



ICRA

ICRA Limited

August 14, 2018

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: - Notice of postal ballot

Pursuant to regulation 30 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed notice of postal ballot of ICRA Limited.

You are requested to take the above on record.

Regards,

Sincerely,

(S. Shakeb Rahman)
Company Secretary & Compliance Officer

Encl.: As above



ICRA

ICRA LIMITED

Corporate Identity Number (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

NOTICE OF POSTAL BALLOT TO THE MEMBERS

Notice pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

This notice ("**Notice**") is hereby given pursuant to Section 110 and Section 108 of the Companies Act, 2013 (the "**Companies Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**") including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, seeking approval of the members of ICRA Limited (the "**Company**") to the proposed special resolution appended below by way of a postal ballot ("**Postal Ballot**") including electronic voting for Postal Ballot. A statement setting out material facts pursuant to Section 102 of the Companies Act is annexed herewith.

The board of directors of the Company ("**Board**") at its meeting held on August 9, 2018 ("**Board Meeting**") has, subject to the approval of the members of the Company by way of a special resolution through Postal Ballot including electronic voting and subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved buyback of fully paid up equity shares of face value INR 10 (Indian Rupees Ten only) of the Company ("**Equity Shares**"), from all the members holding Equity Shares of the Company (except promoters, promoter group, and the persons in control of the Company) from the open market through the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited in accordance with the Companies Act, and rules issued thereunder, and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, (the "**Buyback Regulations**"), as amended from time to time at a price not exceeding INR 3,800 (Indian Rupees Three Thousand Eight Hundred only) per Equity Share ("**Maximum Buyback Price**"), for an aggregate amount not exceeding INR 8,540 lakh (Indian Rupees Eight Thousand Five Hundred Forty Lakh only) excluding brokerage, costs, fees, turnover charges, taxes such as securities transaction tax, goods and services tax (if any), stamp duty and other transaction charges ("**Maximum Buyback Size**"), representing 14.98% of the aggregate of the total paid-up equity share capital and free reserves of the Company (which is less than 15 % of the total paid-up equity share capital and free reserves of the Company) and within the maximum amount allowed under the Companies Act, based on the audited financial statements of the Company as on March 31, 2018, (hereinafter referred to as the "**Buyback**") and unless otherwise permitted under applicable laws, the Company has proposed to Buyback Equity Shares for a minimum of INR 4,270 lakh (Indian Rupee Four Thousand Two Hundred Seventy Lakh only), being 50% of the Maximum Buyback Size ("**Minimum Buyback Size**") and the Company accordingly will purchase an indicative minimum of 1,12,368 Equity Shares based on the Maximum Buyback Price.

Since the Buyback is more than 10% of the total paid up equity share capital and free reserves of the Company, in terms of Sections 68(2)(b) of the Companies Act, it is necessary to obtain the consent of the members of the Company, for the Buyback, by way of a special resolution. Further, as per Section 110 of the Companies Act read with Rule 22(16)(g) of the Management Rules, the consent of the members to the Buyback is required to be obtained by means of Postal Ballot including electronic voting. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the Resolution appended below.

An explanatory statement pursuant to Section 102 of the Companies Act and other applicable legal provisions of the Companies Act and the Buyback Regulations ("**Explanatory Statement**"), pertaining to the said Resolution setting out the material facts and the reasons therefore, is appended along with a postal ballot form (the "**Postal Ballot Form**"). Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Sachin Agarwal, Proprietor of A. Sachin & Associates, Company Secretaries, as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot process (including electronic voting), in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

The members are requested to carefully read the instructions indicated in this Notice and record their assent (for) and dissent (against) in the Postal Ballot Form and return the said form duly completed and signed in the attached self-addressed, postage prepaid business reply envelope, if posted in India, so as to reach the Scrutinizer not later than close of working hours (5:00 pm IST) on September 16, 2018. Postal Ballot Forms received after that date will be strictly treated as if a reply from such member has not been received. The postage expense will be borne and paid for by the Company.

