



ICRA

ICRA Limited

September 24, 2020

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 29th 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 ("Listing Regulations"), regarding the resolutions approved by the Members at the 29th Annual General Meeting of the Company held on September 23, 2020, at 4:06 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 Listing Regulations read with the Ministry of Corporate Affairs ("MCA") circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars"), to transact the businesses as contained in the notice of the Annual General Meeting of the Company:-

S.No.	Particulars	Details
1.	Date of the AGM	September 23, 2020
2.	Total number of shareholders on record date (cut-off date for e-voting: September 17, 2020)	13,941
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:	2 116

The mode of voting on resolutions was by way of e-voting and remote e-voting.

Please also find enclosed the scrutinizer report.

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 : 1105, Kailash Building, 11th Floor, 26 Kasturba Gandhi Marg, New Delhi - 110001. Tel. : +91.11.23357940-45

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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:

- the audited standalone financial statements of the Company for the financial year ended March 31, 2020 and the report of the Board of Directors and Auditors thereon; and
- the audited consolidated financial statements of the Company and its Subsidiaries for the financial year ended March 31, 2020 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	100.0000	5,005,622	-	100.0000	-	-
	E-voting at the AGM	5,005,622	-	-	-	-	-	-	-
	Total	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-	-
Public-Institutions	Remote e-Voting		2,301,033	59.9778	2,301,033	-	100.0000	-	-
	E-voting at the AGM	3,836,475	-	-	-	-	-	-	-
	Total	3,836,475	2,301,033	59.9778	2,301,033	-	100.0000	-	-
Public-Non Institutions*	Remote e-Voting		6,636	0.8539	6,609	27	99.5931	0.4069	-
	E-voting at the AGM	777,184	290	0.0373	290	-	100.0000	-	-
	Total	777,184	6,926	0.8912	6,899	27	99.6102	0.3898	-
Total		9,619,281	7,313,581	76.0304	7,313,554	27	99.9996	0.0004	-

*excludes Non Promoter-Non Public shareholding

Details of the Agenda: Item No. 2- To declare dividend on the equity shares for the financial year ended March 31, 2020.

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	100.0000	5,005,622	-	100.0000	-	-
	E-voting at the AGM	5,005,622	-	-	-	-	-	-	-
	Total	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-	-
Public-Institutions	Remote e-Voting		2,932,337	76.4331	2,932,337	-	100.0000	-	-
	E-voting at the AGM	3,836,475	-	-	-	-	-	-	-
	Total	3,836,475	2,932,337	76.4331	2,932,337	-	100.0000	-	-
Public-Non Institutions*	Remote e-Voting		6,636	0.8538	6,609	27	99.5931	0.4069	-
	E-voting at the AGM	777,184	365	0.0470	365	-	100.0000	-	-
	Total	777,184	7,001	0.9008	6,974	27	99.6143	0.3857	-
Total		9,619,281	7,944,960	82.5941	7,944,933	27	99.9997	0.0003	-

*excludes Non Promoter-Non Public shareholding



Details of the Agenda: Item No. 3- To appoint a Director in place of Mr. Thomas John Keller Jr. (DIN: 00194502), 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	3,836,475	2,932,337	76.4331	2,932,337	-	100.0000	-	-
	E-voting at the AGM		-	-	-	-	-	-	
	Total		3,836,475	2,932,337	76.4331	2,932,337	-	100.0000	-
Public-Non Institutions*	Remote e-Voting	777,184	6,634	0.8536	6,585	49	99.2614	0.7386	-
	E-voting at the AGM		290	0.0373	290	-	100.0000	-	-
	Total		777,184	6,924	0.8909	6,875	49	99.2923	0.7077
Total		9,619,281	7,944,883	82.5933	7,944,834	49	99.9994	0.0006	-

*excludes Non Promoter-Non Public shareholding

Details of the Agenda: Item No. 4- To appoint Mr. Michael Foley (DIN: 08583960) 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	3,836,475	2,932,337	76.4331	2,932,337	-	100.0000	-	-
	E-voting at the AGM		-	-	-	-	-	-	
	Total		3,836,475	2,932,337	76.4331	2,932,337	-	100.0000	-
Public-Non Institutions*	Remote e-Voting	777,184	6,629	0.8530	6,580	49	99.2608	0.7392	-
	E-voting at the AGM		290	0.0373	290	-	100.0000	-	-
	Total		777,184	6,919	0.8903	6,870	49	99.2918	0.7082
Total		9,619,281	7,944,878	82.5933	7,944,829	49	99.9994	0.0006	-

