

## **ICRA** Limited

July 4, 2017

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 Annual General Meeting

Pursuant to Regulations 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), please find enclosed Notice of the forthcoming Twenty-Sixth Annual General Meeting of the Company scheduled to be held on Thursday, August 3, 2017, at 3:00 pm at Air Force Auditorium, Subroto Park, New Delhi–110010. This is for your kind information and record.

Regards,

Sincerely,

(S. Shakeb Rahman)

Company Secretary & Compliance Officer

ohman.

Encl.: As Above

Building No. 8, 2<sup>nd</sup> Floor Tower A, DLF Cyber City Phase II, Gurgaon - 122002 Tel.: +91.124.4545300 Fax: +91.124.4050424 CIN: L74999DL1991PLC042749 Website: www.icra.in Email : info@icraindia.com

Registered Office: 1105, Kailash Building, 11th Floor, 26 Kasturba Gandhi Marg, New Delhi - 110001. Tel.: +91.11.23357940-45 Fax: +91.11.23357945



## NOTICE

Notice is hereby given that the **Twenty-Sixth** Annual General Meeting of the Members of **ICRA Limited** (the **"Company"**) will be held on Thursday, the 3<sup>rd</sup> day of August, 2017, at 3:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi 110010, to transact the following business:

#### **ORDINARY BUSINESS**

- 1. To receive, consider and adopt:
  - a. the audited financial statements of the Company for the financial year ended March 31, 2017 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, 2017 and the report of the Auditors thereon.
- 2. To declare Dividend on the Equity Shares for the financial year ended March 31, 2017.
- 3. To appoint a Director in place of Mr. Simon Richard Hastilow (DIN: 06573596), who retires by rotation, and being eligible, offers himself for reappointment.
- 4. To ratify the appointment of Statutory Auditors and to fix their remuneration, and in this regard 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No.: 101248W/W-100022) as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Twenty-Seventh Annual General Meeting of the Company at such remuneration as may be agreed to between the Board of Directors and the Statutory Auditors of the Company."

#### **SPECIAL BUSINESS**

- 5. To consider, and if thought fit, to modify the terms of appointment of Mr. Naresh Takkar, Managing Director and CEO of the Company and CEO of ICRA Group, by passing with or without modification(s) the following resolutions as **Ordinary Resolutions**:
  - "RESOLVED THAT in partial modification of (i) the resolutions passed by the Members at the Twenty-Fourth Annual General Meeting of the Company held on August 13, 2015 for (A) reappointment of Mr. Naresh Takkar as the Managing Director & CEO of the Company, (B) appointment of Mr. Naresh Takkar as CEO of ICRA Group, and (C) the remuneration payable to him pursuant to Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, read with Schedule V of the Companies Act, 2013, and (ii) the resolutions passed by the Members at the Twenty-Fifth Annual General Meeting of the Company held on August 11, 2016 providing for modification of the effective date of the annual increment from 30th January to 1st April every year, effective from the financial year 2017-18, the Company hereby approves the payment of a onetime Special Bonus of Rs. 20,00,000 to Mr. Naresh Takkar for the financial year 2016-17."

"RESOLVED FURTHER THAT the addendum to the Appointment Letter, recording the modification in the terms as specified above, be executed between the Company and Mr. Naresh Takkar.

"RESOLVED FURTHER THAT the Board of Directors, or any individual Director or Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and/or incidental to give effect to the forgoing resolutions."

