



ICRA

August 5, 2022

ICRA Limited

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

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: Compliance under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Details regarding the voting results at the 31st Annual General Meeting of ICRA Limited

Please find enclosed details in compliance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding the resolutions approved by the Members at the 31st Annual General Meeting of the Company held on August 4, 2022, at 3:30 p.m. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), in compliance with the applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the Ministry of Corporate Affairs (“MCA”) circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as “MCA Circulars”), and the Securities and Exchange Board of India (“SEBI”) circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 (collectively referred to as “SEBI Circulars”), to transact the businesses as contained in the notice of the Annual General Meeting (“AGM”) of the Company:-

S.No.	Particulars	Details
1.	Date of the AGM	August 4, 2022
2.	Total number of shareholders on record date (cut-off date for e-voting: July 29, 2022)	15,781
3.	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable
4.	No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	2 159

The mode of voting on resolutions was by way of remote e-voting. The Scrutinizer report is enclosed.

This is for your kind perusal and record.

Regards,

Sincerely,

(S. Shakeb Rahman)

Company Secretary & Compliance Officer

Encl.: As Above

Building No. 8, 2nd Floor, Tower A
DLF Cyber City, Phase II
Gurugram - 122002, Haryana

Tel. : +91.124.4545300
CIN : L74999DL1991PLC042749

Website : www.icra.in
Email : info@icraindia.com
Helpdesk : +91.9354738909

Registered Office : B - 710, Statesman House, 148, Barakhamba Road, New Delhi - 110001. Tel. : +91.11.23357940-41

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Details in compliance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Details of the Agenda: Item No. 1- To receive, consider and adopt:

- a. the audited standalone financial statements of the Company for the financial year ended March 31, 2022 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, 2022 and the report of the Auditors thereon.

Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes -in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	No. of invalid / abstained votes
Promoter and Promoter Group	Remote e-Voting	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-	-
	E-voting at the AGM		-	-	-	-	-	-	-
	Total	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-	-
Public-Institutions	Remote e-Voting	3,482,178	2,508,478	72.0376	2,508,478	-	100.0000	-	-
	E-voting at the AGM		-	-	-	-	-	-	-
	Total	3,482,178	2,508,478	72.0376	2,508,478	-	100.0000	-	-
Public-Non Institutions*	Remote e-Voting	1,131,481	3,793	0.3352	3,653	140	96.3090	3.6910	-
	E-voting at the AGM		-	-	-	-	-	-	-
	Total	1,131,481	3,793	0.3352	3,653	140	96.3090	3.6910	-
Total		9,619,281	7,517,893	78.1544	7,517,753	140	99.9981	0.0019	-

*excludes Non Promoter-Non Public shareholding

Details of the Agenda: Item No. 2-To declare dividend of Rs. 28 per share on the equity shares for the financial year ended March 31, 2022.

Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes -in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	No. of invalid / abstained votes
Promoter and Promoter Group	Remote e-Voting	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-	-
	E-voting at the AGM		-	-	-	-	-	-	-
	Total	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-	-
Public-Institutions	Remote e-Voting	3,482,178	2,508,478	72.0376	2,508,478	-	100.0000	-	-
	E-voting at the AGM		-	-	-	-	-	-	-
	Total	3,482,178	2,508,478	72.0376	2,508,478	-	100.0000	-	-
Public-Non Institutions*	Remote e-Voting	1,131,481	3,794	0.3353	3,679	115	96.9689	3.0311	-
	E-voting at the AGM		-	-	-	-	-	-	-
	Total	1,131,481	3,794	0.3353	3,679	115	96.9689	3.0311	-
Total		9,619,281	7,517,894	78.1544	7,517,779	115	99.9985	0.0015	-

*excludes Non Promoter-Non Public shareholding





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Details of the Agenda: Item No. 3- To appoint a Director in place of Mr. Michael Foley (DIN: 08583960), who retires by rotation, and being eligible, offers himself for reappointment.

Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes -in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	No. of invalid / abstained votes
Promoter and Promoter Group	Remote e-Voting	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-	-
	E-voting at the AGM		-	-	-	-	-	-	-
	Total	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-	-
Public-Institutions	Remote e-Voting	3,482,178	2,508,478	72.0376	2,508,478	-	100.0000	-	-
	E-voting at the AGM		-	-	-	-	-	-	-
	Total	3,482,178	2,508,478	72.0376	2,508,478	-	100.0000	-	-
Public-Non Institutions*	Remote e-Voting	1,131,481	3,792	0.3351	3,472	320	91.5612	8.4388	-
	E-voting at the AGM		-	-	-	-	-	-	-
	Total	1,131,481	3,792	0.3351	3,472	320	91.5612	8.4388	-
Total		9,619,281	7,517,892	78.1544	7,517,572	320	99.9957	0.0043	-

*excludes Non Promoter-Non Public shareholding

Details of the Agenda: Item No. 4 - To appoint Mr. Stephen Arthur Long (DIN: 09595066) as a Non-Executive and Non-Independent Director of the Company.

Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes -in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	No. of invalid / abstained votes
Promoter and Promoter Group	Remote e-Voting	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-	-
	E-voting at the AGM		-	-	-	-	-	-	-
	Total	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-	-
Public-Institutions	Remote e-Voting	3,482,178	2,508,478	72.0376	2,508,478	-	100.0000	-	-
	E-voting at the AGM		-	-	-	-	-	-	-
	Total	3,482,178	2,508,478	72.0376	2,508,478	-	100.0000	-	-
Public-Non Institutions*	Remote e-Voting	1,131,481	3,792	0.3351	3,472	320	91.5612	8.4388	-
	E-voting at the AGM		-	-	-	-	-	-	-
	Total	1,131,481	3,792	0.3351	3,472	320	91.5612	8.4388	-
Total		9,619,281	7,517,892	78.1544	7,517,572	320	99.9957	0.0043	-

*excludes Non Promoter-Non Public shareholding





Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the Meeting
ICRA Limited
B-710, Statesman House, 148, Barakhamba Road,
New Delhi – 110001

Sub: Remote e-voting and e-voting at the Annual General Meeting (“AGM”) held through Video Conferencing (“VC”)/Other Audio Visual Means (“OVAM”)

Dear Sir,

I, Sachin Agarwal, a company secretary in practice, have been appointed by the Board of Directors of ICRA Limited (the “Company”) as a scrutinizer for the purpose of remote e-voting and e-voting during the AGM and ascertaining the requisite majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the General Circulars No.14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 respectively, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”) on the resolutions proposed and considered at the AGM of the Company held on August 4, 2022 through VC/OVAM.

Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and rules made thereunder; (ii) the MCA Circulars; and (iii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 relating to e-voting on the resolutions contained in the notice of the AGM.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and e-voting at the AGM are conducted in a fair and transparent manner and submit a consolidated scrutinizer's report on the total votes cast 'in favour/voted with assent' or 'against/voted with dissent' on the resolutions along with 'abstained' votes, based on the reports generated from the e-voting platform provided by National Securities Depository Limited (“NSDL”).

Cut-off date

Voting rights were reckoned as at close of business hours on Friday, July 29, 2022, being the cut-off date for the purpose of deciding the entitlements of shareholders for remote e-voting and e-voting during the AGM.

Remote e-voting period

The remote e-voting platform remained open from 9:00 a.m. (IST) on Monday, August 1, 2022 till 5:00 p.m. (IST) on Wednesday, August 3, 2022.

E-voting at the annual general meeting

The Company had provided the facility of e-voting during the AGM to enable those members to cast their votes who had not cast votes through remote e-voting.

Unblocking of votes

On completion of e-voting during the AGM, I unblocked the results of the remote e-voting and e-voting by members at the AGM, on the NSDL e-voting platform and downloaded the results.





