,062.99
Equity attributable to equity shareholders of the Company		97,648.91	95,028.11
Non-controlling interests		449.14	464.71
Total equity		98,098.05	95,492.82
Liabilities			
(2) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	17.1	101.67	-
(ii) Lease liabilities	18.1	755.20	995.82
(iii) Other financial liabilities	19.1	3,742.87	145.37
(b) Provisions	20.1	411.30	273.18
(c) Deferred tax liabilities (net)	9.5	467.10	-
Total non-current liabilities		5,478.14	1,414.37
(3) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17.2	78.51	-
(ii) Lease liabilities	18.2	332.88	307.03
(iii) Trade payables	22		
(A) Total outstanding dues of micro and small enterprises		34.48	16.83
(B) Total outstanding dues of creditors other than micro and small enterprises		713.94	821.55
(iv) Other financial liabilities	19.2	773.80	577.60
(b) Other current liabilities	21.1	8,113.65	7,206.20
(c) Provisions	20.2	5,147.27	4,229.25
(d) Current tax liabilities (net)	23	12.12	16.03
Total current liabilities		15,206.65	13,174.49
Total liabilities		20,684.79	14,588.86
Total equity and liabilities		1,18,782.84	1,10,081.68
Material accounting policies	3		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

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

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

Chartered Accountants

Firm Registration No.: 101248W/W-100022

Manish Kapoor

Arun Duggal

Ramnath Krishnan

Venkatesh Viswanathan

S. Shakeb Rahman

Partner

Chairman

Managing Director & Group C.E.O.

Chief Financial Officer

Company Secretary

Membership No.: 510688

(DIN: 00024262)

(DIN: 09371341)

Place: Gurugram

Place: Kolkata

Place: Mumbai

Place: Mumbai

Place: Gurugram

Date: May 23, 2024

Date: May 23, 2024

Date: May 23, 2024

Date: May 23, 2024

Date: May 23, 2024

Consolidated Statement of Profit and Loss

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
I Revenue from operations	24	44,611.47	40,323.08
II Other income	25	7,496.89	4,955.19
III Total income (I+II)		52,108.36	45,278.27
Expenses			
IV Employee benefit expenses	26	24,035.98	20,756.16
V Finance costs	27	1,040.85	141.25
VI Depreciation and amortisation expense	28	1,346.44	982.91
VII Other expenses	29	5,699.07	5,276.21
VIII Total expenses (IV to VII)		32,122.34	27,156.53
IX Profit before tax (III-VIII)		19,986.02	18,121.74
Tax expense:	9		
Current tax		4,475.04	4,164.51
Deferred tax		286.79	284.70
X Total tax expense		4,761.83	4,449.21
XI Profit after tax (IX-X)		15,224.19	13,672.53
Other comprehensive (loss) / income	43		
A. (i) Items that will not be reclassified to profit or loss		(218.17)	(198.98)
(ii) Income tax relating to items that will not be reclassified to profit or loss		55.13	50.08
B. (i) Items that will be reclassified to profit or loss		14.05	(13.92)
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XII Total other comprehensive (loss) / income, net of tax (A+B)		(148.99)	(162.82)
XIII Total comprehensive income for the year (XI + XII)		15,075.20	13,509.71
XIV Profit attributable to :			
Owners of the Company		15,109.45	13,523.59
Non-controlling interests		114.74	148.94
Profit after tax		15,224.19	13,672.53
XV Other comprehensive (loss) / income attributable to :			
Owners of the Company		(148.99)	(163.09)
Non-controlling interests		-	0.27
Other comprehensive (loss) / income for the year		(148.99)	(162.82)
XVI Total comprehensive income attributable to :			
Owners of the Company		14,960.46	13,360.50
Non-controlling interests		114.74	149.21
Total comprehensive income for the year		15,075.20	13,509.71
XVII Earnings per share (Rs.) (face value of Rs. 10 per share):	33		
Basic		157.07	140.59
Diluted		156.99	140.59
Material accounting policies	3		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

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

Chartered Accountants

Firm Registration No.: 101248W/W-100022

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

Manish Kapoor

Partner

Membership No.: 510688

Place: Gurugram

Date: May 23, 2024

Arun Duggal

Chairman

(DIN: 00024262)

Place: Kolkata

Date: May 23, 2024

Ramnath Krishnan

Managing Director & Group C.E.O.

(DIN: 09371341)

Place: Mumbai

Date: May 23, 2024

Venkatesh Viswanathan

Chief Financial Officer

(DIN: 00000000)

Place: Mumbai

Date: May 23, 2024

S. Shakeb Rahman

Company Secretary

(DIN: 00000000)

Place: Gurugram

Date: May 23, 2024

Consolidated Statement of Cash Flows

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Cash flow from operating activities		
Profit before tax	19,986.02	18,121.74
Adjustments for:		
Depreciation and amortisation expense	1,346.44	982.91
Loss allowance (including bad debts/ advances written off)	142.50	595.98
Interest cost on deferred consideration	627.87	-
Interest expense on financial liabilities measured at amortized cost	47.33	-
Interest on lease liabilities	124.36	135.91
Unrealised foreign exchange loss/ (gain) (net)	(4.09)	2.39
Share based payment expense	165.34	-
Interest income on fixed deposits	(1,512.55)	(1,819.59)
Interest income on investments carried at amortised cost	(21.23)	(596.45)
Interest income on security deposit carried at amortised cost	(52.22)	(47.03)
Gain on financial assets carried at fair value through profit and loss ('FVTPL') (net)	(4,897.14)	(2,158.18)
Gain on sale of financial assets carried at FVTPL (net)	(430.45)	(41.55)
Advances received from customers written back	(151.32)	(212.58)
Reversal of loss allowance	(436.06)	(28.11)
(Profit)/ loss on sale of property, plant and equipment (net)	0.39	(7.74)
Profit on termination of right-of-use assets	(59.12)	-
Bad debts recovered	(20.79)	(33.88)
Operating cash flow before changes in operating assets and liabilities	14,855.28	14,893.82
Adjustments for changes in operating assets and liabilities:		
(Increase)/ decrease in trade receivables	(1,342.21)	(1,647.31)
(Increase)/ decrease in loans	2.49	2.39
(Increase)/ decrease in other financial assets	835.76	(39.14)
(Increase)/ decrease in other assets	(337.37)	(191.59)
Increase/ (decrease) in trade payables	(10.33)	(85.58)
Increase/ (decrease) in other financial liabilities	131.30	79.90
Increase/ (decrease) in other liabilities	928.65	1,329.86
Increase/ (decrease) in provisions	721.32	343.12
Cash generated from operations before tax	15,784.89	14,685.47
Taxes paid, net of refund	(5,083.87)	(4,759.66)
Net cash generated from operating activities (A)	10,701.02	9,925.81
B. Cash flow from investing activities:		
Acquisition of property, plant and equipment and intangible assets	(689.68)	(908.84)
Proceeds from sale of property, plant and equipment and intangible assets	7.55	23.83
Proceeds from redemption/ disposal of mutual funds	13,478.93	1,800.00
Investment in mutual funds	(31,230.00)	(28,702.39)
Redemption of corporate deposits (net)	10,000.00	6,215.00
Interest received on investments	606.64	353.31
(Increase)/ decrease in fixed deposits (having maturity of more than three months) (net)	10,257.05	11,309.36
Interest received on fixed deposits	1,848.50	2,225.86
Purchase consideration towards acquisition (net of cash and cash equivalents acquired)	(1,529.61)	-
Net cash generated from / (used in) investing activities (B)	2,749.38	(7,683.87)

Consolidated Statement of Cash Flows

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
C. Cash flow from financing activities		
Payment of lease liabilities	(339.12)	(286.98)
Interest paid on lease liabilities	(124.36)	(135.91)
Re-payment of borrowings	(527.10)	-
Interest paid on financial liabilities measured at amortized cost	(47.33)	-
Dividend paid	(12,635.25)	(2,789.34)
Increase/ (decrease) in unclaimed dividend	1.86	(0.35)
Net cash used in financing activities (C)	(13,671.30)	(3,212.58)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(220.90)	(970.64)
Add: Exchange difference on translation of foreign currency	3.48	(5.59)
Add: Cash and cash equivalents at the beginning of the year	1,215.80	2,192.03
Cash and cash equivalents at the end of the year	998.38	1,215.80
Components of cash and cash equivalents (Refer note 13 and 17)		
Balances with banks (a)		
In current accounts	845.53	1,013.37
In deposit accounts (with original maturity of three months or less)	201.54	201.63
Cash on hand (b)	0.63	0.80
Cash and cash equivalents (a+b)	1,047.70	1,215.80
Overdraft facility from banks (c)	(49.32)	-
Cash and cash equivalents at the end of the year (a+b+c)	998.38	1,215.80

Notes:

- (i) Consolidated Cash Flow Statement has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".
- (ii) Ind AS 7 requires the entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The Company does not have any liabilities arising from financing activities except lease liabilities, refer note 46 for the movement in lease liabilities during the years ended March 31, 2024 and March 31, 2023.

Material accounting policies (Refer note 3)

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

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

Chartered Accountants

Firm Registration No.: 101248W/W-100022

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

Manish Kapoor

Partner

Membership No.: 510688

Arun Duggal

Chairman

(DIN: 00024262)

Ramnath Krishnan

Managing Director & Group C.E.O.

(DIN: 09371341)

Venkatesh Viswanathan

Chief Financial Officer

(DIN: 09371341)

S. Shakeb Rahman

Company Secretary

Place: Gurugram

Date: May 23, 2024

Place: Kolkata

Date: May 23, 2024

Place: Mumbai

Date: May 23, 2024

Place: Mumbai

Date: May 23, 2024

Place: Gurugram

Date: May 23, 2024

Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	Note No.	Attributable to equity shareholders										Total	
		Equity share capital	Reserves and surplus					Items of OCI			Total attributable to owners of the company		Attributable to Non-controlling interests
			Capital reserve	Capital redemption reserve	Capital stock options outstanding	Treasury shares	General reserve	Retained earnings	Remeasurement of defined benefit obligation	Exchange difference on translation of foreign operations			
Opening balance as at April 1, 2022	15	965.12	3,302.03	65.31	-	(105.44)	8,280.60	72,056.21	(157.26)	(45.54)	84,361.03	411.42	84,772.45
Profit after tax for the year		-	-	-	-	-	-	13,523.59	-	-	13,523.59	148.94	13,672.53
Other comprehensive income / (loss), net of tax		-	-	-	-	-	-	-	(149.17)	(13.92)	(163.09)	0.27	(162.82)
Total comprehensive income / (loss) for the year		-	-	-	-	-	-	13,523.59	(149.17)	(13.92)	13,360.50	149.21	13,509.71
Employees stock options granted during the year	37	-	-	-	-	-	-	-	-	-	-	-	-
Dividend on equity shares	34	-	-	-	-	-	(2,693.42)	-	-	-	(2,693.42)	(95.92)	(2,789.34)
Closing balance as at March 31, 2023		965.12	3,302.03	65.31	-	(105.44)	8,280.60	82,886.38	(306.43)	(59.46)	95,028.11	464.71	95,492.82
Profit after tax for the year		-	-	-	-	-	-	15,109.45	-	-	15,109.45	114.74	15,224.19
Other comprehensive income / (loss), net of tax		-	-	-	-	-	-	-	(163.04)	14.05	(148.99)	-	(148.99)
Total comprehensive income / (loss) for the year		-	-	-	-	-	-	15,109.45	(163.04)	14.05	14,960.46	114.74	15,075.20
Employees stock options granted during the year	37	-	14.62	-	150.72	-	-	-	-	-	165.34	-	165.34
Dividend on equity shares	34	-	-	-	-	-	-	(12,505.00)	-	-	(12,505.00)	(130.31)	(12,635.31)
Adjustment on account of liquidation of a subsidiary		-	-	-	-	-	-	(10.53)	-	10.53	-	-	-
Closing balance as at March 31, 2024		965.12	3,316.65	65.31	150.72	(105.44)	8,280.60	85,480.30	(469.47)	(34.88)	97,648.91	449.14	98,098.05

Material accounting policies (Refer note 3)

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

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

Chartered Accountants

Firm Registration No.: 101248W/W-100022

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

Manish Kapoor

Partner

Membership No.: 510688

Place: Gurugram

Date: May 23, 2024

Arun Duggal

Chairman

(DIN: 00024262)

Place: Kolkata

Date: May 23, 2024

Ramnath Krishnan

Managing Director & Group C.E.O.

(DIN: 09371341)

Place: Mumbai

Date: May 23, 2024

Venkatesh Viswanathan

Chief Financial Officer

Place: Mumbai

Date: May 23, 2024

S. Shakeb Rahman

Company Secretary

Place: Gurugram

Date: May 23, 2024

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

1. Corporate information

ICRA Limited ('the Company' or 'the Holding Company' or 'ICRA') 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. ICRA is a public limited Company, incorporated and domiciled in India with its registered office in New Delhi. It is listed on BSE Limited and the National Stock Exchange of India Limited.

It has subsidiaries involved in providing rating, research, analytics, data and software services. These consolidated financial statements comprise the Company and its subsidiaries including step down subsidiaries (collectively known as 'the Group') as detailed below:

Name of the entities	Country of incorporation	Ownership in % either directly or through subsidiaries
ICRA Analytics Limited	India	100%
D2K Technologies India Private Limited *	India	60%
Pragati Development Consulting Services Limited **	India	100%
ICRA Employees Welfare Trust	India	NA
PT. ICRA Indonesia ***	Indonesia	99%
ICRA Lanka Limited ****	Sri Lanka	100%
ICRA Nepal Limited	Nepal	51%

* Acquired on November 10, 2023. Refer note 48.

** On April 29, 2024, SEBI has granted its approval for registration of the subsidiary, as a Category-I ESG Rating Provider (ERP) under the SEBI's Credit Rating Agencies Regulations.

*** Liquidated on August 21, 2023.

**** Under liquidation.

2. Basis of preparation

2.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ('The Act') read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act, 2013 (as amended from time to time).

These consolidated financial statements have been prepared on the historical cost basis and on an accrual basis, except for certain financial instruments which

are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

In estimating the fair value of an asset or liability, the Group takes into account the characteristics of the asset or liability that market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purpose in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 Share-based Payments and measurements that have some similarities to fair value but are not fair value, such as 'value in use', in Ind AS 36 Impairment of assets.

The consolidated financial statements were authorised for issue by the Company's Board of Directors on May 23, 2024.

2.2 Functional and presentation currency

The consolidated financial statements are presented in Indian Rupee (Rs.), which is also the Company's functional currency and reporting currency of the Group. All values are rounded to the nearest lakh, unless otherwise stated.

2.3 Use of estimates, judgements and assumptions

In preparing these consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of income, expenses, assets and liabilities. Actual results may differ from these estimates and assumptions.

Estimate and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised prospectively.

The Group has identified the following areas where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and in the relevant notes to the consolidated financial statements.

Judgements

In the process of applying the accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the consolidated financial statements:

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

a. Provisions and contingent liabilities

The Group estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Group, including legal, contractual and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgements and the use of estimates regarding the outcome of future events.

b. Revenue recognition

In case of initial rating, a portion of the fee is allocated towards first year surveillance based on management's estimate. Surveillance fees from second year onwards is recognised when there is reasonable certainty of collection. The assessment of reasonable certainty involves exercise of significant judgements on client co-operation for surveillance which includes receipt of information for performing surveillance rating and realisation of fees.

c. Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Assumptions and estimation uncertainties

The key assumptions concerning the future uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

a. Impairment of non-financial assets and goodwill

Goodwill

Goodwill is tested for impairment on an annual basis or whenever there is an indication that goodwill may be impaired. For goodwill impairment testing, the carrying amount of the CGUs (including allocated goodwill) is compared with its recoverable amount by the Group. The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. Value-in-use is the present value of the future cash flows expected to be derived from the CGU. Total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU prorata on the basis of the carrying amount of each asset in the CGU. An impairment loss on goodwill is recognised in the Consolidated Statement of Profit and Loss and is not reversed in the subsequent period.

Non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of cash inflows of other assets or CGUs.

Goodwill arising from a business combination is allocated to CGUs or Group of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of a CGU or an asset is the higher of its fair value less costs of disposal and its value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU or asset.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

In determining fair value less costs of disposal, recent market transactions are considered. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples and other available fair value indicators.

b. Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The respective entities of the Group use judgements in making these assumptions and selecting the inputs to the impairment calculation, based on history, existing market conditions as well as forward looking estimates at the end of each reporting period.

c. Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined at entity level using actuarial valuations. An actuarial valuation involves various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, withdrawal rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed by entities at each reporting date.

d. Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the consolidated balance sheet cannot be measured based on quoted prices in the active markets, their fair value is measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

e. Recognition of deferred tax assets

Deferred tax assets are recognised for temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

2.4 Fair value measurement

The Group measures both its financial and non-financial assets and liabilities such as investments, security deposits, loan to staff, trade payables, payable to employees etc. at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.5 Current versus non-current classification

Based on the time involved between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has identified twelve months as its operating cycle for determining current and non-current classification of assets and liabilities in the balance sheet.

3. Material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

3.1 Basis of consolidation

(i) Business combination

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The consideration transferred in the acquisition is generally measured at fair value as at the date the control is acquired (acquisition date), as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in the statement of profit and loss.

Transaction costs/ acquisition related costs are expensed as incurred and services are received, except if related to the issue of debt or equity securities.

(ii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group 'controls' an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Consolidation procedure followed is as under:

Items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries are combined like to like basis. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the consolidated financial statements at the acquisition date.

The profit and other comprehensive income attributable to non-controlling interests of subsidiaries are shown separately in the consolidated statement of profit and loss and consolidated statement of changes in equity.

(iii) Non-controlling interest (NCI)

NCI are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(iv) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(v) Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

3.2 Revenue recognition

The Group earns revenue primarily from the rating, research, analytics, data and sale of software.

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services.

Revenue is measured based on the transaction price, which is the consideration, adjusted for price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

In rating services, the first year rating fees includes free surveillance for first twelve months or the period of instrument, whichever is shorter, from the date of rating. A portion of the fee is allocated towards first year free surveillance based on management's estimate. The revenue related to initial rating is recognised upon issuance of press release or disclosure of unaccepted ratings on the Company's website. Surveillance fee, to the extent of reasonable certainty of collection, is recognised over the surveillance period (ignoring fractions of months).

Revenue from period-based assignments is recognised on a time proportion basis.

Revenue related to subscription fees of data products, research reports are recognised over the related subscription period.

Revenue from sale of software is recognised on acceptance of deliverable by client on completion of work or reaching milestone as per agreement with client. Revenue from sale of software and services which involves customisation are recognized over the life of the contract using the Proportionate Completion Method, with contract costs determining the degree of completion. Foreseeable losses on contracts are recognised when probable.

Revenue from other service arrangements is recognised upon transfer of control of promised services to the customers and related costs are incurred, in accordance with the terms of the specific contracts.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as trade receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per

contractual terms. In other cases, where services have been rendered and invoicing is pending but unconditional right to receive cash is not yet established, unbilled revenue is classified as other financial assets.

Unearned and deferred revenue ("contract liability") is recognised when the billings are in excess of revenues earned.

Out of pocket expenses which are recoverable from customers, are recognised both as expenditure and revenue.

The terms of payment for such arrangements are generally upto 30 days from the presentation of invoice to the customers.

3.3 Export incentive

Export benefits available under prevalent schemes are accrued in the year in which the services are exported and there is no uncertainty in receiving the same.

3.4 Government grants and subsidies

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grants that compensate for expenses incurred are recognised in the Consolidated Statement of Profit and Loss, as other operating income on a systematic basis in the periods in which the expense are recognised.

3.5 Other income

Dividend income is recognised when the unconditional right to receive the income is established, which is generally when shareholders approve the dividend.

Interest income on bank deposits is recognised using effective interest rate, on time proportionate basis.

For accounting policy on income from other financial instruments refer para 3.6.

3.6 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition and measurement

Trade receivable and debt securities are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group became party to the contractual provision of the instrument.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially recognised at fair value plus or minus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Classification and subsequent measurement

Financial assets

On initial recognition, financial asset is classified as measured at:

- Amortised cost,
- Fair value through other comprehensive income (FVTOCI) – debt investments,
- FVTOCI – equity investments, or
- FVTPL.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for mapping of financial assets.

A financial asset is measured at the amortised cost if both of the following conditions are met and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets and collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A 'debt investment' is measured at FVTOCI if both of the following conditions are met and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual term of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's

fair value in OCI (designated as FVTOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL.

Subsequent measurement and gains and losses

Financial assets at amortised cost	These assets are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains or losses and impairment are recognised in profit and loss. Any gain or loss on derecognition is recognised in profit and loss.
Debt investments at FVTOCI	These assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains or losses and impairment are recognised in profit and loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI reclassified to profit and loss.
Equity investments at FVTOCI	These assets are subsequently measured at fair value. Dividend is recognised as income in profit and loss unless the dividend clearly represents recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit and loss.
Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income are recognised in profit and loss.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are measured at amortised cost using effective interest method. Interest expense and foreign exchange gains or losses (if any) are recognised in profit and loss. Any gain or loss on derecognition is also recognised in profit and loss.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Derecognition

Financial assets

The Group derecognises a financial asset when:

- the rights to receive cash flows from the asset have expired, or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Financial liabilities

The Group derecognise a financial liability when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Consolidated Statement of Profit and Loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

3.7 Property, plant and equipment

Recognition and measurement

Property, plant and equipment and capital work-in-progress are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprise of its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of self-constructed item of property, plant and equipment comprises the cost of materials, direct labour and any other cost directly attributable to bring the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful life, then they are accounted for as separate item of property, plant and equipment.

An item of property, plant and equipment or any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated Statement of Profit and Loss when the asset is derecognised.

Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefit associated with the expenditure will flow to the Group. All other expenditure is recognised in the Consolidated Statement of Profit and Loss.

Depreciation

Depreciation is calculated on cost of item of property, plant and equipment (except leasehold improvements) less their estimated residual value over their estimate useful lives using written down value method and is recognised in the Consolidated Statement of Profit and Loss. Assets acquired under 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.

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for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

The estimated useful lives of items of property, plant and equipment are as follows:

Asset	Useful life as per schedule II (in years)
Buildings	30 - 60
Computers and data processing units (including Servers and Network installation)	3-6
Furniture and fittings	10
Office equipment	5
Electrical installation and equipment	10
Vehicles	8

Depreciation method, useful lives and residual value are reviewed at each financial year-end and adjusted, if appropriate. Management believes that its estimates of useful lives as given above, represents the period over which management expects to use these assets.

Depreciation on addition/ disposal is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready to use (disposed off).

Assets individually costing up to Rs. 5,000 are fully depreciated in the year of purchase.

Capital work-in-progress

Capital work-in-progress assets in the course of construction for supply of services or administrative purposes, are carried at cost, less any recognised impairment loss. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalised where the asset is available for use but incapable of operating at normal levels until a period of commissioning has been completed.

3.8 Goodwill and other intangible assets

Goodwill

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the excess is recognized as capital reserve after reassessing the fair values of the net assets.

Subsequent measurement is at cost less any accumulated impairment losses.

Goodwill is not amortised and is tested for impairment annually

Other intangible assets

Recognition and measurement of acquired intangible assets

Intangible assets acquired in a business combination are measured at their fair value at the date of acquisition.

Recognition and measurement of purchased intangible assets

Intangible assets acquired separately are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortization and accumulated impairment losses (if any).

Recognition and measurement of internally generated intangible assets

Internally generated goodwill is not recognised as an asset. Other internally generated intangible assets comprise software, expenditure on research activities undertaken for developing a new product, is recognised in the Consolidated Statement of Profit and Loss as incurred.

Development expenditure on internally generated intangible assets is capitalized as a part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and use or sell the asset. Otherwise, it is recognised in Consolidated Statement of Profit and Loss as incurred. Subsequent to the initial recognition, the asset is measured at cost less accumulated amortization and accumulated impairment losses.

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in the Consolidated Statement of Profit and Loss.

Amortisation

Amortisation is calculated to write off the cost of the intangible assets over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in Consolidated Statement of Profit and Loss. Internally generated Intangible asset is depreciated under straight line method over the useful life of the assets.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

The estimated useful lives of items of intangible assets for the current and comparative periods are as follows:

Asset	Useful life (in years)
Trademarks	10
Copyrights	10
Customer relationships	5
Computer softwares	5-10
Internally generated intangible assets	3-5

Amortisation method, rate and residual value are reviewed at each financial year-end and adjusted, if appropriate. Management believes that its estimates of useful lives as given above, represents the period over which management expects to use these assets.

Amortisation on addition/ disposal is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready to use (disposed off).

Intangible assets under development

Identifiable intangible assets under development are recognised when the Group controls the asset, it is probable that future economic benefits attributed to the asset will flow to the Group and the cost of the asset can be reliably measured. Intangible assets under development is measured at historical cost and not amortised. These assets are tested for impairment on an annual basis.

3.9 Impairment

Goodwill

Goodwill is tested for impairment on an annual basis or whenever there is an indication that goodwill may be impaired. For goodwill impairment testing, the carrying amount of the CGUs (including allocated goodwill) is compared with its recoverable amount by the Group. The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. Value-in-use is the present value of the future cash flows expected to be derived from the CGU. Total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU prorata on the basis of the carrying amount of each asset in the CGU. An impairment loss on goodwill is recognised in the Consolidated Statement of Profit and Loss and is not reversed in the subsequent period.

Impairment of financial instruments

The Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments, and are

measured at amortised cost, e.g., loans, debt securities, deposits, trade receivables and bank balance.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables and recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For other financial assets, ECL is measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised, is presented as expense or income in the Consolidated Statement of Profit and Loss.

Impairment of non-financial assets

Non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of cash inflows of other assets or CGU's.

The recoverable amount of a CGU or an asset is the higher of its fair value less costs of disposal and its value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU or asset.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment loss is recognised in the Consolidated Statement of Profit and Loss.

An impairment loss in respect of assets, other than goodwill, which has been recognised in prior years, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment has been recognised.

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for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

3.10 Projects work-in-progress

Projects work-in-progress represent direct cost incurred against rating cases wherein work has been initiated but rating is yet to be concluded and amount is expected to be recovered.

3.11 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, balances with banks and short-term deposits with original maturities of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalent consists of cash on hand, balances with banks and short-term deposits as stated above, net of outstanding bank overdrafts (if any).

3.12 Foreign currencies

Foreign currency transactions

Transactions in foreign currencies are translated into the functional currency at the exchange rate at the date of the transaction or an average rate if the average rate approximate the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated in to Indian rupee, Rs. the functional currency of the Company, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated using an average exchange rate if the average rate approximates the actual rate at the date of

transaction. All resulting exchange differences recognised in other comprehensive income.

The cumulative amount of the exchange differences is presented in a separate component of equity until disposal of the foreign operation. When the exchange differences relate to a foreign operation that is consolidated but not wholly-owned, accumulated exchange differences arising from translation and attributable to non-controlling interests are allocated to, and recognised as part of, non-controlling interests in the consolidated balance sheet.

On the disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation, recognised in other comprehensive income and accumulated in the separate component of equity, shall be reclassified from equity to profit and loss (as a reclassification adjustment) when the gain or loss on disposal is recognised.

The items of Consolidated Cash Flow Statement are translated at the respective average rates (yearly 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.

3.13 Employee benefits

Short-term employee benefit

All employee benefits which are expected to be settled wholly before twelve months after the end of annual reporting period in which the employees render the related service are short-term employee benefits. Short-term employee benefit obligations are measured on an undiscounted basis and expensed as the related service is provided. A liability is recognised for the amount expected to be paid as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Defined contribution plan

The Indian entities of the Group makes specified monthly contributions towards government administered Provident fund scheme and Employees' State Insurance. Obligation for contributions to defined contribution plan is recognised as an employee benefit expense in profit and loss in the period during which the related services

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for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

are rendered by employees. The Group has no obligation, other than the contribution payable in the scheme.

Defined benefit plan

The Group's gratuity benefit plan is a defined benefit plan. The gratuity liability for employees of the Holding Company and one of the subsidiary entities viz. ICRA Analytics Limited, is funded through gratuity fund established as a Gratuity Trust. The Group's net obligation in respect of the defined benefit plan 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 of economic benefits and the fair value of any plan assets is deducted.

The calculation of defined benefit obligation is performed as at the Balance Sheet date and determined based on actuarial valuation using the Projected Unit Credit Method by a qualified actuary. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirement.

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.

Remeasurements of the net defined liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The respective entity of the Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of annual period to the then-net defined benefit liability (asset), taking in to account any changes in the net defined benefit liability (asset) during the period as a result of contribution and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the Consolidated Statement of Profit and Loss.

Other long-term employee benefits

Long-term individual payout ('LTIP') plan and compensated absences are other long-term benefits provided by the Group.

The net obligation in respect of LTIP is the amount of future benefit that employees have earned in return for their services in the current and prior periods; that benefit is discounted to determine its present value.

The Group has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by a qualified actuary as at the Balance Sheet date using Projected Unit Credit method on the additional amount expected to be paid/ availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense for non-accumulated compensated absences is recognised in the period in which absences occur.

3.14 Share based payments

The Group recognises compensation expense relating to share-based payments using fair value in accordance with Ind AS 102 'Share based payments'. The grant date fair value of equity-settled share-based payment arrangements granted to employees is generally recognised as an employee benefits expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

3.15 Leases

The Group's lease asset classes primarily consist of leases for offices. The Group, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration.

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(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Group as a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense over the lease term.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising from owned office premises is accounted for on a straight-line basis over the lease term and is included in other income in the Consolidated Statement of Profit or Loss due to its operating nature.

Rental income arising from sub-leasing of office premises is accounted for on a straight-line basis over the lease term and is included in other income in the Consolidated Statement of Profit and Loss.

3.16 Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future losses are not provided for.

3.17 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

3.18 Income tax

Income tax comprises current and deferred tax. It is recognised in profit and loss except to the extent that it relates to a business combination or to an item recognised directly in equity or other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable in respect of previous year. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates enacted or substantially enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis, or simultaneously.

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for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Deferred tax

Deferred tax is recognised for all temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets is also recognised in respect of unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Deferred tax assets and liabilities are measured using tax rate and tax laws that have been enacted or substantially enacted by the balance sheet date and are expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The effect of change in tax rate on deferred tax assets and liabilities is recognised as income or expense in the period that includes the enactment or the substantive enactment date. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

3.19 Earnings per share

The basic earnings per share are calculated by dividing the net profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit attributable to equity shareholders 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 diluted earnings per share.

3.20 Segment reporting

An operating segment is a component of the group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM"). Revenues, expenses, assets and liabilities, which are common to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been treated as "unallocated revenues/ expenses/ assets/ liabilities", as the case may be.

3.21 Change in material accounting policies

The Company adopted Disclosure of Accounting Policies (Amendments to Ind AS 1) from April 1, 2023. Although the amendments did not result in any changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

3.22 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

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(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

4 Property, plant and equipment and right-of-use assets

Particulars	As at March 31, 2024	As at March 31, 2023
4.1 Property, plant and equipment		
Buildings	2,359.10	2,004.21
Computers and data processing units	350.57	359.35
Furniture and fittings	103.93	124.10
Office equipment	86.59	120.41
Electrical installation and equipment	27.83	34.04
Vehicles	11.30	-
Leasehold improvements	87.56	109.97
Total property, plant and equipment	3,026.88	2,752.08
4.2 Right-of-use assets		
Right-of-use assets - buildings	1,021.94	1,239.41
Total right-of-use assets	1,021.94	1,239.41
4.3 Capital work-in-progress (net)		
Capital work-in-progress	11.87	-
Total capital work-in-progress	11.87	-

4.4 Disclosures regarding gross block, accumulated depreciation and net block of property, plant and equipment and right-of-use assets

Particulars	Buildings	Computers and data processing units	Furniture and fittings	Office equipment	Electrical installation and equipment	Vehicles	Leasehold improvements	Total property, plant and equipment	Right-of-use assets - Buildings	Total right-of-use assets
Cost										
As at April 1, 2022	2,841.60	1,186.37	321.68	153.76	201.01	3.45	275.48	4,983.35	2,425.06	2,425.06
Additions	-	403.42	93.19	130.09	11.67	-	96.48	734.85	198.79	198.79
Disposals/adjustments	-	(217.37)	(14.37)	(5.77)	(6.67)	(3.45)	(114.48)	(362.11)	(159.43)	(159.43)
As at March 31, 2023	2,841.60	1,372.42	400.50	278.08	206.01	-	257.48	5,356.09	2,464.42	2,464.42
Acquisition through business combination (Refer note 48)	501.00	32.96	7.14	4.95	2.94	13.94	-	562.93	8.39	8.39
Additions	-	303.14	10.75	19.85	0.25	-	0.44	334.43	355.42	355.42
Disposals/adjustments	(0.13)	(117.91)	(4.46)	(8.42)	(0.56)	-	-	(131.48)	(466.03)	(466.03)
As at March 31, 2024	3,342.47	1,590.61	413.93	294.46	208.64	13.94	257.92	6,121.97	2,362.20	2,362.20
Accumulated depreciation										
As at April 1, 2022	725.58	923.47	255.08	135.44	165.41	2.95	237.22	2,445.15	1,028.12	1,028.12
For the year	111.81	296.59	32.73	27.34	11.67	-	24.77	504.91	356.33	356.33
Disposals/adjustments	-	(206.99)	(11.41)	(5.11)	(5.11)	(2.95)	(114.48)	(346.05)	(159.44)	(159.44)
As at March 31, 2023	837.39	1,013.07	276.40	157.67	171.97	-	147.51	2,604.01	1,225.01	1,225.01
For the year	145.98	338.91	37.50	58.12	9.35	2.64	22.85	615.35	393.50	393.50
Disposals/adjustments	-	(111.94)	(3.90)	(7.92)	(0.51)	-	-	(124.27)	(278.25)	(278.25)
As at March 31, 2024	983.37	1,240.04	310.00	207.87	180.81	2.64	170.36	3,095.09	1,340.26	1,340.26
Carrying amount										
As at March 31, 2024	2,359.10	350.57	103.93	86.59	27.83	11.30	87.56	3,026.88	1,021.94	1,021.94
As at March 31, 2023	2,004.21	359.35	124.10	120.41	34.04	-	109.97	2,752.08	1,239.41	1,239.41

Notes to the Consolidated Financial Statements

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(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

4.5 Capital work-in-progress (CWIP) ageing schedule *

As at March 31, 2024

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	11.87	-	-	-	11.87
Total	11.87	-	-	-	11.87

As at March 31, 2023

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Total	-	-	-	-	-

* There are no projects in CWIP as at March 31, 2024 and March 31, 2023, whose completion is overdue or cost of which has exceeded in comparison to its original plan. Further, there are no projects in CWIP which are temporarily suspended.