By Order of the Board of Directors For ICRA Limited

Place: Gurgaon Date: May 11, 2017 (S. Shakeb Rahman)
Company Secretary & Compliance Officer

CIN: L74999DL1991PLC042749

Registered Office: 1105, Kailash Building, 11th Floor, 26,

Kasturba Gandhi Marg, New Delhi 110 001 Telephone No.: +91.11.23357940-45

Website: www.icra.in

Email ID: investors@icraindia.com



### Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING 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.
- 2. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (ten) per cent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
- 3. A proxy form duly stamped and executed, in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting.
- 4. Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.
- 5. Members/Proxy holders are requested to bring at the venue of Annual General Meeting their attendance slip duly signed so as to avoid inconvenience.
- 6. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business proposed under item no. 5 as above, is annexed hereto and forms a part of the this Notice.
- 7. 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 Depository Participants and not to the Company.
- 8. The Notice of the Annual General Meeting along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail IDs are registered with the Company's Registrar and Share Transfer Agent/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. www.icra.in
- 9. Members are requested to update (in case of change)/register, at the earliest, their email IDs with their Depository Participants in case the shares are held in the electronic form or the Registrar and Share Transfer Agent of the Company, Link Intime India Private Limited, in case the shares are held in the physical form. The Company will continue to send the said documents in the physical form to such Members whose email IDs it does not have and to those who request delivery of the said documents in the physical form.
- 10. Pursuant to Section 123(5) of the Companies Act, 2013, and Regulation 12 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Depository Participants (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, 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.

- 11. 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 Annual General Meeting so as to enable the Company keep the information ready.
- 12. 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, 2017 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.
- 13. 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.
- 14. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, August 1, 2017 to Wednesday, August 2, 2017 (both days inclusive) for determining the names of Members eligible to receive the Dividend declared, if any, on the Equity Shares of the Company.
- 15. If the Members approve the payment of Dividend at the forthcoming Annual General Meeting, the Dividend shall be paid to all those Members whose names appear in the Register of Members as on Monday, July 31, 2017, and to all those Members whose names appear as beneficial owners as per the details furnished by National Securities Depository Limited and Central Depository Services (India) Limited on the close of business hours as on that date.
- 16. Those Members who have not yet encashed/claimed the Dividend of the Company for any/all of the financial years 2009-10, 2010-11, 2011-12, 2012-13, 2013-14, 2014-15 and 2015-16 are requested to encash/claim the same immediately. In terms of Section 124(5) of the Companies Act, 2013, 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".

The details of the un-encashed/unclaimed Dividend for the Financial Years 2009-10 to 2015-16 as on March 31, 2017 are as under:

Dividend for the financial year	Unclaimed/Unpaid Dividend as on March 31, 2017 (Rs.)	Due date of transfer to Investor Education and Protection Fund
2009-10	127,279.00	September 18, 2017
2010-11	82,603.00	September 18, 2018
2011-12	122,960.00	September 9, 2019
2012-13	109,010.00	September 8, 2020
2013-14	119,577.00	September 19, 2021
2014-15	88,824.00	September 15, 2022
2015-16	65,900.22	September 12, 2023

Pursuant to Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and its amendment Rules, 2017, 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 ("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.

#### 17. Voting through electronic means

- I. In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer electronic voting ("E-voting") facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the 26th Annual General Meeting of the Company. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide E-voting facility.
- II. The E-voting facility is available at the link https://www.evotingindia.com.

III. The E-voting Sequence Number (EVSN) is as under:

<b>EVSN</b> 170612009	
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IV. The E-voting facility will be available during the following voting period:

Commencement of E-voting	End of E-voting
Monday, July 31, 2017 (9:00 a.m. IST)	Wednesday, August 2, 2017 (5:00 p.m. IST)

