August 3, 2023

## BSE Limited

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

National Stock Exchange of India Limited<br>Exchange Plaza,<br>Plot no. C/1, G Block<br>Bandra-Kurla Complex<br>Bandra (East)<br>Mumbai - 400 051, India<br>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 $32^{\text {nd }}$ 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 $32^{\text {nd }}$ Annual General Meeting of the Company held on August 3, 2023, 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 circulars and the Securities and Exchange Board of India 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 3, 2023 |
| 2. | Total number of shareholders on record date <br> (cut-off date for e-voting: July 28, 2023) | 18,449 |
| 3. | No. of Shareholders present in the meeting either in person or <br> through proxy: <br> Promoters and Promoter Group: <br> Public: | Not applicable |
| 4. | No. of Shareholders attended the meeting through Video <br> Conferencing <br> Promoters and Promoter Group: <br> Public: | 2 |

The mode of voting on resolutions was by way of e-voting. The scrutinizer's report is enclosed.
This is for your kind perusal and record.
Regards,
Sincerely,

RAHMAN $\begin{aligned} & \text { SHAKEE R RAMMAN } \\ & \text { Do5:30.08.031:58:40 } \\ & \text { +0530 }\end{aligned}$
(S. Shakeb Rahman)

Company Secretary \& Compliance Officer
Encl.: As Above

ICRA

Details in compliance with Regulation 44(3) of the Securitics 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, 2023 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, 2023 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 <br> (1) | No. of votes polled (2) | \% of votes polled on outstanding shares (3) $=[(2) /(1)]^{*}$ 100 | No. of votes-in favour <br> (4) | No. of votes against (5) | \% of votes in favour on votes polled $\begin{aligned} & (6)=[(4) /(2)] \\ & * 100 \end{aligned}$ | \% of votes against on votes polled $\begin{aligned} & (7)=[(5) /(2)] \\ & * 100 \end{aligned}$ | 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 | - | - |
| PublicInstitutions | Remote e-Voting | 3,085,586 | 2,032,181 | 65.8605 | 2,032,181 | - | 100.0000 | - | - |
|  | E-voting at the AGM |  | - | ${ }^{-}$ | - | - | - | - | - |
|  | Total | 3,085,586 | 2,032,181 | 65.8605 | 2,032,181 | - | 100.0000 | - | - |
| Public-Non Institutions* | Remote e-Voting | 1,528,073 | 6,367 | 0.4167 | 6,355 | 12 | 99.8115 | 0.1885 | - |
|  | E-voting at the AGM |  | - | - | - | - | - | - | - |
|  | Total | 1,528,073 | 6,367 | 0.4167 | 6,355 | 12 | 99.8115 | 0.1885 | - |
| Total |  | 9,619,281 | 7,044,170 | 73.2297 | 7,044,158 | 12 | 99.9998 | 0.0002 | - |

Details of the Agenda: Item No. 2-To declare dividend of Rs. 130 per share on the equity shares for the financial year ended March 31, 2023.