5 Other intangible assets and intangible assets under development

5.1 Other intangible assets

Particulars	As at March 31, 2024	As at March 31, 2023
Trademarks	7.09	-
Customer relationships	502.35	-
Computer software	531.62	475.91
Internally generated intangible assets	1,023.33	120.29
Total other intangible assets	2,064.39	596.20

5.2 Intangible assets under development are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Intangible assets under development	79.06	134.10
Total intangible assets under development	79.06	134.10

5.3 Disclosures regarding gross block, accumulated amortisation and net block are as given below:

Particulars	Trademarks	Customer relationships	Computer software	Internally generated intangible assets	Intangible assets under development
Cost					
As at April 1, 2022	-	-	745.66	261.80	155.20
Additions	-	-	99.57	116.08	185.51
Disposals/ adjustments	-	-	(8.34)	-	(206.61)
As at March 31, 2023	-	-	836.89	377.88	134.10
Additions	-	-	168.04	214.95	117.31
Acquisition through business combination (Refer note 48)	7.54	548.00	-	868.00	-
Disposals/ adjustments	(0.02)	-	(66.08)	(22.73)	(172.35)
As at March 31, 2024	7.52	548.00	938.85	1,438.10	79.06

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	Trademarks	Customer relationships	Computer software	Internally generated intangible assets	Intangible assets under development
Accumulated amortisation					
As at April 1, 2022	-	-	295.35	209.86	-
For the year	-	-	73.94	47.73	-
Disposals/ adjustments	-	-	(8.31)	-	-
As at March 31, 2023	-	-	360.98	257.59	-
For the year	0.43	45.65	111.60	179.91	-
Disposals/ adjustments	-	-	(65.35)	(22.73)	-
As at March 31, 2024	0.43	45.65	407.23	414.77	-
Carrying amount					
As at March 31, 2024	7.09	502.35	531.62	1,023.33	79.06
As at March 31, 2023	-	-	475.91	120.29	134.10

5.4 Intangible assets under development (IAUD) ageing schedule *

As at March 31, 2024

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	79.06	-	-	-	79.06
Total	79.06	-	-	-	79.06

As at March 31, 2023

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	113.44	18.83	0.71	1.12	134.10
Total	113.44	18.83	0.71	1.12	134.10

* There are no projects in IAUD as at March 31, 2024 and March 31, 2023, whose completion is overdue or cost of which has exceeded in comparison to its original plan. Further, there are no projects in IAUD which are temporarily suspended.

6 Investments

Particulars	As at March 31, 2024	As at March 31, 2023
6.1 Non-current investments		
Quoted		
Investments carried at fair value through profit or loss		
a) Investment in equity instruments (fully paid up)		
CRISIL Limited	152.04	96.56
3,000 [previous year 3,000] equity shares of Re. 1 each		
Total (a)	152.04	96.56
b) Investment in mutual funds		
Kotak Floating Rate Fund Direct - Growth	11,931.40	11,053.15
8,61,231.241 [previous year 8,61,231.241] units		
Bandhan Bond Fund Short Term Plan - Growth - Direct Plan	11,249.50	10,448.70

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
2,04,74,807.469 [previous year 2,04,74,807.469] units		
SBI Floating Rate DEBT Fund Direct Plan Growth	11,473.93	10,582.69
9,45,21,221.745 [previous year 9,45,21,221.745] units		
Axis Dynamic Bond Fund - Direct - Growth	4,212.74	7,575.06
1,44,18,500.485 [previous year 2,80,04,845.534] units		
HDFC Corporate Bond Fund - Direct Plan - Growth Option	-	2,258.90
Nil [previous year 81,78,701.734] units		
Aditya Birla Sun Life Money Manager Fund - Direct - Growth	-	500.00
Nil [previous year 1,58,122.762] units		
Total (b)	38,867.57	42,418.50
Total non-current investments (a+b)	39,019.61	42,515.06
6.2 Current investments		
I. Unquoted		
Investments carried at amortised cost		
Investment in corporate deposits		
Housing Development Finance Corporation Limited	-	10,585.41
Total (I)	-	10,585.41
II. Quoted		
Investments carried at fair value through profit or loss		
Investment in mutual funds		
Axis Liquid Fund - Direct Growth	2,201.66	3,895.54
82,037.614 [previous year 1,55,766.226] units		
DSP Liquidity Fund - Direct Plan - Growth	7,039.00	7,028.24
2,03,948.513 [previous year 2,18,459.184] units		
UTI Liquid Cash Plan - Direct Plan - Growth	4,342.44	4,326.56
1,09,713.891 [previous year 1,17,269.665] units		
Aditya Birla Sun Life Liquid Fund - Growth - Direct Plan	3,214.00	500.00
8,24,776.843 [previous year 1,37,802.758] units		
ICICI Prudential Liquid Fund - Direct Plan - Growth	663.80	-
1,85,727.648 [previous year Nil] units		
UTI Money Market Fund - Direct Plan Growth	5,933.04	-
2,09,170.741 [previous year Nil] units		
Mirae Asset Liquid Fund - Direct Plan Growth	1,018.22	-
39,937.611 [previous year Nil] units		
Nippon India Money Market Fund - Direct Growth	9,876.54	-
2,58,458.436 [previous year Nil] units		
Aditya Birla Sun Life Money Manager Fund - Growth - Direct Plan	5,307.63	-
15,57,447.349 [previous year Nil] units		
TATA Money Market Fund Direct Plan - Growth	2,728.13	-
62,500.166 [previous year Nil] units		
Total (II)	42,324.46	15,750.34
Total current investments (I + II)	42,324.46	26,335.75

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current		
Aggregate book value of quoted investments	39,019.61	42,515.06
Aggregate market value of quoted investments	39,019.61	42,515.06
Aggregate value of unquoted investments	-	-
Aggregate amount of impairment in the value of investments	-	-
Current		
Aggregate book value of quoted investments	42,324.46	15,750.34
Aggregate market value of quoted investments	42,324.46	15,750.34
Aggregate value of unquoted investments	-	10,585.41
Aggregate amount of impairment in the value of investments	-	-

7 Loans

Particulars	As at March 31, 2024	As at March 31, 2023
7.1 Non-current		
Secured, considered good		
Loans to staff	2.44	3.25
Total non-current loans	2.44	3.25
7.2 Current		
Secured, considered good		
Loans to staff	0.80	2.48
Total current loans	0.80	2.48
Total loans (Non-current + Current)	3.24	5.73

8 Other financial assets

Particulars	As at March 31, 2024	As at March 31, 2023
8.1 Non-current		
Unsecured, considered good		
Bank deposits with maturity for more than twelve months from the reporting date	1,072.67	3,199.33
Earnest money deposits	1.40	1.43
Security deposits	559.48	529.78
Total non-current other financial assets	1,633.55	3,730.54
8.2 Current		
Unsecured, considered good		
Contract asset - unbilled revenue	196.13	223.33
Earnest money deposits	8.95	7.16
Security deposits	22.50	13.04
Others		
Recoverable from related parties (Refer note 39)	0.37	8.98
Recoverable from other than related parties	37.53	81.62

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered doubtful		
Contract asset - unbilled revenue	1.92	28.96
Receivable against government grant	-	363.20
Earnest money deposits	5.00	5.25
Security deposits	18.36	18.36
	290.76	749.90
Allowance for doubtful other financial assets	(25.28)	(415.77)
Total current other financial assets	265.48	334.13
Total other financial assets (Non-current + Current)	1,899.03	4,064.67

9 Income tax

The major components of income tax expense for the years ended March 31, 2024 and March 31, 2023 are:

Particulars	As at March 31, 2024	As at March 31, 2023
9.1 Income tax expense recognised in the consolidated statement of profit or loss		
Current tax		
Income tax for current year	4,441.90	4,107.04
Tax adjustment for earlier years	33.14	57.47
	4,475.04	4,164.51
Deferred tax		
Attributable to-		
Origination and reversal of temporary differences	286.79	284.70
	286.79	284.70
Total tax expense recognised in the consolidated statement of profit and loss	4,761.83	4,449.21
9.2 Income tax recognised in other comprehensive income		
Remeasurements of defined benefit obligation (Refer note 43)	55.13	50.08
Income tax (charged) / credited to other comprehensive income	55.13	50.08
9.3 Aggregate current and deferred tax charge relating to items that are charged or credited directly to equity	-	-
9.4 Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate		
Accounting profit before tax	19,986.02	18,121.74
Tax using the Group's domestic tax rate 25.168% (previous year 25.168%)	5,030.08	4,560.88
Effect of:		
Non-deductible expenses	481.29	290.83
Income tax for earlier years	33.14	57.47
Effect of tax on exempt income	-	(105.69)
Effect of utilisation of carried forward capital losses	(795.74)	(338.54)
Effect of income taxed at a lower rate	5.34	(17.90)
Effect of income offered for tax in previous year	(40.56)	(32.90)
Effect of differential rate of tax in subsidiaries	42.62	35.06
Others	5.66	-
Total tax expense	4,761.83	4,449.21

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

9.5 Deferred tax assets (net)

For the year ended March 31, 2024

Particulars	As at April 1, 2023	Acquisition through business combination (Refer note 48)	Recognised in profit or loss	Recognised in OCI	As at March 31, 2024
Deferred tax assets					
Lease liabilities	326.48	-	(73.33)	-	253.15
Provision for employee benefits	195.26	25.47	(28.24)	55.13	247.62
Provision for litigations	-	-	205.35	-	205.35
Provision for doubtful receivables	250.97	0.03	(89.58)	-	161.42
Tax losses carried forward	110.38	62.73	317.65	-	490.76
Others	4.61	0.02	1.47	-	6.08
Total deferred tax assets (a)	887.70	88.25	333.32	55.13	1,364.38
Deferred tax liabilities					
Property, plant and equipment (including intangible assets)	352.90	289.19	(78.85)	-	563.24
Investments at fair value through profit or loss	304.78	-	694.89	-	999.67
Fair valuation of contingent consideration	-	-	5.81	-	5.81
Others	1.91	-	(1.74)	-	0.17
Total deferred tax liabilities (b)	659.59	289.19	620.11	-	1,568.89
Net deferred tax assets/ (liabilities) (a-b)	228.11	(200.94)	(286.79)	55.13	(204.51)

For the year ended March 31, 2023

Particulars	As at April 1, 2022	Acquisition through business combination (Refer note 48)	Recognised in profit or loss	Recognised in OCI	As at March 31, 2023
Deferred tax assets					
Lease liabilities	348.74	-	(22.26)	-	326.48
Provision for employee benefits	230.91	-	(85.73)	50.08	195.26
Provision for doubtful receivables	201.10	-	49.87	-	250.97
Tax losses carried forward	91.74	-	18.64	-	110.38
Others	28.01	-	(23.40)	-	4.61
Total deferred tax assets (a)	900.50	-	(62.89)	50.08	887.70
Deferred tax liabilities					
Property, plant and equipment (including intangible assets)	346.04	-	6.86	-	352.90
Investments at fair value through profit or loss	91.74	-	213.04	-	304.78
Others	-	-	1.91	-	1.91
Total deferred tax liabilities (b)	437.78	-	221.81	-	659.59
Net deferred tax assets/ (liabilities) (a-b)	462.72	-	(284.70)	50.08	228.11

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
The aforesaid net defined benefit liability / (assets) has been presented in the balance sheet as under:		
Deferred tax asset	262.59	228.11
Deferred tax liabilities	467.10	-
Net deferred tax assets/ (liabilities) (a-b)	(204.51)	228.11

9.6 Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of following items, because it is not probable that future taxable profit will be available against which the respective entities can use the benefits therefrom.

Particulars	As at March 31, 2024	As at March 31, 2023
Capital losses	2,101.74	895.99
Business losses	-	71.79
Impairment loss on investments *	256.58	1,754.05
Deferred tax not recognised on temporary difference	-	2.12
Total	2,358.32	2,723.95
Unrecognised tax effect	539.58	627.02

* The deductible temporary difference does not expire under current tax legislation.

9.7 Expiry period of unutilised tax losses

Particulars	As at March 31, 2024	As at March 31, 2023
Financial Year 2023-24	-	73.91
Financial Year 2024-25	-	895.99
Financial Year 2031-32	2,101.74	-

10 Non-current tax assets

Particulars	As at March 31, 2024	As at March 31, 2023
Advance income tax (net of provisions of respective tax jurisdiction to the extent permissible)	2,756.58	2,072.74
Total	2,756.58	2,072.74

11 Other assets

Particulars	As at March 31, 2024	As at March 31, 2023
11.1 Non-current		
Unsecured, considered good		
Capital advances	3.75	-
Prepayments	117.51	143.08
Total non-current other assets	121.26	143.08
11.2 Current		
Advance to suppliers	0.20	3.89
Prepayments	1,449.63	1,266.33
Balance with government authorities [Refer note 30(a) for amount deposited under protest]	501.84	300.57

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

As at March 31, 2023

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 Months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables – considered good	-	1,584.02	2,214.44	15.12	5.62	7.29	-	3,826.49
Undisputed trade receivables – which have significant increase in credit risk	-	-	10.75	2.82	33.35	-	3.00	49.92
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	34.80	366.10	400.90
Total	-	1,584.02	2,225.19	17.94	38.97	42.09	369.10	4,277.31
Less: Loss allowance								(472.50)
Total trade receivables								3,804.81

13 Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks		
In current accounts	845.53	1,013.37
In deposit accounts (with original maturity of three months or less)	201.54	201.63
Cash on hand	0.63	0.80
Total cash and cash equivalents	1,047.70	1,215.80

14 Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Balance with banks		
In deposit accounts with original maturity for more than three months but less than twelve months from the reporting date	14,176.42	22,776.33
Earmarked balances with banks		
In unpaid dividend account	13.30	11.44
Deposits with maturity for more than three months but less than twelve months from the reporting date earmarked against bank guarantees	316.26	146.31
Total bank balances other than cash and cash equivalents	14,505.98	22,934.08

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

15 Equity share capital

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Authorised share capital		
1,50,00,000 (previous year 1,50,00,000) equity shares of Rs. 10 each	1,500.00	1,500.00
	1,500.00	1,500.00
Issued, subscribed and fully paid up		
96,51,231 (previous year 96,51,231) equity shares of Rs. 10 each fully paid up	965.12	965.12
Total	965.12	965.12

15.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2024	
	Number of shares	Amount
Equity shares		
At the commencement and at the end of the year	96,51,231	965.12
Particulars	As at March 31, 2023	
	Number of shares	Amount
Equity shares		
At the commencement and at the end of the year	96,51,231	965.12

15.2 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, if any, 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.

15.3 Shares held by subsidiaries of the ultimate Holding Company

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Equity shares of Rs. 10 each fully paid-up		
Moody's Investment Company India Private Limited		
Number of shares	30,55,900	30,55,900
% of total shares	31.66%	31.66%
Moody's Singapore Pte Limited		
Number of shares	19,49,722	19,49,722
% of total shares	20.20%	20.20%

15.4 Promoter shareholding

Shares held by promoters as at March 31, 2024

Promoter Name	No. of shares	% of Total Shares	% Change during the year
Moody's Investment Company India Private Limited	30,55,900	31.66%	0.00%
Moody's Singapore Pte Limited	19,49,722	20.20%	0.00%

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Shares held by promoters as at March 31, 2023

Promoter Name	No. of shares	% of Total Shares	% Change during the year
Moody's Investment Company India Private Limited	30,55,900	31.66%	0.00%
Moody's Singapore Pte Limited	19,49,722	20.20%	0.00%

15.5 Details of shareholders holding more than 5% shares in the Company:

Particulars	As at March 31, 2024	As at March 31, 2023
Equity shares of Rs. 10 each fully paid-up		
Moody's Investment Company India Private Limited		
Number of shares	30,55,900	30,55,900
% of total shares	31.66%	31.66%
Moody's Singapore Pte Limited		
Number of shares	19,49,722	19,49,722
% of total shares	20.20%	20.20%
Aditya Birla Sun Life Trustee Private Limited		
Number of shares	5,44,836	7,47,472
% of total shares	5.65%	7.74%
Pari Washington India Master Fund, Ltd.		
Number of shares	7,03,664	7,03,664
% of total shares	7.29%	7.29%

16 Other equity

Particulars	As at March 31, 2024	As at March 31, 2023
Capital reserve	3,316.65	3,302.03
Capital redemption reserve	65.31	65.31
Employees' stock options outstanding	150.72	-
Treasury shares (Refer note 42)	(105.44)	(105.44)
General reserve	8,280.60	8,280.60
Other comprehensive income / (loss)		
Foreign currency translation reserve	(34.88)	(59.46)
Remeasurement of defined benefit obligation	(469.47)	(306.43)
Retained earnings	85,480.30	82,886.38
Total other equity	96,683.79	94,062.99

Nature of reserves:

a) Capital reserve

Capital reserve represents profit on sale of shares of the Company by ICRA Employees Welfare Trust ('ESOP Trust'). It also includes the fair value of equity-settled, share-based payment transactions with certain categories of employees of a subsidiary company under the Employee Stock Option Schemes ("ESOS") of the Holding Company. (Refer note 37).

b) Capital redemption reserve

The Company has bought back equity shares and as per the provisions of the Companies Act, 2013, is required to create capital redemption reserve.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

c) Employees' stock options outstanding

Employees' stock options outstanding represents the fair value of equity-settled, share-based payment transactions with certain category employees of the Holding Company under the Employee Stock Option Schemes ("ESOSs"). (Refer note 37).

d) Treasury shares

The treasury shares of the Company is used to settle share options exercised by the employees.

e) General reserve

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to the consolidated statement of profit and loss.

f) Foreign currency translation reserve

Exchange differences arising on translation of non integral operations and accumulated in separate reserve within equity. On the disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation, recognised in other comprehensive income and accumulated in the separate component of equity, shall be reclassified from equity to consolidated statement of profit and loss.

g) Remeasurement of defined benefit obligation

Remeasurement of defined benefit obligation represents the following as per Ind AS 19, Employee Benefits:

- (a) actuarial gains and losses;
- (b) the return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset); and
- (c) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset).

h) Retained earnings

This reserve represents undistributed accumulated earnings of the group as on the balance sheet date.

17 Borrowings

Particulars	As at March 31, 2024	As at March 31, 2023
17.1 Non-current borrowings		
Borrowings measured at amortised cost		
Secured term loans from banks		
Term loan (Refer note (i) below)	99.85	-
Vehicle loan (Refer note (ii) below)	1.82	-
Total non-current borrowings	101.67	-
17.2 Current borrowings		
Borrowings measured at amortised cost		
Overdraft facility from banks (Refer note (i) below)	49.32	-
Current maturities of long term borrowings (Refer note (i) and (ii) below)	29.19	-
Total current borrowings	78.51	-
Total borrowings (Non-current + Current)	180.18	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Notes:

- (i) The term loan and overdraft facility is borrowed from Bank of Baroda by the subsidiary company, D2K Technologies India Private Limited.

The term loan is repayable in 84 monthly installments. The outstanding amount of term loan as at March 31, 2024 is Rs. 124.86 lakhs. The rate of interest during the year was 12.35% p.a.

Both the above facilities are secured under sole banking agreement as below:

- (a) exclusive charge by way of hypothecation of subsidiary's stocks and book debts (both present and future);
- (b) charge over office premises of subsidiary situated at office no 604, 605 and 606, 6th floor, Pujit Plaza, CHSL, Plot no. 67, Sector 11, CBD Belapur, Navi Mumbai, Taluka and district Thane - 400614; and
- (b) 15% cash margin in the form of bank's own deposit in the name of the subsidiary company or its directors i.e., Rs. 18.75 lakhs
- (ii) The vehicle loan from Bank of Baroda taken by subsidiary company, D2K Technologies India Private Limited, carries interest at 8.20% per annum and is repayable in 36 equal monthly installments. The loan is secured by way of hypothecation of the vehicle. The outstanding amount of vehicle loan as at March 31, 2024 is Rs. 6.00 lakhs.

18 Lease liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
18.1 Non-current lease liabilities		
Lease liabilities	755.20	995.82
Total non-current lease liabilities	755.20	995.82
18.2 Current lease liabilities		
Lease liabilities	332.88	307.03
Total current lease liabilities	332.88	307.03
Total lease liabilities (Non-current + Current)	1,088.08	1,302.85

19 Other financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
19.1 Other non-current financial liabilities		
Deferred consideration (Refer note 48)	3,328.97	-
Payable to employees	413.90	145.37
Total other non-current financial liabilities	3,742.87	145.37
19.2 Other current financial liabilities		
Unpaid dividend	13.30	11.44
Capital creditors	10.89	22.57
Due to related parties (Refer note 39)	-	0.01
Payable to employees	711.30	540.58
Other liabilities	38.31	3.00
Total other current financial liabilities	773.80	577.60
Total financial liabilities (Non-current + Current)	4,516.67	722.97

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

20 Provisions

Particulars	As at March 31, 2024	As at March 31, 2023
20.1 Non-current		
Provision for employee benefits		
Provisions for gratuity (Refer note 36)	97.71	-
Provision for compensated absences	313.59	273.18
Total non-current provisions	411.30	273.18
20.2 Current		
Provision for employee benefits		
Provisions for gratuity (Refer note 36)	20.16	1.23
Provision for compensated absences	227.12	206.85
Other employee benefits	4,068.18	3,944.79
Others		
Provision for pending litigations (Refer note 31(b) and 47)	815.90	-
Provision for service tax (Refer note 47)	15.91	15.91
Provision for onerous contracts (Refer note 47)	-	60.47
Total current provisions	5,147.27	4,229.25
Total provisions (Non-current + Current)	5,558.57	4,502.43

21 Other liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
21.1 Current		
Unearned revenue (Refer note 45)	5,970.34	4,806.26
Advance from customers	1,080.85	1,451.70
Statutory dues	1,062.46	948.24
Total other current liabilities	8,113.65	7,206.20

22 Trade payables

Particulars	As at March 31, 2024	As at March 31, 2023
(A) Total outstanding dues of micro and small enterprises	34.48	16.83
(B) Total outstanding dues of creditors other than micro and small enterprises*	713.94	821.55
Total trade payables	748.42	838.38

* Includes dues from related parties (Refer note 39).

22.1 Disclosures relating to dues to Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act"), to the extent information available with the Group.

Particulars	As at March 31, 2024	As at March 31, 2023
The principal amount remaining unpaid to any supplier at the year end	34.48	16.83
The amount of interest due on the amount remaining unpaid to any supplier as at the year end	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
The 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 Act	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of MSMED	-	-

22.2 Trade payables ageing schedule

As at March 31, 2024

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro and small enterprises	-	-	34.48	-	-	-	34.48
Total outstanding dues of creditors other than micro and small enterprises	578.88	-	119.49	10.76	-	4.81	713.94
Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
Total	578.88	-	153.97	10.76	-	4.81	748.42

As at March 31, 2023

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro and small enterprises	-	-	16.83	-	-	-	16.83
Total outstanding dues of creditors other than micro and small enterprises	664.58	-	152.12	-	0.04	4.81	821.55
Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
Total	664.58	-	168.95	-	0.04	4.81	838.38

23 Current tax liabilities (net)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for income tax (net of advance income tax of respective tax jurisdiction to the extent permissible)	12.12	16.03
Total current tax liabilities (net)	12.12	16.03

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

24 Revenue from operations

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of services (Refer note 45)		
Rating, research and other services fees	25,526.79	22,690.13
Consulting services	1,628.91	574.18
Knowledge services	15,463.62	14,969.50
Market data services	1,803.94	1,825.89
Total sale of services	44,423.26	40,059.70
Other operating revenue		
Advances received from customers written back	151.32	212.58
Others	36.89	50.80
Total other operating revenue	188.21	263.38
Total revenue from operations	44,611.47	40,323.08

25 Other income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income under the effective interest method on:		
- Fixed deposits	1,512.55	1,819.59
- Investments carried at amortised cost	21.23	596.45
- Security deposits carried at amortised cost	52.22	47.03
Interest income on:		
- Income tax refund	3.84	56.36
- Others	0.17	0.32
Gain on financial assets carried at FVTPL (net)	4,897.14	2,158.18
Gain on sale of financial assets carried at FVTPL (net)	430.45	41.55
Foreign exchange gain (net)	31.97	151.07
Rental income (Refer note 39)	2.00	15.57
Profit on sale of property, plant and equipment (net)	-	7.74
Reversal of loss allowance and other liabilities written back	436.06	28.11
Profit on termination of right-of-use assets	59.12	-
Miscellaneous income	50.14	33.22
Total other income	7,496.89	4,955.19

26 Employee benefit expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	22,061.16	19,049.04
Contribution to provident fund and other funds (Refer note 36)	908.84	780.91
Share based payment to employees	165.34	-
Staff welfare expense	900.64	926.21
Total employee benefit expenses	24,035.98	20,756.16

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

27 Finance costs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest cost on deferred consideration (Refer note 48)	627.87	-
Interest expense on financial liabilities measured at amortized cost	47.33	-
Interest on lease liabilities	124.36	135.91
Other interest costs	241.29	5.34
Total finance costs	1,040.85	141.25

28 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation on property, plant and equipment (Refer note 4)	615.35	504.91
Depreciation on right-of-use assets (Refer 4)	393.50	356.33
Amortisation on other intangible assets (Refer note 5)	337.59	121.67
Total depreciation and amortisation expense	1,346.44	982.91

29 Other expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Electricity and water	152.65	140.22
Rent (Refer note 46)	112.27	104.18
Repairs and maintenance - building	167.01	147.28
Repairs and maintenance - others	2,154.14	1,336.63
Insurance expenses	71.45	61.65
Rates and taxes	153.97	130.50
Communication expenses	337.57	432.18
Printing and stationery	29.30	39.92
Books and periodicals	146.83	120.29
Travelling and conveyance	332.00	276.95
Directors' sitting fees	49.14	53.55
Remuneration to non-executive directors	67.50	67.50
Legal and professional charges	1,182.48	1,057.47
Conference and meeting	21.67	39.82
Advertisement expenses	26.25	29.64
Auditor's remuneration and expenses (Refer note 38)	87.12	76.83
Technical services	11.34	26.24
Loss allowance (including bad debts/ advances written off)	142.50	595.98
Corporate social responsibility (Refer note 32)	273.36	262.34
Fees and subscription	24.06	21.91
Recruitment expenses	100.82	238.85
Loss on sale/ write off of property, plant and equipment (net)	0.39	-
Miscellaneous expenses	55.25	16.28
Total other expenses	5,699.07	5,276.21

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

30 Contingent liabilities and commitments

a) Claims against the Company and not acknowledged as debt

Particulars	As at March 31, 2024	As at March 31, 2023
Income tax	286.74	286.74
Service tax*	1.40	467.57
Goods and services tax	19.03	2.69
Others	12.09	12.09
Total	319.26	769.09

* An amount of Rs. 32.68 lakhs has been deposited by the Group in previous years against the service tax claims. The Group has received a favourable order during the year and is in process of filing the refund application for the amount deposited under protest.

The Group is contesting the demand and the management believes 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.

The Supreme Court on February 28, 2019 had provided its judgement regarding inclusion of other allowances such as travel allowances, special allowances, etc. within the expression 'basic wages' for the purpose of computation of contribution of provident fund under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952. There are interpretive challenges on the application of the Supreme Court Judgement including the period from which judgment would apply, consequential implications on resigned employees etc. Further, various stakeholders have also filed representations with Provident fund authorities. All these factors raises significant uncertainty regarding the implementation of the Supreme Court Judgement. Owing to the aforesaid uncertainty and pending clarification from regulatory authorities in this regard, the Indian entities of the Group has not recognised provision for the provident fund contribution on the basis of above mentioned order for past periods till March 31, 2019. However, from April 1, 2019, the entities have started inclusion of such allowances within the expression of 'basic wages' for the purpose of computation of provident fund.

Additionally, the Group is involved in other disputes, lawsuits, claims and/ or regulatory inspections including commercial matters that arise from time to time in the ordinary course of business. The Group believes that none of these matters, either individually or in aggregate, are expected to have any material adverse effect on its consolidated financial statements.

b) Commitments

Particulars	As at March 31, 2024	As at March 31, 2023
Estimated amount of contract remaining to be executed on capital account and not provided for	6.72	112.44
Total	6.72	112.44

31 Other matters

a) Particulars	As at March 31, 2024	As at March 31, 2023
Income tax cases where the management expects remote possibility of any unfavourable settlement	3,279.91	651.04
Total	3,279.91	651.04

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

- b)** During the year ended March 31, 2024, ICRA Limited ('the Holding Company') received an arbitral award in a case brought by an ex-employee against the Holding Company. The Holding Company has filed an application before the High Court of Delhi challenging the arbitral award and also filed an application for stay of the arbitral award until the disposal of the application.

Without prejudice to its rights, remedies, and contentions as available in law and pending proceedings before the court, the Holding Company has recognized incremental provision of Rs. 815.90 lakhs in its books of account for the year ended March 31, 2024, as a precautionary measure in line with the principle of conservatism.

- c)** The Securities and Exchange Board of India ("SEBI") had enhanced the penalty amount from Rs. 25 lakhs to Rs. 1 crore during the quarter ended September 30, 2020 in respect of an adjudication proceeding initiated by it in relation to the credit ratings assigned to one of the Company's customer and the customer's subsidiaries. The Company had deposited the enhanced penalty amount under protest and had filed an appeal with the Securities Appellate Tribunal contesting the said order. The said appeal is under review. On this matter, the Company also co-operated with other government agencies in relation to queries received from them. Basis the foregoing and the legal counsel opinion obtained, the Company does not foresee any significant adverse implications on the Company.

32 Corporate Social Responsibility ('CSR') expenditure

ICRA Limited and ICRA Analytics Limited constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Act, which requires a company, meeting the applicability threshold, to spend at least 2% of its average net profit for the immediately preceding three financial years on CSR activities.

Further, as per local regulations prevailing in Nepal, ICRA Nepal Limited is required to allocate 1% of profit on CSR activities.

The expenditure incurred / to be incurred on CSR activities is as under:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Gross amount required to be spent by the Group during the year	273.19	258.45
b) Amount spent during the year		
i) Construction / acquisition of any asset	-	-
ii) On purposes other than (i) above	273.36	262.34
Total	273.36	262.34
c) (Excess) / shortfall for the year	(0.18)	(3.89)
d) Total of previous year shortfall / (excess)	-	-
e) Details of related party transactions	Not applicable	Not applicable
f) Where a provision is been made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the period / year should be shown separately.	-	-
Nature of CSR activities:		
g) - Education of underprivileged women, youth and children with an objective to empower them with employment skills and create livelihood opportunities; - Specific initiatives in the areas of special education and mental health; and - Investor education and awareness raising programs."		
h) Reason for shortfall	Not applicable	Not applicable

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

33 Earnings per share

a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The calculations of profit attributable to equity shareholders, weighted average number of equity shares outstanding during the year and basic earnings per share are as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Profit attributable to the equity holders		
Profit for the year, attributable to the equity shareholders	15,109.45	13,523.59
(ii) Weighted average number of equity shares		
Opening balance	96,51,231	96,51,231
Shares held by ESOP Trust	(31,950)	(31,950)
Weighted average number of equity shares for the year	96,19,281	96,19,281
(iii) Basic earnings per share (face value Rs. 10 per share) [(i) / (ii)]	157.07	140.59

b) Diluted earnings per share

Diluted earnings per share is calculated by dividing the profit attributable to equity shareholders after adjustment of expense related to dilutive potential equity shares (if any) by the weighted average number of equity shares outstanding during the year after adjustment for the effect of all the dilutive potential equity shares into equity shares. The calculations of profit attributable to equity shareholders, equity shares outstanding during the year after adjustment for the effect of all the dilutive potential equity shares into equity shares and diluted earnings per share are as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Profit for the year, attributable to the equity holders (diluted)	15,109.45	13,523.59
(ii) Weighted average number of equity shares (diluted)		
Weighted average number of equity shares in calculating basic EPS	96,19,281	96,19,281
Effect of dilution:		
Potential equity shares on exercise of options	5,187	-
Weighted average number of equity shares in calculating diluted EPS	96,24,468	96,19,281
(iii) Diluted earnings per share (face value Rs. 10 per share) [(i) / (ii)]	156.99	140.59

34 Dividend on equity shares

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Dividend on equity shares declared and paid during the year		
Final dividend of Rs. 130 per share for the financial year 2022-23 (Rs. 28 per share for the financial year 2021-22)	12,546.60	2,702.34
Proposed dividend on equity shares of Holding Company not recognised as liability		
Final dividend of Rs. 100 per share for the financial year 2023-24 (Rs. 130 per share for the financial year 2022-23)	9,651.23	12,546.60
Proposed dividend on equity shares of Subsidiary Company (viz. ICRA Analytics Limited) not recognised as liability		
Final dividend of Rs. 27 per share for the financial year 2023-24 (Rs. 27 per share for the financial year 2022-23)	2,686.89	2,686.89

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

35 Remittance by the Company in foreign currency for dividend

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Proposed dividend remitted	2,534.64	545.92
Number of non resident shareholders	1	1
Number of shares held	19,49,722	19,49,722
Year to which proposed dividend relates	2022-23	2021-22

36 Employee benefits

a) 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 are the defined contribution plans. 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 schemes aggregate to Rs. 908.84 lakhs for the year ended March 31, 2024 (previous year Rs. 780.91 lakhs) and is included in "Employee benefit expenses".

b) Defined benefit plans

The Group has a defined benefit gratuity plan, governed by the Payment of Gratuity Act, 1972. Plan entitles an employee, who has rendered at least five years of service, to gratuity at the rate of fifteen days salary for every completed year of service or part thereof in excess of six months, based on the rate of salary last drawn by the employee concern.

For ICRA Limited and ICRA Analytics Limited, the defined benefit plan for gratuity is administered by gratuity trusts which are legally separate from the entities. The trustees of the gratuity trusts are required to act in the best interests of the members and/or their beneficiaries in accordance with the provisions of trust deeds.

This defined benefit plan exposes the Group to actuarial risks, such as interest rate risk and market (investment) risk.

(i) Reconciliation of the net defined benefit liability / (asset)

Particulars	As at March 31, 2024	As at March 31, 2023
Changes in the present value of the defined benefit obligations		
Defined benefit obligations at the beginning of the year	1,810.93	1,636.68
Current service cost	194.06	163.70
Interest expense/ (income)	122.75	95.22
Benefits directly paid by the Group	(242.22)	(251.06)
Actuarial (gain)/ loss recognised in other comprehensive income		
- changes in financial assumptions	115.67	(53.53)
- experience adjustments	103.74	219.92
Acquisition through business combination (Refer note 48)	84.88	-
Defined benefit obligations at the end of the year	2,189.81	1,810.93
Changes in the fair value of plan assets		
Fair value of plan assets at the beginning of the year	2,030.96	1,819.82
Contribution to the plan assets	145.00	125.00
Interest income on plan assets	149.36	118.73
Actuarial gain/ (loss) on plan assets	1.24	(32.59)
Fair value of plan assets at the end of the year	2,326.56	2,030.96
Net defined benefit liability / (asset) of the Group	(136.75)	(220.03)

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

The aforesaid net defined benefit liability / (assets) has been presented in the financial statements as under:

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for gratuity		
Non-current	97.71	-
Current	20.16	1.23
Total	117.87	1.23
Advance paid to gratuity trust		
Non-current	-	-
Current	254.62	221.26
Total	254.62	221.26

(ii) Expense recognised during the year

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Expense recognised in consolidated statement of profit and loss		
Current service cost	194.06	163.70
Net interest expense / (income)	(26.61)	(23.51)
Total	167.45	140.19
Remeasurement (gain) / loss recognised in other comprehensive income		
Actuarial (gain) / loss on defined benefit obligation	219.41	166.39
Actuarial (gain) / loss on plan assets	(1.24)	32.59
Total	218.17	198.98

(iii) Plan assets comprise of the following:

Particulars	As at March 31, 2024	As at March 31, 2023
Kotak Group Bond Fund	1,259.06	1,168.13
Kotak Assured Return Employee Benefit Plan	1,067.50	862.83
Total	2,326.56	2,030.96

(iv) Actuarial assumptions

Principal actuarial assumptions at the reporting date are as under:

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate (p.a.)	6.90% - 7.00%	7.10%
Future salary escalation rate (p.a.)		
- For first five years	8% - 12%	6% - 10%
- Thereafter	7% - 12%	6% - 10%
Withdrawal rate (p.a.)	12% - 25%	12% - 20%
Retirement age (in years)	58 - 60	60
Mortality rate	Indian Assured Lives Mortality (2006-08) (modified) Ult.	