In compliance with the provision of Sections 110 and 108 of the Companies Act read with Rules 20 and 22 of the Management Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of voting by electronic means ("**E-voting**") as an alternate mode of voting to all members to enable them to

cast their votes electronically instead of dispatching Postal Ballot Forms. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by E-voting. The Company has engaged services of Central Depository Services (India) Limited (“**CDSL**”) as its agency for providing E-voting facility to members of the Company. It may be noted that E-voting is optional. A member may opt for only one mode of voting and in case that a member has voted through E-voting, he/she shall not use the Postal Ballot Form to cast his or her vote. If a member casts vote through E-voting as well as Postal Ballot Form, the vote cast through E-voting would be considered and votes cast through Postal Ballot Form shall be treated as invalid.

The Scrutinizer will submit his report to the chairman of the Company (“**Chairman**”), after completion of scrutiny of Postal Ballot (including E-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced on or before September 18, 2018, and will be displayed at the registered office of the Company and communicated to BSE Limited (the “**BSE**”) and National Stock Exchange of India Limited (the “**NSE**”) (the NSE together with the BSE is referred to as the “**Stock Exchanges**”) where the Equity Shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company’s website i.e. www.icra.in and on the website of CDSL i.e. <https://www.evotingindia.com>.

The resolution, if approved by the requisite majority, shall be passed on the date on which the results of the Postal Ballot are declared.

Members desiring to opt for E-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instruction to the form. References to Postal Ballot(s) in this Notice include votes received electronically.

SPECIAL BUSINESS:

APPROVAL FOR BUYBACK OF EQUITY SHARES

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:

“**RESOLVED THAT** pursuant to article 88 of the articles of association of the Company and in accordance with the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 and other relevant Rules made thereunder, each as amended from time to time (the “**Companies Act**”) and the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations 1998, as amended from time to time (“**Buyback Regulations**”) (including any re-enactment of the Companies Act or the Buyback Regulations or enactment of any rules framed thereunder from time to time), and also such other approvals, permissions and sanctions of the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”) and/ or other authorities, institutions or bodies (together with SEBI and RBI, the “**Appropriate Authorities**”), as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by them while granting such approvals, permissions and sanctions which may be agreed by the board of directors of the Company (hereinafter referred to as the “**Board**”, which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this Resolution), consent of the members be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares of face value INR 10 (Indian Rupees Ten only) (“**Equity Shares**”) at a price not exceeding INR 3,800 (Indian Rupees Three Thousand Eight Hundred only) per Equity Share (the “**Maximum Buyback Price**”), from the members of the Company (except promoters, promoter group, and the persons in control of the Company) from the open market through the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited (hereinafter referred to as the “**Buyback**”). The Maximum Buyback Price has been arrived at after considering various factors, including average of the weekly high and low of the closing share price of the Equity Shares on the Stock Exchanges (till August 8, 2018), the net worth of the Company and the potential impact of the Buyback on the earning per share of the Company.”

“**RESOLVED FURTHER THAT**, the Buyback shall not exceed INR 8,540 lakh (Indian Rupees Eight Thousand Five Hundred Forty Lakh only), excluding brokerage, costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty and other transaction charges (“**Maximum Buyback Size**”), representing 14.98% of the aggregate of the total paid-up equity share capital and free reserves of the Company (which is less than 15% of the total paid-up equity share capital and free reserves of the Company) and within the maximum amount allowed under the Companies Act, based on the audited financial statements of the Company as on March 31, 2018, (hereinafter referred to as the “**Buyback**”) and unless otherwise permitted under applicable laws, the Company proposes to Buyback Equity Shares for a minimum of INR 4,270 lakh (Indian Rupees Four Thousand Two Hundred Seventy Lakh only), being 50% of the Maximum Buyback Size (“**Minimum Buyback Size**”) and the Company will accordingly purchase an indicative minimum of 1,12,368 Equity Shares based on the Maximum Buyback Price.”

“**RESOLVED FURTHER THAT**, the Company shall implement the Buyback out of its securities premium account and free reserves or such other source as may be permitted under the Companies Act and in accordance with Section 68(1) of the Companies Act and Regulation 4(1)(b) (ii) of the Buyback Regulations and that the Buyback shall be from the open market through the Stock Exchanges in such manner as may be prescribed under the Companies Act and the Buyback Regulations and on such terms and conditions as the Board or the Buyback Committee thereof may deem fit.”

“**RESOLVED FURTHER THAT**, the existing voting rights of the promoters and promoter group along with persons in control with them in the Company would stand increased proportionately, however since the promoter and promoter group are already in control over the Company and thus such further increase in voting rights of the promoter and promoter group would not result in change in control or management of the Company.”

“RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any members to offer and/ or any obligation on the part of Company or the Board or the Buyback Committee to Buyback any shares, and/ or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of the Company is authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and / or any person authorised by the Board may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

By Order of the Board
For ICRA Limited

S. Shakeb Rahman
Company Secretary & Compliance Officer

Place: Gurugram
Date: August 10, 2018
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. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act in respect of Special Resolution to be passed through Postal Ballot/E-voting is annexed hereto along with Postal Ballot Form for your consideration. It also contains all the disclosures as specified in Schedule II Part A of Buyback Regulations.
2. The Notice is being sent to all the members, whose names appear in the register of members/list of beneficial owners, as on the close of working hours on August 10, 2018 i.e., cut off date, as received from the National Securities Depository Limited (“**NSDL**”) and CDSL (together referred to as “**Depositories**”) and those members holding physical shares, whose details are received from M/s. Link Intime India Private Limited, the registrar and share transfer agent of the Company (“**Registrar and Share Transfer Agent**”). Any person who is not a member of the Company as on date specified above shall treat the Notice for information purposes only.
3. Members who have registered their e-mail IDs with Depositories / with the Company/ with Registrar and Share Transfer Agent are being sent this Notice by e-mail and the members who have not registered their e-mail IDs will receive the Notice along with the Postal Ballot Form by registered post or any other prescribed mode.
4. The Company has appointed Mr. Sachin Agarwal of A. Sachin & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
5. Kindly note that to seek duplicate Postal Ballot Form, the members may either send an e-mail to delhi@linkintime.co.in or contact the Registrar and Transfer Agent of the Company, M/s. Link Intime India Private Limited, 44 Community Centre, 2nd Floor, Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi – 110028.
6. Kindly note that the members can opt for only one mode of voting, i.e., either by physical Postal Ballot or E-voting. If you are opting for E-voting, then do not vote by physical Postal Ballot and vice versa. However, in case members cast their vote by physical Postal Ballot and E-voting, then voting done by E-voting shall prevail and votes cast through physical Postal Ballot will be treated as invalid.
7. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer, so that it reaches to the Scrutinizer not later than the close of business hours (i.e., 5:00 p.m. IST) on September 16, 2018. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the members will also be accepted.
8. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on August 10, 2018.
9. The Postal Ballot period commences on August 18, 2018 at 9:00 a.m. IST and ends at i.e. 5:00 p.m. IST on September 16, 2018.
10. Postal Ballot Forms received after 5:00 p.m. IST on September 16, 2018 will not be valid and will be strictly treated as if the reply has not been received from the members.

11. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny and result of voting by Postal Ballot will be announced by the Chairman of the Company on or before September 18, 2018 and will be communicated to the Stock Exchanges where the Company's securities are listed, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website, www.icra.in.
12. The last date for the receipt of duly completed Postal Ballot Form or E-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection between 10:00 a.m. to 12:00 noon IST on all working days at the registered office of the Company i.e. 1105, 11th Floor, 26 Kasturba Gandhi Marg, New Delhi 110001 from the date of dispatch under the last date for receipt of votes by Postal Ballot/ E-voting.
13. Members who wish to avail physical copies of the Notice / Postal Ballot Form shall be provided the same upon request.
14. Members can also register their e-mail IDs and contact numbers with the Company by sending details to investors@icraindia.com or with our Registrar and Transfer Agent, viz., delhi@linkintime.co.in to enable the Company to communicate to the members, the information about various developments in the Company via e-mail / SMS.
15. The Notice along with the Postal Ballot Form shall also be hosted on Company's website: www.icra.in.
16. **Voting through Electronic means**

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulation**") and Section 110 and other applicable provisions of the Companies Act and its Rules, the Company is pleased to offer E-voting facility to the members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot. The Company has engaged the services of CDSL to provide E-voting facility.

- I. The E-voting facility is available at the link [https:// www.evotingindia.com](https://www.evotingindia.com).
- II. The E-voting Sequence Number (EVSN) is as under:

EVSN	180811007
-------------	------------------

- III. The E-voting facility will be available during the following voting period:

Commencement of E-voting	End of E-voting
Saturday, August 18, 2018 (9:00 a.m. IST)	Sunday, September 16, 2018 (5:00 p.m. IST)

- IV. 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,
 - c) 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● 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.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> ● 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).