*excludes Non Promoter-Non Public shareholding



Details of the Agenda: Item No. 5- To appoint Mr. Amit Kumar Gupta (DIN: 00352927) as a Whole-time 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	3,836,475	2,932,337	76.4331	2,932,337	-	100.0000	-	-
	E-voting at the AGM		-	-	-	-	-	-	
	Total		3,836,475	2,932,337	76.4331	2,932,337	-	100.0000	-
Public-Non Institutions*	Remote e-Voting	777,184	6,629	0.8530	6,530	99	98.5066	1.4934	-
	E-voting at the AGM		290	0.0373	290	-	100.0000	-	-
	Total		777,184	6,919	0.8903	6,820	99	98.5692	1.4308
Total		9,619,281	7,944,878	82.5933	7,944,779	99	99.9988	0.0012	-

*excludes Non Promoter-Non Public shareholding

Details of the Agenda: Item No. 6- To appoint Mr. N. Sivaraman (DIN: 00001747) as a Managing Director & CEO of the Company and as CEO of ICRA Group.

Resolution required: (Ordinary / Special)				Special					
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	3,836,475	2,932,337	76.4331	2,932,337	-	100.0000	-	-
	E-voting at the AGM		-	-	-	-	-	-	
	Total		3,836,475	2,932,337	76.4331	2,932,337	-	100.0000	-
Public-Non Institutions*	Remote e-Voting	777,184	6,629	0.8530	6,449	180	97.2847	2.7153	-
	E-voting at the AGM		290	0.0373	290	-	100.0000	-	-
	Total		777,184	6,919	0.8903	6,739	180	97.3985	2.6015
Total		9,619,281	7,944,878	82.5933	7,944,698	180	99.9977	0.0023	-

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

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 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the General Circulars No.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively issued by the Ministry of Corporate Affairs, India (“**MCA Circulars**”) on the resolutions proposed and considered at the AGM of the Company held on September 23, 2020 through VC/OVAM.

Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act, 2013 and rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to e-voting on the resolutions contained in the notice of 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 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, based on the reports generated from the e-voting platform provided by National Securities Depository Limited.

Cut-off date

Voting rights were reckoned as on Thursday, September 17, 2020, 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. on Sunday, September 20, 2020 till 5.00 p.m. on Tuesday, September 22, 2020.

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

We note that (i) 266 (two hundred and sixty six) members had cast their votes through remote e-voting; and (ii) 14 (fourteen) members had cast their votes through e-voting during the AGM.

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

- a) **To receive, consider and adopt (i) the audited financial statements of the Company for the financial year ended March 31, 2020 and the report of the Board of Directors and the Auditors thereon; (ii) the audited consolidated financial statements of the Company and its Subsidiaries for the financial year ended March 31, 2020 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	259	7,313,264	13	290	272	7,313,554	99.9996
Dissent votes	6	27	0	0	6	27	0.0004





A. SACHIN & ASSOCIATES
Company Secretaries

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	3,836,475	2,301,033	59.9778	2,301,033	-	100.0000	-
	E-voting at the AGM		-	-	-	-	-	-
	Total		3,836,475	2,301,033	59.9778	2,301,033	-	100.0000
Public-Non Institutions*	Remote e-Voting	777,184	6,636	0.8539	6,609	27	99.5931	0.4069
	E-voting at the AGM		290	0.0373	290	-	100.0000	-
	Total		777,184	6,926	0.8912	6,899	27	99.6102
Total		9,619,281	7,313,581	76.0304	7,313,554	27	99.9996	0.0004

*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 on the equity shares for the financial year ended March 31, 2020.