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

The estimates of future salary increases, considered in actuarial valuation, take into account 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.

As at March 31, 2024 the weighted-average duration of the defined benefit obligation was 3 years to 7 years (previous year: 5 -7 years).

(v) Sensitivity analysis

Reasonable possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumption constant, would have affected the defined obligation by the amounts shown below:

Particulars	Sensitivity level		Impact on defined benefit obligation	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Assumptions				
Discount rate				
Increase	0.50%	0.50%	(52.85)	(41.44)
Decrease	0.50%	0.50%	55.69	43.54
Future salary escalation rate				
Increase	0.50%	0.50%	41.57	32.97
Decrease	0.50%	0.50%	(40.48)	(32.78)
Withdrawal rate				
Increase	5.00%	5.00%	(16.59)	15.92
Decrease	5.00%	5.00%	11.30	(38.54)

The sensitivity results above determine their individual impact on defined benefit obligation at the end of year. In reality, the plan is subject to multiple external experience items which may move the defined benefit obligation in similar or opposite directions, while the plan's sensitivity to such changes can vary over time.

The following payments are expected in future years

Particulars	As at March 31, 2024	As at March 31, 2023
Within one year	399.02	332.49
Later than one year but not later than five years	1,472.28	1,242.25
Later than five years	1,654.18	1,327.79

37 Share based payment

37.1 The Company's Employee Stock Option Schemes ("ESOSs") provide for the grant of stock options to eligible employees and whole time directors of the Holding Company and its subsidiaries. The ESOSs are administered through ESOP Trust. The Trust transfers shares to the eligible employees upon exercise of the options by such employees.

During financial year 2018-19, the Company had introduced a new stock option scheme namely "ESOS 2018" effective from June 28, 2018.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

During the current year, the Holding Company has granted 7,600 options to the eligible employees of the Holding Company and its subsidiaries under the above scheme. The key terms and conditions related to the grants under these plans are as follows; all options are to be settled by the delivery of shares.

Grant date	No. of options granted	Vesting period	Exercise price (Rs.)	Fair value of option at grant date (Rs.)
01-Jul-23	7,600	Year 1: 33% Year 2: 33% Year 3: 34%	10	5,237.05

The fair value of the options has been measured using the Black-Scholes Option Pricing Model. The inputs used in the measurement of the fair values at grant date were as follows:

Particulars	Year 1	Year 2	Year 3
Expected life (in years)	2.50	3.51	4.51
Volatility (%)	31.61	32.60	30.77
Risk free rate (%)	6.89	6.92	6.94
Divident yield (%)	0.52	0.52	0.52
Exercise price (Rs.)	10.00	10.00	10.00
Market price (Rs.)	5,341.65	5,341.65	5,341.65
Fair value (Rs.)	5,264.24	5,237.20	5,210.52

The following table illustrates the number and weighted average exercise prices of, and movements in, share options are as under:

Particulars	As at March 31, 2024	
	No. of options	Weighted average exercise price (Rs.)
Outstanding at the beginning of the year	-	-
Granted during the year	7,600	10
Forfeited during the year	(686)	10
Outstanding at the end of the year	6,914	10
Exercisable at the end of the year	-	-

The weighted average remaining contractual life of options is 2.76 years.

The Holding Company had not granted any option under the ESOS 2018 till previous year ended March 31, 2023.

During the current year ended March 31, 2024, an amount of Rs. 165.34 lakhs (previous year Rs. Nil) has been charged to the consolidated statement of profit and loss against the options granted during the current year as "Share based payment to employees" in accordance with the above mentioned ESOS Scheme. (Refer note 26).

38 Remuneration to auditor (excluding goods and service tax)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Audit fees	48.56	42.56
Limited review fees	17.73	17.73
Tax audit fees	9.54	9.54
Other certification services fees	3.15	1.15
Reimbursement of expenses	8.14	5.85
Total	87.12	76.83

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

39 Related party transactions

A. List of related parties

a) Related parties and nature of related party relationships where control exists

(i) Ultimate holding company

Moody's Corporation

(ii) Companies having substantial interest

Moody's Investment Company India Private Limited

Moody's Singapore Pte Limited

b) Related parties and nature of related party relationship with whom transactions have taken place during the year

(i) Trusts

ICRA Limited Employees Group Gratuity Scheme

ICRA Online Limited Employees Group Gratuity Scheme

ICRA India Limited Employees Provident Fund Trust

(ii) Fellow subsidiaries

Moody's Investors Service India Private Limited

Moody's Investors Service Inc.

MIS Quality Management Corp.

Moody's Investors Service Hong Kong Limited

Moody's Analytics Inc.

Moody's Investors Service Singapore Pte Limited

Moody's Analytics Singapore Pte. Ltd.

Moody's Analytics UK Ltd

c) Key management personnel (KMP)

Mr. Ramnath Krishnan Managing Director & Group C.E.O.

Mr. Venkatesh Viswanathan Group CFO

Mr. Amit Kumar Gupta Chief Financial Officer & General Counsel

(w.e.f. August 30, 2022)

(appointed as Chief Financial Officer w.e.f. March 10, 2022 and till August 30, 2022)

Mr. S. Shakeb Rahman Company Secretary

Independent directors

Mr. Arun Duggal

Ms. Ranjana Agarwal

Ms. Radhika Vijay Haribhakti

Non-executive and Non-independent directors

Dr. Min Ye

(till May 13, 2022)

Mr. Michael Foley

Ms. Wendy Huay Huay Cheong

Ms. Shivani Priya Mohini Kak

Mr. Stephen Arthur Long

(w.e.f. May 13, 2022)

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

B. Transactions and balances with related parties

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	As at March 31, 2024	As at March 31, 2023
a) Related parties where control exists:				
(i) Ultimate Holding Company				
1 Moody's Corporation				
Technical services received	3.00	16.77	-	-
Revenue from knowledge services rendered	64.31	3,311.15	-	-
Trade payables	-	-	6.45	18.68
Trade receivables	-	-	5.61	596.87
(ii) Companies having substantial interest				
1 Moody's Investment Company India Private Limited				
Dividend paid by the Holding Company	3,972.67	855.65	-	-
2 Moody's Singapore Pte Limited				
Dividend paid by the Holding Company	2,534.64	545.92	-	-
b) Related parties with whom transactions have taken place during the year				
(i) Trusts				
1 ICRA Limited Employees Group Gratuity Scheme				
Other assets - Advance paid to gratuity trust	-	-	248.51	212.98
2 ICRA Online Limited Employees Group Gratuity Scheme				
Amount contributed for gratuity during the year	145.00	125.00	-	-
Other assets - Advance paid to gratuity trust	-	-	6.11	8.28
3 ICRA India Limited Employees Provident Fund Trust				
Amount received on closure of Trust	17.83	-	-	-
(ii) Fellow subsidiaries				
1 Moody's Investors Service India Private Limited				
Rental income	2.00	15.57	-	-
Reimbursement of expenses received/receivable	1.00	4.15	-	-
Other financial assets - Recoverable from related parties	-	-	0.37	2.22
2 Moody's Investors Service Inc.				
Revenue from knowledge services rendered	8,663.15	7,800.89	-	-
Reimbursement of expenses received/receivable	13.98	410.47	-	-
Trade payables (Provision for rebate)	-	-	16.65	-
Trade receivables	-	-	788.13	702.34

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	As at March 31, 2024	As at March 31, 2023
3 MIS Quality Management Corp.				
Trademark license fees	8.34	7.36	-	-
Trade payables	-	-	7.79	8.03
4 Moody's Investors Service Hong Kong Limited				
Technical services received	-	1.18	-	-
Other financial liabilities - Due to related parties	-	-	1.50	1.47
5 Moody's Analytics Inc				
Revenue from knowledge services rendered	6,268.30	3,204.02	-	-
Revenue from market data services rendered	4.23	-	-	-
Trade receivables	-	-	895.58	621.55
Trade payables	-	-	12.09	-
Other financial liabilities - Due to related parties	-	-	-	4.71
6 Moody's Investors Service Singapore Pte Limited				
Reimbursement of expenses received/ receivable	32.44	23.58	-	-
7 Moody's Analytics Singapore Pte. Ltd.				
Software expenses	10.44	-	-	-
Reimbursement of expenses paid/ payable	1.62	-	-	-
Other current assets - Prepayments	-	-	5.22	-
Trade payables	-	-	2.39	-
8 Moody's Analytics UK Ltd				
Trade payables	-	-	1.49	-
c) Key management personnel				
1 Mr. Ramnath Krishnan				
Short-term benefits	523.82	457.78	-	-
Post-employment benefits	28.37	13.23	-	-
Other long-term benefits	53.70	32.79	-	-
Share based payments	26.45	-	-	-
Reimbursement of expenses paid	1.80	0.14	-	-
Other financial liabilities - payable to employees	-	-	53.28	116.52
Current provisions - other employee benefits	-	-	208.78	90.48
Employees stock options outstanding	-	-	26.45	-

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for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	As at March 31, 2024	As at March 31, 2023
2 Mr. Venkatesh Viswanathan				
Short-term benefits	178.76	113.83	-	-
Post-employment benefits	7.51	4.47	-	-
Other long-term benefits	9.57	0.84	-	-
Reimbursement of expenses paid	0.36	0.20	-	-
Other financial liabilities - payable to employees	-	-	8.78	6.82
Current provisions - other employee benefits	-	-	52.57	28.20
3 Mr. Amit Kumar Gupta				
Short-term benefits	161.69	151.12	-	-
Post-employment benefits	6.43	9.47	-	-
Other long-term benefits	21.50	12.82	-	-
Share based payments	9.34	-	-	-
Reimbursement of expenses paid	0.20	0.46	-	-
Other financial liabilities - payable to employees	-	-	19.41	13.43
Current provisions - other employee benefits	-	-	44.07	41.18
Employees stock options outstanding	-	-	9.34	-
4 Mr. S. Shakeb Rahman				
Short-term benefits	53.74	38.45	-	-
Post-employment benefits	4.57	2.48	-	-
Other long-term benefits	5.37	3.26	-	-
Share based payments	0.70	-	-	-
Dividend paid by the Company	0.39	0.08	-	-
Other financial liabilities - payable to employees	-	-	4.22	3.79
Current provisions - other employee benefits	-	-	22.04	14.09
Employees stock options outstanding	-	-	0.70	-
5 Mr. Arun Duggal				
Remuneration to non-executive directors	25.00	25.00	-	-
Sitting fees	12.00	13.50	-	-
Reimbursement of expenses paid	26.19	26.48	-	-
Trade payables	-	-	23.85	23.85
6 Ms. Ranjana Agarwal				
Remuneration to non-executive directors	22.50	22.50	-	-
Sitting fees	21.75	24.00	-	-
Trade payables	-	-	22.95	21.60
7 Ms. Radhika Vijay Haribhakti				
Remuneration to non-executive directors	20.00	20.00	-	-
Sitting fees	12.75	15.00	-	-
Reimbursement of expenses paid	-	3.81	-	-
Trade payables	-	-	19.35	19.35

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for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

40 Financial instruments

40.1 Financial instruments by category

The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2024 and March 31, 2023.

a) Fair value of financial assets

Particulars	Carrying values		Fair values	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Financial assets measured at fair value through profit or loss				
Investment in equity shares	152.04	96.56	152.04	96.56
Investments in mutual funds	81,192.03	58,168.84	81,192.03	58,168.84
Total (A)	81,344.07	58,265.40	81,344.07	58,265.40
Financial assets measured at amortised cost				
Investment in corporate deposits	-	10,585.41	-	10,585.41
Loans	3.24	5.73	3.24	5.73
Trade receivables	5,300.91	3,804.81	5,300.91	3,804.81
Cash and cash equivalents	1,047.70	1,215.80	1,047.70	1,215.80
Bank balances other than cash and cash equivalents	14,505.98	22,934.08	14,505.98	22,934.08
Other financial assets	1,899.03	4,064.67	1,899.03	4,064.67
Total (B)	22,756.86	42,610.50	22,756.86	42,610.50
Total (A+B)	1,04,100.92	1,00,875.90	1,04,100.92	1,00,875.90

b) Fair value of financial liabilities

Particulars	Carrying values		Fair values	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Financial liabilities measured at fair value through profit or loss				
Others financial liabilities	3,328.97	-	3,328.97	-
Total (A)				
Financial liabilities measured at amortised cost				
Borrowings	180.18	-	180.18	-
Lease liabilities	1,088.08	1,302.85	1,088.08	1,302.85
Trade payables	748.43	838.38	748.43	838.38
Others financial liabilities	1,187.70	722.97	1,187.70	722.97
Total (B)	3,024.19	2,864.20	3,024.19	2,864.20
Total (A+B)	6,353.16	2,864.20	6,353.16	2,864.20

The fair value of the financial assets and liabilities represents amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair values of the quoted investments in equity shares and mutual funds are based on market price and net asset value (NAV) at the reporting date.

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(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

b) For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Management has assessed that fair value of trade receivables, cash and cash equivalents, other bank balances, investments in corporate deposits, trade payables, other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

40.2 Fair value hierarchy

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

The categories used are as follows:

Level 1: Quoted prices for identical instruments in active markets.

Level 2: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement is not based on observable market data.

Quantitative disclosures fair value measurement hierarchy for financial assets and liabilities as at March 31, 2024

Particulars	Level 1	Level 2	Level 3	Total
Financial assets:				
Financial assets measured at fair value through profit or loss				
Investment in equity shares	152.04	-	-	152.04
Investment in mutual funds	81,192.03	-	-	81,192.03
Total	81,344.07	-	-	81,344.07
Financial liabilities:				
Financial assets measured at fair value through profit or loss				
Other non-current financial liability - deferred consideration	-	-	3,328.97	3,328.97
Total	-	-	3,328.97	3,328.97

There have been no transfers between Level 1 and Level 2 during the year.

Quantitative disclosures fair value measurement hierarchy for financial assets and liabilities as at March 31, 2023

Particulars	Level 1	Level 2	Level 3	Total
Financial assets:				
Financial assets measured at fair value through profit or loss				
Investment in equity shares	96.56	-	-	96.56
Investment in mutual funds	58,168.84	-	-	58,168.84
Total	58,265.40	-	-	58,265.40

There have been no transfers between Level 1 and Level 2 during the year.

40.3 Financial risk management objectives and policies

Risk management framework

The Board has overall responsibility for establishing and governing the Group's risk management framework. The Board has delegated monitoring and reviewing of the risk management plan to the Risk Management Committee. The Group has constituted a Executive Risk Committee, a Risk management team and functional sub-committees which are responsible for identifying, analysing, mitigating and monitoring risks as per risk management framework. The primary risks and mitigation actions are also placed before the Risk Management Committee and the Board.

Notes to the Consolidated Financial Statements

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(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

The Group is exposed to various risks in relation to financial instruments. The Group's financial assets and liabilities are summarised in note 40.1. The main types of financial risks are market risk (price risk), credit risk and liquidity risk.

a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes may result from changes in foreign currency rate, interest rate, price and other market changes. The Group's exposure to market risk is mainly due to price risk.

Price risk

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market prices, whether those changes are caused by factors specific to the individual financial instrument or its issuer, or by factors affecting all similar financial instruments traded in the market. The Group has adopted disciplined practices including position sizing, diversification, valuation, loss prevention, due diligence and exit strategies in order to mitigate losses as defined in board approved investment policy.

The Group is exposed to price risk arising mainly from investment in equity shares and investment in mutual funds recognised at fair value through profit or loss. The detail of such investments are given in note 40.1. If the prices had been higher/ lower by 1% from the market prices existing as at the reporting date, profit would have been increased/ decreased by Rs. 813.44 lakhs and Rs. 582.65 lakhs for the year ended March 31, 2024 and March 31, 2023 respectively.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). The Company evaluates exchange rate exposure arising from these transactions and take necessary actions. The Company follows established risk management policies and doesn't hedge the exposures in these currencies.

Foreign currency exposure not hedged by derivative instrument:

Particulars	As at March 31, 2024		As at March 31, 2023	
	USD (in lakhs)	Rs. (in lakhs)	USD (in lakhs)	Rs. (in lakhs)
Contract assets - unbilled revenue	0.25	20.84	-	-
Trade receivables	21.37	1,781.32	24.21	1,990.53
Trade payables	0.38	31.70	0.40	32.89

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives and embedded derivatives. The Company's exposure to foreign currency changes for all other currencies is not material.

Particulars	Change in USD rate	For the year ended	For the year ended
		March 31, 2024	March 31, 2023
Effect on profit before tax	+5%	88.52	97.88
	-5%	(88.52)	(97.88)

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

b) Credit risk

Credit risk is the risk of financial loss to the Group if customer or counterparty to financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customer and investment in mutual funds and deposits with banks.

To manage credit risk, the Group periodically reviews its receivables from customer for any non-recoverability of the dues, taking into account the inputs from business development team and ageing of trade receivables. The management establishes an allowance for impairment that represents its expected credit losses in respect of trade and other financial assets. The management uses a simplified approach for the purpose of computation of expected credit loss. While computing expected credit loss, the management consider historical credit loss experience adjusted with forward looking information.

Movement in loss allowance for trade receivables is as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Balance at the commencement of the year	472.50	378.69
Provided during the year	184.93	409.70
Acquisition through business combination (Refer note 48)	0.10	-
Utilisation during the year	(117.90)	(315.89)
Balance at the end of the year	539.63	472.50

The following table provides information about the exposure to credit risk and loss allowance for trade receivables as at March 31, 2024

Particulars	Weighted average loss rate	Gross carrying amount	Loss allowance
1-90 days	0.22%	5,150.29	11.19
91-180 days	17.80%	172.93	30.78
181-270 days	34.88%	23.28	8.12
271-365 days	96.14%	40.20	38.65
Over 1 year	99.35%	453.84	450.89
Total		5,840.54	539.63

The following table provides information about the exposure to credit risk and loss allowance for trade receivables as at March 31, 2023

Particulars	Weighted average loss rate	Gross carrying amount	Loss allowance
1-90 days	0.26%	3,711.34	9.72
91-180 days	11.13%	97.87	10.89
181-270 days	31.03%	17.79	5.52
271-365 days	42.14%	0.15	0.06
Over 1 year	99.14%	450.16	446.30
Total		4,277.31	472.50

c) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. For the Group, liquidity risk arises from obligations on account of financial liabilities - borrowings, lease liabilities, trade payables and other financial liabilities.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Liquidity risk management

The Group continues to maintain adequate amount of liquidity to meet strategic and growth objectives. The Group's finance department is responsible for liquidity and fund management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Group's liquidity position through forecasts on the basis of expected cash flows.

The table below summarises the maturity profile of the Group's financial liabilities are as under:

As at March 31, 2024	Carrying amount	Contractual cash flows			Total
		< 1 year	1 to 3 years	> 3 years	
Borrowings	180.18	91.98	69.49	55.87	217.34
Lease liabilities	1,088.08	426.76	709.36	164.84	1,300.96
Trade payables	748.43	748.43	-	-	748.43
Other financial liabilities	4,516.67	1,059.97	5,127.64	-	6,187.61
Total	6,533.36	2,327.14	5,906.48	220.71	8,454.34

As at March 31, 2023	Carrying amount	Contractual cash flows			Total
		< 1 year	1 to 3 years	> 3 years	
Lease liabilities	1,302.85	422.41	689.63	507.34	1,619.38
Trade payables	838.38	838.38	-	-	838.38
Other financial liabilities	722.97	577.60	145.37	-	722.97
Total	2,864.20	1,838.39	835.00	507.34	3,180.73

Liquidity sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in assumptions, with all other variables held constant, that would have affected other non-current financial liability:

Particulars	Change in parameter	For the year ended March 31, 2024	For the year ended March 31, 2023
Discount rate	+1%	(15.19)	-
	-1%	15.49	-
Revenue	+1%	2.68	-
	-1%	(2.26)	-
EBITDA	+1%	9.21	-
	-1%	(9.22)	-

40.4 Capital Management

The primary objective of the Group's capital management is to maximise the shareholder value. Equity share capital and other equity are considered for the purpose of Group's capital management. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, returns capital to shareholders, issues new shares and raises money through borrowings.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2024 and March 31, 2023.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

41 Transfer pricing

The Indian entities of the Group have 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 Indian entities of the Group have maintained adequate documentation for the international transactions entered into with the associated enterprises 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 consolidated financial statements, particularly on the amount of tax expense and that of provision for taxation.

42 Treasury shares

Particulars	For the year ended March 31, 2024		For the year ended March 31, 2023	
	No. of Shares*	Amount	No. of Shares*	Amount
At the commencement and at the end of the year	31,950	105.44	31,950	105.44

*Represents unissued shares (including shares against options expired or lapsed).

43 Other comprehensive income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Items that will not be reclassified to profit and loss		
Remeasurement (losses) / gains of defined benefit obligation / plan assets (Refer note 36)	(218.17)	(198.98)
Income tax relating to items that will not be reclassified to profit and loss	55.13	50.08
(ii) Items that will be reclassified to profit and loss		
Exchange difference (losses) / gains on translation of foreign operations	14.05	(13.92)
Income tax relating to items that will be reclassified to profit or (loss)	-	-
Total other comprehensive income, net of tax (i+ii)	(148.99)	(162.82)

44 Following is the summary of changes in carrying amount of goodwill

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Balance at the commencement of the year	122.53	122.53
Add: Acquisition through business combination (Refer note 48)	2,896.32	-
Balance at the end of the year	3,018.85	122.53

The Group tests goodwill annually for impairment or more frequently if there are indications that goodwill might be impaired.

The Goodwill is on account of the investment in subsidiaries as of March 31, 2024 and March 31, 2023 respectively.

Allocation of Goodwill by segments as of March 31, 2024 and March 31, 2023 is as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Knowledge services	122.53	122.53
Consulting services	2,896.32	-

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for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Allocation of goodwill to cash-generating units

Goodwill has been allocated for impairment testing purposes to their underlying segment. The recoverable amount is determined based on value in use calculation, which uses future cash flow projections based on financial budgets and plans approved by the management and applicable discount rate.

Budgeted projections are based on same expected gross margins throughout the period. The cash flows beyond five-year period have been extrapolated using a steady growth rate. As at March 31, 2024, the estimated recoverable amount of the CGU exceeded its carrying amount, hence impairment is not triggered.

The management believes that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount.

Following key assumptions were considered while performing Impairment testing:

Particulars	Range
Discount rate (pre tax) (%)	17.00%
Revenue growth rate range (%)	7.70% - 42.30%
Terminal value growth rate (%)	5.00%

Budgeted projections: The values assigned to the assumption reflect past experience and are consistent with the management's plans for focusing operations in these markets. The management believes that the planned market share growth per year for the next five years is reasonably achievable.

45 Revenue disclosures

a) Revenue recognised in the current year

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of services		
Rating, research and other services		
Rating services fees (including surveillance fees)	24,591.83	22,009.00
Research and other services fees	934.96	681.13
Consulting fees	1,628.91	574.18
Knowledge and market services		
Knowledge services fees	15,463.62	14,969.50
Market services fees	1,803.94	1,825.89
Total	44,423.26	40,059.70

b) Revenue recognised from last years' unearned revenue

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of services		
Rating, research and other services fees		
Rating services fees (including surveillance fees)	4,073.51	3,411.73
Research and other services fees	405.24	330.52
Consulting fees	57.83	31.48
Knowledge and market services		
Knowledge services fees	-	-
Market services fees	248.65	211.80
Total	4,785.23	3,985.53

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for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

c) Unearned revenue

Particulars	As at March 31, 2024	As at March 31, 2023
Revenue to be recognised in:		
FY 2023-24	-	4,736.41
FY 2024-25	5,871.78	14.54
FY 2025-26	11.65	3.08
FY 2026-27	1.45	-
Revenue to be recognised on completion of milestones	85.46	52.23
Total	5,970.34	4,806.26

d) Unbilled revenue

Particulars	As at March 31, 2024	As at March 31, 2023
Expected billing milestone :		
FY 2023-24	-	223.33
FY 2024-25 *	713.50	-
Total	713.50	223.33

*includes contract assets classified as trade receivables where only act of invoicing is pending.

e) Disaggregation of revenue

Timing of recognition of revenue from sale of services

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
At a point in time	6,481.18	5,648.96
Over time	37,942.08	34,410.74
Total	44,423.26	40,059.70

Geographic revenue from sale of services

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Within India	28,052.57	24,169.62
Outside India	16,370.70	15,890.08
Total	44,423.26	40,059.70

f) Contract balances

Particulars	As at March 31, 2024	As at March 31, 2023
Receivables, which are included in trade receivables	5,300.91	3,804.81
Contract assets (unbilled revenue)	196.13	223.33
Contract liabilities (unearned revenue)	5,970.34	4,806.26

g) The amount of revenue from contracts with customers recognised in the consolidated statement of profit and loss is the contracted price.

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(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

46 Leases

A As a lessee

- a) The Group's significant lease arrangements are in respect of office premises. The lease term for these leases ranges between 11 months and 9 years which includes a lock-in period and, in certain cases, are renewable by mutual consent on mutually agreeable terms. These options are negotiated by management and aligned with the Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.
- b) The entities has discounted lease payments using the applicable incremental borrowing rate, which ranges 10% - 12% for measuring the lease liability.
- c) **The movement in lease liabilities during the year ended March 31, 2024 and March 31, 2023 is as follows:**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Balance at the beginning of the year	1,302.85	1,402.60
Addition made during the year	347.17	187.23
Acquisition through business combination	8.25	-
Deletion made during the year	(231.07)	-
	1,427.20	1,589.83
Finance cost accrued during the year	124.36	135.91
Payment of lease liabilities	(463.48)	(422.89)
Balance at the end of the year	1,088.08	1,302.85

- d) **The following is the break-up of current and non-current lease liabilities:**

Particulars	As at March 31, 2024	As at March 31, 2023
Current lease liabilities	332.88	307.03
Non-current lease liabilities	755.20	995.82
Total	1,088.08	1,302.85

- e) **The contractual maturity of lease liabilities on an undiscounted basis is as follows:**

Particulars	As at March 31, 2024	As at March 31, 2023
Not later than one year	426.76	422.41
Later than one year but not later than five years	808.52	1,100.95
Later than five years	65.68	96.02
Total	1,300.96	1,619.38

- f) **Amount recognized in the consolidated statement profit and loss**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest expense on lease liabilities	124.36	135.91
Expense relating to short term lease and lease of low value assets	112.27	104.18

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

g) Amount recognised in the consolidated statement of cash flows

Particulars	As at March 31, 2024	As at March 31, 2023
Payment of lease liabilities (financing activity)	339.12	286.98
Interest paid on lease liabilities (financing activity)	124.36	135.91
Payment of short term leases (operating activity)	112.27	104.18
Impact on the consolidated statement of cash flows for the year	575.75	527.07

B As a lessor

The Group has let out part of its owned and rented office premises under lease arrangement which are cancellable in nature but renewable on mutually agreeable terms. Lease rentals amounting to Rs. 2 lakhs (previous year Rs. 15.57 lakhs) have been recognised in the consolidated statement of profit and loss.

47 The movement of provisions are as under:

Particulars	Provision for pending litigations		Provision for service tax		Provision for onerous contracts	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Opening balance	-	-	15.91	15.91	60.47	88.58
Additions during the year*	815.90	-	-	-	-	-
Reversal during the year	-	-	-	-	(60.47)	(28.11)
Closing balance	815.90	-	15.91	15.91	-	60.47

* refer note 31(b) for provision created during the year against pending litigations.

48 Business combination - Acquisition of D2K Technologies India Private Limited (D2K)

On October 20, 2023, the Group, through its wholly owned subsidiary, ICRA Analytics Limited, signed Share Purchase Agreement and Investment Agreement for acquiring 60% equity interest in D2K by purchasing 60,000 equity shares from existing shareholders of D2K for a consideration of Rs. 1,538.40 lakhs. D2K is an established provider of software solutions to banks and other financial institutions to meet regulatory compliances, enhance their business processes, improve customer acquisition and retention, and build robust analytical platforms. This investment will widen the Group's risk products suite, enable it to expand in credit risk monitoring and reporting segments and give access to a strong and experienced team with deep domain expertise and market understanding.

The acquisition has been consummated on November 10, 2023 and the Group paid Rs. 1,538.40 lakhs in cash. As part of the acquisition, the Group has committed to buy-out the balance 40% equity shares from the remaining shareholders on specified dates in a manner stipulated under the Investment Agreement. Accordingly, the fair value of balance consideration payable to remaining shareholders of D2K of Rs. 2,701.10 lakhs has been recognised by the Group as deferred consideration at the date of acquisition and the acquisition has been accounted as per anticipated-acquisition method.

Further, an amount of Rs. 627.87 lakhs has been charged to the consolidated statement of profit and loss on account of re-measurement of deferred consideration as at balance sheet date.

The total purchase consideration of Rs. 4,238.50 lakhs has been allocated based on based on determination of fair values at the date of acquisition as follows:

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	Amount
Net assets (including cash and cash equivalents of Rs. 8.79 lakhs)	214.61
Property, plant and equipment	
Building	501.00
Other items of property, plant and equipment	61.93
Intangible assets	
Software platform	868.00
Customer relationships	548.00
Trademarks	7.54
Deferred tax liabilities	(200.94)
Borrowings	(657.96)
Goodwill	2,896.32
Purchase consideration	4,238.50

Goodwill is non tax deductible and has been allocated to the CGU "D2K Technologies India Private Limited".

The excess of the purchase consideration paid over the fair value of net assets acquired has been attributed to Goodwill. Goodwill majorly includes the value expected from increase in revenues from various new streams of business, addition of new customers and assembled workforce and estimated synergies which does not qualify as an intangible asset.

The Group has incurred Rs. 169.57 lakhs towards acquisition related costs. These amounts have been included in legal and professional charges in the consolidated statement of profit and loss for the year ended March 31, 2024.

The operations of D2K have been consolidated in the financial statements of the Group from November 1, 2023. During the year ended March 31, 2024, D2K contributed revenue of Rs. 1,001.22 lakhs and total comprehensive loss of Rs. 32.58 lakhs to the Group's result. D2K's total revenue from operations and total comprehensive loss for the year ended March 31, 2024 is Rs. 1,858.30 lakhs and Rs. 198.02 lakhs respectively.

49 Segment information

The Group has determined following reporting segments based on the information reviewed by the Group's CODM.

- Rating, research and other services – Rating, grading and industry research services.
- Consulting services – Management consulting which includes risk management, financial advisory, outsourcing and policy advisory.
- Knowledge Services – KPO services
- Market services- financial information product and services.

(i) Segment wise revenues and results

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
External revenues		
Rating, research and other services	25,714.87	22,953.51
Consulting services	1,629.04	574.18
Knowledge services	15,463.62	14,969.50
Market data services	1,803.94	1,825.89
Total external revenue	44,611.47	40,323.08

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Inter-segment revenue		
Rating, research and other services	42.11	46.32
Consulting services	13.00	-
Knowledge Services	-	42.05
Market data services	-	0.47
Total Inter-segment revenue	55.11	88.84
Total revenue		
Rating, research and other services	25,756.98	22,999.83
Consulting services	1,642.04	574.18
Knowledge services	15,463.62	15,011.55
Market data services	1,803.94	1,826.36
Total segment revenue	44,666.58	40,411.92
Less: Elimination of inter-segment revenue	(55.11)	(88.84)
Total revenue	44,611.47	40,323.08
Segment results		
Rating, research and other services	6,793.56	5,860.61
Consulting services	(351.64)	(231.59)
Knowledge services	7,213.43	7,479.43
Market data services	102.63	200.14
Total profit before tax for reportable segments	13,757.98	13,308.59
Unallocated expenses	(228.00)	(0.79)
Interest expense	(1,040.85)	(141.25)
Other income	7,496.89	4,955.19
Provision for tax	(4,761.83)	(4,449.21)
Profit after tax	15,224.19	13,672.53

(ii) Segment wise capital employed

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Capital employed (Segment assets - Segment liabilities)		
Segment assets		
Rating, research and other services	6,631.24	5,777.20
Consulting services	6,098.61	490.28
Knowledge services	4,190.21	4,525.94
Market data services	873.19	787.37
Total assets of reportable segments	17,793.25	11,580.79
Unallocable assets	1,00,989.59	98,500.89
Total assets	1,18,782.84	1,10,081.68
Segment liabilities		
Rating, research and other services	14,072.23	12,338.54
Consulting services	705.18	296.49
Knowledge services	1,333.51	1,487.73
Market data services	521.65	438.18
Total liabilities of reportable segments	16,632.57	14,560.94
Unallocable liabilities	4,052.22	27.92
Total liabilities	20,684.79	14,588.86
Total capital employed	98,098.05	95,492.82

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

(iii) Other information

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Capital expenditure during the year		
Rating, research and other services	655.42	179.99
Knowledge Services	108.24	14.07
Consulting services	241.51	160.99
Market data services	12.63	38.29
	1,017.80	393.34
Depreciation, amortisation and impairment expense		
Rating, research and other services	586.56	728.36
Knowledge Services	206.99	20.93
Consulting services	491.58	182.32
Market data services	61.31	51.30
	1,346.44	982.91
Non cash expenses other than depreciation		
Rating, research and other services	139.45	471.40
Knowledge Services	0.78	124.58
Consulting services	2.80	-
Market data services	-	-
	143.03	595.98
Interest income	1,590.01	2,519.75

(iv) Information about Geographical segment

The Group has identified its geographical segments as:

- (a) Within India
- (b) Outside India

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue from external customer by geographical market		
India	28,240.77	24,433.00
Outside India *	16,370.70	15,890.08
Total	44,611.47	40,323.08
Non current assets **		
India	9,250.69	4,963.42
Outside India	93.56	23.97
Total	9,344.25	4,987.39

* includes revenue from customers domiciled in United States of Rs. 15,481 lakhs (previous year Rs. 14,978 lakhs).