- (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.

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.

- V. The E-voting period commences on August 18, 2018 (9:00 a.m. IST) and ends on September 16, 2018 (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 August 10, 2018 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.
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on August 10, 2018. Voting rights in the Postal Ballot / E-voting cannot be exercised by a proxy, though corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT AND BUYBACK REGULATIONS FORMING PART OF THE NOTICE

1. APPROVAL FOR BUYBACK OF EQUITY SHARES

The Board at its meeting held on August 9, 2018 has subject to the approvals of members of the Company, approved and recommended the proposal of buyback of Equity Shares as contained in the Resolution in this Notice. As per the relevant and other applicable provisions of Companies Act and Buyback Regulations, this Explanatory Statement contains relevant and material information to enable the members holding Equity Shares of the Company to consider and approve the special resolution for the Buyback of the Company's Equity Shares.

Requisite details relating to the Buyback are given below:

(a) Necessity for the Buyback

The Board is of the view that the proposed Buyback will help the Company achieve the following objectives: (a) optimize returns to members; and (b) enhance overall members' value. The above objectives will be achieved by returning part of surplus cash back to members through the Buyback process. This may lead to reduction in outstanding Equity Shares, improvement in earnings per share, based on the assumption that the Company would earn similar profits as in the past, and enhanced return on equity capital. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Board at its meeting held on August 9, 2018, considered the accumulated free reserves as well as the cash liquidity reflected in the audited accounts as on March 31, 2018, and considering these, the Board decided to allocate a sum of INR 8,540 lakh (Indian Rupees Eight Thousand Five Hundred Forty Lakh only) excluding brokerage, costs, fees, turnover charges, taxes such as securities transaction tax, goods and services tax (if any), stamp duty and other transaction charges for distributing to the members holding Equity Shares of the Company through the Buyback.

After considering several factors and benefits to the members holding Equity Shares of the Company, the Board decided to recommend Buyback of Equity Shares at a price not exceeding INR 3,800 (Indian Rupees Three Thousand Eight Hundred only) per Equity Share.

(b) Maximum number of securities that the company proposes to Buyback

The indicative maximum number of Equity Shares proposed to be bought at the Maximum Buyback Size and Maximum Buyback Price under the Buyback would be 2,24,736 Equity Shares ("**Maximum Buyback Shares**"), does not exceed 25% of the total paid Equity Share capital of the Company. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. Further, the number of Equity Shares to be bought back will not exceed 25% of the total paid up equity capital of the Company.

(c) Buyback Price and basis of determining the price of the Buyback

The Equity Shares of the Company are proposed to be bought back at a price not exceeding INR 3,800 (Indian Rupees Three Thousand Eight Hundred only) per Equity share ("**Maximum Buyback Price**"). The Maximum Buyback Price has been arrived at after considering various factors, including average of the weekly high and low of the closing share price of the Equity Shares on the Stock Exchanges (till August 8, 2018), the net worth of the Company and the potential impact of the Buyback on the earnings per share of the Company. The Maximum Buyback Price excludes brokerage, costs, fees, turnover charges, taxes such as securities transaction tax, goods and services tax (if any), stamp duty and other transactional charges.

The Maximum Buyback Price represents a premium of 11.06% and 11.40% compared to the average of the weekly high and low of the closing prices of the Equity Shares on the BSE and NSE, respectively, during the two weeks preceding the date of the Board Meeting.

The Company confirms that as required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will be not more than twice the paid-up capital and free reserves after the Buyback.

(d) Maximum amount required for Buyback, its percentage of the total paid up Capital and free reserves and Source of funds from which Buyback would be financed

The maximum amount required for Buyback will not exceed INR 8,540 lakh (Indian Rupees Eight Thousand Five Hundred Forty Lakh only) excluding brokerage, costs, fees, turnover charges, taxes such as securities transaction tax, and goods and services tax (if any), stamp duty and other transaction charges, being 14.98 % of fully paid up share capital and free reserves which is less than 15% of the aggregate of the fully paid up share capital and free reserves of the Company as on March 31, 2018, from the members of the Company (except promoters, promoter group, and the persons in control of the Company) from the open market through the Stock Exchanges.

The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company (including securities premium account) or such other source as may be permitted under the Buyback Regulations or the Companies Act. The funds

used will be less than 15 % of the paid-up share capital and free reserves of the Company as on March 31, 2018.