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## ICRA

Details of the Agenda: Item No. 3-To appoint a Director in place of Ms. Wendy Huay Huay Cheong (DIN: 08927070), who retires by rotation, and being eligible, offers herself 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 <br> (1) | No. of votes polled <br> (2) | $\begin{aligned} & \text { \% of votes } \\ & \text { polled on } \\ & \text { outstanding } \\ & \text { shares (3) } \\ & =[(2) /(1)]^{*} \\ & 100 \end{aligned}$ | No. of votes -in favour (4) | No. of votesagainst (5) | \% of votes in favour on votes polled (6) $=[(4) /(2)]$ *100 | \% of votes against on votes polled $\begin{aligned} & (7)=[(5) /(2)] \\ & * 100 \end{aligned}$ | 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 | $\square$ - | - |
|  | E-voting at the AGM |  | - | - | - | - | - | - | - |
|  | Total | 5,005,622 | 5,005,622 | 100.0000 | 5,005,622 | - | 100.0000 | - | - |
| PublicInstitutions | Remote e-Voting | 3,085,586 | 2,032,181 | 65.8605 | 2,032,181 | - | 100.0000 | - | - |
|  | E-voting at the AGM |  | - | - | - | - | - | - | - |
|  | Total | 3,085,586 | 2,032,181 | 65.8605 | 2,032,181 | - | 100.0000 | - | - |
| Public-Non Institutions* | Remote e-Voting | 1,528,073 | 6,170 | 0.4038 | 5,940 | 230 | 96.2723 | 3.7277 | - |
|  | E-voting at the AGM |  | 1 | - | 1 | - | - | - | - |
|  | Total | 1,528,073 | 6,171 | 0.4038 | 5,941 | 230 | 96.2723 | 3.7277 | - |
| Total |  | 9,619,281 | 7,043,974 | 73.2277 | 7,043,744 | 230 | 99.9967 | 0.0033 | - |

Details of the Agenda: Item No. 4-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

| 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) | $\begin{aligned} & \hline \% \text { of votes } \\ & \text { polled on } \\ & \text { outstanding } \\ & \text { shares (3) } \\ & =[(2) /(1)]^{*} \\ & 100 \end{aligned}$ | No. of votes -in favour (4) | No. of votes against (5) | \% of votes in favour on votes polled $\begin{aligned} & (6)=[(4) /(2)] \\ & \star 100 \end{aligned}$ | \% of votes against on votes polled $(7)=[(5) /(2)]$ $\text { * } 100$ | 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 | - | - |
| PublicInstitutions | Remote e-Voting | 3,085,586 | 2,032,181 | 65.8605 | 2,032,181 | - | 100.0000 | - | - |
|  | E-voting at the AGM |  | - | - | - | - | - | - | - |
|  | Total | 3,085,586 | 2,032,181 | 65.8605 | 2,032,181 | - | 100.0000 | - | - |
| Public-Non Institutions* | Remote e-Voting | 1,528,073 | 6,246 | 0.4088 | 6,213 | 33 | 99.4717 | 0.5283 | - |
|  | E-voting at the AGM |  | 1 | - | 1 | - | - | - | - |
|  | Total | 1,528,073 | 6,247 | 0.4088 | 6,214 | 33 | 99.4717 | 0.5283 | - |
| Total |  | 9,619,281 | 7,044,050 | 73.2284 | 7,044,017 | 33 | 99.9995 | 0.0005 | - |

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## ICRA

Details of the Agenda: Item No. 5-To approve the Material Related Party Transactions of the Company

| Resolution | ed: (Ordinary / Sp |  |  | Ordinary |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Whether promoter/promoter group are interested in the agenda/resolution? |  |  |  | Yes |  |  |  |  |  |
| 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 $\begin{aligned} & (7)=[(5) /(2)] \\ & * 100 \end{aligned}$ | No. of invalid/ abstained votes |
| Promoter and Promoter Group | Remote e-Voting | 5,005,622 | - | 100 | - | - | -100 | - | 3,055,900 |
|  | E-voting at the AGM |  | - | - | - | - | - | - | - |
|  | Total | 5,005,622 | - | - | - | - | - | - | 3,055,900 |
| PublicInstitutions | Remote e-Voting | 3,085,586 | 2,032,181 | 65.8605 | 2,032,181 | - | 100,0000 | - | - |
|  | E-voting at the AGM |  | - | - | - | - | - | - | - |
|  | Total | 3,085,586 | 2,032,181 | 65.8605 | 2,032,181 | - | 100.0000 | - | - |
| Public-Non Institutions* | Remote e-Voting | 1,528,073 | 6,246 | 0.4088 | 6,213 | 33 | 99.4717 | 0.5283 | - |
|  | E-voting at the AGM |  | 1 | - | 1 | - | - | - | - |
|  | Total | 1,528,073 | 6,247 | 0.4088 | 6,214 | 33 | 99.4717 | 0.5283 | - |
| Total |  | 9,619,281 | 2,038,428 | 21.1911 | 2,038,395 | 33 | 99.9984 | 0.0016 | 3,055,900 |


| SYED | Digitally signed <br> by SYED SHAKEB |
| :--- | :--- |
| SHAKEB | RAHMAN <br> Date: 2023.08.03 |
| RAHMAN | 22:00:04 + $05^{\prime} 30^{\prime}$ |