** Non-current assets are excluding financial assets, deferred tax assets and non-current tax assets.

- (v) Revenue from one customer group of the Group's Knowledge Services segment is Rs. 14,995.76 lakhs (previous year Rs. 14,316.06 lakhs) which is more than 10 percent of the Group's total revenue.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

50 Additional Information, as required under Schedule III to the Companies Act, 2013, of entities consolidated as subsidiary:

Name of the entity	As at March 31, 2024							
	Net Assets (Total assets- Total liabilities)		Share in consolidated profit or (loss)		Share in consolidated other comprehensive income		Share in consolidated total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or (loss)	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
ICRA Limited	75.93%	74,143.43	81.51%	12,315.76	32.81%	(48.89)	82.00%	12,266.87
Subsidiaries								
Indian								
ICRA Analytics Limited	24.33%	23,758.17	41.76%	6,309.28	63.66%	(94.82)	41.54%	6,214.46
D2K Technologies India Private Limited	0.90%	882.39	(0.09%)	(13.25)	12.97%	(19.33)	(0.22%)	(32.58)
Pragati Development Consulting Services Limited	1.13%	1,099.81	(0.01%)	(1.47)	-	-	(0.01%)	(1.47)
ICRA Employees welfare Trust	2.43%	2,368.72	1.12%	169.39	-	-	1.13%	169.39
Foreign								
PT. ICRA Indonesia	0.00%	0.00	(0.00)	(0.98)	0.00%	-	(0.01%)	(0.98)
ICRA Lanka Limited	0.06%	60.95	(0.14%)	(21.51)	(10.16%)	15.13	(0.04%)	(6.38)
ICRA Nepal Limited	0.94%	915.67	1.55%	234.17	0.72%	(1.08)	1.56%	233.09
Non-controlling interest included in respective subsidiaries	(0.46%)	(449.14)	(0.76%)	(114.74)	0.00%	-	(0.77%)	(114.74)
Eliminations and consolidation adjustments	(5.26%)	(5,131.09)	(24.93%)	(3,767.20)	0.00%	-	(25.18%)	(3,767.20)
Total	100.00%	97,648.91	100.00%	15,109.45	100.00%	(148.99)	100.00%	14,960.46
	As at March 31, 2023							
Name of the entity	Net Assets (Total assets- Total liabilities)		Share in consolidated profit or (loss)		Share in consolidated other comprehensive income		Share in consolidated total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or (loss)	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
ICRA Limited	77.51%	73,658.60	70.93%	9,592.90	25.48%	(41.55)	71.49%	9,551.35
Subsidiaries								
Indian								
ICRA Analytics Limited	21.24%	20,180.45	46.25%	6,254.11	65.82%	(107.35)	46.01%	6,146.76
Pragati Development Consulting Services Limited	0.11%	107.28	(0.01%)	(1.05)	-	-	(0.01%)	(1.05)
ICRA Employees welfare Trust	3.00%	2,848.72	0.61%	82.73	-	-	0.62%	82.73
Foreign								
PT. ICRA Indonesia	0.00%	1.12	0.00%	-	(0.00)	0.08	0.00%	0.08
ICRA Lanka Limited	0.07%	67.33	(0.16%)	(21.10)	8.93%	(14.56)	(0.27%)	(35.66)
ICRA Nepal Limited	1.00%	948.40	2.25%	303.96	(0.34%)	0.56	2.28%	304.52
Non-controlling interest included in respective subsidiaries	(0.49%)	(464.71)	(1.10%)	(148.94)	0.16%	(0.27)	(1.12%)	(149.21)
Eliminations	(2.44%)	(2,319.08)	(18.77%)	(2,539.02)	-	-	(19.00%)	(2,539.02)
Total	100.00%	95,028.11	100.00%	13,523.59	100.00%	(163.09)	100.00%	13,360.50

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

51 Other information

- (i) The Group has not entered into any transactions with struck off companies during the year.
- (ii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) The Group has not traded or invested in crypto currency or virtual currency during the financial year.
- (iv) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security, or the like to or on behalf of the Ultimate Beneficiaries.
- (v) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vi) The Group does not have any transaction which is not recorded in the books of account that has been subsequently surrendered or disclosed as income during the year as part of the ongoing tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (vii) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (viii) None of the entities in the Group have been declared as willful defaulter by any bank or financial institution or government or any government authority.
- (ix) The Group has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
- (x) The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

As per our report of even date attached

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

Chartered Accountants

Firm Registration No.: 101248W/W-100022

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

Manish Kapoor

Partner

Membership No.: 510688

Place: Gurugram

Date: May 23, 2024

Arun Duggal

Chairman

(DIN: 00024262)

Place: Kolkata

Date: May 23, 2024

Ramnath Krishnan

Managing Director & Group C.E.O.

(DIN: 09371341)

Place: Mumbai

Date: May 23, 2024

Venkatesh Viswanathan

Chief Financial Officer

Place: Mumbai

Place: Mumbai

Date: May 23, 2024

S. Shakeb Rahman

Company Secretary

Place: Gurugram

Place: Gurugram

Date: May 23, 2024

Independent Auditor's Report

To the Members of ICRA Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of ICRA Limited (the "Company") which comprise the standalone balance sheet as at March 31, 2024, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

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 Companies Act, 2013 ("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, 2024, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition

See notes 3.1 and 22 to the standalone financial statements

The key audit matter	How the matter was addressed in our audit
<p>The revenue relating to rating, where customers' acceptance is required, is recognised upon issuance of press release or disclosure of unaccepted ratings on the Company's website. Surveillance fee, to the extent of reasonable certainty of collection, is recognized over the surveillance period.</p> <p>For other cases, revenue is recognised upon transfer of control of promised services to the customers.</p> <p>There is a risk that revenue is recognised for all services before the transfer of control of the service to customer is completed.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> • Obtained an understanding of the revenue business process. • Evaluation of the design and implementation and operating effectiveness of internal controls relating to revenue recognition process. • Assessed the appropriateness of revenue recognition policy adopted by the Company. • Evaluated the reasonableness of the significant judgements and estimation involved in the recognition of revenue. • On selected sample of contracts, tested revenue recognition, and our procedures included: <ol style="list-style-type: none"> i. evaluating the identification of performance obligations; ii. determining the transaction price considering the terms of the contracts; and iii. evaluated the appropriateness of management's assessment of manner of satisfaction of performance obligations and consequent revenue recognition. • Tested revenue recognition for cut-off transactions on sample basis to assess whether the customer has obtained the control of service and whether the timing of revenue recognition is appropriate. • Assessed the adequacy of the disclosures in accordance with the relevant accounting standard.

Independent Auditor's Report (Contd.)

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Independent Auditor's Report (Contd.)

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
 2. A. 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 except for the matter stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows 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 Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. 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:
- a. The Company has disclosed the impact of pending litigations as at March 31, 2024 on its financial position in its standalone financial statements - Refer Notes 28(a) and 29 to the standalone financial statements.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - d. (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 47(iv) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other

Independent Auditor's Report (Contd.)

person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 47(v) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 32 to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- f. Based on our examination which included test checks, the Company has used an accounting software, which is operated by a third party software service provider, for maintaining its books of account. In the absence of reporting on compliance with the audit trail requirements in the independent auditor's report of a service organisation, we are unable to comment (a) whether audit trail feature of the said accounting software was enabled at the database level to log any direct data changes and whether it operated throughout the year for all relevant transactions recorded in the software or (b) whether there were any instances of the audit trail feature being tampered with
- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **BSR & Co. LLP**

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

Manish Kapoor

Partner

Membership No.: 510688

ICAI UDIN: 24510688BKGEAQ3872

Place: Gurugram

Date: May 23, 2024

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of ICRA Limited for the year ended March 31, 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of two years. In accordance with this programme, certain property, plant and equipment were verified during the 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. No discrepancy was noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company is a service company, primarily rendering rating, research and other services. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. The Company has made investments in a company and other parties during the year. The Company has not made any investments in firms or limited liability partnerships. The Company had granted loans to its employees during the earlier years.
- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity.
- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion, the investments made are, prima facie, not prejudicial to the interest of the Company. Further, the Company has not provided guarantees, given security, granted loans or advances in the nature of loans during the year.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of ICRA Limited for the year ended March 31, 2024 (Contd.)

- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under sections 185 and 186 of the Companies Act, 2013. In respect of the investments made by the Company, the provisions of section 186 of the Companies Act, 2013 have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Employees' State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Services Tax, Provident Fund, Employees' State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (Rs. in lakhs) #	Amount Paid under protest (Rs. in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	19.97	-	FY 2000 – 2001	Assessing Officer
Income Tax Act, 1961	Income Tax	0.44	-	FY 2002 – 2003	Assessing Officer
Income Tax Act, 1961	Income Tax	43.96	-	FY 2003 – 2004	Assessing Officer
Income Tax Act, 1961	Income Tax *	25.50	-	FY 2004 – 2005	Assessing Officer
Income Tax Act, 1961	Income Tax *	181.90	11.00	FY 2005 – 2006	Assessing Officer
Income Tax Act, 1961	Income Tax *	278.62	-	FY 2010 – 2011	Assessing Officer
Income Tax Act, 1961	Income Tax *	366.93	-	FY 2013 – 2014	Assessing Officer
Income Tax Act, 1961	Income Tax *	206.21	-	FY 2015 – 2016	Assessing Officer
Income Tax Act, 1961	Income Tax	46.43	-	FY 2021 – 2022	Assessing Officer
Income Tax Act, 1961	Income Tax	320.98	-	FY 2012 – 2013	The Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	291.1	-	FY 2017 – 2018	The Commissioner of Income Tax (Appeals)

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of ICRA Limited for the year ended March 31, 2024 (Contd.)

Name of the statute	Nature of the dues	Amount (Rs. in lakhs) #	Amount Paid under protest (Rs. in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	282.80	-	FY 2018 – 2019	The Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	33.27	-	FY 2019 – 2020	The Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	94.82	-	FY 2020 – 2021	The Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	2,672.15	-	FY 2022 – 2023	The Commissioner of Income Tax (Appeals)
Central Goods and Services Tax Act, 2017	Central Goods and Services Tax	16.34	-	FY 2018-2019	Assistant. Commissioner Central Goods and Services Tax
Finance Act, 1994	Service Tax	1.99	-	FY 2001 – 2002	Assistant Commissioner of Central Excise
Finance Act, 1994	Service Tax	11.40	11.40	FY 2001 – 2002 to 2004 – 2005	The Commissioner (Appeals) of Central Excise

#Amount as per demand orders including interest and penalty, wherever indicated in the order.

*Pending appeal effect to be given by assessing officer in respect of favourable order received by the Company.

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of ICRA Limited for the year ended March 31, 2024 (Contd.)

- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaint received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

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

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

Manish Kapoor

Partner

Place: Gurugram

Date: May 23, 2024

Membership No.: 510688

ICAI UDIN: 24510688BKGEAQ3872

Annexure B to the Independent Auditor's Report on the standalone financial statements of ICRA Limited for the year ended March 31, 2024

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of ICRA Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain

reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Annexure B to the Independent Auditor's Report on the standalone financial statements of ICRA Limited for the year ended March 31, 2024 (Contd.)

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud

may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **BSR & Co. LLP**

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

Manish Kapoor

Partner

Membership No.: 510688

ICAI UDIN: 24510688BKGFAQ3872

Place: Gurugram

Date: May 23, 2024

Standalone Balance Sheet

as at March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	4.1	917.19	1,062.11
(b) Right-of-use assets	4.2	934.06	1,228.00
(c) Capital work-in-progress	4.3	11.87	-
(d) Intangible assets	5.1	462.53	393.13
(e) Intangible assets under development	5.2	79.06	122.96
(f) Financial assets			
(i) Investments	6.1	42,555.27	44,450.57
(ii) Loans	7.1	2.44	3.25
(iii) Other financial assets	8.1	952.95	524.66
(g) Deferred tax assets (net)	9.5	104.94	99.32
(h) Non-current tax assets (net)	10	2,153.00	1,629.96
(i) Other non-current assets	11.1	44.76	46.04
Total non-current assets		48,218.07	49,560.00
(2) Current assets			
(a) Financial assets			
(i) Investments	6.2	25,672.32	21,328.16
(ii) Trade receivables	12	2,309.39	1,277.47
(iii) Cash and cash equivalents	13	218.49	484.40
(iv) Bank balances other than (iii) above	14	9,318.46	11,367.93
(v) Loans	7.2	0.80	2.48
(vi) Other financial assets	8.2	37.35	37.10
(b) Other current assets	11.2	1,174.23	1,033.74
Total current assets		38,731.04	35,531.28
Total assets		86,949.11	85,091.28
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	15	965.12	965.12
(b) Other equity	16	73,178.32	72,693.48
Total equity		74,143.44	73,658.60
Liabilities			
(2) Non-current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	17.1	684.70	995.82
(b) Provisions	18.1	93.15	90.97
Total non-current liabilities		777.85	1,086.79
(3) Current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	17.2	319.21	299.38
(ii) Trade payables	20		
(A) Total outstanding dues of micro and small enterprises: and		29.31	11.49
(B) Total outstanding dues of creditors other than micro and small enterprises		478.02	545.99
(iii) Other financial liabilities	17.3	213.89	294.98
(b) Other current liabilities	19	6,934.64	6,298.21
(c) Provisions	18.2	4,052.42	2,895.51
(d) Current tax liabilities (net)	21	0.33	0.33
Total current liabilities		12,027.82	10,345.89
Total liabilities		12,805.67	11,432.68
Total equity and liabilities		86,949.11	85,091.28
Material accounting policies	3		

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached

For **BSR & Co. LLP**

Chartered Accountants

Firm Registration No.: 101248W/W-100022

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

Manish Kapoor

Partner

Membership No.: 510688

Arun Duggal

Chairman

(DIN: 00024262)

Ramnath Krishnan

Managing Director & Group C.E.O.

(DIN: 09371341)

Venkatesh Viswanathan

Chief Financial Officer

Place: Mumbai
Date: May 23, 2024

S. Shakeb Rahman

Company Secretary

Place: Gurugram
Date: May 23, 2024

Place: Gurugram

Date: May 23, 2024

Place: Kolkata

Date: May 23, 2024

Place: Mumbai

Date: May 23, 2024

Place: Mumbai

Date: May 23, 2024

Place: Gurugram

Date: May 23, 2024

Standalone Statement of Profit and Loss

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
I Revenue from operations	22	25,124.01	22,253.79
II Other income	23	9,096.43	6,556.89
III Total income (I+II)		34,220.44	28,810.68
Expenses			
IV Employee benefit expenses	24	14,521.05	12,343.33
V Finance costs	25	376.69	134.22
VI Depreciation and amortisation expense	26	799.17	703.30
VII Other expenses	27	3,839.49	3,916.60
VIII Total expenses (IV to VII)		19,536.40	17,097.45
IX Profit before tax (III-VIII)		14,684.04	11,713.23
Tax expense:	9.1		
Current tax		2,357.46	1,904.95
Deferred tax		10.82	215.38
X Total tax expense		2,368.28	2,120.33
XI Profit after tax (IX-X)		12,315.76	9,592.90
Other comprehensive income / (loss)			
A. (i) Items that will not be reclassified to profit or loss	42	(65.33)	(55.52)
(ii) Income tax relating to items that will not be reclassified to profit or loss	9.2	16.44	13.97
XII Other comprehensive income / (loss), net of income tax		(48.89)	(41.55)
XIII Total comprehensive income for the year (XI+XII)		12,266.87	9,551.35
XIV Earnings per share (Rs.) (face value of Rs. 10 per share):	31		
Basic		128.03	99.73
Diluted		127.97	99.73
Material accounting policies	3		

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached

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

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

Chartered Accountants

Firm Registration No.: 101248W/W-100022

Manish Kapoor

Partner

Membership No.: 510688

Place: Gurugram

Date: May 23, 2024

Arun Duggal

Chairman

(DIN: 00024262)

Place: Kolkata

Date: May 23, 2024

Ramnath Krishnan

Managing Director & Group C.E.O.

(DIN: 09371341)

Place: Mumbai

Date: May 23, 2024

Venkatesh Viswanathan

Chief Financial Officer

(DIN: 09371341)

Place: Mumbai

Date: May 23, 2024

S. Shakeb Rahman

Company Secretary

(DIN: 09371341)

Place: Gurugram

Date: May 23, 2024

Standalone Statement of Cash Flows

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Cash flow from operating activities		
Profit before tax	14,684.04	11,713.23
Adjustments for		
Depreciation and amortisation expense	799.17	703.30
Loss allowance (including bad debts/ advances written off)	139.70	470.82
Interest on lease liabilities	120.33	134.22
Share based payment expenses	150.72	-
Long term individual payout funded through Trust	613.85	331.17
Interest income on fixed deposits	(857.95)	(772.77)
Interest income on investments carried at amortised cost	(21.23)	(596.45)
Interest income on security deposits carried at amortised cost	(52.16)	(47.03)
Gain on financial assets carried at fair value through profit and loss ('FVTPL') (net)	(4,261.54)	(2,150.59)
Gain on sale of financial assets carried at FVTPL (net)	(230.21)	(41.55)
Advances received from customers written back	(151.32)	(212.58)
Dividend from subsidiary company	(2,822.53)	(2,786.70)
(Profit) / loss on sale of property, plant and equipment (net)	(59.37)	(8.40)
Provision for impairment loss on investment in subsidiary company	-	256.58
Bad debts recovered	(20.66)	(32.99)
Operating cash flow before changes in operating assets and liabilities	8,030.84	6,960.26
Adjustments for changes in operating assets and liabilities		
(Increase) / decrease in trade receivables	(1,150.81)	(694.74)
(Increase) / decrease in loans	2.49	2.39
(Increase) / decrease in other financial assets	33.12	(14.73)
(Increase) / decrease in other assets	(103.68)	(45.72)
Increase / (decrease) in trade payables	(50.15)	(79.02)
Increase / (decrease) in other financial liabilities	(71.27)	3.94
Increase / (decrease) in other liabilities	787.75	1,381.56
Increase / (decrease) in provisions	1,058.23	175.95
Cash generated from operations before tax	8,536.52	7,689.89
Taxes paid, net of refund	(2,880.50)	(2,435.75)
Net cash generated from operating activities (A)	5,656.02	5,254.14
B. Cash flow from investing activities		
Acquisition of property, plant and equipment and intangible assets	(331.84)	(690.02)
Proceeds from sale of property, plant and equipment and intangible assets	6.98	18.31
Investment in mutual funds	(15,649.99)	(23,200.00)
Proceeds from redemption / disposal of mutual funds	8,207.63	1,800.00
Redemption of corporate deposits (net)	10,000.00	6,215.00
Investment in subsidiary	(1,100.15)	-
Interest received on investments	606.64	353.31
(Increase) / decrease in fixed deposits (having maturity of more than three months) (net)	1,497.09	9,088.29
Interest received on fixed deposits	1,008.51	1,231.91

Standalone Statement of Cash Flows

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Dividend received from subsidiary company	2,822.53	2832.49
Net cash generated from / (used in) investing activities (B)	7,067.40	(2,350.71)
C. Cash flow from financing activities		
Payment of lease liabilities	(324.26)	(273.20)
Interest paid on lease liabilities	(120.33)	(134.22)
Dividend paid	(12,546.60)	(2,702.34)
Increase/ (decrease) in unclaimed dividend	1.86	(0.35)
Net cash used in financing activities (C)	(12,989.33)	(3,110.11)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(265.91)	(206.68)
Add: Cash and cash equivalents at the beginning of year	484.40	691.08
Cash and cash equivalents at the end of the year	218.49	484.40
Components of cash and cash equivalents (Refer note 13)		
Balances with banks		
In current accounts	218.07	483.88
Cash on hand	0.42	0.52
Cash and cash equivalents at the end of the year	218.49	484.40

Notes:

- Cash Flow Statement has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows.
- Ind AS 7 requires the entity to provide disclosures that enable users of financials statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The Company does not have any liabilities arising from financing activities except lease liabilities, refer note 44(c) for the movement in lease liabilities during the years ended March 31, 2024 and March 31, 2023.

Material accounting policies (Refer note 3)

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached

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

Chartered Accountants

Firm Registration No.: 101248W/W-100022

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

Manish Kapoor

Partner

Membership No.: 510688

Arun Duggal

Chairman

(DIN: 00024262)

Ramnath Krishnan

Managing Director & Group C.E.O.

(DIN: 09371341)

Venkatesh Viswanathan

Chief Financial Officer

Place: Mumbai
Date: May 23, 2024

S. Shakeb Rahman

Company Secretary

Place: Gurugram
Date: May 23, 2024

Place: Gurugram

Date: May 23, 2024

Place: Kolkata

Date: May 23, 2024

Place: Mumbai

Date: May 23, 2024

Place: Mumbai

Date: May 23, 2024

Place: Gurugram

Date: May 23, 2024

Standalone Statement of Changes in Equity

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	Note No.	Equity share capital	Attributable to equity shareholders					Total equity	
			Other equity						
			Reserves and surplus			Items of OCI			
			Capital reserve	Capital redemption reserve	Employees' stock options outstanding	General reserve	Retained earnings		Remeasurement of defined benefit obligation
Opening balance as at April 01, 2022		965.12	1,453.02	34.88	-	7,802.44	56,297.18	(74.22)	66,478.42
Profit after tax for the year		-	-	-	-	-	9,592.90	-	9,592.90
Other comprehensive income / (loss), net of tax		-	-	-	-	-	-	(41.55)	(41.55)
Total comprehensive income / (loss) for the year		-	-	-	-	-	9,592.90	(41.55)	9,551.35
Dividend on equity shares	32	-	-	-	-	-	(2,702.34)	-	(2,702.34)
Options granted during the year	16 (c) & 36	-	-	-	-	-	-	-	-
Capital reserve created during the year	16 (a) & 35	-	331.17	-	-	-	-	-	331.17
Closing balance as at March 31, 2023		965.12	1,784.19	34.88	-	7,802.44	63,187.74	(115.77)	73,658.60
Profit after tax for the year		-	-	-	-	-	12,315.76	-	12,315.76
Other comprehensive income / (loss), net of tax		-	-	-	-	-	-	(48.89)	(48.89)
Total comprehensive income / (loss) for the year		-	-	-	-	-	12,315.76	(48.89)	12,266.87
Dividend on equity shares	32	-	-	-	-	-	(12,546.60)	-	(12,546.60)
Options granted during the year	16 (c) & 36	-	-	-	150.72	-	-	-	150.72
Capital reserve created during the year	16 (a) & 35	-	613.85	-	-	-	-	-	613.85
Closing balance as at March 31, 2024		965.12	2,398.04	34.88	150.72	7,802.44	62,956.90	(164.66)	74,143.44

Material accounting policies (Refer note 3)

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached

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

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

Chartered Accountants

Firm Registration No.: 101248W / W-100022

Manish Kapoor

Partner

Membership No.: 510688

Place: Gurugram

Date: May 23, 2024

Arun Duggal

Chairman

(DIN: 00024262)

Place: Kolkata

Date: May 23, 2024

Ramnath Krishnan

Managing Director & Group C.E.O.

(DIN: 09371341)

Place: Mumbai

Date: May 23, 2024

Venkatesh Viswanathan

Chief Financial Officer

(DIN: 09371341)

Place: Mumbai

Date: May 23, 2024

S. Shakeb Rahman

Company Secretary

(DIN: 09371341)

Place: Gurugram

Date: May 23, 2024

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

1 Corporate information

ICRA Limited ('the Company' or 'ICRA') 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. ICRA is a public limited Company incorporated and domiciled in India, with its registered office in New Delhi. It is listed on BSE Limited and the National Stock Exchange of India Limited. It has various subsidiaries involved in rating, management consulting and outsourcing and information services etc.

2 Basis of preparation

The standalone financial statements have been prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) notified under section 133 of the Companies Act, 2013 ("The Act") and other relevant provisions of the Act.

These standalone financial statements have been prepared on the historical cost basis and on an accrual basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

In estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability that market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purpose in these standalone financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 Share-based Payments and measurements that have some similarities to fair value but are not fair value, such as 'value in use', in Ind AS 36 Impairment of assets.

These standalone financial statements are presented in Indian Rupees (Rs.) which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakh and upto two decimal places, unless otherwise stated.

These standalone financial statements were authorised for issue by the Company's Board of Directors on May 23, 2024.

2.1 Use of estimates, judgements and assumptions

In preparing these standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of income, expenses, assets and liabilities. Actual results may differ from these estimates and assumptions.

Estimate and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised prospectively.

The Company has identified the following areas where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and in the relevant notes to the standalone financial statements.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the standalone financial statements.

a) Provisions and contingent liabilities

The Company estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractual and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgements and the use of estimates regarding the outcome of future events.

b) Revenue recognition

In case of initial rating, a portion of the fee is allocated towards first year surveillance based on management's estimate. Surveillance fees from second year onwards is recognised when there is reasonable certainty of collection. The assessment of reasonable certainty involves exercise of significant judgements on client co-operation for surveillance which includes receipt of information for performing surveillance rating and realisation of fees.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

c) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Assumptions and estimation uncertainties

The key assumptions concerning the future uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

i) Impairment of non-financial assets and investment in subsidiaries

Non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of cash inflows of other assets or CGU's.

Investment in subsidiaries are tested for impairment at least annually or when events occur or changes in circumstances indicate that the recoverable amount of the asset or CGU's to which these pertain is less than its carrying value.

The recoverable amount of a CGU or an asset is the higher of its fair value less costs of disposal and its value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU or asset.

In determining fair value less costs of disposal, recent market transactions are considered. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples and other available fair value indicators.

ii) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgements in making these assumptions and selecting the inputs to the impairment calculation, based on Company's history, existing market conditions as well as forward looking estimates at the end of each reporting period.

iii) Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, withdrawal rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

iv) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the standalone balance sheet that cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

v) Recognition of deferred tax assets

Deferred tax assets are recognised for temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which they can be used. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

2.2 Fair value measurement

The Company measures both its financial and non-financial assets and liabilities such as investments, security deposits, loan to staff, trade payables, payable to employees etc. at fair value at each standalone balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.3 Current versus non-current classification

Based on the time involved between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has identified twelve months as its operating cycle for determining current and non-current classification of assets and liabilities in the balance sheet.

3 Material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

3.1 Revenue recognition

The Company earns revenue primarily from the rating, surveillance and other services.

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services.

Revenue is measured based on the transaction price, which is the consideration, adjusted for price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

The first year rating includes free surveillance for first twelve months or the period of instrument, whichever is shorter, from the date of rating. A portion of the fee is allocated towards first year free surveillance based on management's estimate. The revenue related to initial rating is recognised upon issuance of press release or disclosure of unaccepted ratings on the Company's website. Surveillance fee, to the extent of reasonable certainty of collection, is recognised over the surveillance period (ignoring fractions of months)

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

For other services, revenue is recognized upon transfer of control of promised services to the customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as trade receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognised when the billings are in excess of revenues earned.

Out of pocket expenses which are recoverable from customers, are recognised both as expenditure and revenue.

As per the terms of payment for such arrangements, the invoice fall due upon presentation of invoice to the customers.

3.2 Other income

Dividend income is recognised when the unconditional right to receive the income is established, which is generally when shareholders approve the dividend.

Interest income on bank deposits is recognised using effective interest rate, on time proportionate basis.

For accounting policy on income from other financial instruments refer para 3.3.

3.3 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition and measurement

Trade receivable and debt securities are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company became party to the contractual provision of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially recognised at fair value plus or minus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Classification and subsequent measurement

Financial assets

On initial recognition, financial asset is classified as measured at:

- Amortised cost,
- Fair value through other comprehensive income (FVTOCI) – debt investments,
- FVTOCI – equity investments, or
- FVTPL.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for mapping of financial assets.

A financial asset is measured at amortised cost if both of the following condition are met and it is not designated as FVTPL.

- the asset is held within a business model whose objective is to hold assets and collect contractual cash flows; and
- the contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A 'debt investment' is measured at FVTOCI if both of the following conditions are met and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual term of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in Other comprehensive income (OCI) (designated as FVTOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Subsequent measurement and gains and losses

Financial assets at amortised cost	These assets are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income and impairment are recognised in profit and loss. Any gain or loss on derecognition is recognised in profit and loss.
Debt investments at FVTOCI	These assets are subsequently measured at fair value. Interest income under effective interest method and impairment are recognised in profit and loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI reclassified to profit and loss.
Equity investments at FVTOCI	These assets are subsequently measured at fair value. Dividend is recognised as income in profit and loss unless the dividend clearly represents recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit and loss.
Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income are recognised in profit and loss.

Financial liabilities:

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is designated as such on initial recognition. Financial liabilities are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are measured at amortised cost using effective interest method. Interest expense and foreign exchange gains or losses (if any) are recognised in profit and loss. Any gain or loss on derecognition is also recognised in profit and loss.

Derecognition

Financial assets

The Company derecognises a financial asset when:

- the rights to receive cash flows from the asset have expired, or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Financial liabilities

The Company derecognises a financial liability when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the standalone statement of profit and loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

3.4 Property, plant and equipment

Recognition and measurement

Property, plant and equipment and capital work in progress are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprise of its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of self-constructed item of property, plant and equipment comprises the cost of materials, direct labour and any other cost directly attributable to bring the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

If significant parts of an item of property, plant and equipment have different useful life, then they are accounted for as separate item of property, plant and equipment.

An item of property, plant and equipment or any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the standalone statement of profit and loss when the asset is derecognised.

Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefit associated with the expenditure will flow to the Company. All other expenditure is recognised in the standalone statement of profit and loss.

Depreciation

Depreciation is calculated on cost of item of property, plant and equipment (except leasehold improvements) less their estimated residual value over their estimate useful lives using written down value method and is recognised in the standalone statement of profit and loss. Assets acquired under 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.

The estimated useful lives of items of property, plant and equipment are as follows:

Asset	Useful life as per schedule II (in years)
Buildings	60
Computers and data processing units (including Servers, Network)	3-6
Furniture and fittings	10
Office equipment	5
Electrical installation and equipment	10
Vehicles	8

Depreciation method, useful lives and residual value are reviewed at each financial year-end and adjusted if appropriate. Management believes that its estimates of useful lives as given above, represents the period over which management expects to use these assets.

Depreciation on addition/ disposal is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready to use (disposed of).

Assets individually costing up to Rs. 5,000 are fully depreciated in the year of purchase.

3.5 Intangible assets

Recognition and measurement

Intangible assets acquired separately are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortization and accumulated impairment losses, if any.

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in the standalone statement of profit and loss.

Amortisation

Amortisation is calculated to write off the cost of the intangible assets over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in the standalone statement of profit and loss.

The estimated useful lives of items of intangible assets is as follows:

Asset	Useful life (in years)
Computer softwares	5 - 7

Amortisation method, rate and residual value are reviewed at each financial year-end and adjusted, if appropriate. Management believes that its estimates of useful lives as given above, represents the period over which management expects to use these assets.

Amortisation on addition/ disposal is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready to use (disposed of).

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Intangible assets under development ('IAUD')

Identifiable intangible assets under development are recognised when the Company controls the asset, it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured. Intangible assets under development is measured at historical cost and not amortised. These assets are tested for impairment on annual basis.

3.6 Leases

The Company's significant lease arrangements are primarily in respect of office premises. The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration.

Company as a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising from owned office premises is accounted for on a straight-line basis over the lease term and is included in other income in the standalone statement of profit or loss due to its operating nature.

Rental income arising from sub-leasing of office premises is accounted for on a straight-line basis over the lease term and is included in other income in the standalone statement of profit and loss.

3.7 Investment in subsidiaries

Investment in subsidiaries is carried at cost less impairment as per Ind AS 27 Consolidated and Separate Financial Statements. On disposal of investment in subsidiaries, the difference between net disposal proceeds and the carrying amounts is recognised in the standalone statement of profit and loss.

3.8 Impairment

Impairment of financial instruments

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets that are debt instruments and are measured at amortised cost, e.g., loans, debt securities, deposits, trade receivables and bank balance.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables and recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For other financial assets, ECL is measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised, is presented as expense or income in the standalone statement of profit and loss.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Impairment of non-financial assets and investment in subsidiaries

Non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of cash inflows of other assets or CGU's.

Investment in subsidiaries are tested for impairment at least annually or when events occur or changes in circumstances indicate that the recoverable amount of the asset or CGU's to which these pertain is less than its carrying value.

The recoverable amount of a CGU or an asset is the higher of its fair value less costs of disposal and its value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU or asset.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment loss is recognised in the standalone statement of profit and loss.

An impairment loss in respect of assets, which has been recognised in prior years, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment has been recognised.

3.9 Projects work-in-progress

Projects work-in-progress represent direct cost incurred against rating cases wherein work has been initiated but rating is yet to be concluded and amount is expected to be recovered.

3.10 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, balances with banks and short-term deposits with original maturities of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the standalone statement of cash flows, cash and cash equivalent consists of cash on hand, balances with banks and short-term deposits, net of outstanding bank overdrafts (if any).

3.11 Foreign currencies

The Company's standalone financial statements are presented in Indian rupee, which is also its functional currency.

Transactions in foreign currencies are translated into the functional currency at the exchange rate at the date of the transaction or an average rate if the average rate approximate the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

3.12 Employee benefits

Short-term employee benefit

All employee benefits which are expected to be settled wholly before twelve months after the end of annual reporting period in which the employees render the related service are short-term employee benefits. Short-term employee benefit obligations are measured on an undiscounted basis and expensed as the related service is provided. A liability is recognised for the amount expected to be paid as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Defined contribution plan

The Company makes specified monthly contributions towards government administered Provident Fund scheme and Employees' State Insurance. Obligation for contributions to defined contribution plan is recognised as an employee benefit expense in profit and loss in the period during which the related services are rendered by employees. The Company has no obligation, other than the contribution payable in the scheme.

Defined benefit plan

The Company's gratuity benefit plan is a defined benefit plan. The gratuity liability for employees of the Company is funded through gratuity fund established as a Gratuity Trust. The Company's net obligation in respect of the defined benefit plan 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 of economic benefits and the fair value of any plan assets is deducted.

The calculation of defined benefit obligation is performed as at the standalone balance sheet date and determined based on actuarial valuation using the Projected Unit Credit Method by a qualified actuary. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirement.

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 standalone balance sheet date.

Remeasurements of the net defined liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of annual

period to the then-net defined benefit liability (asset), taking in to account any changes in the net defined benefit liability (asset) during the period as a result of contribution and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the standalone statement of profit and loss.

Other long-term employee benefits

Long term individual payout ('LTIP') plan and compensated absences are other long-term benefits provided by the Company.

The Company's net obligation in respect of LTIP is the amount of benefit that employees have earned in return for their services in the current and prior periods and discounted to determine its present value. From the financial year 2018-19, the LTIP is funded by the ICRA Employees Welfare Trust. Hence, the Company has charged such employees' expense in the standalone statement of profit and loss with a corresponding credit to Capital Reserve.

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by a qualified actuary as at the standalone balance sheet date using Projected Unit Credit method on the additional amount expected to be paid/ availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense for non-accumulated compensated absences is recognised in the period in which absences occur.

3.13 Share based payments

The grant date fair value of equity-settled share-based payment arrangements granted to employees is generally recognised as an employee benefits expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

3.14 Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future losses are not provided for.

3.15 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

3.16 Income tax

Income tax comprises current and deferred tax. It is recognised in profit and loss except to the extent that it relates to an item recognised directly in equity or other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable in respect of previous year. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates enacted or substantially enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intention to realize the asset and settle the liability on a net basis, or simultaneously.

Deferred tax

Deferred tax is recognised for all temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the standalone financial statements. Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that future taxable profit will be available against which they can be used. Deferred tax assets and liabilities are measured using tax rate and tax laws that have been enacted or substantially enacted by the balance sheet date and are expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The effect of change in tax rate on deferred tax assets and liabilities is recognised as income or expense in the period that includes the enactment or the substantive enactment date. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

3.17 Earnings per share

The basic earnings per share are calculated by dividing the net profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit attributable to equity shareholders 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 are ignored in the calculation of diluted earnings per share.

3.18 Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker

("CODM"). Revenues, expenses, assets and liabilities, which are common to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been treated as "unallocated revenues/ expenses/ assets/ liabilities", as the case may be.

The Company is primarily engaged in the business of Rating, research and other services.

3.19 Change in material accounting policies

The Company adopted Disclosure of Accounting Policies (Amendments to Ind AS 1) from April 1, 2023. Although the amendments did not result in any changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.'