The Company shall transfer from its free reserves and/or securities premium account a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited financial statement.

The Company has not availed any borrowing from any banks and financial institutions.

(e) Method to be adopted for the Buyback

The Buyback is open to all members holding Equity Shares in physical form (“**Physical Shares**”) and beneficial owners holding Equity Shares in dematerialised form (“**Demat Shares**”). The promoters, promoter group, and the persons in control of the Company shall not participate in the Buyback. Further, as required under the Companies Act and Buyback Regulations, the Company will not Buyback Equity Shares which are locked-in or non-transferable, until the pendency of such lock-in, or until the time such Equity Shares become transferable, as applicable.

The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges, by the order matching mechanism except “all or none” order matching system, as provided under the Buyback Regulations.

In relation to the Buyback of Demat Shares, the execution of the order, issuance of contract note and delivery of the stock to the member and receipt of payment would be carried out by the broker, appointed by the Company, in accordance with the requirements of the Stock Exchanges and SEBI.

The Company shall make arrangements to facilitate participation in the Buyback by members who hold Physical Shares. In this regard, the Company shall approach the Stock Exchanges for permission to use a separate window for the Buyback of physical shares in terms of Regulation 15A of the Buyback Regulations (“**Physical Share Buyback Window**”). Upon completion of formalities with the Stock Exchanges to use their Physical Share Buyback Window, the Company shall Buyback the physical shares from the members. The procedure for Buyback of physical shares in the Physical Share Buyback Window shall be subject to the Buyback Regulations, requirements provided by the Stock Exchanges and any directions in this regard.

(f) Time limit for completing the Buyback

The Buyback, subject to the regulatory consents and approvals, if any, is proposed to be completed within 12 months from the date of special resolution approving the proposed Buyback.

(g) Compliance with Section 68(2)(c) of the Companies Act

The aggregate paid-up share capital and free reserves as on March 31, 2018 is INR 56,978 lakh (Indian Rupees Fifty Six Thousand Nine Hundred Seventy Eight Lakh only). Under the provisions of the Companies Act, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the fully paid-up share capital and free reserves of the Company. The maximum amount proposed to be utilized for the Buyback, is not exceeding INR 8,540 lakh (Indian Rupees Eight Thousand Five Hundred Forty Lakh only), and is therefore within the limit of 25% of the Company’s fully paid-up share capital and free reserves as per the audited accounts of the Company as on March 31, 2018 (the last audited financial statements available as on the date of Board Meeting recommending the proposal of the Buyback).

Further, under the Companies Act, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. Accordingly, the maximum number of Equity Shares that can be bought back in the current financial year is 24,75,820 Equity Shares. Since the Company, at the Maximum Buyback Size and Maximum Buyback Price, has proposed to buy back up to 2,24,736 Equity Shares (“**Maximum Buyback Shares**”), the same is within the aforesaid 25% limit. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. Further, the number of Equity Shares to be bought back will not exceed 25% of the total paid up equity capital of the Company.

(h) Details of holding and transactions in the shares of the Company

The aggregate shareholding of the (i) promoters; (ii) members of the promoter group (iii) directors of the promoter and members of the promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company, as on the date of this Notice is as follows:

Sr. No	Name of Members	No. of Shares held	Percentage
1.	Moody’s Investment Company India Private Limited	2,850,900	28.79%
2.	Moody’s Singapore Pte Ltd.	2,154,722	21.76%
	Total	5,005,622	50.55%

None of the directors of the Company (“**Directors**”) or key managerial personnel of the Company (“**KMPs**”) hold any Equity Shares in the Company except for the following:

Sr. No	Shareholding of Directors & KMPs	No. of Shares held	Percentage
1	Naresh Takkar	42,000	0.42%
2	S. Shakeb Rahman	210	0.002%

No Equity Shares or other specified securities in the Company were either purchased or sold by any member of the (i) promoters; (ii) members of the promoter group (iii) directors of the promoter and promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company during a period of six months preceding the date of the Board Meeting at which the Buyback was approved and from that date till the date of this Notice for Buyback.

(i) Intention of Promoter and Promoter Group to participate

Given that the Buyback is through the open market, our promoters, promoter group and persons in control are not eligible to participate in the Buyback as per Regulation 15(b) of the Buyback Regulations.