Scrutinizer's Report<br>[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 20147

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

1, 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, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 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 3, 2023 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 28, 2023, 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, July 31, 2023 till 5:00 p.m. (IST) on Wednesday, August 2, 2023.

## 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, ! 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 270 (two hundred and seventy) members had casted their votes through remote e-voting and I (one) member had casted vote through e-voting during the AGM.
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## A.SACMHN \& ASSOCIATES Company Secretaries

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, 2023 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, 2023 and the report of Auditors thercon.

| Particulars | Remote e-voting |  | E-voting at the AGM |  | Total |  | Percentage |
| :--- | ---: | ---: | ---: | ---: | ---: | ---: | ---: |
| Number of <br> shareholders | Votes | Number of <br> shareholders | Votes | Number of <br> shareholders | Votes | 268 | $7,044,158$ |
| Assent <br> votes | 268 | $7,044,158$ |  | - | - | 29.9998 |  |
| Dissent <br> votes | 2 | 12 |  | - | - | 2 | 12 |

Particulars of abstained votes


| Particulars of invalid 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 <br> (1) | No. of votes cast (2) | \% or voles cast on outstanding shares (3) $=[(2) /(1)]^{*} 100$ | No. of votes -in favour <br> (4) | No. ol votes against <br> (5) | \% of votes in favour on votes cast $\int_{100}^{(6)=[(4) /(2)}$ | \% of votes against on votes cast (7) $=\|(5) /(2)\|$ * 100 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Promoter <br> and <br> Promoter Group | Remote e-Voting | 5.005 .622 | 5.005 .622 | 100.0000 | 5.005 .622 | - | 100.0000 | - |
|  | E-voling at the AGM |  | - | - | - | - | - | - |
|  | Total | 5,005,622 | 5,005,622 | 100.0000 | 5,005,622 | - | 100.0000 | - |
| PublicInstitutions | Remote e-Voting | 3.085 .586 | 2,032,181 | 65.8605 | 2,032.181 | - | 100.0000 | - |
|  | E-voting at the AGM |  | - | - | - | - | - | - |
|  | Total | 3,085,586 | 2,032,181 | 65.8605 | 2,032,181 | - | 100.0000 | - |
| Public-Non Insitutions* | Remote c-Voting | 1.528.07. | 6.367 | 0.4167 | 6.355 | 12 | 99.8115 | 0.1885 |
|  | F-voting at the AGM |  | - | - | - | - | - | - |
|  | Total | 1,528,073 | 6.367 | 0.4167 | 6.355 | 12 | 99.8115 | 0.1885 |
| Total |  | 9,619,281 | 7,044,170 | 73.2297 | 7,044,158 | 12 | 99.9998 | 0.0002 |

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

## A. SACHIN \& ASSOCIATES <br> Company Secretaries

b) To declare dividend of Rs. 130 per share on the equity shares for the financial year ended March 31, 2023.

| Particulars | Remote e-voting |  | E-voting at the AGM |  | Total |  | Percentage |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Number | Votes | Number | Votes | Number | Votes |  |
| Assent votes | 254 | 7,044,037 | 1 | 1 | 255 | 7,044,038 | 99.9998 |
| Dissent votes | 2 | 12 | - | - | 2 | 12 | 0.0002 |


| Particulars of abstained votes |  |
| :--- | :--- |
| Number of shareholders | - |
| Votes | - |