The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

3.20 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

4 Property, plant and equipment, right-of-use assets and capital work-in-progress.

Particulars	As at March 31, 2024	As at March 31, 2023
4.1 Property, plant and equipment		
Buildings	508.54	537.00
Computers and data processing units	161.61	197.39
Furniture and fittings	80.92	106.54
Office equipment	69.33	100.85
Electrical installation and equipment	14.70	19.63
Leasehold improvements	82.09	100.70
Total property, plant and equipment	917.19	1,062.11
4.2 Right-of-use assets		
Right-of-use assets - buildings	934.06	1,228.00
Total right-of-use assets	934.06	1,228.00
4.3 Capital work-in-progress (net)		
Capital work-in-progress	11.87	-
Total capital work-in-progress	11.87	-

4.4 Disclosures regarding gross block, accumulated depreciation and net block of property, plant and equipment and right-of-use assets

Particulars	Buildings	Computers and data processing units	Furniture and fittings	Office equipment	Electrical installation and equipment	Vehicles	Leasehold improvements	Total property, plant and equipment	Right-of-use assets - buildings
Cost									
As at April 1, 2022	785.37	520.06	208.54	100.89	85.93	3.45	243.38	1,947.62	2,355.90
Additions	-	243.84	93.19	110.00	11.67	-	94.99	553.69	198.79
Disposals/adjustments	-	(96.61)	(14.37)	(4.37)	(6.67)	(3.45)	(114.48)	(239.95)	(159.43)
As at March 31, 2023	785.37	667.29	287.36	206.52	90.93	-	223.89	2,261.36	2,395.26
Additions	-	162.30	3.44	18.16	0.25	-	-	184.15	272.18
Disposals/adjustments	-	(108.56)	(2.46)	(6.87)	(0.56)	-	-	(118.45)	(393.89)
As at March 31, 2024	785.37	721.03	288.34	217.81	90.62	-	223.89	2,327.06	2,273.55
Accumulated depreciation									
As at April 1, 2022	218.40	365.74	166.62	88.11	70.46	2.95	219.94	1,132.22	981.66
For the year	29.97	196.43	25.61	21.38	5.95	-	17.73	297.07	345.03
Disposals/adjustments	-	(92.27)	(11.41)	(3.82)	(5.11)	(2.95)	(114.48)	(230.04)	(159.43)
As at March 31, 2023	248.37	469.90	180.82	105.67	71.30	-	123.19	1,199.25	1,167.26
For the year	28.46	192.25	28.51	49.23	5.13	-	18.61	322.19	378.34
Disposals/adjustments	-	(102.73)	(1.91)	(6.42)	(0.51)	-	-	(111.57)	(206.11)
As at March 31, 2024	276.83	559.42	207.42	148.48	75.92	-	141.80	1,409.87	1,339.49
Carrying amount									
As at March 31, 2024	508.54	161.61	80.92	69.33	14.70	-	82.09	917.19	934.06
As at March 31, 2023	537.00	197.39	106.54	100.85	19.63	-	100.70	1,062.11	1,228.00

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Note :

- (i) The Company undisputedly possesses the title deeds for all properties held by the Company, presented under 'Buildings' in the above schedule. Further, the Company does not hold any property wherein the title deed does not convey a lucid ownership interest in favour of the Company with respect to such property.
- (ii) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the current or previous year.

4.5 Capital work-in-progress (CWIP) ageing schedule

As at March 31, 2024

Particulars	Amount in CWIP as at March 31, 2024				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	11.87	-	-	-	11.87
Total	11.87	-	-	-	11.87

As at March 31, 2023

Particulars	Amount in CWIP as at March 31, 2024				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Total	-	-	-	-	-

There are no projects in capital work-in-progress (CWIP) as at March 31, 2024 and March 31, 2023, whose completion is overdue or cost of which has exceeded in comparison to its original plan. Further, there are no projects in CWIP which are temporarily suspended.

5 Intangible assets and intangible assets under development

5.1 The details of intangible assets are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Computer software	462.53	393.13
Total intangible assets	462.53	393.13

5.2 The details of intangible assets under development are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Intangible assets under development	79.06	122.96
Total intangible assets under development	79.06	122.96

5.3 Disclosures regarding gross block, accumulated amortisation and net block are as given below:

Particulars	Computer software	Intangible assets under development
Cost		
As at April 1, 2022	427.73	54.59
Additions	90.53	158.90
Disposals/adjustments	(0.02)	(90.53)
As at March 31, 2023	518.24	122.96

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	Computer software	Intangible assets under development
Additions	168.04	79.06
Disposals/adjustments	-	(122.96)
As at March 31, 2024	686.28	79.06
Accumulated amortisation		
As at April 1, 2022	63.93	-
For the year	61.20	-
Disposals/adjustments	(0.02)	-
As at March 31, 2023	125.11	-
For the year	98.64	-
Disposals/adjustments	-	-
As at March 31, 2024	223.75	-
Carrying amount		
As at March 31, 2024	462.53	79.06
As at March 31, 2023	393.13	122.96

5.4 Intangible assets under development (IAUD) ageing schedule *

As at March 31, 2024

Particulars	Amount in IAUD as at March 31, 2024				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	79.06	-	-	-	79.06
Total	79.06	-	-	-	79.06

As at March 31, 2023

Particulars	Amount in IAUD as at March 31, 2023				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	105.53	17.43	-	-	122.96
Total	105.53	17.43	-	-	122.96

* There are no projects in IAUD as at March 31, 2024 and March 31, 2023, whose completion is overdue or cost of which has exceeded in comparison to its original plan. Further, there are no projects in IAUD which are temporarily suspended.

6 Investments

Particulars	As at March 31, 2024	As at March 31, 2023
6.1 Non-current investments		
I. Unquoted		
Investments carried at cost		
a) Investment in equity shares of subsidiaries (fully paid-up)		
ICRA Analytics Limited	2,371.76	2,371.76
99,51,458 [previous year 99,51,458] equity shares of Rs. 10 each		
Pragati Development Consulting Services Limited (refer note 38)	1,100.15	-
98,45,914 (previous year Nil) equity shares of Rs. 10 each fully paid up		
PT ICRA Indonesia*	-	1,497.47

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
28,33,125 [previous year 28,33,125] equity shares of Indonesian Rupiah (IDR) 10,000 each		
ICRA Lanka Limited**	256.58	256.58
59,48,900 [previous year 59,48,900] equity shares of Sri Lankan Rupee (LKR) 10 each		
ICRA Nepal Limited	63.75	63.75
3,67,200 [previous year 3,67,200] equity shares of Nepalese Rupee (NPR) 100 each		
	3,792.24	4,189.56
Impairment in value of investments ***	(256.58)	(1,754.05)
Total (I) (a)	3,535.66	2,435.51

*During the year ended March 31, 2024, the Ministry of Law and Human Rights (MOLHR) of Indonesia has approved the liquidation of PT. ICRA Indonesia, erstwhile subsidiary of the Company, and deleted its name on August 21, 2023 from the Register of Companies maintained by MOLHR. The cost of investment in the subsidiary and the corresponding provision towards impairment in value of investment has been written off during the current year.

**During the previous year ended March 31, 2023, ICRA Lanka Limited had applied to the Securities and Exchange Commission, Sri Lanka ("SEC") for surrendering its credit rating license. The said application had been approved by the SEC on February 28, 2023. The management believes that the cost of investment made in ICRA Lanka Limited is not recoverable and hence, had recorded provision for impairment loss of Rs. 256.58 lakhs during the previous year ended March 31, 2023.

***The Company's management has assessed the operations of the subsidiaries, including the future projections, to identify indications of diminution, other than temporary, in the value of the investments recorded in the standalone financial statements. Basis such assessment, no additional provision is required to be made, other than the amounts already provided for in the books of account.

Particulars	As at March 31, 2024	As at March 31, 2023
II. Quoted		
Investments carried at fair value through profit or loss		
a) Investment in equity instruments (other than subsidiaries) (fully paid up)		
CRISIL Limited	152.04	96.56
3,000 equity shares [previous year 3,000] of Re. 1 each		
Total (II) (a)	152.04	96.56
b) Investment in mutual funds		
Kotak Floating Rate Fund Direct - Growth	11,931.40	11,053.15
8,61,231.241 [previous year 8,61,231.241] units		
Bandhan Bond Fund Short Term Plan - Growth - Direct Plan (previously IDFC Bond Fund Short Term Plan - Growth - Direct Plan)	11,249.50	10,448.70
2,04,74,807.469 [previous year 2,04,74,807.469] units		
SBI Floating Rate Debt Fund Direct Plan Growth	11,473.93	10,582.69
9,45,21,221.745 [previous year 9,45,21,221.745] units		
Axis Dynamic Bond Fund - Direct - Growth	4,212.74	7,575.06
1,44,18,500.485 [previous year 2,80,04,845.534] units		
HDFC Corporate Bond Fund - Direct Plan - Growth Option	-	2,258.90
Nil [previous year 81,78,701.734] units		
Total (II) (b)	38,867.57	41,918.50
Total (II) (a+b)	39,019.61	42,015.06
Total non-current investments (I + II)	42,555.27	44,450.57
Aggregate book value of quoted investments	39,019.61	42,015.06
Aggregate market value of quoted investments	39,019.61	42,015.06
Aggregate value of unquoted investments	3,792.24	4,189.56
Aggregate value of impairment in the value of investments	256.58	1,754.05

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
6.2 Current investments		
I. Unquoted		
Investments carried at amortised cost		
Investment in corporate deposits		
Housing Development Finance Corporation Limited	-	10,585.41
Total (I)	-	10,585.41
II. Quoted		
Investments carried at fair value through profit or loss		
Investment in mutual funds		
Axis Liquid Fund - Direct Growth 73,777.583 [previous year 1,15,568.975] units	1,979.98	2,890.25
DSP Liquidity Fund - Direct Plan Growth 1,60,918.174 [previous year 1,60,918.174] units	5,553.87	5,177.04
UTI Liquid Cash Plan - Direct Plan Growth 91,304.984 [previous year 72,517.255] units	3,613.82	2,675.46
Aditya Birla Sun Life Liquid Fund 5,52,519.347 [previous year Nil] units	2,153.06	-
ICICI Prudential Liquid Fund 1,32,386.913 [previous year Nil] units	473.16	-
UTI Money Market Fund Direct Growth 1,30,722.489 [previous year Nil] units	3,706.73	-
Aditya Birla Sun Life Money Manager Fund 9,50,885.868 [previous year Nil] units	3,240.53	-
Nippon India Money Market Fund - Direct Growth 58,174.600 [previous year Nil] units	2,223.04	-
TATA India Money Market Fund- Direct Growth 62,500.166 [previous year Nil] units	2,728.13	-
Total (II)	25,672.32	10,742.75
Total current investments (I + II)	25,672.32	21,328.16
Aggregate book value of quoted investments	25,672.32	10,742.75
Aggregate market value of quoted investments	25,672.32	10,742.75
Aggregate value of unquoted investments	-	10,585.41
Aggregate value of impairment in the value of investments	-	-

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

7 Loans

Particulars	As at March 31, 2024	As at March 31, 2023
7.1 Non-current loans		
Secured, considered good		
Loans to staff	2.44	3.25
Total non-current loans	2.44	3.25
7.2 Current loans		
Secured, considered good		
Loans to staff	0.80	2.48
Total current loans	0.80	2.48
Total loans (Non-current + Current)	3.24	5.73

8 Other financial assets

Particulars	As at March 31, 2024	As at March 31, 2023
8.1 Non-current		
Unsecured, considered good		
Bank deposits with maturity for more than twelve months from the reporting date	400.14	-
Earnest money deposits	0.90	0.90
Security deposits	551.91	523.76
Total other non-current financial assets	952.95	524.66
8.2 Current		
Unsecured, considered good		
Earnest money deposits	7.45	5.77
Security deposits	17.22	0.39
Advances recoverable		
From parties other than related parties	4.74	18.89
Others		
Recoverable from related parties	2.07	3.68
Recoverable from other than related parties	5.87	8.37
Total other current financial assets	37.35	37.10
Total other financial assets (Non-current + Current)	990.30	561.76

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

9 Income tax

The major components of income tax for the years ended March 31, 2024 and March 31, 2023 are:

Particulars	As at March 31, 2024	As at March 31, 2023
9.1 Income tax expense recognised in standalone statement of profit and loss		
Current tax		
Income tax for current year	2,345.05	1,865.07
Tax adjustment for earlier years	12.41	39.88
	2,357.46	1,904.95
Deferred tax		
Attributable to-		
Origination and reversal of temporary differences	10.82	215.38
	10.82	215.38
Total tax expense recognised in the standalone statement of profit and loss	2,368.28	2,120.33
9.2 Income tax recognised in other comprehensive income		
Remeasurements of defined benefit obligation	(16.44)	(13.97)
Income tax charged / (credited) to other comprehensive income	(16.44)	(13.97)
9.3 Aggregate current and deferred tax charge relating to items that are charged or credited directly to equity	-	-
9.4 Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate.		
Accounting profit before tax	14,684.04	11,713.23
Tax using the Company's domestic tax rate 25.168% (previous year 25.168%)	3,695.68	2,947.99
Effect of:		
Non-deductible expenses	191.70	201.69
Tax adjustment for earlier years	12.41	39.88
Tax impact on sale of mutual funds		
Exempt income	(710.75)	(680.13)
Effect of utilisation of carried forward capital losses	(795.74)	(338.54)
Effect of income offered for tax in previous year	(30.09)	(32.66)
Effect of income taxed at a lower rate	5.07	(17.90)
Total tax expense	2,368.28	2,120.33

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

9.5 Deferred tax assets (net)

For the year ended March 31, 2024

Particulars	As at April 1, 2023	Recognised in profit or loss	Recognised in OCI	As at March 31, 2024
Deferred tax assets				
Lease liabilities	325.98	(73.32)	-	252.66
Provision for employee benefits	132.77	(13.90)	16.44	135.31
Provision for litigations	-	205.35	-	205.35
Provision for doubtful receivables	106.36	12.73	-	119.09
Tax losses carried forward	110.38	308.27	-	418.65
Others	-	1.76	-	1.76
Total deferred tax assets (a)	675.49	440.89	16.44	1,132.82
Deferred tax liabilities				
Property, plant and equipment (including intangible assets)	271.39	(60.75)	-	210.64
Investments at fair value through profit or loss	304.78	512.46	-	817.24
Total deferred tax liabilities (b)	576.17	451.71	-	1,027.88
Net deferred tax assets/ (liabilities) (a-b)	99.32	(10.82)	16.44	104.94

For the year ended March 31, 2023

Particulars	As at April 1, 2022	Recognised in profit or loss	Recognised in OCI	As at March 31, 2023
Deferred tax assets				
Lease liabilities	347.61	(21.63)	-	325.98
Provision for employee benefits	172.54	(53.74)	13.97	132.77
Provision for doubtful receivables	63.17	43.19	-	106.36
Provision for doubtful financial assets	-	-	-	-
Tax losses carried forward	91.74	18.64	-	110.38
Total deferred tax assets (a)	675.06	(13.54)	13.97	675.49
Deferred tax liabilities				
Property, plant and equipment (including intangible assets)	282.59	(11.20)	-	271.39
Investments at fair value through profit or loss	91.74	213.04	-	304.78
Total deferred tax liabilities (b)	374.33	201.84	-	576.17
Net deferred tax assets/ (liabilities) (a-b)	300.73	(215.38)	13.97	99.32

9.6 Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of following items, because it is not probable that future taxable profit will be available against which the Company can use the benefits therefrom.

Particulars	As at March 31, 2024	As at March 31, 2023
Capital losses	2,101.74	895.99
Impairment loss on investments*	256.58	1,754.05
Total	2,358.32	2,650.04
Unrecognised tax effect	539.58	606.33

* The deductible temporary difference does not expire under current tax legislation.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

9.7 Expiry period of unutilised tax losses

Particulars	As at March 31, 2024	As at March 31, 2023
Financial Year 2024-25	-	895.99
Financial Year 2031-32	2,101.74	-
Total	2,101.74	895.99

10 Non-current tax assets

Particulars	As at March 31, 2024	As at March 31, 2023
Advance income tax	2,153.00	1,629.96
(Net of provision of Rs. 34,360.53 lakhs [March 31, 2023: Rs. 32,000.21 lakhs])		
Total non-current tax assets	2,153.00	1,629.96

11 Other assets

Particulars	As at March 31, 2024	As at March 31, 2023
11.1 Other non-current assets		
Unsecured, considered good		
Prepayments	44.76	46.04
Total other non-current assets	44.76	46.04
11.2 Other current assets		
Advance paid to gratuity trust	248.51	212.98
Prepayments	687.80	555.14
Balance with government authorities	125.72	140.14
Projects work-in-progress	112.20	125.48
Total other current assets	1,174.23	1,033.74
Total other assets (Non-current + Current)	1,218.99	1,079.78

12 Trade receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables considered good - Unsecured	2,381.69	1,299.15
Trade receivables - credit impaired	400.90	400.90
	2,782.59	1,700.05
Less: Loss allowance	(473.20)	(422.58)
Total trade receivables	2,309.39	1,277.47
Of the above, trade receivables from related parties are as below:		
Trade receivables due from related parties (refer note 38)	15.95	7.68
Less: Loss allowance	-	-
Net trade receivables	15.95	7.68

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

13 Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks		
In current accounts	218.07	483.88
Cash on hand	0.42	0.52
Total cash and cash equivalents	218.49	484.40

14 Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks		
In deposit accounts with maturity for more than three months but less than twelve months from the reporting date	9,234.81	11,333.65
Earmarked balances with banks		
In unpaid dividend account	13.30	11.44
Deposits with maturity for more than three months but less than twelve months from the reporting date earmarked against bank guarantees	70.35	22.84
Total bank balances other than cash and cash equivalents	9,318.46	11,367.93

15 Equity share capital

Particulars	As at March 31, 2024	As at March 31, 2023
Authorised share capital		
1,50,00,000 (previous year 1,50,00,000) equity shares of Rs. 10 each	1,500.00	1,500.00
	1,500.00	1,500.00
Issued, subscribed and paid up share capital		
96,51,231 (previous year 96,51,231) equity shares of Rs. 10 each fully paid up	965.12	965.12
	965.12	965.12

15.1 Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Equity shares				
At the commencement of the year	96,51,231	965.12	96,51,231	965.12
Changes during the year	-	-	-	-
At the end of the year	96,51,231	965.12	96,51,231	965.12

15.2 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, if any, 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.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

15.3 Shares held by subsidiaries of the ultimate holding company

Particulars	As at March 31, 2024	As at March 31, 2023
Equity shares of Rs. 10 each fully paid-up		
Moody's Investment Company India Private Limited		
Number of shares	3,055,900	3,055,900
% of total shares	31.66%	31.66%
Moody's Singapore Pte Limited		
Number of shares	1,949,722	1,949,722
% of total shares	20.20%	20.20%

15.4 Promoter Shareholding

Shares held by promoters as at March 31, 2024

Promoter Name	No. of shares	% of Total Shares	% Change during the year
Moody's Investment Company India Private Limited	30,55,900	31.66%	-
Moody's Singapore Pte Limited	19,49,722	20.20%	-

Shares held by promoters as at March 31, 2023

Promoter Name	No. of shares	% of Total Shares	% Change during the year
Moody's Investment Company India Private Limited	30,55,900	31.66%	-
Moody's Singapore Pte Limited	19,49,722	20.20%	-

15.5 Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2024	As at March 31, 2023
Equity shares of Rs. 10 each fully paid-up		
Moody's Investment Company India Private Limited		
Number of shares	30,55,900	30,55,900
% of total shares	31.66%	31.66%
Moody's Singapore Pte Limited		
Number of shares	19,49,722	19,49,722
% of total shares	20.20%	20.20%
Aditya Birla Sun Life Trustee Private Limited		
Number of shares	5,44,836	7,47,472
% of total shares	5.65%	7.74%
Pari Washington India Master Fund, Ltd.		
Number of shares	7,03,664	7,03,664
% of total shares	7.29%	7.29%

15.6 Other information

- The Company has not issued any shares for consideration other than cash during the period of five years immediately preceding the reporting date.
- The Company has not issued any bonus shares during the period of five years immediately preceding the reporting date.
- The Company has not bought back any shares during period of five years immediately preceding the reporting date.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

16 Other equity

Particulars	As at March 31, 2024	As at March 31, 2023
Capital reserve (Refer note 35)	2,398.04	1,784.19
Capital redemption reserve	34.88	34.88
Employees' stock options outstanding	150.72	-
General reserve	7,802.44	7,802.44
Retained earnings	62,956.90	63,187.74
Other comprehensive income / (loss)	(164.66)	(115.77)
Total other equity	73,178.32	72,693.48

Nature of reserves:

(a) Capital reserve

Capital reserves represents amount of long term incentive plan ('LTIP') funded by ICRA Employees Welfare Trust ("ESOP Trust") to the employees of the Company. (Refer note 35).

(b) Capital redemption reserve

The Company has bought back equity shares and as per the provisions of the Companies Act, 2013, has created capital redemption reserve.

(c) Employees' stock options outstanding

Employees' stock options outstanding represents the fair value of equity-settled, share-based payment transactions with certain categories of employees of the Company. (Refer note 36).

(d) General reserve

The General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to the standalone statement of profit and loss.

(e) Retained earnings

This reserve represents undistributed accumulated earnings of the Company as on the balance sheet date.

(f) Other comprehensive income / (loss)

Other comprehensive income / (loss) comprises remeasurement of defined benefit plans, which represents the following as per Ind AS 19, Employee Benefits:

- (a) actuarial gains and losses;
- (b) the return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset); and
- (c) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset).

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

17 Financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
17.1 Non-current		
Lease liabilities (Refer note 44)	684.70	995.82
Total non-current financial liabilities	684.70	995.82
17.2 Current		
Lease liabilities (Refer note 44)	319.21	299.38
17.3 Other current financial liabilities		
Unpaid dividend	13.30	11.44
Capital creditors	10.89	22.57
Payable to employees	152.70	257.97
Other liabilities	37.00	3.00
Total other current financial liabilities	213.89	294.98
Total current financial liabilities	533.10	594.36
Total financial liabilities (Non-current + Current)	1,217.80	1,590.18

18 Provisions

Particulars	As at March 31, 2024	As at March 31, 2023
18.1 Non-current		
Provision for employee benefits		
Provision for compensated absences	93.15	90.97
Total non-current provisions	93.15	90.97
18.2 Current		
Provision for employee benefits		
Provision for compensated absences	139.96	132.12
Other employee benefits	3,080.65	2,747.48
Others		
Provision for pending litigations {Refer note 29(b) and 45}	815.90	-
Provision for service tax (Refer note 45)	15.91	15.91
Total current provisions	4,052.42	2,895.51
Total provisions (Non-current + Current)	4,145.57	2,986.48

19 Other liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Current		
Unearned revenue (Refer note 43)	5,309.82	4,337.49
Advance from customers	830.82	1,190.16
Statutory dues	794.00	770.56
Total other current liabilities	6,934.64	6,298.21

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

20 Trade payables

Particulars	As at March 31, 2024	As at March 31, 2023
(A) Total outstanding dues of micro and small enterprises: and	29.31	11.49
(B) Total outstanding dues of creditors other than micro and small enterprises *	478.02	545.99
Total trade payables	507.33	557.48

* Includes dues from related parties (Refer note 38)

20.1 Trade payables ageing schedule

As at March 31, 2024

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 Months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Total outstanding dues of micro and small enterprises	-	-	29.31	-	-	-	-	29.31
Total outstanding dues of creditors other than micro and small enterprises	366.66	-	100.60	10.76	-	-	-	478.02
Disputed dues of micro and small enterprises	-	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-	-
Total	366.66	-	129.91	10.76	-	-	-	507.33

As at March 31, 2023

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 Months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Total outstanding dues of micro and small enterprises	-	-	11.49	-	-	-	-	11.49
Total outstanding dues of creditors other than micro and small enterprises	434.75	-	111.20	-	0.04	-	-	545.99
Disputed dues of micro and small enterprises	-	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-	-
Total	434.75	-	122.69	-	0.04	-	-	557.48

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

20.2 Disclosures relating to dues to Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act"), to the extent information available with the Company.

Particulars	As at March 31, 2024	As at March 31, 2023
The principal amount remaining unpaid to any supplier at the year end	29.31	11.49
The amount of interest due on the amount remaining unpaid to any supplier as at the year end	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The 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 Act	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of MSMED	-	-

21 Current tax liabilities (net)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for income tax	0.33	0.33
(Net of advance tax of Rs. 1,829.56 lakhs [previous year Rs. 1,829.56 lakhs])		
Total current tax liabilities (net)	0.33	0.33

22 Revenue from operations

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of services		
Rating, research and other services fees (Refer note 43)	24,896.79	21,953.77
Total sale of services	24,896.79	21,953.77
Other operating revenues		
Advances received from customers written back	151.32	212.58
Royalty (Refer note 38)	39.15	38.07
Others	36.75	49.37
Total other operating revenues	227.22	300.02
Total revenue from operations	25,124.01	22,253.79

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

23 Other income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income under the effective interest method on:		
- Fixed deposits	857.95	772.77
- Investments carried at amortised cost	21.23	596.45
- Security deposits carried at amortised cost	52.16	47.03
Interest income on:		
- Income tax refund	-	56.36
- Others	0.17	0.28
Dividend from subsidiary company	2,822.53	2,786.70
Gain on financial assets carried at FVTPL (net)	4,261.54	2,150.59
Gain on sale of financial assets carried at FVTPL (net)	230.21	41.55
Rental income	14.16	19.99
Profit on sale of property, plant and equipment (net)	0.25	8.40
Profit on termination of right-of-use assets	59.12	-
Income from shared services	728.12	52.06
Miscellaneous income	48.99	24.71
Total other income	9,096.43	6,556.89

24 Employee benefit expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	13,550.41	11,554.99
Contribution to provident and other funds (Refer note 34)	502.99	456.25
Share based payment to employees	150.72	-
Staff welfare expense	316.93	332.09
Total employee benefit expenses	14,521.05	12,343.33

25 Finance costs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on lease liabilities (Refer note 44)	120.33	134.22
Other interest costs	256.36	-
Total finance costs	376.69	134.22

26 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation on property, plant and equipment	322.19	297.07
Depreciation on right-of-use assets	378.34	345.03
Amortisation on intangible assets	98.64	61.20
Total depreciation and amortisation expense	799.17	703.30

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

27 Other expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Electricity and water	65.72	69.95
Rent (Refer note 44)	44.66	53.81
Repairs and maintenance:		
- Building	109.24	103.02
- Others	1,493.37	1,002.12
Insurance	39.87	36.98
Rates and taxes	57.15	86.25
Communication expenses	210.21	133.51
Printing and stationery	23.98	32.74
Books and periodicals	146.42	119.63
Travelling and conveyance	234.06	220.25
Directors' sitting fees	39.00	45.75
Remuneration to non-executive directors	65.00	65.00
Legal and professional charges	831.70	696.89
Conference and meeting	18.68	34.47
Advertisement expenses	2.71	2.70
Auditor's remuneration and expenses (Refer note 37)	64.78	57.77
Technical services	11.34	26.24
Loss allowance (including bad debts/ advances written off)	139.70	470.82
Provision for impairment loss on investment in subsidiary company	-	256.58
Investment in subsidiary written off	1,497.47	
Less:- written off against provision	(1,497.47)	-
Corporate social responsibility (Refer note 30)	145.48	166.90
Fees and subscription	16.11	13.98
Recruitment expenses	74.36	214.62
Miscellaneous expenses	5.95	6.62
Total other expenses	3,839.49	3,916.60

28 Contingent liabilities and commitments

a) Claims against the Company and not acknowledged as debt

Particulars	As at March 31, 2024	As at March 31, 2023
Income tax *	278.20	278.20
Goods and services tax *	16.34	-
Provident fund **	12.09	12.09
Total	306.63	290.29

* The Company is contesting the demand and the management believes 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 Company's financial position and results of operations

** The Supreme Court on February 28, 2019 had provided its judgement regarding inclusion of other allowances such as travel allowances, special allowances, etc. within the expression 'basic wages' for the purpose of computation of contribution of provident fund under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952. There are interpretive challenges on the application of the Supreme Court judgement including the period from which judgment would apply, consequential implications on resigned employees etc. Further, various stakeholders have also filed representations with Provident fund authorities. All these factors raises significant uncertainty regarding the implementation of the Supreme Court judgement. Owing to the aforesaid uncertainty and pending clarification from regulatory authorities in this regard, the Company has not recognized provision for the provident fund contribution on the basis of above mentioned order for past periods till March 31, 2019. However, from April 1, 2019, the Company has started inclusion of such allowances within the expression of 'basic wages' for the purpose of computation of provident fund.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Additionally, the Company is involved in other disputes, lawsuits, claims and/ or regulatory inspections including commercial matters that arise from time to time in the ordinary course of business. The Company believes that none of these matters, either individually or in aggregate, are expected to have any material adverse effect on its standalone financial statements.

b) Capital commitments

Particulars	As at March 31, 2024	As at March 31, 2023
Estimated amount of contract remaining to be executed on capital account and not provided for	-	106.44
Total	-	106.44

29 Other matters

a) Particulars	As at March 31, 2024	As at March 31, 2023
Income tax cases where the management expects remote possibility of any unfavourable settlement	3,279.91	651.04
Total	3,279.91	651.04

- b) During the year ended March 31, 2024, ICRA Limited ('Company') received an arbitral award in a case brought by an ex-employee against the Company. The Company has filed an application before the High Court of Delhi challenging the arbitral award and also filed an application for stay of the arbitral award until the disposal of the application.

Without prejudice to its rights, remedies, and contentions as available in law and pending proceedings before the court, the Company has recognized incremental provision of Rs. 815.90 lakhs in its books of account for the year ended March 31, 2024, as a precautionary measure in line with the principle of conservatism.

- c) The Securities and Exchange Board of India ("SEBI") had enhanced the penalty amount from Rs. 25 lakhs to Rs. 1 crore during the quarter ended September 30, 2020 in respect of an adjudication proceeding initiated by it in relation to the credit ratings assigned to one of the Company's customer and the customer's subsidiaries. The Company had deposited the enhanced penalty amount under protest and had filed an appeal with the Securities Appellate Tribunal contesting the said order. The said appeal is under review.

30 Corporate social responsibility expenditure

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Amount required to be spent by the Company during the year	145.35	163.01
b) Amount spent during the year		
i) Construction / acquisition of any asset	-	-
ii) On purposes other than (i) above	145.48	166.90
Total	145.48	166.90
c) (Excess) / shortfall for the year	(0.13)	(3.89)
d) Total of previous year shortfall / (excess)	-	-
e) Details of related party transactions	Not applicable	Not applicable
f) Where a provision is been made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the period / year should be shown separately.	-	-
g) Nature of CSR activities	Education of underprivileged women, youth and children with an objective to empower them with employment skills and create livelihood opportunities	
h) Reason for shortfall	Not applicable	Not applicable

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

31 Earnings per share

a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The calculations of profit attributable to equity shareholders, weighted average number of equity shares outstanding during the year and basic earnings per share are as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Profit attributable to the equity shareholders		
Profit for the year, attributable to the equity shareholders	12,315.76	9,592.90
(ii) Weighted average number of equity shares		
Opening balance	96,51,231	96,51,231
Shares held by ESOP Trust	(31,950)	(31,950)
Weighted average number of equity shares for the year	96,19,281	96,19,281
(iii) Basic earnings per share (face value Rs. 10 per share) [(i) / (ii)]	128.03	99.73

b) Diluted earnings per share

Diluted earnings per share is calculated by dividing the profit attributable to equity shareholders after adjustment of expense related to dilutive potential equity shares (if any) by the weighted average number of equity shares outstanding during the year after adjustment for the effect of all the dilutive potential equity shares into equity shares. The calculations of profit attributable to equity shareholders, equity shares outstanding during the year after adjustment for the effect of all the dilutive potential equity shares into equity shares and diluted earnings per share are as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Profit attributable to the equity holders (diluted)	12,315.76	9,592.90
(ii) Weighted average number of equity shares (diluted)		
Weighted average number of equity shares in calculating basic EPS	96,19,281	96,19,281
Effect of dilution:		
Potential equity shares on exercise of options	4,727	-
Weighted average number of equity shares for the year in calculating diluted EPS	96,24,008	96,19,281
(iii) Diluted earnings per share (face value Rs. 10 per share) [(i) / (ii)]	127.97	99.73

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

32 Dividend on equity shares

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Dividend on equity shares declared and paid during the year		
Final dividend of Rs. 130 per share for financial year 2022-23 (Rs. 28 per share for financial year 2021-22)	12,546.60	2,702.34
Total	12,546.60	2,702.34
Proposed dividend on equity shares not recognized as liability		
Final dividend of Rs. 100 per share for financial year 2023-24 (Rs. 130 per share for financial year 2022-23)	9,651.23	12,546.60
Total	9,651.23	12,546.60

33 Remittance by the Company in foreign currency for dividend

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Dividend remitted	2,534.64	545.92
Number of non resident shareholders	1	1
Number of shares held	19,49,722	19,49,722
Financial year to which proposed dividend relates	2022-23	2021-22

34 Employee benefits

a) Defined contribution plans

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, which are the defined contribution plans. The Company has no obligations other than to make the specified contributions. The contributions are charged to the standalone statement of profit and loss as they accrue. The amount recognized as an expense towards contribution to these schemes aggregate to Rs. 502.99 lakhs for the year ended March 31, 2024 (previous year Rs. 456.25 lakhs) and is included in "Employee benefit expenses."

b) Defined benefit plans

The Company has a defined benefit gratuity plan, governed by the Payment of Gratuity Act, 1972. Plan entitles an employee, who has rendered at least five years of service to gratuity at the rate of fifteen days salary for every completed year of service or part thereof in excess of six months, based on the rate of salary last drawn by the employees.

The defined benefit plan for gratuity is administered by a gratuity fund trust that is legally separate from the Company. The trustees of the gratuity fund comprises three employees. The trustees of the gratuity fund is required to act in the best interests of the members and/or their beneficiaries in accordance with the provisions of trust deed. This defined benefit plan exposes the Company to actuarial risks, such as interest rate risk and market (investment) risk.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

(i) Reconciliation of the net defined benefit liability / (asset)

Particulars	As at March 31, 2024	As at March 31, 2023
Changes in the present value of the defined benefit obligations		
Defined benefit obligations at the beginning of the year	1,074.14	1,036.57
Current service cost	99.21	96.46
Interest expense / (income)	70.72	58.52
Benefits directly paid by the Company	(156.29)	(154.61)
Actuarial (gain) / loss recognized in other comprehensive income		
- changes in demographic assumptions	-	-
- changes in financial assumptions	13.96	(35.01)
- experience adjustments	56.05	71.24
Liability transferred (to) / from group company	(23.11)	0.97
Defined benefit obligations at the end of the year	1,134.68	1,074.14
Changes in the fair value of plan assets		
Fair value of plan assets at the beginning of the year	1,287.12	1,231.30
Contribution paid to the plan assets	-	-
Interest income on plan assets	91.39	75.11
Actuarial gain / (loss) on plan assets	4.68	(19.29)
Fair value of plan assets at the end of the year	1,383.19	1,287.12
Net defined benefit liability / (asset)		
- Current	(248.51)	(212.98)

(ii) Expense recognised during the year

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Expense recognised in the standalone statement of profit and loss		
Current service cost	99.21	96.46
Net interest expense / (income)	(20.67)	(16.59)
Total	78.54	79.87
Remeasurement (gain) / loss recognised in other comprehensive income		
Actuarial (gain) / loss on defined benefit obligation	70.01	36.23
Actuarial (gain) / loss on plan assets	(4.68)	19.29
Total	65.33	55.52

(iii) Plan assets comprise of the following:

Particulars	As at March 31, 2024	As at March 31, 2023
Kotak Group Bond Fund	929.37	862.14
Kotak Assured Return Employee Benefit Plan	453.82	424.98
Total	1,383.19	1,287.12

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

(iv) Actuarial assumptions

Principal actuarial assumptions at the reporting date are as under:

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Discount rate (p.a.)	6.90%	7.10%
Future salary escalation rate (p.a.)		
- For first five years	10.00%	10.00%
- Thereafter	7.00%	7.00%
Withdrawal rate (p.a.)	20.00%	20.00%
Retirement age (years)	60	60
Mortality rate	Indian Assured Lives Mortality (2006-08) Ult.	