- V. The instructions for E-voting are as under:
  - (i) The shareholders should log on to the E-voting website www.evotingindia.com.
  - (ii) Click on Shareholders / Members
  - (iii) Now Enter your User ID
    - a) For CDSL: 16 digits beneficiary ID,
    - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (iv) Next enter the Image Verification as displayed and Click on Login.
  - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
  - (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul> <li>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>Members who have not updated their PAN with the Company's Registrar and Share Transfer Agent/Depository Participant(s) are requested to use the initial password provided separately.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul> <li>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</li> <li>If both the details are not recorded with the depository or the Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of ICRA Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store, respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
  - After receiving the login details a Compliance User should be created using the admin login
    and password. The Compliance User would be able to link the account(s) for which they wish
    to vote on.
  - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and E-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- VI. The E-voting period commences on Monday, July 31, 2017 (9:00 a.m. IST) and ends on Wednesday, August 2, 2017 (5:00 p.m. IST). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, July 28, 2017, may cast their vote electronically. The E-voting module shall also be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- VII. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, July 28, 2017.
- VIII. Since the Company is required to provide Members 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 28, 2017 and not casting their vote electronically, may only cast their vote at the 26<sup>th</sup> Annual General Meeting of the Company.
- IX. Advocate Ashok Kumar Juneja, Proprietor of M/s. Juneja Associates, Mobile No. 9810532462 e-mail ld: ashokjuneja@gmail.com, has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
- X. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the E-voting period, unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- XI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www. icra.in and on the website of CDSL within two (2) days of passing of the resolutions at the 26<sup>th</sup> Annual General Meeting of the Company on August 3, 2017, and communicated to the BSE Limited and the National Stock Exchange of India Limited.
- 18. 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 up to the date of declaration of the result of the 26<sup>th</sup> Annual General Meeting of the Company.



# Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

#### Item No. 5

The Members of the Company at the Twenty-Fourth Annual General Meeting of the Company held on August 13, 2015, had approved the reappointment of Mr. Naresh Takkar as Managing Director & CEO of the Company for a period of five years commencing from July 2, 2015 and valid till July 1, 2020, and also approved appointment of Mr. Takkar as CEO of ICRA Group effective from January 30, 2015 for a period of five years and valid till January 29, 2020, on the terms and conditions (including remuneration) as specified in the explanatory statement to the Notice of the Twenty-Fourth Annual General Meeting. Further, the Members of the Company at the Twenty-Fifth Annual General Meeting of the Company held on August 11, 2016, had approved the modification in the effective date of annual increment from 30th January to 1st April every year, effective from the financial year 2017-18.

Subject to approval of the Members, the Board of Directors of the Company at its meeting held on May 11, 2017, on recommendation of the Nomination and Remuneration Committee, approved the payment of a onetime Special Bonus of Rs. 20,00,000 to Mr. Takkar for the financial year 2016-17.

All other terms and conditions relating to Mr. Takkar's appointment/reappointment and remuneration as approved earlier by the Members shall remain unchanged.

The remuneration payable to Mr. Takkar is in conformity with and is within the permissible limits laid down under the Companies Act, 2013 including Schedule V of the Companies Act, 2013. Details of remuneration paid to Mr. Takkar are disclosed in the extract of the Annual Return annexed to the Board Report and in the Corporate Governance Report.

The Board accordingly recommends the resolution pertaining to payment of a onetime special bonus of Rs. 20,00,000 to Mr. Takkar for approval by the Members of the Company.

Mr. Takkar holds 41,000 equity shares of the Company and also holds options granted to him under the Company's Employees Stock Option Scheme. Except Mr. Takkar, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

By Order of the Board of Directors For ICRA Limited

(S. Shakeb Rahman)
Company Secretary & Compliance Officer

Place: Gurgaon Date: May 11, 2017

CIN: L74999DL1991PLC042749

Registered Office: 1105, Kailash Building, 11th Floor, 26,

Kasturba Gandhi Marg, New Delhi 110 001 Telephone No.: +91.11.23357940-45

Website: www.icra.in

Email ID: investors@icraindia.com

Details of the Director seeking reappointment at the Twenty-Sixth Annual General Meeting pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

#### **Profile**



Mr. Hastilow is a Non-Independent Director of ICRA. He is a Managing Director and Global Head of Relationship Management at Moody's Investors Service. He is responsible for leading the global team that grows Moody's coverage share and revenue by developing relationships with new issuers in existing markets, penetrating new markets, and strengthening and expanding relationships with existing issuers and intermediaries. Prior to joining Moody's, Mr. Hastilow spent 11 years at Thomson Reuters where he led marketing and sales teams in the corporate and wealth management sectors.

