

ICRA Limited

August 3, 2023

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 32nd 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 32nd 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 (cut-off date for e-voting: July 28, 2023)	18,449
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:	2
	Public:	157

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,

(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



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, 2023 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, 2023 and the report of the Auditors thereon.

Resolution req	uired: (Ordinary / Speci	al)		Ordinary		Ordinary							
Whether pro agenda/resolut	moter/promoter group ion?	are interes	ted in the	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	Remote e-Voting		5,005,622	100.0000	5,005,622	-	100.0000	-	-				
Promoter Group	E-voting at the AGM	5,005,622	-	-	-	-	-	-	-				
	Total	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-	-				
Public-	Remote e-Voting		2,032,181	65.8605	2,032,181	-	100.0000	-,	-				
Institutions	E-voting at the AGM	3,085,586	-	-	-	-	-	-	-				
46	Total	3,085,586	2,032,181	65.8605	2,032,181		100.0000	-	-				
Public-Non Institutions*	Remote e-Voting		6,367	0.4167	6,355	12	99.8115	0.1885	-				
11131114110113	E-voting at the AGM	1,528,073	-	-	-	-	-	-	-				
	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	-				

^{*}excludes Non Promoter-Non Public shareholding

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.

Resolution rec	quired: (Ordinary / Spec	cial)		Ordinary							
Whether pro agenda/resolut	moter/promoter grouption?	are intere	sted in the	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-	Remote e-Voting		2,032,181	65.8605	2,032,181	-	100.0000	-	-		
Institutions	E-voting at the AGM	3,085,586	-	-	-	-	-	-	-		
	Total	3,085,586	2,032,181	65.8605	2,032,181	-	100.0000	-	-		
Public-Non	Remote e-Voting		6,246	0.4088	6,234	12	99.8079	0.1921	-		
Institutions*	E-voting at the AGM	1,528,073	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	-		

^{*}excludes Non Promoter-Non Public shareholding



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 red	quired: (Ordinary / Special)		Ordinary							
Whether pr agenda/resolu	omoter/promoter group tion?	are interes	sted in the	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	Remote e-Voting		5,005,622	100.0000	5,005,622	-	100.0000	- 8	-		
Promoter Group	E-voting at the AGM	5,005,622	-	-	-	-	-	-	-		
	Total	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-	-		
Public-	Remote e-Voting		2,032,181	65.8605	2,032,181	-	100.0000	-	-		
Institutions	E-voting at the AGM	3,085,586	-	-		-	-	-	-		
	Total	3,085,586	2,032,181	65.8605	2,032,181	-1	100.0000	-	_		
Public-Non	Remote e-Voting		6,170	0.4038	5,940	230	96.2723	3.7277	-		
Institutions*	E-voting at the AGM	1,528,073	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	-		

^{*}excludes Non Promoter-Non Public shareholding

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 No agenda/resolution? Category Mode of Voting No. of No. of % of votes No. of No. of % of votes % of votes No. of polled on votes -in in favour against on invalid / votes held polled outstanding favour against on votes abstained votes (1) (2) shares (3) (4) polled polled votes (7)=[(5)/(2)] *100 =[(2)/(1)]* (6)=[(4)/(2)]100 *100 5,005,622 5,005,622 Promoter and Remote e-Voting 100.0000 100.0000 Promoter E-voting at the AGM 5,005,622 Group Total 5,005,622 5,005,622 100.0000 5,005,622 100.0000 Public-Remote e-Voting 2,032,181 65.8605 2,032,181 100.0000 Institutions E-voting at the AGM 3,085,586 Total 3,085,586 2,032,181 65.8605 2,032,181 100.0000 Public-Non 0.5283 Remote e-Voting 0.4088 33 99 4717 6,246 6,213 Institutions* E-voting at the AGM 1,528,073 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