Voting results

I noted that 276 (two hundred and seventy six) members had cast their votes through remote e-voting. None of the members casted vote through e-voting during the AGM.

Thereafter, considering the votes cast through remote e-voting, the result of the voting is as under:

- a) To receive, consider and adopt (i) the audited standalone financial statements of the Company for the financial year ended March 31, 2022 and the report of the Board of Directors and the Auditors thereon; and (ii) the audited consolidated financial statements of the Company and its Subsidiaries for the financial year ended March 31, 2022 and the report of Auditors thereon.

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage
	Number of shareholders	Votes	Number of shareholders	Votes	Number of shareholders	Votes	
Assent votes	268	7,517,753	-	-	268	7,517,753	99.9981
Dissent votes	7	140	-	-	7	140	0.0019

Particulars of abstained votes	
Number of shareholders	-
Votes	-

The summary of voting result on the above referred business item (ordinary resolution), as per shareholding pattern of the Company on cut-off date, is as under:

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3) = [(2)/(1)] * 100	No. of votes -in favour (4)	No. of votes – against (5)	% of votes in favour on votes cast (6)=[(4)/(2)] *100	% of votes against on votes cast (7)=[(5)/(2)] *100
Promoter and Promoter Group	Remote e-Voting	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-
	E-voting at the AGM		-	-	-	-	-	-
	Total		5,005,622	5,005,622	100.0000	5,005,622	-	100.0000
Public-Institutions	Remote e-Voting	3,482,178	2,508,478	72.0376	2,508,478	-	100.0000	-
	E-voting at the AGM		-	-	-	-	-	-
	Total		3,482,178	2,508,478	72.0376	2,508,478	-	100.0000
Public-Non Institutions*	Remote e-Voting	1,131,481	3,793	0.3352	3,653	140	96.3090	3.6910
	E-voting at the AGM		-	-	-	-	-	-
	Total		1,131,481	3,793	0.3352	3,653	140	96.3090
Total		9,619,281	7,517,893	78.1544	7,517,753	140	99.9981	0.0019

*excludes Non Promoter-Non Public shareholding

Based on the foregoing, I hereby report that the ordinary resolution in respect of business item as set out above has been passed with the requisite majority.





b) To declare dividend of Rs. 28 per share on the equity shares for the financial year ended March 31, 2022.

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent votes	271	7,517,779	-	-	271	7,517,779	99.9985
Dissent votes	5	115	-	-	5	115	0.0015

Particulars of abstained votes	
Number of shareholders	-
Votes	-

The summary of voting result on the above referred business item (ordinary resolution), as per shareholding pattern of the Company on cut-off date, is as under:

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3) = [(2)/(1)] * 100	No. of votes -in favour (4)	No. of votes – against (5)	% of votes in favour on votes cast (6)=[(4)/(2)] *100	% of votes against on votes cast (7)=[(5)/(2)] *100
Promoter and Promoter Group	Remote e-Voting	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-
	E-voting at the AGM		-	-	-	-	-	
	Total		5,005,622	5,005,622	100.0000	5,005,622	-	100.0000
Public-Institutions	Remote e-Voting	3,482,178	2,508,478	72.0376	2,508,478	-	100.0000	-
	E-voting at the AGM		-	-	-	-	-	
	Total		3,482,178	2,508,478	72.0376	2,508,478	-	100.0000
Public-Non Institutions*	Remote e-Voting	1,131,481	3,794	0.3353	3,679	115	96.9689	3.0311
	E-voting at the AGM		-	-	-	-	-	
	Total		1,131,481	3,794	0.3353	3,679	115	96.9689
Total		9,619,281	7,517,894	78.1544	7,517,779	115	99.9985	0.0015

*excludes Non Promoter-Non Public shareholding

Based on the foregoing, I hereby report that the ordinary resolution in respect of business item as set out above has been passed with the requisite majority.



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- c) To appoint a Director in place of Mr. Michael Foley (DIN: 08583960), who retires by rotation, and being eligible, offers himself for reappointment.