<u> </u>		
Name of Director	Mr. Simon Richard Hastilow	
Date of Birth	August 12, 1969	
Relationship with other Directors inter se	None	
First Date of Appointment	May 24, 2013	
Expertise in Specific Functional Areas	Sales; Marketing; Product Development; and General Management	
Qualifications	BA(Hons) in Business Studies, University of London; Diploma of the Chartered Institute of Marketing; Alumnus of the 2007 AMP Programme of INSEAD	
No. of Equity Shares held in the Company	Nil	
List of Other Companies/bodies corporate (including listed entities) in which Directorships are held	Nil	
List of Committees of the Board of Directors (across all companies / bodies corporate) in which Chairmanship/ Membership is held**	Chairman • Stakeholders Relationship Committee of ICRA Limited	

<sup>\*\*</sup>Pursuant to Regulation 26(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two committees, viz. Audit Committee and Stakeholders Relationship Committee, have been considered.

**Note:** For other details such as number of meetings of the board and its committees attended during the financial year 2016-17 and remuneration drawn in respect of Mr. Simon Richard Hastilow, please refer to the corporate governance report of the Company.



#### Form No. MGT-11

#### **FORM OF PROXY**

[Pursuant to Section 105(6) of the Companies Act, 2013, and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

L74999DL1991PLC042749 CIN: **ICRA** Limited Name of the company: 1105, Kailash Building, 11th Floor, Registered office: 26, Kasturba Gandhi Marg, New Delhi-110 001 Name of Member(s): Registered address: Email ID: Folio No/Client ID: DP ID-I/We, being the Member(s) holding......share(s) of the above named company, hereby appoint 1. Name: Address: Email ID: Signature: ..., or failing him/ her 2. Name: Address: Emgil ID: Signature:..., or failing him/ her 3. Name: Address: Email ID: Signature:.... as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty-Sixth Annual General Meeting of the Company to be held on Thursday, the 3rd day of August, 2017 at 3.00 p.m. at Air Force Auditorium, Subroto Park, New Delhi 110 010, and at any adjournment thereof in respect of such resolutions as are indicated below: Resolution No. 1. To receive, consider and adopt: a. the audited financial statements of the Company for the financial year ended March 31, 2017 and the report of the Board of Directors and the Auditors thereon; b. the audited consolidated financial statements of the Company and its Subsidiaries for the financial year ended March 31, 2017 and the report of Auditors thereon. 2. To declare Dividend on the Equity Shares for the financial year ended March 31, 2017. 3. To appoint a Director in place of Mr. Simon Richard Hastilow (DIN: 06573596), who retires by rotation, and being eligible, offers himself for reappointment. 4. To ratify the appointment of the Statutory Auditors and to fix their remuneration. 5. To modify the terms of appointment of Mr. Naresh Takkar, Managing Director & CEO of the Company and CEO of ICRA Group. Affix Revenue Stamp Signature of Shareholder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Signature of Proxy holder(s)



#### **ICRA** Limited

Corporate Identity Number (CIN): L74999DL1991PLC042749
Registered Office: 1105, Kailash Building, 11th Floor, 26, Kasturba Gandhi Marg,
New Delhi–110 001

## ATTENDANCE SLIP

Regd. Folio/DP ID & Client ID	
Number of shares	
Name and Address of the Member	
	nty-Sixth Annual General Meeting of the Company held 7, at 3.00 p.m. at Air Force Auditorium, Subroto Park
Name of the Member/Proxy (in block letters)	Member's/Proxy's Signature

**Note:** Please fill up this attendance slip and hand it over at the entrance of the meeting hall.



## Route map to the venue of the AGM