| Particulars of invalid 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) $=\left[(2) /\left.(1)\right\|^{*} 100\right.$ | No. of votes -in favour <br> (4) | No. of votes against (5) | \% of votes in favour on votes cast $(6)=\\|(4) /(2)$ 1 $\approx 100$ | \% of votes against on votes cast $(7)=[(5) /(2) \mid$ $=100$ |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| 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- <br> Institutions | Remote e-Voting | 3,085,586 | 2.032.181 | 65.8605 | 2,032,181 | - | 100.0000 | - |
|  | E-voting at the AGM |  | - | - | - | - | - | - |
|  | Total | 3,085,586 | 2,032,181 | 65.8605 | 2,032,181 | - | 100.0000 | - |
| Public-Non Institutions* | Remote <br> e -Voting | 1,528,073 | 6.246 | 0.4088 | 6.234 | 12 | 99.8079 | 0.1921 |
|  | E-voting at the AGM |  | 1 | - | 1 | - | - | - |
|  | Total | 1,528,073 | 6,247 | 0.4088 | 6,235 | 12 | 99.8079 | 0.1921 |
| Total |  | 9,619,281 | 7,044,050 | 73.2284 | 7,044,038 | 12 | 99.9998 | 0.0002 |

## 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 recuisite majority:

Office: D-2004, The Hyde Park, Sector 78, Noida-201301, India
Contact nos.: $+911204996289,9871790055$; E-mail id: asa.corporateadvisors@gmail.com

## A. SACHIN \& ASSOCIATES Company Secretaries

c) To appoint a Director in place of Ms. Wendy Huay Huay Cheong (DIN: 08927070), who retires by rotation, and being eligible, offers herself for reappointment.

| Particulars | Remote e-voting |  | E-voting at the AGM |  | Total |  | Percentage |
| :--- | ---: | :--- | ---: | :--- | ---: | ---: | ---: |
|  | Number | Votes | Number | Votes | Number | Votes |  |
| Assent votes | 251 | $7,043,743$ | 1 |  | 1 | 252 | $7,043,744$ |
| Dissent votes | 4 | 230 | - |  | - | 4 | 230 |


| Particulars of abstained votes |  |
| :--- | :--- |
| Number of shareholders | - |
| Votes | - |


| Particulars of invalid 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) $=\left[(2) /\left.(1)\right\|^{*} 100\right.$ | No. of votes -in favour <br> (4) | No. of votes against <br> (5) | \% of votes in favour on votes cast $\begin{aligned} & (6)=1(4) /(2) \\ & 1 \\ & { }^{*} 100 \end{aligned}$ | \% of votes against on votes cast (7) $=\|(5) /(2)\|$ * 100 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Promoter <br> and <br> Promoter <br> 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 | - |
| PublicInstitutions | Remote e-Voting | 3.085,586 | 2,032,181 | 65.8605 | 2,032,181 | - | 100.0000 | - |
|  | E-voting at the AGM |  | - | - | - | - | - | - |
|  | Total | 3,085,586 | 2,032,181 | 65.8605 | 2,032,181 | - | 100.0000 | - |
| Public-Non Institutions* | Remote e-Voting | 1.528,073 | 6.170 | 0.4038 | 5,940 | 230 | 96.2723 | 3.7277 |
|  | E-voting at the AGM |  | 1 | - | 1 | - | - | - |
|  | Total | 1,528,073 | 6,171 | 0.4038 | 5,941 | 230 | 96.2723 | 3.7277 |
| Total |  | 9,619,281 | 7,043,974 | 73.2277 | 7,043,744 | 230 | 99.9967 | 0.0033 |

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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Omice: D-2004, The Hyde Park, Sector 78, Noida-201301, India

## A. SACHIN \& ASSOCAATES <br> Company Secretamies

d) To modify the terms of remuneration of Mr. Ramnath Krishman (DIN: 09371341) 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 | 252 | 7,044,016 | 1 | 1 | 253 | 7,044,017 | 99.9995 |
| Dissent votes | 4 | 33 | - | - | 4 | 33 | 0.0005 |