The estimates of future salary escalation rate, 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.

As at March 31, 2024, the weighted-average duration of the defined benefit obligation was 4 years (March 31, 2023: 5 years).

(v) Sensitivity analysis

Reasonable possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumption constant, would have affected the defined obligation by the amounts shown below:

Particulars	Sensitivity level		Impact on defined benefit obligation	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Assumptions				
Discount rate				
Increase	0.50%	0.50%	(20.67)	(19.47)
Decrease	0.50%	0.50%	21.50	20.25
Future salary escalation rate				
Increase	0.50%	0.50%	11.76	11.45
Decrease	0.50%	0.50%	(11.76)	(12.00)
Withdrawal rate				
Increase	5.00%	5.00%	3.18	4.07
Decrease	5.00%	5.00%	(13.80)	(14.61)

The sensitivity results above determine their individual impact on defined benefit obligation at the end of year. In reality, the plan is subject to multiple external experience items which may move the defined benefit obligation in similar or opposite directions, while the plan's sensitivity to such changes can vary over time.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

The following payments are expected in future years:

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Within one year	249.16	234.55
Later than one year but not later than five years	837.44	797.31
Later than five years	734.27	709.94

35 From the financial year 2018-19, the ESOP Trust introduced LTIP Plan as an incentive to reward a cash amount to the eligible employees of the Company. Based on the estimation, expense of Rs. 613.85 lakhs (previous year Rs. 331.17 lakhs) has been recognized and correspondingly, accounted as an adjustment to the capital reserve of the Company.

36 Share based payment

The Company's Employee Stock Option Schemes ("ESOSs") provide for the grant of stock options to eligible employees and whole time directors of the Company and its subsidiaries. The ESOSs are administered through ESOP Trust. The Trust transfers shares to the eligible employees upon exercise of the options by such employees.

During financial year 2018-19, the Company had introduced a new stock option scheme namely "ESOS 2018" effective from June 28, 2018.

During the current year ended March 31, 2024, the Company has granted 6,729 options to the eligible employees of the Company. The key terms and conditions related to the grants under these plans are as follows; all options are to be settled by the delivery of shares.

Grant date	No. of options granted	Vesting period	Exercise price (Rs.)	Fair value of option at grant date (Rs.)
01-Jul-23	6,729	Year 1: 33%, Year 2: 33%, Year 3: 34%	10	5,237.05

The fair value of the options has been measured using the Black-Scholes Option Pricing Model. The inputs used in the measurement of the fair values at grant date were as follows:

Particulars	Year 1	Year 2	Year 3
Expected life (in years)	2.50	3.51	4.51
Volatility (%)	31.61	32.60	30.77
Risk free rate (%)	6.89	6.92	6.94
Dividend yield (%)	0.52	0.52	0.52
Exercise price (Rs.)	10.00	10.00	10.00
Market price (Rs.)	5,341.65	5,341.65	5,341.65
Fair value (Rs.)	5,264.24	5,237.20	5,210.52

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

The following table illustrates the number and weighted average exercise prices of, and movements in, share options are as under:

Particulars	As at March 31, 2024	
	No. of options	Weighted average exercise price (Rs.)
Outstanding at the beginning of the year	-	-
Granted during the year	6,729	10
Forfeited during the year	(220)	10
Transferred during the year	(207)	10
Outstanding at the end of the year	6,302	10
Exercisable at the end of the year	-	-

The weighted average remaining contractual life of options is 2.76 years.

The Company had not granted any option under the ESOS 2018 till previous year ended March 31, 2023.

During the current year ended March 31, 2024, an amount of Rs. 150.72 lakhs (previous year Rs. Nil) has been charged to the statement of profit and loss against the options granted during the current year as "Share based payment to employees" in accordance with the above mentioned ESOS Scheme. (Refer note 24).

37 Remuneration to auditor (excluding goods and service tax)

Particulars	For the	For the
	year ended	year ended
	March 31, 2024	March 31, 2023
Audit fees	32.88	26.88
Limited review fees	17.73	17.73
Tax audit fees	6.74	6.74
Other certification services fees	1.15	1.15
Reimbursement of expenses	6.28	5.27
Total	64.78	57.77

38 Related party transactions

A. List of related parties

a) Related parties and nature of related party relationships where control exists

(i) Ultimate holding company

Moody's Corporation

(ii) Companies having substantial interest

Moody's Investment Company India Private Limited

Moody's Singapore Pte Limited

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

b) Related parties and nature of related party relationships with whom transactions have taken place during the year

(i) Subsidiaries including step-down subsidiaries

ICRA Analytics Limited

D2K Technologies India Private Limited

(w.e.f. November 10, 2023)

PT ICRA Indonesia

(till August 21, 2023)

ICRA Nepal Limited

ICRA Lanka Limited

Pragati Development Consulting Services Limited ("PDCSL")

(ii) Trusts

ICRA Employees Welfare Trust

ICRA Limited Employees Group Gratuity Scheme

ICRA India Limited Employees Provident Fund Trust

(iii) Fellow subsidiaries

Moody's Investors Service India Private Limited

Moody's Investors Service Inc.

MIS Quality Management Corp.

Moody's Investors Service Singapore Pte Limited

Moody's Investors Service Hong Kong Limited

Moody's Analytics Inc

Moody's Analytics UK Ltd

c) Key management personnel

Mr. Ramnath Krishnan

Managing Director & Group C.E.O.

Mr. Venkatesh Viswanathan

Group CFO

(w.e.f. August 30, 2022)

Mr. Amit Kumar Gupta

General Counsel

(appointed as Chief Financial Officer w.e.f. March 10, 2022 and till August 30, 2022)

Mr. S. Shakeb Rahman

Company Secretary

Independent directors

Mr. Arun Duggal

Ms. Ranjana Agarwal

Ms. Radhika Vijay Haribhakti

Non-executive and non-independent directors

Dr. Min Ye

(till May 13, 2022)

Mr. Michael Foley

Ms. Wendy Huay Huay Cheong

Ms. Shivani Priya Mohini Kak

Mr. Stephen Arthur Long

(w.e.f. May 13, 2022)

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

B. Transactions and balances with related parties

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	As at March 31, 2024	As at March 31, 2023
a) Related parties where control exists:				
(i) Ultimate Holding Company				
1 Moody's Corporation				
Technical services received	3.00	16.77	-	-
Trade payables	-	-	6.33	18.68
(ii) Companies having substantial interest				
1 Moody's Investment Company India Private Limited				
Dividend paid by the Company	3,972.67	855.65	-	-
2 Moody's Singapore Pte Limited				
Dividend paid by the Company	2,534.64	545.92	-	-
b) Related parties with whom transactions have taken place during the year				
(i) Subsidiaries including step-down subsidiaries				
1 ICRA Analytics Limited				
Purchase consideration towards acquisition of shares of PDCSL	106.15	-	-	-
Dividend income	2,686.89	2,686.89	-	-
Professional services received - Legal and professional charges	174.83	11.56	-	-
Software expenses	-	28.84	-	-
Professional services provided - Research services	2.96	8.26	-	-
Professional services provided - Other income	728.12	52.06	-	-
Rental income	11.38	3.64	-	-
Royalty income	5.00	5.00	-	-
Reimbursement of expenses received/ receivable	17.44	22.20	-	-
Reimbursement of expenses paid/ payable	26.68	-	-	-
Other financial assets - recoverable from related parties	-	-	-	1.23
Trade receivables	-	-	2.67	-
2 D2K Technologies India Private Limited				
Professional services received - Legal and professional charges	13.00	-	-	-
Trade payables	-	-	13.00	-
3 ICRA Nepal Limited				
Royalty income	34.15	33.07	-	-
Dividend income	135.64	99.81	-	-
Trade receivables	-	-	13.28	7.68

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	As at March 31, 2024	As at March 31, 2023
4 Pragati Development Consulting Services Limited ("PDCSL")				
Investment in equity shares	994.00	-	-	-
Rental income	0.78	0.78	-	-
Reimbursement of expenses received/receivable	1.12	-	-	-
Other financial assets - recoverable from related parties	-	-	1.70	0.23
(ii) Trusts				
1 ICRA Employees Welfare Trust				
Dividend paid by the Company	41.54	8.95	-	-
Capital reserve	-	-	2,398.04	1,784.19
2 ICRA Limited Employees Group Gratuity Scheme				
Other financial assets - Advance paid to gratuity trust	-	-	248.51	212.98
3 ICRA India Limited Employees Provident Fund Trust				
Amount received on closure of Trust	17.83	-	-	-
(iii) Fellow subsidiaries				
1 Moody's Investors Service India Private Limited				
Rental income	2.00	15.57	-	-
Reimbursement of expenses received/receivable	1.00	4.15	-	-
Other financial assets - recoverable from related parties	-	-	0.37	2.22
2 MIS Quality Management Corp.				
Trademark license fees	8.34	7.36	-	-
Trade payables	-	-	7.79	8.03
3 Moody's Investors Service Singapore Pte Limited				
Reimbursement of expenses received/receivable	32.44	23.58	-	-
4 Moody's Investors Service Hong Kong Limited				
Technical services received	-	1.18	-	-
Trade payables	-	-	1.50	1.47
5 Moody's Analytics Inc				
Other financial liabilities - Due to related parties	-	-	-	4.71
Trade payable	-	-	0.90	-

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	As at March 31, 2024	As at March 31, 2023
6 Moody's Analytics Singapore Pte. Ltd.Inc				
Software expenses	10.44	-	-	-
Reimbursement of expenses paid/ payable	1.62	-	-	-
Other current assets - Prepayments	-	-	5.22	-
Trade payable	-	-	2.39	-
7 Moody's Analytics UK Ltd				
Trade payables	-	-	1.49	-
c) Key management personnel				
1 Mr. Ramnath Krishnan				
Short term benefits	523.82	457.78	-	-
Post-employment benefits	28.37	13.23	-	-
Other long-term benefits	53.70	32.79	-	-
Share based payments	26.45	-	-	-
Reimbursement of expenses	1.80	0.14	-	-
Other current financial liabilities - payable to employees	-	-	-	75.82
Current provisions - other employee benefits	-	-	208.78	90.48
Other long-term employee benefits payable*	-	-	53.28	40.69
Employees stock options outstanding	-	-	26.45	-
2 Mr. Venkatesh Viswanathan				
Short term benefits	178.76	113.83	-	-
Post-employment benefits	7.51	4.47	-	-
Other long-term benefits	9.57	0.84	-	-
Reimbursement of expenses	0.36	0.20	-	-
Other current financial liabilities - payable to employees	-	-	-	6.82
Current provisions - other employee benefits	-	-	52.57	28.20
Other long-term employee benefits payable*	-	-	8.78	-
3 Mr. Amit Kumar Gupta				
Short term benefits	161.69	151.12	-	-
Post-employment benefits	6.43	9.47	-	-
Other long-term benefits	21.50	12.82	-	-
Share based payments	9.34	-	-	-
Reimbursement of expenses	0.20	0.46	-	-
Current provisions - other employee benefits	-	-	44.07	41.18
Other long-term employee benefits payable*	-	-	19.41	13.43
Employees stock options outstanding	-	-	9.34	-
4 Mr. S. Shakeb Rahman				
Short term benefits	53.74	38.45	-	-
Post-employment benefits	4.57	2.48	-	-
Other long-term benefits	5.37	3.26	-	-
Share based payments	0.70	-	-	-

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	For the	For the	As at	As at
	year ended March 31, 2024	year ended March 31, 2023	March 31, 2024	March 31, 2023
Dividend paid by the Company	0.39	0.08	-	-
Current Provisions - other employee benefits	-	-	22.04	14.09
Other long-term employee benefits payable*	-	-	4.22	3.79
Employees stock options outstanding	-	-	0.70	-
5 Mr. Arun Duggal				
Remuneration to non-executive directors	25.00	25.00	-	-
Sitting fees	12.00	13.50	-	-
Reimbursement of expenses	26.19	26.48	-	-
Trade payables	-	-	23.85	23.85
6 Ms. Ranjana Agarwal				
Remuneration to non-executive directors	20.00	20.00	-	-
Sitting fees	14.25	17.25	-	-
Trade payables	-	-	19.35	19.35
7 Ms. Radhika Vijay Haribhakti				
Remuneration to non-executive directors	20.00	20.00	-	-
Sitting fees	12.75	15.00	-	-
Reimbursement of expenses	-	3.81	-	-
Trade payables	-	-	19.35	19.35

*to be paid by ICRA Employees Welfare Trust

39 Segment information

The Company's business activity falls within a single primary operating segment viz. "Rating, research and other services". The operating segment has been defined based on regular review by the Company's Chief Operating Decision Maker to assess the performance of the Company and to make decision about allocation of resources. The Company renders its services to customers located in India and does not have any operations in economic environment with different risks and returns. Hence, it is considered as operating in a single geographical segment.

The Company does not derive revenue from any customers which amount to 10 per cent or more of the entity's revenues.

40 Financial instruments

40.1 Financial instruments by category

The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2024 and March 31, 2023:

a) Fair value of financial assets

Particulars	Carrying values		Fair values	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Financial assets measured at fair value through profit or loss				
Investment in equity shares	152.04	96.56	152.04	96.56
Investment in mutual funds	64,539.89	52,661.25	64,539.89	52,661.25
Total (A)	64,691.93	52,757.81	64,691.93	52,757.81
Financial assets measured at amortised cost				

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for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Particulars	Carrying values		Fair values	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Investment in corporate deposits	-	10,585.41	-	10,585.41
Loans	3.24	5.73	3.24	5.73
Trade receivables	2,309.39	1,277.47	2,309.39	1,277.47
Cash and cash equivalents	218.49	484.40	218.49	484.40
Other bank balances	9,318.46	11,367.93	9,318.46	11,367.93
Other financial assets	990.30	561.76	990.30	561.76
Total (B)	12,839.88	24,282.70	12,839.88	24,282.70
Financial assets measured at cost				
Investment in subsidiaries	3,535.66	2,435.51	3,535.66	2,435.51
Total (C)	3,535.66	2,435.51	3,535.66	2,435.51
Total (A+B+C)	81,067.47	79,476.02	81,067.47	79,476.02

b) Fair value of financial liabilities

Particulars	Carrying values		Fair values	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Financial liabilities measured at amortised cost				
Lease liabilities	1,003.91	1,295.20	1,003.91	1,295.20
Trade payables	507.33	557.48	507.33	557.48
Others financial liabilities	213.89	294.98	213.89	294.98
Total	1,725.13	2,147.66	1,725.13	2,147.66

The fair value of the financial assets and liabilities represents the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair values of the quoted investments in equity shares and mutual funds are based on market price and net asset value (NAV) respectively at the reporting date.
- For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Management has assessed that fair value of trade receivables, cash and cash equivalents, other bank balances, investments, trade payables, other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

40.2 Fair value hierarchy

All financial instruments for which fair value is recognized or disclosed are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

Level 1: Quoted prices for identical instruments in active markets.

Level 2: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement is not based on observable market data.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities:

Quantitative disclosures fair value measurement hierarchy for financial assets and liabilities as at March 31, 2024

Particulars	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value through profit or loss				
Investment in equity shares	152.04	-	-	152.04
Investment in mutual funds	64,539.89	-	-	64,539.89
Total	64,691.93	-	-	64,691.93

There have been no transfers between Level 1 and Level 2 during the period.

Quantitative disclosures fair value measurement hierarchy for financial assets and liabilities as at March 31, 2023

Particulars	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value through profit or loss				
Investment in equity shares	96.56	-	-	96.56
Investment in mutual funds	52,661.25	-	-	52,661.25
Total	52,757.81	-	-	52,757.81

There have been no transfers between Level 1 and Level 2 during the period.

40.3 Financial risk management objectives and policies

Risk management framework

The Board has overall responsibility for establishing and governing the Company's risk management framework. The Board has delegated monitoring and reviewing of the risk management plan to the Risk Management Committee. The Company has constituted a Executive Risk Committee, a Risk management team and functional sub-committees which are responsible to identify, analyse, mitigate and monitor risks as per risk management framework. The primary risks and mitigation actions are also placed before Risk Management Committee and Board.

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities are summarised in note 40.1. The main types of financial risks are market risk (price risk), credit risk and liquidity risk.

a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes may result from changes in foreign currency rate, interest rate, price and other market changes. The Company's exposure to market risk is mainly due to price risk.

Price risk

The risk that the fair value or future cash flows of a financial instrument will fluctuate because changes in the market prices, whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The Company has adopted disciplined practices including position sizing, diversification, valuation, loss prevention, due diligence and exit strategies in order to mitigate losses as defined in Board approved investment policy.

The Company is exposed to price risk arising mainly from investment in equity shares and investment in mutual funds recognised at fair value through profit or loss. The detail of such investments are given in note 40.1. If the prices had been higher/ lower by 1% from the market prices existing as at the reporting date, profit would have been increased/ decreased by 646.92 lakhs and Rs. 527.58 lakhs for the year ended March 31, 2024 and March 31, 2023 respectively.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

b) Credit risk

Credit risk is the risk of financial loss to the Company if customer or counterparty to financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customer and investment in mutual funds and deposits with banks.

To manage credit risk, the Company periodically reviews its receivables from customer for any non-recoverability of the dues, taking in to account the inputs from business development team and ageing of trade receivables. The management establishes an allowance for impairment that represents its expected credit losses in respect of trade and other financial assets. The management uses a simplified approach for the purpose of computation of expected credit loss. While computing expected credit loss, the management consider historical credit loss experience adjusted with forward looking information.

Movement in loss allowance for trade receivables is as follows

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Balance at the commencement of the year	422.58	250.98
Provided during the year	154.60	323.97
Utilisation during the year	(103.97)	(152.37)
Balance at the end of the year	473.20	422.58

The following table provides information about the exposure to credit risk and loss allowance for trade receivables as at March 31, 2024

Particulars	Weighted average loss rate	Gross carrying amount	Loss allowance
1-90 days	0.49%	2,286.92	11.18
91-180 days	47.65%	63.36	30.19
181-270 days	97.62%	8.32	8.12
271-365 days	97.48%	11.50	11.21
Over 1 year	100.00%	412.49	412.49
Total		2,782.59	473.20

The following table provides information about the exposure to credit risk and loss allowance for trade receivables as at March 31, 2023

Particulars	Weighted average loss rate	Gross carrying amount	Loss allowance
1-90 days	0.76%	1,279.66	9.72
91-180 days	2.60%	5.30	0.14
181-270 days	54.19%	4.99	2.70
271-365 days	42.14%	0.15	0.06
Over 1 year	100.00%	409.96	409.96
Total		1,700.05	422.58

The Company invests its surplus funds as per the investment policy of the Company, which has been approved by the Board of Directors. Deposits are held with only high rated banks.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. For the Company, liquidity risk arises from obligations on account of financial liabilities - lease liabilities, trade payables and other financial liabilities.

Liquidity risk management

The Company continues to maintain adequate amount of liquidity to meet strategic and growth objectives. The Company's finance department is responsible for liquidity and fund management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through forecasts on the basis of expected cash flows.

The table below summarizes the maturity profile of the Company's undiscounted financial liabilities:

As at March 31, 2024	Carrying amount	Contractual cash flows			Total
		< 1 year	1 to 3 years	> 3 years	
Lease liabilities	1,003.91	403.49	661.32	125.18	1,189.99
Trade payables	507.33	507.33	-	-	507.33
Other financial liabilities	213.89	213.89	-	-	213.89
Total	1,725.13	1,124.71	661.32	125.18	1,911.21

As at March 31, 2023	Carrying amount	Contractual cash flows			Total
		< 1 year	1 to 3 years	> 3 years	
Lease liabilities	1,295.20	414.76	689.63	507.34	1,611.73
Trade payables	557.48	557.48	-	-	557.48
Other financial liabilities	294.98	294.98	-	-	294.98
Total	2,147.66	1,267.22	689.63	507.34	2,464.19

40.4 Capital management

The primary objective of the Company's capital management is to maximize the shareholder value. For the purpose of Company's capital management, capital includes issued equity capital, share premium and all other reserves and surplus attributable to the equity shareholders of the Company. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issues new shares and raises money through borrowings.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2024 and March 31, 2023.

40.5 Foreign currency risk

Foreign currency risk is the risk that the fair value or future cashflows often exposure will fluctuate because of change in foreign exchange rates. The Company's exposure to foreign currency changes is not material.

41 Transfer pricing

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

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

for the international transactions entered into with the associated enterprises 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 standalone financial statements, particularly on the amount of tax expense and that of provision for taxation.

42 Other comprehensive income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Items that will not be reclassified to profit or loss		
Remeasurement gain / (loss) on defined benefit liability/ asset	(65.33)	(55.52)
Income tax relating to items that will not be reclassified to profit or loss	16.44	13.97
Other comprehensive income / (loss), net of income tax	(48.89)	(41.55)

43 Revenue disclosures

a) Revenue recognised in the current year

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Rating services fees (including surveillance fees)	23,958.86	21,272.64
Research and others services fees	937.93	681.13
Total	24,896.79	21,953.77

b) Revenue recognised from last years' unearned revenue

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Rating services fees (including surveillance fees)	3,915.90	3,235.37
Research and others services fees	405.24	330.52
Total	4,321.14	3,565.89

c) Unearned revenue

Particulars	As at March 31, 2024	As at March 31, 2023
Revenue to be recognized in:		
FY 2023-24	-	4,321.14
FY 2024-25	5,296.98	13.27
FY 2025-26	11.40	3.08
FY 2026-27	1.45	-
Total	5,309.82	4,337.49

d) Disaggregation of revenue

Timing of recognition of revenue

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
At a point in time	6,135.93	5,226.49
Over time	18,760.86	16,727.28
Total	24,896.79	21,953.77

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

Geographic revenue

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Within India	24,805.16	21,884.50
Outside India	91.63	69.27
Total	24,896.79	21,953.77

e) The amount of revenue from contracts with customers recognised in the standalone statement of profit and loss is the contracted price.

f) Contract balances

Particulars	As at March 31, 2024	As at March 31, 2023
Receivables, which are included in trade receivables	2,309.39	1,277.47
Contract liabilities (unearned revenue)	5,309.82	4,337.49

44 Leases

A As a lessee

- a) The Company's significant lease arrangements are in respect of office premises. The lease term for these leases ranges between 11 months and 9 years which includes a lock-in period and in certain cases are renewable by mutual consent on mutually agreeable terms. These options are negotiated by management and aligned with the Company's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.
- b) The Company has discounted lease payments using the applicable incremental borrowing rate, which is 10% for measuring the lease liability.
- c) **The movement in lease liabilities during the year ended March 31, 2024 and March 31, 2023 is as follows:**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Balance at the beginning of the year	1,295.20	1,381.17
Addition made during the year	264.04	187.23
Deletion made during the year	(231.07)	-
	1,328.17	1,568.40
Finance cost accrued during the year	120.33	134.22
Payment of lease liabilities	(444.59)	(407.42)
Balance at the end of the year	1,003.91	1,295.20

d) **The following is the break-up of current and non-current lease liabilities as at March 31, 2024 and March 31, 2023**

Particulars	As at March 31, 2024	As at March 31, 2023
Current lease liabilities	319.21	299.38
Non-current lease liabilities	684.70	995.82
Total	1,003.91	1,295.20

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

e) **The contractual maturity of lease liabilities on an undiscounted basis is as follows:**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Not later than one year	403.49	414.76
Later than one year but not later than five years	720.82	1,100.95
Later than five years	65.68	96.02

f) **Amount recognised in the standalone statement profit and loss**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest expense on lease liabilities	120.33	134.22
Expense relating to short term lease and lease of low value assets	44.66	53.81

g) **Amount recognised in the standalone statement of cash flows**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Payment of lease liabilities (financing activity)	324.26	273.20
Interest paid on lease liabilities (financing activity)	120.33	134.22
Payment of short-term leases (operating activity)	44.66	53.81
Impact on the standalone statement of cash flows for the year	489.25	461.23

B As a lessor

The Company has given a part of its premises under cancellable operating lease arrangement. Lease rentals amounting to Rs. 14.16 lakhs (previous year Rs. 19.99 lakhs) have been recognized in the standalone statement of profit and loss. As only a portion of these premises has been let out, the gross carrying amount, depreciation for the year and the accumulated depreciation of leased premises/ assets is not separately identifiable.

45 The movement of provisions are as under:

Particulars	Provision for pending litigations		Provision for service tax	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Opening balance	-	-	15.91	15.91
Additions during the year [Refer note 29(b)]	815.90	-	-	-
Utilised during the year	-	-	-	-
Closing balance	815.90	-	15.91	15.91

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

46 Ratio analysis and its elements

Ratio	Numerator	Denominator	March 31, 2024	March 31, 2023	% Change	Reasons for variance (where variance is more than 25%)
Current Ratio (in times)	Current Assets	Current Liabilities	3.22	3.43	(6%)	
Debt- Equity Ratio (in times)	Total Debt	Shareholder's Equity	-	-	-	The Company does not have any borrowings.
Debt Service Coverage ratio (in times)	Earnings for debt service = Net profit after taxes + Non- cash operating items	Debt service = Interest + Principal Repayments	-	-	-	The Company does not have any borrowings.
Return on Equity ratio (in %)	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	16.67%	13.69%	3%	
Trade Receivable Turnover Ratio (in times)	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	14.01	19.37	(28%)	The change is primarily on account of delays in collection from customers in the current year.
Trade payable Turnover Ratio (in times)	Other expenses	Average Trade payable	7.21	6.56	10%	
Net Capital Turnover Ratio (in times)	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	0.94	0.88	6%	
Net Profit ratio (in %)	Net Profit	Net sales = Total sales - sales return	49.02%	43.11%	6%	
Return on Capital Employed (in %)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth - Intangible Assets and Intangible Assets under Development	20.46%	16.20%	4%	
Return on Investment (in %)	Interest (Finance Income)	Investments (including bank deposits)	7.22%	4.90%	2.3%	

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in Rupees lakhs, except share data, per share data and where otherwise stated)

47 Additional regulatory Information

- (i) The Company has not entered into transactions with struck off companies during the current year.
- (ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- (iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(s), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (v) The Company has not received any fund from any person(s) or entity(s), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vi) The Company does not have any transaction which is not recorded in the books of account that has been subsequently surrendered or disclosed as income during the year as part of the ongoing tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (vii) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (viii) The Company has not been declared as willful defaulter by any bank or financial institution or government or any government authority.
- (ix) The Company has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
- (x) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

As per our report of even date attached

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

Chartered Accountants

Firm Registration No.: 101248W/W-100022

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

Manish Kapoor

Partner

Membership No.: 510688

Arun Duggal

Chairman

(DIN: 00024262)

Ramnath Krishnan

Managing Director & Group C.E.O.

(DIN: 09371341)

Venkatesh Viswanathan

Chief Financial Officer

(DIN: 09371341)

S. Shakeb Rahman

Company Secretary

Place: Gurugram

Date: May 23, 2024

Place: Kolkata

Date: May 23, 2024

Place: Mumbai

Date: May 23, 2024

Place: Mumbai

Date: May 23, 2024

Place: Gurugram

Date: May 23, 2024

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. 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 Analytics Limited		995.15	22,763.02	28,133.40	4,375.23	17,814.18	17,908.38	8,547.45	2,238.17	6,309.28	2,686.89	100% owned by ICRA Limited
2	PT. ICRA Indonesia	December 31	-	-	-	-	-	-	(0.98)	-	(0.98)	-	99% owned by ICRA Limited. Liquidated on August 21, 2023.
3	ICRA Lanka Limited	Mid of July	256.58	(195.63)	67.93	6.98	-	-	(21.51)	-	(21.51)	-	100% owned by ICRA Limited
4	ICRA Nepal Limited	Mid of July	449.73	465.95	1,608.09	692.42	-	632.97	312.68	78.51	234.17	-	51% owned by ICRA Limited
5	Pragati Development Consulting Services Limited		984.59	115.22	1,108.50	8.69	-	-	0.88	2.35	(1.47)	-	100% owned by ICRA Analytics Limited till August 28, 2023. 100% owned by ICRA Limited w.e.f. August 29, 2023.
6	ICRA Employees Welfare Trust		2.00	2,472.16	3,198.62	724.46	105.44**	-	277.05	107.66	169.39	-	Note 4
7	D2K Technologies India Private Limited		100.00	782.38	2,089.25	1,206.86	-	1,001.22	(17.64)	(4.39)	(13.25)	-	W.e.f. November 10, 2023, 60% owned by ICRA Analytics Limited

Notes:

- Names of subsidiaries which are yet to commence operations : Nil
- Names of subsidiaries which have been liquidated or sold during the year : PT. ICRA Indonesia (liquidated on August 21, 2023)
- The financial statements are as on March 31, 2024.
- ICRA Limited has established ICRA Employees Welfare Trust ("Trust"). The object of the Trust is defined in the trust deed. The Trust holds 31,950 equity shares of ICRA Limited, as on March 31, 2024.
- The figures of D2K Technologies India Private Limited are from the date of acquisition i.e., from November 10, 2023 to March 31, 2024.

*Including other operating income

**In investments in equity shares of ICRA Limited

NOTICE

Notice is hereby given that the **Thirty-third** Annual General Meeting of the Members of **ICRA Limited** (the “**Company**”) will be held on Tuesday, July 23, 2024, at 3:00 pm (IST) through Video Conferencing (“**VC**”)/Other Audio Visual Means (“**OAVM**”), to transact the following business(s). The venue of the Meeting shall be deemed to be the registered office of the Company situated at B-710, Statesman House, 148, Barakhamba Road, New Delhi-110001.

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the audited standalone financial statements of the Company for the financial year ended March 31, 2024 and the report of the Board of Directors and Auditors thereon; and
 - b. the audited consolidated financial statements of the Company and its Subsidiaries for the financial year ended March 31, 2024 and the report of the Auditors thereon.
2. To declare dividend of Rs. 100 on the equity shares for the financial year ended March 31, 2024.
3. To appoint a Director in place of Ms. Shivani Priya Mohini Kak (DIN: 09486147), who retires by rotation, and being eligible, offers herself for reappointment.
4. **Appointment of Deloitte Haskins & Sells as Statutory Auditor of the Company and to fix their remuneration and to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactments thereof for the time being in force), Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 117365W) be and are hereby appointed as Statutory Auditors of ICRA Limited (the “**Company**”), in place of retiring auditors B S R & CO. LLP, Chartered Accountants, for a period of 5 (five) years, to hold office as such from the conclusion of this 33rd Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company, on such remuneration as may be mutually decided by the Board of Directors of the Company and the Auditors, on the recommendation of the Audit Committee from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a committee thereof) be and is hereby authorised to do all such acts, deeds, matters

and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

SPECIAL BUSINESS

5. **To approve the appointment of Mr. Palamadai Sundararajan Jayakumar (DIN: 01173236), as an Independent Director of the Company, in terms of Section 149 of the Companies Act, 2013 and to consider and, if thought fit, to pass the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“**Act**”), together with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulations 17(1C), 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time, and Articles of Association of the Company, and approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Palamadai Sundararajan Jayakumar (DIN: 01173236), appointed as an Independent Director, with effect from November 1, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a member proposing Mr. Jayakumar as a Director, be and is hereby appointed as an Independent Director of the Company, for a term of five consecutive years effective from November 1, 2024 till October 31, 2029, and that Mr. Jayakumar shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. **To approve the appointment of Mr. Pradip Manilal Kanakia (DIN: 00770347), as an Independent Director of the Company, in terms of Section 149 of the Companies Act, 2013 and to consider and, if thought fit, to pass the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“**Act**”), together with the Companies (Appointment

and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulations 17(1C), 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and Articles of Association of the Company, and approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Pradip Manilal Kanakia (DIN: 00770347), appointed as an Independent Director, with effect from November 1, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a member proposing Mr. Kanakia as a Director, be and is hereby appointed as an Independent Director of the Company, for a term of five consecutive years effective from November 1, 2024 till October 31, 2029, and that Mr. Kanakia shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

7. To approve the appointment of Ms. Anuranjita Kumar (DIN: 05283847), as an Independent Director of the Company, in terms of Section 149 of the Companies Act, 2013 and to consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act"), together with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulations 17(1C), 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and Articles of Association of the Company, and approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Ms. Anuranjita Kumar (DIN: 05283847), appointed as an Independent Director, with effect from December 1, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a member proposing Ms. Kumar as a Director, be and is hereby appointed as an Independent Director of the Company,

for a term of five consecutive years effective from December 1, 2024 till November 30, 2029, and that Ms. Kumar shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

8. To appoint Mr. Brian Joseph Cahill (DIN: 10615493) 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. Brian Joseph Cahill (DIN: 10615493) be and is hereby appointed as Non-Executive and Non-Independent Director of the Company, liable to retire by rotation, with effect from August 1, 2024, based on the recommendations of the Nomination and Remuneration Committee and by the Board of Directors of the Company.

"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. Ramnath Krishnan (DIN: 09371341) as a Director of the Company not liable to retire by rotation, and to re-appoint as a Managing Director & CEO of the Company and as CEO of ICRA Group and to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of Section 152 and other applicable provisions of Companies Act, 2013 (the "Act") and the Rules framed thereunder and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ramnath Krishnan (DIN: 09371341) be and is hereby appointed as Director of the Company, not liable to retire by rotation, for a period of three years, effective from October 23, 2024.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule V to the Act, and the Rules framed thereunder, (including any statutory modification(s) or

re-enactment(s) thereof, for the time being in force), Mr. Ramnath Krishnan (DIN: 09371341), be and is hereby re-appointed as Managing Director & CEO of the Company and CEO of ICRA Group, designated as "Managing Director & Group CEO", for a period of three years, effective from October 23, 2024, as approved by the Board of Directors and the Nomination and Remuneration Committee, on the terms and conditions including those relating to remuneration as set out in the Explanatory Statement annexed hereto.

"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 approve payment of remuneration to Mr. Ramnath Krishnan (DIN: 09371341) as a Managing Director & CEO of the Company and as CEO of ICRA Group and to consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule V to the Act, and the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Ramnath Krishnan (DIN: 09371341), as Managing Director & CEO of the Company and CEO of ICRA Group, designated as "Managing Director & Group CEO", for a period of three years, effective from October 23, 2024, as approved by the Board of Directors and the Nomination and Remuneration Committee, on the terms and conditions including those relating to remuneration as set out in the Explanatory Statement annexed hereto and such remuneration, as minimum remuneration in case the Company has no profits or the profits of the Company are inadequate during period of three years,

effective from October 23, 2024, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

"RESOLVED FURTHER THAT the appointment letter, 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. Ramnath Krishnan.

"RESOLVED FURTHER THAT approval of the members be and is hereby accorded for payment of remuneration to Mr. Ramnath Krishnan (DIN: 09371341), Managing Director & Group CEO of the Company, in excess of prescribed limit of 5% of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013 (the "Act"), in any financial year(s) during tenure as the Managing Director & Group CEO.

"RESOLVED FURTHER THAT approval of the members be and is hereby accorded that the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

"RESOLVED FURTHER THAT the Board of Directors of the Company, as recommended by the Nomination and Remuneration Committee, be and is hereby authorised to vary, alter and modify the terms and conditions of remuneration and/or remuneration structure of Mr. Ramnath Krishnan within the limits prescribed in the Explanatory Statement annexed hereto.