^{*}excludes Non Promoter-Non Public shareholding

ICRA

Total

Details of the Agenda: Item No. 5-To approve the Material Related Party Transactions of the Company. Ordinary Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the Yes agenda/resolution? % of votes No. of Mode of Voting % of votes No. of No. of % of votes Category No. of No. of votes -in invalid / shares votes polled on votes – in favour against on held polled outstanding favour against on votes votes abstained (2) shares (3) (4) polled polled votes (1) =[(2)/(1)]* 100 (6)=[(4)/(2)] *100 (7)=[(5)/(2)] *100 Promoter and Remote e-Voting 3,055,900 Promoter E-voting at the AGM 5,005,622 5,005,622 Group 3,055,900 Total 100.0000 Remote e-Voting 2,032,181 65.8605 2,032,181 Public-Institutions E-voting at the AGM 3,085,586 100.0000 Total 3,085,586 2,032,181 65.8605 2,032,181 Public-Non 0.4088 6,213 99.4717 0.5283 Remote e-Voting 6,246 33 Institutions* E-voting at the AGM 1 1 -1,528,073 99.4717 6,214 33 0,5283 Total 6,247 0.4088 1,528,073

21.1911

2,038,395

99.9984

33

0.0016

3,055,900

9,619,281

2,038,428

^{*}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, 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").

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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, 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 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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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 thereon.

Particulars	Remote e-voti	ng	E-voting at the	e AGM	Tota	Percentage	
	Number of Votes		Number of	Votes	Number of	Votes	
	shareholders		shareholders		shareholders		
Assent	268	7,044,158	-	-	268	7,044,158	99.9998
votes							
Dissent	2	12	-	-	2	12	0.0002
votes							

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

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	Remote e-Voting	5.005.622	5,005,622	100.0000	5,005,622	-	100.0000	-
Group	E-voting at the AGM		-	-	-	-	-	-
	Total	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-
Public- Institutions	Remote e-Voting	3.085,586	2,032,181	65.8605	2,032.181	-	100.0000	
	E-voting at the AGM		-	*	ago computable si (f) quantif (n Nigar-Belong colodif colodida e shiftach in coloni Finalisas An An An An A	-	•	
	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

*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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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 a	oting at the AGM		otal	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) =[(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	Remote e-Voting	5,005,622	5,005,622	100.0000	5,005,622	-	100,0000	-
Group	E-voting at the AGM		•	-	-	-	-	-
	Total	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-
Public- Institutions	Remote e-Voting	3,085,586	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	6,234	12	99.8079	0.1921
	E-voting at the AGM	.,020,075	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

*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.





Votes

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		T	otal	Percentage	
	Number	Votes	Number	Votes	Number	Votes		
Assent votes	251	7,043,743	1	1	252	7,043,744	99.9967	
Dissent votes	4	230	-	-	4	230	0.0033	

Particulars of abstained votes	,
Number of shareholders	-
Votes	
Particulars of invalid votes	
Number of shareholders	-

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	Remote e-Voting	5,005,622	5,005,622	100.0000	5,005,622		100.0000	-
Group	E-voting at the AGM		-	-	-	-	•	-
	Total	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-
Public- Institutions	Remote e-Voting	3,085,586	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

*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 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

Particulars	Remote e-v	oting	E-voting AGM			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

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 (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	Remote e-Voting	5,005.622	5.005,622	100.0000	5,005,622	*	100.0000	-
Group	E-voting at the AGM			-	-	-	-	-
	Total	5,005,622	5,005,622	100.0000	5,005,622	-	100.0000	-
Public- Institutions	Remote e-Voting	3,085.586	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

*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.

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

Particulars	Remote e-v	Remote e-voting		E-voting at the AGM		tal	Percentage	
	Number	Votes	Number	Votes	Number	Votes		
Assent votes	250	2,038,394	1	I	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 invalid/rejected.

Particulars of abstained votes	
Number of shareholders	-
Votes	-

Particulars of invalid votes	
Number of shareholders	1*
Votes	3,055,900*

^{*}Votes casted by Promoter and Promoter Group have been considered as invalid/rejected.

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	Remote e-Voting	5,005,622	-	•	•	•	-	1
Group	E-voting at the AGM		•		**	-	-	+
	Total	5,005,622	-	-	-	-	-	-
Public- 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 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

*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.



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 Agarwah M. No. FCS 7715 C.P. No. 7787

Peer Review Certificate No. 1494/2021

ASSOCI

COMPANY SE

UDIN: F007715E000736841

Place: Noida

Date: August 3, 2023

For ICRA Limited

(Arun Duggal)

Chairman DIN: 00024262

Date: Due 3,20