(j) Confirmations from the Company as per the provisions of Buyback Regulations and Companies Act

- (i) all Equity Shares of the Company are fully paid up;
- (ii) the Company shall not purchase Equity Shares under the Buyback from its promoters, promoter group, and the persons in control;
- (iii) the Company shall not issue any shares or other securities from the date of this resolution including by way of bonus issue or convert any outstanding employees stock options/outstanding instruments into Equity Shares, till the date of closure of the Buyback in accordance with the Companies Act and the Buyback Regulations;
- (iv) the Company shall not raise further capital for a period of one year from the closure of Buyback offer, except in discharge of its subsisting obligations;
- (v) the Company shall not buyback its shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- (vi) there are no defaults (either in the past or subsisting) in repayment of deposits, interest payment thereon, redemption of debentures or preference shares, payment of dividend to any member, or repayment of term loans or interest payable thereon to any financial institution or a bank/banking company;
- (vii) there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act (“Scheme”) involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- (viii) the aggregate amount of the Buyback, i.e. INR 8,540 lakh (Indian Rupees Eight Thousand Five Hundred Forty Lakh only), is less than 15% of the total paid-up equity share capital and free reserves as per the audited balance sheet of the Company as on March 31, 2018;
- (ix) the indicative maximum number of Equity Shares proposed to be bought at the Maximum Buyback Size and Maximum Buyback Price under the Buyback would be 2,24,736 Equity Shares (“**Maximum Buyback Shares**”), does not exceed 25% of the total paid Equity Share capital of the Company. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. Further, the number of Equity Shares to be bought back will not exceed 25% of the total paid equity capital of the Company.
- (x) the debt equity ratio of the Company after the Buyback will be within the limit of 2:1 as prescribed under the Companies Act;
- (xi) the Company shall not make any further offer of buy-back within a period of one year reckoned from the date of closure of the Buyback;
- (xii) the Company shall not directly or indirectly purchase its own Equity Shares in the Buyback offer including through any subsidiary company (including its stepdown subsidiary companies) or through any employer welfare trust or employee gratuity trust, or through any investment company or group of investment companies;
- (xiii) the Company will not withdraw the Buyback offer after the public announcement of the Buyback is made;
- (xiv) the Company will not Buyback Equity Shares which are locked-in or non-transferable, until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;
- (xv) the maximum number of Equity Shares that can be bought back is subject to the Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Regulation 14(3) of the Buyback Regulations;
- (xvi) the Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges where such Equity Shares are listed;
- (xvii) consideration for the Equity Shares bought back by the Company shall be paid only by way of cash;

- (xviii) the Company shall submit the information regarding the Equity Shares bought back by it, to the Stock Exchanges on a daily basis in accordance with the Buyback Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website on a daily basis;
- (xix) the promoters, promoter group, and the persons in control shall not deal in the Equity Shares or other securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of shares among the promoters) during the period commencing from the date of this resolution until the closing of the Buyback offer;
- (xx) the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;
- (xxi) complying with the statutory and regulatory timelines in respect of the buyback in such manner as prescribed under the Companies Act and/or the Buyback Regulations and any other applicable laws; and
- (xxii) the Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges, through the order matching mechanism except “all or none” order matching system, as provided under the Buyback Regulations.”

(k) Confirmation from the Board

The Board of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- (i) immediately following the date of the Board Meeting, and the date on which the results of members’ resolution passed by way of Postal Ballot including E-voting will be declared (“**Postal Ballot Resolution**”), approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- (ii) as regards the Company’s prospects for the year immediately following the date of the Board Meeting and for the year immediately following the date of Postal Ballot Resolution, and having regard to the Board’s intention with respect to the management of Company’s business during that year and to the amount and character of the financial resources which will in the Board’s view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting as well as from the date of the Postal Ballot Resolution; and
- (iii) in forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company was being wound up under the provisions of the Companies Act (including prospective and contingent liabilities).

(l) Report addressed to the Board by the Company’s Auditors on the permissible capital payment and the opinion formed by the Board regarding insolvency

The text of the report dated August 9, 2018 received from the Company’s Auditors (“**Auditor’s Report**”) addressed to the Board of the Company is reproduced below:

Quote

“The Board of Directors
 ICRA Limited
 1105, Kailash Building,
 11th Floor, 26 Kasturba Gandhi Marg,
 New Delhi-110001
 Date: 9 August 2018

Sub: Independent Auditor’s Report in respect of proposed buyback of equity shares by ICRA Limited (‘the Company’) in terms of the clause (xi) of Part A of Schedule II of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 (as amended) and Section 68 of the Companies Act, 2013.