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent votes	260	7,944,568	14	365	274	7,944,933	99.9997
Dissent votes	6	27	0	0	6	27	0.0003





A. SACHIN & ASSOCIATES
Company Secretaries

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	3,836,475	2,932,337	76.4331	2,932,337	-	100.0000	-
	E-voting at the AGM		-	-	-	-	-	-
	Total		3,836,475	2,932,337	76.4331	2,932,337	-	100.0000
Public-Non Institutions*	Remote e-Voting	777,184	6,636	0.8538	6,609	27	99.5931	0.4069
	E-voting at the AGM		365	0.0470	365	-	100.0000	-
	Total		777,184	7,001	0.9008	6,974	27	99.6143
Total		9,619,281	7,944,960	82.5941	7,944,933	27	99.9997	0.0003

*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.

c) **To appoint a Director in place of Mr. Thomas John Keller Jr. (DIN: 00194502), 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	258	7,944,544	13	290	271	7,944,834	99.9994
Dissent votes	7	49	0	0	7	49	0.0006





A. SACHIN & ASSOCIATES
Company Secretaries

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	3,836,475	2,932,337	76.4331	2,932,337	-	100.0000	-
	E-voting at the AGM		-	-	-	-	-	
	Total		3,836,475	2,932,337	76.4331	2,932,337	-	100.0000
Public-Non Institutions*	Remote e-Voting	777,184	6,634	0.8536	6,585	49	99.2614	0.7386
	E-voting at the AGM		290	0.0373	290	-	100.0000	-
	Total		777,184	6,924	0.8909	6,875	49	99.2923
Total		9,619,281	7,944,883	82.5933	7,944,834	49	99.9994	0.0006

*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.

d) **To appoint Mr. Michael Foley (DIN: 08583960) 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	257	7,944,539	13	290	270	7,944,829	99.9994
Dissent votes	7	49	0	0	7	49	0.0006



MS



A. SACHIN & ASSOCIATES
Company Secretaries

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	3,836,475	2,932,337	76.4331	2,932,337	-	100.0000	-
	E-voting at the AGM		-	-	-	-	-	-
	Total		3,836,475	2,932,337	76.4331	2,932,337	-	100.0000
Public-Non Institutions*	Remote e-Voting	777,184	6,629	0.8530	6,580	49	99.2608	0.7392
	E-voting at the AGM		290	0.0373	290	-	100.0000	-
	Total		777,184	6,919	0.8903	6,870	49	99.2918
Total		9,619,281	7,944,878	82.5933	7,944,829	49	99.9994	0.0006

*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.

e) To appoint Mr. Amit Kumar Gupta (DIN: 00352927) as a Whole-time Director of the Company.

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent votes	256	7,944,489	13	290	269	7,944,779	99.9988
Dissent votes	8	99	0	0	8	99	0.0012



MJ



A. SACHIN & ASSOCIATES
Company Secretaries

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	3,836,475	2,932,337	76.4331	2,932,337	-	100.0000	-
	E-voting at the AGM		-	-	-	-	-	-
	Total		3,836,475	2,932,337	76.4331	2,932,337	-	100.0000
Public-Non Institutions*	Remote e-Voting	777,184	6,629	0.8530	6,530	99	98.5066	1.4934
	E-voting at the AGM		290	0.0373	290	-	100.0000	-
	Total		777,184	6,919	0.8903	6,820	99	98.5692
Total		9,619,281	7,944,878	82.5933	7,944,779	99	99.9988	0.0012

*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.

f) To appoint Mr. N. Sivaraman (DIN: 00001747) as a Managing Director & CEO of the Company and as CEO of ICRA Group.

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent votes	254	7,944,408	13	290	267	7,944,698	99.9977
Dissent votes	10	180	0	0	10	180	0.0023





A. SACHIN & ASSOCIATES
Company Secretaries

The summary of voting result on the above referred business item (special 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	3,836,475	2,932,337	76.4331	2,932,337	-	100.0000	-
	E-voting at the AGM		-	-	-	-	-	
	Total		3,836,475	2,932,337	76.4331	2,932,337	-	100.0000
Public-Non Institutions*	Remote e-Voting	777,184	6,629	0.8530	6,449	180	97.2847	2.7153
	E-voting at the AGM		290	0.0373	290	-	100.0000	-
	Total		777,184	6,919	0.8903	6,739	180	97.3985
Total		9,619,281	7,944,878	82.5933	7,944,698	180	99.9977	0.0023

*excludes Non Promoter-Non Public shareholding

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

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 annual general meeting.

Thanking you,

For A. Sachin & Associates
Company Secretaries

Sachin Agarwal
M. No. FCS 7715
C.P. No. 7787
UDIN: F007715B000760467



Place: Noida
Date: September 24, 2020

FOR ICRA LIMITED

(MICHAEL FOLEY)

CHAIRMAN OF THE MEETING

(DIN: 08583960)

DATE: SEPTEMBER 24, 2020

PLACE: SINGAPORE