"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
F7854

Place: Gurugram
Date: May 23, 2024

CIN: L74999DL1991PLC042749
Registered Office: B-710, Statesman House, 148, Barakhamba Road, New Delhi-110 001
Telephone No.: +91.11.23357940
Website: www.icra.in
Email ID: investors@icraindia.com

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the “Act”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 33rd AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the 33rd AGM through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the 33rd AGM 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. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with.
3. Pursuant to the MCA Circular, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM, hence the Proxy Form and Attendance Slip are not annexed to this Notice. In pursuance of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through electronic voting (“E-voting”).
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the 33rd AGM through VC/OAVM will be made available to at least 1,000 Members on first come first served basis. This will not include large shareholders (Members holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 33rd AGM without restriction on account of first come first served basis.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Institutional/Corporate Members (i.e. other than individuals /Hindu Undivided Family (“HUF”), Non-Resident Indian (“NRI”), etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote E-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to asa.corporateadvisors@gmail.com with a copy marked to evoting@nsdl.com.
7. The explanatory statements pursuant to Section 102 of the Act, in respect of Businesses proposed under item no. 4 to item no. 8 to the Notice, are annexed hereto and forms part of this Notice (“**Explanatory Statement**”).
8. The relevant details, pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at the AGM are also annexed hereto and forms part of this Notice as Annexure A.
9. Pursuant to MCA Circulars and SEBI Circular No. SEBI/ HO/CFD/PoD 2/P/CIR/2023/4 dated January 5, 2023 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, Notice of the 33rd AGM and Annual Report for FY 2023-24 are being sent through electronic mode to Members whose Email id is registered with the Company or the Depository Participants (DPs). Members desirous of obtaining the physical copy of the Notice of the 33rd AGM and the Annual Report for FY 2023-24, may send request mentioning their Folio No. /DP Id and Client Id to the Company at investors@icraindia.com.
10. 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 DPs and not to the Company.](#)
11. In compliance with the MCA Circulars and SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023. Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company’s Registrar and Share Transfer Agent/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website viz. www.icra.in., websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The Notice of the AGM will also be disseminated on the website of NSDL at www.evoting.nsdl.com.

12. Members are requested to update (in case of change)/ register, at the earliest, their email IDs with their DPs in case the shares are held in the electronic form or the Registrar and Share Transfer Agent of the Company, M/s. Link Intime India Private Limited, in case the shares are held in the physical form. The Company will send the said documents in the physical form whose email IDs are not available with the Company and to such Members who request delivery of the said documents in the physical form.
13. Pursuant to Section 123(5) of the Act, and Regulation 12 of the Listing Regulations, 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 DPs** (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, 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 the same for payment of dividend. Your Company provides Direct Credit (DC), Real Time Gross Settlement (RTGS), National Electronic Clearing Service (NECS) for payment of dividend. Through DC/RTGS/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 DC/RTGS/NECS, if not done already. Members may kindly note that DC/RTGS/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.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios; transmission and transposition. Accordingly, Company / Registrars to an Issue and Share Transfer Agent shall issue a letter of confirmation in lieu of the share certificate while processing any of the aforesaid investor service request. Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the company's website at www.icra.in and is also available on the website of the Registrars to an Issue and Share Transfer Agent. Members are advised to dematerialize the shares held by them in physical form.
15. The Members of the Company are requested to note that the SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 prescribed common and simplified norms for processing investor's request by the Registrars to an Issue and Share Transfer Agent of the Company and norms for furnishing Permanent Account Number ("PAN"), Know Your Customer ("KYC") details and nomination details by the holders of physical securities.
- Hence, Members are requested to furnish PAN, postal address, email address, mobile number, specimen signature, bank account details and nomination by holders of physical securities and to furnish the documents/details, as given below:
- Form No. ISR-1 - request for registering PAN, KYC details or changes / updation thereof
- Form No. ISR-2 - confirmation of signature of securities holder by the banker
- Form No. ISR-3 - declaration form for opting-out of nomination by holders of physical securities
- Form No. SH-13 - nomination form
- Form No. SH-14 - cancellation or variation of nomination
- The Members of the Company holding shares in physical form shall provide the following documents/details to M/s. Link Intime India Private Limited, the Registrars to an Issue and Share Transfer Agent of the Company:
- PAN.
 - Nomination (for all eligible folios) in Form No. SH-13 or submit declaration to "Opt-Out" in Form No. ISR-3.
 - Note: Any cancellation or change in nomination shall be provided in Form No. SH-14.
 - Contact details including postal address with PIN code, mobile number, e-mail address.
 - Bank account details including bank name and branch, bank account number, Indian Financial System Code ("IFSC").
 - Specimen signature.
- Any service request shall be entertained by Registrar and Share Transfer Agent only upon registration of the PAN, KYC details and the nomination by holders of physical securities.
16. The Company had already sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination. The aforesaid communication is also available on the website of the Company.
17. SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in

- physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024, upon their furnishing all the aforesaid details in entirety.
- o In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details in entirety.
 - o If a security holder updates the PAN, Choice of Nomination, Contact Details including Mobile Number, Bank Account Details and Specimen Signature after April 01, 2024, then the security holder would receive all the dividends/interest etc. declared during that period (from April 01, 2024 till date of updation) pertaining to the securities held after the said updation automatically.
18. Dispute Resolution Mechanism at Stock Exchanges- SEBI, vide its circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 read with SEBI's Master Circular for Online Dispute Resolution ("ODR") (updated as on December 28, 2023) prescribed a mechanism for online resolution of dispute in the Indian Securities Market which harnesses online conciliation and online arbitration for the resolution of disputes. As per this circular, Dispute between investors and listed companies including their Registrar and Share Transfer Agent will be resolved in accordance with the SEBI Circular. The investor can initiate dispute resolution through the Online Dispute Resolution Portal ("ODR Portal") <https://smartodr.in/login>.
19. Your Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited provides an investor self-service portal, with reference to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 dated June 08, 2023, issued by SEBI titled online processing of investor service requests and complaints by Registrar and Share Transfer Agents.
- 'SWAYAM' is a secure, user-friendly web-based application that empowers shareholders to effortlessly access various services. We request you to get registered on the portal. The portal can be accessed at <https://swayam.linkintime.co.in>
20. 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 AGM to enable the Company to keep the information ready.
21. 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, 2024 are 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.
22. 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.
23. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, July 20, 2024 to Monday, July 22, 2024 (both days inclusive) for determining the names of Members eligible to receive the dividend declared, if any, on the equity shares of the Company.
24. If the Members approve the payment of dividend at the forthcoming AGM, the dividend shall be paid to all those Members whose names appear in the Register of Members as on Friday, July 19, 2024 ("Record Date"), and to all those Members whose names appear as beneficial owners as per the details furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") on the close of business hours as on that date.
25. Those Members who have not yet encashed/claimed the dividend of the Company for any/all of the financial years 2016-17, 2017-18, 2018-19, 2019-20, 2020-21, 2021-22 and 2022-23 are requested to encash/claim the same immediately. In terms of Section 124(5) of the Act, 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 ("IEPF")".
- The details of the un-encashed/unclaimed dividend for the Financial Years 2016-17 to 2022-23 as on March 31, 2024 are as under:

Dividend for the financial year	Unclaimed/Unpaid Dividend as on March 31, 2024 (Rs. In lakh)	Due date of transfer to IEPF
2016-17	1.63	September 5, 2024
2017-18	2.21	September 12, 2025
2018-19	1.95	November 2, 2026
2019-20	2.32	October 28, 2027
2020-21	1.46	September 2, 2028
2021-22	0.78	September 10, 2029
2022-23	2.96	September 4, 2030

Pursuant to Section 124(6) of the Act and the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and its amendment Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the demat account of IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF as per the procedure mentioned in the said Rules.

26. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of Members w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2021 and amendments thereof. The Members are requested to update their PAN with the Registrar and Share Transfer Agent of the Company, Link Intime India Private Limited (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode).
27. A resident individual Member having a valid PAN and who is not liable to pay income tax on his total income (inclusive of dividend income) of the previous year can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to delhi@linkintime.co.in by 11:59 p.m. IST on July 19, 2024. Members are requested to note that in case their PAN is not registered or is invalid or they qualify as specified persons as per the provisions of section 206AB of the Income Tax Act, 1961, then tax will be deducted at a higher rate of 20%.
28. Non-resident Members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. a copy of PAN (if available), No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate (valid for FY 2024-25), a copy of Form 10F (furnished online with the Income tax department), any other document which may be required to avail the tax treaty benefits by sending an email to delhi@linkintime.co.in. The aforesaid declarations and documents need to be submitted by the Members by 11:59 p.m. IST on July 19, 2024.

29. Voting through electronic means

- In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014

(as amended) and Regulation 44 of the Listing Regulations, the Company is pleased to offer E-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the 33rd AGM of the Company. The Company has engaged the services of NSDL to provide E-voting facility. The facility of casting votes by the Member using remote E-voting as well as the E-voting system on the date of the AGM will be provided by NSDL.

- The E-voting facility is available at the link [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com).

- The E-voting Event Number (EVEN) is as under:

EVEN	128921
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- The remote E-voting facility will be available during the following voting period:

Commencement of E-voting	End of E-voting
Saturday, July 20, 2024 (9:00 a.m. IST)	Monday, July 22, 2024 (5:00 p.m. IST)

- The instructions for E-voting are as under:**

The way to vote electronically on NSDL E-voting system consists of "Two Steps" which are mentioned below:

Step 1 : Access to NSDL E-voting system

Step 2: Cast your vote electronically and join General Meeting on NSDL E-voting system

Details on Step 1 is mentioned below:

A. Login method for E-voting and joining virtual meeting for individual Members holding securities in demat mode

In terms of the SEBI circular dated December 9, 2020 on E-voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with the depositories and DPs. Members are advised to update their mobile number and email Id in their demat accounts in order to access E-voting facility.

Login method for individual Members holding securities in demat mode is given below:

Type of members	Login method
Individual members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see E-voting services under value added services. Click on “Access to E-voting” under E-voting services and you will be able to see E-voting page. Click on company name or E-voting service provider name i.e. NSDL and you will be re-directed to E-voting website of NSDL for casting your vote during the remote E-voting period or joining virtual meeting and voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the E-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of E-voting system is launched, click on the icon “Login” which is available under “Shareholder / Member” section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP (One Time Password) and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL depository site wherein you can see E-voting page. Click on company name or E-voting service provider i.e. NSDL and you will be redirected to E-voting website of NSDL for casting your vote during the remote E-voting period or joining virtual meeting and voting during the meeting. Shareholders/members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
Individual members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach E-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then use existing Myeasi username and password. After successful login the Easi / Easiest user will be able to see the E-voting option for eligible companies where the E-voting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see E-voting page of the E-voting service provider for casting vote during the remote E-voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all E-voting service providers, so that the user can visit the E-voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access E-voting page by providing demat account number and PAN No. from an E-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and email as recorded in the demat account. After successful authentication, user will be able to see the E-voting option where the E-voting is in progress and also able to directly access the system of all E-voting service providers.
Individual members (holding securities in demat mode) login through their DPs	<p>You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for E-voting facility. Upon logging in, you will be able to see E-voting option. Click on E-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-voting feature. Click on company name or E-voting service provider i.e. NSDL and you will be redirected to E-voting website of NSDL for casting your vote during the remote E-voting period or joining virtual meeting and voting during the meeting.</p>



Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password options available at abovementioned website.

Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

B: Login method for members other than individual members holding securities in demat mode and members holding securities in physical mode.

How to Log-in to NSDL E-voting website?

1. Visit the E-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of E-voting system is launched, click on the icon “**Login**” which is available under “**Shareholder/Member**” section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on E-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:
 - a) If you are already registered for E-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL E-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your “initial password”, you need to enter the “initial password” and the system will force you to change your password.
 - c) How to retrieve your “initial password”?
 - (i) If your email ID is registered in your demat account or with the company, your “initial password” is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Click on “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number /folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP based login for casting the votes on the E-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “**Login**” button.
 9. After you click on the “**Login**” button, Home page of E-voting will open.

Details on Step 2 is given below:

How to cast your vote electronically and join general meeting on NSDL E-voting system?

1. After successful login at Step 1, you will be able to see all the companies “**EVEN**” in which you are holding shares and whose voting cycle and general meeting is in active status.
2. Select “**EVEN**” of company for which you wish to cast your vote during the remote E-voting period and casting your vote during the general meeting. For joining virtual meeting, you need to click on “**VC/OAVM**” link placed under “**Join Meeting**”.
3. Now you are ready for E-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify /modify the number of shares for which you wish to cast your vote and click on “**Submit**” and also “**Confirm**” when prompted.
5. Upon confirmation, the message “**Vote cast successfully**” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to asa.corporateadvisors@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**E-voting**” tab in their login.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (“FAQs”) for Members and E-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.
- V. **The instructions for E-voting during the AGM are as under:**
- (i) The procedure for E-voting on the day of the AGM is same as the instructions mentioned above for remote E-voting.
 - (ii) Only those Members who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting system in the AGM.
 - (iii) Members who have voted through remote E-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 - (iv) The details of the person who may be contacted for any grievances connected with the facility for E-voting on the day of the AGM shall be the same person mentioned for remote E-voting.
- VI. Process for obtaining login credentials by Members whose email addresses are not registered with depositories for procuring user ID and password

and registration of email ids for E-voting for the resolutions set out in this Notice:

- (i) In case shares are held in physical form, please provide folio no., name of the Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited at delhi@linkintime.co.in.
- (ii) In case shares are held in dematerialised form, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to delhi@linkintime.co.in. If you are an individual Member holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for E-voting and joining virtual meeting for individual Members holding securities in demat mode.
- (iii) Alternatively shareholder / members may send a request to evoting@nsdl.com for procuring user ID and password for E-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on E-voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members are required to update their mobile number and email ID correctly in their demat account in order to access E-voting facility.

- VII. The remote E-voting period commences on Saturday, July 20, 2024 (9:00 a.m. IST) and ends on Monday, July 22, 2024 (5:00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as at close of business hours on Friday, July 16, 2024 ("cut-off date"), 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 Member, the Member shall not be allowed to change it subsequently.
- VIII. The voting rights of Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on close of business hours on cut-off date.
- IX. Since the Company is required to provide Members a facility to exercise their right to vote by electronic means, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Friday, July 16, 2024 and not

casting their vote through remote E-voting, may only cast their vote during the AGM.

- X. Mr. Sachin Agarwal (Membership No. FCS 7715), Proprietor of M/s A. Sachin & Associates, Company Secretaries, Mobile No. 9871790055 e-mail Id: asa.corporateadvisors@gmail.com, has been appointed as the Scrutinizer to scrutinize the E-voting during the AGM and remote E-voting process in a fair and transparent manner.
- XI. The Scrutinizer, after scrutinizing the voting through E-voting / remote E-voting at AGM and through remote E-voting, shall within the statutory / regulatory timelines from the conclusion of the AGM, make a consolidated Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith submit the same to the Chairman of the meeting or a person authorised by him in writing. The Chairman or the authorized person shall declare the results forthwith.
- XII. The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website of the Company www.icra.in, at the earliest soon after the conclusion of the Meeting.
- XIII. The results declared along with the Scrutinizer's Report immediately shall be placed on the Company's website www.icra.in and on the website of NSDL and shall also be displayed on the notice board at the registered and corporate office of the Company and simultaneously be communicated to the BSE Limited and the National Stock Exchange of India Limited. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

30. Instruction for Members attending AGM through VC/OAVM

- I. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL E-voting system. Members may access by following the steps mentioned above for Access to NSDL E-voting system. After successful login, you can see link of "VC/OAVM" placed under "Join Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for E-voting or have forgotten the User ID and Password may retrieve the same by following the remote E-voting instructions mentioned in the notice to avoid last minute rush.

- II. Members are encouraged to join the AGM through laptops for better experience.
 - III. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
 - IV. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or local area network (LAN) connection to mitigate any kind of aforesaid glitches.
 - V. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at investors@icraindia.com at least 48 hours before the start of the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Members are requested to keep their queries brief and restrict their speaking time to 3 minutes.
 - VI. Members who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/ folio number, email id, mobile number to investors@icraindia.com. The same will be replied by the Company suitably.
31. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
 32. All documents referred to in the accompanying Notice will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of circulation of this Notice up to the date of declaration of the result of the 33rd AGM of the Company and also at the AGM. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which Directors are interested, including certificate from the Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if any, shall be available electronically for inspection by the Members during the AGM and during office hours on all working days up to the date of AGM. For any further update, please refer Investors section of the Company's website, www.icra.in.

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4

B S R & Co. LLP ("B S R"), Chartered Accountants, (Firm Registration No. 101248W/W-100022), were appointed as the Statutory Auditors of the Company at the Twenty-Eighth Annual General Meeting ("AGM") of the Company held on September 28, 2019, for a term of 5 (five) years till the conclusion of the Thirty-Third AGM. Accordingly, B S R will complete its term as Statutory Auditors of the Company on conclusion of the forthcoming Thirty-Third AGM. Pursuant to provisions of section 139 of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 ("Rules"), the Board of Directors of the Company, on recommendation of the Audit Committee, have recommended appointment of Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 117365W) ("Deloitte") as the Statutory Auditors of the Company, in place of retiring auditors B S R, for a term of 5 (five) years to hold office from the conclusion of this Thirty-Third AGM until the conclusion of the Thirty-Eighth AGM of the Company at a remuneration as may be mutually agreed upon by the Board of Directors and the Auditors. The said recommendation is on the basis, inter alia, taking into consideration the qualifications and experience which commensurate with the size and requirements of the Company. Deloitte has consented to act as Statutory Auditors and have confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. Deloitte has also confirmed that it is not disqualified to be appointed as Statutory Auditors in terms of the provisions of Sections 139(1), 141(2) and 141(3) of the Act and the Rules and that Deloitte holds a valid certificate issued by the Peer Review Board of ICAI. The proposed fees (for statutory audit under the Act, limited review as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and tax audit as per the Income Tax Act) to be paid to Deloitte for the financial year 2024-25 is Rs. 49 lakhs (plus applicable taxes, out of pocket expenses and fees for other certifications as may be required). The remuneration to be paid to Deloitte for the remaining term i.e. FY 2025-26 to FY 2028-29 (till conclusion of Thirty-Eighth AGM) shall be mutually agreed upon by the Board of Directors and Deloitte based on recommendations of the Audit Committee of the Company. The Board recommends the ordinary resolution as set out at item no. 4 of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested (financially or otherwise) in the Resolution set out at Item No. 4 of this Notice.

Item No. 5

Pursuant to the applicable provisions of the Companies Act, 2013 ("Act"), on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, in its meeting held on May 15, 2024, has approved and recommended the appointment of

Mr. Palamadai Sundararajan Jayakumar (DIN: 01173236), as an Independent Director, for a term of five consecutive years with effect from November 1, 2024, to October 31, 2029 (both days inclusive) subject to approval of the members of the Company by way of a special resolution.

The Nomination and Remuneration Committee (“**NRC**”) assesses the balance of skills, knowledge and experience available with the Board of Directors as a whole, in order to maintain orderly succession of the Board of Directors. The NRC has identified the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC has recommended the candidature of Mr. Jayakumar, for appointment as an Independent Director of the Company. Further, in the opinion of the Board of Directors, Mr. Jayakumar fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and other laws/regulations for the time being in force, to the extent applicable to the Company and is independent of the management. The Board of Directors noted that Mr. Jayakumar’s skills, background and experience are aligned to the attributes identified by the NRC and that Mr. Jayakumar is eligible for appointment as an Independent Director of the Company. The Board was cognizant of skills and experience of Mr. Jayakumar, which fit into the criteria of the Company’s skill matrix, which would be beneficial for the Company.

The Company has received, inter alia, (i) requisite consent from Mr. Jayakumar to act as an Independent Director, (ii) declaration to the effect that Mr. Jayakumar is not disqualified in accordance with Section 164 of the Act, (iii) declaration that Mr. Jayakumar meets the criteria of independence as provided in Section 149 of the Act and Regulation 16(1) (b) of the Listing Regulations, and (iv) a declaration that Mr. Jayakumar is not debarred or restrained from acting as a Director by any Securities and Exchange Board of India (“**SEBI**”) order or any other such authority. The Company has also received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Jayakumar as a Director of the Company. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence and have successfully registered himself in the Independent Director’s data bank maintained by Indian Institute of Corporate Affairs.

In accordance with the provisions of Regulation 17(1C) of the Listing Regulations, approval of members for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further in terms of Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an Independent Director shall be subject to the approval of shareholders by way of a special resolution.

Accordingly, the appointment of Mr. Jayakumar requires the approval of the members by way of a special resolution.

Therefore, in view of the aforesaid provisions, the Company is seeking the approval of its members for appointment of Mr. Jayakumar, as an Independent Director on the Board of the Company for a term of five consecutive years effective from November 1, 2024 to October 31, 2029.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. Jayakumar, and all other documents referred to in the Notice and this statement are available for inspection by the members, at the Company’s registered office during business hours on all working days.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and the Regulations 17(1C) and 25(2A) of the Listing Regulations, the approval of the members is sought for the appointment of Mr. Jayakumar as an Independent Director of the Company, as a special resolution as set out above.

The Board of Directors is of the view that Mr. Jayakumar’s appointment, as an Independent Director, will be in the interest of the Company, considering Mr. Jayakumar vast knowledge, experience and expertise.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The NRC and the Board of Directors recommend the resolution set out herein for approval of the members.

Item No. 6

Pursuant to the applicable provisions of the Companies Act, 2013 (“**Act**”), on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, in its meeting held on May 15, 2024, has approved and recommended the appointment of Mr. Pradip Manilal Kanakia (DIN: 00770347), as an Independent Director, for a term of five consecutive years with effect from November 1, 2024, to October 31, 2029 (both days inclusive) subject to approval of the members of the Company by way of a special resolution.

The Nomination and Remuneration Committee (“**NRC**”) assesses the balance of skills, knowledge and experience available with the Board of Directors as a whole, in order to maintain orderly succession of the Board of Directors. The NRC has identified the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC has recommended the candidature of Mr. Kanakia, for appointment as an Independent Director of the Company. Further, in the opinion of the Board of Directors, Mr. Kanakia fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and other laws/regulations for the time being in force, to the extent applicable to the Company and

is independent of the management. The Board of Directors noted that Mr. Kanakia's skills, background and experience are aligned to the attributes identified by the NRC and that Mr. Kanakia is eligible for appointment as an Independent Director of the Company. The Board was cognizant of skills and experience of Mr. Kanakia, which fit into the criteria of the Company's skill matrix, which would be beneficial for the Company.

The Company has received, inter alia, (i) requisite consent from Mr. Kanakia to act as an Independent Director, (ii) declaration to the effect that Mr. Kanakia is not disqualified in accordance with Section 164 of the Act, (iii) declaration that Mr. Kanakia meets the criteria of independence as provided in Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations, and (iv) a declaration that Mr. Kanakia is not debarred or restrained from acting as a Director by any Securities and Exchange Board of India ("SEBI") order or any other such authority. The Company has also received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Kanakia as a Director of the Company. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence and have successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In accordance with the provisions of Regulation 17(1C) of the Listing Regulations, approval of members for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further in terms of Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an Independent Director shall be subject to the approval of shareholders by way of a special resolution.

Accordingly, the appointment of Mr. Kanakia requires the approval of the members by way of a special resolution.

Therefore, in view of the aforesaid provisions, the Company is seeking the approval of its members for appointment of Mr. Kanakia, as an Independent Director on the Board of the Company for a term of five consecutive years effective from November 1, 2024 to October 31, 2029.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. Kanakia, and all other documents referred to in the Notice and this statement are available for inspection by the members, at the Company's registered office during business hours on all working days.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and the Regulations 17(1C) and 25(2A) of the Listing Regulations, the approval of the members is sought for the appointment of Mr. Kanakia as an Independent

Director of the Company, as a special resolution as set out above.

The Board of Directors is of the view that Mr. Kanakia's appointment, as an Independent Director, will be in the interest of the Company, considering Mr. Kanakia vast knowledge, experience and expertise.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The NRC and the Board of Directors recommend the resolution set out herein for approval of the members.

Item No. 7

Pursuant to the applicable provisions of the Companies Act, 2013 ("Act"), on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, in its meeting held on May 15, 2024, has approved and recommended the appointment of Ms. Anuranjita Kumar (DIN: 05283847), as an Independent Director, for a term of five consecutive years with effect from December 1, 2024, to November 30, 2029 (both days inclusive) subject to approval of the members of the Company by way of a special resolution.

The Nomination and Remuneration Committee ("NRC") assesses the balance of skills, knowledge and experience available with the Board of Directors as a whole, in order to maintain orderly succession of the Board of Directors. The NRC has identified the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC has recommended the candidature of Ms. Kumar, for appointment as an Independent Director of the Company. Further, in the opinion of the Board of Directors, Ms. Kumar fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and other laws/regulations for the time being in force, to the extent applicable to the Company and is independent of the management. The Board of Directors noted that Ms. Kumar's skills, background and experience are aligned to the attributes identified by the NRC and that Ms. Kumar is eligible for appointment as an Independent Director of the Company. The Board was cognizant of skills and experience of Ms. Kumar, which fit into the criteria of the Company's skill matrix, which would be beneficial for the Company.

The Company has received, inter alia, (i) requisite consent from Ms. Kumar to act as an Independent Director, (ii) declaration to the effect that Ms. Kumar is not disqualified in accordance with Section 164 of the Act, (iii) declaration that Ms. Kumar meets the criteria of independence as provided in Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations, and (iv) a declaration that Ms. Kumar is not debarred or restrained from acting as a Director by any Securities and Exchange Board of India ("SEBI") order or any other such authority. The Company has also received a notice in writing from a member under Section 160 of the

Act, proposing the candidature of Ms. Kumar as a Director of the Company. In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence and have successfully registered herself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In accordance with the provisions of Regulation 17(1C) of the Listing Regulations, approval of members for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further in terms of Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an Independent Director shall be subject to the approval of shareholders by way of a special resolution.

Accordingly, the appointment of Ms. Kumar requires the approval of the members by way of a special resolution.

Therefore, in view of the aforesaid provisions, the Company is seeking the approval of its members for appointment of Ms. Kumar, as an Independent Director on the Board of the Company for a term of five consecutive years effective from December 1, 2024 to November 30, 2029.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Ms. Kumar, and all other documents referred to in the Notice and this statement are available for inspection by the members, at the Company's registered office during business hours on all working days.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and the Regulations 17(1C) and 25(2A) of the Listing Regulations, the approval of the members is sought for the appointment of Ms. Kumar as an Independent Director of the Company, as a special resolution as set out above.

The Board of Directors is of the view that Ms. Kumar's appointment, as an Independent Director, will be in the interest of the Company, considering Ms. Kumar vast knowledge, experience and expertise.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The NRC and the Board of Directors recommend the resolution set out herein for approval of the members.

Item No. 8

The Board of Directors and the Nomination and Remuneration Committee of your Company has considered the candidature of Mr. Brian Joseph Cahill (DIN: 10615493), and recommended

his appointment as a Director of the Company, liable to retire by rotation, effective from August 1, 2024

The Company has received notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director liable to retire by rotation. Mr. Cahill is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Mr. Cahill is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

With Mr. Cahill joining as Director, the Company would be benefited from his extensive experience and expertise.

Mr. Cahill does not hold any shares in the Company. None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Cahill, is in any way concerned or interested in this Resolution.

Details regarding Mr. Cahill have been presented in the Annexure-A to the accompanying Notice.

The Board of Directors of your Company is of the opinion that the appointment of Mr. Cahill would be beneficial to the Company and hence recommends the Ordinary Resolution as set out at Item no. 8 for approval of the Members of the Company.

Items Nos. 9 and 10

Mr. Ramnath Krishnan was appointed as the Managing Director & CEO of the Company and CEO of ICRA Group, designated as "Managing Director & Group CEO", for a period of three years, effective from October 23, 2021, as approved by the Board of Directors and as recommended by the Nomination and Remuneration Committee ("NRC"). The Members of the Company had approved the appointment of Mr. Krishnan by passing resolution through postal ballot on March 26, 2022.

The Board of Directors in its meeting held on May 15, 2024, had considered the recommendation of the NRC and approved the re-appointment of Mr. Krishnan as "Managing Director & Group CEO" for a period of three years, effective from October 23, 2024.

"ICRA Group" shall mean the Company and its subsidiaries (both direct and indirect) when referred to collectively. The appointment is subject to approval of the Members of the Company and of 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 there under (including any statutory modification(s) or re-enactment thereof for the time being in force), on the following terms and conditions, as approved by the Board of Directors and the Committee:

1. Basic Salary	Mr. Krishnan's basic salary shall be at a rate of Rs. 1,27,33,000/- (Rupees One Crore Twenty-Seven Lakhs Thirty-Three Thousand Only) per annum. It shall be paid in monthly instalments, including a pro rata amount for a part month of service. The basic salary shall be subject to such annual increments as may be decided by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee. Any annual increment shall be effective from 1 st April of each year.
2. Short-Term Incentive	<p>Mr. Krishnan will be eligible to receive Short-Term Incentive under the Short-Term Incentive Plan ("STIP") of the Company, subject to assessment of his performance and Mr. Krishnan being in "Good Standing".</p> <p>The Target STI (as a % of his Total Fixed Pay) for the year 2024-25 as per threshold Company performance as defined in the approved STI Plan, is as follows: Rating 5 – 35%, Rating 4 – 30%, Rating 3 – 25%, Rating 2 - 4%, Rating 1 – 0%</p> <p>The Board, in consultation with the Nomination and Remuneration Committee, shall determine the STIP, based upon the assessment of his performance and subject to Mr. Krishnan being in "Good Standing".</p>
3. Long-Term Incentive	<p>Mr. Krishnan will be eligible to participate in Long-Term Incentive under the Long-Term Incentive Plan ("LTIP") of the Company, subject to assessment of his performance, potential and Mr. Krishnan being in "Good Standing".</p> <p>The pay-outs under the part of the LTIP are paid in cash over 3 years and part of the LTIP that are settled in stocks are granted under "Employees Stock Option Scheme, 2018" ("Scheme" or "ESOS 2018") of the Company.</p> <p>The Board, in consultation with the Nomination and Remuneration Committee, shall determine the LTIP, based upon the assessment of his performance and potential.</p>
4. Good Standing	<p>During the Tenure of Mr. Krishnan's employment with the Company, his eligibility to receive the amounts referred to in clauses 2 and 3 shall be subject to Mr. Krishnan 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 due to him. However, upon expiry of the Tenure or renewed Tenure, as the case may be, the amount, either full or proportionate as may be determined by the Board in consultation with the Nomination and Remuneration Committee, shall be payable to Mr. Krishnan.</p> <p>"Good Standing" refers to Mr. Krishnan being medically fit and actively employed (i.e. not under notice given by him or the Company, continuing to be eligible pursuant to the Act to hold the positions referred to in the appointment letter, and not being in breach of his statutory and/or contractual duties towards the Company, or any other breach or action or inaction that could give rise to a termination for Cause under Clause 9 below).</p> <p>The Board of Directors or any committee of the Board as may be constituted by the Board from time to time and delegated with this power, may determine Good Standing.</p>
5. Allowances and Perquisites	Mr. Krishnan 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 of the Company (" Staff Rules ") or determined by the Nomination and Remuneration Committee, his entitlement to the relevant amounts are subject to Mr. Krishnan being in employment of the Company at the relevant time of payment, and his entitlement shall be prorated in relation to a part-year of employment. In case there is any conflicting provisions between the Staff Rules as in effect as of any relevant time and the appointment letter, the provisions of the Staff Rules then in effect would prevail. A detailed copy of the current Staff Rules will be shared with him as a separate document for reference.
i. House Rent Allowance/ Company Leased Accommodation	<p>House rent allowance or Company leased accommodation of Rs. 45,73,486/- (Rupees Forty-Five Lakhs Seventy-Three Thousand Four Hundred Eighty-Six Only) per annum;</p> <p>In case Mr. Krishnan opt for the Company provided unfurnished leased accommodation in place of house rent allowance, the Company will enter into a lease or leave & license agreement (the 'agreement') with the landlord or licensor for the leased/licensed premise which shall be identified by him.</p> <p>The Company will pay the rentals/license fee directly to the landlord or licensor whose amount in any case shall not exceed Rs. 45,73,486/- (Rupees Forty-Five Lakhs Seventy-Three Thousand Four Hundred Eighty-Six Only) per annum. The obligations of the Company, in this regard, will only be limited to payment of the rentals/license fee and the same shall automatically be expired upon termination of his employment with the Company. Any excess amount of rentals/license fee paid by the Company to the landlord or licensor, shall be adjusted from the special allowance.</p>

ii. Special Allowance	Special allowance of Rs. 1,64,02,850/- (Rupees One Crore Sixty-Four Lakhs Two Thousand Eight Hundred Fifty Only) per annum. Special allowance will be adjusted basis the elections made by him towards flexible pay components.
iii. Flexible Pay Components	Flexible pay components include lunch coupons/meal card and leave travel allowance. Lunch Coupons/Meal Card: a sum of Rs. 24,000 (Rupees Twenty-Four Thousand Only) per annum. Leave Travel Allowance: Any amount can be chosen as leave travel allowance up to a maximum available balance of special allowance. Process for claiming leave travel allowance is specified in the Staff Rules.
iv. Medclaim and Accidental Insurance	Premium in respect of Medclaim and accidental insurance policies as per the Staff Rules;
v. Provident Fund	Contribution towards provident fund shall be as per the Staff Rules;
vi. Leaves and Leaves Encashment	Leaves and Leave Encashment shall be as per the Staff Rules;
vii. Gratuity	Gratuity shall be payable as per the Staff Rules;
viii. Company Car	Mr. Krishnan would be eligible to avail of the Company provided car and driver facilities. However, the amount incurred for this perquisite shall be adjusted to the amount of Special Allowance;
6. Additional Remuneration terms	(A) The remuneration payable to Mr. Krishnan by way of basic salary, incentives, perquisites, allowances, benefits, payments and/or any other remuneration as may be granted from time to time, shall not exceed the limits specified under Sections 197 and 198 of the Act, including Schedule V, as amended from time to time, unless requisite approval of members of the Company is obtained in accordance with the Act. In case the remuneration payable to him exceeds 5% of net profits of the Company for the relevant financial year and/or exceeds the limits specified under Schedule V of the Act, the remuneration shall be payable to him, subject to approval by members of the Company through special resolution. In case members would not approve the remuneration, the Company shall pay him an aggregate remuneration not exceeding the limits specified under Section II of Part II of Schedule V to the Act (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or any other applicable law for the time being in force. (B) 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. (C) Mr. Krishnan's annual Total Fixed Pay is Rs. 3,52,37,296/- (Rupees Three Crore Fifty-Two Lakhs Thirty-Seven Thousand Two Hundred Ninety Six Only) ("TFP") . The TFP includes his Basic Salary, House Rent Allowance/Company Leased Accommodation, Special Allowance, Provident Fund.
7. Location	Mr. Krishnan will work at the Company's offices in Mumbai, India or any other office of the Company and will travel on the business of the Company for which he is required to perform duties including travel to Company's office in New Delhi, Gurugram and/or any other location.
8. Tenure	Mr. Krishnan's re-appointment as the Managing Director & Group CEO will be for a period of 3 (three) years, effective from October 23, 2024.
9. Termination	Subject to the terms of his re-appointment by the Board to the designations as set out in the appointment letter, his employment with the Company shall be terminable either upon resignation or termination without cause, by 3 months' notice or by the payment of 3 months' basic salary and allowances, but excluding perquisites and incentives, in lieu of notice by Mr. Krishnan or the Company. The Company shall also be entitled to terminate his employment for "Cause" (defined below), without any prior notice. "Cause" shall include (i) malfeasance, misconduct or gross negligence by him in connection with his employment; or (ii) failure to perform any statutory and/or contractual duties; or (iii) continuing failure to perform such statutory and/or contractual duties as are requested by any person to whom he reports or the Board or a relevant committee of the Board; or (iv) failure to observe material policies of the Company applicable to him (including, without limitation, the ICRA Code of Business Conduct and the Separation Policies); or (v) any conduct which results in a loss of, or is prejudicial to, the reputation of the Company; or (vi) the conviction for or plea of guilty made by him, for (A) any statutory or criminal offence involving moral turpitude, or (B) any felony or offence under the Indian Penal Code, 1860, in each case, for the time being in force.