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 favoir <br> (4) | No. of votes agains: <br> (5) | \% of votes in favour on votes cast $\begin{aligned} & (6)=[(4) /(2) \\ & =100 \end{aligned}$ | \% 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 | - |
| PublicInstitutions | Remote e-Voting | 3,085.586 | 2,032.181 | 65.8605 | 2,032,181 | - | 100.0000 | - |
|  | E-voting at the AGM |  | - | - | - | - | - | - |
|  | Total | 3,085,586 | 2,032,181 | 65.8605 | 2,032,181 | - | 100.0000 | - |
| Public-Non Institutions* | Remote e-Voting |  | 6,246 | 0.4088 | 6,213 | 33 | 99.4717 | 0.5283 |
|  | E-voting at the AGM |  | 1 | ${ }^{-}$ | 1 | - | - | ${ }^{-}$ |
|  | Total | 1,528,073 | 6,247 | 0.4088 | 6.214 | 33 | 99.4717 | 0.5283 |
| Total |  | 9,619,281 | 7,044,050 | 73.2284 | 7,044,017 | 33 | 99.9995 | 0.0005 |

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


Page 6 of 8

## A. SACHNN ASSOCTATES <br> Company Secretaries

e) To approve the Material Related Party Transactions of the Company

| Particulars | Remote e-voting |  | E-voting at the AGM |  | Total |  | Percentage |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Number | Votes | Number | Votes | Number | Votes |  |
| Assent votes | 250 | 2,038,394 | 1 | 1 | 251 | 2,038,395 | 99.9984 |
| Dissent votes | 4 | 33 | - | - | 4 | 33 | 0.0016 |

Note: 3,055.900 votes casted by Promoter and Promoter Group have been considered as invalidrejected.


1 'otes casted by Promoter and Promoter Group have been considered as invalidirejected.
The summary of voting result on the above referred business item (ordinary resolution), as per shareholding pattern of the Company on cut-olf 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 <br> (4) | No. of votes against (5) | \% of votes <br> in favour <br> on votes <br> cast <br> (6) $=[(4) /(2)$ <br> 1 <br> *100 | $\%$ of votes agalast on votes cast (7)=[(5)/(2)] * 100 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Promoter and Promoter Group | Remote e-Voting | 5,005,622 | - | - | - | - | - | - |
|  | E-voling at the AGM |  | - | - | - | - | - | - |
|  | Total | 5,005,622 | - | - | - | - | - | - |
| PublicInstitutions | Remote e -Voling |  | 2.032.181 | 65.8605 | 2.032,181 | - | 100.0000 | - |
|  | E-voting at the AGM |  | ${ }^{-}$ | - | ${ }^{-}$ | - | ${ }^{-}$ | - |
|  | Total | 3,085,586 | 2,032,181 | 65.8605 | 2,032,181 | - | 100.0000 | - - |
| Public-Non Instituions* | Remote e-Voting |  | 6.246 | 0.4088 | 6.213 | 33 | 99.4717 | 0.5283 |
|  | E-voting at the AGM |  | 1 | - | 1 | - |  | - |
|  | Total | 1,528,073 | 6,247 | 0.4088 | 6,214 | 33 | 99.4717 | 0.5283 |
| Total |  | 9,619,281 | 2,038,428 | 21.1911 | 2,038,395 | 33 | 99.9984 | 0.0016 |

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 reguisite maionit.



A. SACHIN \& ASSOCIATES

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 mecting considers, approves and signs minutes of the AGM.

Thanking you,

For A. Sachin \& Associates


Peer Review Certificate No. 1494/2021
UDIN: F007715E000736841

Place: Noida
Date: August 3, 2023

## For ICRA Limited

(Arun Duggal)

## Chairman

DIN: 00024262
Eate: Ang 3,2023.


[^0]:    *excludes Non Promoter-Non Public shareholding

[^1]:    *exchudes Non Promoter-Non Public shareholding