1. This Report is issued in accordance with the terms of our agreement dated 7 December 2017 and 3 August 2018.
2. The accompanying Statement contains computation of the amount of permissible capital payment in connection with the buy-back by the Company of its equity shares in accordance with clause (xi) of Part A of Schedule II to the Securities Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended (“**the Regulations**”) and Sections 68, 69 and 70 of the Companies Act, 2013, as amended (“**the Act**”). We have initialled the Statement for identification purposes only.

Management’s Responsibility

3. The preparation of the accompanying Statement is the responsibility of the Management of the Company. This responsibility includes the designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.
4. The Management is also responsible, inter alia, for ensuring that:

- a. the amount of the permissible capital payment for the securities in question is in their view properly determined; and
- b. it has, on reasonable grounds, formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buy-back of its equity shares, i.e. 9 August 2018 (hereinafter referred to as the “**date of the Board meeting**”) and the date on which the results of the shareholders’ resolution passed by way of a postal ballot including electronic voting will be declared (hereinafter referred to as the “**date of the Postal Ballot Resolution**”)

Auditor’s Responsibility:

5. Pursuant to the requirement of the Regulations, it is our responsibility, as statutory auditors of the Company, to obtain reasonable assurance on the following subject matters:
 - a. inquiry into the Company’s state of affairs;
 - b. whether the amount of the permissible capital payment for buy back of equity shares is determined properly within the permissible limit computed in accordance with the relevant provisions of the Regulations and the Act; and
 - c. whether the Board of Directors of the Company has formed the opinion, as specified in Clause (x) of Part A of Schedule II to the Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one-year from the date of the Board meeting and from the date of the Postal Ballot Resolution.
6. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the subject matters stated in paragraphs 5 (a), (b) and (c) above. The procedures selected, including procedures for assessment of the risks associated with the subject matters, depend on the auditor’s judgment. We performed the following procedures:
 - a. examined authorisation for buy-back from the Articles of Association of the Company;
 - b. agreed the amount of Paid up equity share capital, Securities premium account, General reserve and Retained earnings as at 31 March 2018 as disclosed in the accompanying Statement, with the audited standalone financial statements of the Company for the year ended 31 March 2018;
 - c. examined that all the equity shares for buy-back are fully paid-up;
 - d. the amount of capital payment for the buy-back is as per the resolution passed in the meeting of the Board of Directors and as detailed in Statement is within permissible limited computed in accordance with Section 68 of the Act and Regulation 4(1) of the Regulations;
 - e. inquired into the state of affairs of the Company with reference to the audited financial statements of the Company as at and for the year ended 31 March 2018 (the “Audited Financial Statements”), the unaudited limited review financial results for the quarter ended 30 June 2018 and resolutions passed by the Board of Directors of the Company at their meeting held on 9 August 2018;
 - f. read the Directors’ declarations for the purpose of buy-back and solvency of the Company;
 - g. verified the arithmetical accuracy of the Statement; and
 - h. obtained appropriate representations from the Management of the Company.
7. The audited financial statements referred to in paragraph 6 above, have been audited by us, on which we have issued an unmodified audit opinion vide our report dated 17 May 2018. Our audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the Institute of Chartered Accountants of India.

Opinion

10. Based on our procedures as referred to above and as per the information, explanations and representations provided to us by the Management, we report that:
 - a. We have inquired in to the state of affairs of the Company;

- b. The permissible capital payment stated in the accompanying Statement has been properly determined in accordance with the Act and the Regulations;
- c. The Board of Directors of the Company, in their meeting held on 9 August 2018, have formed their opinion, as specified in clause (x) of Part A of Schedule II of the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date and the date of the Postal Ballot Resolution.
11. We further state that this Report has been issued in compliance with the Regulations and the Act. This report does not and should not be construed to provide an assurance about the future viability of the Company or the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on Use

12. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Regulations and the Act solely to enable the Board of Directors of the Company to include the Report in the notice of postal ballot and the public announcement to be made by the Company, which will be filed with (a) Securities and Exchange Board of India, (b) National Stock Exchange of India Limited, (c) BSE Limited, (d) the Registrar of Companies, as may required by the Regulations, (e) the National Securities Depository Limited and the Central Depository Services (India) Limited for the purpose of extinguishment of equity shares and (f) the authorized dealer for the purpose of capital payment, and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Report is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

Place: Gurugram
Date: 9 August 2018

Shashank Agarwal
Partner
Membership No.: 095109

Statement of Computation of amount of permissible capital payment (“the Statement”) towards buy back of equity shares in accordance with proviso to Regulation 4 (1) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) and Section 68 (2)(c) of the Companies Act, 2013 based on the last audited financial statements:

1. Computation of permissible capital payment:

Particulars		Amount (Rs. In lakh)
Paid up equity share capital as at 31 March 2018#	(A)	990.33
Free reserves**		
Securities premium account		5,078.29
General reserve		11,166.12
Retained earnings		39,743.44
Total free reserves	(B)	55,987.85
Paid-up equity capital and free reserves as at 31 March 2018	C= (A)+(B)	56,978.18
Permissible capital payment in accordance with Proviso to Section 68(2)(c) of the Companies Act, 2013 (25% of the paid-up equity capital and free reserves)		14,244.54
Permissible capital payment for Buy Back from open market in accordance with proviso to Regulation 4(1) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) (15% of paid up capital and free reserves)		8,546.72
Proposed capital payment restricted to 15% of the total paid-up equity capital and free reserves		8,546.72

*Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013.

#The above calculation of the paid-up Equity Capital and Free Reserves as at 31 March 2018 for Buy back of equity shares is based on the amounts appearing in the audited standalone financial statements of the Company for the year ended 31 March 2018. These financial statements were prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Rules made thereunder.

For and on behalf of ICRA Limited

Naresh Takkar
Managing Director & Group CEO
DIN: 00253288

Date: 9 August 2018

Vipul Agarwal
Group Chief Financial Officer

Date: 9 August 2018”

Unquote

For any clarifications related to the Buyback process, members holding Equity Shares of the Company may contact the Company Secretary at Tel: 0124-4545349; Email: investors@icraindia.com.

All the material documents referred to in the Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board Resolution for the Buyback, the Auditors Report dated August 9, 2018 and the audited accounts of the Company as on March 31, 2018 are available for inspection by the members of the Company at its registered office on any working day between 10:00 a.m. and 5:00 p.m. IST up to the last date of receipt of Postal Ballot Form specified in the accompanying Notice.

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its members holding Equity Shares of the Company. The Board, therefore, recommends passing of the Special Resolution as set out in the accompanying Notice.

None of the Directors or any KMPs of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as members of the Company.

By Order of the Board
For ICRA Limited

S. Shakeb Rahman
Company Secretary & Compliance Officer

Place: Gurugram
Date: August 10, 2018
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



ICRA

ICRA LIMITED

Corporate Identity Number (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

POSTAL BALLOT FORM

Postal Ballot No. :

1. Name & Registered Address of the sole/
first named Shareholder :
2. Name(s) of Joint Shareholder(s) :
3. Registered Folio No./ DP ID No./Client ID No.*
(*applicable to investors holding shares in dematerialised form) :
4. Number of Shares held :

I/We, hereby exercise my/our vote in respect of the following 'Resolution' to be passed through Postal Ballot for the Special Business stated in the Notice dated August 10, 2018 of ICRA Limited (the "Company") by sending my/our assent (FOR) or dissent (AGAINST) to said Resolution by placing the tick mark (✓) at the appropriate column below:

Item No./ Resolution No.	Description of the Resolution	No. of shares held by me	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
	SPECIAL BUSINESS			
1.	Special Resolution for approval for the Buyback of Equity Shares of the Company			

Place:

Date:

(Signature of the Member)

Note:

1. Signature of the member should be as per specimen registered/ recorded with the Company/ Depository.
2. Number of shares held will be reckoned as per records of the Company as on August 10, 2018.
3. Last date for receipt of Postal Ballot Form by the Scrutinizer: September 16, 2018 till 5:00 p.m. IST.

Electronic Voting Particulars

Electronic Voting Sequence Number (EVSN)	User ID	Password
180811007		
Commencement of E-voting	End of E-voting	
Saturday, August 18, 2018 (9:00 a.m. IST)	Sunday, September 16, 2018 (5:00 p.m. IST)	