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent votes	265	7,517,572	-	-	265	7,517,572	99.9957
Dissent votes	10	320	-	-	10	320	0.0043

Particulars of abstained votes	
Number of shareholders	-
Votes	-

The summary of voting result on the above referred business item (ordinary resolution), as per shareholding pattern of the Company on cut-off date, is as under:

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3) = [(2)/(1)]* 100	No. of votes -in favour (4)	No. of votes – against (5)	% of votes in favour on votes cast (6)=[(4)/(2)] *100	% of votes against on votes cast (7)=[(5)/(2)] *100
Promoter and Promoter Group	Remote e-Voting	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-
	E-voting at the AGM		-	-	-	-	-	-
	Total		5,005,622	5,005,622	100.0000	5,005,622	-	100.0000
Public-Institutions	Remote e-Voting	3,482,178	2,508,478	72.0376	2,508,478	-	100.0000	-
	E-voting at the AGM		-	-	-	-	-	-
	Total		3,482,178	2,508,478	72.0376	2,508,478	-	100.0000
Public-Non Institutions*	Remote e-Voting	1,131,481	3,792	0.3351	3,472	320	91.5612	8.4388
	E-voting at the AGM		-	-	-	-	-	-
	Total		1,131,481	3,792	0.3351	3,472	320	91.5612
Total		9,619,281	7,517,892	78.1544	7,517,572	320	99.9957	0.0043

*excludes Non Promoter-Non Public shareholding

Based on the foregoing, I hereby report that the ordinary resolution in respect of business item as set out above has been passed with the requisite majority.



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- d) To appoint Mr. Stephen Arthur Long (DIN: 09595066) as a Non-Executive and Non-Independent Director of the Company.

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent votes	265	7,517,572	-	-	265	7,517,572	99.9957
Dissent votes	10	320	-	-	10	320	0.0043

Particulars of abstained votes	
Number of shareholders	-
Votes	-

The summary of voting result on the above referred business item (ordinary resolution), as per shareholding pattern of the Company on cut-off date, is as under:

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3) = [(2)/(1)] * 100	No. of votes -in favour (4)	No. of votes - against (5)	% of votes in favour on votes cast (6) = [(4)/(2)] * 100	% of votes against on votes cast (7) = [(5)/(2)] * 100
Promoter and Promoter Group	Remote e-Voting	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-
	E-voting at the AGM		-	-	-	-	-	
	Total		5,005,622	5,005,622	100.0000	5,005,622	-	100.0000
Public-Institutions	Remote e-Voting	3,482,178	2,508,478	72.0376	2,508,478	-	100.0000	-
	E-voting at the AGM		-	-	-	-	-	
	Total		3,482,178	2,508,478	72.0376	2,508,478	-	100.0000
Public-Non Institutions*	Remote e-Voting	1,131,481	3,792	0.3351	3,472	320	91.5612	8.4388
	E-voting at the AGM		-	-	-	-	-	
	Total		1,131,481	3,792	0.3351	3,472	320	91.5612
Total		9,619,281	7,517,892	78.1544	7,517,572	320	99.9957	0.0043

*excludes Non Promoter-Non Public shareholding

Based on the foregoing, I hereby report that the ordinary resolution in respect of business item as set out above has been passed with the requisite majority.



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A. SACHIN & ASSOCIATES
Company Secretaries

All the relevant records of voting will remain in my safe custody and will be handed over to the company secretary of the Company for preserving safely after the Chairman of the meeting considers, approves and signs minutes of the AGM.

Thanking you,

For A. Sachin & Associates
Company Secretaries

Sachin Agarwal
M. No. FCS 7715
C.P. No. 7787

Peer Review Certificate No. 1494/2021
UDIN: F007715D000745342



Place: Noida

Date: August 5, 2022

For ICRA Limited

(Arun Duggal)
Chairman
DIN: 00024262



Date: Aug 5, 2022