	<p>The Board of Directors or any committee of the Board as may be constituted by the Board from time to time and delegated with this power, may determine the Cause.</p> <p>While leaving the employment of the Company, he will be required to indicate the name, address and other details of his new employer, if any, to whom he would be going to join.</p>
10. Retirement by Rotation and Sitting Fees	<p>Mr. Krishnan shall not be subject to retirement by rotation during his tenure as Managing Director. Further, no sitting fees shall be paid to him for attending any meetings of the Board of Directors or the board of directors of any other ICRA Group entities, in each case, inclusive of any committees thereof.</p> <p>If Mr. Krishnan receives any sitting fees or other remuneration from any other positions he holds in connection with his employment with the Company, he shall promptly pay such amounts to the Company.</p>
11. Confidentiality	<p>Mr. Krishnan acknowledges that the terms of the appointment letter are strictly confidential, and categorically agree not to disclose, communicate or otherwise make public the terms set out herein to anyone for any reason whatsoever.</p> <p>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 of Fidelity and Secrecy hereto annexed as Annexure 1 (“Declaration”) and required to be executed by him simultaneously with the acceptance and signing of the appointment letter by him and all information which he will, in course of his employment with the Company and tenure as Managing Director & Group CEO, receive, or become privy to, or acquire that is not in the public domain, that is competitively sensitive and/or constitutes private business information of or about the Company, any other entity of ICRA Group and/or the employees or clients of the Company and/or any other ICRA Group entities. 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. He agrees to hold the Confidential Information in the strictest confidence and agrees to use the Confidential Information only for the benefit of the Company and each of the other ICRA Group entities and/or their respective clients, and solely for purposes consistent with his employment duties. He will not at any time, either during the continuance of or after the termination of his employment with the Company, share, use or disclose or otherwise communicate, or permit any other person or entity to access, the Confidential Information except in a) the proper course of his employment duties with 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, provided that he gives prompt notice of such requirements to the Company to enable the Company to seek an appropriate protective order or confidential treatment.</p>
12. Conflict of Interest	<p>Mr. Krishnan must not undertake or have any interest in any activity or business which conflicts with the interests of the Company or any other entity of the ICRA Group, or with his duties towards the Company or any other entity of the ICRA Group. Without limiting the foregoing, during his employment with the Company, and tenure as Managing Director & Group CEO of the Company, he must:</p> <ul style="list-style-type: none">(A) not accept from any person employed by the Company or any other entity of the ICRA Group, or from any person having or which/who has had any business dealings with the Company or any other entity 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;(B) not at any time make improper or unauthorized use of information he acquires by virtue of his position within the Company, or any other entity of the ICRA Group to gain any advantage for himself or for any other person to the detriment of the Company or any other entity of the ICRA Group, whether directly or indirectly;(C) not at any time allow himself to be placed in a position where his personal interests may conflict with his duties and obligations towards the Company or any other entity of the ICRA Group, whether directly or indirectly; and(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 towards the Company or any other entity of the ICRA Group, or retain any fee, except with the written consent of the Company.

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13. Non-Compete Mr. Krishnan acknowledge and agree that for a period of 12 months from the date of cessation of his employment with the Company and/or tenure as Managing Director & Group CEO of the Company, whichever is later, he will not, either directly or indirectly, partner, work or enter into or attempt to partner, work, or enter into, any employment, directorship, consultancy, advisory, service or agency agreement or any other engagement with any person, firm, corporation, partnership, limited liability company, association, trust or other entity or organisation, whether domestic or foreign, which, directly or indirectly, competes with and/or which has the potential to compete with or which is likely to carry on business similar to all or any part of the business or businesses (collectively, the **"Business"** as defined below) operated or conducted by the Company or any other entity of the ICRA Group in India, Nepal, or any other jurisdiction in which the Company or any other entity of the ICRA Group conducts the Business as on the date on which his employment with the Company or tenure as Managing Director & Group CEO ends.
- Mr. Krishnan understand and acknowledge that the Business of the Company and the other members of the ICRA Group includes but is not limited to (i) assigning credit ratings to 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) environmental, social, and governance (ESG) ratings, (iii) the sale of related credit research to third parties, (iv) analytics and digital platforms for risk management, market data, knowledge services, grading and risk assessment services, (v) knowledge process outsourcing, and (vi) banking and finance solutions, software services to banks and other financial institutions, corporates.
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14. Non-Solicitation Mr. Krishnan agree that during his employment with the Company and tenure as Managing Director & Group CEO and for a period of 12 months from the date of cessation of his employment with the Company and/or tenure as Managing Director & Group CEO, whichever is later, 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, induce, encourage (or attempt to solicit, induce, encourage or recruit) any employee of the Company or any other ICRA Group entity to (a) leave his or her employment or other association with the Company and/or the relevant ICRA Group entity, as the case may be, and/or (b) consider employment with any other person or entity.
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15. Non-disparagement During the term of employment with the Company and tenure as Managing Director & Group CEO and at any time thereafter, Mr. Krishnan shall not, under any circumstance, do any act, thing or deed which is detrimental or prejudicial or materially adverse to the interest of the Company or any other entity of the ICRA Group whether in India or overseas and shall refrain from disparaging, criticizing, making or publishing any negative remarks, public or private, comments or statements online on social media or other websites and/or blogs or in the press or print media or electronic media or any interview concerning the Company or any other entity of the ICRA Group or the businesses, services, products, shareholders, officers, directors or other personnel of the Company or any other entity of the ICRA Group or any of their affiliates/shareholders.
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16. Privacy Mr. Krishnan's acceptance of the appointment letter shall constitute his consent and authorization to the Company, its affiliate entities, authorized agents, legal consultants, tax advisors, accountants, payroll processors, data processors, insurers, third party service providers and medical/health consultants, in India or abroad, to collect, receive, scrutinize, verify, shortlist, use, share, discuss, possess, process, monitor, store or handle or transfer, at any time, any information, data, record and message created, received, sent or stored in any Electronic Media Equipment or Electronic Media Systems (as such terms are defined below) of the Company including his personal and sensitive personal information with the Company in accordance with the applicable laws and the Company's policies.
- Mr. Krishnan understands and agrees that any Company related information including but not limited to emails, messages, documents on his personal Electronic Media Equipment or personal Electronic Media Systems will be Company property.
- Mr. Krishnan hereby agrees and undertakes to allow the Company to access, review, retrieve, transfer and expunge all such information and documents from his personal Electronic Media Equipment or personal Electronic Media Systems at any time. For this purpose, **"Electronic Media Equipment"** includes, but is not limited to, computers, external storage devices, thumb drives, mobile devices (including, but not limited to, smart phones, tablets, and e-readers), telephone equipment, and other electronic media devices and **"Electronic Media Systems"** includes, but is not limited to, computer servers, messaging and email systems or accounts, applications for computers or mobile devices, and web based services (including cloud-based information storage accounts).
- Mr. Krishnan may exercise his rights of access, modification, cancellation and opposition to the above actions in relation to his personal and sensitive personal information in accordance with the applicable laws.
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		<p>Mr. Krishnan agrees to notify the Company immediately of any change affecting his personal and sensitive personal information as provided to the Company in order to ensure that it is accurate and updated.</p> <p>All information, records, reports, correspondence by email, software, messages (including voicemail), computer information and other data generated by or residing on the Company's Electronic Media Equipment or Electronic Media Systems shall be Company property and may be accessed, searched, reviewed, audited, used or disclosed by the Company without any notice to him for any legitimate business purpose including ensuring compliance with the Company's legal obligations such as income tax, social security withholdings, statutory filings, management, financial and stock exchange reporting, human resources management, restructuring and planning, conduct of workplace investigation/enquiries/audits, insurance related compliance, employment related matters and that licensed software is being used.</p> <p>The Company shall retain the above-mentioned information for as long as is required for the purposes for which it was collected or as required under applicable law.</p>
17.	Use of Company Assets	<p>Mr. Krishnan understands that he has no reasonable expectation of privacy in any Company property and agrees that any Company property is subject to inspection by the Company personnel authorised by the Board at any time with or without a notice.</p> <p>Mr. Krishnan also understands that he has no expectation of privacy in relation to any Electronic Media Equipment or Electronic Media Systems of the Company, including accessing the internet, using any electronic mail, telephone, voicemail, instant messaging or technology systems to which he will have access in connection with his employment.</p> <p>The Company has or may acquire software and systems that are capable of monitoring and recording all network traffic to and from any Electronic Media Equipment or Electronic Media Systems of the Company. The Company reserves the right to access, review, copy and delete any information, data or messages accessed through its Electronic Media Equipment or Electronic Media Systems, at any time, with or without notice to him and/or in his absence. This includes, but is not limited to, all e-mail messages sent or received, all website visits, all chat sessions, all news group activity (including groups visited, messages read and postings by him), and all file transfers into and out of the Company's internal networks. The Company further reserves the right to retrieve previously deleted messages from e-mail or voicemail and monitor usage of the internet, including websites visited and any information you download.</p>
18.	Amendments	Any amendments to the terms and conditions of the appointment letter shall be in writing and shall be subject to compliance with applicable laws and the approval of the Board and the members of the Company, as may be applicable.
19.	Assignment	The appointment letter will inure to the benefit of and be binding upon the successors of the Company in cases such as mergers and amalgamations. He will not assign any of his rights under the appointment letter.
20.	Waiver	No failure or delay on the part of the Company in exercising any right, power or remedy hereunder will operate as a waiver thereof, nor will any single or partial exercise of any such right, power or remedy preclude any other or further exercise thereof or the exercise of any other right, power or remedy. The remedies provided for herein are cumulative and are not exclusive of any remedies that may be available to the Company under applicable laws.
21.	Governing Law	The appointment letter will be governed and construed in accordance with the laws of India. The civil courts at New Delhi will have the exclusive jurisdiction on all matters arising out of and/or in connection with the appointment letter.
22.	Employment Agreement	<p>The appointment letter, together with any other documents referred to herein, sets out all remuneration arrangements pertaining to his re-appointment.</p> <p>The appointment letter will be constituted as an employment agreement and terms set out in the appointment letter will supersede the appointment letter issued earlier.</p>

In addition to the above, Mr. Krishnan will be eligible for staff benefits and policy-related reimbursements in the ordinary course of business.

In accordance with the applicable provisions of the Act, approval of members is also being sought, by way of special resolution, for payment of remuneration to Mr. Krishnan, in excess of the prescribed limit of 5% of net

profit of the Company but within the overall limit of 10 % of the net profit of the Company. The Board of Directors of the Company, as recommended by the NRC, be authorised to vary, alter, and modify the terms of remuneration and/or remuneration structure of Mr. Krishnan within the limits prescribed in this Explanatory Statement.

The terms and conditions as set out in the resolution and explanatory statement above may be treated as an abstract of the terms of appointment of Mr. Krishnan as per Section 190 of the Companies Act, 2013.

The Company has not defaulted in payment of dues to any bank or public financial institution or other secured creditor, if any.

The terms and conditions as set out in the resolution and explanatory statement above may be treated as an abstract of the terms of re-appointment of Mr. Krishnan as per Section 190 of the Companies Act, 2013.

Mr. Krishnan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Mr. Krishnan is not debarred from holding the office of Director by virtue of any SEBI order or any other such

authority. The Company has received notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director.

Mr. Krishnan does not hold any shares in the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Krishnan, is in any way concerned or interested in this Resolution. Details regarding Mr. Krishnan have been presented in the Annexure-A to the Notice. Relevant information and disclosures prescribed under Schedule V to the Companies Act, 2013 have been presented in the Annexure-B to the Notice.

The Board of Directors of your Company is of the opinion that the re-appointment of Mr. Krishnan would be beneficial to the Company and hence recommends the Resolutions as set out at item no. 9 as an ordinary resolution and item no. 10 as special resolution of the Notice 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
F7854

Place: Gurugram
Date: May 23, 2024

CIN: L74999DL1991PLC042749
Registered Office: B-710, Statesman House, 148, Barakhamba Road, New Delhi-110 001
Telephone No.: +91.11.23357940
Website: www.icra.in
Email ID: investors@icraindia.com

Annexure 1

DECLARATION OF FIDELITY AND SECRECY

I, Ramnath Krishnan, do declare that I will faithfully, truly with due diligence and to the best of my knowledge, judgment, skill and ability execute and perform duties required to be performed by me as an employee of ICRA Limited (the “**Company**” or “**ICRA**”) and which properly relate to any office or position in the Company and/or any entity of the ICRA Group (collectively, “**ICRA Group**”) held by me.

I further declare that I will, during my tenure of service with the Company and/or ICRA Group and also thereafter, observe strict secrecy in respect of all transactions of the Company and ICRA Group and all matters relating thereto and that I will not directly or indirectly communicate or divulge any of the matters or any information relating to the affairs of the Company or ICRA Group, which may come to my knowledge in the discharge of my duties as an employee except when required or authorized to do so by the management of the Company or ICRA Group or by the applicable law. I agree that such secrecy would be maintained by me during my tenure of service with ICRA and ICRA Group and thereafter in respect of the client information that would come to my knowledge while working with ICRA and ICRA Group. I also agree that any violation of confidence on my part as hereinabove expressed shall render me liable to summary dismissal and to such further or other actions as may be determined by ICRA in accordance with the Staff Rules/code of conduct or applicable laws.

I further declare that I shall abide by the Staff Rules, Codes of Conduct, and policies of the Company (including the Separation Policies of the Company) to the extent applicable to me and submit myself to the disciplinary process as prescribed for violation of the aforesaid rules, codes, policies and applicable laws.

Signature		Witness
Name	Ramnath Krishnan	Signature
Designation	Managing Director & Group CEO	Name
Address		Address

Annexure - A

Details of each Director seeking reappointment/appointment at the Thirty Third Annual General Meeting pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings



Profile	<p>Ms. Shivani Priya Mohini Kak is a Director of ICRA Limited under the category of Non-Executive, Non-Independent Director.</p> <p>Ms. Kak is Managing Director, Head of Investor Relations Finance, Moody's Corporation. Ms. Kak heads the Investor Relations Team and is responsible for managing effective communications with the analytical community, as well as existing and potential shareholders. Prior to this role, she managed the US Structured Finance Relationship Management team within the Commercial Group.</p> <p>She joined Moody's in 2008 as a European RMBS analyst in the Structured Finance team. She moved to the Commercial department in 2011, to focus on Structured Finance business development, including secondments to both the Hong Kong and New York offices. She also spent time in the Product Management Group with global responsibility for product related requests and initiatives linked to Structured Finance and investor requested products. Prior to joining Moody's, she was a Director at Lehman Brothers, specializing in Structured Finance origination and structuring.</p> <p>Ms. Kak holds an MBA from the Johnson School at Cornell University and a B.Sc. (Hons) in Russian and European Studies from the University of Surrey and speaks fluent Russian.</p>
Name of Director	Ms. Shivani Priya Mohini Kak
Terms and conditions	Non-Executive Non-Independent Director, liable to retire by rotation
Date of Birth and Age	January 13, 1973, 51 years
Disclosure of relationships between directors inter-se	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
First Date of Appointment	February 18, 2022
Experience and nature of expertise in specific functional areas	Structured Finance, Stakeholder relationship management and General management
Qualifications	MBA from the Johnson School at Cornell University and a B.Sc. (Hons) in Russian and European Studies from the University of Surrey.
Remuneration sought to be paid	Eligible to receive sitting fee and commission
Remuneration last drawn	Waived sitting fee and commission for the financial year 2023-24.
No. of Board Meetings attended / held during Financial Year 2024	5/5
No. of Equity Shares held in the Company including shareholding as a beneficial owner	Nil
List of Other Companies/bodies corporate (including listed entities) in which Directorships are held along with listed entities from which the person has resigned in the past three years	<ul style="list-style-type: none"> None Ms. Kak is not holding a directorship in any other listed entities. Since she has not held in the past three years directorships in any other listed entities, hence the disclosure with respect to the resignation from the directorships of listed entities in the past three years is not applicable.
List of Committees of the Board of Directors (across all companies / bodies corporate) in which Chairmanship/Membership is held*	<p>Chairperson:</p> <ul style="list-style-type: none"> Stakeholders' Relationship Committee of ICRA Limited

*Pursuant to Regulation 26(1)(b) of the Listing Regulations, only two committees, viz. Audit Committee and Stakeholders Relationship Committee, have been considered.



Profile	<p>Mr. Palamadai Sundararajan Jayakumar is a Chartered Accountant from the Institute of Chartered Accountants of India, an MBA graduate from XLRI Jamshedpur and Gurukul Chevening Scholar, London School of Economics and Political Science.</p> <p>Mr. P. S. Jayakumar had joined Citibank NA as Management Associate in 1986 and at the time of leaving the Bank in 2008, Mr. P. S. Jayakumar was Co Head, India, with responsibility for its consumer banking. Mr. P. S. Jayakumar had served as the Managing Director and CEO of Bank of Baroda during 2015-19 and was the first person from Private Sector to be appointed to manage a large public sector bank. Apart from transformation of Bank of Baroda, Mr Jayakumar successfully integrated Bank of Baroda along with Dena Bank and Vijaya Bank and the success of this model resulted in other consolidation in the public sector banking system. Mr Jayakumar also co-promoted two companies, (i) VBHC Value Homes and (ii) Home First India, which is no2 a listed entity in the NSE. These companies address both the supply and demand side for affordable housing.</p> <p>Currently, Mr. P. S. Jayakumar serves as a Chair and an Independent Director in holds several Public and Private Limited companies and in sectors such as Insurances, Financial Services Logistics, Infrastructure, Pharmaceuticals, Manufacturing, Construction, Agritech and Media. Mr Jayakumar also mentors several start ups and is also and a member at Governing Board of the Indian Institute of Corporate Affairs.</p>
Name of Director	Mr. Palamadai Sundararajan Jayakumar
Terms and conditions	Refer to the Item No. 5 to the Explanatory Statement to this Notice
Date of Birth and Age	April 8, 1962, 62 years
Disclosure of relationships between directors inter-se	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
First Date of Appointment	Not Applicable
Experience and nature of expertise in specific functional areas	Financial Services, Banking, Affordable Housing
Qualifications	Chartered Accountant from the Institute of Chartered Accountants of India, an MBA graduate from XLRI Jamshedpur and Gurukul Chevening Scholar, London School of Economics and Political Science.
Remuneration sought to be paid	Eligible to receive sitting fee and commission
Remuneration last drawn	NA
No. of Board Meetings attended / held during Financial Year 2024	NA
No. of Equity Shares held in the Company including shareholding as a beneficial owner	Nil

List of Other Companies/bodies corporate (including listed entities) in which Directorships are held along with listed entities from which the person has resigned in the past three years

- Adani Ports and Special Economic Zone Limited
- HT Media Limited
- CG Power and Industrial Solutions Limited
- JM Financial Limited
- Adani Logistics Limited
- Tata Motors Finance Limited
- Future Generali India Life Insurance Company Limited
- Zuventus Healthcare Limited
- Northern Arc Capital Limited
- Emcure Pharmaceuticals Limited
- TVS Infrastructure Investment Manager Private Limited
- Progrow Farm and Rural Mission Private Limited
- VBHC Value Homes Private Limited
- TVS Industrial & Logistics Parks Private Limited

Mr. Jayakumar has not resigned from the directorships of listed entities in the past three years

List of Committees of the Board of Directors (across all companies / bodies corporate) in which Chairmanship / Membership is held*

Chairperson:

- Audit Committee of CG Power and Industrial Solutions Limited
- Audit Committee of Tata Motors Finance Limited
- Audit Committee of TVS Industrial & Logistics Parks Private Limited

Member:

- Audit Committee of Adani Ports and Special Economic Zone Limited
- Audit Committee of HT Media Limited
- Audit Committee of JM Financial Limited
- Audit Committee of Future Generali India Life Insurance Company Limited
- Audit Committee of Zuventus Healthcare Limited
- Audit Committee of Northern Arc Capital Limited
- Audit Committee of Emcure Pharmaceuticals Limited
- Audit Committee of LICHFL Asset Management Company Limited

**Pursuant to Regulation 26(1)(b) of the Listing Regulations, only two committees, viz. Audit Committee and Stakeholders Relationship Committee, have been considered.*



Profile

Mr. Pradip Manilal Kanakia is a strong leader and Finance and governance-oriented professional with expertise in accounting, auditing, reporting, strategy, transformation, performance management, systems and processes and controls, compliance, and governance. As a qualified Chartered Accountant of both England & Wales and India, he has held leadership positions with Price Waterhouse and KPMG during a career spanning 36 years.

As a Lead Engagement Partner, he led the audits of several prestigious Indian and multinational companies, across various industry sectors, reporting under Ind-AS, IFRS and US GAAP for over 22 years.

As a national leader in both PwC and KPMG, he played a major role in transforming the businesses of both the firms leading to accelerated growth and profitability by demonstrating the ability to 'turn around' underperforming business units with strong strategic and execution skills.

Mr Kanakia also led a popular Non-Executive Directors (NED) Program with Price Waterhouse for a period of 10 years that attracted large participation by Independent Directors, CFOs, Chief Internal Auditors and Chief Compliance Officers in Mumbai and NCR regions.

Mr. Kanakia led several thousand people in both the firms and cultivated a culture of high performance, collaboration, and teamwork by encouraging a questioning mind set and belief in finding solutions to problems and actively engaging with all stakeholders.

Name of Director	Mr. Pradip Manilal Kanakia
Terms and conditions	Refer to the Item No. 6 to the Explanatory Statement to this Notice
Date of Birth and Age	June 4, 1960, 64 years
Disclosure of relationships between directors inter-se	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
First Date of Appointment	Not Applicable
Experience and nature of expertise in specific functional areas	Audit, Compliance, Reporting, Finance
Qualifications	Chartered Accountant (England & Wales); Chartered Accountant, Institute of Chartered Accountants of India
Remuneration sought to be paid	Eligible to receive sitting fee and commission
Remuneration last drawn	NA
No. of Board Meetings attended / held during Financial Year 2024	NA
No. of Equity Shares held in the Company including shareholding as a beneficial owner	Nil

List of Other Companies/bodies corporate (including listed entities) in which Directorships are held along with listed entities from which the person has resigned in the past three years

- Britannia Industries Limited
- Camlin Fine Sciences Limited
- Healthcare Global Enterprises Limited
- JM Financial Limited
- Symed Labs Limited
- Torrent Gas Limited
- Viyash Life Sciences Private Limited

Mr. Kanakia has not resigned from the directorships of listed entities in the past three years

List of Committees of the Board of Directors (across all companies / bodies corporate) in which Chairmanship/Membership is held*

Chairperson:

- Audit Committee of Camlin Fine Sciences Limited
- Audit Committee of JM Financial Limited

Member

- Audit Committee of Healthcare Enterprises Limited
 - Audit Committee of Symed Labs Limited
 - Audit Committee of Torrent Gas Limited
 - Audit Committee of Britannia Industries Limited
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**Pursuant to Regulation 26(1)(b) of the Listing Regulations, only two committees, viz. Audit Committee and Stakeholders Relationship Committee, have been considered.*



Profile	<p>Ms. Anuranjita Kumar is a distinguished Human Resources veteran with an impressive track record spanning over two and a half decades. She has held senior HR positions in Asia, North America and Europe, accumulating a wealth of experience during her tenures at Citi, Royal Bank of Scotland (RBS), and P&G. Before joining RBS, Ms. Kumar served as the Head of Human Resources for Citi, South Asia, where she honed her cross-cultural expertise in the global corporate landscape. Her deep understanding of working cultures and dynamics in various countries has been a cornerstone of her career.</p> <p>Ms. Kumar's focus throughout her professional journey has centered on developing and executing commercially viable HR strategies, nurturing global talent, and fostering a responsible and enriching corporate culture.</p> <p>At present, Ms. Kumar is the Founder and CEO at WE ACE, a global platform dedicated to engaging, enabling and employing women in the industry.</p> <p>Ms. Kumar's exemplary contributions have earned her recognition and accolades. She was featured on The Economic Times' 'Women Ahead List 2018' and acknowledged in 2019 as a visionary Diversity and Inclusion Leader by the leading Asian D&I organization, House of Rose Professionals. Furthermore, she has been honored as one of the 'Most Powerful Woman Leaders' by Fortune in 2013 and named among the Top 100 HR professionals by World HRD Congress in 2015, among other prestigious awards and recognitions throughout her career.</p> <p>Ms. Kumar holds bachelor's degree in industrial and organizational psychology from University of Delhi and MBA human resources development from XLRI, Jamshedpur</p>
Name of Director	Ms. Anuranjita Kumar
Terms and conditions	Refer to the Item No. 7 to the Explanatory Statement to this Notice
Date of Birth and Age	November 2, 1971, 53 years
Disclosure of relationships between directors inter-se	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
First Date of Appointment	Not Applicable
Experience and nature of expertise in specific functional areas	Human Resources
Qualifications	Bachelor's degree in industrial and organizational psychology from University of Delhi and MBA human resources development from XLRI, Jamshedpur
Remuneration sought to be paid	Eligible to receive sitting fee and commission
Remuneration last drawn	NA
No. of Board Meetings attended / held during Financial Year 2024	NA
No. of Equity Shares held in the Company including shareholding as a beneficial owner	Nil
List of Other Companies/bodies corporate (including listed entities) in which Directorships are held along with listed entities from which the person has resigned in the past three years	<ul style="list-style-type: none"> • Acme Solar Holdings Private Limited • HDFC Credila Financial Services Limited • Hero Fincorp Limited • Northcap Services FZCO • Northcap Services Private Limited • TBO Tek Limited <p>Ms. Kumar has not resigned from the directorships of listed entities in the past three years</p>
List of Committees of the Board of Directors (across all companies / bodies corporate) in which Chairmanship/Membership is held*	<p>Member:</p> <ul style="list-style-type: none"> • Audit Committee of TBO Tek Limited

*Pursuant to Regulation 26(1)(b) of the Listing Regulations, only two committees, viz. Audit Committee and Stakeholders Relationship Committee, have been considered.



Profile

Mr. Brian Joseph Cahill is Vice Chairman, Moody's Ratings Asia Pacific. In this role, he provides strategic and operational support across key business initiatives including Moody's Ratings domestic credit rating affiliates in India, Vietnam and other locations. He also supports senior level external engagement with market participants including policy makers and regulators in respect of Moody's Ratings credit rating and sustainable finance activities. He is on the board of Moody's Foundation supporting its global activities and with a particular focus on its work in Asia Pacific.

Prior to his current role, Mr. Cahill was Global Head for Sustainable Finance at Moody's Ratings leading its strategy for incorporating Environmental, Social, and Governance factors – including climate risk - into credit ratings, analytics, research, and outreach.

In addition, he oversaw the development of Moody's Ratings sustainable finance solutions such as second party opinions and net zero assessments. These provide analytic insight to market participants wishing to evaluate the sustainability and emission reduction claims of debt issuers, a critical need in the rapidly growing sustainable finance market.

Mr. Cahill was regional head of Moody's Ratings corporate finance franchise from 2002 to 2020. He also led the Asia project and infrastructure team from 2009 to 2018 and the Asia Financial institution team from 2009 to 2016.

Prior to joining Moody's Mr. Cahill practiced as a lawyer. He received an MA and Master of Law from Cambridge University.

Name of Director	Mr. Brian Joseph Cahill
Terms and conditions	Refer to the Item No. 8 to the Explanatory Statement to this Notice
Date of Birth and Age	January 27, 1965, 59 years
Disclosure of relationships between directors inter-se	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
First Date of Appointment	Not Applicable
Experience and nature of expertise in specific functional areas	Sustainable Finance, Environmental, Social, and Governance, and General management
Qualifications	MA and Master of Law from Cambridge University
Remuneration sought to be paid	Eligible to receive sitting fee and commission
Remuneration last drawn	NA
No. of Board Meetings attended / held during Financial Year 2024	NA
No. of Equity Shares held in the Company including shareholding as a beneficial owner	Nil
List of Other Companies/bodies corporate (including listed entities) in which Directorships are held along with listed entities from which the person has resigned in the past three years	<ul style="list-style-type: none"> • Tourenard Pty Ltd • The Moody's Foundation <p>Mr. Cahill is not holding a directorship in any other listed entities. Since he has not held in the past three years directorships in any other listed entities, hence the disclosure with respect to the resignation from the directorships of listed entities in the past three years is not applicable.</p>
List of Committees of the Board of Directors (across all companies / bodies corporate) in which Chairmanship/Membership is held*	None

*Pursuant to Regulation 26(1)(b) of the Listing Regulations, only two committees, viz. Audit Committee and Stakeholders Relationship Committee, have been considered.



Profile	<p>Mr. Ramnath Krishnan is the Managing Director & Group CEO of ICRA.</p> <p>Mr. Krishnan joined ICRA in July 2020 as President of Ratings, and was appointed as Chief Rating Officer in November 2020, positions he held until October 22, 2021.</p> <p>Mr. Krishnan is a senior, experienced banker, with over 33 years of experience in banking in India, Malaysia and Mauritius. He has been a corporate banker, and Country Head of Risk and has understanding of different stages of credit cycle. Prior to joining ICRA Mr. Krishnan was a Chief Risk Officer with RBL Bank, prior to which he spent 23 years with HSBC, holding senior positions at HSBC Bank in corporate credit, wholesale, private and investment banking in India and as Chief Risk Officer at HSBC Malaysia.</p> <p>Mr. Krishnan holds a Bachelor of Arts in Economics from Loyola College, Chennai and is a Cost & Works Accountant and Chartered Accountant.</p>
Name of Director	Mr. Ramnath Krishnan
Terms and conditions	Refer to the Items Nos. 9 and 10 to the Explanatory Statement to this Notice
Date of Birth and Age	January 10, 1963, 61 years
Disclosure of relationships between directors inter-se	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
First Date of Appointment	October 23, 2021
Experience and nature of expertise in specific functional areas	General management, Strategic planning, Business Operations
Qualifications	Bachelor of Arts in Economics from Loyola College, Chennai and Cost & Works Accountant and Chartered Accountant
Remuneration sought to be paid	Refer to the Items Nos. 9 and 10 to the Explanatory Statement to this Notice
Remuneration last drawn	Rs. 632.35 Lakhs
No. of Board Meetings attended / held during Financial Year 2024	5/5
No. of Equity Shares held in the Company including shareholding as a beneficial owner	Nil
List of Other Companies/bodies corporate (including listed entities) in which Directorships are held along with listed entities from which the person has resigned in the past three years	<ul style="list-style-type: none"> • None • Mr. Krishnan is not holding a directorship in any other listed entities. Since he has not held in the past three years directorships in any other listed entities, hence the disclosure with respect to the resignation from the directorships of listed entities in the past three years is not applicable.
List of Committees of the Board of Directors (across all companies / bodies corporate) in which Chairmanship/Membership is held*	<p>Member:</p> <ul style="list-style-type: none"> • Stakeholders' Relationship Committee of ICRA Limited

*Pursuant to Regulation 26(1)(b) of the Listing Regulations, only two committees, viz. Audit Committee and Stakeholders Relationship Committee, have been considered.

Annexure - B

Relevant information and disclosures prescribed in Schedule V to the Companies Act, 2013 are given below:

I General Information																									
1	Nature of Industry ICRA Limited (the "Company") is a credit rating agency registered with the Securities and Exchange Board of India.																								
2	Date or expected date of commencement of commercial production The Company was incorporated on January 16, 1991, and the Certificate of Commencement of Business was granted on March 15, 1991. Since then, the Company had commenced its business.																								
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus Not applicable																								
4	Financial performance based on given indicators As per standalone financial statements (Rs. in Lakhs)																								
	<table border="1"> <thead> <tr> <th>Financial year</th> <th>2023-24</th> <th>2022-23</th> <th>2021-22</th> </tr> </thead> <tbody> <tr> <td>Total income</td> <td>34,220.44</td> <td>28,810.68</td> <td>24,015.33</td> </tr> <tr> <td>Profit before Tax</td> <td>14,684.04</td> <td>11,713.23</td> <td>9,334.87</td> </tr> <tr> <td>Profit after Tax</td> <td>12,315.76</td> <td>9,592.90</td> <td>7,330.93</td> </tr> <tr> <td>Rate of dividend</td> <td>1,000%</td> <td>1,300%</td> <td>280%</td> </tr> <tr> <td>Earnings per share (Basic) (In Rs.)</td> <td>128.03</td> <td>99.73</td> <td>76.21</td> </tr> </tbody> </table>	Financial year	2023-24	2022-23	2021-22	Total income	34,220.44	28,810.68	24,015.33	Profit before Tax	14,684.04	11,713.23	9,334.87	Profit after Tax	12,315.76	9,592.90	7,330.93	Rate of dividend	1,000%	1,300%	280%	Earnings per share (Basic) (In Rs.)	128.03	99.73	76.21
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5	Foreign investments or collaborations, if any The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company during the previous three financial years. The foreign investors, mainly comprising promoter group entities, foreign portfolio investors and non-resident Indians are investors in the Company on account of past issuances of securities and/or secondary market purchases.																								
II. Information about the appointee																									
1	Background details Refer to the annual report of the Company																								
2	Past remuneration Refer to the corporate governance report of the Company																								
3	Recognition or awards Highly acclaimed professional in the banking and financial services sector.																								
4	Job profile and his suitability Mr. Ramnath Krishnan devotes full time and attention to the Company and ICRA Group business, subject to superintendence, control and directions of the Board of Directors. Mr. Krishnan has rich experience in the banking and financial services sector, and his candidature is compatible with the organisational requirements.																								
5	Remuneration proposed Refer to the Items Nos. 9 and 10 to the Explanatory Statement to this Notice for details.																								

6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (In case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company and ICRA Group, the profile of the Managing Director & Group CEO, the responsibilities shouldered by him and the industry benchmarks, the remuneration is commensurate with the remuneration prevailing in the industry.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Krishnan has no pecuniary relationship with the Company or its Key Managerial Personnel other than his remuneration in the capacity of the Managing Director & Group CEO
III. Other Information		
1	Reasons of loss or inadequate profits	Though the Company is a profit-making entity, a situation of inadequate profits may arise in any of the financial year during the tenure of appointment of Mr. Krishnan. Therefore, the Company proposes to obtain approval of the Members by way of Special Resolution, to enable the Company to pay the managerial remuneration as stated in the resolution.
2	Steps taken or proposed to be taken for improvement	The Company will take all reasonable steps and measures to avoid a situation of inadequacy of profits.
3	Expected increase in productivity and profits in measurable terms	Given the uncertainty in the current macro-economic environment, we are unable to determine impact on productivity in measurable terms.
IV. Disclosures		
		The prescribed disclosures with respect to remuneration are provided in Items Nos. 9 and 10 to the Explanatory Statement to this Notice.



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